Form **990-PF** Department of the Treasury Internal Revenue Service

Return of Private Foundation

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

▶ Do not enter Social Security numbers on this form as it may be made public.

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

OMB No 1545-0052 **2013** Open to Public Inspection

For calendar year 2013 or tax year beginning , 2013, and ending , 20

Name of foundation: ROBERTI HELEN CHARITABLE TRUST 110010955534

A Employer identification number: 36-7056111

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

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

City or town, state or province, country, and ZIP or foreign postal code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ [ ]

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

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

H Check type of organization: [X] 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)* ▶ $ 5,304,304.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	153,777.	144,090.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	274,095.			
	b Gross sales price for all assets on line 6a 1,420,076.				
	7 Capital gain net income (from Part IV, line 2)		274,095.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	427,872.	418,185.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50,477.	25,238.		25,239.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	1,050.	525.	NONE	525.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	7,406.	1,000.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	917.	902.		15.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	59,850.	27,665.	NONE	25,779.
	25 Contributions, gifts, grants paid	213,690.			213,690.
	26 **Total expenses and disbursements** Add lines 24 and 25	273,540.	27,665.	NONE	239,469.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	154,332.			
	b **Net investment income** (if negative, enter -0-)		390,520.		
	c **Adjusted net income** (if negative, enter -0-)				

RECEIVED MAY 21 2014 OGDEN, UT IRS-OSC

ENVELOPE POSTMARK DATE MAY 15 2014

SCANNED MAY 29 2014

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE	67.	67.
	2	Savings and temporary cash investments	94,943.	175,690.	175,690.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	694,746.	809,218.	831,397.
	b	Investments - corporate stock (attach schedule)	2,013,118.	1,937,831.	2,746,570.
	c	Investments - corporate bonds (attach schedule)	1,430,123.	1,464,364.	1,529,580.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	2.	2.	21,000.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	4,232,932.	4,387,172.	5,304,304.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	4,232,932.	4,387,172.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)	4,232,932.	4,387,172.	
	31	Total liabilities and net assets/fund balances (see instructions)	4,232,932.	4,387,172.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,232,932.
2	Enter amount from Part I, line 27a	2	154,332.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,387,264.
5	Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCES	5	92.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,387,172.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,420,076.		1,145,981.	274,095.
b				
c				
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))
a				274,095.
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 274,095.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2012	232,980.	4,833,383.	0.048202
2011	224,505.	4,733,509.	0.047429
2010	213,132.	4,540,934.	0.046936
2009	234,880.	4,264,416.	0.055079
2008	262,869.	4,811,098.	0.054638

2	**Total** of line 1, column (d)	2	0.252284
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.050457
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	5,105,951.
5	Multiply line 4 by line 3	5	257,631.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,905.
7	Add lines 5 and 6	7	261,536.
8	Enter qualifying distributions from Part XII, line 4	8	239,469.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	7,810.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	7,810.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	7,810.
6	Credits/Payments.		
a	2013 estimated tax payments and 2012 overpayment credited to 2013 — 6a: 5,140.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,140.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,670.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be. **Credited to 2014 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation ▶ $ ______ (2) On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation.*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV.*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ SEE STATEMENT 9 Telephone no ▶			
	Located at ▶ ZIP+4 ▶			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐			
	and enter the amount of tax-exempt interest received or accrued during the year ▶ 15			
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?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

				Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)					
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes	☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?			1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐					
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?			1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):					
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013?	☐ Yes	☒ No			
	If "Yes," list the years ▶ , , ,					
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)			2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,					
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No			
b	If "Yes," did it have excess business holdings in 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.)*			3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?			4b		X

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) . . . . ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here . . . . ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? . . . . ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53.4945-5(d)*		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . ☐ Yes ☒ No		
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BMO HARRIS BANK N.A. TAX DIVISION 10C, CHICAGO, IL 60603	TRUSTEE	50,477.	-0-	-0-

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	5,077,581.
b	Average of monthly cash balances	1b	106,126.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	5,183,707.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	5,183,707.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	77,756.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,105,951.
6	**Minimum investment return.** Enter 5% of line 5	6	255,298.

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	255,298.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	7,810.		
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	7,810.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	247,488.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	247,488.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	247,488.

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	239,469.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	239,469.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	239,469.

