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

2008

Department of the Treasury
Internal Revenue Service

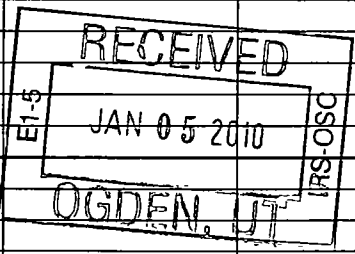
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year **2008**, or tax year beginning **OCT 1, 2008**, and ending **SEP 30, 2009**

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

Use the IRS label Otherwise, print or type. See Specific Instructions	Name of foundation THE PLATT FOUNDATION, INC. Number and street (or P O box number if mail is not delivered to street address) Room/suite 12826 DOVER ROAD City or town, state, and ZIP code REISTERSTOWN, MD 21136	A Employer identification number 52-1102776 B Telephone number 410-561-3500 C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H 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		
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,360,636. (Part I, column (d) must be on cash basis.)		
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received			N/A	
2 Check <input checked="" 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	16,282.	16,282.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-129,255.			STATEMENT 1
b Gross sales price for all assets on line 6a 1,253,541.				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications <small>Gross sales less returns and allowances</small>				
10a Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income				
12 Total. Add lines 1 through 11	-112,973.	16,282.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 3	2,595.	2,595.		0.
c Other professional fees STMT 4	10,180.	10,180.		0.
17 Interest				
18 Taxes STMT 5	8.	0.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	3,246.	3,246.		0.
24 Total operating and administrative expenses. Add lines 13 through 23	16,029.	16,021.		0.
25 Contributions, gifts, grants paid	155,500.			155,500.
26 Total expenses and disbursements. Add lines 24 and 25	171,529.	16,021.		155,500.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-284,502.			
b Net investment income (if negative, enter -0-)		261.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Form **990-PF** (2008)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash - non-interest-bearing		9,273.	6,378.	6,378.	
	2	Savings and temporary cash investments		169,434.	19,227.	19,227.	
	3	Accounts receivable ▶					
		Less: allowance for doubtful accounts ▶					
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		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					
	b	Investments - corporate stock STMT 7			1,027,441.	175,132.	182,207.
	c	Investments - corporate bonds STMT 8			150,962.	871,846.	1,152,824.
11	Investments - land, buildings, and equipment basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)			1,357,110.	1,072,583.	1,360,636.	
Liabilities	17	Accounts payable and accrued expenses					
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)			0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <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 ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
	27	Capital stock, trust principal, or current funds			0.	0.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			1,357,110.	1,072,583.		
30	Total net assets or fund balances			1,357,110.	1,072,583.		
31	Total liabilities and net assets/fund balances			1,357,110.	1,072,583.		

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	1,357,110.
2	Enter amount from Part I, line 27a	2	-284,502.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,072,608.
5	Decreases not included in line 2 (itemize) ▶ BOOK TO TAX DIFFERENCE ADJUSTMENT	5	25.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,072,583.

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 BROWN ADVISORY (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
b BROWN ADVISORY (SEE ATTACHED STATEMENT)	P	VARIOUS	VARIOUS
c FEDERAL HOME LN MTG CORP-PNC	P	VARIOUS	10/15/08
d CAPITAL GAINS DIVIDENDS			
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 302,102.		328,888.	-26,786.
b 893,962.		1,028,924.	-134,962.
c 25,000.		24,984.	16.
d 32,477.			32,477.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			-26,786.
b			-134,962.
c			16.
d			32,477.
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-129,255.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	85,750.	1,527,705.	.056130
2006	95,215.	1,692,501.	.056257
2005	68,650.	1,613,891.	.042537
2004	70,000.	1,578,973.	.044333
2003	65,045.	1,478,827.	.043984

2 Total of line 1, column (d)	2	.243241
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.048648
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,149,507.
5 Multiply line 4 by line 3	5	55,921.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3.
7 Add lines 5 and 6	7	55,924.
8 Enter qualifying distributions from Part XII, line 4	8	155,500.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <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	3.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	3.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	1,750.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	1,750.
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	1,747.
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax <input type="checkbox"/> 1,747. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>PLATT FOUNDATION</u> Telephone no. ▶ <u>410-561-3500</u> Located at ▶ <u>12826 DOVER ROAD, REISTERSTOWN, MD</u> ZIP+4 ▶ <u>21136</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ <u>15</u> <u>N/A</u>			

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)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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 ▶ _____, _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) <u>N/A</u>	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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) N/A

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	0.	0.

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

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

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

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

Table with 3 columns: (a) Name and address of each person paid more than \$50,000, (b) Type of service, (c) Compensation. Row 1 contains 'NONE'.

