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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**2008**

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

For calendar year 2008, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation ST JOHN FOUNDATION RUTH		A Employer identification number 52-1709184
	Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 1568		B Telephone number (see page 10 of the instructions) 410-822-8292
	City or town, state, and ZIP code EASTON MD 21601		C If exemption application is pending, check here ☐
	H Check type of organization: ☐ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐ E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 3,381,635		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments		118		
	4 Dividends and interest from securities		125,277		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	0			
	b Gross sales price for all assets on line 6a	0			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less: Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	10,591	10,591	0		
12 Total. Add lines 1 through 11	10,591	135,986	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	0	0	0	0
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	10,000	10,000	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	32,968	32,968	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	42,968	42,968	0	0
	25 Contributions, gifts, grants paid	177,000			177,000
26 Total expenses and disbursements. Add lines 24 and 25	219,968	42,968	0	177,000	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-209,377				
b Net investment income (if negative, enter -0-)		93,018			
c Adjusted net income (if negative, enter -0-)			0		

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	47,751	60,659	60,659
	3 Accounts receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	4 Pledges receivable ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ 0			
	Less: allowance for doubtful accounts ▶ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	4,395,622	3,320,976	3,320,976
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶ 0			
	Less: accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15 Other assets (describe ▶)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	4,443,373	3,381,635	3,381,635
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶)	0	0	
	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			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	4,443,373	3,381,635	
	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 page 17 of the instructions)	4,443,373	3,381,635	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	4,443,373	3,381,635	

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	4,443,373
2 Enter amount from Part I, line 27a	2	-209,377
3 Other increases not included in line 2 (itemize) ▶ <u>DIVIDENDS AND INTEREST</u>	3	125,277
4 Add lines 1, 2, and 3	4	4,359,273
5 Decreases not included in line 2 (itemize) ▶ <u>See attached statement</u>	5	992,138
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,367,135

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 See Attached Statement				
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	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) FMV 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	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
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	-103,291	
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	-113,008	

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 page 18 of 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))
2007	205,820	4,443,373	0.046321
2006	184,232	4,277,541	0.043070
2005	152,094	4,024,533	0.037792
2004	198,538	3,751,886	0.052917
2003	157,050	3,141,000	0.050000
2 Total of line 1, column (d)			2 0.230100
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 0.046020
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 0
5 Multiply line 4 by line 3			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 0
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 on page 18.			8 0

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling letter. (attach copy of ruling 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	1,860	
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0	
3 Add lines 1 and 2		3	1,860	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,860	
6 Credits/Payments.				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	0		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	0		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	64		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,924		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax 0 Refunded	11	0		

Part VII-A Statements Regarding Activities

1 a 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?		Yes	No
1a			X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			X
1b			X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file Form 1120-POL for this year?			X
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?	2		X
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	3		X
4 a 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	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
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?	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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) MD			
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		
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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)?	9		X
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	10		X

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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	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 ▶ THOMAS M TAWNEY CPA	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	N/A	

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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	1b	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 2008?	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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes	☐ No
If "Yes," list the years ▶ 20_07_ , 20_06_ , 20_05_ , 20_____		
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 page 20 of the instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	▶ 20_____ , 20_____ , 20_____ , 20_____	
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 2008 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 2008)	3b	N/A
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 2008?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the 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 page 22 of the instructions)?**5b** N/AOrganizations 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? If you answered "Yes" to 6b, also file Form 8870**6b****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 page 22 of the 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
VERNON J NILEY JR PO BOX 757 EASTON MD 21601	PRESIDENT	.00	0	0
WILLIAM H PRICE II 28133 WOODLAND CT EASTON MD 21601	SECRETARY	.00	0	0
DONALD D CASSON 28288 OAKLANDS RD EASTON MD 21601	TREASURER	.00	0	0
		.00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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		.00	0	0
		.00	0	0
		.00	0	0
		.00	0	0
		.00	0	0
		.00	0	0

Total number of other employees paid over \$50,000

0

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 page 23 of the instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0

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 (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	3,965,995
b	Average of monthly cash balances	1b	54,205
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	4,020,200
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	
3	Subtract line 2 from line 1d	3	4,020,200
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	60,303
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,959,897
6	Minimum investment return. Enter 5% of line 5	6	197,995

Part XI Distributable Amount (see page 25 of the 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	197,995
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,860
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,860
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	196,135
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	196,135
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	196,135

Part XII Qualifying Distributions (see page 25 of the 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	209,968
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	209,968
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 page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	209,968

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				196,135
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			8,036	
b Total for prior years 20 <u>04</u> , 20 <u>05</u> , 20 <u>06</u>		44,556		
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2008 from Part XII, line 4. ► \$ <u>209,968</u>				
a Applied to 2007, but not more than line 2a			8,036	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		5,797		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2008 distributable amount				209,968
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		38,759		
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				
d Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions		38,759		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2004	0			
b Excess from 2005	0			
c Excess from 2006	0			
d Excess from 2007	0			
e Excess from 2008	0			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
ACADEMY OF THE ARTS			CONTRIBUTIONS	7,500
106 SOUTH ST EASTON MD 21601				
AVALON FOUNDATION			CONTRIBUTIONS	10,000
586 CYNWOOD DR EASTON MD 21601				
BLAKE BLACKWATER AMERICAN LEGION			CONTRIBUTIONS	1,500
102 GLENWOOD AVE EASTON MD 21601				
BOY SCOUT TROOP 190			CONTRIBUTIONS	2,500
100 PEACHBLOSSOM LANE EASTON MD 21601				
BOY SCOUT TROOP 532			CONTRIBUTIONS	2,500
100 PEACHBLOSSOM LANE EASTON MD 21601				
BOY SCOUT TROOP 741			CONTRIBUTIONS	2,500
100 PEACHBLOSSOM LANE EASTON MD 21601				
BRIGHTER CHRISTMAS FUND			CONTRIBUTIONS	5,000
29088 AIRPARK DR EASTON MD 21601				
CAPA			CONTRIBUTIONS	10,000
PO BOX 823 EASTON MD 21601				
CASA			CONTRIBUTIONS	6,500
PO BOX 2409 EASTON MD 21601				
CHANNEL MARKER			CONTRIBUTIONS	5,000
222 PORT ST EASTON MD 21601				
CHARACTER COUNTS			CONTRIBUTIONS	7,500
319 STEWART BUILDING EASTON MD 21601				
CUB SCOUT PACK 190			CONTRIBUTIONS	2,000
100 PEACHBLOSSOM LANE EASTON MD 21601				
CUB SCOUT PACK 532			CONTRIBUTIONS	2,000
100 PEACHBLOSSOM LANE EASTON MD 21601				
CUB SCOUT PACK 741			CONTRIBUTIONS	2,000
100 PEACHBLOSSOM LANE EASTON MD 21601				
EASTERN SHORE CHAMBER MUSIC FESTIVAL			CONTRIBUTIONS	5,000
114 N WASHINGTON ST EASTON MD 21601				
EASTON CELEBRATIONS			CONTRIBUTIONS	2,500
11 HARRISON ST EASTON MD 21601				
Total			3a	177,000
b <i>Approved for future payment</i>				
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name EASTON DAY CARE CENTER				☐ Person	☒ Business
Street 11 MAGNOLIA ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 5,000

Name EASTON PARADE				☐ Person	☒ Business
Street 11 HARRISON ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 1,000

Name EASTON POLICE DEPARTMENT TOY DRIVE				☐ Person	☒ Business
Street 106 WEST DOVER ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 2,000

Name FIRST NIGHT TALBOT				☐ Person	☒ Business
Street 11 HARRISON ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 1,500

Name FOR ALL SEASONS INC				☐ Person	☒ Business
Street 300 TALBOT ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 5,000

Name HABITAT FOR HUMANITY				☐ Person	☒ Business
Street 350 N AURORA ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name HISTORIC CEMETERIES OF EASTON				☐ Person	☒ Business
Street PO BOX 92					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 2,500

Name MENTAL HEALTH ASSN IN TALBOT COUNTY				☐ Person	☒ Business
Street 611B DUTCHMANS LANE					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 6,000

Name PICKERING CREEK ENVIRONMENTAL CENTER				☐ Person	☒ Business
Street 11450 AUDUBON LANE					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 10,000

