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

For calendar year 2008, or tax year beginning 05/01 **, 2008, and ending** 04/30 **, 2009**

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: THE SCOTT & SULING MEAD FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: C/O GOLDMAN SACHS FAMILY OFFICE BOWLING GREEN STATION, P.O. BOX 73

City or town, state, and ZIP code: NEW YORK, NY 10274-0073

A Employer identification number 13-3921104

B Telephone number (see page 10 of the instructions) (518) 640-5000

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: [X] 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)* ▶ $ 9,163,356.

J Accounting method: [X] 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	3,563.	3,563.	NONE	STMT 1
	4 Dividends and interest from securities	299,100.	299,100.	NONE	STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-548,432.			
	b Gross sales price for all assets on line 6a 1,113,512.				
	7 Capital gain net income (from Part IV, line 2)		NONE		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	15,268.	15,192.	NONE	STMT 3
	12 **Total.** Add lines 1 through 11	-230,501.	317,855.	NONE	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) *	25,193.	3,072.	NONE	NONE
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	64,339.	52,968.	NONE	NONE
	24 **Total operating and administrative expenses.** Add lines 13 through 23	89,532.	56,040.	NONE	NONE
	25 Contributions, gifts, grants paid	413,039.			413,039.
	26 **Total expenses and disbursements.** Add lines 24 and 25	502,571.	56,040.	NONE	413,039.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-733,072.			
	b **Net investment income** (if negative, enter -0-)		261,815.		
	c **Adjusted net income** (if negative, enter -0-)			NONE	

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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)

		Description	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	68,969.	35,396.	35,396.
	2	Savings and temporary cash investments	28,443.	780,903.	780,903.
	3	Accounts receivable ▶ Less. allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	NONE	4,941.	STMT 6 5,079.
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 7	3,796,096.	2,837,419.	2,428,789.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8	6,971,880.	6,473,657.	5,913,189.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	10,865,388.	10,132,316.	9,163,356.
Liabilities	17	Accounts payable and accrued expenses	40,000.	40,000.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	40,000.	40,000.	
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	10,825,388.	10,092,316.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,825,388.	10,092,316.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,865,388.	10,132,316.	

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	10,825,388.
2	Enter amount from Part I, line 27a	2	-733,072.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,092,316.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,092,316.

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 PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-548,432.
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	

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	650,014.	11,864,049.	0.054789
2006	516,814.	11,308,093.	0.045703
2005	110,404.	10,706,451.	0.010312
2004	559,719.	7,552,125.	0.074114
2003	400,552.	4,039,689.	0.099154

2	**Total** of line 1, column (d)	2	0.284072
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	0.056814
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	10,212,854.
5	Multiply line 4 by line 3	5	580,233.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,618.
7	Add lines 5 and 6	7	582,851.
8	Enter qualifying distributions from Part XII, line 4	8	413,039.

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)

1a	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	5,236.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	5,236.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,236.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 17,000.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	17,000.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	11,764.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 11,764. **Refunded** ▶	11	

Part VII-A — Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DISTRICT OF COLUMBIA			
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* SEE STATEMENT 9	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

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

			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)(3)? 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 ▶ AYCO COMPANY - NTG Telephone no ▶ (518) 640-5000

Located at ▶ P. O. BOX 15014, ALBANY, NY ZIP + 4 ▶ 12212-5014

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here N/A ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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)?		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? If "Yes," list the years ▶ ____, ____, ____, ____	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see 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 ▶ ____, ____, ____, ____				
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)*

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	Yes [ ] No [X]		
(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 [X]		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	Yes [ ] No [X]		
(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 [X]		
(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 [X]		
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 [X]		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		X
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 [X]		
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
SEE STATEMENT 10		NONE	NONE	NONE

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		NONE	NONE	NONE

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

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

3 Five highest-paid independent contractors for professional services (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	NONE	NONE

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 THE FOUNDATION IS NOT INVOLVED IN ANY CHARITABLE ACTIVITIES. ITS PRIMARY PURPOSE IS TO SUPPORT, BY CONTRIBUTIONS, OTHER ORGANIZATIONS EXEMPT UNDER IRC SEC. 501(C)3.	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 N/A	NONE
2	
All other program-related investments See page 24 of the instructions	
3 N/A	NONE
Total. Add lines 1 through 3 . . . ▶	NONE

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	3,151,029.
b	Average of monthly cash balances	1b	540,611.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	6,676,740.
d	**Total** (add lines 1a, b, and c)	1d	10,368,380.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	10,368,380.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	155,526.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,212,854.
6	**Minimum investment return.** Enter 5% of line 5	6	510,643.

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	510,643.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	5,236.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,236.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	505,407.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	505,407.
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	505,407.

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	413,039.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	413,039.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	413,039.

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					505,407.
2 Undistributed income, if any, as of the end of 2007					
a Enter amount for 2007 only					
b Total for prior years 20____,20____,20____					
3 Excess distributions carryover, if any, to 2008					
a From 2003	NONE				
b From 2004	296,800.				
c From 2005	NONE				
d From 2006	NONE				
e From 2007	73,628.				
f **Total** of lines 3a through e		370,428.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 413,039.					
a Applied to 2007, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)					
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)					
d Applied to 2008 distributable amount					413,039.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		92,368.			92,368.
6 Enter the net total of each column as indicated below:					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		278,060.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions					
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					NONE
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		278,060.			
10 Analysis of line 9					
a Excess from 2004	204,432.				
b Excess from 2005	NONE				
c Excess from 2006	NONE				
d Excess from 2007	73,628.				
e Excess from 2008	NONE				

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Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

E. SCOTT MEAD

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 ▶ [X] 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 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 STATEMENT 11				
Total . . . . . . ▶ **3a**				413,039.
b *Approved for future payment*				
Total . . . . . . ▶ **3b**				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,563.	
4 Dividends and interest from securities			14	299,100.	
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	-548,432.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b SEE STATEMENT 12				15,268.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-230,501.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -230,501.

(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

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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
	N/A		N/A

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

Signature of officer or trustee: [signature] Date: 2/28/10 Title: Trustee

Paid Preparer's Use Only

Preparer's signature [signature]	Date 2/18/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00999533
Firm's name (or yours if self-employed), address, and ZIP code	THE AYCO COMPANY, LP PO BOX 15014 ALBANY, NY 12212-5014	EIN ▶ 33-1187432 Phone no 518-640-5000

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SCHEDULE D (Form 1041)
Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2008

Name of estate or trust	Employer identification number
THE SCOTT & SULING MEAD FOUNDATION	13-3921104

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
SEE STATEMENT 1			486,610.	600,708.	-114,098.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-71,843.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-185,941.

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
SEE STATEMENT 2			924,853.	1,061,236.	-136,383.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-247,827.
9 Capital gain distributions	9	21,719.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-362,491.

Part III Summary of Parts I and II
Caution: *Read the instructions before completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-185,941.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-362,491.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-548,432.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	(3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* **Capital Loss Carryover Worksheet** *on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,200			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)					34	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
GS #93317	3.	3.	NONE
GS #93318	3,560.	3,560.	NONE
TOTAL	3,563.	3,563.	NONE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
GOLDMAN SACHS #93317	59,902.	59,902.	NONE
GOLDMAN SACHS #93318	7,317.	7,317.	NONE
GOLDMAN SACHS #93318 OID	21,673.	21,673.	NONE
GOLDMAN SACHS #97105	5.	5.	NONE
GOLDMAN SACHS #97107	3.	3.	NONE
GOLDMAN SACHS #97120	7,499.	7,499.	NONE
GOLDMAN SACHS #97124	2,845.	2,845.	NONE
GS MEZZ PTRS 2006 - INVEST INCOME	44,513.	44,513.	NONE
GS CAPITAL PTRS V INSTL LP - INT	3,598.	3,598.	NONE
GS CAPITAL PTRS V INSTL LP - DIVS	25,765.	25,765.	NONE
GS CAPITAL PTRS VI PARALLEL LP - INT	1,076.	1,076.	NONE
GS CAPITAL PTRS VI PARALLEL LP - DIVS	6,588.	6,588.	NONE
GMS ALPHA PLUS III K-1 - INT	192.	192.	NONE
GMS ALPHA PLUS III K-1 - DIVS	29,734.	29,734.	NONE
GMS ALPHA PLUS II K-1 - INT	199.	199.	NONE
GMS ALPHA PLUS II K-1 - DIVS	21,749.	21,749.	NONE
HEALTHPOINT CAPITAL PTRS K-1 - INT	205.	205.	NONE
GS MEZZ PTRS V - INVEST INCOME	66,237.	66,237.	NONE
TOTAL	299,100.	299,100.	NONE

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN EXCHANGE GAIN	10,966.	10,966.	NONE
SECTION 988 GAIN/LOSS	11,673.	11,673.	NONE
OTHER PORTFOLIO INCOME	-9,226.	-9,226.	NONE
IRS REFUND	76.	NONE	NONE
SECTION 1256 GAIN	1,779.	1,779.	NONE
TOTALS	15,268.	15,192.	NONE

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ESTIMATED TAX PAYMENTS	22,121.	NONE	NONE	NONE
FOREIGN TAXES PAID	3,072.	3,072.	NONE	NONE
TOTALS	25,193.	3,072.	NONE	NONE

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
MANAGEMENT FEES	18,807.	18,807.	NONE	NONE
INVESTMENT INTEREST EXPENSE	3,141.	3,141.	NONE	NONE
OTHER PORTFOLIO DEDUCTIONS	31,020.	31,020.	NONE	NONE
TAX EXEMPT NONDEDUCTIBLE EXP	661.	NONE	NONE	NONE
TAX PREP FEES	10,710.	NONE	NONE	NONE
TOTALS	64,339.	52,968.	NONE	NONE

FORM 990PF, PART II - RECEIVABLES DUE FROM OFFICERS, ETC.

BORROWER: E. SCOTT MEAD
ORIGINAL AMOUNT: 4,941.
INTEREST RATE: AFR
PURPOSE OF LOAN: PAYMENT OF EXPENSES FOR A DISQUALIFIED PERSON
DESCRIPTION AND FMV OF CONSIDERATION: CASH $5,079

BEGINNING BALANCE DUE	NONE
ENDING BALANCE DUE	4,941.
ENDING FAIR MARKET VALUE	5,079.
TOTAL BEGINNING RECEIVABLES DUE FROM OFFICERS, ETC.	NONE
TOTAL ENDING BOOK - RECEIVABLES DUE FROM OFFICERS, ETC.	4,941.
TOTAL ENDING FMV - RECEIVABLES DUE FROM OFFICERS, ETC.	5,079.

THE SCOTT & SULING MEAD FOUNDATION 13-3921104

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS #93318	1,063,381.	1,015,847.
GS #93317	1,157,525.	912,232.
GS #97120	283,217.	231,025.
GS #97124	333,296.	269,685.
TOTALS	2,837,419.	2,428,789.

THE SCOTT & SULING MEAD FOUNDATION 13-3921104

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
GS PORTFOLIO PLC HEDGE	1,750,000.	1,919,080.
GS CAPITAL PTRS V INSTL LP	983,935.	1,162,822.
GS CAPITAL PTRS VI PARALLEL LP	493,555.	410,679.
GS CAP.PTRS VI PARALLEL AIV	44,213.	44,213.
GS ALPHA PLUS II MGRS FUND	868,612.	729,787.
GS ALPHA PLUS III MGRS FUND	829,318.	615,390.
GS MEZZ 2006 OFFSHORE FUND	739,443.	369,854.
GS MEZZ PTRS V OFFSHORE LP	350,000.	246,783.
HEALTHPOINT CAPITAL PTRS II	414,581.	414,581.
TOTALS	6,473,657.	5,913,189.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-71,843.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-247,827.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					21,719.	
		GS #93317 PROPERTY TYPE: SECURITIES				P	VAR	VAR
6,383.		11,636.					-5,253.	
		GS #93317 PROPERTY TYPE: SECURITIES				P	VAR	VAR
433,105.		789,751.					-356,646.	
		GS #97120 PROPERTY TYPE: SECURITIES				P	VAR	VAR
243,296.		300,520.					-57,224.	
		GS #97120 PROPERTY TYPE: SECURITIES				P	VAR	VAR
106,708.		156,133.					-49,425.	
		GS #97124 PROPERTY TYPE: SECURITIES				P	VAR	VAR
63,284.		75,927.					-12,643.	
		GS #97124 PROPERTY TYPE: SECURITIES				P	VAR	VAR
112,746.		114,899.					-2,153.	
		GS #93318 PROPERTY TYPE: SECURITIES				P	VAR	VAR
173,647.		212,625.					-38,978.	
		GS #93318 PROPERTY TYPE: SECURITIES				P	VAR	VAR
272,271.		453.					271,818.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		GS #97120 - CIL PROPERTY TYPE: SECURITIES				P	VAR	VAR
23.							23.	
TOTAL GAIN(LOSS)							-548,432.	

