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 8/1/2008 **, and ending** 7/31/2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation Herbert E Parker 0101625200	**A Employer identification number** 84-6045166
	Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank, N A MAC S4101-22G - 100 W Washington, 2	**B** Telephone number (see page 10 of the instructions) (800) 352-3705
	City or town, state, and ZIP code Phoenix AZ 85003	**C** If exemption application is pending, check here ▶ ☐ **D** 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 591,756

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

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))*

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	0	0		
	4	Dividends and interest from securities	27,890	27,612		
	5 a	Gross rents		0		
	b	Net rental income or (loss) 0				
	6 a	Net gain or (loss) from sale of assets not on line 10	-258,326			
	b	Gross sales price for all assets on line 6a 545,226				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10 a	Gross sales less returns and allowances 0				
	b	Less Cost of goods sold . 0				
	c	Gross profit or (loss) (attach schedule)	0			
	11	Other income (attach schedule)	0	0	0	
	12	**Total.** Add lines 1 through 11	-230,436	27,612	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	0	0	0	0
	b	Accounting fees (attach schedule)	1,238	0	0	1,238
	c	Other professional fees (attach schedule)	0	0	0	0
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	827	206	0	0
	19	Depreciation (attach schedule) and depletion	0	0	0	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	7,373	5,530	0	1,843
	24	**Total operating and administrative expenses.** Add lines 13 through 23	9,438	5,736	0	3,081
	25	Contributions, gifts, grants paid	30,000			30,000
	26	**Total expenses and disbursements.** Add lines 24 and 25	39,438	5,736	0	33,081
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-269,874			
	b	**Net investment income** (if negative, enter -0-)		21,876		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. Form **990-PF** (2008)

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24

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments	3,743	36,062	36,062
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	660,527	267,949	289,073
	c	Investments—corporate bonds (attach schedule)	195,229	178,959	189,388
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	5,212	88,156	77,233
	14	Land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	864,711	571,126	591,756
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	864,711	571,126	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	864,711	571,126	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	864,711	571,126	

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	864,711
2	Enter amount from Part I, line 27a	2	-269,874
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	594,837
5	Decreases not included in line 2 (itemize) ▶ See attached statement	5	23,711
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	571,126

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — **2** — -258,326

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** — 0

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	37,336	724,259	0 051551
2006	43,259	737,997	0 058617
2005	31,013	770,433	0 040254
2004	37,045	683,948	0 054163
2003	34,168	669,377	0 051044

2	**Total** of line 1, column (d)	2	0 255629
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 051126
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	562,244
5	Multiply line 4 by line 3	5	28,745
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	219
7	Add lines 5 and 6	7	28,964
8	Enter qualifying distributions from Part XII, line 4	8	33,081

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling letter ________ (attach copy of ruling letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	219	
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	219	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	219	
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a — 952			
b Exempt foreign organizations—tax withheld at source — 6b			
c Tax paid with application for extension of time to file (Form 8868) — 6c — 0			
d Backup withholding erroneously withheld — 6d			
7 Total credits and payments Add lines 6a through 6d	7	952	
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	733	
11 Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ 225 **Refunded** ▶	11	508	

Part VII-A Statements Regarding Activities

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ Wells Fargo Bank, N A MAC S4101-22G Telephone no. ▶ (800) 352-3705

Located at ▶ 100 W Washington, 22nd FlOOR Phoenix AZ ZIP+4 ▶ 85003

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

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

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

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

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

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

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

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

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

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

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** No: X

If you answered "Yes" to 6b, also file Form 8870

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N A MAC S4101-22G 100 W Washington, 22nd FlOOR Phoenix AZ 8	TRUSTEE 4 00	7,374	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	507,467
b	Average of monthly cash balances	1b	63,339
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	570,806
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	570,806
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	8,562
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	562,244
6	**Minimum investment return.** Enter 5% of line 5	6	28,112

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	28,112
2a	Tax on investment income for 2008 from Part VI, line 5	2a	219		
b	Income tax for 2008. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	219
3	Distributable amount before adjustments Subtract line 2c from line 1			3	27,893
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	27,893
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	27,893

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	33,081
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	33,081
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	219
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	32,862

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				27,893
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only			0	
b	Total for prior years 20____, 20____, 20__		0		
3	Excess distributions carryover, if any, to 2008				
a	From 2003 NONE				
b	From 2004 NONE				
c	From 2005 NONE				
d	From 2006 3,509				
e	From 2007 3,021				
f	Total of lines 3a through e	6,530			
4	Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 33,081				
a	Applied to 2007, but not more than line 2a			0	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2008 distributable amount				27,893
e	Remaining amount distributed out of corpus	5,188			
5	Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	11,718			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9	**Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	11,718			
10	Analysis of line 9				
a	Excess from 2004 0				
b	Excess from 2005 0				
c	Excess from 2006 3,509				
d	Excess from 2007 3,021				
e	Excess from 2008 5,188				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

WELLS FARGO BANK, C/O PEGGY TOAL 1740 BROADWAY DENVER CO 80274

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

WRITTEN REQUEST

c Any submission deadlines

4/30/09

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

BASED ON DIRECTION OF THE TRUST DOCUMENT

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Attached Statement				
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3a	30,000
b *Approved for future payment*				
NONE				
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	27,890	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-258,326	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		-230,436	0

13 Total. Add line 12, columns (b), (d), and (e) . 13 -230,436

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

John N Sulentic — 12/4/2009 — VP & TRUST OFFICER

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed	Preparer's identifying number (see Signature on page 30 of the instructions)
	12/4/2009	☒	P00364310

Firm's name (or yours if self-employed), address, and ZIP code: PRICEWATERHOUSECOOPERS, LLP, 600 GRANT STREET, PITTSBURGH 15219-2777

EIN ▶ 13-4008324

Phone no 412-355-6000

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

Recipient(s) paid during the year

Name			Person	Business
BOYS & GIRLS CLUB OF METRO DENVER				X
Street 2017 WEST 9TH AVENUE				
City DENVER	**State** CO	**Zip code** 80204	**Foreign Country**	
Relationship NONE	**Foundation Status** EXEMPT			
Purpose of grant/contribution CHARITABLE			**Amount**	2,000

Name			Person	Business
CATHOLIC CHARITIES ARCHDIOCESE OF DENVER				X
Street 4045 PECOS STREET				
City DENVER	**State** CO	**Zip code** 80211	**Foreign Country**	
Relationship NONE	**Foundation Status** EXEMPT			
Purpose of grant/contribution CHARITABLE			**Amount**	2,000

Name			Person	Business
CITY WILD				X
Street P.O. BOX 883				
City DENVER	**State** CO	**Zip code** 80201	**Foreign Country**	
Relationship NONE	**Foundation Status** EXEMPT			
Purpose of grant/contribution CHARITABLE			**Amount**	2,000

Name			Person	Business
COLORADO CANCER RESEARCH CENTER				X
Street 2253 SOUTH ONEIDA STREET #3B				
City DENVER	**State** CO	**Zip code** 80224	**Foreign Country**	
Relationship NONE	**Foundation Status** EXEMPT			
Purpose of grant/contribution CHARITABLE			**Amount**	3,000

