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

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning

09/01, 2008, and ending

08/31, 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

ROBERT LEE WEISS FOUNDATION 3002252

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

Room/suite

800 S. GAY STREET

City or town, state, and ZIP code

KNOXVILLE, TN 37995-1230

A Employer identification number

62-1261218

B Telephone number (see page 10 of the instructions)

(865) 971-2023

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization: ☐ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ☐ \$ 2,517,876.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

| | | | | | |
|-----|--|-----------|---------|------|----------|
| 1 | Contributions, gifts, grants, etc., received (attach schedule) | | | | |
| 2 | Check <input type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| 3 | Interest on savings and temporary cash investments | | | | |
| 4 | Dividends and interest from securities | 70,497. | 70,497. | | STMT 1 |
| 5a | Gross rents | | | | |
| b | Net rental income or (loss) | | | | |
| 6a | Net gain or (loss) from sale of assets not on line 10 | -174,091. | | | |
| b | Gross sales price for all assets on line 6a | 976,142. | | | |
| 7 | Capital gain net income (from Part IV, line 2) | | | | |
| 8 | Net short-term capital gain | | | | |
| 9 | Income modifications | | | | |
| 10a | Gross sales less returns and allowances | | | | |
| b | Less Cost of goods sold | | | | |
| c | Gross profit or (loss) (attach schedule) | | | | |
| 11 | Other income (attach schedule) | 1,548. | | | STMT 4 |
| 12 | Total. Add lines 1 through 11 | -102,046. | 70,497. | | |
| 13 | Compensation of officers, directors, trustees, etc. | 21,783. | 10,892. | | 10,892. |
| 14 | Other employee salaries and wages | | NONE | NONE | |
| 15 | Pension plans, employee benefits | | NONE | NONE | |
| 16a | Legal fees (attach schedule) | | | | |
| b | Accounting fees (attach schedule) | | | | |
| c | Other professional fees (attach schedule) | | | | |
| 17 | Interest | | | | |
| 18 | Taxes (attach schedule) (see page 14 of the instructions) | 1,355. | | | STMT 5 |
| 19 | Depreciation (attach schedule) and depletion | | | | |
| 20 | Occupancy | | | | |
| 21 | Travel, conferences, and meetings | | NONE | NONE | |
| 22 | Printing and publications | | NONE | NONE | |
| 23 | Other expenses (attach schedule) STMT 6 | 92. | | | |
| 24 | Total operating and administrative expenses. Add lines 13 through 23 | 23,230. | 10,892. | NONE | 10,892. |
| 25 | Contributions, gifts, grants paid | 128,000. | | | 128,000. |
| 26 | Total expenses and disbursements. Add lines 24 and 25 | 151,230. | 10,892. | NONE | 138,892. |
| 27 | Subtract line 26 from line 12: | | | | |
| a | Excess of revenue over expenses and disbursements | -253,276. | | | |
| b | Net investment income (if negative, enter -0-) | | 59,605. | | |
| c | Adjusted net income (if negative, enter -0-) | | | | |

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

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Form 990-PF (2008)

P 22 NE 3 S

ENVELOPE
POSTMARK DATE MAY 4 5 2010ENVELOPE
POSTMARK DATE JAN 15 2010

SCANNED JAN 26 2010

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 | | | |
| | 2 | Savings and temporary cash investments | 10,007. | 78,841. | 78,841. |
| | 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 ▶ | | | NONE |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) STMT 7 | 746,573. | 447,123. | 473,360. |
| | b | Investments - corporate stock (attach schedule) STMT 8 | 1,780,055. | 1,757,250. | 1,756,414. |
| | c | Investments - corporate bonds (attach schedule) STMT 12 | 199,700. | 199,700. | 209,261. |
| | 11 | Investments - land, buildings, and equipment basis Less accumulated depreciation ▶ (attach schedule) | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) | | | |
| | 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) | 2,736,335. | 2,482,914. | 2,517,876. | |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| 22 | Other liabilities (describe ▶) | | | | |
| 23 | Total liabilities (add lines 17 through 22) | | | | |
| Net Assets or Fund Balances | Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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. ▶ <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | 2,736,335. | 2,482,914. | |
| | 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) | 2,736,335. | 2,482,914. | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 2,736,335. | 2,482,914. | |

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 | 2,736,335. |
| 2 | Enter amount from Part I, line 27a | 2 | -253,276. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 2,483,059. |
| 5 | Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13 | 5 | 145. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 2,482,914. |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | | | (b) How acquired P-Purchase D-Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|--|--|---|---|--------------------------------------|----------------------------------|
| 1a SEE PART IV DETAIL | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) | | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 2 Capital gain net income or (net capital loss) | | | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">2</div> <div style="margin-left: 10px;">-174,091.</div> </div> | | |
| 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. | | | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;"> 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. </div> <div style="border: 1px solid black; padding: 2px 5px; text-align: center;">3</div> </div> | | |

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 | 137,740. | 2,834,931. | 0.04858672045 |
| 2006 | 130,602. | 2,831,573. | 0.04612347978 |
| 2005 | 129,114. | 2,706,025. | 0.04771352815 |
| 2004 | 111,687. | 2,596,753. | 0.04301025165 |
| 2003 | 68,372. | 2,439,505. | 0.02802699728 |
| 2 Total of line 1, column (d) | | | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;">2</div> <div>0.21346097731</div> </div> |
| 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 | | | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;">3</div> <div>0.04269219546</div> </div> |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | | | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;">4</div> <div>NONE</div> </div> |
| 5 Multiply line 4 by line 3 | | | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;">5</div> <div>NONE</div> </div> |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;">6</div> <div>596.</div> </div> |
| 7 Add lines 5 and 6 | | | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;">7</div> <div>596.</div> </div> |
| 8 Enter qualifying distributions from Part XII, line 4 | | | <div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; padding-left: 5px; margin-right: 5px;">8</div> <div>138,892.</div> </div> |

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | | 1 | 596. |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | | |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | |
| 3 Add lines 1 and 2 | | 3 | 596. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | NONE |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 596. |
| 6 Credits/Payments: | | | |
| a 2008 estimated tax payments and 2007 overpayment credited to 2008 | 6a | 1,479. | |
| b Exempt foreign organizations-tax withheld at source | 6b | NONE | |
| c Tax paid with application for extension of time to file (Form 8868) | 6c | NONE | |
| d Backup withholding erroneously withheld | 6d | | |
| 7 Total credits and payments. Add lines 6a through 6d | 7 | 1,479. | |
| 8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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 | 883. | |
| 11 Enter the amount of line 10 to be: Credited to 2009 estimated tax <input checked="" type="checkbox"/> 596. Refunded <input type="checkbox"/> | 11 | 287. | |

Part VII-A Statements Regarding Activities

| | Yes | No |
|--|-----|----|
| 1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | | X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities. | | X |
| c Did the foundation file Form 1120-POL for this year? | | X |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes | | X |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | X |
| b If "Yes," has it filed a tax return on Form 990-T for this year? | | |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T. | | X |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> STMT 14 | | |
| 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 . . . STMT 15 | | X |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV | | X |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | | X |