Total number of others receiving over \$50,000 for professional services 0

Part IX-A Summary of Direct Charitable Activities

Table with 2 columns: Description of activity, Expenses. Row 1 contains 'N/A'.

Part IX-B Summary of Program-Related Investments

Table with 2 columns: Description of investment, Amount. Row 1 contains 'N/A'. Total for lines 1-3 is 0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	1,090,312.
b	Average of monthly cash balances	1b	75,854.
c	Fair market value of all other assets	1c	846.
d	Total (add lines 1a, b, and c)	1d	1,167,012.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,167,012.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	17,505.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,149,507.
6	Minimum investment return. Enter 5% of line 5	6	57,475.

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

1	Minimum investment return from Part X, line 6	1	57,475.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	3.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	57,472.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	57,472.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	57,472.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	155,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:			
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	155,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	3.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	155,497.

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 instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				57,472.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006	14,510.			
e From 2007	9,785.			
f Total of lines 3a through e	24,295.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 155,500.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				57,472.
e Remaining amount distributed out of corpus	98,028.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	122,323.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a	122,323.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006	14,510.			
d Excess from 2007	9,785.			
e Excess from 2008	98,028.			

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

N/A

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

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

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

Table with 5 columns: (a) 2008, (b) 2007, (c) 2006, (d) 2005, (e) Total. Rows include 2b (85% of line 2a), 2c (Qualifying distributions from Part XII, line 4), 2d (Amounts included in line 2c not used directly for active conduct of exempt activities), 2e (Qualifying distributions made directly for active conduct of exempt activities), and 3 (Complete 3a, b, or c for the alternative test relied upon: a 'Assets' alternative test, b 'Endowment' alternative test, c 'Support' alternative test).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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
<p><i>a Paid during the year</i></p> <p>SEE ATTACHED LIST</p>	<p>NONE</p>	<p>EXEMPT</p>	<p>UNRESTRICTED</p>	<p>155,500.</p>
<p>Total</p>				<p>▶ 3a 155,500.</p>
<p><i>b Approved for future payment</i></p> <p>NONE</p>				
<p>Total</p>				<p>▶ 3b 0.</p>

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash, (2) Other assets, b Other transactions: (1) Sales of assets to a noncharitable exempt organization, (2) Purchases of assets from a noncharitable exempt organization, (3) Rental of facilities, equipment, or other assets, (4) Reimbursement arrangements, (5) Loans or loan guarantees, (6) Performance of services or membership or fundraising solicitations, c Sharing of facilities, equipment, mailing lists, other assets, or paid employees, d If the answer to any of the above is "Yes," complete the following schedule.

Table with 3 columns: Question/Item, Yes, No. Rows include 1a(1) Cash, 1a(2) Other assets, 1b(1) Sales of assets, 1b(2) Purchases of assets, 1b(3) Rental of facilities, 1b(4) Reimbursement arrangements, 1b(5) Loans or loan guarantees, 1b(6) Performance of services, and 1c Sharing of facilities.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A'.

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... b If "Yes," complete the following schedule.

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. Row 1 contains 'N/A'.

Declaration section: Under penalties of perjury, I declare that I have examined this return... Signature of officer or trustee, Date 12/23/09, Title PRESIDENT, Preparer's signature, Date 11/19/09, Firm's name NARDONE, PRIDGEON & COMPANY, P.A., address 201 W. PADONIA ROAD, STE 400, TIMONIUM, MD 21093, Phone no. 410-453-0060.

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BROWN ADVISORY (SEE ATTACHED STATEMENT)	302,102.	328,888.	0.	PURCHASED	VARIOUS	VARIOUS
						-26,786.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
BROWN ADVISORY (SEE ATTACHED STATEMENT)	893,962.	1,028,924.	0.	PURCHASED	VARIOUS	VARIOUS
						-134,962.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
FEDERAL HOME LN MTG CORP-PNC	25,000.	24,984.	0.	PURCHASED	VARIOUS	10/15/08
						16.

CAPITAL GAINS DIVIDENDS FROM PART IV						32,477.
TOTAL TO FORM 990-PF, PART I, LINE 6A						-129,255.

"SEE ACCOUNTANT'S' COMPILATION REPORT"

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INVESTMENTS	48,759.	32,477.	16,282.
TOTAL TO FM 990-PF, PART I, LN 4	48,759.	32,477.	16,282.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,595.	2,595.		0.
TO FORM 990-PF, PG 1, LN 16B	2,595.	2,595.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT FEES	10,180.	10,180.		0.
TO FORM 990-PF, PG 1, LN 16C	10,180.	10,180.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX W/H	8.	0.		0.
TO FORM 990-PF, PG 1, LN 18	8.	0.		0.

