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**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** OCT 1 , 2008, **and ending** SEPT 30 , 2009**G** Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

<b>Use the IRS label. Otherwise, print or type. See Specific Instructions.</b>	<b>Name of foundation</b> MAZDA FOUNDATION (USA) INC.		<b>A Employer identification number</b> 38-2952236
	<b>Number and street (or P.O. box number if mail is not delivered to street address)</b> 7755 IRVINE CTR DRIVE	<b>Room/suite</b>	<b>B Telephone number (see page 10 of the instructions)</b> 949-727-1990
	<b>City or town, state, and ZIP code</b> IRVINE CA 92618		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>
<b>H</b> Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/>
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 7,918,530			<b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<b>J</b> Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)			<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			<b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I Analysis of Revenue and Expenses</b> (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)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	302,222	302,222	302,222	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		2,826		
	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)	0				
11 Other income (attach schedule)					
12 <b>Total.</b> Add lines 1 through 11	302,222	305,048	302,222		
<b>Operating and Administrative Expenses</b>	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 1	34,302	34,302	34,302	
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	1,800			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	5,915			5,915
	22 Printing and publications	215			215
	23 Other expenses (attach schedule) STMT 3	1,402			
	24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	43,634	34,302	34,302	6,130
	25 Contributions, gifts, grants paid	406,642			406,642
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	450,276	34,302	34,302	412,772	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	(148,054)				
b Net investment income (if negative, enter -0-)		270,746			
c Adjusted net income (if negative, enter -0-)			267,920		

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash—non-interest-bearing . . . . .	81,608	91,945	91,945
	2 Savings and temporary cash investments . . . . .			
	3 Accounts receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	4 Pledges receivable ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	5 Grants receivable . . . . .			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7 Other notes and loans receivable (attach schedule) ▶ . . . . .			
	Less: allowance for doubtful accounts ▶ . . . . .			
	8 Inventories for sale or use . . . . .			
	9 Prepaid expenses and deferred charges . . . . .			
	10a Investments—U.S. and state government obligations (attach schedule) . . . . .	3,769,872	3,621,789	3,621,789
	b Investments—corporate stock (attach schedule) . . . . .	1,915,467	1,759,522	1,759,522
	c Investments—corporate bonds (attach schedule) <sup>STMT 4</sup> . . . . .	1,431,081	2,205,442	2,205,442
	11 Investments—land, buildings, and equipment: basis ▶ . . . . .			
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
12 Investments—mortgage loans . . . . .	639,370	233,193	233,193	
13 Investments—other (attach schedule) . . . . .				
14 Land, buildings, and equipment: basis ▶ . . . . .				
Less: accumulated depreciation (attach schedule) ▶ . . . . .				
15 Other assets (describe ▶ <u>interest receivable</u> ) . . . . .	60,186	66,393	6,639	
16 <b>Total assets</b> (to be completed by all filers—see the instructions. Also, see page 1, item I) . . . . .	7,897,584	7,978,284	7,918,530	
<b>Liabilities</b>	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 <b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0	
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶</b> <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>			
	24 Unrestricted . . . . .	7,897,584	7,978,284	
	25 Temporarily restricted . . . . .			
	26 Permanently restricted . . . . .			
	<b>Foundations that do not follow SFAS 117, check here ▶</b> <input type="checkbox"/> <b>and complete lines 27 through 31.</b>			
	27 Capital stock, trust principal, or current funds . . . . .			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund . . . . .			
	29 Retained earnings, accumulated income, endowment, or other funds . . . . .			
	30 <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	7,897,584	7,978,284	
	31 <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	7,897,584	7,978,284	

**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	7,897,584
2 Enter amount from Part I, line 27a . . . . .	2	(148,054)
3 Other increases not included in line 2 (itemize) ▶ <u>Realized/unrealized gain</u> . . . . .	3	228,754
4 Add lines 1, 2, and 3 . . . . .	4	7,978,284
5 Decreases not included in line 2 (itemize) ▶ . . . . .	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6	7,978,284

**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)
<b>1a</b> STATEMENT 5		P	VARIOUS	VARIOUS
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b> 5,686,155	0	5,683,329	2,826	
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				
(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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
<b>a</b>				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b> Capital gain net income or (net capital loss) $\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$			<b>2</b>	2,826
<b>3</b> 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			<b>3</b>	(18,635)

**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.

(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	407,616	8,411,316	0.0485
2006	416,754	8,433,893	0.0494
2005	431,422	8,381,528	0.0515
2004	442,385	8,741,489	0.0506
2003	427,285	8,931,425	0.0478
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.2478
<b>3</b> 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			<b>3</b> 0.0496
<b>4</b> Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			<b>4</b> 7,509,625
<b>5</b> Multiply line 4 by line 3			<b>5</b> 372,477
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 2,707
<b>7</b> Add lines 5 and 6			<b>7</b> 375,184
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 412,772

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)**

<b>1a</b> 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>b</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	<b>1</b>	2,707
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b> Add lines 1 and 2	<b>3</b>	2,707
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	
<b>5 Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	<b>5</b>	2,707
<b>6 Credits/Payments:</b>		
<b>a</b> 2008 estimated tax payments and 2007 overpayment credited to 2008	<b>6a</b>	8,021
<b>b</b> Exempt foreign organizations—tax withheld at source	<b>6b</b>	0
<b>c</b> Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	0
<b>d</b> Backup withholding erroneously withheld	<b>6d</b>	0
<b>7</b> Total credits and payments. Add lines 6a through 6d	<b>7</b>	8,021
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	0
<b>9 Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	<b>9</b>	0
<b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	<b>10</b>	5,314
<b>11</b> Enter the amount of line 10 to be: <b>Credited to 2009 estimated tax</b> 5,314 <b>Refunded</b>	<b>11</b>	0

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> 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>b</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)? <i>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.</i>		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: <b>(1)</b> On the foundation. ► \$ _____ <b>(2)</b> On foundation managers. ► \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>		X
<b>3</b> 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? <i>If "Yes," attach a conformed copy of the changes</i>		X
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?		X
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		X
<b>6</b> 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	
<b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	X	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ► CALIFORNIA, MICHIGAN		
<b>b</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? <i>If "No," attach explanation</i>	X	
<b>9</b> 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)? <i>If "Yes," complete Part XIV</i>		X
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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

