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

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 JUL 1, 2008, and ending JUN 30, 2009

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

Use the IRS label Otherwise, print or type See Specific Instructions	Name of foundation THE BEN E. KEITH FOUNDATION		A Employer identification number 75-6013955
	C/O JPMORGAN CHASE BANK, NA		B Telephone number 817-884-4448
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 600 BAILEY AVENUE (TX1-3434)		C If exemption application is pending, check here ☐
	City or town, state, and ZIP code FORT WORTH, TX 76107		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
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) \$ 13749844.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐			

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))		(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				N/A	
2 Check ☒ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		12937.	12937.		Statement 2
4 Dividends and interest from securities		793838.	758463.		Statement 3
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		-2046830.			Statement 1
b Gross sales price for all assets on line 6a		2696100.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		5660.	5660.		Statement 4
12 Total Add lines 1 through 11		-1234395.	777060.		
13 Compensation of officers, directors, trustees, etc		59396.	56426.		2970.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees Stmt 5		1865.	1865.		0.
c Other professional fees					
17 Interest					
18 Taxes Stmt 6		200.	200.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		61461.	58491.		2970.
25 Contributions, gifts, grants paid		788633.			788633.
26 Total expenses and disbursements Add lines 24 and 25		850094.	58491.		791603.
27 Subtract line 26 from line 12		-2084489.			
b Net investment income (if negative, enter -0-)			718569.		
c Adjusted net income (if negative, enter -0-)				N/A	

LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1655092.	92076.	92076.
	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				
	7	Other notes and loans receivable ▶	8250.			
		Less allowance for doubtful accounts ▶		8250.	8250.	8250.
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock Stmt 8		9161123.	4550114.	4666388.
	c	Investments - corporate bonds Stmt 9		5021087.	9099523.	8966751.
11	Investments - land, buildings and equipment basis ▶	7.				
	Less accumulated depreciation ▶		7.	7.	16379.	
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		15845559.	13749970.	13749844.	
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				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27	Capital stock, trust principal, or current funds		15063863.	13074740.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund		0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds		781696.	675230.	
30	Total net assets or fund balances		15845559.	13749970.		
31	Total liabilities and net assets/fund balances		15845559.	13749970.		

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	15845559.
2	Enter amount from Part I, line 27a	2	-2084489.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	13761070.
5	Decreases not included in line 2 (itemize) ▶ See Statement 7	5	11100.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	13749970.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE	P		
b TRADED FYE 6-30-08, SETTLED FYE 6-30-09	P		
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 2659193.		4682015.	-2022822.
b 36907.		60915.	-24008.
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-2022822.
b			-24008.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-2046830.
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) If (loss), enter -0- in Part I, line 8 }	3	N/A

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 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	815478.	16347323.	.049884
2006	753408.	16867524.	.044666
2005	676992.	15562994.	.043500
2004	830931.	15044644.	.055231
2003	722889.	14710844.	.049140

2 Total of line 1, column (d)	2	.242421
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	.048484
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	13846458.
5 Multiply line 4 by line 3	5	671332.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	7186.
7 Add lines 5 and 6	7	678518.
8 Enter qualifying distributions from Part XII, line 4	8	791603.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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	7186.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	7186.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	7186.
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	21092.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21092.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	13906.	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax	11	0.	

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 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 ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?		
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 instructions) ☐ TX		
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)? 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)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JPMORGAN CHASE BANK, NA Telephone no ► (817) 884-4448 Located at ► 600 BAILEY AVENUE (TX1-3434), FORT WORTH, TX ZIP+4 ► 76107			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A

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

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

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

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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)?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

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

6b

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?

N/A

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.

(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
JPMORGAN CHASE BANK, NA 600 BAILEY AVE. TX1-3434 FORT WORTH, TX 76107	TRUSTEE 5.00	59396.	0.	0.

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

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

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

0

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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. If none, enter "NONE."

[illegible]

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

0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1	N/A	
2		
3	All other program-related investments See instructions	

Total. Add lines 1 through 3

0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	12798528.
b	Average of monthly cash balances	1b	1234273.
c	Fair market value of all other assets	1c	24517.
d	Total (add lines 1a, b, and c)	1d	14057318.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14057318.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	210860.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13846458.
6	Minimum investment return. Enter 5% of line 5	6	692323.

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

1	Minimum investment return from Part X, line 6	1	692323.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	7186.
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	7186.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	685137.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	685137.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	685137.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	791603.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	791603.
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	5	7186.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	784417.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				685137.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			781696.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 791603.				
a Applied to 2007, but not more than line 2a			781696.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				9907.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below.				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				675230.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

THE BEN E. KEITH FOUNDATION
C/O JPMORGAN CHASE BANK, NA

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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

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

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

Tax year

Prior 3 years

(a) 2008

(b) 2007

(c) 2006

(d) 2005

(e) Total

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 the instructions.)

1 Information Regarding Foundation Managers:

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

None

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

None

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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

ERIC HYDEN, JPMORGAN CHASE BANK, NA
420 THROCKMORTON, FORT WORTH, TX 76102

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

NAME, PURPOSE, AMOUNT, DIRECTOR, COPY OF EXEMPTION LETTER

c Any submission deadlines

SEPTEMBER

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

STATE OF TEXAS

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year SEE ATTACHED			GENERAL PURPOSE	788633.
Total				▶ 3a 788633.
b Approved for future payment None				
Total				▶ 3b 0.

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	12937.	
4 Dividends and interest from securities			14	793838.	
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			15	5660.	
8 Gain or (loss) from sales of assets other than inventory			18	-2046830.	
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)		0.		-1234395.	0.
13 Total. Add line 12, columns (b), (d), and (e)					
(See worksheet in line 13 instructions to verify calculations.)					

[illegible]

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? a Transfers from the reporting foundation to a noncharitable exempt organization of (1) Cash (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.				
Signature of officer or trustee <i>[Signature]</i>		Date <i>2-13-2010</i>	Title <i>Trust Officer</i>	
Sign Here Paid Preparer's Use Only	Preparer's signature <i>[Signature]</i>	Date	Check if self-employed ☐	Preparer's identifying number
	Firm's name (or yours if self-employed), address, and ZIP code	EIN <i>13-4994650</i> Phone no		

Form **990-PF** (2008)

Form 990-PF Gain or (Loss) from Sale of Assets Statement 1

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
SEE ATTACHED SCHEDULE	Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
2659193.	4682015.	0.	0.
-2022822.			

(a) Description of Property	Manner Acquired	Date Acquired	Date Sold
TRADED FYE 6-30-08, SETTLED FYE 6-30-09	Purchased		
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.
(f) Gain or Loss			
36907.	60915.	0.	0.
-24008.			

Capital Gains Dividends from Part IV	0.
Total to Form 990-PF, Part I, line 6a	-2046830.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
JPMORGAN DEPOSIT SWEEP INSTITUTIONAL	12937.
Total to Form 990-PF, Part I, line 3, Column A	12937.

Form 990-PF	Dividends and Interest from Securities	Statement	3
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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
VARIOUS	793838.	0.	793838.
Total to Fm 990-PF, Part I, ln 4	793838.	0.	793838.

Form 990-PF	Other Income	Statement	4
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Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
ROYALTIES	5660.	5660.	
Total to Form 990-PF, Part I, line 11	5660.	5660.	

Form 990-PF	Accounting Fees	Statement	5
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
TAX PREPARATION FEE	1865.	1865.		0.
To Form 990-PF, Pg 1, ln 16b	1865.	1865.		0.

Form 990-PF	Taxes	Statement	6
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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
AD VALOREM TAXES	48.	48.		0.
PRODUCTION TAXES	152.	152.		0.
To Form 990-PF, Pg 1, ln 18	200.	200.		0.

Form 990-PF	Other Decreases in Net Assets or Fund Balances	Statement	7
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Description	Amount
TAX PAID WITH 6/30/08 RETURN	5000.
ESTIMATED TAX PAYMENTS	6100.
Total to Form 990-PF, Part III, line 5	11100.

Form 990-PF	Corporate Stock	Statement	8
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Description	Book Value	Fair Market Value
SEE ATTACHED	4550114.	4666388.
Total to Form 990-PF, Part II, line 10b	4550114.	4666388.

Form 990-PF	Corporate Bonds	Statement	9
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Description	Book Value	Fair Market Value
SEE ATTACHED	9099523.	8966751.
Total to Form 990-PF, Part II, line 10c	9099523.	8966751.

Contributions Paid

149	BENEFICIARY DISTRIBUTIONS					
	DISTRIBUTIONS NOT MATCHED TO BENEFICIARY					

07/01/08	CASH DISBURSEMENT	-5000.00	-5000.00		080700008	
	GRANTS PAID		UNMATCHED BENE DISTRIBUTION			
	*** CHARITABLE CONTRIBUTION-HH2					
	FOR: 75-6013955					
	PAID TO:					
	AMERICAN CANCER SOCIETY, INC.					
	TR TRAN#=IT000034000021	TR CD=313	REG=66	PORT=INC		
07/01/08	CASH DISBURSEMENT	-3000.00	-3000.00		080700009	
	GRANTS PAID		UNMATCHED BENE DISTRIBUTION			
	*** CHARITABLE CONTRIBUTION-HH2					
	FOR: 75-6013955					
	PAID TO:					
	JEWEL CHARITY BALL INCORPORATED					
	TR TRAN#=IT000034000022	TR CD=313	REG=66	PORT=INC		
07/09/08	CASH DISBURSEMENT	-1000.00	-1000.00		080700026	
	GRANTS PAID		UNMATCHED BENE DISTRIBUTION			
	*** CHARITABLE CONTRIBUTION - HH2					
	FOR: 75-6013955					
	PAID TO:					
	CENIKOR FOUNDATION, INC.					
	TR TRAN#=IT000339000040	TR CD=313	REG=66	PORT=INC		
07/24/08	CASH DISBURSEMENT	-5000.00	-5000.00		080700056	
	GRANTS PAID		UNMATCHED BENE DISTRIBUTION			
	*** CHARITABLE CONTRIBUTION - JH					
	FOR: 75-6013955					
	PAID TO:					
	GOODWILL INDUSTRIES OF DALLAS, INC.					
	TR TRAN#=IT001085000032	TR CD=313	REG=66	PORT=INC		
07/30/08	CASH DISBURSEMENT	-1000.00	-1000.00		080700072	
	GRANTS PAID		UNMATCHED BENE DISTRIBUTION			
	*** CHARITABLE CONTRIBUTION - HH					
	FOR: 75-6013955					
	PAID TO:					
	GILL CHILDREN'S SERVICES, INC.					
	TR TRAN#=IT001403000020	TR CD=313	REG=66	PORT=INC		
08/05/08	CASH DISBURSEMENT	-2000.00	-2000.00		080800016	
	GRANTS PAID		UNMATCHED BENE DISTRIBUTION			
	*** CHARITABLE CONTRIBUTION - DM					
	FOR: 75-6013955					
	PAID TO:					
	MISSION ARLINGTON, INC.					
	TR TRAN#=IT000177000048	TR CD=313	REG=66	PORT=INC		
08/05/08	CASH DISBURSEMENT	-5700.00	-5700.00		080800018	
	GRANTS PAID		UNMATCHED BENE DISTRIBUTION			
	*** CHARITABLE CONTRIBUTION - HH					
	FOR: 75-6013955					
	PAID TO:					
	CRYSTAL CHARITY BALL					
	TR TRAN#=IT000177000064	TR CD=313	REG=66	PORT=INC		
08/05/08	CASH DISBURSEMENT	-1500.00	-1500.00		080800019	
	GRANTS PAID		UNMATCHED BENE DISTRIBUTION			

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
*** CHARITABLE CONTRIBUTION - HH OPEN HOUSE FOR: 75-6013955 PAID TO: DALLAS ARTS DISTRICT ALLIANCE TR TRAN#=IT000177000065 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR 75-6013955 PAID TO: CHINATI FOUNDATION TR TRAN#=IT000177000057 TR CD=313 REG=66 PORT=INC	-2500.00	-2500.00 UNMATCHED BENE DISTRIBUTION		080800017
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR: 75-6013955 PAID TO: DALLAS THEATER CENTER TR TRAN#=IT000177000079 TR CD=313 REG=66 PORT=INC	-3000.00	-3000.00 UNMATCHED BENE DISTRIBUTION		080800026
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR: 75-6013955 PAID TO: DALLAS WIND SYMPHONY TR TRAN#=IT000177000080 TR CD=313 REG=66 PORT=INC	-2000.00	-2000.00 UNMATCHED BENE DISTRIBUTION		080800027
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR: 75-6013955 PAID TO: DALLAS ZOOLOGICAL SOCIETY TR TRAN#=IT000177000082 TR CD=313 REG=66 PORT=INC	-5000.00	-5000.00 UNMATCHED BENE DISTRIBUTION		080800028
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH PYMT 3 OF 3 FOR SCHOLARSHIPS FOR: 75-6013955 PAID TO: EAST DALLAS COMMUNITY SCHOOL TR TRAN#=IT000177000085 TR CD=313 REG=66 PORT=INC	-5000.00	-5000.00 UNMATCHED BENE DISTRIBUTION		080800029
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR: 75-6013955 PAID TO: DALLAS BLACK DANCE THEATRE TR TRAN#=IT000177000068 TR CD=313 REG=66 PORT=INC	-2000.00	-2000.00 UNMATCHED BENE DISTRIBUTION		080800020
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR: 75-6013955 PAID TO: DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION, INC. TR TRAN#=IT000177000069 TR CD=313 REG=66 PORT=INC	-50000.00	-50000.00 UNMATCHED BENE DISTRIBUTION		080800021
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH ENDOWMENT FOR: 75-6013955 PAID TO: DALLAS MUSEUM ART TR TRAN#=IT000177000070 TR CD=313 REG=66 PORT=INC	-25000.00	-25000.00 UNMATCHED BENE DISTRIBUTION		080800022
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR: 75-6013955 PAID TO: DALLAS OPERA TR TRAN#=IT000177000072 TR CD=313 REG=66 PORT=INC	-3000.00	-3000.00 UNMATCHED BENE DISTRIBUTION		080800023
08/05/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH 2ND CHECK FOR WOH OFFICES FOR: 75-6013955 PAID TO:	-25000.00	-25000.00 UNMATCHED BENE DISTRIBUTION		080800024

