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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**

OMB No 1545-0052

2008

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

For calendar year 2008, or tax year beginning 11/1/2008, and ending 10/31/2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

E.M. Lynn Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

1905 NW Corporate Blvd

Room/suite

City or town, state, and ZIP code

Boca Raton

FL

33431

A Employer identification number

59-1788859

B Telephone number (see page 10 of the instructions)

561-994-1900

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 ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end
of year (from Part II, col. (c),
line 16) ▶ \$ 167,688,330J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)**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) (see page 11 of the instructions))(a) Revenue and
expenses per
books(b) Net investment
income(c) Adjusted net
income(d) Disbursements
for charitable
purposes
(cash basis only)

1 Contributions, gifts, grants, etc., received (attach schedule)

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 a Gross rents

b Net rental income or (loss) 0

6 a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 0

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain

9 Income modifications

10 a Gross sales less returns and allowances 0

b Less Cost of goods sold 0

c Gross profit or (loss) (attach schedule)

11 Other income (attach schedule) 0

12 Total. Add lines 1 through 11 2,576,711

Revenue

Operating and Administrative Expenses

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16 a Legal fees (attach schedule)

b Accounting fees (attach schedule)

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions)

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2008)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		3,756	171,961	171,961
	2	Savings and temporary cash investments		106,097,188	16,068,901	16,095,400
	3	Accounts receivable ▶	0			
		Less: allowance for doubtful accounts ▶	0	0	0	0
	4	Pledges receivable ▶	0			
		Less: allowance for doubtful accounts ▶	0	0	0	0
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)		0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0			
		Less: allowance for doubtful accounts ▶	0	0	0	0
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)		15,762,822	0	0
	b	Investments—corporate stock (attach schedule)		26,963,362	108,347,270	110,640,674
	c	Investments—corporate bonds (attach schedule)		0	22,847,790	22,821,165
	11	Investments—land, buildings, and equipment basis ▶	0			
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	0	
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		28,071,101	18,657,468	17,887,411	
14	Land, buildings, and equipment basis ▶	0				
	Less: accumulated depreciation (attach schedule) ▶	0	0	0	0	
15	Other assets (describe ▶ <u>See attached statement</u>)		131,605	71,719	71,719	
16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)		177,029,834	166,165,109	167,688,330	
Liabilities	17	Accounts payable and accrued expenses			5,014	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons		0	0	
	21	Mortgages and other notes payable (attach schedule)		0	0	
	22	Other liabilities (describe ▶)		0	0	
	23	Total liabilities (add lines 17 through 22)		0	5,014	
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				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		177,029,834	166,160,095	
30	Total net assets or fund balances (see page 17 of the instructions)		177,029,834	166,160,095		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		177,029,834	166,165,109		

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	177,029,834
2	Enter amount from Part I, line 27a	2	-7,037,769
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	169,992,065
5	Decreases not included in line 2 (itemize) ▶ <u>Capital Losses reported on Schedule IV</u>	5	3,831,970
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	166,160,095

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement			
b			
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

(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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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	-3,831,970
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) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8 }	3	-745,770

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 page 18 of the 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	3,970,600	194,612,242	0.020403
2006	492,050	196,536,893	0.002504
2005	5,918,500	177,453,754	0.033352
2004	5,547,200	170,903,440	0.032458
2003	441,100	131,777,300	0.003347

2 Total of line 1, column (d)	2	0.092064
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	0.018413
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	163,744,363
5 Multiply line 4 by line 3	5	3,015,025
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	15,800
7 Add lines 5 and 6	7	3,030,825
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	9,042,550

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1 a 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	15,800
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	15,800
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	15,800
6 Credits/Payments			
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	42,000	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	42,000	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	26,200	
11 Enter the amount of line 10 to be Credited to 2009 estimated tax 15,800 Refunded	11	10,400	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the 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
c 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 \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
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
4 a 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?	N/A	
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	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) FL		
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 on page 27)? 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

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 page 20 of the 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 ► not applicable				
14	The books are in care of ► Christine E. Lynn	Telephone no. ► 561-994-1900		
Located at ► 1905 NW Corporate Blvd. Boca Raton FL		ZIP+4 ► 33431-7303		
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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
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 ► 20 _____, 20 _____, 20 _____, 20 _____		
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 page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 _____, 20 _____, 20 _____, 20 _____		
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)	3b	N/A
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)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ **5b** N/A

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Christine E. Lynn 1905 NW Corporate Blvd, Boca Raton FL 3343	Trustee	.00	0	0
		.00	0	0
		.00	0	0
		.00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		.00	0	0
		.00	0	0
		.00	0	0
		.00	0	0
		.00	0	0
		.00	0	0

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Bank of America 150 E Palmetto Park Rd. Boca Raton FL 33432-4827	Investment Management	376,084
		0
		0
		0
		0

Total number of others receiving over \$50,000 for professional services **1****Part IX-A** Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1	
2	
All other program-related investments See page 24 of the instructions	
3	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	90,113,477
b	Average of monthly cash balances	1b	76,124,455
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	166,237,932
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	166,237,932
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	2,493,569
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	163,744,363
6	Minimum investment return. Enter 5% of line 5	6	8,187,218

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	8,187,218
2a	Tax on investment income for 2008 from Part VI, line 5	2a	15,800
b	Income tax for 2008 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	15,800
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,171,418
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	8,171,418
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,171,418

Part XII Qualifying Distributions (see page 25 of the 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	9,042,550
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	9,042,550
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 (see page 26 of the instructions)	5	15,800
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,026,750

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				8,171,418
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0	
b Total for prior years' 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2008				
a From 2003	NONE			
b From 2004	NONE			
c From 2005	NONE			
d From 2006	NONE			
e From 2007	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ 9,042,550				
a Applied to 2007, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2008 distributable amount				8,171,418
e Remaining amount distributed out of corpus	871,132			
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	871,132			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	871,132			
10 Analysis of line 9:				
a Excess from 2004	0			
b Excess from 2005	0			
c Excess from 2006	0			
d Excess from 2007	0			
e Excess from 2008	871,132			

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

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



b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

Tax year	Prior 3 years			(e) Total
(a) 2008	(b) 2007	(c) 2006	(d) 2005	
0	0			0
0	0	0	0	0
0	0			0
				0
0	0	0	0	0
0	0			0
0	0			0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 27 of the instructions.)**1 Information Regarding Foundation Managers:**

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

E.M Lynn

Estate of E.M. Lynn

C.E. and K.M. DaSilva Charit

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Junior League of Boca Raton 261 NW 13 Street Boca Raton FL 33432	N/A	Public	Spirit of Giving Program	500
Boca Raton Community Hospital Foundation 745 Meadows Rd. Boca Raton FL 33486	N/A	Foundation	General	10,000
Boca Raton Community Hospital Foundation 745 Meadows Rd. Boca Raton FL 33486	N/A	Foundation	General	1,000
The Buoniconti Fund to Cure Paralysis, Inc. 1095 NW 14 Terrace Miami FL 33136	N/A	Public	General	25,000
Stetson University 421 North Woodland Blvd. Unit 8258 Deland FL 3272	N/A	Public	Student Dormitory and S	525,000
Boca Raton Community Hospital Foundation 745 Meadows Rd Boca Raton FL 33486	N/A	Foundation	Heart Institute	7,000,000
Florida Atlantic University Foundation 777 Glades Road Boca Raton FL 33486	N/A	Foundation	School of Nursing	600,000
American Heart Association 2300 Centerpark West Dr West Palm Beach FL 3340	N/A	Public	General	10,000
Miami Project to Cure Paralysis PO Box 016960 Miami FL 33101	N/A	Public	General	200,000
GFWC Royale Woman's Club of Boca Raton, Inc PO Box 1077 Boca Raton FL 33429	N/A	Public	General	500
Hospice by the Sea 1531 West Palmetto Park Rd Boca Raton FL 33486	N/A	Public	General	250
Florida Atlantic University Foundation 777 Glades Road Boca Raton FL 33431	N/A	Public	Wellness Center	2,500
Stetson University Baptist Collegiate Ministry 421 North Woodland Blvd. Unit 8258 Deland FL 3272	N/A	Public	General	300
Boys & Girls Clubs of Broward County 877 NW 61st Street Fort Lauderdale, FL 33309	N/A	Public	General	50,000
Victory Christian Center 3499 NW 2nd Ave Boca Raton FL 33431	N/A	Public	Mision Trip	150
Hospice of Palm Beach County 5300 East Avenue West Palm Beach FL 33407	N/A	Public	General	500
Total			3a	9,042,550
b <i>Approved for future payment</i>				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Leukemia & Lymphoma Society

