Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2008**

For calendar year 2008, or tax year beginning 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: JOHN D BUCKMAN CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: PO BOX 84

City or town, state, and ZIP code: MEMPHIS, TN 38101-0084

A Employer identification number: 62-6155483

B Telephone number: 901-681-2349

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation

[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 22,380,974.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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

| | Line | Description | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc , received | | | N/A | |
| | 2 | Check ▶ [X] if the foundation is not required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | 756,809. | 756,809. | | STATEMENT 2 |
| | 4 | Dividends and interest from securities | 210,187. | 210,187. | | STATEMENT 3 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | <811,884.> | | | STATEMENT 1 |
| | b | Gross sales price for all assets on line 6a 9,245,260. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 0. | | |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) | | | | |
| | 11 | Other income | 35,770. | 35,770. | | STATEMENT 4 |
| | 12 | **Total.** Add lines 1 through 11 | 190,882. | 1,002,766. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 115,111. | 57,555. | | 57,556. |
| | 14 | Other employee salaries and wages | | | | |
| | 15 | Pension plans, employee benefits | | | | |
| | 16a | Legal fees | | | | |
| | b | Accounting fees | | | | |
| | c | Other professional fees | | | | |
| | 17 | Interest | | | | |
| | 18 | Taxes | | | | |
| | 19 | Depreciation and depletion | | | | |
| | 20 | Occupancy | | | | |
| | 21 | Travel, conferences, and meetings | | | | |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses | | | | |
| | 24 | **Total operating and administrative expenses.** Add lines 13 through 23 | 115,111. | 57,555. | | 57,556. |
| | 25 | Contributions, gifts, grants paid | 909,682. | | | 909,682. |
| | 26 | **Total expenses and disbursements.** Add lines 24 and 25 | 1,024,793. | 57,555. | | 967,238. |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | Excess of revenue over expenses and disbursements | <833,911.> | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 945,211. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | N/A | |

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

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17001027 758935 6379 2008.05040 JOHN D BUCKMAN CHARITABLE T 6379___1

**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 | | | |
| | 2 Savings and temporary cash investments | 1,483. | 2,761. | 2,761. |
| | 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 STMT 5 | 9,760,118. | 9,986,564. | 9,829,535. |
| | b Investments - corporate stock STMT 6 | 1,713,329. | 804,143. | 754,814. |
| | c Investments - corporate bonds STMT 7 | 11,775,761. | 11,623,312. | 11,793,863. |
| | 11 Investments - land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 8 | 1. | 1. | 1. |
| | 14 Land, buildings, and equipment basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 15 Other assets (describe ▶ ) | | | |
| | 16 **Total assets** (to be completed by all filers) | 23,250,692. | 22,416,781. | 22,380,974. |
| **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** ▶ ☐ **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** ▶ [X] **and complete lines 27 through 31.** | | | |
| | 27 Capital stock, trust principal, or current funds | 5,558,665. | 5,558,665. | |
| | 28 Paid-in or capital surplus, or land, bldg , and equipment fund | 0. | 0. | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | 17,692,027. | 16,858,116. | |
| | 30 **Total net assets or fund balances** | 23,250,692. | 22,416,781. | |
| | 31 **Total liabilities and net assets/fund balances** | 23,250,692. | 22,416,781. | |

**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 | 23,250,692. |
| 2 Enter amount from Part I, line 27a | 2 | <833,911.> |
| 3 Other increases not included in line 2 (itemize) ▶ | 3 | 0. |
| 4 Add lines 1, 2, and 3 | 4 | 22,416,781. |
| 5 Decreases not included in line 2 (itemize) ▶ | 5 | 0. |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 22,416,781. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo , day, yr ) | (d) Date sold (mo , day, yr ) |
|---|---|---|---|---|
| 1a | SEE ATTACHED SCHEDULE | P | VARIOUS | VARIOUS |
| b | CAPITAL GAINS DIVIDENDS | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | 9,207,123. | | 10,057,144. | <850,021.> |
| b | 38,137. | | | 38,137. |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | (l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h)) |
|---|---|---|---|---|
| a | | | | <850,021.> |
| b | | | | 38,137. |
| c | | | | |
| d | | | | |
| e | | | | |

| | | |
|---|---|---|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } | 2 | <811,884.> |
| 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 | 1,158,030. | 22,692,340. | .051032 |
| 2006 | 1,078,418. | 23,812,505. | .045288 |
| 2005 | 1,080,160. | 23,102,484. | .046755 |
| 2004 | 1,096,898. | 22,879,816. | .047942 |
| 2003 | 1,266,858. | 22,770,683. | .055635 |

| | | |
|---|---|---|
| 2 Total of line 1, column (d) | 2 | .246652 |
| 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 | .049330 |
| 4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 | 4 | 21,546,148. |
| 5 Multiply line 4 by line 3 | 5 | 1,062,871. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 9,452. |
| 7 Add lines 5 and 6 | 7 | 1,072,323. |
| 8 Enter qualifying distributions from Part XII, line 4 | 8 | 967,238. |

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 ▶ ☐ and enter "N/A" on line 1<br>Date of ruling letter ______ (attach copy of ruling letter if necessary-see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | 1 | 18,904. |
| 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 | 18,904. |
| 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 | 18,904. |
| 6 | Credits/Payments | | |
| a | 2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a | | |
| 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 | 0. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached | 8 | 387. |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | 19,291. |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | |
| 11 | Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ — Refunded ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>*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* | 1b | | X |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>*If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>*If "Yes," attach the statement required by General Instruction T* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year?<br>*If "Yes," complete Part II, col. (c), and Part XV.* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NONE | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

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

Website address ▶ NONE

14 The books are in care of ▶ FIRST TENNESSEE BANK NATIONAL ASSOC Telephone no ▶ (901)681-2349

Located at ▶ P.O. BOX 84, MEMPHIS, TN ZIP+4 ▶ 38101-0084

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A 0.