Name ST MARKS VILLAGE				☐ Person	☒ Business
Street 212 BAY ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 5,000

Name TALBOT CO HISTORICAL SOCIETY				☐ Person	☒ Business
Street 25 SOUTH WASHINGTON ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 5,000

Name TALBOT COUNTY LIBRARY FOUNDATION				☐ Person	☒ Business
Street 100 WEST DOVER ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name TALBOT HOSPICE FOUNDATION				☐ Person	☒ Business
Street 586 CYNWOOD DR					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 8,000

Name TALBOT HUMANE SOCIETY				☐ Person	☒ Business
Street 7894 OCEAN GATEWAY					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 10,000

Name TALBOT MENTORS				☐ Person	☒ Business
Street 408 N WASHINGTON ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 7,500

Name THE DIXON HOUSE				☐ Person	☒ Business
Street 108 N HIGGINS ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 7,500

Name THE TRED AVON PLAYERS				☐ Person	☒ Business
Street OXFORD COMMUNITY CENTER					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 2,500

Name CHESAPEAKE BAY GIRL SCOUTS				☐ Person	☒ Business
Street 911 SNOW HILL RD					
City SALISBURY		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 4,500

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name EASTON VOLUNTEER FIRE DEPARTMENT				☐ Person	☒ Business
Street 315 AURORA PARK DR					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 5,000

Name EASTERN SHORE CHAMBER MUSIC FESTIVAL				☐ Person	☒ Business
Street 114 N WASHINGTON ST					
City EASTON		State MD	Zip code 21601	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution CONTRIBUTIONS					Amount 5,000

Name				☐ Person	☐ Business
Street					
City		State	Zip code	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution					Amount 0

Name				☐ Person	☐ Business
Street					
City		State	Zip code	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution					Amount 0

Name				☐ Person	☐ Business
Street					
City		State	Zip code	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution					Amount 0

Name				☐ Person	☐ Business
Street					
City		State	Zip code	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution					Amount 0

Line 11 (990-PF) - Other Income

		10,591	10,591	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	MISCELLANEOUS INCOME	10,591	10,591	
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 18 (990-PF) - Taxes

		10,000	10,000	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Real estate tax not included in line 20				
2	Tax on investment income	10,000	10,000		
3	Income tax				
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

32,968

32,968

0

0

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1	Amortization. See attached statement	0	0	0	0
2	Fund Raising				
3	CITIGROUP CONSULTING AND ADVISORY FEE	32,668	32,668		
4	POSTAGE	300	300		
5	BANK SERVICE CHARGES				
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			4,395,622	3,320,976	4,395,622	3,320,976
	Description	Num shares/ face value	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
1	74A-04195-17 282		1,476,660	1,405,784	1,476,660	1,405,784
2	71A-04196-16 282		757,399	391,003	757,399	391,003
3	71A-04198-14 282		1,434,965	814,883	1,434,965	814,883
4	71A-04199-13 282		395,376	274,230	395,376	274,230
5	71A-04272-13 282		330,029	435,076	330,029	435,076
6	71A-06510-10 282		1,193	0	1,193	0
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	DIVIDENDS AND INTEREST	1	125,277
2	Total	2	125,277

Line 5 - Decreases not included in Part III, Line 2

1	CONSULTING FEES	1	32,668
2	CAPITAL LOSS	2	103,291
3	TRANSFER TO CHECKING	3	175,000
4	ACCRUED LOSS	4	681,179
5	Total	5	992,138

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount						
Long Term CG Distributions		0						
Short Term CG Distributions		0						
	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
1	FEDERAL HOME LN MTG CRP GLOBAL		P	2/12/2008	9/24/2008	73,369	0	74,422
2	FEDERAL HOME LN MTG CRP GLOBAL		P	8/26/2008	9/24/2008	2,096	0	2,099
3	FEDERAL HOME LN MTG CRP GLOBAL		P	9/24/2008	12/5/2008	15,905	0	15,324
4	GOLDMAN SCHS GROUP INC		P	4/10/2008	12/5/2008	4,000	0	5,018
5	HOUSHOLD FINANCE CORP		P	10/31/2007	5/13/2008	7,094	0	7,076
6	US TREASURY NOTES SER B-2013		P	10/28/2008	12/5/2008	5,434	0	5,233
7	US TREASURY NOTES SER M-2011		P	11/29/2007	1/31/2008	30,080	0	29,314
8	US TREASURY NOTES SER U 2009		P	3/13/2008	12/18/2008	1,037	0	1,029
9	US TREASURY NOTES SER U 2009		P	5/13/2008	12/18/2008	44,601	0	43,892
10	US TREASURY NOTES SER U 2009		P	8/26/2008	12/18/2008	2,074	0	2,046
11	US TREASURY NOTES SER F 2016		P	7/12/2007	2/19/2008	29,866	0	26,957
12	WACHOVIA CORP GLOBAL SR NOTES		P	8/22/2007	4/3/2008	998	0	983
13	WACHOVIA CORP GLOBAL SR NOTES		P	10/31/2007	4/3/2008	6,987	0	6,951
14	WELLS FARGO & CO		P	4/3/2008	12/5/2008	2,827	0	3,031
15	COUNTRYWIDE FINL CORP GLOBAL		P	6/19/2007	7/8/2008	4,850	0	4,971
16	COUNTRYWIDE FINL CORP GLOBAL		P	6/19/2007	7/9/2008	14,559	0	14,912
17	COUNTRYWIDE FINL CORP GLOBAL		P	6/19/2007	8/11/2008	14,700	0	15,906
18	JOHN DEERE CAPITAL CORP		P	5/9/2006	12/5/2008	4,995	0	5,187
19	FEDERAL HOME LOAN MTG CORP		P	1/31/2006	9/24/2008	29,966	0	29,085
20	FEDERAL HOME LOAN MTG CORP		P	1/31/2006	12/5/2008	11,712	0	11,384
21	FEDERAL HOME LOAN MTG CORP		P	2/28/2007	12/5/2008	13,683	0	13,190
22	HOUSEHOLD FINANCE CORP		P	12/17/2004	5/13/2008	33,442	0	33,421
23	HOUSEHOLD FINANCE CORP		P	11/18/2005	5/13/2008	1,013	0	1,007
24	HOUSEHOLD FINANCE CORP		P	8/23/2006	5/13/2008	1,013	0	1,005
25	HOUSEHOLD FINANCE CORP		P	5/7/2007	5/13/2008	1,013	0	1,005
26	PEPSICO INC		P	12/3/2007	12/5/2008	4,013	0	4,030
27	US TREASURY NOTES-SER D-2012		P	10/11/2005	10/28/2008	5,428	0	5,006
28	US TREASURY NOTES-SER D-2012		P	10/11/2005	12/5/2008	11,103	0	10,012
29	US TREASURY NOTES-SER E-2015		P	1/19/2006	4/10/2008	45,184	0	41,531
30	US TREASURY NOTES-SER E-2015		P	1/19/2006	5/12/2008	2,108	0	1,978
31	US TREASURY NOTES-SER E-2015		P	2/28/2006	5/12/2008	27,399	0	25,324
32	US TREASURY NOTES-SER E-2015		P	4/19/2006	5/12/2008	3,161	0	2,826
33	US TREASURY NOTES-SER E-2015		P	3/22/2007	5/12/2008	11,592	0	10,760
34	US TREASURY NOTES-SER E-2015		P	3/22/2007	12/5/2008	15,820	0	13,695
35	US TREASURY NOTES-SER E-2015		P	10/25/2007	12/5/2008	10,170	0	9,001
36	US TREASURY NOTES SER M-2011		P	11/29/2007	12/5/2008	14,121	0	13,472
37	US TREASURY NOTES SER U 2009		P	10/3/2007	12/5/2008	13,341	0	13,071
38	US TREASURY NOTES SER U 2009		P	10/3/2007	12/18/2008	59,122	0	57,297
39	US TREASURY NOTES SER U 2009		P	10/3/2007	12/18/2008	3,112	0	3,016
40	US TREASURY NOTES SER U 2009		P	10/31/2007	12/18/2008	12,447	0	12,084
41	US TREASURY NOTES SER F 2016		P	7/12/2007	12/5/2008	9,130	0	7,702
42	US TREASURY NOTES SER T-2010		P	11/29/2007	12/5/2008	11,474	0	11,236
43	VERIZON GLOBAL		P	1/13/2005	12/5/2008	3,014	0	3,159
44	WACHOVIA CORP GLOBAL SR NOTES		P	10/21/2004	4/3/2008	26,951	0	26,970