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
DALLAS OPERA TR TRAN#=IT000177000074 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-3000.00	-3000.00		080800025
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR: 75-6013955				
PAID TO:				
DALLAS SYMPHONY ASSOCIATION, INC. TR TRAN#=IT000177000076 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-2500.00	-2500.00		080800030
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
PYMT 2 OF 2, BOB GLAZE FUND				
FOR 75-6013955				
PAID TO:				
EAST DALLAS COMMUNITY SCHOOL TR TRAN#=IT000177000087 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-3000.00	-3000.00		080800031
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR 75-6013955				
PAID TO:				
FINE ARTS CHAMBER PLAYERS OF DALLAS TR TRAN#=IT000177000092 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-1000.00	-1000.00		080800032
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR 75-6013955				
PAID TO:				
GREATER DALLAS YOUTH ORCHESTRA TR TRAN#=IT000177000103 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-10000.00	-10000.00		080800033
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR: 75-6013955				
PAID TO:				
FORT WORTH ART ASSOCIATION TR TRAN#=IT000177000122 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-3000.00	-3000.00		080800034
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR 75-6013955				
PAID TO:				
PEGASUS MUSIC SOCIETY ORCHESTRA OF NEW SPAIN TR TRAN#=IT000177000129 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-3000.00	-3000.00		080800035
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR: 75-6013955				
PAID TO:				
SHAKESPEARE FESTIVAL OF DALLAS TR TRAN#=IT000177000132 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-2500.00	-2500.00		080800036
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR 75-6013955				
PAID TO:				
TACA, INC TR TRAN#=IT000177000135 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-1500.00	-1500.00		080800037
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR 75-6013955				
PAID TO:				
TEXAS WINDS MUSICAL OUTREACH, INC. TR TRAN#=IT000177000143 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-1000.00	-1000.00		080800038
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR 75-6013955				
PAID TO:				
DEEP ELLUM THEATRE GROUP TR TRAN#=IT000177000146 TR CD=313 REG=66 PORT=INC				
08/05/08 CASH DISBURSEMENT	-3333.00	-3333.00		080800039
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH ; PYMT 2 OF 3				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
FOR: 75-6013955				
PAID TO:				
BIG THOUGHT				
TR TRAN#	IT000184000019	TR CD=313	REG=66	PORT=INC
08/05/08 CASH DISBURSEMENT	-1500.00	-1500.00		080800040
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
MEMBERSHIPS				
FOR: 75-6013955				
PAID TO:				
DALLAS ARTS DISTRICT ALLIANCE				
TR TRAN#	IT000184000024	TR CD=313	REG=66	PORT=INC
08/05/08 CASH DISBURSEMENT	-3000.00	-3000.00		080800041
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
CORPORATE MEMBERSHIP				
FOR: 75-6013955				
PAID TO:				
DALLAS MUSEUM ART				
TR TRAN#	IT000184000026	TR CD=313	REG=66	PORT=INC
08/12/08 CASH DISBURSEMENT	-500.00	-500.00		080800050
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - JH				
FOR: 75-6013955				
PAID TO:				
FRONTIERS OF FLIGHT MUSEUM, INC.				
TR TRAN#	IT000515000203	TR CD=313	REG=66	PORT=INC
09/08/08 CASH DISBURSEMENT	-3000.00	-3000.00		080900030
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - JH				
FOR: 75-6013955				
PAID TO:				
DALLAS ZOOLOGICAL SOCIETY				
TR TRAN#	IT000302000055	TR CD=313	REG=66	PORT=INC
09/08/08 CASH DISBURSEMENT	-25000.00	-25000.00		080900031
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - RH				
PAYMENT 1 OF 2 YEAR PLEDGE				
FOR: 75-6013955				
PAID TO:				
RONALD MCDONALD HOUSE OF DALLAS INC.				
TR TRAN#	IT000302000075	TR CD=313	REG=66	PORT=INC
09/08/08 CASH DISBURSEMENT	-1000.00	-1000.00		080900032
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - DM				
FOR: 75-6013955				
PAID TO:				
DOWN SYNDROME PARTNERSHIP OF				
TARRANT COUNTY				
TR TRAN#	IT000312000061	TR CD=313	REG=66	PORT=INC
09/29/08 CASH DISBURSEMENT	-1000.00	-1000.00		080900064
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - DM				
FOR: 75-6013955				
PAID TO:				
MUSCULAR DYSTROPHY ASSOCIATION				
TR TRAN#	IT001374000035	TR CD=313	REG=66	PORT=INC
09/29/08 CASH DISBURSEMENT	-4500.00	-4500.00		080900063
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - DM				
FOR: 75-6013955				
PAID TO:				
OAKRIDGE SCHOOL, INC.				
TR TRAN#	IT001374000034	TR CD=313	REG=66	PORT=INC
10/17/08 CASH DISBURSEMENT	-7500.00	-7500.00		081000054
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - RH				
FOR: 75-6013955				
PAID TO:				
SALESMANSHIP CLUB OF DALLAS UNION				
STATION NO 350				
TR TRAN#	IT000764000027	TR CD=313	REG=66	PORT=INC
10/17/08 CASH DISBURSEMENT	-25000.00	-25000.00		081000055
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - 1/2 RH & 1/2 HH				
FOR: 75-6013955				
PAID TO:				
CHIAPAS PROJECT				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
TR TRAN#=IT000764000029 TR CD=313 REG=66 PORT=INC				
10/17/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR 75-6013955 PAID TO: DALLAS SUMMER MUSICALS, INC. TR TRAN#=IT000764000035 TR CD=313 REG=66 PORT=INC	-15000.00	-15000.00 UNMATCHED BENE DISTRIBUTION		081000056
10/29/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - 1/2 RH & 1/2 HH FOR 75-6013955 PAID TO: CHEROKEE VOLUNTEER FIRE DEPT., INC. TR TRAN#=IT001315000047 TR CD=313 REG=66 PORT=INC	-1500.00	-1500.00 UNMATCHED BENE DISTRIBUTION		081000076
10/29/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - 1/2 RH & 1/2 HH FOR 75-6013955 PAID TO: ARTS COUNCIL OF FORT WORTH & TARRANT COUNTY, INC. TR TRAN#=IT001315000048 TR CD=313 REG=66 PORT=INC	-3500.00	-3500.00 UNMATCHED BENE DISTRIBUTION		081000077
11/20/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR 75-6013955 PAID TO: HIGHLAND PARK ISD EDUCATION FOUNDATION 4201 GRASSMERE LANE DALLAS, TX 75205 TR TRAN#=IT000844000010 TR CD=313 REG=66 PORT=INC	-1000.00	-1000.00 UNMATCHED BENE DISTRIBUTION		081100032
11/24/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR 75-6013955 PAID TO: COTTON BOWL ATHLETIC ASSOCIATION TR TRAN#=IT000973000054 TR CD=313 REG=66 PORT=INC	-5000.00	-5000.00 UNMATCHED BENE DISTRIBUTION		081100042
11/24/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - JH FOR 75-6013955 PAID TO: HIGHLAND PARK ISD EDUCATION FOUNDATION 4201 GRASSMERE LANE DALLAS, TX 75205 TR TRAN#=IT000973000056 TR CD=313 REG=66 PORT=INC	-1000.00	-1000.00 UNMATCHED BENE DISTRIBUTION		081100043
12/03/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION--HH2 \$250,000 TOTAL PLEDGE OVER 5 YEARS (PYMT 2 OF 5) FOR 75-6013955 PAID TO: FORT WORTH MUSEUM OF SCIENCE AND HISTORY TR TRAN#=IT000169000018 TR CD=313 REG=66 PORT=INC	-50000.00	-50000.00 UNMATCHED BENE DISTRIBUTION		081200028
12/11/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR 75-6013955 PAID TO: VISITING NURSE ASSOCIATION OF TEXAS TR TRAN#=IT000546000036 TR CD=313 REG=66 PORT=INC	-5000.00	-5000.00 UNMATCHED BENE DISTRIBUTION		081200049
12/22/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR 75-6013955 PAID TO: AUSTIN COLLEGE TR TRAN#=IT001038000014 TR CD=313 REG=66 PORT=INC	-25000.00	-25000.00 UNMATCHED BENE DISTRIBUTION		081200072
12/22/08 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR 75-6013955 PAID TO:	-5000.00	-5000.00 UNMATCHED BENE DISTRIBUTION		081200073

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
FIELD SCOVELL SCHOLARSHIP FOUNDATION				
01/14/09				
CASH DISBURSEMENT	-4000.00	-4000.00		090100033
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - DM				
FOR: 75-6013955				
PAID TO:				
THEATRE ARLINGTON, INC.				
TR TRAN#=IT001038000015 TR CD=313 REG=66 PORT=INC				
01/22/09				
CASH DISBURSEMENT	-3000.00	-3000.00		090100063
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - DM				
FOR: 75-6013955				
PAID TO:				
ARLINGTON MUSEUM OF ART, INC				
TR TRAN#=IT000950000017 TR CD=313 REG=66 PORT=INC				
01/30/09				
CASH DISBURSEMENT	-10000.00	-10000.00		090100084
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
***NP CHARITABLE CONTRIBUTION - RH				
FOR: 75-6013955				
PAID TO:				
SALESMANSHIP CLUB CHARITABLE GOLF				
OF DALLAS, INC.				
TR TRAN#=IT001349000052 TR CD=313 REG=66 PORT=INC				
02/04/09				
CASH DISBURSEMENT	-1000.00	-1000.00		090200022
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - JH				
FOR: 75-6013955				
PAID TO:				
UNIVERSITY OF TEXAS AT AUSTIN				
P O. BOX 7458				
AUSTIN, TX 78713				
TR TRAN#=IT000149000008 TR CD=313 REG=66 PORT=INC				
02/04/09				
CASH DISBURSEMENT	-1500.00	-1500.00		090200023
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - JH				
FOR: 75-6013955				
PAID TO:				
FRIENDS OF FAIR PARK, INC.				
1121 FIRST AVENUE				
DALLAS, TX 75210				
TR TRAN#=IT000149000010 TR CD=313 REG=66 PORT=INC				
02/25/09				
CASH DISBURSEMENT	-1000.00	-1000.00		090200064
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - DM				
FOR: 75-6013955				
PAID TO:				
BOYS & GIRLS CLUB OF ARLINGTON, INC.				
FBO LADIES AUXILIARY				
TR TRAN#=IT001014000047 TR CD=313 REG=66 PORT=INC				
03/03/09				
CASH DISBURSEMENT	-2500.00	-2500.00		090300012
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR: 75-6013955				
PAID TO:				
CAMP JOHN MARC FOUNDATION, INC				
TR TRAN#=IT000080000023 TR CD=313 REG=66 PORT=INC				
03/03/09				
CASH DISBURSEMENT	-25000.00	-25000.00		090300013
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR: 75-6013955				
PAID TO:				
CHINATI FOUNDATION				
TR TRAN#=IT000080000024 TR CD=313 REG=66 PORT=INC				
03/24/09				
CASH DISBURSEMENT	-5000.00	-5000.00		090300074
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - HH				
FOR: 75-6013955				
PAID TO:				
AFRICAN AMERICAN MUSEUM				
P. O. BOX 150157				
DALLAS, TX 75315				
TR TRAN#=IT001017000119 TR CD=313 REG=66 PORT=INC				
03/25/09				
CASH DISBURSEMENT	-10000.00	-10000.00		090300075
GRANTS PAID		UNMATCHED BENE DISTRIBUTION		
*** CHARITABLE CONTRIBUTION - RH				
FOR: 75-6013955				
PAID TO:				