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

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

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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ 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)? N/A | 5b |

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

*If "Yes," attach the statement required by Regulations section 53.4945-5(d).*

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 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.**

| (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 |
|---|---|---|---|---|
| FIRST TENNESSEE BANK NATIONAL ASSOC.<br>P.O. BOX 84<br>MEMPHIS, TN 38101-008484 | TRUSTEE<br>2.00 | 115,111. | 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

## 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."**

| (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 |
|---|---|
| 1 N/A | |
| 2 | |
| 3 | |
| 4 | |

## Part IX-B Summary of Program-Related Investments

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 N/A | |
| 2 | |
| All other program-related investments See instructions<br>3 | |
| **Total.** Add lines 1 through 3 ▶ | 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 | 21,874,262. |
| b | Average of monthly cash balances | 1b | |
| c | Fair market value of all other assets | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 21,874,262. |
| 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 | 21,874,262. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 328,114. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 21,546,148. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 1,077,307. |

## 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 | 1,077,307. |
| 2a | Tax on investment income for 2008 from Part VI, line 5 | 2a | 18,904. | | |
| b | Income tax for 2008 (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 18,904. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 1,058,403. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | 0. |
| 5 | Add lines 3 and 4 | | | 5 | 1,058,403. |
| 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 | 1,058,403. |

## 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 | 967,238. |
| 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 | 967,238. |
| 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 | 0. |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 967,238. |

**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 | | | | 1,058,403. |
| 2 Undistributed income, if any, as of the end of 2007 | | | | |
| a Enter amount for 2007 only | | | 378,023. | |
| 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 | | | | |
| e From 2007 | | | | |
| f Total of lines 3a through e | 0. | | | |
| 4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 967,238. | | | | |
| a Applied to 2007, but not more than line 2a | | | 378,023. | |
| 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 | | | | 589,215. |
| e Remaining amount distributed out of corpus | 0. | | | |
| 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 | 0. | | | |
| 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 | | | | 469,188. |
| 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 | 0. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2004 | | | | |
| b Excess from 2005 | | | | |
| c Excess from 2006 | | | | |
| d Excess from 2007 | | | | |
| e Excess from 2008 | | | | |

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

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

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

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

**Part XV** **Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 9

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<br>Name and address (home or business) | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|---|---|---|
| *a Paid during the year* | | | | |
| SEE STATEMENT 10 | | | | |
| **Total** ▶ 3a | | | | 909,682. |
| *b Approved for future payment* | | | | |
| NONE | | | | |
| **Total** ▶ 3b | | | | 0. |

823611 01-02-09

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 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 | 756,809. | |
| 4 Dividends and interest from securities | | | 14 | 210,187. | |
| 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 | | | 18 | 35,770. | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | <811,884.> | |
| 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. | | 190,882. | 0. |

13 Total. Add line 12, columns (b), (d), and (e) 13 190,882.

(See worksheet in line 13 instructions to verify calculations )

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

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

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

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

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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | | 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 (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| N/A | | |

**Sign Here**

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

First Tennessee Bank National Association
BY: [signature] 11/23/11 Vice President & Trust Officer
Signature of officer or trustee — Leigh Bayer, Vice President & Trust Officer — Date — Title

**Paid Preparer's Use Only**

| | | | |
|---|---|---|---|
| Preparer's signature | [signature] CPA | Date 11/10/11 | Check if self-employed ☐ | Preparer's identifying number |
| Firm's name (or yours if self-employed), address, and ZIP code | WATKINS UIBERALL, PLLC<br>1661 AARON BRENNER DR., STE 300<br>MEMPHIS, TENNESSEE 38120 | EIN | Phone no (901) 761-2720 |

Form **990-PF** (2008)

823622
01-02-09

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

| (A) DESCRIPTION OF PROPERTY | MANNER ACQUIRED | DATE ACQUIRED | DATE SOLD |
|---|---|---|---|
| SEE ATTACHED SCHEDULE | PURCHASED | VARIOUS | VARIOUS |

| (B) GROSS SALES PRICE | (C) COST OR OTHER BASIS | (D) EXPENSE OF SALE | (E) DEPREC. | (F) GAIN OR LOSS |
|---|---|---|---|---|
| 9,207,123. | 10,057,144. | 0. | 0. | <850,021.> |

| | |
|---|---|
| CAPITAL GAINS DIVIDENDS FROM PART IV | 38,137. |
| TOTAL TO FORM 990-PF, PART I, LINE 6A | <811,884.> |

| FORM 990-PF | INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS | STATEMENT 2 |
|---|---|---|

| SOURCE | AMOUNT |
|---|---|
| INTEREST | 756,809. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 756,809. |

| FORM 990-PF | DIVIDENDS AND INTEREST FROM SECURITIES | STATEMENT 3 |
|---|---|---|

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| DIVIDENDS | 247,728. | 38,137. | 209,591. |
| DIVIDENDS | 596. | 0. | 596. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 248,324. | 38,137. | 210,187. |

FORM 990-PF OTHER INCOME STATEMENT 4

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST- MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| CLASS ACTION SETTLEMENTS | 16,432. | 16,432. | |
| MARKET DISCOUNT INCOME | 19,338. | 19,338. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 35,770. | 35,770. | |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 5

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| US GOVT MUTUAL FUND | X | | 9,986,564. | 9,829,535. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 9,986,564. | 9,829,535. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 9,986,564. | 9,829,535. |

