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*** 2008-06 STATUS CHANGE***

PRIOR PC

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2008**

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0812

**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: M. B. STANTON C/O WELLS FARGO BANK, N A. 0101622500

Number and street (or P O box number if mail is not delivered to street address): P.O Box 53456, MAC S4035-014

Room/suite:

City or town, state, and ZIP code: Phoenix AZ 85072

A Employer identification number: 84-6027976

B Telephone number (see page 10 of the instructions): 800-352-3705

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 13,345,910

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 | 0 | 0 | | |
| | 4 Dividends and interest from securities | 737,348 | 724,309 | | |
| | 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 | -297,026 | | | |
| | b Gross sales price for all assets on line 6a 355,139 | | | | |
| | 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) | 3,639 | 3,639 | 0 | |
| | 12 **Total.** Add lines 1 through 11 | 443,961 | 727,948 | 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) | 32,619 | 8,155 | 0 | 24,464 |
| | b Accounting fees (attach schedule) | 775 | 0 | 0 | 775 |
| | c Other professional fees (attach schedule) | 2,400 | 1,800 | 0 | 600 |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) | 1,312 | 1,312 | 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) | 85,701 | 61,896 | 0 | 23,805 |
| | 24 **Total operating and administrative expenses.** Add lines 13 through 23 | 122,807 | 73,163 | 0 | 49,644 |
| | 25 Contributions, gifts, grants paid | 707,608 | | | 707,608 |
| | 26 **Total expenses and disbursements.** Add lines 24 and 25 | 830,415 | 73,163 | 0 | 757,252 |
| | 27 Subtract line 26 from line 12 | | | | |
| | a **Excess of revenue over expenses and disbursements** | -386,454 | | | |
| | b **Net investment income** (if negative, enter -0-) | | 654,785 | | |
| | c **Adjusted net income** (if negative, enter -0-) | | | 0 | |

**For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the Instructions.**

(HTA)

Form **990-PF** (2008)

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## Part II Balance Sheets

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

| | | Beginning of year (a) Book Value | End of year (b) Book Value | End of year (c) Fair Market Value |
|---|---|---|---|---|
| **Assets** | 1 Cash—non-interest-bearing | 245 | | 0 |
| | 2 Savings and temporary cash investments | 186,405 | 492,986 | 492,986 |
| | 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 | 365,537 | 389,068 |
| | b Investments—corporate stock (attach schedule) | 9,776,871 | 3,646,011 | 3,528,995 |
| | c Investments—corporate bonds (attach schedule) | 0 | 8,427,933 | 7,623,738 |
| | 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) | 3,442,614 | 1,474,804 | 1,311,123 |
| | 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) | 13,406,135 | 14,407,271 | 13,345,910 |
| **Liabilities** | 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 | 13,406,135 | 14,407,271 | |
| | 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) | 13,406,135 | 14,407,271 | |
| | 31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions) | 13,406,135 | 14,407,271 | |

## 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 | 13,406,135 |
| 2 | Enter amount from Part I, line 27a | 2 | -386,454 |
| 3 | Other increases not included in line 2 (itemize) ▶ See attached statement | 3 | 1,407,983 |
| 4 | Add lines 1, 2, and 3 | 4 | 14,427,664 |
| 5 | Decreases not included in line 2 (itemize) ▶ See attached statement | 5 | 20,393 |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 | 6 | 14,407,271 |

## 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 | 0 |
| b | 0 | 0 | 0 | 0 |
| c | 0 | 0 | 0 | 0 |
| d | 0 | 0 | 0 | 0 |
| e | 0 | 0 | 0 | 0 |

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 | 0 | 0 | 0 | 0 |
| b | 0 | 0 | 0 | 0 |
| c | 0 | 0 | 0 | 0 |
| d | 0 | 0 | 0 | 0 |
| e | 0 | 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 | -297,026 |
| 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 | -26,473 |

## 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 | | | 0 000000 |
| 2006 | | | 0 000000 |
| 2005 | | | 0 000000 |
| 2004 | | | 0 000000 |
| 2003 | | | 0 000000 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.000000 |
| 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 | 0.000000 |
| 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 | 8 | 0 |

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.

## 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<br>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 | 13,096 |
| 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 | 13,096 |
| 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 | 13,096 |
| 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: 13,191 | | |
| d | Backup withholding erroneously withheld — 6d: | | |
| 7 | Total credits and payments Add lines 6a through 6d | 7 | 13,191 |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | 8 | 0 |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | 0 |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | 95 |
| 11 | Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 95 **Refunded** ▶ | 11 | 0 |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 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? | 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)? | 1b | | X |
| | *If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities* | | | |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 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? *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:<br>• By language in the governing instrument, or<br>• 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) ▶ ________ | | | |
| 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 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *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 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 ▶ WELLS FARGO BANK N A Telephone no ▶

Located at ▶ P.O. Box 53456, MAC S4035-014 Phoenix AZ ZIP+4 ▶ 85072

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.**

| | | | 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 page 20 of the 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 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_____ , 20_____ , 20_____ , 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 | N/A | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 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/A

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 (No)

*If you answered "Yes" to 6b, also 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** X (No)

**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 |
|---|---|---|---|---|
| WELLS FARGO BANK N A.<br>P.O. Box 53456, MAC S4035-014 Phoenix AZ 8 | Trustee<br>4.00 | 82,528 | 0 | 0 |
| | .00 | 0 | 0 | 0 |
| | .00 | 0 | 0 | 0 |
| | .00 | 0 | 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 | 0 |
| | 00 | 0 | 0 | 0 |
| | 00 | 0 | 0 | 0 |
| | 00 | 0 | 0 | 0 |
| | 00 | 0 | 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 |

**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 NONE | |
| 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 NONE | |
| 2 | |
| All other program-related investments See page 24 of the instructions<br>3 NONE | 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 | 13,138,265 |
| b | Average of monthly cash balances | | 1b | 444,592 |
| c | Fair market value of all other assets (see page 24 of the instructions) | | 1c | |
| d | **Total** (add lines 1a, b, and c) | | 1d | 13,582,857 |
| 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 | 13,582,857 |
| 4 | Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions) | | 4 | |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | | 5 | 13,582,857 |
| 6 | **Minimum investment return.** Enter 5% of line 5 | | 6 | 679,143 |

## 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 | 679,143 |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 13,096 | | |
| b | Income tax for 2008 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 13,096 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 666,047 |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 666,047 |
| 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 | 666,047 |

## 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 | 757,252 |
| 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 | 757,252 |
| 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 | 757,252 |

**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 | | | | 666,047 |
| 2 | Undistributed income, if any, as of the end of 2007: | | | | |
| a | Enter amount for 2007 only | | | 0 | |
| b | Total for prior years 20____, 20____, 20___ | | 0 | | |
| 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: ▶ $ 757,252 | | | | |
| a | Applied to 2007, but not more than line 2a | | | 0 | |
| b | Applied to undistributed income of prior years (Election required—see page 26 of the instructions) | | 0 | | |
| c | Treated as distributions out of corpus (Election required—see page 26 of the instructions) | 0 | | | |
| d | Applied to 2008 distributable amount | | | | 666,047 |
| e | Remaining amount distributed out of corpus | 91,205 | | | |
| 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 | 91,205 | | | |
| b | Prior years' undistributed income Subtract line 4b from line 2b | | 0 | | |
| c | Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d | Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions | | 0 | | |
| 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) | 0 | | | |
| 9 | **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a | 91,205 | | | |
| 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 — 91,205 | | | | |

