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
ANNA W. THORNTON & ALEXANDER P. THORNTON CHARITABLE TRUST 8336946600 / R77776004

A Employer identification number
75-6496915

Number and street (or P O box number if mail is not delivered to street address) Room/suite
C/O JPMORGAN CHASE BANK,NA;PO BOX 3038

B Telephone number
(414) 977-1210

City or town, state, and ZIP code
MILWAUKEE, WI 53201

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) ▶$ 1,981,101.
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 ▶ [ ]

POSTMARK DATE FEB 12 2010

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))

		(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	1,549.	1,549.		STATEMENT 2
	4 Dividends and interest from securities	62,731.	62,731.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<127,011.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 767,431.				
	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				
	12 Total Add lines 1 through 11	<62,731.>	64,280.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	19,712.	14,784.		4,928.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	825.	0.		825.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	3,141.	0.		0.
	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	23,678.	14,784.		5,753.
	25 Contributions, gifts, grants paid	106,000.			106,000.
	26 Total expenses and disbursements. Add lines 24 and 25	129,678.	14,784.		111,753.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<192,409.>			
	b Net investment income (if negative, enter -0-)		49,496.		
	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.

Form **990-PF** (2008)

13311217 748522 8336946600 2008.05020 ANNA W. THORNTON & ALEXANDE 83369461

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	282,840.	193,088.	193,088.
	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 6	723,449.	627,007.	658,862.
	b Investments - corporate stock STMT 7	1,097,658.	1,023,364.	1,014,745.
	c Investments - corporate bonds STMT 8	36,207.	104,286.	114,406.
	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)	2,140,154.	1,947,745.	1,981,101.
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 ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	2,140,154.	1,947,745.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	2,140,154.	1,947,745.	
	31 **Total liabilities and net assets/fund balances**	2,140,154.	1,947,745.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,140,154.
2	Enter amount from Part I, line 27a	2	<192,409.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,947,745.
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	1,947,745.

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	SALES IN ACCOUNT	P		
b	CLASS ACTION SETTLEMENT	P		
c	CAPITAL GAINS DIVIDENDS			
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	754,022.		894,442.	<140,420.>
b	79.			79.
c	13,330.			13,330.
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				<140,420.>
b				79.
c				13,330.
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 — <127,011.>

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	103,380.	2,333,529.	.044302
2006	125,771.	2,429,132.	.051776
2005	114,060.	2,341,784.	.048706
2004	100,872.	2,269,544.	.044446
2003	112,336.	2,262,281.	.049656

2	Total of line 1, column (d)	2	.238886
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	.047777
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,835,359.
5	Multiply line 4 by line 3	5	87,688.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	495.
7	Add lines 5 and 6	7	88,183.
8	Enter qualifying distributions from Part XII, line 4	8	111,753.

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. 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	495.
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	495.
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	495.
6	Credits/Payments			
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a 2,300.		
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	2,300.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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	1,805.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶	520. **Refunded** ▶	11	1,285.

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)? *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 (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? *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? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
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

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

		Line	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 ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no ▶(817) 884-4165

Located at ▶420 THROCKMORTON, FORT WORTH, TX ZIP+4 ▶76102

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

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

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

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

			Line	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 | No: X
If you answered "Yes" to 6b, also file Form 8870.
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 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
JPMORGAN CHASE BANK, N.A. P.O. BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2.00	19,712.	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	0.
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	0.
2	
All other program-related investments See instructions 3 N/A	
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	1,631,048.
b	Average of monthly cash balances			1b	232,261.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	1,863,309.
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	1,863,309.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	27,950.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	1,835,359.
6	**Minimum investment return.** Enter 5% of line 5			6	91,768.

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	91,768.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	495.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	495.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	91,273.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	91,273.
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	91,273.

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	111,753.
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	111,753.
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	495.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	111,258.

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				91,273.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			103,891.	
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 ▶ $ 111,753.				
a Applied to 2007, but not more than line 2a			103,891.	
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				7,862.
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				83,411.
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

JPMORGAN CHASE BANK, NA; ATTN: DON SMITH, (817) 884-4165
420 THROCKMORTON, FLOOR 3, FORT WORTH, TX 76102

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

NONE

c Any submission deadlines

NONE

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

ORGANIZATIONS PROVIDING WOMEN'S AND CHILDREN'S SERVICES IN TARRANT COUNTY RECEIVE FIRST PRIORITY.