FORM 990-PF CORPORATE STOCK STATEMENT 6

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| CORPORATE STOCK | 804,143. | 754,814. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 804,143. | 754,814. |

FORM 990-PF CORPORATE BONDS STATEMENT 7

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| COPORATE & FOREIGN BONDS | 11,623,312. | 11,793,863. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 11,623,312. | 11,793,863. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 8

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| MISC | COST | 1. | 1. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 1. | 1. |

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MRS. LEIGH LAWYER, TRUST OFFICER, P.O. BOX 84, MEMPHIS, TN 38101-0084843

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

BRIEF STATEMENT OF THE PURPOSE OF THE ORGANIZATION AND INTENDED USE OF FUNDS

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

ONE-HALF OF THE INCOME FROM THIS TRUST IS INTENDED FOR NEEDY CAUSES WHICH DO NOT RECEIVE EXTENSIVE NATIONAL PUBLICITY AND WHICH ARE OF BENEFIT TO CHILDREN.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 10

| RECIPIENT NAME AND ADDRESS | RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT | RECIPIENT STATUS | AMOUNT |
|---|---|---|---|
| WOMEN'S FOUNDATION, 8 S 3RD ST # 110 MEMPHIS TN 38103-6600 | NONE BENEFIT CHILDREN | PUBLIC CHARITY | 15,000. |
| BOY SCOUTS- CHICKASAW COUNCIL 171 S HOLLYWOOD ST MEMPHIS TN 38112 | NONE BENEFIT CHILDREN | PUBLIC CHARITY | 40,000. |
| BRINKLEY HEIGHTS URBAN ACADEMY, 3275 ROSAMOND AVE. MEMPHIS, TN 901-327-0928 | NONE BENEFIT CHILDREN | PUBLIC CHARITY | 30,000. |
| DIXON GALLERY & GARDENS, 4339 PARK AVENUE MEMPHIS, TN 38117 | NONE BENEFIT CHILDREN | PUBLIC CHARITY | 32,500. |
| EIKON MINISTRIES, 3000 WALNUT GROVE ROAD MEMPHIS TN 38111 | NONE BENEFIT CHILDREN | PUBLIC CHARITY | 35,000. |
| EMMANUEL EPISCOPAL CENTER, 604 ST. PAUL AVENUE, MEMPHIS, TENNESSEE 38126 | NONE BENEFIT CHILDREN | PUBLIC CHARITY | 25,000. |
| SALVATION ARMY, 696 JACKSON AVENUE MEMPHIS TN 38105 | NONE BENEFIT CHILDREN | PUBLIC CHARITY | 20,000. |
| ST PATRICK LEARNING CENTER, 277 S FOURTH ST, MEMPHIS, TN | NONE BENEFIT CHILDREN | PUBLIC CHARITY | 40,000. |
| LEBONHEUR CHILDREN'S HOSPITAL, 50 N. DUNLAP STREET, MEMPHIS, TN 38103 | NONE BENEFIT CHILDREN | PUBLIC CHARITY | 227,591. |

| | | | |
|---|---|---|---|
| LIFE CHOICES, 5575 RALEIGH LAGRANGE MEMPHIS TN 38134 | NONE<br>BENEFIT CHILDREN | PUBLIC CHARITY | 35,000. |
| MEMPHIS CHILD ADVOCACY CENTER, 1085 POPLAR AVENUE MEMPHIS, TN 38105-4724 | NONE<br>BENEFIT CHILDREN | PUBLIC CHARITY | 30,000. |
| MEMPHIS FOOD BANK, 239 SOUTH DUDLEY STREET MEMPHIS, TN 38104-3244 | NONE<br>BENEFIT CHILDREN | PUBLIC CHARITY | 10,000. |
| MEMPHIS LEADERSHIP FOUNDATION, 1548 POPLAR AVENUE MEMPHIS, TN 38104-2432 | NONE<br>BENEFIT CHILDREN | PUBLIC CHARITY | 15,000. |
| MEMPHIS ZOO, 2000 PRENTISS PLACE MEMPHIS, TN 38112 | NONE<br>BENEFIT CHILDREN | PUBLIC CHARITY | 50,000. |
| HOLY ROSARY PARISH SCHOOL, 4851 PARK AVENUE. MEMPHIS, TENNESSEE 38117-5662 | NONE<br>BENEFIT CHILDREN | PUBLIC CHARITY | 20,000. |
| SERVICE OVER SELF 2505 POPLAR AVE MEMPHIS TN 38112-3715 | NONE<br>BENEFIT CHILDREN | PUBLIC CHARITY | 22,000. |
| ST. JUDE CHILDREN'S RESEARCH HOSPITAL, 262 DANNY THOMAS PLACE, MEMPHIS,TN | NONE<br>BENEFIT CHILDREN | PUBLIC CHARITY | 227,591. |
| LIFEBLOOD FOUNDATION, 1040 MADISON AVENUE MEMPHIS, TN 38104-2198 | NONE<br>BENEFIT CHILDREN | PUBLIC CHARITY | 35,000. |
| TOTAL TO FORM 990-PF, PART XV, LINE 3A | | | 909,682. |