**Part XIV Private Operating Foundations** (see page 27 of the instructions and Part VII-A, question 9) **N/A**

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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) 2008 | (b) 2007 | (c) 2006 | (d) 2005 | (e) Total |
| 2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | 0 | | | | 0 |
| b 85% of line 2a | 0 | 0 | 0 | 0 | 0 |
| c Qualifying distributions from Part XII, line 4 for each year listed | 0 | | | | 0 |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | 0 |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | 0 | 0 | 0 | 0 | 0 |
| 3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test—enter (1) Value of all assets | | | | | 0 |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0 |
| b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | 0 | | | | 0 |
| 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) | | | | | 0 |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii) | | | | | 0 |
| (3) Largest amount of support from an exempt organization | | | | | 0 |
| (4) Gross investment income | | | | | 0 |

**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 page 27 of the instructions.)**

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| See Attached Statement | | | | |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| **Total** . . . . . ▶ 3a | | | | 707,608 |
| **b** *Approved for future payment* | | | | |
| NONE | | | | |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| | | | | 0 |
| **Total** . . . . . ▶ 3b | | | | 0 |

## 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) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | Related or exempt function income (See page 28 of the instructions ) |
| 1 Program service revenue | | | | | |
| a | | 0 | | 0 | 0 |
| b | | 0 | | 0 | 0 |
| c | | 0 | | 0 | 0 |
| d | | 0 | | 0 | 0 |
| e | | 0 | | 0 | 0 |
| f | | 0 | | 0 | 0 |
| 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 | 737,348 | |
| 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 | -297,026 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a ROYALTY INCOME | | 0 | | 3,639 | 0 |
| b | | 0 | | 0 | 0 |
| c | | 0 | | 0 | 0 |
| d | | 0 | | 0 | 0 |
| e | | 0 | | 0 | 0 |
| 12 Subtotal Add columns (b), (d), and (e) | | 0 | | 443,961 | 0 |

13 **Total.** Add line 12, columns (b), (d), and (e) 13 443,961

(See worksheet in line 13 instructions on page 28 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 page 28 of the 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 |
|---|---|---|---|
| | 0 | Not Applicable | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |
| | 0 | | |

**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 or fiduciary) is based on all information of which preparer has any knowledge

John N Salentic 8/13/2009 Vice President & Tax Director

Signature of officer or trustee | Date | Title

**Paid Preparer's Use Only**

| Preparer's signature | Date 8/13/2009 | Check if self-employed ☒ | Preparer's identifying number (see **Signature** on page 30 of the instructions) P00364310 |
|---|---|---|---|
| Firm's name (or yours if self-employed), address, and ZIP code | PRICEWATERHOUSECOOPERS, LLP | | EIN 13-4008324 |
| | 600 GRANT STREET, PITTSBURGH 15219-2777 | | Phone no 412-355-6000 |

## Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

| | Amount |
|---|---|
| Long Term CG Distributions | 25,592 |
| Short Term CG Distributions | |

| Totals | Gross sales | Cost, other basis and expenses | Net gain or loss |
|---|---|---|---|
| Securities | 355,139 | 652,165 | -297,026 |
| Other sales | 0 | 0 | 0 |

| Index | Check box if gain/loss is from sale of security | Description | CUSIP # | Purchaser | Check box if purchaser is a business | Date acquired | Acquisition method | Date sold | Gross sales price | Cost or other basis (Enter one field only): Cost | Cost or other basis (Enter one field only): Donated value | Expense of sale and cost of improvements | Depreciation |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | X | AMBAC FINANCIAL GROUP | 023139504 | | | 11/6/2003 | | 7/25/2008 | 3,049 | 10,060 | | | |
| 2 | X | AMBAC FINANCIAL GROUP | 023139504 | | | 11/6/2003 | | 7/25/2008 | 12,196 | 40,240 | | | |
| 3 | X | AMERICAN INTL GROUP INC | 026874107 | | | 8/18/2008 | | 9/24/2008 | 6,405 | 32,878 | | | |
| 4 | X | BP PLC - ADR | 055622104 | | | 4/14/2004 | | 8/18/2008 | 17,301 | 16,002 | | | |
| 5 | X | BP PLC - ADR | 055622104 | | | 6/5/2002 | | 8/18/2008 | 69,205 | 59,276 | | | |
| 6 | X | BARCLAYS BK PLC ADR | 06739F390 | | | 5/18/2007 | | 12/31/2008 | 62,620 | 132,700 | | | |
| 7 | X | FAIRPOINT COMMUNICATION | 305560104 | | | 3/21/1988 | | 4/14/2008 | 1 | 0 | | | |
| 8 | X | FAIRPOINT COMMUNICATION | 305560104 | | | 3/21/1988 | | 8/18/2008 | 983 | 234 | | | |
| 9 | X | GNMA POOL #780019 9 500 | 36225AAU4 | | | 7/29/1996 | | 1/15/2008 | 200 | 216 | | | |
| 10 | X | GNMA POOL #780019 9.500 | 36225AAU4 | | | 7/29/1996 | | 2/15/2008 | 204 | 219 | | | |
| 11 | X | GNMA POOL #780019 9 500 | 36225AAU4 | | | 7/29/1996 | | 3/15/2008 | 205 | 221 | | | |
| 12 | X | GNMA POOL #780019 9.500 | 36225AAU4 | | | 7/29/1996 | | 4/15/2008 | 222 | 238 | | | |
| 13 | X | GNMA POOL #780019 9.500 | 36225AAU4 | | | 7/29/1996 | | 5/15/2008 | 206 | 221 | | | |
| 14 | X | GNMA POOL #780019 9.500 | 36225AAU4 | | | 7/29/1996 | | 6/15/2008 | 195 | 210 | | | |
| 15 | X | GNMA POOL #780019 9 500 | 36225AAU4 | | | 7/29/1996 | | 7/15/2008 | 187 | 201 | | | |
| 16 | X | GNMA POOL #780019 9 500 | 36225AAU4 | | | 7/29/1996 | | 8/15/2008 | 196 | 211 | | | |
| 17 | X | GNMA POOL #780019 9 500 | 36225AAU4 | | | 7/29/1996 | | 9/15/2008 | 168 | 181 | | | |
| 18 | X | GNMA POOL #780019 9 500 | 36225AAU4 | | | 7/29/1996 | | 10/15/2008 | 180 | 194 | | | |
| 19 | X | GNMA POOL #780019 9 500 | 36225AAU4 | | | 7/29/1996 | | 11/15/2008 | 160 | 172 | | | |
| 20 | X | GNMA POOL #780019 9 500 | 36225AAU4 | | | 7/29/1996 | | 12/15/2008 | 156 | 167 | | | |
| 21 | X | GNMA POOL #780466 7.500 | 36225AQT0 | | | 1/8/1997 | | 1/15/2008 | 158 | 159 | | | |
| 22 | X | GNMA POOL #780466 7 500 | 36225AQT0 | | | 1/8/1997 | | 2/15/2008 | 48 | 48 | | | |
| 23 | X | GNMA POOL #780466 7.500 | 36225AQT0 | | | 1/8/1997 | | 3/15/2008 | 58 | 58 | | | |
| 24 | X | AMBAC FINANCIAL GROUP | 023139504 | | | 4/28/2003 | | 7/25/2008 | 15,245 | 50,180 | | | |
| 25 | X | AMBAC FINANCIAL GROUP | 023139504 | | | 4/29/2003 | | 7/25/2008 | 15,245 | 50,191 | | | |
| 26 | X | GNMA POOL #780466 7.500 | 36225AQT0 | | | 1/8/1997 | | 4/15/2008 | 86 | 87 | | | |
| 27 | X | GNMA POOL #780466 7.500 | 36225AQT0 | | | 1/8/1997 | | 5/15/2008 | 87 | 87 | | | |
| 28 | X | GNMA POOL #780466 7.500 | 36225AQT0 | | | 1/8/1997 | | 6/15/2008 | 63 | 63 | | | |
| 29 | X | GNMA POOL #780466 7 500 | 36225AQT0 | | | 1/8/1997 | | 7/15/2008 | 73 | 73 | | | |
| 30 | X | GNMA POOL #780466 7 500 | 36225AQT0 | | | 1/8/1997 | | 8/15/2008 | 108 | 108 | | | |
| 31 | X | GNMA POOL #780466 7 500 | 36225AQT0 | | | 1/8/1997 | | 9/15/2008 | 57 | 57 | | | |
| 32 | X | GNMA POOL #780466 7 500 | 36225AQT0 | | | 1/8/1997 | | 10/15/2008 | 45 | 46 | | | |
| 33 | X | GNMA POOL #780466 7 500 | 36225AQT0 | | | 1/8/1997 | | 11/15/2008 | 53 | 54 | | | |
| 34 | X | GNMA POOL #780466 7 500 | 36225AQT0 | | | 1/8/1997 | | 12/15/2008 | 157 | 158 | | | |
| 35 | X | GOLDMAN SACHS GP | 38144X500 | | | 5/18/2007 | | 9/18/2008 | 71,219 | 129,700 | | | |
| 36 | X | MERCK & CO INC | 589331107 | | | 11/2/2000 | | 8/18/2008 | 10,743 | 25,266 | | | |
| 37 | X | MERCK & CO INC | 589331107 | | | 1/28/2004 | | 8/18/2008 | 7,162 | 9,562 | | | |
| 38 | X | VERIZON COMMUNICATIONS | 92343V104 | | | 3/21/1988 | | 8/18/2008 | 34,901 | 9,997 | | | |
| 39 | X | UNRECAPUTURED SECTION 1250 GAIN | | | | | | | | 294 | | | |
| 40 | X | CTF NET GAIN | | | | | | | | 82,136 | | | |

