Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 7/1/2008 , and ending 6/30/2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
WINTERCREEK FOUNDATION 73366400

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
Wells Fargo Bank, N.A P.O. Box 63954, MAC A0330-011

City or town, state, and ZIP code
SAN FRANCISCO CA 94163

A Employer identification number
20-3929259

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

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 8,493,666

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis.)

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	284,322	284,227		
	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	-1,858,338			
	b Gross sales price for all assets on line 6a 7,993,509				
	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	-1,574,016	284,227	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)	993	248	0	745
	b Accounting fees (attach schedule)	2,100	0	0	2,100
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	4,032	632	0	160
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	27,648	20,854	0	6,794
	24 **Total operating and administrative expenses.** Add lines 13 through 23	34,773	21,734	0	9,799
	25 Contributions, gifts, grants paid	521,334			521,334
	26 **Total expenses and disbursements.** Add lines 24 and 25	556,107	21,734	0	531,133
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-2,130,123			
	b **Net investment income** (if negative, enter -0-)		262,493		
	c **Adjusted net income** (if negative, enter -0-)			0	

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(HTA)

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	809,489	189,928	189,928
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	15,000	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		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	5,560,638	5,652,684	5,827,419
	c	Investments—corporate bonds (attach schedule)	2,954,303	320,000	345,968
	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)	1,100,000	2,090,000	2,130,351
	14	Land, buildings, and equipment. basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,439,430	8,252,612	8,493,666
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	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	10,439,430	8,252,612	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,439,430	8,252,612	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,439,430	8,252,612	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,439,430
2	Enter amount from Part I, line 27a	2	-2,130,123
3	Other increases not included in line 2 (itemize) ▶ See attached statement	3	9,652
4	Add lines 1, 2, and 3	4	8,318,959
5	Decreases not included in line 2 (itemize) ▶ See attached statement	5	66,347
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	8,252,612

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Attached Statement			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-1,858,338
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	504,222	10,878,593	0 046350
2006	259,444	10,588,916	0 024501
2005	24,653	9,906,160	0 002489
2004			0 000000
2003			0 000000

2 **Total** of line 1, column (d)	2	0 073340
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	0.024447
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	8,392,173
5 Multiply line 4 by line 3	5	205,163
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,625
7 Add lines 5 and 6	7	207,788
8 Enter qualifying distributions from Part XII, line 4	8	531,133

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter ________ **(attach copy of ruling letter if necessary—see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	2,625
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	2,625
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	2,625
6 Credits/Payments:				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	3,842		
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	3,842
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	1,217
11 Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 1,217 **Refunded** ▶			11	0

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ CA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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. Trust Tax Dep Telephone no ▶

Located at ▶ P O. Box 63954, MAC A0330-011 SAN FRANCISCO CA ZIP+4 ▶ 94163

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)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☒ Yes ☐ No			
	If "Yes," list the years ▶ 20 07 , 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		X
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		
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	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If you answered "Yes" to 6b, also file Form 8870.*		6b	X
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. P O Box 63954 SAN FRANCISCO CA 94163	TRUSTEE 4.00	12,434	0	0
Bank of America P O. Box 831041 DALLAS TX 75283	TRUSTEE 4.00	14,742	0	0
	.00	0	0	0
	.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services . . . ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 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	6,324,857
b	Average of monthly cash balances	1b	2,195,116
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,519,973
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	8,519,973
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	127,800
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,392,173
6	**Minimum investment return.** Enter 5% of line 5	6	419,609

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	419,609
2a	Tax on investment income for 2008 from Part VI, line 5	2a	2,625		
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,625
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	416,984
4	Recoveries of amounts treated as qualifying distributions			4	15,000
5	Add lines 3 and 4			5	431,984
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	431,984

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	531,133
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	531,133
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	2,625
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	528,508

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				431,984
2	Undistributed income, if any, as of the end of 2007:				
a	Enter amount for 2007 only			536,635	
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 ▶ $ 531,133				
a	Applied to 2007, but not more than line 2a			531,133	
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				0
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			5,502	
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				431,984
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)

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see page 27 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3a	521,334
b *Approved for future payment*				
NONE				
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	284,322	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,858,338	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		-1,574,016	0

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -1,574,016

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions.)
	Not Applicable

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	0	Not Applicable	
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

John N Sulentic | 2/12/2010 | VP and Trust Officer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 2/12/2010	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	EIN ▶ 13-4008324
	600 GRANT STREET, PITTSBURGH 15219-2777	Phone no 412-355-6000

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	7,993,509	9,851,847	-1,858,338
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Donated value	Expense of sale and cost of improvements	Depreciation
1	X	INTEL CORP	458140100			8/4/2008		6/25/2009	4,545	6,246			
2	X	ISHARES RUSSELL 3000 VAL	464287663			2/6/2009		5/4/2009	36,659	35,496			
3	X	JPMORGAN CHASE & CO	46625H100			11/29/2007		5/8/2009	7,069	8,084			
4	X	JPMORGAN CHASE & CO	46625H100			12/11/2007		5/8/2009	18,150	21,893			
5	X	JACK IN THE BOX, INC	466367109			5/5/2008		4/21/2009	4,002	4,602			
6	X	JACK IN THE BOX, INC.	466367109			9/9/2008		4/21/2009	3,885	4,169			
7	X	JACK IN THE BOX, INC.	466367109			10/24/2008		4/21/2009	2,825	1,963			
8	X	JOHNSON & JOHNSON	478160104			8/2/2007		6/10/2009	23,749	25,924			
9	X	JOHNSON & JOHNSON	478160104			8/14/2007		6/10/2009	11,176	12,248			
10	X	JOHNSON & JOHNSON	478160104			3/7/2008		6/10/2009	838	925			
11	X	JOHNSON & JOHNSON	478160104			12/22/2008		6/10/2009	5,309	5,645			
12	X	KLA-TENCOR CORP COM	482480100			5/6/2009		6/11/2009	581	625			
13	X	KLA-TENCOR CORP COM	482480100			4/8/2009		6/11/2009	79	65			
14	X	KLA-TENCOR CORP COM	482480100			4/8/2009		6/11/2009	1,314	1,063			
15	X	KLA-TENCOR CORP COM	482480100			5/6/2009		6/11/2009	673	711			
16	X	KIMBERLY CLARK CORP COM	494368103			3/17/2006		4/9/2009	5,756	7,092			
17	X	KIMBERLY CLARK CORP COM	494368103			4/4/2006		4/9/2009	12,712	15,540			
18	X	KOHLS CORP	500255104			10/24/2008		4/21/2009	9,619	6,102			
19	X	ESTEE LAUDER COMPANIES	518439104			12/20/2007		4/30/2009	6,018	8,747			
20	X	ESTEE LAUDER COMPANIES	518439104			3/24/2008		4/30/2009	4,514	6,818			
21	X	LINCOLN NATL CORP IND	534187109			2/6/2009		4/9/2009	3,312	5,280			
22	X	LOWES COS INC	548661107			5/6/2008		6/10/2009	6,858	8,477			
23	X	LOWES COS INC	548661107			6/6/2008		6/10/2009	7,574	8,924			
24	X	LOWES COS INC	548661107			7/17/2008		6/10/2009	6,960	6,666			
25	X	LOWES COS INC	548661107			8/18/2008		6/10/2009	9,109	10,980			
26	X	LOWES COS INC	548661107			9/11/2008		6/10/2009	7,472	9,125			
27	X	LOWES COS INC	548661107			9/24/2008		6/10/2009	7,983	9,250			
28	X	MATTEL INC	577081102			3/10/2009		4/21/2009	1,280	939			
29	X	MCDONALDS CORP	580135101			3/11/2008		6/1/2009	4,491	4,815			
30	X	MCDONALDS CORP	580135101			3/19/2008		6/1/2009	9,880	10,554			
31	X	MCDONALDS CORP	580135101			9/30/2008		6/1/2009	6,587	6,711			
32	X	MCDONALDS CORP	580135101			10/3/2008		6/1/2009	9,581	9,762			
33	X	MEDCO HEALTH SOLUTIONS	58405U102			5/6/2009		5/22/2009	534	535			
34	X	MEDCO HEALTH SOLUTIONS	58405U102			5/6/2009		5/22/2009	536	535			
35	X	MERCK & CO INC	589331107			3/17/2006		5/4/2009	6,386	9,264			
36	X	MERCK & CO INC	589331107			6/13/2007		5/4/2009	614	1,252			
37	X	MERCK & CO INC	589331107			4/4/2006		5/4/2009	10,438	15,138			
38	X	MERCK & CO INC	589331107			7/5/2007		5/4/2009	4,912	9,947			
39	X	MERCK & CO INC	589331107			2/14/2008		5/4/2009	4,175	7,989			
40	X	MERCK & CO INC	589331107			4/24/2008		5/4/2009	4,175	6,674			
41	X	MERCK & CO INC	589331107			6/25/2008		5/4/2009	3,930	5,885			
42	X	MERCK & CO INC	589331107			7/9/2008		5/4/2009	3,660	5,613			
43	X	MICROSOFT CORP	594918104			4/8/2009		4/15/2009	262	268			
44	X	MICROSOFT CORP	594918104			4/8/2009		4/15/2009	263	268			
45	X	MICROSOFT CORP	594918104			4/8/2009		5/4/2009	423	402			
46	X	MICROSOFT CORP	594918104			3/17/2006		6/11/2009	3,184	3,865			
47	X	MICROSOFT CORP	594918104			2/4/2008		6/11/2009	9,097	12,239			
48	X	LOWES COS INC	548661107			2/9/2009		6/10/2009	6,039	5,599			
49	X	MATTEL INC	577081102			2/6/2009		4/21/2009	6,552	5,654			
50	X	MICROSOFT CORP	594918104			4/4/2006		6/11/2009	3,070	3,738			