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Part VII-A Statements Regarding Activities (continued)

| | | | | |
|---|---|--------------------------|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions) | 11 | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |
| Website address <input type="checkbox"/> N/A | | | | |
| 14 | The books are in care of <input type="checkbox"/> SEE STATEMENT 16 Telephone no <input type="checkbox"/> | | | |
| Located at <input type="checkbox"/> ZIP + 4 <input type="checkbox"/> | | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | <input type="checkbox"/> | | |
| and enter the amount of tax-exempt interest received or accrued during the year | | 15 | | |

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

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

| | Yes | No |
|---|---|----|
| 1a During the year did the foundation (either directly or indirectly): | | |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/> | | |
| 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | |
| If "Yes," list the years <input type="checkbox"/> | | |
| 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 <input type="checkbox"/> | | |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 |

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No
- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
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? ☐ Yes ☒ No
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? ☐ Yes ☒ No

5b

6b

7b

X

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (if not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE STATEMENT 17 | | 21,783. | -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 | | NONE | NONE | NONE |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

Form 990-PF (2008)

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

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 | NONE |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 596. |
| b | Income tax for 2008. (This does not include the tax from Part VI.) | 2b | |
| c | Add lines 2a and 2b | 2c | 596. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | NONE |
| 6 | Deduction from distributable amount (see page 25 of the instructions) | 6 | NONE |
| 7 | Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | 7 | NONE |

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 | 138,892. |
| 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 | NONE |
| 3 | Amounts set aside for specific charitable projects that satisfy the: | | |
| a | Suitability test (prior IRS approval required) | 3a | NONE |
| b | Cash distribution test (attach the required schedule) | 3b | NONE |
| 4 | Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 138,892. |
| 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 | 596. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 138,296. |

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 | | | | NONE |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 127,666. | |
| b Total for prior years 20 06, 20 , 20 | | NONE | | |
| 3 Excess distributions carryover, if any, to 2008: | | | | |
| a From 2003 | NONE | | | |
| b From 2004 | NONE | | | |
| c From 2005 | NONE | | | |
| d From 2006 | NONE | | | |
| e From 2007 | NONE | | | |
| f Total of lines 3a through e | NONE | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4: ► \$ 138,892. | | | | |
| a Applied to 2007, but not more than line 2a | | | 127,666. | |
| b Applied to undistributed income of prior years (Election required - see page 26 of the instructions) | | NONE | | |
| c Treated as distributions out of corpus (Election required - see page 26 of the instructions) | NONE | | | |
| d Applied to 2008 distributable amount | | | | NONE |
| e Remaining amount distributed out of corpus | 11,226. | | | |
| 5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).) | NONE | | | NONE |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 11,226. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | NONE | | |
| 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 | | NONE | | |
| d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions | | NONE | | |
| 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 | | | | NONE |
| 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) | NONE | | | |
| 8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) | NONE | | | |
| 9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a | 11,226. | | | |
| 10 Analysis of line 9: | | | | |
| a Excess from 2004 | NONE | | | |
| b Excess from 2005 | NONE | | | |
| c Excess from 2006 | NONE | | | |
| d Excess from 2007 | NONE | | | |
| e Excess from 2008 | 11,226. | | | |

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

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 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties). | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii). | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

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

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

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:

SEE STATEMENT 18

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|--------------------------------------|---|--------------------------------|----------------------------------|----------|
| Name and address (home or business) | | | | |
| a Paid during the year | | | | |
| SEE STATEMENT 28 | | | | |
| Total | | | ▶ 3a | 128,000. |
| b Approved for future payment | | | | |
| Total | | | ▶ 3b | |

14 -

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
 =====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--|--|--------------------------------------|
| THE ALLSTATE CORPORATION | 707. | 707. |
| AMERICAN ELECTRIC POWER INC | 132. | 132. |
| APACHE CORP | 232. | 232. |
| BANK OF AMERICA CORP | 599. | 599. |
| BEMIS INC | 133. | 133. |
| BURLINGTON NORTHERN SANTA FE CORP | 236. | 236. |
| CIGNA CORP WITH RIGHTS EXP 8/4/97 | 17. | 17. |
| CME GROUP INC. | 117. | 117. |
| CVS CORP | 210. | 210. |
| CARDINAL HEALTH INC | 104. | 104. |
| CENTERPOINT ENERGY INC | 295. | 295. |
| CHEVRONTXACO CORP 166764100 | 105. | 105. |
| CHUBB CORP WITH RIGHTS EXP 6/12/99 | 470. | 470. |
| COLGATE PALMOLIVE CO WITH RIGHTS EXP 10/ | 506. | 506. |
| CONOCOPHILLIPS | 993. | 993. |
| COSTCO WHOLESALE CORP | 145. | 145. |
| DANAHER CORP | 32. | 32. |
| DARDEN RESTUARANTS INC-W/I | 346. | 346. |
| DEVON ENERGY CORPORATION | 213. | 213. |
| DOW CHEMICAL | 268. | 268. |
| ENSCO ITNL INC. | 22. | 22. |
| EUROPACIFIC GROWTH FUND | 1,976. | 1,976. |
| FFCB 4.500% 5/04/12 | 6,750. | 6,750. |
| FFCB 4.750% 12/12/13 | 4,750. | 4,750. |
| FHLB 5.250% 7/30/13 | 6,708. | 6,708. |
| FHLB 4.500% 11/15/12 | 3,813. | 3,813. |
| FHLB 3.375% 5/14/10 | 6,750. | 6,750. |
| FEDERATED INVESTORS INC-CL B | 269. | 269. |
| FIDELITY VALUE FUND #39 | 226. | 226. |
| GENERAL DYNAMICS CORP | 481. | 481. |
| GOLDMAN SACHS GROUP INC | 153. | 153. |
| GOLDMAN SACHS FIN SQ GOVT-INSTL | 753. | 753. |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| ----- | ----- | ----- |
| HARBOR INTERNATIONAL FUND | 1,469. | 1,469. |
| HARTFORD FINANCIAL SVCS GROUP | 393. | 393. |
| HOME DEPOT | 149. | 149. |
| ITT INDUSTRIES INC | 275. | 275. |
| IBM | 385. | 385. |
| JP MORGAN CHASE & CO | 381. | 381. |
| JANUS ADVISER MID CAP VAL I | 598. | 598. |
| JOHNSON AND JOHNSON | 141. | 141. |
| JOHNSON CONTROLS INC | 121. | 121. |
| L3 COMMUNICATIONS HLDGS INCCOM | 71. | 71. |
| MCKESSON HBOC INC | 56. | 56. |
| MEDTRONICS | 208. | 208. |
| MERRILL LYNCH MTN 5.450% 7/15/14 | 5,450. | 5,450. |
| MICROSOFT CORP | 314. | 314. |
| NORFOLK SOUTHERN CORP | 126. | 126. |
| NUCOR CORP | 362. | 362. |
| ORACLE CORPORATION | 76. | 76. |
| PIMCO LOW DURATION FD-INSTL #36 | 849. | 849. |
| PIMCO TOTAL RETURN II-INSTL | 4,359. | 4,359. |
| PFIZER INC WITH RIGHTS EXP 10/5/97 | 269. | 269. |
| PROCTER AND GAMBLE | 684. | 684. |
| PROCTER & GAMBLE CO 4.850% 12/15/15 | 2,425. | 2,425. |
| PUBLIC SERVICE ENTERPRISE GROUP INC | 479. | 479. |
| SEALED AIR CORP NEW | 83. | 83. |
| STRYKER CORP | 140. | 140. |
| TARGET CORP | 148. | 148. |
| TEXAS INSTRUMENTS INC WITH RIGHTS EXP 6/ | 156. | 156. |
| TRAVELERS COMPANIES INC | 93. | 93. |
| UNITED TECHNOLOGIES | 487. | 487. |
| UNUMPROVIDENT CORP | 161. | 161. |
| V F CORP | 451. | 451. |
| VALERO ENERGY CORP | 506. | 506. |
| VANGUARD INTER-TERM TREAS FD-ADM | 2,504. | 2,504. |