| DATE | TRANSACTION DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX COST |
|---|---|---|---|---|
| 10/09/08 | PURCHASED 580 SHARES OF<br>CENTERPOINT ENERGY INC<br>TRADE DATE 10/6/08<br>PURCHASED THROUGH UNX INC.<br>PAID $34.80 BROKERAGE<br>PURCHASED ON THE NEW YORK STOCK EXCHANGE<br>580 SHARES AT $12.95810345 | 7,550.50- | | 7,550.50 |
| | TOTAL PURCHASES | 79,294.94- | 0.00 | 79,294.94 |
| | SALES | | | |
| 10/09/08 | SOLD 520 SHARES OF<br>HOME DEPOT INC<br>TRADE DATE 10/6/08<br>SOLD THROUGH UNX INC.<br>PAID $31.20 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>520 SHARES AT $22.482 | 11,659.37 | | 14,690.00- |
| 10/09/08 | SOLD 30 SHARES OF<br>CME GROUP INC.<br>TRADE DATE 10/6/08<br>SOLD THROUGH UNX INC.<br>PAID $1.80 BROKERAGE<br>SOLD ON THE OVER THE COUNTER<br>30 SHARES AT $358.32 | 10,747.73 | | 15,716.70- |
| 10/09/08 | SOLD 335 SHARES OF<br>CARDINAL HEALTH INC<br>TRADE DATE 10/6/08<br>SOLD THROUGH UNX INC.<br>PAID $20.10 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>335 SHARES AT $48.71080597 | 16,297.92 | | 20,279.09- |

| DATE | TRANSACTION_DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX_COST |
|---|---|---|---|---|
| 10/09/08 | SOLD 75 SHARES OF<br>WHIRLPOOL CORP<br>TRADE DATE 10/6/08<br>SOLD THROUGH UNX INC.<br>PAID $4.50 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>75 SHARES AT $68.90 | 5,162.97 | | 7,358.75- |
| 10/09/08 | SOLD 405 SHARES OF<br>BEMIS INC<br>TRADE DATE 10/6/08<br>SOLD THROUGH UNX INC.<br>PAID $24.30 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>405 SHARES AT $23.84740741 | 9,633.84 | | 10,804.31- |
| 10/09/08 | SOLD 830 SHARES OF<br>AES CORP<br>TRADE DATE 10/6/08<br>SOLD THROUGH UNX INC.<br>PAID $49.80 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>830 SHARES AT $9.062 | 7,471.61 | | 18,159.40- |
| 10/09/08 | SOLD 1,152 SHARES OF<br>NOVELLUS SYS INC<br>TRADE DATE 10/6/08<br>SOLD THROUGH UNX INC.<br>PAID $69.12 BROKERAGE<br>SOLD ON THE OVER THE COUNTER<br>1,152 SHARES AT $16.707273 | 19,177.55 | | 31,634.82- |
| | TOTAL SALES | 80,150.99 | 0.00 | 118,643.07- |

| DATE | TRANSACTION_DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX_COST |
|---|---|---|---|---|
| 10/23/08 | PURCHASED 999.429 UNITS OF<br>VANGUARD WINDSOR II FUND<br>TRADE DATE 10/22/08<br>999.429 UNITS AT $33.88 | 33,860.64- | | 33,860.64 |
| | TOTAL PURCHASES | 857,789.32- | 0.00 | 857,789.32 |
| | SALES | | | |
| 10/23/08 | SOLD 39,152.86 UNITS OF<br>VANGUARD INFLATION-PROTECTED-AD<br>TRADE DATE 10/22/08<br>39,152.86 UNITS AT $22.68 | 887,986.86 | | 990,391.46- |
| | PURCHASES | | | |
| 11/20/08 | PURCHASED 112 SHARES OF<br>MEDCO HEALTH SOLUTIONS INC<br>TRADE DATE 11/17/08<br>PURCHASED THROUGH UNX INC.<br>PAID $6.72 BROKERAGE<br>PURCHASED ON THE NEW YORK STOCK EXCHANGE<br>112 SHARES AT $39.835703 | 4,468.32- | | 4,468.32 |
| | SALES | | | |
| 11/20/08 | SOLD 345 SHARES OF<br>CIGNA CORP<br>TRADE DATE 11/17/08<br>SOLD THROUGH UNX INC.<br>PAID $20.70 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>345 SHARES AT $12.714846 | 4,365.90 | | 16,540.89- |
| 12/01/08 | MATURED 490,000 PAR VALUE OF<br>NATL RURAL UTILS MTN 5.750% 12/01/08<br>TRADE DATE 12/1/08<br>490,000 PAR VALUE AT 100 % | 490,000.00 | | 490,000.00- |

| DATE | TRANSACTION DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX COST |
|---|---|---|---|---|
| | TOTAL SALES | 494,365.90 | 0.00 | 506,540.89- |
| | PURCHASES | | | |
| 12/08/08 | PURCHASED 500,000 PAR VALUE OF<br>BP CAPITAL PLC 5.250% 11/07/13<br>TRADE DATE 12/3/08<br>PURCHASED THROUGH NORWEST INVESTMENT SERVICE INC<br>PURCHASED ON THE OVER THE COUNTER<br>PURCHASE INTEREST $2,260.42<br>500,000 PAR VALUE AT 102.648 % | 513,240.00- | | 513,240.00 |
| 01/09/09 | PURCHASED 102,669.405 UNITS OF<br>VANGUARD S/T INVEST GR-ADM<br>TRADE DATE 1/8/09<br>102,669.405 UNITS AT $9.74 | 1,000,000.00- | | 1,000,000.00 |
| | TOTAL PURCHASES | 1,513,240.00- | 0.00 | 1,513,240.00 |
| | SALES | | | |
| 01/09/09 | SOLD 22,866.525 UNITS OF<br>AMERICAN FDS GR FUND OF AMERICA #5<br>TRADE DATE 1/8/09<br>22,866.525 UNITS AT $21.03 | 480,883.02 | | 685,156.40- |
| 01/09/09 | SOLD 4,291.156 UNITS OF<br>FIDELITY VALUE FUND #39<br>TRADE DATE 1/8/09<br>4,291.156 UNITS AT $41.16 | 176,623.98 | | 342,540.32- |
| 01/09/09 | SOLD 22,923.889 UNITS OF<br>MUNDER M/C CORE GROWTH FD Y<br>TRADE DATE 1/8/09<br>22,923.889 UNITS AT $17.26 | 395,666.32 | | 487,033.44- |

