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

2008

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

For calendar year 2008, or tax year beginning OCT 1, 2008, and ending 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 <b>FLUKE FOUNDATION</b>		A Employer identification number <b>77-0560147</b>
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite <b>P.O. BOX 222099</b>		B Telephone number <b>(831) 626-9317</b>
	City or town, state, and ZIP code <b>CARMEL, CA 93922-2099</b>		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>113,953.</b> (Part I, column (d) must be on cash basis)		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1	Contributions, gifts, grants, etc., received	8,360.		N/A	
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	2,247.	2,247.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<29,942.>			STATEMENT 1
b	Gross sales price for all assets on line 6a	59,749.			
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	<19,335.>	2,247.		
13	Compensation of officers, directors, trustees, etc	12,000.	1,200.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 3	1,250.	625.		0.
c	Other professional fees STMT 4	1,691.	1,691.		0.
17	Interest				
18	Taxes STMT 5	2,439.	0.		0.
19	Depreciation and depletion	765.	0.		
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	3,606.	0.		3,482.
24	Total operating and administrative expenses. Add lines 13 through 23	21,751.	3,516.		3,482.
25	Contributions, gifts, grants paid	17,800.			17,800.
26	Total expenses and disbursements. Add lines 24 and 25	39,551.	3,516.		21,282.
27	Subtract line 26 from line 12	<58,886.>			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		0.		
c	Adjusted net income (if negative, enter -0-)			N/A	

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

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**Part II Balance Sheets**

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	11,651.	2,790.	2,790.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 7	162,585.	113,325.	110,366.
	c Investments - corporate bonds			
<b>Liabilities</b>	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 3,268.			
	Less accumulated depreciation STMT 8 ▶ 2,471.	1,562.	797.	797.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	175,798.	116,912.	113,953.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
<b>Net Assets or Fund Balances</b>	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.	
<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/>	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	175,798.	116,912.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	175,798.	116,912.	
31 Total liabilities and net assets/fund balances	175,798.	116,912.		

**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	175,798.
2 Enter amount from Part I, line 27a	2	<58,886.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	116,912.
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	116,912.

**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			
b SEE ATTACHED STATEMENTS			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 59,749.		89,691.	<29,942.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			<29,942.>

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	<29,942.>
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	0.		.000000
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)

2

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

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5

4

5 Multiply line 4 by line 3

5

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

7 Add lines 5 and 6

7

8 Enter qualifying distributions from Part XII, line 4

8

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling letter _____ (attach copy of ruling letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0.
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	0.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	0.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	500.
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	500.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	500.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> 500. Refunded <input type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> CA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **► N/A**

14 The books are in care of **► MARY J WHITNEY** Telephone no **► 831-626-9317**  
 Located at **► PO BOX 222099, CARMEL, CA** ZIP+4 **► 93922**

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.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception: Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
If "Yes," list the years <b>►</b>		
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 <b>►</b>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008)	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

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

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

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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

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

X

**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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
BETSY ANN COLLINS 195 SAN REMO CARMEL, CA 93923	TRUSTEE 7.50	12,000.	0.	0.
MARY J. WHITNEY 195 SAN REMO CARMEL, CA 93923	TRUSTEE 7.50	0.	0.	0.

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

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

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

0

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**Part 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	107,161.
b	Average of monthly cash balances	1b	6,646.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	113,807.
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	113,807.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,707.
5	Net value of noncharitable-use assets Subtract line 4 from line 3 Enter here and on Part V, line 4	5	112,100.
6	Minimum investment return. Enter 5% of line 5	6	5,605.

**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	5,605.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	5,605.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	5,605.
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	5,605.

**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	21,282.
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	21,282.
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	21,282.

**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

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
<b>1</b> Distributable amount for 2008 from Part XI, line 7				5,605.
<b>2</b> Undistributed income, if any, as of the end of 2007				
<b>a</b> Enter amount for 2007 only			9,579.	
<b>b</b> Total for prior years				
2006		8,097.		
<b>3</b> Excess distributions carryover, if any, to 2008				
<b>a</b> From 2003				
<b>b</b> From 2004				
<b>c</b> From 2005				
<b>d</b> From 2006				
<b>e</b> From 2007				
<b>f</b> Total of lines 3a through e	0.			
<b>4</b> Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 21,282.				
<b>a</b> Applied to 2007, but not more than line 2a			9,579.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		8,097.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2008 distributable amount				3,606.
<b>e</b> Remaining amount distributed out of corpus	0.			
<b>5</b> Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				1,999.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	0.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2004				
<b>b</b> Excess from 2005				
<b>c</b> Excess from 2006				
<b>d</b> Excess from 2007				
<b>e</b> Excess from 2008				

