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

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning

07/01, 2008, and ending

06/30, 2009

G Check all that apply:

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

Name of foundation

CARYLON FOUNDATION

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

Room/suite

2500 W. ARTHINGTON STREET

City or town, state, and ZIP code

CHICAGO, IL 60612

A Employer identification number

36-6033583

B Telephone number (see page 10 of the instructions)

(312) 666-7700C 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) **\$ 16,920,263.**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)

1	Contributions, gifts, grants, etc., received (attach schedule)	1,238,000.			
2	Check ☐ if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	692,202.	692,202.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-2,688,169.			
b	Gross sales price for all assets on line 6a	3,269,994.			
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	-757,967.	692,202.		
13	Compensation of officers, directors, trustees, etc.	NONE			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	70,022.	70,022.		
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	49,748.	2,797.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	123.			
24	Total operating and administrative expenses. Add lines 13 through 23	119,893.	72,819.		
25	Contributions, gifts, grants paid	436,858.			436,858.
26	Total expenses and disbursements. Add lines 24 and 25	556,751.	72,819.		436,858.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-1,314,718.			
b	Net investment income (if negative, enter -0-)		619,383.		
c	Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. **STMT 2

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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	12,768.	61,689.	61,689.
	2 Savings and temporary cash investments	1,049,053.	86,193.	86,193.
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) . STMT 4 .	5,347,316.	3,827,648.	3,548,480.
	c Investments - corporate bonds (attach schedule). STMT 5 .	18,414.	18,414.	18,414.
	11 Investments - land, buildings, and equipment: basis Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 6 .	14,978,797.	16,079,046.	13,164,247.
	14 Land, buildings, and equipment: basis Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶ STMT 7)	22,600.	41,240.	41,240.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	21,428,948.	20,114,230.	16,920,263.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
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	21,428,948.	20,114,230.	
	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			
	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)	21,428,948.	20,114,230.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	21,428,948.	20,114,230.	

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	21,428,948.
2 Enter amount from Part I, line 27a	2	-1,314,718.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	20,114,230.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	20,114,230.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	-2,688,169.	
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			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)	2	
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	
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	12,388.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	12,388.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	12,388.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	41,240.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	41,240.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	130.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	28,722.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	11	28,722. Refunded	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions).	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address WWW.CARYLONCORP.COM				
14	The books are in care of CARYLON FOUNDATION Telephone no 312-666-7700			
Located at 2500 ARTHINGTON STREET CHICAGO, IL ZIP + 4 60612				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here N/A and enter the amount of tax-exempt interest received or accrued during the year 15			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days).	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☒ Yes	☐ No
If "Yes," list the years 2006 2007		
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 -----		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** ☒ X
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ **6b** ☒ X
If you answered "Yes" to 6b, also file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b** ☒ X

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		NONE	NONE	NONE

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NOT APPLICABLE				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
<u>NOT APPLICABLE</u>		
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 <u>NOT APPLICABLE</u>	
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 <u>NOT APPLICABLE</u>	
2	
All other program-related investments. See page 24 of the instructions.	
3 <u>NONE</u>	
Total. Add lines 1 through 3	

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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	17,830,405.
b	Average of monthly cash balances	1b	37,229.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	567,623.
d	Total (add lines 1a, b, and c)	1d	18,435,257.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	18,435,257.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	276,529.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,158,728.
6	Minimum investment return. Enter 5% of line 5	6	907,936.

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	907,936.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	12,388.
b	Income tax for 2008 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	12,388.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	895,548.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	895,548.
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	895,548.

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	436,858.
b	Program-related investments - total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	436,858.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	436,858.

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				895,548.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			951,264.	
b Total for prior years 20 06 20 20		18,598.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004	NONE			
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$				436,858.
a Applied to 2007, but not more than line 2a			436,858.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2008 distributable amount				
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		18,598.		
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		18,598.		
e Undistributed income for 2007. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			514,406.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				895,548.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	NONE			

Form 990-PF (2008)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

JULIUS HEMMELSTEIN

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:

SEE STATEMENT 9

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

SEE SCHEDULE ATTACHED

c Any submission deadlines:

SEE SCHEDULE ATTACHED

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

SEE SCHEDULE ATTACHED

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 10				
Total			▶ 3a	436,858.
b Approved for future payment				
Total			▶ 3b	

Form 990-PF (2008)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	692,202.	
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	-2,688,169.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				-1,995,967.	
13 Total. Add line 12, columns (b), (d), and (e)				-1,995,967.	

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

[illegible]

Schedule of Contributors

OMB No 1545-0047

▶ Attach to Form 990, 990-EZ, and 990-PF.

2008

Name of the organization

CARYLON FOUNDATION

Employer identification number

36-6033583

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

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

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

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

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

Name of organization **CARYLON FOUNDATION**

Employer identification number

36-6033583**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ACE PIPE CLEANING INC. 4000 TRUMAN ROAD KANSAS CITY, MO 64127	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	BIONOMIC SERVICES INC. 516 ROUNDTREE ROAD CHARLOTTE, NC 28217	\$ 90,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	BEARY PROPERTIES INC. 2500 WEST ARTHINGTON CHICAGO, IL 60612	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
4	MOBILE DREDGING & PUMPING CO 3100 BETHEL ROAD CHESTER, PA 19013	\$ 90,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	NATIONAL INDUSTRIAL MAINTENANCE SERVICES 4530 BARING AVENUE EAST CHICAGO, IN 46312	\$ 40,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	NATIONAL PLANT SERVICES INC. 1461 HARBOR AVE LONG BEACH, CA 90813	\$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization **CARYLON FOUNDATION**

Employer identification number

36-6033583**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	NATIONAL WATER MAIN CLEANING COMPANY 875 SUMMER AVENUE NEWARK, NJ 07104	\$ <u>135,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8	ROBINSON PIPE CLEANING COMPANY - 84 2656 IDLEWOOD RD PITTSBURGH, PA 15205	\$ <u>5,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
9	JULIUS HEMMELSTEIN 2500 WEST ARTHINGTON CHICAGO, IL 60612	\$ <u>500,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	METROPOLITAN ENVIRONMENTAL SERVICES 5055 NIKE DRIVE HILLIARD, OH 43026	\$ <u>85,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
11	SPECIALIZED MAINTENANCE SERVICES 4533 PASADENA PASADENA, TX 77503	\$ <u>70,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
12	NATIONAL POWER RODDING 2500 WEST ARTHINGTON CHICAGO, IL 60612	\$ <u>20,000.</u>	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization **CARYLON FOUNDATION**Employer identification number
36-6033583**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	VIDEO PIPE SERVICES 1566 HARDING HIGHWAY NEWFIELD, NJ 08344	\$ 50,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
14	ODESCO INDUSTRIAL SERVICES 100 WASHINGTON, PO BOX 862 SOUTH ROXANA, IL 62087	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
15	DEEP SOUTH INDUSTRIAL SERVICES 515 INDUSTRIAL DR ROCKMART, GA 30153	\$ 30,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Charity Contributions

7/1/2008 through 6/30/2009

11/2/2009

Page 1

Date	Num	Description	Amount
EXPENSES			-167,225.00
Charity			-167,225.00
7/15/2008	4210	US Holocaust Memorial Museum	-5,000.00
8/12/2008	4211	Jewish Foundation For The Righteous	-250.00
8/12/2008	4212	Smile Train	-250.00
8/12/2008	4213	Komen For The Cure	-1,000.00
9/12/2008	4215	JUF	-40,000.00
9/15/2008	4216	St. Colletta's	-4,500.00
10/1/2008	4219	Development Corporation Of Israel	-525.00
10/6/2008	4220	National Council of Jewish Wome	-1,000.00
10/18/2008	4221	Chicago Police Marines	-100.00
10/22/2008	4222	Lakeside Foundation	-1,000.00
12/19/2008	4229	Sanz Laniado Hospital	-250.00
12/19/2008	4230	St. Colletta's	-1,500.00
12/19/2008	4231	SHALVA	-100.00
12/19/2008	4232	American Lung Association	-100.00
12/19/2008	4233	PKD Foundation	-150.00
12/19/2008	4234	The Ark	-750.00
12/19/2008	4237	FREE	-150.00
12/19/2008	4238	Little Sisters Of The Poor	-500.00
12/19/2008	4239	Anshe Sholom B'nai Israel	-2,500.00
1/27/2009	4243	100 Club Of Cook County	-100.00
2/16/2009	4245	Jewish War Veterans	-100.00
2/16/2009	4246	Aids Foundation of Chicago	-500.00
2/16/2009	4249	Spertus Society	-250.00
2/24/2009	4251	Anchor Cross Society	-2,000.00
3/9/2009	4252	Hundred Club of Cook County	-100.00
3/12/2009	4255	Anchor Cross Society	-2,000.00
3/17/2009	4256	March of Dimes	-200.00
3/17/2009	4258	Friends Of Israel Defense Forces	-250.00
3/17/2009	4259	Jewish War Veterans	-100.00
3/17/2009	4260	Hillel's Of Illinois	-150.00
3/17/2009	4262	Susan G. Komen Foundation	-1,000.00
3/17/2009	4263	San Giovanni Bosco Club	-100.00
4/20/2009	4266	Misericordia	-15,000.00
4/20/2009	4267	Chicago Child Care Society	-500.00
5/8/2009	4269	Jewish United Fund	-75,000.00
6/16/2009	4275	Special Olympics	-150.00
6/16/2009	4276	American Jewish World Service	-500.00
6/16/2009	4279	Magen David Adom	-300.00
6/16/2009	4282	Paralyzed Veterans	-150.00
6/16/2009	4277	Anti-Defamation League	-200.00
6/16/2009	4278	American Friends Of Israel War Disabled	-250.00
6/16/2009	4283	Inter Fellow Christ & Jews	-100.00
6/16/2009	4285	MADD	-350.00
6/16/2009	4286	Fortune Society	-100.00
6/16/2009	4287	Jewish Prisoners Asst. Fdn.	-150.00
6/16/2009	4288	Jewish National Fund	-500.00
6/16/2009	4290	Anshe Sholom B'nai Israel	-2,500.00
6/22/2009	4291	Chicago Festival Of Israeli Cinema	-5,000.00

Charity Contributions

7/1/2008 through 6/30/2009

11/2/2009

Page 2

Date	Num	Description	Amount
OVERALL TOTAL			-167,225.00

Education Contributions

7/1/2008 through 6/30/2009

11/2/2009

Page 1

Date	Num	Description	Amount
EXPENSES			-120,900.00
Education			-120,900.00
11/6/2008	4223	Chicago Public Library Foundation	-1,000.00
11/6/2008	4225	Israel Center For Ex Edu	-100,000.00
11/18/2008	4226	Hebrew Theological College	-500.00
12/8/2008	4227	Telshe Yeshiva	-250.00
12/8/2008	4228	Drygalski Childrens Fund	-500.00
12/19/2008	4236	National Yiddish Book Center	-500.00
2/16/2009	4248	Ida Crown Jewish Academy	-150.00
3/17/2009	4257	Ort	-100.00
3/17/2009	4261	WTTW-Channel 11	-300.00
4/20/2009	4265	Blitstein Institute Of HTC7500	-7,500.00
6/16/2009	4280	Migdal Ohr	-100.00
6/16/2009	4289	Hadassah Hospital	-10,000.00
OVERALL TOTAL			-120,900.00

Religious Contributions

7/1/2008 through 6/30/2009

11/2/2009

Page 1

Date	Num	Description	Amount
EXPENSES			-98,733.00
Religious			-98,733.00
9/1/2008	4214	Anshe Sholom B'nai Israel	-2,000.00
11/6/2008	4224	Anshe Sholom B'nai Israel	-10,000.00
12/19/2008	4235	American Jewish Congress	-500.00
2/16/2009	4244	American Society for Yad Vashem	-250.00
2/16/2009	4247	World Jewish Congress	-200.00
2/16/2009	4250	St. Baldricks	-100.00
4/20/2009	4264	Skirball Museum	-10,000.00
5/28/2009	4271	Loop Synagogue	-200.00
6/10/2009	4273	Loop Synagogue	-75,000.00
6/16/2009	4281	Bnai Brith	-123.00
6/16/2009	4284	Lubavitch Chabad	-360.00
OVERALL TOTAL			-98,733.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ATTACHED					VAR	VAR
1,994,660.		2,856,846.					-862,186.	
		SEE ATTACHED					VAR	VAR
1,275,333.		2,292,731.					-1017398.	
		FLOWTHROUGH - BERNSTEIN GLOBAL SYTLE BLE					VAR	VAR
		503,183.					-503,183.	
		FLOWTHROUGH - BERNSTEIN GLOBAL SYTLE BLE					VAR	VAR
		305,402.					-305,402.	
TOTAL GAIN (LOSS)							----- -2688169. =====	

Carylon Foundation
Realized Gains and Losses
June 30, 2009

a/c #5001

<u>Shares</u>	<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Cost Basis</u>	<u>Sales Proceeds</u>	<u>Gain (Loss)</u>
SHORT TERM:						
379.908	BERNSTEIN GLOBAL STYLE	12/18/2007	8/1/2008	10,511.00	10,511.00	0.00
461.284	BERNSTEIN GLOBAL STYLE	12/18/2007	11/3/2008	8,104.25	8,104.25	0.00
	BERNSTEIN SHORT DURATION - ATTACHED	VARIOUS	VARIOUS	160,894.74	157,629.22	(3,265.52)
	BERNSTEIN ATTACHED - SHORT TERM	VARIOUS	VARIOUS	2,677,336.39	1,818,416.48	(858,919.91)
				<u>2,856,846.38</u>	<u>1,994,660.95</u>	<u>(862,185.43)</u>

LONG TERM:

398.938	BERNSTEIN GLOBAL STYLE	12/18/2007	2/2/2009	5,892.95	5,892.95	0.00
323.668	BERNSTEIN GLOBAL STYLE	12/18/2007	5/1/2009	5,211.08	5,211.08	0.00
	BERNSTEIN SHORT DURATION - ATTACHED	VARIOUS	VARIOUS	207,641.71	192,370.78	(15,270.93)
	BERNSTEIN ATTACHED - LONG TERM	VARIOUS	VARIOUS	2,073,985.72	1,071,858.58	(1,002,127.14)
				<u>2,292,731.46</u>	<u>1,275,333.39</u>	<u>(1,017,398.07)</u>

CARYLON FOUNDATION (038-66280)

Capital Gains

July 01, 2008 to June 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
Short Term								
11/07/2007	07/16/2008	8,532.42300	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.72	12.23	100,000.00	104,351.53	-4,351.53
07/18/2008	06/10/2009	70.43100	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.67	800.81	821.93	-21.12
11/20/2008	06/10/2009	58.45200	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.12	664.60	649.99	14.61
09/19/2008	06/10/2009	57.32900	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.50	651.84	659.28	-7.44
08/20/2008	06/10/2009	54.84100	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.63	623.55	637.80	-14.25
10/20/2008	06/10/2009	51.38900	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.35	584.30	583.27	1.03
11/24/2008	06/10/2009	4,461.96400	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.11	50,732.96	49,572.42	1,160.54
11/07/2008	06/10/2009	176.05600	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.36	2,001.77	2,000.00	1.77
06/20/2008	06/10/2009	138.02800	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.72	1,569.39	1,617.69	-48.30
11/24/2008	06/10/2009	0.07500	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.07	0.00	0.83	-0.83
*** Subtotal For Short Term						157,629.22	160,894.74	-3,265.52
Long Term								
11/07/2007	04/17/2009	13,274.33600	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.30	12.23	150,000.00	162,345.13	-12,345.13
12/31/2007	06/10/2009	84.17100	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	12.18	957.03	1,025.20	-68.17
12/04/2007	06/10/2009	35.02900	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	12.23	398.28	428.41	-30.13
12/20/2007	06/10/2009	230.30200	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	12.20	2,618.56	2,809.68	-191.12
03/20/2008	06/10/2009	218.07200	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.88	2,479.50	2,590.70	-111.20
02/20/2008	06/10/2009	217.53900	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	12.04	2,473.44	2,619.17	-145.73
11/07/2007	06/10/2009	2,308.80900	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	12.23	26,251.39	28,236.76	-1,985.37
04/18/2008	06/10/2009	183.16700	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.79	2,082.63	2,159.54	-76.91
05/20/2008	06/10/2009	181.78600	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	11.84	2,066.92	2,152.35	-85.43
01/18/2008	06/10/2009	159.59700	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	12.24	1,814.63	1,953.47	-138.84
11/20/2007	06/10/2009	108.03800	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.37	12.23	1,228.40	1,321.30	-92.90
*** Subtotal For Long Term						192,370.78	207,641.71	-15,270.93

CARYLON FOUNDATION (888-39504)

Capital Gains

July 01, 2008 to June 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
Short Term								
11/07/2007	07/02/2008	150	GENENTECH INC	78.15	74.52	11,722.40	11,178.36	544.04
11/07/2007	07/03/2008	600	NVIDIA CORP	12.60	36.73	7,560.24	22,039.92	-14,479.68
02/05/2008	07/03/2008	300	NVIDIA CORP	12.60	24.95	3,780.12	7,484.91	-3,704.79
02/20/2008	07/03/2008	200	NVIDIA CORP	12.60	21.69	2,520.08	4,338.66	-1,818.58
01/11/2008	07/03/2008	200	NVIDIA CORP	12.60	27.19	2,520.08	5,437.54	-2,917.46
04/08/2008	07/03/2008	100	NVIDIA CORP	12.60	19.11	1,260.04	1,910.96	-650.92
03/19/2008	07/08/2008	275	FANNIE MAE	15.96	31.00	4,389.85	8,526.18	-4,136.33
03/27/2008	07/08/2008	100	FANNIE MAE	15.96	28.94	1,596.31	2,894.47	-1,298.16
11/07/2007	07/09/2008	85	NORTHROP GRUMMAN CORP	66.21	84.71	5,627.48	7,200.40	-1,572.92
05/06/2008	07/09/2008	150	VMWARE INC-CLASS A	38.89	67.34	5,833.08	10,100.46	-4,267.38
02/05/2008	07/09/2008	150	VODAFONE GROUP PLC-SP ADR	31.08	34.03	4,662.04	5,104.05	-442.01
01/04/2008	07/09/2008	125	VODAFONE GROUP PLC-SP ADR	31.08	36.54	3,885.04	4,567.99	-682.95
01/10/2008	07/09/2008	100	VODAFONE GROUP PLC-SP ADR	31.08	37.32	3,108.03	3,731.88	-623.85
03/27/2008	07/11/2008	50	FANNIE MAE	9.97	28.94	498.30	1,447.24	-948.94
05/07/2008	07/11/2008	275	FANNIE MAE	9.97	29.70	2,740.65	8,167.12	-5,426.47
05/07/2008	07/15/2008	300	NVIDIA CORP	11.20	22.60	3,358.56	6,779.49	-3,420.93
04/08/2008	07/15/2008	300	NVIDIA CORP	11.20	19.11	3,358.56	5,732.88	-2,374.32
04/08/2008	07/18/2008	125	NOKIA CORP-SPON ADR	27.53	33.54	3,441.77	4,192.16	-750.39
02/05/2008	07/18/2008	125	NOKIA CORP-SPON ADR	27.53	35.06	3,441.76	4,382.97	-941.21
12/10/2007	07/21/2008	50	BAKER HUGHES INC	83.09	84.17	4,154.35	4,208.42	-54.07
02/27/2008	07/21/2008	5	BAKER HUGHES INC	83.09	70.94	415.43	354.72	60.71
11/07/2007	07/21/2008	10	BAKER HUGHES INC	83.09	86.38	830.87	863.75	-32.88
02/27/2008	07/22/2008	60	BAKER HUGHES INC	86.78	70.94	5,206.97	4,256.68	950.29
11/14/2007	07/22/2008	115	YUM! BRANDS INC	35.07	37.85	4,033.24	4,353.01	-319.77
12/10/2007	07/22/2008	110	YUM! BRANDS INC	35.07	39.55	3,857.89	4,350.01	-492.12
01/11/2008	07/23/2008	100	COSTCO WHOLESALE CORP	63.31	67.30	6,331.22	6,729.62	-398.40
02/05/2008	07/23/2008	100	COSTCO WHOLESALE CORP	63.31	65.96	6,331.22	6,596.15	-264.93
11/07/2007	07/23/2008	125	METLIFE INC	53.88	63.67	6,735.39	7,958.90	-1,223.51
11/07/2007	07/24/2008	100	FRANKLIN RESOURCES INC	97.62	118.75	9,762.42	11,875.15	-2,112.73
11/07/2007	07/24/2008	100	HONEYWELL INTERNATIONAL INC	51.66	59.74	5,165.86	5,973.66	-807.80
02/05/2008	07/29/2008	50	VODAFONE GROUP PLC-SP ADR	26.62	34.03	1,331.19	1,701.35	-370.16