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
CHILD STUDY CENTER TR TRAN#=IT001080000020 TR CD=313 REG=66 PORT=INC				
03/25/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR: 75-6013955 PAID TO: RISE SCHOOL OF DALLAS TR TRAN#=IT001080000022 TR CD=313 REG=66 PORT=INC	-10000 00	-10000.00 UNMATCHED BENE DISTRIBUTION		090300076
03/25/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR: 75-6013955 PAID TO: RONALD MCDONALD HOUSE OF DALLAS, INC TR TRAN#=IT001080000025 TR CD=313 REG=66 PORT=INC	-25000 00	-25000.00 UNMATCHED BENE DISTRIBUTION		090300077
03/25/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR: 75-6013955 PAID TO: TEXAS CULTURAL TRUST COUNCILS TR TRAN#=IT001080000026 TR CD=313 REG=66 PORT=INC	-15000 00	-15000.00 UNMATCHED BENE DISTRIBUTION		090300078
04/06/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - DM FOR: 75-6013955 PAID TO: BIG BROTHERS BIG SISTERS TR TRAN#=IT000219000027 TR CD=313 REG=66 PORT=INC	-10000 00	-10000.00 UNMATCHED BENE DISTRIBUTION		090400018
04/13/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR: 75-6013955 PAID TO: ANITA N MARTINEZ BALLET FOLKLORIC 4422 LIVE OAK DALLAS, TX 75229 TR TRAN#=IT000539000031 TR CD=313 REG=66 PORT=INC	-3000 00	-3000 00 UNMATCHED BENE DISTRIBUTION		090400043
05/27/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION-RHII (PAYMENT 1 OF 5) FOR: 75-6013955 PAID TO: RESOURCE CENTER OF DALLAS, INC TR TRAN#=IT001097000057 TR CD=313 REG=66 PORT=PRIN	-20000 00		-20000 00	0905000057
06/02/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - JH FOR: 75-6013955 PAID TO: DALLAS SYMPHONY ASSOCIATION, INC TR TRAN#=IT000101000019 TR CD=313 REG=66 PORT=PRIN	-1000 00		-1000 00	0906000018
06/02/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - JH FOR: 75-6013955 PAID TO: DALLAS OPERA TR TRAN#=IT000101000020 TR CD=313 REG=66 PORT=PRIN	-1000 00		-1000 00	0906000019
06/02/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - JH FOR: 75-6013955 PAID TO: DALLAS ARBORETUM & BOTANICAL SOCIETY, INC TR TRAN#=IT000101000021 TR CD=313 REG=66 PORT=PRIN	-1000 00		-1000 00	0906000020
06/02/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - JH FOR: 75-6013955 PAID TO: MUSEUM OF NATURE AND SCIENCE TR TRAN#=IT000101000023 TR CD=313 REG=66 PORT=PRIN	-1000 00		-1000 00	0906000022
06/02/09 CASH DISBURSEMENT GRANTS PAID	-1000 00		-1000 00	0906000023

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149 BENEFICIARY DISTRIBUTIONS (CONTINUED)				
DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
*** CHARITABLE CONTRIBUTION - JH DALLAS AQUARIUM AT FAIR PARK FOR 75-6013955 PAID TO DALLAS ZOOLOGICAL SOCIETY TR TRAN#=IT000101000024 TR CD=313 REG=66 PORT=PRIN				
06/02/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - JH FOR 75-6013955 PAID TO NASHER SCULPTURE CENTER TR TRAN#=IT000101000026 TR CD=313 REG=66 PORT=PRIN	-1000 00		-1000 00	0906000024
06/02/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - JH FOR 75-6013955 PAID TO DALLAS MUSEUM ART TR TRAN#=IT000101000022 TR CD=313 REG=66 PORT=PRIN	-1000 00		-1000 00	0906000021
06/05/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION HH FOR 75-6013955 PAID TO TEATRO HISPANO DE DALLAS 1331 RECORD CROSSING ROAD DALLAS, TX 75235 TR TRAN#=IT000281000089 TR CD=313 REG=66 PORT=PRIN	-2000 00		-2000 00	0906000033
06/10/09 CASH DISBURSEMENT GRANTS PAID *** DM CHARITABLE CONTRIBUTION FOR 75-6013955 PAID TO OAK RIDGE SCHOOL TR TRAN#=IT000467000083 TR CD=313 REG=66 PORT=PRIN	-8500 00		-8500 00	0906000055
06/19/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR 75-6013955 PAID TO YMCA OF METROPOLITAN DALLAS 601 N AKARD STREET DALLAS, TX 75201 TR TRAN#=IT000903000055 TR CD=313 REG=66 PORT=PRIN	-50000 00		-50000 00	0906000078
06/19/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR 75-6013955 PAID TO SENIOR CITIZENS OF GREATER DALLAS, INC 3910 HARRY HINES BLVD DALLAS, TX 75219 TR TRAN#=IT000903000056 TR CD=313 REG=66 PORT=PRIN	-100000 00		-100000 00	0906000079
06/23/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR 75-6013955 PAID TO COMMUNITIES IN SCHOOLS DALLAS REGION INC TR TRAN#=IT001037000044 TR CD=313 REG=66 PORT=PRIN	-30000 00		-30000 00	0906000084
06/23/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR 75-6013955 PAID TO TEXAS INTERNATIONAL THEATRICAL ARTS SOCIETY TR TRAN#=IT001037000047 TR CD=313 REG=66 PORT=PRIN	-1000 00		-1000 00	0906000085
06/23/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR 75-6013955 PAID TO DALLAS CENTER FOR THE PERFORMING ARTS FOUNDATION, INC TR TRAN#=IT001037000048 TR CD=313 REG=66 PORT=PRIN	-25000 00		-25000 00	0906000086

TAX CODE/DATE TRANSACTIONS	TAXABLE	INCOME	PRINCIPAL	EDIT NUMBER
149 BENEFICIARY DISTRIBUTIONS (CONTINUED) DISTRIBUTIONS NOT MATCHED TO BENEFICIARY (CONTINUED)				
06/23/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR 75-6013955 PAID TO DALLAS COUNTY MHMR AKA METROCARE SERVICES TR TRAN#=IT001037000049 TR CD=313 REG=66 PORT=PRIN	-10000.00		-10000 00	0906000087
06/23/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - HH FOR 75-6013955 PAID TO DALLAS VISUAL ART CENTER AKA DALLAS CONTEMPORARY TR TRAN#=IT001037000042 TR CD=313 REG=66 PORT=PRIN	-30000 00		-30000 00	0906000083
06/26/09 CASH DISBURSEMENT GRANTS PAID *** GENERAL OPERATING SUPPORT - HH2 PAYMENT 2 OF 4 FOR 75-6013955 PAID TO PERFORMING ARTS FORT WORTH FORT WORTH, TX 76102 TR TRAN#=IT001242000028 TR CD=313 REG=66 PORT=INC	-2500.00	-2500.00		0906000099
06/30/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - RH FOR 75-6013955 PAID TO S M WRIGHT FOUNDATION 100 N CENTRAL EXPRESSWAY DALLAS, TX 75201 TR TRAN#=IT001393000040 TR CD=313 REG=66 PORT=PRIN	-11100.00		-11100 00	0906000110
06/30/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION FOR THE STEWPOT- JH FOR. 75-6013955 PAID TO FIRST PRESBYTERIAN CHURCH 408 PARK AVENUE DALLAS, TX 75201 TR TRAN#=IT001393000042 TR CD=313 REG=66 PORT=PRIN	-500.00		-500 00	0906000111
06/30/09 CASH DISBURSEMENT GRANTS PAID *** CHARITABLE CONTRIBUTION - JH FOR. 75-6013955 PAID TO FRIENDS OF HIGHLAND PARK LIBRARY 4700 DREXEL DRIVE DALLAS, TX 75205-3198 TR TRAN#=IT001393000044 TR CD=313 REG=66 PORT=PRIN	-500.00		-500 00	0906000112
TOTAL CODE 149 - BENEFICIARY DISTRIBUTIONS	-788633 00	-493033 00	-295600 00	

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TAX PREPARER 36
TRUST ADMINISTRATOR 1003
INVESTMENT OFFICER 462

LEGEND. F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100 0000 AFLAC INC - 001055102 - MINOR = 44						
SOLD		11/19/2008	3757 69			
ACQ	100 0000	01/18/2008	3757 69	5944 00	-2186 31	ST
100 0000 AFLAC INC - 001055102 - MINOR = 44						
SOLD		01/21/2009	3538 42			
ACQ	100 0000	01/18/2008	3538 42	5944 00	-2405 58	LT15
100 0000 AFLAC INC - 001055102 - MINOR = 44						
SOLD		02/23/2009	1661 98			
ACQ	100 0000	01/18/2008	1661 98	5944 00	-4282 02	LT15
800 0000 AMB PPTY CORP - 00163T109 - MINOR = 47						
SOLD		11/28/2008	13239 12			
ACQ	600 0000	09/19/2006	9929 34	33045 72	-23116 38	LT15
	200 0000	09/20/2006	3309 78	11015 24	-7705 46	LT15
450 0000 AMB PPTY CORP - 00163T109 - MINOR = 47						
SOLD		11/28/2008	7575 04			
ACQ	450 0000	09/20/2006	7575 04	24784 30	-17209 26	LT15
1250 0000 AMB PPTY CORP - 00163T109 - MINOR = 47						
SOLD		03/10/2009	14400 92			
ACQ	150 0000	09/20/2006	1728 11	8261 43	-6533 32	LT15
	1000 0000	06/26/2008	11520 74	55076 21	-43555 47	ST
	100 0000	08/29/2008	1152 07	5507 62	-4355 55	ST
200 0000 AT&T INC - 00206R102 - MINOR = 44						
SOLD		07/22/2008	6251 96			
ACQ	200 0000	01/18/2008	6251 96	7146 00	-894 04	ST
100 0000 AT&T INC - 00206R102 - MINOR = 44						
SOLD		12/08/2008	2994 98			
ACQ	100 0000	01/18/2008	2994 98	3573 00	-578 02	ST
100 0000 AT&T INC - 00206R102 - MINOR = 44						
SOLD		01/28/2009	2610 89			
ACQ	100 0000	01/18/2008	2610 89	3573 00	-962 11	LT15
100 0000 ABBOTT LABS - 002824100 - MINOR = 44						
SOLD		02/27/2009	4785 24			
ACQ	100 0000	12/12/2006	4785 24	5430 00	-644 76	LT15
100 0000 ADVANCED AUTO PARTS INC - 00751Y106 - MINOR = 44						
SOLD		01/22/2009	3197 99			
ACQ	100 0000	01/18/2008	3197 99	3097 31	100 68	LT15
100 0000 ADVANCED AUTO PARTS INC - 00751Y106 - MINOR = 44						
SOLD		03/03/2009	3838 67			
ACQ	100 0000	01/18/2008	3838 67	3097 31	741 36	LT15
100 0000 ADVANCED AUTO PARTS INC - 00751Y106 - MINOR = 44						
SOLD		03/10/2009	3794 66			
ACQ	100 0000	01/18/2008	3794 66	3097 30	697 36	LT15
200 0000 AETNA INC NEW - 00817Y108 - MINOR = 44						
SOLD		04/02/2009	4891 95			
ACQ	200 0000	01/18/2008	4891 95	8976 59	-4084 64	LT15
100 0000 AETNA INC NEW - 00817Y108 - MINOR = 44						
SOLD		04/09/2009	2526 58			
ACQ	100 0000	01/18/2008	2526 58	4488 30	-1961 72	LT15
300 0000 AMERICAN EXPRESS CO - 025816109 - MINOR = 44						
SOLD		05/05/2009	7969 98			
ACQ	100 0000	03/17/2009	2656 66	1381 22	1275 44	ST
	200 0000	03/19/2009	5313 32	2762 43	2550 89	ST
100 0000 AMERIPRISE FINANCIAL INC - 03076C106 - MINOR = 44						
SOLD		02/18/2009	1820 00			
ACQ	100 0000	01/18/2008	1820 00	4135 75	-2315 75	LT15
100 0000 AMERIPRISE FINANCIAL INC - 03076C106 - MINOR = 44						
SOLD		02/18/2009	1820 99			
ACQ	100 0000	01/18/2008	1820 99	4135 75	-2314 76	LT15
500 0000 ANHEUSER BUSCH COS INC - 035229103 - MINOR = 44						
SOLD		11/18/2008	35000 00			
ACQ	500 0000	05/21/1987	35000 00	4016 82	30983 18	LT15
3358 APARTMENT INVT & MGMT CO CL A - 03748R101 - MINOR = 47						
SOLD		02/03/2009	2 91			
ACQ	3358	11/28/2008	2 91	3 87	-0 96	ST
6518 0000 APARTMENT INVT & MGMT CO CL A - 03748R101 - MINOR = 47						
SOLD		03/10/2009	35747 12			
ACQ	799 6642	11/28/2008	4385 65	9219 67	-4834 02	ST
	2475 0000	11/28/2008	13573 81	28535 32	-14961 51	ST
	2400 0000	12/16/2008	13162 49	27670 61	-14508 12	ST
	843 3358	01/29/2009	4625 17	9723 18	-5098 01	ST
75 0000 APPLE COMPUTER INC - 037833100 - MINOR = 44						
SOLD		01/15/2009	6097 72			
ACQ	75 0000	04/06/2006	6097 72	8588 27	-2490 55	LT15
365 0000 AVALONBAY CMNTYS INC - 053484101 - MINOR = 47						
SOLD		11/28/2008	21613 50			
ACQ	365 0000	07/13/2004	21613 50	23552 36	-1938 86	LT15
4364 AVALONBAY CMNTYS INC - 053484101 - MINOR = 47						
SOLD		02/03/2009	22 15			
ACQ	4364	07/13/2004	22 15	28 01	-5 86	LT15
1156 0000 AVALONBAY CMNTYS INC - 053484101 - MINOR = 47						
SOLD		03/10/2009	52142 59			
ACQ	820 5636	07/13/2004	37012 38	52660 19	-15647 81	LT15
	300 0000	06/20/2006	13531 81	19252 69	-5720 88	LT15
	35 4364	01/29/2009	1598 40	2274 16	-675 76	ST

