Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning AUGUST 1 **, 2008, and ending** JULY 31 **, 20**09

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 CONN MEMORIAL FOUNDATION	**A** Employer identification number 59-0978713
	Number and street (or P O box number if mail is not delivered to street address) 3410 HENDERSON BOULEVARD — Room/suite 200	**B** Telephone number (see page 10 of the instructions) (813) 554-1210
	City or town, state, and ZIP code TAMPA, FL 33609	**C** If exemption application is pending, check here ▶ ☐ **D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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)* ▶ $ 19,642,617.

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

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	456,749.	456,749.		
	4	Dividends and interest from securities	144,748.	144,748.		
	5a	Gross rents	74,493.	74,493.		
	b	Net rental income or (loss) 70,329.				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	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) (attach schedule)				
	11	Other income (attach schedule)	51,282.	51,282.		
	12	**Total.** Add lines 1 through 11	727,272.	727,272.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	73,998.	14,799.		59,199.
	14	Other employee salaries and wages	65,397.	13,080.		52,317.
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,636.	727.		2,909.
	c	Other professional fees (attach schedule)	170,100.	163,774.		6,326.
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	47,854.	39,709.		8,145.
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	13,671.	2,734.		10,937.
	21	Travel, conferences, and meetings	9,502.	1,562.		7,940.
	22	Printing and publications				
	23	Other expenses (attach schedule)	43,833.	14,694.		29,139.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	427,991.	251,079.		176,912.
	25	Contributions, gifts, grants paid	794,500.			794,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,222,491.	251,079.		971,412.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(495,219.)			
	b	**Net investment income** (if negative, enter -0-)		476,193.		
	c	**Adjusted net income** (if negative, enter -0-)				

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BKA
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Form **990-PF** (2008)

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash–non-interest-bearing	53,300.	80,715.	80,715.
	2	Savings and temporary cash investments	657,050.	936,531.	936,543.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1,393.	800.	800.
	10a	Investments–U.S. and state government obligations (attach schedule)	1,423,869.	811,547.	845,619.
	b	Investments–corporate stock (attach schedule)	13,347,220.	11,942,870.	12,067,365.
	c	Investments–corporate bonds (attach schedule)	6,166,532.	5,409,357.	5,711,415.
	11	Investments–land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	12	Investments–mortgage loans			
	13	Investments–other (attach schedule)	29,227.	29,227.	160.
	14	Land, buildings, and equipment: basis ▶			
		Less: accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	21,678,591.	19,211,047.	19,642,617.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ REFUND DUE)	1,286.	2,318.	
	23	**Total liabilities** (add lines 17 through 22)	1,286.	2,318.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	25,930,570.	23,957,213.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	(4,253,265.)	(4,748,484.)	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	21,677,305.	19,208,729.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	21,678,591.	19,211,047.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year–Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	21,677,305.
2	Enter amount from Part I, line 27a	2	(495,219.)
3	Other increases not included in line 2 (itemize) ▶ Rounding	3	1.
4	Add lines 1, 2, and 3	4	21,182,087.
5	Decreases not included in line 2 (itemize) ▶ see attached schedule	5	1,973,358.
6	Total net assets or fund balances at end of year (line 4 minus line 5)–Part II, column (b), line 30	6	19,208,729.

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	Various	Various
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	13,647,862.		15,621,220.	(1,973,358.)
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				(1,973,358.)
b				
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	(1,973,358.)
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2007	1,123,921.	23,739,597.	0.047344
2006	1,119,824.	23,604,279.	0.047442
2005	1,092,919.	22,485,134.	0.048606
2004	1,026,655.	21,611,603.	0.047505
2003	895,304.	20,469,392.	0.043739

2 **Total** of line 1, column (d)	2	0.234636
3 Average distribution ratio for the 5-year base period–divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.046927
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	18,167,412.
5 Multiply line 4 by line 3	5	852,542.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,762.
7 Add lines 5 and 6	7	857,304.
8 Enter qualifying distributions from Part XII, line 4	8	971,412.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter: ______________ (attach copy of ruling letter if necessary–see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,762
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	4,762.
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	4,762.
6	Credits/Payments:				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	26,640.		
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	26,640.
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	21,878.
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 5,300. **Refunded** ▶			11	16,578.

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ www.connfoundation.org

14 The books are in care of ▶ SHEFFIELD CROWDER Telephone no. ▶ 813-554-1210

Located at ▶ FOUNDATION ADDRESS ZIP+4 ▶ 33609

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 |

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? ☐ Yes ☐ No If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement–see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here .... ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? .... ☐ 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? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SHEFFIELD CROWDER TAMPA, FL	PRESIDENT 20HRS	73,998.		
MARY ANN OSBORNE TAMPA, FL	DIRECTOR 35HRS	65,397.		
		0.		
		0.		

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ABBY BRANNON TAMPA, FL	CONTROLLER 8 HRS	1,715.		
VARIOUS TAMPA, FL	RECEPTIONIST 4 HRS	6,192.		

Total number of other employees paid over $50,000 .... ▶ 2

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation

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

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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	17,967,012.
b	Average of monthly cash balances	1b	476,901.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	160.
d	**Total** (add lines 1a, b, and c)	1d	18,444,073.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	18,444,073.
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	4	276,661.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	18,167,412.
6	**Minimum investment return.** Enter 5% of line 5	6	908,371.

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

1	Minimum investment return from Part X, line 6			1	908,371.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	4,762.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,762.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	903,609.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	903,609.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	903,609.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc –total from Part I, column (d), line 26	1a	971,412.
b	Program-related investments–total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	971,412.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,762.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	966,650.

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

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				903,609.
2 Undistributed income, if any, as of the end of 2007:				
a Enter amount for 2007 only			403,929.	
b Total for prior years: 20____,20____,20____				
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				
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 971,412.				
a Applied to 2007, but not more than line 2a			403,929.	
b Applied to undistributed income of prior years (Election required–see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required–see page 26 of the instructions)				
d Applied to 2008 distributable amount				567,483.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount–see page 27 of the instructions				
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount–see page 27 of the instructions				
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				336,126.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a				
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				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	
2a 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 ⅔ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test–enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

MARY ANN OSBORNE
3410 HENDERSON BLVD TAMPA, FL 33609 (813) 554-1210

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

GRANT APPLICATION EXPLAINING PURPOSE OF GRAND AND AMOUNT REQUESTED; LATEST AUDITED FINANCIAL STATMENT, COPY OF IRS EXEMPT LETTER

c Any submission deadlines: REQUESTS FOR JANUARY SHOULD BE RECEIVED BY NOVEMBER 30TH. JULY REQUESTS BY MAY 31ST.

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

LIMITED TO HILLSBOROUGH COUNTY. DISADVANTAGED & TROUBLED YOUTH AND SCHOLARSHIP PROGRAMS NOT BELOW COLLEGE LEVEL.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEULE				794,500.
Total ▶ 3a				794,500.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	601,497.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	74,930.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory ...					
11 Other revenue: a ROYALTIES			15	3,000.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				679,427.	

13 **Total.** Add line 12, columns (b), (d), and (e) .... 13 679,427.

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

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

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

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee: Sheff C

Date: 2/1/10

Title: President

Paid Preparer's Use Only

Preparer's signature: Ronald D. Rooks, CPA

Date: 1-27-10

Check if self-employed ▶ ☐

Preparer's identifying number (see **Signature** on page 30 of the instructions): P00448748

Firm's name (or yours if self-employed), address, and ZIP code: BROYLES & ROOKS, PA
515 WEST BAY ST., TAMPA, FL 33606

EIN ▶ 59-3156921

Phone no (813) 251-6603

CONN MEMORIAL FOUNDATION, INC.
AUGUST 1, 2008 THROUGH JULY 31, 2009
59-0978713
ATTACHMENT TO: 990 PF

	(A) Revenues & Expenses per Books	(B) Net Investment Income	(C) Adjusted Net Income	(D) Disbursements for Charitable Purposes
PART 1, LINE 5(b)				
NET RENTAL INCOME (LOSS)				
Gross rents - Line (a)	74,493	74.493		
Less expenses : (From schedule of expenses)	0	0		
Investment Expenses				
Severence Lease Tax	(4,164)			
	70,329	74,493	-	-
PART 1, LINE 11				
OTHER INCOME				
Royalties:				
CHL(net of distributions)	3,000	3,000		
Other:				
Miscellaneous Income	48.167	48,167		
Interest	115	115		
	51,282	51.282	-	-
PART 1, LINE 16b				
ACCOUNTING FEES				
Broyles & Rooks P.A.				
Form 990 PF	2.571	514		2,057
Agreed upon procedures	920	184		736
Other Acctounting Services - Payroll Reconciliation	145	29		116
	3,636	727	-	2.909

CONN MEMORIAL FOUNDATION, INC.
AUGUST 1, 2008 THROUGH JULY 31, 2009
59-0978713
ATTACHMENT TO: 990 PF

	(A) Revenues & Expenses per Books	(B) Net Investment Income	(C) Adjusted Net Income	(D) Disbursements for Charitable Purposes
PART I, LINE 16c				
OTHER PROFESSIONAL FEES				
Investment Advisory Fees	162.131	162,131		
Miscellaneous Investment Expense	62	62		
Professional Services	7,907	1,581		6.326
	170,100	163,774	-	6,326
PART I, LINE 18				
TAXES				
Federal Excise Tax	33,275	33.275		-
Severance Lease Tax	4,164	4,164		-
Foreign taxes	222	222		-
Employers FICA and Medicare	10,181	2.036		8.145
Arkansas Property Tax	12	12		-
	47,854	39.709	-	8.145
PART I, LINE 23				
OTHER EXPENSES				
Automobile	803	-		803
Amortization	7,623	7,623		
Insurance - P & C	1,974	395		1,579
Insurance - D & O	3,110	622		2,488
Insurance - Health	12,093	2,419		9.674
Computer expenses	3,973	795		3.178
Copier expenses	390	78		312
Office Supplies	578	116		462
Payroll Service	516	103		413
Postage	161	32		129
Telephone	1,520	304		1.216
Program Evaluation	-	-		-
Dues & Subscriptions	2,225	445		1.780
Funders Forum	250	50		200
Fundraisers	50			50
Entertainment	785	157		628
Miscellaneous - Other	276	55		221
Website	151	30		121
Common Area Maintenance	7,355	1,471		5,884
	43,833	14,694	-	29,139

CONN MEMORIAL FOUNDATION, INC.
AUGUST 1, 2008 THROUGH JULY 31, 2009
59-0978713
ATTACHMENT TO: 990 PF

PART II, LINE 13
OTHER INVESTMENTS

	Book Value	Fair Market Value
Arkansas Land	66	160
Mississippi Mineral Rights	29,161	-
	29,227	160

PART III, LINE 5
DECREASES NOT INCLUDED IN LINE 2

Capital losses (from Part IV, line 2)	1,973,358

CONN MEMORIAL FOUNDATION, INC.
AUGUST 1, 2008 THROUGH JULY 31, 2009
59-0978713

ATTACHMENT TO: 990 PF

PART II, LINE 10 a, b, c
INVESTMENTS 10

	Book Value		
	a Government Obligations	b Corporate Stock	c Corporate Bonds
Page 4-1	811,547	276,515	-
Page 4-11	-	-	5,409,357
Page 4-17	-	1,153,086	-
Page 4-18	-	1,759,586	-
Page 4-23	-	2,461,738	-
Page 4-29	-	1,569,973	-
Page 4-35	-	1,292,597	-
Page 4-44	-	2,229,119	-
Page 4-49	-	1,200,256	-
	811,547	11,942,870	5,409,357

INVESTMENTS 10

	Market Value		
	a Government Obligations	b Corporate Stock	c Corporate Bonds
Page 4-1	845,619	262,968	-
Page 4-11	-	-	5,711,415
Page 4-17	-	1,382,599	-
Page 4-18	-	1,635,381	-
Page 4-23	-	2,581,638	-
Page 4-29	-	1,671,692	-
Page 4-35	-	1,181,114	-
Page 4-44	-	2,321,140	-
Page 4-49	-	1,030,833	-
	845,619	12,067,365	5,711,415

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-INCOME RESEARCH
Account Number: 4717012

Diversification		Book Value	% of Book Value		Market Value	% of Market Value
Cash And Equivalents		**668,698.02**			**668,709.62**	
Government And Agency Issues						
US TREASURY NOTES & BONDS		125,464.85	16.59		126,946 86	16.09
US GOVT AGY PASS THROUGHS		585,769 20	77 45		617,183.18	78.22
US GOVERNMENT AGENCY CMO		45,045 95	5.96		44,872 76	5 69
Total Government And Agency Issues	①	**756,280.00**	**100.00**	②	**789,002.80**	**100.00**
Corporate Bonds						
CORPORATE BONDS		3,423,020.13	63.28		3,643,034.08	63 79
MEDIUM TERM NOTES		208,917.78	3.86		231,089.25	4.05
CORPORATE BONDS ADJ/VAR/FLT		148,016 32	2 74		156,273.00	2.74
CORPORATE PASS THROUGHS		1,629,402.47	30.12		1,681,018 62	29.43
Total Corporate Bonds		**5,409,356.70**	**100.00**		**5,711,414.95**	**100.00**
Other Fixed Income						
MUNICIPAL OBLIGATIONS	①	55,267.10	100.00	②	56,615.90	100.00
Total Other Fixed Income		**55,267.10**	**100.00**		**56,615.90**	**100.00**
Equities						
Total Equities		**0.00**	**100.00**		**0.00**	**100.00**
Foreign Assets						
GOVERNMENT AND AGENCY ISSUES		105,020 16	37.98		97,732.50	37.17
CORPORATE OBLIGATIONS		171,494 78	62 02		165,235.18	62.83
Total Foreign Assets		**276,514.94**	**100.00**		**262,967.68**	**100.00**
Other Assets						
Total Other Assets		**0.00**	**100.00**		**0.00**	**100.00**
Total Account		7,166,116.76			7,488,710.95	

Schedule of Bond Maturities	Face Value	% of Bond Portfolio
Less than 1 year	0 00	0 00
1 to 5	1,207,474.74	18 32
5 to 10	1,726,517 18	26 20
10 to 15	125,506 47	1 90
Over 15 years	3,531,392.51	53.58
Total Bond Portfolio	**6,590,890.90**	**100.00**

	Book Value		Market Value
Total Government obligations Σ①	'811,547.10	Σ②	$ 845,618.70

4-1

Percentages may not total to 100 percent due to rounding

Holdings by Sector

July 31, 2009
Page 5 of 62

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-INCOME RESEARCH
Account Number: 4717012

