Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning 11/01 , 2008, and ending 10/31, 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: VERN & FLORENCE MARTIN CHARITABLE TR

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 40200, FL9-100-10-19 — Room/suite

City or town, state, and ZIP code: JACKSONVILLE, FL 32203-0200

A Employer identification number: 59-6940773

B Telephone number (see page 10 of the instructions): (877) 446-1410

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: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,015,749.

J Accounting method: [X] 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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	69,614.	68,020.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-41,834.			
	b Gross sales price for all assets on line 6a 190,987.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)	80.	80.		STMT 5
	12 **Total.** Add lines 1 through 11	27,860.	68,100.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,213.	7,695.		11,543.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 6	2,813.	NONE	NONE	2,813.
	b Accounting fees (attach schedule) STMT 7	845.	NONE	NONE	845.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 8	969.	969.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	547.			547.
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 9	36.	36.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,423.	8,700.	NONE	15,748.
	25 Contributions, gifts, grants paid	82,250.			82,250.
	26 **Total expenses and disbursements** Add lines 24 and 25	107,673.	8,700.	NONE	97,998.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-79,813.			
	b **Net investment income** (if negative, enter -0-)		59,400.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	NONE		
2 Savings and temporary cash investments	NONE		
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 (attach schedule) (see page 15 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶	NONE		
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)	NONE		
b Investments - corporate stock (attach schedule)	NONE		
c Investments - corporate bonds (attach schedule)	NONE		
11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶	NONE		
12 Investments - mortgage loans	NONE		
13 Investments - other (attach schedule) STMT 10	1,931,427.	1,851,802.	2,015,749.
14 Land, buildings, and equipment basis ▶			
Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	NONE		
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,931,427.	1,851,802.	2,015,749.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
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. ▶ X			
27 Capital stock, trust principal, or current funds	1,931,427.	1,851,802.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	NONE		
30 **Total net assets or fund balances** (see page 17 of the instructions)	1,931,427.	1,851,802.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,931,427.	1,851,802.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,931,427.
2 Enter amount from Part I, line 27a	2	-79,813.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,291.
4 Add lines 1, 2, and 3	4	1,852,905.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	1,103.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,851,802.

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 PART IV DETAIL			
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				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -41,834.

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**

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	146,325.	2,346,836.	0.06234990430
2006	143,578.	2,596,977.	0.05528658898
2005	135,595.	2,426,159.	0.05588875255
2004	127,575.	2,349,407.	0.05430093636
2003	127,682.	2,283,928.	0.05590456442

2	**Total** of line 1, column (d)	2	0.28373074661
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	0.05674614932
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	1,821,325.
5	Multiply line 4 by line 3	5	103,353.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	594.
7	Add lines 5 and 6	7	103,947.
8	Enter qualifying distributions from Part XII, line 4	8	97,998.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: __________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,188.
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	
3	Add lines 1 and 2	3	1,188.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	1,188.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 816.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	816.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	372.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	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.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (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.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 13			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? 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 ▶ N/A

14 The books are in care of ▶ BANK OF AMERICA TAX SERVICES Telephone no. ▶ (877)446-1410

Located at ▶ PO BOX 40200, FL9-100-10-19, JACKSONVILLE, FL ZIP + 4 ▶ 32203-0200

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

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

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

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

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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**

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? . . . . . . **6b** | | X

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **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
SEE STATEMENT 14		20,213.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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
NONE		NONE

Total number of others receiving over $50,000 for professional services ▶ NONE

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 NONE	
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 NONE	
2	
All other program-related investments See page 24 of the instructions. 3 NONE	
Total. Add lines 1 through 3 ▶	

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	1,686,926.
b	Average of monthly cash balances	1b	162,135.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,849,061.
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	NONE
3	Subtract line 2 from line 1d	3	1,849,061.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	27,736.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,821,325.
6	**Minimum investment return.** Enter 5% of line 5	6	91,066.

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	91,066.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	1,188.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,188.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	89,878.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	89,878.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	89,878.

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	97,998.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	97,998.
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	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	97,998.