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04/08/2008	07/29/2008	300	VODAFONE GROUP PLC-SP ADR	26.62	31.23	7,987.11	9,369.03	-1,381.92
11/07/2007	07/30/2008	120	MERRILL LYNCH & CO	26.30	54.15	3,156.38	6,497.82	-3,341.44
01/15/2008	07/31/2008	50	TEXTRON INC	43.73	59.45	2,186.56	2,972.32	-785.76
12/04/2007	07/31/2008	45	TEXTRON INC	43.73	70.31	1,967.91	3,163.78	-1,195.87
11/08/2007	07/31/2008	130	TEXTRON INC	43.73	67.48	5,685.07	8,773.04	-3,087.97
06/18/2008	08/07/2008	15	RIO TINTO PLC-SPON ADR	371.20	471.14	5,568.05	7,067.16	-1,499.11
05/22/2008	08/07/2008	13	RIO TINTO PLC-SPON ADR	371.20	529.18	4,825.64	6,879.37	-2,053.73
05/20/2008	08/07/2008	12	RIO TINTO PLC-SPON ADR	371.20	523.05	4,454.44	6,276.57	-1,822.13
04/08/2008	08/15/2008	175	NOKIA CORP-SPON ADR	25.43	33.54	4,449.99	5,869.03	-1,419.04
01/17/2008	08/25/2008	75	AMERISOURCEBERGEN CORP	41.52	46.75	3,113.74	3,506.30	-392.56
04/08/2008	08/25/2008	275	AMERISOURCEBERGEN CORP	41.52	40.11	11,417.04	11,030.14	386.90
11/07/2007	08/25/2008	250	AMERISOURCEBERGEN CORP	41.52	43.56	10,379.12	10,888.93	-509.81
01/04/2008	08/25/2008	100	AMERISOURCEBERGEN CORP	41.52	43.99	4,151.65	4,399.04	-247.39
06/25/2008	08/25/2008	200	AMGEN INC	63.82	46.87	12,763.82	9,374.44	3,389.38
11/07/2007	08/27/2008	200	BROADCOM CORP-CL A	24.91	33.25	4,982.90	6,649.94	-1,667.04
11/07/2007	08/27/2008	90	NORTHROP GRUMMAN CORP	68.64	84.71	6,177.26	7,623.96	-1,446.70
01/04/2008	08/27/2008	50	NORTHROP GRUMMAN CORP	68.64	79.29	3,431.81	3,964.63	-532.82
01/10/2008	08/27/2008	25	NORTHROP GRUMMAN CORP	68.64	79.61	1,715.90	1,990.35	-274.45
06/25/2008	08/28/2008	50	AMGEN INC	63.92	46.87	3,195.91	2,343.61	852.30
06/27/2008	08/28/2008	40	AMGEN INC	63.92	46.52	2,556.73	1,860.67	696.06
12/10/2007	08/29/2008	50	ROYAL DUTCH SHELL PLC-ADR	70.09	81.27	3,504.56	4,063.47	-558.91
01/17/2008	08/29/2008	50	ROYAL DUTCH SHELL PLC-ADR	70.09	77.36	3,504.56	3,867.77	-363.21
11/07/2007	08/29/2008	150	ROYAL DUTCH SHELL PLC-ADR	70.09	85.57	10,513.68	12,835.11	-2,321.43
05/28/2008	09/08/2008	600	STARBUCKS CORP	15.53	17.64	9,318.72	10,582.74	-1,264.02
01/15/2008	09/08/2008	50	TEXTRON INC	39.20	59.45	1,960.07	2,972.32	-1,012.25
02/05/2008	09/08/2008	125	TEXTRON INC	39.20	55.46	4,900.19	6,933.06	-2,032.87
04/08/2008	09/08/2008	100	TEXTRON INC	39.20	56.91	3,920.15	5,690.98	-1,770.83
05/13/2008	09/11/2008	300	MERRILL LYNCH & CO	20.23	48.75	6,069.27	14,626.35	-8,557.08
11/07/2007	09/11/2008	30	MERRILL LYNCH & CO	20.23	54.15	606.93	1,624.46	-1,017.53
01/10/2008	09/11/2008	125	MERRILL LYNCH & CO	20.23	49.93	2,528.86	6,240.82	-3,711.96
01/04/2008	09/12/2008	325	MOTORS LIQUIDATION CO	13.32	23.71	4,330.27	7,707.21	-3,376.94
11/07/2007	09/12/2008	250	MOTORS LIQUIDATION CO	13.32	34.63	3,330.97	8,657.43	-5,326.46

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01/17/2008	09/12/2008	200	MOTORS LIQUIDATION CO	13.32	22.92	2,664.78	4,584.66	-1,919.88
12/10/2007	09/12/2008	125	MOTORS LIQUIDATION CO	13.32	29.13	1,665.49	3,641.65	-1,976.16
04/04/2008	09/12/2008	75	MEMC ELECTRONIC MATERIALS	32.85	75.17	2,463.63	5,637.95	-3,174.32
04/08/2008	09/12/2008	150	MEMC ELECTRONIC MATERIALS	32.85	73.34	4,927.26	11,001.03	-6,073.77
02/05/2008	09/12/2008	100	MEMC ELECTRONIC MATERIALS	32.85	71.69	3,284.84	7,168.81	-3,883.97
05/27/2008	09/12/2008	175	SALESFORCE.COM INC	57.37	67.68	10,039.61	11,844.67	-1,805.06
04/11/2008	09/17/2008	600	FREDDIE MAC	0.28	23.50	165.00	14,097.96	-13,932.96
03/27/2008	09/17/2008	65	GOLDMAN SACHS GROUP INC	107.30	176.22	6,974.23	11,454.16	-4,479.93
04/08/2008	09/17/2008	50	GOLDMAN SACHS GROUP INC	107.30	177.76	5,364.79	8,888.13	-3,523.34
02/05/2008	09/17/2008	45	GOLDMAN SACHS GROUP INC	107.30	192.13	4,828.31	8,645.82	-3,817.51
11/07/2007	09/17/2008	40	GOLDMAN SACHS GROUP INC	107.30	215.57	4,291.83	8,622.94	-4,331.11
02/05/2008	09/17/2008	75	NYSE EURONEXT	37.37	77.88	2,802.65	5,841.00	-3,038.35
01/10/2008	09/17/2008	50	NYSE EURONEXT	37.37	78.79	1,868.44	3,939.30	-2,070.86
11/07/2007	09/17/2008	100	NYSE EURONEXT	37.37	88.82	3,736.87	8,882.14	-5,145.27
11/07/2007	09/18/2008	12,884 07800	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	14.32	14.99	184,500.00	193,132.32	-8,632.32
11/07/2007	09/18/2008	175	EXXON MOBIL CORP	76.21	88.45	13,337.22	15,479.18	-2,141.96
03/28/2008	09/18/2008	325	FANNIE MAE	0.45	28.05	147.42	9,115.83	-8,968.41
05/06/2008	09/18/2008	300	FANNIE MAE	0.45	29.66	136.08	8,897.22	-8,761.14
11/07/2007	09/18/2008	175	FANNIE MAE	0.45	51.41	79.38	8,997.07	-8,917.69
11/07/2007	09/18/2008	200	HONEYWELL INTERNATIONAL INC	42.14	59.74	8,427.66	11,947.32	-3,519.66
11/26/2007	09/18/2008	35	RESEARCH IN MOTION	90.29	113.24	3,160.04	3,963.55	-803.51
01/10/2008	09/18/2008	25	RESEARCH IN MOTION	90.29	99.20	2,257.18	2,479.88	-222.70
12/07/2007	09/18/2008	25	RESEARCH IN MOTION	90.29	104.69	2,257.18	2,617.24	-360.06
11/07/2007	09/22/2008	95	WRIGLEY WM JR CO	79.50	61.11	7,552.50	5,805.17	1,747.33
05/07/2008	09/24/2008	175	MEMC ELECTRONIC MATERIALS	31.15	66.52	5,451.67	11,640.63	-6,188.96
04/08/2008	09/24/2008	100	MEMC ELECTRONIC MATERIALS	31.15	73.34	3,115.24	7,334.02	-4,218.78
07/08/2008	09/24/2008	100	MEMC ELECTRONIC MATERIALS	31.15	55.14	3,115.24	5,513.78	-2,398.54
11/07/2007	09/24/2008	500	VERIZON COMMUNICATIONS INC	31.01	43.34	15,503.05	21,667.73	-6,164.68
12/10/2007	09/24/2008	100	VERIZON COMMUNICATIONS INC	31.01	45.19	3,100.61	4,519.44	-1,418.83
01/11/2008	09/24/2008	100	VERIZON COMMUNICATIONS INC	31.01	42.58	3,100.61	4,257.78	-1,157.17
03/31/2008	09/26/2008	300	WACHOVIA CORP	8.78	26.97	2,632.80	8,089.86	-5,457.06

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11/07/2007	09/26/2008	95	WRIGLEY WM JR CO	79.52	61.11	7,554.55	5,805.17	1,749.38
12/10/2007	09/29/2008	50	WRIGLEY WM JR CO	79.56	65.02	3,977.98	3,251.02	726.96
01/16/2008	09/29/2008	100	WRIGLEY WM JR CO	79.56	58.20	7,955.95	5,819.74	2,136.21
11/07/2007	09/29/2008	10	WRIGLEY WM JR CO	79.56	61.11	795.59	611.08	184.51
04/22/2008	09/30/2008	300	WACHOVIA CORP	2.79	26.07	835.59	7,820.22	-6,984.63
03/31/2008	09/30/2008	300	WACHOVIA CORP	2.79	26.97	835.59	8,089.86	-7,254.27
05/06/2008	09/30/2008	200	WACHOVIA CORP	2.79	29.85	557.06	5,970.02	-5,412.96
12/10/2007	10/01/2008	75	HONEYWELL INTERNATIONAL INC	39.99	59.59	2,999.18	4,468.97	-1,469.79
11/07/2007	10/01/2008	125	HONEYWELL INTERNATIONAL INC	39.99	59.74	4,998.64	7,467.08	-2,468.44
07/22/2008	10/06/2008	125	ELECTRONIC ARTS INC	29.85	48.00	3,731.83	6,000.20	-2,268.37
11/07/2007	10/07/2008	28	CME GROUP INC	410.77	661.45	11,501.46	18,520.62	-7,019.16
01/16/2008	10/07/2008	50	WRIGLEY WM JR CO	80.00	58.20	4,000.00	2,909.87	1,090.13
02/05/2008	10/07/2008	200	WRIGLEY WM JR CO	80.00	55.60	16,000.00	11,119.08	4,880.92
04/08/2008	10/07/2008	100	WRIGLEY WM JR CO	80.00	62.59	8,000.00	6,259.12	1,740.88
01/10/2008	10/08/2008	200	BROADCOM CORP-CL A	15.20	24.92	3,039.42	4,984.38	-1,944.96
02/05/2008	10/08/2008	25	RESEARCH IN MOTION	60.43	91.61	1,510.66	2,290.25	-779.59
01/10/2008	10/08/2008	200	RESEARCH IN MOTION	60.43	99.20	12,085.26	19,839.06	-7,753.80
12/10/2007	10/10/2008	35	DEERE & CO	36.90	87.62	1,291.44	3,066.78	-1,775.34
11/07/2007	10/10/2008	290	DEERE & CO	36.90	78.51	10,700.54	22,767.90	-12,067.36
01/25/2008	10/10/2008	25	DEERE & CO	36.90	83.42	922.46	2,085.40	-1,162.94
02/06/2008	10/13/2008	75	TARGET CORP	38.94	52.55	2,920.84	3,941.24	-1,020.40
11/07/2007	10/14/2008	150	JPMORGAN CHASE & CO	41.02	43.03	6,153.15	6,454.95	-301.80
04/08/2008	10/15/2008	75	HONEYWELL INTERNATIONAL INC	31.19	57.27	2,339.47	4,295.21	-1,955.74
01/11/2008	10/15/2008	200	HONEYWELL INTERNATIONAL INC	31.19	56.97	6,238.58	11,394.46	-5,155.88
02/05/2008	10/15/2008	100	HONEYWELL INTERNATIONAL INC	31.19	59.22	3,119.29	5,921.72	-2,802.43
03/28/2008	10/15/2008	100	HONEYWELL INTERNATIONAL INC	31.19	55.92	3,119.29	5,592.39	-2,473.10
11/07/2007	10/17/2008	30	GOOGLE INC-CL A	379.49	738.78	11,384.55	22,163.50	-10,778.95
05/20/2008	10/17/2008	40	TRANSOCEAN INC	69.17	162.42	2,767.00	6,496.79	-3,729.79
04/23/2008	10/17/2008	100	TRANSOCEAN INC	69.17	156.65	6,917.49	15,665.46	-8,747.97
04/08/2008	10/31/2008	25	RESEARCH IN MOTION	50.75	118.25	1,268.64	2,956.27	-1,687.63
02/05/2008	10/31/2008	175	RESEARCH IN MOTION	50.75	91.61	8,880.44	16,031.77	-7,151.33
01/04/2008	11/03/2008	300	ALCOA INC	11.85	35.01	3,554.43	10,503.51	-6,949.08

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01/17/2008	11/03/2008	300	ALCOA INC	11.85	29.78	3,554.43	8,933.67	-5,379.24
01/10/2008	11/04/2008	50	NORTHROP GRUMMAN CORP	48.03	79.61	2,401.68	3,980.70	-1,579.02
04/23/2008	11/04/2008	100	NORTHROP GRUMMAN CORP	48.03	69.60	4,803.35	6,960.10	-2,156.75
05/07/2008	11/04/2008	175	RYDER SYSTEM INC	40.45	71.23	7,078.75	12,464.90	-5,386.15
11/07/2007	11/06/2008	200	AIR PRODUCTS & CHEMICALS INC	55.98	99.22	11,196.08	19,843.46	-8,647.38
01/10/2008	11/10/2008	80	FLUOR CORP	39.94	70.19	3,194.81	5,615.43	-2,420.62
12/10/2007	11/10/2008	40	FLUOR CORP	39.94	78.17	1,597.40	3,126.63	-1,529.23
11/29/2007	11/10/2008	30	FLUOR CORP	39.94	72.14	1,198.06	2,164.32	-966.26
02/05/2008	11/10/2008	100	FLUOR CORP	39.94	58.05	3,993.51	5,804.61	-1,811.10
04/08/2008	11/10/2008	75	RESEARCH IN MOTION	47.10	118.25	3,532.84	8,868.83	-5,335.99
10/15/2008	11/12/2008	125	NORTHERN TRUST CORP	45.58	59.95	5,697.54	7,493.39	-1,795.85
06/16/2008	11/14/2008	75	NATIONAL - OILWELL INC	26.55	83.50	1,991.41	6,262.33	-4,270.92
04/29/2008	11/14/2008	175	NATIONAL - OILWELL INC	26.55	69.61	4,646.62	12,182.33	-7,535.71
05/02/2008	11/18/2008	900	ALLIED WASTE INDS	10.33	12.97	9,295.92	11,670.93	-2,375.01
02/27/2008	11/20/2008	50	ARCELORMITTAL-NY REGISTERED	16.65	79.05	832.32	3,952.61	-3,120.29
04/08/2008	11/20/2008	150	ARCELORMITTAL-NY REGISTERED	16.65	85.56	2,496.96	12,834.62	-10,337.66
05/06/2008	11/21/2008	200	AMERICA MOVIL-ADR SERIES L	27.87	58.74	5,573.12	11,747.48	-6,174.36
06/05/2008	11/21/2008	125	AMERICA MOVIL-ADR SERIES L	27.87	57.17	3,483.20	7,145.65	-3,662.45
03/06/2008	11/21/2008	200	ASHLAND INC	10.76	44.57	2,151.64	8,913.28	-6,761.64
04/08/2008	11/25/2008	25	HONEYWELL INTERNATIONAL INC	26.03	57.27	650.74	1,431.74	-781.00
06/05/2008	11/25/2008	100	HONEYWELL INTERNATIONAL INC	26.03	56.58	2,602.95	5,657.87	-3,054.92
05/01/2008	11/26/2008	150	UNION PACIFIC CORP	50.52	72.45	7,577.57	10,866.75	-3,289.18
01/10/2008	12/10/2008	80	HARTFORD FINANCIAL SVCS GRP	16.27	83.88	1,301.82	6,710.52	-5,408.70
06/16/2008	12/10/2008	25	HARTFORD FINANCIAL SVCS GRP	16.27	72.68	406.82	1,817.11	-1,410.29
04/08/2008	12/10/2008	175	HARTFORD FINANCIAL SVCS GRP	16.27	75.47	2,847.74	13,207.15	-10,359.41
01/17/2008	12/16/2008	200	KB HOME	14.89	18.03	2,978.50	3,606.78	-628.28
05/14/2008	12/17/2008	600	CENTEX CORP	12.80	22.10	7,682.52	13,261.92	-5,579.40
05/06/2008	12/17/2008	800	GENERAL ELECTRIC CO	17.54	33.01	14,028.24	26,408.17	-12,379.93
05/06/2008	12/17/2008	250	TYCO INTERNATIONAL LTD	21.47	44.62	5,366.55	11,155.05	-5,788.50
05/29/2008	12/17/2008	250	WISCONSIN ENERGY CORP	41.18	48.23	10,293.78	12,056.28	-1,762.50
02/05/2008	12/19/2008	25	METLIFE INC	36.72	57.53	918.02	1,438.28	-520.26
01/11/2008	12/19/2008	200	METLIFE INC	36.72	59.72	7,344.16	11,944.54	-4,600.38

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11/12/2008	12/23/2008	225	KELLOGG CO	41.82	48.05	9,409.23	10,811.84	-1,402.61
09/18/2008	12/23/2008	175	KELLOGG CO	41.82	56.83	7,318.29	9,946.00	-2,627.71
11/07/2008	12/23/2008	100	KELLOGG CO	41.82	48.91	4,181.88	4,890.74	-708.86
04/08/2008	12/26/2008	200	DOW CHEMICAL	19.28	38.89	3,855.40	7,777.38	-3,921.98
01/17/2008	01/05/2009	400	FLEXTRONICS INTL LTD	2.85	10.04	1,140.16	4,017.52	-2,877.36
05/07/2008	01/08/2009	175	BAXTER INTERNATIONAL INC	53.44	62.05	9,351.41	10,859.52	-1,508.11
07/22/2008	01/08/2009	25	BECTON DICKINSON & CO	68.87	85.06	1,721.71	2,126.53	-404.82
04/15/2008	01/08/2009	100	BECTON DICKINSON & CO	68.87	84.00	6,886.85	8,400.14	-1,513.29
01/25/2008	01/08/2009	3	CME GROUP INC	188.42	636.87	565.26	1,910.60	-1,345.34
01/10/2008	01/08/2009	20	CME GROUP INC	188.42	608.30	3,768.40	12,166.06	-8,397.66
01/15/2008	01/08/2009	10	CME GROUP INC	188.42	614.74	1,884.20	6,147.35	-4,263.15
11/07/2008	01/08/2009	1,000	GENERAL ELECTRIC CO	15.80	18.68	15,804.90	18,684.30	-2,879.40
02/05/2008	01/15/2009	775	CITIGROUP INC	3.81	27.80	2,952.36	21,545.62	-18,593.26
02/27/2008	01/15/2009	400	CITIGROUP INC	3.81	25.46	1,523.80	10,184.80	-8,661.00
02/11/2008	01/15/2009	400	CITIGROUP INC	3.81	25.83	1,523.80	10,330.44	-8,806.64
04/08/2008	01/15/2009	300	CITIGROUP INC	3.81	23.90	1,142.85	7,169.04	-6,026.19
03/05/2008	01/15/2009	200	CITIGROUP INC	3.81	22.22	761.90	4,443.00	-3,681.10
06/24/2008	01/15/2009	125	CITIGROUP INC	3.81	18.70	476.19	2,337.28	-1,861.09
02/04/2008	01/21/2009	8,686.06700	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	5.52	11.34	47,947.09	98,500.00	-50,552.91
05/06/2008	01/21/2009	7,396.09800	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	5.52	11.79	40,826.46	87,200.00	-46,373.54
04/08/2008	01/21/2009	10,185.51200	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	5.52	11.32	56,224.03	115,300.00	-59,075.97
02/11/2008	01/21/2009	225	J.C. PENNEY CO INC	17.54	49.11	3,946.16	11,049.48	-7,103.32
06/16/2008	01/28/2009	88	APACHE CORP	76.71	140.20	6,750.65	12,337.68	-5,587.03
02/05/2008	01/30/2009	50	BP PLC-SPONS ADR	42.86	63.96	2,142.99	3,198.08	-1,055.09
04/08/2008	01/30/2009	200	VALERO ENERGY CORP	25.07	49.86	5,014.00	9,972.92	-4,958.92
04/08/2008	01/30/2009	500	VERIZON COMMUNICATIONS INC	29.94	36.73	14,967.90	18,364.95	-3,397.05
01/02/2009	02/02/2009	150	AFLAC INC	23.15	45.66	3,473.12	6,849.21	-3,376.09
06/16/2008	02/04/2009	50	HARTFORD FINANCIAL SVCS GRP	15.19	72.68	759.26	3,634.23	-2,874.97
11/03/2008	02/04/2009	250	HARTFORD FINANCIAL SVCS GRP	15.19	12.19	3,796.30	3,046.32	749.98
12/22/2008	02/05/2009	475	TEXTRON INC	5.93	15.22	2,816.18	7,230.88	-4,414.70

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)