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ALLIANCE FOR CHILDREN, INC., 908 SOUTHLAND AVE., FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
DFW CENTER FOR AUTISM, 303 W. NASH ST., GRAPEVINE, TX 76051	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
FORT WORTH HOPE CENTER , 3625 E. LOOP 820 S., FORT WORTH, TX 76119	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
FORT WORTH MUSEUM OF SCIENCE & HISTORY, 1501 MONTGOMERY ST., FORT WORTH, TX	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
HARRIS METHODIST OF FORT WORTH, 1301 PENNSYLVANIA AVE, FORT WORTH, TX 76104	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
STAR SPONSORSHIP PROGRAM, INC., 316 BAILEY AVE., FORT WORTH, TX 76107	NONE	PUBLIC CHARITY	SCHOLARSHIP SUPPORT	6,000.
YMCA OF ARLINGTON, 2200 S. DAVIS DR., ARLINGTON, TX 76013	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
Total			▶ 3a	106,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

823611 01-02-09 Form **990-PF** (2008)

13311217 748522 8336946600 2008.05020 ANNA W. THORNTON & ALEXANDE 83369461

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (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	1,549.	
4 Dividends and interest from securities			14	62,731.	
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			14		
8 Gain or (loss) from sales of assets other than inventory			18	<127,011.>	
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.		<62,731.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <62,731.>

(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

Signature of officer or trustee AUTHORIZED OFFICER — Date FEB 0 8 2010 — Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALES IN ACCOUNT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
754,022.	894,442.	0.	0.	<140,420.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENT	PURCHASED		

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
79.	0.	0.	0.	79.

CAPITAL GAINS DIVIDENDS FROM PART IV	13,330.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<127,011.>

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

SOURCE	AMOUNT
MONEY MARKET FUNDS	1,549.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	1,549.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	76,061.	13,330.	62,731.
TOTAL TO FM 990-PF, PART I, LN 4	76,061.	13,330.	62,731.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	825.	0.		825.
TO FORM 990-PF, PG 1, LN 16B	825.	0.		825.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED EXCISE TAX PAID - CURRENT YEAR	2,300.	0.		0.
EXCISE TAX PAID - PRIOR YEAR	841.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,141.	0.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOV'T OBLIGATIONS - SEE SCHEDULE ATTACHED	X		627,007.	658,862.
TOTAL U.S. GOVERNMENT OBLIGATIONS			627,007.	658,862.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			627,007.	658,862.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK & EQUITY FUNDS-SEE SCHEDULE ATTACHED	1,023,364.	1,014,745.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,023,364.	1,014,745.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS & FIXED INCOME FUNDS-SEE ATTACHED	104,286.	114,406.
TOTAL TO FORM 990-PF, PART II, LINE 10C	104,286.	114,406.

ACCOUNT NO. 8336946600

PORTFOLIO SUMMARY
AS OF 9/30/09

ANNA W & ALEXANDER P THORNTON CHAR

ASSET CATEGORY	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
PRINCIPAL					
CASH EQUIVALENTS	175,537.30	175,537.30	8.94	210.64	0.12
FIXED INCOME TAXABLE	731,291.91	773,267.98	39.38	34,987.29	4.52 2.31
EQUITIES	1,023,364.39	1,014,744.98	51.68	17,230.81	1.70
TOTAL PRINCIPAL	1,930,193.60	1,963,550.26	100.00	52,428.74	2.67
INCOME					
CASH EQUIVALENTS	17,550.83	17,550.83	100.00	21.06	0.12
TOTAL INCOME	17,550.83	17,550.83	100.00	21.06	0.12
TOTAL ACCOUNT	1,947,744.43	1,981,101.09		52,449.80	2.65