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					89,878.
2 Undistributed income, if any, as of the end of 2007:					
a Enter amount for 2007 only				NONE	
b Total for prior years 20 06 ,20 ___ ,20 ___			NONE		
3 Excess distributions carryover, if any, to 2008:					
a From 2003	16,023.				
b From 2004	12,222.				
c From 2005	17,515.				
d From 2006	16,650.				
e From 2007	30,611.				
f **Total** of lines 3a through e		93,021.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 97,998.					
a Applied to 2007, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2008 distributable amount					89,878.
e Remaining amount distributed out of corpus		8,120.			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5		101,141.			
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE		
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			NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009					NONE
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)		NONE			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7 (see page 27 of the instructions)		16,023.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a		85,118.			
10 Analysis of line 9:					
a Excess from 2004	12,222.				
b Excess from 2005	17,515.				
c Excess from 2006	16,650.				
d Excess from 2007	30,611.				
e Excess from 2008	8,120.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

NONE

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

NONE

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

Check here ▶ [ ] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

SEE STATEMENT 15

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 16				
Total ▶ 3a				82,250.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	69,614.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				-41,834.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b ENTERGY CORP NEW C			14	38.	
c METLIFE INC			14	42.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				27,860.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 27,860.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 28 of the instructions.)
	NOT APPLICABLE

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Mary Frost

Signature of officer or trustee BANK OF AMERICA, N.A. BY: 02/01/2010 Date Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	Phone no

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					16,051.	
		68. AT&T INC PROPERTY TYPE: SECURITIES					11/20/1998	10/08/2009
1,760.00		3,298.00					-1,538.00	
		3. CBS CORP CL B COM PROPERTY TYPE: SECURITIES					10/09/2006	11/11/2008
23.00		86.00					-63.00	
		145. CBS CORP CL B COM PROPERTY TYPE: SECURITIES					02/17/2006	11/11/2008
1,096.00		3,690.00					-2,594.00	
		50. CBS CORP CL B COM PROPERTY TYPE: SECURITIES					02/23/2006	11/11/2008
378.00		1,261.00					-883.00	
		18. CITIGROUP INC PROPERTY TYPE: SECURITIES					02/01/2008	11/20/2008
95.00		519.00					-424.00	
		25. CITIGROUP INC PROPERTY TYPE: SECURITIES					02/01/2008	11/20/2008
142.00		721.00					-579.00	
		123. CITIGROUP INC PROPERTY TYPE: SECURITIES					05/02/2008	11/20/2008
698.00		3,250.00					-2,552.00	
		8. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					09/13/2006	04/29/2009
477.00		493.00					-16.00	
		19. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					09/12/2006	04/29/2009
1,133.00		1,180.00					-47.00	
		15. COLGATE PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					09/12/2006	04/29/2009
894.00		894.00						