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	7,993,509	9,851,847	-1,858,338
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Donated value	Expense of sale and cost of improvements	Depreciation
51	X	MICROSOFT CORP	594918104			10/26/2006		6/11/2009	5,458	6,787			
52	X	MICROSOFT CORP	594918104			3/12/2008		6/11/2009	3,525	4,495			
53	X	MICROSOFT CORP	594918104			2/7/2008		6/11/2009	3,980	4,955			
54	X	MICROSOFT CORP	594918104			2/28/2008		6/11/2009	5,458	6,722			
55	X	MICROSOFT CORP	594918104			7/29/2008		6/11/2009	7,618	8,744			
56	X	MICROSOFT CORP	594918104			11/7/2008		6/11/2009	3,866	3,643			
57	X	MICROSOFT CORP	594918104			12/2/2008		6/11/2009	6,254	5,308			
58	X	MICROSOFT CORP	594918104			1/5/2009		6/11/2009	5,754	5,174			
59	X	MICROSOFT CORP	594918104			1/23/2009		6/11/2009	4,662	3,557			
60	X	MONSANTO CO NEW	61166W101			5/6/2009		5/14/2009	993	985			
61	X	MONSANTO CO NEW	61166W101			5/6/2009		5/19/2009	723	716			
62	X	MONSANTO CO NEW	61166W101			5/6/2009		5/27/2009	729	806			
63	X	MORGAN STANLEY	617446448			2/6/2009		5/6/2009	6,694	5,412			
64	X	MYLAN LABS INC	628530107			4/8/2009		6/11/2009	276	287			
65	X	NEWMONT MINING CORP	651639106			5/8/2007		4/30/2009	3,730	3,971			
66	X	NEWMONT MINING CORP	651639106			6/13/2007		4/30/2009	5,693	5,726			
67	X	AMGEN INC	031162100			1/1/1950		4/9/2009	11,665	10,951			
68	X	ANADARKO PETROLEUM CO	032511107			10/13/2008		4/9/2009	14,948	10,887			
69	X	ANADARKO PETROLEUM CO	032511107			1/1/1950		4/9/2009	16,443	1			
70	X	APACHE CORP	037411105			10/13/2008		4/30/2009	10,643	10,584			
71	X	APTARGROUP INC COM	038336103			3/17/2006		4/21/2009	5,286	4,945			
72	X	B B & T CORP COM	054937107			3/26/2008		4/30/2009	6,938	9,895			
73	X	B B & T CORP COM	054937107			2/6/2009		4/30/2009	15,909	12,695			
74	X	BANK NEW YORK INC 4.950	06406HAY5			2/6/2007		5/1/2009	102,994	98,968			
75	X	BARRICK GOLD CORP COM	067901108			1/4/2008		4/30/2009	3,683	6,007			
76	X	BARRICK GOLD CORP COM	067901108			5/13/2008		4/30/2009	7,218	9,533			
77	X	BARRICK GOLD CORP COM	067901108			12/18/2008		4/30/2009	6,481	7,382			
78	X	BARRICK GOLD CORP COM	067901108			2/18/2009		4/30/2009	4,272	5,398			
79	X	BAXTER INTL INC	071813109			4/8/2009		4/14/2009	99	98			
80	X	BAXTER INTL INC	071813109			4/8/2009		4/14/2009	149	147			
81	X	BOEING CO	097023105			3/2/2008		6/4/2009	3,250	5,356			
82	X	BOEING CO	097023105			3/20/2008		6/4/2009	4,500	6,650			
83	X	BOEING CO	097023105			8/12/2008		6/4/2009	12,500	16,445			
84	X	BOEING CO	097023105			8/22/2008		6/4/2009	9,500	12,457			
85	X	BOEING CO	097023105			9/4/2008		6/4/2009	9,250	11,636			
86	X	VERIZON COMMUNICATIONS	92343V104			3/17/2006		6/11/2009	9,718	10,723			
87	X	VERIZON COMMUNICATIONS	92343V104			4/4/2006		6/11/2009	5,083	5,645			
88	X	VERIZON NEW JERSEY 5 87	92344UAA3			2/6/2007		4/14/2009	253,802	253,372			
89	X	WABTEC CORP	929740108			12/28/2007		4/21/2009	5,164	5,947			
90	X	WABTEC CORP	929740108			10/24/2008		4/21/2009	304	386			
91	X	WABTEC CORP	929740108			3/10/2009		4/21/2009	3,038	2,418			
92	X	WAL MART STORES INC	931142103			11/18/2008		5/4/2009	12,678	13,249			
93	X	WAL MART STORES INC	931142103			11/20/2008		5/4/2009	6,592	6,596			
94	X	WAL MART STORES INC	931142103			12/2/2008		5/4/2009	4,310	4,554			
95	X	WAL MART STORES INC	931142103			12/8/2008		5/4/2009	6,846	7,789			
96	X	WAL MART STORES INC	931142103			2/3/2009		5/4/2009	7,860	7,365			
97	X	WAL MART STORES INC	931142103			2/18/2009		5/4/2009	6,339	6,195			
98	X	WAL MART STORES INC	931142103			4/8/2009		6/8/2009	1,011	1,051			
99	X	WAL MART STORES INC	931142103			4/8/2009		6/11/2009	699	736			
100	X	WAL MART STORES INC	931142103			4/8/2009		6/16/2009	773	841			

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

	Amount		Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Long Term CG Distributions	0		Securities	7,993,509	9,851,847	-1,858,338
Short Term CG Distributions	0		Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only): Cost	Cost or other basis (Enter one field only): Donated value	Expense of sale and cost of improvements	Depreciation
101	X	WAL MART STORES INC	931142103			4/8/2009		6/16/2009	776	841			
102	X	WALTER ENERGY INC.	93317Q105			3/10/2009		4/30/2009	2,265	1,589			
103	X	WALTER INVESTMENT MANA	93317W102			4/20/2009		4/30/2009	53	113			
104	X	WALTER INVESTMENT MANA	93317W102			3/10/2009		4/30/2009	235	222			
105	X	WALTER INVESTMENT MANA	93317W102			3/10/2009		5/12/2009	5	4			
106	X	WASHINGTON FED INC COM	938824109			3/10/2009		4/21/2009	1,972	1,701			
107	X	WELLS FARGO & CO	949746101			1/22/2008		4/21/2009	3,336	6,117			
108	X	WELLS FARGO & CO	949746101			7/5/2008		4/21/2009	3,787	6,888			
109	X	WELLS FARGO & CO	949746101			11/18/2008		4/21/2009	6,221	9,561			
110	X	WELLS FARGO & CO	949746101			2/6/2009		4/21/2009	5,049	5,312			
111	X	WEST PHARMACEUTICAL SV	955306105			12/28/2007		4/30/2009	4,946	6,080			
112	X	XTO ENERGY INC	98385X106			5/6/2009		5/21/2009	810	845			
113	X	YAHOO INC COM	984332106			7/24/2006		4/30/2009	1,914	3,594			
114	X	YAHOO INC COM	984332106			1/5/2007		4/30/2009	187	358			
115	X	YAHOO INC COM	984332106			7/2/2008		4/30/2009	5,541	8,145			
116	X	ASPEN INSURANCE HOLDING	G05384105			3/10/2009		4/21/2009	2,619	2,358			
117	X	BUNGE LIMITED	G16962105			11/28/2008		4/21/2009	8,071	6,211			
118	X	INVESCO LIMITED	G491BT108			1/24/2008		4/30/2009	4,861	8,429			
119	X	INVESCO LIMITED	G491BT108			2/28/2008		4/30/2009	2,051	3,637			
120	X	ALCON INC	H01301102			4/8/2009		4/15/2009	185	190			
121	X	ALCON INC	H01301102			1/13/2009		4/21/2009	10,799	10,675			
122	X	ALCON INC	H01301102			1/23/2009		4/21/2009	8,549	7,795			
123	X	ALCON INC	H01301102			2/11/2009		4/21/2009	5,849	5,377			
124	X	TYCO INTERNATIONAL LTD N	H89128104			2/11/2009		4/21/2009	9,820	10,681			
125	X	TYCO INTERNATIONAL LTD N	H89128104			1/1/1950		4/21/2009	3,928	1			
126	X	HOME DEPOT INC	437076102			5/6/2009		6/5/2009	800	855			
127	X	HOME DEPOT INC	437076102			4/8/2009		6/5/2009	24	25			
128	X	HONEYWELL INTERNATIONA	438516106			3/17/2006		5/14/2009	8,472	11,305			
129	X	HONEYWELL INTERNATIONA	438516106			4/4/2006		5/14/2009	480	646			
130	X	HONEYWELL INTERNATIONA	438516106			10/26/2006		5/14/2009	6,234	8,343			
131	X	ILLINOIS TOOL WORKS INC	452308109			3/10/2009		4/16/2009	8,467	7,043			
132	X	INFOSYS TECHNOLOGIES LIN	456788108			4/8/2009		4/23/2009	199	200			
133	X	INFOSYS TECHNOLOGIES LIN	456788108			4/8/2009		4/23/2009	199	200			
134	X	INFOSYS TECHNOLOGIES LIN	456788108			4/8/2009		4/29/2009	396	371			
135	X	INFOSYS TECHNOLOGIES LIN	456788108			4/8/2009		5/4/2009	322	285			
136	X	INFOSYS TECHNOLOGIES LIN	456788108			4/8/2009		5/5/2009	486	428			
137	X	INFOSYS TECHNOLOGIES LIN	456788108			4/8/2009		5/6/2009	220	200			
138	X	INFOSYS TECHNOLOGIES LIN	456788108			4/8/2009		5/6/2009	216	200			
139	X	INTEL CORP	458140100			11/28/2008		6/25/2009	6,979	5,930			
140	X	INTEL CORP	458140100			5/31/2006		6/25/2009	13,179	14,681			
141	X	INTEL CORP	458140100			6/9/2006		6/25/2009	3,733	3,968			
142	X	INTEL CORP	458140100			6/16/2006		6/25/2009	5,924	6,683			
143	X	INTEL CORP	458140100			7/26/2006		6/25/2009	4,739	5,151			
144	X	INTEL CORP	458140100			1/15/2008		6/25/2009	3,895	5,426			
145	X	INTEL CORP	458140100			2/4/2008		6/25/2009	3,895	5,117			
146	X	THERMO FISHER SCIENTIFIC	883556102			4/8/2009		4/14/2009	110	107			
147	X	THERMO FISHER SCIENTIFIC	883556102			4/8/2009		4/15/2009	144	142			
148	X	THERMO FISHER SCIENTIFIC	883556102			4/8/2009		4/27/2009	1,131	1,210			
149	X	THERMO FISHER SCIENTIFIC	883556102			4/8/2009		4/28/2009	199	214			
150	X	THERMO FISHER SCIENTIFIC	883556102			4/8/2009		4/28/2009	364	391			

