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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning 6/1/2008, and ending 5/31/2009

G Check all that apply ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

MARIE ECCLES CAINE PRIVATE FDN 075080

Number and street (or P O box number if mail is not delivered to street address)

Wells Fargo Bank, N A, P O Box 53456, MAC S4035-014

Room/suite

City or town, state, and ZIP code

Phoenix

AZ

85072

A Employer identification number

94-2764258

B Telephone number (see page 10 of the instructions)

800-352-3705

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test,
check here and attach computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col (c),
line 16) $\blacktriangleright$ \$ 9,112,353J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total of
amounts in columns (b), (c), and (d) may not necessarily equal
the amounts in column (a) (see page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	598,823	577,909		
5 a Gross rents		0		
b Net rental income or (loss) 0				
6 a Net gain or (loss) from sale of assets not on line 10	-1,554,331			
b Gross sales price for all assets on line 6a 1,277,066				
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances 0				
b Less. Cost of goods sold 0				
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	-955,508	577,909	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	13,058	3,265	0	9,794
b Accounting fees (attach schedule)	925	0	0	925
c Other professional fees (attach schedule)	0		0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	37,873	7,557	0	0
19 Depreciation (attach schedule) and depletion	6,791	6,791	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	7,402,322	62,318	0	11,588
24 Total operating and administrative expenses. Add lines 13 through 23	7,460,969	79,931	0	22,307
25 Contributions, gifts, grants paid	981,672			981,672
26 Total expenses and disbursements. Add lines 24 and 25	8,442,641	79,931	0	1,003,979
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-9,398,149			
b Net investment income (if negative, enter -0-)		497,978		
c Adjusted net income (if negative, enter -0-)			0	

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

Form **990-PF** (2008)

(HTA)

9-14 2010

ENVELOPE - APR 15 2010
POSTMARK DATE

SCANNED APR 22 2010

Form 990-PF (2008)

MARIE ECCLES CAINE PRIVATE FDN 075080

94-2764258

Page **2****Part II Balance Sheets**

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	424,746	116,795	116,795
	3 Accounts receivable ▶ _____ 0			
	Less allowance for doubtful accounts ▶ _____ 0	0	0	0
	4 Pledges receivable ▶ _____ 0			
	Less allowance for doubtful accounts ▶ _____ 0	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ▶ _____ 0			
	Less allowance for doubtful accounts ▶ _____ 0	0	0	0
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	14,821,158	7,376,854	6,563,823
	c Investments—corporate bonds (attach schedule)	3,596,531	2,153,404	2,225,735
Liabilities	11 Investments—land, buildings, and equipment basis ▶ _____ 0			
	Less accumulated depreciation (attach schedule) ▶ _____ 0	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	0	0	0
	14 Land, buildings, and equipment basis ▶ _____ 264,879			
	Less accumulated depreciation (attach schedule) ▶ _____ 57,629	214,041	207,250	206,000
	15 Other assets (describe ▶ _____)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	19,056,476	9,854,303	9,112,353
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ▶ _____)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	19,056,476	9,854,303	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
Net Assets or Fund Balances	30 Total net assets or fund balances (see page 17 of the instructions)	19,056,476	9,854,303	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	19,056,476	9,854,303	

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	19,056,476
2 Enter amount from Part I, line 27a	2	-9,398,149
3 Other increases not included in line 2 (itemize) ▶ _____	3	200,918
4 Add lines 1, 2, and 3	4	9,859,245
5 Decreases not included in line 2 (itemize) ▶ See attached statement	5	4,942
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	9,854,303

Form **990-PF** (2008)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
a	0	0	0	
b	0	0	0	
c	0	0	0	
d	0	0	0	
e	0	0	0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 { If (loss), enter -0- in Part I, line 7			2	-1,554,331
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) { If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8			3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	1,328,180	26,588,504	0.049953
2006	1,255,898	25,673,254	0.048919
2005	1,261,882	25,052,742	0.050369
2004	1,328,143	25,163,630	0.052780
2003	1,104,407	24,157,569	0.045717
2 Total of line 1, column (d)			2 0.247738
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 0.049548
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			4 15,143,669
5 Multiply line 4 by line 3			5 750,339
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 4,980
7 Add lines 5 and 6			7 755,319
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 1,003,979

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling letter. _____ (attach copy of ruling letter if necessary—see instructions)		1	4,980
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	4,980
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	4,980
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	33,596	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	33,596	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	28,616	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax ☐ 4,980 Refunded ☐	11	23,636	

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 page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		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 ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		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>Statement B</i>	X	
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ UT		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation <i>Statement A</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 on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► N/A				
14	The books are in care of ► Wells Fargo Bank, N A	Telephone no ► 800-352-3705		
Located at ► P.O. Box 53456, MAC S4035-014 Phoenix AZ		ZIP+4 ► 85072		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	☐

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☒ Yes	☐ No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes	☒ No
If "Yes," list the years ► 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)

☒ Yes ☐ No

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

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?**5b**

X

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☒ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945–5(d)

Statement C

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**6b**

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If you answered "Yes" to 6b, also file Form 8870☐ Yes ☒ No**7a**

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b**

X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. P O Box 53456 Phoenix AZ 85072	TRUSTEE 4 00	46,350	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

▶

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."**

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

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments. See page 24 of the instructions	
3	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	469,211
b	Average of monthly cash balances	1b	14,905,072
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	15,374,283
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	15,374,283
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	230,614
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	15,143,669
6	Minimum investment return. Enter 5% of line 5	6	757,183

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	757,183
2a	Tax on investment income for 2008 from Part VI, line 5	2a	4,980
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,980
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	752,203
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	752,203
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	752,203

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,003,979
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,003,979
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,980
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	998,999

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				752,203
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			981,672	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 1,003,979				
a Applied to 2007, but not more than line 2a			981,672	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2008 distributable amount				22,307
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				729,896
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2004	0			
b Excess from 2005	0			
c Excess from 2006	0			
d Excess from 2007	0			
e Excess from 2008	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)**N/A****1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling**b** Check box to indicate whether the foundation is a private operating foundation described in section☐ 4942(j)(3) or ☐ 4942(j)(5)**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
(a) 2008	(b) 2007	(c) 2006	(d) 2005	
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
c "Support" alternative test—enter				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:****a** List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

NONE

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

NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d**a** The name, address, and telephone number of the person to whom applications should be addressed**b** The form in which applications should be submitted and information and materials they should include**c** Any submission deadlines**d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				0 0
Total			▶ 3a	981,672
b Approved for future payment NONE				0 0
Total			▶ 3b	0

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions on page 28 to verify calculations)

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions)
----------------------	---

Not Applicable

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?

Yes	No
-----	----

(1) Cash

1a(1)	X
-------	---

(2) Other assets

1a(2)		X
-------	--	---

b Other transactions

(1) Sales of assets to a noncharitable exempt organization

1b(1)	X
-------	---

(2) Purchases of assets from a noncharitable exempt organization

1b(2)		X
-------	--	---

(3) Rental of facilities, equipment, or other assets

1b(3)		X
-------	--	---

(4) Reimbursement arrangements

1b(4)		X
-------	--	---

(5) Loans or loan quarantees

1b(5)		X
-------	--	---

(6) Performance of services or membership or fundraising solicitations

1b(6)		X
-------	--	---

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

1c		X
----	--	---

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

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

☐ Yes ☒ No

b If "Yes," complete the following schedule

Sign Here

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

John A. Sulentic

Signature of officer or trustee

4/12/2010

Date _____

VP & Trust Officer

Title

**Paid
Preparer's
Use Only**

Preparer's
signature

[Signature]

Date _____

4/12/2010

Check if self-employed ☒

Preparer's identifying
number (see **Signature** on
page 30 of the instructions)
P00364310

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

PRICEWATERHOUSECOOPERS, LLP

600 GRANT STREET, PITTSBURGH 15219-2777

EIN ► 13-4008324

Phone no 412-355-6000

Statement A

Marie Eccles Caine Foundation

EIN: 94-2764258

Utah Attorney General does not require and prefers that we do not furnish a copy of Form 990 to their office.