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/17/2007	11/11/2008
812.00		1,255.00					-443.00	
		22. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/17/2007	11/11/2008
358.00		552.00					-194.00	
		12. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/17/2007	11/12/2008
190.00		301.00					-111.00	
		12. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/17/2007	11/13/2008
185.00		301.00					-116.00	
		26. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/17/2007	11/14/2008
400.00		653.00					-253.00	
		10. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/17/2007	11/17/2008
154.00		251.00					-97.00	
		2. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/18/2007	11/17/2008
31.00		50.00					-19.00	
		26. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/18/2007	11/18/2008
401.00		652.00					-251.00	
		14. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/18/2007	11/19/2008
217.00		351.00					-134.00	
		18. CONAGRA INC COM PROPERTY TYPE: SECURITIES					04/18/2007	11/20/2008
253.00		451.00					-198.00	
		35. E I DUPONT DE NEMOURS & CO PROPERTY TYPE: SECURITIES					05/30/2008	03/23/2009
757.00		1,684.00					-927.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		31. E I DUPONT DE NEMOURS & CO PROPERTY TYPE: SECURITIES					05/30/2008	03/23/2009
677.00		1,491.00					-814.00	
		64. E I DUPONT DE NEMOURS & CO PROPERTY TYPE: SECURITIES					05/29/2008	03/23/2009
1,398.00		3,070.00					-1,672.00	
		28. E I DUPONT DE NEMOURS & CO PROPERTY TYPE: SECURITIES					10/29/2008	03/23/2009
611.00		879.00					-268.00	
		4. E I DUPONT DE NEMOURS & CO PROPERTY TYPE: SECURITIES					10/29/2008	03/23/2009
88.00		126.00					-38.00	
		.568 ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES					02/18/2009	03/05/2009
39.00		43.00					-4.00	
		4. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES					02/18/2009	04/09/2009
263.00		306.00					-43.00	
		25. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES					02/18/2009	04/09/2009
1,648.00		1,914.00					-266.00	
		17. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES					02/18/2009	04/17/2009
1,145.00		1,302.00					-157.00	
		30. FREEPORT-MCMORAN COPPER & GOLD INC C PROPERTY TYPE: SECURITIES					10/10/2008	03/05/2009
955.00		1,095.00					-140.00	
		60. FREEPORT-MCMORAN COPPER & GOLD INC C PROPERTY TYPE: SECURITIES					05/19/2004	03/05/2009
1,909.00		1,904.00					5.00	
		.183 FREEPORT-MCMORAN COPPER & GOLD INC PROPERTY TYPE: SECURITIES					03/05/2009	09/29/2009
12.00		7.00					5.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		21. FREEPORT-MCMORAN COPPER & GOLD INC C PROPERTY TYPE: SECURITIES					03/05/2009	10/08/2009
1,540.00		784.00					756.00	
		39. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					07/31/2007	01/13/2009
583.00		1,544.00					-961.00	
		36. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					07/31/2007	01/13/2009
557.00		1,425.00					-868.00	
		6. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					10/09/2006	01/13/2009
93.00		217.00					-124.00	
		5. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					05/11/2005	01/13/2009
77.00		180.00					-103.00	
		13. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					04/05/2006	01/13/2009
201.00		448.00					-247.00	
		14. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					04/05/2006	01/14/2009
197.00		483.00					-286.00	
		8. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					04/05/2006	01/14/2009
113.00		276.00					-163.00	
		20. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					04/05/2006	03/05/2009
137.00		690.00					-553.00	
		95. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					10/13/2004	03/05/2009
649.00		3,227.00					-2,578.00	
		65. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					10/01/2004	03/05/2009
444.00		2,208.00					-1,764.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		185. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					09/14/2004	03/05/2009
1,264.00		6,233.00					-4,969.00	
		65. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					02/17/2006	03/05/2009
444.00		2,174.00					-1,730.00	
		100. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES					10/25/2004	03/05/2009
683.00		3,286.00					-2,603.00	
		.986 GENERAL MILLS INC COM PROPERTY TYPE: SECURITIES					10/16/2007	05/06/2009
52.00		58.00					-6.00	
		11.447 GENERAL MILLS INC COM PROPERTY TYPE: SECURITIES					10/16/2007	05/06/2009