| DATE | TRANSACTION_DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX_COST |
|---|---|---|---|---|
| 01/09/09 | SOLD 4,871.814 UNITS OF<br>T ROWE PRICE MID CAP GROWTH FD #64<br>TRADE DATE 1/8/09<br>4,871.814 UNITS AT $33.80 | 164,667.31 | | 196,066.44- |
| 01/12/09 | SOLD 410 SHARES OF<br>DOW CHEMICAL COMPANY<br>TRADE DATE 1/7/09<br>SOLD THROUGH UNX INC.<br>PAID $24.60 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>410 SHARES AT $15.892157 | 6,491.15 | | 15,574.02- |
| 01/12/09 | SOLD 295 SHARES OF<br>STRYKER CORP<br>TRADE DATE 1/7/09<br>SOLD THROUGH UNX INC.<br>PAID $17.70 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>295 SHARES AT $38.268002 | 11,271.30 | | 20,160.30- |
| 01/12/09 | SOLD 210 SHARES OF<br>JOHNSON CTLS INC<br>TRADE DATE 1/7/09<br>SOLD THROUGH UNX INC.<br>PAID $12.60 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>210 SHARES AT $18.661273 | 3,906.25 | | 7,112.13- |
| 01/12/09 | SOLD 595 SHARES OF<br>CITIGROUP INC<br>TRADE DATE 1/7/09<br>SOLD THROUGH UNX INC.<br>PAID $35.70 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>595 SHARES AT $7.32 | 4,319.67 | | 10,159.63- |

| DATE | TRANSACTION_DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX_COST |
|---|---|---|---|---|
| | TOTAL SALES | 1,243,829.00 | 0.00 | 1,763,802.68- |
| | PURCHASES | | | |
| 01/13/09 | PURCHASED 2,275 UNITS OF<br>ISHARES DJ SELECT DIVIDEND INDEX FD<br>TRADE DATE 1/8/09<br>PURCHASED THROUGH UNX INC.<br>PAID $136.50 BROKERAGE<br>PURCHASED ON THE NYSE ALTERNEXT US<br>2,275 UNITS AT $40.240857 | 91,684.45- | | 91,684.45 |
| | SALES | | | |
| 01/13/09 | SOLD 11,754 SHARES OF<br>VANGUARD GROWTH ETF<br>TRADE DATE 1/8/09<br>SOLD THROUGH UNX INC.<br>PAID $705.24 BROKERAGE<br>SOLD ON THE NYSE ALTERNEXT US<br>11,754 SHARES AT $39.790635 | 466,991.26 | | 731,288.89- |
| | PURCHASES | | | |
| 01/14/09 | PURCHASED 63,076.897 UNITS OF<br>VANGUARD S/T INVEST GR-ADM<br>TRADE DATE 1/13/09<br>63,076.897 UNITS AT $9.78 | 616,892.05- | | 616,892.05 |
| 03/10/09 | PURCHASED 107 SHARES OF<br>FEDERATED INVESTORS INC-CL B<br>TRADE DATE 3/5/09<br>PURCHASED THROUGH UNX INC.<br>PAID $6.42 BROKERAGE<br>PURCHASED ON THE NEW YORK STOCK EXCHANGE<br>107 SHARES AT $17.81 | 1,912.09- | | 1,912.09 |

| DATE | TRANSACTION_DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX_COST |
|---|---|---|---|---|
| 03/10/09 | PURCHASED 1,417 SHARES OF<br>COGNIZANT TECHNOLOGY SOLUTIONS CORP<br>TRADE DATE 3/5/09<br>PURCHASED THROUGH UNX INC.<br>PAID $85.02 BROKERAGE<br>PURCHASED ON THE OVER THE COUNTER<br>1,417 SHARES AT $18.580735 | 26,413.92- | | 26,413.92 |
| | TOTAL PURCHASES | 645,218.06- | 0.00 | 645,218.06 |
| | SALES | | | |
| 03/10/09 | SOLD 380 SHARES OF<br>HARTFORD FINL SVCS GROUP INC<br>TRADE DATE 3/5/09<br>SOLD THROUGH UNX INC.<br>PAID $22.80 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>380 SHARES AT $4.66 | 1,747.99 | | 33,737.84- |
| 03/10/09 | SOLD 1,800 SHARES OF<br>TEXAS INSTRUMENTS INC<br>TRADE DATE 3/5/09<br>SOLD THROUGH UNX INC.<br>PAID $108.00 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>1,800 SHARES AT $14.650583 | 26,262.91 | | 59,846.40- |
| 03/16/09 | MATURED 500,000 PAR VALUE OF<br>COMPUTER SCIENCES 6.250% 3/15/09<br>TRADE DATE 3/15/09<br>500,000 PAR VALUE AT 100 % | 500,000.00 | | 500,000.00- |
| | TOTAL SALES | 528,010.90 | 0.00 | 593,584.24- |