**Part XIV Private Operating Foundations** (see 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(I)(3) or ☐ 4942(I)(5)

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

**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**

<b>Part XV</b>	<b>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.)</b>
----------------	--

### 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) )

MARY J. WHITNEY

**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**

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
CLAY FOUNDATION	N/A	PUBLIC	ENVIRONMENTAL	2,500.
MARINE LIFE STUDIES	N/A	PUBLIC	ENVIRONMENTAL	2,000.
MONTEREY BAY AQUARIUM FDN	N/A	PUBLIC	ENVIRONMENTAL	2,200.
NATURAL RESOURCES DEFENSE COUNCIL INC.	N/A	PUBLIC	ENVIRONMENTAL	2,500.
OCEAN CONSERVANCY	N/A	PUBLIC	ENVIRONMENTAL	2,500.
WHALE TRUST	N/A	PUBLIC	ENVIRONMENTAL	5,100.
VENTANA WILDLIFE SOCIETY	N/A	PUBLIC	ENVIRONMENTAL	1,000.
<b>Total</b>				<b>17,800.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>0.</b>





**Schedule B**(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

► Attach to Form 990, 990-EZ, and 990-PF.

OMB No 1545-0047

**2008**

Name of the organization

Employer identification number

FLUKE FOUNDATION

77-0560147

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

**General Rule**

- ☒ For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ \_\_\_\_\_

**Caution.** Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990. These instructions will be issued separately.

Schedule B (Form 990, 990-EZ, or 990-PF) (2008)

Name of organization

Employer identification number

FLUKE FOUNDATION

77-0560147

**Part I Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MARILYN WHITNEY 2333 GULF OF MEXICO DRIVE LONGBOAT KEY, FL 34228	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



FLUKE FOUNDATION

**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	469.665 SH JULIUS BAER INTL EQUITY FUND	P	VARIOUS	10/09/08
b	10 SH AMERICAN TOWER CORP CL A	P	VARIOUS	10/10/08
c	10 SH MARTIN MARIETTA MATLS INC	P	VARIOUS	10/10/08
d	70 SH ORACLE CORP, BEAR STEARNS & CO	P	VARIOUS	10/10/08
e	20 SH PRICE T ROWE GROOUP INC	P	VARIOUS	10/10/08
f	10 SH REPUBLIC SVCS INC	P	VARIOUS	10/10/08
g	20 SH YUM BRANDS INC	P	VARIOUS	10/10/08
h	387.879 SH JULIUS BAER INTL EQUITY FUND	P	VARIOUS	11/03/08
i	120 SH MARVELL TECHNOLOGY GROUP	P	VARIOUS	11/04/08
j	14 SH SUNTECH POWER HLDGS CO	P	VARIOUS	11/25/08
k	46 SH SUNTECH PWR HLDGS CO	P	VARIOUS	11/25/08
l	18 SH FOCUS MEDIA HLDG LTD	P	VARIOUS	12/08/08
m	32 SH FOCUS MEDIA HLDG LTD	P	VARIOUS	12/08/08
n	20 SH BP PLC SPONSORED ADR UNITED KINGDOM	P	VARIOUS	01/12/09
o	40 SH CVS CAREMARK CORP	P	VARIOUS	01/12/09

(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 5,044.		7,411.	<2,367.>
b 319.		415.	<96.>
c 792.		1,676.	<884.>
d 1,195.		1,420.	<225.>
e 989.		1,036.	<47.>
f 257.		306.	<49.>
g 552.		650.	<98.>
h 3,968.		6,099.	<2,131.>
i 855.		2,144.	<1,289.>
j 92.		582.	<490.>
k 302.		1,920.	<1,618.>
l 135.		993.	<858.>
m 244.		1,801.	<1,557.>
n 955.		1,392.	<437.>
o 1,175.		1,468.	<293.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<2,367.>
b			<96.>
c			<884.>
d			<225.>
e			<47.>
f			<49.>
g			<98.>
h			<2,131.>
i			<1,289.>
j			<490.>
k			<1,618.>
l			<858.>
m			<1,557.>
n			<437.>
o			<293.>

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
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