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale-
	Long Term CG Distributions	Amount						
	Short Term CG Distributions	0						
		0						
45	WACHOVIA CORP GLOBAL SR NOTES		P	12/9/2004	4/3/2008	3,993	0	3,971
46	WACHOVIA CORP GLOBAL SR NOTES		P	5/11/2005	4/3/2008	3,993	0	3,929
47	WACHOVIA CORP GLOBAL SR NOTES		P	11/18/2005	4/3/2008	998	0	966
48	AMAZON.COM INC		P	1/3/2008	12/31/2008	3,896	0	7,466
49	JOHN BEAN TECHNOLOGIES CORP		P	7/31/2007	7/31/2008	2	0	2
50	JOHN BEAN TECHNOLOGIES CORP		P	8/15/2007	7/31/2008	0	0	0
51	JOHN BEAN TECHNOLOGIES CORP		P	7/15/2008	7/31/2008	3	0	4
52	JOHN BEAN TECHNOLOGIES CORP		P	8/15/2007	8/7/2008	11	0	8
53	JOHN BEAN TECHNOLOGIES CORP		P	7/15/2008	8/7/2008	282	0	355
54	APP PHARMACEUTICALS INC		P	8/31/2005	3/5/2008	847	0	2,009
55	APP PHARMACEUTICALS INC		P	9/1/2005	3/5/2008	256	0	624
56	APP PHARMACEUTICALS INC		P	9/1/2005	3/6/2008	284	0	706
57	APP PHARMACEUTICALS INC		P	9/1/2005	3/7/2008	78	0	190
58	APP PHARMACEUTICALS INC		P	12/19/2005	3/7/2008	1,421	0	2,906
59	APP PHARMACEUTICALS INC		P	12/19/2005	3/13/2008	11		23
60	AMERICA MOVIL S.A.B		P	5/11/2006	4/11/2008	3,286	0	2,046
61	AMERICA MOVIL S.A.B		P	5/11/2006	7/11/2008	6,732	0	5,312
62	BROADCOM CORP		P	11/21/2006	7/29/2008	5,253	0	7,929
63	BROADCOM CORP		P	11/21/2006	12/31/2008	2,950	0	6,292
64	BROADCOM CORP		P	12/8/2006	12/31/2008	188	0	375
65	CERNER CORP		P	3/27/2007	10/27/2008	1,590	0	2,569
66	CERNER CORP		P	3/28/2007	10/27/2008	795	0	1,283
67	CERNER CORP		P	3/28/2007	10/28/2008	3,706	0	5,858
68	CERNER CORP		P	3/30/2007	10/28/2008	353	0	546
69	EMC CORP-MASS		P	7/13/2007	12/5/2008	5,505	0	10,271
70	EMC CORP-MASS		P	7/13/2007	12/31/2008	1,364	0	2,477
71	EXPEDITORS INTL OF WASH INC		P	3/1/2007	11/19/2008	1,804	0	2,810
72	EXPEDITORS INTL OF WASH INC		P	3/1/2007	11/20/2008	2,130	0	3,490
73	EXPEDITORS INTL OF WASH INC		P	3/2/2007	11/20/2008	1,023	0	1,691
74	EXPEDITORS INTL OF WASH INC		P	3/2/2007	11/20/2008	55	0	91
75	EXPEDITORS INTL OF WASH INC		P	3/2/2007	11/21/2008	3,918	0	6,573
76	EXPEDITORS INTL OF WASH INC		P	3/9/2007	11/21/2008	218	0	358
77	GENENTECH INC		P	4/29/2004	4/11/2008	8,376	0	6,747
78	GENENTECH INC		P	4/29/2004	9/22/2008	10,311	0	6,870
79	GENENTECH INC		P	5/5/2004	9/22/2008	5,573	0	3,716
80	GENENTECH INC		P	5/17/2004	9/22/2008	2,787	0	1,820
81	GENENTECH INC		P	12/3/2004	9/22/2008	5,573	0	3,014
82	GENZYME CORP		P	4/29/2004	11/6/2008	2,187	0	1,437
83	GENZYME CORP		P	4/29/2004	12/5/2008	1,389	0	1,020
84	GENZYME CORP		P	4/29/2004	12/5/2008	316	0	232
85	GENZYME CORP		P	5/5/2004	12/5/2008	631	0	431
86	GOOGLE INC		P	11/4/2004	7/23/2008	488	0	187
87	GOOGLE INC		P	11/4/2004	11/6/2008	2,976	0	1,684
88	GOOGLE INC		P	11/4/2004	11/13/2008	568	0	374

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions		Amount						
Short Term CG Distributions		0						
		0						
	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale.
89	GOOGLE INC		P	12/3/2004	11/13/2008	284	0	179
90	GOOGLE INC		P	12/3/2004	12/31/2008	2,474	0	1,432
91	INTUITIVE SURGICAL INC		P	8/31/2005	11/13/2008	156	0	73
92	JOHN BEAN TECHNOLOGIES CORP		P	7/30/2007	7/31/2008	3	0	2
93	JOHN BEAN TECHNOLOGIES CORP		P	7/30/2007	8/7/2008	292	0	235
94	JOHN BEAN TECHNOLOGIES CORP		P	7/31/2007	8/7/2008	179	0	146
95	LOWES COMPANIES INC		P	4/29/2004	3/18/2008	2,536	0	3,138
96	LOWES COMPANIES INC		P	4/29/2004	3/18/2008	8,524	0	10,548
97	LOWES COMPANIES INC		P	5/5/2004	3/18/2008	2,344	0	2,863
98	LOWES COMPANIES INC		P	5/17/2004	3/18/2008	4,262	0	4,967
99	SALESFORCE.COM INC		P	2/12/2007	7/24/2008	572	0	426
100	TEVA PHARMACEUTICAL INDS		P	8/10/2004	2/4/2008	2,420	0	1,473
101	TEVA PHARMACEUTICAL INDS		P	8/26/2004	2/4/2008	12,785	0	7,863
102	WALGREEN CO		P		4/16/2008	3,077	0	3,077
103	WALGREEN CO		P	7/29/2003	4/16/2008	5,367	0	4,485
104	WALGREEN CO		P	5/5/2004	4/16/2008	2,326	0	2,268
105	WALGREEN CO		P	10/17/2005	4/16/2008	5,188	0	6,406
106	YAHOO INC		P	11/1/2005	1/18/2008	1,790	0	3,354
107	YAHOO INC		P	12/19/2005	1/18/2008	7,903	0	16,075
108	YAHOO INC		P	12/28/2005	1/18/2008	309	0	600
109	AMERICAN INTL GROUP INC		P	3/4/2008	10/17/2008	44	0	905
110	AMERICAN INTL GROUP INC		P	3/6/2008	10/17/2008	44	0	865
111	AMERICAN INTL GROUP INC		P	5/12/2008	10/17/2008	1,039	0	18,303
112	AMERICAN INTL GROUP INC		P	5/21/2008	10/17/2008	66	0	1,121
113	AMERICAN INTL GROUP INC		P	5/28/2008	10/17/2008	66	0	1,047
114	AMERICAN INTL GROUP INC		P	6/11/2008	10/17/2008	33	0	503
115	AMERICAN INTL GROUP INC		P	6/25/2008	10/17/2008	44	0	600
116	AMERICAN INTL GROUP INC		P	6/27/2008	10/17/2008	44	0	550
117	AMERICAN INTL GROUP INC		P	7/9/2008	10/17/2008	354	0	4,220
118	AMERICAN INTL GROUP INC		P	7/15/2008	10/17/2008	88	0	845
119	AMERICAN INTL GROUP INC		P	8/13/2008	10/17/2008	276	0	2,748
120	BANK OF AMERICA CORP		P	8/2/2007	7/1/2008	0	0	3
121	BANK OF AMERICA CORP		P	8/3/2007	7/1/2008	2	0	11
122	BANK OF AMERICA CORP		P	8/16/2007	7/1/2008	0	0	0
123	BANK OF AMERICA CORP		P	9/5/2007	7/1/2008	1	0	5
124	BANK OF AMERICA CORP		P	10/10/2007	7/1/2008	1	0	5
125	BANK OF AMERICA CORP		P	10/17/2007	7/1/2008	0	0	1
126	BANK OF AMERICA CORP		P	10/18/2007	7/1/2008	0	0	1
127	BANK OF AMERICA CORP		P	10/19/2007	7/1/2008	4	0	13
128	FEDERAL HOME LN MTG CORP		P	11/19/2007	9/19/2008	223	0	14,688
129	FEDERAL HOME LN MTG CORP		P	12/4/2007	9/19/2008	43	0	2,415
130	FEDERAL HOME LN MTG CORP		P	1/11/2008	9/19/2008	91		4,467
131	FEDERAL HOME LN MTG CORP		P	3/13/2008	9/19/2008	86	0	3,110
132	FEDERAL HOME LN MTG CORP		P	6/9/2008	9/19/2008	57	0	2,243