Name			Person	Business
COLORADO HAWKS				X
Street 14231 E 4TH AVE , STE 224				
City AURORA	**State** CO	**Zip code** 80011	**Foreign Country**	
Relationship NONE	**Foundation Status** EXEMPT			
Purpose of grant/contribution CHARITABLE			**Amount**	1,000

Name			Person	Business
DENVER AREA COUNCIL BOY SCOUTS				X
Street 2901 W. 19TH AVENUE				
City DENVER	**State** CO	**Zip code** 80204	**Foreign Country**	
Relationship NONE	**Foundation Status** EXEMPT			
Purpose of grant/contribution CHARITABLE			**Amount**	1,000

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

Recipient(s) paid during the year

Name					
SEWALL CHILD DEVELOPMENT CENTER				[ ] Person	[X] Business
Street: 1360 VINE STREET					
City: DENVER		State: CO	Zip code: 80920	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT				
Purpose of grant/contribution: CHARITABLE					Amount: 2,000

Name					
EASTER SEALS COLORADO				[ ] Person	[X] Business
Street: 5755 W ALAMEDA AVE.					
City: LAKEWOOD		State: CO	Zip code: 80226	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT				
Purpose of grant/contribution: CHARITABLE					Amount: 2,000

Name					
HIGH COUNTRY SOCCER ASSOCIATION				[ ] Person	[X] Business
Street: P O. BOX 3367					
City: BOONE		State: NC	Zip code: 28607	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT				
Purpose of grant/contribution: CHARITABLE					Amount: 2,000

Name					
LEGAL CENTER FOR PEOPLE WITH DISABILITIES AND OLDER PEOPLE				[ ] Person	[X] Business
Street: 455 SHERMAN STREET #130					
City: DENVER		State: CO	Zip code: 80203	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT				
Purpose of grant/contribution: CHARITABLE					Amount: 2,000

Name					
TINY TIM CENTER				[ ] Person	[X] Business
Street: 2100 COLLYER STREET					
City: LONGMONT		State: CO	Zip code: 80501	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT				
Purpose of grant/contribution: CHARITABLE					Amount: 2,000

Name					
TRIPS FOR KIDS				[ ] Person	[X] Business
Street: 138 SUNNYSIDE					
City: MILL VALLEY		State: CA	Zip code: 94941	Foreign Country:	
Relationship: NONE	Foundation Status: EXEMPT				
Purpose of grant/contribution: CHARITABLE					Amount: 1,000

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

Recipient(s) paid during the year

Name: SPECIAL OLYMPICS COLORADO				[ ] Person [X] Business
Street: 410 17TH STREET, SUITE 200				
City: DENVER		State: CO	Zip code: 80202	Foreign Country:
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 2,000

Name: CRESTONE YOUTH PLAZA, INC				[ ] Person [X] Business
Street: P.O BOX 773				
City: CRESTONE		State: CO	Zip code: 81131-0773	Foreign Country:
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 1,000

Name: COLORADO SCHOOLS				[ ] Person [X] Business
Street: 201 EAST COLFAX AVENUE				
City: DENVER		State: CO	Zip code: 80203	Foreign Country:
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 1,000

Name: FAMILY STAR MONTESSORI				[ ] Person [X] Business
Street: 2246 FEDERAL BOULEVARD				
City: DENVER		State: CO	Zip code: 80211	Foreign Country:
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 1,000

Name: HIGHER GROUND YOUTH CHALLENGE				[ ] Person [X] Business
Street: P.O BOX 12145				
City: DENVER		State: CO	Zip code: 80212	Foreign Country:
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 1,000

Name: IMAGINE FOUNDATION				[ ] Person [X] Business
Street: 1665 COAL CREEK DRIVE				
City: LAFAYETTE		State: CO	Zip code: 80026	Foreign Country:
Relationship: NONE	Foundation Status: EXEMPT			
Purpose of grant/contribution: CHARITABLE				Amount: 1,000

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

Recipient(s) paid during the year

Name: FORESIGHT		[ ] Person	[X] Business
Street: P O BOX 18944			
City: DENVER	State: CO	Zip code: 80218	Foreign Country:
Relationship: NONE	Foundation Status: EXEMPT		
Purpose of grant/contribution: CHARITABLE			Amount: 1,000

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

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

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

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

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

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

	Amount	Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Long Term CG Distributions	0	Securities	545,226	803,552	-258,326
Short Term CG Distributions	0	Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Donated value	Expense of sale and cost of improvements	Depreciation
1	X	AFLAC INC	001055102			4/2/2008		9/5/2008	1,140	1,329			
2	X	AFLAC INC	001055102			3/26/2007		9/5/2008	57	48			
3	X	AFLAC INC	001055102			3/26/2007		7/10/2009	257	428			
4	X	ABBOTT LABS	002824100			3/26/2007		3/17/2009	239	285			
5	X	ABBOTT LABS	002824100			3/26/2007		7/10/2009	226	285			
6	X	AMERICAN INTL GROUP INC	026874107			4/9/2003		9/10/2008	479	1,355			
7	X	AMERICAN INTL GROUP INC	026874107			3/26/2007		9/10/2008	479	1,696			
8	X	AMERICAN INTL GROUP INC	026874107			4/2/2008		9/10/2008	594	1,461			
9	X	BAKER HUGHES INC COM	057224107			4/2/2008		9/5/2008	574	574			
10	X	BAKER HUGHES INC COM	057224107			4/2/2008		7/10/2009	276	574			
11	X	BANCO BILBAO VIZCAYA ARC	05946K101			3/26/2007		9/19/2008	1,755	2,552			
12	X	BANCO BILBAO VIZCAYA ARC	05946K101			4/2/2008		9/19/2008	184	253			
13	X	IPATH DOW JONES-AIG COM	06738C778			9/5/2008		3/17/2009	10,692	18,033			
14	X	CVS/CAREMARK CORPORATI	126650100			4/2/2008		4/15/2009	407	564			
15	X	CVS/CAREMARK CORPORATI	126650100			3/26/2007		4/15/2009	378	453			
16	X	CVS/CAREMARK CORPORATI	126650100			3/26/2007		7/10/2009	308	348			
17	X	CARNIVAL CORP	143658300			3/26/2007		4/14/2009	378	718			
18	X	CARNIVAL CORP	143658300			4/2/2008		4/14/2009	252	430			
19	X	CARNIVAL CORP	143658300			4/9/2003		4/14/2009	378	387			
20	X	CARNIVAL CORP	143658300			4/9/2003		7/10/2009	122	129			
21	X	CHEVRON CORP	166764100			3/17/2009		7/10/2009	306	315			
22	X	CHEVRON CORP	166764100			4/9/2003		7/10/2009	61	32			
23	X	COMCAST CORP CLASS A	20030N101			3/26/2007		7/10/2009	249	499			
24	X	CORNING INC	219350105			3/26/2007		3/17/2009	2,105	4,218			
25	X	CORNING INC	219350105			4/2/2008		3/17/2009	205	452			
26	X	CORNING INC	219350105			9/5/2008		3/17/2009	57	83			
27	X	DELL INC	24702R101			3/26/2007		3/17/2009	940	2,474			
28	X	WALT DISNEY CO	254687106			3/26/2007		7/10/2009	266	415			
29	X	DU PONT E I DE NEMOURS &	263534109			3/26/2007		3/17/2009	907	2,301			
30	X	DU PONT E I DE NEMOURS &	263534109			4/2/2008		3/17/2009	141	340			
31	X	E M C CORP MASS	268648102			3/26/2007		7/10/2009	140	150			
32	X	GENERAL ELECTRIC CO	369604103			4/2/2008		9/5/2008	110	152			
33	X	GENERAL ELECTRIC CO	369604103			4/9/2003		9/5/2008	552	552			
34	X	GENERAL ELECTRIC CO	369604103			4/9/2003		7/10/2009	64	165			
35	X	HARSCO CORP	415864107			4/2/2008		7/10/2009	138	295			
36	X	HEWLETT PACKARD CO	428236103			9/5/2008		7/10/2009	333	404			
37	X	HUSSMAN STRATEGIC GROV	448108100			9/5/2008		3/17/2009	4,750	6,054			
38	X	HUSSMAN STRATEGIC GROV	448108100			9/5/2008		7/10/2009	1,383	1,706			
39	X	ISHARES TR SMALLCAP 600 I	464287804			9/5/2008		7/10/2009	1,982	2,902			
40	X	JPMORGAN CHASE & CO	46625H100			3/17/2009		7/10/2009	258	186			
41	X	MIDCAP CORE STOCK FUND	4U0040444			2/6/2004		3/13/2009	18,908	31,224			
42	X	MICROSOFT CORP	594918104			3/26/2007		7/10/2009	334	420			
43	X	MICROSOFT CORP	594918104			9/5/2008		7/10/2009	22	26			
44	X	MOODYS CORP	615369105			4/2/2008		7/10/2009	210	302			
45	X	MORGAN STANLEY	617446448			3/26/2007		9/18/2008	900	3,694			
46	X	MORGAN STANLEY	617446448			4/23/2009		7/10/2009	207	172			
47	X	MOTOROLA INC	620076109			3/26/2007		9/5/2008	1,034	2,055			
48	X	MOTOROLA INC	620076109			4/2/2008		9/5/2008	809	866			
49	X	NESTLE S.A REGISTERED SH	641069406			4/2/2008		7/10/2009	264	348			