Statement B

Marie Eccles Caine Foundation

EIN: 94-2764258

Tax Year End: 5/31/09

Form 990-PF, Part VII-A, Item 5

This statement is submitted in accordance with Reg. 1.6043-3(a)(1) and Form 990-PF General Instruction T to report the distribution of certain assets that resulted in a substantial contraction of assets during the current tax year

During 2008 and 2009, the Marie Eccles Caine Private Foundation made two distributions of assets from sources other than current income. Such distributions represented 43% of Eccles' net assets. Information regarding these distributions is as follows:

Name and Address of Distributees	Assets Distributed	Date of Distribution	Fair Market Value of Distribution
Kathryn C. Wanlass Charitable Foundation Trust	See Attached	12/29/2008	6,456,170.79

075080 MARIE ECCLES

DESCRIPTIONS	SHARES	Fair Market Value at Transfer
COMMON STOCK		
=====		
ABBOTT LABS	1,140 00	25,656 40
ADOBE SYS INC	1,390 00	12,286.26
AFLAC INC	1,480 00	27,538.80
ALLSTATE CORP	2,290 00	29,987.40
AMAZON COM INC COM	2,350.00	50,666 65
AMEREN CORP COM	2,640.00	36,257.58
ANADARKO PETROLEUM	2,300 00	37,052 89
APACHE CORP	750	23,359 49
APPLE INC	1,080 00	40,064 08
AT & T INC	6,290.00	74,900 80
AUTODESK INC	1,710.00	13,604.85
B B & T CORP COM	2,900.00	32,060.37
BANK OF AMERICA CO	5,080 00	57,253.56
BOEING CO	1,550.00	26,656 65
BRISTOL MYERS SQUI	4,630.00	45,789.90
CATERPILLAR INC		

	1,600 00	29,243 44
CHEVRON CORP	1,930.00	58,917 03
CISCO SYSTEMS INC	7,810 00	53,694.42
CITIGROUP INC	6,815.00	19,572.40
COCA COLA CO	1,680 00	31,977 38
COLGATE PALMOLIVE	1,530 00	44,189 82
CONOCOPHILLIPS	2,250.00	47,528 05
CVS/CAREMARK CORPO	2,585 00	30,013 67
DOMINION RES INC V	2,200 00	32,934 99
DOW CHEMICAL CO	2,590 00	17,769 05
DU PONT E I DE NEM	3,130.00	32,972 68
EMERSON ELECTRIC C	2,660 00	39,022 02
EQUITY RESIDENTIAL	3,350 00	39,196 80
EXELON CORPORATION	1,570 00	35,181 00
EXXON MOBIL CORPOR	4,085.00	136,651.92
GENERAL MILLS INC	2,930.00	73,695 57
GOLDMAN SACHS GROU	930	30,351 93
GOOGLE INC	190	24,014 88
HEWLETT PACKARD CO	3,590.00	54,467.90

INTEL CORP	8,540 00	51,885 36
INTERNATIONAL BUSI	1,230 00	42,609 60
JOHNSON & JOHNSON	2,450 00	61,189 83
JPMORGAN CHASE & C	4,800 00	60,702.24
KIMBERLY CLARK COR	1,980.00	44,005 21
KOHL'S CORP	3,350.00	48,110.40
LOWE'S COS INC	3,650 00	33,090 21
MANITOWOC INC	5,410 00	18,759 19
MCDONALD'S CORP	2,610 00	67,970 76
MERCK & CO INC	2,580 00	31,717.40
MICROSOFT CORP	9,240 00	75,189 03
OCCIDENTAL PETE CO	1,290.00	31,123.72
ORACLE CORPORATION	6,220.00	46,019 54
PFIZER INC	9,090.00	67,041.74
PNC FINANCIAL SERV	1,360.00	25,293.04
PROCTER & GAMBLE C	2,370.00	61,247.00
ROCKWELL COLLINS	1,630.00	25,543 00
STRYKER CORP	2,400 00	40,645.32

SUNTRUST BANKS INC	1,620.00	19,063 44
T ROWE PRICE GROUP	2,740 00	37,030 43
UNITED PARCEL SERV	1,850 00	41,749 43
UNITED TECHNOLOGIE	2,390.00	52,228 09
US BANCORP DEL NEW	3,330 00	33,807.38
VIACOM INC NEW	3,002 00	22,420 20
WAL MART STORES IN	2,600 00	61,445 28
WALT DISNEY CO	5,020.00	46,720.70
WELLPOINT INC	1,630 00	28,035 00
ADR & US HELD FORE =====		
BHP BILLITON LIMIT	1,610 00	17,791.32
POTASH CORP SASK	640	19,786 25
SCHLUMBERGER LTD	1,770 00	30,782 45
TRANSOCEAN LTD	890	17,759 18
Marie Eccles 0750801		
General Electric	195850.00	1,320,491.20
TOTAL FMV OF STOCK		<u>\$3,945,783 52</u>
MUTUAL FUNDS		
AMERICAN EUROPACIFIC GROWTH FUND		248,168 70

WELLS FARGO ADV SM CAP OPPOR FD-AD	<u>460,285.58</u>
Summary of Mutual Fds	708,454.27
ETFs	
ISHARES MSCI EMERGING-EEM	110,028.88
ISHARES TR MSCI EAFE IDX - EFA	208,670.84
ISHARES LEHMAN MBS FIXED RATE FD	155,919.68
ISHARES LEHMAN TRES INFLATION PRO	<u>343,301.40</u>
Summary of ETFs	817,920.80
PREFERRED STOCK	
WACHOVIA CORPORATION PFD	<u>18,507.20</u>
Summary of Preferred	18,507.20
AGENCIES	
FEDERAL NATL MTG ASSN	49,743.00
6.000% Due 05-15-11	
FEDERAL HOME LN MTG CORP	116,382.00
6.000% Due 06-15-11	
FEDERAL HOME LOAN BANK	<u>47,614.50</u>
3.625% Due 09-16-11	
Summary of Agencies	213,739.50
CORPORATE BONDS - INVESTMENT GRADE - US	
INTERNATIONAL BUSINESS MACHS CORP	45,625.50
4.250% Due 09-15-09	
SBC COMMUNICATIONS INC	45,873.00
6.250% Due 03-15-11	
WAL-MART STORES INC	47,664.00
5.000% Due 04-05-12	
NABISCO INC	48,249.00
7.550% Due 06-15-15	
LOWE'S COMPANIES INC	<u>44,370.00</u>
5.000% Due 10-15-15	
Summary of Corp Bonds	231,781.50
GOVERNMENTS	
UNITED STATES TREAS NTS	120,241.00

5.000% Due 02-15-11	
UNITED STATES TREAS NTS	145,613 00
4 875% Due 02-15-12	
UNITED STATES TREAS NTS	254,130 00
4 750% Due 05-15-14	
Summary of Governments	519,984 00
 TOTAL TRANSFERRED TO WANLASS FOUNDATIO	 \$6,456,170 79

Statement C**Marie Eccles Caine Foundation****EIN: 94-2764258****Tax Year End: 5/31/09****Form 990-PF, Part VII-B, Line 5c**

The following information is provided in accordance with IRC Sec 4945(h)(3) and Reg 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

Name and Address of Grantee	Amount of Grant	Date of Grant	Purpose of Grant	Amounts Expended by Grantee	To the Grantor's Knowledge Grantee Has Diverted a Portion of Funds from the Purpose of the Grant	Dates of Reports Received from the Grantee	Dates and Results of Any Verification of the Grantee's Reports
Kathryn C Wanlass Charitable Foundation Trust	See Attached	12/24/08	Charitable & Educational Purposes	\$ 422,119 00	No	Grantee Report Pending Completion of their Form 990-PF	Grantee Report Pending Completion of their Form 990-PF

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

Long Term CG Distributions										Amount			
Short Term CG Distributions													
Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost, other basis and expenses		Expense of sale and cost of improvements	Net gain or loss
										Cost	Donated value		
1	X	PNC FINANCIAL SERVICES G	693475105			7/5/2007		4/1/2009	300	731			
2	X	PFIZER INC	717081103			7/17/2007		4/1/2009	136	261			
3	X	POTASH CORP SASK	73755L107			4/24/2007		4/1/2009	812	624			
4	X	T ROWE PRICE GROUP INC	74144T108			10/2/2007		4/1/2009	1,166	2,331			
5	X	PROCTER & GAMBLE CO	742718109			11/13/2007		4/1/2009	936	1,425			
6	X	REGIONS FINL CORP NEW	7591EP100			8/22/2007		12/10/2008	38,803	139,212			
7	X	RESEARCH IN MOTION	760975102			8/22/2007		12/10/2008	25,971	54,103			
8	X	RESEARCH IN MOTION	760975102			8/22/2007		12/10/2008	49,581	103,080			
9	X	ROCKWELL COLLINS	774341101			5/28/2008		4/1/2009	327	613			
10	X	SHEBOYGAN WISCONSIN	63821022J68			9/18/1997		9/1/2008	90,000	90,754			
11	X	STRYKER CORP	863667101			5/9/2007		1/6/2009	52,759	89,907			
12	X	SUNPOWER CORP	867652307			11/13/2007		10/7/2008	23	46			
13	X	SUNPOWER CORP	867652307			11/13/2007		12/10/2008	27,284	106,355			
14	X	SUNTRUST BANKS INC	867914103			8/22/2007		2/17/2009	5,285	57,772			
15	X	SUNTRUST BANKS INC	867914103			1/28/2008		2/17/2009	1,652	13,881			
16	X	TEVA PHARMACEUTICAL IND	881624209			2/17/2009		4/1/2009	451	459			
17	X	TIME WARNER INC NEW	887317105			4/15/2005		12/10/2008	74,076	129,932			
18	X	TIME WARNER INC NEW	887317105			7/11/2005		12/10/2008	2,239	3,715			
19	X	TIME WARNER INC NEW	887317105			8/22/2007		12/10/2008	1,094	2,070			
20	X	UNITED PARCEL SERVICE-CL	911312106			11/13/2007		4/1/2009	495	727			
21	X	UNITED TECHNOLOGIES CORP	913017109			6/4/2007		4/1/2009	1,290	2,127			
22	X	UNITED TECHNOLOGIES CORP	913017109			5/17/2007		4/1/2009	430	691			
23	X	WACHOVIA CORP	929903102			4/10/2008		11/4/2008	37,250	156,428			
24	X	WAL MART STORES INC	931142103			11/13/2007		4/1/2009	523	462			
25	X	WELLPOINT INC	94973V107			3/23/2005		3/3/2009	4,587	9,148			
26	X	WELLPOINT INC	94973V107			4/15/2005		3/3/2009	23,850	47,872			
27	X	TRANSOCEAN LTD.	H8817H100			1/28/2008		4/1/2009	591	1,269			
28	X	ABBOTT LABS	002824100			12/10/2008		4/1/2009	927	1,043			
29	X	ADOBE SYS INC	00724F101			7/17/2007		4/1/2009	659	699			
30	X	AMAZON COM INC COM	023135106			6/26/2007		4/1/2009	1,487	1,474			
31	X	AMEREN CORP COM	023608102			6/26/2007		4/1/2009	1,155	2,445			
32	X	AMEREN CORP COM	023608102			6/26/2007		4/27/2009	32,711	71,162			
33	X	AMERICAN INTL GROUP INC	026874107			8/22/2007		9/18/2008	3,069	90,915			
34	X	AMERICAN INTL GROUP INC	026874107			9/13/2007		9/18/2008	2,150	62,389			
35	X	AMERICAN INTL GROUP INC	026874107			11/13/2007		9/18/2008	3,114	81,236			
36	X	AFLAC INC	001055102			4/17/2008		4/1/2009	185	674			
37	X	AT & T INC	00208R102			1/18/2007		4/1/2009	1,774	2,446			
38	X	APPLE INC	037833100			12/10/2008		4/1/2009	2,141	1,946			
39	X	B B & T CORP COM	054937107			5/17/2007		4/1/2009	515	1,278			
40	X	BRISTOL MYERS SQUIBB CO	110122108			6/4/2007		4/1/2009	1,921	2,738			
41	X	CVS/CAREMARK CORPORATI	126650100			4/15/2005		4/1/2009	1,397	1,308			
42	X	CARDINAL HEALTH INC COM	14149Y108			2/9/2006		12/10/2008	36,084	78,555			
43	X	CITIGROUP INC	172967101			7/28/2005		2/17/2009	642	9,028			
44	X	CITIGROUP INC	172967101			7/6/2007		2/17/2009	5,384	88,907			
45	X	CITIGROUP INC	172967101			11/13/2007		2/17/2009	1,534	17,237			
46	X	CONOCOPHILLIPS	20825C104			5/28/2008		4/1/2009	1,176	2,711			
47	X	CYPRESS SEMICONDUCTOR	232806109			11/13/2007		10/29/2008	19,392	29,332			
48	X	WALT DISNEY CO	254687106			5/9/2007		4/1/2009	731	1,426			
49	X	DOMINION RES INC VA	25746U109			8/22/2007		4/1/2009	1,234	1,759			
Totals									1,277,066	2,831,397			
Securities									0	0			-1,554,331
Other sales									0	0			0