FLUKE FOUNDATION

**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	50 SH YUM BRANDS INC	P	VARIOUS	01/12/09
b	40 SH AETNA INC	P	VARIOUS	01/30/09
c	10 SH GILEAD SCIENCES INC	P	VARIOUS	01/30/09
d	30 SH MEDNAX INC	P	VARIOUS	01/30/09
e	20 SH CLIFFS NAT RES INC	P	VARIOUS	02/12/09
f	10 SH POTASH CORP SASK INC CANADA	P	VARIOUS	02/12/09
g	20 SH ARCH CAP GROUP LTD	P	VARIOUS	02/24/09
h	20 SH INVESCO LTD BERMUDA	P	VARIOUS	02/24/09
i	40 SH PRICE T ROWE GROUP INC	P	VARIOUS	02/24/09
j	66 SH WELLS FARGO & CO	P	VARIOUS	02/24/09
k	114 SH WELLS FARGO & CO	P	VARIOUS	02/24/09
l	768.456 SH ARTIO INTL EQUITY FD	P	VARIOUS	03/03/09
m	50 SH GENETECH INC	P	VARIOUS	03/26/09
n	12 SH MEDNAX INC	P	VARIOUS	04/28/09
o	18 SH MEDNAX INC	P	VARIOUS	04/28/09

(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	1,605.	1,624.	<19.>
b	1,216.	1,931.	<715.>
c	480.	391.	89.
d	968.	1,645.	<677.>
e	620.	1,042.	<422.>
f	946.	769.	177.
g	1,122.	1,397.	<275.>
h	250.	485.	<235.>
i	991.	2,071.	<1,080.>
j	824.	2,256.	<1,432.>
k	1,441.	3,943.	<2,502.>
l	5,871.	12,308.	<6,437.>
m	4,750.	3,665.	1,085.
n	415.	569.	<154.>
o	582.	798.	<216.>

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<19.>
b			<715.>
c			89.
d			<677.>
e			<422.>
f			177.
g			<275.>
h			<235.>
i			<1,080.>
j			<1,432.>
k			<2,502.>
l			<6,437.>
m			1,085.
n			<154.>
o			<216.>

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

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

FLUKE FOUNDATION

**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	10 SH INVESCO LTD	P	VARIOUS	05/18/09
b	30 SH CVS CAREMARK CORP	P	VARIOUS	05/18/09
c	30 SH DEERE & CO	P	VARIOUS	05/18/09
d	20 SH PEPSICO INC	P	VARIOUS	05/18/09
e	6 SH MEMC ELECTR MATLS INC	P	VARIOUS	05/28/09
f	64 SH MEMC ELECTR MATLS INC	P	VARIOUS	05/28/09
g	50 SH NASDAQ	P	VARIOUS	06/16/09
h	10 SH AMDOCS LTD	P	VARIOUS	09/01/09
i	10 SH ARCH CAP GROUP LTD	P	VARIOUS	09/01/09
j	10 SH AIR PRODS & CHEM INC	P	VARIOUS	09/01/09
k	20 SH AMERICA MOVIL	P	VARIOUS	09/01/09
l	10 SH APACHE CORP	P	VARIOUS	09/01/09
m	10 SH APPLE INC	P	VARIOUS	09/01/09
n	30 SH BP PLC	P	VARIOUS	09/01/09
o	10 SH CVS CAREMARK CORP	P	VARIOUS	09/01/09

(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	149.	243.	<94.>
b	947.	1,101.	<154.>
c	1,236.	1,854.	<618.>
d	989.	1,298.	<309.>
e	94.	256.	<162.>
f	1,103.	2,997.	<1,894.>
g	1,096.	1,037.	59.
h	245.	391.	<146.>
i	642.	699.	<57.>
j	758.	823.	<65.>
k	932.	1,193.	<261.>
l	866.	319.	547.
m	1,691.	1,692.	<1.>
n	1,556.	2,088.	<532.>
o	369.	367.	2.

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<94.>
b			<154.>
c			<618.>
d			<309.>
e			<162.>
f			<1,894.>
g			59.
h			<146.>
i			<57.>
j			<65.>
k			<261.>
l			547.
m			<1.>
n			<532.>
o			2.

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	
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	

FLUKE FOUNDATION

**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	10 SH CELGENE CORP	P	VARIOUS	09/01/09
b	40 SH CISCO SYS INC	P	VARIOUS	09/01/09
c	10 SH EXPRESS SCRIPTS INC	P	VARIOUS	09/01/09
d	10 SH GENERAL MLS INC	P	VARIOUS	09/01/09
e	10 SH NETAPP INC	P	VARIOUS	09/01/09
f	10 SH NORTHEAST UTILS	P	VARIOUS	09/01/09
g	30 SH US BANCORP DEL	P	VARIOUS	09/01/09
h	10 SH VARIAN SEMICONDUCTOR EQUIPMENT	P	VARIOUS	09/01/09
i	65 SH INVESCO LTD	P	VARIOUS	09/25/09
j	30 SH AETNA INC	P	VARIOUS	09/25/09
k	60 SH MICROSOFT CORP	P	VARIOUS	09/25/09
l				
m				
n				
o				