"SEE ACCOUNTANTS' COMPILATION REPORT"

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OFFICE EXPENSE	2,400.	2,400.		0.
BOND AMORTIZATION	846.	846.		0.
TOTAL TO FORM 990-PF, PG 1, LN 23	3,246.	3,246.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCKS	175,132.	182,207.
TOTAL TO FORM 990-PF, PART II, LINE 10B	175,132.	182,207.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME FUND	871,846.	1,152,824.
TOTAL TO FORM 990-PF, PART II, LINE 10C	871,846.	1,152,824.

"SEE ACCOUNTANTS' COMPILATION REPORT"

<u>DATE OF GIFT</u>	<u>CHECK #</u>	<u>NAME OF CHARITY</u>	<u>ADDRESS</u>	<u>AMOUNT</u>
12-19-2008	0940	AMERICAN CANCER SOCIETY - MID-ATLANTIC DIVISION 410-931-6850	8219 TOWN CENTER DRIVE P.O. BOX 43025 BALTIMORE, MD 21236-0025	250.00
12-19-2008	0941	AMERICAN HELICOPTER MUSEUM & EDUCATION CENTER 610-436-9600	1220 AMERICAN BOULEVARD BRANDYWINE AIRPORT WEST CHESTER, PA 19380	100.00
12-19-2008	0942	AMERICAN PARKINSON DISEASE ASSOCIATION 800-223-2732 - 718-981-8001	PARKINSON PLAZA 135 PARKINSON AVENUE STATEN ISLAND, NY 10305-1425	250.00
12-19-2008	0943	ALS - AMYOTROPHIC LATERAL SCLEROSIS ASSOCIATION 818-880-9007	27001 AGOURA ROAD, SUITE 250 CALABASAS HILLS, CA 91301-5104	2,000.00
12-19-2008	0944	B&O RAILROAD MUSEUM 410-752-2490	ATTN: MR. COURTNEY B. WILSON EXECUTIVE DIRECTOR 901 WEST PRATT STREET BALTIMORE, MD 21223	250.00
12-19-2008	0945	BALTIMORE MUSEUM OF INDUSTRY 410-727-4808	ATTN: ROLAND H. WOODWARD, EXECUTIVE DIRECTOR 1415 KEY HIGHWAY INNER HARBOR SOUTH BALTIMORE, MD 21230	1,000.00
09-17-2009	0988	BALTIMORE SQUASH WISE 443-682-7126	ATTN: MS. ABBY MARKOE, EXECUTIVE DIRECTOR 3600 CLIPPER MILL ROAD, SUITE # 107 BALTIMORE, MD 21211	15,000.00
12-19-2008	0958	BERKSHIRE SCHOOL SCHOOL ANNUAL FUND - MAPLES SYRUP FUND DAVID SHUNWAY BARRETT 59 MEMORIAL PRIZE FOR PERSEVERANCE FRANK BEATTIE ENDOWMENT AND JOHN F. GOODMAN FUND (1985) 413-229-1237	ATTN: MS. PENNY HUDNUT 245 NORTH UNDER MOUNTAIN ROAD SHEFFIELD, MA 01257	5,000.00
12-19-2008	0935	BOOTS FOR BALTIMORE 410-435-7333	ATTN: MS. SUZANNE H. WILLS 5603 NORTH CHARLES STREET BALTIMORE, MD 21210	500.00
12-19-2008	0946	CATHOLIC CHARITIES 305-289-0636 - FATHER GERALD R. MORRIS	C/O FATHER GERALD R. MORRIS SAN PABLO CATHOLIC CHURCH 550 122ND STREET, OCEAN MARATHON, FL 33050	2,500.00
12-19-2008	0936	CHESTNUT RIDGE VOLUNTEER FIRE COMPANY 410-252-9734	ATTN: MR. HARRY KAKEL, TREASURER 12020 GREENSPRING AVENUE OWINGS MILLS, MD 21117	500.00