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TRUST YEAR ENDING 06/30/2009

TAX PREPARER 36
TRUST ADMINISTRATOR 1003
INVESTMENT OFFICER 462

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
200 0000 BAKER HUGHES INC - 057224107 - MINOR = 44						
SOLD		01/23/2009	6137 65			
ACQ	100 0000	02/25/2008	3068 83	7800 50	-4731 68	ST
	100 0000	07/22/2008	3068 83	7800 50	-4731 68	ST
400 0000 BANK OF AMERICA CORPORATION - 060505104 - MINOR = 44						
SOLD		04/29/2009	3415 99			
ACQ	400 0000	09/08/2004	3415 99	13193 34	-9777 35	LT15
100 0000 BANK OF NEW YORK MELLON CORP - 064058100 - MINOR = 44						
SOLD		02/05/2009	2768 67			
ACQ	100 0000	01/18/2008	2768 67	4084 09	-1315 42	LT15
100 0000 BANK OF NEW YORK MELLON CORP - 064058100 - MINOR = 44						
SOLD		02/17/2009	2372 04			
ACQ	100 0000	01/18/2008	2372 04	4084 09	-1712 05	LT15
50 0000 BARD C R INC - 067383109 - MINOR = 44						
SOLD		02/06/2009	4317 62			
ACQ	50 0000	01/18/2008	4317 62	4806 50	-488 88	LT15
150 0000 BARD C R INC - 067383109 - MINOR = 44						
SOLD		06/08/2009	11024 03			
ACQ	150 0000	01/18/2008	11024 03	14419 50	-3395 47	LT15
100 0000 BOEING CO - 097023105 - MINOR = 44						
SOLD		04/06/2009	3677 34			
ACQ	40 0000	09/27/2005	1470 94	2651 73	-1180.79	LT15
	60 0000	10/06/2005	2206 40	3977 60	-1771 20	LT15
800 0000 BOSTON PPTYS INC - 101121101 - MINOR = 47						
SOLD		03/10/2009	27551 53			
ACQ	569 0000	02/01/2007	19596 03	66610 29	-47014 26	LT15
	231 0000	02/01/2007	7955 50	27042 14	-19086 64	LT15
1700 0000 BOSTON PPTYS INC - 101121101 - MINOR = 47						
SOLD		03/10/2009	58456 89			
ACQ	1000 0000	02/01/2007	34386 41	117065 52	-82679 11	LT15
	300 0000	01/18/2008	10315 92	35119 66	-24803 74	LT15
	300 0000	05/01/2008	10315 92	35119 66	-24803 74	ST
	100 0000	08/29/2008	3438 64	11706 55	-8267 91	ST
100 0000 BRISTOL MYERS SQUIBB CO - 110122108 - MINOR = 44						
SOLD		01/14/2009	2186 40			
ACQ	100 0000	07/22/2008	2186 40	2175 21	11 19	ST
100 0000 BRISTOL MYERS SQUIBB CO - 110122108 - MINOR = 44						
SOLD		02/05/2009	2263 05			
ACQ	100 0000	07/22/2008	2263 05	2175 21	87 84	ST
100 0000 BRISTOL MYERS SQUIBB CO - 110122108 - MINOR = 44						
SOLD		02/18/2009	2117 12			
ACQ	100 0000	07/22/2008	2117 12	2175 21	-58 09	ST
100 0000 BRISTOL MYERS SQUIBB CO - 110122108 - MINOR = 44						
SOLD		02/18/2009	2083 98			
ACQ	100 0000	07/22/2008	2083 98	2175 21	-91 23	ST
500 0000 CMS ENERGY CORP - 125896100 - MINOR = 44						
SOLD		07/09/2008	7150 46			
ACQ	500 0000	01/18/2008	7150 46	7875 00	-724 54	ST
100 0000 CMS ENERGY CORP - 125896100 - MINOR = 44						
SOLD		07/10/2008	1408 79			
ACQ	100 0000	01/18/2008	1408 79	1575 00	-166 21	ST
100 0000 CMS ENERGY CORP - 125896100 - MINOR = 44						
SOLD		07/10/2008	1406 86			
ACQ	100 0000	01/18/2008	1406 86	1575 00	-168 14	ST
100 0000 CMS ENERGY CORP - 125896100 - MINOR = 44						
SOLD		07/10/2008	1400 66			
ACQ	100 0000	01/18/2008	1400 66	1575 00	-174 34	ST
100 0000 CMS ENERGY CORP - 125896100 - MINOR = 44						
SOLD		07/10/2008	1405 80			
ACQ	100 0000	01/18/2008	1405 80	1575 00	-169 20	ST
1005 0000 CAMDEN PPTY TR - 133131102 - MINOR = 47						
SOLD		12/16/2008	27381 48			
ACQ	1005 0000	02/27/2008	27381 48	50455 08	-23073 60	ST
1095 0000 CAMDEN PPTY TR - 133131102 - MINOR = 47						
SOLD		03/10/2009	21284 16			
ACQ	595 0000	02/27/2008	11565 37	29871 41	-18306 04	LT15
	500 0000	08/13/2008	9718 79	25102 03	-15383 24	ST
100 0000 CATERPILLAR INC - 149123101 - MINOR = 44						
SOLD		10/02/2008	5402 72			
ACQ	100 0000	01/18/2008	5402 72	6247 00	-844 28	ST
100 0000 CATERPILLAR INC - 149123101 - MINOR = 44						
SOLD		10/08/2008	4779 54			
ACQ	100 0000	01/18/2008	4779 54	6247 00	-1467 46	ST
100 0000 CATERPILLAR INC - 149123101 - MINOR = 44						
SOLD		10/15/2008	4471 05			
ACQ	100 0000	01/18/2008	4471 05	6247 00	-1775 95	ST
100 0000 CHUBB CORP - 171232101 - MINOR = 44						
SOLD		12/10/2008	4770 52			
ACQ	100 0000	09/16/2008	4770 52	5512 51	-741 99	ST
200 0000 CISCO SYS INC - 17275R102 - MINOR = 44						
SOLD		10/16/2008	3430 08			
ACQ	72 0000	01/11/2002	1234 83	1703 74	-468 91	LT15
	128 0000	12/04/2002	2195 25	3028 88	-833 63	LT15

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
400 0000 CISCO SYS INC - 17275R102 - MINOR = 44						
SOLD		01/29/2009	6415 96			
ACQ	400 0000	12/04/2002	6415 96	9465 24	-3049 28	LT15
200 0000 CISCO SYS INC - 17275R102 - MINOR = 44						
SOLD		03/17/2009	3159 98			
ACQ	200 0000	12/04/2002	3159 98	4732 62	-1572 64	LT15
100 0000 CISCO SYS INC - 17275R102 - MINOR = 44						
SOLD		03/23/2009	1677 12			
ACQ	100 0000	12/04/2002	1677 12	2366 31	-689 19	LT15
200 0000 CISCO SYS INC - 17275R102 - MINOR = 44						
SOLD		04/02/2009	3578 40			
ACQ	82 0000	12/04/2002	1467 14	1940 38	-473 24	LT15
	118 0000	01/18/2008	2111 26	2792 25	-680 99	LT15
767 0000 CITIGROUP INC - 172967101 - MINOR = 31000						
SOLD		07/18/2008	15097 77			
ACQ	167 0000	12/02/2004	3287 26	7241 74	-3954 48	LT15
	210 0000	12/13/2004	4133 68	9106 38	-4972 70	LT15
	169 0000	04/05/2005	3326 63	7328 47	-4001 84	LT15
	21 0000	04/05/2005	413 37	910 64	-497 27	LT15
	200 0000	01/24/2006	3936 84	8672 75	-4735 91	LT15
45 0000 COLGATE PALMOLIVE CO - 194162103 - MINOR = 44						
SOLD		10/08/2008	3077 59			
ACQ	45 0000	01/18/2008	3077 59	3428 55	-350 96	ST
35 0000 COLGATE PALMOLIVE CO - 194162103 - MINOR = 44						
SOLD		10/15/2008	2190 66			
ACQ	35 0000	01/18/2008	2190 66	2666 65	-475 99	ST
100 0000 COLGATE PALMOLIVE CO - 194162103 - MINOR = 44						
SOLD		01/20/2009	6283 40			
ACQ	100 0000	01/18/2008	6283 40	7619 00	-1335 60	LT15
95 0000 COLGATE PALMOLIVE CO - 194162103 - MINOR = 44						
SOLD		01/23/2009	5819 68			
ACQ	95 0000	01/18/2008	5819 68	7238 05	-1418 37	LT15
100 0000 CONOCOPHILLIPS - 20825C104 - MINOR = 31000						
SOLD		06/03/2009	4568 79			
ACQ	100 0000	10/15/2008	4568 79	4794 38	-225 59	ST
200 0000 CONOCOPHILLIPS - 20825C104 - MINOR = 31000						
SOLD		06/03/2009	9126 71			
ACQ	5 0000	10/15/2008	228 17	239 72	-11 55	ST
	100 0000	10/17/2008	4563 36	4794 38	-231 03	ST
	95 0000	03/04/2009	4335 19	4554 65	-219 46	ST
5 0000 CONOCOPHILLIPS - 20825C104 - MINOR = 31000						
SOLD		06/04/2009	228 75			
ACQ	5 0000	03/04/2009	228 75	239 72	-10 97	ST
100 0000 CONSOLIDATED EDISON INC - 209115104 - MINOR = 44						
SOLD		05/13/2009	3541 90			
ACQ	100 0000	03/31/2009	3541 90	3969 60	-427 70	ST
100 0000 CONSOLIDATED EDISON INC - 209115104 - MINOR = 44						
SOLD		05/13/2009	3534 85			
ACQ	100 0000	03/31/2009	3534 85	3969 61	-434 76	ST
100 0000 CONSOLIDATED EDISON INC - 209115104 - MINOR = 44						
SOLD		05/14/2009	3496 41			
ACQ	100 0000	03/31/2009	3496 41	3969 60	-473 19	ST
100 0000 CORNING INC - 219350105 - MINOR = 31001						
SOLD		04/30/2009	1492 14			
ACQ	100 0000	06/06/2005	1492 14	1653 69	-161 55	LT15
200 0000 CORNING INC - 219350105 - MINOR = 31001						
SOLD		04/30/2009	2987 98			
ACQ	200 0000	06/06/2005	2987 98	3307 37	-319 39	LT15
400 0000 CORPORATE OFFICE PPTYS TR - 22002T108 - MINOR = 47						
SOLD		11/28/2008	11555 42			
ACQ	400 0000	01/17/2007	11555 42	19224 81	-7669 39	LT15
975 0000 CORPORATE OFFICE PPTYS TR - 22002T108 - MINOR = 47						
SOLD		11/28/2008	28241 30			
ACQ	826 0000	01/17/2007	23925 45	39699 23	-15773 78	LT15
	149 0000	01/18/2007	4315 85	7161 24	-2845 39	LT15
2225 0000 CORPORATE OFFICE PPTYS TR - 22002T108 - MINOR = 47						
SOLD		03/10/2009	50565 96			
ACQ	659 0000	01/18/2007	14976 61	31672 88	-16696 27	LT15
	100 0000	01/19/2007	2272 63	4806 20	-2533 57	LT15
	666 0000	01/22/2007	15135 70	32009 31	-16873 61	LT15
	800 0000	07/27/2007	18181 02	38449 62	-20268 60	LT15
100 0000 D R HORTON INC - 23331A109 - MINOR = 44						
SOLD		04/08/2009	961 20			
ACQ	100 0000	01/26/2009	961 20	649 14	312 06	ST
200 0000 D R HORTON INC - 23331A109 - MINOR = 44						
SOLD		04/08/2009	1912 19			
ACQ	200 0000	01/26/2009	1912 19	1298 28	613 91	ST
100 0000 D R HORTON INC - 23331A109 - MINOR = 44						
SOLD		05/13/2009	898 32			
ACQ	100 0000	01/26/2009	898 32	649 14	249 18	ST
100 0000 D R HORTON INC - 23331A109 - MINOR = 44						
SOLD		05/13/2009	918 49			
ACQ	100 0000	01/26/2009	918 49	649 14	269 35	ST