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7					247,488.
2 Undistributed income, if any, as of the end of 2013					
a Enter amount for 2012 only				212,941.	
b Total for prior years 20 11 ,20 ,20			NONE		
3 Excess distributions carryover, if any, to 2013:					
a From 2008	NONE				
b From 2009	NONE				
c From 2010	NONE				
d From 2011	NONE				
e From 2012	NONE				
f **Total** of lines 3a through e		NONE			
4 Qualifying distributions for 2013 from Part XII, line 4. ▶ $ 239,469.					
a Applied to 2012, but not more than line 2a				212,941.	
b Applied to undistributed income of prior years (Election required - see instructions)			NONE		
c Treated as distributions out of corpus (Election required - see instructions)		NONE			
d Applied to 2013 distributable amount					26,528.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2013 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instructions					
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014					220,960.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		NONE			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)		NONE			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a		NONE			
10 Analysis of line 9					
a Excess from 2009	NONE				
b Excess from 2010	NONE				
c Excess from 2011	NONE				
d Excess from 2012	NONE				
e Excess from 2013	NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
UNIVERSITY OF ARIZONA GRADUATE COLLEGE P.O. BOX 210066 TUCSON AZ 85721	NONE	PC	GENERAL FUNDS	102,000.
NATIONAL JUDICIAL COLLEGE JUDICIAL COLLEGE BUILDING MS 358 RENO NV 895	NONE	PC	GENERAL FUNDS	7,650.
MINNESOTA STATE UNIVERSITY MOORHEAD 1004 7TH AVENUE SOUTH MOORHEAD MN 56563	NONE	PC	GENERAL FUNDS	7,650.
AMERICAN INDIAN EDUCATION FOUNDATION 2401 EGLIN STREET RAPID CITY SD 57703	NONE	PC	GENERAL FUNDS	5,100.
UNIVERSITY OF NORTH DAKOTA AMERICAN INDIAN ST P.O. BOX 8274 GRAND FORKS ND 58202	NONE	PC	GENERAL FUNDS	20,400.
SOUTH DAKOTA STATE UNIVERSITY 823 MEDARY AVE, BOX 2201 BROOKINGS SD 57007	NONE	PC	GENERAL FUNDS	17,340.
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER CO 80221	NONE	PC	GENERAL FUNDS	7,650.
UNIVERSITY OF MONTANA FOUNDATION P.O. BOX 7159 MISSOULA MT 59807	NONE	PC	GENERAL FUNDS	25,500.
SALISH KOOTENAI COLLEGE FOUNDATION INC P.O. BOX 117 PABLO MT 59855	NONE	PC	GENERAL FUNDS	20,400.
Total . . . . ▶ **3a**				213,690.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	153,777.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	274,095.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				427,872.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 427,872.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

BMO Harris Bank N.A., Trustee 5-12-14 V.P.

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
PATRICK T. BURKE		5/3/14		P00107081
Firm's name ▶ FRIEDMAN & HUEY ASSOCIATES LLP			Firm's EIN ▶ 36-3382360	
Firm's address ▶ 1313 WEST 175TH STREET HOMEWOOD, IL 60430			Phone no 708-799-6800	

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM							
CASH	66.500	1.0000	66.50	66.50	0.00	0.00	0.00%
TOTAL CASH & SHORT-TERM			**$66.50**	**$66.50**	**$0.00**	**$0.00**	**.00%**
CASH & SHORT-TERM							
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I	175,688.850	1.0000	175,688.85	175,688.85	0.00	17.57	0.01%
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I (INCOME INVESTMENT)	0.980	1.0000	0.98	0.98	0.00	0.00	0.00%
TOTAL CASH & SHORT-TERM			**$175,689.83**	**$175,689.83**	**$0.00**	**$17.57**	**.01%**
FIXED INCOME/LOW VOLATILITY							
U.S. government bonds							
FEDERAL FARM CREDIT BANK DTD 11/18/2005 4.875% 12/16/2015 NON CALLABLE MOODYS: AAA S&P: AA+	75,000.000	108.6980	81,523.50	82,548.75	-1,025.25	3,656.25	4.48%
FEDERAL HOME LOAN BANK DTD 11/04/2005 5.000% 12/21/2015 NON CALLABLE MOODYS: AAA S&P: AA+	50,000.000	108.9670	54,483.50	51,578.50	2,905.00	2,500.00	4.59%
FEDERAL HOME LOAN BANK DTD 06/22/2007 5.500% 08/13/2014 NON CALLABLE MOODYS: AAA S&P: AA+	50,000.000	103.3290	51,664.50	50,610.05	1,054.45	2,750.00	5.32%