Long Term CG Distributions
Short Term CG Distributions

Amount

1,277,066
0
2,831,397
0
-1,554,331
0

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

Long Term CG Distributions										Amount		
Short Term CG Distributions												
Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost, other basis and expenses		Net gain or loss
										Cost	Donated value	
50	X	DOW/CHEMICAL CO	260543103			6/19/2007		1/6/2009	23,661	67,206	0	-1,554,331
51	X	DU PONT E I DE NEMOURS &	263534109			6/12/2007		4/1/2009	1,372	3,026		
52	X	EMERSON ELECTRIC CO	291011104			8/22/2007		4/1/2009	577	932		
53	X	EXELON CORPORATION	30161N101			5/17/2007		4/1/2009	898	1,537		
54	X	EXELON CORPORATION	30161N101			5/17/2007		5/20/2009	19,677	32,273		
55	X	EXXON MOBIL CORPORATION	30231G102			4/15/2005		4/1/2009	1,353	1,154		
56	X	FED HOME LN MTG CORP	313400624			1/11/2008		9/11/2008	8,720	104,560		
57	X	FED NATL MTG ASSN	313586752			2/6/2008		9/11/2008	10,400	105,972		
58	X	FIFTH THIRD BANCORP	316773100			8/22/2007		12/10/2008	28,011	134,644		
59	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		6/15/2008	8,997	9,098		
60	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		7/15/2008	56	57		
61	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		8/15/2008	55	56		
62	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		9/15/2008	56	56		
63	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		10/15/2008	56	57		
64	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		11/15/2008	56	57		
65	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		12/15/2008	58	59		
66	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		1/15/2009	57	58		
67	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		2/15/2009	57	58		
68	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		3/15/2009	58	58		
69	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		4/15/2009	58	59		
70	X	GNMA POOL #417833 7.000	36206QEE4			6/25/1998		5/15/2009	58	59		
71	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		6/15/2008	46	44		
72	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		7/15/2008	48	47		
73	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		8/15/2008	49	47		
74	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		9/15/2008	50	48		
75	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		10/15/2008	49	48		
76	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		11/15/2008	54	52		
77	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		12/15/2008	46	45		
78	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		1/15/2009	1,601	1,548		
79	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		2/15/2009	42	41		
80	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		3/15/2009	43	41		
81	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		4/15/2009	43	42		
82	X	GNMA POOL #422463 7.000	36206VJG3			11/26/1996		5/15/2009	43	42		
83	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		6/15/2008	22	22		
84	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		7/15/2008	22	22		
85	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		8/15/2008	22	22		
86	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		9/15/2008	22	22		
87	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		10/15/2008	22	22		
88	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		11/15/2008	22	22		
89	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		12/15/2008	23	23		
90	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		1/15/2009	23	23		
91	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		2/15/2009	23	23		
92	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		3/15/2009	24	24		
93	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		4/15/2009	23	23		
94	X	GNMA #455817 7% 10/	36208NK69			9/18/1997		5/15/2009	23	23		
95	X	GENERAL ELECTRIC CO	369604103			4/24/2003		4/13/2009	116,479	275,558		
96	X	GENERAL ELECTRIC CO	369604103			3/29/1991		4/13/2009	11,922	5,675		
97	X	GENERAL MILLS INC	370334104			6/26/2007		4/1/2009	3,481	4,146		
98	X	GENERAL MILLS INC	370334104			6/26/2007		5/20/2009	28,338	31,982		
Totals									1,277,066	2,831,397	0	0
Securities												
Other sales												

[illegible]

Line 16a (990-PF) - Legal Fees

		13,058	3,265	0	9,794
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	LEGAL FEES	13,058	3,265		9,794
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		925	0	0	925
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	ACCOUNTING FEES	925			925
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		37,873	7,557	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	6,520	6,520		
2	REAL ESTATE TAXES	1,037	1,037		
3	PY EXCISE TAX DUE	261			
4	ESTIMATED EXCISE TAX PAYMENTS	30,055			
5					
6					
7					
8					
9					
10					

Amount of depreciation included in cost of goods sold

Line 19 (990-PF) - Depreciation and Depletion

[illegible]

Line 23 (990-PF) - Other Expenses					
		7,402,322	62,318	0	11,588
	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1		0	0	0	0
2	TRUSTEE FEES	46,350	34,762		11,588
3	RENTAL EXPENSES	27,556	27,556		
4	DISTRIBUTION TO WANLASS FOUNDATION	7,328,416			
5					
6					
7					
8					
9					
10					

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

			14,821,158	7,376,854	20,119,651	6,563,823
	Description	Num shares/ face value	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
1	CORPORATE STOCK		14,821,158	7,376,854	20,119,651	6,563,823
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

				3,596,531	2,153,404	3,699,670	2,225,735
	Description	Interest Rate	Maturity Date	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
1	CORPORATE BONDS			3,596,531	2,153,404	3,699,670	2,225,735
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 14 (990-PF) - Land, Buildings, and Equipment

		264,879	50,838	57,629	214,041	207,250	206,000
	Item or Category	Cost or Other Basis	Accumulated Depreciation beg of year	Accumulated Depreciation end of year	(a) Book value beg of year	(b) Book value end of year	(c) FMV end of year
1	SEE ATTACHED	264,879	50,838	57,629	214,041	207,250	206,000
2					0	0	
3					0	0	
4					0	0	
5					0	0	
6					0	0	
7					0	0	
8					0	0	
9					0	0	
10					0	0	