<b>11</b>	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)	<b>11</b>		X
<b>12</b>	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<b>12</b>		X
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>www.mazdafoundation.org</u>	<b>13</b>	X	
<b>14</b>	The books are in care of ► <u>YOUNG SUH</u> Telephone no. ► <u>949-727-1990</u> Located at ► <u>7755 IRVINE CTR DRIVE, IRVINE, CA</u> ZIP+4 ► <u>92618</u>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year . . . . . ► <u>15</u> 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
<b>1a</b> 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? ( <b>Exception.</b> 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>b</b> If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>	<b>1b</b>	
<b>c</b> 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? . . . . .	<b>1c</b>	X
<b>2</b> 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)):		
<b>a</b> 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 ► 20 __, 20 __, 20 __, 20 __		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see page 20 of the instructions.) . . . . .	<b>2b</b>	X
<b>c</b> If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here. ► 20 __, 20 __, 20 __, 20 __		
<b>3a</b> 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>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008</i> ) . . . . .	<b>3b</b>	
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	X
<b>b</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?	<b>4b</b>	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)? 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		X
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 23 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
STATEMENT 6				

**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				

**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		

**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
<b>1</b>	
<b>2</b>	
<b>3</b>	
<b>4</b>	

**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
<b>1</b>	
<b>2</b>	
All other program-related investments See page 24 of the instructions.	
<b>3</b>	
<b>Total.</b> Add lines 1 through 3 . . . . .	<b>0</b>



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities . . . . .	<b>1a</b>	7,444,775
<b>b</b>	Average of monthly cash balances . . . . .	<b>1b</b>	112,817
<b>c</b>	Fair market value of all other assets (see page 25 of the instructions) . . . . .	<b>1c</b>	66,393
<b>d</b>	<b>Total</b> (add lines 1a, b, and c) . . . . .	<b>1d</b>	7,623,985
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) . . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets . . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d . . . . .	<b>3</b>	7,623,985
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions) . . . . .	<b>4</b>	114,360
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	<b>5</b>	7,509,625
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5 . . . . .	<b>6</b>	375,481

**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.)

<b>1</b>	Minimum investment return from Part X, line 6 . . . . .	<b>1</b>	375,481
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5 . . . . .	<b>2a</b>	2,707
<b>b</b>	Income tax for 2008. (This does not include the tax from Part VI.) . . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b . . . . .	<b>2c</b>	2,707
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	<b>3</b>	372,774
<b>4</b>	Recoveries of amounts treated as qualifying distributions . . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4 . . . . .	<b>5</b>	372,774
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions) . . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	<b>7</b>	372,774

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26 . . . . .	<b>1a</b>	412,772
<b>b</b>	Program-related investments—total from Part IX-B . . . . .	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes . . . . .	<b>2</b>	0
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required) . . . . .	<b>3a</b>	0
<b>b</b>	Cash distribution test (attach the required schedule) . . . . .	<b>3b</b>	0
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	<b>4</b>	412,772
<b>5</b>	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) . . . . .	<b>5</b>	2,707
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4 . . . . .	<b>6</b>	410,065

**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
<b>1</b> Distributable amount for 2008 from Part XI, line 7 . . . . .				372,774
<b>2</b> Undistributed income, if any, as of the end of 2008:				
<b>a</b> Enter amount for 2007 only . . . . .			411,725	
<b>b</b> Total for prior years: 20____, 20____, 20____ . . . . .		0		
<b>3</b> Excess distributions carryover, if any, to 2007:				
<b>a</b> From 2003 . . . . .				
<b>b</b> From 2004 . . . . .				
<b>c</b> From 2005 . . . . .				
<b>d</b> From 2006 . . . . .				
<b>e</b> From 2007 . . . . .				
<b>f</b> <b>Total</b> of lines 3a through e . . . . .		0		
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4: ► \$ <u>412,772</u>				
<b>a</b> Applied to 2007, but not more than line 2a . . . . .			411,725	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions) . . . . .		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions) . . . . .	0			
<b>d</b> Applied to 2008 distributable amount . . . . .				1,047
<b>e</b> Remaining amount distributed out of corpus . . . . .	0			
<b>5</b> Excess distributions carryover applied to 2008 . . . . .	0			0
(If an amount appears in column (d), the same amount must be shown in column (a).)				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e. Subtract line 5 . . . . .	0			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b . . . . .		0		
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b. Taxable amount—see page 27 of the instructions . . . . .		0		
<b>e</b> Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions . . . . .			0	
<b>f</b> Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009 . . . . .				371,727
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(E) or 4942(g)(3) (see page 27 of the instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions) . . . . .				
<b>9</b> <b>Excess distributions carryover to 2009.</b> Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2004 . . . . .				
<b>b</b> Excess from 2005 . . . . .				
<b>c</b> Excess from 2006 . . . . .				
<b>d</b> Excess from 2007 . . . . .				
<b>e</b> Excess from 2008 . . . . .				

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

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

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

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

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

- c** Any submission deadlines:

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

**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
<b>a Paid during the year</b>  STATEMENT 7				406,642
<b>Total</b> . . . . . ► <b>3a</b>				406,642
<b>b Approved for future payment</b>				
<b>Total</b> . . . . . ► <b>3b</b>				0

Enter gross amounts unless otherwise indicated.

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						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments					
3	Interest on savings and temporary cash investments			14	302,222	
4	Dividends and interest from securities					
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue: a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)		0		302,222	0
13	Total. Add line 12, columns (b), (d), and (e)				13	302,222

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

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

[illegible]


**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?**



(1) Cash	
(2) Other assets	

(1) Sales of assets to a noncharitable exempt organization	
(2) Purchases of assets from a noncharitable exempt organization	
(3) Rental of facilities, equipment, or other assets	
(4) Reimbursement arrangements	
(5) Loans or loan guarantees	
(6) Performance of services or membership or fundraising solicitations	

**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.

**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

<p>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.</p>			
<p>          _____          Signature of officer or trustee</p>	<p><u>1/24/10</u>          _____          Date</p>	<p><b>TRUSTEE</b>          _____          Title</p>	

<b>Sign Here</b>	<b>Paid Preparer's Use Only</b>	<p>Preparer's signature </p>	<p>Date _____</p>	<p>Check if self-employed <input type="checkbox"/></p>	<p>Preparer's identifying number (see <b>Signature</b> on page 30 of the instructions)</p>
		<p>Firm's name (or yours if self-employed), address, and ZIP code _____</p>			<p>EIN  _____</p>

FORM 990-PF  
FOR FISCAL YEAR ENDED 9/30/2009

STATEMENT 1

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PART I, LINE 16c - OTHER PROFESSIONAL FEES				
MORGAN STANLEY SMITH BARNEY FEE	34,302	34,302	34,302	0
TOTAL	34,302	34,302	34,302	0

**FORM 990-PF  
FOR FISCAL YEAR ENDED 9/30/2009**

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**STATEMENT 2**

<u>DESCRIPTION</u>	(A) <u>EXPENSES PER BOOKS</u>	(B) <u>NET INVEST- MENT INCOME</u>	(C) <u>ADJUSTED NET INCOME</u>	(D) <u>CHARITABLE PURPOSES</u>
PART I, LINE 18 - TAXES				
FEDERAL EXCISE TAX	1,800	0	0	0
TOTAL	<u>1,800</u>	<u>0</u>	<u>0</u>	<u>0</u>