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

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
FEDERAL HOME LOAN BANK DTD 08/03/2007 5.250% 09/12/2014 NON CALLABLE MOODYS. AAA S&P. AA+	50,000.000	103.4780	51,739.00	50,141.00	1,598.00	2,625.00	5.07%
FEDERAL HOME LOAN BANK DTD 08/07/2009 3.750% 09/09/2016 NON CALLABLE MOODYS· AAA S&P: AA+	50,000.000	108.0660	54,033.00	51,102 00	2,931.00	1,875.00	3.47%
FEDERAL HOME LOAN MORTGAGE CORP DTD 07/16/2004 5.000% 07/15/2014 MOODYS: AAA S&P: AA+	50,000.000	102 5980	51,299.00	49,563 85	1,735.15	2,500.00	4.87%
FEDERAL HOME LOAN MORTGAGE CORP DTD 10/21/2005 4.750% 11/17/2015 NON CALLABLE MOODYS: AAA S&P· AA+	100,000.000	108.0860	108,086 00	99,414.90	8,671.10	4,750.00	4.39%
FEDERAL HOME LOAN MORTGAGE CORP MEDIUM TERM NOTE DTD 11/10/2004 5.000% 11/13/2014 CALLABLE MOODYS: AAA S&P: AA+	50,000.000	104.1590	52,079.50	50,376.50	1,703.00	2,500.00	4.80%
UNITED STATES TREASURY NOTES TREASURY INFLATION INDEX DTD 07/15/2008 1.375% 07/15/2018 MOODYS: AAA S&P: N/A	108,313.000	108.3830	117,392.88	110,601.85	6,791 03	1,489.30	1.27%
Total U.S. government bonds			**$622,300.88**	**$595,937.40**	**$26,363.48**	**$24,645.55**	**3.96%**

Corporate and other taxable

Corporate

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

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
AT&T INC DTD 02/01/2008 5.500% 02/01/2018 NON CALLABLE MOODYS: A3 S&P: A-	50,000.000	112.5680	56,284.00	40,030.00	16,254.00	2,750.00	4.89%
BANK OF AMERICA NA DTD 05/02/2008 5.650% 05/01/2018 NON CALLABLE MOODYS: BAA2 S&P: A-	75,000.000	113.8270	85,370.25	72,303.75	13,066.50	4,237.50	4.96%
BOEING CO DTD 03/13/2009 6.000% 03/15/2019 NON CALLABLE MOODYS: A2 S&P: A	50,000.000	117.7850	58,892.50	54,769.50	4,123.00	3,000.00	5.09%
CISCO SYSTEMS INC DTD 02/22/2006 5.500% 02/22/2016 CALLABLE MOODYS: A1 S&P: AA-	50,000.000	110.0130	55,006.50	51,915.00	3,091.50	2,750.00	5.00%
DEVON ENERGY CORPORATION DTD 05/14/2012 3.250% 05/15/2022 CALLABLE MOODYS: BAA1 S&P: BBB+	100,000.000	95.3550	95,355.00	102,412.00	-7,057.00	3,250.00	3.41%
DIRECTV HOLDINGS DTD 04/01/2010 5.875% 10/01/2019 NON CALLABLE MOODYS: BAA2 S&P: BBB	100,000.000	113.2780	113,278.00	115,453.00	-2,175.00	5,875.00	5.19%
EXELON GENERATION CO LLC DTD 09/30/2010 4.000% 10/01/2020 CALLABLE MOODYS: BAA2 S&P: BBB	100,000.000	99.9610	99,961.00	93,207.00	6,754.00	4,000.00	4.00%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
MORGAN STANLEY MEDIUM TERM NOTE DTD 01/26/2010 5.500% 01/26/2020 NON CALLABLE MOODYS: BAA2 S&P: A-	75,000.000	112.2570	84,192.75	75,034.50	9,158.25	4,125.00	4.90%
TARGET CORPORATION DTD 07/14/2006 5.875% 07/15/2016 NON CALLABLE MOODYS: A2 S&P: A+	50,000.000	112.5280	56,264.00	51,492.50	4,771 50	2,937 50	5.22%
THERMO FISHER SCIENTIFIC DTD 08/22/2012 3.150% 01/15/2023 CALLABLE MOODYS: BAA1 S&P: BBB	50,000.000	93.0610	46,530.50	49,283.24	-2,752.74	1,575.00	3 38%
TIME WARNER INC DTD 11/13/2006 5.875% 11/15/2016 NON CALLABLE MOODYS: BAA2 S&P: BBB	100,000.000	112.8170	112,817.00	118,218.00	-5,401.00	5,875.00	5 21%
WACHOVIA CORP DTD 06/08/2007 5.750% 06/15/2017 NON CALLABLE MOODYS: A2 S&P: A+	50,000.000	114.0700	57,035 00	53,265.00	3,770.C0	2,875.00	5 04%
WALGREEN CO DTD 01/13/2009 5.250% 01/15/2019 NON CALLABLE MOODYS: BAA1 S&P· BBB	50,000.000	111.7950	55,897.50	50,878.00	5,019.50	2,625.00	4.70%
WYETH DTD 03/27/2007 5.450% 04/01/2017 NON CALLABLE MOODYS: A1 S&P: AA	75,000.000	112.3050	84,228.75	82,067.70	2,161.05	4,087.50	4.85%