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100 0000 DANAHER CORP - 235851102 - MINOR = 44						
SOLD		01/14/2009	5221 17			
ACQ 100 0000		01/18/2008	5221 17	7657 20	-2436.03	ST
100 0000 DANAHER CORP - 235851102 - MINOR = 44						
SOLD		01/26/2009	5571 64			
ACQ 100 0000		01/18/2008	5571 64	7657 20	-2085 56	LT15
50 0000 DANAHER CORP - 235851102 - MINOR = 44						
SOLD		03/19/2009	2751 39			
ACQ 50 0000		01/18/2008	2751 39	3828 60	-1077 21	LT15
100 0000 DANAHER CORP - 235851102 - MINOR = 44						
SOLD		04/15/2009	5388 48			
ACQ 100 0000		01/18/2008	5388 48	7657 20	-2268 72	LT15
100 0000 DANAHER CORP - 235851102 - MINOR = 44						
SOLD		06/05/2009	6358 04			
ACQ 50 0000		01/18/2008	3179 02	3828 60	-649 58	LT15
50 0000		04/25/2008	3179 02	3828 60	-649 58	LT15
50 0000 DANAHER CORP - 235851102 - MINOR = 44						
SOLD		06/08/2009	3154 27			
ACQ 50 0000		04/25/2008	3154 27	3828 60	-674 33	LT15
100 0000 DEVON ENERGY CORP NEW - 25179M103 - MINOR = 31000						
SOLD		06/09/2009	6393 11			
ACQ 100 0000		11/02/2006	6393 11	5994 67	398 44	LT15
4640 0000 DOUGLAS EMMETT INC - 25960P109 - MINOR = 47						
SOLD		03/11/2009	37021 42			
ACQ 740 0000		11/28/2008	5904 28	7575 79	-1671 51	ST
3900 0000		11/28/2008	31117 14	39926 47	-8809 33	ST
100 0000 ECOLAB INC - 278865100 - MINOR = 44						
SOLD		02/09/2009	3512 52			
ACQ 100 0000		11/13/2008	3512 52	3273 84	238 68	ST
200 0000 ECOLAB INC - 278865100 - MINOR = 44						
SOLD		04/22/2009	7466 55			
ACQ 100 0000		11/13/2008	3733 28	3273 84	459 44	ST
100 0000		01/14/2009	3733 28	3273 84	459 44	ST
0000 EL PASO CORP - 28336L109 - MINOR = 44						
SOLD		04/07/2009	1702 86			
ACQ			1702 86		1702 86	LT15
ADDED 02/08/10 BH						
0000 ENRON CORP - 293561106 - MINOR = 81						
SOLD		12/26/2008	10940 53			
ACQ			10940 53		10940 53	LT15
ADDED 02/08/10 BH						
345 0000 EQUITY RESIDENTIAL PPTYS TR - 29476L107 - MINOR = 47						
SOLD		11/28/2008	10781 16			
ACQ 345 0000		03/22/2006	10781 16	12261 04	-1479 88	LT15
3048 0000 EQUITY RESIDENTIAL PPTYS TR - 29476L107 - MINOR = 47						
SOLD		03/11/2009	60655 77			
ACQ 248 0000		03/22/2006	4935 25	8813 73	-3878 48	LT15
800 0000		06/20/2006	15920 15	28431 39	-12511 24	LT15
1900 0000		01/18/2008	37810 36	67524 56	-29714 20	LT15
100 0000		08/29/2008	1990 02	3553 93	-1563 91	ST
215 0000 ESSEX PPTY TR INC - 297178105 - MINOR = 47						
SOLD		11/28/2008	18161 68			
ACQ 215 0000		07/13/2004	18161 68	15206 83	2954 85	LT15
615 0000 ESSEX PPTY TR INC - 297178105 - MINOR = 47						
SOLD		03/10/2009	36408 60			
ACQ 515 0000		07/13/2004	30488 50	36425 67	-5937 17	LT15
100 0000		01/18/2008	5920 10	7072 95	-1152 85	LT15
1100 0000 EXTRA SPACE STORAGE INC - 30225T102 - MINOR = 44						
SOLD		11/28/2008	9438 22			
ACQ 1100 0000		07/10/2007	9438 22	17567 51	-8129 29	LT15
250 0000 EXTRA SPACE STORAGE INC - 30225T102 - MINOR = 44						
SOLD		11/28/2008	2139 55			
ACQ 250 0000		07/10/2007	2139 55	3992 62	-1853 07	LT15
4050 0000 EXTRA SPACE STORAGE INC - 30225T102 - MINOR = 44						
SOLD		03/10/2009	21630 53			
ACQ 350 0000		07/10/2007	1869 31	5589 66	-3720 35	LT15
1800 0000		07/11/2007	9613 57	28746 84	-19133 27	LT15
1800 0000		08/13/2008	9613 57	28746 84	-19133 27	ST
100 0000		08/29/2008	534 09	1597 04	-1062 95	ST
65 0000 EXXON MOBIL CORP - 30231G102 - MINOR = 31000						
SOLD		10/15/2008	4309 18			
ACQ 65 0000		10/19/1987	4309 18	2105.39	2203 79	LT15
100 0000 EXXON MOBIL CORP - 30231G102 - MINOR = 31000						
SOLD		01/28/2009	7847 66			
ACQ 48 0000		10/19/1987	3766 88	1554 75	2212 13	LT15
52 0000		03/06/2002	4080 78	1684 31	2396 47	LT15
0000 FHLMC - 313400301 - MINOR = 31001						
SOLD		07/07/2008	2173 04			
ACQ			2173 04		2173.04	LT15
ADDED 02/08/10 BH						
110 0000 FEDERAL RLTY INVT TR NEW - 313747206 - MINOR = 47						
SOLD		11/28/2008	6182 21			
ACQ 110 0000		04/19/2005	6182 21	6717 03	-534 82	LT15

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
700 0000 FEDERAL RLTY INVT TR NEW - 313747206 - MINOR = 47						
SOLD		01/21/2009	33818 77			
ACQ	53 0000	04/19/2005	2560 56	3236 39	-675 83	LT15
	647 0000	04/19/2005	31258 21	39508 36	-8250 15	LT15
1053 0000 FEDERAL RLTY INVT TR NEW - 313747206 - MINOR = 47						
SOLD		03/11/2009	45623 49			
ACQ	53 0000	04/19/2005	2296 34	3236 39	-940 05	LT15
	500 0000	02/27/2008	21663 58	30531 96	-8868 38	LT15
	500 0000	06/26/2008	21663 58	30531 97	-8868 39	ST
145 0000 FIRSTENERGY CORP - 337932107 - MINOR = 31000						
SOLD		08/04/2008	10196 98			
ACQ	145 0000	01/18/2008	10196 98	10380 55	-183 57	ST
100 0000 FIRSTENERGY CORP - 337932107 - MINOR = 31000						
SOLD		03/31/2009	3875 55			
ACQ	100 0000	01/18/2008	3875 55	7159 00	-3283 45	LT15
100 0000 FIRSTENERGY CORP - 337932107 - MINOR = 31000						
SOLD		03/31/2009	3881 58			
ACQ	100 0000	01/18/2008	3881 58	7159 00	-3277 42	LT15
55 0000 FIRSTENERGY CORP - 337932107 - MINOR = 31000						
SOLD		04/01/2009	2125 62			
ACQ	55 0000	01/18/2008	2125 62	3937 45	-1811 83	LT15
100 0000 GENERAL ELEC CO - 369604103 - MINOR = 31001						
SOLD		02/27/2009	866 04			
ACQ	100 0000	03/15/2001	866 04	4175 64	-3309 60	LT15
400 0000 GENERAL ELEC CO - 369604103 - MINOR = 31001						
SOLD		02/27/2009	3602 30			
ACQ	365 0000	03/15/2001	3287 10	15241 07	-11953 97	LT15
	35 0000	03/06/2002	315 20	1461 47	-1146 27	LT15
100 0000 GILEAD SCIENCES INC - 375558103 - MINOR = 44						
SOLD		04/02/2009	4475 21			
ACQ	100 0000	01/18/2008	4475 21	4591 32	-116 11	LT15
10 0000 GOOGLE INC - 38259P508 - MINOR = 44						
SOLD		07/22/2008	4726 38			
ACQ	10 0000	01/18/2008	4726 38	6010 30	-1283 92	ST
2700 0000 HCP, INC - 40414L109 - MINOR = 47						
SOLD		03/11/2009	49548 77			
ACQ	1117 0000	11/24/2006	20498 51	38627 93	-18129 42	LT15
	932 0000	11/27/2006	17103 50	32230 28	-15126 78	LT15
	651 0000	11/22/2006	11946 76	22512 78	-10566 02	LT15
305 0000 HARTFORD FINL SVCS GROUP INC - 416515104 - MINOR = 44						
SOLD		09/16/2008	17259 94			
ACQ	200 0000	09/02/2005	11317 99	14783 99	-3466 00	LT15
	5 0000	09/21/2005	282 95	369 60	-86 65	LT15
	100 0000	09/21/2005	5659 00	7391 99	-1732 99	LT15
25 0000 INTERNATIONAL BUSINESS MACHS CORP - 459200101 - MINOR = 44						
SOLD		03/18/2009	2273 87			
ACQ	25 0000	03/06/2002	2273 87	2524 82	-250 95	LT15
25 0000 INTERNATIONAL BUSINESS MACHS CORP - 459200101 - MINOR = 44						
SOLD		04/02/2009	2481 39			
ACQ	25 0000	03/06/2002	2481 39	2524 82	-43 43	LT15
50 0000 INTERNATIONAL BUSINESS MACHS CORP - 459200101 - MINOR = 44						
SOLD		04/29/2009	5211 15			
ACQ	50 0000	03/06/2002	5211 15	5049 65	161 50	LT15
50 0000 INTERNATIONAL BUSINESS MACHS CORP - 459200101 - MINOR = 44						
SOLD		05/22/2009	5131 64			
ACQ	8 0000	03/06/2002	821 06	807 94	13 12	LT15
	42 0000	11/17/2005	4310 58	4241 70	68 88	LT15
200 0000 INTERNATIONAL GAME TECHNOLOGY - 459902102 - MINOR = 44						
SOLD		10/15/2008	2771 20			
ACQ	200 0000	01/18/2008	2771 20	7664 00	-4892 80	ST
100 0000 JOHNSON CTLS INC - 478366107 - MINOR = 31001						
SOLD		01/15/2009	1681 99			
ACQ	100 0000	07/28/2006	1681 99	2608 90	-926 91	LT15
100 0000 JOHNSON CTLS INC - 478366107 - MINOR = 31001						
SOLD		01/15/2009	1669 38			
ACQ	100 0000	07/28/2006	1669 38	2608 90	-939 52	LT15
200 0000 JOHNSON CTLS INC - 478366107 - MINOR = 31001						
SOLD		05/13/2009	3528 43			
ACQ	200 0000	07/28/2006	3528 43	4628 33	-1099 90	LT15
47820 0000 JPMORGAN HIGHYIELD BOND FUND - 4812C0803 - MINOR = 60						
SOLD		06/11/2009	326610 60			
ACQ	47820 0000	03/28/2003	326610 60	358100 10	-31489 50	LT15
22321 4290 JPMORGAN INTERNATIONAL EQUITY INDEX - 4812C1876 - MINOR = 65						
SOLD		04/16/2009	300000 00			
ACQ	22321 4290	02/27/2006	300000 00	538839 29	-238839 29	LT15
100 0000 KOHLS CORP - 500255104 - MINOR = 44						
SOLD		09/29/2008	4485 82			
ACQ	100 0000	01/18/2008	4485 82	3999 00	486 82	ST
100 0000 KOHLS CORP - 500255104 - MINOR = 44						
SOLD		10/13/2008	3258 67			
ACQ	100 0000	01/18/2008	3258 67	3999 00	-740 33	ST
100 0000 KOHLS CORP - 500255104 - MINOR = 44						
SOLD		05/22/2009	4128 28			
ACQ	100 0000	01/18/2008	4128 28	3999 00	129 28	LT15