☐

Person

☐

Business

Street

8020 Towers Crescent Drive

City

Tysons Corner

State

VA

Zip code

22182

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

General

Amount

100

Name

Boca Raton Community Hospital Foundation

☐

Person

☐

Business

Street

745 Meadows Rd

City

Boca Raton

State

FL

Zip code

33486

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

General

Amount

250

Name

Adolph & Rose Levis JCC

Boca Raton, FL

☐

Person

☐

Business

Street

17591 Lake Estates Drive

City

Boca Raton

State

FL

Zip code

33496

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

General

Amount

1,000

Name

Lynn University

☐

Person

☐

Business

Street

3601 N. Military Trail

City

Boca Raton

State

FL

Zip code

33431

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

Boise Scholarship Fund

Amount

1,000

Name

Lynn University

☐

Person

☐

Business

Street

3601 N. Military Trail

City

Boca Raton

State

FL

Zip code

33431

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

Hannifan Center Career Development

Amount

250

Name

The George Snow Scholarship Fund

☐

Person

☐

Business

Street

1860 North Dixie Highway

City

Boca Raton

State

FL

Zip code

33432

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

Scholarship Fund

Amount

200

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name Leukemia & Lymphoma Society				☐ Person	☐ Business
Street 4360 Northlake Blvd.					
City Palm Beach Gardens		State FL	Zip code 33410	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 500	

Name Boca Raton Community Hospital Foundation				☐ Person	☐ Business
Street 745 Meadows Rd.					
City Boca Raton		State FL	Zip code 33486	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 10,000	

Name Florida Atlantic University Foundation				☐ Person	☐ Business
Street 777 Glades Rd					
City Boca Raton		State FL	Zip code 33431	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 10,000	

Name Debbie Rand Memorial Service League, Inc.				☐ Person	☐ Business
Street 800 Meadows Rd.					
City Boca Raton		State FL	Zip code 33486	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 10,000	

Name Lynn University				☐ Person	☐ Business
Street 3601 N. Military Trail					
City Boca Raton		State FL	Zip code 33431	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution Theatre Arts Program				Amount 20,000	

Name Kids @ Home				☐ Person	☐ Business
Street One West Camino Real,					
City Boca Raton		State FL	Zip code 33432	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 5,000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name Boca Raton Historical Society				☐ Person	☐ Business
Street 71 N Federal Hwy					
City Boca Raton		State FL	Zip code 33432	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 5,000	

Name Florence Fuller Child Development Centers				☐ Person	☐ Business
Street 200 NE 14 St					
City Boca Raton		State FL	Zip code 33432	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 10,000	

Name American Heart Association				☐ Person	☐ Business
Street 1180 SW 15th Street					
City Boca Raton		State FL	Zip code 33486	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 2,500	

Name Delaware Hospice Center				☐ Person	☐ Business
Street 100 Patriots Way,					
City Milford		State DE	Zip code 19963	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 250	

Name American Cancer Society				☐ Person	☐ Business
Street PO Box 22718					
City Oklahoma City		State OK	Zip code 73123	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 500	

Name Boca Raton Community Hospital Foundation				☐ Person	☐ Business
Street 745 Meadows Rd.					
City Boca Raton		State FL	Zip code 33431	Foreign Country	
Relationship N/A		Foundation Status Foundation			
Purpose of grant/contribution General				Amount 10,000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name Junior League of Boca Raton				☐ Person	☐ Business
Street 261 NW 13 Street					
City Boca Raton		State FL	Zip code 33432	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 600	

Name American Heart Association				☐ Person	☐ Business
Street 1180 SW 15th Street					
City Boca Raton		State FL	Zip code 33486	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 200	

Name Association for Community Counseling				☐ Person	☐ Business
Street 4731 W Atlantic Ave.					
City Delray Beach		State FL	Zip code 33445	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution General				Amount 1,000	

Name Miami Project to Cure Paralysis				☐ Person	☐ Business
Street 1095 NW 14 Terrace					
City Miami		State FL	Zip code 33136	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution Mobile Vehicle Fund				Amount 2,500	

Name Stetson University				☐ Person	☐ Business
Street 421 N Woodland Blvd					
City DeLand		State FL	Zip code 32723	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution Scholarship Fund				Amount 225,000	

Name Lynn University				☐ Person	☐ Business
Street 3601 N Military Trail					
City Boca Raton		State FL	Zip code 33431	Foreign Country	
Relationship N/A		Foundation Status Public			
Purpose of grant/contribution World Performing Arts Center				Amount 250,000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

Boca Raton Community Hospital Foundation

☐

Person

☐

Business

Street

745 Meadows Rd.

City

Boca Raton

State

FL

Zip code

33431

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

General

Amount

50,000

Name

Symphony of the Americas Society

☐

Person

☐

Business

Street

32 South Surf Rd., Ste 603

City

Hollywood

State

FL

Zip code

33019

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

General

Amount

250

Name

American Cancer Society

☐

Person

☐

Business

Street

3350 NW Boca Raton Blvd.

City

Boca Raton, FL

State

FL

Zip code

33431

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

General

Amount

250

Name

Junior League of Boca Raton

☐

Person

☐

Business

Street

261 NW 13 Street

City

Boca Raton, FL

State

FL

Zip code

33432

Foreign Country

Relationship

N/A

Foundation Status

Public

Purpose of grant/contribution

General

Amount

500

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐

Person

☐

Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 16b (990-PF) - Accounting Fees

		24,000	0	0	0
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	J. Jeffrey Poirier, C.P.A	24,000			
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

		376,084	221,889	0	0
	Name of organization or person providing service	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Bank of America - Investment Managemen	376,084	221,889		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		16,883	1,083	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Withholding Tax	1,083	1,083		
2	Excise Tax on investment income	15,800			
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

154,963130,63700

	Description	Revenue and expenses per books	Net investment income	Adjusted net income	Disbursements for charitable purposes
1		0	0	0	0
2	Bacap Diversified Real Estate Portfolio Expenses	70,765	70,765		
3	BA Diversified Real Estate Fund Portfolio Expenses	59,872	59,872		
4	Bank Charges	87			
5	Subscriptions	239			
6	Administrative Services	24,000			
7					
8					
9					
10					
11					

Part II, Line 10a (990-PF) - Investments - U.S. and State Government Obligations

		15,762,822	0	15,765,358	0		
	Description	(a) Book value beg. of year	(b) Book value end of year	FMV beg. of year	(c) FMV end of year	Check if Federal obligation	Check if State/ local obligation
1	United States Treasury NT, 4.25%	1,021,484		1,070,550		X	
2	United States Treasury NT, 4.75%	7,370,669		7,340,045		X	
3	United States Treasury NT, 4.50%	7,370,669		7,354,763		X	
4							
5							
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							
17							
18							
19							
20							
21							
22							