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

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

1	DIFFERENCE OF FMV AND COST OF ASSETS DISTRIBUTED	1	200,918
2	Total	2	200,918

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

1	COST BASIS ADJUSTMENT	1	3,830
2	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	2	1,112
3	Total	3	4,942

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

	(a) Kind(s) of property sold	Amount		(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
		Long Term CG Distributions	Short Term CG Distributions						
			0						
			0						
1	PNC FINANCIAL SERVICES GROUP		693475105		7/5/2007	4/1/2009	300	0	731
2	PFIZER INC		717081103		7/17/2007	4/1/2009	136	0	261
3	POTASH CORP SASK		73755L107		4/24/2007	4/1/2009	812	0	624
4	T ROWE PRICE GROUP INC		74144T108		10/2/2007	4/1/2009	1,166	0	2,331
5	PROCTER & GAMBLE CO		742718109		11/13/2007	4/1/2009	936	0	1,425
6	REGIONS FINL CORP NEW		7591EP100		8/22/2007	12/10/2008	38,803	0	139,212
7	RESEARCH IN MOTION		760975102		8/22/2007	12/10/2008	25,971	0	54,103
8	RESEARCH IN MOTION		760975102		8/22/2007	12/10/2008	49,581	0	103,080
9	ROCKWELL COLLINS		774341101		5/28/2008	4/1/2009	327	0	613
10	SHEBOYGAN WISCONSIN 6.875% 9/0		821022168		9/18/1997	9/1/2008	90,000	0	90,754
11	STRYKER CORP		863667101		5/9/2007	1/6/2009	52,759	0	89,907
12	SUNPOWER CORP		867652307		11/13/2007	10/7/2008	23	0	46
13	SUNPOWER CORP		867652307		11/13/2007	12/10/2008	27,284	0	106,355
14	SUNTRUST BANKS INC		867914103		8/22/2007	2/17/2009	5,285	0	57,772
15	SUNTRUST BANKS INC		867914103		1/28/2008	2/17/2009	1,652	0	13,881
16	TEVA PHARMACEUTICAL INDUSTRIES		881624209		2/17/2009	4/1/2009	451	0	459
17	TIME WARNER INC NEW		887317105		4/15/2005	12/10/2008	74,076	0	129,932
18	TIME WARNER INC NEW		887317105		7/11/2005	12/10/2008	2,239	0	3,715
19	TIME WARNER INC NEW		887317105		8/22/2007	12/10/2008	1,094	0	2,070
20	UNITED PARCEL SERVICE-CL B		911312106		11/13/2007	4/1/2009	495	0	727
21	UNITED TECHNOLOGIES CORP		913017109		6/4/2007	4/1/2009	1,290	0	2,127
22	UNITED TECHNOLOGIES CORP		913017109		5/17/2007	4/1/2009	430	0	691
23	WACHOVIA CORP		929903102		4/10/2008	1/14/2008	37,250	0	156,428
24	WAL MART STORES INC		931142103		11/13/2007	4/1/2009	523	0	462
25	WELLPOINT INC		94973V107		3/23/2005	3/3/2009	4,587	0	9,148
26	WELLPOINT INC		94973V107		4/15/2005	3/3/2009	23,850	0	47,872
27	TRANSOCEAN LTD.		H8817H100		1/28/2008	4/1/2009	591	0	1,269
28	ABBOTT LABS		002824100		12/10/2008	4/1/2009	927	0	1,043
29	ADOBE SYS INC		00724F101		12/10/2008	4/1/2009	659	0	699
30	AMAZON COM INC COM		023135106		7/17/2007	4/1/2009	1,487	0	1,474
31	AMEREN CORP COM		023608102		6/26/2007	4/1/2009	1,155	0	2,445
32	AMEREN CORP COM		023608102		6/26/2007	4/27/2009	32,711	0	71,162
33	AMERICAN INTL GROUP INC		026874107		8/22/2007	9/18/2008	3,069	0	90,915
34	AMERICAN INTL GROUP INC		026874107		9/13/2007	9/18/2008	2,150	0	62,389
35	AMERICAN INTL GROUP INC		026874107		11/13/2007	9/18/2008	3,114	0	81,236
36	AFLAC INC		001055102		4/17/2008	4/1/2009	185	0	674
37	AT & T INC		00206R102		1/18/2007	4/1/2009	1,774	0	2,446
38	APPLE INC		037833100		12/10/2008	4/1/2009	2,141	0	1,946
39	B B & T CORP COM		054937107		5/17/2007	4/1/2009	515	0	1,278
40	BRISTOL MYERS SQUIBB CO		110122108		6/4/2007	4/1/2009	1,921	0	2,738
41	CVS/CAREMARK CORPORATION		126650100		4/15/2005	4/1/2009	1,397	0	1,308
42	CARDINAL HEALTH INC COM		14149Y108		2/9/2006	12/10/2008	36,084	0	78,555
43	CITIGROUP INC		172967101		7/28/2005	2/17/2009	642	0	9,028
44	CITIGROUP INC		172967101		7/6/2007	2/17/2009	5,384	0	88,907
45	CITIGROUP INC		172967101		11/13/2007	2/17/2009	1,534	0	17,237

Long Term CG Distributions	0
Short Term CG Distributions	0

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

		(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale	
Long Term CG Distributions			Amount							
Short Term CG Distributions			0	0						
91	GNMA #455817	7% 10/15/27	36208NK69		9/18/1997	2/15/2009	23	0	23	
92	GNMA #455817	7% 10/15/27	36208NK69		9/18/1997	3/15/2009	24	0	24	
93	GNMA #455817	7% 10/15/27	36208NK69		9/18/1997	4/15/2009	23	0	23	
94	GNMA #455817	7% 10/15/27	36208NK69		9/18/1997	5/15/2009	23	0	23	
95	GENERAL ELECTRIC CO		369604103		4/24/2003	4/13/2009	116,479	0	275,558	
96	GENERAL ELECTRIC CO		369604103		3/29/1991	4/13/2009	11,922	0	5,675	
97	GENERAL MILLS INC		370334104		6/26/2007	4/1/2009	3,481	0	4,146	
98	GENERAL MILLS INC		370334104		6/26/2007	5/20/2009	28,338	0	31,982	
99	GILEAD SCIENCES INC		375558103		2/17/2009	4/1/2009	449	0	490	
100	GOLDMAN SACHS GROUP INC		38141G104		6/26/2007	4/1/2009	2,192	0	4,346	
101	HEWLETT PACKARD CO		428236103		11/13/2007	4/1/2009	323	0	492	
102	HOUSEHOLD FIN CORP 6.6400% 6/17/	441812FY5			5/22/2002	6/17/2008	100,000	0	100,646	
103	INTEL CORP		458140100		7/18/2007	4/1/2009	450	0	756	
104	INTERNATIONAL BUSINESS MACHS CO		459200101		3/24/2008	4/1/2009	967	0	1,194	
105	JPMORGAN CHASE & CO		46625H100		9/26/2008	1/2/2009	9,542	0	14,040	
106	JPMORGAN CHASE & CO		46625H100		9/26/2008	4/1/2009	275	0	453	
107	JOHNSON & JOHNSON		478160104		11/13/2007	4/1/2009	522	0	670	
108	KIMBERLY CLARK CORP COM		494368103		8/22/2007	4/1/2009	460	0	700	
109	KING CNTY WASHINGTON 7.64% 12/01/	494748P91			4/1/1997	12/1/2008	50,000	0	50,000	
110	KOHL'S CORP		500255104		1/28/2008	2/17/2009	33,481	0	39,922	
111	KOHL'S CORP		500255104		1/28/2008	4/1/2009	430	0	420	
112	LOWES COS INC		548661107		7/5/2007	4/1/2009	367	0	614	
113	MANITOWOC INC		563571108		11/5/2008	3/3/2009	8,064	0	30,596	
114	MCDONALDS CORP		580135101		6/12/2007	4/1/2009	1,096	0	1,038	
115	MERCK & CO INC		589331107		11/13/2007	4/1/2009	265	0	567	
116	MICROSOFT CORP		594918104		5/28/2008	4/1/2009	565	0	858	
117	NORDSTROM INC		655664100		1/31/2008	9/26/2008	122,051	0	164,853	
118	OCCIDENTAL PETE CORP		674599105		6/12/2007	4/1/2009	561	0	569	
119	ORACLE CORPORATION		68389X105		5/28/2008	4/1/2009	366	0	457	
120	CARDINAL HEALTH INC COM		14149Y108		5/11/2006	12/10/2008	14,530	0	30,767	
121	CATERPILLAR INC		149123101		6/12/2007	4/1/2009	862	0	2,359	
122	CISCO SYSTEMS INC		17275R102		11/21/2006	4/1/2009	512	0	810	
123	CITIGROUP INC		172967101		8/26/1998	2/17/2009	4,601	0	36,364	
124	SECTION 1250 GAIN						1,197	0	0	
125	LT CAP GAIN DISTRIBUTION						94,749	0	0	
126							0	0	0	
127							0	0	0	
128							0	0	0	
129							0	0	0	