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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
4305 0000 MACERICH CO - 554382101 - MINOR = 47						
SOLD		03/11/2009	39818 45			
ACQ	1700 0000	07/06/2007	15723 89	82760 30	-67036 41	LT15
	400 0000	05/01/2008	3699 74	19473 01	-15773 27	ST
	100 0000	08/29/2008	924 93	4868 25	-3943 32	ST
	1105 0000	11/28/2008	10220 53	53794 20	-43573 67	ST
	600 0000	11/28/2008	5549 61	29209 52	-23659 91	ST
	400 0000	12/16/2008	3699 74	19473 02	-15773 28	ST
2125 0000 MACK CALI RLTY CORP - 554489104 - MINOR = 47						
SOLD		08/13/2008	86064 77			
ACQ	225 0000	07/13/2004	9112 74	9469 63	-356 89	LT15
	1700 0000	02/16/2006	68851 82	71548 34	-2696 52	LT15
	200 0000	01/18/2008	8100 21	8417 45	-317 24	ST
100 0000 MARATHON OIL CORP - 565849106 - MINOR = 31000						
SOLD		02/06/2009	2665 45			
ACQ	100 0000	02/25/2008	2665 45	5160 60	-2495 15	ST
200 0000 MARATHON OIL CORP - 565849106 - MINOR = 31000						
SOLD		03/18/2009	4768 97			
ACQ	200 0000	02/25/2008	4768 97	10321 20	-5552 23	LT15
200 0000 MERCK & CO INC - 589331107 - MINOR = 44						
SOLD		02/18/2009	5662 31			
ACQ	200 0000	02/05/2007	5662 31	9217 63	-3555 32	LT15
100 0000 MERCK & CO INC - 589331107 - MINOR = 44						
SOLD		02/18/2009	2805 53			
ACQ	100 0000	02/05/2007	2805 53	4608 81	-1803 28	LT15
300 0000 MERCK & CO INC - 589331107 - MINOR = 44						
SOLD		03/23/2009	8272 03			
ACQ	100 0000	02/05/2007	2757 34	4608 81	-1851 47	LT15
	200 0000	01/18/2008	5514 69	9217 63	-3702 94	LT15
100 0000 MERCK & CO INC - 589331107 - MINOR = 44						
SOLD		06/03/2009	2736 69			
ACQ	100 0000	01/18/2008	2736 69	4608 81	-1872 12	LT15
200 0000 MERCK & CO INC - 589331107 - MINOR = 44						
SOLD		06/09/2009	5139 51			
ACQ	200 0000	01/18/2008	5139 51	9217 63	-4078 12	LT15
100 0000 MERRILL LYNCH & CO INC - 590188108 - MINOR = 44						
SOLD		07/22/2008	3109 98			
ACQ	100 0000	01/18/2008	3109 98	5085 22	-1975 24	ST
350 0000 MERRILL LYNCH & CO INC - 590188108 - MINOR = 44						
SOLD		09/18/2008	7001 05			
ACQ	250 0000	01/18/2008	5000 75	12713 06	-7712 31	ST
	100 0000	02/25/2008	2000 30	5085 22	-3084 92	ST
100 0000 METLIFE INC - 59156R108 - MINOR = 44						
SOLD		06/02/2009	3200 55			
ACQ	100 0000	12/10/2008	3200 55	2983 33	217 22	ST
300 0000 MORGAN STANLEY DEAN WITTER & CO NEW - 617446448 - MINOR = 44						
SOLD		12/16/2008	4591 23			
ACQ	160 0000	09/24/2004	2448 66	5337 79	-2889 13	LT15
	120 0000	12/23/2004	1836 49	4003 34	-2166 85	LT15
	20 0000	01/18/2008	306 08	667 22	-361 14	ST
100 0000 MORGAN STANLEY DEAN WITTER & CO NEW - 617446448 - MINOR = 44						
SOLD		03/16/2009	2524 18			
ACQ	100 0000	01/18/2008	2524 18	3336 12	-811 94	LT15
100 0000 MORGAN STANLEY DEAN WITTER & CO NEW - 617446448 - MINOR = 44						
SOLD		03/17/2009	2331 31			
ACQ	80 0000	01/18/2008	1865 05	2668 90	-803 85	LT15
	20 0000	02/25/2008	466 26	667 22	-200 96	LT15
100 0000 NATIONAL-OILWELL INC - 637071101 - MINOR = 44						
SOLD		10/17/2008	2676 36			
ACQ	100 0000	06/10/2008	2676 36	8291 62	-5615 26	ST
100 0000 NATIONAL-OILWELL INC - 637071101 - MINOR = 44						
SOLD		10/17/2008	2627 01			
ACQ	100 0000	06/10/2008	2627 01	8291 62	-5664 61	ST
500 0000 NEWS CORP INC - 65248E104 - MINOR = 44						
SOLD		01/16/2009	4021 53			
ACQ	500 0000	01/18/2008	4021 53	9178 53	-5157 00	ST
200 0000 NEWS CORP INC - 65248E104 - MINOR = 44						
SOLD		01/16/2009	1594 53			
ACQ	200 0000	01/18/2008	1594 53	3671 41	-2076 88	ST
1000 0000 NEWS CORP INC - 65248E104 - MINOR = 44						
SOLD		02/23/2009	6024 07			
ACQ	700 0000	01/18/2008	4216 85	12849 94	-8633 09	LT15
	300 0000	04/25/2008	1807 22	5507 12	-3699 90	ST
100 0000 NIKE INC - 654106103 - MINOR = 44						
SOLD		01/14/2009	4688 30			
ACQ	100 0000	01/18/2008	4688 30	5627 03	-938 73	ST
100 0000 NIKE INC - 654106103 - MINOR = 44						
SOLD		06/17/2009	5498 19			
ACQ	100 0000	01/18/2008	5498 19	5627 03	-128 84	LT15
30 0000 NORFOLK SOUTHN CORP - 655844108 - MINOR = 31001						
SOLD		10/15/2008	1573 49			
ACQ	30 0000	10/27/2005	1573 49	1289 40	284 09	LT15
100 0000 NORFOLK SOUTHN CORP - 655844108 - MINOR = 31001						
SOLD		10/22/2008	5414 58			
ACQ	100 0000	10/27/2005	5414 58	4298 00	1116 58	LT15

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LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100 0000 OCCIDENTAL PETE CORP - 674599105 - MINOR = 44						
SOLD		07/22/2008	7764 96			
ACQ	100 0000	05/12/2006	7764 96	6151 16	1613 80	LT15
400 0000 ORACLE CORP - 68389X105 - MINOR = 44						
SOLD		11/18/2008	6535 88			
ACQ	183 0000	01/07/2005	2990 17	2286 25	703 92	LT15
	217 0000	04/20/2005	3545 71	2711 02	834 69	LT15
298 0000 ORACLE CORP - 68389X105 - MINOR = 44						
SOLD		12/04/2008	4664 30			
ACQ	298 0000	04/20/2005	4664 30	3722 97	941 33	LT15
100 0000 PEPSICO INC - 713448108 - MINOR = 44						
SOLD		02/09/2009	5313 97			
ACQ	100 0000	01/18/2008	5313 97	6355 50	-1041 53	LT15
100 0000 PHILIP MORRIS INTL INC - 718172109 - MINOR = 44						
SOLD		12/17/2008	4081 05			
ACQ	100 0000	06/21/1993	4081 05	1230 78	2850 27	LT15
100 0000 PHILIP MORRIS INTL INC - 718172109 - MINOR = 44						
SOLD		01/14/2009	4126 98			
ACQ	68 0000	06/21/1993	2806 35	836 93	1969 42	LT15
	32 0000	11/03/2004	1320 63	393 85	926 78	LT15
3600 0000 POST PTYS INC - 737464107 - MINOR = 47						
SOLD		03/10/2009	39152 16			
ACQ	3600 0000	08/13/2008	39152 16	115615 08	-76462 92	ST
100 0000 PRAXAIR INC - 74005P104 - MINOR = 31001						
SOLD		07/22/2008	9120 26			
ACQ	100 0000	10/04/2004	9120 26	4027 66	5092 60	LT15
100 0000 PRAXAIR INC - 74005P104 - MINOR = 31001						
SOLD		01/12/2009	6074 09			
ACQ	100 0000	10/04/2004	6074 09	4460 82	1613 27	LT15
200 0000 PRINCIPAL FINL GROUP INC - 74251V102 - MINOR = 44						
SOLD		12/12/2008	3439 38			
ACQ	200 0000	01/18/2008	3439 38	11908 00	-8468 62	ST
4797 0000 PROLOGIS TR - 743410102 - MINOR = 47						
SOLD		03/11/2009	31572 71			
ACQ	347 0000	07/13/2004	2283 87	11503 18	-9219 31	LT15
	650 0000	05/19/2005	4278 14	21547 74	-17269 60	LT15
	1100 0000	03/22/2006	7239 94	36465 40	-29225 46	LT15
	1200 0000	01/18/2008	7898 11	39780 44	-31882 33	LT15
	100 0000	08/29/2008	658 18	3315 04	-2656 86	ST
	1400 0000	12/16/2008	9214 47	46410 50	-37196 03	ST
360 0000 PUBLIC STORAGE INC - 74460D109 - MINOR = 47						
SOLD		11/28/2008	25440 38			
ACQ	360 0000	07/13/2004	25440 38	20558 56	4881 82	LT15
952 0000 PUBLIC STORAGE INC - 74460D109 - MINOR = 47						
SOLD		03/11/2009	53614 91			
ACQ	273 8600	07/13/2004	15423 30	15639 36	-216 06	LT15
	678 1400	08/23/2006	38191 61	38726 63	-535 02	LT15
100 0000 QUALCOMM INC - 747525103 - MINOR = 44						
SOLD		04/03/2009	4112 92			
ACQ	90 0000	02/20/2001	3701 63	3394 16	307 47	LT15
	10 0000	04/21/2005	411 29	377 13	34 16	LT15
100 0000 QUALCOMM INC - 747525103 - MINOR = 44						
SOLD		04/09/2009	4163 71			
ACQ	100 0000	04/21/2005	4163 71	3771 29	392 42	LT15
1500.0000 REGENCY CTRS CORP - 758849103 - MINOR = 47						
SOLD		03/10/2009	37154 34			
ACQ	1500 0000	01/21/2009	37154 34	52281 00	-15126 66	ST
3391 0000 SL GREEN RLTY CORP - 78440X101 - MINOR = 47						
SOLD		03/11/2009	40500 86			
ACQ	1001 0000	07/13/2004	11955 58	46780 11	-34824 53	LT15
	200 0000	01/18/2008	2388 73	9346 68	-6957 95	LT15
	600 0000	05/01/2008	7166 18	28040 03	-20873 85	ST
	100 0000	08/29/2008	1194 36	4673 34	-3478 98	ST
	400 0000	11/28/2008	4777 45	18693 35	-13915 90	ST
	1090 0000	11/28/2008	13018 56	50939 38	-37920 82	ST
100 0000 SAFEWAY INC NEW - 786514208 - MINOR = 31001						
SOLD		08/19/2008	2689 84			
ACQ	100 0000	08/13/2003	2689 84	2373 57	316 27	LT15
100 0000 SAFEWAY INC NEW - 786514208 - MINOR = 31001						
SOLD		08/19/2008	2687 55			
ACQ	100 0000	08/13/2003	2687 55	2373 57	313 98	LT15
100 0000 SAFEWAY INC NEW - 786514208 - MINOR = 31001						
SOLD		10/07/2008	2305 80			
ACQ	100 0000	08/13/2003	2305 80	2373 57	-67 77	LT15
100 0000 SAFEWAY INC NEW - 786514208 - MINOR = 31001						
SOLD		06/24/2009	2072 51			
ACQ	100 0000	08/13/2003	2072 51	2306 35	-233 84	LT15
100 0000 SCHERING PLOUGH CORP - 806605101 - MINOR = 44						
SOLD		01/28/2009	1872 64			
ACQ	100 0000	01/18/2008	1872 64	2139 00	-266 36	LT15
100 0000 SCHLUMBERGER LTD - 806857108 - MINOR = 49						
SOLD		04/09/2009	4475 78			
ACQ	75 0000	02/05/2007	3356 84	4033 89	-677 06	LT15
	25 0000	01/18/2008	1118 95	1344 63	-225 69	LT15