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	7,993,509	9,851,847	-1,858,338
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Donated value	Expense of sale and cost of improvements	Depreciation
151	X	THERMO FISHER SCIENTIFIC	883556102			4/8/2009		5/1/2009	575	569			
152	X	TIME WARNER CABLE INC	88732J207			12/31/2008		4/30/2009	4,498	8,818			
153	X	TOLL BROS INC	889478103			7/15/2008		4/21/2009	9,526	8,636			
154	X	TUPPERWARE BRANDS COR	899896104			10/24/2008		4/21/2009	3,784	3,798			
155	X	TUPPERWARE BRANDS COR	899896104			11/28/2008		4/21/2009	2,313	2,111			
156	X	TUPPERWARE BRANDS COR	899896104			12/31/2008		4/21/2009	2,523	2,653			
157	X	US BANCORP DEL NEW	902973304			10/8/2008		6/8/2009	1,636	2,966			
158	X	US BANCORP DEL NEW	902973304			10/15/2008		6/8/2009	3,636	6,301			
159	X	US BANCORP DEL NEW	902973304			10/31/2008		6/8/2009	4,182	6,780			
160	X	ADOBE SYS INC	00724F101			2/23/2009		5/4/2009	15,077	9,895			
161	X	AGILENT TECHNOLOGIES IN(	00846U101			3/10/2009		4/21/2009	3,690	2,933			
162	X	AMERICAN ELECTRIC POWE	025537101			6/30/2006		4/30/2009	6,585	8,533			
163	X	AMERICAN ELECTRIC POWE	025537101			8/22/2007		4/30/2009	1,054	1,857			
164	X	AMERICAN ELECTRIC POWE	025537101			10/13/2008		4/30/2009	5,795	6,471			
165	X	AMERICAN GENERAL FIN 4 8	02635PSV6			2/6/2007		4/14/2009	161,250	246,852			
166	X	AMERISOURCEBERGEN COR	03073E105			3/17/2006		4/30/2009	5,300	7,150			
167	X	AMERISOURCEBERGEN COR	03073E105			4/4/2006		4/30/2009	1,197	1,629			
168	X	AMERISOURCEBERGEN COR	03073E105			10/26/2006		4/30/2009	855	1,127			
169	X	AMERISOURCEBERGEN COR	03073E105			12/28/2007		4/30/2009	3,419	4,567			
170	X	AMERISOURCEBERGEN COR	03073E105			10/13/2008		4/30/2009	2,222	1,973			
171	X	AMERIPRISE FINL INC	03076C106			3/10/2009		4/21/2009	3,698	2,480			
172	X	SCHWAB CHARLES CORP NE	808513105			5/6/2009		6/30/2009	328	356			
173	X	SCHWAB CHARLES CORP NE	808513105			3/17/2008		4/30/2009	6,550	6,556			
174	X	SCHWAB CHARLES CORP NE	808513105			4/8/2009		5/5/2009	245	198			
175	X	SEALED AIR CORP COM	81211K100			3/17/2006		4/30/2009	4,548	6,914			
176	X	SEALED AIR CORP COM	81211K100			7/15/2008		4/30/2009	8,321	7,877			
177	X	SHERWIN WILLIAMS CO	824348106			1/28/2009		4/16/2009	8,464	7,724			
178	X	SHERWIN WILLIAMS CO	824348106			3/10/2009		4/16/2009	5,461	4,606			
179	X	SMITH A O CORP CL B	831865209			3/17/2006		4/30/2009	4,786	7,584			
180	X	SMITH A O CORP CL B	831865209			12/28/2007		4/30/2009	2,712	3,064			
181	X	SOUTHTRUST CORP 5 800	844730AG6			7/2/2007		5/1/2009	222,500	250,922			
182	X	SOUTHWESTERN ENERGY C	845467109			5/6/2009		5/19/2009	730	750			
183	X	STATE STREET CORP	857477103			3/10/2009		4/21/2009	4,130	2,555			
184	X	TJX COS INC NEW	872540109			11/28/2008		4/21/2009	6,841	5,647			
185	X	TJX COS INC NEW	872540109			12/31/2008		4/21/2009	5,724	4,185			
186	X	TAIWAN SEMICONDUCTOR M	874039100			6/11/2007		4/30/2009	5,389	5,299			
187	X	TAIWAN SEMICONDUCTOR M	874039100			7/27/2007		4/30/2009	6,857	6,484			
188	X	TAIWAN SEMICONDUCTOR M	874039100			9/13/2007		4/30/2009	6,268	5,871			
189	X	TAIWAN SEMICONDUCTOR M	874039100			6/6/2008		4/30/2009	8,883	9,774			
190	X	TANGER FACTORY OUTLET (	875465106			3/10/2009		4/21/2009	3,483	3,020			
191	X	TARGET CORP	87612E106			2/6/2009		5/4/2009	11,038	9,067			
192	X	TARGET CORP	87612E106			1/2/2008		5/4/2009	7,827	10,974			
193	X	TARGET CORP	87612E106			10/8/2008		5/4/2009	12,242	12,723			
194	X	TARGET CORP	87612E106			10/21/2008		5/4/2009	3,613	3,394			
195	X	TARGET CORP	87612E106			11/7/2008		5/4/2009	6,021	5,493			
196	X	TARGET CORP	87612E106			11/13/2008		5/4/2009	4,215	3,381			
197	X	TARGET CORP	87612E106			11/20/2008		5/4/2009	4,817	3,337			
198	X	TARGET CORP	87612E106			3/5/2009		5/4/2009	5,619	3,702			
199	X	TELEFLEX INC	879369106			12/28/2007		4/30/2009	4,323	6,148			
200	X	TELEFLEX INC	879369106			10/24/2008		4/30/2009	2,810	2,873			

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	7,993,509	9,851,847	-1,858,338
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only): Cost	Donated value	Expense of sale and cost of improvements	Depreciation
201	X	TEVA PHARMACEUTICAL IND	881624209			2/9/2009		4/21/2009	8,650	8,254			
202	X	TEVA PHARMACEUTICAL IND	881624209			4/8/2009		4/23/2009	216	226			
203	X	HCC INS HLDGS INC COM	404132102			3/17/2006		4/30/2009	5,534	7,680			
204	X	HCC INS HLDGS INC COM	404132102			4/4/2006		4/30/2009	1,203	1,702			
205	X	HALLIBURTON CO	406216101			7/26/2006		5/8/2009	6,267	8,689			
206	X	HALLIBURTON CO	406216101			9/29/2006		5/8/2009	4,178	5,089			
207	X	HALLIBURTON CO	406216101			3/27/2007		5/8/2009	8,008	10,703			
208	X	HALLIBURTON CO	406216101			4/9/2007		5/8/2009	4,573	6,402			
209	X	HALLIBURTON CO	406216101			9/30/2008		5/8/2009	4,178	5,802			
210	X	HALLIBURTON CO	406216101			10/15/2008		5/8/2009	8,936	7,042			
211	X	HALLIBURTON CO	406216101			10/31/2008		5/8/2009	5,455	4,592			
212	X	HEALTH CARE REIT INC	42217K106			12/28/2007		4/21/2009	6,855	9,545			
213	X	HEINZ H J CO	423074103			3/5/2009		4/16/2009	7,263	6,670			
214	X	HESS CORP	42809H107			11/28/2008		4/30/2009	7,639	7,151			
215	X	HEWLETT PACKARD CO	428236103			5/6/2009		6/9/2009	478	468			
216	X	HEWLETT PACKARD CO	428236103			5/6/2009		6/9/2009	517	504			
217	X	HOME DEPOT INC	437076102			4/8/2009		6/5/2009	843	874			
218	X	UNITED PARCEL SERVICE-CL	911312106			9/9/2008		5/4/2009	9,689	11,873			
219	X	UNITED PARCEL SERVICE-CL	911312106			10/15/2008		5/4/2009	6,190	5,932			
220	X	UNITED PARCEL SERVICE-CL	911312106			10/31/2008		5/4/2009	8,613	8,523			
221	X	UNITED PARCEL SERVICE-CL	911312106			11/18/2008		5/4/2009	4,306	4,393			
222	X	UNITED PARCEL SERVICE-CL	911312106			12/18/2008		5/4/2009	4,576	4,521			
223	X	UNITED PARCEL SERVICE-CL	911312106			2/23/2009		5/4/2009	6,998	5,403			
224	X	U S TREASURY NOTE 4 500	912828EX4			3/10/2006		6/18/2009	158,496	148,403			
225	X	PUBLIC SVC ENTERPRISE GF	744573106			5/17/2006		4/30/2009	8,555	8,846			
226	X	PUBLIC SVC ENTERPRISE GF	744573106			4/29/2008		4/30/2009	5,753	8,516			
227	X	PUBLIC SVC ENTERPRISE GF	744573106			4/11/2008		4/30/2009	4,573	6,399			
228	X	PUBLIC SVC ENTERPRISE GF	744573106			8/22/2008		4/30/2009	3,540	4,864			
229	X	RAYTHEON CO	755111507			5/6/2009		5/8/2009	48	47			
230	X	RAYTHEON CO	755111507			5/6/2009		5/14/2009	334	331			
231	X	RAYTHEON CO	755111507			4/8/2009		5/14/2009	667	583			
232	X	RAYTHEON CO	755111507			4/8/2009		5/21/2009	739	708			
233	X	RAYTHEON CO	755111507			4/8/2009		5/22/2009	393	375			
234	X	RAYTHEON CO	755111507			4/8/2009		5/22/2009	349	333			
235	X	RESEARCH IN MOTION	760975102			5/6/2009		5/21/2009	1,329	1,392			
236	X	RESEARCH IN MOTION	760975102			5/6/2009		5/22/2009	942	1,005			
237	X	RESEARCH IN MOTION	760975102			5/6/2009		5/29/2009	709	696			
238	X	ROCHE HOLDINGS LTD - ADR	771195104			4/8/2009		6/8/2009	617	625			
239	X	ROCHE HOLDINGS LTD - ADR	771195104			4/8/2009		6/10/2009	557	559			
240	X	ROCHE HOLDINGS LTD - ADR	771195104			4/8/2009		6/10/2009	528	526			
241	X	SBC COMMUNICATIONS 5 8	78387GAH6			2/6/2007		5/1/2009	105,630	101,925			
242	X	SCHLUMBERGER LTD	806857108			4/8/2009		4/13/2009	519	520			
243	X	SCHLUMBERGER LTD	806857108			3/22/2007		6/11/2009	18,366	20,822			
244	X	SCHLUMBERGER LTD	806857108			4/3/2007		6/11/2009	6,122	7,079			
245	X	SCHLUMBERGER LTD	806857108			4/24/2007		6/11/2009	10,101	12,203			
246	X	SCHLUMBERGER LTD	806857108			2/7/2008		6/11/2009	7,408	9,148			
247	X	SCHLUMBERGER LTD	806857108			10/31/2008		6/11/2009	14,081	12,037			
248	X	SCHWAB CHARLES CORP NE	808513105			8/3/2006		4/30/2009	16,420	14,249			
249	X	SCHWAB CHARLES CORP NE	808513105			8/7/2006		4/30/2009	7,657	6,647			
250	X	SCHWAB CHARLES CORP NE	808513105			5/6/2009		6/30/2009	329	356			