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
PRINCIPAL						
	CASH EQUIVALENTS					
175,537.30	JPMORGAN DEPOSIT SWEEP INSTITUTIONAL SUB-ACCOUNT 8336946600 145,537.3000 SUB-ACCOUNT 8336946601 30,000.0000	175,537.30	175,537.30	8.94	210.64	0.12
	FIXED INCOME TAXABLE					
533.00	ISHARES TR BARCLAYS TIPS BD FD SUB-ACCOUNT 8336946600 533.0000	52,329.94	54,835.04	2.79	2,135.20	3.89
5,198.13	JPMORGAN STRATEGIC INCOME OPPTYS FD SELECT CL (JSOSX) SUB-ACCOUNT 8336946600 5,198.1320	51,955.63	59,570.59	3.03	2,120.84	3.56
30,000.00	FEDERAL HOME LN BKS CONS BD DTD 09/14/2007 4.50% DUE 10/09/2009 SUB-ACCOUNT 8336946601 30,000.0000	30,303.96	30,028.20	1.53	1,350.00	4.50 4.50
45,000.00	UNITED STATES TREAS NTS DTD 02/15/2000 6.50% DUE 02/15/2010 SUB-ACCOUNT 8336946601 45,000.0000	46,662.89	46,058.40	2.35	2,925.00	6.35 6.35
45,000.00	UNITED STATES TREAS NTS DTD 08/15/00 5.75% DUE 08/15/2010 SUB-ACCOUNT 8336946601 45,000.0000	46,929.50	47,093.40	2.40	2,587.50	5.49 0.42
30,000.00	FEDERAL NATL MTG ASSN NT DTD 11/3/2000 6.625% DUE 11/15/2010 SUB-ACCOUNT 8336946601 30,000.0000	33,452.77	32,015.70	1.63	1,987.50	6.21 0.62
20,000.00	FEDERAL HOME LN MTG CORP DEB DTD 06/15/2001 6.00% DUE 06/15/2011 SUB-ACCOUNT 8336946601 20,000.0000	21,340.36	21,731.20	1.11	1,200.00	5.52 0.88

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
15,000.00	UNITED STATES TREAS NTS DTD 06/30/2006 5.125% DUE 06/30/2011 SUB-ACCOUNT 8336946601 15,000.0000	15,180.47	16,126.80	0.82	768.75	4.77 0.79
40,000.00	UNITED STATES TREAS NTS DTD 10/02/2006 4.50% DUE 09/30/2011 SUB-ACCOUNT 8336946601 40,000.0000	39,748.43	42,806.40	2.18	1,800.00	4.20 0.95
40,000.00	FEDERAL HOME LN MTG CORP DTD 01/14/2004 5.75% DUE 01/15/2012 SUB-ACCOUNT 8336946601 40,000.0000	41,733.60	44,175.20	2.25	2,300.00	5.21 1.12
15,000.00	FEDERAL HOME LN BKS DEB DTD 05/20/2002 5.75% DUE 05/15/2012 SUB-ACCOUNT 8336946601 15,000.0000	16,276.50	16,664.10	0.85	862.50	5.18 1.43
30,000.00	UNITED STATES TREAS NTS DTD 08/31/2007 4.125% DUE 08/31/2012 SUB-ACCOUNT 8336946601 30,000.0000	30,733.59	32,355.60	1.65	1,237.50	3.82 1.37
40,000.00	UNITED STATES TREAS NTS DTD 05/15/2003 3.625% DUE 05/15/2013 SUB-ACCOUNT 8336946601 40,000.0000	41,692.18	42,672.00	2.17	1,450.00	3.40 1.72
40,000.00	FEDERAL NATL MTG ASSN NT DTD 09/26/2003 4.625% DUE 10/15/2013 SUB-ACCOUNT 8336946601 40,000.0000	40,504.29	43,687.60	2.22	1,850.00	4.23 2.23
10,000.00	UNITED STATES TREAS NTS DTD 02/17/2004 4.000% DUE 02/15/2014 SUB-ACCOUNT 8336946601 10,000.0000	9,873.44	10,816.40	0.55	400.00	3.70 2.04
10,000.00	FEDERAL HOME LN MTG CORP DEB DTD 07/16/2004 5.00% DUE 07/15/2014 SUB-ACCOUNT 8336946601 10,000.0000	10,121.40	11,100.00	0.57	500.00	4.50 2.55