**FORM 990-PF  
FOR FISCAL YEAR ENDED 9/30/2009**

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**STATEMENT 3**

<u>DESCRIPTION</u>	(A) <u>EXPENSES PER BOOKS</u>	(B) <u>NET INVEST- MENT INCOME</u>	(C) <u>ADJUSTED NET INCOME</u>	(D) <u>CHARITABLE PURPOSES</u>
PART I, LINE 23 - OTHER EXPENSES				
Federal/State Filing fee	55			
Seminar/Conference	1,090			
Misc	257			
TOTAL	<u>1,402</u>	<u>0</u>	<u>0</u>	<u>0</u>

**FORM 990-PF  
FOR FISCAL YEAR ENDED 9/30/2009**

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**STATEMENT 4**

<u>DESCRIPTION</u>	<u>U.S. GOVT</u>	<u>OTHER GOVT</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 10a - U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS				
Citigroup Global Markets Inc.	<b>X</b>		3,621,789	3,621,789
TOTAL			<u>3,621,789</u>	<u>3,621,789</u>

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 10b - CORPORATE STOCK		
Citigroup Global Markets Inc.	1,759,522	1,759,522
TOTAL	<u>1,759,522</u>	<u>1,759,522</u>

<u>DESCRIPTION</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PART II, LINE 10c - CORPORATE BONDS		
Citigroup Global Markets Inc.	2,205,442	2,205,442
TOTAL	<u>2,205,442</u>	<u>2,205,442</u>

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Interest Rate	# of shares	Proceeds	Accrued Interest Received	Gross Sales Price	Book Value	Gain/(loss)
DELL INC	OCT 2008		210	2,537		2,537	4,741	(2,204)
JOHNSON & JOHNSON	OCT 2008		105	6,501		6,501	3,915	2,586
MICROSOFT CORP	OCT 2008		470	10,192		10,192	16,190	(5,998)
TIME WARNER	OCT 2008		785	7,233		7,233	15,822	(8,589)
TEEKAY CORP	OCT 2008		25	488		488	1,237	(749)
DIAGEO PLC SPON ADR-NEW	OCT 2008		45	2,685		2,685	3,478	(793)
FORTIS NL SPONSORED ADR	OCT 2008		131	315		315	2,482	(2,167)
MITSUBISHI CORP	OCT 2008		45	1,587		1,587	2,174	(587)
SAP AKLENGESELLSCHAFT	OCT 2008		74	3,743		3,743	4,296	(553)
SAP AKLENGESELLSCHAFT	OCT 2008		40	1,979		1,979	1,868	111
SIEMENS A G	OCT 2008		15	1,071		1,071	1,545	(474)
SUMITOMO CORP	OCT 2008		335	2,643		2,643	4,422	(1,779)
TELEFONICA S A	OCT 2008		36	2,450		2,450	2,906	(456)
CAMPBELL SOUP	OCT 2008		39	1,487		1,487	1,360	127
CARNIVAL CORP	OCT 2008		253	5,706		5,706	7,721	(2,015)
JPMORGAN CHASE & CO	OCT 2008		56	2,083		2,083	2,718	(635)
JOHNSON & JOHNSON	OCT 2008		39	2,415		2,415	2,582	(167)
JOHNSON CONTROLS INC	OCT 2008		333	8,695		8,695	9,512	(817)
PNC FINANCIAL SERVICES GROUP	OCT 2008		33	2,582		2,582	1,876	706
AMGEN INC	NOV 2008		260	14,956		14,956	4,509	10,447
ACERGY SA ADR	NOV 2008		112	707		707	2,120	(1,413)
AEGON N V-ADR AMER REG - ADR	NOV 2008		240	1,222		1,222	4,610	(3,388)
BRITISH SKY BROADCASTING	NOV 2008		37	900		900	1,593	(693)
DAIWA SECURITIES GROUP INC	NOV 2008		25	1,183		1,183	3,224	(2,041)
DAIWA SECURITIES GROUP INC	NOV 2008		1	47		47	84	(37)
FRANCE TELECOM SA SPON	NOV 2008		28	750		750	732	18
FRESENIUS MEDICAL CARE	NOV 2008		6	259		259	281	(22)
KONINKLIJKE PHILIPS	NOV 2008		145	2,698		2,698	5,293	(2,595)
NESTLE S A	NOV 2008		75	2,930		2,930	2,832	98
SANOVI-AVENTIS	NOV 2008		90	2,531		2,531	3,819	(1,288)
SANOVI-AVENTIS	NOV 2008		41	1,109		1,109	1,225	(116)
SILICON MOTION	NOV 2008		110	293		293	2,347	(2,054)
CAMPBELL SOUP	NOV 2008		51	1,906		1,906	1,779	127
KLA-TENCOR CORP	NOV 2008		273	4,656		4,656	10,348	(5,692)
SAFEWAY INC	NOV 2008		53	1,090		1,090	1,370	(280)
AMGEN INC	DEC 2008		160	8,742		8,742	3,673	5,069
COCA-COLA CO	DEC 2008		90	3,968		3,968	4,230	(262)
AMDOCS LTD	DEC 2008		12	205		205	288	(83)
COSAN LTD CL A-BRL	DEC 2008		22	61		61	294	(233)
SIGNET JEWELERS LTD	DEC 2008		6	49		49	272	(223)
UBS AG	DEC 2008		8	97		97	238	(141)
ACERINOX SA	DEC 2008		12	90		90	73	17
ADVANCED SEMICONDUCTOR E	DEC 2008		235	366		366	1,252	(886)
ALLIANZ SE	DEC 2008		35	336		336	424	(88)
AXA S.A.	DEC 2008		9	183		183	373	(190)
BARCLAYS	DEC 2008		13	115		115	742	(627)
BRITISH SKY BROADCASTING	DEC 2008		9	249		249	387	(138)
CADBURY PLC ADR	DEC 2008		3	102		102	176	(74)
CHEUNG KONG HOLDINGS	DEC 2008		18	182		182	212	(30)
DEUTSCHE BOERSE AG	DEC 2008		10	69		69	75	(6)
DEUTSCHE TELEKOM AG	DEC 2008		11	159		159	158	1
ENCANA CORP	DEC 2008		42	1,912		1,912	2,626	(714)
ENTERPRISE INNS PLC	DEC 2008		132	249		249	470	(221)
EXPERIAN GROUP LTD	DEC 2008		32	187		187	183	4
FOSTERS GROUPS LTD	DEC 2008		40	143		143	177	(34)
FRANCE TELECOM SA SPON	DEC 2008		22	567		567	575	(8)
FRESENIUS MEDICAL CARE	DEC 2008		23	1,029		1,029	1,078	(49)
GOLD FIELDS LTD	DEC 2008		13	117		117	184	(67)
GRUPO TELEVISA SA	DEC 2008		10	151		151	246	(95)
HSBC HLDG PLC	DEC 2008		4	217		217	315	(98)
HENKEL KGAA SPONS	DEC 2008		11	273		273	397	(124)
HUANENG POWER INTL SP	DEC 2008		7	180		180	182	(2)
INFINEON TECHNOLOGIES	DEC 2008		28	24		24	418	(394)
INTERNATIONAL PWR PLC	DEC 2008		9	301		301	659	(358)
JARDINE MATHESON HLDGS	DEC 2008		20	330		330	594	(264)
LDK SOLAR CO LTD	DEC 2008		30	380		380	1,185	(805)
MAKITA CORP ADR	DEC 2008		9	195		195	158	37
MIZUHO FINL GROUP	DEC 2008		62	319		319	656	(337)
MTU AERO ENGINES HLDGS	DEC 2008		24	285		285	244	41