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			26,963,362	108,347,270	26,182,834	110,640,674
	Description	Num shares/ face value	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
1						
2	3M Company	9,000	303,041	627,098	321,500	662,130
3	Amgen, Inc	10,500	1,720,046	622,041	1,796,700	563,010
4	Apache Corp.	7,000	363,272	602,964	411,650	658,840
5	Apple Inc	0	432,419	0	344,288	0
6	Automatic Data Processing	0	88,241	0	0	0
7	Autodesk Inc	21,000	0	515,695		523,530
8	Baidu Com Inc	0	1,523,316	0	69,900	0
9	Bancshares FLA Inc	0	140,265	0	1,442,000	0
10	Bank New York Mellon, Inc. (formerly Bank o	20,000	497,592	623,730	42,700	533,200
11	Bank of America	23,400	0	417,168	329,900	341,172
12	Baxter Intl Inc.	11,500	369,479	584,229	604,900	621,690
13	Boeing Co	14,000	457,760	636,955	524,200	669,200
14	BP PLC	0	206,328	0	198,800	0
15	CBS Corp New CI A	0	166,996	0	49,150	0
16	ChevronTexaco Corp	8,000	216,288	528,662	373,000	612,320
17	Cigna Corp	18,000	0	537,124		501,120
18	Cisco Systems	30,000	1,385,553	673,821	710,800	684,300
19	Conoco Phillips	21,300	506,290	971,149	598,115	1,068,834
20	Covidien Ltd Com	0	188,185	0	132,870	0
21	Dell Computer	0	244,825	0	122,000	0
22	EMC Corp	33,000	0	502,409	0	543,510
23	EOG Res Inc.	7,000	0	529,263	0	571,620
24	Exelon Corp	12,500	465,790	627,119	542,400	587,000
25	Exxon Mobil Corp.	13,900	246,077	904,277	667,080	996,213
26	FPL Group Inc	11,500	92,738	544,522	472,400	564,650
27	Genentech, Inc.	0	494,482	0	1,133,790	0
28	General Electric Co	103,800	1,549,638	1,681,341	780,400	1,480,188
29	Harley Davidson, Inc.	0	250,381	0	122,400	0
30	Hartford Financial Services Group Inc	26,500	0	526,711	0	649,780
31	Intel Corp.	34,000	994,087	725,192	521,008	649,740
32	International Business Machines	5,500	1,185,832	631,686	1,394,550	663,355
33	Ishares MSCI EAFE Index Fund	260,000	0	13,538,785	0	13,858,000
34	Ishares MSCI Emerging Markets Index Fund	260,000	0	9,554,346	0	9,768,200
35	Ishares Russell 1000 Growth Index Fund	91,000	0	4,021,631	0	4,160,520
36	Ishares Russell 1000 Value Index Fund	180,000	0	9,437,094	0	9,667,800
37	Ishares Russell 2000 Growth Index Fund	24,600	0	1,518,048	0	1,503,306
38	Ishares Russell 2000 Value Index Fund	30,000	0	1,611,558	0	1,586,100
39	Ishares Russell Midcap Growth Index Fund	61,500	0	2,468,579	0	2,511,045
40	Ishares Russell Midcap Value Index Fund	116,200	0	3,817,459	0	3,908,968
41	Ishares S&P Midcap 400 Index Fund	86,750	0	5,425,270	0	5,709,885
42	Ishares S&P Smallcap 600 Index Fund	56,550	0	2,745,395	0	2,794,701
43	JP Morgan Chase & Co	15,000	487,425	641,375	412,500	626,550
44	Johnson & Johnson	25,700	1,665,142	1,542,340	1,778,860	1,517,585
45	Johnson CTLS, Inc.	25,000	243,156	571,474	354,600	598,000
46	Life Technologies Corp	11,000	0	509,814	0	518,870
47	Lilly Eli & CO	17,000	741,433	661,394	338,200	578,170
48	Lockheed Martin Corp	9,000	543,763	615,351	850,500	619,110
49	Medtronic	0	452,424	0	403,300	0
50	Merck & CO, Inc.	50,100	1,067,886	1,608,822	619,000	1,549,593
51	Microsoft Corp	26,500	1,395,543	657,637	1,004,850	734,845
52	Nabors Inds Inc	28,000	0	517,394	0	583,240
53	Oracle Corporation	29,000	306,175	608,447	365,800	611,900
54	Paychex Inc	0	80,243	0	57,080	0
55	Pepsico Inc	11,000	474,475	606,944	570,100	666,050
56	Pfizer, Inc	93,000	1,109,239	1,617,595	531,300	1,583,790
57	PNC Financial Services Group Inc	11,500	0	480,470	0	562,810
58	Proctor & Gamble Co.	12,000	507,240	611,930	774,480	696,000
59	Prudential Financial Inc	10,500	0	503,055	0	474,915
60	Qualcomm Inc.	14,000	271,803	607,078	382,600	578,620
61	Royal Dutch Petroleum CO	0	220,511	0	223,240	0

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			26,963,362	108,347,270	26,182,834	110,640,674
	Description	Num shares/ face value	(a) Book value beg of year	(b) Book value end of year	FMV beg of year	(c) FMV end of year
62	AT&T Inc (Formerly SBC comm)	22,500	273,961	586,873	267,700	577,575
63	Schlumberger Ltd.	17,200	226,819	963,463	516,500	1,069,840
64	Sprint Nextel Corp.	0	97,809	0	39,673	0
65	Select Sector SPDR TR Financial	200,000	0	3,082,000	0	2,810,000
66	Select Sector SPDR TR Technology	100,000	0	2,135,000	0	2,061,000
67	Southern Corp.	18,000	299,137	561,031	343,400	561,420
68	SPDR TR	136,275	0	13,456,079	0	14,112,639
69	Target Corp	0	375,118	0	401,200	0
70	Transocean Ltd.	7,000	0	540,455	0	587,370
71	Tyco Electronics Ltd	0	173,249	0	58,320	0
72	Tyco International	0	231,275	0	75,840	0
73	Texas Instruments Inc	22,000	0	539,009	0	515,900
74	Thermo Fisher Scientific Corp	11,000	0	506,149	0	495,000
75	United Technologies Corp	11,500	831,658	605,580	1,319,040	706,675
76	United Health Group Inc	20,000	0	577,463	0	519,000
77	U.S. Bancorp	21,500	0	477,947		499,230
78	Vanguard Total Stock Market Index Fund	136,139		3,261,916		3,460,650
79	Viacom, Inc	0	254,179	0	107,250	0
80	Wells Fargo	20,000	544,778	541,864	681,000	550,400
81						
82						
83						
84						
85						
86						
87						

0

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

				0	22,847,790	0	22,821,165
	Description	Interest Rate	Maturity Date	(a) Book value beg. of year	(b) Book value end of year	FMV beg. of year	(c) FMV end of year
1	DuPont El De Nemours 5 000% due 01/15/13	5 00%	1/15/2013		536,940		540,470
2	Wal-Mart Stores 4 250% due 04/15/13	4 25%	4/15/2013		533,010		533,275
3	GE Capital Corp 4 800% due 05/01/13	4 80%	5/1/2013		519,530		525,520
4	Federal Farm Credit Bank 2 600% due 10/07/13	2 60%	10/7/2013		1,000,000		1,005,940
5	Procter & Gamble Co 4 600% due 01/15/14	4 60%	1/15/2014		537,250		537,255
6	ConocoPhillips 4 750% due 02/01/14	4 75%	2/1/2014		540,605		536,855
7	AT&T Inc 4 850% due 02/15/14	4 85%	2/15/2014		538,305		533,995
8	JP Morgan Chase 4 650% due 06/01/14	4 65%	6/1/2014		529,360		527,435
9	Hewlett Packard Co 4 750% due 06/02/14	4.75%	6/2/2014		536,875		536,715
10	Citigroup Inc 5 500% due 10/15/14	5 50%	10/15/2014		501,760		512,780
11	PNC Funding Corp 4 250% due 09/21/15	4 25%	9/21/2015		502,125		501,535
12	Federal Home Loan Banks 3.625% due 10/14/2010	3 63%	10/14/2010		1,000,000		997,190
13	Ishares IBOXX High Yield Corp Bond Fund				7,648,422		7,666,200
14	Pwrshares High Yield Corp Bond Portfolio				7,923,608		7,866,000

Part II, Line 13 (990-PF) - Investments - Other

			28,071,101	18,657,468	17,887,411
	Item or Category	Basis of Valuation	(a) Book value beg. of year	(b) Book value end of year	(c) FMV end of year
1	BACAP Multi Strategy Alpha Ser 8	FMV	20,000,000	11,383,628	13,349,304
2	Diversified Real Estate Fund	FMV	3,970,085	3,678,696	2,090,532
3	BACAP Diversified Real Estate Fund	FMV	4,101,016	3,595,144	2,447,575
4					
5					
6					
7					
8					
9					
10					

Part II, Line 15 (990-PF) - Other Assets

		131,605	71,719	71,719
	Description	(a) Beginning balance	(b) Ending balance	(c) Fair market value
1.	Excise Tax Receivable	131,605	26,200	26,200
2	Purchased Interest on Bonds	0	45,519	45,519
3				
4				
5				
6				
7				
8				
9				
10				