EIN 62-1102776

STATEMENT OF CONTRIBUTIONS
FISCAL YEAR 10/01/2008 - 09/30/2009

<u>DATE OF GIFT</u>	<u>CHECK #</u>	<u>NAME OF CHARITY</u>	<u>ADDRESS</u>	<u>AMOUNT</u>
12-19-2008	0947	ELKS NATIONAL FOUNDATION 410-296-4690	TOWSON LODGE NO. 469 4 WEST PENNSYLVANIA AVENUE TOWSON, MD 21204	250.00
12-19-2008	0957	FLORIDA HIGHWAY PATROL CHAPTER OF THE FLORIDA POLICE BENEVOLENT ASSOCIATION, INC. 800-894-9555 - 850-222-3329	ATTN: MONROE COUNTY CAMPAIGN 300 EAST BREVARD STREET TALLAHASSEE, FL 32301-1218	100.00
11-24-2008	0930	FLORIDA KEYS LAND & SEA TRUST 305-743-3900	ATTN: MR KEITH DOUGLASS, GENERAL MANAGER P.O. BOX 5000536 5550 OVERSEAS HIGHWAY MARATHON, FL 33050-0536	5,000.00
12-08-2008 01-08-2009	0932 0959	GRACE JONES COMMUNITY CENTER 305-743-6064	ATTN: MS. IRIS COE, GRACE JONES DAY-CARE 230 41ST STREET MARATHON, FL 33050	500.00 500.00
07-01-2009	0968	IRVINE NATURE CENTER 410-484-2413	8400 GREENSPRING AVENUE STEVENSON, MD 21153	10,000.00
12-19-2008	0948	JOHNS HOPKINS ONCOLOGY CENTER 410-516-4203 - PAM - DEVELOPMENT OFFICE	ATTN: DEVELOPMENT OFFICE ONE CHARLES STREET 100 NORTH CHARLES STREET, SUITE # 234 BALTIMORE, MD 21201	1,000.00
12-19-2008	0949	LEUKEMIA & LYMPHOMA SOCIETY 410-527-0220	MARYLAND CHAPTER 11350 MCCORMICK ROAD EXECUTIVE PLAZA III, SUITE 100 HUNT VALLEY, MD 21031	250.00
11-12-2008	0929	MAGGIE FEISS FUND 410-332-4171 (BALTIMORE COMMUNITY FOUNDATION)	BALTIMORE COMMUNITY FOUNDATION 2 EAST READ STREET, 9TH FLOOR BALTIMORE, MD 21202	5,000.00
12-19-2008	0938	MPT FOUNDATION, INC. MARYLAND PUBLIC BROADCASTING FOUNDATION, INC. 410-356-5600	ATTN: MS. THERESA T. MICHEL DIRECTOR, FOUNDATION SUPPORT 11767 OWINGS MILLS BLVD OWINGS MILLS, MD 21117-1499	2,500.00
12-19-2008	0950	MARYLAND TROOPERS ASSOCIATION 410-653-3885	ATTN: MR. ROBERT J. DEVERS, EXECUTIVE DIRECTOR 1300 REISTERSTOWN ROAD PIKESVILLE, MD 21208	200.00
12-19-2008	0951	MEALS ON WHEELS OF CENTRAL MARYLAND, INC. 410-558-0932	515 SOUTH HAVEN STREET BALTIMORE, MD 21224	2,000.00
01-20-2009	0961	THE MIDDLE KEYS CONCERT ASSOCIATION, INC.	ATTN: MS LYNDA BERRIGAN, VICE PRESIDENT P.O. BOX 522636 MARATHON SHORES, FL 33052-2636	1,000.00
12-22-2008	0959	PAUL'S PLACE, INC. 410-625-0775	ATTN: MS. MELANIE M. HEACOCK, PRESIDENT 1118 WARD STREET BALTIMORE, MD 21230	2,000.00

THE PLATT FOUNDATION, INC.
EIN 52-102778
STATEMENT OF CONTRIBUTIONS
FISCAL YEAR 10/01/2008 - 09/30/2009

<u>DATE OF GIFT</u>	<u>CHECK #</u>	<u>NAME OF CHARITY</u>	<u>ADDRESS</u>	<u>AMOUNT</u>
12-19-2008	0952	SAINT MATTHEWS EPISCOPAL CHURCH 603-823-5667 - BARBARA SEROFINI - CHAIR PERSON	ATTN: REV. ROBERT POLLARD III, VICAR SUGAR HILL, NH 03586	250.00
12-19-2008	0939	SAINT THOMAS CHURCH 410-363-1044	GARRISON FOREST 232 ST. THOMAS LANE OWINGS MILLS, MD 21117	2,000.00
12-19-2008	0953	THE SALVATION ARMY - BALTIMORE CHAPTER 410-347-9944	ATTN: MS. DIANA ELLIS 814 LIGHT STREET BALTIMORE, MD 21230-3972	1,000.00
10-03-2008	0927	SAN PABLO CATHOLIC CHURCH 305-289-0636	ATTN: REV. GERALD R. MORRIS, PASTOR 550 122ND STREET, OCEAN MARATHON, FL 33050	10,000.00
12-19-2008	0954	SEWER SYSTEM \$10,000.00 - ANNUAL GIVING \$2,500.00		2,500.00
05-19-2009	0985	REPAIRS CHURCH KNEELER'S \$2,600.00		2,600.00
09-19-2009	0987	THE SHRINE OF THE SACRED HEART 410-466-6884	ATTN: REV. MSGR. RICHARD E. CRAMBLITT, V.F. MOUNT WASHINGTON 1701 REGENT ROAD BALTIMORE, MD 21209	3,000.00
12-11-2008	0934	WALTERS ART MUSEUM	600 NORTH CHARLES STREET BALTIMORE, MD 21201	25,000.00
04-21-2009	0983	410-547-9000		50,000.00
04-24-2009	0984	WILLIAM E. & MARY P. MCGUIRK MEMORIAL FUND 410-332-4171	BALTIMORE COMMUNITY FOUNDATION 2 EAST READ STREET BALTIMORE, MD 21202	1,000.00
12-19-2008	0955	WORLD WILDLIFE FUND 202-293-4800	ATTN: MS. KATHRYN S. FULLER, PRESIDENT 1250 TWENTY-FOURTH STREET, N.W. WASHINGTON, D.C. 20037-1132	500.00
TOTAL CONTRIBUTIONS:				155,500.00