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Interest Rate	# of shares	Proceeds	Accrued Interest Received	Gross Sales Price	Book Value	Gain/(loss)
NIDEC CORP	DEC 2008		175	1,799		1,799	3,154	(1,355)
NOBEL-BIOCARE HLDGS	DEC 2008		16	125		125	135	(10)
NOVARTIS AG	DEC 2008		5	233		233	289	(56)
PUBLICIS GROUPE ADR	DEC 2008		13	315		315	511	(196)
PUNCH TAVERNS PLC	DEC 2008		62	135		135	351	(216)
RICOH CO LTD	DEC 2008		5	262		262	261	1
ROCHE HLDG LTD	DEC 2008		5	356		356	415	(59)
ROYAL DUTCH SHELL	DEC 2008		5	260		260	323	(63)
RYANAIR HLDGS	DEC 2008		11	311		311	304	7
SABMILLER PLC	DEC 2008		20	324		324	447	(123)
SECOM LTD ADR	DEC 2008		5	491		491	487	4
SEVEN & I HOLDGS CO LTD	DEC 2008		3	201		201	188	13
SILICONWARE PRECISION INDS	DEC 2008		37	150		150	324	(174)
SMITH & NEPHEW PLC	DEC 2008		81	2,772		2,772	4,699	(1,927)
SOCIETE GENERALE SPON	DEC 2008		12	115		115	282	(167)
SUMITOMO MITSUI FINL GROUP	DEC 2008		54	200		200	461	(261)
SYMRISE AS UNSPON	DEC 2008		13	163		163	175	(12)
THK CO LTD UNSPON	DEC 2008		22	101		101	158	(57)
TAIWAN SEMICONDUCTOR	DEC 2008		24	171		171	215	(44)
TECHNIP	DEC 2008		39	965		965	2,515	(1,550)
TELSTRA LTD SPONS	DEC 2008		25	340		340	395	(55)
TOKIO MARINE HLDGS	DEC 2008		10	258		258	363	(105)
TOMRA SYSTEMS	DEC 2008		31	93		93	234	(141)
TRINA SOLAR LTD	DEC 2008		30	230		230	1,139	(909)
UNILEVER NV NY SHS	DEC 2008		14	324		324	428	(104)
UNITED OVERSEAS BANK LTD	DEC 2008		13	227		227	341	(114)
VODAFONE GROUP PLC	DEC 2008		13	248		248	345	(97)
BIOGEN IDEC INC	JAN 2009		6	279		279	266	13
CISCO SYS INC	JAN 2009		15	265		265	173	92
DELL INC	JAN 2009		822	8,195		8,195	18,561	(10,366)
GENENTECH INC	JAN 2009		220	17,948		17,948	5,440	12,508
HOME DEPOT	JAN 2009		12	298		298	467	(169)
JOHNSON & JOHNSON	JAN 2009		5	297		297	309	(12)
PFIZER INC	JAN 2009		10	180		180	252	(72)
ANADARKO PETROLEUM CORP	JAN 2009		60	2,532		2,532	2,370	162
GENZYME CORP	JAN 2009		5	339		339	303	36
ALLIANZ SE	JAN 2009		253	2,293		2,293	2,169	124
INFINEON TECHNOLOGIES	JAN 2009		122	113		113	1,823	(1,710)
INFINEON TECHNOLOGIES	JAN 2009		175	162		162	1,198	(1,036)
SECOM LTD ADR	JAN 2009		25	2,007		2,007	2,439	(432)
SECOM LTD ADR	JAN 2009		1	80		80	94	(14)
CITIGROUP INC	JAN 2009		512	2,775		2,775	8,619	(5,844)
WYETH	JAN 2009		74	3,238		3,238	3,564	(326)
DELL INC	FEB 2009		68	631		631	1,535	(904)
DELL INC	FEB 2009		170	1,578		1,578	3,221	(1,643)
TEXAS INSTRUMENTS INC	FEB 2009		129	1,961		1,961	1,740	221
TIME WARNER	FEB 2009		670	5,152		5,152	13,504	(8,352)
TIME WARNER	FEB 2009		710	5,460		5,460	10,661	(5,201)
ANADARKO PETROLEUM CORP	FEB 2009		70	2,857		2,857	2,764	93
GENZYME CORP	FEB 2009		70	4,870		4,870	4,243	627
GENZYME CORP	FEB 2009		10	726		726	606	120
ST. JUDE	FEB 2009		77	2,845		2,845	3,238	(393)
AMAZON COM INC	MAR 2009		57	3,512		3,512	2,198	1,314
GENENTECH INC	MAR 2009		290	27,229		27,229	7,170	20,059
AMDOCS LTD	MAR 2009		42	730		730	1,007	(277)
ACERINOX SA	MAR 2009		42	249		249	259	(10)
BRITISH SKY BROADCASTING	MAR 2009		30	735		735	1,292	(557)
FRANCE TELECOM SA SPON	MAR 2009		34	749		749	889	(140)
FRESENIUS MEDICAL CARE	MAR 2009		74	2,869		2,869	3,841	(972)
FRESENIUS MEDICAL CARE	MAR 2009		6	225		225	340	(115)
HENKEL KGAA SPONS	MAR 2009		23	507		507	877	(370)
INTERNATIONAL PWR PLC	MAR 2009		26	735		735	1,905	(1,170)
SOCIETE GENERALE SPON	MAR 2009		24	138		138	564	(426)
UNITED OVERSEAS BANK LTD	MAR 2009		79	924		924	2,074	(1,150)
UNITED OVERSEAS BANK LTD	MAR 2009		55	598		598	1,538	(940)
BEST BUY INC	MAR 2009		98	3,292		3,292	3,723	(431)
CHEVRON CORP	MAR 2009		27	1,853		1,853	2,498	(645)
KOHL'S CORP	MAR 2009		217	8,059		8,059	8,400	(341)
COSAN LTD CL A-BRL	APR 2009		153	605		605	2,042	(1,437)