4-2

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CASH							
	CASH BALANCE		6 60		6.60		
CASH EQUIVALENTS							
MONEY MARKET FUNDS-TAXABLE							
66,033 880	SSGA INST LIQUID RESERVES INV CL	CM1SSVXX1	66,033 88	1 000	66,033 88	0 00	0.00 2.80
TOTAL MONEY MARKET FUNDS-TAXABLE			**66,033.88**		**66,033.88**	**0.00**	**0.00** **2.80**
US TREASURY BILLS							
53,000.000	US TSY BILLS 9/03/09	912795N98	52,993 71	1.000	52,993.64	(0 07)	0 00 0 00
550,000 000	US TSY BILLS 11/19/09	912795S51	549,663.83	0.999	549,675 50	11.67	0 00 0.00
TOTAL US TREASURY BILLS			**602,657.54**		**602,669.14**	**11.60**	**0.00** **0.00**
TOTAL CASH AND EQUIVALENTS			**668,698.02**		**668,709.62**	**11.60**	**0.00** **2.80**
GOVERNMENT AND AGENCY ISSUES							
US TREASURY NOTES & BONDS							
131,000 000	US TREASURY NOTES 3.125% 5/15/19 Moody: AAA S&P: AAA	912828KQ2	125,464 85	96.906	126,946.86	1,482 01	4,061 00 867.70
TOTAL US TREASURY NOTES & BONDS			**125,464.85**		**126,946.86**	**1,482.01**	**4,061.00** **867.70**
US GOVT AGY PASS THROUGHS							
74,619 180 100,000.000	FNMA POOL #725322 5.159% 11/01/10 Moody: N/A S&P: N/A	31402CYT3	74,633.61	0 999	74,557.99	(75 62)	3,880.20 320.80
57,855 560 105,000 000	FNMA POOL #555317 4.873% 4/01/13 Moody: N/A S&P: N/A	31385W4A4	57,499.80	1 055	61,017 94	3,518.14	2,834.92 234.94

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-INCOME RESEARCH
Account Number: 4717012

Holdings by Sector

July 31, 2009

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
GOVERNMENT AND AGENCY ISSUES (Continued)							
US GOVT AGY PASS THROUGHS (Continued)							
22,518.080 25,000 000	FNMA POOL #745331 5.072% 1/01/16	31403DA82	22,373 47	1 043	23,489 96	1,116.49	1,148 42 95 18
210,046 270 220,000.000	FNMA POOL #745504 5.157% 2/01/16 Moody: N/A S&P: N/A	31403DGM5	206,397.57	1.072	225,079.28	18,681.71	10,922.41 902 67
62,792 990 110,000 000	FNMA ARM #880373 5.453% 2/01/36 Moody: N/A S&P: N/A	31409WCJ8	63,103.91	1.055	66,251 00	3,147.09	3,453 61 285 34
44,085 310 75,000 000	FNMA ARM #891332 6.143% 4/01/36 Moody: N/A S&P: N/A	31410MHH6	44,567.81	1 059	46,699.57	2,131.76	2,689 20 225 68
50,484 810 70,000 000	FHLMC ARM #1G1028 5.577% 7/01/36 Moody: N/A S&P: N/A	3128QJD94	51,097.73	1.053	53,175.65	2,077.92	2,827 15 232 41
36,253 630 46,000 000	FHLMC ARM #1J0573 5.856% 8/01/37 Moody: N/A S&P: N/A	3128LUT63	37,513 68	1.051	38,104 74	591.06	2,138.96 174 26
27,370 900 29,000 000	FHLMC ARM #1Q0723 5.807% 1/01/38 Moody: N/A S&P: N/A	3128S4YU5	28,581.62	1.052	28,807 05	225 43	1,587 51 263 46
TOTAL US GOVT AGY PASS THROUGHS			**585,769.20**		**617,183.18**	**31,413.98**	**31,482.38** **2,734.74**
US GOVERNMENT AGENCY CMO							
42,863 330	SBAP 2007-20B-1 5.49% 2/01/27 Moody: N/A S&P: N/A	83162CQV8	45,045.95	104.688	44,872.76	(173 19)	2,357 48 1,176 60
TOTAL US GOVERNMENT AGENCY CMO			**45,045.95**		**44,872.76**	**(173.19)**	**2,357.48** **1,176.60**
TOTAL GOVERNMENT AND AGENCY ISSUES			**756,280.00**		**789,002.80**	**32,722.80**	**37,900.86** **4,779.04**

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-INCOME RESEARCH
Account Number: 4717012

4-4

Shares/Units Original Face	Description			CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CORPORATE BONDS									
CORPORATE BONDS									
165,000 000	COMMERCIAL CREDIT Moody: A3 S&P: A	8.7%	6/15/10	201615BX8	166,779.97	101.258	167,075.70	295.73	14,355 00 1,834.25
50,000 000	DEUTSCHE TELEKOM FIN Moody: BAA1 S&P: BBB+	8.5%	6/15/10	25156PAB9	51,154.49	105 335	52,667.50	1,513.01	4,250 00 543.06
95,000.000	AMERICAN GENERAL CORP Moody: A3 S&P: A-	7.5%	8/11/10	026351BC9	97,560 33	97.062	92,208.90	(5,351.43)	7,125 00 3,364.58
85,000 000	VERIZON GLOBAL Moody: A3 S&P: A	7.25%	12/01/10	92344GAL0	87,959 62	106.706	90,700 10	2,740.48	6,120.00 1,027.08
47,000.000	JP MORGAN CHASE & CO Moody: AAA S&P: AAA	2.625%	12/01/10	481247AD6	47,569.87	102.298	48,080 06	510.19	1,222 00 205.63
50,000 000	SIMON PPTY GROUP LP Moody: A3 S&P: A-	5%	3/01/12	828807BX4	49,460.20	101.221	50,610 50	1,150 30	2,500.00 1,041.67
95,000 000	SIMON PPTY GROUP LP Moody: A3 S&P: A-	5.75%	5/01/12	828807BS5	94,879 77	101 989	96,889.55	2,009.78	5,415.00 1,365.63
40,000 000	GEN ELEC CAP CORP Moody: AA2 S&P: AA+	8.125%	5/15/12	369622DN2	43,639.11	110.772	44,308.80	669 69	3,240 00 812 50
50,000 000	HOUSEHOLD FIN CORP Moody: A3 S&P: A	7%	5/15/12	441812JY1	52,088.55	105 917	52,958 50	869.95	3,500 00 738.89
60,000.000	ERP OPERATING LP Moody: BAA1 S&P: BBB+	5.5%	10/01/12	26884AAW3	59,796.78	101.535	60,921.00	1,124.22	3,300 00 275 00
85,000.000	LOCKHEED MARTIN CORP Moody: BAA1 S&P: A-	4.121%	3/14/13	539830AS8	85,000.00	102.737	87,326.45	2,326.45	3,485.00 1,333.03

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CORPORATE BONDS (Continued)							
CORPORATE BONDS (Continued)							
37,000.000	GOLDMAN SACHS GRP 5.25% 10/15/13 Moody: A1 S&P: A	38141GDQ4	31,791.53	104.680	38,731 60	6,940 07	1,924.00 571.96
95,000.000	CME GROUP INC 5.75% 2/15/14 Moody: AA3 S&P: AA	12572QAD7	96,546 36	108 761	103,322.95	6,776.59	5,415 00 2,609.86
33,000 000	TIME WARNER CABLE INC 7.5% 4/01/14 Moody: BAA2 S&P: BBB	88732JAR9	35,515 79	114 001	37,620.33	2,104.54	2,475.00 859.38
33,000 000	GOLDMAN SACH GR INC 6% 5/01/14 Moody: A1 S&P: A	38141EA33	33,535 06	108.359	35,758 47	2,223 41	1,980 00 467 50
75,000 000	IBM CORP 5.7% 9/14/17 Moody: A1 S&P: A+	459200GJ4	74,777 48	109 422	82,066.50	7,289.02	4,275.00 1,626 88
39,000.000	NSTAR ELECTRIC CO 5.625% 11/15/17 Moody: A1 S&P: A+	67021CAE7	35,837 33	107.331	41,859 09	6,021 76	2,184.00 463 23
45,000 000	JP MORGAN CHASE & CO 6% 1/15/18 Moody: AA3 S&P: A+	46625HGY0	46,623 34	105.898	47,654.10	1,030.76	2,700 00 120 00
40,000 000	GOLDMAN SACHS GROUP 5.95% 1/18/18 Moody: A1 S&P: A	38141GFG4	34,701.09	105 363	42,145 20	7,444 11	2,360 00 85 94
114,000.000	HARTFORD FINL SVCS 6.3% 3/15/18 Moody: BAA3 S&P: BBB	416515AU8	112,976 43	83.679	95,394 06	(17,582.37)	7,182 00 2,713 20
67,000.000	MARATHON OIL CORP 5.9% 3/15/18 Moody: BAA1 S&P: BBB+	565849AF3	58,619 96	103.168	69,122 56	10,502 60	3,953 00 1,493.36
140,000 000	BANK OF AMERICA NA 5.65% 5/01/18 Moody: A2 S&P: A	06051GDX4	129,967 30	95.381	133,533.40	3,566.10	7,840 00 1,977 50

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-INCOME RESEARCH
Account Number: 4717012

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CORPORATE BONDS (Continued)							
CORPORATE BONDS (Continued)							
69,000.000	FLORIDA POWER CORP 5.65% 6/15/18 Moody: A1 S&P: A-	341099CK3	68,771.91	108.314	74,736.66	5,964.75	3,864.00 498.14
107,000 000	PEPSICO INC 7.9% 11/01/18 Moody: AA2 S&P: A+	713448BJ6	106,760.10	125 848	134,657.36	27,897.26	8,453 00 2,113.25
19,000 000	VERIZON COMMS INC 8.75% 11/01/18 Moody: A3 S&P: A	92343VAQ7	22,203 46	127.883	24,297 77	2,094 31	1,653 00 415.63
30,000.000	CATERPILLAR INC 7.9% 12/15/18 Moody: A2 S&P: A	149123BQ3	29,952.88	120.627	36,188.10	6,235.22	2,370 00 302.83
67,000 000	DOMINION RES INC 8.875% 1/15/19 Moody: BAA2 S&P: A-	25746UBG3	76,765 45	125.856	84,323.52	7,558.07	5,963 00 264.28
24,000 000	MARATHON OIL CO 7.5% 2/15/19 Moody: BAA1 S&P: BBB+	565849AH9	23,836.20	115.479	27,714.96	3,878.76	1,800 00 820.00
32,000.000	VERIZON COMMUNICATION 6.35% 4/01/19 Moody: A3 S&P: A	92343VAV6	32,573.93	112.673	36,055.36	3,481.43	2,016.00 699 91
140,000 000	BOEING CO 7.95% 8/15/24 Moody: A2 S&P: A	097023AH8	155,597.54	127.068	177,895 20	22,297.66	11,060.00 5,132.17
150,000 000	PROCTER & GAMBLE CO 8% 9/01/24 Moody: AA3 S&P: AA-	742718BG3	161,140.45	123.702	185,553 00	24,412.55	12,000 00 5,000.00
61,000 000	NORTHERN STS PWR CO 7.125% 7/01/25 Moody: A1 S&P: A	665772BN8	66,000.27	119.226	72,727.86	6,727.59	4,331.00 362.19
60,000 000	COMCAST CABLE 8.5% 5/01/27 Moody: BAA1 S&P: BBB+	20029PAH2	75,697.74	114 333	68,599 80	(7,097.94)	5,100 00 1,275 00

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CORPORATE BONDS (Continued)							
CORPORATE BONDS (Continued)							
121,000.000	WAL MART STORES 5.25% 9/01/35 Moody: AA2 S&P: AA	931142CB7	100,720.76	97.910	118,471 10	17,750.34	6,292 00 2,646 88
23,000.000	UNION PACIFIC CORP 6.15% 5/01/37 Moody: BAA2 S&P: BBB	907818CX4	21,593 31	105 934	24,364.82	2,771 51	1,403.00 353 63
54,000.000	WAL-MART STORES INC 6.5% 8/15/37 Moody: AA2 S&P: AA	931142CK7	53,959 18	116 114	62,701.56	8,742.38	3,510.00 1,618.50
57,000 000	NEWS AMERICA INC 6.65% 11/15/37 Moody: BAA1 S&P: BBB+	652482BQ2	48,607 09	103.636	59,072.52	10,465.43	3,762.00 800.22
58,000 000	NEWS AMERICA INC 6.75% 1/09/38 Moody: BAA1 S&P: BBB+	652482AS9	65,054.17	101 475	58,855 50	(6,198 67)	3,886.00 239.25
158,000 000	GEN ELEC CAP CORP 5.875% 1/14/38 Moody: AA2 S&P: AA+	36962G3P7	143,531.34	86.633	136,880.14	(6,651 20)	9,322.00 714 24
88,000.000	COMCAST CORP 6.4% 5/15/38 Moody: BAA1 S&P: BBB+	20030NAX9	87,814 54	106 902	94,073.76	6,259 22	5,632.00 1,188 98
83,000.000	JP MORGAN CHASE & CO 6.4% 5/15/38 Moody: AA3 S&P: A+	46625HHF0	82,054.91	108.783	90,289.89	8,234.98	5,312.00 1,121.42
69,000 000	JOHNSON & JOHNSON 5.85% 7/15/38 Moody: AAA S&P: AAA	478160AT1	68,966 89	109 827	75,780 63	6,813 74	4,002.00 179.40
77,000.000	AMGEN INC 6.4% 2/01/39 Moody: A3 S&P: A+	031162BA7	76,643 85	113 539	87,425.03	10,781.18	4,928 00 2,669 33
38,000.000	CISCO SYSTEM INC 5.9% 2/15/39 Moody: A1 S&P: A+	17275RAD4	37,915 65	106 262	40,379.56	2,463 91	2,242.00 1,021 36

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
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Shares/Units Original Face	Description			CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimate Annual Income Accrued Income
CORPORATE BONDS (Continued)									
CORPORATE BONDS (Continued)									
30,000 000	ALABAMA POWER CO Moody: A2 S&P: A	6%	3/01/39	010392FB9	29,942.63	109.311	32,793 30	2,850 67	1,800.00 725 00
124,000.000	BELLSOUTH TELECOM Moody: A2 S&P: A	7%	12/01/95	079867AP2	102,328 58	96.972	120,245 28	17,916.70	8,680 00 1,446 67
35,000.000	IBM CORP Moody: A1 S&P: A+	7.125%	12/01/96	459200AP6	41,386.15	115.389	40,386.15	(1,000.00)	2,485.00 415 71
26,000.000	REPUBLIC NY CORP Moody: A2 S&P: A+	7.2%	7/15/97	760719BH6	28,816.61	88.131	22,914 06	(5,902.55)	1,872 00 83 20
50,000 000	BELLSOUTH CAP FDG Moody: A2 S&P: A	7.12%	7/15/97	079857AF5	51,566 74	95.983	47,991 50	(3,575.24)	3,550.00 158.22
43,000 000	NORFOLK SOUTHN CORP Moody: BAA1 S&P: BBB+	6%	3/15/05	655844AV0	36,037 44	85.359	36,704.37	666 93	2,580 00 960 33
TOTAL CORPORATE BONDS					**3,423,020.13**		**3,643,034.08**	**220,013.95**	**226,668.00** **58,755.87**
MEDIUM TERM NOTES									
100,000.000	MORGAN STANLEY MTN Moody: A2 S&P: A	5.95%	12/28/17	61744YAD0	84,261.71	102 968	102,968 00	18,706.29	5,900.00 545 42
125,000 000	JOHN DEERE CAP MTN Moody: A2 S&P: A	5.35%	4/03/18	24422EQR3	124,656 07	102 497	128,121.25	3,465 18	6,625.00 2,192.01
TOTAL MEDIUM TERM NOTES					**208,917.78**		**231,089.25**	**22,171.47**	**12,525.00** **2,737.43**