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LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
100 0000 SCHLUMBERGER LTD - 806857108 - MINOR = 49						
SOLD		05/13/2009	5316 83			
ACQ 100 0000		01/18/2008	5316 83	5378 52	-61 69	LT15
200 0000 SCHLUMBERGER LTD - 806857108 - MINOR = 49						
SOLD		05/22/2009	10385 01			
ACQ 75 0000		01/18/2008	3894 38	4033 89	-139 51	LT15
SOLD 125 0000		01/23/2009	6490 63	6723 15	-232 52	ST
500 0000 SIMON PPTY GROUP INC NEW - 828806109 - MINOR = 47						
SOLD		08/29/2008	47464 73			
ACQ 500 0000		07/13/2004	47464 73	28388 47	19076 26	LT15
255 0000 SIMON PPTY GROUP INC NEW - 828806109 - MINOR = 47						
SOLD		11/28/2008	12586 45			
ACQ 255 0000		07/13/2004	12586 45	14478 12	-1891 67	LT15
1485 0000 SIMON PPTY GROUP INC NEW - 828806109 - MINOR = 47						
SOLD		03/11/2009	49066 50			
ACQ 1085 0000		07/13/2004	35849 93	61602 98	-25753 05	LT15
SOLD 400 0000		09/19/2006	13216 57	22710 77	-9494 20	LT15
1321 SIMON PPTY GROUP INC NEW - 828806109 - MINOR = 47						
SOLD		03/20/2009	4 27			
ACQ 1321		03/18/2009	4 27	4 48	-0 21	ST
35 0000 SIMON PPTY GROUP INC NEW - 828806109 - MINOR = 47						
SOLD		03/26/2009	1287 01			
ACQ 35 0000		03/18/2009	1287 01	1187 83	99 18	ST
1400 0000 STARWOOD HOTELS & RESORTS - 85590A401 - MINOR = 44						
SOLD		03/10/2009	14270 12			
ACQ 1384 0000		07/13/2004	14107 03	51743 38	-37636 35	LT15
SOLD 16 0000		02/16/2006	163 09	598 19	-435 10	LT15
1764 0000 STARWOOD HOTELS & RESORTS - 85590A401 - MINOR = 44						
SOLD		03/10/2009	18996 58			
ACQ 184 0000		02/16/2006	1981 50	6879 18	-4897 68	LT15
SOLD 800 0000		03/22/2006	8615 23	29909 47	-21294 24	LT15
SOLD 300 0000		06/20/2006	3230 71	11216 05	-7985 34	LT15
SOLD 100 0000		11/28/2008	1076 90	3738 68	-2661 78	ST
SOLD 380 0000		11/28/2008	4092 23	14207 00	-10114 77	ST
125 0000 STATE STR CORP - 857477103 - MINOR = 44						
SOLD		03/03/2009	2832 12			
ACQ 125 0000		10/15/2008	2832 12	6474 11	-3641 99	ST
200 0000 STRATEGIC HOTEL CAP INC - 86272T106 - MINOR = 47						
SOLD		03/13/2009	155 32			
ACQ 200 0000		09/19/2006	155 32	4126 36	-3971.04	LT15
200 0000 STRATEGIC HOTEL CAP INC - 86272T106 - MINOR = 47						
SOLD		03/13/2009	155 74			
ACQ 200 0000		09/19/2006	155 74	4126 36	-3970 62	LT15
2400 0000 STRATEGIC HOTEL CAP INC - 86272T106 - MINOR = 47						
SOLD		03/16/2009	1681 43			
ACQ 300 0000		09/19/2006	210 18	6189 55	-5979 37	LT15
SOLD 700 0000		09/20/2006	490 42	14442 27	-13951 85	LT15
SOLD 1400 0000		01/17/2007	980 83	28884 54	-27903 71	LT15
2700 0000 STRATEGIC HOTEL CAP INC - 86272T106 - MINOR = 47						
SOLD		03/17/2009	1660 45			
ACQ 45 0000		01/17/2007	27 67	928 43	-900 76	LT15
SOLD 529 0000		01/18/2007	325 33	10914 23	-10588 90	LT15
SOLD 400 0000		01/19/2007	245 99	8252 73	-8006 74	LT15
SOLD 1495 0000		01/22/2007	919 40	30844 56	-29925.16	LT15
SOLD 131 0000		01/22/2007	80 56	2702 77	-2622 21	LT15
SOLD 100 0000		08/29/2008	61 50	2063 18	-2001 68	ST
645 0000 TAUBMAN CTRS INC - 876664103 - MINOR = 47						
SOLD		11/28/2008	15232 42			
ACQ 645 0000		09/19/2006	15232 42	28179 53	-12947 11	LT15
1555 0000 TAUBMAN CTRS INC - 876664103 - MINOR = 47						
SOLD		03/10/2009	23207 31			
ACQ 1555 0000		09/19/2006	23207 31	67936 71	-44729 40	LT15
3330 TIME WARNER INC - 887317303 - MINOR = 44						
SOLD		04/10/2009	7 07			
ACQ 3330		02/25/2008	7 07	8 92	-1 85	LT15
2760 TIME WARNER CABLE INC - 88732J207 - MINOR = 44						
SOLD		04/10/2009	7 05			
ACQ 2760		02/25/2008	7 05	9 70	-2 65	LT15
200 0000 US BANCORP DEL NEW - 902973304 - MINOR = 31000						
SOLD		10/15/2008	6233 60			
ACQ 200 0000		11/02/2005	6233 60	5923 81	309 79	LT15
0000 *** CLOSED *** U S WEST INC NEW - 91273H101 - MINOR = 44						
SOLD		05/13/2009	22 97			
ACQ			22 97		22 97	LT15
ADDED 02/08/10 BH						
2980 0000 VENTAS INC - 92276F100 - MINOR = 47						
SOLD		03/11/2009	73174 98			
ACQ 2400 0000		05/29/2007	58932 87	90748 03	-31815 16	LT15
SOLD 100 0000		08/29/2008	2455 54	3781 17	-1325 63	ST
SOLD 280 0000		11/28/2008	6875 50	10587 27	-3711 77	ST
SOLD 200 0000		11/28/2008	4911 07	7562 34	-2651 27	ST
1590 0000 VORNADO RLTY TR - 929042109 - MINOR = 47						
SOLD		03/11/2009	56019 37			
ACQ 600 0000		02/27/2008	21139 38	48378 35	-27238 97	LT15
SOLD 500 0000		06/26/2008	17616 15	40315 29	-22699 14	ST
SOLD 75 0000		08/29/2008	2642 42	6047 29	-3404 87	ST
SOLD 415 0000		11/28/2008	14621 41	33461 69	-18840 28	ST

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LEGEND F - FEDERAL S - STATE I - INHERITED
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PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM
5194 VORNADO RLTY TR - 929042109 - MINOR = 47						
SOLD		03/19/2009	19 65			
ACQ	5194	03/12/2009	19 65	16 66	2 99	ST
26 0000 VORNADO RLTY TR - 929042109 - MINOR = 47						
SOLD		03/26/2009	935 99			
ACQ	26 0000	03/12/2009	935 99	833 92	102 07	ST
400 0000 WACHOVIA CORP 2ND NEW - 929903102 - MINOR = 31000						
SOLD		09/30/2008	1165 98			
ACQ	400 0000	04/25/2008	1165 98	11052 00	-9886 02	ST
100 0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 31000						
SOLD		12/22/2008	2760 68			
ACQ	100 0000	01/18/2008	2760 68	2517 00	243 68	ST
400 0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 31000						
SOLD		04/02/2009	6200 29			
ACQ	400 0000	01/18/2008	6200 29	8912 83	-2712 54	LT15
200 0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 31000						
SOLD		04/29/2009	3964 42			
ACQ	200 0000	01/18/2008	3964 42	4456 42	-492 00	LT15
100 0000 XTO ENERGY INC - 98385X106 - MINOR = 44						
SOLD		08/06/2008	4495 98			
ACQ	100 0000	01/18/2008	4495 98	5105 00	-609 02	ST
200 0000 XTO ENERGY INC - 98385X106 - MINOR = 44						
SOLD		01/27/2009	7351 12			
ACQ	200 0000	01/18/2008	7351 12	10210 00	-2858 88	LT15
100 0000 XTO ENERGY INC - 98385X106 - MINOR = 44						
SOLD		02/19/2009	3204 03			
ACQ	100 0000	01/18/2008	3204 03	5105 00	-1900 97	LT15
200 0000 XILINX INC - 983919101 - MINOR = 44						
SOLD		07/29/2008	4963 96			
ACQ	200 0000	01/18/2008	4963 96	4205 66	758 30	ST
200 0000 XILINX INC - 983919101 - MINOR = 44						
SOLD		10/28/2008	3667 02			
ACQ	200 0000	01/18/2008	3667 02	4205 66	-538 64	ST
200 0000 XILINX INC - 983919101 - MINOR = 44						
SOLD		04/03/2009	3983 78			
ACQ	200 0000	01/18/2008	3983 78	4205 66	-221 88	LT15
200 0000 XILINX INC - 983919101 - MINOR = 44						
SOLD		04/29/2009	4025 38			
ACQ	200 0000	01/18/2008	4025 38	4205 66	-180 28	LT15
100 0000 YUM BRANDS INC - 988498101 - MINOR = 44						
SOLD		06/24/2009	3265 14			
ACQ	100 0000	01/18/2008	3265 14	3398 53	-133 39	LT15
0000 TYCO INTERNATIONAL LTD - H89128104 - MINOR = 49						
SOLD		03/06/2009	7934 37			
ACQ			7934 37		7934 37	LT15
ADDED 02/08/10 BH						
TOTALS			2659193 25	4682015 19		

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
SUBTOTAL FROM ABOVE	-664332 61	0 00	-1358489 33	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	82206 38			10352 43
	-664332 61	0 00	-1276282 95	0 00	0 00	10352 43
STATE						
SUBTOTAL FROM ABOVE	-664332 61	0 00	-1358489 33	0 00	0 00	0 00*
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	0 00	0 00	82206 38			10352 43
	-664332 61	0 00	-1276282 95	0 00	0 00	10352 43

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
TEXAS	N/A	N/A

PORTFOLIO SUMMARY
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ASSET CATEGORY	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
3 PRINCIPAL					
3 CASH EQUIVALENTS	4,152.22	4,152.22	0.03	4.98	0.12
3 FIXED INCOME TAXABLE	9,099,522.90	8,966,751.49	65.76	461,898.15	5.15
3 EQUITIES	4,550,113.91	4,666,387.69	34.22	132,156.67	2.83
3 MINERAL ASSETS	7.00	16,379.19	0.00	0.00	0.00
3 MISCELLANEOUS	8,250.00	8,250.00	0.07	0.10	0.00
3 CASH	12,100.00-	12,100.00-	0.09-	0.00	0.00
+3					
3 TOTAL PRINCIPAL	13,649,946.03	13,649,820.59	100.00	594,059.90	4.36
3 INCOME					
3 CASH EQUIVALENTS	99,548.24	99,548.24	99.52	119.46	0.12
3 CASH	475.37	475.37	0.48	0.00	0.00
+3					
3 TOTAL INCOME	100,023.61	100,023.61	100.00	119.46	0.12
+3					
3 TOTAL ACCOUNT	13,749,969.64	13,749,844.20		594,179.36	4.33

SCHEDULE OF ASSETS
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THE BEN E. KEITH FOUNDATION

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
3	PRINCIPAL					
3	CASH EQUIVALENTS					
3	4,152.22 JPMORGAN DEPOSIT SWEEP INSTITUTIONAL	4,152.22	4,152.22	0.03	4.98	0.12
3	FIXED INCOME TAXABLE					
3	744,783.70 JPMORGAN CORE BOND FUND ULTRA CLASS (JCBUX)	8,196,098.54	8,095,798.86	59.38	417,078.87	5.15
3	81,047.51 JPMORGAN HIGH YIELD BOND FUND SELECT CLASS (OHYFX)	606,924.36	550,312.63	4.04	44,819.28	8.14
3	100,000.00 CREDIT SUISSE BUFFERED RETURN ENHANCED NTS LKD TO S&P 500 INDEX DTD 04/16/2009 DUE 04/28/2010	99,000.00	107,380.00	0.79	0.00	0.00
3	100,000.00 CREDIT SUISSE BUFFERED RETURN ENHANCED NTS LKD TO 5 ASIAN INDEXES & BSKT OF ASIAN CURRENCIES DTD 04/17/2009 DUE 04/29/2010	99,000.00	109,450.00	0.80	0.00	0.00
3	100,000.00 HSBC USA INC SEMI ANNUAL REVIEW NTS LKD TO S&P 500 INDEX DTD 03/31/2009 DUE 04/14/2011	98,500.00	103,810.00	0.76	0.00	0.00
3	TOTAL FIXED INCOME TAXABLE	9,099,522.90	8,966,751.49	65.76	461,898.15	5.15
3	EQUITIES					
3	BANKS					
3	300.00 BB & T CORP	5,529.66	6,594.00	0.05	180.00	2.73

SCHEDULE OF ASSETS
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	SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
3		EQUITIES (CONT)					
3		BANKS (CONT)					
3	1,982.00	BANK OF AMERICA CORP	65,373.01	26,162.40	0.19	79.28	0.30
3	700.00	BANK NEW YORK MELLON CORP	27,126.59	20,517.00	0.15	252.00	1.23
3	1,020.00	US BANCORP DEL NEW	26,045.56	18,278.40	0.13	204.00	1.14
3	900.00	WELLS FARGO & CO NEW	20,053.87	21,834.00	0.16	180.00	0.82
+3							
3			144,128.69	93,385.80	0.68	895.28	0.96
3		CAPITAL EQUIPMENT					
3	145.00	BOEING CO	9,612.53	6,162.50	0.05	243.60	3.95
3	300.00	CATERPILLAR INC	8,896.03	9,912.00	0.07	504.00	5.08
3	1,155.00	CORNING INC	19,100.09	18,549.30	0.14	231.00	1.25
3	200.00	DEERE & CO	6,663.57	7,990.00	0.06	224.00	2.80
3	200.00	EMERSON ELEC CO	1,002.31	6,460.00	0.02	261.00	3.31
3	1,160.00	GENERAL ELEC CO	48,437.40	13,595.20	0.10	464.00	3.41
3	400.00	PACCAR INC	13,870.63	12,972.00	0.10	144.00	1.11
3	100.00	ROCKWELL AUTOMATION INC	2,845.38	3,212.00	0.02	116.00	3.61
+3							
3			116,428.00	78,873.00	0.58	2,190.60	2.78