Capital Gains

July 01, 2008 to June 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
03/20/2008	02/06/2009	8	CME GROUP INC	189.25	447.23	1,514.03	3,577.80	-2,063.77
02/06/2008	02/06/2009	20	CME GROUP INC	189.25	520.92	3,785.08	10,418.32	-6,633.24
02/12/2008	02/06/2009	15	CME GROUP INC	189.25	532.91	2,838.81	7,993.66	-5,154.85
05/22/2008	02/11/2009	75	TOYOTA MOTOR CORP -SPON ADR	68.26	100.57	5,119.67	7,542.86	-2,423.19
10/21/2008	02/17/2009	400	ACTIVISION BLIZZARD INC	9.53	13.20	3,810.48	5,280.88	-1,470.40
12/03/2008	02/17/2009	400	ACTIVISION BLIZZARD INC	9.53	10.65	3,810.48	4,261.24	-450.76
10/28/2008	02/19/2009	1,500	ERICSSON (LM) TEL-SP ADR	8.80	6.58	13,192.50	9,864.30	3,328.20
10/28/2008	02/19/2009	25	ERICSSON (LM) TEL-SP ADR	8.80	6.58	219.88	164.40	55.48
10/28/2008	02/19/2009	25	ERICSSON (LM) TEL-SP ADR	8.80	6.58	219.88	164.40	55.48
06/24/2008	02/20/2009	300	CITIGROUP INC	2.01	18.70	601.77	5,609.50	-5,007.73
06/25/2008	02/20/2009	300	CITIGROUP INC	2.01	19.23	601.77	5,769.24	-5,167.47
11/07/2008	02/20/2009	1,300	CITIGROUP INC	2.01	11.80	2,607.67	15,337.53	-12,729.86
04/14/2008	02/25/2009	800	SPRINT NEXTEL CORP	3.62	6.43	2,896.48	5,146.88	-2,250.40
02/10/2009	03/10/2009	400	WELLS FARGO & COMPANY	11.49	18.05	4,596.80	7,219.76	-2,622.96
10/07/2008	03/12/2009	500	BANK OF AMERICA CORP	5.19	22.00	2,597.20	11,000.00	-8,402.80
12/30/2008	03/12/2009	500	BANK OF AMERICA CORP	5.19	12.82	2,597.20	6,408.80	-3,811.60
12/15/2008	03/12/2009	400	BANK OF AMERICA CORP	5.19	13.97	2,077.76	5,586.72	-3,508.96
12/18/2008	03/12/2009	300	BANK OF AMERICA CORP	5.19	13.95	1,558.32	4,184.88	-2,626.56
04/08/2008	03/12/2009	200	BANK OF AMERICA CORP	5.19	38.52	1,038.88	7,704.20	-6,665.32
11/10/2008	03/17/2009	25	J.C. PENNEY CO INC	16.50	20.26	412.49	506.59	-94.10
11/10/2008	03/17/2009	150	J.C. PENNEY CO INC	16.50	20.26	2,474.91	3,039.58	-564.67
04/08/2008	03/17/2009	125	J.C. PENNEY CO INC	16.50	40.39	2,062.43	5,048.54	-2,986.11
11/10/2008	03/17/2009	25	J.C. PENNEY CO INC	16.50	20.26	412.49	506.59	-94.10
12/18/2008	03/18/2009	1,700	FIFTH THIRD BANCORP	2.16	7.60	3,669.62	12,925.27	-9,255.65
10/09/2008	03/19/2009	500	NOKIA CORP-SPON ADR	12.11	16.62	6,056.20	8,311.00	-2,254.80
10/10/2008	03/19/2009	100	NOKIA CORP-SPON ADR	12.11	15.73	1,211.24	1,572.65	-361.41
04/16/2008	03/19/2009	18	PHILIP MORRIS INTERNATIONAL	37.79	49.02	680.17	882.38	-202.21
04/08/2008	03/20/2009	100	ROYAL DUTCH SHELL PLC-ADR	45.31	72.59	4,531.13	7,258.74	-2,727.61
04/02/2008	03/20/2009	100	ROYAL DUTCH SHELL PLC-ADR	45.31	70.05	4,531.13	7,005.09	-2,473.96
04/08/2008	03/23/2009	500	AMERICAN INTERNATIONAL GROUP	1.47	47.05	733.65	23,526.65	-22,793.00
05/06/2008	03/23/2009	300	AMERICAN INTERNATIONAL GROUP	1.47	48.39	440.19	14,517.66	-14,077.47
05/20/2008	03/23/2009	200	AMERICAN INTERNATIONAL GROUP	1.47	37.99	293.46	7,598.64	-7,305.18

CARYLON FOUNDATION (888-39504)

Capital Gains

July 01, 2008 to June 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
01/08/2009	03/23/2009	700	BANK OF AMERICA CORP	7.37	13.33	5,160.54	9,474.29	-4,313.75
12/30/2008	03/23/2009	400	BANK OF AMERICA CORP	7.37	12.82	2,948.88	5,127.04	-2,178.16
10/09/2008	03/26/2009	50	GENENTECH INC	95.00	80.82	4,750.00	4,041.14	708.86
11/07/2008	03/26/2009	200	GENENTECH INC	95.00	82.95	19,000.00	16,590.22	2,409.78
05/06/2008	03/26/2009	150	GENENTECH INC	95.00	68.47	14,250.00	10,271.10	3,978.90
01/16/2009	03/26/2009	100	GENENTECH INC	95.00	84.82	9,500.00	8,482.19	1,017.81
10/15/2008	03/26/2009	100	GENENTECH INC	95.00	82.10	9,500.00	8,209.83	1,290.17
10/17/2008	03/26/2009	100	GENENTECH INC	95.00	82.36	9,500.00	8,236.33	1,263.67
05/06/2008	03/26/2009	800	GANNETT CO	2.46	29.25	1,969.52	23,402.40	-21,432.88
07/11/2008	03/26/2009	300	GANNETT CO	2.46	17.67	738.57	5,301.36	-4,562.79
04/04/2008	04/01/2009	225	SUPERVALU INC	14.60	30.58	3,284.26	6,881.06	-3,596.80
01/14/2009	04/03/2009	150	METLIFE INC	25.21	27.56	3,781.98	4,134.39	-352.41
11/20/2008	04/03/2009	100	METLIFE INC	25.21	17.32	2,521.32	1,732.35	788.97
01/14/2009	04/03/2009	25	METLIFE INC	25.21	27.56	630.33	689.06	-58.73
11/20/2008	04/03/2009	600	METLIFE INC	25.21	17.32	15,127.92	10,394.10	4,733.82
10/08/2008	04/03/2009	350	METLIFE INC	25.21	26.50	8,824.62	9,275.00	-450.38
11/07/2008	04/03/2009	275	METLIFE INC	25.21	32.96	6,933.63	9,064.77	-2,131.14
11/10/2008	04/06/2009	150	J.C. PENNEY CO INC	21.91	20.26	3,285.87	3,039.59	246.28
11/06/2008	04/08/2009	100	BUNGE LTD	56.03	41.48	5,603.27	4,148.41	1,454.86
04/23/2008	04/09/2009	600	INGRAM MICRO INC-CL A	13.19	16.49	7,911.18	9,895.08	-1,983.90
08/26/2008	04/09/2009	375	WYETH	42.30	42.31	15,861.56	15,867.60	-6.04
11/07/2008	04/09/2009	225	WYETH	42.30	32.17	9,516.94	7,238.67	2,278.27
12/01/2008	04/13/2009	25	BUNGE LTD	57.30	38.99	1,432.39	974.78	457.61
11/06/2008	04/13/2009	100	BUNGE LTD	57.30	41.48	5,729.57	4,148.41	1,581.16
01/14/2009	04/15/2009	175	METLIFE INC	26.01	27.56	4,551.70	4,823.45	-271.75
12/18/2008	04/16/2009	375	TJX COMPANIES INC	27.10	20.80	10,162.73	7,800.78	2,361.95
10/10/2008	04/17/2009	200	NOKIA CORP-SPON ADR	14.86	15.73	2,971.84	3,145.30	-173.46
11/07/2008	04/17/2009	100	NOKIA CORP-SPON ADR	14.86	14.97	1,485.92	1,497.49	-11.57
05/22/2008	04/17/2009	150	TOYOTA MOTOR CORP -SPON ADR	76.87	100.57	11,530.92	15,085.73	-3,554.81
07/08/2008	04/28/2009	125	ABBOTT LABORATORIES	43.18	55.53	5,397.88	6,940.67	-1,542.79
12/18/2008	04/29/2009	150	TJX COMPANIES INC	28.20	20.80	4,229.84	3,120.31	1,109.53
07/24/2008	05/01/2009	75	BECTON DICKINSON & CO	61.06	86.27	4,579.14	6,470.33	-1,891.19

CARYLON FOUNDATION (888-39504)

Capital Gains

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Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
11/07/2008	05/01/2009	50	BECTON DICKINSON & CO	61.06	69.57	3,052.76	3,478.56	-425.80
07/22/2008	05/01/2009	50	BECTON DICKINSON & CO	61.06	85.06	3,052.76	4,253.08	-1,200.32
11/10/2008	05/01/2009	450	ERICSSON (LM) TEL-SP ADR	8.33	6.96	3,747.06	3,132.18	614.88
10/28/2008	05/01/2009	350	ERICSSON (LM) TEL-SP ADR	8.33	6.58	2,914.38	2,301.68	612.70
07/22/2008	05/01/2009	74	PHILIP MORRIS INTERNATIONAL	36.89	51.54	2,729.95	3,813.83	-1,083.88
07/08/2008	05/01/2009	115	PHILIP MORRIS INTERNATIONAL	36.89	52.22	4,242.49	6,005.01	-1,762.52
11/25/2008	05/04/2009	125	MOLSON COORS BREWING CO -B	38.56	44.57	4,819.66	5,571.29	-751.63
03/25/2009	05/04/2009	125	MOLSON COORS BREWING CO -B	38.56	35.58	4,819.67	4,447.86	371.81
11/10/2008	05/04/2009	125	J.C. PENNEY CO INC	32.12	20.26	4,014.89	2,532.99	1,481.90
11/07/2008	05/05/2009	125	BECTON DICKINSON & CO	61.17	69.57	7,646.80	8,696.40	-1,049.60
11/07/2008	05/05/2009	75	COLGATE-PALMOLIVE CO	61.70	62.57	4,627.79	4,692.38	-64.59
01/16/2009	05/06/2009	175	HONEYWELL INTERNATIONAL INC	32.84	32.86	5,747.68	5,750.94	-3.26
10/21/2008	05/07/2009	75	LOCKHEED MARTIN CORP	79.35	86.69	5,950.88	6,501.61	-550.73
09/24/2008	05/07/2009	50	LOCKHEED MARTIN CORP	79.35	108.38	3,967.26	5,418.89	-1,451.63
04/14/2009	05/07/2009	150	PACCAR INC	32.90	31.20	4,934.91	4,679.84	255.07
06/16/2008	05/07/2009	125	QUALCOMM INC	41.91	49.68	5,238.73	6,209.57	-970.84
12/18/2008	05/08/2009	225	AUTOLIV INC	24.67	21.08	5,550.93	4,743.83	807.10
09/04/2008	05/08/2009	900	NVIDIA CORP	9.98	11.49	8,986.14	10,336.50	-1,350.36
03/05/2009	05/08/2009	450	PRUDENTIAL FINANCIAL INC	42.31	12.41	19,040.85	5,583.55	13,457.30
06/16/2008	05/12/2009	75	BAXTER INTERNATIONAL INC	50.83	61.66	3,812.24	4,624.83	-812.59
10/23/2008	05/12/2009	425	HOME DEPOT INC	24.54	19.17	10,430.23	8,147.04	2,283.19
02/10/2009	05/12/2009	125	HOME DEPOT INC	24.54	22.46	3,067.71	2,807.80	259.91
12/31/2008	05/13/2009	300	THE WALT DISNEY CO.	23.67	22.71	7,101.69	6,813.69	288.00
10/17/2008	05/13/2009	200	THE WALT DISNEY CO.	23.67	24.11	4,734.46	4,821.70	-87.24
03/05/2009	05/18/2009	650	PRUDENTIAL FINANCIAL INC	39.07	12.41	25,393.62	8,065.14	17,328.48
12/18/2008	05/18/2009	275	TJX COMPANIES INC	27.60	20.80	7,589.97	5,720.59	1,869.38
01/12/2009	05/19/2009	125	JACOBS ENGINEERING GROUP INC	40.00	48.81	5,000.45	6,100.71	-1,100.26
04/16/2009	05/19/2009	100	JACOBS ENGINEERING GROUP INC	40.00	44.47	4,000.36	4,446.54	-446.18
07/08/2008	05/20/2009	50	ABBOTT LABORATORIES	43.57	55.53	2,178.32	2,776.28	-597.96
11/07/2008	05/20/2009	100	ABBOTT LABORATORIES	43.57	55.00	4,356.64	5,499.95	-1,143.31
11/07/2008	05/26/2009	300	ALLSTATE CORP	26.25	26.57	7,874.82	7,970.40	-95.58
12/22/2008	05/26/2009	150	ALLSTATE CORP	26.25	30.12	3,937.41	4,518.48	-581.07

CARYLON FOUNDATION (888-39504)

Capital Gains

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Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
11/07/2008	05/26/2009	150	EASTMAN CHEMICAL COMPANY	40.02	39.57	6,002.81	5,934.78	68.03
03/02/2009	05/26/2009	650	GAP INC/THE	16.20	10.40	10,529.29	6,759.48	3,769.81
11/07/2008	05/26/2009	50	SCHWAB (CHARLES) CORP	17.43	17.99	871.46	899.50	-28.04
10/21/2008	05/26/2009	200	SCHWAB (CHARLES) CORP	17.43	20.70	3,485.84	4,139.08	-653.24
01/14/2009	05/27/2009	50	METLIFE INC	31.11	27.56	1,555.27	1,378.14	177.13
03/05/2009	05/27/2009	200	METLIFE INC	31.11	13.17	6,221.06	2,634.50	3,586.56
03/05/2009	05/27/2009	25	METLIFE INC	31.11	13.17	777.63	329.31	448.32
11/07/2008	05/27/2009	50	SAFEWAY INC	19.97	22.38	998.35	1,118.76	-120.41
05/29/2008	05/27/2009	900	SAFEWAY INC	19.97	31.62	17,970.21	28,454.76	-10,484.55
11/07/2008	05/27/2009	50	SAFEWAY INC	19.97	22.38	998.35	1,118.76	-120.41
04/23/2009	05/28/2009	450	NETAPP INC	18.70	18.40	8,413.79	8,280.68	133.11
12/18/2008	05/28/2009	600	SANOFLAVENTIS ADR	31.35	32.87	18,810.54	19,724.10	-913.56
07/23/2008	05/29/2009	100	DEVON ENERGY CORPORATION	63.69	97.93	6,369.28	9,792.67	-3,423.39
11/07/2008	05/29/2009	250	SCHWAB (CHARLES) CORP	17.50	17.99	4,374.80	4,497.50	-122.70
11/07/2008	05/29/2009	200	WYETH	44.63	32.17	8,926.02	6,434.39	2,491.63
02/17/2009	06/12/2009	250	LINCOLN NATIONAL CORP	17.82	13.14	4,455.65	3,284.92	1,170.73
03/05/2009	06/12/2009	100	MICROSOFT CORP	23.20	15.75	2,319.89	1,575.48	744.41
11/07/2008	06/12/2009	300	NOKIA CORP-SPON ADR	15.63	14.97	4,688.88	4,492.47	196.41
11/07/2008	06/12/2009	89	PHILIP MORRIS INTERNATIONAL	43.41	41.67	3,863.53	3,709.04	154.49
07/22/2008	06/12/2009	36	PHILIP MORRIS INTERNATIONAL	43.41	51.54	1,562.78	1,855.38	-292.60
06/27/2008	06/23/2009	160	AMGEN INC	51.15	46.52	8,183.70	7,442.69	741.01
11/07/2008	06/23/2009	140	AMGEN INC	51.15	57.58	7,160.73	8,061.30	-900.57
03/05/2009	06/26/2009	75	LINCOLN NATIONAL CORP	16.49	6.51	1,237.02	488.14	748.88
02/17/2009	06/26/2009	225	LINCOLN NATIONAL CORP	16.49	13.14	3,711.06	2,956.44	754.62
08/26/2008	06/26/2009	125	WESTERN DIGITAL CORP	25.80	27.60	3,224.80	3,449.61	-224.81
03/05/2009	06/29/2009	25	METLIFE INC	30.01	13.17	750.18	329.31	420.87
03/05/2009	06/29/2009	225	METLIFE INC	30.01	13.17	6,751.62	2,963.81	3,787.81
05/20/2009	06/29/2009	2,000	REGIONS FINANCIAL CORP	4.03	4.00	8,054.40	8,000.00	54.40
12/29/2008	06/29/2009	550	TYSON FOODS INC-CL A	12.80	7.92	7,042.48	4,358.69	2,683.79
*** Subtotal For Short Term						1,818,416.48	2,677,336.39	-858,919.91

CARYLON FOUNDATION (888-39504)

Capital Gains

July 01, 2008 to June 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
Long Term								
11/07/2007	11/10/2008	225	DOW CHEMICAL	24.05	44.02	5,411.25	9,903.89	-4,492.64
11/07/2007	11/21/2008	175	AMERICA MOVIL-ADR SERIES L	27.87	61.15	4,876.48	10,701.72	-5,825.24
11/07/2007	12/01/2008	50	CHEVRON CORP	76.19	89.30	3,809.42	4,465.22	-655.80
11/07/2007	12/08/2008	125	BP PLC-SPONS ADR	44.67	78.53	5,583.91	9,816.40	-4,232.49
11/07/2007	12/10/2008	120	HARTFORD FINANCIAL SVCS GRP	16.27	92.56	1,952.74	11,106.98	-9,154.24
11/26/2007	12/12/2008	50	ABBOTT LABORATORIES	50.16	55.07	2,507.89	2,753.65	-245.76
11/07/2007	12/12/2008	50	ABBOTT LABORATORIES	50.16	54.32	2,507.89	2,715.80	-207.91
12/10/2007	12/12/2008	100	ABBOTT LABORATORIES	50.16	58.86	5,015.78	5,885.79	-870.01
11/07/2007	12/15/2008	75	CHEVRON CORP	79.89	89.30	5,991.79	6,697.83	-706.04
11/07/2007	12/16/2008	225	KB HOME	14.89	25.38	3,350.81	5,711.02	-2,360.21
11/07/2007	12/17/2008	114	PHILIP MORRIS INTERNATIONAL	41.51	50.03	4,731.89	5,703.63	-971.74
12/10/2007	12/19/2008	75	METLIFE INC	36.72	65.42	2,754.06	4,906.35	-2,152.29
11/07/2007	12/19/2008	300	METLIFE INC	36.72	63.67	11,016.24	19,101.36	-8,085.12
12/10/2007	12/26/2008	200	DOW CHEMICAL	19.28	42.85	3,855.40	8,570.92	-4,715.52
11/07/2007	12/26/2008	175	DOW CHEMICAL	19.28	44.02	3,373.48	7,703.03	-4,329.55
11/07/2007	01/05/2009	700	FLEXTRONICS INTL LTD	2.85	13.32	1,995.28	9,322.53	-7,327.25
01/04/2008	01/05/2009	700	FLEXTRONICS INTL LTD	2.85	11.20	1,995.28	7,842.38	-5,847.10
11/07/2007	01/08/2009	80	BLACK & DECKER CORP	43.03	82.92	3,442.33	6,633.91	-3,191.58
12/10/2007	01/08/2009	5	CME GROUP INC	188.42	708.69	942.10	3,543.46	-2,601.36
11/07/2007	01/08/2009	12	CME GROUP INC	188.42	661.45	2,261.05	7,937.42	-5,676.37
11/07/2007	01/08/2009	200	MEDCO HEALTH SOLUTIONS INC	43.01	47.91	8,601.42	9,581.02	-979.60
12/10/2007	01/08/2009	50	PROCTER & GAMBLE CO	60.35	74.39	3,017.42	3,719.45	-702.03
11/07/2007	01/08/2009	50	PROCTER & GAMBLE CO	60.35	70.17	3,017.42	3,508.44	-491.02
01/04/2008	01/14/2009	200	CHUBB CORP	42.41	53.56	8,481.74	10,712.42	-2,230.68
11/07/2007	01/15/2009	175	APPLE INC	82.85	189.77	14,499.35	33,210.36	-18,711.01
11/07/2007	01/15/2009	125	APPLE INC	82.85	189.77	10,356.68	23,721.69	-13,365.01
12/27/2007	01/21/2009	7,531.71900	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	5.52	11.57	41,575.09	87,141.99	-45,566.90
12/07/2007	01/21/2009	3,093.97200	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	5.52	16.92	17,078.73	52,350.00	-35,271.27