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| ----- | ----- | ----- |
| VANGUARD S/T INVEST GR-ADM | 909. | 909. |
| VANGUARD UTILITIES ETF | 108. | 108. |
| VANGUARD SMALL CAP VALUE STK INSTL | 1,831. | 1,831. |
| VANGUARD S/C GROWTH INDX INS | 726. | 726. |
| VERIZON COMMUNICATIONS | 873. | 873. |
| WAL-MART STORES | 514. | 514. |
| WAL-MART STORES 4.500% 7/01/15 | 2,250. | 2,250. |
| WALGREEN CO | 58. | 58. |
| WHIRLPOOL CORP WITH RIGHTS EXP 5/23/98 | 160. | 160. |
| WYETH 983024100 | 143. | 143. |
| INGERSOLL-RAND CO - CL A G4776G101 | 45. | 45. |
| | ----- | ----- |
| TOTAL | 70,497. | 70,497. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

1,548.
=====

TOTALS

FORM 990PF, PART I - TAXES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- |
|--------------------------------|--|
| FEDERAL ESTIMATES - PRINCIPAL | 751. |
| FOREIGN TAXES ON QUALIFIED FOR | 604. |
| | ----- |
| TOTALS | 1,355. |
| | ===== |

FORM 990PF, PART I - OTHER EXPENSES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- |
|--------------------------------|--|
| OTHER ALLOCABLE EXPENSE-PRINCI | 92. |
| | ----- |
| TOTALS | 92. |
| | ===== |

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|----------------------|-------------------------------|----------------------|
| | | |
| FHLB NOTES | 193,758. | 204,126. |
| FFCB NOTES | 253,365. | 269,234. |
| | ----- | ----- |
| TOTALS | 447,123. | 473,360. |
| | ===== | ===== |

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ----- | ----- | --- |
| HARBOR INTERNATIONAL FUND | 90,856. | 101,799. |
| AUTOZONE | | |
| FIDELITY VALUE FUND | 83,806. | 97,416. |
| AMERICAN FUNDS EUROPACIFIC | | |
| GOLDMAN SACHS CORE FXD INC-I | 33,609. | 30,958. |
| BANK AMERICA CORP | 24,518. | 25,026. |
| CVS | | |
| CHEVRON CORPORATION | | |
| CHUBB CORP | | |
| CIGNA CORP | | |
| CONSTELLATION BRANDS | 30,585. | 23,368. |
| DANAHER CORP | 18,663. | 15,906. |
| DOW CHEMICAL COMPANY | | |
| FAIRPOINT COMMUNICATIONS | | |
| FIDELITY NATIONAL FINANCIAL | | |
| GENERAL ELECTRIC CORP | | |
| GENERAL MLS INC | | |
| HOME DEPOT | | |
| KOHL'S CORP | 11,902. | 16,664. |
| INTERNATIONAL BUSINESS MACHINE | 11,650. | 16,999. |
| ITT INDUSTRIES | 20,917. | 18,730. |
| JOHNSON & JOHNSON | | |
| JOHNSON CONTROLS | | |
| MUNDER M/C CORE GROWTH | | |
| NOVELLUS SYSTEMS | 87,560. | 73,614. |
| PFIZER INC | | |
| UNILEVER N V NY SHARES | | |
| VANGUARD SMALL CAP VALUE EFF | 109,645. | 98,579. |
| VERIZON COMMUNICATIONS | 29,298. | 29,457. |

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

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|-------------------------------|-------------------------------|----------------------|
| VANGUARD UTILITIES | | |
| VANGUARD TELECOMMUNICATIONSER | | |
| WATSON PHARMACEUTICALS | 15,163. | 18,880. |
| VANGUARD INTER TERM BOND | 75,595. | 76,706. |
| ALLSTATE CORP | 31,108. | 19,133. |
| ADOBE SYSTEMS | 14,246. | 20,360. |
| AMERICAN ELEC POWER | | |
| AMERICAN INTERNATIONAL GROUP | | |
| AMGEN | 16,690. | 20,325. |
| APACHE CORP | 32,987. | 33,300. |
| BEMIS | | |
| BURLINGTON NORTHERN SANTA FE | 16,038. | 18,763. |
| CARDINAL HEALTH | | |
| CHESAPEAKE ENERGY CORP | | |
| CISCO SYSTEMS | 24,194. | 17,863. |
| CONOCO PHILLIPS | 41,944. | 29,089. |
| COSTCO WHOLESALE GROUP | 18,721. | 20,545. |
| DARDEN RESTAURANTS | 16,721. | 13,403. |
| DELL | 30,750. | 23,555. |
| DEVON ENERGY CORPORATION | | |
| FIRST ENERGY | | |
| FISERV INC. | 18,427. | 18,432. |
| FOREST LABS | | |
| GAMESTOP CORP | | |
| GENERAL DYNAMICS CORP | 13,079. | 11,924. |
| GENERAL FINANCIAL | 24,876. | 20,302. |
| GOLDMAN SACHS GROUP | | |
| HARRAHS ENTERTAINMENT | | |
| HARTFORD FINANCIAL SERVICES | 19,793. | 19,028. |

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

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|--------------------------------|-------------------------------|----------------------|
| INGERSOL RAND COMPANY | | |
| LABORATORY CORP AMERICA | 21,533. | 19,890. |
| LEHMAN BROTHERS HOLDING | | |
| LSI CORPORATION | 23,792. | 23,221. |
| L3 COMMUNICATIONS HOLDINGS | 13,464. | 15,029. |
| NORFOLK SOUTHERN | | |
| NUCOR CORP | 13,276. | 13,228. |
| OMNICOM GROUP | | |
| ORACLE CORPORATION | 14,978. | 16,694. |
| PINNACLE WEST CAP | | |
| PROCTOR & GAMBLE | 25,547. | 21,428. |
| PUBLIC SERVICE ENTERPRISE | 18,273. | 17,133. |
| SEALED AIR CORP | | |
| SPRINT NEXTEL | | |
| TARGET CORP | 18,042. | 19,223. |
| TEXAS INSTRUMENTS | | |
| UNITED TECHNOLOGIES CORP | 20,425. | 19,648. |
| VF CORP | 19,063. | 16,625. |
| VALERO ENERGY | 50,093. | 26,161. |
| WAL MART STORES | 15,512. | 18,110. |
| WALGREEN | | |
| WHIRLPOOL CORP | | |
| WYETH | | |
| MUNDER CORE GROWTH | | |
| VANGUARD S/C GROWTH INDEX | 112,353. | 95,399. |
| PIMCO LOW DURATION FUND | 18,174. | 18,558. |
| PIMCO TOTL RETURN | 76,964. | 79,966. |
| VANGUARD SHORT TERM INVESTMENT | 18,028. | 18,080. |
| AES CORP | | |