## Line 11 (990-PF) - Other Income

| | Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income |
|---|---|---|---|---|
| | | 3,639 | 3,639 | 0 |
| 1 | ROYALTY INCOME | 3,639 | 3,639 | |
| 2 | | | 0 | |
| 3 | | | 0 | |
| 4 | | | 0 | |
| 5 | | | 0 | |
| 6 | | | 0 | |
| 7 | | | 0 | |
| 8 | | | 0 | |
| 9 | | | 0 | |
| 10 | | | 0 | |

## Line 16a (990-PF) - Legal Fees

| | | 32,619 | 8,155 | 0 | 24,464 |
|---|---|---|---|---|---|
| | Name of organization or person providing service | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
| 1 | LEGAL FEES | 32,619 | 8,155 | | 24,464 |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

## Line 16b (990-PF) - Accounting Fees

| | Name of organization or person providing service | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| | | 775 | 0 | 0 | 775 |
| 1 | KPMG LLP | 775 | | | 775 |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

## Line 16c (990-PF) - Other Fees

| | Name of organization or person providing service | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|
| | | 2,400 | 1,800 | 0 | 600 |
| 1 | OTHER PROFESSIONAL FEES | 2,400 | 1,800 | | 600 |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

## Line 18 (990-PF) - Taxes

| | Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|---|---|---|---|---|---|
| | | 1,312 | 1,312 | 0 | 0 |
| 1 | Foreign Tax Withheld | 1,312 | 1,312 | | |
| 2 | Tax on investment income | | | | |
| 3 | Income tax | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

## Line 23 (990-PF) - Other Expenses

| | Description | Revenue and expenses per books | Net investment income | Adjusted net income | Disbursements for charitable purposes |
|---|---|---|---|---|---|
| | | 85,701 | 61,896 | 0 | 23,805 |
| 1 | Trustee Fees | 82,528 | 61,896 | 0 | 20,632 |
| 2 | ROYALTY EXPENSES | 3,173 | | | 3,173 |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

## Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

| | | 0 | 365,537 | 0 | 389,068 | | |
|---|---|---|---|---|---|---|---|
| | Description | (a) Book value beg of year | (b) Book value end of year | FMV beg of year | (c) FMV end of year | Check if Federal obligation | Check if State/ local obligation |
| 1 | US & STATE OBLIGATION | | 365,537 | | 389,068 | | |
| 2 | | | | | | | |
| 3 | | | | | | | |
| 4 | | | | | | | |
| 5 | | | | | | | |
| 6 | | | | | | | |
| 7 | | | | | | | |
| 8 | | | | | | | |
| 9 | | | | | | | |
| 10 | | | | | | | |

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

| | 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 |
|---|---|---|---|---|---|---|
| | | | 9,776,871 | 3,646,011 | 0 | 3,528,995 |
| 1 | INVESTMENTS - CORPORATE STOCK | | 9,776,871 | 3,646,011 | | 3,528,995 |
| 2 | | | | | | |
| 3 | | | | | | |
| 4 | | | | | | |
| 5 | | | | | | |
| 6 | | | | | | |
| 7 | | | | | | |
| 8 | | | | | | |
| 9 | | | | | | |
| 10 | | | | | | |

## Part II, Line 10c (990-PF) - Investments - Corporate Bonds

| | Description | Interest Rate | Maturity Date | (a) Book value beg of year | (b) Book value end of year | FMV beg of year | (c) FMV end of year |
|---|---|---|---|---|---|---|---|
| | | | | 0 | 8,427,933 | 0 | 7,623,738 |
| 1 | INVESTMENTS- CORPORATE BONDS | | | | 8,427,933 | | 7,623,738 |
| 2 | | | | | | | |
| 3 | | | | | | | |
| 4 | | | | | | | |
| 5 | | | | | | | |
| 6 | | | | | | | |
| 7 | | | | | | | |
| 8 | | | | | | | |
| 9 | | | | | | | |
| 10 | | | | | | | |

## Part II, Line 13 (990-PF) - Investments - Other

| | Item or Category | Basis of Valuation | (a) Book value beg of year | (b) Book value end of year | (c) FMV end of year |
|---|---|---|---|---|---|
| | | | 3,442,614 | 1,474,804 | 1,311,123 |
| 1 | OTHER INVESTMENTS | | 3,442,614 | 1,474,804 | 1,311,123 |
| 2 | | | | | |
| 3 | | | | | |
| 4 | | | | | |
| 5 | | | | | |
| 6 | | | | | |
| 7 | | | | | |
| 8 | | | | | |
| 9 | | | | | |
| 10 | | | | | |

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

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

| | | | |
|---|---|---|---|
| 1 | SETTLEMENT PROCEEDS | 1 | 1,275,000 |
| 2 | LOSS ON CY SALES NOT SETTLED AT YEAR END | 2 | 70,080 |
| 3 | MUTUAL FUND TIMING DIFFERENCE | 3 | 60,550 |
| 4 | CB RICHARD ELLIS 1099-DIV TIMING DIFFERENCE | 4 | 312 |
| 5 | DIVIDEND CAPITAL 1099-DIV TIMING DIFFERENCE | 5 | 2,041 |
| 6 | Total | 6 | 1,407,983 |

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

| | | | |
|---|---|---|---|
| 1 | COST BASIS ADJUSTMENT | 1 | 4,706 |
| 2 | CTF INCOME TIMING DIFFERENCE | 2 | 104 |
| 3 | UNDISTRIBUTED CTF CAPITAL LOSS | 3 | 12,820 |
| 4 | PY RETURN OF CAPITAL ADJUSTMENT | 4 | 2,762 |
| 5 | ROUNDING | 5 | 1 |
| 6 | Total | 6 | 20,393 |