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale
	Long Term CG Distributions	Amount						
	Short Term CG Distributions	0						
1								0
2	3M CO, 1000 shares		P	8/19/2002	11/20/2008	58,262	0	64,185
3	3M CO, 1377 shares		P	2/21/2002	2/18/2009	64,887	0	81,091
4	3M CO, 623 shares		P	8/19/2002	2/18/2009	29,357	0	39,987
5	Amgen Inc, 5000 Shares		D	11/1/2000	11/20/2008	268,061	0	295,625
6	Amgen Inc, 2500 Shares		D	4/12/2001	2/18/2009	140,705	0	135,450
7	Apache Corp, 2500 Shares		P	8/11/2005	11/20/2008	175,180	0	181,636
8	Apache Corp, 1500 Shares		P	8/11/2005	2/18/2009	103,038	0	108,982
9	At&T Inc, 202 Shares		P	11/1/2001	11/20/2008	5,046	0	7,918
10	At&T Inc, 500 Shares		P	1/16/2002	11/20/2008	12,491	0	18,850
11	At&T Inc, 500 Shares		P	1/29/2002	11/20/2008	12,491	0	18,225
12	At&T Inc, 3798 Shares		P	12/31/2003	11/20/2008	94,883	0	98,843
13	At&T Inc, 2500 Shares		P	12/31/2003	2/18/2009	58,156	0	65,063
14	Bacap Multi Strat Hedge Fund Ltd, 7470		P	10/1/2004	9/30/2009	10,000,000	0	8,616,372
15	Bank New York Mellon Corp, 5000 Sha		P	7/10/2001	11/20/2008	123,362	0	255,459
16	Bank New York Mellon Corp, 10398 Sh		P	7/10/2001	2/18/2009	24,521	0	53,125
17	Bank New York Mellon Corp, 3302 Sha		P	7/30/2001	2/18/2009	7,787	0	15,733
18	Bank New York Mellon Corp, 1130 Sha		P	10/30/2007	2/18/2009	26,648	0	54,158
19	Baxter Intl Inc, 2611 Shares		P	3/5/2002	11/20/2008	137,214	0	144,780
20	Baxter Intl Inc, 2389 Shares		P	12/31/2003	11/20/2008	125,547	0	72,649
21	Baxter Intl Inc, 144 Shares		P	12/31/2003	2/18/2009	8,390	0	4,379
22	Baxter Intl Inc, 2356 Shares		P	12/31/2003	2/18/2009	137,266	0	71,646
23	Boeing Co, 4657 Shares		D	4/11/2002	11/20/2008	172,180	0	232,151
24	Boeing Co, 343 Shares		P	12/31/2003	11/20/2008	12,682	0	14,483
25	Boeing Co, 1062 Shares		P	12/31/2003	2/18/2009	41,155	0	44,843
26	Boeing Co, 1438 Shares		P	12/31/2003	2/18/2009	55,726	0	60,720
27	Chevron Corp, 2500 Shares		P	12/31/2003	11/20/2008	171,730	0	108,144
28	Chevron Corp, 60 Shares		P	12/31/2003	2/18/2009	3,979	0	2,595
29	Chevron Corp, 1440 Shares		P	12/31/2003	2/18/2009	95,489	0	62,291
30	Cisco Sys Inc, 8903 Shares		D	1/7/2000	11/20/2008	132,809	0	463,803
31	Cisco Sys Inc, 10000 Shares		P	1/10/2001	11/20/2008	149,173	0	352,188
32	Cisco Sys Inc, 2603 Shares		D	1/18/2001	11/20/2008	38,830	0	108,350
33	Cisco Sys Inc, 1000 Shares		P	1/19/2001	11/20/2008	14,917	0	43,936
34	Cisco Sys Inc, 2494 Shares		P	3/7/2001	11/20/2008	37,204	0	61,571
35	Cisco Sys Inc, 4006 Shares		P	3/7/2001	2/18/2009	61,732	0	98,898
36	Cisco Sys Inc, 132 Shares		P	12/31/2003	2/18/2009	2,034	0	3,188
37	Cisco Sys Inc, 584 Shares		P	12/31/2003	2/18/2009	8,999	0	14,104
38	Cisco Sys Inc, 926 Shares		P	12/31/2003	2/18/2009	14,270	0	22,363
39	Cisco Sys Inc, 1852 Shares		P	12/31/2003	2/18/2009	28,539	0	44,726
40	Conocophillips, 2500 Shares		P	5/19/2005	11/20/2008	112,706	0	126,447
41	Conocophillips, 1500 Shares		P	5/19/2005	2/18/2009	64,698	0	75,868
42	Enron Corp, Litigation Proceeds		P		1/8/2009	251,513	0	0
43	Exelon Corp, 5000 Shares		P	5/19/2005	11/20/2008	243,611	0	232,895
44	Exelon Corp, 2500 Shares		P	5/19/2005	2/18/2009	125,206	0	116,448

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

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		Long Term CG Distributions	Short Term CG Distributions						
			0						
			0						
45	Exxon Mobil Corp, 3000 Shares			P	1/27/1983	11/20/2008	215,946	0	11,130
46	Exxon Mobil Corp, 1000 Shares			P	1/27/1983	2/18/2009	71,782	0	3,710
47	Fpl Group Inc, 5000 Shares			P	1/6/1983	11/20/2008	221,612	0	46,369
48	Fpl Group Inc, 2500 Shares			P	1/6/1983	2/18/2009	122,006	0	23,184
49	Genentech Inc, 2000 Shares			P	1/9/2001	11/20/2008	153,164	0	63,175
50	Genentech Inc, 4000 Shares			P	1/25/2001	11/20/2008	306,328	0	121,456
51	Genentech Inc, 2000 Shares			P	1/19/2001	2/18/2009	166,404	0	55,050
52	Genentech Inc, 2000 Shares			P	1/19/2001	3/26/2009	190,000	0	55,050
53	General Elec Cap Corp, 5000000			P	7/10/2009	8/4/2009	5,048,450	0	5,064,450
54	General Elec Cap Corp, 2000000			P	3/30/2009	8/13/2009	2,019,480	0	2,006,788
55	General Elec Cap Corp, 5000000			P	5/27/2009	8/13/2009	5,048,700	0	5,045,500
56	General Elec Cap Corp, 4000000			P	3/30/2009	8/21/2009	4,041,400	0	4,013,576
57	General Elec Cap Corp, 2000000			P	3/30/2009	8/24/2009	2,021,580	0	2,006,788
58	General Elec Cap Corp, 1000000			P	3/30/2009	9/29/2009	1,011,790	0	1,003,394
59	General Elec Cap Corp, 1000000			P	3/30/2009	9/30/2009	1,012,495	0	1,003,394
60	General Elec Co, 6706 Shares			D	1/10/2001	11/20/2008	93,749	0	292,885
61	General Elec Co, 294 Shares			P	1/9/2002	11/20/2008	4,110	0	11,498
62	General Elec Co, 18000 Shares			P	10/26/2007	11/20/2008	251,639	0	725,267
63	General Elec Co, 509 Shares			P	11/1/2001	2/18/2009	5,584	0	19,310
64	General Elec Co, 1000 Shares			P	12/6/2001	2/18/2009	10,970	0	38,000
65	General Elec Co, 4285 Shares			P	12/6/2001	2/18/2009	47,006	0	162,616
66	General Elec Co, 1706 Shares			P	1/9/2002	2/18/2009	18,715	0	66,722
67	Goldman Sachs Group Inc, 5000000			P	7/10/2009	8/4/2009	5,026,000	0	5,055,150
68	Goldman Sachs Group Inc, 5000000			P	7/10/2009	8/4/2009	5,048,300	0	5,072,000
69	Goldman Sachs Group Inc, 2000000			P	3/30/2009	8/13/2009	2,011,420	0	2,002,500
70	Goldman Sachs Group Inc, 2000000			P	3/30/2009	8/13/2009	2,019,740	0	2,008,660
71	Goldman Sachs Group Inc, 5000000			P	5/27/2009	8/13/2009	5,049,350	0	5,046,750
72	Goldman Sachs Group Inc, 5000000			P	5/27/2009	8/13/2009	5,028,550	0	5,034,950
73	Goldman Sachs Group Inc, 4000000			P	3/30/2009	8/21/2009	4,023,360	0	4,005,000
74	Goldman Sachs Group Inc, 4000000			P	3/30/2009	8/21/2009	4,039,320	0	4,017,320
75	Goldman Sachs Group Inc, 2000000			P	3/30/2009	8/24/2009	2,021,900	0	2,008,660
76	Goldman Sachs Group Inc, 2000000			P	3/30/2009	8/24/2009	2,014,060	0	2,002,500
77	Goldman Sachs Group Inc, 1000000			P	3/30/2009	9/11/2009	1,013,530	0	1,004,330
78	Goldman Sachs Group Inc, 500000			P	3/30/2009	9/22/2009	506,080	0	502,165
79	Goldman Sachs Group Inc, 500000			P	3/30/2009	9/24/2009	506,880	0	502,165
80	Goldman Sachs Group Inc, 500000			P	3/30/2009	10/6/2009	505,520	0	500,625
81	Goldman Sachs Group Inc, 1000000			P	3/30/2009	10/6/2009	1,010,380	0	1,001,250
82	Goldman Sachs Group Inc, 500000			P	3/30/2009	10/14/2009	505,620	0	500,625
83	Harley Davidson Inc, 1500 Shares			P	10/25/2002	11/20/2008	19,774	0	80,585
84	Harley Davidson Inc, 1750 Shares			P	11/20/2002	11/20/2008	23,069	0	86,713
85	Harley Davidson Inc, 1750 Shares			P	12/17/2002	11/20/2008	23,069	0	83,084
86	Intel Corp, 1311 Shares			D	10/19/2000	11/20/2008	16,047	0	55,062
87	Intel Corp, 3689 Shares			D	11/15/2000	11/20/2008	45,153	0	154,477
88	Intel Corp, 422 Shares			D	11/15/2000	2/18/2009	5,605	0	17,671