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11/07/2007	01/21/2009	21,466.90500	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	5.52	16.77	118,497.31	360,000.00	-241,502.69
01/09/2008	01/21/2009	15,880.75900	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INVT FD II CL I	5.52	11.07	87,661.79	175,800.00	-88,138.21
11/12/2007	01/21/2009	25	FRANKLIN RESOURCES INC	51.21	120.20	1,280.23	3,005.08	-1,724.85
11/07/2007	01/21/2009	100	FRANKLIN RESOURCES INC	51.21	118.75	5,120.93	11,875.15	-6,754.22
12/21/2007	01/23/2009	35	ALCON INC	82.08	146.21	2,872.76	5,117.52	-2,244.76
11/07/2007	01/23/2009	140	ALCON INC	82.08	147.78	11,491.03	20,688.81	-9,197.78
11/07/2007	01/27/2009	20	GOOGLE INC-CL A	331.01	738.78	6,620.19	14,775.67	-8,155.48
11/07/2007	01/28/2009	275	CONOCOPHILLIPS	50.03	83.89	13,758.83	23,069.00	-9,310.17
11/07/2007	01/28/2009	150	CONOCOPHILLIPS	50.03	83.89	7,504.82	12,583.10	-5,078.28
11/07/2007	01/28/2009	25	MACY'S INC	10.03	30.16	250.76	754.07	-503.31
11/07/2007	01/28/2009	475	MACY'S INC	10.03	30.16	4,764.35	14,327.33	-9,562.98
11/07/2007	01/28/2009	25	MACY'S INC	10.03	30.16	250.76	754.07	-503.31
01/23/2008	01/30/2009	125	BP PLC-SPONS ADR	42.86	61.19	5,357.49	7,648.45	-2,290.96
12/10/2007	01/30/2009	50	BP PLC-SPONS ADR	42.86	75.27	2,143.00	3,763.42	-1,620.42
01/10/2008	01/30/2009	100	BP PLC-SPONS ADR	42.86	71.31	4,285.99	7,130.83	-2,844.84
01/23/2008	01/30/2009	100	BP PLC-SPONS ADR	42.86	61.19	4,285.99	6,118.76	-1,832.77
11/07/2007	01/30/2009	100	BP PLC-SPONS ADR	42.86	78.53	4,285.99	7,853.12	-3,567.13
11/07/2007	01/30/2009	20	GOOGLE INC-CL A	340.54	738.78	6,810.84	14,775.68	-7,964.84
01/11/2008	01/30/2009	100	VERIZON COMMUNICATIONS INC	29.94	42.58	2,993.58	4,257.79	-1,264.21
11/07/2007	02/06/2009	50	CHEVRON CORP	74.70	89.30	3,734.95	4,465.22	-730.27
01/25/2008	02/06/2009	12	CME GROUP INC	189.25	636.87	2,271.05	7,642.43	-5,371.38
11/07/2007	02/06/2009	100	GILEAD SCIENCES INC	52.57	45.49	5,257.38	4,548.88	708.50
11/07/2007	02/06/2009	75	MONSANTO CO	84.14	95.40	6,310.72	7,154.73	-844.01
11/07/2007	02/11/2009	200	AT&T INC	24.66	39.34	4,932.00	7,867.70	-2,935.70
02/05/2008	02/11/2009	200	SCHERING-PLOUGH CORP	19.25	20.41	3,850.00	4,082.96	-232.96
01/04/2008	02/17/2009	900	SPRINT NEXTEL CORP	2.77	12.90	2,493.09	11,606.49	-9,113.40
11/07/2007	02/17/2009	500	SPRINT NEXTEL CORP	2.77	16.76	1,385.05	8,381.05	-6,996.00
12/10/2007	02/17/2009	200	SPRINT NEXTEL CORP	2.77	15.70	554.02	3,139.52	-2,585.50
01/17/2008	02/17/2009	100	SPRINT NEXTEL CORP	2.77	11.67	277.01	1,167.00	-889.99
11/07/2007	02/20/2009	495	JPMORGAN CHASE & CO	19.35	43.03	9,580.58	21,301.33	-11,720.75
01/17/2008	02/25/2009	500	SPRINT NEXTEL CORP	3.62	11.67	1,810.30	5,835.00	-4,024.70

Bernstein Global Wealth Management

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01/10/2008	03/03/2009	25	CATERPILLAR INC	22.76	67.03	569.05	1,675.66	-1,106.61
02/05/2008	03/03/2009	150	CATERPILLAR INC	22.76	68.43	3,414.30	10,264.92	-6,850.62
02/05/2008	03/04/2009	75	DEERE & CO	26.64	84.80	1,997.90	6,359.91	-4,362.01
01/25/2008	03/04/2009	25	DEERE & CO	26.64	83.42	665.97	2,085.40	-1,419.43
11/20/2007	03/05/2009	25	SUPERVALU INC	15.43	40.18	385.63	1,004.48	-618.85
11/20/2007	03/05/2009	225	SUPERVALU INC	15.43	40.18	3,470.69	9,040.30	-5,569.61
02/12/2008	03/12/2009	100	BANK OF AMERICA CORP	5.19	42.82	519.44	4,282.14	-3,762.70
01/04/2008	03/12/2009	1,300	BANK OF AMERICA CORP	5.19	39.92	6,752.72	51,889.50	-45,136.78
02/05/2008	03/19/2009	42	PHILIP MORRIS INTERNATIONAL	37.79	51.22	1,587.07	2,151.26	-564.19
01/04/2008	03/19/2009	40	PHILIP MORRIS INTERNATIONAL	37.79	52.20	1,511.49	2,088.18	-576.69
01/10/2008	03/19/2009	100	PHILIP MORRIS INTERNATIONAL	37.79	54.68	3,778.73	5,467.59	-1,688.86
02/05/2008	03/20/2009	100	ROYAL DUTCH SHELL PLC-ADR	45.31	69.36	4,531.13	6,935.66	-2,404.53
12/10/2007	03/23/2009	50	AMERICAN INTERNATIONAL GROUP	1.47	61.32	73.36	3,065.80	-2,992.44
01/04/2008	03/23/2009	50	AMERICAN INTERNATIONAL GROUP	1.47	55.84	73.36	2,792.18	-2,718.82
11/07/2007	03/23/2009	375	AMERICAN INTERNATIONAL GROUP	1.47	59.28	550.25	22,228.88	-21,678.63
01/10/2008	03/23/2009	225	AMERICAN INTERNATIONAL GROUP	1.47	56.47	330.14	12,706.36	-12,376.22
02/11/2008	03/23/2009	200	AMERICAN INTERNATIONAL GROUP	1.47	45.06	293.46	9,012.62	-8,719.16
02/05/2008	03/23/2009	200	AMERICAN INTERNATIONAL GROUP	1.47	54.12	293.46	10,823.42	-10,529.96
03/19/2008	03/23/2009	100	AMERICAN INTERNATIONAL GROUP	1.47	44.97	146.73	4,497.12	-4,350.39
02/15/2008	03/23/2009	100	AMERICAN INTERNATIONAL GROUP	1.47	45.31	146.73	4,531.07	-4,384.34
11/07/2007	03/23/2009	150	JPMORGAN CHASE & CO	26.53	43.03	3,979.79	6,454.95	-2,475.16
11/07/2007	03/23/2009	50	JPMORGAN CHASE & CO	26.53	43.03	1,326.60	2,151.65	-825.05
11/07/2007	03/23/2009	50	JPMORGAN CHASE & CO	26.53	43.03	1,326.60	2,151.65	-825.05
11/07/2007	03/23/2009	5	JPMORGAN CHASE & CO	26.53	43.03	132.66	215.17	-82.51
12/10/2007	03/23/2009	20	JPMORGAN CHASE & CO	26.53	47.42	530.64	948.31	-417.67
11/07/2007	03/23/2009	175	TRAVELERS COS INC/THE	39.87	51.07	6,977.15	8,937.41	-1,960.26
01/04/2008	03/24/2009	300	MORGAN STANLEY	24.67	49.39	7,400.46	14,818.26	-7,417.80
01/10/2008	03/24/2009	25	MORGAN STANLEY	24.67	47.76	616.71	1,193.92	-577.21
01/04/2008	03/25/2009	50	ALTRIA GROUP INC	17.25	23.09	862.33	1,154.60	-292.27
11/07/2007	03/25/2009	356	ALTRIA GROUP INC	17.25	22.13	6,139.75	7,878.58	-1,738.83
01/10/2008	03/25/2009	100	ALTRIA GROUP INC	17.25	24.19	1,724.65	2,418.50	-693.85
11/07/2007	03/25/2009	90	MEDCO HEALTH SOLUTIONS INC	39.34	47.91	3,540.76	4,311.46	-770.70

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12/10/2007	03/25/2009	60	MEDCO HEALTH SOLUTIONS INC	39.34	49.93	2,360.51	2,995.71	-635.20
01/10/2008	03/25/2009	50	MEDCO HEALTH SOLUTIONS INC	39.34	52.60	1,967.09	2,629.80	-662.71
02/05/2008	03/25/2009	150	MERCK & CO. INC.	27.75	46.39	4,161.82	6,958.38	-2,796.56
11/07/2007	03/25/2009	125	MERCK & CO. INC.	27.75	54.97	3,468.19	6,871.65	-3,403.46
01/10/2008	03/26/2009	75	GENENTECH INC	95.00	70.96	7,125.00	5,321.93	1,803.07
11/07/2007	03/26/2009	50	GENENTECH INC	95.00	74.52	4,750.00	3,726.12	1,023.88
03/17/2008	03/26/2009	50	GENENTECH INC	95.00	77.50	4,750.00	3,874.90	875.10
03/11/2008	03/26/2009	125	GENENTECH INC	95.00	79.19	11,875.00	9,899.25	1,975.75
11/07/2007	03/26/2009	300	PFIZER INC	14.43	23.57	4,329.51	7,070.58	-2,741.07
01/22/2008	04/01/2009	225	SUPERVALU INC	14.60	27.77	3,284.26	6,247.85	-2,963.59
02/05/2008	04/03/2009	75	METLIFE INC	25.21	57.53	1,890.99	4,314.84	-2,423.85
02/05/2008	04/08/2009	50	ABBOTT LABORATORIES	43.53	57.50	2,176.29	2,875.09	-698.80
12/10/2007	04/08/2009	25	ABBOTT LABORATORIES	43.53	58.86	1,088.15	1,471.45	-383.30
01/10/2008	04/08/2009	200	ABBOTT LABORATORIES	43.53	60.04	8,705.16	12,007.90	-3,302.74
12/21/2007	04/08/2009	30	COLGATE-PALMOLIVE CO	60.23	78.76	1,806.79	2,362.94	-556.15
11/07/2007	04/08/2009	145	COLGATE-PALMOLIVE CO	60.23	75.36	8,732.83	10,926.63	-2,193.80
11/07/2007	04/09/2009	30	GOLDMAN SACHS GROUP INC	119.04	215.57	3,571.15	6,467.20	-2,896.05
01/10/2008	04/09/2009	20	GOLDMAN SACHS GROUP INC	119.04	190.88	2,380.77	3,817.68	-1,436.91
11/07/2007	04/13/2009	90	DEUTSCHE BANK AG-REGISTERED	51.09	123.09	4,598.26	11,078.35	-6,480.09
02/05/2008	04/13/2009	50	DEUTSCHE BANK AG-REGISTERED	51.09	108.92	2,554.59	5,445.78	-2,891.19
01/17/2008	04/13/2009	35	DEUTSCHE BANK AG-REGISTERED	51.09	119.46	1,788.21	4,180.97	-2,392.76
02/12/2008	04/13/2009	25	DEUTSCHE BANK AG-REGISTERED	51.09	111.61	1,277.30	2,790.36	-1,513.06
12/10/2007	04/13/2009	80	JPMORGAN CHASE & CO	33.29	47.42	2,663.35	3,793.26	-1,129.91
01/04/2008	04/13/2009	70	JPMORGAN CHASE & CO	33.29	41.04	2,330.44	2,872.98	-542.54
01/10/2008	04/13/2009	150	MORGAN STANLEY	26.38	47.76	3,956.40	7,163.53	-3,207.13
03/17/2008	04/16/2009	25	ABBOTT LABORATORIES	42.50	52.53	1,062.61	1,313.30	-250.69
02/05/2008	04/16/2009	150	ABBOTT LABORATORIES	42.50	57.50	6,375.64	8,625.27	-2,249.63
04/08/2008	04/16/2009	75	COLGATE-PALMOLIVE CO	59.11	78.44	4,432.97	5,882.73	-1,449.76
01/11/2008	04/16/2009	50	COLGATE-PALMOLIVE CO	59.11	79.76	2,955.31	3,987.86	-1,032.55
12/21/2007	04/16/2009	25	COLGATE-PALMOLIVE CO	59.11	78.76	1,477.65	1,969.12	-491.47
11/12/2007	04/20/2009	5	GOOGLE INC-CL A	380.06	650.65	1,900.32	3,253.25	-1,352.93
11/07/2007	04/20/2009	15	GOOGLE INC-CL A	380.06	738.78	5,700.95	11,081.76	-5,380.81

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12/10/2007	04/20/2009	10	GOOGLE INC-CL A	380.06	720.93	3,800.63	7,209.28	-3,408.65
03/17/2008	04/28/2009	75	ABBOTT LABORATORIES	43.18	52.53	3,238.72	3,939.93	-701.21
04/14/2008	04/28/2009	50	WAL-MART STORES INC	48.75	54.96	2,437.53	2,747.88	-310.35
04/09/2008	04/28/2009	150	WAL-MART STORES INC	48.75	54.32	7,312.61	8,147.51	-834.90
02/12/2008	04/28/2009	100	WAL-MART STORES INC	48.75	50.40	4,875.07	5,039.91	-164.84
11/07/2007	04/29/2009	75	MONSANTO CO	82.64	95.40	6,197.98	7,154.73	-956.75
04/08/2008	04/29/2009	150	ROYAL DUTCH SHELL PLC-ADR	46.07	72.59	6,910.10	10,888.11	-3,978.01
11/07/2007	04/30/2009	175	GILEAD SCIENCES INC	45.40	45.49	7,944.67	7,960.54	-15.87
02/06/2008	05/01/2009	125	COCA-COLA CO/THE	42.34	57.83	5,292.74	7,228.71	-1,935.97
01/10/2008	05/01/2009	100	COCA-COLA CO/THE	42.34	65.15	4,234.19	6,514.60	-2,280.41
11/29/2007	05/01/2009	15	EOG RESOURCES INC	66.08	83.66	991.21	1,254.91	-263.70
11/07/2007	05/01/2009	110	EOG RESOURCES INC	66.08	87.89	7,268.90	9,667.90	-2,399.00
11/07/2007	05/01/2009	250	HEWLETT-PACKARD CO	35.84	52.43	8,960.80	13,107.97	-4,147.17
04/16/2008	05/01/2009	86	PHILIP MORRIS INTERNATIONAL	36.89	49.02	3,172.64	4,215.82	-1,043.18
03/17/2008	05/04/2009	75	MCDONALD'S CORP	52.62	53.76	3,946.16	4,031.88	-85.72
11/07/2007	05/04/2009	225	TEVA PHARMACEUTICAL-SP ADR	44.22	44.59	9,949.95	10,032.88	-82.93
04/08/2008	05/05/2009	25	COLGATE-PALMOLIVE CO	61.70	78.44	1,542.59	1,960.92	-418.33
01/10/2008	05/07/2009	50	ALCON INC	96.26	147.13	4,813.01	7,356.34	-2,543.33
02/05/2008	05/07/2009	25	ALCON INC	96.26	142.13	2,406.51	3,553.14	-1,146.63
01/10/2008	05/07/2009	75	MICROSOFT CORP	19.32	34.14	1,448.88	2,560.33	-1,111.45
11/26/2007	05/07/2009	75	MICROSOFT CORP	19.32	33.74	1,448.88	2,530.81	-1,081.93
12/21/2007	05/07/2009	125	MICROSOFT CORP	19.32	35.91	2,414.80	4,488.40	-2,073.60
12/10/2007	05/07/2009	75	TEVA PHARMACEUTICAL-SP ADR	44.34	45.72	3,325.57	3,429.29	-103.72
01/10/2008	05/07/2009	25	TEVA PHARMACEUTICAL-SP ADR	44.34	47.46	1,108.52	1,186.38	-77.86
11/07/2007	05/07/2009	25	TEVA PHARMACEUTICAL-SP ADR	44.34	44.59	1,108.52	1,114.77	-6.25
11/07/2007	05/08/2009	75	AUTOLIV INC	24.67	62.65	1,850.31	4,698.75	-2,848.44
03/13/2008	05/08/2009	100	AUTOLIV INC	24.67	50.05	2,467.08	5,005.24	-2,538.16
11/07/2007	05/08/2009	175	PEPSICO INC	49.45	72.82	8,653.77	12,743.26	-4,089.49
02/06/2008	05/11/2009	25	COCA-COLA CO/THE	42.83	57.83	1,070.73	1,445.75	-375.02
04/09/2008	05/11/2009	100	COCA-COLA CO/THE	42.83	60.67	4,282.91	6,066.51	-1,783.60
05/07/2008	05/12/2009	50	BAXTER INTERNATIONAL INC	50.83	62.05	2,541.49	3,102.72	-561.23
01/11/2008	05/18/2009	75	ALTRIA GROUP INC	16.69	24.23	1,251.77	1,817.10	-565.33

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02/05/2008	05/18/2009	350	ALTRIA GROUP INC	16.69	22.66	5,841.57	7,929.81	-2,088.24
01/28/2008	05/18/2009	250	THE WALT DISNEY CO.	23.97	29.02	5,992.55	7,255.73	-1,263.18
11/09/2007	05/26/2009	275	ALLSTATE CORP	26.25	52.76	7,218.59	14,507.82	-7,289.23
03/05/2008	05/26/2009	200	ALLSTATE CORP	26.25	47.95	5,249.88	9,590.32	-4,340.44
01/10/2008	05/26/2009	125	ALLSTATE CORP	26.25	51.30	3,281.17	6,412.39	-3,131.22
02/05/2008	05/26/2009	100	ALLSTATE CORP	26.25	47.77	2,624.94	4,776.73	-2,151.79
11/07/2007	05/26/2009	250	CELGENE CORP	39.20	64.27	9,799.30	16,068.23	-6,268.93
11/07/2007	05/26/2009	550	CISCO SYSTEMS INC	18.50	33.45	10,176.93	18,397.50	-8,220.57
05/06/2008	05/26/2009	700	WESTERN DIGITAL CORP	24.90	29.55	17,431.47	20,683.60	-3,252.13
11/07/2007	05/28/2009	125	MONSANTO CO	79.22	95.40	9,902.38	11,924.55	-2,022.17
12/21/2007	05/29/2009	50	EMERSON ELECTRIC CO	31.91	56.49	1,595.68	2,824.53	-1,228.85
11/07/2007	05/29/2009	175	EMERSON ELECTRIC CO	31.91	55.11	5,584.88	9,644.22	-4,059.34
11/07/2007	05/29/2009	50	MONSANTO CO	81.34	95.40	4,066.94	4,769.82	-702.88
11/07/2007	06/02/2009	150	HEWLETT-PACKARD CO	36.14	52.43	5,420.70	7,864.78	-2,444.08
01/10/2008	06/04/2009	50	MONSANTO CO	82.00	120.10	4,100.21	6,005.14	-1,904.93
01/29/2008	06/04/2009	50	MONSANTO CO	82.00	111.53	4,100.21	5,576.31	-1,476.10
01/10/2008	06/05/2009	75	FRANKLIN RESOURCES INC	74.43	105.99	5,582.39	7,949.07	-2,366.68
02/05/2008	06/05/2009	50	FRANKLIN RESOURCES INC	74.43	100.45	3,721.59	5,022.63	-1,301.04
12/10/2007	06/05/2009	50	FRANKLIN RESOURCES INC	74.43	122.46	3,721.59	6,123.19	-2,401.60
11/07/2007	06/10/2009	75	CHEVRON CORP	70.83	89.30	5,311.96	6,697.83	-1,385.87
01/10/2008	06/12/2009	125	MICROSOFT CORP	23.20	34.14	2,899.86	4,267.23	-1,367.37
11/07/2007	06/15/2009	242	PHILIP MORRIS INTERNATIONAL	43.01	50.03	10,409.15	12,107.71	-1,698.56
02/05/2008	06/15/2009	158	PHILIP MORRIS INTERNATIONAL	43.01	51.22	6,796.05	8,092.83	-1,296.78
12/10/2007	06/16/2009	25	CHEVRON CORP	70.16	91.39	1,754.01	2,284.76	-530.75
11/07/2007	06/16/2009	100	CHEVRON CORP	70.16	89.30	7,016.04	8,930.44	-1,914.40
04/15/2008	06/22/2009	300	CARDINAL HEALTH INC	30.91	51.18	9,271.65	15,354.51	-6,082.86
04/17/2008	06/22/2009	175	CARDINAL HEALTH INC	30.91	51.42	5,408.46	8,998.74	-3,590.28
11/07/2007	06/22/2009	200	HEWLETT-PACKARD CO	37.79	52.43	7,557.54	10,486.39	-2,928.85
12/10/2007	06/22/2009	100	HEWLETT-PACKARD CO	37.79	51.57	3,778.77	5,156.84	-1,378.07
05/06/2008	06/22/2009	150	MORGAN STANLEY	27.47	49.19	4,120.64	7,378.44	-3,257.80
01/10/2008	06/22/2009	125	MORGAN STANLEY	27.47	47.76	3,433.86	5,969.62	-2,535.76
02/15/2008	06/22/2009	100	MORGAN STANLEY	27.47	42.35	2,747.09	4,235.21	-1,488.12

CARYLON FOUNDATION (888-39504)

Capital Gains

July 01, 2008 to June 30, 2009
Reporting Currency: US dollars

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain Or Loss
12/21/2007	06/24/2009	100	HEWLETT-PACKARD CO	37.52	51.80	3,752.31	5,180.27	-1,427.96
04/08/2008	06/26/2009	50	EOG RESOURCES INC	68.68	127.62	3,433.89	6,381.17	-2,947.28
02/05/2008	06/26/2009	50	EOG RESOURCES INC	68.68	88.68	3,433.88	4,434.10	-1,000.22
01/10/2008	06/26/2009	75	EOG RESOURCES INC	68.68	88.45	5,150.83	6,633.63	-1,482.80
12/21/2007	06/26/2009	55	EOG RESOURCES INC	68.68	90.38	3,777.27	4,971.06	-1,193.79
02/05/2008	06/26/2009	25	EOG RESOURCES INC	68.68	88.68	1,716.94	2,217.04	-500.10
11/29/2007	06/26/2009	20	EOG RESOURCES INC	68.68	83.66	1,373.56	1,673.23	-299.67
02/05/2008	06/26/2009	75	MONSANTO CO	75.68	109.21	5,676.28	8,190.43	-2,514.15
04/08/2008	06/26/2009	25	MONSANTO CO	75.68	119.22	1,892.09	2,980.58	-1,088.49
05/06/2008	06/26/2009	100	WESTERN DIGITAL CORP	25.80	29.55	2,579.84	2,954.80	-374.96
04/29/2008	06/29/2009	600	TYSON FOODS INC-CL A	12.80	17.85	7,682.70	10,712.22	-3,029.52
12/10/2007	06/30/2009	75	TRAVELERS COS INC/THE	41.10	54.78	3,082.79	4,108.85	-1,026.06
11/07/2007	06/30/2009	150	TRAVELERS COS INC/THE	41.10	51.07	6,165.59	7,660.64	-1,495.05
01/10/2008	06/30/2009	100	TRAVELERS COS INC/THE	41.10	51.24	4,110.39	5,124.36	-1,013.97
*** Subtotal For Long Term						1,071,858.58	2,073,985.72	-1,002,127.14

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
INVESTMENT MANAGEMENT FEES	70,022.	70,022.
	-----	-----
TOTALS	70,022.	70,022.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
FEDERAL EXCISE TAX	46,951.	
FOREIGN TAXES	2,797.	2,797.
	-----	-----
TOTALS	49,748.	2,797.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
MISCELLANEOUS	123.

