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**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.

2008

For calendar year 2008, or tax year beginning 5/01, 2008, and ending 4/30, 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.PHILIP E. AND HARRIET J. KLEIN
FOUNDATION, INC.
11299 OWINGS MILLS BOULEVARD #200
OWINGS MILLS, MD 21117

A Employer identification number

52-2046127

B Telephone number (see the instructions)

410-902-5994

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, column (c), line 16)

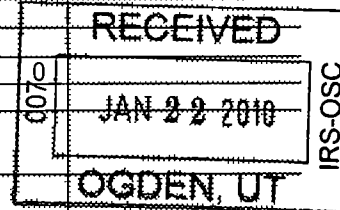
\$ 4,976,682.

J Accounting method. ☒ Cash ☐ Accrual
☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)	1,500,000.			
2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	25,404.	25,404.	25,404.	
4 Dividends and interest from securities	104,279.	104,279.	104,279.	
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-327,861.			
b Gross sales price for all assets on line 6a	2,049,098.			
7 Capital gain net income (from Part IV, line 2)		0.		
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/(loss) (att sch)				
11 Other income (attach schedule)				
SEE STATEMENT 1	11,430.	11,430.	11,430.	
12 Total. Add lines 1 through 11	1,313,252.	141,113.	141,113.	
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	15,000.	15,000.	15,000.	15,000.
c Other prof fees (attach sch)				
17 Interest				
18 Taxes (attach schedule) SEE STMT 3	6,004.	6,004.	6,004.	6,004.
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 4	14,831.	14,831.	14,831.	14,831.
24 Total operating and administrative expenses. Add lines 13 through 23	35,835.	35,835.	35,835.	35,835.
25 Contributions, gifts, grants paid PART XV	322,100.			322,100.
26 Total expenses and disbursements. Add lines 24 and 25	357,935.	35,835.	35,835.	357,935.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	955,317.			
b Net investment income (if negative, enter -0)		105,278.		
c Adjusted net income (if negative, enter -0)			105,278.	



Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1	Cash — non-interest-bearing			
	2	Savings and temporary cash investments	35,716.	62,486.	62,486.
	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 the instructions) STM 5	1,577.	1,577.	1,577.
	7	Other notes and loans receivable (attach sch.)	35,558.		
		Less: allowance for doubtful accounts	42,302.	35,558.	35,558.
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments — U.S. and state government obligations (attach schedule)			
	b	Investments — corporate stock (attach schedule) STATEMENT 7	4,425,754.	5,465,277.	4,787,061.
	c	Investments — corporate bonds (attach schedule) STATEMENT 8	125,000.	90,000.	90,000.
L I A B I L I T I E S	11	Investments — land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)			
	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 instructions. Also, see page 1, item I)	4,630,349.	5,654,898.	4,976,682.
	17	Accounts payable and accrued expenses			
	18	Grants payable			
N E T A S S E T S O R F U N D B A L A N C E S	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe SEE STATEMENT 9)		69,332.	
	23	Total liabilities (add lines 17 through 22)	0.	69,332.	
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
F U N D B A L A N C E S	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	4,630,349.	5,585,566.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see the instructions)	4,630,349.	5,585,566.	
F U N D B A L A N C E S	31	Total liabilities and net assets/fund balances (see the instructions)	4,630,349.	5,654,898.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	4,630,349.
2	Enter amount from Part I, line 27a	2	955,317.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	5,585,666.
5	Decreases not included in line 2 (itemize) SEE STATEMENT 10	5	100.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	5,585,566.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTACHED EXHIBIT A		P	VARIOUS	VARIOUS
b SEE ATTACHED EXHIBIT B		P	VARIOUS	VARIOUS
c K-1: GARGOYLE HEDGED VALUE FUND		P	VARIOUS	VARIOUS
d K-1: GARGOYLE HEDGED VALUE FUND		P	VARIOUS	VARIOUS
e K-1: DEUTSCHE BANK PRIVATE EQUITY		P	VARIOUS	VARIOUS

(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 595,030.		745,830.	-150,800.
b 1,454,068.		1,419,133.	34,935.
c		208,471.	-208,471.
d		3,298.	-3,298.
e		227.	-227.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-150,800.
b			34,935.
c			-208,471.
d			-3,298.
e			-227.

2 Capital gain net income or (net capital loss).	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-327,861.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px; display: inline-block;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-327,861.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2007	349,845.	5,198,380.	0.067299
2006	261,101.	4,243,913.	0.061524
2005	256,205.	3,890,785.	0.065849
2004	214,625.	3,488,370.	0.061526
2003	197,062.	2,956,428.	0.066655

2 Total of line 1, column (d)	2	0.322853
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	0.064571
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	4,535,436.
5 Multiply line 4 by line 3	5	292,858.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,053.
7 Add lines 5 and 6	7	293,911.
8 Enter qualifying distributions from Part XII, line 4	8	357,935.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	1,053.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,053.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	1,053.
6 Credits/Payments.			
a 2008 estimated tax pmts and 2007 overpayment credited to 2008	6a	5,802.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	1,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	7,302.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,249.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax 2,000. Refunded	11	4,249.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) MD		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation 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? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>PHILIP E. KLEIN</u> Telephone no <u>410-902-5994</u> Located at <u>11299 OWINGS MILLS BLVD. OWINGS MILLS, MD</u> ZIP + 4 <u>21117</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	<u>N/A</u>		

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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 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. <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b 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?

N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PHILIP E. KLEIN 11299 OWINGS MILLS BLVD #200 OWINGS MILLS, MD 21117	TRUSTEE/PRES 0	0.	0.	0.
JEFFREY F. KLEIN 150 BLADES LANE SUITE E GLEN BURNIE, MD 21060	TRUSTEE/VP, S 0	0.	0.	0.
MICHAEL F. KLEIN 2307 HIDDEN GLEN DRIVE OWINGS MILLS, MD 21117	TRUSTEE/VP, T 0	0.	0.	0.
DANIEL J. KLEIN 11299 OWINGS MILLS BLVD #200 OWINGS MILLS, MD 21117	TRUSTEE/AST 0	0.	0.	0.

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

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

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

0

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	4,199,176.
b Average of monthly cash balances	1b	405,328.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	4,604,504.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	4,604,504.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	69,068.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,535,436.
6 Minimum investment return. Enter 5% of line 5	6	226,772.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6	1	226,772.
2a Tax on investment income for 2008 from Part VI, line 5	2a	1,053.
b Income tax for 2008 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,053.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	225,719.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	225,719.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	225,719.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	357,935.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	357,935.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,053.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	356,882.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				225,719.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003	53,775.			
b From 2004	43,329.			
c From 2005	68,304.			
d From 2006	56,671.			
e From 2007	96,210.			
f Total of lines 3a through e	318,289.			
4 Qualifying distributions for 2008 from Part XII, line 4. ► \$ 357,935.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2008 distributable amount				225,719.
e Remaining amount distributed out of corpus	132,216.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	450,505.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a Taxable amount — see instructions			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see instructions)	53,775.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	396,730.			
10 Analysis of line 9				
a Excess from 2004	43,329.			
b Excess from 2005	68,304.			
c Excess from 2006	56,671.			
d Excess from 2007	96,210.			
e Excess from 2008	132,216.			

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i> SEE STATEMENT 11				
Total				3a 322,100.
<i>b Approved for future payment</i>				
Total				3b

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	25,404.	
4 Dividends and interest from securities			14	104,279.	
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	-327,861.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a PASS-THRU K-1 ENTITIES			16	11,430.	
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				-186,748.	
13 Total. Add line 12, columns (b), (d), and (e)					-186,748.

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

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

[illegible]

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		X
(2) Other assets		X
b Other transactions.		
(1) Sales of assets to a noncharitable exempt organization		X
(2) Purchases of assets from a noncharitable exempt organization		X
(3) Rental of facilities, equipment, or other assets		X
(4) Reimbursement arrangements		X
(5) Loans or loan guarantees		X
(6) Performance of services or membership or fundraising solicitations		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

b If 'Yes,' complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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.

SIGN HERE

Signature of officer or trustee

**Paid
Pre-
parer's
Use
Only**Preparer's
signature☐ Check if self employed

P00291000

Firm's name (or yours if self employed), address, and ZIP code

FELDMAN, BLUM & ASSOCIATES, LLC
3723 OLD COURT ROAD, SUITE 200
BALTIMORE, MD 21208

EIN ▶ 26-1155244

Phone no ▶ (410) 484-9900

BAA

Form 990-PF (2008)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ and 990-PF**
► **See separate instructions.**

OMB No 1545 0047

2008

Name of the organization **PHILIP E. AND HARRIET J. KLEIN
FOUNDATION, INC.**

Employer identification number

52-2046127

Organization type (check one).

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (**Note:** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule —

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II.)

Special Rules —

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the Parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ _____

Caution: Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** answer 'No' on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

PHILIP E. AND HARRIET J. KLEIN

52-2046127

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PHILIP E. KLEIN 11299 OWINGS MILLS BLVD #200 OWINGS MILLS, MARYLAND 21117	\$ 1,500,000.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

PHILIP E. AND HARRIET J. KLEIN

52-2046127

Part II Noncash Property (see instructions.)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

PHILIP E. AND HARRIET J. KLEIN

52-2046127

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry.)For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once – see instructions.)

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2008

FEDERAL STATEMENTS

PHILIP E. AND HARRIET J. KLEIN
FOUNDATION, INC.

PAGE 1

52-2046127

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
PASS-THRU K-1 ENTITIES			
TOTAL	\$ 11,430.	\$ 11,430.	\$ 11,430.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FELDMAN, BLUM & ASSOCIATES, LLC	\$ 15,000.	\$ 15,000.	\$ 15,000.	\$ 15,000.
TOTAL	\$ 15,000.	\$ 15,000.	\$ 15,000.	\$ 15,000.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD-VARIOUS	\$ 4.	\$ 4.	\$ 4.	\$ 4.
FORM 990-PF FYE 4/30/08	3,000.	3,000.	3,000.	3,000.
FORM 990-PF FYE 4/30/09	3,000.	3,000.	3,000.	3,000.
TOTAL	\$ 6,004.	\$ 6,004.	\$ 6,004.	\$ 6,004.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CITIGROUP QRTLY MGMT FEES	\$ 2,282.	\$ 2,282.	\$ 2,282.	\$ 2,282.
DEUTSCHE BANK SERVICE FEE	12,507.	12,507.	12,507.	12,507.
UBS ACCOUNT SERVICE FEE	42.	42.	42.	42.
TOTAL	\$ 14,831.	\$ 14,831.	\$ 14,831.	\$ 14,831.

2008

FEDERAL STATEMENTS

PHILIP E. AND HARRIET J. KLEIN
FOUNDATION, INC.

PAGE 2

52-2046127

STATEMENT 5

FORM 990-PF, PART II, LINE 6

RECEIVABLES DUE FROM OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

RECEIVABLES REPORTED SEPARATELY	BOOK VALUE	FAIR MARKET VALUE
BORROWER'S NAME: PHILIP E. KLEIN		
BORROWER'S TITLE: PRESIDENT		
BALANCE DUE:	\$ 1,577.	\$ 1,577.
TOTAL	\$ 1,577.	\$ 1,577.

STATEMENT 6

FORM 990-PF, PART II, LINE 7

OTHER NOTES AND LOANS RECEIVABLE

NOTES AND LOANS REPORTED SEPARATELY	BOOK VALUE	FAIR MARKET VALUE	DOUBTFUL ACCOUNTS ALLOWANCE
BORROWER'S NAME: GERN BLANDSTEN			
BORROWER'S TITLE:			
DATE OF NOTE: 12/01/2006			
MATURITY DATE: 5/01/2012			
REPAYMENT TERMS: 5 YEARS			
INTEREST RATE: 8.25%			
SECURITY PROVIDED:			
PURPOSE OF LOAN:			
BORROWER RELATIONSHIP:			
CONSIDERATION:			
CONSIDERATION FMV:			
ORIGINAL AMOUNT: \$ 50,000.	\$ 35,558.	\$ 35,558.	
BALANCE DUE:			\$ 0.
DOUBTFUL ACCT. ALLOW.:			
TOTAL	\$ 35,558.	\$ 35,558.	

ALLOWANCE FOR DOUBTFUL ACCOUNTS \$ 0.
NET OTHER NOTES/LOANS REC. - BOOK VALUE \$ 35,558.