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	Long Term CG Distributions	Short Term CG Distributions								
89	Intel Corp, 4500 Shares				P	1/25/2001	2/18/2009	59,771	0	156,094
90	Intel Corp, 1067 Shares				P	12/31/2003	2/18/2009	14,172	0	34,357
91	Intel Corp, 1511 Shares				P	12/31/2003	2/18/2009	20,070	0	48,654
92	International Business Machs, 1895 Shares				P	9/18/2001	11/20/2008	142,243	0	181,257
93	International Business Machs, 605 Shares				D	10/11/2001	11/20/2008	45,413	0	59,403
94	International Business Machs, 105 Shares				P	9/18/2001	2/18/2009	9,553	0	10,043
95	International Business Machs, 1395 Shares				P	12/31/2003	2/18/2009	126,920	0	129,044
96	J P Morgan Chase & Co, 5000 Shares				P	1/10/2001	11/20/2008	138,712	0	254,625
97	J P Morgan Chase & Co, 2000 Shares				P	1/10/2001	2/18/2009	44,085	0	101,850
98	J P Morgan Chase & Co, 500 Shares				P	7/30/2001	2/18/2009	11,021	0	21,825
99	Johnson & Johnson, 833 Shares				P	11/9/2001	11/20/2008	48,008	0	49,605
100	Johnson & Johnson, 3267 Shares				D	12/6/2001	11/20/2008	188,284	0	184,716
101	Johnson & Johnson, 900 Shares				P	1/9/2002	11/20/2008	51,869	0	51,570
102	Johnson & Johnson, 644 Shares				D	12/6/2001	2/18/2009	35,737	0	36,412
103	Johnson & Johnson, 767 Shares				P	12/31/2003	2/18/2009	42,563	0	39,481
104	Johnson & Johnson, 1089 Shares				P	12/31/2003	2/18/2009	60,431	0	56,056
105	Johnson Ctls Inc, 10000 Shares				D	10/24/2001	11/20/2008	137,099	0	121,578
106	Johnson Ctls Inc, 5000 Shares				D	10/24/2001	2/18/2009	63,212	0	60,789
107	Jpmorgan Chase & Co, 5000000				P	7/10/2009	8/4/2009	5,119,100	0	5,135,650
108	Jpmorgan Chase & Co, 2000000				P	3/30/2009	8/13/2009	2,047,100	0	2,047,840
109	Jpmorgan Chase & Co, 5000000				P	5/27/2009	8/13/2009	5,117,750	0	5,120,650
110	Jpmorgan Chase & Co, 4000000				P	3/30/2009	8/21/2009	4,093,640	0	4,095,680
111	Jpmorgan Chase & Co, 2000000				P	3/30/2009	8/24/2009	2,047,840	0	2,047,840
112	Jpmorgan Chase & Co, 2000000				P	3/30/2009	10/23/2009	2,044,614	0	2,047,840
113	Lilly Eli & Co, 3635 Shares				P	3/19/2001	11/20/2008	113,820	0	275,196
114	Lilly Eli & Co, 1365 Shares				D	1/9/2002	11/20/2008	42,741	0	104,057
115	Lilly Eli & Co, 1865 Shares				P	3/19/2001	2/18/2009	64,515	0	141,194
116	Lilly Eli & Co, 635 Shares				P	12/31/2003	2/18/2009	21,966	0	44,761
117	Lockheed Martin Corp, 5000 Shares				D	2/21/2002	11/20/2008	342,561	0	285,000
118	Lockheed Martin Corp, 638 Shares				D	2/21/2002	2/18/2009	48,221	0	36,366
119	Lockheed Martin Corp, 1862 Shares				P	12/31/2003	2/18/2009	140,734	0	94,934
120	Merck & Co Inc, 2858 Shares				D	4/15/2002	11/20/2008	71,400	0	147,447
121	Merck & Co Inc, 2142 Shares				D	6/6/2002	11/20/2008	53,512	0	107,297
122	Merck & Co Inc, 82 Shares				D	6/6/2002	2/18/2009	2,354	0	4,108
123	Merck & Co Inc, 89 Shares				P	12/31/2003	2/18/2009	2,555	0	4,099
124	Merck & Co Inc, 1035 Shares				P	12/31/2003	2/18/2009	29,717	0	47,672
125	Merck & Co Inc, 1294 Shares				P	12/31/2003	2/18/2009	37,154	0	59,602
126	Microsoft Corp, 15000 Shares				D	10/24/2001	11/20/2008	271,048	0	458,475
127	Microsoft Corp, 1827 Shares				D	10/24/2001	2/18/2009	33,219	0	55,842
128	Microsoft Corp, 136 Shares				P	12/31/2003	2/18/2009	2,473	0	3,725
129	Microsoft Corp, 272 Shares				P	12/31/2003	2/18/2009	4,946	0	7,450
130	Microsoft Corp, 994 Shares				P	12/31/2003	2/18/2009	18,073	0	27,226
131	Microsoft Corp, 1771 Shares				P	12/31/2003	2/18/2009	32,201	0	48,508
132	Morgan Stanley, 5000000				P	7/10/2009	8/4/2009	5,066,050	0	5,094,300