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CORPORATE BONDS (Continued)							
CORPORATE BONDS ADJ/VAR/FLT							
156,000.000	WACHOVIA CORP 7.574% 8/01/26 Moody: A2 S&P: A+	337358BH7	148,016 32	100.175	156,273.00	8,256.68	11,856 00 5,651.59
TOTAL CORPORATE BONDS ADJ/VAR/FLT			**148,016.32**		**156,273.00**	**8,256.68**	**11,856.00** **5,651.59**
CORPORATE PASS THROUGHS							
12,952 830	GCCFC 2002-C1-A2 4.112% 1/11/17 Moody: AAA S&P: AAA	396789BD0	12,718.77	100 391	13,003.48	284.71	531.07 36 85
145,000 000	CHAIT 2007-A3-A3 5.06129% 4/15/19 Moody: AAA S&P: AAA	161571BT0	144,958.70	101.368	146,983 60	2,024.90	7,395 00 407.67
125,506.470	SW AIRLNS 2007-1-A 6.15% 8/01/22 Moody: A2 S&P: A+	84474YAA4	120,834 87	93 000	116,721.02	(4,113 85)	7,655 89 3,406 07
69,666.210	SBAP 2008-20A-1 5.17% 1/01/28 Moody: N/A S&P: N/A	83162CRN5	69,666 21	105.750	73,672 02	4,005 81	3,622 64 1,309.79
173,690.060	SBAP 2008-20C-1 5.49% 3/01/28 Moody: N/A S&P: N/A	83162CRR6	173,690.06	105.375	183,025 90	9,335 84	9,552.95 3,968 32
21,420.740	MSDWC 2001-IQA-A3 5.72% 12/18/32 Moody: AAA S&P: N/A	61746WJJ0	21,566 08	100.751	21,581.61	15.53	1,220 98 9 94
88,147.590	SARM 2004-20-2A1 4.77693% 1/25/35 Moody: BAA2 S&P: AAA	863579HB7	67,368 58	77.140	67,997.05	628.47	4,231.08 283 87
17,193 480	BSCMS 2001-TOP2-A1 6.08% 2/15/35 Moody: N/A S&P: AAA	07383FFN3	17,627 28	100 948	17,356.47	(270.81)	1,048 80 1,117 44
21,267.950	CSFB 2002-CP3-A2 5.24% 7/15/35 Moody: AAA S&P: N/A	22541NAN9	21,300.53	101 969	21,686 72	386.19	1,105 93 109.91

STATE STREET BANK AND TRUST COMPANY
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Account Number: 4717012

Holdings by Secto

July 31, 200

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimate Annual Income Accrued Incom
CORPORATE BONDS (Continued)							
CORPORATE PASS THROUGHS (Continued)							
14,818.270	CSFB 2002-CP5-A1 4.106% 12/15/35 Moody: N/A S&P: AAA	22541NUH0	14,389 81	100 232	14,852.65	462 84	607 5 26.5
21,420.810	PCMT 2003-PWR1-A1 3.669% 2/11/36 Moody: N/A S&P: AAA	74432GAA5	20,824 70	99.980	21,416.53	591.83	792 5 69.2
12,939.880	MSDWC 2003-TOP9-A1 3.98% 11/13/36 Moody: N/A S&P: AAA	61746WYZ7	12,625.75	100.772	13,039.78	414 03	517.6 42.9
15,996 920	CSFB 2002-CKS4-A1 3.99% 11/15/36 Moody: AAA S&P: AAA	22541NNL9	15,785.57	100.996	16,156 25	370.68	639.8 27.3
36,000 000	CSFB 2005-C2-A4 4.832% 4/15/37 Moody: AAA S&P: AAA	225458RT7	29,693.80	95.418	34,350.48	4,656.68	1,728 0 222.2
40,368 350	JPMCC 2005-CB12-A2 4.739% 9/12/37 Moody: AAA S&P: N/A	46625YQN6	40,095.08	99 957	40,350 99	255.91	1,897.3 143.6
35,000.000	MLMT 2005-CKI1-A6 5.41486% 11/12/37 Moody: AAA S&P: AAA	59022HMU3	35,683.70	98.080	34,328.00	(1,355.70)	1,890.0 178.2
85,000 000	MLMT 2005-CKI1-A2 5.39386% 11/12/37 Moody: AAA S&P: AAA	59022HLB6	85,605 63	101 518	86,290.30	684.67	4,590.0 431 3
220,000 000	MLMT 2005-CIP1-A2 4.96% 7/12/38 Moody: AAA S&P: N/A	59022HJH6	215,687.37	101 057	222,325.40	6,638 03	11,000.0 909.3
16,937.080	BSCMS 2003-T10-A1 4.28571% 3/13/40 Moody: N/A S&P: AAA	07383FQT8	16,493 46	100 368	16,999.41	505.95	728.2 54.1
170,000 000	BSCMS 2005-PW10-A2 5.27% 12/11/40 Moody: N/A S&P: AAA	07387BDY6	167,469.51	100.141	170,239.70	2,770.19	9,010 0 746.5

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CORPORATE BONDS (Continued)							
CORPORATE PASS THROUGHS (Continued)							
30,000.000	CSFB 2005-C6-A2FX 5.207% 12/15/40 Moody: AAA S&P: AAA	225470PV9	30,007.84	101.844	30,553 20	545.36	1,560.00 130 18
35,000 000	WBCMT 2005-C20-A4 5.285% 7/15/42 Moody: AAA S&P: AAA	9297664L4	35,137 42	100.836	35,292 60	155 18	1,855.00 163.25
45,000.000	JPMCC 2005-CB13-A4 5.10952% 1/12/43 Moody: AAA S&P: N/A	46625YVV2	44,606 10	95.384	42,922 80	(1,683.30)	2,295.00 221 92
8,674 200	CGCMT 2005-C3-A1 4.391% 5/15/43 Moody: AAA S&P: AAA	173067GK9	8,539 60	100.111	8,683.83	144 23	381 66 10 96
164,000 000	MLMT 2005-LC1-A4 5.291% 1/12/44 Moody: AAA S&P: AAA	59022HNC2	134,935.38	97.306	159,581.84	24,646 46	8,692.00 723.10
91,000 000	GSMS 2007-GG10-A4 5.8051% 8/10/45 Moody: AAA S&P: BBB-	36246LAE1	72,090 67	78 689	71,606.99	(483.68)	5,278.00 688.01
TOTAL CORPORATE PASS THROUGHS			**1,629,402.47**		**1,681,018.62**	**51,616.15**	**89,827.20** **15,438.83**
TOTAL CORPORATE BONDS			**5,409,356.70**		**5,711,414.95**	**302,058.25**	**340,876.20** **82,583.72**
OTHER FIXED INCOME							
MUNICIPAL OBLIGATIONS							
55,000.000	NY ENV FACS TXBL 03B 4.7% 3/15/11 Moody: N/R S&P: AA-	649849BY1	55,267.10	102 938	56,615 90	1,348 80	2,585.00 976.56
TOTAL MUNICIPAL OBLIGATIONS			**55,267.10**		**56,615.90**	**1,348.80**	**2,585.00** **976.56**
TOTAL OTHER FIXED INCOME			**55,267.10**		**56,615.90**	**1,348.80**	**2,585.00** **976.56**

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STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-INCOME RESEARCH
Account Number: 4717012

Holdings by Secto

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimate Annual Income Accrued Incom
FOREIGN ASSETS							
GOVERNMENT AND AGENCY ISSUES							
83,000.000	PROVINCE OF QUEBEC 7.295% 7/22/26 Moody: AA2 S&P: AAA	748149AC5	105,020.16	117.750	97,732 50	(7,287 66)	6,059.0 151 37
TOTAL GOVERNMENT AND AGENCY ISSUES			**105,020.16**		**97,732.50**	**(7,287.66)**	**6,059.0** **151.37**
CORPORATE OBLIGATIONS							
50,000.000	MIDLAND BK PLC 7.65% 5/01/25 Moody: A2 S&P: A+	597433AC5	59,687.16	94.511	47,255.50	(12,431.66)	3,800 0 956 2
112,000 000	NOVARTIS SEC INVT 5.125% 2/10/19 Moody: AA2 S&P: AA-	66989GAA8	111,807 62	105 339	117,979.68	6,172.06	5,712 0 2,726 5
TOTAL CORPORATE OBLIGATIONS			**171,494.78**		**165,235.18**	**(6,259.60)**	**9,512.00** **3,682.7**
TOTAL FOREIGN ASSETS			**276,514.94**		**262,967.68**	**(13,547.26)**	**15,571.00** **3,834.12**
TOTAL ACCOUNT HOLDINGS			**7,166,116.76**		**7,488,710.95**	**322,594.19**	**396,933.06** **92,176.24**

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STATE STREET.

Account Diversificatio

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CONN MEMORIAL FDN-BRC INV MGMT
Account Number: 4741480

Diversification	*Book Value*	*% of Book Value*	*Market Value*	*% of Market Value*
Cash And Equivalents	10,313.04		10,313.04	
Government And Agency Issues				
Total Government And Agency Issues	0.00	100.00	0.00	100.00
Corporate Bonds				
Total Corporate Bonds	0.00	100.00	0.00	100.00
Other Fixed Income				
Total Other Fixed Income	0.00	100.00	0.00	100.00
Equities				
CONSUMER NON-DURABLES	133,033.90	12.08	162,657.72	12.67
CONSUMER SERVICES	151,137.70	13 72	175,163.76	13 64
BUSINESS PRODUCTS & SERVICES	208,304.59	18.92	258,653 90	20.14
CAPITAL GOODS	215,523 74	19.57	251,003 97	19.54
INDUSTRIAL ELECTRONICS	23,567.30	2.14	42,404 25	3.30
ENERGY	113,281.90	10 29	116,884.56	9.10
FINANCIAL	223,003 82	20 25	238,675.15	18 58
UTILITIES	33,394 53	3.03	38,832.94	3 02
Total Equities	**1,101,247.48**	**100.00**	**1,284,276.25**	**100.00**
Foreign Assets				
EQUITIES	51,838.37	100.00	98,322.56	100.00
Total Foreign Assets	**51,838.37**	**100.00**	**98,322.56**	**100.00**
Other Assets				
Total Other Assets	0.00	100.00	0.00	100.00
Total Account	**1,163,398.89**		**1,392,911.85**	

Schedule of Bond Maturities	*Face Value*	*% of Bond Portfolio*
Less than 1 year	0 00	0.00
1 to 5	0.00	0 00
5 to 10	0.00	0.00
10 to 15	0.00	0 00
Over 15 years	0.00	0.00
Total Bond Portfolio	**0.00**	**100.00**

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Percentages may not total to 100 percent due to rounding

Holdings by Sector

July 31, 2009

CONN MEMORIAL FDN-BRC INV MGMT
Account Number: 4741480

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CASH							
	CASH BALANCE		0 00		0 00		
CASH EQUIVALENTS							
MONEY MARKET FUNDS-TAXABLE							
10,313.040	SSGA INST LIQUID RESERVES INV CL	CM1SSVXX1	10,313.04	1.000	10,313 04	0.00	0.00 0 28
TOTAL MONEY MARKET FUNDS-TAXABLE			**10,313.04**		**10,313.04**	**0.00**	**0.00** **0.28**
TOTAL CASH AND EQUIVALENTS			**10,313.04**		**10,313.04**	**0.00**	**0.00** **0.28**
EQUITIES							
CONSUMER NON-DURABLES							
2,193.000	COCA COLA ENTERPRISES INC	191219104	29,072 82	18.790	41,206.47	12,133.65	614.04 0 00
2,240.000	CONAGRA INC	205887102	36,387.23	19.630	43,971.20	7,583.97	1,702 40 425.60
610 000	EXPRESS SCRIPTS INC-A	302182100	36,753 84	70 040	42,724.40	5,970.56	0.00 0.00
2,635.000	MYLAN LABORATORIES INC	628530107	30,820 01	13.190	34,755 65	3,935.64	0.00 0.00
TOTAL CONSUMER NON-DURABLES			**133,033.90**		**162,657.72**	**29,623.82**	**2,316.44** **425.60**
CONSUMER SERVICES							
1,280 000	CVS/CAREMARK CORP	126650100	37,864.06	33.480	42,854.40	4,990.34	390 40 97 60
3,300.000	MACY'S INC	55616P104	38,237 10	13 910	45,903 00	7,665.90	660.00 0.00
681.000	MCDONALDS CORP	580135101	37,758.18	55.060	37,495 86	(262.32)	1,362.00 0 00

CONN MEMORIAL FDN-BRC INV MGMT
Account Number: 4741480

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
	EQUITIES (Continued)						
	CONSUMER SERVICES (Continued)						
1,350 000	TJX COMPANIES INC	872540109	37,278.36	36.230	48,910.50	11,632.14	648 00 0.00
	TOTAL CONSUMER SERVICES		**151,137.70**		**175,163.76**	**24,026.06**	**3,060.40** **97.60**
	BUSINESS PRODUCTS & SERVICES						
570.000	APOLLO GROUP INC-A	037604105	37,675 29	69.040	39,352 80	1,677 51	0 00 0 00
910 000	BALL CORP	058498106	34,353.50	48 360	44,007.60	9,654 10	364 00 0.00
990 000	MCAFEE INC	579064106	32,931 95	44.580	44,134 20	11,202.25	0.00 0.00
3,610 000	NEWELL RUBBERMAID INC	651229106	26,012.22	12.870	46,460.70	20,448.48	722.00 0 00
1,820 000	ORACLE CORP	68389X105	39,029.54	22 130	40,276 60	1,247.06	364.00 0.00
1,670 000	REPUBLIC SERVICES INC	760759100	38,302.09	26 600	44,422.00	6,119.91	1,269 20 0 00
	TOTAL BUSINESS PRODUCTS & SERVICES		**208,304.59**		**258,653.90**	**50,349.31**	**2,719.20** **0.00**
	CAPITAL GOODS						
1,440 000	AT&T INC	00206R102	38,208 38	26.230	37,771 20	(437 18)	2,361.60 590.40
279 000	APPLE INC	037833100	25,315.09	163 390	45,585.81	20,270 72	0.00 0 00
407.000	INTERNATIONAL BUSINESS MACHINES CORP	459200101	43,793.70	117.930	47,997.51	4,203.81	895 40 0 00
560 000	MILLIPORE CORP	601073109	38,469.87	69 600	38,976.00	506.13	0.00 0 00
1,410 000	OWENS ILLINOIS INC	690768403	38,707.60	33.940	47,855 40	9,147.80	0.00 0 00

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
	EQUITIES (Continued)						
	CAPITAL GOODS (Continued)						
699 000	RAYTHEON CO	755111507	31,029 10	46.950	32,818 05	1,788 95	866.76 216.69
	TOTAL CAPITAL GOODS		**215,523.74**		**251,003.97**	**35,480.23**	**4,123.76** **807.09**
	INDUSTRIAL ELECTRONICS						
525 000	FLOWSERVE CORP	34354P105	23,567.30	80.770	42,404 25	18,836.95	567 00 0.00
	TOTAL INDUSTRIAL ELECTRONICS		**23,567.30**		**42,404.25**	**18,836.95**	**567.00** **0.00**
	ENERGY						
482 000	APACHE CORP	037411105	39,329 37	83.950	40,463 90	1,134.53	289.20 72.30
1,955 000	CHESAPEAKE ENERGY CORP	165167107	37,094.95	21.440	41,915 20	4,820.25	586 50 0 00
594.000	DEVON ENERGY CORP	25179M103	36,857.58	58.090	34,505 46	(2,352.12)	380.16 0 00
	TOTAL ENERGY		**113,281.90**		**116,884.56**	**3,602.66**	**1,255.86** **72.30**
	FINANCIAL						
285.000	GOLDMAN SACHS GROUP INC	38141G104	37,253.35	163.300	46,540.50	9,287.15	399.00 0.00
2,250.000	HUDSON CITY BANCORP INC	443683107	35,966.25	14.060	31,635.00	(4,331.25)	1,350 00 0.00
400.000	INTERCONTINENTAL EXCHANGE INC	45865V100	33,798.88	94.060	37,624.00	3,825.12	0.00 0.00
1,095.000	JP MORGAN CHASE & CO	46625H100	40,393.24	38.650	42,321.75	1,928 51	219.00 0 00
2,350.000	TD AMERITRADE HOLDING CORP	87236Y108	38,686.41	18 540	43,569.00	4,882.59	0 00 0 00