STATEMENT 7

FORM 990-PF, PART II, LINE 10B

INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED EXHIBIT C	COST	\$ 5,465,277.	\$ 4,787,061.
	TOTAL	\$ 5,465,277.	\$ 4,787,061.

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STATE OF ISRAEL 7.50% DUE 05/31/08	COST	\$ 0.	\$ 0.
STATE OF ISRAEL 6.10% DUE 04/30/09	COST	30,000.	30,000.
STATE OF ISRAEL 5.7125% DUE 11/01/09	COST	5,000.	5,000.
STATE OF ISRAEL 5.60% DUE 09/01/13	COST	30,000.	30,000.
STATE OF ISRAEL 6.55% DUE 11/01/11	COST	25,000.	25,000.
	TOTAL	\$ 90,000.	\$ 90,000.

STATEMENT 9
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

CASH OVERDRAFT	\$ 69,332.
TOTAL	\$ 69,332.

STATEMENT 10
FORM 990-PF, PART III, LINE 5
OTHER DECREASES

NON-DEDUCTIBLE EXPENSES	\$ 100.
TOTAL	\$ 100.

STATEMENT 11
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
AMERICAN TECHNION SOCIETY	N/A	EDUC.	GENERAL SUPPORT	\$ 35,000.
TEMPLE BETH SHALOM SANCTUARY	N/A	RELIG.	GENERAL SUPPORT	10,000.
BOYSTOWN JERUSALEM	N/A	PUBLIC	GENERAL SUPPORT	10,000.
THE ASSOCIATED	N/A	PUBLIC	GENERAL SUPPORT	180,000.
PARK SCHOOL	N/A	EDUC.	GENERAL SUPPORT	10,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
TORAH INSTITUTE	N/A	RELIG.	GENERAL SUPPORT	\$ 3,600.
'				
BAR ILLAN	N/A	PUBLIC	GENERAL SUPPORT	20,000.
'				
SHORESH	N/A	RELIG.	GENERAL SUPPORT	10,000.
'				
JEWISH RECOVERY HOUSE	N/A	PUBLIC	GENERAL SUPPORT	30,000.
'				
AIPAC	N/A	PUBLIC	GENERAL SUPPORT	3,600.
'				
MICA	N/A	EDUC.	GENERAL SUPPORT	1,500.
'				
REGINALD F. LEWIS MUSEUM	N/A	PUBLIC	GENERAL SUPPORT	2,000.
'				
NER ISRAEL	N/A	EDUC.	GENERAL SUPPORT	1,000.
'				
MISCELLANEOUS RECOGNIZED CHARITIES	N/A	RELIG.	GENERAL SUPPORT	600.
'				
MISCELLANEOUS RECOGNIZED CHARITIES	N/A	PUBLIC	GENERAL SUPPORT	800.
'				
MELITZ AMERICA	N/A	EDUC.	GENERAL SUPPORT	2,000.
'				
BALTIMORE MUSEUM OF ART	N/A	PUBLIC	GENERAL SUPPORT	1,000.
'				
DCI ISRAEL BOND	N/A	PUBLIC	GENERAL SUPPORT	1,000.
'				
TOTAL				\$ 322,100.

CITIGROUP SMITHBARNEY #23J-02613-15
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 04/30/2009

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PAR VALUE SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST BASIS</u>	<u>GAIN(LOSS)</u>
WAL-MART STORES, INC	8/16/2007	5/8/2008	70	4,011 52	3,042 02	969 50
WAL-MART STORES, INC	8/16/2007	5/29/2008	50	2,877 68	2,172 87	704 81
CITIGROUP, INC	11/16/2007	7/23/2008	240	5,055 83	8,222 16	(3,166 33)
MERRILL LYNCH & CO , INC	10/25/2007	7/23/2008	175	5,993 17	10,767 84	(4,774 67)
WAL-MART STORES, INC	8/16/2007	7/23/2008	140	8,054 26	6,084 03	1,970 23
OVERALL TOTALS				<u>25,892 46</u>	<u>30,288 92</u>	<u>(4,296 46)</u>

CITIGROUP SMITHBARNEY #23J-02614-14
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 04/30/2009

<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>PAR VALUE</u> <u>SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST</u> <u>BASIS</u>	<u>GAIN(LOSS)</u>
KRAFT FOODS INC	9/14/2007	6/20/2008	40	<u>1,161 99</u>	<u>1,356 00</u>	<u>(194 01)</u>
OVERALL TOTALS				<u>1,161 99</u>	<u>1,356 00</u>	<u>(194 01)</u>

CITIGROUP SMITHBARNEY #23J-06245-12
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 04/30/2009

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PAR VALUE SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST BASIS</u>	<u>GAIN(LOSS)</u>
INGERSOLL RAND CO LTD	6/6/2008	6/6/2008	0 15	6 38	6 48	(0 10)
TRANE INC	10/23/2007	6/6/2008	50	1,278 21	1,731 88	(453 67)
TRANE INC	10/23/2007	6/6/2008	MERGER	1,043 88		1,043 88
INGERSOLL RAND CO LTD	6/6/2008	7/14/2008	24	842 08	1,037 40	(195 32)
OVERALL TOTALS				<u>3,170 55</u>	<u>2,775 76</u>	<u>394 79</u>

UBS FINANCIAL SERVICES, INC - H7 19811 99
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 04/30/2009

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PAR VALUE SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST BASIS</u>	<u>GAIN(LOSS)</u>
UBS PACE ALTERNATIVE STRAT	VARIOUS	6/16/2008	907 597	9,802 05	10,222 41	(420 36)
UBS PACE GLOBAL FIXED INCOME	VARIOUS	6/16/2008	1,167 63	13,451 06	13,530 74	(79 68)
UBS PACE GOVT SEC FIXED INCOME	VARIOUS	6/16/2008	715 509	9,165 67	9,229 35	(63 68)
UBS PACE LARGE COMPANY GROWTH	VARIOUS	6/16/2008	1,126 99	20,477 43	19,687 87	789 56
UBS PACE INTL EMERGING MKTS	VARIOUS	6/16/2008	259 432	5,512 94	5,558 49	(45 55)
UBS PACE LARGE COMPANY VALUE	VARIOUS	6/16/2008	1,475 49	26,647 39	27,924 53	(1,277 14)
UBS PACE INTERNATIONAL EQUITY	VARIOUS	6/16/2008	1,289 61	22,168 41	23,017 71	(849 30)
UBS PACE SMALL/MEDIUM CO GROW	VARIOUS	6/16/2008	1,063 15	15,245 61	14,670 20	575 41
UBS PACE SMALL/MEDIUM CO VALUE	VARIOUS	6/16/2008	920 30	14,108 18	14,707 41	(599 23)
UBS PACE STRATEGIC FIXED INCOME	VARIOUS	6/16/2008	659 77	9,051 98	8,961 33	90 65
UBS PACE HIGH YIELD INVESTMENTS	VARIOUS	6/16/2008	689 56	6,530 11	6,760 50	(230 39)
OVERALL TOTALS				<u>152,160 83</u>	<u>154,270 54</u>	<u>(2,109 71)</u>

DEUTSCHE 5XF-008505
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 4/30/2009

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PAR VALUE SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST BASIS</u>	<u>GAIN/LOSS</u>
VAN KAMPEN DYNAMICS CO	VARIOUS	9/23/2008	90	<u>1,029 45</u>	<u>1,417 08</u>	<u>(387 63)</u>
OVERALL TOTALS				<u>1,029 45</u>	<u>1,417 08</u>	<u>(387 63)</u>

DEUTSCHE 5XZ - 946876
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 4/30/2009

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN/LOSS
GARMIN LTD	3/11/2008	9/2/2008	10	342 50	542 16	(199 66)
AFLAC INC	7/25/2008	9/2/2008	10	568 50	546 92	21 58
AGILENT TECHNOLOGIES INC	2/12/2008	9/2/2008	45	1,544 39	1,437 44	106 95
AMBAC FINANCIAL GROUP	VARIOUS	9/2/2008	175	1,212 76	2,133 99	(921 23)
BLOUNT INTL INC	VARIOUS	9/2/2008	150	1,870 62	1,746 86	123 76
CISCO SYSTEMS INC	VARIOUS	9/2/2008	85	2,005 98	2,096 10	(90 12)
COMCAST CORP	VARIOUS	9/2/2008	341	7,130 95	7,265 49	(134 54)
DELL INC	VARIOUS	VARIOUS	195	3,862 57	5,249 40	(1,386 83)
DEVON ENERGY CORP	6/27/2008	9/2/2008	23	2,219 25	2,600 70	(381 45)
DISNEY WALT COMPANY	2/27/2008	9/2/2008	45	1,455 29	1,489 47	(34 18)
DISCOVER FINANCIAL SER	9/28/2007	9/2/2008	39	649 38	807 28	(157 90)
IRON MTN INC	3/18/2008	9/2/2008	15	430 21	374 47	55 74
JOHNSON & JOHNSON	VARIOUS	9/2/2008	55	3,941 92	3,504 15	437 77
JOHNSON CONTROLS INC	1/11/2008	9/2/2008	35	1,094 79	1,163 22	(68 43)
LIBERTY MEDIA CORP	6/25/2008	9/2/2008	180	3,386 38	3,430 40	(44 02)
MERRILL LYNCH & CO INC	VARIOUS	9/2/2008	85	2,300 93	3,946 80	(1,645 87)
MICROSOFT CORP	VARIOUS	9/2/2008	85	2,307 06	2,467 71	(160 65)
NEWS CORP CLASS A NEW	VARIOUS	9/2/2008	205	2,890 79	4,090 79	(1,200 00)
OCCIDENTAL PETROLEUM	7/7/2008	9/2/2008	29	2,171 79	2,443 46	(271 67)
REDWOOD TRUST INC	2/28/2008	9/2/2008	150	2,842 48	5,240 27	(2,397 79)
SCHERLING PLOUGH CORP	VARIOUS	9/2/2008	295	5,537 61	5,535 08	2 53
TEXAS INSTRUMENTS INC	VARIOUS	9/2/2008	55	1,327 19	1,745 77	(418 58)
UNITEDHEALTH GROUP INC	2/12/2008	9/2/2008	40	1,162 51	1,919 89	(757 38)
YAHOO INC	6/13/2008	9/2/2008	99	1,875 04	2,225 79	(350 75)
TYCO INTERNATIONAL LTD	9/5/2008	9/8/2008	25	1,049 51	1,073 23	(23 72)
BAXTER INTERNATIONAL	9/5/2008	9/9/2008	5	342 79	349 20	(6 41)
EXPRESS SCRIPTS INC	9/5/2008	9/10/2008	8	583 24	584 00	(0 76)
ESTEE LAUDER COMPANIES	9/5/2008	9/10/2008	9	472 59	447 66	24 93
PRICELINE COM INC	9/5/2008	9/10/2008	13	1,054 13	1,261 91	(207 78)
SBA COMMUNICATIONS CO	9/5/2008	9/10/2008	19	621 68	655 50	(33 82)
DYNEGY INC	9/5/2008	9/12/2008	298	1,415 76	1,698 33	(282 57)
GENERAL MILLS INC	9/5/2008	VARIOUS	14	975 08	944 02	31 06
SBA COMMUNICATIONS CO	9/5/2008	9/15/2008	27	821 60	931 50	(109 90)
SCHLUMBERGER LTD	9/5/2008	9/15/2008	1	86 98	90 95	(3 97)
THERMO FISHER SCIENTIFIC	9/5/2008	9/15/2008	3	173 90	180 72	(6 82)
URBAN OUTFITTERS INC	9/5/2008	9/15/2008	12	433 50	444 72	(11 22)
CUMMINS ENGINE INC	9/5/2008	9/16/2008	22	1,193 86	1,393 26	(199 40)
SPX CORPORATION	9/5/2008	VARIOUS	9	865 07	1,042 20	(177 13)
COCA COLA CO	9/5/2008	9/17/2008	96	5,204 63	5,002 56	202 07
GENENTECH INC	9/5/2008	9/18/2008	20	1,826 80	1,961 00	(134 20)
NORTHERN TRUST CORP	9/5/2008	9/18/2008	44	3,041 66	3,488 32	(446 66)
WESTERN UNION COMPANY	9/5/2008	9/18/2008	96	2,410 54	2,696 64	(286 10)
FLUOR CORP	9/5/2008	9/19/2008	10	643 09	735 40	(92 31)
BUNGE LIMITED	9/5/2008	9/22/2008	19	1,398 39	1,633 43	(235 04)
MARVELL TECHNOLOGY	9/5/2008	9/22/2008	76	867 41	1,098 89	(231 48)
COMPANHIA ENERGETICA	9/5/2008	9/23/2008	68	1,279 75	1,432 76	(153 01)
HALLIBURTON CO	9/5/2008	9/24/2008	96	3,376 30	4,087 68	(711 38)
AIR PRODUCTS & CHEMICALS	9/5/2008	9/25/2008	17	1,215 32	1,549 38	(334 06)
CENTREL EUROPEAN DISTR	VARIOUS	10/2/2008	18	829 22	969 07	(139 85)
FOMENTO ECONOMICO	9/2/2008	10/3/2008	21	771 74	967 26	(195 52)
TYCO INTERNATIONAL LTD	9/2/2008	10/8/2008	79	2,627 22	3,391 40	(764 18)
VISA INC	9/2/2008	10/9/2008	36	1,880 99	2,685 60	(804 61)
MGM MIRAGE COM	9/16/2008	10/10/2008	43	756 27	1,259 53	(503 26)
MOBILE TELESYSTEMS	9/2/2008	10/10/2008	25	1,000 46	1,743 50	(743 04)
CAMPBELL SOUP CO	9/2/2008	10/14/2008	5	192 29	187 50	4 79
DEERE & CO	VARIOUS	VARIOUS	33	1,300 38	2,276 01	(975 63)
SPX CORPORATION	9/2/2008	10/16/2008	14	722 27	1,621 20	(898 93)
FISERV INC	9/2/2008	VARIOUS	58	2,079 68	2,988 74	(909 06)
CELGENE CORP	VARIOUS	10/20/2008	20	1,087 67	1,359 60	(271 93)
PEOPLE UTD FINL INC	9/2/2008	10/20/2008	167	2,658 98	2,932 37	(273 39)
FPL GROUP INC	9/2/2008	10/21/2008	33	1,213 87	1,953 93	(740 06)
AMAZON COM INC	VARIOUS	10/22/2008	22	1,137 06	1,789 42	(652 36)
APPLE INC COM	9/2/2008	10/22/2008	9	885 73	1,489 14	(603 41)
HARLEY-DAVIDSON INC	9/11/2008	10/22/2008	8	203 84	322 87	(119 03)
NII HLDGS INC	9/2/2008	VARIOUS	64	1,147 95	3,346 56	(2,198 61)
PETROLEO BRASILEIRO	9/2/2008	10/27/2008	75	1,866 73	3,660 00	(1,793 27)
SALESFORCE.COM INC	VARIOUS	10/29/2008	25	635 99	1,376 26	(740 27)
ESTEE LAUDER COMPANIES	9/2/2008	10/31/2008	25	819 25	1,243 50	(424 25)