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

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV ---- |
|-----------------------------|-------------------------------|-----------------------|
| CENTERPOINT ENERGY | 15,933. | 19,257. |
| COGNIZANT TECHNOLOGY | 13,825. | 23,189. |
| COLGATE PALMOLIVE | 23,980. | 23,482. |
| ENSCO INTERNATIONAL | 35,266. | 32,878. |
| FEDERATED INVESTORS | 12,406. | 14,726. |
| FREPORTMCMORAN | 12,311. | 18,831. |
| JP MORGAN CHASE & CO | 19,956. | 20,035. |
| MCKESSON CORP | 16,167. | 26,554. |
| MEDCO HEALTH SOLUTIONS | 15,655. | 21,315. |
| MEDTRONIC | 16,829. | 21,486. |
| METLIFE | 12,093. | 15,066. |
| MICROSOFT | 20,164. | 18,315. |
| THERMO FISHER SCIENTIFIC | 17,221. | 21,023. |
| TRAVELERS COMPANIES | 12,597. | 15,580. |
| UNUM PROVIDENT | 13,519. | 22,958. |
| JANUS PERKINS MID CAP VALUE | 56,470. | 73,202. |
| | ----- | ----- |
| TOTALS | 1,757,250. | 1,756,414. |
| | ===== | ===== |

62-1261218

ROBERT LEE WEISS FOUNDATION 3002252

FORM 990PF, PART II - CORPORATE BONDS

=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|----------------------|-------------------------------|----------------------|
| | | |
| PROCTER & GAMBLE | 50,343. | 55,216. |
| WAL MART STORES | 48,976. | 53,588. |
| MERRILL LYNCH MTN | 100,381. | 100,457. |
| | ----- | ----- |
| TOTALS | 199,700. | 209,261. |
| | ===== | ===== |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

ROUNDING/TIMING DIFFERENCES

145.

TOTAL

145.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

TN

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

=====

NOT REQUIRED BY THE STATE OF TENNESSEE

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: FIRST TENNESSEE BANK NA

ADDRESS: TRUST DIVISION, 800 S. GAY STREET
KNOXVILLE, TN 37995-1230

TELEPHONE NUMBER: (865) 971-2280

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

=====

OFFICER NAME:

FIRST TENNESSEE BANK

ADDRESS:

TRUST DIVISION

KNOXVILLE, TN 37995-12,

TITLE:

TRUSTEE

COMPENSATION

21,783.

OFFICER NAME:

DR. THOMAS RODDY

ADDRESS:

C/O FIRST TENNESSEE BANK TRUST DIVI

KNOXVILLE, TN 37995-12,

TITLE:

MANAGER

OFFICER NAME:

ROBERT MCDONALD

ADDRESS:

C/O FIRST TENNESSEE BANK TRUST DIVI

KNOXVILLE, TN 37995-12,

TITLE:

MANAGER

OFFICER NAME:

DAVID LANTZ, EXECUTIVE VICE PRESIDE

ADDRESS:

FIRST TENNESSEE BANK TRUST DIVISION

KNOXVILLE, TN 37995-12,

TITLE:

MANAGER

TOTAL COMPENSATION:

21,783.

=====

RECIPIENT NAME:

DAVID B. LANTZ

ADDRESS:

FIRST TENNESSEE BANK TRUST DIVISION
KNOXVILLE, TN 37995-1230

RECIPIENT'S PHONE NUMBER: 865-971-2023

FORM, INFORMATION AND MATERIALS:

GRANT APPLICATION FORM - CONTACT
THE FOUNDATION FOR A COPY

SUBMISSION DEADLINES:

JUNE 30 OF CURRENT FISCAL YEAR

RESTRICTIONS OR LIMITATIONS ON AWARDS:

SEE GRANT POLICY - CONTACT
THE FOUNDATION FOR A COPY

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

OPERATION INASMUCH

ADDRESS:

4815 SANTA MONICA ROAD

KNOXVILLE, TN 37918

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

COMMUNITY SERVICE PROJECTS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

BAPTIST COLLEGIATE MINISTRY

ADDRESS:

1811 MELROSE AVENUE

KNOXVILLE, TN 37916

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PURCHASE OF WHEELCHAIR LIFT

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:

TENNESSEE'S HELPING HEARTS, INC.

ADDRESS:

2226 MEADOWS DRIVE, UNIT B

SEVIERVILLE, TN 37876-8707

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FINANCIAL ASSISTANCE TO MILITARY FAMILIES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
KNOXVILLE-KNOX COUNTY
COUNCIL ON AGING
ADDRESS:
2247 WESTERN AVENUE
KNOXVILLE, TN 37950-1650
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
ACCESSIBLE EQUIPMENT FOR SENIORS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
THE SALVATION ARMY
KNOXVILLE AREA COMMAND
ADDRESS:
409 N. BROADWAY
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
EMERGENCY ASSISTANCE PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
KING COLLEGE, INC.
ADDRESS:
1350 KING COLLEGE ROAD
BRISTOL, TN 37620
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIP FUNDING
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
WEST END ACADEMY
ADDRESS:
5311 MCKAMEY ROAD
KNOXVILLE, TN 37921
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FINANCIAL ASSISTANCE TO STUDENTS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
SECOND HARVEST FOOD BANK
ADDRESS:
922 DELAWARE AVENUE
KNOXVILLE, TN 37921
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PURCHASE OF FOOD
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
SAFE SPACE
ADDRESS:
636 MIDDLE CREEK ROAD
SEVIERVILLE, TN 37862
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
DOMESTIC VIOLENCE PREVENTION PROGRAM
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

=====

RECIPIENT NAME:

KNOXVILLE HABITAT FOR HUMANITY

ADDRESS:

P.O. BOX 27478

KNOXVILLE, TN 37927

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

HOME CONSTRUCTION MATERIALS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

INTERFAITH HEALTH CLINIC

ADDRESS:

315 GILL AVENUE

KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

PATIENT CARE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:

THOMPSON CANCER SURVIVAL

CENTER FOUNDATION

ADDRESS:

1915 WHITE AVENUE

KNOXVILLE, TN 37916

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CANCER OUTREACH SERVICES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 2,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

MARYVILLE COLLEGE

ADDRESS:

502 E. LAMAR ALEXANDER

MARYVILLE, TN 37804

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CONSTRUCTION PROGRAM ASSISTANCE

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

CARSON-NEWMAN COLLEGE

ADDRESS:

1646 RUSSELL AVENUE

JEFFERSON CITY, TN 37760

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

IN SERVICE GUIDANCE PROGRAM

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:

CENTRAL BAPTIST CHURCH OF

FOUNTAIN CITY

ADDRESS:

5364 NORTH BROADWAY STREE

KNOXVILLE, TN 37918

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

LEADERSHIP TRAINING AND MISSIONS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 20,000.