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FORM 990PF, PART VII-A, LINE 8B - EXPLANATION OF NON-FILING
===

THE DISTRICT OF COLUMBIA DOES NOT REQUIRE A TAX FILING FOR TAX EXEMPT PRIVATE FOUNDATIONS.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
E. SCOTT MEAD C/O GOLDMAN SACHS FAMILY OFFICE BOWLING GREEN STATION, P.O. BOX 73 NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	NONE	NONE	NONE
SULING C. MEAD C/O GOLDMAN SACHS FAMILY OFFICE BOWLING GREEN STATION, P.O. BOX 73 NEW YORK, NY 10274-0073	TRUSTEE - AS NEEDED	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

THE SCOTT & SULING MEAD FOUNDATION 13-3921104

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED LIST	NONE 501(C)3	GENERAL CHARITABLE PURPOSES	413,039.
		TOTAL CONTRIBUTIONS PAID	413,039.

SCOTT AND SULING MEAD FOUNDATION
CHARITABLE CONTRIBUTION LIST
FYE: 4/30/2009

Date		Payee	Amount
07/14/08		Trustees of Phillips Academy, Andover, MA	33,000 00
09/12/08		William J Clinton Foundation, Clinton Global Initiative, Little Rock, AR	20,000 00
12/10/08		University of Texas , M.D Anderson Cancer Center, Houston, TX	50,000.00
01/21/09		Council on Foreign Relations, New York, NY	1,000 00
02/12/09		Henry Street Settlement, New York, NY	1,000.00
04/22/09		The Michael Wolk Heart Foundation, New York, NY	1,000 00
04/22/09		Room to Read, San Francisco, CA	100,000 00
11/19/08		Clinton Global Initiative, New York, NY	5,000 00
04/29/09		Great Ormond Street Hospital Charity, London, England	136,074 91
06/23/08		Leuka Catherine House, London, UK	60,310.25
07/08/08		Asia House, London, UK	1,975 30
12/12/08		House of Good Health, London, UK	1,490 60
02/19/09	234	London Children's Hospital, London, UK	576 00
02/23/09	233	Great Ormond Street Hospital Charity, London, UK	364.41
04/09/09	235	Southbank Centre, London, UK	1,247 46
		Total Charitable Contributions Paid	**$ 413,038.93**

All contributions were made to the general purpose fund of public charitable organizations that were classified under section 501(c)(3) of the Internal Revenue Code.

THE SCOTT & SULING MEAD FOUNDATION 13-3921104

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
FOREIGN EXCHANGE GAIN			01	10,966.	
SECTION 988 GAIN/LOSS			01	11,673.	
OTHER PORTFOLIO INCOME			01	-9,226.	
IRS REFUND			01	76.	
SECTION 1256 GAIN			01	1,779.	
TOTALS				15,268.	

THE SCOTT & SULING MEAD FOUNDATION 13-3921104

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
GS #93317	VAR	VAR	6,383.	11,636.	-5,253.
GS #97120	VAR	VAR	243,296.	300,520.	-57,224.
GS #97124	VAR	VAR	63,284.	75,927.	-12,643.
GS #93318	VAR	VAR	173,647.	212,625.	-38,978.
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			486,610.	600,708.	-114,098.
Totals			486,610.	600,708.	-114,098.

JSA
8F0971 1 000

THE SCOTT & SULING MEAD FOUNDATION 13-3921104

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
GS #93317	VAR	VAR	433,105.	789,751.	-356,646.
GS #97120	VAR	VAR	106,708.	156,133.	-49,425.
GS #97124	VAR	VAR	112,746.	114,899.	-2,153.
GS #93318	VAR	VAR	272,271.	453.	271,818.
GS #97120 - CIL	VAR	VAR	23.		23.
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			924,853.	1,061,236.	-136,383.
Totals			924,853.	1,061,236.	-136,383.

JSA
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THE SCOTT & SULING MEAD FOUNDATION FYE: 4/30/2009
SCHEDULE D ATTACHMENT
EIN: 13-3921104

Description	Acq Date	Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss		Acct #
GS #93317								
GS Growth Opportunities Fd	12/10/07	12/05/08	307.110	$ 7,333 69	$ 4,023 14	$ (3,310 55)	ST	93317
GS Growth Opportunities Fd	12/10/07	12/05/08	180 141	$ 4,302 09	$ 2,359.85	$ (1,942 24)	ST	93317
GS Growth Opportunities Fd	01/27/05	06/06/08	2,082 470	$ 43,961 06	$ 50,000 00	$ 6,038 94	LT	93317
GS Growth Opportunities Fd		06/23/08	595 240	$ 12,565 44	$ 14,000 00	$ 1,434 56	LT	93317
GS Growth Opportunities Fd	12/08/05	12/05/08	416 819	$ 9,307 57	$ 5,460 33	$ (3,847 24)	LT	93317
GS Growth Opportunities Fd	12/08/06	12/05/08	35 130	$ 808 22	$ 460 20	$ (348 02)	LT	93317
GS Growth Opportunities Fd	12/08/06	12/05/08	358 510	$ 8,249 21	$ 4,696 48	$ (3,552 73)	LT	93317
GS Growth Opportunities Fd		12/12/08	1,050 080	$ 22,167.10	$ 13,000 00	$ (9,167.10)	LT	93317
GS Growth Opportunities Fd		12/23/08	488 600	$ 10,314 27	$ 6,000 00	$ (4,314 27)	LT	93317
GS Mid Cap Value Fd	01/27/05	12/12/08	569.530	$ 18,435 69	$ 12,000 00	$ (6,435 69)	LT	93317
GS Structured Intl Equity Flex Fd	06/15/07	06/23/08	2,343 020	$ 30,037 49	$ 25,000 00	$ (5,037 49)	LT	93317
GS Structured Intl Equity Flex Fd		07/09/08	3,207 000	$ 41,113 70	$ 33,000.00	$ (8,113 70)	LT	93317
GS Structured Intl Equity Flex Fd		03/27/09	44,690 920	$ 572,937 61	$ 260,101 13	$ (312,836 48)	LT	93317
GS Structured Intl Equity Flex Fd	12/10/07	03/27/09	1,454 550	$ 17,905 50	$ 8,465 48	$ (9,440 02)	LT	93317
GS Structured Intl Equity Flex Fd	12/10/07	03/27/09	76 080	$ 936 48	$ 442 79	$ (493 69)	LT	93317
GS Structured Intl Equity Flex Fd	12/10/07	03/27/09	82 160	$ 1,011 40	$ 478.17	$ (533 23)	LT	93317
Subtotals Acct #93317				**$ 11,635.78**	**$ 6,382.99**	**$ (5,252.79)**	**ST**	
				$789,750.75	**$433,104.58**	**($356,646.16)**	**LT**	
				$ 801,386.53	**$ 439,487.57**	**$ (361,898.96)**		
GS #93318								
UK Pound Sterling	8/14/2008	11/19/08	#######	$ 46,750.00	$ 37,572.50	$ (9,177 50)	ST	93318
UK Pound Sterling	9/5/2008	04/29/09	#######	$ 165,875 43	$ 136,074 91	$ (29,800.52)	ST	93318
Qualcomm Inc		01/26/09	7,548 00	$ 452 87	$ 272,270 68	$ 271,817 81	LT	93318
Subtotals Acct #93318			**ST**	**$212,625.43**	**$173,647.41**	**($38,978.02)**	**ST**	
			LT	**$452.87**	**$272,270.68**	**$271,817.81**	**LT**	
				$213,078.30	**$445,918.09**	**$232,839.79**		
GS #97120								
ABBOTT LABORATORIES CMN	09/06/07	06/06/08	15 00	$ 784 67	$ 822 99	$ 38 32	ST	97120
ABBOTT LABORATORIES CMN	11/16/07	10/01/08	10 00	$ 548 70	$ 577 30	$ 28 60	ST	97120
ABBOTT LABORATORIES CMN	01/23/08	10/01/08	25 00	$ 1,421 36	$ 1,443 26	$ 21 90	ST	97120
ACTIVISION BLIZZARD INC CMN	02/13/09	04/21/09	169 00	$ 1,636 50	$ 1,726.39	$ 89 89	ST	97120
AIR PRODUCTS & CHEMICALS INC CMN	09/16/08	02/09/09	16 00	$ 1,358 39	$ 894 75	$ (463.64)	ST	97120
AIR PRODUCTS & CHEMICALS INC CMN	09/16/08	02/10/09	12 00	$ 1,018 79	$ 649.09	$ (369 70)	ST	97120
AIR PRODUCTS & CHEMICALS INC CMN	09/16/08	02/24/09	12 00	$ 1,018 79	$ 583 29	$ (435.51)	ST	97120
AIR PRODUCTS & CHEMICALS INC CMN	09/24/08	02/24/09	7.00	$ 514 78	$ 340 25	$ (174 53)	ST	97120
AIR PRODUCTS & CHEMICALS INC CMN	09/24/08	03/09/09	25 00	$ 1,838 51	$ 1,149.12	$ (689 39)	ST	97120
AMER INTL GROUP INC CMN	10/17/07	09/15/08	45 00	$ 2,968 28	$ 318 37	$ (2,649 91)	ST	97120
AMER INTL GROUP INC CMN	11/08/07	09/15/08	15 00	$ 840 67	$ 106 12	$ (734 55)	ST	97120
AMER INTL GROUP INC CMN	01/10/08	09/15/08	40 00	$ 2,269 51	$ 282 99	$ (1,986.52)	ST	97120
AMER INTL GROUP INC CMN	05/13/08	09/15/08	40 00	$ 1,539.16	$ 282.99	$ (1,256 17)	ST	97120
AMER INTL GROUP INC CMN	05/20/08	09/15/08	30 00	$ 1,137 94	$ 212 25	$ (925 69)	ST	97120
AMGEN INC. CMN	07/14/08	07/21/08	10 00	$ 509 95	$ 532 09	$ 22 14	ST	97120
AMGEN INC CMN	07/14/08	04/13/09	11 00	$ 560 95	$ 524 12	$ (36 83)	ST	97120
AMGEN INC CMN	07/15/08	04/13/09	21 00	$ 1,094.86	$ 1,000 59	$ (94.27)	ST	97120
AMPHENOL CORP CL-A (NEW) CMN CLA:	10/20/08	01/26/09	57 00	$ 1,552 11	$ 1,443 49	$ (108 62)	ST	97120
AMPHENOL CORP CL-A (NEW) CMN CLA:	10/20/08	04/09/09	12 00	$ 326 76	$ 362.57	$ 35 81	ST	97120
AMPHENOL CORP CL-A (NEW) CMN CLA:	10/21/08	04/09/09	83.00	$ 2,324.15	$ 2,507 77	$ 183.62	ST	97120