599.00		599.00						
		31.014 GENERAL MILLS INC COM PROPERTY TYPE: SECURITIES					10/16/2007	05/06/2009
1,624.00		1,767.00					-143.00	
		3.553 GENERAL MILLS INC COM PROPERTY TYPE: SECURITIES					10/16/2007	05/06/2009
186.00		186.00						
		50000. GOLDMAN SACHS GROUP INC NT PROPERTY TYPE: SECURITIES					02/14/2001	05/15/2009
50,000.00		50,175.00					-175.00	
		3. GOODRICH B F CO COM PROPERTY TYPE: SECURITIES					10/09/2006	04/23/2009
138.00		124.00					14.00	
		17. GOODRICH B F CO COM PROPERTY TYPE: SECURITIES					10/29/2008	04/23/2009
783.00		628.00					155.00	
		17. GOODRICH B F CO COM PROPERTY TYPE: SECURITIES					10/29/2008	10/15/2009
953.00		628.00					325.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3000. INTEL CORP PROPERTY TYPE: SECURITIES					11/01/2007	01/15/2009
2,425.00		3,355.00					-930.00	
		8000. INTEL CORP PROPERTY TYPE: SECURITIES					07/13/2007	01/15/2009
6,467.00		8,371.00					-1,904.00	
		2. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					10/11/2007	11/20/2008
11.00		139.00					-128.00	
		21. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					10/10/2007	11/20/2008
120.00		1,447.00					-1,327.00	
		3. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					10/10/2007	11/20/2008
18.00		207.00					-189.00	
		15. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					10/10/2007	11/20/2008
90.00		1,034.00					-944.00	
		51. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					10/09/2007	11/20/2008
305.00		3,493.00					-3,188.00	
		30. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					10/05/2007	11/20/2008
180.00		2,040.00					-1,860.00	
		28. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					10/08/2007	11/20/2008
168.00		1,895.00					-1,727.00	
		30. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					05/01/2008	11/20/2008
180.00		1,653.00					-1,473.00	
		30. LINCOLN NATL CORP IND COM PROPERTY TYPE: SECURITIES					01/23/2008	11/20/2008
180.00		1,500.00					-1,320.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3. LORILLARD INC COM PROPERTY TYPE: SECURITIES					04/18/2006	11/11/2008
179.00		141.00					38.00	
		21. LORILLARD INC COM PROPERTY TYPE: SECURITIES					04/18/2006	11/11/2008
1,252.00		990.00					262.00	
		13. LORILLARD INC COM PROPERTY TYPE: SECURITIES					04/17/2006	11/11/2008
775.00		612.00					163.00	
		6. LORILLARD INC COM PROPERTY TYPE: SECURITIES					04/11/2006	11/11/2008
358.00		282.00					76.00	
		4. LORILLARD INC COM PROPERTY TYPE: SECURITIES					04/06/2006	11/11/2008
239.00		188.00					51.00	
		17. LORILLARD INC COM PROPERTY TYPE: SECURITIES					04/06/2006	11/11/2008
1,020.00		799.00					221.00	
		7. LORILLARD INC COM PROPERTY TYPE: SECURITIES					04/06/2006	11/12/2008
401.00		329.00					72.00	
		1. LORILLARD INC COM PROPERTY TYPE: SECURITIES					04/06/2006	11/13/2008
57.00		47.00					10.00	
		8. LORILLARD INC COM PROPERTY TYPE: SECURITIES					04/11/2006	11/13/2008
459.00		375.00					84.00	
		30. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					07/31/2007	07/09/2009
806.00		1,494.00					-688.00	
		30. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					04/11/2007	07/09/2009
806.00		1,368.00					-562.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		30. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					02/14/2007	07/09/2009
806.00		1,322.00					-516.00	
		35. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					02/12/2007	07/09/2009
940.00		1,541.00					-601.00	
		40. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					02/14/2007	07/09/2009
1,074.00		1,761.00					-687.00	
		35. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					02/09/2007	07/09/2009
940.00		1,540.00					-600.00	
		40. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					02/13/2007	07/09/2009
1,074.00		1,759.00					-685.00	
		55. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					06/06/2008	07/09/2009
1,477.00		2,071.00					-594.00	
		10. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					04/23/2009	07/09/2009
269.00		231.00					38.00	
		.3 METLIFE INC PROPERTY TYPE: SECURITIES					08/16/2008	03/02/2009
6.00		18.00					-12.00	
		160. METLIFE INC PROPERTY TYPE: SECURITIES					09/11/2006	02/17/2009
2,007.00		2,007.00						
		230. METLIFE INC PROPERTY TYPE: SECURITIES					09/12/2006	02/17/2009
2,885.00		2,885.00						
		60. METLIFE INC PROPERTY TYPE: SECURITIES					05/22/2007	02/17/2009
753.00		753.00						