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	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
	Long Term CG Distributions	Amount						
	Short Term CG Distributions	0						
133	FEDERAL HOME LN MTG CORP		P	7/24/2008	9/19/2008	126	0	1,992
134	FEDERAL HOME LN MTG CORP		P	8/18/2008	9/19/2008	97	0	856
135	FEDERAL NATIONAL MORTGAGE ASSN		P	12/4/2007	9/24/2008	233	0	6,262
136	FEDERAL NATIONAL MORTGAGE ASSN		P	2/20/2008	9/24/2008	484	0	11,043
137	FEDERAL NATIONAL MORTGAGE ASSN		P	3/13/2008	9/24/2008	258	0	4,397
138	FEDERAL NATIONAL MORTGAGE ASSN		P	7/24/2008	9/24/2008	291	0	2,913
139	FEDERAL NATIONAL MORTGAGE ASSN		P	8/18/2008	9/24/2008	420	0	2,218
140	JOHNSON & JOHNSON		P	4/11/2007	1/9/2008	4,422	0	4,016
141	JOHNSON & JOHNSON		P	4/11/2007	1/11/2008	339	0	309
142	JOHNSON & JOHNSON		P	5/9/2007	1/11/2008	3,388	0	3,187
143	JOHNSON & JOHNSON		P	5/9/2007	1/17/2008	683	0	637
144	JOHNSON & JOHNSON		P	5/9/2007	2/15/2008	2,515	0	2,550
145	JOHNSON & JOHNSON		P	5/9/2007	2/20/2008	3,164	0	3,187
146	JOHNSON & JOHNSON		P	5/9/2007	3/6/2008	6,302	0	6,375
147	JOHNSON & JOHNSON		P	6/8/2007	3/6/2008	630	0	618
148	PNC FINANCIAL SERVICES GROUP		P	5/28/2008	12/31/2008	12	0	37
149	PNC FINANCIAL SERVICES GROUP		P	5/29/2008	12/31/2008	18	0	55
150	ROYAL BK SCOTLAND GROUP		P	3/28/2008	11/7/2008	0	0	0
151	ROYAL BK SCOTLAND GROUP		P	4/2/2008	11/7/2008	0	0	2
152	ROYAL BK SCOTLAND GROUP		P	5/19/2008	11/7/2008	1	0	4
153	ROYAL BK SCOTLAND GROUP		P	7/15/2008	11/7/2008	1	0	3
154	ROYAL BK SCOTLAND GROUP		P	5/9/2008	5/9/2008	504	0	0
155	ROYAL BK SCOTLAND GROUP		P	10/19/2007	9/22/2008	0	0	0
156	ROYAL BK SCOTLAND GROUP		P	3/28/2008	9/22/2008	0	0	0
157	ROYAL BK SCOTLAND GROUP		P	4/2/2008	9/22/2008	0	0	1
158	ROYAL BK SCOTLAND GROUP		P	5/19/2008	9/22/2008	1	0	1
159	ROYAL BK SCOTLAND GROUP		P	7/15/2008	9/22/2008	1	0	1
160	SUMITOMO MITSUI FINL GROUP		P	8/20/2007	5/2/2008	565	0	512
161	SUMITOMO MITSUI FINL GROUP		P	9/20/2007	5/2/2008	3,087	0	2,501
162	TELECOMUNICAOES		P	6/12/2008	6/12/2008	0	0	0
163	TELEMIG CELLULAR		P	12/26/2008	12/26/2008	1	0	0
164	TIM PARTICIPAOES		P	5/22/2008	5/22/2008	0	0	0
165	VIVO PARTICIPAOES		P	6/12/2008	6/12/2008	0	0	0
166	WASHINGTON MUTUAL INC		P	10/26/2007	9/29/2008	1	0	565
167	WASHINGTON MUTUAL INC		P	12/11/2007	9/29/2008	27	0	8,462
168	WASHINGTON MUTUAL INC		P	5/2/2008	9/29/2008	7	0	1,464
169	WASHINGTON MUTUAL INC		P	6/10/2008	9/29/2008	27	0	3,338
170	WASHINGTON MUTUAL INC		P	7/15/2008	9/29/2008	6	0	391
171	WASHINGTON MUTUAL INC		P	8/11/2008	9/29/2008	6	0	478
172	WELLS FARGO & CO		P	4/23/2008	12/31/2008	5	0	23
173	WELLS FARGO & CO		P	5/5/2008	12/31/2008	1	0	4
174	WELLS FARGO & CO		P	5/7/2008	12/31/2008	0	0	2
175	WELLS FARGO & CO		P	5/13/2008	12/31/2008	1	0	3
176	WELLS FARGO & CO		P	5/16/2008	12/31/2008	0	0	2

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	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
	Long Term CG Distributions	Amount						
	Short Term CG Distributions	0						
177	WELLS FARGO & CO		P	5/28/2008	12/31/2008	1	0	4
178	WELLS FARGO & CO		P	6/4/2008	12/31/2008	1	0	2
179	WELLS FARGO & CO		P	6/23/2008	12/31/2008	0	0	1
180	WELLS FARGO & CO		P	6/25/2008	12/31/2008	0	0	1
181	WELLS FARGO & CO		P	7/16/2008	12/31/2008	6	0	10
182	WYETH		P	8/29/2007	7/11/2008	16,863	0	16,400
183	AT&T INC		P	1/26/2004	3/18/2008	1,778	0	1,308
184	AT&T INC		P	12/3/2004	3/18/2008	3,120	0	1,844
185	AT&T INC		P	12/3/2004	4/7/2008	1,169	0	643
186	AT&T INC		P	12/3/2004	4/11/2008	1,134	0	643
187	AT&T INC		P	12/3/2004	5/9/2008	4,645	0	2,573
188	AKZO NOBEL		P	2/26/2004	3/31/2008	4,010	0	1,962
189	AKZO NOBEL		P	2/26/2004	4/11/2008	4,368	0	1,962
190	AMGEN INC		P	5/25/2007	7/8/2008	2,010	0	2,168
191	AMGEN INC		P	5/25/2007	7/14/2008	3,572	0	3,795
192	AMGEN INC		P	5/25/2007	7/28/2008	9,763	0	8,674
193	AMGEN INC		P	6/4/2007	7/28/2008	1,220	0	1,133
194	AMGEN INC		P	6/4/2007	7/29/2008	2,494	0	2,266
195	AMGEN INC		P	6/4/2007	8/1/2008	2,521	0	2,266
196	AMGEN INC		P	6/4/2007	8/14/2008	3,235	0	2,832
197	AMGEN INC		P	6/4/2007	9/16/2008	6,532	0	5,664
198	BOSTON SCIENTIFIC CORP		P	9/22/2006	3/11/2008	457	0	517
199	BOSTON SCIENTIFIC CORP		P	9/28/2006	3/11/2008	8,941	0	10,094
200	BRASIL TELECOM PARTICIPACO		P		7/30/2008	4,429	0	4,429
201	DELL INC		P	8/11/2006	7/1/2008	2,769	0	2,647
202	DELL INC		P	8/11/2006	8/4/2008	2,548	0	2,118
203	DELL INC		P	8/11/2006	8/11/2008	889	0	741
204	DELL INC		P	9/13/2006	8/11/2008	127	0	109
205	DELL INC		P	9/13/2006	8/22/2008	503	0	436
206	DELL INC		P	9/18/2006	8/22/2008	503	0	426
207	DEUTSCHE TELEKOM		P		11/20/2008	333	0	333
208	DEUTSCHE TELEKOM		P	7/24/2003	11/20/2008	732	0	810
209	DEUTSCHE TELEKOM		P	7/24/2003	11/20/2008	533	0	589
210	DEUTSCHE TELEKOM		P	7/24/2003	11/21/2008	1,554	0	1,766
211	DEUTSCHE TELEKOM		P	7/24/2003	12/8/2008	2,092	0	2,061
212	ELECTRONIC DATA SYS CORP		P	1/25/2005	5/16/2008	9,002	0	8,042
213	ELECTRONIC DATA SYS CORP		P	2/18/2005	5/16/2008	243	0	201
214	ELECTRONIC DATA SYS CORP		P	2/18/2005	5/19/2008	6,324	0	5,217
215	ELECTRONIC DATA SYS CORP		P	2/18/2005	5/22/2008	6,816	0	5,618
216	ELECTRONIC DATA SYS CORP		P	2/22/2005	5/22/2008	609	0	499
217	FAIRPOINT COMMUNICATIONS INC		P	1/26/2004	4/1/2008	0	0	0
218	FAIRPOINT COMMUNICATIONS INC		P	10/28/2005	4/1/2008	1	0	1
219	FAIRPOINT COMMUNICATIONS INC		P	11/9/2005	4/1/2008	0	0	0
220	FAIRPOINT COMMUNICATIONS INC		P	4/12/2006	4/1/2008	0	0	0