NARDONE, PRIDGEON & COMPANY, P.A.
CERTIFIED PUBLIC ACCOUNTANTS

201 W. PADONIA ROAD
SUITE 400
TIMONIUM, MARYLAND 21093

410-453-0060
FAX 410-453-0368
www.nardonepridgeon.com

Board of Directors
James B. Platt Foundation, Inc.
Reisterstown, Maryland

We have compiled the statement of assets and liabilities arising from cash transactions of the James B. Platt Foundation, Inc. as of September 30, 2009, and the related statement of revenue collected and expenses paid for the year then ended, included in the accompanying Return of Private Foundation Exempt From Income Tax (Form 990-PF), in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. The financial statements have been prepared on the basis of cash receipts and disbursements, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States of America.

Our compilation was limited to presenting in the form prescribed by the Internal Revenue Service information that is the representation of management. We have not audited or reviewed the financial statements and accompanying information as they appear on Form 990-PF and, accordingly, do not express an opinion or other form of assurance on them.

These financial statements and accompanying information are presented in accordance with the requirements of the Internal Revenue Service, which differ from accounting principles generally accepted in the United States of America. Accordingly, these financial statements are not designed for those who are not informed about these differences.

Nardone, Pridgeon & Company, P.A.

November 12, 2009

PLATT FOUNDATION, INC. IA 617647078
 Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
110. AFFILIATED MANAGERS GROUP INC	10/20/2008	10/28/2008	4,164.64	5,819.76	-1,655.12
43. AFFILIATED MANAGERS GROUP INC	10/20/2008	11/10/2008	1,715.08	2,275.00	-559.92
152. AFFILIATED MANAGERS GROUP INC	10/20/2008	11/10/2008	5,929.23	8,041.84	-2,112.61
185. AMETEK INC NEW	10/20/2008	03/27/2009	5,889.48	6,413.04	-523.56
125. AMETEK INC NEW	10/20/2008	04/20/2009	4,243.90	4,333.14	-89.24
35. APPLE COMPUTER INC.	10/20/2008	04/17/2009	4,295.95	3,663.39	632.56
27. APPLE COMPUTER INC.	10/20/2008	09/23/2009	5,081.06	2,606.58	2,474.48
112. BANK OF NEW YORK MELLON CORP.	10/20/2008	02/20/2009	2,556.61	3,377.79	-821.18
240. CITRIX SYSTEMS INC	10/20/2008	12/05/2008	5,652.88	5,109.79	543.09
108. CITRIX SYSTEMS INC	10/20/2008	07/22/2009	3,720.70	2,299.41	1,421.29
22. CITRIX SYSTEMS INC	10/20/2008	09/04/2009	780.09	468.40	311.69
36. CITRIX SYSTEMS INC	10/20/2008	09/04/2009	1,274.48	766.47	508.01
215. COACH INC.	10/20/2008	05/20/2009	5,340.33	4,018.35	1,321.98
158. COGNIZANT TECHNOLOGY SOLUTIONS CL A	10/21/2008	07/28/2009	4,778.16	3,120.34	1,657.82
96. COGNIZANT TECHNOLOGY SOLUTIONS CL A	10/21/2008	09/04/2009	3,329.24	1,895.91	1,433.33
38. COMCAST CORP CLASS A	10/20/2008	05/29/2009	505.92	601.16	-95.24
107. DAVITA INC	10/20/2008	11/20/2008	4,703.60	5,358.56	-654.96
23. DAVITA INC	10/20/2008	11/20/2008	1,015.15	1,151.84	-136.69
850. ELECTRONIC ARTS	11/13/2008	08/31/2009	15,420.30	23,882.73	-8,462.43
59. FMC TECHNOLOGIES INC	10/20/2008	04/27/2009	2,060.55	2,266.97	-206.42
130. FMC TECHNOLOGIES INC	10/20/2008	05/04/2009	4,774.39	4,995.02	-220.63
13. FMC TECHNOLOGIES INC	10/20/2008	09/25/2009	673.18	499.50	173.68
141. FMC TECHNOLOGIES INC	10/20/2008	09/25/2009	7,315.15	5,417.67	1,897.48
44. GENENTECH INC NEW	10/20/2008	10/21/2008	3,764.82	3,660.80	104.02
81. GENENTECH INC NEW	10/20/2008	10/21/2008	6,933.36	6,739.20	194.16
183. GENENTECH INC NEW	10/20/2008	03/11/2009	16,889.76	15,225.60	1,664.16
222. GENENTECH INC NEW	10/20/2008	03/17/2009	20,816.87	18,470.40	2,346.47
57. IDEXX LABORATORIES CORP	10/20/2008	07/16/2009	2,565.94	2,401.98	163.96
29. IDEXX LABORATORIES CORP	10/20/2008	07/16/2009	1,313.18	1,222.06	91.12
24. INTUITIVE SURGICAL INC COM NEW	10/20/2008	05/20/2009	3,644.41	4,572.96	-928.55
21. INTUITIVE SURGICAL INC COM NEW	10/20/2008	07/28/2009	4,625.86	4,001.34	624.52
785. MEMC ELECTRONIC MATERIALS, INC.	10/24/2008	10/30/2008	11,408.65	17,292.22	-5,883.57
30. MEDTRONIC INC.	10/20/2008	12/03/2008	894.22	1,232.60	-338.38
67. MEDTRONIC INC.	10/20/2008	02/09/2009	2,202.89	2,752.80	-549.91
98. MEDTRONIC INC.	10/20/2008	02/27/2009	2,942.51	4,026.49	-1,083.98
Totals					