International

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ROYAL BK OF SCOTLAND PLC DTD 01/11/2011 6.125% 01/11/2021 NON CALLABLE MOODYS: A3 S&P: A-		50,000.000	113.1860	56,593.00	51,770.50	4,822.50	3,062.50	5.41%
TEMPLETON GLOBAL BOND FUND Taxable funds	TGBAX	4,467.661	13.0900	58,481.68	55,044.68	3,437.00	2,291.91	3.92%
FRANKLIN FLOATING RATE DAILY ACCESS FUND Other	FDAAX	27,266.216	9.2100	251,121.85	248,826.17	2,295.68	9,570.44	3.81%
CUYAHOGA COUNTY OHIO REVENUE BONDS DTD 09/03/2010 4.484% 06/01/2020 NON CALLABLE MOODYS: AA2 S&P: AA-		75,000.000	101.7490	76,311.75	75,252.75	1,059 00	3,363.00	4.41%
MARICOPA CNTY ARIZONA SCH DIST GENERAL OBLIGATION DTD 04/22/2010 4.553% 07/01/2017 NON CALLABLE AGM MOODYS: N/R S&P: AA-		75,000.000	104.0430	78,032.25	82,170.00	-4,137.75	3,414.75	4.38%
MET GOVT NASHVILLE TENNESSEE REVENUE BOND DTD 04/21/2010 5.817% 07/01/2021 NON CALLABLE MOODYS: AA2 S&P: A		50,000.000	109.5040	54,752.00	55,858.00	-1,106.00	2,908.50	5.31%
Total Corporate and other taxable				**$1,636,405.28**	**$1,579,251.29**	**$57,153.99**	**$74,573.60**	**4.56%**
Alternatives-Low Volatility								
Opportunistic low volatility								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
FRANKLIN HIGH INCOME FUND	FVHIX	48,470 000	2.1100	102,271.70	98,394.10	3,877.60	6,591.92	6.44%
Total Alternatives-Low Volatility				**$102,271.70**	**$98,394.10**	**$3,877.60**	**$6,591.92**	**6.45%**
TOTAL FIXED INCOME/LOW VOLATILITY				**$2,360,977.86**	**$2,273,582.79**	**$87,395.07**	**$105,811.07**	**4.48%**
EQUITY/HIGH VOLATILITY								
U.S. equity								
AES CORP Utilities	AES	2,625.000	14.5100	38,088.75	31,582 20	6,506.55	525.00	1.38%
AGCO CORP Industrials	AGCO	450 000	59.1900	26,635.50	27,565.20	-929.70	180.00	0.68%
ALLIANCE DATA SYSTEMS CORP Information technology	ADS	140.000	262.9300	36,810.20	19,600.70	17,209.50	0.00	0 00%
AMERICAN EXPRESS CO CAPITAL STOCK Financials	AXP	175.000	90.7300	15,877.75	12,993.65	2,884.10	161.00	1.01%
AMERIPRISE FINANCIAL INC. Financials	AMP	300.000	115.0500	34,515.00	15,811.89	18,703.11	624.00	1.81%
APPLE INC Information technology	AAPL	110.000	561.0200	61,712.20	19,200.26	42,511.94	1,342.00	2.17%
BABCOCK & WILCOX Industrials	BWC	500.000	34.1900	17,095.00	15,006.30	2,088.70	200.00	1.17%
BED BATH & BEYOND INC Consumer discretionary	BBBY	275.000	80.3000	22,082.50	21,373.63	708.87	0.00	0.00%
BERKSHIRE HATHAWAY INC-CL B Financials	BRK/B	150.000	118.5600	17,784.00	17,350.08	433.92	0.00	0.00%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
BOEING CO Industrials	BA	175.000	136.4900	23,885.75	20,885.18	3,000.57	511.00	2.14%
CELGENE CORP Health care	CELG	175.000	168.9680	29,569.40	21,030.70	8,538.70	0.00	0.00%
CF INDUSTRIES HOLDINGS INC Materials	CF	75.000	233.0400	17,478.00	13,019.78	4,458.22	300.00	1.72%
CHEVRON CORPORATION Energy	CVX	225.000	124.9100	28,104.75	23,895.46	4,209.29	900.00	3.20%
CIGNA CORP Health care	CI	125 000	87.4800	10,935.00	8,041.29	2,893.7'	5.00	0.05%
CISCO SYSTEMS INC Information technology	CSCO	1,625.000	22.4300	36,448.75	30,152.03	6,296.72	1,105.00	3.03%
CITIGROUP INC Financials	C	275.000	52.1100	14,330.25	11,405.22	2,925.03	11.00	0 08%
COCA COLA ENTERPRISES INC Consumer staples	CCE	850.000	44.1300	37,510.50	20,052.62	17,457.88	680.00	1.81%
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	875.000	51.9650	45,469.38	22,718.89	22,750.49	682.50	1 50%
CVS CAREMARK CORP Consumer staples	CVS	175.000	71.5700	12,524.75	7,951.98	4,572.77	192.50	1.54%
DISCOVER FINL SVCS Financials	DFS	625.000	55.9500	34,968.75	19,894.72	15,074.03	500.00	1.43%
EVEREST RE GROUP LIMITED Financials	RE	125.000	155.8700	19,483.75	16,501.62	2,982.13	375.00	1.92%