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	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
	Long Term CG Distributions	Amount						
	Short Term CG Distributions	0						
221	FAIRPOINT COMMUNICATIONS INC		P	6/9/2006	4/1/2008	0	0	0
222	FORD MOTOR COMPANY		P		4/24/2008	5,698	0	5,698
223	FORD MOTOR COMPANY		P	7/21/2006	4/24/2008	2,406	0	1,785
224	FORD MOTOR COMPANY		P	7/21/2006	5/1/2008	1,018	0	751
225	FORD MOTOR COMPANY		P	7/21/2006	6/17/2008	765	0	564
226	FORD MOTOR COMPANY		P	7/21/2006	12/4/2008	4,484	0	10,144
227	FORD MOTOR COMPANY		P	7/21/2006	12/9/2008	477	0	939
228	FRANCE TELECOM		P	9/11/2006	1/18/2008	2,204	0	1,308
229	FRANCE TELECOM		P	9/11/2006	2/15/2008	515	0	327
230	HITACHI LTD		P	7/24/2003	6/4/2008	5,222	0	3,341
231	HITACHI LTD		P	7/24/2003	7/8/2008	3,989	0	2,625
232	HITACHI LTD		P	7/29/2005	7/8/2008	363	0	305
233	HITACHI LTD		P	7/29/2005	7/23/2008	2,901	0	2,436
234	HITACHI LTD		P	7/29/2005	7/28/2008	3,579	0	3,046
235	INTEL CORP		P	3/29/2006	5/14/2008	4,347	0	3,523
236	KT CORP		P		7/25/2008	1,049	0	1,049
237	KRAFT FOODS INC		P		3/20/2008	5,303	0	5,303
238	KRAFT FOODS INC		P	4/18/2006	3/20/2008	1,591	0	1,224
239	MARSH & MCLENNAN COS INC		P	3/14/2007	8/15/2008	17,199	0	15,420
240	MARSH & MCLENNAN COS INC		P	3/14/2007	9/2/2008	9,149	0	8,138
241	MARSH & MCLENNAN COS INC		P	4/11/2007	9/2/2008	482	0	448
242	MARSH & MCLENNAN COS INC		P	8/10/2007	9/12/2008	3,444	0	2,732
243	MARSH & MCLENNAN COS INC		P	8/10/2007	10/20/2008	2,079	0	1,951
244	MARSH & MCLENNAN COS INC		P	9/19/2007	10/20/2008	2,218	0	2,013
245	MARSH & MCLENNAN COS INC		P	9/25/2007	10/20/2008	554	0	495
246	MILLEA HLDGS INC		P	7/24/2003	5/7/2008	3,737	0	1,696
247	MILLEA HLDGS INC		P	1/26/2004	5/7/2008	8,660	0	5,579
248	MITSUBISHI UFJ FINANCIAL		P		5/2/2008	8,252	0	5,252
249	MITSUBISHI UFJ FINANCIAL		P	3/9/2005	5/2/2008	5,339	0	4,587
250	MITSUBISHI UFJ FINANCIAL		P	4/18/2005	5/2/2008	647	0	495
251	MITSUBISHI UFJ FINANCIAL		P	7/15/2005	5/2/2008	1,294	0	1,012
252	MITSUBISHI UFJ FINANCIAL		P	11/21/2006	5/2/2008	485	0	530
253	MITSUBISHI UFJ FINANCIAL		P	11/21/2006	10/15/2008	2,828	0	4,239
254	NESTLE A SPONSORED		P	11/2/2004	2/4/2008	1,678	0	909
255	NESTLE A SPONSORED		P	11/2/2004	2/11/2008	6,372	0	3,635
256	NIPPON TEL & TEL SPON ADR		P		7/22/2008	1,561	0	1,561
257	NIPPON TEL & TEL SPON ADR		P	2/14/2005	7/22/2008	4,441	0	3,951
258	NIPPON TEL & TEL SPON ADR		P	2/14/2005	8/12/2008	954	0	854
259	NIPPON TEL & TEL SPON ADR		P	2/14/2005	10/21/2008	1,618	0	1,602
260	NIPPON TEL & TEL SPON ADR		P	2/14/2005	11/5/2008	3,857	0	3,737
261	NIPPON TEL & TEL SPON ADR		P	2/14/2005	12/8/2008	1,870	0	1,602
262	NIPPON TEL & TEL SPON ADR		P	7/20/2005	12/8/2008	623	0	538
263	NIPPON TEL & TEL SPON ADR		P	5/7/2007	12/8/2008	997	0	1,033
264	PNC FINANCIAL SERVICES GROUP		P	10/4/2007	12/31/2008	3	0	46