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McCORMICK & CO INC	9/2/2008	10/31/2008	7	216 86	285 11	(68 25)
INTERNATIONAL PAPER CO	9/26/2008	11/3/2008	40	690 80	1,123 78	(432 98)
PUBLIC STORAGE	9/2/2008	11/3/2008	9	701 19	810 45	(109 26)
ADOBE SYSTEMS INC	9/2/2008	11/7/2008	21	597 88	899 01	(301 13)
SUNPOWER CORP	VARIOUS	11/7/2008	31	1,545 33	2,880 51	(1,335 18)
GOLDMAN SACHS GROUP, INC	VARIOUS	11/10/2008	30	2,765 32	4,642 20	(1,876 88)
HARLEY-DAVIDSON INC	VARIOUS	11/10/2008	34	803 41	1,354 83	(551 42)
FLUOR CORP	9/2/2008	11/12/2008	23	812 90	1,691 42	(878 52)
CHARLES RIVER LABORATORY	9/2/2008	11/14/2008	17	464 80	1,124 72	(659 92)
US BANCORP DEL	VARIOUS	11/14/2008	111	3,073 95	3,912 74	(838 79)
PUBLIC STORAGE	9/2/2008	11/14/2008	26	1,812 18	2,341 30	(529 12)
McCORMICK & CO INC	9/2/2008	11/17/2008	28	853 15	1,140 44	(287 29)
CHARLES SCHWAB CORP	9/2/2008	11/20/2008	14	221 34	333 34	(112 00)
ACTIVISION BLIZZARD INC	9/2/2008	11/21/2008	28	278 65	460 18	(181 53)
FTI CONSULTING	10/10/2008	11/21/2008	9	378 10	563 49	(185 39)
BAIDU COM INC	9/2/2008	11/24/2008	5	573 74	1,535 90	(962 16)
THERMO FISHER SCIENTIFIC	9/2/2008	11/24/2008	31	984 27	1,867 44	(883 17)
ACE LTD	VARIOUS	11/25/2008	42	1,694 33	2,218 89	(524 56)
APOLLO GROUP INC	10/20/2008	12/2/2008	3	222 77	180 59	42 18
ILLUMINA INC	9/2/2008	12/5/2008	24	496 60	1,042 08	(545 48)
MARSH & MCLENNAN COMPANY	9/2/2008	12/9/2008	17	419 75	542 98	(123 23)
APOLLO GROUP INC	10/20/2008	VARIOUS	5	370 79	300 98	69 81
ACTIVISION BLIZZARD INC	9/2/2008	12/11/2008	84	877 79	1,380 54	(502 75)
FIRST SOLAR, INC	9/2/2008	12/12/2008	6	776 51	1,555 98	(779 47)
CAMPBELL SOUP CO	9/2/2008	VARIOUS	35	1,001 21	1,312 50	(311 29)
GENERAL ELECTRIC CO	10/3/2008	12/17/2008	13	217 64	291 32	(73 68)
UNITED THERAPEUTICS CORP	9/22/2008	12/17/2008	6	335 87	651 42	(315 55)
SIEMENS A G SPONSORED	9/2/2008	VARIOUS	11	738 55	1,184 15	(445 60)
COVIDIEN LTD	9/2/2008	12/19/2008	4	138 07	217 24	(79 17)
BROADCOM CORP	9/2/2008	12/19/2008	15	276 30	358 05	(81 75)
CHINA MOBILE LTD	10/17/2008	12/19/2008	3	159 47	134 13	25 34
GENERAL MILLS INC	9/2/2008	12/22/2008	18	1,113 36	1,213 74	(100 38)
SHERWIN WILLIAMS CO	9/23/2008	12/22/2008	5	285 24	297 95	(12 71)
CME GROUP INC	VARIOUS	1/2/2009	10	1,787 48	2,894 88	(1,107 40)
VALERO ENERGY CORP	9/12/2008	1/2/2009	31	640 81	1,100 39	(459 58)
MONSANTO CO	9/2/2008	1/12/2009	5	414 99	542 00	(127 01)
URBAN OUTFITTERS INC	VARIOUS	1/15/2009	51	762 95	1,610 53	(847 58)
JP MORGAN CHASE & CO	VARIOUS	1/15/2009	74	1,850 72	2,919 65	(1,068 93)
SCHLUMBERGER LTD	9/2/2008	VARIOUS	36	1,460 08	3,274 20	(1,814 12)
BAXTER INTERNATIONAL	9/2/2008	1/21/2009	22	1,157 67	1,536 48	(378 81)
KIMBERLY CLARK CORP	VARIOUS	VARIOUS	40	2,075 42	2,562 24	(486 82)
SHERWIN WILLIAMS CO	VARIOUS	VARIOUS	16	797 53	929 52	(131 99)
GENERAL ELECTRIC CO	10/3/2008	1/22/2009	146	2,025 35	3,271 73	(1,246 38)
SIEMENS A G SPONSORED	VARIOUS	1/22/2009	30	1,722 36	3,166 49	(1,444 13)
MARSH & MCLENNAN COMPANY	9/2/2008	1/23/2009	43	958 55	1,373 42	(414 87)
GENZYME CORP	9/2/2008	1/27/2009	9	621 10	701 64	(80 54)
WELLS FARGO & CO	11/11/2008	1/29/2009	45	739 38	1,294 11	(554 73)
COVIDIEN LTD	9/2/2008	1/30/2009	9	336 25	488 79	(152 54)
STAPLES INC	9/2/2008	1/30/2009	19	327 78	471 20	(143 42)
APOLLO GROUP INC	10/20/2008	2/2/2009	4	316 59	240 78	75 81
WELLS FARGO & CO	VARIOUS	2/3/2009	4	822 05	1,011 51	(189 46)
COSTCO WHOLESALE CORP	12/8/2008	VARIOUS	22	999 36	1,203 41	(204 05)
GILEAD SCIENCES INC	9/2/2008	2/9/2009	12	633 01	599 14	33 87
MYRIAD GENETICS INC	9/2/2008	2/11/2009	5	417 84	337 80	80 04
COVIDIEN LTD	9/2/2008	2/12/2009	24	944 20	1,303 44	(359 24)
EXPRESS SCRIPTS INC	9/2/2008	2/13/2009	9	515 35	657 00	(141 65)
VALERO ENERGY CORP	VARIOUS	VARIOUS	68	1,617 99	2,256 66	(638 67)
TRANSCOCEAN INC	10/23/2008	2/18/2009	7	403 67	489 25	(85 58)
CHARLES SCHWAB CORP	9/2/2008	2/19/2009	132	1,714 67	3,142 92	(1,428 25)
APOLLO GROUP INC	10/20/2008	2/25/2009	6	463 49	361 18	102 31
VISA INC	11/13/2008	2/26/2009	12	677 17	620 63	56 54
TRANSCOCEAN INC	10/23/2008	2/27/2009	6	335 81	419 36	(83 55)
GENZYME CORP	9/2/2008	2/27/2009	7	488 66	545 72	(57 06)
STAPLES INC	9/2/2008	3/3/2009	63	996 15	1,562 40	(566 25)
COMCAST CORP	VARIOUS	3/4/2009	173	2,281 85	3,321 10	(1,039 25)
HEWLETT PACKARD CO	9/17/2008	3/5/2009	77	2,198 48	3,661 09	(1,462 61)
F5 NETWORKS INC	9/17/2008	3/6/2009	16	313 44	516 91	(203 47)
GENZYME CORP	9/5/2008	3/6/2009	13	704 75	1,013 48	(308 73)
UNITEDHEALTH GROUP INC	VARIOUS	3/6/2009	40	744 46	942 39	(197 93)
AMERICAN TOWER CORP	1/20/2009	3/9/2009	8	222 15	229 39	(7 24)
QUALCOMM INC	9/2/2008	3/9/2009	9	306 71	458 99	(152 28)
SANDISK CORP	10/24/2008	3/9/2009	81	676 85	662 45	14 40
BLACKROCK INC	11/6/2008	3/10/2009	3	284 93	397 11	(112 18)
PENTAIR INC	1/27/2009	3/10/2009	17	333 05	407 46	(74 41)
APPLE INC COM	9/2/2008	3/11/2009	2	173 35	330 92	(157 57)