(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	537.	513.	24.
b	872.	1,079.	<207.>
c	730.	491.	239.
d	593.	591.	2.
e	230.	229.	1.
f	242.	266.	<24.>
g	668.	985.	<317.>
h	311.	324.	<13.>
i	1,486.	1,577.	<91.>
j	920.	1,224.	<304.>
k	1,532.	1,847.	<315.>
l			
m			
n			
o			

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			24.
b			<207.>
c			239.
d			2.
e			1.
f			<24.>
g			<317.>
h			<13.>
i			<91.>
j			<304.>
k			<315.>
l			
m			
n			
o			

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	<29,942.>
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

## 2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	033007	200DB	5.00	17	2,295.			2,295.	1,193.		441.
2	COMPUTER SOFTWARE	033007	SL	3.00	16	973.			973.	513.		324.
	* TOTAL 990-PF PG 1 DEPR					3,268.		0.	3,268.	1,706.	0.	765.

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

---

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
469.665 SH JULIUS BAER INTL EQUITY FUND	PURCHASED	VARIOUS	10/09/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,044.	7,411.	0.	0.	<2,367.>

---

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10 SH AMERICAN TOWER CORP CL A	PURCHASED	VARIOUS	10/10/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
319.	415.	0.	0.	<96.>

---

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10 SH MARTIN MARIETTA MATLS INC	PURCHASED	VARIOUS	10/10/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
792.	1,676.	0.	0.	<884.>

---

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
70 SH ORACLE CORP, BEAR STEARNS & CO	1,195.	1,420.	0.	0.	<225.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20 SH PRICE T ROWE GROOUP INC	989.	1,036.	0.	0.	<47.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH REPUBLIC SVCS INC	257.	306.	0.	0.	<49.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20 SH YUM BRANDS INC	552.	650.	0.	0.	<98.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
387.879 SH JULIUS BAER INTL EQUITY FUND	PURCHASED	VARIOUS	11/03/08	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,968.	6,099.	0.	0.	<2,131.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
120 SH MARVELL TECHNOLOGY GROUP	PURCHASED	VARIOUS	11/04/08	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
855.	2,144.	0.	0.	<1,289.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD	
14 SH SUNTECH POWER HLDGS CO	PURCHASED	VARIOUS	11/25/08	
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
92.	582.	0.	0.	<490.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
46 SH SUNTECH PWR HLDGS CO	PURCHASED	VARIOUS	11/25/08

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
302.	1,920.	0.	0.	<1,618.>



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
18 SH FOCUS MEDIA HLDG LTD	PURCHASED	VARIOUS	12/08/08		
	135.	993.	0.	0.	<858.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
32 SH FOCUS MEDIA HLDG LTD	PURCHASED	VARIOUS	12/08/08		
	244.	1,801.	0.	0.	<1,557.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
20 SH BP PLC SPONSORED ADR UNITED KINGDOM	PURCHASED	VARIOUS	01/12/09		
	955.	1,392.	0.	0.	<437.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
40 SH CVS CAREMARK CORP	PURCHASED	VARIOUS	01/12/09		
	1,175.	1,468.	0.	0.	<293.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50 SH YUM BRANDS INC	1,605.	1,624.	0.	0.	<19.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40 SH AETNA INC	1,216.	1,931.	0.	0.	<715.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH GILEAD SCIENCES INC	480.	391.	0.	0.	89.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30 SH MEDNAX INC	968.	1,645.	0.	0.	<677.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20 SH CLIFFS NAT RES INC	620.	1,042.	0.	0.	<422.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH POTASH CORP SASK INC CANADA	946.	769.	0.	0.	177.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20 SH ARCH CAP GROUP LTD	1,122.	1,397.	0.	0.	<275.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20 SH INVESCO LTD BERMUDA	250.	485.	0.	0.	<235.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40 SH PRICE T ROWE GROUP INC	991.	2,071.	0.	0.	<1,080.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
66 SH WELLS FARGO & CO	824.	2,256.	0.	0.	<1,432.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
114 SH WELLS FARGO & CO	1,441.	3,943.	0.	0.	<2,502.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
768.456 SH ARTIO INTL EQUITY FD	5,871.	12,308.	0.	0.	<6,437.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50 SH GENETECH INC	4,750.	3,665.	0.	0.	1,085.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12 SH MEDNAX INC	415.	569.	0.	0.	<154.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18 SH MEDNAX INC	582.	798.	0.	0.	<216.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH INVESCO LTD	149.	243.	0.	0.	<94.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30 SH CVS CAREMARK CORP	947.	1,101.	0.	0.	<154.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30 SH DEERE & CO	1,236.	1,854.	0.	0.	<618.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20 SH PEPSICO INC	989.	1,298.	0.	0.	<309.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6 SH MEMC ELECTR MALTS INC	94.	256.	0.	0.	<162.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
64 SH MEMC ELECTR MATLS INC	1,103.	2,997.	0.	0.	<1,894.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50 SH NASDAQ	1,096.	1,037.	0.	0.	59.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH AMDOCS LTD	245.	391.	0.	0.	<146.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH ARCH CAP GROUP LTD	642.	699.	0.	0.	<57.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
10 SH AIR PRODS & CHEM INC	PURCHASED	VARIOUS	09/01/09		
	758.	823.	0.	0.	<65.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
20 SH AMERICA MOVIL	PURCHASED	VARIOUS	09/01/09		
	932.	1,193.	0.	0.	<261.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
10 SH APACHE CORP	PURCHASED	VARIOUS	09/01/09		
	866.	319.	0.	0.	547.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
10 SH APPLE INC	PURCHASED	VARIOUS	09/01/09		
	1,691.	1,692.	0.	0.	<1.>