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		Amount		CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale.	
		Long Term CG Distributions	Short Term CG Distributions								
			0								
			0								
		(a) Kind(s) of property sold									
265	ROYAL BK SCOTLAND GROUP				P	10/19/2007	11/7/2008	0	0	1	
266	SARA LEE CORP				P	5/12/2006	4/11/2008	490	0	534	
267	SUMITOMO MITSUI FINL GROUP				P	9/20/2007	10/15/2008	1,467	0	1,691	
268	TELE NORTE CELLULAR				P		8/26/2008	161	0	161	
269	TELE NORTE LESTE				P		2/4/2008	3,730	0	3,730	
270	TELEFONICA				P		1/14/2008	4,008	0	4,008	
271	TELEFONOS DE MEXICO				P		3/24/2008	3,259	0	3,259	
272	TELEFONOS DE MEXICO				P		4/11/2008	7,867	0	7,867	
273	TELEFONOS DE MEXICO				P		5/13/2008	4,574	0	4,574	
274	TELEFONOS DE MEXICO				P		5/23/2008	1,163	0	1,163	
275	TELEFONOS DE MEXICO				P		6/3/2008	3,646	0	3,646	
276	TELEMIG CELLULAR				P		5/20/2008	612	0	612	
277	UNILEVER NV NY				P	11/1/2004	4/1/2008	1,534	0	883	
278	UNILEVER NV NY				P	11/1/2004	4/8/2008	2,520	0	1,471	
279	VERIZON COMMUNICATIONS				P	1/26/2004	5/9/2008	1,329	0	1,256	
280	VERIZON COMMUNICATIONS				P	10/28/2005	5/9/2008	3,798	0	3,022	
281	WASHINGTON MUTUAL				P	8/13/2007	9/29/2008	28	0	17,603	
282	WASHINGTON MUTUAL				P	8/31/2007	9/29/2008	14	0	8,844	
283	ANSOFT CORP				P	10/8/2007	8/7/2008	2,965	0	2,743	
284	DEALERTRACK HOLDINGS INC				P	9/12/2007	2/27/2008	2,120	0	3,851	
285	DEALERTRACK HOLDINGS INC				P	11/30/2007	2/27/2008	1,606	0	3,318	
286	FCSTONE GROUP INC				P	2/12/2008	11/4/2008	273	0	3,597	
287	FCSTONE GROUP INC				P	3/7/2008	11/4/2008	152	0	2,014	
288	PSYCHIATRIC SOLUTIONS INC				P	5/8/2007	2/21/2008	2,572	0	3,385	
289	PSYCHIATRIC SOLUTIONS INC				P	5/10/2007	2/21/2008	3,053	0	4,037	
290	SHUTTERFLY INC				P	8/16/2007	5/1/2008	2,922	0	5,039	
291	THQ INC				P	5/11/2007	4/15/2008	2,691	0	4,252	
292	TOMOTHERAPY INC				P	4/7/2008	4/18/2008	2,370	0	3,706	
293	TOMOTHERAPY INC				P	4/10/2008	4/18/2008	1,353	0	2,100	
294	ADVISORY BOARD CO INC				P	1/3/2007	8/6/2008	1,811	0	3,439	
295	ADVISORY BOARD CO INC				P	1/16/2007	8/6/2008	1,188	0	2,258	
296	ANSOFT CORP				P	5/24/2007	8/7/2008	4,000	0	3,534	
297	ANSYS INC				P		7/31/2008	10	0	10	
298	CALIFORNIA PIZZA KITCHEN INC				P	4/5/2006	1/16/2008	1,601	0	3,548	
299	CALIFORNIA PIZZA KITCHEN INC				P	6/2/2006	1/16/2008	1,240	0	2,512	
300	HAEMONETICS CORP MASS				P	4/11/2005	3/11/2008	643	0	459	
301	HAEMONETICS CORP MASS				P	4/12/2005	3/11/2008	701	0	501	
302	HAEMONETICS CORP MASS				P	4/15/2005	3/11/2008	1,052	0	752	
303	HAEMONETICS CORP MASS				P	4/18/2005	3/11/2008	409	0	292	
304	HEALTHWAYS INC				P	9/27/2004	9/19/2008	729	0	1,183	
305	HEALTHWAYS INC				P	4/20/2005	9/19/2008	1,254	0	2,608	
306	HEALTHWAYS INC				P	4/10/2007	9/19/2008	729	0	1,933	
307	J2 GLOBAL COMMUNICATIONS				P	9/20/2005	5/1/2008	2,957	0	2,501	
308	J2 GLOBAL COMMUNICATIONS				P	9/20/2005	5/7/2008	988	0	815	

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		Amount						
Long Term CG Distributions		0						
Short Term CG Distributions		0						
	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
309	J2 GLOBAL COMMUNICATIONS		P	10/12/2005	5/7/2008	2,110	0	1,819
310	LKQ CORP		P	11/21/2005	1/30/2008	2,903	0	1,353
311	OMRIX BIOPHARMACEUTICALS INC		P	9/12/2007	12/12/2008	2,703	0	3,831
312	OMRIX BIOPHARMACEUTICALS INC		P	11/9/2007	12/12/2008	2,529	0	3,791
313	PALOMAR MEDICAL TECHNOLOGIES		P	4/22/2005	7/10/2008	1,135	0	2,736
314	PALOMAR MEDICAL TECHNOLOGIES		P	8/17/2005	7/10/2008	796	0	2,168
315	PETROHAWK ENERGY CORP		P	2/7/2006	6/12/2008	6,474	0	2,961
316	PETROHAWK ENERGY CORP		P	5/8/2006	6/12/2009	2,962	0	1,159
317	SCIELE PHARMA INC		P	1/19/2007	10/7/2008	4,464	0	3,453
318	SCIELE PHARMA INC		P	3/28/2007	10/7/2008	3,255	0	2,495
319	SIRONA DENTAL SYSTEMS INC		P	1/19/2006	7/8/2008	2,429	0	3,467
320	SOUTHWESTERN ENERGY CO		P	8/17/2004	2/22/2008	485	0	62
321	SOUTHWESTERN ENERGY CO		P	8/18/2004	2/22/2008	7,270	0	1,006
322	STERICYCLE INC		P		2/4/2008	4,012	0	4,012
323	THQ INC		P	4/12/2007	4/15/2008	1,997	0	3,427
324	A					0	0	0
325						0	0	0
326						0	0	0
327						0	0	0
328						0	0	0
329						0	0	0
330						0	0	0

Part IV (990-PF) - Capital Gains and Losses for

		Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col. (h))
		Long Term CG Distributions	Short Term CG Distributions						
	(a) Kind(s) of property sold								
1	FEDERAL HOME LN MTG CRP GLOBAL				-1,053			0	-1,053
2	FEDERAL HOME LN MTG CRP GLOBAL				-3			0	-3
3	FEDERAL HOME LN MTG CRP GLOBAL				581			0	581
4	GOLDMAN SCHS GROUP INC				-1,018			0	-1,018
5	HOUSHOLD FINANCE CORP				18			0	18
6	US TREASURY NOTES SER B-2013				201			0	201
7	US TREASURY NOTES SER M-2011				766			0	766
8	US TREASURY NOTES SER U 2009				8			0	8
9	US TREASURY NOTES SER U 2009				709			0	709
10	US TREASURY NOTES SER U 2009				28			0	28
11	US TREASURY NOTES SER F 2016				2,909			0	2,909
12	WACHOVIA CORP GLOBAL SR NOTES				15			0	15
13	WACHOVIA CORP GLOBAL SR NOTES				36			0	36
14	WELLS FARGO & CO				-204			0	-204
15	COUNTRYWIDE FINL CORP GLOBAL				-121			0	-121
16	COUNTRYWIDE FINL CORP GLOBAL				-353			0	-353
17	COUNTRYWIDE FINL CORP GLOBAL				-1,206			0	-1,206
18	JOHN DEERE CAPITAL CORP				-192			0	-192
19	FEDERAL HOME LOAN MTG CORP				881			0	881
20	FEDERAL HOME LOAN MTG CORP				328			0	328
21	FEDERAL HOME LOAN MTG CORP				493			0	493
22	HOUSEHOLD FINANCE CORP				21			0	21
23	HOUSEHOLD FINANCE CORP				6			0	6
24	HOUSEHOLD FINANCE CORP				8			0	8
25	HOUSEHOLD FINANCE CORP				8			0	8
26	PEPSICO INC				-17			0	-17
27	US TREASURY NOTES-SER D-2012				422			0	422
28	US TREASURY NOTES-SER D-2012				1,091			0	1,091
29	US TREASURY NOTES-SER E-2015				3,653			0	3,653
30	US TREASURY NOTES-SER E-2015				130			0	130
31	US TREASURY NOTES-SER E-2015				2,075			0	2,075
32	US TREASURY NOTES-SER E-2015				335			0	335
33	US TREASURY NOTES-SER E-2015				832			0	832
34	US TREASURY NOTES-SER E-2015				2,125			0	2,125
35	US TREASURY NOTES-SER E-2015				1,169			0	1,169
36	US TREASURY NOTES SER M-2011				649			0	649
37	US TREASURY NOTES SER U 2009				270			0	270
38	US TREASURY NOTES SER U 2009				1,825			0	1,825
39	US TREASURY NOTES SER U 2009				96			0	96
40	US TREASURY NOTES SER U 2009				363			0	363
41	US TREASURY NOTES SER F 2016				1,428			0	1,428
42	US TREASURY NOTES SER T-2010				238			0	238
43	VERIZON GLOBAL				-145			0	-145
44	WACHOVIA CORP GLOBAL SR NOTES				-19			0	-19