TOTALS	123.
	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION

SEE ATTACHED

ENDING BOOK VALUE	ENDING FMV
-----	----
3,827,648.	3,548,480.
-----	-----
3,827,648.	3,548,480.
=====	=====

TOTALS

FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
STATE OF ISRAEL	18,414.	18,414.
	-----	-----
TOTALS	18,414.	18,414.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MAPLEWOOD, LLC	862,402.	831,917.
VANGUARD INT'L EXPLORER FUND	315,304.	293,947.
BERNSTEIN GLOBAL STYLE	3,282,754.	2,105,620.
BERNSTEIN SHORT DURATION FUND	462,763.	477,104.
BERNSTEIN EMERGING MKT PORT	547,379.	309,732.
BERNSTEIN INTERNATIONAL PORT	1,885,601.	970,507.
BERNSTEIN INTER DURATION INSTI	7,722,843.	7,391,042.
BERNSTEIN GLOBAL DIVERSIFIED	1,000,000.	784,378.
TOTALS	16,079,046.	13,164,247.

FORM 990PF, PART II - OTHER ASSETS

=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV -----
PREPAID EXCISE TAX	41,240.	41,240.
	-----	-----
TOTALS	41,240.	41,240.
	=====	=====

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

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
J. HEMMELSTEIN 2500 W. ARTHINGTON ST. CHICAGO, IL 60612	DIRECTOR	NONE	NONE	NONE
M. HEMMELSTEIN 2500 W. ARTHINGTON ST. CHICAGO, IL 60612	DIRECTOR	NONE	NONE	NONE
GRAND TOTALS		NONE	NONE	NONE

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS
=====

SEE SCHEDULE ATTACHED

CARYLON FOUNDATION

36-6033583

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

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

SEE ATTACHED

CHARITY

167,225.

SEE ATTACHED

EDUCATION

120,900.

SEE ATTACHED

RELIGIOUS

98,733.

JEWISH FEDERATION OF METROPOLITAN CHICAGO

30 S WELLS

CHICAGO, IL 60606

CHARITY

50,000.

TOTAL CONTRIBUTIONS PAID

436,858.

FEDERAL FOOTNOTES

=====

PART XV, LINES 2A-2D

LINE 2A

MS. MARCIE HEMMELSTEIN
CARYLON FOUNDATION
2500 W. ARTHINGTON STREET
CHICAGO, IL 60612

LINE 2B

IN WRITING, INCLUDE PURPOSE OF USE OF CONTRIBUTION

LINE 2C

NONE

LINE 2D

NONE

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
CASH										
86,193	CASH	---	\$1.00	\$1.00	\$86,193.31	\$86,193.31	\$233	0.27%	0.7%	100.0%
TOTAL CASH					\$86,193.31	\$86,193.31	\$233	0.27%	0.7%	100%
FIXED INCOME										
MUTUAL FUNDS										
SCBMFIO										
87,723	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	11/07/07	\$14.99	\$14.25	\$1,314,967.68	\$1,250,052.65	\$62,283	5.43% **	10.1%	16.9%
17,992	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	11/08/07	\$14.99	\$14.25	\$269,700.00	\$256,385.93	\$12,774	5.43% **	2.1%	3.5%
49,967	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	11/09/07	\$15.01	\$14.25	\$750,000.00	\$712,025.32	\$35,476	5.43% **	5.8%	9.6%
6,662	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	11/12/07	\$15.01	\$14.25	\$100,000.00	\$94,936.71	\$4,730	5.43% **	0.8%	1.3%
43,180	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	12/07/07	\$15.00	\$14.25	\$647,700.00	\$615,315.00	\$30,658	5.43% **	5.0%	8.3%
13,324	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	12/20/07	\$15.01	\$14.25	\$200,000.00	\$189,873.41	\$9,460	5.43% **	1.5%	2.6%
57,001	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	01/09/08	\$15.14	\$14.25	\$863,000.00	\$812,268.82	\$40,471	5.43% **	6.6%	11.0%
64,636	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	02/04/08	\$15.12	\$14.25	\$977,300.00	\$921,066.46	\$45,892	5.43% **	7.5%	12.4%
71,199	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	04/08/08	\$14.93	\$14.25	\$1,063,000.00	\$1,014,584.72	\$50,551	5.43% **	8.2%	13.7%
63,011	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	05/06/08	\$14.88	\$14.25	\$937,600.00	\$897,903.23	\$44,738	5.43% **	7.3%	12.1%
2,894	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	12/09/08	\$13.12	\$14.25	\$37,975.65	\$41,246.43	\$2,055	5.43% **	0.3%	0.6%
26,880	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	01/21/09	\$13.59	\$14.25	\$365,300.00	\$383,040.84	\$19,085	5.43% **	3.1%	5.2%
3,274	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	01/22/09	\$13.59	\$14.25	\$44,500.00	\$46,661.15	\$2,325	5.43% **	0.4%	0.6%
2,026	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	02/10/09	\$13.62	\$14.25	\$27,600.00	\$28,876.66	\$1,439	5.43% **	0.2%	0.4%

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
2,857	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	04/16/09	\$13.74	\$14.25	\$39,250.00	\$40,706.88	\$2,028	5.43% **	0.3%	0.6%
6,042	BERNSTEIN INTER. DURATION INSTITUTIONAL PORTFOLIO	06/01/09	\$14.06	\$14.25	\$84,950.00	\$86,097.97	\$4,290	5.43% **	0.7%	1.2%
518,670					\$7,722,843.33	\$7,391,042.18 \$9,223.49 AI	\$368,255	5.43%	60.0%	99.9%
TOTAL FIXED INCOME					\$7,722,843.33	\$7,400,265.67	\$368,255	5.43%	60.1%	100%

EQUITIES

DOMESTIC

NON-FINANCIAL

BUILDING MATERIAL - HEAT/PLUMB/AIR

800 MASCO CORP

HOME BUILDING

900 D R HORTON INC

TOTAL NON-FINANCIAL

FINANCIAL

PROPERTY - CASUALTY INSURANCE

200 ACE LTD

150 ACE LTD

350

50 ALLSTATE CORP

200 ALLSTATE CORP

400 ALLSTATE CORP

650

100 TRAVELERS COS INC/THE

100 TRAVELERS COS INC/THE

200 TRAVELERS COS INC/THE

400

600 XL CAPITAL LTD -CLASS A

400 XL CAPITAL LTD -CLASS A

	MAS	05/28/09	\$9.96	\$9.58	\$7,964.96	\$7,664.00	\$240	3.13%	0.1%	0.2%
	DHI	06/16/09	\$9.40	\$9.36	\$8,458.20	\$8,424.00	\$135	1.60%	0.1%	0.2%
					\$16,423.16	\$16,088.00	\$375	2.33%	0.1%	0.3%
	ACE	04/02/09	\$41.83	\$44.23	\$8,365.24	\$8,846.00	\$220	2.49%	0.1%	0.2%
		04/16/09	\$45.90	\$44.23	\$6,885.11	\$6,634.50	\$165	2.49%	0.1%	0.1%
					\$15,250.35	\$15,480.50	\$385	2.49%	0.1%	0.3%
	ALL	12/22/08	\$30.12	\$24.40	\$1,506.16	\$1,220.00	\$40	3.28%	0.0%	0.0%
		02/11/09	\$21.25	\$24.40	\$4,249.40	\$4,880.00	\$160	3.28%	0.0%	0.1%
		03/05/09	\$15.21	\$24.40	\$6,082.24	\$9,760.00	\$320	3.28%	0.1%	0.2%
					\$11,837.80	\$15,860.00	\$520	3.28%	0.1%	0.3%
	TRV	01/10/08	\$51.24	\$41.04	\$5,124.36	\$4,104.00	\$120	2.92%	0.0%	0.1%
		02/05/08	\$47.76	\$41.04	\$4,775.78	\$4,104.00	\$120	2.92%	0.0%	0.1%
		04/08/08	\$49.19	\$41.04	\$9,838.32	\$8,208.00	\$240	2.92%	0.1%	0.2%
					\$19,738.46	\$16,416.00	\$480	2.92%	0.1%	0.3%
	XL	08/27/08	\$18.96	\$11.46	\$11,378.28	\$6,876.00	\$348	5.06%	0.1%	0.1%
		10/03/08	\$16.03	\$11.46	\$6,413.96	\$4,584.00	\$232	5.06%	0.0%	0.1%

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
1,000					\$17,792.24	\$11,460.00	\$580	5.06%	0.1%	0.2%
					\$64,618.85	\$59,216.50	\$1,965	3.32%	0.5%	1.2%
Total										
MISC. FINANCIAL										
7	CME	03/20/08	\$447.23	\$311.12	\$3,130.59	\$2,177.84	\$32	1.48%	0.0%	0.0%
10		04/08/08	\$508.63	\$311.12	\$5,086.31	\$3,111.20	\$46	1.48%	0.0%	0.1%
25		05/06/08	\$485.35	\$311.12	\$12,133.64	\$7,778.00	\$115	1.48%	0.1%	0.2%
25		05/20/08	\$482.09	\$311.12	\$12,052.31	\$7,778.00	\$115	1.48%	0.1%	0.2%
23		10/03/08	\$395.31	\$311.12	\$9,092.16	\$7,155.76	\$106	1.48%	0.1%	0.1%
55		11/07/08	\$264.08	\$311.12	\$14,524.66	\$17,111.60	\$253	1.48%	0.1%	0.4%
145					\$56,019.67	\$45,112.40	\$667	1.48%	0.4%	0.9%
425	CS	05/11/09	\$41.04	\$45.73	\$17,440.94	\$19,435.25	\$25	0.13%	0.2%	0.4%
25	DB	02/12/08	\$111.61	\$61.00	\$2,790.37	\$1,525.00	\$17	1.14%	0.0%	0.0%
50		03/24/08	\$115.76	\$61.00	\$5,788.16	\$3,050.00	\$35	1.14%	0.0%	0.1%
100		05/13/08	\$117.72	\$61.00	\$11,772.14	\$6,100.00	\$70	1.14%	0.0%	0.1%
225		02/18/09	\$25.26	\$61.00	\$5,683.10	\$13,725.00	\$157	1.14%	0.1%	0.3%
75		05/11/09	\$56.79	\$61.00	\$4,259.25	\$4,575.00	\$52	1.14%	0.0%	0.1%
125		05/13/09	\$52.08	\$61.00	\$6,509.89	\$7,625.00	\$87	1.14%	0.1%	0.2%
600					\$36,802.91	\$36,600.00	\$418	1.14%	0.3%	0.8%
25	BEN	02/05/08	\$100.45	\$72.01	\$2,511.32	\$1,800.25	\$21	1.17%	0.0%	0.0%
75		05/20/08	\$101.54	\$72.01	\$7,615.21	\$5,400.75	\$63	1.17%	0.0%	0.1%
50		08/11/08	\$104.35	\$72.01	\$5,217.61	\$3,600.50	\$42	1.17%	0.0%	0.1%
150					\$15,344.14	\$10,801.50	\$126	1.17%	0.1%	0.2%
12	GS	01/10/08	\$190.88	\$147.44	\$2,290.61	\$1,769.28	\$17	0.95%	0.0%	0.0%
8		01/10/08	\$190.88	\$147.44	\$1,527.06	\$1,179.52	\$11	0.95%	0.0%	0.0%
60		06/25/08	\$185.38	\$147.44	\$11,123.06	\$8,846.40	\$84	0.95%	0.1%	0.2%
45		09/09/08	\$162.35	\$147.44	\$7,305.61	\$6,634.80	\$63	0.95%	0.1%	0.1%
200		11/04/08	\$89.05	\$147.44	\$17,810.00	\$29,488.00	\$280	0.95%	0.2%	0.6%
100		11/06/08	\$86.60	\$147.44	\$8,660.15	\$14,744.00	\$140	0.95%	0.1%	0.3%
100		01/02/09	\$83.52	\$147.44	\$8,351.55	\$14,744.00	\$140	0.95%	0.1%	0.3%
50		02/10/09	\$96.90	\$147.44	\$4,844.79	\$7,372.00	\$70	0.95%	0.1%	0.2%

Bernstein Global Wealth Management

As of June 30, 2009

Portfolio Valuation

Reporting Currency: US dollars

[illegible]

As of June 30, 2009

Portfolio Valuation

Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
300	JPMORGAN CHASE & CO	01/15/08	\$39.34	\$34.11	\$11,800.86	\$10,233.00	\$60	0.59%	0.1%	0.2%
300	JPMORGAN CHASE & CO	03/07/08	\$37.87	\$34.11	\$11,360.52	\$10,233.00	\$60	0.59%	0.1%	0.2%
200	JPMORGAN CHASE & CO	05/16/08	\$47.04	\$34.11	\$9,407.92	\$6,822.00	\$40	0.59%	0.1%	0.1%
150	JPMORGAN CHASE & CO	09/24/08	\$41.09	\$34.11	\$6,163.91	\$5,116.50	\$30	0.59%	0.0%	0.1%
770	JPMORGAN CHASE & CO	09/26/08	\$40.50	\$34.11	\$31,185.00	\$26,264.70	\$154	0.59%	0.2%	0.5%
275	JPMORGAN CHASE & CO	11/07/08	\$38.24	\$34.11	\$10,514.76	\$9,380.25	\$55	0.59%	0.1%	0.2%
800	JPMORGAN CHASE & CO	05/11/09	\$37.07	\$34.11	\$29,654.00	\$27,288.00	\$160	0.59%	0.2%	0.6%
750	JPMORGAN CHASE & CO	05/14/09	\$35.06	\$34.11	\$26,293.35	\$25,582.50	\$150	0.59%	0.2%	0.5%
275	JPMORGAN CHASE & CO	05/27/09	\$36.29	\$34.11	\$9,979.26	\$9,380.25	\$55	0.59%	0.1%	0.2%
250	JPMORGAN CHASE & CO	06/08/09	\$35.33	\$34.11	\$8,831.30	\$8,527.50	\$50	0.59%	0.1%	0.2%
200	JPMORGAN CHASE & CO	06/16/09	\$33.84	\$34.11	\$6,767.10	\$6,822.00	\$40	0.59%	0.1%	0.1%
4,300					\$163,189.26	\$146,673.00	\$860	0.59%	1.2%	3.0%
	Total				\$170,832.59	\$154,000.50	\$950	0.62%	1.3%	3.2%
1,300	US BANCORP	05/11/09	\$18.00	\$17.92	\$23,400.00	\$23,296.00	\$260	1.12%	0.2%	0.5%
600	WELLS FARGO & COMPANY	05/08/09	\$22.00	\$24.26	\$13,200.00	\$14,556.00	\$120	0.82%	0.1%	0.3%
	TOTAL FINANCIAL				\$629,831.32	\$622,075.22	\$7,338	1.18%	5.0%	12.9%
	UTILITIES									
	TELEPHONE									
700	AT&T INC	11/07/07	\$39.34	\$24.84	\$27,536.95	\$17,388.00	\$1,148	6.60%	0.1%	0.4%
200	AT&T INC	12/10/07	\$38.15	\$24.84	\$7,630.92	\$4,968.00	\$328	6.60%	0.0%	0.1%
400	AT&T INC	01/10/08	\$38.92	\$24.84	\$15,566.48	\$9,936.00	\$656	6.60%	0.1%	0.2%
200	AT&T INC	03/27/08	\$37.92	\$24.84	\$7,584.44	\$4,968.00	\$328	6.60%	0.0%	0.1%
300	AT&T INC	04/08/08	\$38.43	\$24.84	\$11,528.34	\$7,452.00	\$492	6.60%	0.1%	0.2%
300	AT&T INC	04/17/09	\$26.10	\$24.84	\$7,831.20	\$7,452.00	\$492	6.60%	0.1%	0.2%
500	AT&T INC	05/26/09	\$23.87	\$24.84	\$11,937.20	\$12,420.00	\$820	6.60%	0.1%	0.3%
600	AT&T INC	06/02/09	\$24.92	\$24.84	\$14,949.84	\$14,904.00	\$984	6.60%	0.1%	0.3%
3,200					\$104,565.37	\$79,488.00	\$5,248	6.60%	0.6%	1.6%
1,400	SPRINT NEXTEL CORP	04/14/08	\$6.43	\$4.81	\$9,007.04	\$6,734.00	\$0	0.00%	0.1%	0.1%
1,900	SPRINT NEXTEL CORP	09/22/08	\$6.74	\$4.81	\$12,811.13	\$9,139.00	\$0	0.00%	0.1%	0.2%
800	SPRINT NEXTEL CORP	10/01/08	\$6.18	\$4.81	\$4,944.56	\$3,848.00	\$0	0.00%	0.0%	0.1%
										Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
4,100					\$26,762.73	\$19,721.00	\$0	0.00%	0.2%	0.4%
850	VODAFONE GROUP PLC-SP ADR	04/27/09	\$18.30	\$19.49	\$15,556.19	\$16,566.50	\$970	5.85%	0.1%	0.3%
Total										
					\$146,884.29	\$115,775.50	\$6,218	5.37%	0.9%	2.4%
ELECTRIC COMPANIES										
700	RRI ENERGY INC	09/02/08	\$16.38	\$5.01	\$11,469.15	\$3,507.00	\$0	0.00%	0.0%	0.1%
1,000	RRI ENERGY INC	12/19/08	\$5.50	\$5.01	\$5,500.60	\$5,010.00	\$0	0.00%	0.0%	0.1%
1,700					\$16,969.75	\$8,517.00	\$0	0.00%	0.1%	0.2%
TOTAL UTILITIES										
					\$163,854.04	\$124,292.50	\$6,218	5.00%	1.0%	2.6%
CONSUMER GROWTH										
ENTERTAINMENT										
600	CBS CORP-CLASS B	01/04/08	\$25.22	\$6.92	\$15,132.36	\$4,152.00	\$120	2.89%	0.0%	0.1%
200	CBS CORP-CLASS B	01/17/08	\$23.27	\$6.92	\$4,653.10	\$1,384.00	\$40	2.89%	0.0%	0.0%
200	CBS CORP-CLASS B	02/05/08	\$24.87	\$6.92	\$4,973.98	\$1,384.00	\$40	2.89%	0.0%	0.0%
300	CBS CORP-CLASS B	04/08/08	\$22.28	\$6.92	\$6,683.70	\$2,076.00	\$60	2.89%	0.0%	0.0%
500	CBS CORP-CLASS B	11/06/08	\$8.38	\$6.92	\$4,190.70	\$3,460.00	\$100	2.89%	0.0%	0.1%
600	CBS CORP-CLASS B	12/22/08	\$7.41	\$6.92	\$4,448.52	\$4,152.00	\$120	2.89%	0.0%	0.1%
2,400					\$40,082.36	\$16,608.00	\$480	2.89%	0.1%	0.3%
100	THE WALT DISNEY CO.	12/31/08	\$22.71	\$23.33	\$2,271.23	\$2,333.00	\$35	1.50%	0.0%	0.0%
300	THE WALT DISNEY CO.	03/25/09	\$18.40	\$23.33	\$5,521.08	\$6,999.00	\$105	1.50%	0.1%	0.1%
800	THE WALT DISNEY CO.	03/31/09	\$18.07	\$23.33	\$14,458.16	\$18,664.00	\$280	1.50%	0.2%	0.4%
1,200					\$22,250.47	\$27,996.00	\$420	1.50%	0.2%	0.6%
135	TIME WARNER INC	01/04/08	\$35.10	\$25.19	\$4,738.33	\$3,400.65	\$101	2.98%	0.0%	0.1%
200	TIME WARNER INC	02/05/08	\$34.64	\$25.19	\$6,927.98	\$5,038.00	\$150	2.98%	0.0%	0.1%
133	TIME WARNER INC	04/08/08	\$32.65	\$25.19	\$4,342.00	\$3,350.27	\$100	2.98%	0.0%	0.1%
233	TIME WARNER INC	05/14/08	\$36.11	\$25.19	\$8,414.28	\$5,869.27	\$175	2.98%	0.0%	0.1%
133	TIME WARNER INC	09/05/08	\$34.15	\$25.19	\$4,541.53	\$3,350.27	\$100	2.98%	0.0%	0.1%
366	TIME WARNER INC	11/10/08	\$22.14	\$25.19	\$8,102.87	\$9,219.54	\$274	2.98%	0.1%	0.2%
266	TIME WARNER INC	12/11/08	\$22.25	\$25.19	\$5,917.64	\$6,700.54	\$200	2.98%	0.1%	0.1%
200	TIME WARNER INC	01/07/09	\$22.68	\$25.19	\$4,535.79	\$5,038.00	\$150	2.98%	0.0%	0.1%
200	TIME WARNER INC	02/20/09	\$16.59	\$25.19	\$3,317.40	\$5,038.00	\$150	2.98%	0.0%	0.1%