SCHEDULE OF ASSETS
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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)					
	CONSUMER CAPITAL SPENDING					
800.00	JOHNSON CTLS INC	18,513.33	17,376.00	0.13	416.00	2.39
	CONSUMER CYCLICAL					
	INTERNATIONAL GAME TECHNOLOGY	4,617.52	4,770.00	0.03	72.00	1.51
300.00	STARWOOD HOTELS & RESORTS WORLDWIDE INC	6,449.27	6,660.00	0.05	270.00	4.05
933.00	TIME WARNER INC NEW NEW	24,990.08	23,502.27	0.17	233.25	0.99
234.00	TIME WARNER CABLE INC	8,227.09	7,410.78	0.05	0.00	0.00
300.00	YUM BRANDS INC	10,195.58	10,002.00	0.07	228.00	2.28
		87,035.06	82,674.05	0.61	1,258.25	1.52
	CONSUMER NON-DURABLE					
800.00	ALTRIA GROUP INC	12,554.84	13,112.00	0.10	1,024.00	7.81
100.00	GENERAL MILLS INC	6,031.65	5,602.00	0.04	188.00	3.36
100.00	MONSANTO CO NEW	10,356.00	7,434.00	0.05	106.00	1.43
430.00	PEPSICO INC	27,328.63	23,632.80	0.17	774.00	3.28
553.00	PHILIP MORRIS INTL INC	15,015.47	24,121.86	0.18	1,194.48	4.95

SCHEDULE OF ASSETS
AS OF 6/30/09
THE BEN E. KEITH FOUNDATION

ACCOUNT NO. 8336073700

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	SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
3		EQUITIES (CONT)					
3		CONSUMER NON-DURABLE (CONT)					
3	735.00	PROCTER & GAMBLE CO	42,294.50	37,558.50	0.28	1,293.60	3.44
3	717.00	SAFeway INC NEW	16,536.57	14,605.29	0.11	286.80	1.96
3	400.00	SYSCO CORP	12,176.00	8,882.00	0.07	284.00	1.77
+3							
3		DEFENSE	142,293.66	135,058.45	0.99	5,250.88	3.89
3	505.00	UNITED TECHNOLOGIES CORP COM	28,719.12	26,239.80	0.19	777.70	2.96
3		ENERGY					
3	200.00	NOBLE CORP BAAR NAMES AKT	6,288.42	6,050.00	0.04	80.00	1.32
3	300.00	ANADARKO PETE CORP	13,011.20	13,617.00	0.10	108.00	0.79
3	300.00	APACHE CORP	25,183.14	21,645.00	0.16	180.00	0.83
3			13,000.00	13,411.00	0.10	55.00	1.17
3	300.00	DEVON ENERGY CORP NEW	17,984.02	16,350.00	0.12	192.00	1.17
3	1,098.00	EXXON MOBIL CORP	39,301.88	76,761.18	0.56	1,844.64	2.40
3	200.00	HESS CORP	16,066.45	10,750.00	0.08	80.00	0.74
3	290.00	OCCIDENTAL PETE CORP	16,449.52	19,084.90	0.14	382.80	2.01

SCHEDULE OF ASSETS
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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
275.00	SCHLUMBERGER LTD	14,790.94	14,880.25	0.11	231.00	1.55
	EQUITIES (CONT)					
	ENERGY (CONT)					
		142,645.27	107,707.00	1.47	7,607.74	1.00
	FINANCE					
100.00	AXIS CAP HLDGS LTD SHS	3,399.07	2,618.00	0.02	80.00	3.06
165.00	ACE LTD SHS	7,538.64	7,297.95	0.05	204.60	2.80
200.00	AMERIPRISE FINL INC	8,271.49	4,854.00	0.04	136.00	2.80
240.00	GOLDMAN SACHS GROUP INC	27,948.78	35,385.60	0.26	336.00	0.95
50.00	MASTERCARD INC CL A	9,140.61	8,365.50	0.06	30.00	0.36
200.00	METLIFE INC	5,966.67	6,002.00	0.04	148.00	2.47
680.00	MORGAN STANLEY NEW	21,635.10	19,386.80	0.14	136.00	0.70
200.00	PRUDENTIAL FINL INC	6,463.56	7,444.00	0.05	116.00	1.56
500.00	TD AMERITRADE HLDG CORP	8,280.00	8,775.00	0.06	0.00	0.00
200.00	TRAVELERS COS INC	8,843.18	8,208.00	0.06	240.00	2.92
		107,487.10	108,336.85	0.79	1,426.60	1.32

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THE BEN E. KEITH FOUNDATION

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)					
	HEALTH CARE					
700.00	ABBOTT LABS	37,038.40	32,928.00	0.24	1,120.00	3.40
400.00	AETNA INC NEW	16,042.60	10,020.00	0.07	16.00	0.16
200.00	BAXTER INTL INC	9,423.86	10,592.00	0.08	208.00	1.96
400.00	BRISTOL MYERS SQUIBB CO	8,591.73	8,124.00	0.06	496.00	6.11
200.00	CARDINAL HEALTH INC	5,992.42	6,110.00	0.04	140.00	2.29
400.00	CELGENE CORP	20,171.99	19,136.00	0.14	0.00	0.00
360.00	GILEAD SCIENCES INC	16,528.75	16,862.40	0.12	0.00	0.00
100.00	MCKESSON CORP	3,541.48	4,400.00	0.03	48.00	1.09
400.00	MERCK & CO INC	18,435.24	11,184.00	0.08	608.00	5.44
1,400.00	PFIZER INC	19,477.35	21,000.00	0.15	896.00	4.27
1,200.00	SCHERING PLOUGH CORP	25,668.00	30,144.00	0.22	312.00	1.04
100.00	WELLPOINT INC	4,034.70	5,089.00	0.04	0.00	0.00
300.00	WYETH	12,778.81	13,617.00	0.10	360.00	2.64
200.00	ZIMMER HLDGS INC	8,070.52	8,520.00	0.06	0.00	0.00
		205,795.85	197,726.40	1.45	4,204.00	2.13

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THE BEN E. KEITH FOUNDATION

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	SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
3		EQUITIES (CONT)					
3		INDUSTRIAL COMMODITIES					
3	325.00	COVIDIEN PLC	11,877.93	12,168.00	0.09	208.00	1.71
3	700.00	DOW CHEM CO	9,421.58	11,298.00	0.08	420.00	3.72
3	300.00	FREEMONT-MCMORAN COPPER & GOLD	19,391.80	15,033.00	0.11	0.00	0.00
3							
+3							
3		RETAIL	57,999.29	66,074.16	0.48	1,248.80	1.89
3	200.00	ADVANCED AUTO PTS INC	6,194.62	8,298.00	0.06	48.00	0.58
3	785.00	CVS CAREMARK CORP	20,054.01	25,017.95	0.18	239.43	0.96
3	200.00	NIKE INC	11,254.04	10,356.00	0.08	200.00	1.93
3		CL B					
3	800.00	STAPLES INC	17,740.08	16,144.00	0.12	264.00	1.64
3	400.00	URBAN OUTFITTERS INC	6,030.92	8,356.00	0.06	0.00	0.00
3		COM					
3	100.00	V F CORP	5,768.70	5,535.00	0.04	236.00	4.26
3		COM					
3	460.00	WAL MART STORES INC	23,336.85	22,282.40	0.16	501.40	2.25
+3							
3			90,379.22	95,989.35	0.70	1,488.83	1.55

SCHEDULE OF ASSETS

AS OF 12/31/99
THE BEN E. KEITH FOUNDATION

ASSETS IN. 000000/0000

PAUL

	SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
		EQUITIES (CONT)					
		TECHNOLOGY					
3	150.00	APPLE INC	17,176.53	21,364.50	0.16	0.00	0.00
3	1,782.00	CISCO SYS INC	42,167.66	33,234.30	0.24	0.00	0.00
3	80.00	GOOGLE INC CL A	36,180.90	33,727.20	0.25	0.00	0.00
3	1,170.00	INTERNATIONAL BUSINESS MACHS CORP	24,132.31	44,232.30	0.32	300.12	0.03
3	168.00	INTERNATIONAL BUSINESS MACHS CORP	16,966.81	17,542.56	0.13	369.60	2.11
3	600.00	JUNIPER NETWORKS INC	9,705.00	14,160.00	0.10	0.00	0.00
3	300.00	LAM RESH CORP	6,120.60	7,800.00	0.06	0.00	0.00
3	2,401.00	MICROSOFT CORP	68,001.20	57,071.77	0.42	1,248.52	2.19
3	900.00	NATIONAL SEMICONDUCTOR CORP	10,863.66	11,295.00	0.08	288.00	2.55
3	200.00	NETAPP INC	3,130.88	3,944.00	0.03	0.00	0.00
3	300.00	PAYCHEX INC	7,973.69	7,560.00	0.06	372.00	4.92
3	595.00	QUALCOMM INC	22,439.21	26,894.00	0.20	404.60	1.50
3	300.00	XILINX INC	6,308.49	6,138.00	0.05	168.00	2.74
3	500.00	YAHOO INC	11,741.53	7,830.00	0.06	0.00	0.00
+3							
3			282,968.47	292,854.23	2.15	3,217.44	1.10

SCHEDULE OF ASSETS
AS OF 6/30/09
THE BEN E. KEITH FOUNDATION

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	SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
3		EQUITIES (CONT)					
3		TRANSPORTATION					
3	950.00	NORFOLK SOUTHN CORP	40,547.04	35,786.50	0.26	1,292.00	3.61
3		TELEPHONE UTILITIES					
3	800.00	AT & T INC	28,584.00	19,872.00	0.15	1,312.00	6.60
3	926.00	VERIZON COMMUNICATIONS	43,510.84	28,455.98	0.21	1,703.84	5.99
3			72,094.84	48,327.98	0.35	3,015.84	6.24
3		OTHER UTILITIES					
3	400.00	EDISON INTL	15,831.61	12,584.00	0.09	496.00	3.94
3	300.00	EXELON CORP	25,872.84	15,363.00	0.11	630.00	4.10
3	300.00	SOUTHERN CO	8,629.29	9,348.00	0.07	525.00	5.62
3	200.00	SOUTHWESTERN ENERGY CO	8,637.90	7,770.00	0.06	0.00	0.00
3			58,971.64	45,065.00	0.33	1,651.00	3.66
3		ALTERNATIVE INVESTMENTS					
3	20,102.00	ISHARES TR COHEN & STEERS REALTY MAJORS INDEX FD	531,321.99	722,465.88	5.30	43,581.14	6.03

SCHEDULE OF ASSETS
AS OF 6/30/09
THE BEN E. KEITH FOUNDATION

ACCOUNT NO. 8336073700

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SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)					
	OTHER					
26,737.97	AMERICAN CENTY CAP PORTFOLIOS INC EQUITY INCOME FD INV	150,000.00	154,545.46	1.13	5,294.12	3.43
14,974.48	EATON VANCE SPL INVT TR LARGE CAP VALUE FD CL I	190,000.00	207,845.82	1.52	4,642.09	2.23
4,877.00	ISHARES TR RUSSELL MIDCAP INDEX FD	261,742.98	319,492.27	2.34	6,198.67	1.94
3,658.00	ISHARES TR RUSSELL 1000 GROWTH INDEX FD	130,843.52	150,087.74	1.10	2,659.37	1.77
21,321.96	JPMORGAN INTERNATIONAL VALUE FUND SELECT CLASS (JIESX)	200,000.00	226,012.80	1.66	7,846.48	3.47
8,796.40	JPMORGAN INTREPID AMERICA FUND SELECT CLASS (JPIAX)	130,000.00	145,228.53	1.07	1,354.65	0.93
17,107.22	JPMORGAN INTERNATIONAL EQUITY INDEX FUND SELECT CLASS (OIEAX)	412,968.34	263,793.36	1.93	12,864.63	4.88
18,537.56	LEGG MASON PARTNERS EQUITY TR CL I	175,000.00	194,644.42	1.43	4,337.79	2.23
35,393.52	MANNING & NAPIER FD INC NEW WORLD OPTYS SER CL A	200,000.00	230,765.76	1.69	920.23	0.40
	PAC TIGER FD					
		2,401,785.24	2,426,772.16	17.80	56,559.07	2.33
	TOTAL EQUITIES	4,550,113.91	4,666,387.69	34.22	132,156.67	2.83

SCHEDULE OF ASSETS
AS OF 6/30/09
THE BEN E. KEITH FOUNDATION

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ACCOUNT NO. 8336073700

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
7.00	MINERAL ASSETS					
	MINERAL PROPERTIES	7.00	6,379.19	0.00	0.00	0.00
	MISCELLANEOUS					
7,800.00	BEN E KEITH COMPANY \$151,560.00 NO INTEREST NOTE DATED 4/05/66 (SEE FILE FOR PAYMENT PROVISIONS)	7,800.00	7,800.00	0.06	0.08	0.00
1,950.00	GASTON HALLAM \$2,020.00 NO INTEREST NOTE DATED 9/30/65 (SEE FILE FOR SPECIAL INSTRUCTIONS) 4-2-08 Note Payment	1,950.00	1,950.00	0.01	0.02	0.00
		(1,500.00)	(1,500.00)			
	TOTAL MISCELLANEOUS	8,250.00	8,250.00	0.07	0.10	0.00
	CASH	12,100.00-	12,100.00-	0.09-	0.00	0.00
	TOTAL PRINCIPAL	13,649,946.03	13,649,820.59	100.00	594,059.90	4.36
	INCOME					
	CASH EQUIVALENTS					
	CASH	99,548.24	99,548.24			
		475.37	475.37	0.48		
	TOTAL INCOME	100,023.61	100,023.61	100.00	119.46	0.12
	TOTAL ACCOUNT	13,749,969.64	13,749,844.20		594,179.36	4.33