RECIPIENT NAME:
CHILD & FAMILY TENNESSEE
ADDRESS:
901 EAST SUMMITT HILL DR
KNOXVILLE, TN 37915
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FAMILY CRISIS CENTER OPERATIONS
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
KNOX COUNTY ASSOCIATION
OF BAPTISTS
ADDRESS:
7709 WESTLAND DRIVE
KNOXVILLE, TN 37939-1028
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
MISSIONS SUPPORT
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MENTAL HEALTH ASSOCIATION
OF EAST TENNESSEE
ADDRESS:
P.O. BOX 32731
KNOXVILLE, TN 37930-2731
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OUTREACH ACTIVITIES TO PREVENT SUICIDE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 2,000.

=====

RECIPIENT NAME:

SERTOMA CENTER, INC.

ADDRESS:

1400 E. FIFTH AVENUE

KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

RECREATION AND WELLNESS PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

GOODWILL INDUSTRIES -

KNOXVILLE, INC.

ADDRESS:

5508 KINGSTON PIKE

KNOXVILLE, TN 37939-1066

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

NURSING TRAINING PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 6,000.

RECIPIENT NAME:

THE LADIES OF CHARITY

ADDRESS:

1031 N. CENTRAL STREET

KNOXVILLE, TN 37917

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

FOOD PANTRY

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:
SECOND HARVEST FOOD BANK
OF NORTHEAST TENNESSEE
ADDRESS:
127 DILLON COURT
GRAY, TN 37615
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FOOD PURCHASES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:
VOLUNTEER MINISTRY CENTER
ADDRESS:
103 S. GAY STREET
KNOXVILLE, TN 37902
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
HOUSING SUPPORT, REFUGE, AND HOLIDAY STORE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
EMERALD YOUTH FOUNDATION
ADDRESS:
1718 N. CENTRAL STREET
KNOXVILLE, TN 37917
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
LEADERSHIP TRAINING FOR YOUTH
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

=====

RECIPIENT NAME:

KNOXVILLE LEADERSHIP
FOUNDATION

ADDRESS:

901 E. SUMMITT HILL DRIVE
KNOXVILLE, TN 37915

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

MENTORING PROGRAM FOR CHILDREN

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 1,000.

RECIPIENT NAME:

JOHNSON BIBLE COLLEGE

ADDRESS:

7900 JOHNSON DRIVE
KNOXVILLE, TN 37998

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SCHOLARSHIP FUNDING

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 4,000.

RECIPIENT NAME:

FLORENCE CRITTENTON
AGENCY

ADDRESS:

1531 DICK LONAS ROAD
KNOXVILLE, TN 37909

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

EDUCATIONAL PROGRAMS

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:

YOUNG LIFE KNOXVILLE

ADDRESS:

911 MOUNTCASTLE ROAD

KNOXVILLE, TN 37916

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

OUTREACH TO TEENAGERS - CAMPING PROGRAM

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID 5,000.

TOTAL GRANTS PAID:

128,000.

=====

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

2008

Name of estate or trust

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

Note: Form 5227 filers need to complete **only** Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| 1a SHORT-TERM CAPITAL GAIN DIVIDENDS | | STMT 1 | | | 1,755. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|--|-----------|----------|
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | 1b | -20,775. |
| 2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 | 2 | |
| 3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 3 | |
| 4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet | 4 | () |
| 5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ► | 5 | -19,020. |

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|--|------------------------------------|--------------------------------|-----------------|---|--|
| 6a LONG-TERM CAPITAL GAIN DIVIDENDS | | STMT 1 | | | 6,841. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

| | | |
|--|-----------|-----------|
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | 6b | -161,912. |
| 7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 | 7 | |
| 8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts | 8 | |
| 9 Capital gain distributions | 9 | |
| 10 Gain from Form 4797, Part I | 10 | |
| 11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet | 11 | () |
| 12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ► | 12 | -155,071. |

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2008

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

| | | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|----|---|------------------------------------|----------------------------|-----------|
| 13 | Net short-term gain or (loss) | 13 | | -19,020. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | -155,071. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksht.) | 14b | | |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14a | 15 | | -174,091. |

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

| | | | |
|----|---|----|-----------|
| 16 | Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: | 16 | (3,000) |
| a | The loss on line 15, column (3) or b \$3,000 | | |

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

| | | | |
|----|--|----|--|
| 17 | Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . | 17 | |
| 18 | Enter the smaller of line 14a or 15 in column (2) but not less than zero | 18 | |
| 19 | Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . | 19 | |
| 20 | Add lines 18 and 19 | 20 | |
| 21 | If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- | 21 | |
| 22 | Subtract line 21 from line 20. If zero or less, enter -0- | 22 | |
| 23 | Subtract line 22 from line 17. If zero or less, enter -0- | 23 | |
| 24 | Enter the smaller of the amount on line 17 or \$2,200 | 24 | |
| 25 | Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23 | 25 | |
| 26 | Subtract line 25 from line 24 | 26 | |
| 27 | Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22 | 27 | |
| 28 | Enter the amount from line 26 (If line 26 is blank, enter -0-) | 28 | |
| 29 | Subtract line 28 from line 27 | 29 | |
| 30 | Multiply line 29 by 15% (.15) | 30 | |
| 31 | Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) | 31 | |
| 32 | Add lines 30 and 31 | 32 | |
| 33 | Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions) | 33 | |
| 34 | Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T) | 34 | |

Schedule D (Form 1041) 2008

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2008

► See instructions for Schedule D (Form 1041).

▶ **Attach to Schedule D** to list additional transactions for lines 1a and 6a.

Name of estate or trust

ROBERT LEE WEISS FOUNDATION 3002252

Employer identification number

62-1261218

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

| | |
|--|-------------------|
| 1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b | -20,775.00 |
|--|-------------------|