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
534	TIME WARNER INC	04/02/09	\$21.19	\$25.19	\$11,314.29	\$13,451.46	\$400	2.98%	0.1%	0.3%
2,400					\$62,152.11	\$60,456.00	\$1,800	2.98%	0.5%	1.3%
700	VIACOM INC-CLASS B	12/29/08	\$17.26	\$22.70	\$12,085.01	\$15,890.00	\$0	0.00%	0.1%	0.3%
Total					\$136,569.95	\$120,950.00	\$2,700	2.23%	1.0%	2.5%
RADIO - TV BROADCASTING										
450	LIBERTY ENTERTAINMENT-CL A	04/16/09	\$23.10	\$26.70	\$10,396.58	\$12,015.00	\$0	0.00%	0.1%	0.2%
37	TIME WARNER CABLE	01/04/08	\$45.28	\$31.67	\$1,675.51	\$1,171.79	\$0	0.00%	0.0%	0.0%
50	TIME WARNER CABLE	02/05/08	\$49.00	\$31.67	\$2,449.78	\$1,583.50	\$0	0.00%	0.0%	0.0%
33	TIME WARNER CABLE	04/08/08	\$46.53	\$31.67	\$1,535.36	\$1,045.11	\$0	0.00%	0.0%	0.0%
58	TIME WARNER CABLE	05/14/08	\$51.30	\$31.67	\$2,975.35	\$1,836.86	\$0	0.00%	0.0%	0.0%
33	TIME WARNER CABLE	09/05/08	\$48.66	\$31.67	\$1,605.91	\$1,045.11	\$0	0.00%	0.0%	0.0%
91	TIME WARNER CABLE	11/10/08	\$31.49	\$31.67	\$2,865.23	\$2,881.97	\$0	0.00%	0.0%	0.1%
66	TIME WARNER CABLE	12/11/08	\$31.70	\$31.67	\$2,092.52	\$2,090.22	\$0	0.00%	0.0%	0.0%
50	TIME WARNER CABLE	01/07/09	\$32.08	\$31.67	\$1,603.89	\$1,583.50	\$0	0.00%	0.0%	0.0%
50	TIME WARNER CABLE	02/20/09	\$23.46	\$31.67	\$1,173.06	\$1,583.50	\$0	0.00%	0.0%	0.0%
432	TIME WARNER CABLE	04/09/09	\$27.23	\$31.67	\$11,761.29	\$13,681.44	\$0	0.00%	0.1%	0.3%
250	TIME WARNER CABLE	05/05/09	\$33.88	\$31.67	\$8,470.00	\$7,917.50	\$0	0.00%	0.1%	0.2%
1,150					\$38,207.90	\$36,420.50	\$0	0.00%	0.3%	0.8%
Total					\$48,604.48	\$48,435.50	\$0	0.00%	0.4%	1.0%
PUBLISHING - NEWSPAPERS										
1,200	NEWS CORP	12/09/08	\$8.42	\$9.11	\$10,107.84	\$10,932.00	\$144	1.32%	0.1%	0.2%
2,900	NEWS CORP	02/04/09	\$6.64	\$9.11	\$19,264.12	\$26,419.00	\$348	1.32%	0.2%	0.5%
800	NEWS CORP	02/25/09	\$5.96	\$9.11	\$4,764.64	\$7,288.00	\$96	1.32%	0.1%	0.2%
500	NEWS CORP	06/29/09	\$9.27	\$9.11	\$4,636.50	\$4,555.00	\$60	1.32%	0.0%	0.1%
5,400					\$38,773.10	\$49,194.00	\$648	1.32%	0.4%	1.0%
PUBLISHING										
45	GOOGLE INC-CL A	01/10/08	\$652.02	\$421.59	\$29,341.00	\$18,971.55	\$0	0.00%	0.2%	0.4%
55	GOOGLE INC-CL A	02/05/08	\$495.07	\$421.59	\$27,228.62	\$23,187.45	\$0	0.00%	0.2%	0.5%
50	GOOGLE INC-CL A	04/08/08	\$466.05	\$421.59	\$23,302.26	\$21,079.50	\$0	0.00%	0.2%	0.4%
25	GOOGLE INC-CL A	07/24/08	\$493.79	\$421.59	\$12,344.86	\$10,539.75	\$0	0.00%	0.1%	0.2%

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
25	GOOGLE INC-CL A		10/01/08	\$410.64	\$421.59	\$10,266.04	\$10,539.75	\$0	0.00%	0.1%	0.2%
55	GOOGLE INC-CL A		11/07/08	\$334.41	\$421.59	\$18,392.78	\$23,187.45	\$0	0.00%	0.2%	0.5%
25	GOOGLE INC-CL A		11/18/08	\$293.81	\$421.59	\$7,345.19	\$10,539.75	\$0	0.00%	0.1%	0.2%
280						\$128,220.75	\$118,045.20	\$0	0.00%	1.0%	2.4%
DRUGS											
150	AMGEN INC	AMGN	04/02/09	\$48.70	\$52.94	\$7,304.57	\$7,941.00	\$0	0.00%	0.1%	0.2%
900	BRISTOL-MYERS SQUIBB CO	BMJ	11/10/08	\$20.71	\$20.31	\$18,637.56	\$18,279.00	\$1,116	6.11%	0.1%	0.4%
50	CELGENE CORP	CELG	12/07/07	\$58.39	\$47.84	\$2,919.33	\$2,392.00	\$0	0.00%	0.0%	0.0%
150	CELGENE CORP		01/10/08	\$51.85	\$47.84	\$7,776.98	\$7,176.00	\$0	0.00%	0.1%	0.1%
150	CELGENE CORP		02/12/08	\$57.68	\$47.84	\$8,651.39	\$7,176.00	\$0	0.00%	0.1%	0.1%
300	CELGENE CORP		05/06/08	\$65.53	\$47.84	\$19,660.47	\$14,352.00	\$0	0.00%	0.1%	0.3%
100	CELGENE CORP		11/07/08	\$60.91	\$47.84	\$6,091.13	\$4,784.00	\$0	0.00%	0.0%	0.1%
750						\$45,099.30	\$35,880.00	\$0	0.00%	0.3%	0.7%
900	ELI LILLY & CO	LLY	04/02/09	\$34.00	\$34.64	\$30,597.84	\$31,176.00	\$1,764	5.66%	0.3%	0.6%
325	GILEAD SCIENCES INC	GILD	11/07/07	\$45.49	\$46.84	\$14,783.86	\$15,223.00	\$0	0.00%	0.1%	0.3%
100	GILEAD SCIENCES INC		12/10/07	\$47.49	\$46.84	\$4,748.77	\$4,684.00	\$0	0.00%	0.0%	0.1%
300	GILEAD SCIENCES INC		01/10/08	\$48.44	\$46.84	\$14,531.67	\$14,052.00	\$0	0.00%	0.1%	0.3%
200	GILEAD SCIENCES INC		02/05/08	\$45.24	\$46.84	\$9,048.42	\$9,368.00	\$0	0.00%	0.1%	0.2%
100	GILEAD SCIENCES INC		03/07/08	\$48.05	\$46.84	\$4,804.58	\$4,684.00	\$0	0.00%	0.0%	0.1%
200	GILEAD SCIENCES INC		04/08/08	\$52.05	\$46.84	\$10,409.54	\$9,368.00	\$0	0.00%	0.1%	0.2%
100	GILEAD SCIENCES INC		05/27/08	\$53.32	\$46.84	\$5,332.43	\$4,684.00	\$0	0.00%	0.0%	0.1%
100	GILEAD SCIENCES INC		10/01/08	\$45.02	\$46.84	\$4,501.89	\$4,684.00	\$0	0.00%	0.0%	0.1%
300	GILEAD SCIENCES INC		11/07/08	\$45.08	\$46.84	\$13,524.60	\$14,052.00	\$0	0.00%	0.1%	0.3%
200	GILEAD SCIENCES INC		03/31/09	\$46.13	\$46.84	\$9,226.12	\$9,368.00	\$0	0.00%	0.1%	0.2%
1,925						\$90,911.88	\$90,167.00	\$0	0.00%	0.7%	1.9%
475	GLAXOSMITHKLINE PLC-SPON AD	GSK	01/08/09	\$39.00	\$35.34	\$18,527.23	\$16,786.50	\$902	5.37%	0.1%	0.3%
225	MERCK & CO INC.	MRK	04/07/08	\$41.07	\$27.96	\$9,240.30	\$6,291.00	\$342	5.44%	0.1%	0.1%
400	MERCK & CO. INC.		05/06/08	\$38.89	\$27.96	\$15,556.24	\$11,184.00	\$608	5.44%	0.1%	0.2%
400	MERCK & CO. INC.		06/20/08	\$35.18	\$27.96	\$14,072.36	\$11,184.00	\$608	5.44%	0.1%	0.2%

Bernstein Global Wealth Management

As of June 30, 2009
Reporting Currency: US dollars

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CARYLON FOUNDATION (888-39504)
Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
100	BAXTER INTERNATIONAL INC	03/31/09	\$51.06	\$52.96	\$5,106.19	\$5,296.00	\$104	1.96%	0.0%	0.1%
475					\$27,232.12	\$25,156.00	\$494	1.96%	0.2%	0.5%
100	MEDCO HEALTH SOLUTIONS INC	01/10/08	\$52.60	\$45.61	\$5,259.62	\$4,561.00	\$0	0.00%	0.0%	0.1%
200	MEDCO HEALTH SOLUTIONS INC	02/05/08	\$49.16	\$45.61	\$9,832.36	\$9,122.00	\$0	0.00%	0.1%	0.2%
100	MEDCO HEALTH SOLUTIONS INC	03/05/08	\$42.81	\$45.61	\$4,280.72	\$4,561.00	\$0	0.00%	0.0%	0.1%
100	MEDCO HEALTH SOLUTIONS INC	03/31/08	\$43.98	\$45.61	\$4,397.96	\$4,561.00	\$0	0.00%	0.0%	0.1%
200	MEDCO HEALTH SOLUTIONS INC	04/08/08	\$43.08	\$45.61	\$8,616.22	\$9,122.00	\$0	0.00%	0.1%	0.2%
700					\$32,386.88	\$31,927.00	\$0	0.00%	0.3%	0.7%
	Total				\$59,619.00	\$57,083.00	\$494	0.87%	0.5%	1.2%
	MEDICAL PRODUCTS									
50	ALCON INC	02/05/08	\$142.13	\$116.12	\$7,106.30	\$5,806.00	\$182	3.14%	0.0%	0.1%
50	ALCON INC	04/08/08	\$150.70	\$116.12	\$7,534.94	\$5,806.00	\$182	3.14%	0.0%	0.1%
100					\$14,641.24	\$11,612.00	\$364	3.14%	0.1%	0.2%
	OTHER MEDICAL									
125	CARDINAL HEALTH INC	04/17/08	\$51.42	\$30.55	\$6,427.68	\$3,818.75	\$88	2.29%	0.0%	0.1%
300	CARDINAL HEALTH INC	11/11/08	\$39.40	\$30.55	\$11,820.69	\$9,165.00	\$210	2.29%	0.1%	0.2%
425					\$18,248.37	\$12,983.75	\$298	2.29%	0.1%	0.3%
	TOTAL CONSUMER GROWTH				\$935,892.86	\$864,377.95	\$16,286	1.88%	7.0%	17.9%
	CONSUMER STAPLES									
	SOAPS									
50	COLGATE-PALMOLIVE CO	11/07/08	\$62.57	\$70.74	\$3,128.26	\$3,537.00	\$88	2.49%	0.0%	0.1%
125	COLGATE-PALMOLIVE CO	01/20/09	\$63.44	\$70.74	\$7,929.91	\$8,842.50	\$220	2.49%	0.1%	0.2%
175					\$11,058.17	\$12,379.50	\$308	2.49%	0.1%	0.3%
100	PROCTER & GAMBLE CO	01/10/08	\$72.52	\$51.10	\$7,252.40	\$5,110.00	\$176	3.44%	0.0%	0.1%
85	PROCTER & GAMBLE CO	09/11/08	\$72.35	\$51.10	\$6,149.89	\$4,343.50	\$150	3.44%	0.0%	0.1%
165	PROCTER & GAMBLE CO	09/11/08	\$72.35	\$51.10	\$11,938.04	\$8,431.50	\$290	3.44%	0.1%	0.2%
250	PROCTER & GAMBLE CO	11/07/08	\$63.87	\$51.10	\$15,968.63	\$12,775.00	\$440	3.44%	0.1%	0.3%
225	PROCTER & GAMBLE CO	04/16/09	\$50.34	\$51.10	\$11,325.62	\$11,497.50	\$396	3.44%	0.1%	0.2%
90	PROCTER & GAMBLE CO	06/22/09	\$50.51	\$51.10	\$4,545.73	\$4,599.00	\$158	3.44%	0.0%	0.1%
915					\$57,180.31	\$46,756.50	\$1,610	3.44%	0.4%	1.0%

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
TOBACCO										
Total					\$68,238.48	\$59,136.00	\$1,918	3.24%	0.5%	1.2%
1,069	ALTRIA GROUP INC	08/29/08	\$21.32	\$16.39	\$22,795.14	\$17,520.91	\$1,368	7.81%	0.1%	0.4%
606	ALTRIA GROUP INC	04/13/09	\$16.50	\$16.39	\$9,998.64	\$9,932.34	\$776	7.81%	0.1%	0.2%
1,675					\$32,793.78	\$27,453.25	\$2,144	7.81%	0.2%	0.6%
100	PHILIP MORRIS INTERNATIONAL	11/07/08	\$41.67	\$43.62	\$4,167.48	\$4,362.00	\$216	4.95%	0.0%	0.1%
Total					\$36,961.26	\$31,815.25	\$2,360	7.42%	0.3%	0.7%
FOODS										
100	BUNGE LTD	12/01/08	\$38.99	\$60.25	\$3,899.16	\$6,025.00	\$84	1.39%	0.0%	0.1%
175	BUNGE LTD	03/19/09	\$57.01	\$60.25	\$9,976.87	\$10,543.75	\$147	1.39%	0.1%	0.2%
225	BUNGE LTD	04/27/09	\$46.79	\$60.25	\$10,527.08	\$13,556.25	\$189	1.39%	0.1%	0.3%
500					\$24,403.11	\$30,125.00	\$420	1.39%	0.2%	0.6%
125	GENERAL MILLS INC	11/07/08	\$65.09	\$56.02	\$8,136.29	\$7,002.50	\$215	3.07%	0.1%	0.1%
700	SMITHFIELD FOODS INC	06/23/09	\$12.29	\$13.97	\$8,603.84	\$9,779.00	\$0	0.00%	0.1%	0.2%
650	TYSON FOODS INC-CLA	12/29/08	\$7.92	\$12.61	\$5,151.19	\$8,196.50	\$104	1.27%	0.1%	0.2%
Total					\$46,294.43	\$55,103.00	\$739	1.34%	0.4%	1.1%
SUGAR REFINERS										
1,100	ARCHER-DANIELS-MIDLAND CO	02/04/09	\$25.44	\$26.77	\$27,986.09	\$29,447.00	\$616	2.09%	0.2%	0.6%
BEVERAGES - SOFT, LITE & HARD										
25	COCA-COLA CO/THE	04/09/08	\$60.67	\$47.99	\$1,516.63	\$1,199.75	\$41	3.42%	0.0%	0.0%
125	COCA-COLA CO/THE	11/18/08	\$42.87	\$47.99	\$5,358.23	\$5,998.75	\$205	3.42%	0.0%	0.1%
150					\$6,874.86	\$7,198.50	\$246	3.42%	0.1%	0.1%
50	PEPSICO INC	12/10/07	\$77.30	\$54.96	\$3,865.17	\$2,748.00	\$90	3.28%	0.0%	0.1%
100	PEPSICO INC	01/10/08	\$79.25	\$54.96	\$7,925.16	\$5,496.00	\$180	3.28%	0.0%	0.1%
75	PEPSICO INC	02/05/08	\$68.16	\$54.96	\$5,112.05	\$4,122.00	\$135	3.28%	0.0%	0.1%
100	PEPSICO INC	08/11/08	\$69.18	\$54.96	\$6,917.55	\$5,496.00	\$180	3.28%	0.0%	0.1%
200	PEPSICO INC	11/07/08	\$55.33	\$54.96	\$11,066.64	\$10,992.00	\$360	3.28%	0.1%	0.2%
100	PEPSICO INC	11/18/08	\$52.36	\$54.96	\$5,235.58	\$5,496.00	\$180	3.28%	0.0%	0.1%
150	PEPSICO INC	03/31/09	\$52.10	\$54.96	\$7,815.11	\$8,244.00	\$270	3.28%	0.1%	0.2%

Bernstein Global Wealth Management

As of June 30, 2009

Reporting Currency: US dollars

Portfolio Valuation

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
775					\$47,937.26	\$42,594.00	\$1,395	3.28%	0.3%	0.9%
Total										
					\$54,812.12	\$49,792.50	\$1,641	3.30%	0.4%	1.0%
RESTAURANTS										
75	MCDONALD'S CORP	03/17/08	\$53.76	\$57.49	\$4,031.88	\$4,311.75	\$150	3.48%	0.0%	0.1%
125	MCDONALD'S CORP	09/18/08	\$63.14	\$57.49	\$7,892.40	\$7,186.25	\$250	3.48%	0.1%	0.1%
250	MCDONALD'S CORP	10/01/08	\$62.41	\$57.49	\$15,602.38	\$14,372.50	\$500	3.48%	0.1%	0.3%
75	MCDONALD'S CORP	10/27/08	\$53.25	\$57.49	\$3,993.59	\$4,311.75	\$150	3.48%	0.0%	0.1%
200	MCDONALD'S CORP	11/07/08	\$54.89	\$57.49	\$10,978.74	\$11,498.00	\$400	3.48%	0.1%	0.2%
100	MCDONALD'S CORP	02/05/09	\$57.72	\$57.49	\$5,772.42	\$5,749.00	\$200	3.48%	0.0%	0.1%
825					\$48,271.41	\$47,429.25	\$1,650	3.48%	0.4%	1.0%
TOTAL CONSUMER STAPLES										
					\$282,563.79	\$272,723.00	\$8,924	3.27%	2.2%	5.6%
CONSUMER CYCLICALS										
TEXTILES/SHOES - APPAREL MFG.										
175	NIKE INC -CL B	05/06/08	\$67.27	\$51.78	\$11,771.81	\$9,061.50	\$175	1.93%	0.1%	0.2%
AUTOS & AUTO PARTS OEMS										
100	TOYOTA MOTOR CORP -SPON ADR	05/08/09	\$78.95	\$75.53	\$7,894.59	\$7,553.00	\$193	2.55%	0.1%	0.2%
RETAILERS										
75	AMAZON.COM INC	05/21/09	\$76.09	\$83.66	\$5,706.83	\$6,274.50	\$0	0.00%	0.1%	0.1%
25	COSTCO WHOLESALE CORP	02/05/08	\$65.96	\$45.78	\$1,649.04	\$1,144.50	\$18	1.57%	0.0%	0.0%
75	COSTCO WHOLESALE CORP	04/08/08	\$66.40	\$45.78	\$4,979.73	\$3,433.50	\$54	1.57%	0.0%	0.1%
100	COSTCO WHOLESALE CORP	04/09/08	\$66.81	\$45.78	\$6,681.14	\$4,578.00	\$72	1.57%	0.0%	0.1%
100	COSTCO WHOLESALE CORP	05/06/08	\$72.26	\$45.78	\$7,225.91	\$4,578.00	\$72	1.57%	0.0%	0.1%
100	COSTCO WHOLESALE CORP	11/12/08	\$50.85	\$45.78	\$5,084.68	\$4,578.00	\$72	1.57%	0.0%	0.1%
100	COSTCO WHOLESALE CORP	11/28/08	\$51.21	\$45.78	\$5,121.20	\$4,578.00	\$72	1.57%	0.0%	0.1%
150	COSTCO WHOLESALE CORP	12/17/08	\$53.81	\$45.78	\$8,072.18	\$6,867.00	\$108	1.57%	0.1%	0.1%
150	COSTCO WHOLESALE CORP	02/10/09	\$44.45	\$45.78	\$6,667.73	\$6,867.00	\$108	1.57%	0.1%	0.1%
150	COSTCO WHOLESALE CORP	06/08/09	\$47.45	\$45.78	\$7,117.47	\$6,867.00	\$108	1.57%	0.1%	0.1%
950					\$52,599.08	\$43,491.00	\$684	1.57%	0.4%	0.9%
350	GAP INC/THE	03/02/09	\$10.40	\$16.40	\$3,639.72	\$5,740.00	\$119	2.07%	0.0%	0.1%
150	HOME DEPOT INC	02/10/09	\$22.46	\$23.63	\$3,369.36	\$3,544.50	\$135	3.81%	0.0%	0.1%
Bernstein Global Wealth Management										