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FREEPORT McMORAN CO	1/23/2009	3/11/2009	4	136 59	89 39	47 20
PENTAIR INC	1/27/2009	3/13/2009	20	361 83	479 36	(117 53)
FREEPORT McMORAN CO	1/23/2009	3/16/2009	12	423.01	268 18	154 83
INTERCONTINENTAL EXCH	1/20/2009	3/16/2009	2	121 99	108 26	13 73
SCHLUMBERGER LTD	VARIOUS	3/17/2009	43	1,644 53	3,382 09	(1,737 56)
WESTERN UNION COMPANY	1/8/2009	3/17/2009	52	590 02	796 64	(206 62)
SOUTHWESTERN ENERGY	9/2/2008	3/19/2009	29	790 88	1,043 39	(252 51)
CLOROX CO	9/2/2008	3/20/2009	1	51 00	60 22	(9 22)
APPLIED MATERIALS INC	9/2/2008	3/23/2009	49	522 94	870 19	(347 25)
KROGER CO	10/27/2008	3/23/2009	50	1,052 18	1,326 21	(274 03)
METROPCS COMMUNICATION	10/10/2008	3/25/2009	50	846 84	624 94	221 90
CAMERIN INTL CORP	9/2/2008	3/26/2009	20	480 07	891 60	(411 53)
GENENTECH INC	VARIOUS	3/26/2009	28	2,639 54	2,604 68	34 86
INTEL CORP	9/2/2008	3/26/2009	47	715 38	1,057 41	(342 03)
GUESS INC	9/2/2008	3/27/2009	10	188 39	373 60	(185 21)
PETROHAWK ENERGY CO	11/5/2008	3/27/2009	24	470 68	430 53	40 15
UNITEDHEALTH GROUP INC	VARIOUS	3/27/2009	45	953 09	1,227 73	(274 64)
CELGENE CORP	VARIOUS	4/2/2009	38	1,519 61	1,917 27	(397 66)
INTEL CORP	VARIOUS	4/2/2009	202	3,163 78	4,480 80	(1,317.02)
BAXTER INTERNATIONAL	9/2/2008	4/7/2009	20	963 21	1,396 80	(433 59)
ROCHE HLDGS LTD	VARIOUS	VARIOUS	42	1,215 56	1,382 96	(167 40)
FREEPORT McMORAN CO	1/26/2009	4/13/2009	22	970 87	554 39	416 48
AMAZON COM INC	2/18/2009	4/14/2009	5	392 98	308 78	84 20
SOUTHWESTERN ENERGY	9/2/2008	VARIOUS	32	1,035 55	1,151 33	(115.78)
UNION PACIFIC CORP	9/2/2008	4/16/2009	37	1,765 04	3,009 21	(1,244 17)
MYRIAD GENETICS INC	9/2/2008	4/22/2009	7	286 71	236 46	50 25
ROBERT HALF INTERNATIONAL	9/2/2008	4/22/2009	12	279 73	309 24	(29 51)
PRICE T ROWE GROUP INC	9/2/2008	4/23/2009	14	517 59	819 84	(302 25)
MCAFFEE INC	4/3/2009	4/24/2009	16	598 41	552 29	46 12
PEABODY ENERGY CORP	1/14/2009	4/27/2009	27	717 10	651 00	66 10
OVERALL TOTALS				<u>197,879 73</u>	<u>263,434 28</u>	<u>(65,554 55)</u>

DEUTSCHE 5XZ - 946884
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 4/30/2009

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PAR VALUE SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST BASIS</u>	<u>GAIN/LOSS</u>
SUNTRUST BANKS INC	7/25/2008	10/6/2008	80	3,912 03	3,068 07	843 96
WACHOVIA CORP 2nd NEW	VARIOUS	10/31/2008	360	2,056 66	5,838 23	(3,781 57)
AMGEN INC	1/17/2008	12/17/2008	50	2,859 88	2,377 58	482 30
CHEVRON CORP	10/10/2008	12/17/2008	35	2,709 35	2,074 47	634 88
ST JUDE MEDICAL INC	10/24/2008	1/9/2009	70	2,254 40	2,348 55	(94 15)
LEGG MASON INC	VARIOUS	2/9/2009	225	3,546 95	9,947 40	(6,400 45)
COVENTRY HEALTH CARE	VARIOUS	4/9/2009	320	4,673 06	4,491 87	181 19
BRINKER INTL INC	11/11/2008	4/24/2009	5	93 22	41 39	51 83
OVERALL TOTALS				<u>22,105 55</u>	<u>30,187 56</u>	<u>(8,082 01)</u>

DEUTSCHE 5XZ - 946892
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 4/30/2009

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN/LOSS
BANK OF AMERICA CORP	VARIOUS	9/8/2008	115	3,745 72	3,239 85	505 87
BRISTOL MYERS SQUIBB CO	VARIOUS	9/8/2008	500	10,750 78	11,399 18	(648 40)
FANNIE MAE	VARIOUS	9/8/2008	480	3,538 44	5,364 73	(1,826 29)
HUMANA INC	4/2/2008	9/8/2008	185	8,360 27	8,510 00	(149 73)
LOWES COMPANIES INC	VARIOUS	9/8/2008	350	9,356 04	8,267 50	1,088 54
MORGAN STANLEY	VARIOUS	9/8/2008	235	9,743 51	11,895 30	(2,151 79)
JC PENNEY CO INC	3/6/2008	9/8/2008	25	1,038 02	1,119 50	(81 48)
TYSON FOODS INC	VARIOUS	9/8/2008	45	679 54	699 90	(20 36)
UNUM GROUP	VARIOUS	9/8/2008	135	3,453 39	3,165 90	287 49
VALERO ENERGY CORP	7/17/2008	9/8/2008	25	868 83	836 00	32 83
COMERICA INC	9/8/2008	9/23/2008	135	4,993 40	3,962 13	1,031 27
HALLIBURTON CO	9/8/2008	9/23/2008	90	3,156 78	3,685 50	(528 72)
NATIONAL OILWELL VARCO	9/8/2008	9/23/2008	60	3,052 14	3,738 60	(686 46)
DISNEY WALT COMPANY	9/8/2008	9/30/2008	10	324 94	321 68	3 26
FLOWSERVE CORP	9/8/2008	9/30/2008	30	2,853 47	3,635 70	(782 23)
HARTFORD FINL SVCS GROUP	9/8/2008	9/30/2008	120	6,689 59	7,591 09	(901 50)
WELLS FARGO & CO	9/8/2008	9/30/2008	40	1,416 24	1,227 48	188 76
GENERAL ELECTRIC CO	9/8/2008	10/15/2008	140	2,820 98	3,970 40	(1,149 42)
US BANCORP DEL	9/30/2008	10/15/2008	105	3,142 18	3,800 39	(658 21)
FRANKLIN RESOURCES INC	9/8/2008	10/27/2008	25	1,547 54	2,606 75	(1,059 21)
ITT CORP	9/8/2008	10/27/2008	50	2,037 82	3,119 50	(1,081 68)
CITIGROUP INC	9/3/2008	11/28/2008	295	1,672 64	5,683 94	(4,011 30)
PG & E CORP	9/3/2008	12/3/2008	35	1,326 37	1,432 87	(106 50)
VERIZON COMMUNICATIONS	9/3/2008	12/3/2008	35	1,145 65	1,249 42	(103 77)
WYETH	9/3/2008	12/3/2008	20	717 55	848 38	(130 83)
AT&T CORP	9/3/2008	12/3/2008	35	1,002 86	1,130 77	(127 91)
CISCO SYSTEMS, INC	9/3/2008	12/3/2008	150	2,456 53	3,479 79	(1,023 26)
DOMINION RES INC	9/3/2008	12/3/2008	15	549 44	636 29	(86 85)
DISNEY WALT COMPANY	9/3/2008	12/9/2008	10	236 89	321 68	(84 79)
EXXON MOBILE CORP	9/3/2008	12/12/2008	25	1,952 61	1,939 23	13 38
WELLS FARGO & CO	9/3/2008	12/12/2008	15	463 55	460 31	3 24
TRANSOCEAN INC	9/18/2008	12/15/2008	30	1,707 42	3,488 59	(1,781 17)
FREEPORT McMORAN	9/3/2008	12/15/2008	95	1,993 31	7,461 30	(5,467 99)
BANK OF AMERICA CORP	VARIOUS	VARIOUS	395	2,265 24	9,401 78	(7,136 54)
FRANKLIN RESOURCES INC	9/3/2008	1/22/2009	50	2,698 52	5,213 50	(2,514 98)
ACCENTURE LTD	9/3/2008	2/4/2009	5	157 60	198 65	(41 05)
AUTOMATIC DATA PROCESSIN	9/3/2008	2/4/2009	20	732 64	911 38	(178 74)
LOCKHEED MARTIN CORP	10/9/2008	2/4/2009	30	2,470 93	2,937 13	(466 20)
WELLS FARGO & CO	9/3/2008	2/4/2009	60	1,141 40	1,841 22	(699 82)
XTO ENERGY INC	9/3/2008	2/4/2009	170	6,310 66	7,899 75	(1,589 09)
CVS CORP	9/3/2008	2/9/2009	30	822 67	1,110 27	(287 60)
DISNEY WALT COMPANY	VARIOUS	VARIOUS	255	4,916 76	7,842 06	(2,925 30)
WYETH	9/3/2008	2/9/2009	35	1,505 42	1,484 67	20 75
DOMINION RES INC	9/3/2008	2/11/2009	15	554 39	636 29	(81 90)
IBM	9/3/2008	2/11/2009	15	1,438 06	1,760 85	(322 79)
PG & E CORP	9/3/2008	2/11/2009	10	388 24	409 39	(21 15)
STATE STREET CORP	9/3/2008	2/11/2009	115	3,460 48	7,886 60	(4,426 12)
VERIZON COMMUNICATIONS	9/3/2008	2/11/2009	10	318 91	356 98	(38 07)
NIKE INC	9/3/2008	2/23/2009	70	3,059.01	4,311 24	(1,252 23)
METLIFE INC	VARIOUS	3/9/2009	40	586 74	2,102.20	(1,515 46)
IBM	9/3/2008	VARIOUS	35	3,176 03	4,108 65	(932 62)
OCCIDENTAL PETROLEUM	9/3/2008	3/10/2009	10	498 43	744 22	(245 79)
PG & E CORP	9/3/2008	3/10/2009	15	547 65	614 09	(66 44)
PNC FINANCIAL SVCS GROUP	9/18/2008	3/17/2009	5	126 05	389 80	(263 75)
EMC CORP-MASS	9/3/2008	3/19/2009	300	3,182 99	4,451 49	(1,268 50)
EMERSON ELECTRIC CO	VARIOUS	3/19/2009	175	4,703 30	7,790 62	(3,087 32)
ORACLE CORP	9/3/2008	3/19/2009	200	2,981 99	4,217 60	(1,235 61)
GENERAL MILLS INC	9/3/2008	3/25/2009	60	2,824 96	4,006 75	(1,181 79)
ACCENTURE LTD	9/3/2008	VARIOUS	180	5,019 96	7,151.23	(2,131 27)
GENERAL MILLS INC	9/3/2008	VARIOUS	55	2,753 18	3,672 85	(919 67)
PNC FINANCIAL SVCS GROUP	9/18/2008	4/14/2009	50	1,973 14	3,898 04	(1,924 90)
RAYTHEON CO	1/30/2009	4/14/2009	15	635 23	763 55	(128 32)
WELLS FARGO & CO	9/3/2008	4/14/2009	5	94 95	153 43	(58 48)
MERCK & CO INC	3/16/2009	4/23/2009	95	2,166 84	2,493 78	(326 94)
THERMO FISHER SCIENTIFIC	2/4/2009	4/23/2009	65	2,102 28	2,425 30	(323 02)
OVERALL TOTALS				164,409 09	223,475 01	(59,065 92)

DEUTSCHE 5XZ-947015
SCHEDULE OF SHORT TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 4/30/2009

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PAR VALUE SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST BASIS</u>	<u>GAIN/LOSS</u>
BANK OF AMERICA	1/14/2009	1/20/2009	1,100	7,863 08	11,253 00	(3,389 92)
JP MORGAN CHASE & CO	1/20/2009	2/27/2009	410	8,187 32	10,350 50	(2,163 18)
DOW CHEMICAL CO	1/20/2009	3/2/2009	740	5,708 91	11,149 40	(5,440 49)
HCP INC	1/14/2009	4/3/2009	270	5,361 11	5,871 96	(510 85)
OVERALL TOTALS				<u>27,120 42</u>	<u>38,624 86</u>	<u>(11,504 44)</u>
GRAND TOTALS - SHORT TERM GAINS(LOSSES)				<u>595,030 07</u>	<u>745,830 01</u>	<u>(150,799 94)</u>

CITIGROUP SMITHBARNEY #23J-02613-15
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 04/30/2009

<u>DESCRIPTION</u>	<u>DATE ACQUIRED</u>	<u>DATE SOLD</u>	<u>PAR VALUE SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST BASIS</u>	<u>GAIN(LOSS)</u>
REHABCARE GROUP, INC	7/19/2004	5/5/2008	305	4,790 42	7,865 95	(3,075 53)
CONOCOPHILLIPS	7/5/2006	5/28/2008	30	2,713 74	2,004 90	708 84
ABBOTT LABORATORIES	7/26/2006	7/23/2008	200	11,453 61	9,434 52	2,019 09
ST JUDE MEDICAL INC	VARIOUS	7/29/2008	290	13,536 09	9,506 23	4,029 86
OVERALL TOTALS				<u>32,493 86</u>	<u>28,811 60</u>	<u>3,682 26</u>

CITIGROUP SMITHBARNEY #23J-02614-14
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 04/30/2009