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	7,993,509	9,851,847	-1,858,338
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Donated value	Expense of sale and cost of improvements	Depreciation
251	X	BORG WARNER INC	099724106			3/17/2006		4/30/2009	10,458	10,280			
252	X	BORG WARNER INC	099724106			3/10/2009		4/30/2009	3,586	1,897			
253	X	BROCADE COMMUNICATIONS	111621306			3/10/2009		4/21/2009	3,293	1,711			
254	X	CLECO CORP NEW	12561W105			7/15/2008		4/30/2009	1,714	1,948			
255	X	CVS/CAREMARK CORPORATI	126650100			3/17/2006		5/11/2009	20,803	18,828			
256	X	CVS/CAREMARK CORPORATI	126650100			10/16/2007		5/11/2009	15,233	18,689			
257	X	CVS/CAREMARK CORPORATI	126650100			4/4/2006		5/11/2009	328	298			
258	X	CVS/CAREMARK CORPORATI	126650100			11/2/2007		5/11/2009	10,156	12,913			
259	X	CVS/CAREMARK CORPORATI	126650100			11/28/2007		5/11/2009	5,897	7,463			
260	X	CVS/CAREMARK CORPORATI	126650100			1/4/2008		5/11/2009	7,699	8,789			
261	X	CARTER HOLDINGS	146229109			2/23/2007		4/21/2009	5,269	5,881			
262	X	CARTER HOLDINGS	146229109			12/28/2007		4/21/2009	5,054	4,640			
263	X	CARTER HOLDINGS	146229109			5/5/2008		4/21/2009	5,161	3,486			
264	X	CHEVRON CORP	166764100			3/17/2006		5/4/2009	12,977	11,183			
265	X	CHEVRON CORP	166764100			11/28/2008		5/4/2009	5,657	6,656			
266	X	CHUBB CORP	171232101			12/11/2008		4/9/2009	7,415	9,013			
267	X	CHURCH & DWIGHT INC	171340102			4/4/2006		4/21/2009	20,243	13,912			
268	X	CIMAREX ENERGY CO	171798101			11/28/2008		4/21/2009	3,288	3,571			
269	X	CISCO SYSTEMS INC	17275R102			4/8/2009		5/4/2009	396	341			
270	X	CISCO SYSTEMS INC	17275R102			5/6/2009		5/21/2009	805	862			
271	X	CISCO SYSTEMS INC	17275R102			5/6/2009		5/21/2009	799	843			
272	X	CISCO SYSTEMS INC	17275R102			5/6/2009		6/30/2009	798	824			
273	X	CISCO SYSTEMS INC	17275R102			5/6/2009		6/30/2009	745	766			
274	X	CISCO SYSTEMS INC 5 250	17275RAB8			2/23/2006		5/1/2009	106,086	100,181			
275	X	CITIGROUP INC 5 625% 8	172967BP5			4/21/2006		4/14/2009	154,000	199,730			
276	X	COLGATE PALMOLIVE CO	194162103			4/8/2009		4/15/2009	173	180			
277	X	COLGATE PALMOLIVE CO	194162103			4/8/2009		4/15/2009	173	180			
278	X	COLGATE PALMOLIVE CO	194162103			4/8/2009		4/23/2009	236	240			
279	X	COLGATE PALMOLIVE CO	194162103			4/8/2009		4/27/2009	241	240			
280	X	COLGATE PALMOLIVE CO	194162103			4/8/2009		4/28/2009	237	240			
281	X	COLUMBIA MARSICO GROWT	19765H180			9/28/2006		4/21/2009	68,911	100,000			
282	X	COL MARSICO 21ST CENT F/(	19765J400			8/22/2006		5/5/2009	145,298	200,000			
283	X	COL MARSICO 21ST CENT F/(	19765J400			8/28/2006		5/5/2009	145,412	200,000			
284	X	COL MARSICO 21ST CENT F/(	19765J400			9/5/2006		5/5/2009	71,860	100,000			
285	X	COL MARSICO 21ST CENT F/(	19765J400			9/12/2006		5/5/2009	71,418	100,000			
286	X	COMCAST CORP CLASS A	20030N101			3/17/2008		4/30/2009	5,818	6,728			
287	X	CONSOLIDATED EDISON 5 6	209111DZ3			2/24/2006		5/1/2009	104,778	102,874			
288	X	COSTCO WHOLESALE CORP	22160K105			4/8/2009		6/9/2009	895	913			
289	X	CRANE CO	224399105			3/10/2009		4/21/2009	3,601	2,372			
290	X	CREDIT SUISSE FB USA 5 500	22541LAH6			7/2/2007		5/1/2009	100,657	99,401			
291	X	DIAGEO PLC - ADR	25243Q205			2/6/2007		6/8/2009	1,080	1,598			
292	X	DIAGEO PLC - ADR	25243Q205			2/21/2007		6/8/2009	5,132	7,741			
293	X	DIAGEO PLC - ADR	25243Q205			12/20/2007		6/8/2009	5,672	8,964			
294	X	DICKS SPORTING GOODS IN(	253393102			10/24/2008		4/21/2009	6,181	4,485			
295	X	WALT DISNEY CO	254687106			4/8/2009		4/23/2009	154	154			
296	X	WALT DISNEY CO	254687106			4/8/2009		4/23/2009	156	154			
297	X	WALT DISNEY CO	254687106			1/10/2008		5/8/2009	13,568	16,198			
298	X	DOMINION RES INC VA	25746U109			6/30/2006		5/19/2009	9,106	10,852			
299	X	E M C CORP MASS	268648102			12/20/2007		5/14/2009	1,131	1,777			
300	X	E M C CORP MASS	268648102			1/8/2008		5/14/2009	5,712	8,045			

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	7,993,509	9,851,847	-1,858,338
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Donated value	Expense of sale and cost of improvements	Depreciation
301	X	E M C CORP MASS	268648102			2/4/2008		5/14/2009	8,271	11,228			
302	X	E M C CORP MASS	268648102			3/7/2008		5/14/2009	4,106	5,161			
303	X	E M C CORP MASS	268648102			4/17/2008		5/14/2009	6,010	7,504			
304	X	ENSCO INTERNATIONAL INC	26874Q100			10/14/2008		4/30/2009	7,121	9,632			
305	X	ENERGIZER HOLDINGS INC	29266R108			3/10/2009		4/21/2009	3,249	2,428			
306	X	EXELON CORPORATION	30161N101			1/5/2007		5/8/2009	6,495	7,845			
307	X	EXELON CORPORATION	30161N101			1/30/2007		5/8/2009	6,995	8,311			
308	X	EXELON CORPORATION	30161N101			7/27/2007		5/8/2009	4,996	7,005			
309	X	EXPEDITORS INTL WASH INC	302130109			4/8/2009		4/27/2009	523	473			
310	X	EXPEDITORS INTL WASH INC	302130109			4/8/2009		4/29/2009	791	709			
311	X	EXXON MOBIL CORPORATIO	30231G102			3/17/2006		5/8/2009	8,491	7,366			
312	X	EXXON MOBIL CORPORATIO	30231G102			5/21/2008		5/8/2009	778	1,053			
313	X	EXXON MOBIL CORPORATIO	30231G102			4/4/2006		5/8/2009	8,845	7,742			
314	X	EXXON MOBIL CORPORATIO	30231G102			10/5/2006		5/8/2009	7,076	6,745			
315	X	EXXON MOBIL CORPORATIO	30231G102			6/9/2008		5/8/2009	9,553	11,926			
316	X	FREEPORT-MCMORAN COPP	35671D857			2/6/2009		4/30/2009	15,656	10,961			
317	X	GILEAD SCIENCES INC	375558103			4/8/2009		4/23/2009	322	329			
318	X	GILEAD SCIENCES INC	375558103			4/8/2009		4/23/2009	316	329			
319	X	GOLDMAN SACHS GROUP IN	38141G104			7/17/2008		5/4/2009	20,609	27,947			
320	X	GOLDMAN SACHS GROUP IN	38141G104			8/12/2008		5/4/2009	8,110	10,319			
321	X	GOLDMAN SACHS GROUP 5.	38141GCG7			7/2/2007		5/1/2009	101,660	100,263			
322	X	GOOGLE INC	38259P508			4/8/2009		5/5/2009	402	359			
323	X	GOOGLE INC	38259P508			5/6/2009		6/9/2009	1,299	1,209			
324	X	NEWMONT MINING CORP	651639106			2/3/2009		4/30/2009	6,085	5,963			
325	X	NEWS CORP	65248E104			12/8/2008		4/30/2009	11,092	11,333			
326	X	NUCOR CORP	670346105			2/26/2009		4/21/2009	8,590	7,219			
327	X	OCCIDENTAL PETE CORP	674599105			4/8/2009		4/23/2009	221	225			
328	X	ORACLE CORPORATION	68389X105			10/24/2008		4/30/2009	13,749	11,365			
329	X	ORACLE CORPORATION	68389X105			11/20/2008		4/30/2009	7,365	5,860			
330	X	ORACLE CORPORATION	68389X105			12/2/2008		4/30/2009	7,071	5,753			
331	X	ORACLE CORPORATION	68389X105			1/23/2009		4/30/2009	7,955	6,795			
332	X	PNC FINANCIAL SERVICES G	693475105			1/5/2009		4/16/2009	7,049	8,624			
333	X	SCHWAB CHARLES CORP NE	808513105			8/16/2006		4/30/2009	5,535	4,896			
334	X	SCHWAB CHARLES CORP NE	808513105			1/15/2008		4/30/2009	4,520	5,562			
335	X	PNC FINANCIAL SERVICES G	693475105			1/1/1950		4/16/2009	9,541	1			
336	X	PPG INDUSTRIES INC	693506107			5/3/2006		4/30/2009	4,014	4,481			
337	X	PPG INDUSTRIES INC	693506107			7/15/2008		4/30/2009	669	831			
338	X	PPG INDUSTRIES INC	693506107			11/28/2008		4/30/2009	1,115	1,082			
339	X	PENNEY J C INC	708160106			2/6/2009		4/21/2009	11,997	7,189			
340	X	PENNEY J C INC	708160106			3/10/2009		4/21/2009	2,086	1,250			
341	X	PEPSI BOTTLING GROUP INC	713409100			10/24/2008		4/21/2009	7,666	5,376			
342	X	PEPSICO INC	713448108			4/8/2009		4/13/2009	413	416			
343	X	PEROT SYSTEMS CORP - CL	714265105			3/10/2009		4/21/2009	2,684	2,245			
344	X	PFIZER INC	717081103			3/13/2009		5/27/2009	15,437	15,038			
345	X	PROCTER & GAMBLE CO	742718109			7/15/2008		6/11/2009	2,091	2,587			
346	X	PROCTER & GAMBLE CO	742718109			4/3/2006		6/11/2009	18,713	20,839			
347	X	PRUDENTIAL FINL INC	744320102			12/31/2008		4/30/2009	9,214	9,228			
348	X	PRUDENTIAL FINL INC	744320102			2/6/2009		4/30/2009	2,526	2,510			
349	X	SEE ATTACHED SCHEDULE							4,196,570	5,620,144			
350	X	LT CAP GAIN DISTRIBUTIONS							96				