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	545,226	803,552	-258,326
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Donated value	Expense of sale and cost of improvements	Depreciation
50	X	PFIZER INC	717081103			4/9/2003		7/10/2009	169	389			
51	X	POWERSHARES DB COMMOI	73935S105			3/17/2009		7/10/2009	351	333			
52	X	QUEST DIAGNOSTICS INC	74834L100			4/2/2008		7/9/2009	550	469			
53	X	INTEL CORP	458140100			3/26/2007		7/10/2009	223	269			
54	X	IRON MOUNTAIN INC	462846106			9/5/2008		3/17/2009	61	80			
55	X	IRON MOUNTAIN INC	462846106			3/26/2007		3/17/2009	40	53			
56	X	IRON MOUNTAIN INC	462846106			3/26/2007		7/10/2009	305	293			
57	X	ISHARES S & P 500 INDEX FU	464287200			9/5/2008		7/10/2009	1,408	1,984			
58	X	ISHARES MSCI EAFE	464287465			3/17/2009		7/10/2009	4,430	3,567			
59	X	ISHARES TR S & P MIDCAP 4(	464287507			3/17/2009		7/10/2009	3,104	2,572			
60	X	QUEST DIAGNOSTICS INC	74834L100			3/17/2009		7/9/2009	220	185			
61	X	STI CLASSIC SEIX HIGH YIEL	76628T645			3/17/2009		7/10/2009	227	205			
62	X	SPDR DJ WILSHIRE INTERNA	78463X863			9/5/2008		7/10/2009	719	1,088			
63	X	SOUTHWEST AIRLINES CO	844741108			3/26/2007		7/10/2009	144	329			
64	X	SYSCO CORP	871829107			3/26/2007		7/10/2009	214	337			
65	X	TARGET CORP	87612E106			4/2/2008		7/10/2009	340	481			
66	X	TEMPLETON GLOBAL BOND F	880208400			3/17/2009		7/10/2009	343	313			
67	X	TIME WARNER INC NEW	887317105			3/26/2007		3/17/2009	1,016	2,520			
68	X	TIME WARNER INC NEW	887317105			4/2/2008		3/17/2009	33	58			
69	X	TRACTOR SUPPLY CO COM	892356106			9/5/2008		3/17/2009	163	216			
70	X	TRACTOR SUPPLY CO COM	892356106			9/5/2008		7/10/2009	269	259			
71	X	TRAVELERS COMPANIES, IN(	89417E109			4/9/2003		10/1/2008	1,055	860			
72	X	TRAVELERS COMPANIES, IN(	89417E109			3/26/2007		10/1/2008	1,477	1,819			
73	X	TRAVELERS COMPANIES, IN(	89417E109			4/2/2008		10/1/2008	464	559			
74	X	TRAVELERS COMPANIES, IN(	89417E109			3/17/2009		7/10/2009	234	231			
75	X	UNITEDHEALTH GROUP INC	91324P102			4/2/2008		7/10/2009	221	328			
76	X	VALERO ENERGY CORP	91913Y100			9/5/2008		7/10/2009	77	166			
77	X	VANGUARD BD INDEX FD INC	921937827			3/17/2009		7/10/2009	1,429	1,406			
78	X	VANGUARD EMERGING MARI	922042858			9/5/2008		7/10/2009	5,625	6,933			
79	X	VANGUARD REIT VIPER	922908553			9/5/2008		7/10/2009	1,838	3,954			
80	X	VISA INC-CLASS A SHRS	92826C839			4/14/2009		7/10/2009	300	297			
81	X	VODAFONE GROUP PLC NEV	92857W209			4/2/2008		7/10/2009	110	189			
82	X	LARGE CAP VALUE FUND	991283904			6/30/1990		8/29/2008	83,767	180,386			
83	X	TAXABLE TOTAL RETURN BO	991283912			2/28/1966		3/13/2009	2,992	3,057			
84	X	TAXABLE TOTAL RETURN BO	991283912			8/31/1967		3/13/2009	240	225			
85	X	TAXABLE TOTAL RETURN BO	991283912			11/30/1967		3/13/2009	2,940	2,626			
86	X	TAXABLE TOTAL RETURN BO	991283912			5/29/1969		3/13/2009	300	266			
87	X	TAXABLE TOTAL RETURN BO	991283912			8/29/1969		3/13/2009	240	204			
88	X	TAXABLE TOTAL RETURN BO	991283912			11/28/1969		3/13/2009	240	204			
89	X	TAXABLE TOTAL RETURN BO	991283912			5/28/1971		3/13/2009	19,739	19,121			
90	X	TAXABLE TOTAL RETURN BO	991283912			6/30/1981		3/13/2009	36,839	30,024			
91	X	TAXABLE TOTAL RETURN BO	991283912			6/30/2006		3/13/2009	18,483	19,375			
92	X	INTERNATIONAL CORE STOC	994600906			2/6/2004		3/13/2009	16,919	27,686			
93	X	TAXABLE SHORT-TERM BONI	999612906			1/30/2004		3/13/2009	37,092	38,166			
94	X	TAXABLE SHORT-TERM BONI	999612906			6/30/2006		3/13/2009	19,302	19,892			
95	X	TAXABLE INTERMEDIATE TEI	999708902			2/7/2000		3/13/2009	38,377	39,421			
96	X	TAXABLE INTERMEDIATE TEI	999708902			6/30/2006		3/13/2009	19,161	19,770			
97	X	LARGE CAP GROWTH FUND	BF1000B02			3/31/1992		8/29/2008	163,676	275,323			
98	X	COOPER INDS LTD	G24182100			9/5/2008		7/10/2009	235	360			