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STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Interest Rate	# of shares	Proceeds	Accrued Interest Received	Gross Sales Price	Book Value	Gain/(loss)
COSAN LTD CL A-BRL	APR 2009		55	242		242	681	(439)
ACERINOX SA	APR 2009		45	292		292	283	9
BARCLAYS	APR 2009		42	417		417	2,398	(1,981)
BRITISH SKY BROADCASTING	APR 2009		37	934		934	1,593	(659)
CADBURY PLC ADR	APR 2009		25	766		766	1,472	(706)
EXPERIAN GROUP LTD	APR 2009		23	161		161	132	29
GRUPO TELEvisa SA	APR 2009		47	738		738	1,158	(420)
HENKEL KGAA SPONS	APR 2009		85	1,990		1,990	3,237	(1,247)
MIZUHO FINL GROUP	APR 2009		248	970		970	2,640	(1,670)
TAIWAN SEMICONDUCTOR	APR 2009		49	490		490	439	51
AT&T INC	APR 2009		17	430		430	613	(183)
ALLSTATE CORP	APR 2009		1	21		21	44	(23)
BAKER HUGHES INC	APR 2009		5	148		148	411	(263)
BANK OF AMERICA CORP	APR 2009		4	28		28	88	(60)
BEST BUY INC	APR 2009		214	8,434		8,434	6,766	1,668
CAMPBELL SOUP	APR 2009		2	52		52	70	(18)
CONOCOPHILLIPS	APR 2009		3	118		118	197	(79)
FOREST LABORATORIES INC	APR 2009		3	64		64	106	(42)
FREEPORT MCMORAN COPPER & GOLD	APR 2009		5	203		203	538	(335)
GENERAL DYNAMICS CORP	APR 2009		1	44		44	53	(9)
GENERAL ELECTRIC CO	APR 2009		9	95		95	242	(147)
INTEL CORP	APR 2009		73	1,113		1,113	1,514	(401)
JOHNSON & JOHNSON	APR 2009		1	51		51	66	(15)
JUNIPER NETWORKS INC	APR 2009		321	5,640		5,640	7,032	(1,392)
MARATHON OIL CORP	APR 2009		12	340		340	560	(220)
METLIFE INC	APR 2009		13	319		319	669	(350)
MORGAN STANLEY	APR 2009		42	987		987	1,407	(420)
NATIONAL OILWELL VARCO INC	APR 2009		3	93		93	251	(158)
NUCOR CORP	APR 2009		7	285		285	455	(170)
ORACLE CORP	APR 2009		3	55		55	63	(8)
PNC FINANCIAL SERVICES GROUP	APR 2009		8	250		250	454	(204)
PPG INDUSTRIES INC	APR 2009		1	42		42	55	(13)
PFIZER INC	APR 2009		14	188		188	250	(62)
TIME WARNER CABLE	APR 2009		2	53		53	119	(66)
VF CORP	APR 2009		1	63		63	71	(8)
VALERO ENERGY CORP	APR 2009		3	60		60	98	(38)
VERIZON COMMUNICATIONS	APR 2009		19	600		600	667	(67)
HOME DEPOT	MAY 2009		500	11,328		11,328	19,445	(8,117)
AMDOCS LTD	MAY 2009		4	81		81	96	(15)
SIGNET JEWELERS LTD	MAY 2009		6	96		96	272	(176)
UBS AG	MAY 2009		6	81		81	178	(97)
ANGLO AMERICAN PLC	MAY 2009		5	57		57	39	18
AXA S A	MAY 2009		6	98		98	249	(151)
BG GROUP PLC SPON	MAY 2009		1	83		83	64	19
BNP PARIBAS	MAY 2009		4	117		117	217	(100)
BARCLAYS	MAY 2009		5	76		76	285	(209)
BARRICK GOLD CORP	MAY 2009		2	71		71	56	15
CADBURY PLC ADR	MAY 2009		15	467		467	890	(423)
CHEUNG KONG HOLDINGS	MAY 2009		36	387		387	426	(39)
CREDIT SUISSE GROUP	MAY 2009		4	155		155	185	(30)
DEUTSCHE BOERSE AG	MAY 2009		10	75		75	75	0
DEUTSCHE TELEKOM AG	MAY 2009		143	1,645		1,645	1,883	(238)
EXPERIAN GROUP LTD	MAY 2009		15	104		104	86	18
FANUC LTD JAPAN	MAY 2009		19	751		751	643	108
FOSTERS GROUPS LTD	MAY 2009		23	89		89	101	(12)
FRANCE TELECOM SA SPON	MAY 2009		4	93		93	105	(12)
GIVAUDAN SA-CHF	MAY 2009		174	1,095		1,095	1,190	(95)
GOLD FIELDS LTD	MAY 2009		7	89		89	100	(11)
GRUPO TELEvisa SA	MAY 2009		3	49		49	74	(25)
GUOCO GROUP LTD	MAY 2009		8	112		112	93	19
HSBC HLDG PLC	MAY 2009		39	1,640		1,640	2,968	(1,328)
HUANENG POWER INTL SP	MAY 2009		3	76		76	78	(2)
INTERNATIONAL PWR PLC	MAY 2009		3	120		120	220	(100)
JARDINE MATHESON HLDGS	MAY 2009		2	43		43	59	(16)
LG DISPLAY CO LTD	MAY 2009		3	37		37	36	1
LONZA GROUP AG	MAY 2009		8	76		76	73	3
MAKITA CORP ADR	MAY 2009		3	71		71	53	18
MTU AERO ENGINES HLDGS	MAY 2009		5	81		81	52	29
NESTLE S A	MAY 2009		5	183		183	153	30