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

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
EXXON MOBIL CORPORATION Energy	XOM	350.000	101.2000	35,420.00	16,614.12	18,805.88	882.00	2.49%
FRANKLIN RESOURCES INC Financials	BEN	450.000	57.7300	25,978.50	19,885.51	6,092.99	216.00	0.83%
HALLIBURTON CO Energy	HAL	675.000	50.7500	34,256.25	35,550.52	-1,294.27	405.00	1.18%
HUNTINGTON INGALLS INDUSTRIES Industrials	HII	175.000	90.0100	15,751.75	15,230.25	521.50	140.00	0.89%
JOHNSON & JOHNSON Health care	JNJ	225.000	91.5900	20,607.75	20,279.23	328.52	594.00	2.88%
KROGER CO Consumer staples	KR	675.000	39.5300	26,682.75	17,023.23	9,659.52	445.50	1.67%
MACY'S INC Consumer discretionary	M	600.000	53.4000	32,040.00	19,300.04	12,739.96	600.00	1.87%
MAGNA INTERNATIONAL INC CLASS A COMMON STOCK CLASS A Consumer discretionary	MGA	125.000	82.0600	10,257.50	10,053.41	204.09	160.00	1.56%
MARATHON PETROLEUM CORPROATION Energy	MPC	150.000	91.7300	13,759.50	6,228.72	7,530.78	252.00	1.83%
MASTERCARD INC-A Information technology	MA	15.000	835.4600	12,531.90	12,282.60	249.30	66.00	0.53%
MCKESSON CORP Health care	MCK	275.000	161 4000	44,385.00	22,427.22	21,957.78	264.00	0.59%
MICROSOFT CORP Information technology	MSFT	300.000	37.4100	11,223.00	9,560.97	1,662.03	336.00	2.99%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
MYLAN INC Health care	MYL	925.000	43.4000	40,145.00	25,832.87	14,312.13	0.00	0.00%
NETAPP INC Information technology	NTAP	450.000	41.1400	18,513.00	17,691.66	821.34	270.00	1.46%
NORTHROP GRUMMAN CORPORATION Industrials	NOC	325.000	114.6100	37,248.25	21,939.64	15,308.61	793.00	2.13%
O'REILLY AUTOMOTIVE INC Consumer discretionary	ORLY	100.000	128.7100	12,871.00	13,231.92	-360.92	0.00	0 00%
ORACLE CORPORATION Information technology	ORCL	1,100.000	38.2600	42,086.00	14,817.00	27,269.00	528.00	1.25%
OSHKOSH CORP Industrials	OSK	275.000	50.3800	13,854.50	12,693.45	1,161.05	165.00	1.19%
PACKAGING CORP OF AMERICA Materials	PKG	350.000	63.2800	22,148.00	15,168.19	6,979.81	560.00	2.53%
PETSMART INC Consumer discretionary	PETM	150.000	72.7500	10,912.50	11,204.82	-292.32	117.00	1.07%
PPG INDUSTRIES INC Materials	PPG	175.000	189.6600	33,190.50	17,868.13	15,322.37	427.00	1.29%
QUALCOMM INC Information technology	QCOM	200.000	74.2500	14,850.00	14,551.90	298.10	280.00	1.89%
ROCK-TENN CO CL A CL A COMMON STOCK Materials	RKT	100.000	105.0100	10,501.00	11,387.21	-886.21	140.00	1.33%
SOUTHWEST AIRLINES CO Industrials	LUV	975.000	18.8400	18,369.00	18,065.97	303.03	156.00	0.85%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
TIME WARNER CABLE INC Consumer discretionary	TWC	175.000	135.5000	23,712.50	13,406.63	10,305.87	455.00	1.92%
TJX COS INC Consumer discretionary	TJX	300.000	63.7300	19,119.00	6,146.60	12,972.40	174.00	0.91%
TRAVELERS COMPANIES INC Financials	TRV	250.000	90.5400	22,635.00	10,903.87	11,731.13	500.00	2.21%
TYSON FOODS INC CLASS A CLASS A COMMON STOCK Consumer staples	TSN	600.000	33.4600	20,076.00	13,436.66	6,639.34	180.00	0.90%
UNION PAC CORP Industrials	UNP	175.000	168.0000	29,400.00	23,006.03	6,393.97	553 00	1.88%
UNUMPROVIDENT CORP Financials	UNM	700.000	35.0800	24,556.00	19,255.04	5,300.96	406.00	1 65%
WAL MART STORES INC Consumer staples	WMT	400.000	78.6900	31,476.00	23,050.14	8,425.86	752.00	2.39%
WELLS FARGO & CO Financials	WFC	950.000	45.4000	43,130.00	34,495.77	8,634.23	1,140.00	2.64%
Total U.S. equity				**$1,352,997.08**	**$938,622.72**	**$414,374.36**	**$20,250.50**	**1.50%**
U.S. equity funds								
BUFFALO SMALL CAP FUND Small cap growth	BUFSX	3,359.821	37.3200	125,388.52	76,251.40	49,137.12	0.00	0.00%
DODGE & COX STOCK FUND Large cap value	DODGX	346.933	168.8700	58,586.58	50,260 18	8,326.40	730.29	1.25%
ISHARES RUSSELL 1000 VALUE ETF Large cap value	IWD	2,500.000	94.1700	235,425.00	138,410.82	97,014.18	4,587.50	1.95%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ISHARES S&P 100 ETF Large cap diversified equity	OEF	1,000.000	82.3500	82,350.00	63,669.50	18,680.50	1,613.00	1.96%
ISHARES S&P 500 VALUE ETF Large cap value	IVE	1,250.000	85.4600	106,825.00	73,275.37	33,549.63	2,178.75	2 04%
TOUCHSTONE SANDS CAPITAL INSTL GRWTH Large cap growth	CISGX	15,234.904	22.3400	340,347.76	224,944.41	115,403.35	14.98	0.00%
Total U.S. equity funds				**$948,922.86**	**$626,811.68**	**$322,111.18**	**$9,124.52**	**.96%**
International								
DELPHI AUTOMOTIVE PLC Consumer discretionary	DLPH	575.000	60.1300	34,574.75	19,523.84	15,050.91	391.00	1.13%
DODGE & COX INTERNATIONAL STOCK FUND Developed large cap	DODFX	1,608.172	43.0400	69,215.72	50,287.54	18,928.18	1,117.68	1.61%
HARBOR INTERNATIONAL FUND #11 Developed large cap	HAINX	1,156.896	71.0100	82,151.18	47,941.77	34,209.41	1,729.56	2.10%
TE CONNECTIVITY LIMITED Information technology	TEL	275.000	55.1100	15,155.25	12,421.42	2,733.83	275.00	1.81%
TWEEDY BROWNE GLOBAL VALUE FUND Developed large cap	TBGVX	1,935.734	26.6200	51,529.24	50,058.08	1,471.16	0.00	0.00%
VANGUARD FTSE EMERGING MARKETS ETF Emerging	VWO	2,000.000	41.1400	82,280.00	80,000.00	2,280.00	2,250.00	2.73%
XL GROUP PUBLIC LIMITED COMPANY Financials	XL	475.000	31.8400	15,124.00	14,185.07	938 3	266.00	1.76%
Total International				**$350,030.14**	**$274,417.72**	**$75,612.4[illegible]**	**$6,029.24**	**1.72%**
REITS								