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PLATT FOUNDATION, INC. IA 617647078
 Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
400. MEDTRONIC INC.	10/20/2008	04/29/2009	12,663.23	16,434.64	-3,771.41
115. MICROS SYSTEMS INC	10/20/2008	03/27/2009	2,271.81	2,413.28	-141.47
55. MILLIPORE CORP.	10/20/2008	12/03/2008	2,699.68	3,117.63	-417.95
110. MILLIPORE CORP.	10/20/2008	05/04/2009	6,543.18	6,235.26	307.92
44. MILLIPORE CORP.	10/20/2008	07/16/2009	2,965.04	2,494.10	470.94
15. MILLIPORE CORP.	10/20/2008	07/16/2009	1,010.79	850.26	160.53
380. NETAPP, INC	10/20/2008	02/12/2009	6,124.27	5,026.18	1,098.09
180. NETAPP, INC	10/20/2008	04/17/2009	3,154.36	2,380.82	773.54
48. PARAMETRIC TECHNOLOGY CORP (NEW)	10/20/2008	01/08/2009	528.22	669.87	-141.65
159. PARAMETRIC TECHNOLOGY CORP (NEW)	10/20/2008	01/08/2009	1,744.47	2,218.96	-474.49
98. PARAMETRIC TECHNOLOGY CORP (NEW)	10/20/2008	01/08/2009	1,095.40	1,367.66	-272.26
133. PARAMETRIC TECHNOLOGY CORP (NEW)	10/20/2008	01/08/2009	1,457.31	1,856.11	-398.80
10. PARAMETRIC TECHNOLOGY CORP (NEW)	10/20/2008	01/08/2009	109.82	139.56	-29.74
88. PARAMETRIC TECHNOLOGY CORP (NEW)	10/20/2008	01/08/2009	941.76	1,228.10	-286.34
417. PARAMETRIC TECHNOLOGY CORP (NEW)	11/10/2008	01/08/2009	4,465.00	5,676.31	-1,211.31
647. PARAMETRIC TECHNOLOGY CORP (NEW)	11/21/2008	01/08/2009	6,745.13	6,469.77	275.36
24. PEPICO INC.	10/20/2008	03/26/2009	1,251.98	1,343.52	-91.54
77. PEPICO INC.	10/20/2008	04/27/2009	3,769.84	4,310.46	-540.62
179. PEPICO INC.	10/20/2008	05/29/2009	9,174.16	10,020.42	-846.26
44. SALESFORCE.COM INC	05/22/2009	09/04/2009	2,316.77	1,607.52	709.25
5. SCHLUMBERGER LTD.	10/20/2008	12/18/2008	201.23	264.50	-63.27
40. STRYKER CORP.	10/20/2008	02/09/2009	1,670.01	2,116.40	-446.39
133. STRYKER CORP.	10/20/2008	02/27/2009	4,566.70	7,037.03	-2,470.33
140. STRYKER CORP.	10/20/2008	04/21/2009	5,147.99	7,407.40	-2,259.41
317. STRYKER CORP.	10/20/2008	04/27/2009	12,372.26	16,772.47	-4,400.21
183. TRIMBLE NAVIGATION LTD	10/20/2008	07/31/2009	4,460.36	3,616.30	844.06
93. TRIMBLE NAVIGATION LTD	10/20/2008	07/31/2009	2,238.84	1,837.79	401.05
31. ULTRA PETROLEUM CORP	10/20/2008	04/21/2009	1,164.18	1,606.85	-442.67
257. ULTRA PETROLEUM CORP	10/20/2008	04/21/2009	9,651.08	13,321.34	-3,670.26
177. ULTRA PETROLEUM CORP	10/20/2008	04/21/2009	6,725.89	9,174.62	-2,448.73
95. WALGREEN CO.	10/20/2008	02/26/2009	2,214.25	2,284.75	-70.50
245. WALGREEN CO.	10/20/2008	02/26/2009	5,706.04	5,892.25	-186.21
55. ACCENTURE LIMITED	10/20/2008	10/21/2008	1,728.20	1,714.90	13.30
Totals			302,102.00	328,888.00	-26,786.00