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STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Interest Rate	# of shares	Proceeds	Accrued Interest Received	Gross Sales Price	Book Value	Gain/(loss)
NETEASE COM INC	MAY 2009		2	61		61	55	6
NIDEC CORP	MAY 2009		6	79		79	107	(28)
NOBEL-BIOCARE HLDGS	MAY 2009		18	200		200	152	48
NOKIA CORP	MAY 2009		5	68		68	75	(7)
NOVARTIS AG	MAY 2009		17	656		656	985	(329)
PUBLICIS GROUPE ADR	MAY 2009		4	124		124	157	(33)
RICOH CO LTD	MAY 2009		1	66		66	52	14
ROCHE HLDG LTD	MAY 2009		3	99		99	124	(25)
ROYAL DUTCH SHELL	MAY 2009		4	200		200	258	(58)
RYANAIR HLDGS	MAY 2009		4	112		112	111	1
SKF AB SPONSORED ADR	MAY 2009		1	11		11	12	(1)
SABMILLER PLC	MAY 2009		7	130		130	157	(27)
SECHE ENVIRONMENT	MAY 2009		5	65		65	56	9
SEVEN & I HOLDGS CO LTD	MAY 2009		17	765		765	1,058	(293)
SIEMENS A G	MAY 2009		4	268		268	412	(144)
SILICONWARE PRECISION INDS	MAY 2009		13	89		89	114	(25)
SOCIETE GENERALE SPON	MAY 2009		14	132		132	329	(197)
SOCIETE GENERALE SPON	MAY 2009		117	1,205		1,205	2,014	(809)
SUMITOMO MITSUI FINL GROUP	MAY 2009		66	258		258	564	(306)
SYMRISE AS UNSPON	MAY 2009		5	61		61	68	(7)
THK CO LTD UNSPON	MAY 2009		7	52		52	50	2
TAIWAN SEMICONDUCTOR	MAY 2009		21	221		221	208	13
TAIWAN SEMICONDUCTOR	MAY 2009		203	2,273		2,273	1,818	455
TELSTRA LTD SPONS	MAY 2009		9	106		106	142	(36)
TEVA PHARMACEUTICAL IND	MAY 2009		4	181		181	179	2
TOKIO MARINE HLDGS	MAY 2009		11	332		332	400	(68)
TOMRA SYSTEMS	MAY 2009		11	42		42	83	(41)
TOTAL S.A. SPONS	MAY 2009		4	224		224	205	19
UNILEVER NV NY SHS	MAY 2009		5	119		119	153	(34)
VODAFONE GROUP PLC	MAY 2009		7	133		133	187	(54)
WHELOCK & CO	MAY 2009		3	73		73	58	15
WOODSIDE PETE LTD	MAY 2009		2	67		67	58	9
YUE YUEN INDL HLDGS	MAY 2009		5	51		51	63	(12)
ZHEJIANG EXPWY	MAY 2009		77	1,811		1,811	1,361	450
AT&T INC	MAY 2009		8	202		202	288	(86)
ALLSTATE CORP	MAY 2009		5	123		123	222	(99)
AMERICAN ELECTRIC POWER CO	MAY 2009		7	182		182	283	(101)
APACHE CORP	MAY 2009		1	78		78	125	(47)
BAKER HUGHES INC	MAY 2009		3	110		110	247	(137)
BANK OF AMERICA CORP	MAY 2009		21	236		236	459	(223)
BANK NEW YORK MELLON CORP	MAY 2009		141	3,921		3,921	5,946	(2,025)
BANK NEW YORK MELLON CORP	MAY 2009		157	4,361		4,361	5,684	(1,323)
BOEING CO	MAY 2009		3	128		128	232	(104)
CAMPBELL SOUP	MAY 2009		5	135		135	174	(39)
CATERPILLAR INC	MAY 2009		3	108		108	209	(101)
CHEVRON CORP	MAY 2009		4	272		272	370	(98)
COLGATE PALMOLIVE CO	MAY 2009		2	127		127	121	6
CONOCOPHILLIPS	MAY 2009		4	179		179	263	(84)
ENTERGY CORPORATION	MAY 2009		1	74		74	97	(23)
EXXON MOBIL CORP	MAY 2009		1	70		70	81	(11)
FOREST LABORATORIES INC	MAY 2009		6	139		139	212	(73)
GENERAL ELECTRIC CO	MAY 2009		10	128		128	268	(140)
INTEL CORP	MAY 2009		11	167		167	228	(61)
INTERNATIONAL PAPER CO	MAY 2009		4	49		49	88	(39)
JPMORGAN CHASE & CO	MAY 2009		57	2,005		2,005	2,767	(762)
JOHNSON & JOHNSON	MAY 2009		4	221		221	265	(44)
KIMBERLY CLARK CORP	MAY 2009		2	103		103	136	(33)
ELI LILLY & CO	MAY 2009		5	176		176	238	(62)
MARATHON OIL CORP	MAY 2009		3	87		87	140	(53)
MCKESSON CORP	MAY 2009		3	120		120	119	1
METLIFE INC	MAY 2009		21	631		631	1,081	(450)
MORGAN STANLEY	MAY 2009		3	76		76	101	(25)
MOTOROLA INC	MAY 2009		17	96		96	120	(24)
NATIONAL OILWELL VARCO INC	MAY 2009		5	168		168	418	(250)
NIKE INC	MAY 2009		3	148		148	127	21
ORACLE CORP	MAY 2009		12	217		217	253	(36)
PPG INDUSTRIES INC	MAY 2009		2	84		84	111	(27)
PARKER-HANNIFIN CORP	MAY 2009		4	172		172	277	(105)
PFIZER INC	MAY 2009		14	215		215	250	(35)