| DATE | TRANSACTION DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX COST |
|---|---|---|---|---|
| | PURCHASES | | | |
| 03/23/09 | PURCHASED 250,000 PAR VALUE OF<br>DANAHER CORP 5.625% 1/15/18<br>TRADE DATE 3/18/09<br>PURCHASED THROUGH NORWEST INVESTMENT SERVICE INC<br>PURCHASED ON THE OVER THE COUNTER<br>PURCHASE INTEREST $2,656.25<br>250,000 PAR VALUE AT 101.9 % | 254,750.00- | | 254,750.00 |
| 03/23/09 | PURCHASED 250,000 PAR VALUE OF<br>BOEING CO 6.000% 3/15/19<br>TRADE DATE 3/18/09<br>PURCHASED THROUGH MULTI-BANK SECURITIES, INC<br>PURCHASED ON THE OVER THE COUNTER<br>PURCHASE INTEREST $416.67<br>250,000 PAR VALUE AT 100.628 % | 251,570.00- | | 251,570.00 |
| | TOTAL PURCHASES | 506,320.00- | 0.00 | 506,320.00 |
| | SALES | | | |
| 04/01/09 | MATURED 200,000 PAR VALUE OF<br>UNION CARBIDE CORP 6.700% 4/01/09<br>TRADE DATE 4/1/09<br>200,000 PAR VALUE AT 100 % | 200,000.00 | | 204,314.00- |
| 04/14/09 | MATURED 250,000 PAR VALUE OF<br>FNMA 3.850% 4/14/09<br>TRADE DATE 4/14/09<br>250,000 PAR VALUE AT 100 % | 250,000.00 | | 249,687.50- |
| | TOTAL SALES | 450,000.00 | 0.00 | 454,001.50- |

| DATE | TRANSACTION DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX COST |
|---|---|---|---|---|
| | PURCHASES | | | |
| 04/14/09 | PURCHASED 31,914.894 UNITS OF PIMCO LOW DURATION FD-INSTL #36 TRADE DATE 4/13/09 31,914.894 UNITS AT $9.40 | 300,000.00- | | 300,000.00 |
| 04/16/09 | PURCHASED 26,483.051 UNITS OF PIMCO LOW DURATION FD-INSTL #36 TRADE DATE 4/15/09 26,483.051 UNITS AT $9.44 | 250,000.00- | | 250,000.00 |
| 04/22/09 | PURCHASED 87,736.369 UNITS OF MFS HIGH YIELD OPPTY FUND TRADE DATE 4/21/09 87,736.369 UNITS AT $4.47 | 392,181.57- | | 392,181.57 |
| | TOTAL PURCHASES | 942,181.57- | 0.00 | 942,181.57 |
| | SALES | | | |
| 04/22/09 | SOLD 16,814.076 UNITS OF VANGUARD INFLATION-PROTECTED-AD TRADE DATE 4/21/09 16,814.076 UNITS AT $23.36 | 392,776.82 | | 425,320.59- |
| | PURCHASES | | | |
| 04/23/09 | PURCHASED 32,686.414 UNITS OF PIMCO TOTAL RETURN II-INSTL TRADE DATE 4/22/09 32,686.414 UNITS AT $9.79 | 320,000.00- | | 320,000.00 |
| 04/23/09 | PURCHASED 31,098.154 UNITS OF VANGUARD INTRM TRM BD IDX-SI TRADE DATE 4/22/09 31,098.154 UNITS AT $10.29 | 320,000.00- | | 320,000.00 |

| DATE | TRANSACTION DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX COST |
|---|---|---|---|---|
| | TOTAL PURCHASES | 640,000.00- | 0.00 | 640,000.00 |
| | SALES | | | |
| 04/23/09 | SOLD 27,469.596 UNITS OF<br>VANGUARD INFLATION-PROTECTED-AD<br>TRADE DATE 4/22/09<br>27,469.596 UNITS AT $23.40 | 642,788.55 | | 693,747.16- |
| | PURCHASES | | | |
| 05/04/09 | PURCHASED 304 SHARES OF<br>THERMO FISHER SCIENTIFIC INC<br>TRADE DATE 4/29/09<br>PURCHASED THROUGH UNX INC.<br>PAID $18.24 BROKERAGE<br>PURCHASED ON THE NEW YORK STOCK EXCHANGE<br>304 SHARES AT $34.036316 | 10,365.29- | | 10,365.29 |
| | SALES | | | |
| 05/04/09 | SOLD 480 SHARES OF<br>FOREST LABS INC<br>TRADE DATE 4/29/09<br>SOLD THROUGH UNX INC.<br>PAID $28.80 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>480 SHARES AT $21.282083 | 10,186.34 | | 19,368.00- |
| | PURCHASES | | | |
| 05/13/09 | PURCHASED 398 SHARES OF<br>METLIFE INC<br>TRADE DATE 5/8/09<br>PURCHASED THROUGH UNX INC.<br>PAID $23.88 BROKERAGE<br>PURCHASED ON THE NEW YORK STOCK EXCHANGE<br>398 SHARES AT $34.00 | 13,555.88- | | 13,555.88 |

| DATE | TRANSACTION DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX COST |
|---|---|---|---|---|
| 05/13/09 | PURCHASED 757 SHARES OF GAMESTOP CORP-A TRADE DATE 5/8/09 PURCHASED THROUGH UNX INC. PAID $45.42 BROKERAGE PURCHASED ON THE NEW YORK STOCK EXCHANGE 757 SHARES AT $26.422698 | 20,047.40- | | 20,047.40 |
| | TOTAL PURCHASES | 33,603.28- | 0.00 | 33,603.28 |
| | SALES | | | |
| 05/13/09 | SOLD 320 SHARES OF CHUBB CORP TRADE DATE 5/8/09 SOLD THROUGH UNX INC. PAID $19.20 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 320 SHARES AT $40.057042 | 12,798.72 | | 16,648.74- |
| 05/13/09 | SOLD 125 SHARES OF AUTOZONE INC TRADE DATE 5/8/09 SOLD THROUGH UNX INC. PAID $7.50 BROKERAGE SOLD ON THE NEW YORK STOCK EXCHANGE 125 SHARES AT $160.222888 | 20,019.85 | | 14,643.35- |
| | TOTAL SALES | 32,818.57 | 0.00 | 31,292.09- |