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. NORDSTROM INC COM PROPERTY TYPE: SECURITIES					05/07/2009	08/12/2009
1,327.00		1,050.00					277.00	
		11. NORTHROP CORP COM PROPERTY TYPE: SECURITIES					01/05/2009	10/08/2009
556.00		535.00					21.00	
		3. NORTHROP CORP COM PROPERTY TYPE: SECURITIES					01/05/2009	10/08/2009
152.00		146.00					6.00	
		36. NORTHROP CORP COM PROPERTY TYPE: SECURITIES					01/06/2009	10/08/2009
1,820.00		1,744.00					76.00	
		25. NORTHROP CORP COM PROPERTY TYPE: SECURITIES					03/04/2009	10/08/2009
1,264.00		910.00					354.00	
		20. NUCOR CORP COM PROPERTY TYPE: SECURITIES					03/23/2009	07/16/2009
879.00		795.00					84.00	
		55. NUCOR CORP COM PROPERTY TYPE: SECURITIES					01/15/2009	07/16/2009
2,416.00		2,174.00					242.00	
		5. NUCOR CORP COM PROPERTY TYPE: SECURITIES					04/23/2009	07/16/2009
220.00		196.00					24.00	
		13. OCCIDENTAL PETROLEUM CORP COM PROPERTY TYPE: SECURITIES					10/13/2008	04/08/2009
742.00		642.00					100.00	
		5. OCCIDENTAL PETROLEUM CORP COM PROPERTY TYPE: SECURITIES					04/23/2009	06/19/2009
322.00		277.00					45.00	
		25. OCCIDENTAL PETROLEUM CORP COM PROPERTY TYPE: SECURITIES					10/13/2008	06/19/2009
1,611.00		1,235.00					376.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		12. OCCIDENTAL PETROLEUM CORP COM PROPERTY TYPE: SECURITIES					10/13/2008	06/19/2009
774.00		591.00					183.00	
		3. OCCIDENTAL PETROLEUM CORP COM PROPERTY TYPE: SECURITIES					12/02/2008	06/19/2009
193.00		141.00					52.00	
		3. PPL CORPORATION PROPERTY TYPE: SECURITIES					10/09/2006	01/27/2009
95.00		98.00					-3.00	
		67. PPL CORPORATION PROPERTY TYPE: SECURITIES					06/09/2006	01/27/2009
2,130.00		2,088.00					42.00	
		3. PPL CORPORATION PROPERTY TYPE: SECURITIES					06/09/2006	01/27/2009
95.00		93.00					2.00	
		10. PPL CORPORATION PROPERTY TYPE: SECURITIES					05/11/2005	01/27/2009
318.00		282.00					36.00	
		5. PPL CORPORATION PROPERTY TYPE: SECURITIES					01/29/2004	01/27/2009
159.00		114.00					45.00	
		107. PPL CORPORATION PROPERTY TYPE: SECURITIES					01/29/2004	01/28/2009
3,398.00		2,435.00					963.00	
		68. PPL CORPORATION PROPERTY TYPE: SECURITIES					01/29/2004	02/03/2009
2,051.00		1,547.00					504.00	
		54. PACKAGING CORP AMER COM PROPERTY TYPE: SECURITIES					06/19/2009	07/21/2009
1,064.00		794.00					270.00	
		51. PITNEY-BOWES INC COM PROPERTY TYPE: SECURITIES					09/11/2008	06/19/2009
1,082.00		1,837.00					-755.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		44. PITNEY-BOWES INC COM PROPERTY TYPE: SECURITIES					09/11/2008	06/22/2009
922.00		1,585.00					-663.00	
		1. PITNEY-BOWES INC COM PROPERTY TYPE: SECURITIES					09/03/2008	06/22/2009
21.00		35.00					-14.00	
		81. PITNEY-BOWES INC COM PROPERTY TYPE: SECURITIES					09/03/2008	06/22/2009
1,696.00		2,826.00					-1,130.00	
		3. PITNEY-BOWES INC COM PROPERTY TYPE: SECURITIES					09/03/2008	06/22/2009
63.00		104.00					-41.00	
		5. PITNEY-BOWES INC COM PROPERTY TYPE: SECURITIES					04/23/2009	06/22/2009
105.00		120.00					-15.00	
		7. PITNEY-BOWES INC COM PROPERTY TYPE: SECURITIES					10/29/2008	06/22/2009
147.00		167.00					-20.00	
		30. PITNEY-BOWES INC COM PROPERTY TYPE: SECURITIES					10/29/2008	06/22/2009
628.00		716.00					-88.00	
		5. PRICE T ROWE GROUP INC COM PROPERTY TYPE: SECURITIES					02/06/2009	04/23/2009
191.00		143.00					48.00	
		7. PUBLIC SERVICE ENTERPRISE GROUP COM PROPERTY TYPE: SECURITIES					01/27/2009	07/13/2009
219.00		228.00					-9.00	
		80. PUBLIC SERVICE ENTERPRISE GROUP COM PROPERTY TYPE: SECURITIES					01/27/2009	07/13/2009
2,498.00		2,604.00					-106.00	
		19. PUBLIC SERVICE ENTERPRISE GROUP COM PROPERTY TYPE: SECURITIES					01/27/2009	07/13/2009