CONN MEMORIAL FDN-BRC INV MGMT
Account Number: 4741480

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
	EQUITIES (Continued)						
	FINANCIAL (Continued)						
565.000	VISA INC-A	92826C839	36,905.69	65.460	36,984.90	79 21	237.30 0.00
	TOTAL FINANCIAL		**223,003.82**		**238,675.15**	**15,671.33**	**2,205.30** **0.00**
	UTILITIES						
3,001.000	CMS ENERGY CORP	125896100	33,394 53	12 940	38,832 94	5,438 41	1,500.50 0 00
	TOTAL UTILITIES		**33,394.53**		**38,832.94**	**5,438.41**	**1,500.50** **0.00**
	TOTAL EQUITIES	①	**1,101,247.48**	②	**1,284,276.25**	**183,028.77**	**17,748.46** **1,402.59**
	FOREIGN ASSETS						
	EQUITIES						
3,721 000	MARVELL TECHNOLOGY GROUP LTD	G5876H105	21,713.15	13.340	49,638.14	27,924.99	0.00 0.00
1,611.000	TYCO INTERNATIONAL LTD	H89128104	30,125.22	30.220	48,684 42	18,559.20	1,298.47 0.00
	TOTAL EQUITIES		**51,838.37**		**98,322.56**	**46,484.19**	**1,298.47** **0.00**
	TOTAL FOREIGN ASSETS	①	**51,838.37**	②	**98,322.56**	**46,484.19**	**1,298.47** **0.00**
	TOTAL ACCOUNT HOLDINGS		**1,163,398.89**		**1,392,911.85**	**229,512.96**	**19,046.93** **1,402.87**

		Book Value	Market Value
Total Corporate Stock	Σ①	1,153,085.85	Σ② - 1,382,599

Settlement Date Reporting
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Account Diversificatio

July 31, 200
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STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-SIPHRON
Account Number: 4716982

Diversification	*Book Value*	*% of Book Value*	*Market Value*	*% of Market Value*
Cash And Equivalents	23,942.89		23,942.89	
Government And Agency Issues				
Total Government And Agency Issues	0.00	100.00	0.00	100.00
Corporate Bonds				
Total Corporate Bonds	0.00	100.00	0.00	100.00
Other Fixed Income				
Total Other Fixed Income	0.00	100.00	0.00	100.00
Equities				
CONSUMER NON-DURABLES	503,967.13	28 64	497,680 30	30.43
CONSUMER SERVICES	133,238 78	7 57	142,190 60	8.69
BUSINESS PRODUCTS & SERVICES	346,382 26	19 69	322,812 75	19.74
CAPITAL GOODS	261,406.69	14.86	260,636.00	15.94
INDUSTRIAL ELECTRONICS	66,935.77	3 80	55,825 00	3.41
ENERGY	30,101 68	1.71	29,884 00	1.83
BASIC INDUSTRIES	32,201 40	1.83	33,768.00	2.06
TRANSPORTATION	133,404.38	7 58	99,440 50	6.08
FINANCIAL	178,302 94	10.13	141,063.60	8.63
REAL ESTATE	73,644 52	4 19	52,080.00	3.18
Total Equities	1,759,585.55	100.00	1,635,380.75	100.00
Foreign Assets				
Total Foreign Assets	0.00	100.00	0.00	100.00
Other Assets				
Total Other Assets	0.00	100.00	0.00	100.00
Total Account	1,783,528.44		1,659,323.64	

Schedule of Bond Maturities	*Face Value*	*% of Bond Portfolio*
Less than 1 year	0 00	0 00
1 to 5	0.00	0 00
5 to 10	0.00	0 00
10 to 15	0 00	0.00
Over 15 years	0 00	0.00
Total Bond Portfolio	0.00	100.00

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Percentages may not total to 100 percent due to rounding

Settlement Date Reportin
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STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-SIPHRON
Account Number: 4716982

Holdings by Secto

July 31, 200

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CASH							
	CASH BALANCE		0 00		0.00		
CASH EQUIVALENTS							
MONEY MARKET FUNDS-TAXABLE							
23,942 890	SSGA INST LIQUID RESERVES INV CL	CM1SSVXX1	23,942.89	1 000	23,942.89	0 00	0.00 0 42
TOTAL MONEY MARKET FUNDS-TAXABLE			**23,942.89**		**23,942.89**	**0.00**	**0.00** **0.42**
TOTAL CASH AND EQUIVALENTS			**23,942.89**		**23,942.89**	**0.00**	**0.00** **0.42**
EQUITIES							
CONSUMER NON-DURABLES							
900 000	AMGEN INC	031162100	48,670.47	62.310	56,079.00	7,408.53	0 00 0.00
1,000.000	BECTON DICKINSON & CO	075887109	52,670 80	65.150	65,150.00	12,479 20	1,320 00 0 00
2,400 000	BRISTOL MYERS SQUIBB CO	110122108	52,859 76	21 740	52,176 00	(683.76)	2,976.00 744.00
1,500 000	CAMPBELL SOUP CO	134429109	51,678.30	31 030	46,545 00	(5,133.30)	1,500.00 375.00
830.000	JOHNSON & JOHNSON	478160104	45,183.31	60.890	50,538.70	5,355.39	1,626.80 0.00
2,300.000	KRAFT FOODS INC-A	50075N104	72,150.90	28.340	65,182.00	(6,968 90)	2,668.00 0 00
1,450 000	LAUDER ESTEE COS INC-A	518439104	64,793.02	36 440	52,838 00	(11,955.02)	797 50 0 00
1,480 000	MEDTRONIC INC	585055106	79,489.67	35.420	52,421 60	(27,068 07)	1,213.60 0.00
1,000.000	PEPSICO INC	713448108	36,470.90	56 750	56,750 00	20,279 10	1,800.00 0.00
TOTAL CONSUMER NON-DURABLES			**503,967.13**		**497,680.30**	**(6,286.83)**	**13,901.90** **1,119.00**

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STATE STREET.

Holdings by Sector

July 31, 2009

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-SIPHRON
Account Number: 4716982

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
CONSUMER SERVICES							
1,000 000	COSTCO WHOLESALE CORP	22160K105	64,182.47	49.500	49,500.00	(14,682 47)	720.00 0.00
850.000	MCDONALDS CORP	580135101	22,857.87	55.060	46,801.00	23,943.13	1,700.00 0.00
920 000	WAL-MART STORES INC	931142103	46,198 44	49.880	45,889.60	(308.84)	1,002.80 0.00
TOTAL CONSUMER SERVICES			**133,238.78**		**142,190.60**	**8,951.82**	**3,422.80** **0.00**
BUSINESS PRODUCTS & SERVICES							
2,000 000	ADOBE SYSTEMS INC	00724F101	64,788 62	32 420	64,840.00	51.38	0 00 0.00
1,650 000	AUTODESK INC	052769106	59,073.77	21 810	35,986 50	(23,087.27)	0.00 0.00
2,900 000	CISCO SYSTEMS INC	17275R102	51,518.56	22.010	63,829 00	12,310.44	0.00 0.00
75 000	GOOGLE INC-A	38259P508	30,151 63	443 050	33,228 75	3,077.12	0 00 0.00
1,800 000	MICROSOFT CORPORATION	594918104	47,197.43	23.520	42,336.00	(4,861 43)	936 00 0 00
1,850.000	MICROCHIP TECHNOLOGY INC	595017104	62,626.43	26 930	49,820.50	(12,805.93)	2,508 60 0 00
600 000	QUEST DIAGNOSTICS INC	74834L100	31,025 82	54.620	32,772.00	1,746.18	240 00 0.00
TOTAL BUSINESS PRODUCTS & SERVICES			**346,382.26**		**322,812.75**	**(23,569.51)**	**3,684.60** **0.00**
CAPITAL GOODS							
4,300.000	EMC CORP MASS	268648102	77,454.70	15 060	64,758 00	(12,696.70)	0 00 0.00
1,150 000	ITT CORPORATION	450911102	71,449.24	49.400	56,810 00	(14,639 24)	977.50 0 00

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimate Annual Income, Accrued Incom
EQUITIES (Continued)							
CAPITAL GOODS (Continued)							
600 000	INTERNATIONAL BUSINESS MACHINES CORP	459200101	57,528.84	117.930	70,758.00	13,229.16	1,320.0 0.0
2,300 000	INTUIT INC	461202103	54,973.91	29.700	68,310.00	13,336.09	0.0 0.0
TOTAL CAPITAL GOODS			**261,406.69**		**260,636.00**	**(770.69)**	**2,297.50** **0.00**
INDUSTRIAL ELECTRONICS							
2,900.000	INTEL CORP	458140100	66,935.77	19.250	55,825.00	(11,110.77)	1,624.0 0.0
TOTAL INDUSTRIAL ELECTRONICS			**66,935.77**		**55,825.00**	**(11,110.77)**	**1,624.00** **0.00**
ENERGY							
620.000	ANADARKO PETROLEUM CORP	032511107	30,101 68	48.200	29,884 00	(217.68)	223.2 0.0
TOTAL ENERGY			**30,101.68**		**29,884.00**	**(217.68)**	**223.20** **0.00**
BASIC INDUSTRIES							
560.000	FREEPORT-MCMORAN COPPER & GOLD-B	35671D857	32,201.40	60.300	33,768.00	1,566.60	0.0 0.0
TOTAL BASIC INDUSTRIES			**32,201.40**		**33,768.00**	**1,566.60**	**0.00** **0.00**
TRANSPORTATION							
650 000	BURLINGTON NORTHERN SANTA FE CORP	12189T104	62,287.81	78 590	51,083.50	(11,204 31)	1,040.0 0.0
900 000	UNITED PARCEL SERVICE INC-B	911312106	71,116.57	53.730	48,357.00	(22,759.57)	1,620.0 0.0
TOTAL TRANSPORTATION			**133,404.38**		**99,440.50**	**(33,963.88)**	**2,660.00** **0.00**

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-SIPHRON
Account Number: 4716982

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
FINANCIAL							
1,400 000	CHUBB CORP	171232101	72,680 96	46 180	64,652 00	(8,028.96)	1,960 00 0.00
1,840.000	MOODYS CORP	615369105	70,728.78	23 740	43,681 60	(27,047.18)	736.00 0 00
500 000	VISA INC-A	92826C839	34,893.20	65 460	32,730 00	(2,163 20)	210 00 0.00
TOTAL FINANCIAL			**178,302.94**		**141,063.60**	**(37,239.34)**	**2,906.00** **0.00**
REAL ESTATE							
620 000	MONSANTO CO	61166W101	73,644 52	84 000	52,080.00	(21,564.52)	657 20 0.00
TOTAL REAL ESTATE			**73,644.52**		**52,080.00**	**(21,564.52)**	**657.20** **0.00**
TOTAL EQUITIES			**1,759,585.55**		**1,635,380.75**	**(124,204.80)**	**31,377.20** **1,119.00**
TOTAL ACCOUNT HOLDINGS			**1,783,528.44**		**1,659,323.64**	**(124,204.80)**	**31,377.20** **1,119.42**

STATE STREET.

Account Diversification

July 31, 2009

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-IRIDIAN
Account Number: 4716972

Diversification	*Book Value*	*% of Book Value*	*Market Value*	*% of Market Value*
Cash And Equivalents	93,424.26		93,424.26	
Government And Agency Issues				
Total Government And Agency Issues	0.00	100.00	0.00	100.00
Corporate Bonds				
Total Corporate Bonds	0.00	100.00	0.00	100.00
Other Fixed Income				
Total Other Fixed Income	0.00	100.00	0.00	100.00
Equities				
CONSUMER NON-DURABLES	455,877.30	19.14	438,468.25	17.55
CONSUMER SERVICES	372,632.13	15.64	401,490.60	16.07
BUSINESS PRODUCTS & SERVICES	300,402.56	12.61	349,408.90	13.99
CAPITAL GOODS	570,909.05	23.97	523,132.44	20.94
INDUSTRIAL ELECTRONICS	49,169.91	2.06	40,402.80	1.62
ENERGY	233,641.11	9.81	200,556.32	8.03
BASIC INDUSTRIES	56,496.52	2.37	59,416.80	2.38
FINANCIAL	343,108.28	14.40	484,829.40	19.41
Total Equities	① **2,382,236.86**	**100.00**	② **2,497,705.51**	**100.00**
Foreign Assets				
EQUITIES	79,501.46	100.00	83,932.20	100.00
Total Foreign Assets	① **79,501.46**	**100.00**	② **83,932.20**	**100.00**
Other Assets				
Total Other Assets	**0.00**	**100.00**	**0.00**	**100.00**
Total Account	**2,555,162.58**		**2,675,061.97**	

Schedule of Bond Maturities	*Face Value*	*% of Bond Portfolio*
Less than 1 year	0.00	0.00
1 to 5	0.00	0.00
5 to 10	0.00	0.00
10 to 15	0.00	0.00
Over 15 years	0.00	0.00
Total Bond Portfolio	**0.00**	**100.00**

	Book Value		Market Value
Total Corporate Stock	Σ①	$ 2,461,738.32	Σ② $ 2,581,637.71

Settlement Date Reporting
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Percentages may not total to 100 percent due to rounding

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-IRIDIAN
Account Number: 4716972

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimate Annual Income Accrued Income
CASH							
	CASH BALANCE		0.00		0.00		
CASH EQUIVALENTS							
MONEY MARKET FUNDS-TAXABLE							
93,424.260	SSGA INST LIQUID RESERVES INV CL	CM1SSVXX1	93,424 26	1 000	93,424.26	0.00	0.0 0.7
TOTAL MONEY MARKET FUNDS-TAXABLE			**93,424.26**		**93,424.26**	**0.00**	**0.00** **0.75**
TOTAL CASH AND EQUIVALENTS			**93,424.26**		**93,424.26**	**0.00**	**0.0** **0.7**
EQUITIES							
CONSUMER NON-DURABLES							
480 000	ABBOTT LABORATORIES	002824100	26,150.54	44 990	21,595.20	(4,555.34)	768.0 192.0
1,490.000	AMGEN INC	031162100	82,503.73	62.310	92,841.90	10,338 17	0 0 0 0
940 000	BAXTER INTERNATIONAL INC	071813109	51,633.99	56 370	52,987.80	1,353.81	977.6 0.0
680.000	BECTON DICKINSON & CO	075887109	47,840 44	65.150	44,302.00	(3,538.44)	897.6 0.0
1,165.000	BIOGEN IDEC INC	09062X103	63,258.70	47.550	55,395 75	(7,862.95)	0.0 0 0
1,190 000	GENZYME CORPORATION	372917104	74,522.75	51.890	61,749.10	(12,773.65)	0.0 0.0
600.000	JOHNSON & JOHNSON	478160104	36,546.30	60.890	36,534.00	(12.30)	1,176 0 0.0
1,250 000	KIMBERLY CLARK CORP	494368103	73,420 85	58.450	73,062 50	(358.35)	3,000.0 0.0
TOTAL CONSUMER NON-DURABLES			**455,877.30**		**438,468.25**	**(17,409.05)**	**6,819.2** **192.0**