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

| | Amount |
|---|---|
| Long Term CG Distributions | 25,592 |
| 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 | AMBAC FINANCIAL GROUP | 023139504 | | 11/6/2003 | 7/25/2008 | 3,049 | 0 | 10,060 |
| 2 | AMBAC FINANCIAL GROUP | 023139504 | | 11/6/2003 | 7/25/2008 | 12,196 | 0 | 40,240 |
| 3 | AMERICAN INTL GROUP INC | 026874107 | | 8/18/2008 | 9/24/2008 | 6,405 | 0 | 32,878 |
| 4 | BP PLC - ADR | 055622104 | | 4/14/2004 | 8/18/2008 | 17,301 | 0 | 16,002 |
| 5 | BP PLC - ADR | 055622104 | | 6/5/2002 | 8/18/2008 | 69,205 | 0 | 59,276 |
| 6 | BARCLAYS BK PLC ADR | 06739F390 | | 5/18/2007 | 12/31/2008 | 62,620 | 0 | 132,700 |
| 7 | FAIRPOINT COMMUNICATIONS INC | 305560104 | | 3/21/1988 | 4/14/2008 | 1 | 0 | 0 |
| 8 | FAIRPOINT COMMUNICATIONS INC | 305560104 | | 3/21/1988 | 8/18/2008 | 983 | 0 | 234 |
| 9 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 1/15/2008 | 200 | 0 | 216 |
| 10 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 2/15/2008 | 204 | 0 | 219 |
| 11 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 3/15/2008 | 205 | 0 | 221 |
| 12 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 4/15/2008 | 222 | 0 | 238 |
| 13 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 5/15/2008 | 206 | 0 | 221 |
| 14 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 6/15/2008 | 195 | 0 | 210 |
| 15 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 7/15/2008 | 187 | 0 | 201 |
| 16 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 8/15/2008 | 196 | 0 | 211 |
| 17 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 9/15/2008 | 168 | 0 | 181 |
| 18 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 10/15/2008 | 180 | 0 | 194 |
| 19 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 11/15/2008 | 160 | 0 | 172 |
| 20 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | | 7/29/1996 | 12/15/2008 | 156 | 0 | 167 |
| 21 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 1/15/2008 | 158 | 0 | 159 |
| 22 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 2/15/2008 | 48 | 0 | 48 |
| 23 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 3/15/2008 | 58 | 0 | 58 |
| 24 | AMBAC FINANCIAL GROUP | 023139504 | | 4/28/2003 | 7/25/2008 | 15,245 | 0 | 50,180 |
| 25 | AMBAC FINANCIAL GROUP | 023139504 | | 4/29/2003 | 7/25/2008 | 15,245 | 0 | 50,191 |
| 26 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 4/15/2008 | 86 | 0 | 87 |
| 27 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 5/15/2008 | 87 | 0 | 87 |
| 28 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 6/15/2008 | 63 | 0 | 63 |
| 29 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 7/15/2008 | 73 | 0 | 73 |
| 30 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 8/15/2008 | 108 | 0 | 108 |
| 31 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 9/15/2008 | 57 | 0 | 57 |
| 32 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 10/15/2008 | 45 | 0 | 46 |
| 33 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 11/15/2008 | 53 | 0 | 54 |
| 34 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | | 1/8/1997 | 12/15/2008 | 157 | 0 | 158 |
| 35 | GOLDMAN SACHS GP | 38144X500 | | 5/18/2007 | 9/18/2008 | 71,219 | 0 | 129,700 |
| 36 | MERCK & CO INC | 589331107 | | 11/2/2000 | 8/18/2008 | 10,743 | 0 | 25,266 |
| 37 | MERCK & CO INC | 589331107 | | 1/28/2004 | 8/18/2008 | 7,162 | 0 | 9,562 |
| 38 | VERIZON COMMUNICATIONS | 92343V104 | | 3/21/1988 | 8/18/2008 | 34,901 | 0 | 9,997 |
| 39 | UNRECAPUTURED SECTION 1250 GAI | | | | | 0 | 0 | 294 |
| 40 | CTF NET GAIN | | | | | 0 | 0 | 82,136 |

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

| | Amount |
|---|---|
| Long Term CG Distributions | 25,592 |
| 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)) |
|---|---|---|---|---|---|---|---|
| 1 | AMBAC FINANCIAL GROUP | 023139504 | -7,011 | | | 0 | -7,011 |
| 2 | AMBAC FINANCIAL GROUP | 023139504 | -28,044 | | | 0 | -28,044 |
| 3 | AMERICAN INTL GROUP INC | 026874107 | -26,473 | | | 0 | -26,473 |
| 4 | BP PLC - ADR | 055622104 | 1,299 | | | 0 | 1,299 |
| 5 | BP PLC - ADR | 055622104 | 9,929 | | | 0 | 9,929 |
| 6 | BARCLAYS BK PLC ADR | 06739F390 | -70,080 | | | 0 | -70,080 |
| 7 | FAIRPOINT COMMUNICATIONS INC | 305560104 | 1 | | | 0 | 1 |
| 8 | FAIRPOINT COMMUNICATIONS INC | 305560104 | 749 | | | 0 | 749 |
| 9 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -16 | | | 0 | -16 |
| 10 | GNMA POOL #780019 9 500% 12/15/0 | 36225AAU4 | -15 | | | 0 | -15 |
| 11 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -16 | | | 0 | -16 |
| 12 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -16 | | | 0 | -16 |
| 13 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -15 | | | 0 | -15 |
| 14 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -15 | | | 0 | -15 |
| 15 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -14 | | | 0 | -14 |
| 16 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -15 | | | 0 | -15 |
| 17 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -13 | | | 0 | -13 |
| 18 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -14 | | | 0 | -14 |
| 19 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -12 | | | 0 | -12 |
| 20 | GNMA POOL #780019 9.500% 12/15/0 | 36225AAU4 | -11 | | | 0 | -11 |
| 21 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | -1 | | | 0 | -1 |
| 22 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | 0 | | | 0 | 0 |
| 23 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | 0 | | | 0 | 0 |
| 24 | AMBAC FINANCIAL GROUP | 023139504 | -34,935 | | | 0 | -34,935 |
| 25 | AMBAC FINANCIAL GROUP | 023139504 | -34,946 | | | 0 | -34,946 |
| 26 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | -1 | | | 0 | -1 |
| 27 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | 0 | | | 0 | 0 |
| 28 | GNMA POOL #780466 7 500% 12/15/2 | 36225AQT0 | 0 | | | 0 | 0 |
| 29 | GNMA POOL #780466 7 500% 12/15/2 | 36225AQT0 | 0 | | | 0 | 0 |
| 30 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | 0 | | | 0 | 0 |
| 31 | GNMA POOL #780466 7.500% 12/15/2 | 36225AQT0 | 0 | | | 0 | 0 |
| 32 | GNMA POOL #780466 7 500% 12/15/2 | 36225AQT0 | -1 | | | 0 | -1 |
| 33 | GNMA POOL #780466 7 500% 12/15/2 | 36225AQT0 | -1 | | | 0 | -1 |
| 34 | GNMA POOL #780466 7 500% 12/15/2 | 36225AQT0 | -1 | | | 0 | -1 |
| 35 | GOLDMAN SACHS GP | 38144X500 | -58,481 | | | 0 | -58,481 |
| 36 | MERCK & CO INC | 589331107 | -14,523 | | | 0 | -14,523 |
| 37 | MERCK & CO INC | 589331107 | -2,400 | | | 0 | -2,400 |
| 38 | VERIZON COMMUNICATIONS | 92343V104 | 24,904 | | | 0 | 24,904 |
| 39 | UNRECAPUTURED SECTION 1250 GAI | | -294 | | | 0 | -294 |
| 40 | CTF NET GAIN | | -82,136 | | | 0 | -82,136 |

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

82,528 0 0

| | Name | Check "X" if Business | Street | City | State | Zip Code | Foreign Country | Title | Average Hours Devoted | Compensation | Benefits | Expense Account |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| 1 | WELLS FARGO BANK N A | | P.O Box 53456, MA | Phoenix | AZ | 85072 | | Trustee | 4 | 82,528 | | |
| 2 | | | | | | | | | | | | |
| 3 | | | | | | | | | | | | |
| 4 | | | | | | | | | | | | |
| 5 | | | | | | | | | | | | |
| 6 | | | | | | | | | | | | |
| 7 | | | | | | | | | | | | |
| 8 | | | | | | | | | | | | |
| 9 | | | | | | | | | | | | |
| 10 | | | | | | | | | | | | |

## Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

| | | Unrelated business income | | Excluded by section 512, 513, or 514 | | |
|---|---|---|---|---|---|---|
| | Program Service Revenue | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | (e) Related or exempt function income |
| a | ROYALTY INCOME | | | | 3,639 | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | | |
| e | | | | | | |
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| y | | | | | | |
| z | | | | | | |

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

***Do not complete Part II unless*** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

**Part I** **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ▶ [ ]

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

**Electronic Filing (*e-file*).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

| | | | |
|---|---|---|---|
| **Type or print** | Name of Exempt Organization<br>M. B. STANTON C/O WELLS FARGO BANK, N.A 0101622500 | | **Employer identification number**<br>84-6027976 |
| File by the due date for filing your return See instructions | Number, street, and room or suite no If a P O box, see instructions<br>WELLS FARGO BANK N.A. - P O. Box 53456, MAC S4035-014 | | |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>Phoenix | AZ | 85072 |

**Check type of return to be filed** (file a separate application for each return):

| | | |
|---|---|---|
| [ ] Form 990 | [ ] Form 990-T (corporation) | [ ] Form 4720 |
| [ ] Form 990-BL | [ ] Form 990-T (sec. 401(a) or 408(a) trust) | [ ] Form 5227 |
| [ ] Form 990-EZ | [ ] Form 990-T (trust other than above) | [ ] Form 6069 |
| [X] Form 990-PF | [ ] Form 1041-A | [ ] Form 8870 |

- The books are in the care of ▶ WELLS FARGO BANK N A P O. Box 53456, MAC S4035-014 Phoenix AZ Phoer

Telephone No. ▶ 800-352-3705 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover.

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2009, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2008 or

▶ [ ] tax year beginning ______ , and ending ______

**2** If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

| | | | |
|---|---|---|---|
| **3 a** | If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions. | 3a | $ 13,191 |
| **b** | If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. | 3b | $ |
| **c** | **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. | 3c | $ 13,191 |

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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

**Recipient(s) paid during the year**

| | | | | |
|---|---|---|---|---|
| Name<br>HOLY NAME PROVINCE-MAY BONFILS | | | Person | X Business |
| Street<br>158 WEST 27TH STREET, 6T | | | | |
| City<br>NEW YORK | State<br>NY | Zip code<br>10001 | Foreign Country | |
| Relationship<br>NONE | Foundation Status<br>EXEMPT | | | |
| Purpose of grant/contribution<br>CHARITABLE | | | Amount<br>707,608 | |

| | | | | |
|---|---|---|---|---|
| Name | | | Person | Business |
| Street | | | | |
| City | State | Zip code | Foreign Country | |
| Relationship | Foundation Status | | | |
| Purpose of grant/contribution | | | Amount<br>0 | |

| | | | | |
|---|---|---|---|---|
| Name | | | Person | Business |
| Street | | | | |
| City | State | Zip code | Foreign Country | |
| Relationship | Foundation Status | | | |
| Purpose of grant/contribution | | | Amount<br>0 | |

| | | | | |
|---|---|---|---|---|
| Name | | | Person | Business |
| Street | | | | |
| City | State | Zip code | Foreign Country | |
| Relationship | Foundation Status | | | |
| Purpose of grant/contribution | | | Amount<br>0 | |

| | | | | |
|---|---|---|---|---|
| Name | | | Person | Business |
| Street | | | | |
| City | State | Zip code | Foreign Country | |
| Relationship | Foundation Status | | | |
| Purpose of grant/contribution | | | Amount<br>0 | |

| | | | | |
|---|---|---|---|---|
| Name | | | Person | Business |
| Street | | | | |
| City | State | Zip code | Foreign Country | |
| Relationship | Foundation Status | | | |
| Purpose of grant/contribution | | | Amount<br>0 | |

## ASSET DETAIL

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Cash & Equivalents** | | | | | | | |
| CASH | | | | | | | |
| PRINCIPAL | | | - $7,335.66 | - $7,335 66 | $0 00 | | |
| INCOME | | | 10,408 75 | 10,408 75 | 0 00 | | |
| **Total Cash** | | | **$3,073.09** | **$3,073.09** | **$0.00** | | |
| MONEY MARKET | | | | | | | |
| WELLS FARGO ADVANTAGE CASH INVESTMENT FUND INSTITUTIONAL CLASS - #451 *Asset held in Invested Income Portfolio* | 3,501 690 | | $3,501.69 | $3,501 69 | $0.00 | $56.40 | 1.61% |
| WELLS FARGO ADVANTAGE CASH INVESTMENT FUND INSTITUTIONAL CLASS - #451 | 486,411 000 | | 486,411 00 | 486,411 00 | 0 00 | 7,834 59 | 1 61 |
| **Total Money Market** | | | **$489,912.69** | **$489,912.69** | **$0.00** | **$7,890.99** | **1.61%** |
| **Total Cash & Equivalents** | | | **$492,985.78** | **$492,985.78** | **$0.00** | **$7,890.99** | **1.60%** |

## ASSET DETAIL *(continued)*

| Asset Description | Par Value | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Yield to Maturity |
|---|---|---|---|---|---|---|---|
| **Fixed Income** | | | | | | | |
| GOVERNMENT OBLIGATIONS | | | | | | | |
| FED FARM CREDIT BK<br>DTD 11/18/05 4 875 12/16/2015<br>CUSIP. 31331VGU4<br>MOODY'S RATING AAA<br>STANDARD & POOR'S RATING AAA | 250,000 000 | $112.500 | $281,250 00 | $256,972.75 | $24,277.25 | $12,187 50 | 2 88% |
| FED HOME LN MTG CORP<br>DTD 03/12/99 5 750 03/15/2009<br>CUSIP 3134A3EM4<br>MOODY'S RATING AAA<br>STANDARD & POOR'S RATING· AAA | 100,000 000 | 101.094 | 101,094 00 | 102,093 80 | - 999.80 | 5,750.00 | 5.69 |
| GNMA I POOL #780466<br>7 5000 12/15/2023<br>CUSIP. 36225AQT0<br>MOODY'S RATING N/A<br>STANDARD & POOR'S RATING. N/A | 5,530.620 | 105 971 | 5,860 85 | 5,547.91 | 312 94 | 414.80 | 6 86 |
| GOVT NATL MTG ASSN POOL #780019<br>DTD 12/01/94<br>9.5000 12/15/2009<br>CUSIP 36225AAU4<br>MOODY'S RATING N/A<br>STANDARD & POOR'S RATING N/A | 857.600 | 100 678 | 863 41 | 922.16 | - 58 75 | 81.47 | 8 74 |
| **Total Government Obligations** | | | **$389,068.26** | **$365,536.62** | **$23,531.64** | **$18,433.77** | |