593.00		613.00					-20.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		94. PUBLIC SERVICE ENTERPRISE GROUP COM PROPERTY TYPE: SECURITIES					01/27/2009	07/14/2009
2,936.00		3,031.00					-95.00	
		68. PUBLIC SERVICE ENTERPRISE GROUP COM PROPERTY TYPE: SECURITIES					02/03/2009	07/14/2009
2,124.00		2,126.00					-2.00	
		5. PUBLIC SERVICE ENTERPRISE GROUP COM PROPERTY TYPE: SECURITIES					04/23/2009	07/14/2009
156.00		141.00					15.00	
		17. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					10/18/2006	04/08/2009
241.00		342.00					-101.00	
		4. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					10/18/2006	04/09/2009
58.00		80.00					-22.00	
		2. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					10/18/2006	04/09/2009
29.00		40.00					-11.00	
		10. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					10/16/2006	04/09/2009
146.00		201.00					-55.00	
		19. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					10/17/2006	04/09/2009
277.00		381.00					-104.00	
		3. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					10/17/2006	04/13/2009
44.00		60.00					-16.00	
		5. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					10/17/2006	04/13/2009
73.00		100.00					-27.00	
		7. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					11/02/2006	04/13/2009
103.00		139.00					-36.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					11/02/2006	04/14/2009
29.00		40.00					-11.00	
		71. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					11/02/2006	04/17/2009
977.00		1,409.00					-432.00	
		3. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					10/09/2006	04/17/2009
41.00		59.00					-18.00	
		8. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/25/2006	04/17/2009
110.00		153.00					-43.00	
		4. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/25/2006	08/12/2009
48.00		76.00					-28.00	
		32. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/25/2006	08/12/2009
390.00		611.00					-221.00	
		25. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/25/2006	08/13/2009
300.00		477.00					-177.00	
		1. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/22/2006	08/13/2009
12.00		19.00					-7.00	
		16. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/22/2006	08/14/2009
189.00		304.00					-115.00	
		26. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/22/2006	10/08/2009
316.00		494.00					-178.00	
		39. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/22/2006	10/09/2009
467.00		741.00					-274.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		87. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/22/2006	10/09/2009
1,048.00		1,653.00					-605.00	
		52. REGAL ENTMT GROUP CL A COM PROPERTY TYPE: SECURITIES					09/22/2006	10/09/2009
630.00		988.00					-358.00	
		1. SCHERING PLOUGH CORP CONV PFD 6.000% PROPERTY TYPE: SECURITIES					08/22/2007	07/09/2009
223.00		265.00					-42.00	
		1. SCHERING PLOUGH CORP CONV PFD 6.000% PROPERTY TYPE: SECURITIES					08/22/2007	07/09/2009
224.00		265.00					-41.00	
		3. SCHERING PLOUGH CORP CONV PFD 6.000% PROPERTY TYPE: SECURITIES					08/22/2007	07/10/2009
667.00		795.00					-128.00	
		11. SYSCO CORP COM PROPERTY TYPE: SECURITIES					03/30/2007	07/28/2009
255.00		372.00					-117.00	
		84. SYSCO CORP COM PROPERTY TYPE: SECURITIES					03/29/2007	07/28/2009
1,944.00		2,828.00					-884.00	
		10. SYSCO CORP COM PROPERTY TYPE: SECURITIES					08/20/2007	07/28/2009
231.00		335.00					-104.00	
		40. SYSCO CORP COM PROPERTY TYPE: SECURITIES					08/17/2007	07/29/2009
931.00		1,333.00					-402.00	
		60. SYSCO CORP COM PROPERTY TYPE: SECURITIES					05/02/2007	07/29/2009
1,397.00		1,979.00					-582.00	