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|---------------------------------------|--------------------------------|--|--|---|
| 6a 796. AES CORP | 01/23/2008 | 03/24/2009 | 5,247.00 | 15,788.00 | -10,541.00 |
| 190. AMERICAN ELECTRIC POWER INC | 08/15/2007 | 09/26/2008 | 7,099.00 | 8,634.00 | -1,535.00 |
| 128. AMGEN | 08/15/2007 | 04/01/2009 | 6,173.00 | 6,499.00 | -326.00 |
| 84. AUTOZONE INC | 01/23/2008 | 05/18/2009 | 13,202.00 | 9,263.00 | 3,939.00 |
| 303. BEMIS INC | 08/15/2007 | 12/01/2008 | 7,406.00 | 8,965.00 | -1,559.00 |
| 430. CIGNA CORP WITH RIGHTS EXP 8/4/97 | 01/23/2008 | 03/24/2009 | 7,788.00 | 21,315.00 | -13,527.00 |
| 75. CVS CORP | 01/23/2008 | 04/01/2009 | 2,093.00 | 2,757.00 | -664.00 |
| 370. CARDINAL HEALTH INC | 01/23/2008 | 03/24/2009 | 12,000.00 | 24,250.00 | -12,250.00 |
| 395. CHESAPEAKE ENERGY CORP | 08/15/2007 | 09/26/2008 | 15,052.00 | 13,397.00 | 1,655.00 |
| 161. CHEVRONTXACO CORP 166764100 | 09/13/2005 | 09/26/2008 | 13,809.00 | 10,120.00 | 3,689.00 |
| 164. CHUBB CORP WITH RIGHTS EXP 6/12/99 | 12/31/2007 | 04/01/2009 | 6,868.00 | 8,905.00 | -2,037.00 |
| 301. CHUBB CORP WITH RIGHTS EXP 6/12/99 | 01/23/2008 | 05/18/2009 | 11,626.00 | 14,780.00 | -3,154.00 |
| 73. CISCO SYSTEMS | 08/15/2007 | 04/01/2009 | 1,256.00 | 2,234.00 | -978.00 |
| 384. COSTCO WHOLESALE CORP | 08/15/2007 | 09/26/2008 | 25,225.00 | 23,078.00 | 2,147.00 |
| 79. DANAHER CORP | 01/23/2008 | 04/01/2009 | 4,125.00 | 5,919.00 | -1,794.00 |
| 443. DEVON ENERGY CORPORATION | 01/23/2008 | 06/03/2009 | 28,567.00 | 33,957.00 | -5,390.00 |
| 212. DOW CHEMICAL | 08/15/2007 | 02/10/2009 | 2,237.00 | 9,063.00 | -6,826.00 |
| 200000. FHLB 5.250% 7/30/13 | 07/08/2003 | 03/19/2009 | 221,634.00 | 199,500.00 | 22,134.00 |
| 100000. FHLB 4.500% 11/15/12 | 08/13/2004 | 03/19/2009 | 108,706.00 | 99,950.00 | 8,756.00 |
| 78.372 FIDELITY VALUE FUND #39 | 03/26/2007 | 09/26/2008 | 4,849.00 | 6,689.00 | -1,840.00 |
| 961.973 FIDELITY VALUE FUND #39 | 01/23/2008 | 03/18/2009 | 32,659.00 | 62,609.00 | -29,950.00 |
| 54. FISERV INC | 08/15/2007 | 04/01/2009 | 1,956.00 | 2,605.00 | -649.00 |
| 536. FOREST LABS INC | 01/23/2008 | 05/08/2009 | 12,304.00 | 20,872.00 | -8,568.00 |
| 23. GOLDMAN SACHS GROUP INC | 02/11/2008 | 04/01/2009 | 2,505.00 | 4,267.00 | -1,762.00 |
| 364. HARTFORD FINANCIAL SVCS GROUP | 02/11/2008 | 03/24/2009 | 3,422.00 | 30,578.00 | -27,156.00 |

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

ROBERT LEE WEISS FOUNDATION 3002252

62-1261218

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

| (a) Description of property (Example 100 sh 7% preferred of "Z" Co) | (b) Date acquired (mo, day, yr) | (c) Date sold (mo, day, yr) | (d) Sales price (see page 4 of the instructions) | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) Subtract (e) from (d) |
|--|---------------------------------------|--------------------------------|--|--|---|
| 6a 330. HOME DEPOT | 04/11/2006 | 02/10/2009 | 7,384.00 | 13,669.00 | -6,285.00 |
| 58. ITT INDUSTRIES INC | 01/23/2008 | 04/01/2009 | 2,188.00 | 3,303.00 | -1,115.00 |
| 60. IBM | 01/23/2008 | 04/01/2009 | 5,834.00 | 4,873.00 | 961.00 |
| 307. JOHNSON AND JOHNSON | 09/13/2005 | 09/26/2008 | 21,220.00 | 19,706.00 | 1,514.00 |
| 310. JOHNSON CONTROLS INC | 01/23/2008 | 03/24/2009 | 3,935.00 | 9,256.00 | -5,321.00 |
| 159. KOHL'S DEPT STORE | 01/23/2008 | 04/01/2009 | 6,951.00 | 7,057.00 | -106.00 |
| 894. LSI LOGIC CORP | 08/15/2007 | 04/01/2009 | 2,780.00 | 5,722.00 | -2,942.00 |
| 420. LEHMAN BROS HLDGS INC | 08/15/2007 | 09/01/2008 | 6,752.00 | 22,582.00 | -15,830.00 |
| 393. NORFOLK SOUTHERN CORP | 08/15/2007 | 09/26/2008 | 26,280.00 | 19,873.00 | 6,407.00 |
| 857. NOVELLUS SYS INC | 01/23/2008 | 02/10/2009 | 11,939.00 | 19,744.00 | -7,805.00 |
| 281. ORACLE CORPORATION | 08/15/2007 | 04/01/2009 | 5,160.00 | 5,516.00 | -356.00 |
| 841. PFIZER INC WITH RIGHTS EXP 10/5/97 | 09/13/2005 | 09/26/2008 | 15,621.00 | 21,942.00 | -6,321.00 |
| 24. PROCTER AND GAMBLE | 01/23/2008 | 04/01/2009 | 1,147.00 | 1,559.00 | -412.00 |
| 692. SEALED AIR CORP NEW | 08/15/2007 | 09/26/2008 | 15,823.00 | 18,843.00 | -3,020.00 |
| 711. TEXAS INSTRUMENTS INC WITH RIGHTS EXP 6/17/98 | 01/23/2008 | 03/24/2009 | 11,925.00 | 23,049.00 | -11,124.00 |
| 78. UNITED TECHNOLOGIES | 08/15/2007 | 04/01/2009 | 3,397.00 | 5,649.00 | -2,252.00 |
| 416. VERIZON COMMUNICATION S | 04/11/2006 | 09/26/2008 | 13,175.00 | 13,024.00 | 151.00 |
| 131. WAL-MART STORES | 01/23/2008 | 03/24/2009 | 6,630.00 | 5,863.00 | 767.00 |
| 71. WAL-MART STORES | 08/15/2007 | 04/01/2009 | 3,729.00 | 3,094.00 | 635.00 |
| 516. WALGREEN CO | 08/15/2007 | 09/26/2008 | 16,625.00 | 23,152.00 | -6,527.00 |
| 124. WHIRLPOOL CORP WITH RIGHTS EXP 5/23/98 | 08/15/2007 | 03/24/2009 | 3,643.00 | 11,451.00 | -7,808.00 |
| 441. WYETH 983024100 | 08/15/2007 | 09/26/2008 | 16,948.00 | 20,086.00 | -3,138.00 |
| 248. INGERSOLL-RAND CO - CL A G4776G101 | 08/15/2007 | 09/26/2008 | 7,892.00 | 11,728.00 | -3,836.00 |
| 1. MISCELLANEOUS | 01/01/2005 | 06/15/2009 | 37.00 | | 37.00 |

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b -161,912.00

Schedule D-1 (Form 1041) 2008

FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

| | |
|----------------------------------|----------|
| PIMCO LOW DURATION FD-INSTL #36 | 163.00 |
| PIMCO TOTAL RETURN II-INSTL | 1,312.00 |
| VANGUARD INTER-TERM TREAS FD-ADM | 279.00 |