THE SCOTT & SULING MEAD FOUNDATION FYE: 4/30/2009
SCHEDULE D ATTACHMENT
EIN: 13-3921104

Description	Acq Date	Date	Shares Sold		Cost of Stock		Sale Price		Gain/Loss		Acct #
ANNALY CAPITAL MANAGEMENT, INC CN	05/22/08	06/06/08	35 00	$	612.49	$	607.94	$	(4.55)	ST	97120
ANNALY CAPITAL MANAGEMENT, INC CN	05/22/08	07/11/08	84 00	$	1,469.99	$	1,095.31	$	(374 68)	ST	97120
ANNALY CAPITAL MANAGEMENT, INC CN	05/23/08	07/11/08	31 00	$	546 29	$	404 22	$	(142 07)	ST	97120
ANNALY CAPITAL MANAGEMENT, INC CN	05/23/08	07/11/08	249 00	$	4,387 98	$	3,399.10	$	(988.88)	ST	97120
APARTMENT INVT & MGMT CO CL-A CMN	12/17/07	06/06/08	10 00	$	354 17	$	387 39	$	33 22	ST	97120
APARTMENT INVT & MGMT CO CL-A CMN CLASS A		06/18/08	35 00	$	1,239.60	$	1,274.67	$	35.07	ST	97120
APARTMENT INVT & MGMT CO CL-A CMN CLASS A		09/16/08	31.00	$	1,097.93	$	1,028 66	$	(69.27)	ST	97120
APARTMENT INVT & MGMT CO CL-A CMN	01/02/08	09/16/08	50.00	$	1,708.71	$	1,659 12	$	(49.59)	ST	97120
APARTMENT INVT & MGMT CO CL-A CMN	01/31/08	09/16/08	11 00	$	434 17	$	365 01	$	(69 16)	ST	97120
APARTMENT INVT & MGMT CO CL-A CMN CLASS A		09/16/08	6 00	$	212.64	$	199 09	$	(13 55)	ST	97120
BANK OF AMERICA CORP CMN	02/19/08	01/22/09	100 00	$	4,306 39	$	572.66	$	(3,733 73)	ST	97120
CAMPBELL SOUP CO CMN	01/08/09	04/07/09	3 00	$	87.00	$	78 83	$	(8.17)	ST	97120
CAMPBELL SOUP CO CMN	01/09/09	04/07/09	10.00	$	289 99	$	262 75	$	(27 23)	ST	97120
CAMPBELL SOUP CO CMN	01/09/09	04/08/09	4 00	$	115 99	$	104 90	$	(11 09)	ST	97120
CAMPBELL SOUP CO CMN	01/12/09	04/08/09	12 00	$	347 41	$	314 70	$	(32 71)	ST	97120
CAMPBELL SOUP CO CMN	01/13/09	04/08/09	52 00	$	1,508 00	$	1,363 72	$	(144 28)	ST	97120
CHUBB CORP CMN	10/28/08	04/08/09	53.00	$	2,396 89	$	2,209 27	$	(187.62)	ST	97120
CITIGROUP INC. CMN	04/22/08	12/29/08	125 00	$	3,138 60	$	823.73	$	(2,314 87)	ST	97120
CITIGROUP INC. CMN	09/22/08	12/29/08	64 00	$	1,268 40	$	421 75	$	(846 65)	ST	97120
COMCAST CORPORATION CMN CLASS A	02/13/08	05/07/08	40.00	$	702 70	$	872 04	$	169 34	ST	97120
COMCAST CORPORATION CMN CLASS A VOTING		05/29/08	35.00	$	614 86	$	770 10	$	155.24	ST	97120
COMCAST CORPORATION CMN CLASS A VOTING		06/06/08	30 00	$	527 02	$	661 49	$	134.47	ST	97120
COMCAST CORPORATION CMN CLASS A VOTING		07/29/08	86 00	$	1,510 79	$	1,628 82	$	118 03	ST	97120
COMCAST CORPORATION CMN CLASS A	02/14/08	07/29/08	64 00	$	1,221.64	$	1,212.15	$	(9 49)	ST	97120
COMCAST CORPORATION CMN CLASS A VOTING		10/24/08	6.00	$	114 53	$	79 90	$	(34 63)	ST	97120
COMCAST CORPORATION CMN CLASS A	02/19/08	10/24/08	105 00	$	2,157.12	$	1,398 28	$	(758 84)	ST	97120
COMCAST CORPORATION CMN CLASS A	03/10/08	10/24/08	70 00	$	1,368 93	$	932 18	$	(436 75)	ST	97120
COMCAST CORPORATION CMN CLASS A	06/27/08	10/24/08	25 00	$	468 30	$	332 92	$	(135 38)	ST	97120
COMCAST CORPORATION CMN CLASS A	06/30/08	10/24/08	30 00	$	558 85	$	399 51	$	(159 34)	ST	97120
E I DU PONT DE NEMOURS AND C CMN	07/18/08	09/24/08	50 00	$	2,221 76	$	2,189 49	$	(32 27)	ST	97120
E I DU PONT DE NEMOURS AND CO CMN	07/17/08	09/24/08	32 00	$	1,403.03	$	1,401 28	$	(1 75)	ST	97120
EBAY INC CMN	02/04/08	05/05/08	114 00	$	3,281 30	$	3,517 60	$	236 30	ST	97120
EBAY INC CMN	02/05/08	05/05/08	45.00	$	1,272.99	$	1,388 52	$	115.53	ST	97120
EBAY INC. CMN	02/11/08	05/05/08	36 00	$	1,004 11	$	1,110 82	$	106 71	ST	97120
EBAY INC CMN		05/06/08	24 00	$	669 41	$	735 17	$	65.76	ST	97120
EBAY INC. CMN	02/12/08	05/06/08	95 00	$	2,654 29	$	2,910 06	$	255 77	ST	97120
EBAY INC CMN	03/25/08	05/06/08	65 00	$	1,912 49	$	1,991 09	$	78 60	ST	97120
EOG RESOURCES INC CMN	06/05/08	06/06/08	5.00	$	631 01	$	651 29	$	20 28	ST	97120
EOG RESOURCES INC CMN		07/21/08	5 00	$	631 01	$	543.24	$	(87.77)	ST	97120
EOG RESOURCES INC CMN		07/31/08	15 00	$	1,893 02	$	1,507 82	$	(385 20)	ST	97120
EOG RESOURCES INC CMN		08/04/08	5.00	$	631 01	$	470.13	$	(160 88)	ST	97120
EOG RESOURCES INC CMN		08/05/08	10 00	$	1,262 01	$	934 81	$	(327.20)	ST	97120
EXXON MOBIL CORPORATION CMN	10/06/08	04/30/09	14 00	$	1,069 70	$	938 25	$	(131 45)	ST	97120
GENENTECH INC CMN	09/18/08	01/09/09	9 00	$	816 02	$	761 17	$	(54.85)	ST	97120
GENENTECH INC CMN		03/09/09	46 00	$	4,170 77	$	4,139 17	$	(31 60)	ST	97120
HESS CORPORATION CMN	07/20/07	05/19/08	18 00	$	1,190 24	$	2,301 01	$	1,110.77	ST	97120
HESS CORPORATION CMN		06/05/08	4 00	$	264 50	$	481 37	$	216 88	ST	97120
HESS CORPORATION CMN	07/30/07	06/05/08	16.00	$	980.58	$	1,925 50	$	944 91	ST	97120
HESS CORPORATION CMN		06/06/08	20 00	$	1,225 73	$	2,494.38	$	1,268 65	ST	97120
HESS CORPORATION CMN		07/21/08	5 00	$	306.43	$	518 09	$	211 66	ST	97120
HESS CORPORATION CMN	10/15/07	08/11/08	10.00	$	689 17	$	948 08	$	258 91	ST	97120
HESS CORPORATION CMN	10/29/07	08/11/08	5 00	$	358 41	$	474 04	$	115 63	ST	97120
HESS CORPORATION CMN	11/08/07	08/11/08	5 00	$	353 31	$	474 04	$	120.74	ST	97120
HESS CORPORATION CMN		10/07/08	15 00	$	1,059.92	$	1,056 88	$	(3 03)	ST	97120
HESS CORPORATION CMN	11/09/07	10/07/08	9.00	$	644 13	$	634.13	$	(10.00)	ST	97120

THE SCOTT & SULING MEAD FOUNDATION FYE: 4/30/2009
SCHEDULE D ATTACHMENT
EIN: 13-3921104

Description	Acq Date	Date	Shares Sold		Cost of Stock		Sale Price		Gain/Loss		Acct #
HESS CORPORATION CMN		10/13/08	11.00	$	787 26	$	594 98	$	(192 28)	ST	97120
HESS CORPORATION CMN	11/16/07	10/13/08	15 00	$	1,023.95	$	811 34	$	(212.61)	ST	97120
HESS CORPORATION CMN	03/04/08	01/27/09	10 00	$	917 44	$	600 92	$	(316 52)	ST	97120
HESS CORPORATION CMN		02/03/09	19 00	$	1,743 13	$	1,047 40	$	(695.73)	ST	97120
INTL BUSINESS MACHINES CORP CMN	08/20/07	05/20/08	18 00	$	1,989 30	$	2,249 99	$	260 69	ST	97120
INTL BUSINESS MACHINES CORP CMN		06/06/08	5.00	$	552 58	$	624 79	$	72 21	ST	97120
INTL BUSINESS MACHINES CORP CMN	10/22/07	10/22/08	20 00	$	2,265.82	$	1,703 23	$	(562 59)	ST	97120
INTL BUSINESS MACHINES CORP CMN	01/23/08	10/22/08	20 00	$	1,996 35	$	1,703 23	$	(293.12)	ST	97120
INVESCO LTD CMN	07/18/08	01/21/09	60.00	$	1,384 93	$	678 10	$	(706 83)	ST	97120
INVESCO LTD CMN	07/21/08	01/21/09	101 00	$	2,365.48	$	1,141 47	$	(1,224 01)	ST	97120
INVESCO LTD CMN	07/21/08	01/21/09	10 00	$	234.70	$	113 02	$	(121 68)	ST	97120
INVESCO LTD CMN	07/22/08	01/21/09	65 00	$	1,505 93	$	734.61	$	(771.32)	ST	97120
INVESCO LTD. CMN	12/29/08	01/21/09	31.00	$	392 28	$	350 35	$	(41.93)	ST	97120
INVESCO LTD CMN	12/30/08	01/21/09	31.00	$	412 73	$	350 35	$	(62 38)	ST	97120
INVESCO LTD CMN	12/31/08	01/21/09	8 00	$	111 59	$	90 41	$	(21.18)	ST	97120
JOHNSON & JOHNSON CMN	08/16/07	06/06/08	15 00	$	919 68	$	988 04	$	68 36	ST	97120
JOHNSON & JOHNSON CMN		06/30/08	20 00	$	1,226 24	$	1,276 63	$	50 39	ST	97120
JOHNSON & JOHNSON CMN		07/21/08	5 00	$	306 56	$	335 44	$	28 88	ST	97120
JOHNSON CONTROLS INC CMN	06/25/07	05/08/08	25.00	$	949 18	$	841 76	$	(107.42)	ST	97120
LABORATORY CORPORATION OF AMER	02/08/08	06/06/08	10 00	$	782 42	$	742 49	$	(39 93)	ST	97120
LABORATORY CORPORATION OF AMER CMN		07/21/08	5 00	$	391.21	$	350 94	$	(40 27)	ST	97120
LABORATORY CORPORATION OF AMER CMN		12/30/08	22.00	$	1,721 32	$	1,402.40	$	(318 92)	ST	97120
MARATHON OIL CORPORATION CMN	08/01/08	09/24/08	75.00	$	3,668 00	$	3,016.26	$	(651 74)	ST	97120
MERRILL LYNCH & CO , INC. CMN	01/02/08	06/06/08	10 00	$	530 64	$	392 69	$	(137 95)	ST	97120
MERRILL LYNCH & CO , INC CMN		09/15/08	30 00	$	1,591.93	$	580 58	$	(1,011 35)	ST	97120
MERRILL LYNCH & CO , INC. CMN	01/28/08	09/15/08	25 00	$	1,404.71	$	483 82	$	(920 89)	ST	97120
MERRILL LYNCH & CO , INC. CMN	03/19/08	09/15/08	30 00	$	1,384.13	$	580 58	$	(803 55)	ST	97120
MERRILL LYNCH & CO., INC CMN	05/12/08	09/15/08	50 00	$	2,454 97	$	967 63	$	(1,487 34)	ST	97120
MERRILL LYNCH & CO , INC CMN	06/12/08	09/15/08	30 00	$	1,118 73	$	580 58	$	(538 15)	ST	97120
MICROSOFT CORPORATION CMN	10/20/08	04/07/09	112 00	$	2,667.37	$	2,101 83	$	(565 54)	ST	97120
MICROSOFT CORPORATION CMN	11/20/08	04/07/09	11 00	$	202 14	$	206 43	$	4 29	ST	97120
MICROSOFT CORPORATION CMN		04/16/09	54 00	$	992 33	$	1,066 22	$	73 90	ST	97120
MICROSOFT CORPORATION CMN	01/21/09	04/16/09	134 00	$	2,534 90	$	2,645 82	$	110 92	ST	97120
MORGAN STANLEY CMN	07/17/07	06/12/08	8 00	$	581.75	$	312 61	$	(269 14)	ST	97120
MORGAN STANLEY CMN	09/21/07	06/12/08	27.00	$	1,734 86	$	1,055 08	$	(679 78)	ST	97120
MORGAN STANLEY CMN		09/17/08	18 00	$	1,156.57	$	322 90	$	(833 67)	ST	97120
MORGAN STANLEY CMN	10/11/07	09/17/08	15 00	$	1,019 48	$	269 09	$	(750 39)	ST	97120
MORGAN STANLEY CMN	03/19/08	09/17/08	30.00	$	1,360.19	$	538 17	$	(822.02)	ST	97120
NATIONAL OILWELL VARCO, INC COMMI	07/14/08	09/16/08	45 00	$	3,872 43	$	2,133.62	$	(1,738 81)	ST	97120
NUCOR CORPORATION CMN	03/11/08	05/19/08	15 00	$	987.74	$	1,224 03	$	236 29	ST	97120
NUCOR CORPORATION CMN		05/21/08	2 00	$	131.70	$	159 26	$	27 56	ST	97120
NUCOR CORPORATION CMN		06/06/08	20 00	$	1,316 98	$	1,575 67	$	258.69	ST	97120
NUCOR CORPORATION CMN		06/06/08	5 00	$	329.25	$	394 19	$	64 94	ST	97120
NUCOR CORPORATION CMN		07/18/08	18 00	$	1,185.29	$	1,073.19	$	(112 10)	ST	97120
NUCOR CORPORATION CMN	03/17/08	07/18/08	15.00	$	1,060.33	$	894 32	$	(166 01)	ST	97120
NUCOR CORPORATION CMN	03/25/08	07/18/08	15.00	$	1,095.26	$	894 32	$	(200 94)	ST	97120
NUCOR CORPORATION CMN	12/10/08	01/23/09	12 00	$	519 32	$	478 40	$	(40.92)	ST	97120
NUCOR CORPORATION CMN	12/11/08	01/23/09	47.00	$	2,025 43	$	1,873 74	$	(151.69)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN	05/16/08	06/06/08	20 00	$	1,877.60	$	1,879 98	$	2 38	ST	97120
OCCIDENTAL PETROLEUM CORP CMN		07/21/08	10.00	$	938 80	$	800 09	$	(138 71)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN		07/24/08	47 00	$	4,412 36	$	3,465 51	$	(946 85)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN	05/19/08	07/24/08	18.00	$	1,724 75	$	1,327.22	$	(397 53)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN	05/19/08	07/24/08	24 00	$	2,297 30	$	1,769.62	$	(527 68)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN	05/22/08	07/24/08	15 00	$	1,460 75	$	1,106 02	$	(354 73)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN	06/02/08	07/24/08	17.00	$	1,566 57	$	1,253 48	$	(313.09)	ST	97120