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

	(a) Kind(s) of property sold	Amount		(h) Gain or Loss	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (col (h) gain minus col (k), but not less than zero) or Losses (from col (h))
		Long Term CG Distributions	Short Term CG Distributions					
		0	0					
1	PNC FINANCIAL SERVICES GROUP	693475105		-431			0	-431
2	PFIZER INC	717081103		-125			0	-125
3	POTASH CORP SASK	73755L107		188			0	188
4	T ROWE PRICE GROUP INC	74144T108		-1,165			0	-1,165
5	PROCTER & GAMBLE CO	742718109		-489			0	-489
6	REGIONS FINL CORP NEW	7591EP100		-100,409			0	-100,409
7	RESEARCH IN MOTION	760975102		-28,132			0	-28,132
8	RESEARCH IN MOTION	760975102		-53,499			0	-53,499
9	ROCKWELL COLLINS	774341101		-286			0	-286
10	SHEBOYGAN WISCONSIN 6.875% 9/01	821022J68		-754			0	-754
11	STRYKER CORP	863667101		-37,148			0	-37,148
12	SUNPOWER CORP	867652307		-23			0	-23
13	SUNPOWER CORP	867652307		-79,071			0	-79,071
14	SUNTRUST BANKS INC	867914103		-52,487			0	-52,487
15	SUNTRUST BANKS INC	867914103		-12,229			0	-12,229
16	TEVA PHARMACEUTICAL INDUSTRIES	881624209		-8			0	-8
17	TIME WARNER INC NEW	887317105		-55,856			0	-55,856
18	TIME WARNER INC NEW	887317105		-1,476			0	-1,476
19	TIME WARNER INC NEW	887317105		-976			0	-976
20	UNITED PARCEL SERVICE-CL B	911312106		-232			0	-232
21	UNITED TECHNOLOGIES CORP	913017109		-837			0	-837
22	UNITED TECHNOLOGIES CORP	913017109		-261			0	-261
23	WACHOVIA CORP	929903102		-119,178			0	-119,178
24	WAL MART STORES INC	931142103		61			0	61
25	WELLPOINT INC	94973V107		-4,561			0	-4,561
26	WELLPOINT INC	94973V107		-24,022			0	-24,022
27	TRANSOCEAN LTD.	H8817H100		-678			0	-678
28	ABBOTT LABS	002824100		-116			0	-116
29	ADOBE SYS INC	00724F101		-40			0	-40
30	AMAZON COM INC COM	023135106		13			0	13
31	AMEREN CORP COM	023608102		-1,290			0	-1,290
32	AMEREN CORP COM	023608102		-38,451			0	-38,451
33	AMERICAN INTL GROUP INC	026874107		-87,846			0	-87,846
34	AMERICAN INTL GROUP INC	026874107		-60,239			0	-60,239
35	AMERICAN INTL GROUP INC	026874107		-78,122			0	-78,122
36	AFLAC INC	001055102		-489			0	-489
37	AT & T INC	00206R102		-672			0	-672
38	APPLE INC	037833100		195			0	195
39	B & T CORP COM	054937107		-763			0	-763
40	BRISTOL MYERS SQUIBB CO	110122108		-817			0	-817
41	CVS/CAREMARK CORPORATION	126650100		89			0	89
42	CARDINAL HEALTH INC COM	14149Y108		-42,471			0	-42,471
43	CITIGROUP INC	172967101		-8,386			0	-8,386
44	CITIGROUP INC	172967101		-83,523			0	-83,523
45	CITIGROUP INC	172967101		-15,703			0	-15,703

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

		Amount		(a) Kind(s) of property sold	CUSIP #	(h) Gain or Loss	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (col (h) gain minus col (k), but not less than zero) or Losses (from col (h))
		Long Term CG Distributions	Short Term CG Distributions							
		0	0							
46	CONOCOPHILLIPS			20825C104		-1,535			0	-1,535
47	CYPRESS SEMICONDUCTOR CORP			232806109		-9,940			0	-9,940
48	WALT DISNEY CO			254687106		-695			0	-695
49	DOMINION RES INC VA			25746U109		-525			0	-525
50	DOW CHEMICAL CO			260543103		-43,545			0	-43,545
51	DU PONT E I DE NEMOURS & CO			263534109		-1,654			0	-1,654
52	EMERSON ELECTRIC CO			291011104		-355			0	-355
53	EXELON CORPORATION			30161N101		-639			0	-639
54	EXELON CORPORATION			30161N101		-12,596			0	-12,596
55	EXXON MOBIL CORPORATION			30231G102		199			0	199
56	FED HOME LN MTG CORP			313400624		-95,840			0	-95,840
57	FED NATL MTG ASSN			313586752		-95,572			0	-95,572
58	FIFTH THIRD BANCORP			316773100		-106,633			0	-106,633
59	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-101			0	-101
60	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-1			0	-1
61	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-1			0	-1
62	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		0			0	0
63	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-1			0	-1
64	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-1			0	-1
65	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-1			0	-1
66	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-1			0	-1
67	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-1			0	-1
68	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		0			0	0
69	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-1			0	-1
70	GNMA POOL #417833 7.000% 1/15/26			36206QEE4		-1			0	-1
71	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		2			0	2
72	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		1			0	1
73	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		2			0	2
74	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		2			0	2
75	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		1			0	1
76	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		2			0	2
77	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		1			0	1
78	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		53			0	53
79	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		1			0	1
80	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		2			0	2
81	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		1			0	1
82	GNMA POOL #422463 7.000% 3/15/26			36206VJG3		1			0	1
83	GNMA #455817 7% 10/15/27			36208NK69		0			0	0
84	GNMA #455817 7% 10/15/27			36208NK69		0			0	0
85	GNMA #455817 7% 10/15/27			36208NK69		0			0	0
86	GNMA #455817 7% 10/15/27			36208NK69		0			0	0
87	GNMA #455817 7% 10/15/27			36208NK69		0			0	0
88	GNMA #455817 7% 10/15/27			36208NK69		0			0	0
89	GNMA #455817 7% 10/15/27			36208NK69		0			0	0
90	GNMA #455817 7% 10/15/27			36208NK69		0			0	0

		Amount		CUSIP #	(h) Gain or Loss	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (col (h) gain minus col. (k), but not less than zero) or Losses (from col. (h))
		Long Term CG Distributions	Short Term CG Distributions						
	(a) Kind(s) of property sold								
91	GNMA #455817 7% 10/15/27			36208NK69	0			0	0
92	GNMA #455817 7% 10/15/27			36208NK69	0			0	0
93	GNMA #455817 7% 10/15/27			36208NK69	0			0	0
94	GNMA #455817 7% 10/15/27			36208NK69	0			0	0
95	GENERAL ELECTRIC CO			369604103	-159,079			0	-159,079
96	GENERAL ELECTRIC CO			369604103	6,247			0	6,247
97	GENERAL MILLS INC			370334104	-665			0	-665
98	GENERAL MILLS INC			370334104	-3,644			0	-3,644
99	GILEAD SCIENCES INC			375558103	-41			0	-41
100	GOLDMAN SACHS GROUP INC			38141G104	-2,154			0	-2,154
101	HEWLETT PACKARD CO			428236103	-169			0	-169
102	HOUSEHOLD FIN CORP 6 6 400% 6/17/441812FY5			441812FY5	-646			0	-646
103	INTEL CORP			458140100	-306			0	-306
104	INTERNATIONAL BUSINESS MACHS CO			459200101	-227			0	-227
105	JPMORGAN CHASE & CO			46625H100	-4,498			0	-4,498
106	JPMORGAN CHASE & CO			46625H100	-178			0	-178
107	JOHNSON & JOHNSON			478160104	-148			0	-148
108	KIMBERLY CLARK CORP COM			494368103	-240			0	-240
109	KING CNTY WASHINGTON 7 64% 12/01494748P91			494748P91	0			0	0
110	KOHL'S CORP			500255104	-6,441			0	-6,441
111	KOHL'S CORP			500255104	10			0	10
112	LOWES COS INC			548661107	-247			0	-247
113	MANITOWOC INC			563571108	-22,532			0	-22,532
114	MCDONALDS CORP			580135101	58			0	58
115	MERCK & CO INC			589331107	-302			0	-302
116	MICROSOFT CORP			594918104	-293			0	-293
117	NORDSTROM INC			655664100	-42,802			0	-42,802
118	OCCIDENTAL PETE CORP			674599105	-8			0	-8
119	ORACLE CORPORATION			68389X105	-91			0	-91
120	CARDINAL HEALTH INC COM			14149Y108	-16,237			0	-16,237
121	CATERPILLAR INC			149123101	-1,497			0	-1,497
122	CISCO SYSTEMS INC			17275R102	-298			0	-298
123	CITIGROUP INC			172967101	-31,763			0	-31,763
124	SECTION 1250 GAIN				1,197			0	1,197
125	LT CAP GAIN DISTRIBUTION				94,749			0	94,749
126					0			0	0
127					0			0	0
128					0			0	0
129					0			0	0

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours Devoted	Compensation	Benefits	Expense Account
1	Wells Fargo Bank, N.A.	X	P.O. Box 53456	Phoenix	AZ	85072		TRUSTEE	4	46,350		
2												
3												
4												
5												
6												
7												
8												
9												
10												

46,350

0

0

Part VI, Line 6a (990-PF) - Estimated Tax Payments

1	Credit from prior year return	1	3,541
2	First quarter estimated tax payment	2	30,055
3	Second quarter estimated tax payment	3	
4	Third quarter estimated tax payment	4	
5	Fourth quarter estimated tax payment	5	
6	Other payments	6	0
7	Total	7	33,596

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2007 that remained undistributed at the beginning of the 2008 tax year	1	<u>981,672</u>
2		2	<u> </u>
3		3	<u> </u>
4		4	<u> </u>
5		5	<u> </u>
6		6	<u> </u>
7		7	<u> </u>
8		8	<u> </u>
9		9	<u> </u>
10	Total	10	<u>981,672</u>

Assets by Classification - 990PF

5/31/2009 MARIE ECCLES CAINE PRIVATE FDN 075080 94-2764258

Item No	Description of Property ***** indicates SOLD	Date Placed In Service	Asset Code	Bus. Use %	Cost or Other Basis	Sec 179 Deduction	Special Allowance	Salvage Value	Recovery Basis	Recovery Period	Method	Conv Code	Prior Accum Deprec, 179, Bonus	2008 Deprec	2008 Accum Deprec
Unclassified Assets...															
1	691 EAST 500 NORTH	1/1/2005		100.00%	174,962	0	0	0	174,962	39	SL		47,042	4,486	51,528
1	PARKING LOT	1/1/2007		100.00%	28,249	0	0	0	28,249	39	SL		1,238	724	1,962
3	PARKING LOT	1/1/2007		100.00%	58,000	0	0	0	58,000	39	SL		2,418	1,487	3,905
4	PARKING LOT	1/1/2007		100.00%	2,613	0	0	0	2,613	39	SL		103	67	170
5	PARKING LOT	6/1/2007		100.00%	1,055	0	0	0	1,055	39	SL		37	27	64
Total Unclassified Assets															
													50,838	6,791	57,629
SubTotals															
													50,838	6,791	57,629
Less Assets Sold													(	0)	(
Ending Totals													50,838	6,791	57,629