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	7,993,509	9,851,847	-1,858,338
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Cost or other basis (Enter one field only) Donated value	Expense of sale and cost of improvements	Depreciation
351	X	SECTION 1250 GAIN							20				
352													
353													

Line 16a (990-PF) - Legal Fees

	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
		993	248	0	745
1	LEGAL FEES	993	248		745
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
		2,100	0	0	2,100
1	TAX PREPARATION FEES	2,100			2,100
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		4,032	632	0	160
1	FOREIGN TAX WITHHELD	632	632		
2	ESTIMATED EXCISE PAYMENTS	3,240			
3	STATE TAXES PAID	160			160
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
		27,648	20,854	0	6,794
1		0	0	0	0
2	TRUSTEE FEES	27,176	20,382		6,794
3	ADR FEES	472	472		
4					
5					
6					
7					
8					
9					
10					

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

	Description	Num shares/ face value	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
			5,560,638	5,652,684	5,183,643	5,827,419
1	CORPORATE STOCK		5,560,638	5,652,684	5,183,643	5,827,419
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

	Description	Interest Rate	Maturity Date	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
				2,954,303	320,000	2,989,807	345,968
1	CORPORATE BONDS			2,954,303	320,000	2,989,807	345,968
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

	Item or Category	Basis of Valuation	(a) Book value beg of year	(b) Book value end of year	(c) FMV end of year
			1,100,000	2,090,000	2,130,351
1	OTHER INVESTMENTS		1,100,000	2,090,000	2,130,351
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	COST BASIS ADJUSTMENT	1	8,114
2	FEDERAL EXCISE TAX REFUND	2	1,538
3	Total	3	9,652

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

1	LOSS ON PY SALES SETTLED IN CY	1	36,438
2	BASIS ADJUSTMENT BASED ON ACQUISITION OF ASSETS	2	29,909
3	Total	3	66,347

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

Recipient(s) paid during the year

Name: VALLECITO UNION SCHOOL DISTRICT			[ ] Person	[X] Business
Street: P.O. BOX 329				
City: AVERY	State: CA	Zip code: 95224	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL PUBLIC SUPPORT			Amount:	253,000

Name: BRET HARTE UNION HIGH SCHOOL DISTRICT			[ ] Person	[X] Business
Street: 323 SOUTH MAIN STREET				
City: ANGELS CAMP	State: CA	Zip code: 95221	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL PUBLIC SUPPORT			Amount:	95,000

Name: MOUNTAIN OAKS HIGH SCHOOL			[ ] Person	[X] Business
Street: 924 CHURCH HILL ROAD				
City: SAN ANDREAS	State: CA	Zip code: 95249	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL PUBLIC SUPPORT			Amount:	40,000

Name: FRIENDS OF THE FAIR			[ ] Person	[X] Business
Street: 1121 S CHANCE AVENUE				
City: FRESNO	State: CA	Zip code: 93702	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL PUBLIC SUPPORT			Amount:	8,202

Name: LUCILE PACKARD FOUNDATION			[ ] Person	[X] Business
Street: 300 SECOND STREET				
City: LOS ALTOS	State: CA	Zip code: 94022	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL PUBLIC SUPPORT			Amount:	50,000

Name: HEIFER INTERNATIONAL			[ ] Person	[X] Business
Street: 1 WORLD AVENUE				
City: LITTLE ROCK	State: AR	Zip code: 72202	Foreign Country:	
Relationship: NONE	Foundation Status: 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution: GENERAL PUBLIC SUPPORT			Amount:	2,000

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

Recipient(s) paid during the year

Name ANGELS CAMP POLICE DEPARTMENT			[ ] Person	[X] Business
Street 584 SOUTH MAIN STREET				
City ANGELS CAMP	State CA	Zip code 95222	Foreign Country	
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL PUBLIC SUPPORT				Amount 57,000

Name SAN DIEGO WILDLIFE ZOO			[ ] Person	[X] Business
Street 15500 SAN PASQUAL VALLEY ROAD				
City ESCONDIDO	State CA	Zip code 92027	Foreign Country	
Relationship NONE	Foundation Status 501(C)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL PUBLIC SUPPORT				Amount 16,132

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

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

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

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

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
FIDELITY INSTITUTIONAL MONEY MARKET PORTFOLIO CLASS I #59	60,596 200		$60,596.20	$60,596.20	$0.00	$416 05	0.69%
Total Money Market			**$60,596.20**	**$60,596.20**	**$0.00**	**$416.05**	**0.69%**
Total Cash & Equivalents			**$60,596.20**	**$60,596.20**	**$0.00**	**$416.05**	**0.69%**

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER STAPLES							
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	810.000	$54.960	$44,517.60	$50,935.10	- $6,417.50	$1,458.00	3.27%
Total Consumer Staples			**$44,517.60**	**$50,935.10**	**- $6,417.50**	**$1,458.00**	**3.28%**
ENERGY							
CONOCOPHILLIPS SYMBOL: COP CUSIP: 20825C104	425.000	$42.060	$17,875.50	$26,223.35	- $8,347.85	$799.00	4.47%
Total Energy			**$17,875.50**	**$26,223.35**	**- $8,347.85**	**$799.00**	**4.47%**
INDUSTRIALS							
GENERAL ELECTRIC CO SYMBOL. GE CUSIP: 369604103	3,045.000	$11.720	$35,687.40	$59,144.21	- $23,456.81	$1,218.00	3.41%
Total Industrials			**$35,687.40**	**$59,144.21**	**- $23,456.81**	**$1,218.00**	**3.41%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
TELECOMMUNICATION SERVICES							
AT & T INC SYMBOL: T CUSIP: 00206R102	1,415.000	$24.840	$35,148.60	$42,564.58	- $7,415.98	$2,320.60	6.60%
Total Telecommunication Services			**$35,148.60**	**$42,564.58**	**- $7,415.98**	**$2,320.60**	**6.60%**
Total Equities			**$133,229.10**	**$178,867.24**	**- $45,638.14**	**$5,795.60**	**4.35%**

	Account Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$193,825.30**	**$239,463.44**	**- $45,638.14**	**$6,211.65**

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
FIDELITY INSTITUTIONAL MONEY MARKET PORTFOLIO CLASS I #59	6,734.500		$6,734.50	$6,734.50	$0.00	$46.24	0.69%
Total Money Market			**$6,734.50**	**$6,734.50**	**$0.00**	**$46.24**	**0.69%**
Total Cash & Equivalents			**$6,734.50**	**$6,734.50**	**$0.00**	**$46.24**	**0.69%**