Part IV (990-PF) - Capital Gains and Losses for

	(a) Kind(s) of property sold	Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col. (h))
		Long Term CG Distributions	Short Term CG Distributions						
		0	0						
45	WACHOVIA CORP GLOBAL SR NOTES				22			0	22
46	WACHOVIA CORP GLOBAL SR NOTES				64			0	64
47	WACHOVIA CORP GLOBAL SR NOTES				32			0	32
48	AMAZON.COM INC				-3,570			0	-3,570
49	JOHN BEAN TECHNOLOGIES CORP				0			0	0
50	JOHN BEAN TECHNOLOGIES CORP				0			0	0
51	JOHN BEAN TECHNOLOGIES CORP				-1			0	-1
52	JOHN BEAN TECHNOLOGIES CORP				3			0	3
53	JOHN BEAN TECHNOLOGIES CORP				-73			0	-73
54	APP PHARMACEUTICALS INC				-1,162			0	-1,162
55	APP PHARMACEUTICALS INC				-368			0	-368
56	APP PHARMACEUTICALS INC				-422			0	-422
57	APP PHARMACEUTICALS INC				-112			0	-112
58	APP PHARMACEUTICALS INC				-1,485			0	-1,485
59	APP PHARMACEUTICALS INC				-12			0	-12
60	AMERICA MOVIL S.A.B				1,240			0	1,240
61	AMERICA MOVIL S.A.B				1,420			0	1,420
62	BROADCOM CORP				-2,676			0	-2,676
63	BROADCOM CORP				-3,342			0	-3,342
64	BROADCOM CORP				-187			0	-187
65	CERNER CORP				-979			0	-979
66	CERNER CORP				-488			0	-488
67	CERNER CORP				-2,152			0	-2,152
68	CERNER CORP				-193			0	-193
69	EMC CORP-MASS				-4,766			0	-4,766
70	EMC CORP-MASS				-1,113			0	-1,113
71	EXPEDITORS INTL OF WASH INC				-1,006			0	-1,006
72	EXPEDITORS INTL OF WASH INC				-1,360			0	-1,360
73	EXPEDITORS INTL OF WASH INC				-668			0	-668
74	EXPEDITORS INTL OF WASH INC				-36			0	-36
75	EXPEDITORS INTL OF WASH INC				-2,655			0	-2,655
76	EXPEDITORS INTL OF WASH INC				-140			0	-140
77	GENENTECH INC				1,629			0	1,629
78	GENENTECH INC				3,441			0	3,441
79	GENENTECH INC				1,857			0	1,857
80	GENENTECH INC				967			0	967
81	GENENTECH INC				2,559			0	2,559
82	GENZYME CORP				750			0	750
83	GENZYME CORP				369			0	369
84	GENZYME CORP				84			0	84
85	GENZYME CORP				200			0	200
86	GOOGLE INC				301			0	301
87	GOOGLE INC				1,292			0	1,292
88	GOOGLE INC				194			0	194

Part IV (990-PF) - Capital Gains and Losses for

		Amount					
Long Term CG Distributions		0					
Short Term CG Distributions		0					
	(a) Kind(s) of property sold	CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col (h))
89	GOOGLE INC		105			0	105
90	GOOGLE INC		1,042			0	1,042
91	INTUITIVE SURGICAL INC		83			0	83
92	JOHN BEAN TECHNOLOGIES CORP		1			0	1
93	JOHN BEAN TECHNOLOGIES CORP		57			0	57
94	JOHN BEAN TECHNOLOGIES CORP		33			0	33
95	LOWES COMPANIES INC		-602			0	-602
96	LOWES COMPANIES INC		-2,024			0	-2,024
97	LOWES COMPANIES INC		-519			0	-519
98	LOWES COMPANIES INC		-705			0	-705
99	SALESFORCE.COM INC		146			0	146
100	TEVA PHARMACEUTICAL INDS		947			0	947
101	TEVA PHARMACEUTICAL INDS		4,922			0	4,922
102	WALGREEN CO		0			0	0
103	WALGREEN CO		882			0	882
104	WALGREEN CO		58			0	58
105	WALGREEN CO		-1,218			0	-1,218
106	YAHOO INC		-1,564			0	-1,564
107	YAHOO INC		-8,172			0	-8,172
108	YAHOO INC		-291			0	-291
109	AMERICAN INTL GROUP INC		-861			0	-861
110	AMERICAN INTL GROUP INC		-821			0	-821
111	AMERICAN INTL GROUP INC		-17,264			0	-17,264
112	AMERICAN INTL GROUP INC		-1,055			0	-1,055
113	AMERICAN INTL GROUP INC		-981			0	-981
114	AMERICAN INTL GROUP INC		-470			0	-470
115	AMERICAN INTL GROUP INC		-556			0	-556
116	AMERICAN INTL GROUP INC		-506			0	-506
117	AMERICAN INTL GROUP INC		-3,866			0	-3,866
118	AMERICAN INTL GROUP INC		-757			0	-757
119	AMERICAN INTL GROUP INC		-2,472			0	-2,472
120	BANK OF AMERICA CORP		-3			0	-3
121	BANK OF AMERICA CORP		-9			0	-9
122	BANK OF AMERICA CORP		0			0	0
123	BANK OF AMERICA CORP		-4			0	-4
124	BANK OF AMERICA CORP		-4			0	-4
125	BANK OF AMERICA CORP		-1			0	-1
126	BANK OF AMERICA CORP		-1			0	-1
127	BANK OF AMERICA CORP		-9			0	-9
128	FEDERAL HOME LN MTG CORP		-14,465			0	-14,465
129	FEDERAL HOME LN MTG CORP		-2,372			0	-2,372
130	FEDERAL HOME LN MTG CORP		-4,376			0	-4,376
131	FEDERAL HOME LN MTG CORP		-3,024			0	-3,024
132	FEDERAL HOME LN MTG CORP		-2,186			0	-2,186

Part IV (990-PF) - Capital Gains and Losses for

	(a) Kind(s) of property sold	Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col. (h))
		Long Term CG Distributions	Short Term CG Distributions						
		0	0						
133	FEDERAL HOME LN MTG CORP				-1,866			0	-1,866
134	FEDERAL HOME LN MTG CORP				-759			0	-759
135	FEDERAL NATIONAL MORTGAGE ASSN				-6,029			0	-6,029
136	FEDERAL NATIONAL MORTGAGE ASSN				-10,559			0	-10,559
137	FEDERAL NATIONAL MORTGAGE ASSN				-4,139			0	-4,139
138	FEDERAL NATIONAL MORTGAGE ASSN				-2,622			0	-2,622
139	FEDERAL NATIONAL MORTGAGE ASSN				-1,798			0	-1,798
140	JOHNSON & JOHNSON				406			0	406
141	JOHNSON & JOHNSON				30			0	30
142	JOHNSON & JOHNSON				201			0	201
143	JOHNSON & JOHNSON				46			0	46
144	JOHNSON & JOHNSON				-35			0	-35
145	JOHNSON & JOHNSON				-23			0	-23
146	JOHNSON & JOHNSON				-73			0	-73
147	JOHNSON & JOHNSON				12			0	12
148	PNC FINANCIAL SERVICES GROUP				-25			0	-25
149	PNC FINANCIAL SERVICES GROUP				-37			0	-37
150	ROYAL BK SCOTLAND GROUP				0			0	0
151	ROYAL BK SCOTLAND GROUP				-2			0	-2
152	ROYAL BK SCOTLAND GROUP				-3			0	-3
153	ROYAL BK SCOTLAND GROUP				-2			0	-2
154	ROYAL BK SCOTLAND GROUP				504			0	504
155	ROYAL BK SCOTLAND GROUP				0			0	0
156	ROYAL BK SCOTLAND GROUP				0			0	0
157	ROYAL BK SCOTLAND GROUP				-1			0	-1
158	ROYAL BK SCOTLAND GROUP				0			0	0
159	ROYAL BK SCOTLAND GROUP				0			0	0
160	SUMITOMO MITSUI FINL GROUP				53			0	53
161	SUMITOMO MITSUI FINL GROUP				586			0	586
162	TELECOMUNICAOES				0			0	0
163	TELEMIG CELLULAR				1			0	1
164	TIM PARTICIPAOES				0			0	0
165	VIVO PARTICIPAOES				0			0	0
166	WASHINGTON MUTUAL INC				-564			0	-564
167	WASHINGTON MUTUAL INC				-8,435			0	-8,435
168	WASHINGTON MUTUAL INC				-1,457			0	-1,457
169	WASHINGTON MUTUAL INC				-3,311			0	-3,311
170	WASHINGTON MUTUAL INC				-385			0	-385
171	WASHINGTON MUTUAL INC				-472			0	-472
172	WELLS FARGO & CO				-18			0	-18
173	WELLS FARGO & CO				-3			0	-3
174	WELLS FARGO & CO				-2			0	-2
175	WELLS FARGO & CO				-2			0	-2
176	WELLS FARGO & CO				-2			0	-2