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	Long Term CG Distributions							
	Short Term CG Distributions							
133	Morgan Stanley, 2000000		P	3/30/2009	8/13/2009	2,025,540	0	2,015,480
134	Morgan Stanley, 5000000		P	5/27/2009	8/13/2009	5,063,850	0	5,069,600
135	Morgan Stanley, 4000000		P	3/30/2009	8/21/2009	4,055,400	0	4,030,960
136	Morgan Stanley, 2000000		P	3/30/2009	8/24/2009	2,026,840	0	2,015,480
137	Morgan Stanley, 1000000		P	3/30/2009	10/14/2009	1,018,150	0	1,007,740
138	Morgan Stanley, 1000000		P	3/30/2009	10/14/2009	1,018,690	0	1,007,740
139	Openwave Sys Inc, Litigation Proceeds		P	4/18/2001	9/29/2009	437	0	0
140	Oracle Corp, 5000 Shares		P	3/19/2001	2/18/2009	85,262	0	77,500
141	Pepsico Inc, 5000 Shares		D	10/17/2001	11/20/2008	258,911	0	240,575
142	Pepsico Inc, 215 Shares		D	10/17/2001	2/18/2009	11,168	0	10,345
143	Pepsico Inc, 2285 Shares		P	12/31/2003	2/18/2009	118,688	0	106,755
144	Pfizer Inc, 545 Shares		D	8/30/2000	11/20/2008	8,333	0	22,951
145	Pfizer Inc, 1300 Shares		P	9/7/2000	11/20/2008	19,877	0	52,309
146	Pfizer Inc, 4774 Shares		D	9/7/2000	11/20/2008	72,994	0	190,602
147	Pfizer Inc, 1700 Shares		P	1/19/2001	11/20/2008	25,993	0	69,785
148	Pfizer Inc, 1681 Shares		D	3/20/2002	11/20/2008	25,702	0	67,660
149	Pfizer Inc, 3635 Shares		D	9/7/2000	2/18/2009	51,371	0	145,127
150	Pfizer Inc, 319 Shares		P	12/31/2003	2/18/2009	4,508	0	11,230
151	Pfizer Inc, 477 Shares		P	12/31/2003	2/18/2009	6,741	0	16,793
152	Pfizer Inc, 569 Shares		P	12/31/2003	2/18/2009	8,041	0	20,032
153	Procter & Gamble Co, 6000 Shares		D	12/6/2001	11/20/2008	371,533	0	228,090
154	Procter & Gamble Co, 2000 Shares		D	12/6/2001	2/18/2009	99,564	0	76,030
155	Qualcomm Inc, 1636 Shares		D	7/7/2000	11/20/2008	48,785	0	46,557
156	Qualcomm Inc, 3364 Shares		P	12/31/2003	11/20/2008	100,314	0	90,594
157	Qualcomm Inc, 818 Shares		P	12/31/2003	2/18/2009	28,616	0	22,029
158	Qualcomm Inc, 1682 Shares		P	12/31/2003	2/18/2009	58,840	0	45,297
159	Schlumberger Ltd, 2500 Shares		P	10/24/2001	11/20/2008	115,631	0	57,873
160	Schlumberger Ltd, 1500 Shares		P	10/24/2001	2/18/2009	57,723	0	34,724
161	Southern Co, 4000 Shares		P	12/31/2003	11/20/2008	137,529	0	120,920
162	Southern Co, 648 Shares		D	8/23/2002	2/18/2009	19,688	0	18,815
163	Southern Co, 3352 Shares		P	12/31/2003	2/18/2009	101,842	0	101,331
164	Sprint Corp (Pcs Group), Litigation Proceeds		P	1/16/2001	9/21/2009	56	0	0
165	Tyco Intl Ltd, Litigation Proceeds		P	10/12/2002	3/12/2009	51,859	0	0
166	United States Treas Bill, 7000000		P	7/15/2008	11/28/2008	6,952,255	0	6,952,255
167	United States Treas Bill, 7250000		P	7/17/2008	11/28/2008	7,202,477	0	7,202,477
168	United States Treas Bill, 7000000		P	7/15/2008	12/26/2008	6,938,789	0	6,938,789
169	United States Treas Bill, 7250000		P	7/17/2008	12/26/2008	7,189,415	0	7,189,415
170	United States Treas Nt, 7250000		P	7/14/2008	2/28/2009	7,250,000	0	7,370,669
171	United States Treas Nt, 7250000		P	7/14/2008	3/31/2009	7,250,000	0	7,370,669
172	United States Treas Nt, 1000000		P	2/10/2005	8/7/2009	1,072,031	0	1,021,484
173	United Technologies Corp, 2000 Share		D	2/6/2002	11/20/2008	89,745	0	67,900
174	United Technologies Corp, 2500 Share		P	11/20/2002	11/20/2008	112,181	0	77,688
175	United Technologies Corp, 500 Shares		P	12/17/2002	11/20/2008	22,436	0	15,440
176	United Technologies Corp, 2500 Share		P	12/17/2002	2/18/2009	113,631	0	77,200

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	Long Term CG Distributions	0						
	Short Term CG Distributions	0						
177	Wells Fargo & Co., 3000 Shares		P	10/25/2002	11/20/2008	71,370	0	75,780
178	Wells Fargo & Co., 2000 Shares		P	12/17/2002	11/20/2008	47,580	0	47,110
179	Wells Fargo & Co., 10000 Shares		P	5/19/2005	11/20/2008	237,899	0	305,268
180	Wells Fargo & Co., 1000 Shares		P	11/20/2002	2/18/2009	14,282	0	23,225
181	Wells Fargo & Co., 1500 Shares		P	12/17/2002	2/18/2009	21,424	0	35,333
182	Xo Communications Inc.,		P		10/30/2009	110	0	0
183	Tyco International Litigation Proceeds,		P	10/12/2000	3/11/2009	75,127	0	0
184	Nations International Fund Litigation Proc		P	4/7/2004	9/22/2009	2,152	0	0
185	Amgen, Inc., -20,000 Shares		P	Various	2/27/2009	1,128,605	0	1,153,521
186	Apple Inc., -3,200 Shares		P	1/29/2009	2/27/2009	286,316	0	432,419
187	Automatic Data Processing Inc., -2,000 S		P	4/12/2007	2/27/2009	69,961	0	88,241
188	Baidu Com Inc., -6,000 Shares		P	Various	2/27/2009	839,999	0	1,282,810
189	Bank Fla Corp Naples Com., -7,000 Shar		P	Various	2/27/2009	19,349	0	140,265
190	BP PLC, -4,000 Shares		P	Various	2/27/2009	159,030	0	206,328
191	CBS Corp., -5,000 Shares		P	1/3/2006	2/27/2009	25,511	0	166,996
192	Conoco Phillips, -6,500 Shares		P	Various	2/27/2009	252,981	0	253,395
193	Covidien, Ltd., -3,000 Shares		P	7/2/2007	2/27/2009	106,631	0	188,185
194	Dell Computer, -10,000 Shares		P	9/27/2002	2/27/2009	80,950	0	244,825
195	Exxon Mobil Corp., -4,000 Shares		P	Various	2/27/2009	285,276	0	227,527
196	Genentech, -3,670 Shares		P	6/21/2004	2/27/2009	312,385	0	199,750
197	Intel Corp., -12,500 Shares		P	10/24/2001	2/27/2009	157,062	0	303,634
198	International Business Machines, -10,00		P	Various	2/27/2009	856,849	0	713,580
199	Johnson & Johnson, -18,300 Shares		P	Various	2/27/2009	991,784	0	1,072,620
200	Medtronic, Inc., -10,000 Shares		P	Various	2/27/2009	340,790	0	452,424
201	Merck & Company, Inc., -10,000 Shares		P	Various	2/27/2009	280,154	0	582,512
202	Microsoft Corp., -20,000 Shares		P	Various	2/27/2009	334,674	0	657,367
203	Oracle Corp., -10,000 Shares		P	11/20/2001	2/27/2009	161,533	0	151,175
204	Pfizer Inc., -2,000 Shares		P	1/9/2007	2/27/2009	47,262	0	80,243
205	Pfizer Inc., -10,000 Shares		P	Various	2/27/2009	135,049	0	336,725
206	Proctor & Gamble Co., -2,000 Shares		P	4/13/2007	2/27/2009	99,069	0	127,090
207	Royal Dutch Petroleum Co., -4,000 Share		P	Various	2/27/2009	187,051	0	220,511
208	Schlumberger Ltd., -5,000 Shares		P	11/23/2001	2/27/2009	187,849	0	111,074
209	Sprint Nextel Corp., -12,675 Shares		P	12/15/2004	2/27/2009	44,552	0	97,809
210	Target Corp., -10,000 Shares		P	Various	2/27/2009	284,384	0	375,118
211	Tyco Electronics, Ltd., -3,000 Shares		P	7/2/2007	2/27/2009	31,607	0	173,249
212	Tyco International, Ltd., -3,000 Shares		P	Various	2/27/2009	62,140	0	231,275
213	United Technologies Corp.,		P	Various	2/27/2009	598,390	0	517,122
214	Viacom, Inc., -5,000 Shares		P	Various	2/27/2009	83,285	0	254,179
215	BACAP Diversified Real Estate, LLC K-1		P		12/31/2008	0	0	255,620
216	BACAP Diversified Real Estate, LLC K-1		P	12/31/2008	12/31/2008	0	0	242,680
217	BA Diversified Real Estate K-1		P		12/31/2008	0	0	153,893
218	BA Diversified Real Estate K-1		P	12/31/2008	12/31/2008	0	0	139,959
219	Baidu, Inc 1000 Shares		P	3/27/2008	2/27/2009	139,888	0	240,646
220	Johnson & Johnson 700 Shares		P	6/30/2008	2/27/2009	37,932	0	45,993

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount								
Long Term CG Distributions		0								
Short Term CG Distributions		0								
	(a) Kind(s) of property sold	CUSIP #	(b) How acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(f) Depreciation Allowed	(g) Cost or other basis plus expense of sale		
221						0	0	0	0	
222						0	0	0	0	