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
AMAZON COM INC COM SYMBOL: AMZN CUSIP· 023135106	146.000	$83.660	$12,214.36	$11,356.26	$858.10	$0.00	0.00%
COACH INC SYMBOL: COH CUSIP: 189754104	67.000	26.880	1,800.96	1,659 64	141 32	20.10	1.12
KOHLS CORP SYMBOL· KSS CUSIP: 500255104	110.000	42.750	4,702.50	4,899.06	- 196.56	0.00	0.00
NIKE INC CL B SYMBOL: NKE CUSIP: 654106103	104.000	51.780	5,385.12	5,425.18	- 40.06	104.00	1.93
STAPLES INC SYMBOL: SPLS CUSIP: 855030102	86.000	20.180	1,735.48	1,672.39	63.09	28.38	1.63
STARBUCKS CORP COM SYMBOL: SBUX CUSIP: 855244109	114.000	13.890	1,583.46	1,696.51	- 113.05	0.00	0.00
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	207.000	23.330	4,829.31	4,642.56	186.75	72.45	1.50
Total Consumer Discretionary			**$32,251.19**	**$31,351.60**	**$899.59**	**$224.93**	**0.70%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
CONSUMER STAPLES							
CADBURY PLC SPONSORED SYMBOL· CBY CUSIP: 12721E102	112.000	$34.400	$3,852.80	$3,554.33	$298.47	$118.61	3.08%
COLGATE PALMOLIVE CO SYMBOL. CL CUSIP: 194162103	75.000	70.740	5,305.50	4,537.59	767.91	132 00	2.49
COSTCO WHOLESALE CORP SYMBOL: COST CUSIP: 22160K105	87.000	45.780	3,982.86	4,122.51	- 139.65	62.64	1.57
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	213.000	31.870	6,788.31	6,452.95	335.36	64.97	0.96
PEPSICO INC SYMBOL: PEP CUSIP: 713448108	138.000	54.960	7,584.48	7,070.87	513.61	248.40	3.27
WAL MART STORES INC SYMBOL: WMT CUSIP: 931142103	105.000	48.440	5,086.20	5,250.21	- 164.01	114 45	2.25
Total Consumer Staples			**$32,600.15**	**$30,988.46**	**$1,611.69**	**$741.07**	**2.27%**
ENERGY							
OCCIDENTAL PETE CORP SYMBOL: OXY CUSIP· 674599105	124.000	$65 810	$8,160.44	$7,665.47	$494.97	$163.68	2.01%
PETROLEO BRASILEIRO S.A.- COMM - ADR SPONSORED ADR SYMBOL: PBR CUSIP: 71654V408	123.000	40.980	5,040.54	4,706.92	333.62	3.81	0.08
SCHLUMBERGER LTD SYMBOL: SLB CUSIP: 806857108	71.000	54.110	3,841.81	3,507.18	334.63	59.64	1.55
SOUTHWESTERN ENERGY CO COM SYMBOL: SWN CUSIP: 845467109	162.000	38.850	6,293.70	5,813.59	480.11	0.00	0 00
SUNCOR INC COM SYMBOL: SU CUSIP: 867229106	69.000	30.340	2,093.46	2,268.79	- 175.33	11.94	0.57
XTO ENERGY INC SYMBOL: XTO CUSIP. 98385X106	98.000	38.140	3,737.72	3,512.80	224.92	49.00	1.31
Total Energy			**$29,167.67**	**$27,474.75**	**$1,692.92**	**$288.07**	**0.99%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
FINANCIALS							
BANK OF AMERICA CORP SYMBOL. BAC CUSIP: 060505104	291.000	$13 200	$3,841 20	$3,326.86	$514 34	$11.64	0.30%
GOLDMAN SACHS GROUP INC SYMBOL: GS CUSIP: 38141G104	75.000	147.440	11,058.00	9,482 36	1,575.64	105.00	0.95
SCHWAB CHARLES CORP NEW SYMBOL: SCHW CUSIP: 808513105	379 000	17.540	6,647.66	6,407 53	240.13	90.96	1.37
Total Financials			**$21,546.86**	**$19,216.75**	**$2,330.11**	**$207.60**	**0.96%**
HEALTH CARE							
ABBOTT LABS SYMBOL: ABT CUSIP: 002824100	100.000	$47.040	$4,704.00	$4,298.20	$405.80	$160.00	3.40%
ALCON INC SYMBOL: ACL CUSIP: H01301102	67.000	116.120	7,780.04	6,419.90	1,360.14	244.22	3.14
BAXTER INTL INC SYMBOL: BAX CUSIP: 071813109	164.000	52.960	8,685.44	8,026.64	658.80	170.56	1.96
CELGENE CORP COM SYMBOL: CELG CUSIP: 151020104	147.000	47.840	7,032.48	5,870.61	1,161.87	0.00	0.00
GILEAD SCIENCES INC SYMBOL: GILD CUSIP: 375558103	274.000	46.840	12,834.16	12,490.25	343.91	0.00	0.00
MEDCO HEALTH SOLUTIONS INC SYMBOL: MHS CUSIP: 58405U102	170.000	45.610	7,753.70	7,372.38	381.32	0.00	0.00
MYLAN LABS INC SYMBOL: MYL CUSIP 628530107	150.000	13.050	1,957.50	2,072.30	- 114.80	0.00	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE *(continued)*							
ROCHE HOLDINGS LTD - ADR SPONSORED ADR SYMBOL: RHHBY CUSIP: 771195104	105.000	33.952	3,564.96	3,308.25	256.71	69.83	1.96
SHIRE PLC SYMBOL· SHPGY CUSIP· 82481R106	69.000	41.480	2,862.12	2,573.79	288.33	20.49	0.72
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR SYMBOL: TEVA CUSIP: 881624209	212.000	49.340	10,460.08	9,584.35	875.73	91.16	0.87
VERTEX PHARMACEUTICALS INC COM SYMBOL: VRTX CUSIP: 92532F100	52.000	35.970	1,870.44	1,434.35	436.09	0.00	0.00
Total Health Care			**$69,504.92**	**$63,451.02**	**$6,053.90**	**$756.26**	**1.09%**
INDUSTRIALS							
FIRST SOLAR INC SYMBOL: FSLR CUSIP: 336433107	33.000	$162.200	$5,352.60	$6,018 79	- $666.19	$0.00	0.00%
LOCKHEED MARTIN CORP SYMBOL: LMT CUSIP· 539830109	63.000	80.650	5,080.95	4,809 30	271.65	143.64	2.83
Total Industrials			**$10,433.55**	**$10,828.09**	**- $394.54**	**$143.64**	**1.38%**
INFORMATION TECHNOLOGY							
ADOBE SYS INC SYMBOL: ADBE CUSIP: 00724F101	238.000	$28.300	$6,735 40	$6,115.46	$619.94	$0.00	0.00%
ANALOG DEVICES INC SYMBOL. ADI CUSIP: 032654105	107.000	24.780	2,651.46	2,615.22	36.24	85.60	3.23
APPLE INC SYMBOL: AAPL CUSIP: 037833100	78.000	142.430	11,109.54	9,560.40	1,549.14	0.00	0.00
APPLIED MATERIALS INC SYMBOL: AMAT CUSIP: 038222105	353.000	11.010	3,886.53	4,063.86	- 177.33	84.72	2.18
BAIDU INC SYMBOL: BIDU CUSIP· 056752108	14.000	301.090	4,215.26	3,250.49	964.77	0.00	0.00
CISCO SYSTEMS INC SYMBOL· CSCO CUSIP: 17275R102	440.000	18.650	8,206.00	7,839.31	366.69	0.00	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY *(continued)*							
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508	39.000	421 590	16,442 01	14,753.58	1,688.43	0 00	0.00
HEWLETT PACKARD CO SYMBOL: HPQ CUSIP: 428236103	148.000	38.650	5,720.20	5,098.56	621.64	47.36	0.83
INTEL CORP COMM SYMBOL: INTC CUSIP· 458140100	412.000	16.550	6,818.60	6,468.11	350 49	230.72	3.38
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL IBM CUSIP. 459200101	59.000	104.420	6,160.78	6,005.79	154 99	129.80	2.11
MASTERCARD INC CL A SYMBOL: MA CUSIP: 57636Q104	39 000	167.310	6,525.09	6,775 72	- 250 63	23.40	0.36
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	83.000	23.770	1,972.91	1,602.37	370.54	43.16	2.19
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105	213.000	21.420	4,562 46	3,990.49	571.97	42.60	0.93
QUALCOMM INC SYMBOL: QCOM CUSIP: 747525103	373.000	45.200	16,859.60	15,508 95	1,350.65	253.64	1.50
RESEARCH IN MOTION SYMBOL: RIMM CUSIP 760975102	126.000	71.090	8,957.34	8,382.60	574.74	0.00	0.00
SALESFORCE COM INC COM SYMBOL: CRM CUSIP· 79466L302	42.000	38.170	1,603.14	1,697.09	- 93.95	0.00	0.00
SAP AG - ADR SPONSORED ADR SYMBOL· SAP CUSIP: 803054204	83.000	40.190	3,335.77	3,167.51	168.26	92.13	2.76
VISA INC-CLASS A SHRS SYMBOL· V CUSIP: 92826C839	162.000	62.260	10,086 12	9,963.96	122.16	68 04	0.67
Total Information Technology			**$125,848.21**	**$116,859.47**	**$8,988.74**	**$1,101.17**	**0.87%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
MATERIALS							
MONSANTO CO NEW SYMBOL MON CUSIP: 61166W101	82.000	$74.340	$6,095.88	$6,757.88	- $662.00	$86.92	1.43%
Total Materials			**$6,095.88**	**$6,757.88**	**- $662.00**	**$86.92**	**1.43%**
OTHER							
WEATHERFORD INTNTL LTD NEW SYMBOL: WFT CUSIP: H27013103	147.000	$19.560	$2,875.32	$3,299.76	- $424.44	$0 00	0.00%
Total Other			**$2,875.32**	**$3,299.76**	**- $424.44**	**$0.00**	**0.00%**
Total Equities			**$330,323.75**	**$310,227.78**	**$20,095.97**	**$3,549.66**	**1.07%**

	Account Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$337,058.25**	**$316,962.28**	**$20,095.97**	**$3,595.90**

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
CASH							
PRINCIPAL			- $698.72	- $698.72	$0.00		
Total Cash			**- $698.72**	**- $698.72**	**$0.00**		
Total Cash & Equivalents			**- $698.72**	**- $698.72**	**$0.00**		

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
OTHER							
WFAAM CAP PARTNERS I LLC CLASS A MAY 09	1,290.000	$1,031.621	$1,330,791.15	$1,290,000 00	$40,791.15	$0.00	0.00%
Total Other			**$1,330,791.15**	**$1,290,000.00**	**$40,791.15**	**$0.00**	**0.00%**
Total Equities			**$1,330,791.15**	**$1,290,000.00**	**$40,791.15**	**$0.00**	**0.00%**

	Account Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$1,330,092.43**	**$1,289,301.28**	**$40,791.15**	**$0.00**

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
FIDELITY INSTITUTIONAL MONEY MARKET PORTFOLIO CLASS I #59	9,170.480		$9,170.48	$9,170.48	$0.00	$62.96	0.69%
Total Money Market			**$9,170.48**	**$9,170.48**	**$0.00**	**$62.96**	**0.69%**
Total Cash & Equivalents			**$9,170.48**	**$9,170.48**	**$0.00**	**$62.96**	**0.69%**