<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>PAR VALUE</u> <u>SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST</u> <u>BASIS</u>	<u>GAIN(LOSS)</u>
GENERAL ELECTRIC CO	VARIOUS	5/1/2008	205	6,705 51	6,268 44	437 07
CSX CORP	4/14/2003	5/12/2008	25	1,587 24	373 67	1,213 57
ROHM & HAAS CO	VARIOUS	5/14/2008	70	3,874 47	3,175 10	699 37
CATERPILLAR, INC	8/10/2004	5/16/2008	25	2,083 73	886 12	1,197 61
CHEVRON CORP	12/24/2001	5/16/2008	25	2,487 98	1,113 88	1,374 10
CSX CORP	4/14/2003	5/23/2008	20	1,334 19	298 94	1,035 25
WILLIAMS COS INC	11/30/2005	5/23/2008	65	2,464 13	1,401 90	1,062 23
KRAFT FOODS, INC	VARIOUS	6/20/2008	103	2,992 13	1,912 92	1,079 21
CSX CORP	4/14/2003	7/17/2008	25	1,519 74	373 67	1,146 07
PRAXAIR INC	12/24/2001	7/17/2008	5	464 24	137 95	326 29
AES	VARIOUS	8/1/2008	265	4,248 32	1,236 11	3,012 21
OVERALL TOTALS				<u>29,761 68</u>	<u>17,178 70</u>	<u>12,582 98</u>

CITIGROUP SMITHBARNEY #23J-06245-12
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 04/30/2009

<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>PAR VALUE</u> <u>SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST</u> <u>BASIS</u>	<u>GAIN(LOSS)</u>
TRANE INC	3/1/2007	6/6/2008	55	2,554 29	2,071 31	482 98
VIRGIN MEDIA INC	3/1/2007	6/26/2008	200	2,903 26	5,385 98	(2,482 72)
FPIC INSURANCE GROUP INC	3/1/2007	6/26/2008	12	552 32	521 52	30 80
BED BATH & BEYOND INC	3/1/2007	6/27/2008	57	1,714 74	2,277 72	(562 98)
SEALED AIR CORP	3/1/2007	7/8/2008	72	1,333 42	2,311 92	(978 50)
AMERICAN TOWER CORP	3/1/2007	7/25/2008	40	1,643 13	1,537 20	105 93
RENAISSANCE RE HLDGS LTD	3/1/2007	7/30/2008	5	264 03	256 65	7 38
LEGG MASON INC	3/1/2007	8/8/2008	45	1,916 06	4,599 90	(2,683 84)
OVERALL TOTALS				<u>12,881 25</u>	<u>18,962 20</u>	<u>(6,080 95)</u>

UBS FINANCIAL SERVICES, INC - H7 19611 99
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 04/30/2009

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN(LOSS)
NICHOLAS APPLGATE CONV & IN	VARIOUS	6/16/2008	1,557 000	19,740 80	24,071 94	(4,331 14)
UBS PACE ALTERNATIVE STRAT	VARIOUS	6/16/2008	7,340 470	79,277 07	74,008 63	5,268 44
UBS PACE GLOBAL FIXED INCOME	VARIOUS	6/16/2008	3,701 901	42,645 91	42,497 60	148 31
UBS PACE GOVT SEC FIXED INCOME	VARIOUS	6/16/2008	3,323 012	42,567 78	43,179 24	(611 46)
UBS PACE LARGE COMPANY GROWTH	VARIOUS	6/16/2008	5,927 787	107,707 89	92,128 58	15,579 31
UBS PACE INTL EMERGING MKTS	VARIOUS	6/16/2008	1,089 807	23,158 39	17,457 42	5,700 97
UBS PACE LARGE COMPANY VALUE	VARIOUS	6/16/2008	5,084 935	91,833 92	104,518 16	(12,684 24)
UBS PACE INTERNATIONAL EQUITY	VARIOUS	6/16/2008	4,600 905	79,089 56	74,901 01	4,188 55
UBS PACE SMALL/MEDIUM CO GROW	VARIOUS	6/16/2008	2,362 427	33,877 18	37,848 38	(3,971 20)
UBS PACE SMALL/MEDIUM CO VALUE	VARIOUS	6/16/2008	2,100 202	32,196 10	41,349 25	(9,153 15)
UBS PACE STRATEGIC FIXED INCOME	VARIOUS	6/16/2008	3,079 735	42,253 97	41,778 12	475 85
UBS PACE HIGH YIELD INVESTMENTS	VARIOUS	6/16/2008	3,005 179	28,459 06	29,880 72	(1,421 66)
OVERALL TOTALS				<u>622,807 63</u>	<u>623,619 05</u>	<u>(811 42)</u>

DEUTSCHE 5XF - 008505
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 4/30/2009

<u>DESCRIPTION</u>	<u>DATE</u> <u>ACQUIRED</u>	<u>DATE</u> <u>SOLD</u>	<u>PAR VALUE</u> <u>SHARES</u>	<u>PROCEEDS</u>	<u>TAX COST</u> <u>BASIS</u>	<u>GAIN/LOSS</u>
EATON VANCE TAX ADVANTAGE	VARIOUS	9/23/2008	2,000	31,252 32	36,105 25	(4,852 93)
EATON VANCE TAX MANAGEMENT	VARIOUS	9/23/2008	4,000	47,840 86	80,000 00	(32,159 14)
GENENTECH INC	6/19/2002	9/23/2008	1,000	91,704 08	17,606 50	74,097 58
GENERAL ELECTRIC CO	1/23/2004	9/23/2008	1,000	24,886 35	33,570 61	(8,684 26)
HOST HOTELS & RESORTS	10/20/2005	9/23/2008	1,500	21,805 37	25,080 25	(3,274 88)
NICHOLAS APPLGATE CO	10/27/2003	9/23/2008	2,000	15,841 41	29,819 18	(13,977 77)
SENIOR HSG PPTYA TRSBI	5/28/2002	9/23/2008	1,500	33,489 26	21,195 21	12,294 05
SUNTRUST BANKS INC	1/16/1997	9/23/2008	1,000	52,052 70	6,410 26	45,642 44
UMPQUA HOLDINGS CORP	1/26/2004	9/23/2008	1,000	17,135 40	17,939 74	(804 34)
VAN KAMPEN DYNAMICS CO	6/26/2007	9/23/2008	1,000	11,438 28	20,000 00	(8,561 72)
OVERALL TOTALS				<u>347,446 03</u>	<u>287,727 00</u>	<u>59,719 03</u>

DEUTSCHE 5XZ - 946876
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 4/30/2009

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN/LOSS
EVEREST REINSURANCE	3/1/2007	9/2/2008	16	1,313 11	1,552 80	(239 69)
GARMIN LTD	3/1/2007	9/2/2008	219	7,500 70	11,914 48	(4,413 78)
RENAISSANCE RE HLDGS	3/1/2007	9/2/2008	20	1,013 19	1,026 60	(13 41)
TRANSOCEAN INC	3/1/2007	9/2/2008	53	6,600 05	4,097 40	2,502 65
AFLAC INC	3/1/2007	9/2/2008	32	1,819 18	1,510 40	308 78
AGILENT TECHNOLOGIES INC	VARIOUS	9/2/2008	170	5,834 39	5,457 83	376 56
AMBAC FINANCIAL GROUP	VARIOUS	9/2/2008	74	512 82	5,901 80	(5,388 98)
AMERICAN TOWER CORP	3/1/2007	9/2/2008	20	820 99	768 60	52 39
BLOUNT INTL INC	3/1/2007	9/2/2008	282	3,516 77	3,313 50	203 27
BROWN & BROWN INC	3/1/2007	9/2/2008	110	2,257 28	3,081 10	(823 82)
CARDINAL HEALTH INC	3/1/2007	9/2/2008	28	1,541 95	1,976 52	(434 57)
CARMAX INC	VARIOUS	9/2/2008	276	4,098 82	6,808 67	(2,709 85)
COMCAST CORP	7/11/2007	9/2/2008	49	1,024 68	1,348 85	(324 17)
COSTCO WHOLESALE CORP	3/1/2007	9/2/2008	36	2,458 06	2,016 72	441 34
DELL INC	3/29/2007	9/2/2008	55	1,151 69	1,280 95	(129 26)
DISNEY WALT COMPANY	7/12/2007	9/2/2008	40	1,293 59	1,361 75	(68 16)
DISCOVER FINANCIAL SERVICE	VARIOUS	9/2/2008	155	2,580 87	4,091 13	(1,510 26)
E TRADE FINANCIAL CORP	VARIOUS	9/2/2008	293	911 22	6,467 39	(5,556 17)
FRANKLIN ELECTRIC CO INC	5/4/2007	9/2/2008	29	1,267 58	1,241 48	26 10
GOOGLE INC	VARIOUS	9/2/2008	10	4,629 27	5,080 08	(450 81)
GRUPO TELEvisa SA DE CV	8/16/2007	9/2/2008	110	2,570 78	2,530 53	40 25
H & R BLOCK, INC	7/12/2007	9/2/2008	95	2,400 63	2,127 79	272 84
IDEXX LABORATORIES INC	3/1/2007	9/2/2008	66	3,738 21	2,853 48	884 73
IRON MTN INC	3/1/2007	9/2/2008	120	3,441 68	3,308 40	133 28
JOHNSON & JOHNSON	VARIOUS	9/2/2008	86	6,163 73	5,336 11	827 62
MBIA, INC	3/1/2007	9/2/2008	46	714 37	3,070 96	(2,356 59)
MARKEL CORP	3/1/2007	9/2/2008	22	8,000 03	10,623 36	(2,623 33)
MICROSOFT CORP	3/1/2007	9/2/2008	226	6,134 05	6,370 33	(236 28)
NETFLIX COM INC	VARIOUS	9/2/2008	204	6,244 40	4,054 17	2,190 23
SHAW GROUP INC	7/16/2007	9/2/2008	50	2,257 98	2,947 93	(689 95)
SIGMA-ALDRICH CORP	3/1/2007	9/2/2008	101	5,665 66	4,124 23	1,541 43
SPRINT CORP	3/1/2007	9/2/2008	238	2,073 53	4,699 85	(2,626 32)
TENARIS S A	3/1/2007	9/2/2008	62	3,141 52	2,782 56	358 96
TEXAS INSTRUMENTS INC	3/1/2007	9/2/2008	206	4,970 93	6,354 07	(1,383 14)
TRANSATLANTIC HLDGS INC	3/1/2007	9/2/2008	48	2,855 50	3,072 96	(217 46)
UNITEDHEALTH GROUP INC	VARIOUS	9/2/2008	69	2,005 34	3,601 69	(1,596 35)
WABCO HOLDINGS INC	3/1/2007	9/2/2008	38	1,692 51	1,775 80	(83 29)
WPP GROUP PLC SPON A	3/1/2007	9/2/2008	87	4,230 78	6,350 13	(2,119 35)
WHOLE FOODS MKT INC	5/21/2007	9/2/2008	35	643 99	1,386 20	(742 21)
YUM BRANDS INC	3/1/2007	9/2/2008	116	4,337 31	3,329 78	1,007 53
GOOGLE INC	VARIOUS	VARIOUS	5	1,635 04	2,705 53	(1,070 49)
OVERALL TOTALS				127,064 18	153,703 91	(26,639 73)

DEUTSCHE 5XZ - 946884
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 4/30/2009

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN/LOSS
AMERICAN INTERNATIONAL	5/23/2006	9/22/2008	165	374 90	10,111 60	(9,736 70)
BENCHMARK ELECTRONIC INC	8/13/2007	10/1/2008	420	6,220 45	9,841 92	(3,621 47)
MACY'S INC	8/16/2007	10/16/2008	350	3,623 14	10,617 15	(6,994 01)
VIACOM INC CL B	8/29/2006	10/16/2008	260	4,360 64	9,479 29	(5,118 65)
BRUNSWICK CORP	4/10/2006	10/27/2008	250	988 19	9,845 00	(8,856 81)
JP MORGAN CHASE & CO	VARIOUS	10/29/2008	110	3,958 85	3,730 37	228 48
BJ'S WHOLESALE CLUB INC	4/9/2007	11/25/2008	415	4,076 31	11,741 68	(7,665 37)
HEALTH MANAGEMENT	VARIOUS	12/2/2008	1,105	1,370 19	11,510 60	(10,140 41)
CARTERS INC	4/16/2007	12/22/2008	150	2,925 04	3,846 02	(920 98)
OMNICARE INC	8/3/2007	1/9/2009	90	2,486 03	3,164 10	(678 07)
PACIFIC SUNWEAR OF CALIF	3/5/2007	2/4/2009	510 000	619 95	8,798 11	(8,178 16)
CARTERS INC	4/16/2007	3/23/2009	215 000	4,133 00	5,515 62	(1,382 62)
BRINKER INTL INC	12/31/2007	VARIOUS	525 000	9,245 56	10,282 86	(1,037 30)
COVENTRY HEALTH CARE	3/8/2007	4/9/2009	195 000	2,847 65	10,662 97	(7,815 32)
ASPEN INSURANCE HOLDINGS	VARIOUS	4/23/2009	90 000	1,851 08	2,225 23	(374 15)
OVERALL TOTALS				49,080 98	121,372 52	(72,291 54)