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
ISHARES DJ U.S. REAL ESTATE ETF Domestic reits	IYR	1,500.000	63.0800	94,620.00	97,978.40	-3,358.40	3,576.00	3.78%
Total REITS				**$94,620.00**	**$97,978.40**	**-$3,358.40**	**$3,576.00**	**3.78%**
TOTAL EQUITY/HIGH VOLATILITY				**$2,746,570.08**	**$1,937,830.52**	**$808,739.56**	**$38,980.26**	**1.42%**
OTHER ASSETS								
Real estate								
5 ACRES VACANT LAND MONTGOMERY COUNTY TEXAS		1 000	21,000.0000	21,000.00	1.00	20,999.00	0.00	0.00%
Total Real estate				**$21,000.00**	**$1.00**	**$20,999.00**	**$0.00**	**.00%**
Miscellaneous								
ONE COPY OF CONTRACT OF PURCHASE SECURITY LAND CO MONTGOMERY TX		1.000	0.0000	0.00	1.00	-1.00	0.00	0.00%
Total Miscellaneous				**$0.00**	**$1.00**	**-$1.00**	**$0.00**	**.00%**
TOTAL OTHER ASSETS				**$21,000.00**	**$2.00**	**$20,998.00**	**$0.00**	**.00%**
TOTAL ASSETS IN YOUR ACCOUNT				**$5,304,304.27**	**$4,387,171.64**	**$917,132.63**	**$144,808.90**	**2.73%**