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-IRIDIAN
Account Number: 4716972

Holdings by Sector

July 31, 200
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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
CONSUMER SERVICES							
1,460 000	CVS/CAREMARK CORP	126650100	46,414.62	33.480	48,880.80	2,466.18	445.30 111 33
3,480.000	DIRECTV GROUP INC	25459L106	76,260.68	25.900	90,132 00	13,871.32	0 00 0.00
1,290.000	DISNEY (THE WALT) COMPANY DEL	254687106	28,899 22	25.120	32,404.80	3,505.58	451.50 0 00
1,190.000	HOME DEPOT INC	437076102	27,638.17	25 940	30,868.60	3,230.43	1,071.00 0.00
1,220 000	MCDONALDS CORP	580135101	69,539.97	55.060	67,173.20	(2,366.77)	2,440 00 0.00
1,410 000	WAL-MART STORES INC	931142103	77,755 24	49 880	70,330 80	(7,424 44)	1,536.90 0 00
1,740 000	YUM! BRANDS INC	988498101	46,124 23	35 460	61,700.40	15,576.17	1,322 40 317 30
TOTAL CONSUMER SERVICES			**372,632.13**		**401,490.60**	**28,858.47**	**7,267.10** **428.63**
BUSINESS PRODUCTS & SERVICES							
4,430.000	CISCO SYSTEMS INC	17275R102	100,537.41	22.010	97,504 30	(3,033 11)	0 00 0 00
2,220.000	EBAY INC	278642103	37,798.26	21.250	47,175.00	9,376.74	0 00 0.00
140.000	GOOGLE INC-A	38259P508	40,852 38	443.050	62,027.00	21,174.62	0 00 0.00
560.000	LIBERTY ENTERTAINMENT-A	53071M500	14,830.20	27.970	15,663 20	833 00	0.00 0.00
1,920.000	MICROSOFT CORPORATION	594918104	45,041.17	23 520	45,158.40	117 23	998.40 0 00
3,700 000	ORACLE CORP	68389X105	61,343.14	22.130	81,881.00	20,537.86	740.00 185 00
TOTAL BUSINESS PRODUCTS & SERVICES			**300,402.56**		**349,408.90**	**49,006.34**	**1,738.40** **185.00**

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
	EQUITIES (Continued)						
	CAPITAL GOODS						
2,310 000	AT&T INC	00206R102	72,386 64	26 230	60,591.30	(11,795.34)	3,788.40 947.10
1,820 000	EMC CORP MASS	268648102	23,662.78	15 060	27,409 20	3,746.42	0.00 0.00
1,240.000	GENERAL DYNAMICS CORP	369550108	85,392.06	55.390	68,683 60	(16,708 46)	1,884.80 471.20
1,510.000	HEWLETT-PACKARD CO	428236103	54,764.93	43 300	65,383.00	10,618.07	483.20 0.00
480 000	INTERNATIONAL BUSINESS MACHINES CORP	459200101	51,114.07	117.930	56,606.40	5,492.33	1,056.00 0.00
900.000	LOCKHEED MARTIN CORP	539830109	93,623.76	74 760	67,284 00	(26,339.76)	2,052.00 0.00
874.000	PRECISION CASTPARTS CORP	740189105	72,037 56	79.810	69,753.94	(2,283.62)	104.88 0.00
1,420 000	RAYTHEON CO	755111507	86,181.71	46.950	66,669.00	(19,512 71)	1,760 80 486.70
900 000	THERMO FISHER SCIENTIFIC INC	883556102	31,745 54	45.280	40,752 00	9,006 46	0 00 0.00
	TOTAL CAPITAL GOODS		**570,909.05**		**523,132.44**	**(47,776.61)**	**11,130.08** **1,905.00**
	INDUSTRIAL ELECTRONICS						
1,740 000	AGILENT TECHNOLOGIES INC	00846U101	49,169.91	23.220	40,402 80	(8,767.11)	0.00 0.00
	TOTAL INDUSTRIAL ELECTRONICS		**49,169.91**		**40,402.80**	**(8,767.11)**	**0.00** **0.00**
	ENERGY						
1,036 000	CHEVRON CORP	166764100	75,215.25	69.470	71,970.92	(3,244.33)	2,817.92 0.00
810 000	CONOCOPHILLIPS	20825C104	36,899 90	43 710	35,405.10	(1,494 80)	1,522.80 380.70

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
ENERGY (Continued)							
950 000	DEVON ENERGY CORP	25179M103	69,374.06	58.090	55,185.50	(14,188.56)	608 00 0.00
1,720 000	HALLIBURTON HOLDING CO	406216101	52,151 90	22.090	37,994 80	(14,157.10)	619 20 0.00
TOTAL ENERGY			**233,641.11**		**200,556.32**	**(33,084.79)**	**5,567.92** **380.70**
BASIC INDUSTRIES							
760 000	PRAXAIR INC	74005P104	56,496.52	78 180	59,416 80	2,920.28	1,216 00 0.00
TOTAL BASIC INDUSTRIES			**56,496.52**		**59,416.80**	**2,920.28**	**1,216.00** **0.00**
FINANCIAL							
2,090.000	BANK OF AMERICA CORP	060505104	26,091.24	14.790	30,911.10	4,819.86	83.60 0 00
380 000	GOLDMAN SACHS GROUP INC	38141G104	31,332 40	163.300	62,054.00	30,721 60	532.00 0 00
3,100.000	JP MORGAN CHASE & CO	46625H100	87,086.51	38 650	119,815 00	32,728 49	620 00 0 00
150.000	MASTERCARD INC-A	57636Q104	23,022 12	194.030	29,104.50	6,082.38	90.00 24 00
2,630 000	MORGAN STANLEY	617446448	45,488 78	28.500	74,955 00	29,466 22	526.00 131 50
2,090 000	STATE STREET CORP	857477103	73,678.45	50.300	105,127.00	31,448 55	83 60 0 00
3,080.000	US BANCORP	902973304	56,408.78	20.410	62,862.80	6,454.02	616.00 0 00
TOTAL FINANCIAL			**343,108.28**		**484,829.40**	**141,721.12**	**2,551.20** **155.50**
TOTAL EQUITIES			**2,382,236.86**		**2,497,705.51**	**115,468.65**	**36,289.90** **3,246.83**

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-IRIDIAN
Account Number: 4716972

Holdings by Secto

July 31, 200

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimate Annual Income Accrued Income
FOREIGN ASSETS							
EQUITIES							
860.000	ACCENTURE LTD	G1150G111	27,800.21	35.070	30,160.20	2,359.99	430.00 0 00
1,200.000	SHIRE PLC	82481R106	51,701.25	44 810	53,772 00	2,070.75	356.40 0 00
TOTAL EQUITIES			**79,501.46**		**83,932.20**	**4,430.74**	**786.40 0.00**
TOTAL FOREIGN ASSETS			**79,501.46**		**83,932.20**	**4,430.74**	**786.40 0.00**
TOTAL ACCOUNT HOLDINGS			**2,555,162.58**		**2,675,061.97**	**119,899.39**	**37,076.30 3,247.58**

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STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION CASH ACCOUNT
Account Number: 4717022

Account Diversification

July 31, 2009

Diversification	*Book Value*	*% of Book Value*	*Market Value*	*% of Market Value*
Cash And Equivalents	0.00		0.00	
Government And Agency Issues				
Total Government And Agency Issues	0.00	100.00	0.00	100.00
Corporate Bonds				
Total Corporate Bonds	0.00	100.00	0.00	100.00
Other Fixed Income				
Total Other Fixed Income	0.00	100.00	0.00	100.00
Equities				
Total Equities	0.00	100.00	0.00	100.00
Foreign Assets				
MUTUAL FUNDS	1,569,973 24	100.00	1,671,691 79	100.00
Total Foreign Assets	1,569,973.24	100.00	1,671,691.79	100.00
Other Assets				
Total Other Assets	0.00	100.00	0.00	100.00
Total Account	1,569,973.24		1,671,691.79	

Schedule of Bond Maturities	*Face Value*	*% of Bond Portfolio*
Less than 1 year	0.00	0.00
1 to 5	0 00	0 00
5 to 10	0.00	0 00
10 to 15	0 00	0 00
Over 15 years	0 00	0 00
Total Bond Portfolio	**0.00**	**100.00**

Percentages may not total to 100 percent due to rounding

Settlement Date Reporting
08/12/09

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION CASH ACCOUNT
Account Number: 4717022

Holdings by Sector

July 31, 2009
Page 5 of 11

	Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
	CASH							
		CASH BALANCE		0.00		0.00		
	TOTAL CASH			**0.00**		**0.00**	**0.00**	**0.00** **0.00**
	FOREIGN ASSETS							
	MUTUAL FUNDS							
R	151,088.989	INT VALUE EQUITY-BRANDYWINE INVEST	10532D9A7	1,569,973.24	11.064	1,671,691.79	101,718.55	0.00 0.00
	TOTAL MUTUAL FUNDS			**1,569,973.24**		**1,671,691.79**	**101,718.55**	**0.00** **0.00**
	TOTAL FOREIGN ASSETS			**1,569,973.24**		**1,671,691.79**	**101,718.55**	**0.00** **0.00**
	TOTAL ACCOUNT HOLDINGS			**1,569,973.24**		**1,671,691.79**	**101,718.55**	**0.00** **0.00**

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R - Some or all of this holding is not held in custody at State Street Bank & Trust Company.

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-MASTRAPASQUA
Account Number: 4725532

Account Diversification

July 31, 2009
Page 6 of 11

Diversification	*Book Value*	*% of Book Value*	*Market Value*	*% of Market Value*
Cash And Equivalents	344.27		344.27	
Government And Agency Issues				
Total Government And Agency Issues	0.00	100.00	0.00	100.00
Corporate Bonds				
Total Corporate Bonds	0.00	100.00	0.00	100.00
Other Fixed Income				
Total Other Fixed Income	0.00	100.00	0.00	100.00
Equities				
Total Equities	0.00	100.00	0.00	100.00
Foreign Assets				
Total Foreign Assets	0.00	100.00	0.00	100.00
Other Assets				
Total Other Assets	0.00	100.00	0.00	100.00
Total Account	344.27		344.27	

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Schedule of Bond Maturities	*Face Value*	*% of Bond Portfolio*
Less than 1 year	0.00	0.00
1 to 5	0.00	0.00
5 to 10	0.00	0.00
10 to 15	0.00	0.00
Over 15 years	0.00	0.00
Total Bond Portfolio	0.00	100.00

Percentages may not total to 100 percent due to rounding

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-MASTRAPASQUA
Account Number: 4725532

Holdings by Sector

July 31, 2009

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CASH							
	CASH BALANCE		0.00		0.00		
CASH EQUIVALENTS							
MONEY MARKET FUNDS-TAXABLE							
344.270	SSGA INST LIQUID RESERVES INV CL	CM1SSVXX1	344.27	1.000	344.27	0.00	0.00 0.00
TOTAL MONEY MARKET FUNDS-TAXABLE			**344.27**		**344.27**	**0.00**	**0.00** **0.00**
TOTAL CASH AND EQUIVALENTS			**344.27**		**344.27**	**0.00**	**0.00** **0.00**
TOTAL ACCOUNT HOLDINGS			**344.27**		**344.27**	**0.00**	**0.00** **0.00**

Settlement Date Reporting
08/12/09

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-LONGWOOD INVESTMENT
ADVISORS- CLOSED
Account Number: 4717003

Account Diversification

July 31, 2009

Diversification	Book Value	% of Book Value	Market Value	% of Market Value	Schedule of Bond Maturities	Face Value	% of Bond Portfolio
***** No Holdings for this Period *****							

Settlement Date Reporting
08/12/09

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-LONGWOOD INVESTMENT
ADVISORS- CLOSED
Account Number: 4717003

Holdings by Secto

July 31, 200
Page 5 of 1

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CASH							
	CASH BALANCE		2.72		2.72		
TOTAL CASH			2.72		2.72	0.00	0.00 0.00

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-D J GREENE
Account Number: 4716993

Account Diversification

July 31, 2009

Diversification	*Book Value*	*% of Book Value*	*Market Value*	*% of Market Value*
Cash And Equivalents	**57,466.82**		**57,466.82**	
Government And Agency Issues				
Total Government And Agency Issues	**0.00**	**100.00**	**0.00**	**100.00**
Corporate Bonds				
Total Corporate Bonds	**0.00**	**100.00**	**0.00**	**100.00**
Other Fixed Income				
Total Other Fixed Income	**0.00**	**100.00**	**0.00**	**100.00**
Equities				
CONSUMER DURABLES	23,160 09	1.89	37,668.00	3.31
CONSUMER NON-DURABLES	183,782.51	15.03	196,763 31	17 30
CONSUMER SERVICES	69,728.24	5.70	43,614 00	3.83
HOUSING RELATED	13,203.34	1.08	8,488.00	0 75
BUSINESS PRODUCTS & SERVICES	232,115.78	18.98	218,505.00	19.21
CAPITAL GOODS	247,268.78	20.22	223,586.00	19.66
INDUSTRIAL ELECTRONICS	101,255.57	8.28	90,319.50	7.94
ENERGY	100,351.64	8.21	89,692.00	7.89
BASIC INDUSTRIES	130,802.57	10 70	98,093.00	8.62
TRANSPORTATION	29,229.39	2.39	35,295 00	3.10
FINANCIAL	69,953.97	5.72	73,497.00	6 46
UTILITIES	19,629 13	1 61	21,730 00	1.91
OTHER ASSETS	2,383.37	0.19	74.00	0 01
Total Equities	① **1,222,864.38**	**100.00**	② **1,137,324.81**	**100.00**
Foreign Assets				
EQUITIES	69,732.98	100.00	43,789.00	100.00
Total Foreign Assets	① **69,732.98**	**100.00**	② **43,789.00**	**100.00**
Other Assets				
Total Other Assets	**0.00**	**100.00**	**0.00**	**100.00**
Total Account	**1,350,064.18**		**1,238,580.63**	

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Schedule of Bond Maturities	*Face Value*	*% of Bond Portfolio*
Less than 1 year	0.00	0 00
1 to 5	0.00	0.00
5 to 10	0.00	0 00
10 to 15	0.00	0.00
Over 15 years	0 00	0.00
Total Bond Portfolio	**0.00**	**100.00**

Total Corporate Stock

Book Value	Market Value
Σ① $ 1,292,597.36	Σ② $ 1,181,113.81

Percentages may not total to 100 percent due to rounding

Settlement Date Reporting
08/12/09

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-D J GREENE
Account Number: 4716993

Holdings by Sector

July 31, 2009

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CASH							
	CASH BALANCE		0.00		0 00		
CASH EQUIVALENTS							
MONEY MARKET FUNDS-TAXABLE							
57,466.820	SSGA INST LIQUID RESERVES INV CL	CM1SSVXX1	57,466 82	1 000	57,466 82	0.00	0.00 0 56
TOTAL MONEY MARKET FUNDS-TAXABLE			**57,466.82**		**57,466.82**	**0.00**	**0.00** **0.56**
TOTAL CASH AND EQUIVALENTS			**57,466.82**		**57,466.82**	**0.00**	**0.00** **0.56**
EQUITIES							
CONSUMER DURABLES							
600.000	ADVANCED AUTO PARTS INC	00751Y106	19,555.16	46.230	27,738.00	8,182.84	144 00 0.00
1,000.000	PEP BOYS MANNY MOE & JACK	713278109	3,604.93	9 930	9,930 00	6,325 07	120 00 0 00
TOTAL CONSUMER DURABLES			**23,160.09**		**37,668.00**	**14,507.91**	**264.00** **0.00**
CONSUMER NON-DURABLES							
1,900.000	ACCELRYS INC	00430U103	15,291.26	6.000	11,400 00	(3,891.26)	0.00 0 00
200 000	BECKMAN COULTER INC	075811109	10,423.97	62 990	12,598 00	2,174 03	136 00 0 00
1,900 000	BRUKER BIOSCIENCES CORP	116794108	8,314.08	10.060	19,114 00	10,799 92	0 00 0.00
650 000	CHARLES RIVER LABORATORIES INTL INC	159864107	16,342.48	33.070	21,495.50	5,153.02	0 00 0 00
400 000	CHEMED CORP	16359R103	13,910.68	44.100	17,640.00	3,729.32	192.00 0.00
1,800.000	CONSTELLATION BRANDS INC-A	21036P108	28,555.61	13.660	24,588 00	(3,967 61)	0.00 0.00