		7. SYSCO CORP COM PROPERTY TYPE: SECURITIES					04/17/2009	07/29/2009
163.00		159.00					4.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. SYSCO CORP COM PROPERTY TYPE: SECURITIES					04/17/2009	07/31/2009
352.00		341.00					11.00	
		37. SYSCO CORP COM PROPERTY TYPE: SECURITIES					04/17/2009	07/31/2009
874.00		841.00					33.00	
		5. TOTAL S.A.-ADR (FOREIGN SECURITY) PROPERTY TYPE: SECURITIES					08/04/2006	04/23/2009
241.00		336.00					-95.00	
		6000. TRANSOCEAN INC CONV SR NT SER A CA PROPERTY TYPE: SECURITIES					06/06/2008	03/20/2009
5,445.00		6,699.00					-1,254.00	
		1. V F CORP COM PROPERTY TYPE: SECURITIES					10/29/2007	05/07/2009
59.00		59.00						
		1. V F CORP COM PROPERTY TYPE: SECURITIES					10/15/2007	05/08/2009
58.00		58.00						
		8. V F CORP COM PROPERTY TYPE: SECURITIES					10/29/2007	05/08/2009
464.00		680.00					-216.00	
		3. V F CORP COM PROPERTY TYPE: SECURITIES					10/29/2007	05/08/2009
174.00		174.00						
		4. V F CORP COM PROPERTY TYPE: SECURITIES					09/30/2007	05/11/2009
226.00		383.00					-157.00	
		8. V F CORP COM PROPERTY TYPE: SECURITIES					10/29/2007	05/11/2009
452.00		680.00					-228.00	
		7. V F CORP COM PROPERTY TYPE: SECURITIES					10/30/2007	05/12/2009
387.00		594.00					-207.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3. V F CORP COM PROPERTY TYPE: SECURITIES					10/30/2007	05/13/2009
163.00		255.00					-92.00	
		1. V F CORP COM PROPERTY TYPE: SECURITIES					10/22/2007	05/13/2009
54.00		84.00					-30.00	
		3. V F CORP COM PROPERTY TYPE: SECURITIES					10/26/2007	05/13/2009
163.00		251.00					-88.00	
		4. V F CORP COM PROPERTY TYPE: SECURITIES					10/26/2007	05/15/2009
220.00		335.00					-115.00	
		3. V F CORP COM PROPERTY TYPE: SECURITIES					10/26/2007	05/18/2009
167.00		251.00					-84.00	
		3. V F CORP COM PROPERTY TYPE: SECURITIES					10/23/2007	05/18/2009
167.00		249.00					-82.00	
		1. V F CORP COM PROPERTY TYPE: SECURITIES					10/19/2007	05/18/2009
56.00		83.00					-27.00	
		1. V F CORP COM PROPERTY TYPE: SECURITIES					10/19/2007	05/18/2009
56.00		83.00					-27.00	
		180. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					01/29/2004	01/27/2009
2,900.00		5,175.00					-2,275.00	
		20. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					01/29/2004	04/23/2009
397.00		575.00					-178.00	
		14. COOPER INDUSTRIES LTD NEW BERMUDA CO PROPERTY TYPE: SECURITIES					08/25/2005	07/16/2009
426.00		401.00					25.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		6. COOPER INDUSTRIES LTD NEW BERMUDA COM PROPERTY TYPE: SECURITIES					08/26/2005	07/16/2009
183.00		171.00					12.00	
		179. COOPER INDUSTRIES LTD NEW BERMUDA C PROPERTY TYPE: SECURITIES					01/29/2004	07/16/2009
5,449.00		4,161.00					1,288.00	
		1. COOPER INDUSTRIES LTD NEW BERMUDA COM PROPERTY TYPE: SECURITIES					01/29/2004	07/16/2009
30.00		24.00					6.00	
TOTAL GAIN(LOSS)							-41,834.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	2,131.	2,131.
ABBOTT LABS COM	276.	276.
AIR PRODUCTS & CHEMICAL INC COM	305.	305.
ALTRIA GROUP INC	263.	263.
AMERICAN EAGLE OUTFITTERS INC	17.	17.
ANALOG DEVICES INC COM	28.	28.
APACHE CORP COM	210.	210.
AUTOMATIC DATA PROCESSING INC COM	43.	43.
AVON PRODUCTS INC COM	222.	222.
BP AMOCO PLC SPONS ADR (UK/USD) SEDOL 21	302.	302.
BANK NEW YORK MELLON CORP	311.	311.
BOEING COMPANY	498.	498.
BOSTON PROPERTIES INC COM	243.	209.
CVS CAREMARK CORP COM	224.	224.
CHEVRONTEXACO CORP COM	1,510.	1,510.
CITIGROUP INC	27.	27.
CITIGROUP INC SR NT	3,250.	3,250.
COCA COLA CO COM	499.	499.
COLGATE PALMOLIVE CO COM	299.	299.