DEUTSCHE 5XZ - 946892
SCHEDULE OF LONG TERM GAINS & LOSSES ON A FIFO BASIS
FOR TAX PURPOSES FROM 05/01/2008 TO 4/30/2009

DESCRIPTION	DATE ACQUIRED	DATE SOLD	PAR VALUE SHARES	PROCEEDS	TAX COST BASIS	GAIN/LOSS
SEAGATE TECHNOLOGY	VARIOUS	9/8/2008	330	4,880 97	8,044 21	(3,163 24)
AES CORP	VARIOUS	9/8/2008	300	4,395 24	1,506 53	2,888 71
ALTRIA GROUP	VARIOUS	9/8/2008	130	2,762 70	1,404 30	1,358 40
BANK OF AMERICA CORP	12/24/2001	9/8/2008	188	6,123 45	6,250 15	(126 70)
BANK OF NEW YORK MELLON	12/24/2001	9/8/2008	141	4,937 87	6,072 53	(1,134 66)
BAXTER INTERNATIONAL INC	12/24/2001	9/8/2008	140	9,756 67	7,477 40	2,279 27
CSX CORP	VARIOUS	9/8/2008	225	13,625 92	3,710 67	9,915 25
CATERPILLAR, INC	VARIOUS	9/8/2008	150	10,140 08	5,729 25	4,410 83
CHEVRON CORP	12/24/2001	9/8/2008	120	10,031 94	5,346 60	4,685 34
COSTCO WHOLESALE CORP	12/24/2001	9/8/2008	120	8,079 55	5,277 60	2,801 95
DU PONT E I DE NEMOURS	12/7/2005	9/8/2008	135	6,029 18	5,805 00	224 18
GAP INC	VARIOUS	9/8/2008	460	9,131 35	9,111 45	19 90
HONEYWELL INTL INC	VARIOUS	9/8/2008	220	10,764 73	5,757 02	5,007 71
JUNIPER NETWORKS	VARIOUS	9/8/2008	440	11,080 01	8,734 75	2,345 26
MARATHON OIL CORP	VARIOUS	9/8/2008	185	8,119 77	7,959 30	160 47
MEDTRONIC INC	12/24/2001	9/8/2008	130	7,155 27	6,627 40	527 87
JC PENNEY CO INC	VARIOUS	9/8/2008	155	6,435 69	3,328 28	3,107 41
PRAXAIR INC	12/24/2001	9/8/2008	130	11,308 75	3,586 70	7,722 05
PRUDENTIAL FINANCIAL INC	11/12/2004	9/8/2008	135	10,623 21	6,490 52	4,132 69
TRAVELERS COMPANIES INC	12/24/2001	9/8/2008	180	7,992 11	7,813 80	178 31
TYSON FOODS INC	8/16/2006	9/8/2008	405	6,115 83	5,589 00	526 83
US BANCORP DEL	4/19/2004	9/8/2008	295	9,679 39	7,773 25	1,906 14
UNION PACIFIC CORP	7/9/2004	9/8/2008	190	15,199 15	5,480 51	9,718 64
UNITED TECHNOLOGIES CO	12/24/2001	9/8/2008	55	3,687 17	1,776 70	1,910 47
UNUM GROUP	VARIOUS	9/8/2008	505	12,918 29	10,846 24	2,072 05
VALERO ENERGY CORP	VARIOUS	9/8/2008	200	6,950 64	2,961 41	3,989 23
WILLIAMS COS INC	11/30/2005	9/8/2008	325	9,116 48	7,009 50	2,106 98
METLIFE INC	7/20/2007	VARIOUS	45	1,302 79	2,840 85	(1,538 06)
JP MORGAN CHASE & CO	12/24/2001	12/12/2008	25	849 48	898 25	(48 77)
JP MORGAN CHASE & CO	12/24/2001	2/4/2009	35	895 22	1,257 55	(362 33)
METLIFE INC	VARIOUS	3/9/2009	55	806 75	3,494 75	(2,688 00)
JP MORGAN CHASE & CO	12/24/2001	4/14/2009	50	1,636 54	1,796 50	(159 96)
OVERALL TOTALS				<u>232,532 19</u>	<u>167,757 97</u>	<u>64,774 22</u>
GRAND TOTALS - LONG TERM GAINS(LOSSES)				<u>1,454,067 80</u>	<u>1,419,132 95</u>	<u>34,934 85</u>

INVESTMENTS-CORPORATE STOCKS
Deutsche Bank Alex Brown Balance on Hand 4/30/2009

EXHIBIT C
P 1 OF 6

Philip E. & Harriet J.
Klein Foundation, Inc.
52-2046127

<u>No. of Shares</u>	<u>Description</u>	<u>Purchase Date</u>	<u>Cost Basis</u>	<u>Fair Market Value as of 4/30/2009</u>
3,729 131	Capital Income Builder Fund Class A	Various	151,621.62	147,860.04
7,544 409	Capital World Growth & Income	Various	213,527.59	195,626.53
1,595.273	Davis New York Venture Fund Class C	8/16/2006	54,000 00	36,404.13
10 765	Davis New York Venture Fund Class C (Reinvestments)	Various	311 45	245.66
80,000	DB Energy Select Fund	Various	74,838 00	73,886 72
150,000	Deutsche Bank AG Lkd	9/21/2007	150,000 00	167,100 00
250,000	Deutsche Bank AG Lkd	7/28/2008	250,000 00	189,400 00
75,000	Deutsche Bank Private Equity Select fund V	7/19/2007	58,025.00	59,102 37
60,000	Deutsche Bank Private Equity Select fund V	11/26/2007	60,000.00	47,281 92
35,000	Deutsche Bank Private Equity Select fund V	8/5/2008	35,000.00	27,581.12
8,500	Deutsche Bank AG London Return	12/21/2007	85,000.00	49,521 00
500	Eaton Vance Enhanced Equity Income Fund	10/26/2004	10,000.00	5,530.00
7,049 898	Europacific Growth Fund Class A	Various	213,619.06	200,358 10
5,652 911	Fidelity Advisor Diversified International Fund	5/12/2005	100,000 00	60,203 50
1,870 825	Fidelity Advisor Diversified International Fund (Reinvest)	Various	37,547 07	19,924 29
16,961 721	Growth Fund of America Class A	Various	354,261 97	365,864 32
1,765 860	Growth Fund of America Class C	8/16/2006	54,000 00	36,694 57
186 880	Growth Fund of America Class C (Reinvestments)	Various	5,977.32	3,883 37
1,000	Health Care Reit Inc	9/3/1997	26,537 98	34,070 00
11,755 486	The Income Fund of America Class A	12/29/2008	150,000 00	146,826 02
191.955	The Income Fund of America Class A (Reinvestments)	3/24/2009	2,234 36	2,397 52
23,584.906	Intermediate Bond Fund of America	12/29/2008	300,000 00	301,650 95
267 700	Intermediate Bond Fund of America (Reinvestments)	Various	3,410 31	3,423 88
2,763 295	Ivy Assest Strategy Fund Class C	8/16/2006	53,000 00	50,844 63
419	Ivy Assest Strategy Fund Class C (Reinvestments)	Various	7,399 57	7,702 88
150,000	JP Morgan Chase & Co	10/25/2007	150,000 00	73,635 00
200,000	JP Morgan Chase & Co Index	9/23/2008	200,000 00	147,360 00
1,200	Kimco Realty Corp	5/22/2001	17,481.43	14,424 00
2,000	Kimco Realty Corp	10/10/2003	42,139.90	24,040 00
33,050 047	Pimco Total Return Class A	9/23/2008	350,000 00	337,771 48
2,609.327	Pimco Total Return Class A (Reinvestments)	Various	26,058 43	26,667 32
270,000	Titan Masters Intl Fund LTD	3/28/2007	270,000 00	256,519 05
250,000	Titan Masters Intl Fund LTD	7/30/2007	250,000 00	237,517.64
130,000	Titan Masters Intl Fund LTD	2/25/2009	130,000 00	123,509.17
311,000	Topiary Select Funds	11/26/2003	296,382 00	187,551 04
14,548 982	Washington Mutual Investors Fund	12/29/2008	300,000 00	288,215 33
148 123	Washington Mutual Investors Fund (Reinvestments)	3/24/2009	2,618 82	2,934.32
Deutsche Bank Alex. Brown - #5XF-008505			4,484,991 88	3,953,527 87

38	Abbott Laboratories	3/3/2009	1,797 75	1,590 30
16	Abbott Laboratories	3/11/2009	739 97	669 60
24	Abbott Laboratories	3/18/2009	1,179 79	1,004 40
23	Adobe Systems Inc	9/2/2008	984 63	629.05
12	Adobe Systems Inc	9/10/2008	488 88	328 20
78	Alcoa Inc	4/13/2009	673.14	707 46
33	Alcoa Inc	4/23/2009	293 37	299 31
28	Alcoa Inc	4/24/2009	256 76	253 96
15	Alexion Pharmaceuticals Inc	4/23/2009	495 42	501 30
17	Allergan Inc	2/11/2009	719.58	793 22
3	Allergan Inc	2/24/2009	120 66	139 98
3	Amazon Com Inc	2/18/2009	185.27	241.56
12	Amazon Com Inc	2/25/2009	781 32	966 24
2	Amazon Com Inc	3/12/2009	135 66	161 04
8	Amazon Com Inc	3/17/2009	551 20	644 16
13	Amazon Com Inc	3/19/2009	913 64	1,046 76
55	American Tower Corp Class A	1/20/2009	1,577 08	1,746 80
36	Apple Inc	9/2/2008	5,956 56	4,529 88
3	Apple Inc	4/2/2009	336 60	377 49
155	Applied Materials Inc	9/2/2008	2,752 64	1,892 55
39	Applied Materials Inc	2/23/2009	338 52	476 19
35	Aqua America Inc	10/21/2008	595 00	642.25
15	Aqua America Inc	11/14/2008	298 77	275.25
17	Aqua America Inc	3/4/2009	315.66	311.95