SCHEDULE OF ASSETS
AS OF 9/30/09

ACCOUNT NO. 8336946600 ANNA W & ALEXANDER P THORNTON CHAR

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
10,000.00	FEDERAL HOME LN BKS CONS BD DTD 06/22/2007 5.50% DUE 08/13/2014 SUB-ACCOUNT 8336946601 10,000.0000	11,556.64	11,334.40	0.58	550.00	4.85 2.57
15,000.00	UNITED STATES TREAS NTS DTD 05/16/2005 4.125% DUE 05/15/2015 SUB-ACCOUNT 8336946601 15,000.0000	14,689.45	16,242.15	0.83	618.75	3.81 2.54
40,000.00	UNITED STATES TREAS NTS DTD 11/15/2005 4.50% DUE 11/15/2015 SUB-ACCOUNT 8336946601 40,000.0000	37,845.31	44,103.20	2.25	1,800.00	4.08 2.67
25,000.00	UNITED STATES TREAS NTS DTD 05/15/2006 5.125% DUE 05/15/2016 SUB-ACCOUNT 8336946601 25,000.0000	25,979.49	28,515.75	1.45	1,281.25	4.49 2.79
10,000.00	FEDERAL NATL MTG ASSN DTD 06/15/2006 5.375% DUE 07/15/2016 SUB-ACCOUNT 8336946601 10,000.0000	10,184.13	11,346.90	0.58	537.50	4.74 3.16
35,000.00	FEDERAL NATL MTG ASSN DTD 01/12/2007 5.00% DUE 02/13/2017 SUB-ACCOUNT 8336946601 35,000.0000	33,948.06	38,697.05	1.97	1,750.00	4.52 3.37
55,000.00	UNITED STATES TREAS NTS DTD 05/15/2007 4.50% DUE 05/15/2017 SUB-ACCOUNT 8336946601 55,000.0000	58,092.51	60,366.90	3.07	2,475.00	4.10 3.06
10,000.00	FEDERAL HOME LN BKS CONS BD DTD 10/19/2007 5.00% DUE 11/17/2017 SUB-ACCOUNT 8336946601 10,000.0000	10,157.37	10,925.00	0.56	500.00	4.58 3.67
	TOTAL FIXED INCOME TAXABLE	731,291.91	773,267.98	39.38	34,987.29	4.52

J.P.Morgan

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES						
	BANKS						
55.00	BB & T CORP SUB-ACCOUNT 8336946600	55.0000	1,015.05	1,498.20	0.08	33.00	2.20
331.00	BANK OF AMERICA CORP SUB-ACCOUNT 8336946600	331.0000	9,074.34	5,600.52	0.29	13.24	0.24
135.00	BANK NEW YORK MELLON CORP SUB-ACCOUNT 8336946600	135.0000	5,684.67	3,913.65	0.20	48.60	1.24
165.00	US BANCORP DEL NEW SUB-ACCOUNT 8336946600	165.0000	4,818.22	3,606.90	0.18	33.00	0.91
155.00	WELLS FARGO & CO NEW SUB-ACCOUNT 8336946600	155.0000	3,395.31	4,367.90	0.22	31.00	0.71
			23,987.59	18,987.17	0.97	158.84	0.84
	CAPITAL EQUIPMENT						
20.00	BOEING CO SUB-ACCOUNT 8336946600	20.0000	1,315.09	1,083.00	0.06	33.60	3.10
50.00	CATERPILLAR INC SUB-ACCOUNT 8336946600	50.0000	1,477.56	2,566.50	0.13	84.00	3.27
195.00	CORNING INC SUB-ACCOUNT 8336946600	195.0000	3,191.74	2,985.45	0.15	39.00	1.31
70.00	DEERE & CO SUB-ACCOUNT 8336946600	70.0000	2,593.81	3,004.40	0.15	78.40	2.61

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	CAPITAL EQUIPMENT (CONT)						
35.00	EMERSON ELEC CO SUB-ACCOUNT 8336946600	35.0000	1,219.11	1,402.80	0.07	46.20	3.29
70.00	PACCAR INC SUB-ACCOUNT 8336946600	70.0000	2,610.52	2,639.70	0.13	25.20	0.95
25.00	PARKER HANNIFIN CORP SUB-ACCOUNT 8336946600	25.0000	1,007.52	1,296.00	0.07	25.00	1.93
			13,415.35	14,977.85	0.76	331.40	2.21
	CONSUMER CAPITAL SPENDING						
135.00	JOHNSON CTLS INC SUB-ACCOUNT 8336946600	135.0000	2,653.20	3,450.60	0.18	70.20	2.03
50.00	KB HOME SUB-ACCOUNT 8336946600	50.0000	839.42	830.50	0.04	12.50	1.51
			3,492.62	4,281.10	0.22	82.70	1.93
	CONSUMER CYCLICAL						
215.00	DISNEY WALT CO SUB-ACCOUNT 8336946600	215.0000	5,698.97	5,903.90	0.30	75.25	1.27
40.00	INTERNATIONAL GAME TECHNOLOGY SUB-ACCOUNT 8336946600	40.0000	608.39	859.20	0.04	9.60	1.12
65.00	STARWOOD HOTELS & RESORTS WORLDWIDE INC SUB-ACCOUNT 8336946600	65.0000	1,385.76	2,146.95	0.11	58.50	2.72