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
AMAZON COM INC COM SYMBOL: AMZN CUSIP: 023135106	73.000	$83.660	$6,107.18	$5,842.26	$264.92	$0.00	0.00%
AUTONATION INC COM SYMBOL: AN CUSIP: 05329W102	378.000	17.350	6,558.30	6,128.24	430.06	0.00	0.00
AUTOZONE INC SYMBOL: AZO CUSIP: 053332102	37.000	151 110	5,591.07	5,996.74	- 405.67	0.00	0.00
BEST BUY INC SYMBOL: BBY CUSIP: 086516101	145 000	33.490	4,856.05	5,812.80	- 956.75	81.20	1.67
CORINTHIAN COLLEGES INC SYMBOL: COCO CUSIP: 218868107	366.000	16.930	6,196.38	5,766.56	429.82	0.00	0.00
CRACKER BARREL OLD COUNTRY STO SYMBOL: CBRL CUSIP: 22410J106	181.000	27.900	5,049.90	5,970.05	- 920.15	144.80	2.87
DARDEN RESTAURANTS INC SYMBOL: DRI CUSIP: 237194105	158.000	32.980	5,210.84	5,946.42	- 735.58	158.00	3.03
DINEEQUITY INC SYMBOL: DIN CUSIP: 254423106	361.000	31.190	11,259.59	8,678 66	2,580.93	0.00	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
CONSUMER DISCRETIONARY *(continued)*							
FAMILY DLR STORES INC SYMBOL: FDO CUSIP: 307000109	170.000	28.300	4,811.00	5,629.30	- 818.30	91.80	1.91
HOT TOPIC INC COM SYMBOL: HOTT CUSIP: 441339108	513.000	7.310	3,750.03	6,105.61	- 2,355.58	0.00	0.00
ITT EDL SVCS INC COM SYMBOL: ESI CUSIP: 45068B109	58.000	100.660	5,838.28	5,642 76	195 52	0 00	0.00
JOS A BANK CLOTHIERS INC SYMBOL: JOSB CUSIP: 480838101	162.000	34.460	5,582.52	6,264.72	- 682.20	0.00	0.00
NETFLIX.COM INC SYMBOL. NFLX CUSIP: 64110L106	121.000	41.340	5,002 14	5,532.65	- 530.51	0.00	0.00
O REILLY AUTOMOTIVE INC COM SYMBOL. ORLY CUSIP: 686091109	158.000	38.080	6,016 64	5,870.75	145.89	0 00	0.00
PRICELINE COM INC COM NEW SYMBOL: PCLN CUSIP: 741503403	65.000	111.550	7,250.75	6,251.86	998 89	0.00	0.00
WENDYS / ARBYS GROUP INC SYMBOL WEN CUSIP: 950587105	1,076.000	4.000	4,304.00	5,623.14	- 1,319.14	64.56	1.50
WMS INDS INC SYMBOL: WMS CUSIP: 929297109	245.000	31.510	7,719 95	7,237.96	481 99	0.00	0.00
Total Consumer Discretionary			**$101,104.62**	**$104,300.48**	**- $3,195.86**	**$540.36**	**0.53%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
CONSUMER STAPLES							
ARCHER DANIELS MIDLAND CO SYMBOL: ADM CUSIP· 039483102	224 000	$26.770	$5,996.48	$5,670.52	$325.96	$125.44	2.09%
CENTRAL GARDEN AND PET CO SYMBOL: CENTA CUSIP: 153527205	710.000	9.850	6,993.50	6,076.28	917.22	0 00	0.00
GREEN MTN COFFEE INC COM SYMBOL: GMCR CUSIP: 393122106	168.000	59.120	9,932.16	7,071 67	2,860 49	0.00	0.00
HANSEN NAT CORP COM SYMBOL. HANS CUSIP: 411310105	160.000	30.860	4,937.60	6,108 57	- 1,170.97	0.00	0.00
Total Consumer Staples			**$27,859.74**	**$24,927.04**	**$2,932.70**	**$125.44**	**0.45%**
ENERGY							
FRONTIER OIL CORP COM SYMBOL: FTO CUSIP: 35914P105	405.000	$13 110	$5,309.55	$6,110 19	- $800.64	$97.20	1.83%
Total Energy			**$5,309.55**	**$6,110.19**	**- $800.64**	**$97.20**	**1.83%**
HEALTH CARE							
COMPUTER PROGRAMS & SYSTEMS INC SYMBOL: CPSI CUSIP: 205306103	173.000	$38.310	$6,627 63	$5,947.38	$680.25	$249.12	3.76%
COOPER COS INC COM NEW SYMBOL: COO CUSIP: 216648402	224.000	24.730	5,539.52	6,223.69	- 684 17	13.44	0.24
ILLUMINA INC SYMBOL ILMN CUSIP· 452327109	168.000	38.940	6,541.92	5,957.46	584.46	0.00	0.00
MYLAN LABS INC SYMBOL· MYL CUSIP: 628530107	416.000	13.050	5,428.80	5,713.01	- 284.21	0.00	0.00
THORATEC LABORATORIES CORP COM SYMBOL: THOR CUSIP: 885175307	212.000	26.780	5,677.36	6,070.09	- 392 73	0.00	0.00
Total Health Care			**$29,815.23**	**$29,911.63**	**- $96.40**	**$262.56**	**0.88%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 06/30/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
INDUSTRIALS							
AIRTRAN HLDGS INC COM SYMBOL: AAI CUSIP: 00949P108	1,101.000	$6.190	$6,815.19	$7,292.30	- $477 11	$0.00	0.00%
FIRST SOLAR INC SYMBOL: FSLR CUSIP: 336433107	40.000	162.200	6,488.00	6,766.85	- 278.85	0.00	0.00
GRANITE CONSTR INC SYMBOL: GVA CUSIP: 387328107	148.000	33.280	4,925.44	6,055.91	- 1,130.47	76.96	1.56
SHAW GROUP INC COM SYMBOL: SGR CUSIP: 820280105	218.000	27.410	5,975.38	6,326.63	- 351.25	0.00	0.00
TRIUMPH GROUP INC NEW COM SYMBOL: TGI CUSIP: 896818101	143.000	40.000	5,720 00	5,886.84	- 166.84	22.88	0.40
URS CORP NEW SYMBOL. URS CUSIP: 903236107	143.000	49.520	7,081.36	6,131.18	950.18	0.00	0.00
Total Industrials			**$37,005.37**	**$38,459.71**	**- $1,454.34**	**$99.84**	**0.27%**
INFORMATION TECHNOLOGY							
ACI WORLDWIDE INC SYMBOL: ACIW CUSIP: 004498101	293 000	$13.960	$4,090.28	$5,170.76	- $1,080.48	$0.00	0.00%
CA INC SYMBOL: CA CUSIP. 12673P105	330.000	17.430	5,751.90	5,783.01	- 31 11	52.80	0.92
MAXIMUS INC COM SYMBOL: MMS CUSIP: 577933104	150.000	41.250	6,187.50	6,020.04	167.46	72.00	1.16
NVIDIA CORP COM SYMBOL: NVDA CUSIP: 67066G104	503.000	11.290	5,678.87	5,824.02	- 145.15	0.00	0.00
SOHU.COM INC SYMBOL: SOHU CUSIP: 83408W103	118.000	62.830	7,413.94	6,256.39	1,157.55	0.00	0.00
SYMANTEC CORP SYMBOL: SYMC CUSIP: 871503108	351 000	15.580	5,468.58	5,977.81	- 509.23	0.00	0.00

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY *(continued)*							
SYNAPTICS INC COM SYMBOL: SYNA CUSIP: 87157D109	191 000	38.650	7,382.15	5,853.24	1,528.91	0.00	0.00
SYNCHRONOSS TECHNOLOGIES INC SYMBOL· SNCR CUSIP: 87157B103	459.000	12.270	5,631.93	5,957.83	- 325.90	0.00	0.00
WESTERN DIGITAL CORP SYMBOL: WDC CUSIP. 958102105	276.000	26.500	7,314.00	6,252.85	1,061.15	0.00	0.00
3COM CORP SYMBOL: COMS CUSIP: 885535104	1,625.000	4.730	7,686.25	6,210 78	1,475.47	0.00	0.00
Total Information Technology			**$62,605.40**	**$59,306.73**	**$3,298.67**	**$124.80**	**0.20%**
MATERIALS							
ANGLOGOLD LIMITED - ADR SPONSORED ADR SYMBOL. AU CUSIP. 035128206	181.000	$36.630	$6,630.03	$6,132.71	$497.32	$20.63	0.31%
BALL CORP SYMBOL: BLL CUSIP: 058498106	137.000	45.160	6,186.92	5,644.52	542.40	54.80	0.89
COMPASS MINERALS INTL INC COM SYMBOL: CMP CUSIP. 20451N101	112.000	54.910	6,149 92	5,788.66	361.26	159.04	2.59
MONSANTO CO NEW SYMBOL: MON CUSIP: 61166W101	71.000	74.340	5,278.14	6,098.76	- 820.62	75.26	1.43
MOSAIC CO COM SYMBOL: MOS CUSIP: 61945A107	135.000	44.300	5,980.50	6,059.60	- 79.10	27.00	0.45
THE SCOTTS MIRACLE-GRO COMPANY CL A SYMBOL: SMG CUSIP. 810186106	164.000	35.050	5,748.20	5,575.97	172.23	82.00	1.43
Total Materials			**$35,973.71**	**$35,300.22**	**$673.49**	**$418.73**	**1.16%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
TELECOMMUNICATION SERVICES							
CONSOLIDATED COMMUNICATIONS SYMBOL: CNSL CUSIP: 209034107	515.000	$11.710	$6,030 65	$5,842.10	$188.55	$798.25	13.24%
SHENANDOAH TELECOMMUNICATIONS SYMBOL. SHEN CUSIP: 82312B106	249.000	20.290	5,052.21	5,175.94	- 123.73	74.70	1.48
Total Telecommunication Services			**$11,082.86**	**$11,018.04**	**$64.82**	**$872.95**	**7.88%**
Total Equities			**$310,756.48**	**$309,334.04**	**$1,422.44**	**$2,541.88**	**0.82%**

	Account Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$319,926.96**	**$318,504.52**	**$1,422.44**	**$2,604.84**

WELLS FARGO

Account Statement For:
WINTERCREEK FOUNDATION CO-SP-MUT-ALL

Period Covered: June 1, 2009 - June 30, 2009

Account Number 73366404

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
FIDELITY INSTITUTIONAL MONEY MARKET PORTFOLIO CLASS I #59	44,299 510		$44,299.51	$44,299 51	$0.00	$304.16	0 69%
Total Money Market			**$44,299.51**	**$44,299.51**	**$0.00**	**$304.16**	**0.69%**
Total Cash & Equivalents			**$44,299.51**	**$44,299.51**	**$0.00**	**$304.16**	**0.69%**

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
MUTUAL FUNDS							
PIMCO HIGH YIELD FUND INSTITUTIONAL SHARES CUSIP: 693390841	24,096.386	$7.520	$181,204 82	$160,000 00	$21,204.82	$16,096 39	8.88%
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP: 880208400	13,974.865	11.790	164,763.66	160,000.00	4,763.66	12,535.45	7.61
Total Mutual Funds			**$345,968.48**	**$320,000.00**	**$25,968.48**	**$28,631.84**	**8.28%**
Total Fixed Income			**$345,968.48**	**$320,000.00**	**$25,968.48**	**$28,631.84**	

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
MUTUAL FUNDS							
HARBOR INTERNATIONAL FUND #11 SYMBOL: HAINX CUSIP: 411511306	9,733.342	$43.170	$420,188.37	$375,000 00	$45,188.37	$7,562.81	1.80%
ISHARES MSCI EAFE SYMBOL: EFA CUSIP· 464287465	9,100.000	45.810	416,871.00	381,035 36	35,835.64	17,199.00	4.13
ISHARES RUSSELL 2000 SYMBOL: IWM CUSIP: 464287655	4,850.000	51.080	247,738.00	229,037.30	18,700.70	2,725.70	1 10
ISHARES TR MSCI EMERGING MARKETS INDEX FUND SYMBOL: EEM CUSIP: 464287234	7,800.000	32.230	251,394.00	224,082.00	27,312.00	3,861.00	1.54
Total Mutual Funds			**$1,336,191.37**	**$1,209,154.66**	**$127,036.71**	**$31,348.51**	**2.35%**
Total Equities			**$1,336,191.37**	**$1,209,154.66**	**$127,036.71**	**$31,348.51**	**2.35%**