## ASSET DETAIL *(continued)*

| Asset Description | Par Value | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Yield to Maturity |
|---|---|---|---|---|---|---|---|
| **Fixed Income** *(continued)* | | | | | | | |
| CORPORATE OBLIGATIONS | | | | | | | |
| CITIGROUP INC<br>DTD 01/16/01 6 500 01/18/2011<br>CUSIP 172967BC4<br>MOODY'S RATING A2<br>STANDARD & POOR'S RATING: A | 250,000 000 | $100 439 | $251,097.50 | $249,680 00 | $1,417 50 | $16,250 00 | 6.27% |
| CREDIT SUISSE FB USA INC<br>DTD 05/27/2004 4 7 06/01/2009<br>CUSIP. 22541LAN3<br>MOODY'S RATING AA1<br>STANDARD & POOR'S RATING. A+ | 250,000 000 | 100.004 | 250,010.00 | 257,520 50 | - 7,510 50 | 11,750.00 | 4.70 |
| DAIMLERCHRYSLER NA HLDG<br>DTD 06/08/00 8 000 06/15/2010<br>CUSIP. 233835AK3<br>MOODY'S RATING A3<br>STANDARD & POOR'S RATING. A- | 250,000.000 | 94 088 | 235,220 00 | 254,452 50 | - 19,232.50 | 20,000.00 | 12 56 |
| GOLDMAN SACHS GROUP INC<br>DTD 08/27/02 5.700 09/01/2012<br>CUSIP: 38141GCG7<br>MOODY'S RATING A1<br>STANDARD & POOR'S RATING A | 250,000 000 | 95 354 | 238,385.00 | 255,285 00 | - 16,900.00 | 14,250 00 | 7 16 |
| HONEYWELL INTERNATIONAL<br>DTD 03/01/00 7 500 03/01/2010<br>CUSIP 438516AK2<br>MOODY'S RATING A2<br>STANDARD & POOR'S RATING· A | 250,000 000 | 104 305 | 260,762 50 | 271,625 00 | - 10,862 50 | 18,750 00 | 3.69 |
| MORGAN ST DEAN WITTER<br>DTD 06/09/00 8 000 06/15/2010<br>CUSIP. 617446DX4<br>MOODY'S RATING: A2<br>STANDARD & POOR'S RATING A | 250,000 000 | 100 363 | 250,907 50 | 252,732 50 | - 1,825 00 | 20,000 00 | 7 73 |
| **Total Corporate Obligations** | | | **$1,486,382.50** | **$1,541,295.50** | **- $54,913.00** | **$101,000.00** | |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Fixed Income** | | | | | | | |
| PREFERRED SECURITIES | | | | | | | |
| BAC CAP TR V<br>CUSIP. 055184204<br>STANDARD & POOR'S RATING A- | 2,950 000 | $16.700 | $49,265.30 | $75,195 50 | - $25,930 20 | $4,425.00 | 8 98% |
| BANK OF AMERICA CORP<br>CUSIP 060505724<br>STANDARD & POOR'S RATING A- | 5,000 000 | 19 400 | 97,000 00 | 125,000 00 | - 28,000.00 | 9,065 00 | 9 34 |
| BARCLAYS BK PLC ADR<br>ADR SER 2 REPSTG PREF SHS SER 2<br>CUSIP 06739F390<br>STANDARD & POOR'S RATING B- | 5,000 000 | 12 550 | 62,750.00 | 132,700 00 | - 69,950 00 | 8,280.00 | 13 19 |
| DB CAPITAL FUNDING VIII<br>CUSIP 25153U204<br>STANDARD & POOR'S RATING A- | 2,000 000 | 17.060 | 34,120 00 | 50,940 00 | - 16,820.00 | 3,188.00 | 9 34 |
| GENL ELEC CAPITAL CORP<br>CUSIP. 369622493<br>STANDARD & POOR'S RATING· AAA | 5,811 000 | 21 136 | 122,821.88 | 149,807.91 | - 26,986 03 | 8,536 36 | 6 95 |
| ING GROEP NV<br>CUSIP 456837400<br>STANDARD & POOR'S RATING A | 5,000 000 | 11 000 | 55,000.00 | 125,350 00 | - 70,350 00 | 7,750 00 | 14 09 |
| JP MORGAN CHASE 7% SERIES<br>CUSIP 46623D200<br>STANDARD & POOR'S RATING: A- | 5,000 000 | 23 800 | 119,000 00 | 102,938 90 | 16,061 10 | 8,750 00 | 7 35 |
| **Total Preferred Securities** | | | **$539,957.18** | **$761,932.31** | **- $221,975.13** | **$49,994.36** | **9.26%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Fixed Income** *(continued)* | | | | | | | |
| MUTUAL FUNDS | | | | | | | |
| DODGE & COX INCOME FD COM<br>CUSIP 256210105 | 86,302 791 | $11.790 | $1,017,509 91 | $1,110,053.32 | - $92,543 41 | $56,528.33 | 5 56% |
| HIGH YIELD INCOME FUND INC<br>CUSIP· 429904105 | 21,500 000 | 3.100 | 66,650 00 | 103,304 01 | - 36,654 01 | 10,320 00 | 15 48 |
| MORGAN STANLEY HIGH YIELD FUND INC COM<br>CUSIP· 61744M104 | 16,800.000 | 3 761 | 63,189 84 | 98,715.84 | - 35,526 00 | 7,056 00 | 11 17 |
| WESTERN ASSET HIGH INCOME FUND 11 IN<br>CUSIP· 95766J102 | 10,000 000 | 5 050 | 50,500 00 | 99,980 00 | - 49,480 00 | 11,400 00 | 22 57 |
| **Total Mutual Funds** | | | **$1,197,849.75** | **$1,412,053.17** | **- $214,203.42** | **$85,304.33** | **7.12%** |
| COMMON TRUST FUNDS | | | | | | | |
| TAXABLE INTERMEDIATE TERM BOND FUND DIF<br>CUSIP 999708902 | 302,423 036 | $9.230 | $2,791,364 62 | $2,958,478 47 | - $167,113 85 | $174,181 15 | 6 24% |
| TAXABLE TOTAL RETURN BOND FUND DIF<br>CUSIP. 991283912 | 233,070.181 | 6 900 | 1,608,184 25 | 1,754,173.17 | - 145,988 92 | 101,958 88 | 6 34 |
| **Total Common Trust Funds** | | | **$4,399,548.87** | **$4,712,651.64** | **- $313,102.77** | **$276,140.03** | **6.28%** |
| **Total Fixed Income** | | | **$8,012,806.56** | **$8,793,469.24** | **- $780,662.68** | **$530,872.49** | |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** | | | | | | | |
| CONSUMER DISCRETIONARY | | | | | | | |
| CARNIVAL CORP<br>SYMBOL CCL CUSIP 143658300 | 1,500 000 | $24 320 | $36,480.00 | $66,912 30 | - $30,432 30 | $2,400.00 | 6 58% |
| OMNICOM GROUP<br>SYMBOL· OMC CUSIP· 681919106 | 2,000.000 | 26 920 | 53,840 00 | 84,542 25 | - 30,702 25 | 1,200 00 | 2 23 |
| TARGET CORP<br>SYMBOL TGT CUSIP 87612E106 | 1,800 000 | 34 530 | 62,154 00 | 53,397 00 | 8,757 00 | 1,152 00 | 1 85 |
| **Total Consumer Discretionary** | | | **$152,474.00** | **$204,851.55** | **- $52,377.55** | **$4,752.00** | **3.12%** |
| CONSUMER STAPLES | | | | | | | |
| PEPSICO INC<br>SYMBOL PEP CUSIP. 713448108 | 3,500 000 | $54 770 | $191,695 00 | $52,435 08 | $139,259 92 | $5,950 00 | 3 10% |
| PROCTER & GAMBLE CO<br>SYMBOL PG CUSIP· 742718109 | 1,000 000 | 61 820 | 61,820 00 | 56,320 00 | 5,500 00 | 1,600 00 | 2 59 |
| SAFEWAY INC NEW<br>SYMBOL. SWY CUSIP 786514208 | 1,000.000 | 23.770 | 23,770 00 | 33,310 00 | - 9,540.00 | 331 00 | 1 39 |
| SYSCO CORP<br>SYMBOL SYY CUSIP 871829107 | 2,500 000 | 22 940 | 57,350 00 | 74,702.50 | - 17,352 50 | 2,200 00 | 3.84 |
| **Total Consumer Staples** | | | **$334,635.00** | **$216,767.58** | **$117,867.42** | **$10,081.00** | **3.01%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| ENERGY | | | | | | | |
| BP PLC - ADR<br>SPONSORED ADR<br>SYMBOL: BP CUSIP 055622104 | 1,500 000 | $46.740 | $70,110.00 | $63,535 69 | $6,574 31 | $4,668.00 | 6.66% |
| CHESAPEAKE ENERGY CORP COM<br>SYMBOL· CHK CUSIP· 165167107 | 750 000 | 16 170 | 12,127 50 | 34,033.20 | - 21,905 70 | 225 00 | 1.85 |
| CHEVRON CORP<br>SYMBOL· CVX CUSIP. 166764100 | 2,400 000 | 73 970 | 177,528 00 | 103,352 00 | 74,176 00 | 6,240 00 | 3 51 |
| CONOCOPHILLIPS<br>SYMBOL. COP CUSIP. 20825C104 | 1,500 000 | 51 800 | 77,700 00 | 93,225 00 | - 15,525 00 | 2,820 00 | 3 63 |
| EXXON MOBIL CORPORATION<br>SYMBOL. XOM CUSIP. 30231G102 | 3,000 000 | 79 830 | 239,490 00 | 73,228.83 | 166,261 17 | 4,800 00 | 2 00 |
| MARATHON OIL CORP<br>SYMBOL. MRO CUSIP. 565849106 | 1,000 000 | 27.360 | 27,360.00 | 44,885 41 | - 17,525 41 | 960.00 | 3 51 |