United Technologies Corp , -14,000 Shares shares

Part IV (990-PF) - Capital Gains and Losses for

		Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col (h))
	(a) Kind(s) of property sold	Long Term CG Distributions	Short Term CG Distributions						
1									0
2	3M CO, 1000 shares				-5,923			0	-5,923
3	3M CO, 1377 shares				-16,204			0	-16,204
4	3M CO, 623 shares				-10,630			0	-10,630
5	Amgen Inc, 5000 Shares				-27,564			0	-27,564
6	Amgen Inc, 2500 Shares				5,255			0	5,255
7	Apache Corp, 2500 Shares				-6,456			0	-6,456
8	Apache Corp, 1500 Shares				-5,944			0	-5,944
9	At&T Inc, 202 Shares				-2,872			0	-2,872
10	At&T Inc, 500 Shares				-6,359			0	-6,359
11	At&T Inc, 500 Shares				-5,734			0	-5,734
12	At&T Inc, 3798 Shares				-3,960			0	-3,960
13	At&T Inc, 2500 Shares				-6,907			0	-6,907
14	Bacap Multi Strat Hedge Fund Ltd, 7470				1,383,628			0	1,383,628
15	Bank New York Mellon Corp, 5000 Sha				-132,097			0	-132,097
16	Bank New York Mellon Corp, 1039.8 Sh				-28,604			0	-28,604
17	Bank New York Mellon Corp, 330.2 Sha				-7,946			0	-7,946
18	Bank New York Mellon Corp, 1130 Sha				-27,510			0	-27,510
19	Baxter Intl Inc, 2611 Shares				-7,566			0	-7,566
20	Baxter Intl Inc, 2389 Shares				52,898			0	52,898
21	Baxter Intl Inc, 144 Shares				4,011			0	4,011
22	Baxter Intl Inc, 2356 Shares				65,620			0	65,620
23	Boeing Co, 4657 Shares				-59,971			0	-59,971
24	Boeing Co, 343 Shares				-1,801			0	-1,801
25	Boeing Co, 1062 Shares				-3,688			0	-3,688
26	Boeing Co, 1438 Shares				-4,994			0	-4,994
27	Chevron Corp, 2500 Shares				63,586			0	63,586
28	Chevron Corp, 60 Shares				1,384			0	1,384
29	Chevron Corp, 1440 Shares				33,198			0	33,198
30	Cisco Sys Inc, 8903 Shares				-330,994			0	-330,994
31	Cisco Sys Inc, 10000 Shares				-203,015			0	-203,015
32	Cisco Sys Inc, 2603 Shares				-69,520			0	-69,520
33	Cisco Sys Inc, 1000 Shares				-29,019			0	-29,019
34	Cisco Sys Inc, 2494 Shares				-24,367			0	-24,367
35	Cisco Sys Inc, 4006 Shares				-37,166			0	-37,166
36	Cisco Sys Inc, 132 Shares				-1,154			0	-1,154
37	Cisco Sys Inc, 584 Shares				-5,105			0	-5,105
38	Cisco Sys Inc, 926 Shares				-8,093			0	-8,093
39	Cisco Sys Inc, 1852 Shares				-16,187			0	-16,187
40	Conocophillips, 2500 Shares				-13,741			0	-13,741
41	Conocophillips, 1500 Shares				-11,170			0	-11,170
42	Enron Corp, Litigation Proceeds				251,513			0	251,513
43	Exelon Corp, 5000 Shares				10,716			0	10,716
44	Exelon Corp, 2500 Shares				8,758			0	8,758

Part IV (990-PF) - Capital Gains and Losses for

		Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col (h))
		Long Term CG Distributions	Short Term CG Distributions						
	(a) Kind(s) of property sold								
45	Exxon Mobil Corp, 3000 Shares				204,816			0	204,816
46	Exxon Mobil Corp, 1000 Shares				68,072			0	68,072
47	Fpl Group Inc, 5000 Shares				175,243			0	175,243
48	Fpl Group Inc, 2500 Shares				98,822			0	98,822
49	Genentech Inc, 2000 Shares				89,989			0	89,989
50	Genentech Inc, 4000 Shares				184,872			0	184,872
51	Genentech Inc, 2000 Shares				111,354			0	111,354
52	Genentech Inc, 2000 Shares				134,950			0	134,950
53	General Elec Cap Corp, 5000000				-16,000			0	-16,000
54	General Elec Cap Corp, 2000000				12,692			0	12,692
55	General Elec Cap Corp, 5000000				3,200			0	3,200
56	General Elec Cap Corp, 4000000				27,824			0	27,824
57	General Elec Cap Corp, 2000000				14,792			0	14,792
58	General Elec Cap Corp, 1000000				8,396			0	8,396
59	General Elec Cap Corp, 1000000				9,101			0	9,101
60	General Elec Co, 6706 Shares				-199,136			0	-199,136
61	General Elec Co, 294 Shares				-7,388			0	-7,388
62	General Elec Co, 18000 Shares				-473,628			0	-473,628
63	General Elec Co, 509 Shares				-13,726			0	-13,726
64	General Elec Co, 1000 Shares				-27,030			0	-27,030
65	General Elec Co, 4285 Shares				-115,610			0	-115,610
66	General Elec Co, 1706 Shares				-48,007			0	-48,007
67	Goldman Sachs Group Inc, 5000000				-29,150			0	-29,150
68	Goldman Sachs Group Inc, 5000000				-23,700			0	-23,700
69	Goldman Sachs Group Inc, 2000000				8,920			0	8,920
70	Goldman Sachs Group Inc, 2000000				11,080			0	11,080
71	Goldman Sachs Group Inc, 5000000				2,600			0	2,600
72	Goldman Sachs Group Inc, 5000000				-6,400			0	-6,400
73	Goldman Sachs Group Inc, 4000000				18,360			0	18,360
74	Goldman Sachs Group Inc, 4000000				22,000			0	22,000
75	Goldman Sachs Group Inc, 2000000				13,240			0	13,240
76	Goldman Sachs Group Inc, 2000000				11,560			0	11,560
77	Goldman Sachs Group Inc, 1000000				9,200			0	9,200
78	Goldman Sachs Group Inc, 500000				3,915			0	3,915
79	Goldman Sachs Group Inc, 500000				4,715			0	4,715
80	Goldman Sachs Group Inc, 500000				4,895			0	4,895
81	Goldman Sachs Group Inc, 1000000				9,130			0	9,130
82	Goldman Sachs Group Inc, 500000				4,995			0	4,995
83	Harley Davidson Inc, 1500 Shares				-60,811			0	-60,811
84	Harley Davidson Inc, 1750 Shares				-63,644			0	-63,644
85	Harley Davidson Inc, 1750 Shares				-60,015			0	-60,015
86	Intel Corp, 1311 Shares				-39,015			0	-39,015
87	Intel Corp, 3689 Shares				-109,324			0	-109,324
88	Intel Corp, 422 Shares				-12,066			0	-12,066

Part IV (990-PF) - Capital Gains and Losses for

		Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col. (h))
		Long Term CG Distributions	Short Term CG Distributions						
		(a) Kind(s) of property sold							
89	Intel Corp, 4500 Shares				-96,323			0	-96,323
90	Intel Corp, 1067 Shares				-20,185			0	-20,185
91	Intel Corp, 1511 Shares				-28,584			0	-28,584
92	International Business Machs, 1895 Sh				-39,014			0	-39,014
93	International Business Machs, 605 Sha				-13,990			0	-13,990
94	International Business Machs, 105 Sha				-490			0	-490
95	International Business Machs, 1395 Sh				-2,124			0	-2,124
96	J P Morgan Chase & Co, 5000 Shares				-115,913			0	-115,913
97	J P Morgan Chase & Co, 2000 Shares				-57,765			0	-57,765
98	J P Morgan Chase & Co, 500 Shares				-10,804			0	-10,804
99	Johnson & Johnson, 833 Shares				-1,597			0	-1,597
100	Johnson & Johnson, 3267 Shares				3,568			0	3,568
101	Johnson & Johnson, 900 Shares				299			0	299
102	Johnson & Johnson, 644 Shares				-675			0	-675
103	Johnson & Johnson, 767 Shares				3,082			0	3,082
104	Johnson & Johnson, 1089 Shares				4,375			0	4,375
105	Johnson Ctls Inc, 10000 Shares				15,521			0	15,521
106	Johnson Ctls Inc, 5000 Shares				2,423			0	2,423
107	Jpmorgan Chase & Co, 5000000				-16,550			0	-16,550
108	Jpmorgan Chase & Co, 2000000				-740			0	-740
109	Jpmorgan Chase & Co, 5000000				-2,900			0	-2,900
110	Jpmorgan Chase & Co, 4000000				-2,040			0	-2,040
111	Jpmorgan Chase & Co, 2000000				0			0	0
112	Jpmorgan Chase & Co, 2000000				-3,226			0	-3,226
113	Lilly Eli & Co, 3635 Shares				-161,376			0	-161,376
114	Lilly Eli & Co, 1365 Shares				-61,316			0	-61,316
115	Lilly Eli & Co, 1865 Shares				-76,679			0	-76,679
116	Lilly Eli & Co, 635 Shares				-22,795			0	-22,795
117	Lockheed Martin Corp, 5000 Shares				57,561			0	57,561
118	Lockheed Martin Corp, 638 Shares				11,855			0	11,855
119	Lockheed Martin Corp, 1862 Shares				45,800			0	45,800
120	Merck & Co Inc, 2858 Shares				-76,047			0	-76,047
121	Merck & Co Inc, 2142 Shares				-53,785			0	-53,785
122	Merck & Co Inc, 82 Shares				-1,754			0	-1,754
123	Merck & Co Inc, 89 Shares				-1,544			0	-1,544
124	Merck & Co Inc, 1035 Shares				-17,955			0	-17,955
125	Merck & Co Inc, 1294 Shares				-22,448			0	-22,448
126	Microsoft Corp, 15000 Shares				-187,427			0	-187,427
127	Microsoft Corp, 1827 Shares				-22,623			0	-22,623
128	Microsoft Corp, 136 Shares				-1,252			0	-1,252
129	Microsoft Corp, 272 Shares				-2,504			0	-2,504
130	Microsoft Corp, 994 Shares				-9,153			0	-9,153
131	Microsoft Corp, 1771 Shares				-16,307			0	-16,307
132	Morgan Stanley, 5000000				-28,250			0	-28,250