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

Totals	Gross sales	Cost, other basis and expenses	Net gain or loss
Securities	545,226	803,552	-258,326
Other sales	0	0	0

Index	Check box if gain/loss is from sale of security	Description	CUSIP #	Purchaser	Check box if purchaser is a business	Date acquired	Acquisition method	Date sold	Gross sales price	Cost or other basis (Enter one field only) Cost	Donated value	Expense of sale and cost of improvements	Depreciation
99	X	LONG TERM CAPITAL GAIN							3,179				
100	X	UNRECAPTURED 1250 GAIN							54				
101	X	CTF SHORT TERM							-11,296				
102	X	CTF LONG TERM							8,778				
103													
104													
105													
106													
107													
108													

Line 16b (990-PF) - Accounting Fees

		1,238	0	0	1,238
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	ACCOUNTING FEES	1,238			1,238
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		827	206	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES	206	206		
2	ESTIMATED EXCISE TAX	621			
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
		7,373	5,530	0	1,843
1	TRUSTEE FEES	7,373	5,530	0	1,843
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

			660,527	267,949	442,546	289,073
	Description	Num shares/ face value	(a) Book value beg of year	(b) Book value end of year	FMV beg. of year	(c) FMV end of year
1	CORPORATE STOCK		660,527	267,949	442,546	289,073
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

				195,229	178,959	206,771	189,388
.	Description	Interest Rate	Maturity Date	(a) Book value beg of year	(b) Book value end of year	FMV beg. of year	(c) FMV end of year
1	CORPORATE BONDS			195,229	178,959	206,771	189,388
2							
3							
4							
5							
6							
7							
8							
9							
10							

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

			5,212	88,156	77,233
	Item or Category	Basis of Valuation	(a) Book value beg of year	(b) Book value end of year	(c) FMV end of year
1	OTHER INVESTMENTS		5,212	88,156	77,233
2					
3					
4					
5					
6					
7					
8					
9					
10					

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

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

1	CTF INCOME TIMING DIFFERENCE	1	74
2	CTF BOOK TO TAX DIFFERENCE	2	6,936
3	UNDISTRIBUTED CTF CAPITAL LOSS	3	16,658
4	COST BASIS ADJUSTMENT	4	43
5	Total	5	23,711

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
1	AFLAC INC	001055102		4/2/2008	9/5/2008	1,140	0	1,329
2	AFLAC INC	001055102		3/26/2007	9/5/2008	57	0	48
3	AFLAC INC	001055102		3/26/2007	7/10/2009	257	0	428
4	ABBOTT LABS	002824100		3/26/2007	3/17/2009	239	0	285
5	ABBOTT LABS	002824100		3/26/2007	7/10/2009	226	0	285
6	AMERICAN INTL GROUP INC	026874107		4/9/2003	9/10/2008	479	0	1,355
7	AMERICAN INTL GROUP INC	026874107		3/26/2007	9/10/2008	479	0	1,696
8	AMERICAN INTL GROUP INC	026874107		4/2/2008	9/10/2008	594	0	1,461
9	BAKER HUGHES INC COM	057224107		4/2/2008	9/5/2008	574	0	574
10	BAKER HUGHES INC COM	057224107		4/2/2008	7/10/2009	276	0	574
11	BANCO BILBAO VIZCAYA ARGENT- AD	05946K101		3/26/2007	9/19/2008	1,755	0	2,552
12	BANCO BILBAO VIZCAYA ARGENT- AD	05946K101		4/2/2008	9/19/2008	184	0	253
13	IPATH DOW JONES-AIG COMMDTY	06738C778		9/5/2008	3/17/2009	10,692	0	18,033
14	CVS/CAREMARK CORPORATION	126650100		4/2/2008	4/15/2009	407	0	564
15	CVS/CAREMARK CORPORATION	126650100		3/26/2007	4/15/2009	378	0	453
16	CVS/CAREMARK CORPORATION	126650100		3/26/2007	7/10/2009	308	0	348
17	CARNIVAL CORP	143658300		3/26/2007	4/14/2009	378	0	718
18	CARNIVAL CORP	143658300		4/2/2008	4/14/2009	252	0	430
19	CARNIVAL CORP	143658300		4/9/2003	4/14/2009	378	0	387
20	CARNIVAL CORP	143658300		4/9/2003	7/10/2009	122	0	129
21	CHEVRON CORP	166764100		3/17/2009	7/10/2009	306	0	315
22	CHEVRON CORP	166764100		4/9/2003	7/10/2009	61	0	32
23	COMCAST CORP CLASS A	20030N101		3/26/2007	7/10/2009	249	0	499
24	CORNING INC	219350105		3/26/2007	3/17/2009	2,105	0	4,218
25	CORNING INC	219350105		4/2/2008	3/17/2009	205	0	452
26	CORNING INC	219350105		9/5/2008	3/17/2009	57	0	83
27	DELL INC	24702R101		3/26/2007	3/17/2009	940	0	2,474
28	WALT DISNEY CO	254687106		3/26/2007	7/10/2009	266	0	415
29	DU PONT E I DE NEMOURS & CO	263534109		3/26/2007	3/17/2009	907	0	2,301
30	DU PONT E I DE NEMOURS & CO	263534109		4/2/2008	3/17/2009	141	0	340
31	E M C CORP MASS	268648102		3/26/2007	7/10/2009	140	0	150
32	GENERAL ELECTRIC CO	369604103		4/2/2008	9/5/2008	110	0	152
33	GENERAL ELECTRIC CO	369604103		4/9/2003	9/5/2008	552	0	552
34	GENERAL ELECTRIC CO	369604103		4/9/2003	7/10/2009	64	0	165
35	HARSCO CORP	415864107		4/2/2008	7/10/2009	138	0	295
36	HEWLETT PACKARD CO	428236103		9/5/2008	7/10/2009	333	0	404
37	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/5/2008	3/17/2009	4,750	0	6,054
38	HUSSMAN STRATEGIC GROWTH FUND	448108100		9/5/2008	7/10/2009	1,383	0	1,706
39	ISHARES TR SMALLCAP 600 INDEX FD	464287804		9/5/2008	7/10/2009	1,982	0	2,902
40	JPMORGAN CHASE & CO	46625H100		3/17/2009	7/10/2009	258	0	186
41	MIDCAP CORE STOCK FUND	4U0040444		2/6/2004	3/13/2009	18,908	0	31,224
42	MICROSOFT CORP	594918104		3/26/2007	7/10/2009	334	0	420
43	MICROSOFT CORP	594918104		9/5/2008	7/10/2009	22	0	26
44	MOODYS CORP	615369105		4/2/2008	7/10/2009	210	0	302
45	MORGAN STANLEY	617446448		3/26/2007	9/18/2008	900	0	3,694