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

1,755.00

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

| | |
|----------------------------------|----------|
| EUROPACIFIC GROWTH FUND | 2,965.00 |
| MUNDER M/C CORE GROWTH FD Y | 75.00 |
| PIMCO LOW DURATION FD-INSTL #36 | 74.00 |
| PIMCO TOTAL RETURN II-INSTL | 1,648.00 |
| VANGUARD INTER-TERM TREAS FD-ADM | 2,079.00 |

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

6,841.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

6,841.00

=====

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

| Kind of Property | | Description | | | | Date acquired | Date sold |
|--|--------------------------------|--|--------------------|--------------------------|------------------------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | Gain or (loss) | |
| | | TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS | | | | 1,755. | |
| | | TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS | | | | 6,841. | |
| 5,247.00 | | 796. AES CORP PROPERTY TYPE: SECURITIES 15,788.00 | | | | 01/23/2008 -10,541.00 | 03/24/2009 |
| 4,932.00 | | 132. AMERICAN ELECTRIC POWER INC PROPERTY TYPE: SECURITIES 5,662.00 | | | | 01/23/2008 -730.00 | 09/26/2008 |
| 7,099.00 | | 190. AMERICAN ELECTRIC POWER INC PROPERTY TYPE: SECURITIES 8,634.00 | | | | 08/15/2007 -1,535.00 | 09/26/2008 |
| 6,173.00 | | 128. AMGEN PROPERTY TYPE: SECURITIES 6,499.00 | | | | 08/15/2007 -326.00 | 04/01/2009 |
| 13,202.00 | | 84. AUTOZONE INC PROPERTY TYPE: SECURITIES 9,263.00 | | | | 01/23/2008 3,939.00 | 05/18/2009 |
| 7,406.00 | | 303. BEMIS INC PROPERTY TYPE: SECURITIES 8,965.00 | | | | 08/15/2007 -1,559.00 | 12/01/2008 |
| 7,788.00 | | 430. CIGNA CORP WITH RIGHTS EXP 8/4/97 PROPERTY TYPE: SECURITIES 21,315.00 | | | | 01/23/2008 -13,527.00 | 03/24/2009 |
| 12,428.00 | | 51. CME GROUP INC. PROPERTY TYPE: SECURITIES 19,399.00 | | | | 09/26/2008 -6,971.00 | 03/24/2009 |
| 2,093.00 | | 75. CVS CORP PROPERTY TYPE: SECURITIES 2,757.00 | | | | 01/23/2008 -664.00 | 04/01/2009 |
| 12,000.00 | | 370. CARDINAL HEALTH INC PROPERTY TYPE: SECURITIES 24,250.00 | | | | 01/23/2008 -12,250.00 | 03/24/2009 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|---------------------------------|------------------------------------|--------------|----------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 15,052.00 | | 395. CHESAPEAKE ENERGY CORP PROPERTY TYPE: SECURITIES 13,397.00 | | | | | 08/15/2007 | 09/26/2008 |
| | | | | | | | 1,655.00 | |
| 13,809.00 | | 161. CHEVRONTXACO CORP 166764100 PROPERTY TYPE: SECURITIES 10,120.00 | | | | | 09/13/2005 | 09/26/2008 |
| | | | | | | | 3,689.00 | |
| 6,868.00 | | 164. CHUBB CORP WITH RIGHTS EXP 6/12/99 PROPERTY TYPE: SECURITIES 8,905.00 | | | | | 12/31/2007 | 04/01/2009 |
| | | | | | | | -2,037.00 | |
| 11,626.00 | | 301. CHUBB CORP WITH RIGHTS EXP 6/12/99 PROPERTY TYPE: SECURITIES 14,780.00 | | | | | 01/23/2008 | 05/18/2009 |
| | | | | | | | -3,154.00 | |
| 1,256.00 | | 73. CISCO SYSTEMS PROPERTY TYPE: SECURITIES 2,234.00 | | | | | 08/15/2007 | 04/01/2009 |
| | | | | | | | -978.00 | |
| 2,102.00 | | 32. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES 2,149.00 | | | | | 01/23/2008 | 09/26/2008 |
| | | | | | | | -47.00 | |
| 25,225.00 | | 384. COSTCO WHOLESALE CORP PROPERTY TYPE: SECURITIES 23,078.00 | | | | | 08/15/2007 | 09/26/2008 |
| | | | | | | | 2,147.00 | |
| 4,125.00 | | 79. DANAHER CORP PROPERTY TYPE: SECURITIES 5,919.00 | | | | | 01/23/2008 | 04/01/2009 |
| | | | | | | | -1,794.00 | |
| 7,351.00 | | 114. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 5,310.00 | | | | | 04/01/2009 | 06/03/2009 |
| | | | | | | | 2,041.00 | |
| 28,567.00 | | 443. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES 33,957.00 | | | | | 01/23/2008 | 06/03/2009 |
| | | | | | | | -5,390.00 | |
| 2,248.00 | | 213. DOW CHEMICAL PROPERTY TYPE: SECURITIES 4,382.00 | | | | | 12/08/2008 | 02/10/2009 |
| | | | | | | | -2,134.00 | |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|---|--------------------------|--------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 2,237.00 | | 212. DOW CHEMICAL PROPERTY TYPE: SECURITIES 9,063.00 | | | | | 08/15/2007 -6,826.00 | 02/10/2009 |
| 221,634.00 | | 200000. FHLB PROPERTY TYPE: SECURITIES 199,500.00 | | 5.250% 7/3 | | | 07/08/2003 22,134.00 | 03/19/2009 |
| 108,706.00 | | 100000. FHLB PROPERTY TYPE: SECURITIES 99,950.00 | | 4.500% 11/1 | | | 08/13/2004 8,756.00 | 03/19/2009 |
| 4,849.00 | | 78.372 FIDELITY VALUE FUND #39 PROPERTY TYPE: SECURITIES 6,689.00 | | | | | 03/26/2007 -1,840.00 | 09/26/2008 |
| 32,659.00 | | 961.973 FIDELITY VALUE FUND #39 PROPERTY TYPE: SECURITIES 62,609.00 | | | | | 01/23/2008 -29,950.00 | 03/18/2009 |
| 1,956.00 | | 54. FISERV INC PROPERTY TYPE: SECURITIES 2,605.00 | | | | | 08/15/2007 -649.00 | 04/01/2009 |
| 4,935.00 | | 215. FOREST LABS INC PROPERTY TYPE: SECURITIES 4,678.00 | | | | | 04/01/2009 257.00 | 05/08/2009 |
| 12,304.00 | | 536. FOREST LABS INC PROPERTY TYPE: SECURITIES 20,872.00 | | | | | 01/23/2008 -8,568.00 | 05/08/2009 |
| 2,505.00 | | 23. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 4,267.00 | | | | | 02/11/2008 -1,762.00 | 04/01/2009 |
| 12,212.00 | | 1299. HARTFORD FINANCIAL SVCS GROUP PROPERTY TYPE: SECURITIES 10,522.00 | | | | | 02/19/2009 1,690.00 | 03/24/2009 |
| 3,422.00 | | 364. HARTFORD FINANCIAL SVCS GROUP PROPERTY TYPE: SECURITIES 30,578.00 | | | | | 02/11/2008 -27,156.00 | 03/24/2009 |