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Description	Acq Date	Date	Shares Sold		Cost of Stock		Sale Price		Gain/Loss		Acct #
OCCIDENTAL PETROLEUM CORP CMN	06/06/08	07/24/08	20 00	$	1,897 03	$	1,474 69	$	(422 34)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN	06/11/08	07/24/08	13 00	$	1,195.97	$	958 55	$	(237.42)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN	07/25/08	10/01/08	22 00	$	1,640 47	$	1,469 67	$	(170.80)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN		10/06/08	18 00	$	1,342.20	$	1,005 41	$	(336 79)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN		10/21/08	21 00	$	1,565 90	$	1,032.07	$	(533 83)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN		12/12/08	20 00	$	1,491 33	$	1,091.76	$	(399.57)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN		12/31/08	19 00	$	1,416.77	$	1,147.12	$	(269.65)	ST	97120
OCCIDENTAL PETROLEUM CORP CMN	09/22/08	12/31/08	23.00	$	1,887 57	$	1,388 61	$	(498 96)	ST	97120
PFIZER INC CMN	01/29/09	04/14/09	214 00	$	3,237 16	$	2,852 11	$	(385 05)	ST	97120
PROCTER & GAMBLE COMPANY (THE) CI	03/13/09	04/23/09	61 00	$	2,823 23	$	3,004 93	$	181.70	ST	97120
PRUDENTIAL FINANCIAL INC CMN	02/07/08	06/06/08	10 00	$	719 99	$	722 89	$	2 90	ST	97120
PRUDENTIAL FINANCIAL INC CMN		07/21/08	5 00	$	359 99	$	307 89	$	(52.10)	ST	97120
PRUDENTIAL FINANCIAL INC CMN		09/17/08	20 00	$	1,439 97	$	1,475 26	$	35 29	ST	97120
PRUDENTIAL FINANCIAL INC CMN		10/10/08	10 00	$	719.99	$	349 17	$	(370.81)	ST	97120
PRUDENTIAL FINANCIAL INC CMN	03/13/08	10/10/08	15.00	$	1,042 48	$	523 76	$	(518 72)	ST	97120
PRUDENTIAL FINANCIAL INC CMN	04/17/08	10/10/08	1.00	$	76 96	$	34 92	$	(42 05)	ST	97120
PRUDENTIAL FINANCIAL INC CMN		11/18/08	16.00	$	1,231 44	$	321 08	$	(910 36)	ST	97120
PRUDENTIAL FINANCIAL INC CMN	04/21/08	11/18/08	13.00	$	1,006.72	$	260 87	$	(745 85)	ST	97120
PRUDENTIAL FINANCIAL INC CMN	04/24/08	11/18/08	10 00	$	748 28	$	200.67	$	(547 61)	ST	97120
PRUDENTIAL FINANCIAL INC CMN	04/29/08	11/18/08	25 00	$	1,895 31	$	501 68	$	(1,393 63)	ST	97120
RANGE RESOURCES CORPORATION CM	12/21/07	05/15/08	35 00	$	1,759 57	$	2,381 89	$	622 32	ST	97120
RANGE RESOURCES CORPORATION CMN		05/22/08	13 00	$	653 55	$	920.73	$	267 18	ST	97120
RANGE RESOURCES CORPORATION CMN		06/06/08	17 00	$	854 65	$	1,183 40	$	328.75	ST	97120
RANGE RESOURCES CORPORATION CM	12/24/07	06/06/08	13 00	$	666 68	$	904 95	$	238 28	ST	97120
RANGE RESOURCES CORPORATION CMN		06/06/08	12 00	$	615 39	$	825 36	$	209.96	ST	97120
RANGE RESOURCES CORPORATION CM	01/11/08	06/06/08	13 00	$	686.46	$	894 13	$	207 67	ST	97120
RANGE RESOURCES CORPORATION CMN		06/09/08	20 00	$	1,056 10	$	1,386 56	$	330 46	ST	97120
RANGE RESOURCES CORPORATION CMN		06/11/08	20 00	$	1,056.10	$	1,328 04	$	271.94	ST	97120
RANGE RESOURCES CORPORATION CMN		07/21/08	10 00	$	528 05	$	606.49	$	78 44	ST	97120
RANGE RESOURCES CORPORATION CM	01/14/08	08/06/08	25 00	$	1,364 32	$	1,105 00	$	(259.32)	ST	97120
RANGE RESOURCES CORPORATION CMN		10/07/08	50.00	$	2,728 64	$	1,474 33	$	(1,254.32)	ST	97120
RANGE RESOURCES CORPORATION CM	01/31/08	10/07/08	50 00	$	2,590 85	$	1,474.33	$	(1,116 53)	ST	97120
RANGE RESOURCES CORPORATION CM	11/18/08	02/19/09	32.00	$	1,298 06	$	1,127 54	$	(170.52)	ST	97120
SLM CORPORATION CMN	01/08/08	05/16/08	45 00	$	813 51	$	944.85	$	131.34	ST	97120
SLM CORPORATION CMN		06/06/08	25 00	$	451 95	$	555 94	$	103 99	ST	97120
SLM CORPORATION CMN		07/21/08	40 00	$	723 12	$	735 59	$	12 47	ST	97120
SLM CORPORATION CMN		10/02/08	20.00	$	361 56	$	183.39	$	(178.17)	ST	97120
SLM CORPORATION CMN	01/09/08	10/02/08	130.00	$	2,320 66	$	1,192 05	$	(1,128 61)	ST	97120
SLM CORPORATION CMN	01/29/08	10/02/08	65 00	$	1,313 98	$	596 03	$	(717.95)	ST	97120
SLM CORPORATION CMN	02/29/08	10/02/08	3 00	$	62.50	$	27.51	$	(34 99)	ST	97120
SLM CORPORATION CMN	03/07/08	10/02/08	22.00	$	395 36	$	201 73	$	(193 63)	ST	97120
SMITH INTERNATIONAL INC CMN	09/24/08	01/23/09	54.00	$	3,473 97	$	1,331 42	$	(2,142.55)	ST	97120
SMITH INTERNATIONAL INC CMN	11/05/08	01/23/09	35.00	$	1,215 10	$	862 96	$	(352 14)	ST	97120
STATE STREET CORPORATION (NEW) CI	07/21/08	09/18/08	14 00	$	961 94	$	668 05	$	(293 89)	ST	97120
STATE STREET CORPORATION (NEW) CMN		12/29/08	66 00	$	4,534 86	$	2,306 87	$	(2,227.99)	ST	97120
SUNTRUST BANKS INC $1 00 PAR CMN	09/22/08	11/18/08	40.00	$	2,140 93	$	1,269.07	$	(871 86)	ST	97120
SUNTRUST BANKS INC $1 00 PAR CMN		01/22/09	69 00	$	3,693 10	$	986.60	$	(2,706.50)	ST	97120
TD AMERITRADE HOLDING CORPORAT C	11/18/08	01/21/09	99 00	$	1,129 19	$	1,115.36	$	(13.83)	ST	97120
TD AMERITRADE HOLDING CORPORAT CMN		04/23/09	109.00	$	1,243 26	$	1,797.02	$	553.77	ST	97120
TD AMERITRADE HOLDING CORPORAT C	12/29/08	04/23/09	97.00	$	1,248 13	$	1,599.19	$	351 06	ST	97120
THE TRAVELERS COMPANIES, INC CMN	11/19/07	06/06/08	10.00	$	514 99	$	477.49	$	(37 50)	ST	97120
THE TRAVELERS COMPANIES, INC CMN		07/21/08	10 00	$	514 99	$	430.39	$	(84 60)	ST	97120
Time Warner Cable		04/08/09	6 14	$	301 52	$	163 36	$	(138.16)	ST	97120
TRANSOCEAN INC. CMN	11/05/07	05/02/08	22 00	$	3,006 25	$	3,308.45	$	302 20	ST	97120
TRANSOCEAN INC CMN		05/13/08	1.13	$	153 73	$	165 46	$	11 73	ST	97120