Detail Report

5/31/2009 MARIE ECCLES CAINE PRIVATE FDN 075080 94-2764258

990PF																264,879	0	0	0	264,879	50,838
Item No	Description of Property	Date Placed in Service	Asset Code	Bus Use %	Cost or Other Basis	Less Sec 179 Deduction	Special Allowance	Salvage Value	Recovery Basis	AMT Type	Recovery Period (years)	Method	Convention Code	Prior Accum Deprec. 179, Bonus							
1	691 EAST 500 NORTH	1/1/2005		100 00%	174,962	0	0	0	174,962		39	SL		47,042							
1	PARKING LOT	1/1/2007		100 00%	28,249	0	0	0	28,249		39	SL		1,238							
3	PARKING LOT	1/1/2007		100 00%	58,000	0	0	0	58,000		39	SL		2,418							
4	PARKING LOT	1/1/2007		100 00%	2,613	0	0	0	2,613		39	SL		103							
5	PARKING LOT	6/1/2007		100 00%	1,055	0	0	0	1,055		39	SL		37							

Detail Report

990PF		6,791		57,629	
Item No.	Description of Property	Date Placed in Service	2008 Current Deprec	2008 Accum Deprec	
1	691 EAST 500 NORTH	1/1/2005	4,486	51,528	
1	PARKING LOT	1/1/2007	724	1,962	
3	PARKING LOT	1/1/2007	1,487	3,905	
4	PARKING LOT	1/1/2007	67	170	
5	PARKING LOT	6/1/2007	27	64	

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

Recipient(s) paid during the year

Name

UTAH STATE UNIVERSITY - GE STOCK

☐ Person ☒ Business

Street

1400 OLD MAIN HILL

City

LOGAN

State

UT

Zip code

84322

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

233,173

Name

CHAMBER MUSIC SOCIETY OF LOGAN

☐ Person ☒ Business

Street

255 NORTH MAIN

City

LOGAN

State

UT

Zip code

84321

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

20,000

Name

UTAH STATE UNIVERSITY

☐ Person ☒ Business

Street

1400 OLD MAIN HILL

City

LOGAN

State

UT

Zip code

84322

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

174,215

Name

BRINGHAM CITY FIND ARTS COUNCIL

☐ Person ☒ Business

Street

58 SOUTH 100 WEST

City

BRIGHAM CITY

State

UT

Zip code

84302

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

4,500

Name

BOX ELDER SCHOOL DISTRICT

☐ Person ☒ Business

Street

960 SOUTH MAIN

City

BRIGHAM CITY

State

UT

Zip code

84302

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

4,000

Name

UTAH SYMPHONY AND OPERA

☐ Person ☒ Business

Street

123 WEST SOUTH TEMPLE

City

SALT LAKE CITY

State

UT

Zip code

84101

Foreign Country

Relationship

NONE

Foundation Status

EXEMPT

Purpose of grant/contribution

CHARITABLE

Amount

10,000

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

Recipient(s) paid during the year

Name

SOUTH CACHE MIDDLE SCHOOL

☐ Person ☒ Business

Street

10 N 480 WEST

City HYRUM	State UT	Zip code 84319	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 4,000
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Name

ALLIANCE FOR THE VARIED ARTS

☐ Person ☒ Business

Street

35 WEST 100 SOUTH

City LOGAN	State UT	Zip code 84321	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 28,665
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Name

BALLET WEST

☐ Person ☒ Business

Street

560 SOUTH 300 WEST

City SALT LAKE CITY	State UT	Zip code 84101	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 8,000
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Name

MUSIC THEATRE WEST

☐ Person ☒ Business

Street

43 SOUTH MAIN

City LOGAN	State UT	Zip code 84321	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 2,000
---	-----------------

Name

CACHE VALLEY CENTER FOR THE ARTS

☐ Person ☒ Business

Street

43 SOUTH MAIN

City LOGAN	State UT	Zip code 84321	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 10,000
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Name

UTAH FESTIVAL OPERA COMPANY

☐ Person ☒ Business

Street

59 SOUTH 100 WEST

City LOGAN	State UT	Zip code 84321	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 32,500
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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CACHE CHILDREN'S CHOIR

☐ Person ☒ Business

Street

450 EAST 125 STREET

City PROVIDENCE	State UT	Zip code 84332	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 1,000
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Name

KUED PUBLIC TELEVISION

☐ Person ☒ Business

Street

101 SOUTH WASATCH DRIVE

City SALT LAKE CITY	State UT	Zip code 84112	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 15,000
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Name

LOGAN CITY SCHOOL DISTRICT FOUNDATION

☐ Person ☒ Business

Street

101 WEST CENTER LOGAN

City LOGAN	State UT	Zip code 84321	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 500
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Name

STROKES NATURE CENTER

☐ Person ☒ Business

Street

2696 U S 89

City LOGAN	State UT	Zip code 84321	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 12,000
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Name

SEE ATTACHED - DISTRIBUTION TO WANLASS FOUNDATION

☐ Person ☒ Business

Street

34 EXCHANGE PLAZA TWO

City JERSEY CITY	State NJ	Zip code 07311	Foreign Country
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Relationship NONE	Foundation Status EXEMPT
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Purpose of grant/contribution CHARITABLE	Amount 422,119
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Name

☐ Person ☐ Business

Street

City	State	Zip code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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STATEMENT OF ASSETS AND LIABILITIES
AS OF MAY 31, 2009MARIE ECCLES CAINE PRIVATE FDN
ACCOUNT NUMBER 075080

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
CASH						
	PRINCIPAL CASH	2,647,949.62-	2,647,949.62-	1208575		
				29.06-		
	INCOME CASH	2,647,971.53	2,647,971.53	\$12085675		
				29.06		
TOTAL CASH		21.91	21.91	100.00		
				0.00		
CASH EQUIVALENTS						
MONEY MARKET FUNDS/CASH SWEEPS						
116,772.73	WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	116,772.73	116,772.73	100.00	347 0.30	53.04
		1.000	1.000	1.28		
TOTAL MONEY MARKET FUNDS/CASH SWEEPS		116,772.73	116,772.73	100.00	347 0.30	53.04
				1.28		
TOTAL CASH EQUIVALENTS		116,772.73	116,772.73	100.00	347 0.30	53.04
				1.28		
FIXED INCOME SECURITIES						
US GOVT AND AGENCY OBLIGATIONS						
55,000	FED HOME LN BK DTD 08/27/08 3.625 09/16/2011 CUSIP 3133XS4S4	55,937.80	57,801.70	5.92	1,994 3.45	415.36
		101.705	105.094	0.63		
145,000	FED HOME LN MTG CORP DTD 06/15/01 6.000 06/15/2011 CUSIP 3134A4FM1	146,816.85	159,681.25	16.35	8,700 5.45	4,011.67
		101.253	110.125	1.75		
55,000	FED NATL MTG ASSN DTD 05/25/01 6.000 05/15/2011 CUSIP 31359MJH7	55,697.40	60,225.00	6.17	3,300 5.48	146.67
		101.268	109.500	0.66		



STATEMENT OF ASSETS AND LIABILITIES
AS OF MAY 31, 2009MARIE ECCLES CAINE PRIVATE FDN
ACCOUNT NUMBER 075080

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD		ACCRUED INCOME
10,546.57	GOVERNMENT NATIONAL MORTGAGE ASSN SINGLE FAMILY POOL #455817 DATED 10/01/97 7.000% MAT 10/15/27 CUSIP 36208NK69	10,546.57 100.000	11,490.17 108.947	1.18 0.13	738 6.42		61.52
9,179.48	GOVT NATL MTG ASSN DTD 03/01/1996 7.0% DUE 03/15/2026 POOL #422463 SINGLE FAMILY CUSIP 36206VJG3	8,878.66 96.723	9,997.37 108.910	1.02 0.11	643 6.43		53.55
21,463.21	GOVT NATL MTG ASSN POOL #417833 DTD 01/01/96 7.000 01/15/2026 CUSIP 36206QE4	21,704.66 101.125	23,375.58 108.910	2.39 0.26	1,502 6.43		125.20
170,000	U S TREASURY NOTE DTD 02/15/02 4.875 02/15/2012 CUSIP 9128277LO	181,043.36 106.496	186,561.40 109.742	19.11 2.05	8,288 4.44		2,426.73
285,000	U S TREASURY NOTES DTD 05/15/04 4.750 05/15/2014 CUSIP 912828CJ7	291,479.30 102.273	317,242.05 111.313	32.49 3.48	13,538 4.27		625.37
140,000	US TREASURY NOTE DTD 02/15/01 5.000 02/15/2011 CUSIP 9128276T4	145,731.26 104.094	150,052.00 107.180	15.37 1.65	7,000 4.67		2,049.72
TOTAL US GOVT AND AGENCY OBLIGATIONS		917,835.86	976,426.52	100.00 10.72	45,703 4.68		9,915.79
MUNICIPAL OBLIGATIONS							
90,000	DALLAS FORT WORTH TX INTL ARPT FAC IMPT CORP RENT CAR FAC CHARGE REV 0.1.D. REOF @ 99.5164 TO YLD 7.015 TAXABLE MUNI DTD 04/01/98 6.9700 11/01/2017 CUSIP 235034A08	91,944.20 102.160	86,863.50 96.515	30.26 0.95	6,273 7.22		522.75