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
46	MORGAN STANLEY	617446448		4/23/2009	7/10/2009	207	0	172
47	MOTOROLA INC	620076109		3/26/2007	9/5/2008	1,034	0	2,055
48	MOTOROLA INC	620076109		4/2/2008	9/5/2008	809	0	866
49	NESTLE S A. REGISTERED SHARES - A	641069406		4/2/2008	7/10/2009	264	0	348
50	PFIZER INC	717081103		4/9/2003	7/10/2009	169	0	389
51	POWERSHARES DB COMMODITY INDE	73935S105		3/17/2009	7/10/2009	351	0	333
52	QUEST DIAGNOSTICS INC	74834L100		4/2/2008	7/9/2009	550	0	469
53	INTEL CORP	458140100		3/26/2007	7/10/2009	223	0	269
54	IRON MOUNTAIN INC	462846106		9/5/2008	3/17/2009	61	0	80
55	IRON MOUNTAIN INC	462846106		3/26/2007	3/17/2009	40	0	53
56	IRON MOUNTAIN INC	462846106		3/26/2007	7/10/2009	305	0	293
57	ISHARES S & P 500 INDEX FUND	464287200		9/5/2008	7/10/2009	1,408	0	1,984
58	ISHARES MSCI EAFE	464287465		3/17/2009	7/10/2009	4,430	0	3,567
59	ISHARES TR S & P MIDCAP 400 ID FD	464287507		3/17/2009	7/10/2009	3,104	0	2,572
60	QUEST DIAGNOSTICS INC	74834L100		3/17/2009	7/9/2009	220	0	185
61	STI CLASSIC SEIX HIGH YIELD I #855	76628T645		3/17/2009	7/10/2009	227	0	205
62	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863		9/5/2008	7/10/2009	719	0	1,088
63	SOUTHWEST AIRLINES CO	844741108		3/26/2007	7/10/2009	144	0	329
64	SYSCO CORP	871829107		3/26/2007	7/10/2009	214	0	337
65	TARGET CORP	87612E106		4/2/2008	7/10/2009	340	0	481
66	TEMPLETON GLOBAL BOND FD-ADV #	880208400		3/17/2009	7/10/2009	343	0	313
67	TIME WARNER INC NEW	887317105		3/26/2007	3/17/2009	1,016	0	2,520
68	TIME WARNER INC NEW	887317105		4/2/2008	3/17/2009	33	0	58
69	TRACTOR SUPPLY CO COM	892356106		9/5/2008	3/17/2009	163	0	216
70	TRACTOR SUPPLY CO COM	892356106		9/5/2008	7/10/2009	269	0	259
71	TRAVELERS COMPANIES, INC	89417E109		4/9/2003	10/1/2008	1,055	0	860
72	TRAVELERS COMPANIES, INC	89417E109		3/26/2007	10/1/2008	1,477	0	1,819
73	TRAVELERS COMPANIES, INC	89417E109		4/2/2008	10/1/2008	464	0	559
74	TRAVELERS COMPANIES, INC	89417E109		3/17/2009	7/10/2009	234	0	231
75	UNITEDHEALTH GROUP INC	91324P102		4/2/2008	7/10/2009	221	0	328
76	VALERO ENERGY CORP	91913Y100		9/5/2008	7/10/2009	77	0	166
77	VANGUARD BD INDEX FD INC	921937827		3/17/2009	7/10/2009	1,429	0	1,406
78	VANGUARD EMERGING MARKETS ETF	922042858		9/5/2008	7/10/2009	5,625	0	6,933
79	VANGUARD REIT VIPER	922908553		9/5/2008	7/10/2009	1,838	0	3,954
80	VISA INC-CLASS A SHRS	92826C839		4/14/2009	7/10/2009	300	0	297
81	VODAFONE GROUP PLC NEW ADR	92857W209		4/2/2008	7/10/2009	110	0	189
82	LARGE CAP VALUE FUND	991283904		6/30/1990	8/29/2008	83,767	0	180,386
83	TAXABLE TOTAL RETURN BOND FUND	991283912		2/28/1966	3/13/2009	2,992	0	3,057
84	TAXABLE TOTAL RETURN BOND FUND	991283912		8/31/1967	3/13/2009	240	0	225
85	TAXABLE TOTAL RETURN BOND FUND	991283912		11/30/1967	3/13/2009	2,940	0	2,626
86	TAXABLE TOTAL RETURN BOND FUND	991283912		5/29/1969	3/13/2009	300	0	266
87	TAXABLE TOTAL RETURN BOND FUND	991283912		8/29/1969	3/13/2009	240	0	204
88	TAXABLE TOTAL RETURN BOND FUND	991283912		11/28/1969	3/13/2009	240	0	204
89	TAXABLE TOTAL RETURN BOND FUND	991283912		5/28/1971	3/13/2009	19,739	0	19,121
90	TAXABLE TOTAL RETURN BOND FUND	991283912		6/30/1981	3/13/2009	36,839	0	30,024

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
91	TAXABLE TOTAL RETURN BOND FUND	991283912		6/30/2006	3/13/2009	18,483	0	19,375
92	INTERNATIONAL CORE STOCK FUND	994600906		2/6/2004	3/13/2009	16,919	0	27,686
93	TAXABLE SHORT-TERM BOND FUND	999612906		1/30/2004	3/13/2009	37,092	0	38,166
94	TAXABLE SHORT-TERM BOND FUND	999612906		6/30/2006	3/13/2009	19,302	0	19,892
95	TAXABLE INTERMEDIATE TERM BD FD	999708902		2/7/2000	3/13/2009	38,377	0	39,421
96	TAXABLE INTERMEDIATE TERM BD FD	999708902		6/30/2006	3/13/2009	19,161	0	19,770
97	LARGE CAP GROWTH FUND	BF1000B02		3/31/1992	8/29/2008	163,676	0	275,323
98	COOPER INDS LTD	G24182100		9/5/2008	7/10/2009	235	0	360
99	LONG TERM CAPITAL GAIN					3,179	0	0
100	UNRECAPTURED 1250 GAIN					54	0	0
101	CTF SHORT TERM					-11,296	0	0
102	CTF LONG TERM					8,778	0	0
103						0	0	0
104						0	0	0
105						0	0	0
106						0	0	0
107						0	0	0
108						0	0	0