(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	09/01/09			
30 SH BP PLC	1,556.	2,088.	0.	0.	<532.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	09/01/09			
10 SH CVS CAREMARK CORP	369.	367.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	09/01/09			
10 SH CELGENE CORP	537.	513.	0.	0.	24.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD			
PURCHASED	VARIOUS	09/01/09			
40 SH CISCO SYS INC	872.	1,079.	0.	0.	<207.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH EXPRESS SCRIPTS INC	730.	491.	0.	0.	239.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH GENERAL MLS INC	593.	591.	0.	0.	2.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH NETAPP INC	230.	229.	0.	0.	1.

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH NORTHEAST UTILS	242.	266.	0.	0.	<24.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30 SH US BANCORP DEL	668.	985.	0.	0.	<317.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10 SH VARIAN SEMICONDUCTOR EQUIPMENT	311.	324.	0.	0.	<13.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
65 SH INVESCO LTD	1,486.	1,577.	0.	0.	<91.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30 SH AETNA INC	920.	1,224.	0.	0.	<304.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
				PURCHASED	VARIOUS	09/25/09
60 SH MICROSOFT CORP	1,532.	1,847.	0.			
				(E) DEPREC.		(F) GAIN OR LOSS
						<315.>
CAPITAL GAINS DIVIDENDS FROM PART IV						0.
TOTAL TO FORM 990-PF, PART I, LINE 6A						<29,942.>

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	2
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
US TRUST	2,247.	0.	2,247.
TOTAL TO FM 990-PF, PART I, LN 4	2,247.	0.	2,247.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
	1,250.	625.		0.
TO FORM 990-PF, PG 1, LN 16B	1,250.	625.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT MANAGEMENT FEES	1,691.	1,691.			0.
TO FORM 990-PF, PG 1, LN 16C	1,691.	1,691.			0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
CA FRANCHISE TAX	10.	0.			0.
FEDERAL EXCISE TAX	2,429.	0.			0.
TO FORM 990-PF, PG 1, LN 18	2,439.	0.			0.

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
POSTAGE	124.	0.			0.
CONSULTANT	1,500.	0.			1,500.
SUPPLIES	1,230.	0.			1,230.
WHALE IN DISTRESS SIGNS	752.	0.			752.
TO FORM 990-PF, PG 1, LN 23	3,606.	0.			3,482.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
SEE ATTACHED STATEMENT	113,325.	110,366.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	113,325.	110,366.	

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	2,295.	1,634.	661.
COMPUTER SOFTWARE	973.	837.	136.
TOTAL TO FM 990-PF, PART II, LN 14	3,268.	2,471.	797.