| DATE | TRANSACTION_DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX_COST |
|---|---|---|---|---|
| | PURCHASES | | | |
| 05/21/09 | PURCHASED 250,000 PAR VALUE OF<br>STATOILHYDRO ASA 5.250% 4/15/19<br>TRADE DATE 5/18/09<br>PURCHASED THROUGH MULTI-BANK SECURITIES, INC<br>PURCHASED ON THE OVER THE COUNTER<br>PURCHASE INTEREST $1,020.83<br>250,000 PAR VALUE AT 101.158 % | 252,895.00- | | 252,895.00 |
| | SALES | | | |
| 05/21/09 | MATURED 250,000 PAR VALUE OF<br>KEYCORP MTN 4.700% 5/21/09<br>TRADE DATE 5/21/09<br>250,000 PAR VALUE AT 100 % | 250,000.00 | | 248,940.00- |
| 07/29/09 | MATURED 150,000 DOLLARS OF<br>PNC BANK PA CD V-Q 1.45375% 7/29/09<br>TRADE DATE 7/29/09<br>150,000 DOLLARS AT 100 % | 150,000.00 | | 150,000.00- |
| | TOTAL SALES | 400,000.00 | 0.00 | 398,940.00- |
| | PURCHASES | | | |
| 07/31/09 | PURCHASED 7,317.073 UNITS OF<br>PIMCO TOTAL RETURN II-INSTL<br>TRADE DATE 7/30/09<br>7,317.073 UNITS AT $10.25 | 75,000.00- | | 75,000.00 |
| 08/03/09 | PURCHASED 7,232.401 UNITS OF<br>VANGUARD S/T INVEST GR-ADM<br>TRADE DATE 7/31/09<br>7,232.401 UNITS AT $10.37 | 75,000.00- | | 75,000.00 |
| 08/14/09 | PURCHASED 4,563.492 UNITS OF<br>PIMCO LOW DURATION FD-INSTL #36<br>TRADE DATE 8/13/09<br>4,563.492 UNITS AT $10.08 | 46,000.00- | | 46,000.00 |

| DATE | TRANSACTION_DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX_COST |
|---|---|---|---|---|
| 08/14/09 | PURCHASED 4,414.586 UNITS OF VANGUARD S/T INVEST GR-ADM TRADE DATE 8/13/09 4,414.586 UNITS AT $10.42 | 46,000.00- | | 46,000.00 |
| 08/14/09 | PURCHASED 14,506.77 UNITS OF PIMCO TOTAL RETURN II-INSTL TRADE DATE 8/13/09 14,506.77 UNITS AT $10.34 | 150,000.00- | | 150,000.00 |
| 08/14/09 | PURCHASED 14,137.606 UNITS OF VANGUARD INTRM TRM BD IDX-SI TRADE DATE 8/13/09 14,137.606 UNITS AT $10.61 | 150,000.00- | | 150,000.00 |
| | TOTAL PURCHASES | 542,000.00- | 0.00 | 542,000.00 |
| | SALES | | | |
| 08/14/09 | SOLD 1,221.148 UNITS OF AMERICAN FDS EUROPACIFIC GROWTH #16 TRADE DATE 8/13/09 1,221.148 UNITS AT $35.19 | 42,972.20 | | 55,281.35- |
| 08/14/09 | SOLD 1,010.525 UNITS OF HARBOR INTERNATIONAL FUND #11 TRADE DATE 8/13/09 1,010.525 UNITS AT $48.98 | 49,495.51 | | 62,915.31- |
| 08/14/09 | SOLD 12,599.748 UNITS OF VANGUARD INFLATION-PROTECTED-AD TRADE DATE 8/13/09 12,599.748 UNITS AT $23.91 | 301,259.97 | | 314,111.73- |
| | TOTAL SALES | 393,727.68 | 0.00 | 432,308.39- |

| DATE | TRANSACTION_DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX_COST |
|---|---|---|---|---|
| 08/18/09 | PURCHASED 90 SHARES OF<br>NUCOR CORP<br>TRADE DATE 8/13/09<br>PURCHASED THROUGH UNX INC.<br>PAID $5.40 BROKERAGE<br>PURCHASED ON THE NEW YORK STOCK EXCHANGE<br>90 SHARES AT $47.39 | 4,270.50- | | 4,270.50 |
| 08/18/09 | PURCHASED 200 SHARES OF<br>VERIZON COMMUNICATIONS<br>TRADE DATE 8/13/09<br>PURCHASED THROUGH UNX INC.<br>PAID $12.00 BROKERAGE<br>PURCHASED ON THE NEW YORK STOCK EXCHANGE<br>200 SHARES AT $31.0173 | 6,215.46- | | 6,215.46 |
| | TOTAL PURCHASES | 47,035.90- | 0.00 | 47,035.90 |
| | SALES | | | |
| 08/18/09 | SOLD 80 SHARES OF<br>DANAHER CORP<br>TRADE DATE 8/13/09<br>SOLD THROUGH UNX INC.<br>PAID $4.80 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>80 SHARES AT $60.00 | 4,795.07 | | 5,891.50- |
| 08/18/09 | SOLD 30 SHARES OF<br>GENERAL DYNAMICS CORP<br>TRADE DATE 8/13/09<br>SOLD THROUGH UNX INC.<br>PAID $1.80 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>30 SHARES AT $56.88 | 1,704.55 | | 2,440.47- |