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	(a) Kind(s) of property sold	CUSIP #	(h) Gain or Loss	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (col (h) gain minus col. (k), but not less than zero) or Losses (from col (h))
1	AFLAC INC	001055102	-189			0	-189
2	AFLAC INC	001055102	9			0	9
3	AFLAC INC	001055102	-171			0	-171
4	ABBOTT LABS	002824100	-46			0	-46
5	ABBOTT LABS	002824100	-59			0	-59
6	AMERICAN INTL GROUP INC	026874107	-876			0	-876
7	AMERICAN INTL GROUP INC	026874107	-1,217			0	-1,217
8	AMERICAN INTL GROUP INC	026874107	-867			0	-867
9	BAKER HUGHES INC COM	057224107	0			0	0
10	BAKER HUGHES INC COM	057224107	-298			0	-298
11	BANCO BILBAO VIZCAYA ARGENT- AD	05946K101	-797			0	-797
12	BANCO BILBAO VIZCAYA ARGENT- AD	05946K101	-69			0	-69
13	IPATH DOW JONES-AIG COMMDTY	06738C778	-7,341			0	-7,341
14	CVS/CAREMARK CORPORATION	126650100	-157			0	-157
15	CVS/CAREMARK CORPORATION	126650100	-75			0	-75
16	CVS/CAREMARK CORPORATION	126650100	-40			0	-40
17	CARNIVAL CORP	143658300	-340			0	-340
18	CARNIVAL CORP	143658300	-178			0	-178
19	CARNIVAL CORP	143658300	-9			0	-9
20	CARNIVAL CORP	143658300	-7			0	-7
21	CHEVRON CORP	166764100	-9			0	-9
22	CHEVRON CORP	166764100	29			0	29
23	COMCAST CORP CLASS A	20030N101	-250			0	-250
24	CORNING INC	219350105	-2,113			0	-2,113
25	CORNING INC	219350105	-247			0	-247
26	CORNING INC	219350105	-26			0	-26
27	DELL INC	24702R101	-1,534			0	-1,534
28	WALT DISNEY CO	254687106	-149			0	-149
29	DU PONT E I DE NEMOURS & CO	263534109	-1,394			0	-1,394
30	DU PONT E I DE NEMOURS & CO	263534109	-199			0	-199
31	E M C CORP MASS	268648102	-10			0	-10
32	GENERAL ELECTRIC CO	369604103	-42			0	-42
33	GENERAL ELECTRIC CO	369604103	0			0	0
34	GENERAL ELECTRIC CO	369604103	-101			0	-101
35	HARSCO CORP	415864107	-157			0	-157
36	HEWLETT PACKARD CO	428236103	-71			0	-71
37	HUSSMAN STRATEGIC GROWTH FUND	448108100	-1,304			0	-1,304
38	HUSSMAN STRATEGIC GROWTH FUND	448108100	-323			0	-323
39	ISHARES TR SMALLCAP 600 INDEX FD	464287804	-920			0	-920
40	JPMORGAN CHASE & CO	46625H100	72			0	72
41	MIDCAP CORE STOCK FUND	4U0040444	-12,316			0	-12,316
42	MICROSOFT CORP	594918104	-86			0	-86
43	MICROSOFT CORP	594918104	-4			0	-4
44	MOODYS CORP	615369105	-92			0	-92
45	MORGAN STANLEY	617446448	-2,794			0	-2,794

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	(a) Kind(s) of property sold	CUSIP #	(h) Gain or Loss	(i) F.M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (col (h) gain minus col. (k), but not less than zero) or Losses (from col (h))
46	MORGAN STANLEY	617446448	35			0	35
47	MOTOROLA INC	620076109	-1,021			0	-1,021
48	MOTOROLA INC	620076109	-57			0	-57
49	NESTLE S A REGISTERED SHARES - A	641069406	-84			0	-84
50	PFIZER INC	717081103	-220			0	-220
51	POWERSHARES DB COMMODITY INDE	73935S105	18			0	18
52	QUEST DIAGNOSTICS INC	74834L100	81			0	81
53	INTEL CORP	458140100	-46			0	-46
54	IRON MOUNTAIN INC	462846106	-19			0	-19
55	IRON MOUNTAIN INC	462846106	-13			0	-13
56	IRON MOUNTAIN INC	462846106	12			0	12
57	ISHARES S & P 500 INDEX FUND	464287200	-576			0	-576
58	ISHARES MSCI EAFE	464287465	863			0	863
59	ISHARES TR S & P MIDCAP 400 ID FD	464287507	532			0	532
60	QUEST DIAGNOSTICS INC	74834L100	35			0	35
61	STI CLASSIC SEIX HIGH YIELD I #855	76628T645	22			0	22
62	SPDR DJ WILSHIRE INTERNATIONAL R	78463X863	-369			0	-369
63	SOUTHWEST AIRLINES CO	844741108	-185			0	-185
64	SYSCO CORP	871829107	-123			0	-123
65	TARGET CORP	87612E106	-141			0	-141
66	TEMPLETON GLOBAL BOND FD-ADV #	880208400	30			0	30
67	TIME WARNER INC NEW	887317105	-1,504			0	-1,504
68	TIME WARNER INC NEW	887317105	-25			0	-25
69	TRACTOR SUPPLY CO COM	892356106	-53			0	-53
70	TRACTOR SUPPLY CO COM	892356106	10			0	10
71	TRAVELERS COMPANIES, INC	89417E109	195			0	195
72	TRAVELERS COMPANIES, INC	89417E109	-342			0	-342
73	TRAVELERS COMPANIES, INC	89417E109	-95			0	-95
74	TRAVELERS COMPANIES, INC	89417E109	3			0	3
75	UNITEDHEALTH GROUP INC	91324P102	-107			0	-107
76	VALERO ENERGY CORP	91913Y100	-89			0	-89
77	VANGUARD BD INDEX FD INC	921937827	23			0	23
78	VANGUARD EMERGING MARKETS ETF	922042858	-1,308			0	-1,308
79	VANGUARD REIT VIPER	922908553	-2,116			0	-2,116
80	VISA INC-CLASS A SHRS	92826C839	3			0	3
81	VODAFONE GROUP PLC NEW ADR	92857W209	-79			0	-79
82	LARGE CAP VALUE FUND	991283904	-96,619			0	-96,619
83	TAXABLE TOTAL RETURN BOND FUND	991283912	-65			0	-65
84	TAXABLE TOTAL RETURN BOND FUND	991283912	15			0	15
85	TAXABLE TOTAL RETURN BOND FUND	991283912	314			0	314
86	TAXABLE TOTAL RETURN BOND FUND	991283912	34			0	34
87	TAXABLE TOTAL RETURN BOND FUND	991283912	36			0	36
88	TAXABLE TOTAL RETURN BOND FUND	991283912	36			0	36
89	TAXABLE TOTAL RETURN BOND FUND	991283912	618			0	618
90	TAXABLE TOTAL RETURN BOND FUND	991283912	6,815			0	6,815

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

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	(a) Kind(s) of property sold	CUSIP #	(h) Gain or Loss	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Gains (col (h) gain minus col (k), but not less than zero) or Losses (from col (h))
91	TAXABLE TOTAL RETURN BOND FUND	991283912	-892			0	-892
92	INTERNATIONAL CORE STOCK FUND	994600906	-10,767			0	-10,767
93	TAXABLE SHORT-TERM BOND FUND	999612906	-1,074			0	-1,074
94	TAXABLE SHORT-TERM BOND FUND	999612906	-590			0	-590
95	TAXABLE INTERMEDIATE TERM BD FD	999708902	-1,044			0	-1,044
96	TAXABLE INTERMEDIATE TERM BD FD	999708902	-609			0	-609
97	LARGE CAP GROWTH FUND	BF1000B02	-111,647			0	-111,647
98	COOPER INDS LTD	G24182100	-125			0	-125
99	LONG TERM CAPITAL GAIN		3,179			0	3,179
100	UNRECAPTURED 1250 GAIN		54			0	54
101	CTF SHORT TERM		-11,296			0	-11,296
102	CTF LONG TERM		8,778			0	8,778
103			0			0	0
104			0			0	0
105			0			0	0
106			0			0	0
107			0			0	0
108			0			0	0