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

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|--|---------------------------------------|--|--------------------------|---------------------------------|------------------------------------|--------------|--------------------------|------------|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 7,384.00 | | 330. HOME DEPOT PROPERTY TYPE: SECURITIES 13,669.00 | | | | | 04/11/2006 -6,285.00 | 02/10/2009 |
| 2,188.00 | | 58. ITT INDUSTRIES INC PROPERTY TYPE: SECURITIES 3,303.00 | | | | | 01/23/2008 -1,115.00 | 04/01/2009 |
| 5,834.00 | | 60. IBM PROPERTY TYPE: SECURITIES 4,873.00 | | | | | 01/23/2008 961.00 | 04/01/2009 |
| 21,220.00 | | 307. JOHNSON AND JOHNSON PROPERTY TYPE: SECURITIES 19,706.00 | | | | | 09/13/2005 1,514.00 | 09/26/2008 |
| 3,935.00 | | 310. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES 9,256.00 | | | | | 01/23/2008 -5,321.00 | 03/24/2009 |
| 6,951.00 | | 159. KOHL'S DEPT STORE PROPERTY TYPE: SECURITIES 7,057.00 | | | | | 01/23/2008 -106.00 | 04/01/2009 |
| 2,780.00 | | 894. LSI LOGIC CORP PROPERTY TYPE: SECURITIES 5,722.00 | | | | | 08/15/2007 -2,942.00 | 04/01/2009 |
| 6,752.00 | | 420. LEHMAN BROS HLDGS INC PROPERTY TYPE: SECURITIES 22,582.00 | | | | | 08/15/2007 -15,830.00 | 09/01/2008 |
| 1,804.00 | | 95. MICROSOFT CORP PROPERTY TYPE: SECURITIES 2,578.00 | | | | | 09/26/2008 -774.00 | 04/01/2009 |
| 26,280.00 | | 393. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES 19,873.00 | | | | | 08/15/2007 6,407.00 | 09/26/2008 |
| 11,939.00 | | 857. NOVELLUS SYS INC PROPERTY TYPE: SECURITIES 19,744.00 | | | | | 01/23/2008 -7,805.00 | 02/10/2009 |

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 5,160.00 | | 281. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 5,516.00 | | | | | 08/15/2007 -356.00 | 04/01/2009 |
| 30,384.00 | | 3205.045 PIMCO LOW DURATION FD-INSTL #36 PROPERTY TYPE: SECURITIES 31,826.00 | | | | | 08/13/2008 -1,442.00 | 09/26/2008 |
| 15,621.00 | | 841. PFIZER INC WITH RIGHTS EXP 10/5/97 PROPERTY TYPE: SECURITIES 21,942.00 | | | | | 09/13/2005 -6,321.00 | 09/26/2008 |
| 1,147.00 | | 24. PROCTER AND GAMBLE PROPERTY TYPE: SECURITIES 1,559.00 | | | | | 01/23/2008 -412.00 | 04/01/2009 |
| 15,823.00 | | 692. SEALED AIR CORP NEW PROPERTY TYPE: SECURITIES 18,843.00 | | | | | 08/15/2007 -3,020.00 | 09/26/2008 |
| 11,546.00 | | 349. STRYKER CORP PROPERTY TYPE: SECURITIES 22,449.00 | | | | | 09/26/2008 -10,903.00 | 03/24/2009 |
| 6,524.00 | | 389. TEXAS INSTRUMENTS INC WITH RIGHTS E PROPERTY TYPE: SECURITIES 5,865.00 | | | | | 02/19/2009 659.00 | 03/24/2009 |
| 11,925.00 | | 711. TEXAS INSTRUMENTS INC WITH RIGHTS E PROPERTY TYPE: SECURITIES 23,049.00 | | | | | 01/23/2008 -11,124.00 | 03/24/2009 |
| 3,397.00 | | 78. UNITED TECHNOLOGIES PROPERTY TYPE: SECURITIES 5,649.00 | | | | | 08/15/2007 -2,252.00 | 04/01/2009 |
| 1,390.00 | | 24. V F CORP PROPERTY TYPE: SECURITIES 1,914.00 | | | | | 09/26/2008 -524.00 | 04/01/2009 |
| 30,687.00 | | 3059.483 VANGUARD S/T INVEST GR-ADM PROPERTY TYPE: SECURITIES 31,972.00 | | | | | 08/13/2008 -1,285.00 | 09/26/2008 |

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

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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| 12,388.00 | | 173. VANGUARD UTILITIES ETF PROPERTY TYPE: SECURITIES 13,659.00 | | | | | 01/23/2008 -1,271.00 | 09/26/2008 |
| 24,207.00 | | 437. VANGUARD TELECOMMUNICATION SER ETF PROPERTY TYPE: SECURITIES 27,077.00 | | | | | 02/29/2008 -2,870.00 | 09/26/2008 |
| 13,175.00 | | 416. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 13,024.00 | | | | | 04/11/2006 151.00 | 09/26/2008 |
| 6,630.00 | | 131. WAL-MART STORES PROPERTY TYPE: SECURITIES 5,863.00 | | | | | 01/23/2008 767.00 | 03/24/2009 |
| 3,729.00 | | 71. WAL-MART STORES PROPERTY TYPE: SECURITIES 3,094.00 | | | | | 08/15/2007 635.00 | 04/01/2009 |
| 16,625.00 | | 516. WALGREEN CO PROPERTY TYPE: SECURITIES 23,152.00 | | | | | 08/15/2007 -6,527.00 | 09/26/2008 |
| 24,972.00 | | 828. WATSON PHARMACEUTICALS INC PROPERTY TYPE: SECURITIES 21,219.00 | | | | | 01/23/2008 3,753.00 | 09/01/2008 |
| 3,643.00 | | 124. WHIRLPOOL CORP WITH RIGHTS EXP 5/23 PROPERTY TYPE: SECURITIES 11,451.00 | | | | | 08/15/2007 -7,808.00 | 03/24/2009 |
| 2,613.00 | | 68. WYETH 983024100 PROPERTY TYPE: SECURITIES 2,837.00 | | | | | 01/23/2008 -224.00 | 09/26/2008 |
| 16,948.00 | | 441. WYETH 983024100 PROPERTY TYPE: SECURITIES 20,086.00 | | | | | 08/15/2007 -3,138.00 | 09/26/2008 |
| 7,892.00 | | 248. INGERSOLL-RAND CO - CL A G4776G101 PROPERTY TYPE: SECURITIES 11,728.00 | | | | | 08/15/2007 -3,836.00 | 09/26/2008 |

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| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
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| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj. basis as of 12/31/69 | Excess of FMV over adj. basis | | Gain or (loss) | |
| 37.00 | | 1. MISCELLANEOUS PROPERTY TYPE: SECURITIES | | | | | 01/01/2005 37.00 | 06/15/2009 |
| TOTAL GAIN (LOSS) | | | | | | | ----- -174,091. ===== | |