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"SEE ACCOUNTANTS' COMPILATION REPORT"

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
650. AFLAC INC	02/14/2007	10/20/2008	28,628.95	31,578.00	-2,949.05
500. AT&T INC.	07/20/2006	10/20/2008	13,124.92	13,775.00	-650.08
100. ABBOTT LABORATORIES	04/02/2004	10/20/2008	5,725.96	3,958.10	1,767.86
300. ALTRIA GROUP INC COM	07/08/2004	10/20/2008	5,972.96	3,461.81	2,511.15
250. AMGEN	04/20/2007	10/20/2008	12,894.42	16,867.48	-3,973.06
200. APACHE CORP	02/14/2007	10/20/2008	15,601.91	13,930.00	1,671.91
400. BP AMOCO PLC	12/22/1982	10/20/2008	19,679.88	21,843.01	-2,163.13
1200. BOSTON SCIENTIFIC	02/14/2007	10/20/2008	10,564.74	20,664.00	-10,099.26
200. CEPHALON INC	02/14/2007	10/20/2008	14,009.92	15,011.98	-1,002.06
390. CISCO SYSTEMS	04/20/2007	05/04/2009	7,689.35	10,553.40	-2,864.05
800. CITIGROUP INC	07/20/2006	10/20/2008	11,983.93	39,318.00	-27,334.07
185. COMCAST CORP CLASS A	04/02/2004	12/03/2008	2,938.28	4,440.29	-1,502.01
215. COMCAST CORP CLASS A	04/02/2004	05/29/2009	2,862.44	4,166.70	-1,304.26
200. CONOCOPHILLIPS	07/20/2006	10/20/2008	10,847.93	13,906.50	-3,058.57
700. DELL INC.	07/20/2006	10/20/2008	9,099.94	19,479.50	-10,379.56
1000. EMC CORP	07/20/2006	10/20/2008	9,729.94	10,330.00	-600.06
100. ERAYON CORP.	01/17/2006	10/20/2008	4,461.97	6,461.00	-1,999.03
300. EBAY INC.	02/14/2007	10/20/2008	4,505.97	10,059.00	-5,553.03
300. EXELON CORP	10/13/2005	10/20/2008	15,875.91	14,157.00	1,718.91
800. EXXON MOBIL CORP	04/11/2003	10/20/2008	58,090.71	36,122.61	21,968.10
650. FIDELITY NATIONAL FINANCIAL, INC. CLASS A	02/14/2007	10/20/2008	6,137.98	16,487.50	-10,349.52
50000. FLORIDA POWER & LIGHT CO. 5.875% DUE 04/01/09	08/17/2007	04/01/2009	50,000.00	50,000.00	
1050. GENERAL ELECTRIC CO.	07/20/2006	10/20/2008	20,768.88	35,464.50	-14,695.62
500. GENZYME CORP.	04/20/2007	10/20/2008	32,330.46	32,387.00	-56.54
200. B F GOODRICH CO	02/14/2007	10/20/2008	6,645.96	10,114.00	-3,468.04
273. HALLIBURTON CO.	07/20/2006	10/20/2008	5,378.06	9,402.78	-4,024.72
900. HOME DEPOT INC.	04/20/2007	10/20/2008	18,309.85	37,012.00	-18,702.15
400. JOHNSON & JOHNSON	04/02/2004	10/20/2008	25,381.85	20,412.00	4,969.85
200. KRAFT FOODS INC	07/08/2004	10/20/2008	5,843.96	3,442.21	2,401.75
400. ELI LILLY & CO.	02/26/1992	10/20/2008	13,426.92	15,276.00	-1,849.08
400. MAXIM INTEGRATED PROD INC	07/20/2006	10/20/2008	6,255.96	11,340.00	-5,084.04
160. MEDTRONIC INC.	02/14/2007	10/21/2008	6,619.82	8,715.20	-2,095.38
Totals					