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STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Interest Rate	# of shares	Proceeds	Accrued Interest Received	Gross Sales Price	Book Value	Gain/(loss)	
SAFEWAY INC	MAY 2009		5	97		97	129	(32)	
ST JUDE MEDICAL	MAY 2009		4	151		151	168	(17)	
SOUTHERN CO	MAY 2009		5	143		143	157	(14)	
TIME WARNER	MAY 2009		7	169		169	318	(149)	
TIME WARNER CABLE	MAY 2009		48	1,533		1,533	2,861	(1,328)	
TIME WARNER CABLE	MAY 2009		15	481		481	432	49	
TRAVELERS COMPANIES	MAY 2009		4	156		156	161	(5)	
UNITEDHEALTH GROUP	MAY 2009		7	192		192	225	(33)	
VF CORP	MAY 2009		1	54		54	71	(17)	
VALERO ENERGY CORP	MAY 2009		4	83		83	131	(48)	
VERIZON COMMUNICATIONS	MAY 2009		3	90		90	105	(15)	
WELLS FARGO & CO NEW	MAY 2009		82	1,986		1,986	1,072	914	
WYETH	MAY 2009		4	179		179	193	(14)	
EXPERIAN GROUP LTD	JUNE 2009		75	586		586	430	156	
FANUC LTD JAPAN	JUNE 2009		20	775		775	677	98	
INTERNATIONAL PWR PLC	JUNE 2009		27	1,080		1,080	1,978	(898)	
LONMIN PUB LTD CO SPON ADR	JUNE 2009		39	35		35		35	
SECHE ENVIRONMENT	JUNE 2009		2	27		27	23	4	
SYMRISE AS UNSPON	JUNE 2009		26	383		383	339	44	
ORACLE CORP	JUNE 2009		62	1,260		1,260	1,305	(45)	
ST. JUDE MEDICAL	JUNE 2009		24	969		969	1,009	(40)	
PFIZER INC	JULY 2009		1,290	18,397		18,397	32,571	(14,174)	
ANADARKO PETROLEUM CORP	JULY 2009		10	419		419	395	24	
BIOGEN IDEC INC	JULY 2009		14	627		627	620	7	
LIBERTY GLOBAL INC CLASS A	JULY 2009		5	75		75	150	(75)	
SIGNET JEWELERS LTD	JULY 2009		79	1,722		1,722	2,660	(938)	
CADBURY PLC ADR	JULY 2009		37	1,327		1,327	2,089	(762)	
FOREST LABORATORIES INC	JULY 2009		100	2,347		2,347	3,527	(1,180)	
INTEL CORP	JULY 2009		18	290		290	373	(83)	
ORACLE CORP	JULY 2009		51	1,037		1,037	1,073	(36)	
PNC FINANCIAL SERVICES GROUP	JULY 2009		67	2,593		2,593	3,808	(1,215)	
PFIZER INC	JULY 2009		18	258		258	321	(63)	
ST JUDE MEDICAL INC	JULY 2009		1	1,207		1,207	1,304	(97)	
WELLS FARGO & CO NEW	JULY 2009		275	6,697		6,697	3,548	3,149	
DEUTSCHE BOERSE AG	AUG 2009		198	1,523		1,523	1,319	204	
FOSTERS GROUPS LTD	AUG 2009		153	688		688	638	50	
MAKITA CORP ADR	AUG 2009		39	1,006		1,006	713	293	
NESTLE S A	AUG 2009		25	1,006		1,006	766	240	
NETEASE.COM INC	AUG 2009		25	1,053		1,053	720	333	
SILICONWARE PRECISION INDS	AUG 2009		196	1,234		1,234	1,718	(484)	
SILICONWARE PRECISION INDS	AUG 2009		70	441		441	313	128	
SYMRISE AS UNSPON	AUG 2009		61	976		976	789	187	
TOTAL S.A. SPONS	AUG 2009		44	2,369		2,369	2,171	198	
EXPEDIA INC	SEPT 2009		220	5,072		5,072	5,410	(338)	
ANADARKO PETROLEUM CORP	SEPT 2009		50	3,264		3,264	1,975	1,289	
NESTLE S A	SEPT 2009		49	2,100		2,100	1,588	512	
NOBEL-BIOCARE HLDGS	SEPT 2009		117	1,690		1,690	979	711	
RYANAIR HLDGS	SEPT 2009		45	1,326		1,326	1,240	86	
RYANAIR HLDGS	SEPT 2009		27	796		796	493	303	
SKF AB SPONSORED ADR	SEPT 2009		58	839		839	684	155	
WOODSIDE PETE LTD	SEPT 2009		25	1,098		1,098	727	371	
CAMPBELL SOUP	SEPT 2009		70	2,255		2,255	2,441	(186)	
CATERPILLAR INC	SEPT 2009		8	363		363	558	(195)	
MOTOROLA INC	SEPT 2009		169	1,521		1,521	1,192	329	
NIKE INC	SEPT 2009		4	221		221	169	52	
PNC FINANCIAL SERVICES GROUP	SEPT 2009		11	498		498	462	36	
PNC FINANCIAL SERVICES GROUP	SEPT 2009		92	3,664		3,664	4,626	(962)	
PARKER-HANNIFIN CORP	SEPT 2009		54	2,599		2,599	3,745	(1,146)	
VF CORP	SEPT 2009		13	935		935	922	13	
VALERO ENERGY CORP	SEPT 2009		159	3,020		3,020	5,208	(2,188)	
VALERO ENERGY CORP	SEPT 2009		30	570		570	513	57	
US Treasury Note Ser Q	11/15/05	4.375%	11/15/08	241,000	246,230	5,014	241,216	244,088	(2,872)
Federal Natl Mtg Assn Debs	02/25/08	3.250%	02/25/11	404,000	410,198	5,507	404,691	402,178	2,513
Federal Home Loan mtg	10/16/08	4.125%	07/12/10	219,000	224,732	2,384	222,349	223,027	(679)
US Treasury Bonds	10/23/08	4.750%	02/15/37	265,000	297,787	2,394	295,392	261,367	34,026
US Treasury Notes Ser B	11/05/08	6.500%	02/15/10	50,000	53,938	733	53,205	52,010	1,195
Federal Home Loan Bank Cons	12/08/08	4.625%	02/18/11	100,000	106,003	1,452	104,551	103,005	1,546
FNMA PL#745336	12/10/08	5.000%	03/21/36	50,000	39,997	77	39,920	39,222	699
GNMA PL#672755x	01/29/09	5.000%	06/15/38	50,000	49,529	121	49,408	49,431	(23)