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-D J GREENE
Account Number: 4716993

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
CONSUMER NON-DURABLES (Continued)							
900 000	COOPER COMPANIES INC	216648402	31,115.74	27.440	24,696.00	(6,419.74)	54.00 27.00
900 000	HEALTH NET INC	42222G108	19,445.49	13 530	12,177.00	(7,268.49)	0.00 0.00
807 000	LIGAND PHARMACEUTICALS INC-B	53220K207	7,463.61	2.830	2,283 81	(5,179.80)	0.00 0 00
400 000	MOLSON COORS BREWING CO-B	60871R209	12,915.39	45 210	18,084.00	5,168.61	384 00 0.00
1,300.000	PAREXEL INTERNATIONAL CORP	699462107	10,538 17	15 470	20,111 00	9,572.83	0.00 0 00
600.000	PHARMERICA CORP	71714F104	9,466.03	20.960	12,576.00	3,109.97	0 00 0.00
TOTAL CONSUMER NON-DURABLES			**183,782.51**		**196,763.31**	**12,980.80**	**766.00** **27.00**
CONSUMER SERVICES							
300 000	BRINKS CO	109696104	7,037.62	27.150	8,145.00	1,107.38	120 00 30.00
900 000	SCHOLASTIC CORP	807066105	23,900 50	22 550	20,295 00	(3,605.50)	270.00 0.00
2,700.000	WARNER MUSIC GROUP CORP	934550104	38,790.12	5 620	15,174.00	(23,616.12)	0 00 0 00
TOTAL CONSUMER SERVICES			**69,728.24**		**43,614.00**	**(26,114.24)**	**390.00** **30.00**
HOUSING RELATED							
400.000	CRANE CO	224399105	13,203.34	21 220	8,488.00	(4,715.34)	320.00 0.00
TOTAL HOUSING RELATED			**13,203.34**		**8,488.00**	**(4,715.34)**	**320.00** **0.00**
BUSINESS PRODUCTS & SERVICES							
300 000	BRINKS HOME SECURITY HOLDINGS INC	109699108	5,912.98	29 820	8,946.00	3,033.02	0 00 0.00

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-D J GREENE
Account Number: 4716993

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
	EQUITIES (Continued)						
	BUSINESS PRODUCTS & SERVICES (Continued)						
3,100 000	BROCADE COMMUNICATIONS SYSTEMS INC	111621306	16,394 32	7 860	24,366 00	7,971.68	0 00 0 00
1,000.000	CADENCE DESIGN SYSTEMS INC	127387108	5,415.60	5.900	5,900 00	484 40	0 00 0.00
200 000	COVANCE INC	222816100	6,995.79	55.150	11,030 00	4,034.21	0.00 0.00
1,200 000	CROWN HLDGS INC	228368106	22,015.42	25.100	30,120.00	8,104.58	0 00 0.00
800.000	DE LUXE CORP	248019101	15,813.32	15 650	12,520.00	(3,293.32)	800 00 0 00
200.000	DIEBOLD INC	253651103	5,052 00	27.720	5,544 00	492.00	208.00 0 00
1,200 000	KEYNOTE SYSTEMS INC	493308100	11,855 61	10.060	12,072.00	216.39	0 00 0 00
300 000	ORMAT TECHNOLOGIES INC	686688102	10,405.85	39 590	11,877 00	1,471.15	72.00 0.00
1,700.000	SEACHANGE INTERNATIONAL INC	811699107	12,954.81	9 150	15,555 00	2,600.19	0 00 0.00
1,100.000	TEKELEC	879101103	14,243.27	18.390	20,229.00	5,985.73	0.00 0 00
2,600.000	TETRA TECHNOLOGIES INC	88162F105	27,534 23	7.710	20,046 00	(7,488 23)	0.00 0.00
2,600 000	TIBCO SOFTWARE INC	88632Q103	17,273.66	8 730	22,698 00	5,424.34	0 00 0.00
2,600 000	UTSTARCOM INC	918076100	24,720 25	1.710	4,446 00	(20,274 25)	0 00 0 00
1,100 000	VERINT SYSTEMS INC	92343X100	35,528.67	11.960	13,156.00	(22,372.67)	0 00 0 00
	TOTAL BUSINESS PRODUCTS & SERVICES		**232,115.78**		**218,505.00**	**(13,610.78)**	**1,080.00** **0.00**

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
CAPITAL GOODS							
1,200 000	ARRIS GROUP INC	04269Q100	8,887.35	12 180	14,616.00	5,728.65	0.00 0 00
1,300 000	CTS CORP	126501105	12,355 33	8.430	10,959.00	(1,396 33)	156 00 0.00
600 000	COGNEX CORP	192422103	11,674.53	16.500	9,900 00	(1,774.53)	120 00 0 00
1,700.000	COMVERSE TECHNOLOGY INC	205862402	35,984.14	7.910	13,447.00	(22,537.14)	0 00 0.00
300 000	ESCO TECHNOLOGIES INC	296315104	9,560.39	41.090	12,327.00	2,766.61	0.00 0 00
1,200.000	FAIR ISAAC & CO INC	303250104	24,170.68	19 190	23,028.00	(1,142.68)	96 00 0.00
500.000	HUBBELL INC-B	443510201	22,606 49	37.320	18,660.00	(3,946.49)	700.00 0 00
2,300.000	IKANOS COMMUNICATIONS INC	45173E105	13,594.20	1 760	4,048 00	(9,546 20)	0.00 0.00
900.000	LADISH COMPANY INC	505754200	22,894 86	11 000	9,900 00	(12,994.86)	0 00 0.00
1,200.000	MERCURY COMPUTER SYSTEMS INC	589378108	11,811.73	11.500	13,800.00	1,988.27	0.00 0 00
400 000	NAVISTAR INTERNATIONAL CORP	63934E108	9,451.04	39 540	15,816.00	6,364.96	0.00 0.00
2,100 000	SKYWORKS SOLUTIONS INC	83088M102	11,477 86	12.080	25,368.00	13,890 14	0.00 0 00
1,200.000	TECUMSEH PRODUCTS CO-A	878895200	24,056.46	8.180	9,816.00	(14,240.46)	0 00 0 00
500 000	TELEDYNE TECHNOLOGIES INC	879360105	13,041.04	32 730	16,365.00	3,323.96	0 00 0 00
1,900 000	TEXTRON INC	883203101	15,702 68	13.440	25,536.00	9,833.32	152 00 0 00
TOTAL CAPITAL GOODS			**247,268.78**		**223,586.00**	**(23,682.78)**	**1,224.00** **0.00**

Holdings by Sector

July 31, 2009

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-D J GREENE
Account Number: 4716993

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
INDUSTRIAL ELECTRONICS							
1,600.000	ALLIANCE SEMICONDUCTOR CORP	01877H100	9,989.75	0.210	336 00	(9,653.75)	0 00 0 00
1,150 000	APPLIED MICRO CIRCUITS CORP	03822W406	8,640 81	8.650	9,947.50	1,306.69	0.00 0.00
600 000	FLIR SYS INC	302445101	12,808.77	21.490	12,894.00	85.23	0.00 0.00
1,000 000	INTERSIL HOLDING CORP-A	46069S109	13,209.01	14.370	14,370.00	1,160.99	480.00 0.00
800 000	MEMC ELECTRONIC MATERIALS INC	552715104	11,983 45	17 620	14,096 00	2,112.55	0 00 0 00
200.000	MTS SYSTEM CORP	553777103	4,369.39	23 430	4,686.00	316.61	120.00 0.00
300.000	MERRIMAC INDUSTRIES INC	590262101	2,706.00	8.450	2,535 00	(171.00)	0.00 0.00
900 000	ULTRATECH STEPPER INC	904034105	13,526.55	11.910	10,719 00	(2,807 55)	0.00 0.00
1,800 000	ZORAN CORP	98975F101	24,021.84	11.520	20,736.00	(3,285.84)	0.00 0 00
TOTAL INDUSTRIAL ELECTRONICS			**101,255.57**		**90,319.50**	**(10,936.07)**	**600.00** **0.00**
ENERGY							
1,900 000	CENTERPOINT ENERGY INC	15189T107	21,192.86	12.050	22,895.00	1,702.14	1,444.00 0.00
600 000	DRESSER-RAND GROUP INC	261608103	13,802.87	29.110	17,466.00	3,663.13	0.00 0.00
2,100 000	GLOBAL INDUSTRIES LTD	379336100	19,541.13	6 830	14,343.00	(5,198 13)	0.00 0 00
2,200.000	ION GEOPHYSICAL CORP	462044108	14,484.47	2.690	5,918 00	(8,566 47)	0.00 0 00

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
ENERGY (Continued)							
1,500 000	SOUTHERN UNION CO	844030106	31,330 31	19 380	29,070.00	(2,260.31)	900 00 0.00
TOTAL ENERGY			**100,351.64**		**89,692.00**	**(10,659.64)**	**2,344.00** **0.00**
BASIC INDUSTRIES							
3,800.000	CAMBREX CORP	132011107	40,474 26	4 580	17,404.00	(23,070.26)	0.00 0.00
800 000	CYTEC INDUSTRIES INC	232820100	33,504.10	25.100	20,080.00	(13,424 10)	40.00 0.00
900 000	KBR INC	48242W106	18,731 66	21 190	19,071.00	339 34	180 00 0.00
2,200 000	OFFICEMAX INC	67622P101	18,131 32	9 310	20,482.00	2,350.68	0.00 0 00
700 000	PALL CORP	696429307	19,961.23	30.080	21,056.00	1,094.77	406.00 0.00
TOTAL BASIC INDUSTRIES			**130,802.57**		**98,093.00**	**(32,709.57)**	**626.00** **0.00**
TRANSPORTATION							
700 000	KANSAS CITY SOUTHN INDS INC	485170302	10,710.41	20.310	14,217.00	3,506.59	0.00 0.00
600 000	RYDER SYSTEM INC	783549108	18,518.98	35.130	21,078 00	2,559 02	600.00 0.00
TOTAL TRANSPORTATION			**29,229.39**		**35,295.00**	**6,065.61**	**600.00** **0.00**
FINANCIAL							
500.000	WR BERKLEY CORP	084423102	11,772.94	23.230	11,615.00	(157.94)	120 00 0 00
1,100.000	BROADRIDGE FINANCIAL SOLUTIONS LLC	11133T103	19,763 62	17.270	18,997 00	(766.62)	308 00 0 00
1,000 000	FIRST AMERICAN CORPORATION	318522307	25,356 83	29 550	29,550.00	4,193.17	880 00 0 00

Shares/Units Original Face	Description		CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)								
FINANCIAL (Continued)								
1,500 000	SLM CORP		78442P106	13,060.58	8 890	13,335 00	274 42	0 00 0 00
TOTAL FINANCIAL				**69,953.97**		**73,497.00**	**3,543.03**	**1,308.00** **0.00**
UTILITIES								
400 000	ALLEGHENY ENERGY INC		017361106	10,802.00	25 210	10,084 00	(718 00)	240.00 0.00
900 000	CMS ENERGY CORP		125896100	8,827.13	12.940	11,646 00	2,818 87	450 00 0 00
TOTAL UTILITIES				**19,629.13**		**21,730.00**	**2,100.87**	**690.00** **0.00**
OTHER ASSETS								
7,400 000	DIME BANCORP-WTS	12/26/50	25429Q110	2,383.37	0 010	74 00	(2,309.37)	0.00 0.00
TOTAL OTHER ASSETS				**2,383.37**		**74.00**	**(2,309.37)**	**0.00** **0.00**
TOTAL EQUITIES				**1,222,864.38**		**1,137,324.81**	**(85,539.57)**	**10,212.00** **57.00**
FOREIGN ASSETS								
EQUITIES								
1,200 000	ORCKIT COMMUNICATIONS LTD		M7531S206	16,442.51	3.750	4,500.00	(11,942.51)	0.00 0 00
800.000	RADWARE LTD		M81873107	11,359.18	9.070	7,256.00	(4,103.18)	0.00 0.00
500.000	DANAOS CORP		Y1968P105	10,139.10	3.820	1,910.00	(8,229.10)	0.00 0.00
3,900 000	ARM HOLDINGS PLC-SPONS ADR		042068106	26,180 80	6.390	24,921.00	(1,259.80)	374.40 0.00

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STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-D J GREENE
Account Number: 4716993

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
	FOREIGN ASSETS (Continued)						
	EQUITIES (Continued)						
900.000	HARRY WINSTON DIAMOND CORP	41587B100	5,611 39	5.780	5,202.00	(409.39)	180 00 0 00
	TOTAL EQUITIES		**69,732.98**		**43,789.00**	**(25,943.98)**	**554.40** **0.00**
	TOTAL FOREIGN ASSETS		**69,732.98**		**43,789.00**	**(25,943.98)**	**554.40** **0.00**
	TOTAL ACCOUNT HOLDINGS		**1,350,064.18**		**1,238,580.63**	**(111,483.55)**	**10,766.40** **57.56**

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-GOLDMAN SACHS ASSET
MANAGEMENT
Account Number: 4732492

Account Diversification

July 31, 2009

Diversification		*Book Value*	*% of Book Value*		*Market Value*	*% of Market Value*
Cash And Equivalents		**43,423.96**			**43,423.96**	
Government And Agency Issues						
Total Government And Agency Issues		**0.00**	**100.00**		**0.00**	**100.00**
Corporate Bonds						
Total Corporate Bonds		**0.00**	**100.00**		**0.00**	**100.00**
Other Fixed Income						
Total Other Fixed Income		**0.00**	**100.00**		**0.00**	**100.00**
Equities						
CONSUMER NON-DURABLES		469,665.83	23.57		448,120.30	21 21
CONSUMER SERVICES		346,232 82	17.38		335,021.74	15.85
BUSINESS PRODUCTS & SERVICES		414,072 74	20.78		554,524.10	26 24
CAPITAL GOODS		271,216 74	13.61		305,212.80	14.44
INDUSTRIAL ELECTRONICS		52,400.09	2.63		56,177.70	2 66
ENERGY		58,948.84	2.96		39,192 00	1.85
FINANCIAL		325,635.00	16 34		326,454.90	15.45
REAL ESTATE		54,284.04	2.72		48,505 00	2.30
Total Equities	①	**1,992,456.10**	**100.00**	②	**2,113,208.54**	**100.00**
Foreign Assets						
EQUITIES		236,662 81	100.00		207,931.70	100.00
Total Foreign Assets	①	**236,662.81**	**100.00**	②	**207,931.70**	**100.00**
Other Assets						
Total Other Assets		**0.00**	**100.00**		**0.00**	**100.00**
Total Account		**2,272,542.87**			**2,364,564.20**	