Trade Date

U.S. TRUST



Bank of America Private Wealth Management

## Portfolio Detail

Account: 51-01-100-5842712 H/F FLUKE FOUNDATION

Sept. 01, 2009 through Sept 30, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Cash/Currency</b>									
<b>Cash Equivalents</b>									
445-370	COLUMBIA GOVERNMENT RESERVES TRUST CLASS (Income Investment)	19765K712	\$445.37	\$0.00	\$445.37 1,000		\$0.00	\$0.00	0.0%
2,017,850	COLUMBIA GOVERNMENT RESERVES TRUST CLASS	19765K712	2,017.85	0.00	2,017.85 1,000		0.00	0.00	0.0
	<b>Total Cash Equivalents</b>		<b>\$2,463.22</b>	<b>\$0.00</b>	<b>\$2,463.22</b>		<b>\$0.00</b>	<b>\$0.00</b>	<b>0.0%</b>
	<b>Total Cash/Currency</b>		<b>\$2,463.22</b>	<b>\$0.00</b>	<b>\$2,463.22</b>		<b>\$0.00</b>	<b>\$0.00</b>	<b>0.0%</b>

## Equities

<b>Consumer Discretionary</b>									
60-000	COACH INC Ticker: COH	189754104	\$1,975.20 32.920	\$0.00	\$1,365.00 22,750	\$610.20	\$18.00	\$0.00	0.9%
130-000	LOWES COS INC Ticker: LOW	548661107	2,722.20 20.940	0.00	2,621.95 20,169	100.25	46.80	0.00	1.7
40-000	TARGET CORP Ticker: TGT	87612E106	1,867.20 46.680	0.00	2,191.20 54,780	-324.00	27.20	0.00	1.5
40-000	V F CORP Ticker: VFC	918204108	2,897.20 72.430	0.00	3,678.80 91,970	-781.60	94.40	0.00	3.3
70-000	YUM BRANDS INC Ticker: YUM	988498101	2,363.20 33.760	0.00	2,273.60 32,480	89.60	58.80	0.00	2.5
	<b>Total Consumer Discretionary</b>		<b>\$11,825.00</b>	<b>\$0.00</b>	<b>\$12,130.55</b>	<b>-\$305.55</b>	<b>\$245.20</b>	<b>\$0.00</b>	<b>2.1%</b>
<b>Consumer Staples</b>									
100-000	CVS CAREMARK CORP Ticker: CVS	126650100	\$3,574.00 35.740	\$0.00	\$3,160.32 31,603	\$413.68	\$30.50	0.00	0.9%
220-000	DARLING INTL INC Ticker: DAR	237266101	1,617.00 7.350	0.00	2,596.40 11,802	-979.40	0.00	0.00	0.0
60-000	GENERAL MILS INC Ticker: GIS	370334104	3,862.80 64.380	0.00	3,548.47 59,141	314.33	112.80	0.00	2.9

(1) Market Value in the Portfolio Detail section does not include Accrued Income

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Trade Date

## Portfolio Detail

Account: 51-01-100-5842712 H/F FLUKE FOUNDATION

Sept. 01, 2009 through Sept. 30, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Consumer Staples (cont)</b>									
70.000	PEPSICO INC Ticker: PEP	713448108	4,106.20 58.660	0.00	4,577.47 65.392		-471.27	126.00	3.1
<b>Total Consumer Staples</b>			<b>\$13,160.00</b>	<b>\$0.00</b>	<b>\$13,882.66</b>		<b>-\$722.66</b>	<b>\$269.30</b>	<b>2.0%</b>
<b>Energy</b>									
59.000	APACHE CORP Ticker: APA	037411105	\$5,417.97 91.830	\$0.00	\$3,923.18 66.495		\$1,494.79	\$35.40	0.7%
90.000	BP PLC SPONSORED ADR UNITED KINGDOM Ticker: BP	055622104	4,790.70 53.230	0.00	5,966.30 66.292		-1,175.60	302.40	6.3
130.000	COVANTA HLDG CORP Ticker: CVA	22282E102	2,210.00 17.000	0.00	3,122.62 24.020		-912.62	0.00	0.0
<b>Total Energy</b>			<b>\$12,418.67</b>	<b>\$0.00</b>	<b>\$13,012.10</b>		<b>-\$593.43</b>	<b>\$337.80</b>	<b>2.7%</b>
<b>Financials</b>									
40.000	ARCH CAP GROUP LTD COM NEW BERMUDA Ticker: ACGL	G0450A105	\$2,701.60 67.540	\$0.00	\$2,647.04 66.176		\$54.56	\$0.00	0.0%
100.000	COMERICA INC Ticker: CMA	200340107	2,967.00 29.670	5.00	2,030.62 20.306		936.38	20.00	0.7
10.000	GOLDMAN SACHS GROUP INC Ticker: GS	38141G104	1,843.50 184.350	0.00	1,840.64 184.064		2.86	14.00	0.8
50.000	LENDER PROCESSING SVCS INC Ticker: LPS	52602E102	1,908.50 38.170	0.00	1,483.90 29.678		424.60	20.00	1.0
110.000	SCHWAB CHARLES CORP NEW Ticker: SCHW	808513105	2,106.50 19.150	0.00	1,432.15 13.020		674.35	26.40	1.3
30.000	STATE STR CORP Ticker: STT	857477103	1,578.00 52.600	0.30	1,430.91 47.697		147.09	1.20	0.1
140.000	US BANCORP DEL COM NEW Ticker: USB	902973304	3,060.40 21.860	7.00	3,971.14 28.365		-910.74	28.00	0.9