STATEMENT OF ASSETS AND LIABILITIES
AS OF MAY 31, 2009MARIE ECCLES CAINE PRIVATE FDN
ACCOUNT NUMBER 075080

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE / SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
200,000	EUGENE OREGON TAXABLE BROADWAY GARAGES DATED 08/01/97 7.000% MAT 08/01/17 CUSIP 298173J97	200,000.00 100.000	200,150.00 100.075	69.74 2.20	14,000 6.99	4,666.67
TOTAL MUNICIPAL OBLIGATIONS						
		291,944.20	287,013.50	100.00 3.15	20,273 7.06	5,189.42
CORPORATE OBLIGATIONS						
55,000	IBM CORP DTD 09/10/02 4.250 09/15/2009 CUSIP 459200AZ4	56,326.05 102.411	55,524.70 100.954	5.77 0.61	2,338 4.21	493.47
1,964	ISHARES BARCLAYS MBS BOND FUND CUSIP 464288588	198,273.36 100.954	206,809.20 105.300	21.49 2.27	8,930 4.32	0.00
4,578	ISHARES BARCLAYS TIPS BOND FUND CUSIP 464287176	465,236.53 101.624	466,086.18 101.810	48.43 5.11	28,635 6.14	0.00
55,000	LOWE'S COMPANIES INC DTD 10/06/05 5.000 10/15/2015 CUSIP 548661CH8	54,678.25 99.415	55,751.30 101.366	5.79 0.61	2,750 4.93	351.39
55,000	NABISCO INC DEB DTD 06/15/95 7.5500 06/15/2015 CUSIP 629527AU6	57,144.45 103.899	59,937.90 108.978	6.23 0.66	4,153 6.93	1,914.76
55,000	SBC COMMUNICATIONS INC DTD 03/19/01 6.250 03/15/2011 CUSIP 78387GAD5	56,199.55 102.181	58,589.85 106.527	6.09 0.64	3,438 5.87	725.69
55,000	WAL-MART STORES INC DTD 04/05/07 5.000 04/05/2012 CUSIP 931142CF8	55,766.15 101.393	59,595.80 108.356	6.19 0.65	2,750 4.61	427.78
TOTAL CORPORATE OBLIGATIONS						
		943,624.34	962,294.93	100.00 10.56	52,994 5.51	3,913.09
TOTAL FIXED INCOME SECURITIES						
		2,153,404.40	2,225,734.95	100.00 24.43	118,970 5.35	19,018.30

STATEMENT OF ASSETS AND LIABILITIES
AS OF MAY 31, 2009MARIE ECCLES CAINE PRIVATE FDN
ACCOUNT NUMBER 075080

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY / TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
EQUITIES						
COMMON EQUITIES						
630	ABBOTT LABS CUSIP 002824100	32,861.81 52.162	28,387.80 45.060	0.45 0.31	1,008 3.55	0.00
763	ADOBE SYS INC CUSIP 00724F101	17,786.60 23.311	21,501.34 28.180	0.34 0.24	0 0.00	0.00
834	AFLAC INC CUSIP 001055102	56,244.96 67.440	29,607.00 35.500	0.47 0.32	934 3.15	233.52
1,306	ALLSTATE CORP CUSIP 020002101	70,192.31 53.746	33,603.38 25.730	0.53 0.37	1,045 3.11	261.20
1,320	AMAZON COM INC COM CUSIP 023135106	97,316.47 73.725	102,946.80 77.990	1.63 1.13	0 0.00	0.00
12,652.608	AMERICAN EUROPACIFIC GROWTH FUND CLASS F CUSIP 298706409	570,000.00 45.050	403,871.25 31.920	6.41 4.43	9,692 2.40	0.00
1,311	ANADARKO PETROLEUM CORP CUSIP 032511107	67,999.34 51.868	62,639.58 47.780	0.99 0.69	472 0.75	0.00
428	APACHE CORP CUSIP 037411105	35,495.32 82.933	36,063.28 84.260	0.57 0.40	257 0.71	0.00
596	APPLE INC CUSIP 037833100	55,162.58 92.555	80,942.76 135.810	1.29 0.89	0 0.00	0.00
3,516	AT & T INC CUSIP 00206R102	121,068.72 34.434	87,161.64 24.790	1.38 0.96	5,766 6.62	0.00
1,865	AUTODESK INC CUSIP 052769106	35,510.99 19.041	40,022.90 21.460	0.64 0.44	0 0.00	0.00

STATEMENT OF ASSETS AND LIABILITIES
AS OF MAY 31, 2009MARIE ECCLES CAINE PRIVATE FDM
ACCOUNT NUMBER 075080

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE / SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY TOTAL	ESTIMATED ANNUAL INCOME /		ACCRUED INCOME
					CURRENT YIELD	INCOME	
2,873	B & T CORP COM CUSIP 054937107	97,525.68 33.946	64,412.66 22.420	1.02 0.71	1.724 2.68	0.00	0.00
2,896	BANK OF AMERICA CORP CUSIP 060505104	128,495.43 44.370	32,637.92 11.270	0.52 0.36	116 0.36	0.00	0.00
884	BOEING CO CUSIP 097023105	83,511.63 94.470	39,647.40 44.850	0.63 0.44	1,485 3.75	371.28	371.28
2,550	BRISTOL MYERS SQUIBB CO CUSIP 110122108	77,578.14 30.423	50,796.00 19.920	0.81 0.56	3,162 6.22	0.00	0.00
5,400	BROCADE COMMUNICATIONS SYSTEMS CUSIP 111621306	17,873.46 3.310	39,636.00 7.340	0.63 0.43	0 0.00	0.00	0.00
882	CATERPILLAR INC CUSIP 149123101	69,351.66 78.630	31,275.72 35.460	0.50 0.34	1,482 4.74	0.00	0.00
1,101	CHEVRON CORP CUSIP 166764100	92,060.88 83.616	73,403.67 66.670	1.17 0.81	2,863 3.90	715.65	715.65
4,422	CISCO SYSTEMS INC CUSIP 17275R102	117,817.96 26.644	81,807.00 18.500	1.30 0.90	0 0.00	0.00	0.00
958	COCA COLA CO CUSIP 191216100	57,503.10 60.024	47,095.28 49.160	0.75 0.52	1,571 3.34	0.00	0.00
873	COLGATE PALMOLIVE CO CUSIP 194162103	58,297.46 66.778	57,574.35 65.950	0.91 0.63	1,536 2.67	0.00	0.00
1,253	CONOCOPHILLIPS CUSIP 20825C104	90,712.77 72.396	57,437.52 45.840	0.91 0.63	2,356 4.10	588.91	588.91
1,424	CVS/CAREMARK CORPORATION CUSIP 126650100	37,243.94 26.154	42,435.20 29.800	0.67 0.47	434 1.02	0.00	0.00
1,214	DOMINION RES INC VA CUSIP 25746U109	53,392.26 43.980	38,593.06 31.790	0.61 0.42	2,125 5.51	531.13	531.13

STATEMENT OF ASSETS AND LIABILITIES
AS OF MAY 31, 2009MARIE ECCLES CAINE PRIVATE FDN
ACCOUNT NUMBER 075080

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE/SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
1,725	DU PONT E I DE NEMOURS & CO CUSIP 263534109	86,991.75 50.430	49,110.75 28.470	0.78 0.54	2,829 5.76	707.25
1,497	EMERSON ELECTRIC CO CUSIP 291011104	69,790.59 46.620	48,038.73 32.090	0.76 0.53	1,976 4.11	494.01
1,910	EQUITY RESIDENTIAL PPTYS TR SH BEN INT CUSIP 29476L107	74,240.23 38.869	46,489.40 24.340	0.74 0.51	3,686 7.93	0.00
455	EXELON CORPORATION CUSIP 30161N101	34,962.20 76.840	21,844.55 48.010	0.35 0.24	956 4.38	459.38
2,309	EXXON MOBIL CORPORATION CUSIP 30231G102	132,332.21 57.311	160,129.15 69.350	2.54 1.76	3,879 2.42	969.78
1,030	FREEMONT-MCMORAN COPPER & GOLD INC COMMON STOCK CUSIP 35671D857	30,435.47 29.549	56,062.90 54.430	0.89 0.62	0 0.00	0.00
83,590	GENERAL ELECTRIC CO CUSIP 369604103	486,519.93 5.820	1,126,793.20 13.480	17.89 12.37	33,436 2.97	0.00
1,061	GENERAL MILLS INC CUSIP 370334104	62,838.46 59.226	54,301.98 51.180	0.86 0.60	1,825 3.36	0.00
690	GILEAD SCIENCES INC CUSIP 375558103	33,837.19 49.039	29,739.00 43.100	0.47 0.33	0 0.00	0.00
511	GOLDMAN SACHS GROUP INC CUSIP 38141G104	96,792.58 189.418	73,875.27 144.570	1.17 0.81	715 0.97	178.85
169	GOOGLE INC CL A CUSIP 38259P508	80,135.61 474.175	70,511.87 417.230	1.12 0.77	0 0.00	0.00
2,037	HEWLETT PACKARD CO CUSIP 428236103	92,458.18 45.389	69,970.95 34.350	1.11 0.77	652 0.93	0.00