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC COMMON STOCK	438.	438.
AGCO CORPORATION COMMON STOCK	45.	45.
AT&T INC 5.500% 2/01/18	2,750.	2,750.
ABERDEEN EMERG MKTS INST-IS	425.	425.
ALLSTATE CORP	100.	100.
AMERICAN EXPRESS COMPANY	40.	40.
AMERIPRISE FINANCIAL INC.	802.	802.
AMGEN INC COMMON STOCK	353.	353.
APPLE COMPUTER INC COMMON STOCK	1,180.	1,180.
ASTRAZENECA PLC SPONSORED ADR	190.	190.
BABCOCK & WILCOX	90.	90.
BANK OF AMERICA NA 5.650% 5/01/18	4,238.	4,238.
BOEING COMPANY COMMON STOCK	85.	85.
BOEING CO 6.000% 3/15/19	3,000.	3,000.
BUFFALO SMALL CAP FD INC COMMON STOCK	1,329.	1,329.
CBS CORPORATION CLASS B W/I	144.	144.
CF INDUSTRIES HOLDINGS INC	245.	245.
CVS CORP	158.	158.
CHEVRON TEXACO INC COMMON STOCK	1,163.	1,163.
CISCO SYSTEMS INC COMMON STOCK	948.	948.
CISCO SYSTEMS INC 5.500% 2/22/16	2,750.	2,750.
CITIGROUP INC	12.	12.
COCA COLA ENTERPRISES INC	700.	700.
COMCAST CORP-CL A	685.	685.
CUYAHOGA CNTY OH 4.484% 6/01/20	3,363.	
DEVON ENERGY CORP 3.250% 5/15/22	1,562.	1,562.
DIRECTV HOLDINGS 5.875% 10/01/19	5,875.	5,875.
DISCOVER FINL SVCS	531.	531.
DODGE & COX INTL STOCK FUND	1,224.	1,224.
DODGE & COX STOCK FUND	533.	533.
EASTMAN CHEMICAL COMPANY COMMON STOCK	38.	38.
ENERGIZER HOLDINGS INC COMMON STOCK	130.	130.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXELON GENERATION 4.000% 10/01/20	4,000.	4,000.
EXXON MOBIL CORP COMMON STOCK	1,481.	1,481.
FHLMC MTN 5.000% 11/13/14	2,500.	2,500.
FFCB 4.875% 12/16/15	3,656.	3,656.
FHLB 5.000% 12/21/15	2,500.	2,500.
FHLB 5.250% 9/13/13	1,313.	1,313.
FHLB 5.500% 8/13/14	2,750.	2,750.
FHLB 5.250% 9/12/14	2,625.	2,625.
FHLB 3.750% 9/09/16	1,875.	1,875.
FHLMC 5.000% 7/15/14	4,625.	4,625.
FHLMC 4.750% 11/17/15	4,750.	4,750.
FRANKLIN HIGH INCOME FUND-AD	6,640.	6,640.
FRANKLIN FLOAT RATE DLY A-AD	8,210.	8,210.
FRANKLIN RESOURCES INC COMMON STOCK	89.	89.
GAP INC COMMON STOCK	210.	210.
GOLDMAN SACHS GROUP INC COMMON STOCK	175.	175.
HALLIBURTON COMPANY COMMON STOCK	101.	101.
HARBOR FUND INTERNATIONAL FUND	1,824.	1,824.
HARRIS CORP DEL	74.	74.
HELMERICH & PAYNE INC COMMON STOCK	291.	291.
INGREDION INC	415.	415.
IBM CORP	218.	218.
INTERNATIONAL PAPER COMPANY COMMON STOCK	180.	180.
ISHARES S&P 100 ETF	1,613.	1,613.
ISHARES TRUST S&P 500/BARRA VALUE INDEX	2,179.	2,179.
ISHARES TRUST RUSSELL 1000 VALUE INDEX F	4,589.	4,589.
ISHARES TR DOW JONES US REAL ESTATE	3,576.	3,576.
JOHNSON & JOHNSON COMMON STOCK	297.	297.
KROGER COMPANY	415.	415.
LILLY ELI & COMPANY COMMON STOCK	1,063.	1,063.
LOCKHEED MARTIN CORP	230.	230.
MACY S INC	540.	540.
MAGNA INTERNATIONAL INC COMMON STOCK CLA	80.	80.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MARATHON PETROLEUM CORPORATION	292.	292.
MARICOPA CNTY AZ 4.553% 7/01/17	3,415.	
MCKESSON HBOC INC COMMON STOCK	242.	242.
MET GOVT NASHVILL TN 5.817% 7/01/21	2,909.	
MICROSOFT CORP	170.	170.
MORGAN STANLEY MTN 5.500% 1/26/20	4,125.	4,125.