Schedule of Bond Maturities	*Face Value*	*% of Bond Portfolio*
Less than 1 year	0 00	0 00
1 to 5	0.00	0.00
5 to 10	0.00	0.00
10 to 15	0.00	0 00
Over 15 years	0 00	0.00
Total Bond Portfolio	**0.00**	**100.00**

Total Corporate Stock

Book Value	Market Value
Σ① $ 2,229,118.91	Σ② $ 2,321,140.24

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Percentages may not total to 100 percent due to rounding

Settlement Date Reporting
08/12/09

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-GOLDMAN SACHS ASSET
MANAGEMENT
Account Number: 4732492

Holdings by Sector

July 31, 200

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CASH							
	CASH BALANCE		15,625.36		15,625.36		
CASH EQUIVALENTS							
MONEY MARKET FUNDS-TAXABLE							
27,798.600	SSGA INST LIQUID RESERVES INV CL	CM1SSVXX1	27,798 60	1.000	27,798.60	0 00	0.00 0.43
TOTAL MONEY MARKET FUNDS-TAXABLE			**27,798.60**		**27,798.60**	**0.00**	**0.00** **0.43**
TOTAL CASH AND EQUIVALENTS			**43,423.96**		**43,423.96**	**0.00**	**0.00** **0.43**
EQUITIES							
CONSUMER NON-DURABLES							
2,640 000	AMYLIN PHARMACEUTICALS INC	032346108	79,014.96	14 710	38,834 40	(40,180.56)	0 00 0 00
1,450.000	BAXTER INTERNATIONAL INC	071813109	82,792.46	56.370	81,736.50	(1,055.96)	1,508.00 0 00
980.000	EXPRESS SCRIPTS INC-A	302182100	62,237.08	70.040	68,639 20	6,402.12	0.00 0 00
470.000	GILEAD SCIENCES INC	375558103	22,184.79	48.930	22,997.10	812.31	0.00 0.00
1,560 000	JOHNSON & JOHNSON	478160104	97,063 07	60.890	94,988 40	(2,074 67)	3,057.60 0.00
1,440 000	PEPSICO INC	713448108	72,697.39	56.750	81,720 00	9,022 61	2,592.00 0.00
1,570.000	ST JUDE MEDICAL INC	790849103	53,676.08	37.710	59,204 70	5,528 62	0 00 0 00
TOTAL CONSUMER NON-DURABLES			**469,665.83**		**448,120.30**	**(21,545.53)**	**7,157.60** **0.00**
CONSUMER SERVICES							
1,310.000	COACH INC	189754104	32,181.10	29.590	38,762.90	6,581.80	393 00 0.00

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
CONSUMER SERVICES (Continued)							
1,090.000	COSTCO WHOLESALE CORP	22160K105	51,940.37	49.500	53,955.00	2,014.63	784.80 0 00
1,200 000	ELECTRONIC ARTS	285512109	59,690.13	21 470	25,764.00	(33,926.13)	0.00 0.00
2,527.527	MARRIOTT INTERNATIONAL INC-A	571903202	37,834 97	21.540	54,442.94	16,607.97	884 63 0 00
1,710 000	PROCTER & GAMBLE CO	742718109	82,292 47	55.510	94,922.10	12,629.63	3,009.60 752.40
1,540 000	TARGET CORP	87612E106	82,293.78	43.620	67,174 80	(15,118 98)	1,047 20 0.00
TOTAL CONSUMER SERVICES			**346,232.82**		**335,021.74**	**(11,211.08)**	**6,119.23** **752.40**
BUSINESS PRODUCTS & SERVICES							
3,280.000	ACTIVISION BLIZZARD INC	00507V109	39,208.49	11.450	37,556.00	(1,652.49)	0 00 0.00
5,700.000	CROWN CASTLE INTERNATIONAL CORP	228227104	48,949.30	28 740	163,818 00	114,868 70	0 00 0 00
990.000	EQUINIX INC	29444U502	83,347.12	81.730	80,912.70	(2,434 42)	0.00 0.00
1,340.000	LAMAR ADVERTISING CO-A	512815101	23,707 84	21 040	28,193.60	4,485.76	0.00 0.00
3,690.000	MICROSOFT CORPORATION	594918104	97,366.43	23 520	86,788 80	(10,577 63)	1,918.80 0 00
3,410.000	ORACLE CORP	68389X105	64,528 86	22.130	75,463 30	10,934.44	682.00 170 50
1,770.000	QUALCOMM INC	747525103	56,964 70	46 210	81,791.70	24,827.00	1,203 60 0.00
TOTAL BUSINESS PRODUCTS & SERVICES			**414,072.74**		**554,524.10**	**140,451.36**	**3,804.40** **170.50**

STATE STREET.

STATE STREET BANK AND TRUST COMPANY
CUSTODIAN FOR CONN MEMORIAL
FOUNDATION-GOLDMAN SACHS ASSET
MANAGEMENT
Account Number: 4732492

Holdings by Secto

July 31, 200
Page 7 of 2

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimate Annual Income Accrued Incom
EQUITIES (Continued)							
CAPITAL GOODS							
3,690 000	AMERICAN TOWER CORP-A	029912201	126,268 52	34 090	125,792.10	(476.42)	0.0 0 0
530 000	APPLE INC	037833100	53,214.13	163 390	86,596 70	33,382.57	0.0 0.0
2,050.000	THERMO FISHER SCIENTIFIC INC	883556102	91,734 09	45 280	92,824 00	1,089.91	0 0 0.0
TOTAL CAPITAL GOODS			**271,216.74**		**305,212.80**	**33,996.06**	**0.0** **0.0**
INDUSTRIAL ELECTRONICS							
1,990 000	BROADCOM CORP-A	111320107	52,400.09	28 230	56,177.70	3,777 61	0.0 0.0
TOTAL INDUSTRIAL ELECTRONICS			**52,400.09**		**56,177.70**	**3,777.61**	**0.0** **0.0**
ENERGY							
710.000	HESS CORP	42809H107	58,948 84	55.200	39,192.00	(19,756.84)	284.0 0 0
TOTAL ENERGY			**58,948.84**		**39,192.00**	**(19,756.84)**	**284.0** **0.0**
FINANCIAL							
240.000	CME GROUP INC	12572Q105	76,235.63	278.830	66,919 20	(9,316.43)	1,104 0 0.0
1,770 000	MORGAN STANLEY	617446448	51,087.79	28.500	50,445.00	(642.79)	354.0 88.5
890.000	PEOPLES UNITED FINANCIAL INC	712704105	14,010.37	16.250	14,462.50	452.13	542 9 135 7
3,640 000	SCHWAB CHARLES CORP	808513105	51,207.42	17.870	65,046.80	13,839.38	873.6 0.0
850.000	VISA INC-A	92826C839	54,757.91	65.460	55,641 00	883.09	357.0 0.0

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
FINANCIAL (Continued)							
4,230.000	WESTERN UNION CO	959802109	78,335 88	17.480	73,940 40	(4,395.48)	169.20 0.00
TOTAL FINANCIAL			**325,635.00**		**326,454.90**	**819.90**	**3,400.70** **224.23**
REAL ESTATE							
4,450 000	CB RICHARD ELLIS GROUP INC-A	12497T101	54,284.04	10.900	48,505.00	(5,779.04)	0.00 0 00
TOTAL REAL ESTATE			**54,284.04**		**48,505.00**	**(5,779.04)**	**0.00** **0.00**
TOTAL EQUITIES			**1,992,456.10**		**2,113,208.54**	**120,752.44**	**20,765.93** **1,147.13**
FOREIGN ASSETS							
EQUITIES							
550.000	RESEARCH IN MOTION LTD	760975102	44,572 42	75.990	41,794.50	(2,777.92)	0.00 0.00
1,290.000	SCHLUMBERGER LTD	806857108	82,760.52	53.500	69,015 00	(13,745.52)	1,083.60 0.00
1,660 000	SUNCOR ENERGY INC	867229106	71,088.12	32.480	53,916.80	(17,171.32)	619.18 0 00
810.000	TEVA PHARMACEUTICAL INDS-SPON ADR	881624209	38,241.75	53.340	43,205.40	4,963 65	363.69 0.00
TOTAL EQUITIES			**236,662.81**		**207,931.70**	**(28,731.11)**	**2,066.47** **0.00**
TOTAL FOREIGN ASSETS			**236,662.81**		**207,931.70**	**(28,731.11)**	**2,066.47** **0.00**
TOTAL ACCOUNT HOLDINGS			**2,272,542.87**		**2,364,564.20**	**92,021.33**	**22,832.40** **1,147.56**

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STATE STREET.

Account Diversification

July 31, 2009

CONN MEMORIAL FOUNDATION-RIVERBRIDGE PARTNERS
Account Number: 4732494

Diversification	*Book Value*	*% of Book Value*	*Market Value*	*% of Market Value*
Cash And Equivalents	54,549.83		54,549.83	
Government And Agency Issues				
Total Government And Agency Issues	0.00	100.00	0.00	100.00
Corporate Bonds				
Total Corporate Bonds	0.00	100.00	0.00	100.00
Other Fixed Income				
Total Other Fixed Income	0.00	100.00	0.00	100.00
Equities				
CONSUMER DURABLES	38,847 75	3.28	33,308.25	3.28
CONSUMER NON-DURABLES	398,421.11	33.61	371,269.34	36 60
CONSUMER SERVICES	12,132 00	1.02	7,935 00	0 78
BUSINESS PRODUCTS & SERVICES	417,388 98	35.21	359,532.91	35.44
CAPITAL GOODS	134,487 12	11.34	100,731 12	9 93
INDUSTRIAL ELECTRONICS	65,849 16	5 55	52,079.20	5.13
BASIC INDUSTRIES	53,029.60	4 47	38,960.00	3 84
TRANSPORTATION	33,958 70	2.86	22,441.50	2 21
FINANCIAL	31,357.54	2.65	28,160 00	2.78
Total Equities	① **1,185,471.96**	**100.00**	② **1,014,417.32**	**100.00**
Foreign Assets				
EQUITIES	14,784 04	100.00	16,416 00	100.00
Total Foreign Assets	① **14,784.04**	**100.00**	② **16,416.00**	**100.00**
Other Assets				
Total Other Assets	0.00	100.00	0.00	100.00
Total Account	1,254,805.83		1,085,383.15	

Schedule of Bond Maturities	*Face Value*	*% of Bond Portfolio*
Less than 1 year	0.00	0 00
1 to 5	0.00	0 00
5 to 10	0.00	0.00
10 to 15	0.00	0.00
Over 15 years	0.00	0 00
Total Bond Portfolio	**0.00**	**100.00**

Total Corporate Stock

Book Value	Market Value
Σ① " 1,200,256.00	Σ② 1,030,833.32

Percentages may not total to 100 percent due to rounding

Settlement Date Reporting
08/12/09

STATE STREET.

CONN MEMORIAL FOUNDATION-RIVERBRIDGE
PARTNERS
Account Number: 4732494

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Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
CASH							
	CASH BALANCE		0 00		0 00		
CASH EQUIVALENTS							
MONEY MARKET FUNDS-TAXABLE							
54,549 830	SSGA INST LIQUID RESERVES INV CL	CM1SSVXX1	54,549.83	1.000	54,549.83	0 00	0 00 1.00
TOTAL MONEY MARKET FUNDS-TAXABLE			**54,549.83**		**54,549.83**	**0.00**	**0.00** **1.00**
TOTAL CASH AND EQUIVALENTS			**54,549.83**		**54,549.83**	**0.00**	**0.00** **1.00**
EQUITIES							
CONSUMER DURABLES							
2,225.000	GENTEX CORP	371901109	38,847.75	14.970	33,308 25	(5,539 50)	979 00 0.00
TOTAL CONSUMER DURABLES			**38,847.75**		**33,308.25**	**(5,539.50)**	**979.00** **0.00**
CONSUMER NON-DURABLES							
685 000	ABAXIS INC	002567105	18,770.40	26.770	18,337.45	(432.95)	0.00 0 00
1,635.000	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	01988P108	34,120 94	17.230	28,171.05	(5,949 89)	0 00 0.00
1,860 000	ANGIODYNAMICS INC	03475V101	37,124 38	12.480	23,212.80	(13,911.58)	0.00 0 00
478 000	BIO-REFERENCE LABS INC	09057G602	14,528.54	32 060	15,324 68	796.14	0.00 0.00
3,660 000	CEPHEID INC	15670R107	39,476.53	10 570	38,686.20	(790.33)	0.00 0.00
890 000	CHEMED CORP	16359R103	44,396.38	44.100	39,249.00	(5,147.38)	427.20 0.00
735 000	HAIN CELESTIAL GROUP INC	405217100	20,443.78	16.610	12,208.35	(8,235.43)	0.00 0.00

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
CONSUMER NON-DURABLES (Continued)							
600 000	IPC THE HOSPITALIST CO	44984A105	11,430.00	27 850	16,710 00	5,280.00	0 00 0.00
495 000	MEDTOX SCIENTIFIC INC	584977201	7,578.86	9 000	4,455 00	(3,123.86)	0.00 0.00
660 000	MEDNAX INC	58502B106	36,460.14	46.350	30,591 00	(5,869.14)	0.00 0 00
1,100 000	NEOGEN CORP	640491106	17,608.39	29.140	32,054.00	14,445.61	0.00 0.00
2,067.000	ROLLINS INC	775711104	32,530 77	18.330	37,888.11	5,357.34	578 76 0.00
410.000	TECHNE CORP	878377100	23,185.50	63.820	26,166.20	2,980.70	410 00 0.00
230 000	USANA HEALTH SCIENCES INC	90328M107	14,165.70	33 350	7,670.50	(6,495.20)	0.00 0.00
1,500 000	UNITED NATURAL FOODS INC	911163103	46,600 80	27 030	40,545.00	(6,055 80)	0.00 0 00
TOTAL CONSUMER NON-DURABLES			**398,421.11**		**371,269.34**	**(27,151.77)**	**1,415.96** **0.00**
CONSUMER SERVICES							
500 000	UNIVERSAL TECHNICAL INST	913915104	12,132 00	15 870	7,935 00	(4,197.00)	0 00 0 00
TOTAL CONSUMER SERVICES			**12,132.00**		**7,935.00**	**(4,197.00)**	**0.00** **0.00**
BUSINESS PRODUCTS & SERVICES							
1,580.000	BEACON ROOFING SUPPLY INC	073685109	21,310.99	16.770	26,496 60	5,185.61	0.00 0.00
560.000	CASS INFORMATION SYSTEMS INC	14808P109	18,767 36	34 640	19,398.40	631.04	291.20 0.00
1,250.000	CHEESECAKE FACTORY INC	163072101	31,273.12	19 370	24,212.50	(7,060.62)	0.00 0 00

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Holdings by Secto

July 31, 20(

Page 7 of 1

STATE STREET.