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	CONSUMER CYCLICAL (CONT)						
153.00	TIME WARNER INC NEW NEW SUB-ACCOUNT 8336946600	153.0000	3,887.36	4,403.34	0.22	114.75	2.61
75.00	YUM BRANDS INC SUB-ACCOUNT 8336946600	75.0000	2,642.27	2,532.00	0.13	57.00	2.25
			14,222.75	15,845.39	0.81	315.10	1.99
	CONSUMER NON-DURABLE						
110.00	ALTRIA GROUP INC SUB-ACCOUNT 8336946600	110.0000	1,665.95	1,959.10	0.10	149.60	7.64
25.00	GENERAL MILLS INC SUB-ACCOUNT 8336946600	25.0000	1,340.84	1,609.50	0.08	47.00	2.92
30.00	MONSANTO CO NEW SUB-ACCOUNT 8336946600	30.0000	3,123.46	2,322.00	0.12	31.80	1.37
65.00	PEPSICO INC SUB-ACCOUNT 8336946600	65.0000	4,371.13	3,812.90	0.19	117.00	3.07
83.00	PHILIP MORRIS INTL INC SUB-ACCOUNT 8336946600	83.0000	2,759.21	4,045.42	0.21	192.56	4.76
120.00	PROCTER & GAMBLE CO SUB-ACCOUNT 8336946600	120.0000	6,921.08	6,950.40	0.35	211.20	3.04
70.00	SYSCO CORP SUB-ACCOUNT 8336946600	70.0000	2,212.97	1,739.50	0.09	67.20	3.86
			22,394.64	22,438.82	1.14	816.36	3.64

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	DEFENSE						
80.00	UNITED TECHNOLOGIES CORP COM		4,326.53	4,874.40	0.25	123.20	2.53
	SUB-ACCOUNT 8336946600	80.0000					
	ENERGY						
30.00	NOBLE CORP BAAR NAMEN AKT		940.44	1,138.80	0.06	0.00	0.00
	SUB-ACCOUNT 8336946600	30.0000					
45.00	ANADARKO PETE CORP		1,947.90	2,822.85	0.14	16.20	0.57
	SUB-ACCOUNT 8336946600	45.0000					
40.00	APACHE CORP		3,924.11	3,673.20	0.19	24.00	0.65
	SUB-ACCOUNT 8336946600	40.0000					
55.00	CHEVRON CORP		3,643.32	3,873.65	0.20	149.60	3.86
	SUB-ACCOUNT 8336946600	55.0000					
55.00	DEVON ENERGY CORP NEW		2,771.16	3,703.15	0.19	35.20	0.95
	SUB-ACCOUNT 8336946600	55.0000					
20.00	EOG RES INC		1,297.11	1,670.20	0.09	11.60	0.69
	SUB-ACCOUNT 8336946600	20.0000					
146.00	EXXON MOBIL CORP		4,652.38	10,017.06	0.51	245.28	2.45
	SUB-ACCOUNT 8336946600	146.0000					
45.00	OCCIDENTAL PETE CORP		2,639.67	3,528.00	0.18	59.40	1.68
	SUB-ACCOUNT 8336946600	45.0000					
45.00	SCHLUMBERGER LTD		1,805.21	2,682.00	0.14	37.80	1.41
	SUB-ACCOUNT 8336946600	45.0000					
			23,621.30	33,108.91	1.69	579.08	1.75