Part IV (990-PF) - Capital Gains and Losses for

	(a) Kind(s) of property sold	Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col (h))
		Long Term CG Distributions	Short Term CG Distributions						
133	Morgan Stanley, 2000000		0		10,060			0	10,060
134	Morgan Stanley, 5000000		0		-5,750			0	-5,750
135	Morgan Stanley, 4000000				24,440			0	24,440
136	Morgan Stanley, 2000000				11,360			0	11,360
137	Morgan Stanley, 1000000				10,410			0	10,410
138	Morgan Stanley, 1000000				10,950			0	10,950
139	Openwave Sys Inc, Litigation Proceeds				437			0	437
140	Oracle Corp, 5000 Shares				7,762			0	7,762
141	Pepsico Inc, 5000 Shares				18,336			0	18,336
142	Pepsico Inc, 215 Shares				823			0	823
143	Pepsico Inc, 2285 Shares				11,933			0	11,933
144	Pfizer Inc, 545 Shares				-14,618			0	-14,618
145	Pfizer Inc, 1300 Shares				-32,432			0	-32,432
146	Pfizer Inc, 4774 Shares				-117,608			0	-117,608
147	Pfizer Inc, 1700 Shares				-43,792			0	-43,792
148	Pfizer Inc, 1681 Shares				-41,958			0	-41,958
149	Pfizer Inc, 3635 Shares				-93,756			0	-93,756
150	Pfizer Inc, 319 Shares				-6,722			0	-6,722
151	Pfizer Inc, 477 Shares				-10,052			0	-10,052
152	Pfizer Inc, 569 Shares				-11,991			0	-11,991
153	Procter & Gamble Co, 6000 Shares				143,443			0	143,443
154	Procter & Gamble Co, 2000 Shares				23,534			0	23,534
155	Qualcomm Inc, 1636 Shares				2,228			0	2,228
156	Qualcomm Inc, 3364 Shares				9,720			0	9,720
157	Qualcomm Inc, 818 Shares				6,587			0	6,587
158	Qualcomm Inc, 1682 Shares				13,543			0	13,543
159	Schlumberger Ltd, 2500 Shares				57,758			0	57,758
160	Schlumberger Ltd, 1500 Shares				22,999			0	22,999
161	Southern Co, 4000 Shares				16,609			0	16,609
162	Southern Co, 648 Shares				873			0	873
163	Southern Co, 3352 Shares				511			0	511
164	Sprint Corp (Pcs Group), Litigation Proceeds				56			0	56
165	Tyco Intl Ltd, Litigation Proceeds				51,859			0	51,859
166	United States Treas Bill, 7000000				0			0	0
167	United States Treas Bill, 7250000				0			0	0
168	United States Treas Bill, 7000000				0			0	0
169	United States Treas Bill, 7250000				-120,669			0	-120,669
170	United States Treas Nt, 7250000				-120,669			0	-120,669
171	United States Treas Nt, 7250000				50,547			0	50,547
172	United States Treas Nt, 1000000				21,845			0	21,845
173	United Technologies Corp, 2000 Share				34,493			0	34,493
174	United Technologies Corp, 2500 Share				6,996			0	6,996
175	United Technologies Corp, 500 Shares				36,431			0	36,431
176	United Technologies Corp, 2500 Share							0	

Part IV (990-PF) - Capital Gains and Losses for

	(a) Kind(s) of property sold	Amount		CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col (h))
		Long Term CG Distributions	Short Term CG Distributions						
			0						
			0						
177	Wells Fargo & Co, 3000 Shares				-4,410			0	-4,410
178	Wells Fargo & Co, 2000 Shares				470			0	470
179	Wells Fargo & Co, 10000 Shares				-67,369			0	-67,369
180	Wells Fargo & Co, 1000 Shares				-8,943			0	-8,943
181	Wells Fargo & Co, 1500 Shares				-13,909			0	-13,909
182	Xo Communications Inc,				110			0	110
183	Tyco International Litigation Proceeds,				75,127			0	75,127
184	Nations International Fund Litigation Proc				2,152			0	2,152
185	Amgen, Inc, -20,000 Shares				-24,916			0	-24,916
186	Apple Inc., -3,200 Shares				-146,103			0	-146,103
187	Automatic Data Processing Inc., -2,000 S				-18,280			0	-18,280
188	Baidu Com Inc, -6,000 Shares				-442,811			0	-442,811
189	Bank Fla Corp Naples Com, -7,000 Shar				-120,916			0	-120,916
190	BP PLC, -4,000 Shares				-47,298			0	-47,298
191	CBS Corp., -5,000 Shares				-141,485			0	-141,485
192	Conoco Phillips, -6,500 Shares				-414			0	-414
193	Covdrien, Ltd., -3,000 Shares				-81,554			0	-81,554
194	Dell Computer, -10,000 Shares				-163,875			0	-163,875
195	Exxon Mobil Corp., -4,000 Shares				57,749			0	57,749
196	Genentech, -3,670 Shares				112,635			0	112,635
197	Intel Corp., -12,500 Shares				-146,572			0	-146,572
198	International Business Machines, -10,00				143,269			0	143,269
199	Johnson & Johnson, -18,300 Shares				-80,836			0	-80,836
200	Medtronic, Inc, -10,000 Shares				-111,634			0	-111,634
201	Merck & Company, Inc., -10,000 Shares				-302,358			0	-302,358
202	Microsoft Corp , -20,000 Shares				-322,693			0	-322,693
203	Oracle Corp., -10,000 Shares				10,358			0	10,358
204	Paychex Inc, -2,000 Shares				-32,981			0	-32,981
205	Pfizer Inc., -10,000 Shares				-201,676			0	-201,676
206	Proctor & Gamble Co., -2,000 Shares				-28,021			0	-28,021
207	Royal Dutch Petroleum Co, -4,000 Share				-33,460			0	-33,460
208	Schlumberger Ltd, -5,000 Shares				76,775			0	76,775
209	Sprint Nextel Corp, -12,675 Shares				-53,257			0	-53,257
210	Target Corp., -10,000 Shares				-90,734			0	-90,734
211	Tyco Electronics, Ltd., -3,000 Shares				-141,642			0	-141,642
212	Tyco International, Ltd, -3,000 Shares				-169,135			0	-169,135
213	United Technologies Corp.,				81,268			0	81,268
214	Viacom, Inc., -5,000 Shares				-170,894			0	-170,894
215	BACAP Diversified Real Estate, LLC K-1				-255,620			0	-255,620
216	BACAP Diversified Real Estate, LLC K-1				-242,680			0	-242,680
217	BA Diversified Real Estate K-1				-153,893			0	-153,893
218	BA Diversified Real Estate K-1				-139,959			0	-139,959
219	Baidu, Inc. 1000 Shares				-100,758			0	-100,758
220	Johnson & Johnson 700 Shares				-8,061			0	-8,061

Part IV (990-PF) - Capital Gains and Losses for

		Amount								
		Long Term CG Distributions	Short Term CG Distributions							
			0							
			0							
		(a) Kind(s) of property sold	CUSIP #	(h) Gain or Loss	(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 zero) or Losses (from col (h))		
221					0			0	0	
222					0			0	0	

United Technologies Corp , -14,000 Shares shares

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[illegible]