	Account Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$1,726,459.36**	**$1,573,454.17**	**$153,005.19**	**$60,284.51**

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
WELLS FARGO ADVANTAGE CASH INVESTMENT MONEY MARKET SERVICE #250	69,826.130		$69,826.13	$69,826.13	$0.00	$119.05	0 17%
Total Money Market			**$69,826.13**	**$69,826.13**	**$0.00**	**$119.05**	**0.17%**
Total Cash & Equivalents			**$69,826.13**	**$69,826.13**	**$0.00**	**$119.05**	**0.17%**

Asset Description	Par Value	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income							
GOVERNMENT OBLIGATIONS							
FED HOME LN BK DTD 01/07/05 3.875 07/24/2009 CUSIP: 3133XACK1 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AAA	110,000.000	$100.219	$110,240.90	$111,068.10	- $827.20	$4,262.50	3.87%
FED HOME LN BK DTD 10/19/07 5.000 11/17/2017 CUSIP· 3133XMQ87 MOODY'S RATING: AAA STANDARD & POOR'S RATING. AAA	100,000.000	106.406	106,406.00	108,878.80	- 2,472.80	5,000.00	4.09
FED HOME LN MTG CORP DTD 06/13/08 3.875 06/29/2011 CUSIP: 3137EABN8 MOODY'S RATING: AAA STANDARD & POOR'S RATING· AAA	200,000.000	105.094	210,188.00	211,104.00	- 916.00	7,750.00	1.28

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income *(continued)*							
GOVERNMENT OBLIGATIONS *(continued)*							
FED NATL MTG ASSN DTD 02/07/08 3.250 04/09/2013 CUSIP: 31398AMW9 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AAA	100,000.000	103.844	103,844.00	104,709 00	- 865.00	3,250.00	2.18
FED NATL MTG ASSN SER 1 DTD 10/18/07 4.750 11/19/2012 CUSIP: 31398AHZ8 MOODY'S RATING: AAA STANDARD & POOR'S RATING. AAA	200,000.000	108 750	217,500.00	220,135.00	- 2,635.00	9,500.00	2.06
U S TREASURY NOTE DTD 02/28/06 4.500 02/28/2011 CUSIP: 912828EX4 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AAA	350,000.000	106.012	371,042.00	346,117 19	24,924.81	15,750.00	0.85
US TREASURY BOND DTD 11/15/86 7.500 11/15/2016 CUSIP: 912810DX3 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AAA	70,000.000	127.555	89,288 50	87,308 59	1,979.91	5,250.00	3.27
US TREASURY NOTE DTD 05/15/09 3 125 05/15/2019 CUSIP: 912828KQ2 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AAA	110,000 000	96.719	106,390.90	104,396.87	1,994.03	3,437.50	3.52
US TREASURY NOTE DTD 08/15/07 4.750 08/15/2017 CUSIP: 912828HA1 MOODY'S RATING: AAA STANDARD & POOR'S RATING: AAA	70,000.000	109.625	76,737.50	74,834.37	1,903.13	3,325.00	3.39

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income *(continued)*							
GOVERNMENT OBLIGATIONS *(continued)*							
US TREASURY NOTE DTD 11/15/06 4 625 11/15/2009 CUSIP: 912828FX3 MOODY'S RATING. AAA STANDARD & POOR'S RATING: AAA	40,000 000	101 594	40,637.60	40,740.63	- 103.03	1,850.00	4.55
US TREASURY NOTES DTD 05/15/07 4.500 05/15/2010 CUSIP: 912828GR5 MOODY'S RATING AAA STANDARD & POOR'S RATING: AAA	73,000.000	103.473	75,535.29	75,626 29	- 91.00	3,285.00	0.52
Total Government Obligations			**$1,507,810.69**	**$1,484,918.84**	**$22,891.85**	**$62,660.00**	
CORPORATE OBLIGATIONS							
AMGEN INC DTD 01/16/09 5 700 02/01/2019 CUSIP: 031162AZ3 MOODY'S RATING: A3 STANDARD & POOR'S RATING. A+	75,000.000	$105.501	$79,125.75	$78,551.25	$574.50	$4,275.00	4.97%
BANK NEW YORK INC MED TERM NOTE TRANCHE # TR 00023 DTD 12/13/05 4 950 01/14/2011 CUSIP: 06406HAY5 MOODY'S RATING. AA2 STANDARD & POOR'S RATING: AA	150,000.000	103.723	155,584.50	148,420.50	7,164.00	7,425.00	2.47
CHEVRON CORP DTD 03/03/09 4.950 03/03/2019 CUSIP: 166751AJ6 MOODY'S RATING: AA1 STANDARD & POOR'S RATING. AA	65,000.000	103.329	67,163.85	66,920.43	243.42	3,217.50	4.52
CISCO SYSTEMS INC DTD 02/22/06 5.250 02/22/2011 CUSIP: 17275RAB8 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A+	150,000.000	105.444	158,166.00	150,271.50	7,894.50	7,875.00	1.87

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS *(continued)*							
CONOCO FUNDING CO DTD 10/11/01 6.350 10/15/2011 CUSIP. 20825UAB0 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A	125,000.000	109.138	136,422.50	137,801.25	- 1,378.75	7,937.50	2.24
CONSOLIDATED EDISON CO DTD 06/24/02 5.625 07/01/2012 CUSIP: 209111DZ3 MOODY'S RATING. A3 STANDARD & POOR'S RATING. A-	150,000.000	107.083	160,624.50	154,311.00	6,313.50	8,437.50	3.14
COSTCO WHOLESALE CORP DTD 02/20/07 5 300 03/15/2012 CUSIP: 22160KAB1 MOODY'S RATING: A2 STANDARD & POOR'S RATING· A	60,000.000	107.472	64,483.20	64,567.20	- 84.00	3,180.00	2.43
CREDIT SUISSE FB USA INC DTD 08/15/03 5.500 08/15/2013 CUSIP: 22541LAH6 MOODY'S RATING: AA1 STANDARD & POOR'S RATING: A+	150,000.000	104.226	156,339.00	149,101.50	7,237.50	8,250.00	4.37
GENERAL ELEC CAP CORP DTD 06/07/02 6.000 06/15/2012 CUSIP: 36962GYY4 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA+	125,000.000	105.119	131,398.75	127,720.00	3,678 75	7,500.00	4.14
GOLDMAN SACHS GROUP INC DTD 08/27/02 5.700 09/01/2012 CUSIP: 38141GCG7 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A	150,000.000	104.680	157,020.00	150,391.50	6,628.50	8,550.00	4.11

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS *(continued)*							
HOME DEPOT INC DTD 03/24/06 5.200 03/01/2011 CUSIP: 437076AN2 MOODY'S RATING: BAA1 STANDARD & POOR'S RATING: BBB+	110,000.000	103 511	113,862.10	113,831 30	30.80	5,720.00	3.03
IBM CORP DTD 10/15/08 6 500 10/15/2013 CUSIP: 459200GN5 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A+	35,000.000	111 767	39,118.45	39,506.25	- 387.80	2,275.00	3.52
ORACLE CORP DTD 04/09/08 4.950 04/15/2013 CUSIP: 68389XAD7 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A	35,000 000	104.716	36,650.60	37,480 10	- 829.50	1,732.50	3.61
SBC COMMUNICATIONS INC DTD 02/01/02 5.875 02/01/2012 CUSIP. 78387GAH6 MOODY'S RATING: A2 STANDARD & POOR'S RATING· A	150,000.000	106.744	160,116.00	152,887.50	7,228.50	8,812.50	3.14
STANFORD UNIVERSITY DTD 04/29/09 3.625 05/01/2014 CUSIP: 854403AA0 MOODY'S RATING. AAA STANDARD & POOR'S RATING: AAA	80,000.000	100.812	80,649.60	81,716.80	- 1,067.20	2,900.00	3.44
TARGET CORP DTD 07/14/06 5.875 07/15/2016 CUSIP: 87612EAN6 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A+	140,000.000	108.259	151,562.60	145,397.00	6,165.60	8,225.00	4.49

ASSET DETAIL *(continued)*

Asset Description	Par Value	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Yield to Maturity
Fixed Income *(continued)*							
CORPORATE OBLIGATIONS *(continued)*							
UNILEVER CAPITAL CORP DTD 10/24/00 7.125 11/01/2010 CUSIP. 904764AG2 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A+	175,000.000	106.771	186,849.25	188,678.00	- 1,828.75	12,468.75	1.96
3M COMPANY MED TERM NOTE DTD 08/21/08 4 375 08/15/2013 CUSIP· 88579EAE5 MOODY'S RATING: AA2 STANDARD & POOR'S RATING· AA-	125,000.000	106.330	132,912.50	131,534.96	1,377.54	5,468.75	2.74
Total Corporate Obligations			**$2,168,049.15**	**$2,119,088.04**	**$48,961.11**	**$114,250.00**	

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
MUTUAL FUNDS							
ISHARES BARCLAYS MBS BOND FUND CUSIP: 464288588	390 000	$105.280	$41,059.20	$41,092.82	- $33.62	$1,773.33	4.32%
Total Mutual Funds			**$41,059.20**	**$41,092.82**	**- $33.62**	**$1,773.33**	**4.32%**
Total Fixed Income			**$3,716,919.04**	**$3,645,099.70**	**$71,819.34**	**$178,683.33**	

	Account Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$3,786,745.17**	**$3,714,925.83**	**$71,819.34**	**$178,802.38**

WELLS FARGO

Account Statement For:
WINTERCREEK FOUNDATION CO-SP-50M-HGO

Period Covered: June 1, 2009 - June 30, 2009

Account Number 73366406

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Alternative Investments							
HEDGE INVESTMENTS							
WELLS FARGO MULTI-STRATEGY 50 OFFSHORE HEDGE FUNDS, LTD. UNRESTRICTED	667.919	$1,197.092	$799,560 43	$800,000.00	- $439 57	$0.00	0.00%
Total Hedge Investments			**$799,560.43**	**$800,000.00**	**- $439.57**	**$0.00**	**0.00%**
Total Alternative Investments			**$799,560.43**	**$800,000.00**	**- $439.57**	**$0.00**	**0.00%**

	Account Value as of 06/30/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$799,560.43**	**$800,000.00**	**- $439.57**	**$0.00**