NORTHROP GRUMMAN CORP COMMON STOCK	745.	745.
NV ENERGY INC	162.	162.
ORACLE CORPORATION COMMON STOCK	264.	264.
OSHKOSH TRUCK CORPORATION COMMON STOCK C	41.	41.
P P G INDUSTRIES INC COMMON STOCK	424.	424.
PACKAGING CORP AMER COMMON STOCK	280.	280.
PETSMART INC COMMON STOCK	29.	29.
PFIZER INC COMMON STOCK	397.	397.
PHILIP MORRIS INTL 4.875% 5/16/13	1,219.	1,219.
RAYTHEON COMPANY COMMON STOCK	643.	643.
ROCK TENN COMPANY CL A COMMON STOCK	35.	35.
ROYAL BK SCOTLND 6.125% 1/11/21	3,063.	3,063.
SCHLUMBERGER LTD.	176.	176.
STATOIL ASA	1,317.	1,317.
SYMANTEC CORPORATION COMMON STOCK	608.	608.
TJX COMPANIES INC NEW COMMON STOCK	324.	324.
TARGET CORP 5.875% 7/15/16	2,938.	2,938.
TEMPLETON GLOBAL BOND FUND-AD	2,544.	2,544.
TESORO PETROLEUM CORPORATION COMMON STOC	196.	196.
THERMO FISHER 3.150% 1/15/23	543.	543.
TIME WARNER INC 5.875% 11/15/16	5,875.	5,875.
TIME WARNER CABLE INC	504.	504.
TORO COMPANY COMMON STOCK	98.	98.
TOUCHSTONE SANDS CAPITAL INSTL GRWTH	15.	15.
TRAVELERS COMPANIES INC	824.	824.
TWEEDY BROWNE FUND INC GLOBAL VALUE FUND	935.	935.
TYSON FOODS INC CLASS A COMMON STOCK	128.	128.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US BANCORP COMMON STOCK	314.	314.
UNION PACIFIC CORPORATION	311.	311.
U.S. TREASURY TIPS 1.375% 7/15/18	2,520.	2,520.
UNITEDHEALTH GROUP INC COMMON STOCK	80.	80.
UNUMPROVIDENT CORPORATION COMMON STOCK	255.	255.
VALERO ENERGY CORP NEW COMMON STOCK	256.	256.
VANGUARD FTSE EMERGING MARKETS ETF	2,525.	2,525.
VERIZON COMMUNICATIONS COMMON STOCK	64.	64.
VIRTUS INSIGHT GOVERNMENT MMF I	11.	11.
WACHOVIA CORP 5.750% 6/15/17	2,875.	2,875.
WAL-MART STORES INC	611.	611.
WALGREEN CO 5.250% 1/15/19	2,625.	2,625.
WELLS FARGO & COMPANY NEW COMMON STOCK	615.	615.
WYETH 5.450% 4/01/17	4,088.	4,088.
DELPHI AUTOMOTIVE PLC	476.	476.
EVEREST RE GROUP LTD COMMON STOCK	190.	190.
XL GROUP PUBLIC LIMITED COMPANY	133.	133.
TE CONNECTIVITY LIMITED	138.	138.
TOTAL	153,777.	144,090.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	1,050.	525.		525.
TOTALS	1,050.	525.	NONE	525.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	349.	349.
FEDERAL TAX PAYMENT - PRIOR YE	1,266.	
FEDERAL ESTIMATES - PRINCIPAL	5,140.	
FOREIGN TAXES ON QUALIFIED FOR	375.	375.
FOREIGN TAXES ON NONQUALIFIED	276.	276.
TOTALS	7,406.	1,000.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER NON-ALLOCABLE EXPENSE -	15.		15.
REAL ESTATE TAX ON NON-RENTAL	902.	902.	
TOTALS	917.	902.	15.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SECURITY LAND CO MONTGOMERY TX	C	1.	1.	
5 ACRES VACANT LOT MONTGOMERY	C	1.	1.	21,000.
TOTALS		2.	2.	21,000.

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

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

TELEPHONE NUMBER: (312)461-5154

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

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