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STATEMENT 5

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME	Date Sold	Interest Rate		# of shares	Proceeds	Accrued Interest Received	Gross Sales Price	Book Value	Gain/(loss)
Federal Home Loan Mtg Corp	01/30/09	4.375%	07/17/15	50,000	53,720	91	53,629	49,480	4,149
US Treasury Note Ser AF	02/05/09	3.125%	11/30/09	241,000	247,462	1,407	246,055	245,820	235
US Treasury Bonds	02/05/09	5.250%	02/15/29	265,000	320,983	6,616	314,367	296,966	17,401
FHLMC PL#G04448	02/10/09	5.500%	07/01/38	100,000	97,383	159	97,223	95,611	1,612
Merrill Lynch & Co	02/15/09	6.000%	02/17/09	150,000	150,000	0	150,000	133,791	16,209
Federal Natl Mtg Assn Global	02/20/09	6.250%	05/15/29	35,000	44,686	595	44,091	39,336	4,754
Federal Natl Mtg Assn Global	03/06/09	4.375%	09/15/12	100,000	109,948	2,139	107,809	100,778	7,031
US Treasury Note Ser J	04/02/09	3.875%	05/15/10	290,000	304,827	4,315	300,513	297,352	3,160
Federal Natl Mtg Assn	04/16/09	6.000%	04/18/36	75,000	82,338	2,238	80,100	78,014	2,086
US Treasury Bonds Ser May 2038	04/21/09	4.500%	05/15/38	100,000	115,788	1,964	113,824	115,484	(1,660)
Wells Fargo & Co	04/22/09	5.125%	02/15/07	100,000	92,282	2,250	90,032	104,275	(14,243)
FHLMC PL#G01979	04/23/09	5.000%	12/01/35	100,000	76,566	278	76,288	71,475	4,814
Federal Farm Cr Bks	04/27/09	5.875%	08/16/21	50,000	55,188	588	54,600	54,700	(100)
United Parcel Service	05/01/09	3.875%	04/01/14	100,000	103,466	452	103,014	100,366	2,648
US TSY Inflation Index	05/07/09	2.000%	01/15/14	108,000	127,041	775	126,266	124,649	1,617
United Mexican States	05/07/09	6.625%	03/03/15	50,000	55,010	635	54,375	48,950	5,425
Federal Home Loan mtg	05/11/09	4.125%	07/12/10	4,000	4,206	55	4,151	4,074	78
Federal Natl Mtg Assn Debs	05/11/09	3.250%	02/10/10	5,000	5,137	42	5,096	5,074	22
Federal Natl Mtg Assn Debs	05/11/09	2.750%	04/11/11	7,000	7,219	17	7,202	7,177	25
US Treasury Note Ser J	05/11/09	3.875%	05/15/10	6,000	6,318	114	6,203	6,152	51
US Treasury Note Ser H	05/11/09	4.500%	03/31/12	4,000	4,386	21	4,366	4,383	(17)
Federal Natl Mtg Assn Global	05/11/09	4.375%	09/15/12	50,000	54,421	346	54,074	50,389	3,686
Federal Natl Mtg Assn Global	05/12/09	4.375%	09/15/12	50,000	54,492	352	54,140	50,389	3,751
Federal Natl Mtg Assn Debs	06/02/09	3.250%	02/10/10	515,000	530,124	5,254	524,870	522,658	2,212
US Treasury Notes Ser B	06/05/09	4.000%	02/15/15	100,000	105,921	1,249	104,672	100,563	4,109
Federal Natl Mtg Assn Med	06/11/09	2.500%	03/19/12	100,000	100,836	576	100,260	100,000	260
Federal Natl Mtg Assn Global	06/15/09	6.375%	06/15/09	150,000	150,000	0	150,000	154,635	(4,635)
Wyeth Notes	06/17/09	5.950%	04/01/37	100,000	104,326	1,339	102,987	98,710	4,278
IBM Corp	06/25/09	4.750%	11/27/02	100,000	107,370	409	106,961	98,357	8,604
Federal Farm Credit Bank cons	07/17/09	3.875%	10/07/13	100,000	105,399	1,109	104,290	103,210	1,080
JP Morgan Chase Commercial Sec	07/21/09	5.814%	06/12/43	175,000	158,724	650	158,074	177,208	(19,134)
Bear Stearns Co Inc	08/13/09	6.250%	12/01/27	25,000	27,290	604	26,685	24,572	2,114
Chase Manhattan Corp	08/13/09	7.875%	06/15/01	100,000	106,429	1,378	105,051	100,888	4,163
Bank of America Corp	08/13/09	6.250%	11/01/07	50,000	53,749	1,094	52,655	53,019	(364)
US Treasury Notes	08/20/09	1.875%	04/30/14	126,000	124,009	725	123,283	124,592	(1,309)
Bellsouth Telecommunication	09/15/09	4.200%	09/15/09	50,000	50,000	0	50,000	49,103	897
					5,743,672	57,517	5,686,155	5,683,329	2,826



**FORM 990-PF  
FOR FISCAL YEAR ENDED 9/30/2009**

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**STATEMENT 6****DESCRIPTION****PART VIII, LINE 1 - OFFICERS**

	(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
James O'Sullivan 7755 Irvine Ctr Dr., Irvine, CA 92618	Chairman/Trustee 1	0	0	0
Jay Amestoy 7755 Irvine Ctr Dr., Irvine, CA 92618	Pres/Trustee 1	0	0	0
Renee Barron 7755 Irvine Ctr Dr., Irvine, CA 92618	Secretary/Trustee 1	0	0	0
Robert Davis 7755 Irvine Ctr Dr., Irvine, CA 92618	Treasurer/Trustee 1	0	0	0

FORM 990-PF  
FOR FISCAL YEAR ENDED 9/30/2009

## STATEMENT 7

DESCRIPTION

## PART XV, SUPPLEMENTARY INFORMATION

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

Recipient  Name and Address	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
<i>a. Paid during the year</i>				
Reading is Fundamental 1825 Connecticut Ave NW Washington D.C. 20009	N/A	EXEMPT	Distribute books to children	55,000
Dillard University 2601 Gentilly Blvd. New Orleans, LA 70122	N/A	EXEMPT	Provide Scholarship	20,000
Hispanic Scholarship Fund One Sansome Street, Ste. 1000 San Francisco, CA 94104	N/A	EXEMPT	Provide Scholarship	52,692
Second Harvest Food Bank, OC 426-A W. Almond Ave. Orange, CA 92866	N/A	EXEMPT	Funding for purchase of food	30,500
Shoes That Fit 1420 N. Claremont Blvd., Ste 107-B Claremont, CA 91711	N/A	EXEMPT	Sponsor program to provide clothing and school supplies for children in need	10,000
Student Conservation 689 River Road Charlestown, NH	N/A	EXEMPT	Provide Scholarship	55,000
The New Detroit Science Center 5020 John R. Street Detroit, MI 48202	N/A	EXEMPT	To fund program for free field trips and transportation to the Science center for middle schools	10,000
Clemson University 155 Old Greenville Highway Clemson, SC 29631	N/A	EXEMPT	To fund graduate fellowship program	23,000
University of North Carolina P.O. Box 1510 Pembroke, NC 28372	N/A	EXEMPT	Provide Scholarship	13,750

FORM 990-PF  
FOR FISCAL YEAR ENDED 9/30/2009

## STATEMENT 7

DESCRIPTION

## PART XV, SUPPLEMENTARY INFORMATION

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

Recipient  Name and Address	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
<i>a. Paid during the year</i>				
Youth for Understanding 3501 Neward Street, NW Washington, DC 20016	N/A	EXEMPT	Provide Scholarship	77,200
Project Access 4209 Westerly Place, Suite 113 Newport Beach, CA 92660	N/A	EXEMPT	To fund after-school program	15,500
CASA of Orange County 1615 E. 17th Street, Suite 100 Santa Ana, CA 92705	N/A	EXEMPT	To fund mentoring and social services to foster youths	5,000
Children's Community School 31 Wolcott Street Waterbury, CT 06721-1746	N/A	EXEMPT	Provide education for at-risk children with unique educational needs	19,000
Start the Adventure in Reading 1545 State Street New Orleans, LA 70118	N/A	EXEMPT	Funding to support the schools in the Greater New Orleans area.	10,000
Webwise Kids Inc. P.O. Box 27203 Santa Ana, CA 92799	N/A	EXEMPT	Funding to create computer programs to educate teens to make wise choices online	10,000
				<u>406,642</u>