| **Total Energy** | | | **$604,315.50** | **$412,260.13** | **$192,055.37** | **$19,713.00** | **3.26%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| FINANCIALS | | | | | | | |
| BANK NEW YORK MELLON CORP COM COM<br>SYMBOL BK CUSIP· 064058100 | 1,415 000 | $28 330 | $40,086.95 | $61,749.14 | - $21,662 19 | $1,358 40 | 3 39% |
| BANK OF AMERICA CORP<br>SYMBOL· BAC CUSIP 060505104 | 4,000 000 | 14 080 | 56,320 00 | 85,569 83 | - 29,249 83 | 10,240 00 | 18.18 |
| CITIGROUP INC<br>SYMBOL C CUSIP. 172967101 | 2,500 000 | 6 710 | 16,775.00 | 80,700 00 | - 63,925 00 | 3,200 00 | 19 08 |
| JPMORGAN CHASE & CO<br>SYMBOL JPM CUSIP 46625H100 | 2,500 000 | 31 530 | 78,825 00 | 92,673 00 | - 13,848 00 | 3,800 00 | 4 82 |
| MERRILL LYNCH & CO INC<br>SYMBOL· MER CUSIP. 590188108 | 750.000 | 11 640 | 8,730.00 | 69,637.50 | - 60,907.50 | 1,050 00 | 12.03 |
| TRAVELERS COMPANIES, INC<br>SYMBOL TRV CUSIP. 89417E109 | 1,000.000 | 45.200 | 45,200.00 | 51,530.00 | - 6,330 00 | 1,200 00 | 2.65 |
| US BANCORP DEL NEW<br>SYMBOL. USB CUSIP· 902973304 | 2,500.000 | 25 010 | 62,525.00 | 86,675.00 | - 24,150 00 | 4,250 00 | 6.80 |
| **Total Financials** | | | **$308,461.95** | **$528,534.47** | **- $220,072.52** | **$25,098.40** | **8.14%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| HEALTH CARE | | | | | | | |
| ABBOTT LABS<br>SYMBOL. ABT CUSIP 002824100 | 2,000.000 | $53 370 | $106,740.00 | $92,100 00 | $14,640.00 | $2,880 00 | 2 70% |
| BRISTOL MYERS SQUIBB CO<br>SYMBOL BMY CUSIP 110122108 | 1,000 000 | 23 250 | 23,250 00 | 27,960 00 | - 4,710 00 | 1,240 00 | 5 33 |
| JOHNSON & JOHNSON<br>SYMBOL JNJ CUSIP 478160104 | 3,000 000 | 59 830 | 179,490 00 | 144,051 25 | 35,438 75 | 5,520 00 | 3 07 |
| MERCK & CO INC<br>SYMBOL MRK CUSIP 589331107 | 500 000 | 30.400 | 15,200.00 | 22,312 19 | - 7,112.19 | 760 00 | 5 00 |
| PFIZER INC<br>SYMBOL· PFE CUSIP· 717081103 | 4,500 000 | 17 710 | 79,695 00 | 1,662 27 | 78,032.73 | 5,760 00 | 7 23 |
| WYETH<br>COM<br>SYMBOL WYE CUSIP 983024100 | 1,000 000 | 37 510 | 37,510.00 | 43,128 80 | - 5,618.80 | 1,120 00 | 2 99 |
| **Total Health Care** | | | **$441,885.00** | **$331,214.51** | **$110,670.49** | **$17,280.00** | **3.91%** |
| INDUSTRIALS | | | | | | | |
| EMERSON ELECTRIC CO<br>SYMBOL EMR CUSIP 291011104 | 2,000 000 | $36 610 | $73,220 00 | $1,792 85 | $71,427 15 | $2,400 00 | 3 28% |
| GENERAL ELECTRIC CO<br>SYMBOL GE CUSIP 369604103 | 8,000 000 | 16 200 | 129,600 00 | 36,116 67 | 93,483 33 | 9,920 00 | 7 65 |
| 3M CO<br>COM<br>SYMBOL· MMM CUSIP 88579Y101 | 1,000 000 | 57.540 | 57,540.00 | 70,832 50 | - 13,292.50 | 2,000 00 | 3 48 |
| **Total Industrials** | | | **$260,360.00** | **$108,742.02** | **$151,617.98** | **$14,320.00** | **5.50%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| INFORMATION TECHNOLOGY | | | | | | | |
| HEWLETT PACKARD CO<br>SYMBOL HPQ CUSIP: 428236103 | 1,500 000 | $36 290 | $54,435 00 | $40,815 00 | $13,620 00 | $480 00 | 0 88% |
| INTEL CORP<br>COMM<br>SYMBOL· INTC CUSIP 458140100 | 3,000 000 | 14 660 | 43,980 00 | 106,687 50 | - 62,707.50 | 1,680.00 | 3 82 |
| MICROSOFT CORP<br>SYMBOL MSFT CUSIP 594918104 | 1,500 000 | 19 440 | 29,160 00 | 68,237 50 | - 39,077 50 | 660.00 | 2 26 |
| NOKIA CORPORATION - ADR<br>SPONSORED ADR<br>SYMBOL: NOK CUSIP 654902204 | 1,500 000 | 15 600 | 23,400 00 | 28,141 00 | - 4,741 00 | 901 50 | 3 85 |
| **Total Information Technology** | | | **$150,975.00** | **$243,881.00** | **- $92,906.00** | **$3,721.50** | **2.46%** |
| MATERIALS | | | | | | | |
| AIR PRODS & CHEMS INC COM<br>SYMBOL· APD CUSIP 009158106 | 1,000 000 | $50 270 | $50,270 00 | $71,110 00 | - $20,840.00 | $1,760.00 | 3 50% |
| DU PONT E I DE NEMOURS & CO<br>SYMBOL DD CUSIP. 263534109 | 1,000 000 | 25.300 | 25,300 00 | 40,610.00 | - 15,310 00 | 1,640 00 | 6 48 |
| **Total Materials** | | | **$75,570.00** | **$111,720.00** | **- $36,150.00** | **$3,400.00** | **4.50%** |
| TELECOMMUNICATION SERVICES | | | | | | | |
| AT & T INC<br>SYMBOL· T CUSIP 00206R102 | 2,500 000 | $28 500 | $71,250 00 | $62,875 00 | $8,375 00 | $4,000 00 | 5 61% |
| VERIZON COMMUNICATIONS<br>SYMBOL: VZ CUSIP 92343V104 | 5,000 000 | 33 900 | 169,500 00 | 49,986 53 | 119,513 47 | 9,200 00 | 5 43 |
| **Total Telecommunication Services** | | | **$240,750.00** | **$112,861.53** | **$127,888.47** | **$13,200.00** | **5.48%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| UTILITIES | | | | | | | |
| DOMINION RES INC VA<br>SYMBOL D CUSIP. 25746U109 | 2,000 000 | $35.840 | $71,680.00 | $78,120.00 | - $6,440 00 | $3,160 00 | 4 41% |
| PUBLIC SVC ENTERPRISE GROUP INC<br>SYMBOL. PEG CUSIP· 744573106 | 4,000 000 | 29.170 | 116,680.00 | 82,966 75 | 33,713 25 | 5,160 00 | 4 42 |
| QUESTAR CORP<br>SYMBOL STR CUSIP 748356102 | 2,000 000 | 32.690 | 65,380.00 | 16,525 00 | 48,855 00 | 980 00 | 1 50 |
| **Total Utilities** | | | **$253,740.00** | **$177,611.75** | **$76,128.25** | **$9,300.00** | **3.67%** |
| MUTUAL FUNDS | | | | | | | |
| BLACKROCK CORPOR HI YLD III<br>SYMBOL: CYE CUSIP. 09255M104 | 13,600 000 | $3 630 | $49,368 00 | $100,623 00 | - $51,255 00 | $9,792 00 | 19 83% |
| BLACKROCK CORPORATE HIGH YIELD FUND INC<br>SYMBOL. COY CUSIP· 09255L106 | 13,300 000 | 3 760 | 50,008 00 | 100,418 63 | - 50,410 63 | 9,735 60 | 19.47 |
| COLUMBIA MARSICO INTERNATIONAL OPPORTUNITIES FUND<br>CLASS Z #298<br>SYMBOL: NMOAX CUSIP 19765H636 | 9,432 395 | 7 970 | 75,176 19 | 160,000.00 | - 84,823 81 | 1,886.48 | 2.51 |
| DODGE & COX INTERNATIONAL STOCK FUND<br>SYMBOL DODFX CUSIP: 256206103 | 2,273 761 | 21 900 | 49,795 37 | 100,000.00 | - 50,204.63 | 2,864.94 | 5.75 |
| DODGE & COX STOCK FUND #145<br>SYMBOL. DODGX CUSIP· 256219106 | 2,724.644 | 74 370 | 202,631 77 | 271,100 00 | - 68,468 23 | 5,749.00 | 2.84 |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Equities** *(continued)* | | | | | | | |
| MUTUAL FUNDS *(continued)* | | | | | | | |
| ISHARES TR RUSSELL MIDCAP INDEX FD SYMBOL IWR CUSIP. 464287499 | 2,500 000 | 59 720 | 149,300 00 | 229,025 00 | - 79,725.00 | 3,262 50 | 2.18 |
| T ROWE PRICE EMERGING MARKETS STOCK FUND SYMBOL PRMSX CUSIP 77956H864 | 3,364 738 | 16 340 | 54,979 82 | 150,000 00 | - 95,020 18 | 1,009 42 | 1 84 |
| TWEEDY BROWNE FD INC GLOBAL VALUE FUND #1 SYMBOL TBGVX CUSIP· 901165100 | 4,773.969 | 15 620 | 74,569 40 | 86,400 00 | - 11,830.60 | 2,272 41 | 3 05 |
| **Total Mutual Funds** | | | **$705,828.55** | **$1,197,566.63** | **- $491,738.08** | **$36,572.35** | **5.18%** |
| **Total Equities** | | | **$3,528,995.00** | **$3,646,011.17** | **- $117,016.17** | **$157,438.25** | **4.46%** |