| DATE | TRANSACTION DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX COST |
|---|---|---|---|---|
| 08/18/09 | SOLD 40 SHARES OF<br>INTERNATIONAL BUSINESS MACHINES CORP<br>TRADE DATE 8/13/09<br>SOLD THROUGH UNX INC.<br>PAID $2.40 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>40 SHARES AT $119.49 | 4,777.07 | | 4,541.68- |
| 08/18/09 | SOLD 717 SHARES OF<br>COGNIZANT TECHNOLOGY SOLUTIONS CORP<br>TRADE DATE 8/13/09<br>SOLD THROUGH UNX INC.<br>PAID $43.02 BROKERAGE<br>SOLD ON THE OVER THE COUNTER<br>717 SHARES AT $34.66179916 | 24,808.85 | | 13,365.41- |
| 08/18/09 | SOLD 125 SHARES OF<br>ITT INDUSTRIES INC<br>TRADE DATE 8/13/09<br>SOLD THROUGH UNX INC.<br>PAID $7.50 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>125 SHARES AT $49.61272 | 6,193.93 | | 7,082.40- |
| 08/18/09 | SOLD 80 SHARES OF<br>UNITED TECHNOLOGIES CORP<br>TRADE DATE 8/13/09<br>SOLD THROUGH UNX INC.<br>PAID $4.80 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>80 SHARES AT $57.69 | 4,610.28 | | 5,906.55- |
| 08/18/09 | SOLD 60 SHARES OF<br>BURLINGTON NORTHN SANTA FE CORP<br>TRADE DATE 8/13/09<br>SOLD THROUGH UNX INC.<br>PAID $3.60 BROKERAGE<br>SOLD ON THE NEW YORK STOCK EXCHANGE<br>60 SHARES AT $83.21 | 4,988.87 | | 4,867.10- |

| DATE | TRANSACTION_DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX_COST |
|---|---|---|---|---|
| | TOTAL SALES | 51,878.62 | 0.00 | 44,095.11- |
| | PURCHASES | | | |
| 09/11/09 | PURCHASED 383 SHARES OF<br>HEWLETT PACKARD CO<br>TRADE DATE 9/8/09<br>PURCHASED THROUGH UNX INC.<br>PAID $22.98 BROKERAGE<br>PURCHASED ON THE NEW YORK STOCK EXCHANGE<br>383 SHARES AT $45.217387 | 17,341.23- | | 17,341.23 |
| | SALES | | | |
| 09/11/09 | SOLD 1,100 SHARES OF<br>DELL INC<br>TRADE DATE 9/8/09<br>SOLD THROUGH UNX INC.<br>PAID $66.00 BROKERAGE<br>SOLD ON THE OVER THE COUNTER<br>1,100 SHARES AT $15.73 | 17,236.56 | | 21,801.89- |
| | PURCHASES | | | |
| 09/24/09 | PURCHASED 267,364.415 UNITS OF<br>PIMCO TOTAL RETURN II-INSTL<br>TRADE DATE 9/23/09<br>267,364.415 UNITS AT $10.51 | 2,810,000.00- | | 2,810,000.00 |
| 09/24/09 | PURCHASED 27,896.2 UNITS OF<br>VANGUARD INTRM TRM BD IDX-SI<br>TRADE DATE 9/23/09<br>27,896.2 UNITS AT $10.79 | 301,000.00- | | 301,000.00 |
| | TOTAL PURCHASES | 3,111,000.00- | 0.00 | 3,111,000.00 |

| DATE | TRANSACTION DESCRIPTION | PRINCIPAL CASH | INCOME CASH | TAX COST |
|---|---|---|---|---|
| | SALES | | | |
| 09/24/09 | SOLD 87,736.369 UNITS OF MFS HIGH YIELD OPPTY FUND TRADE DATE 9/23/09 87,736.369 UNITS AT $5.70 | 500,097.30 | | 392,181.57- |
| 09/24/09 | SOLD 62,961.437 UNITS OF PIMCO LOW DURATION FD-INSTL #36 TRADE DATE 9/23/09 62,961.437 UNITS AT $10.20 | 642,206.66 | | 596,000.00- |
| 09/24/09 | SOLD 4,249.682 UNITS OF VANGUARD INFLATION-PROTECTED-AD TRADE DATE 9/23/09 4,249.682 UNITS AT $24.50 | 104,117.21 | | 105,944.57- |
| 09/24/09 | SOLD 177,393.289 UNITS OF VANGUARD S/T INVEST GR-ADM TRADE DATE 9/23/09 177,393.289 UNITS AT $10.53 | 1,867,951.33 | | 1,737,892.05- |
| | TOTAL SALES | 3,114,372.50 | 0.00 | 2,832,018.19- |
| | TOTAL BUY AND SELL ACTIVITY | 87,316.81- | 0.00 | 762,706.79 |
| | CASH SWEEP ACTIVITY | | | |
| | GOLDMAN SACHS FIN SQ GOVT-INSTL | | | |
| | TOTAL PURCHASES | 2,053,584.50- | 954,436.47- | 3,008,020.97 |
| | TOTAL SALES | 2,143,884.03 | 955,955.22 | 3,099,839.25- |
| | TOTAL CASH SWEEP ACTIVITY | 90,299.53 | 1,518.75 | 91,818.28- |
| | ENDING BALANCES | $0.00 | $0.00 | $22,414,021.34 |

9,207,123 10,057,144

<850,021> loss