CONN MEMORIAL FOUNDATION-RIVERBRIDGE
PARTNERS
Account Number: 4732494

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimate Annual Income Accrued Incom
EQUITIES (Continued)							
BUSINESS PRODUCTS & SERVICES (Continued)							
350 000	CONCUR TECHNOLOGIES INC	206708109	7,640.61	34.490	12,071.50	4,430.89	0.0 0.0
1,095 000	DEALERTRACK HLDGS INC	242309102	21,221.02	19.830	21,713.85	492.83	0.0 0.0
2,600.000	DIGI INTL INC	253798102	34,514.40	10.210	26,546.00	(7,968.40)	0 0 0 0
700 000	F5 NETWORKS INC	315616102	24,277.50	37.120	25,984 00	1,706.50	0.0 0.0
775 000	FORRESTER RESEARCH INC	346563109	21,715.45	22 570	17,491.75	(4,223.70)	0 0 0 0
600 000	G & K SERVICES INC-A	361268105	23,352.00	22.720	13,632.00	(9,720 00)	168 0 0.0
1,205 000	GUIDANCE SOFTWARE INC	401692108	12,398.41	3 990	4,807.95	(7,590.46)	0.0 0 0
1,465 000	INNERWORKINGS INC	45773Y105	20,654.78	5.170	7,574.05	(13,080.73)	0.0 0.0
1,750.000	LKQ CORP	501889208	20,066 44	17 940	31,395.00	11,328.56	0.0 0.0
750.000	MANHATTAN ASSOCIATES INC	562750109	17,374 55	18.500	13,875 00	(3,499.55)	0.0 0.0
513 000	MAXIMUS INC	577933104	15,991.80	42 620	21,864.06	5,872.26	246.2 0.0
725 000	MOBILE MINI INC	60740F105	20,756.75	16.150	11,708 75	(9,048.00)	0.0 0.0
850.000	PORTFOLIO RECOVERY ASSOCIATE	73640Q105	39,136.12	46.150	39,227.50	91.38	0 0 0.0
1,600.000	RESOURCES CONNECTION INC	76122Q105	45,911.18	15.110	24,176 00	(21,735.18)	0.0 0 0
1,100 000	STRATASYS INC	862685104	21,026.50	15.780	17,358.00	(3,668.50)	0.0 0.0
TOTAL BUSINESS PRODUCTS & SERVICES			**417,388.98**		**359,532.91**	**(57,856.07)**	**705.4 0.0**

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542393 F002 790 27OZ 105/121 ——— 11

Settlement Date Reportin
08/12/0

CONN MEMORIAL FOUNDATION-RIVERBRIDGE
PARTNERS
Account Number: 4732494

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
CAPITAL GOODS							
354 000	ANSYS INC	03662Q105	21,020.29	31.260	11,066.04	(9,954.25)	0 00 0.00
360.000	COSTAR GROUP INC	22160N109	19,002.49	36 730	13,222.80	(5,779.69)	0.00 0.00
1,300.000	ECHELON CORP	27874N105	13,224.46	8 480	11,024.00	(2,200.46)	0 00 0 00
1,400 000	NATIONAL INSTRUMENTS CORP	636518102	39,474.44	25.210	35,294.00	(4,180.44)	672.00 0.00
850 000	POWER INTEGRATIONS INC	739276103	22,924 42	29 350	24,947.50	2,023.08	85.00 0.00
206.000	SMITH INTERNATIONAL INC	832110100	18,841 02	25.130	5,176.78	(13,664.24)	98 88 0.00
TOTAL CAPITAL GOODS			**134,487.12**		**100,731.12**	**(33,756.00)**	**865.88** **0.00**
INDUSTRIAL ELECTRONICS							
575.000	FARO TECHNOLOGIES INC	311642102	19,550 00	17.700	10,177.50	(9,372 50)	0 00 0 00
915 000	NAPCO SECURITY TECHNOLOGIES INC	630402105	4,611 60	1.280	1,171.20	(3,440.40)	0.00 0.00
650 000	RUDOPLH TECHNOLOGIES INC	781270103	11,420.50	8 170	5,310 50	(6,110.00)	0 00 0.00
1,925.000	SEMTECH CORP	816850101	30,267 06	18.400	35,420.00	5,152 94	0 00 0 00
TOTAL INDUSTRIAL ELECTRONICS			**65,849.16**		**52,079.20**	**(13,769.96)**	**0.00** **0.00**
BASIC INDUSTRIES							
520.000	CABOT MICROELECTRONICS CORP	12709P103	12,693 85	33 920	17,638.40	4,944.55	0.00 0 00
1,600.000	LANDEC CORP	514766104	21,373 60	6.320	10,112 00	(11,261.60)	0.00 0 00

Shares/Units Original Face	Description	CUSIP	Book Value	Current Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income/ Accrued Income
EQUITIES (Continued)							
BASIC INDUSTRIES (Continued)							
1,130 000	ZOLTEK COMPANIES INC	98975W104	18,962 15	9.920	11,209 60	(7,752 55)	0.00 0 00
TOTAL BASIC INDUSTRIES			**53,029.60**		**38,960.00**	**(14,069.60)**	**0.00** **0.00**
TRANSPORTATION							
550.000	DYNAMEX INC	26784F103	14,462 64	15.570	8,563 50	(5,899 14)	0 00 0.00
600 000	FORWARD AIR CORP	349853101	19,496.06	23 130	13,878.00	(5,618 06)	168.00 0 00
TOTAL TRANSPORTATION			**33,958.70**		**22,441.50**	**(11,517.20)**	**168.00** **0.00**
FINANCIAL							
1,100 000	ULTIMATE SOFTWARE GROUP INC	90385D107	31,357.54	25.600	28,160.00	(3,197.54)	0.00 0 00
TOTAL FINANCIAL			**31,357.54**		**28,160.00**	**(3,197.54)**	**0.00** **0.00**
TOTAL EQUITIES			**1,185,471.96**		**1,014,417.32**	**(171,054.64)**	**4,124.28** **0.00**
FOREIGN ASSETS							
EQUITIES							
684 000	RITCHIE BROS AUCTIONEERS	767744105	14,784 04	24 000	16,416.00	1,631 96	273 60 0 00
TOTAL EQUITIES			**14,784.04**		**16,416.00**	**1,631.96**	**273.60** **0.00**
TOTAL FOREIGN ASSETS			**14,784.04**		**16,416.00**	**1,631.96**	**273.60** **0.00**
TOTAL ACCOUNT HOLDINGS			**1,254,805.83**		**1,085,383.15**	**(169,422.68)**	**4,397.88** **1.00**

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CONN MEMORIAL FOUNDATION, INC.
AUGUST 1, 2007 THROUGH JULY 31, 2008
59-0978713
PART IV, LINE 2
ATTACHMENT TO: 990PF

Account number	4725532	4716993	4716982	4716972	4717012	4741480	4732492	4732494	
Manager	Mastrapasqua	FDN Greene	Siphron	Iridian	Income Research	BRC Inv Mgt	Goldman Sachs	Riverbridge	Total
Proceeds	$ -	$ 425,389	$ 345,854	$ 3,080,621	$ 4,650,419	$ 3,818,682	$ 1,227,000	$ 99,896	$ 13,647,862
Cost	-	539,283	435,740	3,894,243	4,738,741	4,365,578	1,466,583	181,053	15,621,220
Gain (loss)	-	(113,893)	(89,886)	(813,622)	(88,322)	(546,896)	(239,583)	(81,156)	(1,973,358)

CONN MEMORIAL FOUNDATION, INC.
AUGUST 1, 2008 THROUGH JULY 31, 2009
59-0978713

ATTACHMENT TO: 990 PF

PART IV, LINE 1 a

		BRC Investment MGT		Mastrapasqua		FDN - Greene		Goldman Sachs	
		Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis
August	2008	214,418 35	220,958 53	-	-	26,969 57	27,370 69	129,950 69	104,277 93
September	2008	193,837 28	202,290 25	-	-	31,984 60	20,546 52	110,399 64	75,109 14
October	2008	624,551 17	804,908 39	-	-	27,868 84	16,693 03	178,047 99	230,237 99
November	2008	320,070 58	388,182 26	-	-	38,277 22	123,591 76	21,082 38	18,022 73
December	2008	759,949 23	920,761 59	-	-	37,969 57	66,541 96	34,170 74	38,975 12
January	2009	215,509 00	263,171 85	-	-	42,919 04	38,144 34	80,517 65	135,724 78
February	2009	209,231 98	246,916 33	-	-	22,394 66	30,946 44	66,179 37	82,146 62
March	2009	198,389 21	256,316 14	-	-	21,097 30	49,436 57	114,876 70	204,204 92
April	2009	318,871 59	342,029 88	-	-	21,623 27	18,309 05	104,437 10	135,545 91
May	2009	342,234 09	321,974 39	-	-	61,840 60	65,367 46	74,750 08	73,360 79
June	2009	230,040 67	214,243 60	-	-	22,556 29	20,750 39	189,678 12	229,878 22
July	2009	191,578 48	183,824 47	-	-	69,888 42	61,584 41	122,909 78	139,098 77
		3,818,681 63	4,365,577 68	-	-	425,389 38	539,282 62	1,227,000 24	1,466,582 92
Gain / (Loss)			(546,896 05)		-		(113,893 24)		(239,582 68)

		Siphron		Indian		Income Research		Riverbridge	
		Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis	Proceeds	Cost Basis
August	2008	-	-	268,833 59	283,560 01	515,215 42	756,784 46	33,688 36	46,808 75
September	2008	-	-	458,422 47	559,741 28	368,222 50	453,542 77	26 32	-36 58
October	2008	121,280 12	100,395 93	882,054 33	1,193,949 79	162,129 81	301,712 05	9,437 70	15,448 00
November	2008	-	-	259,619 60	313,757 59	99,479 85	24,291 73	6,571 63	13,549 80
December	2008	19,145 17	71,152 96	185,692 35	276,576 12	488,018 34	550,559 43	-	-
January	2009	31,678 74	70,743 20	203,510 14	264,564 35	302,452 89	650,499 12	-	-
February	2009	18,217 21	59,937 75	251,059 21	336,785 00	638,471 96	309,505 63	-	-
March	2009	-	-	112,015 03	140,713 70	557,983 25	499,904 95	13,829 43	12,843 32
April	2009	-	-	64,470 01	73,316 94	24,452 58	100,855 69	3,875 20	32,049 00
May	2009	49,615 61	43,776 25	66,714 05	75,417 88	271,353 74	160,994 96	-	-
June	2009	105,917 26	89,734 11	178,236 43	212,909 55	454,379 66	414,679 77	6,209 71	12,477 01
July	2009	-	-	149,993 66	162,950 43	768,259 37	515,410 52	26,258 13	47,840 32
		345,854 11	435,740 20	3,080,620 87	3,894,242 64	4,650,419 37	4,738,741 08	99,896 48	181,052 78
Gain / (Loss)			(89,886 09)		(813,621 77)		(88,321 71)		(81,156 30)

Total Gain / (Loss)	(1,973,357 84)
Total Sales Price	13,647,862 08
Total Cost Basis	15,621,219 92

CONN MEMORIAL FOUNDATION
August 1, 2008 through July 31, 2009
59-0978713
Attachment to 990-PF, Part XV
Line 3A

ORGANIZATION	PAID	PURPOSE
08\09 Program Grants:		
A Brighter Community	$27,500	Underprivileged
Academy Prep	$50,000	Underprivileged
Alpha House	$10,000	Underprivileged
America's Second Harvest	$20,000	Underprivileged
Big Brothers & Big Sisters	$20,000	Underprivileged
Big Brothers & Big Sisters	$10,000	Underprivileged
Big Brothers & Big Sisters	$20,000	Underprivileged
Boys & Girls Club	$50,000	Underprivileged
Centre for Women	$25,000	Underprivileged
Child Abuse Council	$15,000	Underprivileged
Community Tampa Bay	$20,000	Underprivileged
Computer Mentors	$10,000	Underprivileged
Connected by 25	$7,500	Underprivileged
Cornerstone Kids	$15,000	Underprivileged
Cornerstone Family Ministries	$30,000	Underprivileged
Easter Seals	$15,000	Underprivileged
Easter Seals	$27,000	Underprivileged
Easter Seals	$25,000	Underprivileged
Girl Scouts	$15,000	Underprivileged
Greater Palm River Point, CDC	$5,000	Underprivileged
Its All About Kids	$10,000	Underprivileged
Oasis	$8,000	Underprivileged
Oasis	$5,000	Underprivileged
OPBI, Inc.	$20,000	Underprivileged
Powerstories	$10,000	Underprivileged
St. Francis Children's Daycare	$13,000	Underprivileged
St. Francis Children's Daycare	$7,500	Underprivileged
St. John's Presbyterian Learning Center	$30,000	Underprivileged
Seniors in Service	$5,000	Underprivileged
University Community Ministries	$15,000	Underprivileged
University Community Ministries	$15,000	Underprivileged
Voices for Children	$30,000	Underprivileged
YMCA - Sulphur Spring Project	$20,000	Underprivileged
YMCA - Sulphur Spring Project	$25,000	Underprivileged
Young Life	$10,000	Underprivileged
	$640,500	
08\09 A39Capacity Building Grants:		
Big Brothers & Big Sisters	$10,000	Agency Education
Nonprofit Leadership Center	$60,000	Agency Education
	$70,000	
08\09 Scholarship Grants:		
All Sports	$10,000	Scholarship
Boys & Girls Club	$25,000	Scholarship
Chair Scholars	$10,000	Scholarship
Monterey	$10,000	Scholarship
Nova Southeastern University	$5,000	Scholarship
Univesity of South Florida	$20,000	Scholarship
University of Tampa	$4,000	Scholarship
Scholarship Grants Total	**$84,000**	
Grand Total	**$794,500**	

The Free Press

(Published Weekly)
Tampa, Hillsborough County, Florida

STATE OF FLORIDA,
COUNTY OF HILLSBOROUGH.

Before the undersigned authority personally appeared JOHN N. HARRISON, IV, who on oath says that he is Publisher of THE FREE PRESS, a weekly newspaper published at Tampa, in Hillsborough County, Florida, that the attached copy of advertising being a true copy in the matter of

PUBLIC NOTICE

the Conn Memorial Foundation, Inc.,

was published in said newspaper in the issues of January 16, 2010

PUBLIC NOTICE

The annual report of the Conn Memorial Foundation, Inc', is available at the address below for inspection during regular business hours from 10:00am to 4:00pm by any citizen who so requests within 180 days after publication of this notice of its availability.

Conn Memorial Foundation, Inc.
3410 Henderson Blvd., Suite 200
Tampa, FL 33609-3975
Principal Manager: Sheffield Crowder,
813-554-1210

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Affiant further says that the said THE FREE PRESS is a newspaper published at Tampa, in said Hillsborough County, and that the said newspaper has heretofore been continuously published in said Hillsborough County, Florida, each week and has been entered as a second-class mail matter at the post office in Tampa, in said Hillsborough County, Florida for a period of one year next preceding the first publication of the attached copy of advertisement; and affiant further says that he has neither paid nor promised any person, firm or corporation any discount, rebate, commission or refund for the purpose of securing this advertisement for publication in the said newspaper.

This 16 of January, 2010

who is personally known to me
SWORN TO and subscribed before me

This 16 of January, 2010

Jennifer Ward

Jennifer Ward

JENNIFER WARD
Comm# DD0769542
Expires 6/3/2012
Florida Notary Assn., Inc

Form **8868** (Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box .... ▶ ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

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

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

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization CONN MEMORIAL FOUNDATION	**Employer identification number** 59-0978713
	Number, street, and room or suite no If a P.O. box, see instructions. 3410 HENDERSON BOULEVARD, STE 200	
	City, town or post office, state, and ZIP code For a foreign address, see instructions TAMPA, FL 33609	

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

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

- The books are in the care of ▶ SHEFFIELD CROWDER

Telephone No. ▶ (813) 554-1210 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until ______________ , 20____, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year 20______ or
▶ ☒ tax year beginning AUGUST 1, , 20 08 , and ending JULY 31 , 20 09 .

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 4,762.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 26,640.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

BKA

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