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	FINANCE						
20.00	AXIS CAP HLDGS LTD SUB-ACCOUNT 8336946600	20.0000	679.82	603.60	0.03	16.00	2.65
30.00	ACE LTD SUB-ACCOUNT 8336946600	30.0000	1,334.83	1,603.80	0.08	37.20	2.32
35.00	AMERIPRISE FINL INC SUB-ACCOUNT 8336946600	35.0000	1,038.50	1,271.55	0.06	23.80	1.87
25.00	AON CORP SUB-ACCOUNT 8336946600	25.0000	997.85	1,017.25	0.05	15.00	1.47
455.00	CITIGROUP INC SUB-ACCOUNT 8336946600	455.0000	1,868.83	2,202.20	0.11	0.00	0.00
35.00	GOLDMAN SACHS GROUP INC SUB-ACCOUNT 8336946600	35.0000	3,708.57	6,452.25	0.33	49.00	0.76
10.00	MASTERCARD INC CL A SUB-ACCOUNT 8336946600	10.0000	1,828.12	2,021.50	0.10	6.00	0.30
30.00	METLIFE INC SUB-ACCOUNT 8336946600	30.0000	959.35	1,142.10	0.06	22.20	1.94
118.00	MORGAN STANLEY NEW SUB-ACCOUNT 8336946600	118.0000	3,033.25	3,643.84	0.19	23.60	0.65
35.00	PRUDENTIAL FINL INC SUB-ACCOUNT 8336946600	35.0000	1,036.94	1,746.85	0.09	20.30	1.16
50.00	TD AMERITRADE HLDG CORP SUB-ACCOUNT 8336946600	50.0000	783.10	981.50	0.05	0.00	0.00

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	FINANCE (CONT)						
40.00	TRAVELERS COS INC SUB-ACCOUNT 8336946600	40.0000	1,739.19	1,969.20	0.10	48.00	2.44
			19,008.35	24,655.64	1.26	261.10	1.06
	HEALTH CARE						
110.00	ABBOTT LABS SUB-ACCOUNT 8336946600	110.0000	5,320.15	5,441.70	0.28	176.00	3.23
85.00	AETNA INC NEW SUB-ACCOUNT 8336946600	85.0000	2,156.04	2,365.55	0.12	3.40	0.14
40.00	BAXTER INTL INC SUB-ACCOUNT 8336946600	40.0000	1,968.71	2,280.40	0.12	41.60	1.82
95.00	BRISTOL MYERS SQUIBB CO SUB-ACCOUNT 8336946600	95.0000	1,920.10	2,139.40	0.11	117.80	5.51
25.00	CARDINAL HEALTH INC SUB-ACCOUNT 8336946600	25.0000	541.43	670.00	0.03	17.50	2.61
65.00	CELGENE CORP SUB-ACCOUNT 8336946600	65.0000	3,307.87	3,633.50	0.19	0.00	0.00
60.00	GILEAD SCIENCES INC SUB-ACCOUNT 8336946600	60.0000	2,811.90	2,790.00	0.14	0.00	0.00
25.00	MCKESSON CORP SUB-ACCOUNT 8336946600	25.0000	885.37	1,488.75	0.08	12.00	0.81
270.00	MERCK & CO INC SUB-ACCOUNT 8336946600	270.0000	9,648.62	8,540.10	0.43	410.40	4.81

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	HEALTH CARE (CONT)						
425.00	PFIZER INC SUB-ACCOUNT 8336946600	425.0000	6,259.42	7,033.75	0.36	272.00	3.87
			34,819.61	36,383.15	1.85	1,050.70	2.89
	INDUSTRIAL COMMODITIES						
75.00	COVIDIEN PLC SUB-ACCOUNT 8336946600	75.0000	2,770.80	3,244.50	0.17	54.00	1.66
125.00	DOW CHEM CO SUB-ACCOUNT 8336946600	125.0000	1,715.96	3,258.75	0.17	75.00	2.30
60.00	FREEPORT-MCMORAN COPPER & GOLD SUB-ACCOUNT 8336946600	60.0000	3,394.70	4,116.60	0.21	0.00	0.00
58.00	PRAXAIR INC SUB-ACCOUNT 8336946600	58.0000	3,673.46	4,738.02	0.24	92.80	1.96
			11,554.92	15,357.87	0.78	221.80	1.44
	RETAIL						
30.00	ADVANCED AUTO PTS INC SUB-ACCOUNT 8336946600	30.0000	927.97	1,178.40	0.06	7.20	0.61
25.00	AMAZON.COM INC SUB-ACCOUNT 8336946600	25.0000	2,084.42	2,334.00	0.12	0.00	0.00
122.00	CVS CAREMARK CORP SUB-ACCOUNT 8336946600	122.0000	3,430.25	4,360.28	0.22	37.21	0.85