Trade Date

U.S. TRUST



Bank of America Private Wealth Management

## Portfolio Detail

Account: 51-01-100-5842712 H/F FLUKE FOUNDATION

Sept 01, 2009 through Sept 30, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Financials (cont)</b>									
<b>Total Financials</b>			<b>\$16,165.50</b>	<b>\$12.30</b>	<b>\$14,836.40</b>	<b>\$1,329.10</b>	<b>\$109.60</b>	<b>0.7%</b>	
<b>Health Care</b>									
130 000	BIOMARIN PHARMACEUTICAL INC Ticker: BMRN	09061G101	\$2,350.40 18 080	\$0.00	\$2,502.14 19 247	-\$151.74	\$0.00	0.0%	0.0%
50 000	CELGENE CORP Ticker: CELG	151020104	2,795.00 55 900	0.00	2,567.34 51 347	227.66	0.00	0.0	0.0
40 000	EXPRESS SCRIPTS INC Ticker: ESRX	302182100	3,103.20 77 580	0.00	2,076.55 51 914	1,026.65	0.00	0.0	0.0
70 000	GILEAD SCIENCES INC Ticker: GILD	375558103	3,255.00 46 500	0.00	2,794.30 39 919	460.70	0.00	0.0	0.0
60 000	INVERNESS MED INNOVATIONS INC Ticker: IMA	46126P106	2,323.80 38 730	0.00	2,908.80 48 480	-585.00	0.00	0.0	0.0
50 000	STRYKER CORP Ticker: SYK	863667101	2,271.50 45 430	0.00	3,177.00 63 540	-905.50	20.00	0.9	0.9
<b>Total Health Care</b>			<b>\$16,096.90</b>	<b>\$0.00</b>	<b>\$16,026.13</b>	<b>\$72.77</b>	<b>\$20.00</b>	<b>0.1%</b>	
<b>Industrials</b>									
30 000	DEERE & CO Ticker: DE	244199105	\$1,287.60 42 920	\$8.40	\$1,877.30 62 577	-\$589.70	\$33.60	2.6%	2.6%
70 000	EMERSON ELEC CO Ticker: EMR	291011104	2,805.60 40 080	0.00	3,442.36 49 177	-636.76	92.40	3.3	3.3
160 000	MASCO CORP Ticker: MAS	574599106	2,067.20 12 920	0.00	1,500.80 9 380	566.40	48.00	2.3	2.3
110 000	REPUBLIC SVCS INC Ticker: RSG	760759100	2,922.70 26 570	20.90	3,414.00 31 036	-491.30	83.60	2.9	2.9
<b>Total Industrials</b>			<b>\$9,083.10</b>	<b>\$29.30</b>	<b>\$10,234.46</b>	<b>-\$1,151.36</b>	<b>\$257.60</b>	<b>2.8%</b>	