Part IV (990-PF) - Capital Gains and Losses for

		Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col. (h))
	(a) Kind(s) of property sold	Long Term CG Distributions	Short Term CG Distributions						
177	WELLS FARGO & CO		0		-3			0	-3
178	WELLS FARGO & CO		0		-1			0	-1
179	WELLS FARGO & CO		0		-1			0	-1
180	WELLS FARGO & CO		0		-1			0	-1
181	WELLS FARGO & CO		0		-4			0	-4
182	WYETH		0		463			0	463
183	AT&T INC		0		470			0	470
184	AT&T INC		0		1,276			0	1,276
185	AT&T INC		0		526			0	526
186	AT&T INC		0		491			0	491
187	AT&T INC		0		2,072			0	2,072
188	AKZO NOBEL		0		2,048			0	2,048
189	AKZO NOBEL		0		2,406			0	2,406
190	AMGEN INC		0		-158			0	-158
191	AMGEN INC		0		-223			0	-223
192	AMGEN INC		0		1,089			0	1,089
193	AMGEN INC		0		87			0	87
194	AMGEN INC		0		228			0	228
195	AMGEN INC		0		255			0	255
196	AMGEN INC		0		403			0	403
197	AMGEN INC		0		868			0	868
198	BOSTON SCIENTIFIC CORP		0		-60			0	-60
199	BOSTON SCIENTIFIC CORP		0		-1,153			0	-1,153
200	BRASIL TELECOM PARTICIPACO		0		0			0	0
201	DELL INC		0		122			0	122
202	DELL INC		0		430			0	430
203	DELL INC		0		148			0	148
204	DELL INC		0		18			0	18
205	DELL INC		0		67			0	67
206	DELL INC		0		77			0	77
207	DEUTSCHE TELEKOM		0		0			0	0
208	DEUTSCHE TELEKOM		0		-78			0	-78
209	DEUTSCHE TELEKOM		0		-56			0	-56
210	DEUTSCHE TELEKOM		0		-212			0	-212
211	DEUTSCHE TELEKOM		0		31			0	31
212	ELECTRONIC DATA SYS CORP		0		960			0	960
213	ELECTRONIC DATA SYS CORP		0		42			0	42
214	ELECTRONIC DATA SYS CORP		0		1,107			0	1,107
215	ELECTRONIC DATA SYS CORP		0		1,198			0	1,198
216	ELECTRONIC DATA SYS CORP		0		110			0	110
217	FAIRPOINT COMMUNICATIONS INC		0		0			0	0
218	FAIRPOINT COMMUNICATIONS INC		0		0			0	0
219	FAIRPOINT COMMUNICATIONS INC		0		0			0	0
220	FAIRPOINT COMMUNICATIONS INC		0		0			0	0

Part IV (990-PF) - Capital Gains and Losses for

	(a) Kind(s) of property sold	Amount		(h) Gain or Loss	(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 zero) or Losses (from col. (h))
		Long Term CG Distributions	Short Term CG Distributions					
				CUSIP #				
221	FAIRPOINT COMMUNICATIONS INC				0		0	0
222	FORD MOTOR COMPANY				0		0	0
223	FORD MOTOR COMPANY				621			621
224	FORD MOTOR COMPANY				267			267
225	FORD MOTOR COMPANY				201			201
226	FORD MOTOR COMPANY				-5,660			-5,660
227	FORD MOTOR COMPANY				-462			-462
228	FRANCE TELECOM				896			896
229	FRANCE TELECOM				188			188
230	HITACHI LTD				1,881			1,881
231	HITACHI LTD				1,364			1,364
232	HITACHI LTD				58			58
233	HITACHI LTD				465			465
234	HITACHI LTD				533			533
235	INTEL CORP				824			824
236	KT CORP				0			0
237	KRAFT FOODS INC				0			0
238	KRAFT FOODS INC				367			367
239	MARSH & MCLENNAN COS INC				1,779			1,779
240	MARSH & MCLENNAN COS INC				1,011			1,011
241	MARSH & MCLENNAN COS INC				34			34
242	MARSH & MCLENNAN COS INC				712			712
243	MARSH & MCLENNAN COS INC				128			128
244	MARSH & MCLENNAN COS INC				205			205
245	MARSH & MCLENNAN COS INC				59			59
246	MILLEA HLDGS INC				2,041			2,041
247	MILLEA HLDGS INC				3,081			3,081
248	MITSUBISHI UFJ FINANCIAL				3,000			3,000
249	MITSUBISHI UFJ FINANCIAL				752			752
250	MITSUBISHI UFJ FINANCIAL				152			152
251	MITSUBISHI UFJ FINANCIAL				282			282
252	MITSUBISHI UFJ FINANCIAL				-45			-45
253	MITSUBISHI UFJ FINANCIAL				-1,411			-1,411
254	NESTLE A SPONSORED				769			769
255	NESTLE A SPONSORED				2,737			2,737
256	NIPPON TEL & TEL SPON ADR				0			0
257	NIPPON TEL & TEL SPON ADR				490			490
258	NIPPON TEL & TEL SPON ADR				100			100
259	NIPPON TEL & TEL SPON ADR				16			16
260	NIPPON TEL & TEL SPON ADR				120			120
261	NIPPON TEL & TEL SPON ADR				268			268
262	NIPPON TEL & TEL SPON ADR				85			85
263	NIPPON TEL & TEL SPON ADR				-36			-36
264	PNC FINANCIAL SERVICES GROUP				-43			-43

Part IV (990-PF) - Capital Gains and Losses for

	(a) Kind(s) of property sold	Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col. (h))
		Long Term CG Distributions	Short Term CG Distributions						
265	ROYAL BK SCOTLAND GROUP		0		-1				-1
266	SARA LEE CORP		0		-44				-44
267	SUMITOMO MITSUI FINL GROUP		0		-224				-224
268	TELE NORTE CELLULAR		0		0				0
269	TELE NORTE LESTE		0		0				0
270	TELEFONICA		0		0				0
271	TELEFONOS DE MEXICO		0		0				0
272	TELEFONOS DE MEXICO		0		0				0
273	TELEFONOS DE MEXICO		0		0				0
274	TELEFONOS DE MEXICO		0		0				0
275	TELEFONOS DE MEXICO		0		0				0
276	TELEMIG CELLULAR		0		0				0
277	UNILEVER NV NY		651		651				651
278	UNILEVER NV NY		1,049		1,049				1,049
279	VERIZON COMMUNICATIONS		73		73				73
280	VERIZON COMMUNICATIONS		776		776				776
281	WASHINGTON MUTUAL		-17,575		-17,575				-17,575
282	WASHINGTON MUTUAL		-8,830		-8,830				-8,830
283	ANSOFT CORP		222		222				222
284	DEALERTRACK HOLDINGS INC		-1,731		-1,731				-1,731
285	DEALERTRACK HOLDINGS INC		-1,712		-1,712				-1,712
286	FCSTONE GROUP INC		-3,324		-3,324				-3,324
287	FCSTONE GROUP INC		-1,862		-1,862				-1,862
288	PSYCHIATRIC SOLUTIONS INC		-813		-813				-813
289	PSYCHIATRIC SOLUTIONS INC		-984		-984				-984
290	SHUTTERFLY INC		-2,117		-2,117				-2,117
291	THQ INC		-1,561		-1,561				-1,561
292	TOMOTHERAPY INC		-1,336		-1,336				-1,336
293	TOMOTHERAPY INC		-747		-747				-747
294	ADVISORY BOARD CO INC		-1,628		-1,628				-1,628
295	ADVISORY BOARD CO INC		-1,070		-1,070				-1,070
296	ANSOFT CORP		466		466				466
297	ANSYS INC		0		0				0
298	CALIFORNIA PIZZA KITCHEN INC		-1,947		-1,947				-1,947
299	CALIFORNIA PIZZA KITCHEN INC		-1,272		-1,272				-1,272
300	HAEMONETICS CORP MASS		184		184				184
301	HAEMONETICS CORP MASS		200		200				200
302	HAEMONETICS CORP MASS		300		300				300
303	HAEMONETICS CORP MASS		117		117				117
304	HEALTHWAYS INC		-454		-454				-454
305	HEALTHWAYS INC		-1,354		-1,354				-1,354
306	HEALTHWAYS INC		-1,204		-1,204				-1,204
307	J2 GLOBAL COMMUNICATIONS		456		456				456
308	J2 GLOBAL COMMUNICATIONS		173		173				173

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Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

[illegible]

Part XVI-B (990-PF) - Relationship of Activities

[illegible]