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

									7,374	0	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours Devoted	Compensation	Benefits	Expense Account
1	Wells Fargo Bank, N.A. MAC S	X	100 W. Washington,	Phoenix	AZ	85003		TRUSTEE	4	7,374		
2												
3												
4												
5												
6												
7												
8												
9												
10												

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

1	Credit from prior year return	1	331
2	First quarter estimated tax payment	2	621
3	Second quarter estimated tax payment	3	
4	Third quarter estimated tax payment	4	
5	Fourth quarter estimated tax payment	5	
6	Other payments	6	0
7	Total	7	952

WELLS FARGO

Account Statement For:
PARKER, H E CHAR

Period Covered. July 1, 2009 - July 31, 2009

Account Number 0101625200

ASSET DETAIL

Asset Description	Quantity	Price	Market Value as of 07/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Cash & Equivalents							
MONEY MARKET							
WELLS FARGO ADVANTAGE CASH INVESTMENT FUND INSTITUTIONAL CLASS - #451 *Asset held in Invested Income Portfolio*	527 220		$527 22	$527 22	$0 00	$1 93	0 37%
WELLS FARGO ADVANTAGE CASH INVESTMENT FUND INSTITUTIONAL CLASS - #451	35,534.730		35,534.73	35,534 73	0 00	130 04	0 37
Total Money Market			**$36,061.95**	**$36,061.95**	**$0.00**	**$131.97**	**0.37%**
Total Cash & Equivalents			**$36,061.95**	**$36,061.95**	**$0.00**	**$131.97**	**0.37%**

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WELLS FARGO

Account Statement For:
PARKER, H E CHAR

Period Covered July 1, 2009 - July 31, 2009

Account Number 0101625200

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 07/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Fixed Income							
MUTUAL FUNDS							
ISHARES GOLDMAN SACHS CORP BD CUSIP. 464287242	160.000	$104 460	$16,713 60	$14,838 40	$1,875 20	$884 48	5 29%
RIDGEWORTH SEIX HIGH YIELD BOND FUND CLASS I #855 CUSIP: 76628T645	2,572 473	8 800	22,637 76	19,525.07	3,112.69	1,988 52	8 78
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP: 880208400	1,607 448	12 230	19,659 09	17,376.51	2,282 58	913 03	4 64
VANGUARD BD INDEX FD INC SHORT TERM BD ETF CUSIP: 921937827	1,247.000	79 570	99,223.79	97,428 11	1,795 68	2,666 09	2 69
VANGUARD INTERMEDIATE TERM B CUSIP: 921937819	395 000	78.870	31,153 65	29,790 90	1,362 75	1,381 32	4.43
Total Mutual Funds			**$189,387.89**	**$178,958.99**	**$10,428.90**	**$7,833.44**	**4.14%**
Total Fixed Income			**$189,387.89**	**$178,958.99**	**$10,428.90**	**$7,833.44**	

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 07/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities							
CONSUMER DISCRETIONARY							
CARNIVAL CORP SYMBOL: CCL CUSIP: 143658300	65.000	$27 990	$1,819 35	$1,623 20	$196 15	$0 00	0 00%
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101	219 000	14 860	3,254 34	5,402 99	- 2,148 65	59 13	1 82
TARGET CORP SYMBOL TGT CUSIP: 87612E106	72 000	43.620	3,140 64	3,279 53	- 138.89	48.96	1.56
TRACTOR SUPPLY CO COM SYMBOL: TSCO CUSIP: 892356106	50.000	47 970	2,398.50	2,155 00	243 50	0 00	0 00
WALT DISNEY CO SYMBOL. DIS CUSIP: 254687106	113.000	25 120	2,838 56	3,621 60	- 783.04	39.55	1.39
Total Consumer Discretionary			**$13,451.39**	**$16,082.32**	**- $2,630.93**	**$147.64**	**1.10%**
CONSUMER STAPLES							
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	117.000	$33 480	$3,917.16	$1,926.20	$1,990.96	$35.69	0 91%
DIAGEO PLC - ADR SPONSORED ADR SYMBOL. DEO CUSIP: 25243Q205	43.000	62.380	2,682.34	3,005.50	- 323.16	97 91	3 65
NESTLE S.A. REGISTERED SHARES - ADR SPONSORED ADR SYMBOL: NSRGY CUSIP: 641069406	83 000	40.864	3,391 71	3,568.32	- 176 61	66.73	1.97
SYSCO CORP SYMBOL: SYY CUSIP: 871829107	83.000	23 760	1,972.08	2,541.97	- 569.89	79 68	4 04
Total Consumer Staples			**$11,963.29**	**$11,041.99**	**$921.30**	**$280.01**	**2.34%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 07/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
ENERGY							
BAKER HUGHES INC COM SYMBOL: BHI CUSIP: 057224107	69 000	$40 500	$2,794 50	$4,533 00	- $1,738 50	$41 40	1 48%
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	44.000	69.470	3,056.68	1,423 84	1,632.84	119 68	3 91
CONOCOPHILLIPS SYMBOL: COP CUSIP. 20825C104	50 000	43 710	2,185.50	3,395 80	- 1,210 30	94 00	4 30
PETROLEO BRASILEIRO S A - COMM - ADR SPONSORED ADR SYMBOL: PBR CUSIP: 71654V408	70 000	41 240	2,886.80	1,796.50	1,090.30	2 17	0 07
SCHLUMBERGER LTD SYMBOL: SLB CUSIP: 806857108	30 000	53.500	1,605 00	1,248.00	357 00	25.20	1 57
VALERO ENERGY CORP SYMBOL: VLO CUSIP: 91913Y100	61 000	18 000	1,098 00	1,944 87	- 846.87	36.60	3.33
Total Energy			**$13,626.48**	**$14,342.01**	**- $715.53**	**$319.05**	**2.34%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 07/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
FINANCIALS							
AFLAC INC SYMBOL: AFL CUSIP: 001055102	85 000	$37 860	$3,218.10	$3,713 50	- $495 40	$95.20	2.96%
BANK NEW YORK MELLON CORP COM COM SYMBOL: BK CUSIP: 064058100	64 000	27.340	1,749.76	2,663 70	- 913.94	23.04	1 32
CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105	44 000	30.700	1,350 80	2,753 60	- 1,402 80	8.80	0 65
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP. 46625H100	62.000	38 650	2,396 30	1,441.50	954 80	12 40	0 52
MOODYS CORP SYMBOL: MCO CUSIP· 615369105	102 000	23 740	2,421 48	3,652.98	- 1,231 50	40 80	1.68
MORGAN STANLEY COM SYMBOL: MS CUSIP: 617446448	56 000	28.500	1,596.00	1,207 35	388 65	11 20	0 70
TRAVELERS COMPANIES, INC SYMBOL: TRV CUSIP· 89417E109	49 000	43.070	2,110.43	1,885 52	224 91	58.80	2 79
Total Financials			**$14,842.87**	**$17,318.15**	**- $2,475.28**	**$250.24**	**1.69%**