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Alternative Investments** | | | | | | | |
| OTHER | | | | | | | |
| AETOS AGGRESSIVE PORTFOLIO | 450 000 | $871 376 | $392,118 98 | $450,000.00 | - $57,881 02 | $0 00 | 0 00% |
| GATEWAY FUND - Y SYMBOL GTEYX CUSIP: 367829884 | 9,022 014 | 24 160 | 217,971 86 | 250,000.00 | - 32,028 14 | 2,517 14 | 1 15 |
| IPATH DOW JONES-AIG COMMODITY INDEX TOTAL RETURN ETN SYMBOL DJP CUSIP 06738C778 | 3,100 000 | 35 190 | 109,089 00 | 147,064 00 | - 37,975 00 | 0 00 | 0 00 |
| **Total Other** | | | **$719,179.84** | **$847,064.00** | **- $127,884.16** | **$2,517.14** | **0.35%** |
| **Total Alternative Investments** | | | **$719,179.84** | **$847,064.00** | **- $127,884.16** | **$2,517.14** | **0.35%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Market Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Real Estate & Specialty Assets** | | | | | | | |
| REAL ESTATE INVESTMENT TRUSTS (REITs) | | | | | | | |
| DCT INDUSTRIAL TRUST INC<br>SYMBOL· DCT CUSIP 233153105 | 6,000 000 | $5.060 | $30,360 00 | $56,857.15 | - $26,497.15 | $3,840.00 | 12.65% |
| **Total Real Estate Investment Trusts (REITs)** | | | **$30,360.00** | **$56,857.15** | **- $26,497.15** | **$3,840.00** | **12.65%** |
| REAL ESTATE FUNDS | | | | | | | |
| CB RICHARD ELLIS REALTY TRUST | 18,517 378 | $10 000 | $185,173 78 | $149,940 62 | $35,233 16 | $10,647 49 | 5.75% |
| DIVIDEND CAPITAL TOTAL REALTY TRUST<br>CUSIP· 25537M100 | 26,595 745 | 10 000 | 265,957 45 | 250,000 00 | 15,957 45 | 14,627 66 | 5.50 |
| ISHARES TR COHEN & STEERS REALTY<br>MAJORS INDEX FUND<br>SYMBOL. ICF CUSIP 464287564 | 2,500 000 | 44.180 | 110,450 00 | 170,940.54 | - 60,490 54 | 7,655.00 | 6 93 |
| **Total Real Estate Funds** | | | **$561,581.23** | **$570,881.16** | **- $9,299.93** | **$32,930.15** | **5.86%** |

## ASSET DETAIL *(continued)*

| Asset Description | Quantity | Price | Value Carried as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income | Current Yield |
|---|---|---|---|---|---|---|---|
| **Real Estate & Specialty Assets** | | | | | | | |
| OIL, GAS & MINERALS | | | | | | | |
| NATRONA CO., WYOMING MI000801 UND 6 0985% W I SALT CREEK UNIT - TRACT H T 40 N, R 70 W ASSET MANAGER· TIM DAVIES PHONE#: 303-863-5705 | 1 000 | $1.000 | $1.00 | $1 00 | $0.00 | $0.00 | 0.00% |
| SWEETWATER CO , WYO. MI000802 UND 7/160 OF 1% ORRI BAXTER BASIN UNIT - LSE 08343-B T 16 N, R 103 W ASSET MANAGER. TIM DAVIES PHONE#. 303-863-5705 | 1.000 | 1.000 | 1.00 | 1 00 | 0 00 | 0 00 | 0 00 |
| **Total Oil, Gas & Minerals** | | | **$2.00** | **$2.00** | **$0.00** | **$0.00** | **0.00%** |
| **Total Real Estate & Specialty Assets** | | | **$591,943.23** | **$627,740.31** | **- $35,797.08** | **$36,770.15** | **6.21%** |

| | Account Value as of 12/31/08 | Cost Basis | Unrealized Gain/Loss | Estimated Annual Income |
|---|---|---|---|---|
| **TOTAL ASSETS** | **$13,345,910.41** | **$14,407,270.50** | **- $1,061,360.09** | **$735,489.02** |