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Description	Acq Date	Date	Shares Sold		Cost of Stock		Sale Price		Gain/Loss		Acct #
TRANSOCEAN INC CMN	11/16/07	05/13/08	6.88	$	737.64	$	1,011 16	$	273 52	ST	97120
TRANSOCEAN INC. CMN	02/22/08	05/13/08	3 00	$	410 01	$	441 23	$	31.23	ST	97120
TRANSOCEAN INC. CMN		06/05/08	23 00	$	3,143 38	$	3,327 61	$	184.22	ST	97120
TRANSOCEAN INC CMN	03/12/08	06/05/08	6 00	$	841.02	$	868 07	$	27 05	ST	97120
TRANSOCEAN INC CMN	03/26/08	06/05/08	6 00	$	818 50	$	868 07	$	49 57	ST	97120
UNILEVER N V NY SHS (NEW) ADR CMN	08/22/07	06/06/08	55 00	$	1,631 02	$	1,761 09	$	130 07	ST	97120
UNILEVER N V NY SHS (NEW) ADR CMN		07/21/08	30 00	$	889 65	$	861 89	$	(27 76)	ST	97120
UNITED PARCEL SERVICE, INC CLASS B	07/24/08	12/09/08	42 00	$	2,635 95	$	2,276 47	$	(359 48)	ST	97120
UNITED PARCEL SERVICE, INC. CLASS B COMMON :	01/08/09		47.00	$	2,949 76	$	2,443 75	$	(506 01)	ST	97120
UNITED STATES STEEL CORP CMN	04/01/08	06/06/08	10 00	$	1,262 46	$	1,828 68	$	566 22	ST	97120
UNITED STATES STEEL CORP CMN		07/09/08	25 00	$	3,156 14	$	4,107 09	$	950.95	ST	97120
UNITED STATES STEEL CORP CMN	04/10/08	07/09/08	5 00	$	724 49	$	821.42	$	96 92	ST	97120
UNITED STATES STEEL CORP CMN		07/09/08	4 00	$	579 60	$	640 33	$	60 73	ST	97120
UNITED STATES STEEL CORP CMN	04/11/08	07/09/08	9 00	$	1,295.86	$	1,440 73	$	144 87	ST	97120
UNITED STATES STEEL CORP CMN	04/14/08	07/09/08	1 00	$	143 30	$	160 08	$	16 78	ST	97120
UNITED STATES STEEL CORP CMN		07/17/08	8 00	$	1,146 43	$	1,169 81	$	23 39	ST	97120
UNITED STATES STEEL CORP CMN	04/16/08	07/17/08	2 00	$	305 56	$	292 45	$	(13 11)	ST	97120
UNITED STATES STEEL CORP CMN	04/22/08	07/17/08	6 00	$	926 56	$	877 36	$	(49 20)	ST	97120
UNITED STATES STEEL CORP CMN	05/05/08	07/17/08	4.00	$	639 52	$	584 91	$	(54 61)	ST	97120
UNITED STATES STEEL CORP CMN	06/06/08	07/17/08	4 00	$	732 31	$	584 91	$	(147 40)	ST	97120
VIACOM INC CMN CLASS B	10/15/08	03/30/09	85.00	$	1,571 90	$	1,457.89	$	(114 01)	ST	97120
VISA INC CMN CLASS A	03/19/08	05/12/08	20 00	$	1,193 61	$	1,628 78	$	435 17	ST	97120
VISA INC. CMN CLASS A		06/06/08	10.00	$	596 80	$	838.19	$	241 39	ST	97120
VISA INC CMN CLASS A		07/21/08	5 00	$	298 40	$	363 04	$	64 64	ST	97120
WAL MART STORES INC CMN	04/04/08	06/06/08	25 00	$	1,367 76	$	1,464.49	$	96 73	ST	97120
WAL MART STORES INC CMN		06/12/08	25 00	$	1,367.76	$	1,488 04	$	120 28	ST	97120
WAL MART STORES INC CMN		07/21/08	5 00	$	273.55	$	286 74	$	13.19	ST	97120
WAL MART STORES INC CMN		10/27/08	46 00	$	2,516 68	$	2,344.41	$	(172 27)	ST	97120
WAL MART STORES INC CMN		02/13/09	32.00	$	1,750 74	$	1,496 59	$	(254.15)	ST	97120
WASTE MANAGEMENT INC CMN	09/05/08	12/09/08	49 00	$	1,695 65	$	1,487 56	$	(208 09)	ST	97120
WEATHERFORD INTERNATIONAL, LTD C	04/11/08	06/06/08	30 00	$	1,126.46	$	1,380 29	$	253.83	ST	97120
WEATHERFORD INTERNATIONAL, LTD CMN		07/21/08	5.00	$	187 74	$	203 39	$	15.65	ST	97120
WEATHERFORD INTERNATIONAL, LTD CMN		07/23/08	45 00	$	1,689 69	$	1,622 57	$	(67 12)	ST	97120
WEATHERFORD INTERNATIONAL, LTD CMN		08/06/08	42.00	$	1,577.04	$	1,558 60	$	(18 44)	ST	97120
WEATHERFORD INTERNATIONAL, LTD C	04/14/08	08/06/08	14 00	$	534 65	$	519 53	$	(15 11)	ST	97120
WEATHERFORD INTERNATIONAL, LTD CMN		10/15/08	18.00	$	687 40	$	256.49	$	(430 91)	ST	97120
WEATHERFORD INTERNATIONAL, LTD C	04/16/08	10/15/08	6 00	$	235 77	$	85 50	$	(150 27)	ST	97120
WEATHERFORD INTERNATIONAL, LTD C	04/17/08	10/15/08	22.00	$	862 68	$	313 49	$	(549 19)	ST	97120
WEATHERFORD INTERNATIONAL, LTD C	04/18/08	10/15/08	40.00	$	1,691.95	$	569 99	$	(1,121 96)	ST	97120
WEATHERFORD INTERNATIONAL, LTD C	04/29/08	10/15/08	40 00	$	1,605 71	$	569 99	$	(1,035 72)	ST	97120
WEATHERFORD INTERNATIONAL, LTD C	05/29/08	10/15/08	25 00	$	1,125.90	$	356.24	$	(769 66)	ST	97120
WEYERHAEUSER CO CMN	09/29/08	10/27/08	60 00	$	3,521 90	$	1,852 18	$	(1,669 72)	ST	97120
WILLIAMS COMPANIES INC. (THE) CMN	06/01/07	05/16/08	31 00	$	989 37	$	1,201.47	$	212 10	ST	97120
WILLIAMS COMPANIES INC (THE) CMN	09/03/08	01/21/09	70.00	$	1,972 07	$	932.65	$	(1,039.42)	ST	97120
ZIMMER HLDGS INC CMN	10/27/08	01/22/09	30 00	$	1,233 43	$	1,181.04	$	(52.39)	ST	97120
ZIMMER HLDGS INC CMN		03/03/09	46 00	$	1,891.26	$	1,542.92	$	(348 34)	ST	97120
ABBOTT LABORATORIES CMN	09/06/07	10/01/08	80 00	$	4,184.90	$	4,618.43	$	433.53	LT	97120
Amer Intl Group Inc	02/15/05	06/06/08	15.00	$	1,021.91	$	515 99	$	(505 92)	LT	97120
Amer Intl Group Inc		07/21/08	20 00	$	1,362 54	$	533.99	$	(828 55)	LT	97120
Amer Intl Group Inc	03/28/06	07/21/08	5 00	$	334 73	$	133 50	$	(201 23)	LT	97120
Amer Intl Group Inc		09/15/08	15 00	$	1,004 18	$	106 12	$	(898.05)	LT	97120
AT&T INC CMN	03/16/07	06/06/08	15.00	$	555 55	$	574.49	$	18 94	LT	97120
AT&T INC CMN		11/19/08	58 00	$	2,148.14	$	1,504.17	$	(643 97)	LT	97120
AT&T INC CMN	04/24/07	11/19/08	8 00	$	314.90	$	207.47	$	(107.43)	LT	97120

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Description	Acq Date	Date	Shares Sold		Cost of Stock		Sale Price		Gain/Loss		Acct #
AT&T INC CMN		11/20/08	92 00	$	3,621 38	$	2,340 76	$	(1,280 62)	LT	97120
Bank of America Corp	06/29/05	06/06/08	3 00	$	140 93	$	92 13	$	(48 80)	LT	97120
Bank of America Corp	07/07/05	06/06/08	12 00	$	535.80	$	368.51	$	(167 29)	LT	97120
Bank of America Corp		06/27/08	8.00	$	357.20	$	195 23	$	(161.97)	LT	97120
Bank of America Corp	09/13/05	06/27/08	22.00	$	939 20	$	536 87	$	(402 33)	LT	97120
Bank of America Corp		07/21/08	10 00	$	426 91	$	286 69	$	(140 22)	LT	97120
Bank of America Corp	06/16/06	01/22/09	35 00	$	1,664 08	$	200 43	$	(1,463 65)	LT	97120
Bank of America Corp	09/18/06	01/22/09	19 00	$	985 69	$	108 81	$	(876 88)	LT	97120
Baxter International Inc	05/09/06	05/29/08	29 00	$	1,134 27	$	1,772 98	$	638 71	LT	97120
Baxter International Inc	05/19/06	05/29/08	1 00	$	36 64	$	61 14	$	24 50	LT	97120
Baxter International Inc		06/06/08	15 00	$	549 63	$	916 49	$	366 86	LT	97120
Baxter International Inc		07/21/08	5 00	$	183 21	$	340 94	$	157 73	LT	97120
Baxter International Inc		07/30/08	11 00	$	403.06	$	749 98	$	346 92	LT	97120
Baxter International Inc	05/26/06	07/30/08	19 00	$	728 08	$	1,295 42	$	567 34	LT	97120
Baxter International Inc		11/19/08	12 00	$	459 84	$	675.62	$	215 78	LT	97120
Baxter International Inc		11/20/08	15 00	$	574 80	$	780 59	$	205 79	LT	97120
CITIGROUP INC CMN	02/06/07	06/06/08	30.00	$	1,657 84	$	605 39	$	(1,052.45)	LT	97120
CITIGROUP INC. CMN		07/21/08	14 00	$	773 66	$	277 89	$	(495 76)	LT	97120
CITIGROUP INC CMN	03/15/07	07/21/08	11 00	$	549 88	$	218 35	$	(331 54)	LT	97120
CITIGROUP INC CMN		09/15/08	69 00	$	3,449 26	$	1,064 05	$	(2,385.21)	LT	97120
CITIGROUP INC CMN	04/23/07	09/15/08	17 00	$	902 79	$	262 16	$	(640.63)	LT	97120
CITIGROUP INC CMN		12/29/08	38 00	$	2,017 99	$	250.41	$	(1,767 58)	LT	97120
CITIGROUP INC CMN	05/04/07	12/29/08	70.00	$	3,789 07	$	461 29	$	(3,327.78)	LT	97120
DEVON ENERGY CORPORATION (NEW) (	11/07/06	06/06/08	8.00	$	549 16	$	938 39	$	389.23	LT	97120
DEVON ENERGY CORPORATION (NEW) (	11/09/06	06/06/08	15 00	$	1,061 21	$	1,759 49	$	698.28	LT	97120
DEVON ENERGY CORPORATION (NEW) (	02/14/07	06/06/08	2 00	$	134 96	$	234 60	$	99 64	LT	97120
DEVON ENERGY CORPORATION (NEW) CMN		07/21/08	5.00	$	337 40	$	514 34	$	176 94	LT	97120
DEVON ENERGY CORPORATION (NEW) CMN		07/25/08	13 00	$	877 23	$	1,246.14	$	368.90	LT	97120
DEVON ENERGY CORPORATION (NEW) (	02/16/07	07/25/08	2 00	$	134 34	$	191.71	$	57 37	LT	97120
DEVON ENERGY CORPORATION (NEW) CMN		08/05/08	20.00	$	1,343 44	$	1,737 03	$	393 59	LT	97120
DEVON ENERGY CORPORATION (NEW) CMN		10/06/08	3 00	$	201 52	$	216 79	$	15 27	LT	97120
DEVON ENERGY CORPORATION (NEW) (	03/07/07	10/06/08	15.00	$	980 26	$	1,083.95	$	103 69	LT	97120
DEVON ENERGY CORPORATION (NEW) (	04/04/07	10/06/08	8 00	$	570.28	$	578 11	$	7 83	LT	97120
DEVON ENERGY CORPORATION (NEW) CMN		10/28/08	17.00	$	1,211 84	$	1,132 63	$	(79.21)	LT	97120
DEVON ENERGY CORPORATION (NEW) (	04/09/07	10/28/08	2 00	$	145 64	$	133 25	$	(12 39)	LT	97120
DEVON ENERGY CORPORATION (NEW) CMN		03/26/09	13.00	$	946 68	$	630 64	$	(316.04)	LT	97120
DEVON ENERGY CORPORATION (NEW) (	05/04/07	03/26/09	11.00	$	843 10	$	533 61	$	(309 48)	LT	97120
Entergy Corporation	02/07/05	05/15/08	16 00	$	1,134 24	$	1,891 94	$	757 70	LT	97120
Entergy Corporation		06/06/08	10 00	$	708 90	$	1,177 39	$	468 49	LT	97120
Entergy Corporation		07/21/08	5.00	$	354 45	$	566 19	$	211 74	LT	97120
Everest Re Group Ltd	02/07/05	06/06/08	5 00	$	439 35	$	434 09	$	(5 26)	LT	97120
Everest Re Group Ltd		04/16/09	4 00	$	351 48	$	298 19	$	(53 29)	LT	97120
Everest Re Group Ltd	03/28/06	04/16/09	9.00	$	828 54	$	670 93	$	(157 61)	LT	97120
Everest Re Group Ltd		04/17/09	6 00	$	552 36	$	438 01	$	(114.35)	LT	97120
EXXON MOBIL CORPORATION CMN	03/23/07	06/06/08	10 00	$	752 98	$	877 29	$	124 31	LT	97120
EXXON MOBIL CORPORATION CMN		06/19/08	20.00	$	1,505.95	$	1,728.27	$	222.32	LT	97120
EXXON MOBIL CORPORATION CMN		06/19/08	20.00	$	1,505 95	$	1,723 21	$	217 26	LT	97120
EXXON MOBIL CORPORATION CMN		07/14/08	29 00	$	2,183 63	$	2,469 26	$	285.62	LT	97120
EXXON MOBIL CORPORATION CMN	03/27/07	07/14/08	20.00	$	1,515.48	$	1,702.93	$	187 45	LT	97120
FIRSTENERGY CORP CMN	03/23/07	06/06/08	15 00	$	989 13	$	1,150 79	$	161.66	LT	97120
FIRSTENERGY CORP CMN		07/21/08	5.00	$	329.71	$	388 84	$	59.13	LT	97120
GENERAL ELECTRIC CO CMN	01/19/07	06/06/08	25 00	$	930 71	$	752.99	$	(177.72)	LT	97120
GENERAL ELECTRIC CO CMN		09/17/08	258.00	$	9,604 90	$	6,121 48	$	(3,483.42)	LT	97120
GENERAL ELECTRIC CO CMN	06/26/07	09/17/08	40.00	$	1,526 36	$	949 07	$	(577 29)	LT	97120
HEWLETT-PACKARD CO CMN	02/22/07	06/06/08	20 00	$	811 37	$	954 99	$	143.62	LT	97120