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
95. MEDTRONIC INC.	02/14/2007	10/24/2008	3,576.39	5,174.65	-1,598.26
45. MEDTRONIC INC.	02/14/2007	12/03/2008	1,341.34	2,451.15	-1,109.81
775. MICROSOFT CORP.	10/13/2005	10/20/2008	18,460.39	21,713.50	-3,253.11
205. MICROSOFT CORP.	10/13/2005	10/21/2008	4,953.35	5,038.90	-85.55
200. MICROSOFT CORP.	10/13/2005	05/22/2009	3,913.92	4,916.00	-1,002.08
620. MICROSOFT CORP.	10/13/2005	09/25/2009	15,835.13	15,239.60	595.53
200. MICROCHIP TECHNOLOGY INC	02/14/2007	10/20/2008	4,609.97	7,247.98	-2,638.01
750. NESTLE SA ADR	03/27/2003	10/20/2008	29,407.33	14,925.00	14,482.33
400. NIKE INC CL B	10/13/2005	10/20/2008	23,200.86	16,582.00	6,618.86
1450. ORACLE SYSTEMS	01/17/2006	10/20/2008	25,664.85	20,403.47	5,261.38
200. PANERA BREAD COMPANY CL A	04/20/2007	10/20/2008	8,191.95	11,510.99	-3,319.04
300. PEABODY ENERGY CORP	02/14/2007	10/20/2008	10,763.93	11,937.36	-1,173.43
50. PEPSICO INC.	04/20/2007	03/26/2009	2,608.30	3,335.50	-727.20
38. PEPSICO INC.	03/27/2003	05/29/2009	1,947.59	1,508.50	439.09
212. PEPSICO INC.	02/18/1993	05/29/2009	10,845.64	4,272.90	6,572.74
1300. PFIZER INC.	07/20/2006	10/20/2008	22,450.87	39,218.00	-16,767.13
300. PHILIP MORRIS INTERNATIONAL INC.	07/08/2004	10/20/2008	13,223.02	7,953.05	5,269.97
700. PROCTER & GAMBLE CO.	03/05/1985	10/20/2008	44,001.75	8,517.18	35,484.57
600. QUALCOMM CORP.	10/13/2005	10/20/2008	23,574.16	25,224.99	-1,650.83
200. RHOM & HAAS CO	07/20/2006	10/20/2008	14,149.92	9,386.00	4,763.92
100. SCHLUMBERGER LTD.	02/14/2007	12/18/2008	4,024.52	6,452.33	-2,427.81
1000. SPRINT CORP.	07/20/2006	10/20/2008	3,469.98	20,393.05	-16,923.07
300. STARBUCKS CORP.	10/13/2005	10/20/2008	3,206.98	7,830.00	-4,623.02
300. TARGET CORPORATION	04/20/2007	10/20/2008	11,203.94	18,641.00	-7,437.06
300. TEXAS INSTRUMENTS INC.	07/20/2006	10/20/2008	5,327.97	8,481.00	-3,153.03
800. TIME WARNER INC.	02/14/2007	10/20/2008	8,367.95	17,280.00	-8,912.05
600. UNILEVER PLC	02/14/2007	10/20/2008	15,059.91	17,312.00	-2,252.09
700. UNITED TECHNOLOGIES CORP.	03/27/2003	10/20/2008	35,407.13	30,255.75	5,151.38
500. URBAN OUTFITTERS INC	02/14/2007	10/20/2008	11,426.18	13,030.00	-1,603.82
180. WALGREEN CO.	04/20/2007	11/13/2008	4,133.44	8,251.20	-4,117.76
325. WALGREEN CO.	02/14/2007	12/03/2008	7,743.83	14,683.80	-6,939.97
45. WALGREEN CO.	02/14/2007	02/26/2009	1,048.85	2,025.00	-976.15
200. WELLS FARGO & CO-NEW	03/27/2003	10/20/2008	6,289.96	4,543.00	1,746.96
250. WHOLE FOODS MARKET INC	04/20/2007	10/20/2008	3,584.97	11,475.00	-7,890.03
400. YAHOO! INC	02/14/2007	10/20/2008	4,983.97	12,288.00	-7,304.03
Totals					