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ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 07/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
HEALTH CARE							
ABBOTT LABS **SYMBOL: ABT CUSIP: 002824100**	63 000	$44 990	$2,834 37	$3,572.26	- $737.89	$100.80	3 56%
JOHNSON & JOHNSON **SYMBOL: JNJ CUSIP· 478160104**	63 000	60 890	3,836 07	3,674 85	161 22	123 48	3 22
NOVARTIS AG - ADR SPONSORED ADR **SYMBOL. NVS CUSIP: 66987V109**	47.000	45.620	2,144 14	2,356.78	- 212 64	68 34	3 19
PFIZER INC **SYMBOL. PFE CUSIP: 717081103**	138.000	15.930	2,198.34	3,801.69	- 1,603.35	88.32	4 02
QUEST DIAGNOSTICS INC **SYMBOL: DGX CUSIP: 74834L100**	46 000	54.620	2,512 52	1,399 74	1,112.78	18 40	0 73
THERMO FISHER SCIENTIFIC INC **SYMBOL. TMO CUSIP: 883556102**	35 000	45.280	1,584 80	1,336.38	248 42	0.00	0.00
UNITEDHEALTH GROUP INC **SYMBOL: UNH CUSIP: 91324P102**	90.000	28.060	2,525 40	3,124.70	- 599.30	2.70	0.11
Total Health Care			**$17,635.64**	**$19,266.40**	**- $1,630.76**	**$402.04**	**2.28%**

WELLS FARGO

Account Statement For:
PARKER, H E CHAR

Period Covered: July 1, 2009 - July 31, 2009

Account Number 0101625200

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 07/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
INDUSTRIALS							
COOPER INDS LTD CL A **SYMBOL: CBE CUSIP: G24182100**	70 000	$32 950	$2,306 50	$2,938 30	- $631.80	$70 00	3.03%
GENERAL ELECTRIC CO **SYMBOL: GE CUSIP: 369604103**	64 000	13 400	857 60	1,588 12	- 730 52	25 60	2 98
HARSCO CORP **SYMBOL: HSC CUSIP: 415864107**	52.000	27 510	1,430.52	2,601 61	- 1,171 09	41 60	2.91
IRON MOUNTAIN INC **SYMBOL· IRM CUSIP. 462846106**	107 000	29.210	3,125.47	2,852 43	273.04	0.00	0 00
L-3 COMMUNICATIONS CORP COM **SYMBOL. LLL CUSIP: 502424104**	50 000	75 500	3,775.00	4,438 45	- 663 45	70.00	1 85
SOUTHWEST AIRLINES CO **SYMBOL: LUV CUSIP: 844741108**	188 000	7.850	1,475 80	2,575 97	- 1,100 17	3.38	0 23
Total Industrials			**$12,970.89**	**$16,994.88**	**- $4,023.99**	**$210.58**	**1.62%**

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ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 07/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Equities *(continued)*							
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP. 037833100	30 000	$163 390	$4,901 70	$2,863 20	$2,038.50	$0 00	0 00%
E M C CORP MASS SYMBOL: EMC CUSIP: 268648102	154.000	15 060	2,319 24	2,062 43	256 81	0 00	0 00
FISERV INC SYMBOL FISV CUSIP. 337738108	55 000	47 410	2,607 55	1,857.90	749 65	0 00	0.00
HEWLETT PACKARD CO SYMBOL: HPQ CUSIP: 428236103	74 000	43 300	3,204 20	2,769 02	435 18	23 68	0 74
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	146 000	19.250	2,810 50	2,549 01	261 49	81 76	2 91
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	154 000	23 520	3,622 08	3,728 04	- 105 96	80.08	2 21
VISA INC-CLASS A SHRS SYMBOL: V CUSIP: 92826C839	34.000	65.460	2,225 64	1,791 22	434 42	14.28	0 64
Total Information Technology			**$21,690.91**	**$17,620.82**	**$4,070.09**	**$199.80**	**0.92%**
MATERIALS							
ECOLAB INC SYMBOL: ECL CUSIP: 278865100	50 000	$41 510	$2,075.50	$1,606 00	$469 50	$28 00	1.35%
Total Materials			**$2,075.50**	**$1,606.00**	**$469.50**	**$28.00**	**1.35%**
TELECOMMUNICATION SERVICES							
VODAFONE GROUP PLC NEW SYMBOL: VOD CUSIP: 92857W209	100 000	$20.580	$2,058.00	$2,768.25	- $710 25	$120.50	5.85%
Total Telecommunication Services			**$2,058.00**	**$2,768.25**	**- $710.25**	**$120.50**	**5.86%**
UTILITIES							
FPL GROUP INC SYMBOL: FPL CUSIP: 302571104	47.000	$56.670	$2,663.49	$2,909.81	- $246.32	$88.83	3 33%
Total Utilities			**$2,663.49**	**$2,909.81**	**- $246.32**	**$88.83**	**3.34%**

ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 07/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities *(continued)*							
MUTUAL FUNDS							
ISHARES MSCI EAFE SYMBOL: EFA CUSIP. 464287465	1,429 000	$50 410	$72,035 89	$50,472 28	$21,563 61	$2,700 81	3 75%
ISHARES S & P 500 INDEX FUND SYMBOL· IVV CUSIP. 464287200	281.000	99 170	27,866.77	31,975 19	- 4,108.42	539 24	1 93
ISHARES TR S & P MIDCAP 400 INDEX FD SYMBOL: IJH CUSIP: 464287507	463 000	62 630	28,997 69	20,890 56	8,107 13	342 16	1 18
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL. IJR CUSIP: 464287804	420 000	48.760	20,479 20	22,304 58	- 1,825 38	191.52	0 93
VANGUARD EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858	757.000	35.290	26,714 53	22,355 76	4,358.77	891 75	3.34
Total Mutual Funds			**$176,094.08**	**$147,998.37**	**$28,095.71**	**$4,665.48**	**2.65%**
Total Equities			**$289,072.54**	**$267,949.00**	**$21,123.54**	**$6,712.17**	**2.32%**

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 07/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Alternative Investments							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	1,368.605	$13.190	$18,051.90	$22,239.83	- $4,187.93	$34.22	0 19%
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP: 73935S105	778.000	23.040	17,925.12	15,241.02	2,684 10	0.00	0.00
Total Other			**$35,977.02**	**$37,480.85**	**- $1,503.83**	**$34.22**	**0.10%**
Total Alternative Investments			**$35,977.02**	**$37,480.85**	**- $1,503.83**	**$34.22**	**0.10%**

ASSET DETAIL *(continued)*

Asset Description	Quantity	Price	Market Value as of 07/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income	Current Yield
Real Estate & Specialty Assets							
REAL ESTATE FUNDS							
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	441 000	$31 550	$13,913 55	$15,046 38	- $1,132.83	$1,037 67	7 46%
VANGUARD REIT VIPER SYMBOL VNQ CUSIP· 922908553	796.000	34.350	27,342 60	35,628 92	- 8,286 32	1,544 24	5 65
Total Real Estate Funds			**$41,256.15**	**$50,675.30**	**- $9,419.15**	**$2,581.91**	**6.26%**
Total Real Estate & Specialty Assets			**$41,256.15**	**$50,675.30**	**- $9,419.15**	**$2,581.91**	**6.26%**

	Account Value as of 07/31/09	Cost Basis	Unrealized Gain/Loss	Estimated Annual Income
TOTAL ASSETS	**$591,755.55**	**$571,126.09**	**$20,629.46**	**$17,293.71**