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Description	Acq Date	Date	Shares Sold		Cost of Stock		Sale Price		Gain/Loss		Acct #
HEWLETT-PACKARD CO CMN		07/21/08	5.00	$	202.84	$	215.64	$	12 80	LT	97120
HEWLETT-PACKARD CO CMN		09/26/08	12 00	$	486 82	$	575.60	$	88.78	LT	97120
HEWLETT-PACKARD CO CMN	04/04/07	09/26/08	40 00	$	1,634.06	$	1,918.67	$	284 61	LT	97120
HEWLETT-PACKARD CO CMN	04/13/07	09/26/08	13.00	$	534 85	$	623.57	$	88 72	LT	97120
HEWLETT-PACKARD CO CMN		01/26/09	17.00	$	699 42	$	608 89	$	(90 53)	LT	97120
HEWLETT-PACKARD CO. CMN	04/16/07	01/26/09	28.00	$	1,149 37	$	1,002.88	$	(146 49)	LT	97120
HEWLETT-PACKARD CO CMN		02/09/09	5 00	$	205.24	$	182 94	$	(22.31)	LT	97120
HEWLETT-PACKARD CO. CMN	04/17/07	02/09/09	25 00	$	1,023.18	$	914 68	$	(108 50)	LT	97120
INTL BUSINESS MACHINES CORP CMN		10/22/08	8 00	$	884.14	$	681 29	$	(202 84)	LT	97120
JOHNSON CONTROLS INC CMN		07/21/08	15 00	$	569 51	$	446 84	$	(122 67)	LT	97120
JOHNSON CONTROLS INC CMN		03/04/09	102 00	$	3,872 65	$	1,135 50	$	(2,737.14)	LT	97120
JOHNSON CONTROLS INC CMN	06/26/07	03/04/09	15 00	$	570 00	$	166 99	$	(403 01)	LT	97120
JPMorgan Chase & Co	02/16/06	06/06/08	14 00	$	569 03	$	563 63	$	(5.40)	LT	97120
JPMorgan Chase & Co	06/15/06	06/06/08	11 00	$	445.89	$	442 86	$	(3.04)	LT	97120
JPMorgan Chase & Co		07/21/08	5 00	$	202 68	$	193 79	$	(8 89)	LT	97120
Newell Rubbermaid Inc	10/05/05	06/06/08	11.00	$	248.90	$	215 59	$	(33.31)	LT	97120
Newell Rubbermaid Inc	10/05/05	06/06/08	3 00	$	67 65	$	58 80	$	(8 85)	LT	97120
Newell Rubbermaid Inc	10/06/05	06/06/08	6.00	$	134 42	$	117.60	$	(16 82)	LT	97120
Newell Rubbermaid Inc		07/21/08	15 00	$	336 05	$	244 94	$	(91 11)	LT	97120
Newell Rubbermaid Inc		02/11/09	34 00	$	761 71	$	262 40	$	(499 31)	LT	97120
Newell Rubbermaid Inc	10/06/05	02/11/09	120 00	$	2,680 08	$	926.11	$	(1,753 97)	LT	97120
NEWELL RUBBERMAID INC CMN	08/03/07	02/11/09	45.00	$	1,194.54	$	347.29	$	(847 25)	LT	97120
NEWELL RUBBERMAID INC CMN	08/28/07	02/11/09	6 00	$	157.84	$	46.31	$	(111.54)	LT	97120
NEWELL RUBBERMAID INC CMN		02/12/09	64 00	$	1,683.66	$	492.51	$	(1,191 15)	LT	97120
Philip Morris Intl Inc		06/06/08	4 00	$	152.50	$	203.04	$	50 53	LT	97120
Philip Morris Intl Inc		06/06/08	11.00	$	525 27	$	558 35	$	33 09	LT	97120
Philip Morris Intl Inc		07/21/08	5.00	$	238 76	$	252.89	$	14 13	LT	97120
SPRINT NEXTEL CORPORATION CMN	10/27/06	06/06/08	145.00	$	2,768 44	$	1,312.24	$	(1,456 20)	LT	97120
SPRINT NEXTEL CORPORATION CMN		07/21/08	70 00	$	1,336 49	$	601 29	$	(735.20)	LT	97120
SPRINT NEXTEL CORPORATION CMN		03/24/09	169 00	$	3,226 67	$	630 19	$	(2,596 48)	LT	97120
SPRINT NEXTEL CORPORATION CMN		03/25/09	4.00	$	76 37	$	15 12	$	(61 25)	LT	97120
SPRINT NEXTEL CORPORATION CMN	11/07/06	03/25/09	117.00	$	2,283 75	$	442 37	$	(1,841 38)	LT	97120
SPRINT NEXTEL CORPORATION CMN	11/08/06	03/25/09	136 00	$	2,660.61	$	514 21	$	(2,146.39)	LT	97120
SUPERVALU INC CMN	12/18/06	06/06/08	9 00	$	323.32	$	307.97	$	(15.35)	LT	97120
SUPERVALU INC CMN	12/19/06	06/06/08	1 00	$	36 03	$	34.22	$	(1 81)	LT	97120
SUPERVALU INC CMN		07/21/08	15 00	$	540 48	$	418 79	$	(121 69)	LT	97120
SUPERVALU INC CMN		11/24/08	94.00	$	3,387.02	$	957.68	$	(2,429 34)	LT	97120
SUPERVALU INC CMN		11/25/08	27.00	$	972 87	$	281 26	$	(691 61)	LT	97120
SUPERVALU INC CMN	12/20/06	11/25/08	20.00	$	721.74	$	208 34	$	(513 40)	LT	97120
SUPERVALU INC CMN	12/21/06	11/25/08	20 00	$	723 97	$	208 34	$	(515.63)	LT	97120
Time Warner Cable		04/08/09	0 65	$	38 57	$	17.42	$	(21.15)	LT	97120
Time Warner Cable		04/08/09	6.14	$	388.99	$	163 35	$	(225 64)	LT	97120
Time Warner Cable		04/08/09	24.15	$	1,313 58	$	642 52	$	(671.06)	LT	97120
Time Warner Cable		04/08/09	4 91	$	247.00	$	130 68	$	(116 32)	LT	97120
Time Warner Inc	02/07/05	06/06/08	50 00	$	901 00	$	764 99	$	(136 01)	LT	97120
Time Warner Inc		07/21/08	25 00	$	450 50	$	358.49	$	(92 01)	LT	97120
Time Warner Inc		03/13/09	101 00	$	1,820 02	$	826 15	$	(993 87)	LT	97120
Time Warner Inc	10/09/06	03/13/09	98.00	$	1,844 04	$	801 61	$	(1,042.43)	LT	97120
Time Warner Inc	02/26/07	03/13/09	19 00	$	404.11	$	155.41	$	(248.70)	LT	97120
Time Warner Inc	03/16/07	03/13/09	22.00	$	428.02	$	179 95	$	(248.07)	LT	97120
UNILEVER N V NY SHS (NEW) ADR CMN		12/23/08	25 00	$	741.37	$	600.40	$	(140.97)	LT	97120
UNILEVER N.V NY SHS (NEW) ADR CMN	08/23/07	12/23/08	105 00	$	3,130 44	$	2,521 70	$	(608 74)	LT	97120
UNILEVER N.V. NY SHS (NEW) ADR CMN		12/24/08	23.00	$	685 72	$	552 67	$	(133.05)	LT	97120
UNILEVER N V NY SHS (NEW) ADR CMN		03/17/09	52 00	$	1,550.31	$	966 46	$	(583 86)	LT	97120
UNILEVER N.V NY SHS (NEW) ADR CMN	08/24/07	03/17/09	35 00	$	1,046.35	$	650.50	$	(395.85)	LT	97120

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Description	Acq Date	Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss		Acct #
UNILEVER N V NY SHS (NEW) ADR CMN	12/06/07	03/17/09	20 00	$ 709 60	$ 371.71	$ (337 88)	LT	97120
UNILEVER N V NY SHS (NEW) ADR CMN		03/18/09	85 00	$ 3,015.78	$ 1,577.14	$ (1,438.64)	LT	97120
United Technologies Corp	11/21/05	06/06/08	10 00	$ 535 33	$ 672 49	$ 137 16	LT	97120
United Technologies Corp		07/21/08	5 00	$ 267.67	$ 319 29	$ 51 62	LT	97120
United Technologies Corp		07/24/08	20 00	$ 1,070 67	$ 1,284.10	$ 213 43	LT	97120
United Technologies Corp	11/23/05	07/24/08	20 00	$ 1,091 26	$ 1,284.10	$ 192 84	LT	97120
United Technologies Corp	12/08/05	07/24/08	5 00	$ 276 22	$ 321 02	$ 44.80	LT	97120
United Technologies Corp		10/20/08	10 00	$ 552 45	$ 505 87	$ (46 58)	LT	97120
United Technologies Corp	06/26/06	10/20/08	50 00	$ 3,101.83	$ 2,529 33	$ (572 50)	LT	97120
VISA INC CMN CLASS A		04/23/09	38 00	$ 2,267 85	$ 2,205 81	$ (62 04)	LT	97120
WACHOVIA CORP CMN	02/27/07	07/21/08	15 00	$ 845 50	$ 198 14	$ (647 36)	LT	97120
WACHOVIA CORP CMN		08/22/08	33.00	$ 1,860 10	$ 480.85	$ (1,379.25)	LT	97120
WACHOVIA CORP CMN	05/04/07	08/22/08	30 00	$ 1,679 43	$ 437.14	$ (1,242 29)	LT	97120
WACHOVIA CORP CMN	06/26/07	08/22/08	2 00	$ 103 47	$ 29 14	$ (74 33)	LT	97120
WACHOVIA CORP CMN	06/27/07	08/22/08	20 00	$ 1,032 91	$ 291.42	$ (741 49)	LT	97120
Williams Companies Inc	09/22/06	05/05/08	27 00	$ 615.30	$ 111 82	$ (503.48)	LT	97120
Williams Companies Inc	10/06/06	05/05/08	18.00	$ 424 20	$ 1,574.54	$ 1,150.35	LT	97120
Williams Companies Inc		05/16/08	19 00	$ 447 76	$ 736 39	$ 288 62	LT	97120
WILLIAMS COMPANIES INC (THE) CMN		06/03/08	40 00	$ 1,276 61	$ 1,541 45	$ 264 84	LT	97120
WILLIAMS COMPANIES INC (THE) CMN		06/06/08	9 00	$ 287 24	$ 353 88	$ 66 64	LT	97120
WILLIAMS COMPANIES INC (THE) CMN	06/04/07	06/06/08	11 00	$ 352.96	$ 432.51	$ 79 55	LT	97120
WILLIAMS COMPANIES INC (THE) CMN		06/18/08	20 00	$ 641.75	$ 787.68	$ 145.94	LT	97120
WILLIAMS COMPANIES INC (THE) CMN		01/21/09	9 00	$ 288 79	$ 119 91	$ (168 87)	LT	97120
WILLIAMS COMPANIES INC. (THE) CMN	06/19/07	01/21/09	20.00	$ 636 96	$ 266 47	$ (370.49)	LT	97120
WILLIAMS COMPANIES INC (THE) CMN	11/02/07	01/21/09	125.00	$ 4,526 35	$ 1,665 44	$ (2,860 91)	LT	97120
WYETH CMN	01/18/07	06/06/08	10 00	$ 517 08	$ 431.29	$ (85 79)	LT	97120
WYETH CMN		07/21/08	5 00	$ 258.54	$ 232 14	$ (26 40)	LT	97120
Subtotals Acct #97120				**$300,519.99**	**$243,296.08**	**($57,223.91)**	**ST**	
				$156,133.04	**$106,707.83**	**($49,425.20)**	**LT**	
				$456,653.02	**$350,003.91**	**($106,649.11)**		

MCGRAW-HILL COMPANIES INC CMN	8-Feb-05	22-May-08	47	2,216 05	1,908.74	(307 31)	LT	#97124
CHARLES SCHWAB CORPORATION CMN	8-Feb-05	6-Jun-08	50	524.00	1,098 49	574 49	LT	#97124
FORTUNE BRANDS, INC CMN	3-May-07	6-Jun-08	10	814.78	671 49	(143.29)	LT	#97124
GENENTECH INC. CMN	1-May-07	6-Jun-08	5	403.18	369.39	(33 79)	LT	#97124
LOWES COMPANIES INC CMN	8-Feb-05	6-Jun-08	35	1,026 90	827 74	(199.16)	LT	#97124
MCGRAW-HILL COMPANIES INC CMN	8-Feb-05	6-Jun-08	15	707.25	661.34	(45 91)	LT	#97124
MICROSOFT CORPORATION CMN	8-Feb-05	6-Jun-08	20	526.00	553.79	27 79	LT	#97124
PEPSICO INC CMN	8-Feb-05	6-Jun-08	5	276.25	328 19	51 94	LT	#97124
QUALCOMM INC CMN	8-Feb-05	6-Jun-08	10	361 70	472.19	110.49	LT	#97124
RESEARCH IN MOTION LIMITED CMN	12-Apr-06	6-Jun-08	10	257 70	1,323 39	1,065 69	LT	#97124
ST JUDE MEDICAL INC CMN	18-Oct-06	6-Jun-08	15	541.99	618.44	76.45	LT	#97124
SUNCOR ENERGY INC CMN	13-Oct-05	6-Jun-08	25	624.51	1,694.74	1,070 23	LT	#97124
THERMO FISHER SCIENTIFIC INC CMN	20-Feb-07	6-Jun-08	10	474.94	582 09	107 15	LT	#97124
VIACOM INC. CMN CLASS B	8-Feb-05	6-Jun-08	15	678 69	516 74	(161.95)	LT	#97124
WESTERN UNION COMPANY (THE) CMN	8-Feb-05	6-Jun-08	35	657 15	806.04	148.89	LT	#97124
FORTUNE BRANDS, INC CMN	3-May-07	2-Jul-08	93	7,577.42	5,075 57	(2,501 85)	LT	#97124
FORTUNE BRANDS, INC CMN	11-May-07	2-Jul-08	6	475.99	327 46	(148 53)	LT	#97124
FORTUNE BRANDS, INC. CMN	11-May-07	3-Jul-08	15	1,189.96	815.40	(374.56)	LT	#97124
FORTUNE BRANDS, INC. CMN	18-Jun-07	3-Jul-08	36	2,930 07	1,956.96	(973 11)	LT	#97124
MCGRAW-HILL COMPANIES INC CMN	8-Feb-05	8-Jul-08	41	1,933.15	1,553.39	(379 76)	LT	#97124
WESTERN UNION COMPANY (THE) CMN	8-Feb-05	9-Jul-08	88	1,652 26	2,146 36	494.10	LT	#97124
ST JUDE MEDICAL INC CMN	18-Oct-06	16-Jul-08	76	2,746.08	3,508.11	762 03	LT	#97124
ST JUDE MEDICAL INC CMN	18-Oct-06	16-Jul-08	16	555.54	738 55	183 01	LT	#97124
AMERICAN TOWER CORPORATION CMN	23-Jun-05	17-Jul-08	15	302 81	598 04	295 23	LT	#97124
AMYLIN PHARMACEUTICALS, INC. CMN	9-Feb-07	17-Jul-08	15	617 64	402.74	(214 90)	LT	#97124
CHARLES SCHWAB CORPORATION CMN	8-Feb-05	17-Jul-08	45	471 60	1,019 69	548 09	LT	#97124
CISCO SYSTEMS, INC CMN	8-Feb-05	17-Jul-08	50	913 50	1,090.99	177 49	LT	#97124