<u>No. of Shares</u>	<u>Description</u>	<u>Purchase Date</u>	<u>Cost Basis</u>	<u>Fair Market Value as of 04/30/09</u>
28	Archer Daniels Midland Co	11/5/2008	711 07	689 36
7	Archer Daniels Midland Co	1/16/2009	176 05	172 34
8	Archer Daniels Midland Co	3/19/2009	225.20	196 96
6	Archer Daniels Midland Co	3/23/2009	172 68	147 72
15	Archer Daniels Midland Co	4/9/2009	388 92	369.30
10	Archer Daniels Midland Co	4/14/2009	263 48	246.20
16	BMC Software Inc	4/2/2009	551.81	554 72
7	Baxter International Inc	9/2/2008	488 88	339 50
20	Baxter International Inc	10/17/2008	1,206.40	970 00
27	Best Buy Company Inc	1/29/2009	805.68	1,036 26
8	Best Buy Company Inc	3/11/2009	219.84	307 04
24	BHP Billiton LTD Sponsored ADR	12/15/2008	1,019 22	1,155 36
3	BHP Billiton LTD Sponsored ADR	12/16/2008	125 16	144 42
9	BHP Billiton LTD Sponsored ADR	1/15/2009	337 75	433 26
16	Blackrock Inc	11/6/2008	2,117 94	2,344 32
6	Blackrock Inc	11/21/2008	592.26	879 12
79	Broadcom Corp Class A	9/2/2008	1,885.73	1,832.01
18	C H Robinson Worldwide Inc	4/22/2009	954.86	956 88
74	CVS Caremark Corp	9/2/2008	2,738 74	2,351.72
25	CVS Caremark Corp	12/31/2008	712.70	794 50
26	Cablevision Sys Corp	9/2/2008	823.68	446 16
41	Cablevision Sys Corp	9/19/2008	1,068 83	703 56
19	Cablevision Sys Corp	10/9/2008	340 08	326 04
54	Cameron Intl Corp	9/2/2008	2,407.32	1,381.32
16	Cameron Intl Corp	10/29/2008	348 31	409.28
5	Cameron Intl Corp	3/24/2009	119 00	127 90
33	China Mobile LTD Spon ADR S A	10/17/2008	1,475 41	1,424 28
14	China Mobile LTD Spon ADR S A	11/17/2008	615 69	604 24
2	China Mobile LTD Spon ADR S A	2/23/2009	91 66	86 32
10	China Mobile LTD Spon ADR S A	2/27/2009	434 68	431 60
111	China Unicom Hong Kong LTD ADR	3/5/2009	1,083 36	1,284 27
22	Clorox Co	9/2/2008	1,324 84	1,233.10
33	Colgate Palmolive Co	1/15/2009	2,068 37	1,947 00
46	Coming Inc	4/2/2009	671 97	672 52
18	Coming Inc	4/8/2009	267 08	263 16
37	Coming Inc	4/27/2009	587 49	540 94
19	Cummins Engine Inc	4/8/2009	521 89	646 00
15	Cummins Engine Inc	4/23/2009	454 17	510 00
15	Darden Restaurants Inc	2/25/2009	427 17	554 55
4	Darden Restaurants Inc	3/17/2009	117 00	147 88
18	Davita Inc	11/20/2008	813 56	834 66
6	Davita Inc	12/5/2008	270 72	278 22
33	Enbridge Inc	9/2/2008	1,357 62	1,018 05
15	Enbridge Inc	10/15/2008	447 96	462 75
15	Express Scripts Inc	9/2/2008	1,095 00	959 55
10	Express Scripts Inc	4/7/2009	483 20	639 70
28	F5 Networks Inc	9/12/2008	904.59	763 56
10	First Solar Inc	9/2/2008	2,593 30	1,872.90
94	Gilead Sciences Inc	9/2/2008	4,693 23	4,305 20
7	Goldman Sachs Group Inc	1/28/2009	592 13	899 50
10	Goldman Sachs Group Inc	2/4/2009	874 01	1,285 00
1	Google Inc Class A	7/18/2007	552 53	395 97
4	Google Inc Class A	2/5/2008	2,011 79	1,583 88
2	Google Inc Class A	2/8/2008	1,026 87	791 94
3	Google Inc Class A	2/26/2008	1,375 27	1,187.91
35	Guess Inc	9/2/2008	1,307 60	911 40
12	Intercontinental Exchange Inc	1/20/2009	649 53	1,051.20
4	Intercontinental Exchange Inc	2/4/2009	239 96	350 40
51	International Business Machines Corp	3/2/2009	4,641 92	5,263 71
5	Intuitive Surgical Inc	9/2/2008	1,470 75	718.65
41	Juniper Networks Inc	4/2/2009	679 78	887 65
44	Kohls Corporation	9/2/2008	2,215 84	1,995.40
47	Lam Research Corp	9/2/2008	1,691 06	1,310 36
10	Lam Research Corp	10/21/2008	218 48	278 80
20	Lam Research Corp	11/13/2008	350 36	557 60
10	Lam Research Corp	2/9/2009	216.68	278 80
46	Lowe's Cos Inc	11/18/2008	860 44	989 00
23	Lowe's Cos Inc	12/5/2008	487 78	494 50
8	Lowe's Cos Inc	2/23/2009	127 98	172 00
33	Marsh & McLennan Cos Inc	9/2/2008	1,054 02	695.97
19	Marsh & McLennan Cos Inc	11/10/2008	487 69	400 71
49	Metropcs Communications Inc	10/10/2008	612 44	837 41
32	Metropcs Communications Inc	10/16/2008	400 31	546 88

No. of Shares	Description	Purchase Date	Cost Basis	Fair Market Value as of 4/30/2009
12	Millicom Intl Cellular SA	4/16/2009	534 58	581 52
32	Monsanto Co New Corn	9/2/2008	3,468 80	2,716 48
11	Mynad Genetics Inc	9/2/2008	371 58	426 69
4	Mynad Genetics Inc	11/10/2008	143 00	155 16
3	NVR Inc	9/2/2008	1,784 58	1,516 11
1	NVR Inc	11/12/2008	355.67	505 37
27	Northern Trust Corp	2/13/2009	1,595 65	1,467 72
9	Northern Trust Corp	3/18/2009	528 03	489 24
8	Northern Trust Corp	3/23/2009	478 64	434 88
7	Northern Trust Corp	4/22/2009	390 11	380 52
29	Occidental Petroleum Corp	12/4/2008	1,346 70	1,632 41
10	Occidental Petroleum Corp	2/10/2009	589 48	562 90
4	Occidental Petroleum Corp	2/12/2009	215 72	225 16
11	Peabody Energy Corp	1/14/2009	265 22	290 29
10	Peabody Energy Corp	1/20/2009	230 48	263.90
8	Peabody Energy Corp	2/12/2009	217 56	211 12
28	Peabody Energy Corp	2/23/2009	689 58	738 92
66	Pepsico Inc	9/17/2008	4,780 73	3,284 16
14	Pepsico Inc	12/31/2008	769 56	696 64
38	Petrohawk Energy Corp	11/5/2008	681 68	896.80
19	Petrohawk Energy Corp	11/12/2008	293 14	448 40
13	Petrohawk Energy Corp	11/25/2008	212.00	306 80
45	Petroleo Brasileiro SA Petrobras	3/12/2009	1,300 50	1,510 65
18	Petroleo Brasileiro SA Petrobras	4/24/2009	603 14	604 26
39	Price T Rowe Group Inc	9/2/2008	2,283 84	1,502 28
13	Price T Rowe Group Inc	9/18/2008	698.68	500 76
36	Prudential Financial Inc	4/15/2009	933 41	1,039 68
4	Prudential Financial Inc	4/24/2009	105 96	115 52
66	Pulte Homes Inc	9/15/2008	1,074 41	759 66
12	Pulte Homes Inc	10/13/2008	132 34	138 12
41	Pulte Homes Inc	10/21/2008	455 90	471.91
25	Pulte Homes Inc	10/27/2008	219 98	287 75
102	Qualcomm Inc	9/2/2008	5,201 92	4,316 64
34	Questar Corp	3/23/2009	1,116 19	1,010.48
18	Robert Half Intl Inc	9/2/2008	463 86	432 36
22	Robert Half Intl Inc	9/15/2008	564 87	528 44
7	Robert Half Intl Inc	9/19/2008	193 54	168.14
27	St Jude Med Inc	3/19/2009	967 90	905 04
14	St Jude Med Inc	4/7/2009	488 01	469 28
13	Salesforce Com Inc	2/4/2009	390 49	556 53
10	Salesforce Com Inc	2/9/2009	294 18	428 10
42	Southwestern Energy Co	9/2/2008	1,511 13	1,506.12
38	Sysco Corp	12/19/2008	925 00	886 54
18	Sysco Corp	1/26/2009	429.26	419 94
25	Teva Pharmaceutical Industnes LTD	3/24/2009	1,135 46	1,097 25
11	Teva Pharmaceutical Industnes LTD	4/7/2009	548.86	526.68
4	Transocean LTD Zug Namen AKT	10/23/2008	279 57	269 92
5	Transocean LTD Zug Namen AKT	10/29/2008	354.55	337.40
13	Transocean LTD Zug Namen AKT	11/3/2008	1,025.35	877 24
14	Transocean LTD Zug Namen AKT	12/24/2008	600.29	944 72
20	United Parcel Svc Inc	10/13/2008	1,042.88	1,046 80
8	United Parcel Svc Inc	1/26/2009	380.94	418 72
27	Verisign Inc	3/4/2009	576.94	555.66
11	Versign Inc	3/24/2009	222 73	226 38
11	Visa Inc	11/13/2008	568.91	714 56
16	Visa Inc	11/21/2008	739.98	1,039 36
10	Visa Inc	1/9/2009	551.90	649.60
3	Visa Inc	4/23/2009	172.23	194 88
83	Weatherford Intl LTD	2/24/2009	788 35	1,380 29
25	Weatherford Intl LTD	3/3/2009	243 00	415.75
34	Weatherford Intl LTD	3/12/2009	373.59	565 42
49	Western Un Co	1/8/2009	750 68	820 75
44	Western Un Co	1/13/2009	666.07	737 00
23	Whole Foods Mkt Inc	3/26/2009	407 97	476 79
14	Whole Foods Mkt Inc	4/3/2009	257 43	290 22
13	Whole Foods Mkt Inc	4/24/2009	250 35	269.49
14	Wynn Resorts LTD	11/17/2008	551 59	549 22
2	Wynn Resorts LTD	1/27/2009	70 56	78 46
18	Wynn Resorts LTD	2/5/2009	476 42	706.14
32	Yum Brands Inc	12/16/2008	915 46	1,067.20

No. of Shares	Description	Purchase Date	Cost Basis	Fair Market Value as of 4/30/2009
325	Agilent Technologies Inc	5/17/2007	12,319.29	5,934.50
165	Alcoa Inc	7/19/2007	5,355.90	1,496.55
165	Alcoa Inc	8/1/2007	6,060.55	1,496.55
70	Alcoa Inc	10/8/2008	1,019.11	634.90
190	Alcoa Inc	10/16/2008	2,119.68	1,723.30
90	Allstate Corp	1/30/2009	1,979.19	2,099.70
210	Allstate Corp	3/26/2009	4,232.36	4,899.30
90	Amgen Inc	1/17/2008	4,279.64	4,362.30
65	Amgen Inc	1/17/2008	3,110.78	3,150.55
300	Aspen Insurance Hldgs LTD	1/13/2006	7,430.70	7,074.00
150	Avnet Inc	1/17/2008	2,427.86	3,283.50
55	Avnet Inc	3/10/2009	825.24	1,203.95
205	Bank of America Com	9/28/2007	10,131.74	1,830.65
60	Bank of America Com	2/22/2008	2,503.26	535.80
80	Bank of America Com	7/23/2008	2,641.83	714.40
215	Bank of America Com	4/20/2009	1,988.75	1,919.95
8	Bank Amer Corp 7 25% Non Cum Perpetual	2/11/2009	3,166.70	4,616.00
175	Brnkr Intl Inc	11/11/2008	1,448.79	3,101.00
880	Chicos FAS Inc	6/27/2008	5,076.72	6,723.20
325	Community Health Sys Inc	6/28/2007	12,806.72	7,423.00
60	Community Health Sys Inc	10/30/2008	1,140.02	1,370.40
115	Conocophillips Com	7/5/2006	7,685.44	4,715.00
5	Conocophillips Com	10/10/2008	245.32	205.00
230	Du Pont E I De Nemours & Company	7/26/2006	9,266.70	6,417.00
305	Endurance Specialty Holdings LTD	2/1/2007	10,500.78	7,978.80
30	Endurance Specialty Holdings LTD	5/25/2007	1,158.66	784.80
540	Gap Inc	1/11/2006	9,669.19	8,391.60
295	General Electric Co	5/15/2006	10,149.89	3,731.75
15	General Electric Co	9/21/2007	619.95	189.75
20	General Electric Co	1/28/2008	686.00	253.00
170	General Electric Co	10/24/2008	3,009.00	2,150.50
185	Halliburton Co	11/20/2008	2,818.90	3,740.70
30	Halliburton Co	2/5/2009	564.00	606.60
160	Halliburton Co	4/21/2009	3,066.18	3,235.20
310	Health Net Inc	7/19/2004	8,060.00	4,476.40
75	Health Net Inc	5/5/2008	2,191.65	1,083.00
30	Health Net Inc	10/20/2008	554.52	433.20
360	Hercules Offshore Inc	7/23/2007	11,157.55	1,152.00
120	Hercules Offshore Inc	9/21/2007	3,341.84	384.00
185	Hercules Offshore Inc	10/14/2008	1,610.30	592.00
170	IntelCorp	10/24/2008	2,356.20	2,682.60
170	JP Morgan Chase & Co Com	11/7/2003	2,723.26	2,475.00
215	JP Morgan Chase & Co Com	3/17/2008	8,596.52	7,095.00
125	Marathon Oil Corp	7/19/2004	2,341.25	3,712.50
60	Marathon Oil Corp	2/11/2008	2,948.69	1,782.00
60	Marathon Oil Corp	7/23/2008	2,599.83	1,782.00
50	Marathon Oil Corp	10/10/2008	1,297.58	1,485.00
95	Metlife Inc	12/19/2008	3,488.02	2,826.25
50	Metlife Inc	1/8/2009	1,646.27	1,487.50
80	Metlife Inc	1/14/2009	2,165.41	2,380.00
180	Omnicare Inc	8/3/2007	6,328.21	4,627.80
80	Omnicare Inc	8/6/2007	2,753.93	2,056.80
375	Patterson Util Energy Inc	11/30/2006	10,277.03	4,766.25
105	Patterson Util Energy Inc	1/4/2007	2,297.40	1,334.55
45	Patterson Util Energy Inc	10/17/2008	598.48	571.95
275	Pfizer Inc	11/3/2004	8,249.15	3,674.00
255	Pfizer Inc	9/21/2007	6,303.60	3,406.80
140	Texas Instruments Inc	10/10/2008	2,613.00	2,528.40
35	Texas Instruments Inc	2/5/2009	595.00	632.10
180	Texas Instruments Inc	4/21/2009	3,063.83	3,250.80
55	Transocean LTD Zug Namen AKT	12/17/2008	3,077.47	3,711.40
25	Transocean LTD Zug Namen AKT	12/26/2008	1,082.50	1,687.00
15	Transocean LTD Zug Namen AKT	1/12/2009	773.19	1,012.20
30	Transocean LTD Zug Namen AKT	1/20/2009	1,443.37	2,024.40
85	Travelers Cos Inc	10/14/2008	3,136.41	3,496.90
70	Travelers Cos Inc	10/28/2008	2,597.14	2,879.80
210	Unitedhealth Group Inc	7/23/2008	5,813.33	4,939.20
110	Unitedhealth Group Inc	9/18/2008	2,759.71	2,587.20
465	Unum Group Com	7/19/2004	7,235.40	7,598.10
110	WellsFargo & Co	10/14/2008	3,605.83	2,201.10
95	WellsFargo & Co	10/28/2008	2,963.49	1,900.95
30	WellsFargo & Co	11/7/2008	810.00	600.30
30	WellsFargo & Co	2/4/2009	565.99	600.30