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
500	HOME DEPOT INC		02/25/09	\$20.35	\$23.63	\$10,174.10	\$11,815.00	\$450	3.81%	0.1%	0.2%
650						\$13,543.46	\$15,359.50	\$585	3.81%	0.1%	0.3%
375	J C PENNEY CO INC	JCP	11/10/08	\$20.26	\$28.71	\$7,598.98	\$10,766.25	\$300	2.79%	0.1%	0.2%
150	KOHL'S CORP	KSS	11/07/07	\$50.97	\$42.75	\$7,645.61	\$6,412.50	\$0	0.00%	0.1%	0.1%
125	KOHL'S CORP		07/28/08	\$42.33	\$42.75	\$5,290.65	\$5,343.75	\$0	0.00%	0.0%	0.1%
100	KOHL'S CORP		09/05/08	\$50.28	\$42.75	\$5,028.49	\$4,275.00	\$0	0.00%	0.0%	0.1%
225	KOHL'S CORP		01/12/09	\$37.08	\$42.75	\$8,343.07	\$9,618.75	\$0	0.00%	0.1%	0.2%
300	KOHL'S CORP		01/27/09	\$38.47	\$42.75	\$11,539.74	\$12,825.00	\$0	0.00%	0.1%	0.3%
200	KOHL'S CORP		06/02/09	\$46.73	\$42.75	\$9,345.56	\$8,550.00	\$0	0.00%	0.1%	0.2%
1,100						\$47,193.12	\$47,025.00	\$0	0.00%	0.4%	1.0%
1,100	LIMITED BRANDS INC	LTD	04/09/09	\$10.36	\$11.97	\$11,393.91	\$13,167.00	\$660	5.01%	0.1%	0.3%
450	LOWE'S COS INC	LOW	10/23/08	\$18.21	\$19.41	\$8,192.52	\$8,734.50	\$162	1.85%	0.1%	0.2%
140	LOWE'S COS INC		02/24/09	\$15.58	\$19.41	\$2,181.63	\$2,717.40	\$50	1.85%	0.0%	0.1%
110	LOWE'S COS INC		02/24/09	\$15.58	\$19.41	\$1,714.14	\$2,135.10	\$40	1.85%	0.0%	0.0%
425	LOWE'S COS INC		04/22/09	\$20.80	\$19.41	\$8,839.75	\$8,249.25	\$153	1.85%	0.1%	0.2%
800	LOWE'S COS INC		05/27/09	\$19.73	\$19.41	\$15,781.76	\$15,528.00	\$288	1.85%	0.1%	0.3%
1,925						\$36,709.80	\$37,364.25	\$693	1.85%	0.3%	0.8%
175	MACY'S INC	M	11/07/07	\$30.16	\$11.76	\$5,278.49	\$2,058.00	\$35	1.70%	0.0%	0.0%
700	MACY'S INC		05/22/08	\$23.24	\$11.76	\$16,266.04	\$8,232.00	\$140	1.70%	0.1%	0.2%
300	MACY'S INC		07/11/08	\$15.67	\$11.76	\$4,700.91	\$3,528.00	\$60	1.70%	0.0%	0.1%
1,175						\$26,245.44	\$13,818.00	\$235	1.70%	0.1%	0.3%
600	SAFEWAY INC	SWY	11/07/08	\$22.38	\$20.37	\$13,425.19	\$12,222.00	\$240	1.96%	0.1%	0.3%
225	TARGET CORP	TGT	04/17/09	\$40.23	\$39.47	\$9,052.13	\$8,880.75	\$153	1.72%	0.1%	0.2%
150	TARGET CORP		05/14/09	\$41.14	\$39.47	\$6,171.63	\$5,920.50	\$102	1.72%	0.0%	0.1%
375						\$15,223.76	\$14,801.25	\$255	1.72%	0.1%	0.3%
50	WAL-MART STORES INC	WMT	04/14/08	\$54.96	\$48.44	\$2,747.88	\$2,422.00	\$55	2.25%	0.0%	0.1%
350	WAL-MART STORES INC		10/09/08	\$54.58	\$48.44	\$19,103.67	\$16,954.00	\$382	2.25%	0.1%	0.4%
100	WAL-MART STORES INC		12/03/08	\$52.81	\$48.44	\$5,281.40	\$4,844.00	\$109	2.25%	0.0%	0.1%
500						\$27,132.95	\$24,220.00	\$545	2.25%	0.2%	0.5%

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
Total										
TOTAL CONSUMER CYCLICALS										
INDUSTRIAL RESOURCES										
MISC METALS										
400	FREEPORT-MCMORAN COPPER	05/05/09	\$49.31	\$50.11	\$19,723.44	\$20,044.00	\$0	0.00%	0.2%	0.4%
100	FREEPORT-MCMORAN COPPER	06/26/09	\$50.67	\$50.11	\$5,067.10	\$5,011.00	\$0	0.00%	0.0%	0.1%
500					\$24,790.54	\$25,055.00	\$0	0.00%	0.2%	0.5%
STEEL										
175	ARCELORMITTAL-NY REGISTERED	05/29/09	\$32.92	\$33.08	\$5,761.56	\$5,789.00	\$111	1.93%	0.0%	0.1%
125	NUCOR CORP	05/05/09	\$44.09	\$44.43	\$5,511.08	\$5,553.75	\$175	3.15%	0.0%	0.1%
					\$11,272.64	\$11,342.75	\$286	2.53%	0.1%	0.2%
Total										
CHEMICALS										
50	AIR PRODUCTS & CHEMICALS INC	01/15/08	\$91.49	\$64.59	\$4,574.36	\$3,229.50	\$90	2.79%	0.0%	0.1%
50	AIR PRODUCTS & CHEMICALS INC	02/06/08	\$90.28	\$64.59	\$4,514.09	\$3,229.50	\$90	2.79%	0.0%	0.1%
75	AIR PRODUCTS & CHEMICALS INC	06/22/09	\$63.41	\$64.59	\$4,755.70	\$4,844.25	\$135	2.79%	0.0%	0.1%
175					\$13,844.15	\$11,303.25	\$315	2.79%	0.1%	0.2%
475	DU PONT (E1) DE NEMOURS	04/13/09	\$26.10	\$25.62	\$12,399.40	\$12,169.50	\$779	6.40%	0.1%	0.3%
425	DU PONT (E1) DE NEMOURS	05/27/09	\$27.78	\$25.62	\$11,807.18	\$10,888.50	\$697	6.40%	0.1%	0.2%
500	DU PONT (E1) DE NEMOURS	06/23/09	\$24.39	\$25.62	\$12,193.75	\$12,810.00	\$820	6.40%	0.1%	0.3%
300	DU PONT (E1) DE NEMOURS	06/24/09	\$24.89	\$25.62	\$7,466.07	\$7,686.00	\$492	6.40%	0.1%	0.2%
1,700					\$43,866.40	\$43,554.00	\$2,788	6.40%	0.4%	0.9%
300	EASTMAN CHEMICAL COMPANY	11/07/08	\$39.57	\$37.90	\$11,869.56	\$11,370.00	\$528	4.64%	0.1%	0.2%
					\$69,580.11	\$66,227.25	\$3,631	5.48%	0.5%	1.4%
Total										
FERTILIZERS										
75	MONSANTO CO	04/08/08	\$119.22	\$74.34	\$8,941.74	\$5,575.50	\$80	1.43%	0.0%	0.1%
100	MONSANTO CO	07/02/08	\$124.90	\$74.34	\$12,489.65	\$7,434.00	\$106	1.43%	0.1%	0.2%
100	MONSANTO CO	11/07/08	\$87.06	\$74.34	\$8,705.94	\$7,434.00	\$106	1.43%	0.1%	0.2%
275					\$30,137.33	\$20,443.50	\$292	1.43%	0.2%	0.4%
					\$135,780.62	\$123,068.50	\$4,209	3.42%	1.0%	2.5%
TOTAL INDUSTRIAL RESOURCES										

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
CAPITAL EQUIPMENT										
ELECTRICAL EQUIPMENT										
300	COOPER INDUSTRIES PLC-CL A	CBE	04/02/09	\$26.47	\$31.05	\$7,941.93	\$300	3.22%	0.1%	0.2%
150	EMERSON ELECTRIC CO	EMR	01/12/09	\$35.13	\$32.40	\$5,269.05	\$198	4.07%	0.0%	0.1%
325	EMERSON ELECTRIC CO		01/30/09	\$33.40	\$32.40	\$10,856.56	\$429	4.07%	0.1%	0.2%
200	EMERSON ELECTRIC CO		02/19/09	\$30.29	\$32.40	\$6,057.38	\$264	4.07%	0.1%	0.1%
300	EMERSON ELECTRIC CO		03/31/09	\$28.52	\$32.40	\$8,554.98	\$396	4.07%	0.1%	0.2%
975						\$30,737.97	\$1,287	4.07%	0.3%	0.7%
Total										
						\$38,679.90	\$1,587	3.88%	0.3%	0.8%
MISC. CAPITAL GOODS										
175	DANAHER CORP	DHR	03/09/09	\$49.00	\$61.74	\$8,574.48	\$21	0.19%	0.1%	0.2%
100	DANAHER CORP		03/31/09	\$54.48	\$61.74	\$5,447.78	\$12	0.19%	0.1%	0.1%
100	DANAHER CORP		05/27/09	\$61.09	\$61.74	\$6,109.08	\$12	0.19%	0.1%	0.1%
375						\$20,131.34	\$45	0.19%	0.2%	0.5%
100	FLUOR CORP	FLR	04/08/08	\$75.75	\$51.29	\$7,574.68	\$50	0.97%	0.0%	0.1%
125	FLUOR CORP		01/22/09	\$41.34	\$51.29	\$5,168.09	\$62	0.97%	0.1%	0.1%
225						\$12,742.77	\$112	0.97%	0.1%	0.2%
150	ILLINOIS TOOL WORKS	ITW	05/21/09	\$32.70	\$37.34	\$4,905.42	\$186	3.32%	0.0%	0.1%
150	ILLINOIS TOOL WORKS		06/25/09	\$36.64	\$37.34	\$5,495.85	\$186	3.32%	0.0%	0.1%
300	ILLINOIS TOOL WORKS		06/29/09	\$37.97	\$37.34	\$11,389.80	\$372	3.32%	0.1%	0.2%
600						\$21,791.07	\$744	3.32%	0.2%	0.5%
350	INGERSOLL-RAND CO LTD-CL A	IR.99	06/09/09	\$22.71	\$20.90	\$7,947.00	\$252	3.44%	0.1%	0.2%
400	INGERSOLL-RAND CO LTD-CL A		06/12/09	\$22.80	\$20.90	\$9,120.92	\$288	3.44%	0.1%	0.2%
750						\$17,067.92	\$540	3.44%	0.1%	0.3%
200	SPX CORP	SPW	06/23/09	\$44.73	\$48.97	\$8,946.32	\$200	2.04%	0.1%	0.2%
Total										
						\$80,679.42	\$1,642	1.99%	0.7%	1.7%
DEFENSE										
275	NORTHROP GRUMMAN CORP	NOC	03/25/09	\$42.96	\$45.68	\$11,813.89	\$473	3.77%	0.1%	0.3%
MACHINERY AGRICULTURAL										
Bernstein Global Wealth Management										

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
225	CATERPILLAR INC	05/27/09	\$35.24	\$33.04	\$7,928.24	\$7,434.00	\$378	5.08%	0.1%	0.2%
					\$139,101.45	\$143,466.75	\$4,080	2.84%	1.2%	3.0%
TOTAL CAPITAL EQUIPMENT										
TECHNOLOGY										
COMMUNICATION - EQUIP MFRS										
550	CISCO SYSTEMS INC	11/07/07	\$33.45	\$18.65	\$18,397.50	\$10,257.50	\$0	0.00%	0.1%	0.2%
200	CISCO SYSTEMS INC	12/10/07	\$27.83	\$18.65	\$5,565.14	\$3,730.00	\$0	0.00%	0.0%	0.1%
600	CISCO SYSTEMS INC	01/10/08	\$26.10	\$18.65	\$15,661.92	\$11,190.00	\$0	0.00%	0.1%	0.2%
600	CISCO SYSTEMS INC	02/05/08	\$23.32	\$18.65	\$13,991.16	\$11,190.00	\$0	0.00%	0.1%	0.2%
300	CISCO SYSTEMS INC	04/14/08	\$23.51	\$18.65	\$7,051.59	\$5,595.00	\$0	0.00%	0.0%	0.1%
700	CISCO SYSTEMS INC	11/07/08	\$17.51	\$18.65	\$12,260.22	\$13,055.00	\$0	0.00%	0.1%	0.3%
2,950					\$72,927.53	\$55,017.50	\$0	0.00%	0.4%	1.1%
1,500	CORNING INC	12/29/08	\$8.70	\$16.06	\$13,047.15	\$24,090.00	\$300	1.25%	0.2%	0.5%
900	CORNING INC	01/27/09	\$9.61	\$16.06	\$8,649.90	\$14,454.00	\$180	1.25%	0.1%	0.3%
2,400					\$21,697.05	\$38,544.00	\$480	1.25%	0.3%	0.8%
500	NOKIA CORP-SPON ADR	11/07/08	\$14.97	\$14.58	\$7,487.45	\$7,290.00	\$196	2.70%	0.1%	0.2%
700	NOKIA CORP-SPON ADR	02/05/09	\$13.00	\$14.58	\$9,100.91	\$10,206.00	\$275	2.70%	0.1%	0.2%
500	NOKIA CORP-SPON ADR	02/06/09	\$13.38	\$14.58	\$6,691.80	\$7,290.00	\$196	2.70%	0.1%	0.2%
500	NOKIA CORP-SPON ADR	02/18/09	\$10.99	\$14.58	\$5,497.25	\$7,290.00	\$196	2.70%	0.1%	0.2%
400	NOKIA CORP-SPON ADR	02/27/09	\$9.52	\$14.58	\$3,808.04	\$5,832.00	\$157	2.70%	0.0%	0.1%
2,600					\$32,585.45	\$37,908.00	\$1,022	2.70%	0.3%	0.8%
50	QUALCOMM INC	06/16/08	\$49.68	\$45.20	\$2,483.84	\$2,260.00	\$34	1.50%	0.0%	0.0%
125	QUALCOMM INC	06/24/08	\$47.58	\$45.20	\$5,947.23	\$5,650.00	\$85	1.50%	0.0%	0.1%
400	QUALCOMM INC	07/28/08	\$54.42	\$45.20	\$21,767.84	\$18,080.00	\$272	1.50%	0.1%	0.4%
100	QUALCOMM INC	10/09/08	\$40.97	\$45.20	\$4,096.93	\$4,520.00	\$68	1.50%	0.0%	0.1%
100	QUALCOMM INC	10/15/08	\$39.51	\$45.20	\$3,951.39	\$4,520.00	\$68	1.50%	0.0%	0.1%
200	QUALCOMM INC	10/21/08	\$38.96	\$45.20	\$7,792.32	\$9,040.00	\$136	1.50%	0.1%	0.2%
400	QUALCOMM INC	11/12/08	\$34.12	\$45.20	\$13,647.40	\$18,080.00	\$272	1.50%	0.1%	0.4%
400	QUALCOMM INC	03/31/09	\$39.14	\$45.20	\$15,654.40	\$18,080.00	\$272	1.50%	0.1%	0.4%
1,775					\$75,341.35	\$80,230.00	\$1,207	1.50%	0.7%	1.7%
	Total				\$202,551.38	\$211,699.50	\$2,709	1.28%	1.7%	4.4%

Bernstein Global Wealth Management

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
SEMICONDUCTORS										
250	ERICSSON (LM) TEL-SP ADR	ERIC	11/10/08	\$6.96	\$9.78	\$1,740.10	\$40	1.64%	0.0%	0.1%
700	ERICSSON (LM) TEL-SP ADR		12/19/08	\$7.83	\$9.78	\$5,480.30	\$112	1.64%	0.1%	0.1%
950						\$7,220.40	\$152	1.64%	0.1%	0.2%
350	INTEL CORP	INTC	09/05/08	\$20.37	\$16.55	\$7,129.78	\$196	3.38%	0.0%	0.1%
450	INTEL CORP		04/17/09	\$15.85	\$16.55	\$7,130.70	\$252	3.38%	0.1%	0.2%
400	INTEL CORP		05/07/09	\$15.79	\$16.55	\$6,314.16	\$224	3.38%	0.1%	0.1%
300	INTEL CORP		06/01/09	\$16.52	\$16.55	\$4,956.57	\$168	3.38%	0.0%	0.1%
400	INTEL CORP		06/08/09	\$15.78	\$16.55	\$6,311.60	\$224	3.38%	0.1%	0.1%
300	INTEL CORP		06/26/09	\$16.19	\$16.55	\$4,857.00	\$168	3.38%	0.0%	0.1%
2,200						\$36,699.81	\$1,232	3.38%	0.3%	0.8%
1,200	MOTOROLA INC	MOT	06/18/08	\$8.67	\$6.63	\$10,406.88	\$0	0.00%	0.1%	0.2%
2,800	MOTOROLA INC		09/24/08	\$7.55	\$6.63	\$21,143.08	\$0	0.00%	0.2%	0.4%
1,700	MOTOROLA INC		11/10/08	\$4.70	\$6.63	\$7,987.62	\$0	0.00%	0.1%	0.2%
5,700						\$39,537.58	\$0	0.00%	0.3%	0.8%
450	TAIWAN SEMICONDUCTOR-SP ADR	TSM	05/05/09	\$11.10	\$9.41	\$4,993.47	\$176	4.16%	0.0%	0.1%
850	TAIWAN SEMICONDUCTOR-SP ADR		05/07/09	\$10.35	\$9.41	\$8,800.99	\$332	4.16%	0.1%	0.2%
1,300						\$13,794.46	\$508	4.16%	0.1%	0.3%
	Total					\$97,252.25	\$1,892	1.98%	0.8%	2.0%
COMPUTERS										
25	APPLE INC	AAPL	11/07/07	\$189.77	\$142.43	\$4,744.34	\$0	0.00%	0.0%	0.1%
25	APPLE INC		12/10/07	\$194.89	\$142.43	\$4,872.28	\$0	0.00%	0.0%	0.1%
100	APPLE INC		01/10/08	\$178.90	\$142.43	\$17,889.69	\$0	0.00%	0.1%	0.3%
150	APPLE INC		02/05/08	\$130.83	\$142.43	\$19,624.02	\$0	0.00%	0.2%	0.4%
200	APPLE INC		04/08/08	\$153.50	\$142.43	\$30,699.08	\$0	0.00%	0.2%	0.6%
100	APPLE INC		10/09/08	\$91.34	\$142.43	\$9,134.36	\$0	0.00%	0.1%	0.3%
200	APPLE INC		11/07/08	\$98.92	\$142.43	\$19,783.38	\$0	0.00%	0.2%	0.6%
800						\$106,747.15	\$0	0.00%	0.9%	2.4%
300	HEWLETT-PACKARD CO	HPQ	01/10/08	\$45.08	\$38.65	\$13,524.33	\$96	0.83%	0.1%	0.2%
300	HEWLETT-PACKARD CO		02/05/08	\$43.19	\$38.65	\$12,957.90	\$96	0.83%	0.1%	0.2%
Bernstein Global Wealth Management										

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
300	HEWLETT-PACKARD CO	04/08/08	\$45.88	\$38.65	\$13,764.63	\$11,595.00	\$96	0.83%	0.1%	0.2%
400	HEWLETT-PACKARD CO	05/06/08	\$48.32	\$38.65	\$19,327.36	\$15,460.00	\$128	0.83%	0.1%	0.3%
200	HEWLETT-PACKARD CO	06/03/08	\$46.58	\$38.65	\$9,316.66	\$7,730.00	\$64	0.83%	0.1%	0.2%
200	HEWLETT-PACKARD CO	07/08/08	\$43.38	\$38.65	\$8,676.48	\$7,730.00	\$64	0.83%	0.1%	0.2%
100	HEWLETT-PACKARD CO	10/01/08	\$45.78	\$38.65	\$4,578.09	\$3,865.00	\$32	0.83%	0.0%	0.1%
600	HEWLETT-PACKARD CO	11/07/08	\$34.08	\$38.65	\$20,450.40	\$23,190.00	\$192	0.83%	0.2%	0.5%
2,400					\$102,595.85	\$92,760.00	\$768	0.83%	0.8%	1.9%
Total					\$209,343.00	\$206,704.00	\$768	0.37%	1.7%	4.3%
COMPUTER SERVICES/SOFTWARE										
200	MICROSOFT CORP	MSFT	03/05/09	\$15.75	\$23.77	\$4,754.00	\$104	2.19%	0.0%	0.1%
800	SYMANTEC CORP	SYMC	02/24/09	\$14.14	\$15.58	\$12,464.00	\$0	0.00%	0.1%	0.3%
800	SYMANTEC CORP		03/16/09	\$13.34	\$15.58	\$12,464.00	\$0	0.00%	0.1%	0.3%
1,600					\$21,977.04	\$24,928.00	\$0	0.00%	0.2%	0.5%
Total					\$25,128.00	\$29,682.00	\$104	0.35%	0.2%	0.6%
COMPUTER/INSTRUMENTATION										
950	TYCO ELECTRONICS LTD	TEL	04/27/09	\$16.71	\$18.59	\$17,660.50	\$589	3.34%	0.1%	0.4%
450	TYCO ELECTRONICS LTD		05/13/09	\$16.28	\$18.59	\$8,365.50	\$279	3.34%	0.1%	0.2%
1,400					\$23,198.33	\$26,026.00	\$868	3.34%	0.2%	0.5%
175	WESTERN DIGITAL CORP	WDC	08/26/08	\$27.60	\$26.50	\$4,829.46	\$0	0.00%	0.0%	0.1%
300	WESTERN DIGITAL CORP		11/07/08	\$15.61	\$26.50	\$7,950.00	\$0	0.00%	0.1%	0.2%
475					\$9,513.06	\$12,587.50	\$0	0.00%	0.1%	0.3%
Total					\$32,711.39	\$38,613.50	\$868	2.25%	0.3%	0.8%
TOTAL TECHNOLOGY					\$566,986.02	\$582,424.00	\$6,341	1.09%	4.7%	12.1%
SERVICES										
RAILROADS										
225	UNION PACIFIC CORP	UNP	04/28/09	\$46.99	\$52.06	\$11,713.50	\$243	2.07%	0.1%	0.2%
ENERGY										
ENERGY SOURCES										
150	PETROLEO BRASILEIRO S.A.-AD	PBR	05/29/09	\$44.11	\$40.98	\$6,147.00	\$43	0.70%	0.0%	0.1%
OFFSHORE DRILLING										
Bernstein Global Wealth Management										