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	RETAIL (CONT)						
30.00	NIKE INC CL B SUB-ACCOUNT 8336946600	30.0000	1,853.40	1,941.00	0.10	30.00	1.55
140.00	STAPLES INC SUB-ACCOUNT 8336946600	140.0000	2,946.63	3,250.80	0.17	46.20	1.42
25.00	URBAN OUTFITTERS INC COM SUB-ACCOUNT 8336946600	25.0000	374.10	754.25	0.04	0.00	0.00
25.00	V F CORP COM SUB-ACCOUNT 8336946600	25.0000	1,445.38	1,810.75	0.09	59.00	3.26
78.00	WAL MART STORES INC SUB-ACCOUNT 8336946600	78.0000	3,679.26	3,829.02	0.20	85.02	2.22
			16,741.41	19,458.50	0.99	264.63	1.36
	TECHNOLOGY						
50.00	COOPER INDS PLC SUB-ACCOUNT 8336946600	50.0000	1,671.08	1,878.50	0.10	50.00	2.66
25.00	APPLE INC SUB-ACCOUNT 8336946600	25.0000	1,731.26	4,633.75	0.24	0.00	0.00
333.00	CISCO SYS INC SUB-ACCOUNT 8336946600	333.0000	5,288.42	7,838.82	0.40	0.00	0.00
14.00	GOOGLE INC CL A SUB-ACCOUNT 8336946600	14.0000	6,247.84	6,941.90	0.35	0.00	0.00

SCHEDULE OF ASSETS
AS OF 9/30/09
ANNA W & ALEXANDER P THORNTON CHAR

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	TECHNOLOGY (CONT)						
198.00	HEWLETT PACKARD CO SUB-ACCOUNT 8336946600	198.0000	4,342.88	9,347.58	0.48	63.36	0.68
31.00	INTERNATIONAL BUSINESS MACHS CORP SUB-ACCOUNT 8336946600	31.0000	2,565.28	3,707.91	0.19	68.20	1.84
125.00	JUNIPER NETWORKS INC SUB-ACCOUNT 8336946600	125.0000	2,512.18	3,377.50	0.17	0.00	0.00
440.00	MICROSOFT CORP SUB-ACCOUNT 8336946600	440.0000	8,189.64	11,316.80	0.58	228.80	2.02
105.00	NATIONAL SEMICONDUCTOR CORP SUB-ACCOUNT 8336946600	105.0000	1,240.92	1,498.35	0.08	33.60	2.24
35.00	NETAPP INC SUB-ACCOUNT 8336946600	35.0000	547.91	933.80	0.05	0.00	0.00
70.00	PAYCHEX INC SUB-ACCOUNT 8336946600	70.0000	1,834.72	2,033.50	0.10	86.80	4.27
109.00	QUALCOMM INC SUB-ACCOUNT 8336946600	109.0000	3,994.09	4,902.82	0.25	74.12	1.51
95.00	XILINX INC SUB-ACCOUNT 8336946600	95.0000	2,023.71	2,224.90	0.11	53.20	2.39
			42,189.93	60,636.13	3.09	658.08	1.09

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	TRANSPORTATION						
150.00	NORFOLK SOUTHN CORP SUB-ACCOUNT 8336946600	150.0000	6,376.05	6,466.50	0.33	204.00	3.15
	TELEPHONE UTILITIES						
135.00	AT & T INC SUB-ACCOUNT 8336946600	135.0000	5,206.34	3,646.35	0.19	221.40	6.07
275.00	SPRINT NEXTEL CORP FON SHS SUB-ACCOUNT 8336946600	275.0000	1,110.54	1,086.25	0.06	0.00	0.00
170.00	VERIZON COMMUNICATIONS SUB-ACCOUNT 8336946600	170.0000	7,102.34	5,145.90	0.26	323.00	6.28
			13,419.22	9,878.50	0.50	544.40	5.51
	OTHER UTILITIES						
125.00	EDISON INTL SUB-ACCOUNT 8336946600	125.0000	4,819.43	4,197.50	0.21	155.00	3.69
75.00	SOUTHERN CO SUB-ACCOUNT 8336946600	75.0000	2,207.12	2,375.25	0.12	131.25	5.53
20.00	SOUTHWESTERN ENERGY CO SUB-ACCOUNT 8336946600	20.0000	863.79	853.60	0.04	0.00	0.00
			7,890.34	7,426.35	0.38	286.25	3.85