STATEMENT OF ASSETS AND LIABILITIES
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ACCOUNT NUMBER 075080

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE / SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF		ESTIMATED ANNUAL INCOME / CURRENT YIELD	ACCRUED INCOME
				CATEGORY	TOTAL		
4,838	INTEL CORP COM CUSIP 458140100	114,534.58 23.674	76,053.36 15.720	1.21 0.83	2,709 3.56	677.32	
692	INTERNATIONAL BUSINESS MACHS CORP COM CUSIP 459200101	82,654.70 119.443	73,545.76 106.280	1.17 0.81	1,522 2.07	380.60	
6,313	ISHARES MSCI EAFE CUSIP 464287465	369,300.32 58.498	299,551.85 47.450	4.76 3.29	6,831 2.28	0.00	
5,968	ISHARES TR MSCI EMERGING MARKETS INDEX FUND CUSIP 464287234	199,660.63 33.455	198,376.32 33.240	3.15 2.18	4,064 2.05	0.00	
1,387	JOHNSON & JOHNSON CUSIP 478160104	90,146.25 64.994	76,506.92 55.160	1.21 0.84	2,719 3.55	679.63	
2,776	JPMORGAN CHASE & CO CUSIP 46625H100	115,736.85 41.692	102,434.40 36.900	1.63 1.12	555 0.54	0.00	
1,119	KIMBERLY CLARK CORP COM CUSIP 494368103	78,327.88 69.998	58,064.91 51.890	0.92 0.64	2,686 4.63	0.00	
950	KOHL'S CORP CUSIP 500255104	39,921.75 42.023	40,346.50 42.470	0.64 0.44	0 0.00	0.00	
2,061	LOWES COS INC CUSIP 548661107	63,272.70 30.700	39,179.61 19.010	0.62 0.43	742 1.89	0.00	
1,468	MCDONALDS CORP CUSIP 580135101	76,218.56 51.920	86,597.32 58.990	1.38 0.95	2,936 3.39	0.00	
1,461	MERCK & CO INC CUSIP 589331107	69,285.63 47.423	40,294.38 27.580	0.64 0.44	2,221 5.51	0.00	
5,237	MICROSOFT CORP CUSIP 594918104	148,451.67 28.347	109,400.93 20.890	1.74 1.20	2,723 2.49	680.81	



STATEMENT OF ASSETS AND LIABILITIES
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ACCOUNT NUMBER 075080

STATEMENT OF ASSETS AND LIABILITIES

PAR VALUE / SHARES	DESCRIPTION	COST VALUE / UNIT COST	MARKET VALUE / UNIT PRICE	% OF CATEGORY TOTAL	ESTIMATED ANNUAL INCOME/ CURRENT YIELD	ACCRUED INCOME
1,490	MORGAN STANLEY COM CUSIP 617446448	35,462.00 23.800	45,176.80 30.320	0.72 0.50	398 0.88	0.00
726	OCCIDENTAL PETE CORP CUSIP 674599105	41,338.44 56.940	48,721.86 67.110	0.77 0.53	958 1.97	0.00
3,526	ORACLE CORPORATION CUSIP 68389X105	74,734.04 21.195	69,074.34 19.590	1.10 0.76	705 1.02	0.00
5,172	PFIZER INC CUSIP 717081103	133,511.83 25.814	78,562.68 15.190	1.25 0.86	3,310 4.21	827.52
766	PNC FINANCIAL SERVICES GROUP CUSIP 693475105	56,022.26 73.136	34,891.30 45.550	0.55 0.38	306 0.88	0.00
1,331	PROCTER & GAMBLE CO CUSIP 742718109	92,068.17 69.172	69,132.14 51.940	1.10 0.76	2,343 3.39	0.00
920	ROCKWELL COLLINS CUSIP 774341101	56,431.33 61.338	39,026.40 42.420	0.62 0.43	883 2.26	220.80
3,130	SEMICONDUCTOR HOLDERS TR DEP RCPT CUSIP 816636203	57,317.80 18.312	66,043.00 21.100	1.05 0.72	1,286 1.95	0.00
2,650	SPDR SERIES TRUST S & P HOMEBUILD CUSIP 78464A888	36,080.55 13.615	32,012.00 12.080	0.51 0.35	511 1.60	0.00
1,522	T ROWE PRICE GROUP INC CUSIP 74144T108	88,708.86 58.284	61,747.54 40.570	0.98 0.68	1,522 2.46	0.00
810	UNION PACIFIC CORP CUSIP 907818108	40,594.12 50.116	39,908.70 49.270	0.63 0.44	875 2.19	218.70
1,045	UNITED PARCEL SERVICE-CL B CUSIP 911312106	75,000.28 71.771	53,441.30 51.140	0.85 0.59	1,881 3.52	470.25

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1,070	UNITED STS STL CORP NEW COM CUSIP 912909108	42,462.20 39.684	36,465.60 34.080	0.58 0.40	214 0.59	53.50
1,323	UNITED TECHNOLOGIES CORP CUSIP 913017109	91,366.38 69.060	69,603.03 52.610	1.11 0.76	2,037 2.93	509.36
3,799	US BANCORP DEL NEW CUSIP 902973304	87,909.26 23.140	72,940.80 19.200	1.16 0.80	760 1.04	0.00
1,712	VIACOM INC NEW CL B CUSIP 92553P201	70,259.76 41.040	37,955.04 22.170	0.60 0.42	0 0.00	0.00
1,472	WAL MART STORES INC CUSIP 931142103	66,512.54 45.185	73,217.28 49.740	1.16 0.80	1,604 2.19	401.12
2,822	WALT DISNEY CO CUSIP 254687106	100,584.18 35.643	68,348.84 24.220	1.09 0.75	988 1.45	0.00
31,209.513	WELLS FARGO ADVANTAGE SMALL CAP OPPORTUNITIES FUND ADMIN CLASS - #84 CUSIP 94975G488	983,747.56 31.521	710,016.42 22.750	11.28 7.79	3,152 0.44	0.00
TOTAL COMMON EQUITIES		7,099,960.95	6,297,004.59	100.00 69.10	141,423 2.25	10,630.57
PREFERRED/CONVERTIBLE SECURITIES						
1,140	WELLS FARGO & CO 8.00% PFD SER J CUSIP 949746879	29,918.16 26.244	24,817.80 21.770	100.00 0.27	2,280 9.19	570.00
TOTAL PREFERRED/CONVERTIBLE SECURITIES		29,918.16	24,817.80	100.00 0.27	2,280 9.19	570.00



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OTHER EQUITIES						
918	BHP BILLITON LIMITED - ADR SPONSORED ADR CUSIP 088606108	33,938.46 36.970	51,628.32 56.240	21.33 0.57	1,506 2.92	0.00
355	POTASH CORP SASK CUSIP 73755L107	22,134.87 62.352	41,123.20 115.840	16.99 0.45	142 0.35	0.00
1,009	SCHLUMBERGER LTD CUSIP 806857108	96,052.78 95.196	57,745.07 57.230	23.86 0.63	848 1.47	0.00
1,120	TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR CUSIP 881624209	50,501.28 45.090	51,923.20 46.360	21.46 0.57	482 0.93	134.69
498	TRANSOCEAN LTD. CUSIP H8817H100	44,347.54 89.051	39,581.04 79.480	16.36 0.43	0 0.00	0.00
TOTAL OTHER EQUITIES		246,974.93	242,000.83	100.00 2.66	2,978 1.23	134.69
TOTAL EQUITIES		7,376,854.04	6,563,823.22	100.00 72.03	146,681 2.23	11,335.26
REAL ESTATE/MINERAL INTERESTS						
1	691 EAST 500 NORTH LOGAN, UT SFR LOGAN, UT 84321 06-054-0001	131,000.00 131,000.000	206,000.00 206,000.000	100.00 2.26	0 0.00	0.00
TOTAL REAL ESTATE/MINERAL INTERESTS		131,000.00	206,000.00	100.00 2.26	0 0.00	0.00

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TOTAL INVESTMENTS		9,778,053.08	9,112,352.81	100.00	265,998	30,406.60
TOTAL ACCRUALS		30,406.60	30,406.60	100.00	2.92	
TOTAL INVESTMENTS AND ACCRUALS		9,808,459.68	9,142,759.41		265,998	30,406.60

CHANGE IN ASSETS - THIS PERIOD

UNREALIZED APPRECIATION/DEPRECIATION - END OF PERIOD	\$	0.00
UNREALIZED APPRECIATION/DEPRECIATION - BEGINNING OF PERIOD		0.00
NET CHANGE THIS PERIOD	\$	0.00

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
	MARIE ECCLES CAINE PRIVATE FDN 075080	94-2764258
	Number, street, and room or suite no. If a P O box, see instructions	
	Wells Fargo Bank, N.A., Trust Tax De - P O Box 53456, MAC S4035-014	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	Phoenix	AZ 85072

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

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

- The books are in the care of ► WELLS FARGO BANK, N.A. PO BOX 53456 PHOENIX AZ 85072

Telephone No ► 800-352-3705 FAX No ► N/A

- 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 1/15/2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year or
► ☒ tax year beginning 6/1/2008, and ending 5/31/2009

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

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0

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.