\*77901711220\*

Trade Date



# Portfolio Detail

Account: 51-01-100-5842712 H/F FLUKE FOUNDATION

Sept 01, 2009 through Sept 30, 2009

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>								
<b>Information Technology</b>								
50.000	ACCENTURE PLC CLA COM IRELAND Ticker: ACN	G1151C101	\$1,863.50 37.270	\$0.00	\$2,113.10 42.262	-\$249.60	\$25.00	1.3%
50.000	AMDOCS LTD GUERNSEY Ticker: DOX	G02502103	1,344.00 26.880	0.00	1,840.50 36.810	-496.50	0.00	0.0
10.000	APPLE INC Ticker: AAPL	037833100	1,853.50 185.350	0.00	1,691.55 169.155	161.95	0.00	0.0
60.000	BROADCOM CORP CLA Ticker: BRCM	111320107	1,841.40 30.690	0.00	1,823.89 30.398	17.51	0.00	0.0
110.000	CISCO SYS INC Ticker: CSCO	17275R102	2,589.40 23.540	0.00	2,967.60 26.978	-378.20	0.00	0.0
110.000	CORNING INC Ticker: GLW	219350105	1,684.10 15.310	0.00	1,571.90 14.290	112.20	22.00	1.3
5.000	GOOGLE INC CLA COM Ticker: GOOG	38259P508	2,479.25 495.850	0.00	2,730.66 546.132	-251.41	0.00	0.0
80.000	JUNIPER NETWORKS INC Ticker: JNPR	48203R104	2,161.60 27.020	0.00	2,007.86 25.098	153.74	0.00	0.0
110.000	NETAPP INC Ticker: NTAP	64110D104	2,934.80 26.680	0.00	2,271.58 20.651	663.22	0.00	0.0
40.000	VARIAN SEMICONDUCTOR EQUIPMNT Ticker: VSEA	922207105	1,313.60 32.840	0.00	1,294.57 32.364	19.03	0.00	0.0
<b>Total Information Technology</b>			<b>\$20,065.15</b>	<b>\$0.00</b>	<b>\$20,313.21</b>	<b>-\$248.06</b>	<b>\$47.00</b>	<b>0.2%</b>
<b>Materials</b>								
30.000	AIR PRODS & CHEMS INC Ticker: APD	009158106	\$2,327.40 77.580	\$13.50	\$2,469.60 82.320	-\$142.20	\$54.00	2.3%
20.000	CLIFFS NAT RES INC Ticker: CLF	18683K101	647.20 32.360	0.00	1,042.00 52.100	-394.80	3.20	0.5

Trade Date

U.S. TRUST



Bank of America Private Wealth Management

**Account:** 51-01-100-5842712 H/F FLUKE FOUNDATION

Sept. 01, 2009 through Sept. 30, 2009

**Portfolio Detail**

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
<b>Equities (cont)</b>									
<b>Materials (cont)</b>									
10 000	MARTIN MARIETTA MATLS INC Ticker: MLM	573284106	920.70 92.070	0.00	989.56 98.956		-68.86	16.00	1.7
10 000	POTASH CORP SASK INC CANADA Ticker: POT	73755L107	903.40 90.340	0.00	769.40 76.940		134.00	4.00	0.4
<b>Total Materials</b>			<b>\$4,798.70</b>	<b>\$13.50</b>	<b>\$5,270.56</b>		<b>-\$471.86</b>	<b>\$77.20</b>	<b>1.6%</b>
<b>Telecommunication Services</b>									
30 000	AMERICA MOVIL S A B DEC V SPONSORED ADR REPSTG SER L SHS MEXICO Ticker: AMX	02364W105	\$1,314.90 43.830	\$0.00	\$1,789.20 59.640		-\$474.30	\$13.62	1.0%
50 000	AMERICAN TOWER CORP CLA Ticker: AMT	029912201	1,820.00 36.400	0.00	2,074.00 41.480		-254.00	0.00	0.0
<b>Total Telecommunication Services</b>			<b>\$3,134.90</b>	<b>\$0.00</b>	<b>\$3,863.20</b>		<b>-\$728.30</b>	<b>\$13.62</b>	<b>0.4%</b>
<b>Utilities</b>									
150 000	NORTHEAST UTILS Ticker: NU	664397106	\$3,561.00 23.740	\$0.00	\$3,755.89 25.039		-\$194.89	\$142.50	4.0%
<b>Total Utilities</b>			<b>\$3,561.00</b>	<b>\$0.00</b>	<b>\$3,755.89</b>		<b>-\$194.89</b>	<b>\$142.50</b>	<b>4.0%</b>
<b>Total Equities</b>			<b>\$110,310.92</b>	<b>\$55.10</b>	<b>\$113,325.16</b>		<b>-\$3,014.24</b>	<b>\$1,519.82</b>	<b>1.4%</b>
<b>Total Portfolio</b>			<b>\$112,774.14</b>	<b>\$55.10</b>	<b>\$115,788.38</b>		<b>-\$3,014.24</b>	<b>\$1,519.82</b>	<b>1.3%</b>
<b>Accrued Income</b>			<b>\$55.10</b>						
<b>Total</b>			<b>\$112,829.24</b>						

**Election to Treat Qualifying Distribution as Coming From a Prior Year's Income**

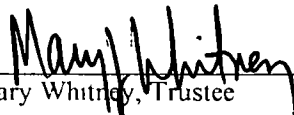
Fluke Foundation  
PO Box 222099  
Carmel, CA 93922-2099

Identification Number 77-0560147

Tax Year End: 09/30/2009

Pursuant to Code Sec. 4942(h)(2) and Reg. §53.4942(a)-3(d)(2), Fluke Foundation elects to treat current year qualifying distributions in excess of the immediately preceding tax year's undistributed income as coming from prior year's undistributed income as follows

Year End	Amount
09/30/2007	8,097

  
\_\_\_\_\_  
Mary Whitney, Trustee