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	ALTERNATIVE INVESTMENTS						
1,038.00	ISHARES TR COHEN & STEERS REALTY MAJORS INDEX FD SUB-ACCOUNT 8336946600	1,038.0000	42,993.71	50,467.56	2.57	1,812.35	3.59
	OTHER						
890.00	ISHARES TR RUSSELL MIDCAP INDEX FD SUB-ACCOUNT 8336946600	890.0000	83,362.36	69,624.70	3.55	861.52	1.24
2,191.00	ISHARES TR RUSSELL 1000 GROWTH INDEX FD SUB-ACCOUNT 8336946600	2,191.0000	131,832.47	101,465.21	5.17	1,362.80	1.34
694.00	ISHARES TR RUSSELL 2000 INDEX FD SUB-ACCOUNT 8336946600	694.0000	38,107.82	41,806.56	2.13	403.21	0.96
6,804.28	JPMORGAN INTERNATIONAL VALUE FUND SELECT CLASS(JIESX) SUB-ACCOUNT 8336946600	6,804.2810	89,000.00	87,162.84	4.44	2,505.54	2.87
1,632.92	JPMORGAN EMERGING MARKETS EQUITY FD SELECT CLASS(JEMSX) SUB-ACCOUNT 8336946600	1,632.9200	24,738.74	31,499.03	1.60	482.02	1.53
1,927.14	JPMORGAN ASIA EQUITY FUND(JPASX) SUB-ACCOUNT 8336946600	1,927.1420	43,273.70	57,544.46	2.93	226.00	0.39
666.67	JPMORGAN SMALL CAP CORE FUND SELECT CLASS(VSSCX) SUB-ACCOUNT 8336946600	666.6670	19,000.00	18,620.01	0.95	93.49	0.50

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
2,253.00	JPMORGAN INTREPID AMERICA FUND SELECT CLASS(JPIAX) SUB-ACCOUNT 8336946600	2,252.9980	54,866.14	43,843.34	2.23	345.97	0.79
1,902.29	JPMORGAN INTREPID INTERNATIONAL FD SELECT CL SUB-ACCOUNT 8336946600	1,902.2870	50,728.84	29,999.07	1.53	2,065.96	6.89
3,669.15	JPMORGAN TR I HIGHBRIDGE STATISTICAL MARKET NEUTRAL SELECT CLASS(HSKSX) SUB-ACCOUNT 8336946600	3,669.1540	59,000.00	59,330.22	3.02	119.80	0.20
3,550.30	JPMORGAN MARKET EXPANSION INDEX FUND SELECT CLASS(PGMIX) SUB-ACCOUNT 8336946600	3,550.2960	30,000.00	29,360.95	1.50	320.27	1.09
12,237.33	MANNING & NAPIER FD INC NEW WORLD OPPTYS SER CL A SUB-ACCOUNT 8336946600	12,237.3300	99,000.00	99,244.75	5.05	734.24	0.74
			722,910.07	669,501.14	34.10	9,520.82	1.42
	TOTAL EQUITIES		1,023,364.39	1,014,744.98	51.68	17,230.81	1.70
	TOTAL PRINCIPAL		1,930,193.60	1,963,550.26	100.00	52,428.74	2.67

J.P.Morgan

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
INCOME						
	CASH EQUIVALENTS					
17,550.83	JPMORGAN DEPOSIT SWEEP INSTITUTIONAL SUB-ACCOUNT 8336946600 11,024.0900 SUB-ACCOUNT 8336946601 6,526.7400	17,550.83	17,550.83	100.00	21.06	0.12
	TOTAL INCOME	17,550.83	17,550.83	100.00	21.06	0.12
	TOTAL ACCOUNT	1,947,744.43	1,981,101.09		52,449.80	2.65