No. of Shares	Description	Purchase Date	Cost Basis	Fair Market Value as of 4/30/2009
190	Wesco Intl Inc	2/4/2008	7,671 17	4,940 00
155	XL Capital LTD	5/24/2006	9,879 10	1,474 05
140	XL Capital LTD	4/23/2008	4,053 76	1,331 40
90	XL Capital LTD	5/9/2008	3,096 85	855.90
225	XL Capital LTD	10/14/2008	2,293 63	2,139 75
	Deutsche Bank Alex. Brown - #5XZ-946884		314,521 70	216,651 05
150	Ace Limited Shs	9/3/2008	7,754 87	6,948 00
50	Amgen Inc	12/9/2008	2,883 05	2,423 50
65	Anadarko Pete Corp	3/16/2009	2,431.27	2,798.90
35	Apache Corp	9/3/2008	3,711 02	2,550 10
210	AT&T Inc	9/3/2008	6,784 59	5,380 20
155	Automatic Data Processing Inc	9/3/2008	7,063 21	5,456 00
75	Becton Dickinson & Co	3/5/2006	4,806 25	4,536 00
20	Blackrock Inc	4/2/2009	2,745 21	2,930 40
75	Chevron Corp Com	11/28/2008	5,907 69	4,957 50
20	Chevron Corp Com	3/12/2009	1,233 80	1,322 00
180	Cisco Systems Inc	9/3/2008	4,175 75	3,477.60
100	Colgate Palmolive Co	9/3/2008	7,665 91	5,900 00
100	Conocophillips Com	9/3/2008	7,852 00	4,100 00
35	Conocophillips Com	3/5/2009	1,228 02	1,435 00
75	Covidien LTD	9/3/2008	4,127.25	2,472.00
65	Covidien LTD	10/9/2008	2,989 91	2,142 40
180	CVS Caremark Corp	9/3/2008	6,661 64	5,720 40
25	CVS Caremark Corp	1/9/2009	642 25	794 50
45	Devon Energy Corp	10/22/2008	3,055 25	2,333.25
115	Directv Group Inc	4/14/2009	2,746 41	2,843 95
150	Dominion Res Inc	9/3/2008	6,362 86	4,524 00
235	EMC Corp	9/3/2008	3,487 00	2,944 55
105	Exelon Corp	9/3/2008	7,505 31	4,843.65
10	Exelon Corp	9/18/2008	638 00	461 30
5	Exelon Corp	3/12/2009	200 95	230 65
75	Exxon Mobile Corp	9/3/2008	5,817 68	5,000 25
15	Exxon Mobile Corp	3/20/2009	1,028 10	1,000 05
55	FPL Group Inc	3/16/2009	2,577 06	2,958 45
15	International Business Machs Corp	9/3/2008	1,760 85	1,548 15
10	International Business Machs Corp	12/1/2008	784 85	1,032 10
10	ITT Corp	9/3/2008	623.90	410 10
65	ITT Corp	9/18/2008	3,775 50	2,665 65
60	ITT Corp	3/20/2009	2,317.48	2,460 60
110	Johnson & Johnson Com	9/3/2008	7,849 41	5,759 60
80	JP Morgan Chase & Co	12/24/2001	2,874 40	2,640 00
10	JP Morgan Chase & Co	9/3/2008	390.30	330.00
80	JP Morgan Chase & Co	1/16/2009	1,779 20	2,640 00
55	McDonalds Corp	10/22/2008	2,979 12	2,930.95
15	Mastercard Inc Class A	2/18/2009	2,386.76	2,751.75
17	Mastercard Inc Class A	3/16/2009	2,645 37	3,118.65
145	Microsoft Corp	9/3/2008	3,903.11	2,937.70
50	Murphy Oil Corp	9/3/2008	3,600 50	2,385.50
60	Nike Inc	9/3/2008	3,695 34	3,148 20
95	Occidental Petroleum Corp	9/3/2008	7,070.09	5,347.55
165	Oracle Corp	9/3/2008	3,479 52	3,191 10
130	PG &E Corp	9/3/2008	5,322.08	4,825.60
20	PG &E Corp	4/14/2009	746 72	742 40
100	Philip Morris Intl Inc	12/24/2001	2,444 89	3,620 00
30	Philip Morris Intl Inc	10/7/2004	755 06	1,086.00
15	Philip Morris Intl Inc	9/3/2008	813.90	543.00
10	Philip Morris Intl Inc	2/6/2009	367 80	362.00
40	PNC Finl Svcs Group Inc	9/18/2008	3,118 44	1,588.00
100	PNC Finl Svcs Group Inc	2/4/2009	2,900.26	3,970 00
40	Raytheon Co Com	1/30/2009	2,036.15	1,809 20
60	Raytheon Co Com	2/6/2009	2,875 75	2,713 80
30	Raytheon Co Com	3/16/2009	1,040.26	1,356 90
85	Thermo Fisher Scientific Inc	2/4/2009	3,171.54	2,981 80
70	Travelers Cos Inc	12/9/2008	3,000.03	2,879 80
75	Travelers Cos Inc	2/6/2009	2,933 79	3,085 50
120	Union Pacific Corp	12/9/2008	5,556.18	5,896.80
120	United Technologies Corp	12/24/2001	3,876 44	5,860.80
40	V F Corp	4/14/2009	2,595 87	2,370 80
175	Venzon Communications	9/3/2008	6,247 07	5,309 50
60	Wal Mart Stores Inc	10/22/2008	3,121 40	3,024 00

<u>No. of Shares</u>	<u>Description</u>	<u>Purchase Date</u>	<u>Cost Basis</u>	<u>Fair Market Value as of 4/30/2009</u>
50	Wal Mart Stores Inc	4/14/2009	2,545 50	2,520 00
130	Wells Fargo & Co	9/3/2008	3,989 31	2,601.30
125	Wells Fargo & Co	1/16/2009	2,283 75	2,501.25
35	Wells Fargo & Co	1/23/2009	530 28	700 35
130	Wyeth	3/9/2008	5,514 48	5,512 00
	Deutsche Bank Alex. Brown - #5XZ-946892		<u>233,784 96</u>	<u>205,643.00</u>
560	Altra Group Inc	1/14/2009	8,998 59	9,144.80
280	Astrazeneca Plc Sponsored	1/14/2009	11,067 44	9,791 60
450	AT&T Inc	1/14/2009	11,397 74	11,529 00
260	BP Plc Spons ADR	1/14/2009	11,141 00	11,039 60
510	Bristol Myers Squibb Co	1/14/2009	11,322 00	9,792 00
150	Chevron Corp	1/14/2009	10,390 10	9,915 00
220	Diageo Plc Sponsored ADR	1/14/2009	11,788 56	10,527 00
190	FPL Group, Inc	2/25/2009	9,142 14	10,220 10
820	General Electric Co	1/14/2009	11,576.43	10,373 00
310	Genuine Parts Co	1/14/2009	11,248 61	10,527 60
250	Health Care Reit Inc	1/14/2009	8,997.00	8,517.50
330	Heinz H J Company	1/14/2009	11,522 14	11,358 60
100	Johnson & Johnson	1/14/2009	5,760 80	5,236 00
230	Kimberly Clark Corp	1/14/2009	11,803 60	11,302 20
400	Kraft Foods Inc	1/14/2009	11,196 00	9,360 00
310	Lilly Eli & Co	1/14/2009	11,584 70	10,205 20
290	Microsoft Corp	4/20/2009	5,430 31	5,875 40
200	Morgan Stanley Com	3/24/2009	5,137 82	4,728 00
670	Nokia Corp	1/14/2009	9,044.30	9,473 80
220	Philip Morris Intl Inc	1/14/2009	9,022 99	7,964 00
160	3M Co	1/14/2009	8,799 18	9,216 00
130	Travelers Cos Inc	3/26/2009	5,174 04	5,348 20
500	Unilever NV New York Shs	1/14/2009	11,323 00	9,885 00
540	US Bancorp Del	1/14/2009	11,568 72	9,838 80
370	Verizon Communications	1/14/2009	11,358 11	11,225 80
570	Vodafone Group Plc	1/14/2009	11,268 90	10,459 50
	Deutsche Bank Alex. Brown - #5XZ-947015		<u>257,064 22</u>	<u>242,853.70</u>
	Deutsche Bank Alex. Brown Grand Totals		<u><u>5,434,846 46</u></u>	<u><u>4,756,630 15</u></u>
<u>Alternative Investments Balance on Hand 4/30/2009</u>				
2,000	Magellan Midstream Partners, L P	5/23/2002	<u>30,431 00</u>	<u>30,431.00</u>
	Alternative Investments Grand Totals		<u><u>30,431 00</u></u>	<u><u>30,431 00</u></u>
	PORTFOLIO GRAND TOTALS		<u><u>5,465,277 46</u></u>	<u><u>4,787,061 15</u></u>

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

OMB No 1545 1709

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

- 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	Employer identification number
	PHILIP E. AND HARRIET J. KLEIN FOUNDATION, INC.	52-2046127
	Number, street, and room or suite number. If a P.O. box, see instructions	
	11299 OWINGS MILLS BOULEVARD #200	
	City, town, or post office, state, and ZIP code. For a foreign address, see instructions	
	OWINGS MILLS, MD 21117	

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

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ► PHILIP E. KLEIN

Telephone No ► 410-902-5994

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	\$	4,302.
3b 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	\$	2,802.
3c 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	\$	1,500.

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**BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.**

Form 8868 (Rev 4-2009)

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

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 File by the extended due date for filing the return. See instructions	Name of Exempt Organization	Employer identification number
	PHILIP E. AND HARRIET J. KLEIN FOUNDATION, INC.	52-2046127
	Number, street, and room or suite number. If a P.O. box, see instructions	For IRS use only
	FELDMAN, BLUM & ASSOCIATES, LLC 26-1155244	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BALTIMORE, MD 21208	

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

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (section 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> 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 care of PHILIP E. KLEIN
Telephone No 410-902-5994 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.

- I request an additional 3-month extension of time until 3/15, 20 10.
- For calendar year _____, or other tax year beginning 5/01, 20 08, and ending 4/30, 20 09
- If this tax year is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension TAXPAYER RESPECTFULLY REQUESTS ADDITIONAL TIME TO GATHER INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN.

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 \$	4,302.
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 \$	4,302.
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 instrs	8c \$	0.

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 _____ Title _____ Date _____