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Description	Acq Date	Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss		Acct #
CROWN CASTLE INTL CORP COMMON S	8-Feb-05	17-Jul-08	20	326.20	723.39	397 19	LT	#97124
ELECTRONIC ARTS CMN	6-Jul-05	17-Jul-08	23	1,308 66	1,106 29	(202 37)	LT	#97124
ELECTRONIC ARTS CMN	15-Jul-05	17-Jul-08	7	406 17	336 70	(69 47)	LT	#97124
GENENTECH INC. CMN	1-May-07	17-Jul-08	5	403 18	403 59	0.41	LT	#97124
GOOGLE, INC CMN CLASS A	20-Oct-05	17-Jul-08	2	607 40	1,068 13	460 73	LT	#97124
GOOGLE, INC. CMN CLASS A	7-Feb-06	17-Jul-08	3	1,109 19	1,602.20	493 01	LT	#97124
LOWES COMPANIES INC CMN	8-Feb-05	17-Jul-08	30	880 20	604 49	(275.71)	LT	#97124
MCGRAW-HILL COMPANIES INC CMN	8-Feb-05	17-Jul-08	10	471 50	380 59	(90 91)	LT	#97124
MICROSOFT CORPORATION CMN	8-Feb-05	17-Jul-08	25	657 50	693 74	36.24	LT	#97124
PEPSICO INC CMN	8-Feb-05	17-Jul-08	5	276 25	325 69	49 44	LT	#97124
QUALCOMM INC CMN	8-Feb-05	17-Jul-08	15	542.55	685.19	142 64	LT	#97124
RESEARCH IN MOTION LIMITED CMN	12-Apr-06	17-Jul-08	5	128 85	558 94	430 09	LT	#97124
SCHLUMBERGER LTD CMN	4-Aug-05	17-Jul-08	5	217 19	481 39	264 20	LT	#97124
ST JUDE MEDICAL INC CMN	19-Oct-06	17-Jul-08	5	173 60	241 64	68 04	LT	#97124
THERMO FISHER SCIENTIFIC INC CMN	20-Feb-07	17-Jul-08	9	427 44	514 43	86 99	LT	#97124
THERMO FISHER SCIENTIFIC INC CMN	27-Feb-07	17-Jul-08	1	45 45	57.16	11 71	LT	#97124
UNITED TECHNOLOGIES CORP CMN	15-May-06	17-Jul-08	10	651 95	645 49	(6.46)	LT	#97124
WESTERN UNION COMPANY (THE) CMN	8-Feb-05	17-Jul-08	35	657 15	890 74	233 59	LT	#97124
GENENTECH INC CMN	1-May-07	21-Jul-08	39	3,144.77	3,590 23	445 46	LT	#97124
QUALCOMM INC CMN	8-Feb-05	24-Jul-08	100	3,617 00	5,212 62	1,595 62	LT	#97124
QUALCOMM INC CMN	25-Feb-05	24-Jul-08	20	718.80	1,042.52	323.72	LT	#97124
WESTERN UNION COMPANY (THE) CMN	8-Feb-05	12-Aug-08	126	2,365 74	3,401 44	1,035 70	LT	#97124
WESTERN UNION COMPANY (THE) CMN	8-Feb-05	13-Aug-08	11	206 53	297 59	91 06	LT	#97124
WESTERN UNION COMPANY (THE) CMN	21-Apr-05	13-Aug-08	13	220 93	351 70	130 77	LT	#97124
WESTERN UNION COMPANY (THE) CMN	22-Apr-05	13-Aug-08	25	431 63	676 34	244 71	LT	#97124
WESTERN UNION COMPANY (THE) CMN	28-Jun-05	13-Aug-08	30	546 60	811 60	265 00	LT	#97124
WESTERN UNION COMPANY (THE) CMN	1-Jul-05	13-Aug-08	2	36 88	54 11	17 23	LT	#97124
PEPSICO INC CMN	8-Feb-05	15-Aug-08	46	2,541 50	3,227 92	686 42	LT	#97124
ST JUDE MEDICAL INC CMN	19-Oct-06	15-Aug-08	9	312 49	414 50	102 01	LT	#97124
ST JUDE MEDICAL INC CMN	1-Nov-06	15-Aug-08	10	343 30	460 56	117 26	LT	#97124
CHARLES SCHWAB CORPORATION CMN	8-Feb-05	19-Sep-08	190	1,991 20	4,737.61	2,746 41	LT	#97124
UNITED TECHNOLOGIES CORP CMN	15-May-06	23-Sep-08	19	1,238.71	1,160 42	(78 29)	LT	#97124
UNITED TECHNOLOGIES CORP CMN	29-Jun-06	23-Sep-08	25	1,564 15	1,526.87	(37 28)	LT	#97124
UNITED TECHNOLOGIES CORP CMN	21-Jul-06	23-Sep-08	20	1,200.21	1,221 49	21 28	LT	#97124
MCGRAW-HILL COMPANIES INC CMN	8-Feb-05	1-Oct-08	33	1,555 95	1,032 36	(523 59)	LT	#97124
MCGRAW-HILL COMPANIES INC CMN	19-Apr-05	1-Oct-08	30	1,236 21	938.51	(297 70)	LT	#97124
MCGRAW-HILL COMPANIES INC CMN	28-Jun-05	1-Oct-08	7	309 18	218.98	(90.20)	LT	#97124
MCGRAW-HILL COMPANIES INC CMN	28-Jun-05	9-Oct-08	43	1,899 27	998 81	(900 46)	LT	#97124
MCGRAW-HILL COMPANIES INC CMN	18-Oct-05	9-Oct-08	21	970 93	487 79	(483 14)	LT	#97124
MCGRAW-HILL COMPANIES INC CMN	26-Oct-05	9-Oct-08	25	1,206 16	580 70	(625 46)	LT	#97124
QUALCOMM INC CMN	25-Feb-05	5-Nov-08	35	1,257 90	1,236 70	(21 20)	LT	#97124
QUALCOMM INC CMN	17-May-05	5-Nov-08	12	428 64	424.01	(4 63)	LT	#97124
LOWES COMPANIES INC CMN	8-Feb-05	22-Dec-08	65	1,907.10	1,381.49	(525 61)	LT	#97124
LOWES COMPANIES INC CMN	14-Jun-05	22-Dec-08	28	824.97	595 10	(229 87)	LT	#97124
GOOGLE, INC. CMN CLASS A	7-Feb-06	9-Jan-09	1	369 73	316 79	(52 94)	LT	#97124
GOOGLE, INC. CMN CLASS A	28-Feb-06	9-Jan-09	4	1,488 48	1,267 16	(221 32)	LT	#97124
GOOGLE, INC. CMN CLASS A	12-May-06	9-Jan-09	1	375 35	316 79	(58.56)	LT	#97124
GENENTECH INC. CMN	1-May-07	30-Jan-09	10	806 35	811 50	5 15	LT	#97124
GENENTECH INC CMN	3-Jul-07	30-Jan-09	11	845 65	892 65	47 00	LT	#97124
GENENTECH INC. CMN	8-Jan-08	30-Jan-09	2	136 88	162 30	25 42	LT	#97124
THERMO FISHER SCIENTIFIC INC CMN	27-Feb-07	5-Feb-09	46	2,090 77	1,758 04	(332.73)	LT	#97124
THERMO FISHER SCIENTIFIC INC CMN	12-Mar-07	5-Feb-09	14	642 03	535 06	(106 97)	LT	#97124
HESS CORPORATION CMN	10-Dec-07	19-Feb-09	41	3,196 79	2,215 32	(981.47)	LT	#97124
TEVA PHARMACEUTICAL IND LTD ADS	8-Jan-08	19-Feb-09	44	2,143 18	2,050 22	(92 96)	LT	#97124
THERMO FISHER SCIENTIFIC INC CMN	12-Mar-07	19-Feb-09	28	1,284 06	1,080.70	(203 36)	LT	#97124
THERMO FISHER SCIENTIFIC INC CMN	8-Jun-07	19-Feb-09	10	529 23	385 97	(143 27)	LT	#97124
GENENTECH INC CMN	8-Jan-08	9-Mar-09	28	1,916 37	2,519 50	603.14	LT	#97124
SUNCOR ENERGY INC CMN	13-Oct-05	12-Mar-09	3	74.94	73.25	(1 69)	LT	#97124
SUNCOR ENERGY INC. CMN	7-Nov-05	12-Mar-09	82	2,280 97	2,002 24	(278.74)	LT	#97124
HESS CORPORATION CMN	10-Dec-07	19-Mar-09	40	3,118 82	2,578 68	(540 14)	LT	#97124
TEVA PHARMACEUTICAL IND LTD ADS	8-Jan-08	19-Mar-09	35	1,704 81	1,533 15	(171.66)	LT	#97124
TEVA PHARMACEUTICAL IND LTD ADS	23-Jan-08	19-Mar-09	2	89 10	87 61	(1 49)	LT	#97124
RESEARCH IN MOTION LIMITED CMN	12-Apr-06	1-Apr-09	64	1,649 28	2,913 94	1,264 66	LT	#97124
RESEARCH IN MOTION LIMITED CMN	16-Nov-07	1-Apr-09	1	102 06	45.53	(56 53)	LT	#97124
LOWES COMPANIES INC CMN	14-Jun-05	20-Apr-09	6	176 78	118 95	(57.83)	LT	#97124
TARGET CORPORATION CMN	1-Feb-08	20-Apr-09	8	440.91	308 54	(132 37)	LT	#97124
TARGET CORPORATION CMN	1-Feb-08	20-Apr-09	17	952 16	655 64	(296 52)	LT	#97124
COACH INC CMN	20-Aug-07	24-Apr-09	68	3,108 56	1,527.64	(1,580 92)	LT	#97124