CARYLON FOUNDATION (888-39504)
Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
250	ENSCO INTERNATIONAL INC	ESV	05/21/09	\$33.19	\$34.87	\$8,298.43	\$8,717.50	\$25	0.29%	0.1%	0.2%
OIL WELL EQUIPMENT & SERVICES											
100	CAMERON INTERNATIONAL CORP	CAM	12/10/07	\$49.49	\$28.30	\$4,949.21	\$2,830.00	\$0	0.00%	0.0%	0.1%
100	CAMERON INTERNATIONAL CORP		02/06/08	\$39.64	\$28.30	\$3,964.10	\$2,830.00	\$0	0.00%	0.0%	0.1%
200	CAMERON INTERNATIONAL CORP		04/09/08	\$46.75	\$28.30	\$9,349.24	\$5,660.00	\$0	0.00%	0.0%	0.1%
350	CAMERON INTERNATIONAL CORP		03/31/09	\$22.30	\$28.30	\$7,803.92	\$9,905.00	\$0	0.00%	0.1%	0.2%
750						\$26,066.47	\$21,225.00	\$0	0.00%	0.2%	0.4%
125	NATIONAL - OILWELL INC	NOV	05/26/09	\$35.59	\$32.66	\$4,448.14	\$4,082.50	\$0	0.00%	0.0%	0.1%
125	NATIONAL - OILWELL INC		06/12/09	\$38.38	\$32.66	\$4,797.03	\$4,082.50	\$0	0.00%	0.0%	0.1%
250						\$9,245.17	\$8,165.00	\$0	0.00%	0.1%	0.2%
325	SCHLUMBERGER LTD	SLB	11/07/07	\$96.92	\$54.11	\$31,500.20	\$17,585.75	\$273	1.55%	0.1%	0.4%
50	SCHLUMBERGER LTD		12/10/07	\$98.08	\$54.11	\$4,904.16	\$2,705.50	\$42	1.55%	0.0%	0.1%
125	SCHLUMBERGER LTD		01/10/08	\$96.35	\$54.11	\$12,044.00	\$6,763.75	\$105	1.55%	0.1%	0.1%
100	SCHLUMBERGER LTD		02/12/08	\$81.20	\$54.11	\$8,120.05	\$5,411.00	\$84	1.55%	0.0%	0.1%
200	SCHLUMBERGER LTD		04/08/08	\$89.96	\$54.11	\$17,991.10	\$10,822.00	\$168	1.55%	0.1%	0.2%
100	SCHLUMBERGER LTD		10/03/08	\$73.47	\$54.11	\$7,347.04	\$5,411.00	\$84	1.55%	0.0%	0.1%
100	SCHLUMBERGER LTD		10/15/08	\$63.70	\$54.11	\$6,370.11	\$5,411.00	\$84	1.55%	0.0%	0.1%
300	SCHLUMBERGER LTD		11/07/08	\$49.15	\$54.11	\$14,745.84	\$16,233.00	\$252	1.55%	0.1%	0.3%
200	SCHLUMBERGER LTD		02/19/09	\$39.15	\$54.11	\$7,830.16	\$10,822.00	\$168	1.55%	0.1%	0.2%
1,500						\$110,852.66	\$81,165.00	\$1,260	1.55%	0.7%	1.7%
Total											
						\$146,164.30	\$110,555.00	\$1,260	1.14%	0.9%	2.3%
OIL - CRUDE PRODUCTS											
59	APACHE CORP	APA	06/16/08	\$140.20	\$72.15	\$8,271.86	\$4,256.85	\$35	0.83%	0.0%	0.1%
3	APACHE CORP		06/16/08	\$140.20	\$72.15	\$420.60	\$216.45	\$2	0.83%	0.0%	0.0%
75	APACHE CORP		06/24/08	\$140.42	\$72.15	\$10,531.35	\$5,411.25	\$45	0.83%	0.0%	0.1%
125	APACHE CORP		07/23/08	\$111.73	\$72.15	\$13,965.99	\$9,018.75	\$75	0.83%	0.1%	0.2%
63	APACHE CORP		09/18/08	\$110.50	\$72.15	\$6,961.68	\$4,545.45	\$38	0.83%	0.0%	0.1%
37	APACHE CORP		09/18/08	\$110.50	\$72.15	\$4,088.61	\$2,669.55	\$22	0.83%	0.0%	0.1%
150	APACHE CORP		11/07/08	\$75.96	\$72.15	\$11,394.09	\$10,822.50	\$90	0.83%	0.1%	0.2%
58	APACHE CORP		01/16/09	\$75.97	\$72.15	\$4,406.12	\$4,184.70	\$35	0.83%	0.0%	0.1%

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)
Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
171	APACHE CORP	03/31/09	\$64.73	\$72.15	\$11,068.68	\$12,337.65	\$103	0.83%	0.1%	0.3%
741					\$71,108.98	\$53,463.15	\$445	0.83%	0.4%	1.1%
50	EOG RESOURCES INC	05/07/08	\$137.98	\$67.92	\$6,899.09	\$3,396.00	\$29	0.85%	0.0%	0.1%
50	EOG RESOURCES INC	07/11/08	\$116.80	\$67.92	\$5,840.07	\$3,396.00	\$29	0.85%	0.0%	0.1%
100	EOG RESOURCES INC	11/12/08	\$76.24	\$67.92	\$7,623.96	\$6,792.00	\$58	0.85%	0.1%	0.1%
100	EOG RESOURCES INC	01/20/09	\$62.20	\$67.92	\$6,220.18	\$6,792.00	\$58	0.85%	0.1%	0.1%
225	EOG RESOURCES INC	01/28/09	\$69.22	\$67.92	\$15,374.66	\$15,282.00	\$130	0.85%	0.1%	0.3%
75	EOG RESOURCES INC	02/24/09	\$52.90	\$67.92	\$3,967.83	\$3,094.00	\$44	0.85%	0.0%	0.1%
100	EOG RESOURCES INC	03/31/09	\$56.93	\$67.92	\$5,692.97	\$6,792.00	\$58	0.85%	0.1%	0.1%
700					\$51,818.76	\$47,544.00	\$406	0.85%	0.4%	1.0%
	Total				\$122,927.74	\$101,007.15	\$851	0.84%	0.8%	2.1%
OILS - INTEGRATED INTERNATIONAL										
50	BP PLC-SPONS ADR	02/05/08	\$63.96	\$47.68	\$3,198.09	\$2,384.00	\$168	7.05%	0.0%	0.0%
100	BP PLC-SPONS ADR	05/06/08	\$72.65	\$47.68	\$7,264.79	\$4,768.00	\$336	7.05%	0.0%	0.1%
100	BP PLC-SPONS ADR	07/23/08	\$62.73	\$47.68	\$6,272.84	\$4,768.00	\$336	7.05%	0.0%	0.1%
100	BP PLC-SPONS ADR	08/26/08	\$56.55	\$47.68	\$5,654.58	\$4,768.00	\$336	7.05%	0.0%	0.1%
350					\$22,390.30	\$16,688.00	\$1,176	7.05%	0.1%	0.3%
25	CHEVRON CORP	12/10/07	\$91.39	\$66.25	\$2,284.77	\$1,656.25	\$65	3.92%	0.0%	0.0%
100	CHEVRON CORP	01/10/08	\$91.26	\$66.25	\$9,125.67	\$6,625.00	\$260	3.92%	0.1%	0.1%
200	CHEVRON CORP	02/05/08	\$80.25	\$66.25	\$16,049.60	\$13,250.00	\$520	3.92%	0.1%	0.3%
200	CHEVRON CORP	04/08/08	\$88.79	\$66.25	\$17,757.22	\$13,250.00	\$520	3.92%	0.1%	0.3%
100	CHEVRON CORP	08/29/08	\$87.32	\$66.25	\$8,731.71	\$6,625.00	\$260	3.92%	0.1%	0.1%
75	CHEVRON CORP	04/13/09	\$67.64	\$66.25	\$5,072.75	\$4,968.75	\$195	3.92%	0.0%	0.1%
700					\$59,021.72	\$46,375.00	\$1,820	3.92%	0.4%	1.0%
225	EXXON MOBIL CORP	11/07/07	\$88.45	\$69.91	\$19,901.82	\$15,729.75	\$378	2.40%	0.1%	0.3%
75	EXXON MOBIL CORP	12/10/07	\$92.06	\$69.91	\$6,904.19	\$5,243.25	\$126	2.40%	0.0%	0.1%
225	EXXON MOBIL CORP	01/10/08	\$91.40	\$69.91	\$20,564.73	\$15,729.75	\$378	2.40%	0.1%	0.3%
200	EXXON MOBIL CORP	02/27/08	\$89.60	\$69.91	\$17,920.22	\$13,982.00	\$336	2.40%	0.1%	0.3%
100	EXXON MOBIL CORP	07/02/08	\$89.10	\$69.91	\$8,910.19	\$6,991.00	\$168	2.40%	0.1%	0.1%
825					\$74,201.15	\$57,675.75	\$1,386	2.40%	0.5%	1.2%

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)

Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
150	ROYAL DUTCH SHELL PLC-ADR	RDSA 01/08/09	\$55.41	\$50.19	\$8,312.22	\$7,528.50	\$428	5.69%	0.1%	0.2%
200	ROYAL DUTCH SHELL PLC-ADR	02/20/09	\$47.04	\$50.19	\$9,408.30	\$10,038.00	\$571	5.69%	0.1%	0.2%
350					\$17,720.52	\$17,566.50	\$1,000	5.69%	0.1%	0.4%
	Total				\$173,333.69	\$138,305.25	\$5,382	3.89%	1.1%	2.9%
OILS - INTEGRATED DOMESTIC										
75	CONOCOPHILLIPS	COP 12/10/07	\$83.53	\$42.06	\$6,264.88	\$3,154.50	\$141	4.47%	0.0%	0.1%
100	CONOCOPHILLIPS	01/10/08	\$83.64	\$42.06	\$8,364.38	\$4,206.00	\$188	4.47%	0.0%	0.1%
200	CONOCOPHILLIPS	01/23/08	\$71.21	\$42.06	\$14,241.44	\$8,412.00	\$376	4.47%	0.1%	0.2%
200	CONOCOPHILLIPS	02/05/08	\$76.82	\$42.06	\$15,363.88	\$8,412.00	\$376	4.47%	0.1%	0.2%
200	CONOCOPHILLIPS	04/08/08	\$79.31	\$42.06	\$15,861.18	\$8,412.00	\$376	4.47%	0.1%	0.2%
175	CONOCOPHILLIPS	05/26/09	\$44.14	\$42.06	\$7,724.80	\$7,360.50	\$329	4.47%	0.1%	0.2%
950					\$67,820.56	\$39,957.00	\$1,786	4.47%	0.3%	0.8%
25	DEVON ENERGY CORPORATION	DVN 07/23/08	\$97.93	\$54.50	\$2,448.17	\$1,362.50	\$16	1.17%	0.0%	0.0%
150	DEVON ENERGY CORPORATION	09/25/08	\$101.86	\$54.50	\$15,279.21	\$8,175.00	\$96	1.17%	0.1%	0.2%
75	DEVON ENERGY CORPORATION	10/02/08	\$85.03	\$54.50	\$6,377.39	\$4,087.50	\$48	1.17%	0.0%	0.1%
150	DEVON ENERGY CORPORATION	01/28/09	\$64.32	\$54.50	\$9,647.34	\$8,175.00	\$96	1.17%	0.1%	0.2%
100	DEVON ENERGY CORPORATION	02/12/09	\$51.11	\$54.50	\$5,111.42	\$5,450.00	\$64	1.17%	0.0%	0.1%
100	DEVON ENERGY CORPORATION	03/03/09	\$41.02	\$54.50	\$4,102.23	\$5,450.00	\$64	1.17%	0.0%	0.1%
600					\$42,965.76	\$32,700.00	\$384	1.17%	0.3%	0.7%
750	NEXEN INC	NXY 05/21/09	\$21.10	\$21.65	\$15,823.20	\$16,237.50	\$123	0.76%	0.1%	0.3%
275	OCCIDENTAL PETROLEUM CORP	OXY 01/28/09	\$59.14	\$65.81	\$16,264.63	\$18,097.75	\$363	2.01%	0.1%	0.4%
225	OCCIDENTAL PETROLEUM CORP	06/17/09	\$63.69	\$65.81	\$14,330.88	\$14,807.25	\$297	2.01%	0.1%	0.3%
250	OCCIDENTAL PETROLEUM CORP	06/29/09	\$66.16	\$65.81	\$16,541.20	\$16,452.50	\$330	2.01%	0.1%	0.3%
750					\$47,136.71	\$49,357.50	\$990	2.01%	0.4%	1.0%
115	TOTAL SA-SPON ADR	TOT 11/08/07	\$83.73	\$54.23	\$9,629.23	\$6,236.45	\$293	4.70%	0.1%	0.1%
160	TOTAL SA-SPON ADR	01/29/08	\$73.33	\$54.23	\$11,733.33	\$8,676.80	\$408	4.70%	0.1%	0.2%
100	TOTAL SA-SPON ADR	04/08/08	\$77.44	\$54.23	\$7,744.20	\$5,423.00	\$255	4.70%	0.0%	0.1%
75	TOTAL SA-SPON ADR	05/06/08	\$84.91	\$54.23	\$6,368.48	\$4,067.25	\$191	4.70%	0.0%	0.1%
450					\$35,475.24	\$24,403.50	\$1,146	4.70%	0.2%	0.5%
	Total				\$209,221.47	\$162,655.50	\$4,429	2.72%	1.3%	3.4%

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)
Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
TOTAL ENERGY										
					\$666,562.72	\$527,387.40	\$11,989	2.27%	4.3%	10.9%
					\$4,474.80 AI					
TOTAL DOMESTIC EQUITIES					\$3,827,648.14	\$3,552,954.87	\$70,687	1.14%	28.8%	73.5%
INTERNATIONAL										
INTERNATIONAL EQUITY MUTUAL FUNDS										
	SCBMFAX									
22,696	BERNSTEIN INTERNATIONAL PORTFOLIO	11/07/07	\$29.08	\$12.51	\$660,000.00	\$283,927.10	\$9,351	3.29% ***	2.3%	5.9%
3,549	BERNSTEIN INTERNATIONAL PORTFOLIO	12/07/07	\$29.29	\$12.51	\$103,950.00	\$44,397.90	\$1,462	3.29% ***	0.4%	0.9%
3,611	BERNSTEIN INTERNATIONAL PORTFOLIO	12/11/07	\$25.26	\$12.51	\$91,201.40	\$45,167.44	\$1,488	3.29% ***	0.4%	0.9%
10,354	BERNSTEIN INTERNATIONAL PORTFOLIO	01/09/08	\$24.15	\$12.51	\$250,050.00	\$129,529.00	\$4,266	3.29% ***	1.1%	2.7%
10,890	BERNSTEIN INTERNATIONAL PORTFOLIO	02/04/08	\$22.91	\$12.51	\$249,500.00	\$136,239.42	\$4,487	3.29% ***	1.1%	2.8%
8,622	BERNSTEIN INTERNATIONAL PORTFOLIO	04/08/08	\$23.22	\$12.51	\$200,200.00	\$107,859.69	\$3,552	3.29% ***	0.9%	2.2%
7,122	BERNSTEIN INTERNATIONAL PORTFOLIO	05/06/08	\$24.08	\$12.51	\$171,500.00	\$89,097.38	\$2,934	3.29% ***	0.7%	1.8%
7,001	BERNSTEIN INTERNATIONAL PORTFOLIO	09/18/08	\$17.14	\$12.51	\$120,000.00	\$87,584.60	\$2,884	3.29% ***	0.7%	1.8%
3,733	BERNSTEIN INTERNATIONAL PORTFOLIO	04/01/09	\$10.50	\$12.51	\$39,200.00	\$46,704.00	\$1,538	3.29% ***	0.4%	1.0%
77,578					\$1,885,601.40	\$970,506.53	\$31,962	3.29%	7.9%	20.1%

EMERGING MARKETS

EMERGING MARKETS MUTUAL FUNDS

	SCBMFZ									
3,359	BERNSTEIN EMERGING MARKETS PORTFOLIO	11/07/07	\$53.59	\$21.61	\$180,000.00	\$72,590.04	\$1,703	2.35% ***	0.6%	1.5%
645	BERNSTEIN EMERGING MARKETS PORTFOLIO	12/07/07	\$54.09	\$21.61	\$34,900.00	\$13,942.99	\$327	2.35% ***	0.1%	0.3%
1,076	BERNSTEIN EMERGING MARKETS PORTFOLIO	12/11/07	\$40.96	\$21.61	\$44,078.94	\$23,255.52	\$546	2.35% ***	0.2%	0.5%

Bernstein Global Wealth Management

CARYLON FOUNDATION (888-39504)
Portfolio Valuation

As of June 30, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
1,582	BERNSTEIN EMERGING MARKETS PORTFOLIO	01/09/08	\$40.33	\$21.61	\$63,800.00	\$34,183.09	\$802	2.35% ***	0.3%	0.7%
1,921	BERNSTEIN EMERGING MARKETS PORTFOLIO	02/04/08	\$37.90	\$21.61	\$72,800.00	\$41,510.56	\$974	2.35% ***	0.3%	0.9%
1,642	BERNSTEIN EMERGING MARKETS PORTFOLIO	04/08/08	\$38.59	\$21.61	\$63,350.00	\$35,479.15	\$832	2.35% ***	0.3%	0.7%
2,481	BERNSTEIN EMERGING MARKETS PORTFOLIO	09/18/08	\$26.00	\$21.61	\$64,500.00	\$53,609.44	\$1,258	2.35% ***	0.4%	1.1%
1,627	BERNSTEIN EMERGING MARKETS PORTFOLIO	12/09/08	\$14.72	\$21.61	\$23,950.30	\$35,160.74	\$825	2.35% ***	0.3%	0.7%
14,333					\$547,379.24	\$309,731.53	\$7,267	2.35%	2.5%	6.4%
TOTAL EQUITIES					\$6,260,628.78	\$4,833,192.93	\$109,916	2.28%	39.2%	100%
NET PORTFOLIO VALUE					\$14,069,665.42	\$12,319,651.92	\$478,405	4.15%	100.0%	

AI = Accrued Income (interest and dividends)

Total portfolio cost includes the reinvestment of interest, dividends and capital gains distributions as well as sale proceeds and therefore is not equivalent to the capital you have invested in this account.

The above quantity rounds your fund shares to the nearest whole share. For the fractional shares held, see your monthly brokerage statement.

** Fixed income fund yields are calculated using the 30 day S.E.C. yield. Municipal yields may include a portion of taxable income. Estimated annual income for the fixed income portfolios is based on the monthly income dividends and does not include capital gains distributions. Therefore yield will differ from estimated annual income.

*** International and Emerging Market Fund yields are estimated based on the current dividends of the foreign stocks in the fund, net of estimated fund expenses. The actual fund dividend can vary significantly due to gains and losses on foreign currency transactions. The S.E.C. yield calculation is not available.

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

OMB No. 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization CARYLON FOUNDATION	Employer identification number 36-6033583
	Number, street, and room or suite no. If a P.O. box, see instructions 2500 W. ARTHINGTON STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHICAGO, IL 60612	

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

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

- The books are in the care of ► **CARYLON FOUNDATION**

Telephone No ► **312 666-7700**

FAX No ► _____

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **02/15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☐ calendar year _____ or
 ► ☒ tax year beginning **07/01, 2008**, and ending **06/30, 2009**

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$ 15,000.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$ 41,240.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c \$ NONE

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)

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

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

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

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization CARYLON FOUNDATION	Employer identification number 36-6033583
	Number, street, and room or suite no. If a P.O. box, see instructions. 2500 W. ARTHINGTON STREET	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60612	

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

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

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

- The books are in the care of **CARYLON FOUNDATION**
Telephone No. **312 666-7700** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **05/15/2010**
- 5 For calendar year _____, or other tax year beginning **07/01/2008**, and ending **06/30/2009**
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED IN ORDER TO ACCUMULATE THE INFORMATION NECESSARY FOR A COMPLETE AND ACCURATE FILING.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	15,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	41,240.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFIPS (Electronic Federal Tax Payment System). See instructions.	8c \$	NONE

Signature and Verification

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

Signature **[Signature]** Title **[Signature]** Date **2/12/2010**

OSTROW REISIN BERK & ABRAMS, LTD.
455 N CITYFRONT PLAZA DR, STE 2600
CHICAGO, IL 60611-5379

Form 8868 (Rev. 4-2009)