THE SCOTT & SULING MEAD FOUNDATION FYE: 4/30/2009
SCHEDULE D ATTACHMENT
EIN: 13-3921104

Description	Acq Date	Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss	Acct #
COACH INC CMN	27-Aug-07	24-Apr-09	46	1,982 20	1,033 40	(948.80) LT	#97124
COACH INC CMN	17-Oct-07	24-Apr-09	24	1,033 04	539.16	(493 87) LT	#97124
GOOGLE, INC CMN CLASS A	12-May-06	24-Apr-09	4	1,501.38	1,529 73	28.34 LT	#97124
GOOGLE, INC CMN CLASS A	27-Jul-06	24-Apr-09	2	759 27	764 86	5 59 LT	#97124
VIACOM INC CMN CLASS B	8-Feb-05	24-Apr-09	135	6,108.20	2,565 05	(3,543.15) LT	#97124
WESTERN UNION COMPANY (THE) CMN	1-Jul-05	24-Apr-09	42	774.50	725 91	(48 59) LT	#97124
WESTERN UNION COMPANY (THE) CMN	14-Jul-05	24-Apr-09	21	393.13	362.96	(30.17) LT	#97124
				114,899.27	112,746 06	(2,153 22)	
CHESAPEAKE ENERGY CORPORATION (	13-Feb-08	22-May-08	39	1,649 69	2,121.48	471 79 ST	#97124
MERCK & CO.INC. CMN	15-Aug-07	28-May-08	42	2,099.89	1,614 66	(485 23) ST	#97124
MERCK & CO INC CMN	25-Sep-07	28-May-08	50	2,620 00	1,922.22	(697 78) ST	#97124
MERCK & CO INC CMN	28-Sep-07	28-May-08	22	1,133.23	845 78	(287.45) ST	#97124
MERCK & CO.INC CMN	6-Nov-07	28-May-08	19	1,063 74	730.44	(333.30) ST	#97124
MERCK & CO.INC CMN	23-Jan-08	28-May-08	36	1,797 41	1,384 00	(413 41) ST	#97124
ACTIVISION INC (NEW) CMN	28-Mar-08	6-Jun-08	15	410 08	511 49	101.41 ST	#97124
BAXTER INTERNATIONAL INC CMN	9-Jan-08	6-Jun-08	10	625 90	610 99	(14.91) ST	#97124
CHESAPEAKE ENERGY CORPORATION (	13-Feb-08	6-Jun-08	20	845 99	1,169 59	323.60 ST	#97124
COACH INC CMN	20-Aug-07	6-Jun-08	10	457.14	356 09	(101.05) ST	#97124
HESS CORPORATION CMN	10-Dec-07	6-Jun-08	15	1,169 56	1,870.78	701 22 ST	#97124
SCHERING-PLOUGH CORP CMN	26-Feb-08	6-Jun-08	30	669 43	599.39	(70.04) ST	#97124
TARGET CORPORATION CMN	1-Feb-08	6-Jun-08	5	280 05	263 74	(16 31) ST	#97124
TEVA PHARMACEUTICAL IND LTD ADS	8-Jan-08	6-Jun-08	10	487 09	451.09	(36.00) ST	#97124
VISA INC CMN CLASS A	19-Mar-08	6-Jun-08	5	298 40	419 09	120 69 ST	#97124
WEATHERFORD INTERNATIONAL LTD C	24-Aug-07	6-Jun-08	25	723.73	1,150 24	426 51 ST	#97124
FORTUNE BRANDS, INC CMN	11-Dec-07	3-Jul-08	23	1,752 79	1,250 28	(502.51) ST	#97124
FORTUNE BRANDS, INC. CMN	4-Jan-08	3-Jul-08	18	1,286.16	978 48	(307 68) ST	#97124
SCHERING-PLOUGH CORP CMN	26-Feb-08	8-Jul-08	253	5,645 52	5,206 47	(439 05) ST	#97124
SCHERING-PLOUGH CORP CMN	29-Feb-08	8-Jul-08	14	304 06	288 11	(15 95) ST	#97124
WEATHERFORD INTERNATIONAL LTD. C	24-Aug-07	8-Jul-08	12	347.39	489 56	142 17 ST	#97124
WEATHERFORD INTERNATIONAL LTD C	24-Aug-07	10-Jul-08	34	984 26	1,368 73	384 47 ST	#97124
ACTIVISION BLIZZARD INC CMN	28-Mar-08	17-Jul-08	40	1,093 54	1,504.39	410 85 ST	#97124
BAXTER INTERNATIONAL INC CMN	9-Jan-08	17-Jul-08	10	625.90	687 69	61 79 ST	#97124
COACH INC CMN	20-Aug-07	17-Jul-08	20	914 28	564 39	(349 89) ST	#97124
SCHERING-PLOUGH CORP CMN	29-Feb-08	17-Jul-08	10	217 18	220 79	3 61 ST	#97124
TARGET CORPORATION CMN	1-Feb-08	17-Jul-08	15	840.15	710.84	(129.31) ST	#97124
TEVA PHARMACEUTICAL IND LTD ADS	8-Jan-08	17-Jul-08	5	243 54	205 64	(37.90) ST	#97124
VISA INC CMN CLASS A	19-Mar-08	17-Jul-08	5	298.40	368 64	70 24 ST	#97124
WEATHERFORD INTERNATIONAL LTD C	24-Aug-07	17-Jul-08	10	289 49	389 89	100 40 ST	#97124
BAXTER INTERNATIONAL INC CMN	9-Jan-08	12-Aug-08	31	1,940 28	2,178.89	238.61 ST	#97124
ST JUDE MEDICAL INC CMN	27-Sep-07	15-Aug-08	34	1,512.85	1,565 90	53.05 ST	#97124
ST JUDE MEDICAL INC CMN	18-Oct-07	15-Aug-08	40	1,725 17	1,842 24	117.07 ST	#97124
ST JUDE MEDICAL INC CMN	23-Oct-07	15-Aug-08	28	1,092.17	1,289 57	197 40 ST	#97124
ST JUDE MEDICAL INC CMN	27-May-08	15-Aug-08	39	1,598 95	1,796.18	197 23 ST	#97124
CME GROUP INC. CMN CLASS A	28-Jan-08	2-Oct-08	5	3,216.55	1,945.00	(1,271 55) ST	#97124
MCGRAW-HILL COMPANIES INC CMN	12-May-08	9-Oct-08	43	1,774 94	998 80	(776.14) ST	#97124
CHESAPEAKE ENERGY CORPORATION (	13-Feb-08	13-Oct-08	38	1,607.39	760 31	(847 08) ST	#97124
CHESAPEAKE ENERGY CORPORATION (	14-Feb-08	13-Oct-08	49	2,100 09	980 40	(1,119 69) ST	#97124
CHESAPEAKE ENERGY CORPORATION (	19-Feb-08	13-Oct-08	45	1,973 76	900.37	(1,073 39) ST	#97124
CHESAPEAKE ENERGY CORPORATION (	21-Feb-08	13-Oct-08	18	809.85	360.15	(449 70) ST	#97124
SCHERING-PLOUGH CORP CMN	29-Feb-08	21-Oct-08	76	1,650 61	1,107 21	(543 40) ST	#97124
SCHERING-PLOUGH CORP CMN	3-Mar-08	21-Oct-08	50	1,069 46	728 42	(341 04) ST	#97124
SCHERING-PLOUGH CORP CMN	24-Mar-08	21-Oct-08	30	609 71	437 06	(172 65) ST	#97124
SCHERING-PLOUGH CORP CMN	31-Mar-08	21-Oct-08	104	1,504 17	1,515.12	10 95 ST	#97124
SCHERING-PLOUGH CORP CMN	28-May-08	21-Oct-08	115	2,291.65	1,675 38	(616 27) ST	#97124
CHESAPEAKE ENERGY CORPORATION (	21-Feb-08	27-Oct-08	22	989 81	428.23	(561 58) ST	#97124
CHESAPEAKE ENERGY CORPORATION (	29-Feb-08	27-Oct-08	25	1,141 78	486 62	(655 16) ST	#97124
CHESAPEAKE ENERGY CORPORATION (	29-Feb-08	28-Oct-08	20	913 42	379.99	(533 43) ST	#97124
TEVA PHARMACEUTICAL IND LTD ADS	8-Jan-08	22-Dec-08	86	4,188.95	3,697 17	(491 78) ST	#97124
DELL INC CMN	4-Sep-08	16-Jan-09	390	7,879 14	3,891 47	(3,987.67) ST	#97124
GENENTECH INC CMN	27-May-08	9-Mar-09	30	2,047 75	2,699 47	651 72 ST	#97124
MARRIOTT INTERNATIONAL INC CL-A (NI	16-Jan-09	24-Apr-09	63	1,114 57	1,364 87	250 30 ST	#97124
Subtotals Acct #97124				**$75,927.01**	**$63,283.79**	**($12,643.22) ST**	
				$114,899.27	**$112,746.06**	**($2,153.22) LT**	
				$190,826.28	**$176,029.85**	**($14,796.44)**	

THE SCOTT & SULING MEAD FOUNDATION FYE: 4/30/2009
SCHEDULE D ATTACHMENT
EIN: 13-3921104

Description	Acq Date	Date	Shares Sold	Cost of Stock	Sale Price	Gain/Loss		Acct #
Total All Accounts				$600,708.21	$486,610.27	($114,097.94)	ST	
				$1,061,235.92	$924,829.15	($136,406.78)	LT	
				$1,661,944.13	$1,411,439.42	($250,504.72)		

Form **8275** (Rev August 2008) Department of the Treasury Internal Revenue Service

Disclosure Statement

Do not use this form to disclose items or positions that are contrary to Treasury regulations. Instead, use Form 8275-R, Regulation Disclosure Statement.
See separate instructions.
▶ Attach to your tax return.

OMB No 1545-0889

Attachment Sequence No **92**

Name(s) shown on return: THE SCOTT & SULING MEAD FOUNDATION

Identifying number shown on return: 13-3921104

Part I **General Information** (see instructions)

	(a) Rev. Rul., Rev. Proc., etc.	(b) Item or Group of Items	(c) Detailed Description of Items	(d) Form or Schedule	(e) Line No.	(f) Amount
1	N/A	SELF-DEALING	SEE ATTACHED SCHEDULE	990PF PT1	25	4,941.
2						
3						
4						
5						
6						

Part II **Detailed Explanation** (see instructions)

1 SEE PART IV

2

3

4

5

6

Part III **Information About Pass-Through Entity.** To be completed by partners, shareholders, beneficiaries, or residual interest holders.

Complete this part only if you are making adequate disclosure for a pass-through item.

Note: *A pass-through entity is a partnership, S corporation, estate, trust, regulated investment company (RIC), real estate investment trust (REIT), or real estate mortgage investment conduit (REMIC)*

1 Name, address, and ZIP code of pass-through entity

2 Identifying number of pass-through entity

3 Tax year of pass-through entity
to

4 Internal Revenue Service Center where the pass-through entity filed its return

Part IV **Explanations** *(continued from Parts I and/or II)*

DURING FYE: 4/30/2009, CASH DONATIONS IN THE AMOUNT OF 417,980 WERE MADE TO CHARITABLE ORGANIZATIONS BY THE SCOTT & SULING MEAD FOUNDATION AS A RESULT OF MAKING THESE DONATIONS, DISQUALIFIED INDIVIDUALS ATTENDED EVENTS WHERE THEY, AT TIMES RECEIVED GOODS AND SERVICES OR OTHER BENEFITS. OF THE TOTAL DONATION AMOUNT, THE GOOD FAITH ESTIMATES OF THE FAIR MARKET VALUE EQUALED $4,941. EXCISE TAX ON SELF DEALING HAS BEEN PAID ON THE REPORTED GOOD FAITH ESTIMATES OF THE FAIR MARKET VALUE OF THESE RECEIVED BENEFITS, AND THE DISQUALIFIED PERSON IS IN THE PROCESS OF REIMBURSING THE FOUNDATION IN THE AMOUNT OF $5,079, WHICH INCLUDES $138 OF INTEREST. THE FORM 990PF TO WHICH THIS DISCOLOSURE IS ATTACHED REFLECTS THE POSITION THAT THE BALANCE OF THE CASH DONATIONS IN THE AMOUNT OF $413,039, DOES NOT CONSTITUTE SELF-DEALING BY THE DISQUALIFIED PERSON WHO ATTENDED TEH EVENTS OR RECEIVED GOODS AND SERVICES ON BEHALF OF THE SCOTT & SULING MEAD FOUNDATION.

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 . . . . ▶ ☒
- 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 File by the due date for filing your return. See instructions.	Name of Exempt Organization THE SCOTT & SULING MEAD FOUNDATION	**Employer identification number** 13-3921104
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O GOLDMAN SACHS FAMILY OFFICE, BOWLING GREEN STATION, P.O. BOX 73	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10274-0073	

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
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

- The books are in the care of ▶ THE AYCO COMPANY - NTG

Telephone No. ▶ 518 640-5000 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 12/15, 20 09, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
▶ ☐ calendar year 20____ or
▶ ☐ tax year beginning 5/01, 20 08, and ending 4/30, 20 09.

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

3a	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**	$ 3,000.00
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**	$ 17,000.00
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**	$ 0.00

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.

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

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

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

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

Type or print	Name of Exempt Organization THE SCOTT & SULING MEAD FOUNDATION	**Employer identification number** 13-3921104
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O GOLDMAN SACHS FAMILY OFFICE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. NEW YORK, NY 10274-0073	

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

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

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

● The books are in the care of ▶ AYCO COMPANY - NTG

Telephone No. ▶ 518 640-5000 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 is for.

4 I request an additional 3-month extension of time until 03/15/2010.

5 For calendar year ______ , or other tax year beginning 05/01/2008 , and ending 04/30/2009.

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

7 State in detail why you need the extension

THIRD PARTY INFORMATION NECESSARY TO COMPLETE RETURN IS OUTSTANDING.

8a	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.	8a	$ 3,000.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 17,000.
c	**Balance Due.** Subtract line 8b from line 8a. 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.	8c	$

Signature and Verification

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

Signature ▶ Christopher A. Kyle, CPA Title ▶ Accountant Date ▶ 12/14/09

THE AYCO COMPANY, LP
PO BOX 15014
ALBANY, NY 12212-5014

JSA
8F8055 3 000

HKSAOD 3814 12/14/2009 08:54:25 V08-8.1 20040426F1