COLUMBIA SHORT TERM BOND FUND CLASS Z SH	7,118.	7,118.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	2,921.	2,921.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	3,616.	3,616.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	2,974.	2,974.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	1,994.	1,994.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	1,215.	1,215.
COLUMBIA TAX-EXEMPT RESERVES CAPITAL CLA	1,430.	20.
COLUMBIA MONEY MARKET RESERVES CAPITAL C	364.	364.
COLUMBIA CORE BOND FUND CLASS Z SHARES	4,126.	4,126.
COLUMBIA EMERGING MARKETS FUND CLASS Z S	417.	417.
CONAGRA INC COM	36.	36.
DEAN WITTER DISCOVER MEDIUM TERM NOTE SE	3,535.	3,535.
DIAGEO P L C SPNSRD ADR NEW	428.	428.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DOVER CORPORATION	28.	28.
E I DUPONT DE NEMOURS & CO	133.	133.
ENTERGY CORP NEW COM	263.	263.
ENTERGY CORP NEW CONV PRFD 7.625%	623.	623.
EXELON CORP COM	383.	383.
EXXON MOBIL CORPORATION	738.	738.
FPL GROUP INC COM	180.	180.
FOOT LOCKER INC COM	65.	65.
FREEPORT-MCMORAN COPPER & GOLD INC CONV	169.	169.
FREEPORT-MCMORAN COPPER & GOLD INC PERP	165.	165.
FREEPORT-MCMORAN COPPER & GOLD INC COM	30.	30.
GENERAL ELECTRIC CO	1,022.	1,022.
GENERAL MILLS INC COM	360.	360.
GEN PARTS CO., COM	151.	151.
GOLDMAN SACHS GROUP INC NT	3,325.	3,325.
GOLDMAN SACHS GROUP INC SR UNSUB SER EMT	3,900.	3,900.
GOODRICH B F CO COM	219.	219.
HARTFORD FINANCIAL SERVICES GROUP	85.	85.
HEINZ H J CO COM	225.	225.
HOME DEPOT INC COM	448.	448.
INTEL CORP COM	105.	105.
INTEL CORP	833.	833.
INTERNATIONAL BUSINESS MACHINES CORP COM	681.	681.
J P MORGAN CHASE & CO COM	178.	178.
JOHNSON & JOHNSON	1,288.	1,288.
KRAFT FOODS INC CL A COM	152.	152.
LINCOLN NATL CORP IND COM	87.	87.
MACYS INC COM	57.	57.
MARATHON OIL CORP COM	226.	226.
MARSH & MCLENNAN CO COM	285.	285.
MASCO CORP COM	44.	44.
MCDONALDS CORP COM	234.	234.
MERCK & CO INC COM	340.	340.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
METLIFE INC	37.	37.
METLIFE INC	140.	140.
MICROSOFT CORPORATION	572.	572.
MONSANTO CO NEW COM	50.	50.
MORGAN ST DEAN WITTER DISCOVER & CO	21.	21.
NORDSTROM INC COM	88.	88.
NORTHROP CORP COM	85.	85.
NUCOR CORP COM	54.	54.
OCCIDENTAL PETROLEUM CORP COM	421.	421.
PG&E CORPORATION	92.	92.
PNC BANK CORP COM	104.	104.
PPL CORPORATION	88.	88.
PACKAGING CORP AMER COM	27.	27.
PARKER HANNIFIN CORP COM	31.	31.
PEABODY ENERGY CORP CONV JR SUB DEB C12/	285.	285.
PEPSICO CO INC CAP COM	403.	403.
PFIZER INC COM	1,104.	1,104.
PHILIP MORRIS INTL INC COM	489.	489.
PITNEY-BOWES INC COM	234.	234.
PRICE T ROWE GROUP INC COM	60.	60.
PROCTER & GAMBLE CO COM	504.	504.
PUBLIC SERVICE ENTERPRISE GROUP COM	180.	180.
QUALCOMM INC	238.	238.
REGAL ENTMT GROUP CL A COM	295.	295.
SCHERING PLOUGH CORP CONV PFD 6.000%	731.	731.
STAPLES INC	142.	142.
SYSCO CORP COM	162.	162.
TEVA PHARMACEUTICAL INDS LTD - ADR	363.	363.
TOTAL S.A.-ADR (FOREIGN SECURITY)	563.	563.
TRANSOCEAN INC CONV SR NT SER A CALL 12/	76.	76.
US BANCORP DEL COM NEW	572.	572.
UNITED TECHNOLOGIES CORP COM	611.	611.
UNITEDHEALTH GROUP INC	10.	10.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
V F CORP COM	196.	196.
VERIZON COMMUNICATIONS	834.	834.
WAL MART STORES INC COM	121.	121.
WASTE MANAGEMENT INC	342.	342.
WELLS FARGO COMPANY	739.	739.
WILLIAMS COMPANIES INC COM	142.	142.
WINDSTREAM CORP COM	82.	82.
YUM BRANDS INC COM	304.	304.
COOPER INDUSTRIES LTD NEW BERMUDA COM	150.	
XL CAPITAL LTD CL A (BERMUDA/US) ISIN #K	18.	18.
TOTAL	69,614.	68,020.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ENTERGY CORP NEW CONV PRFD 7.625%	38.	38.
METLIFE INC	42.	42.
TOTALS	80.	80.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	2,813.			2,813.
TOTALS	2,813.	NONE	NONE	2,813.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	845.			845.
TOTALS	845.	NONE	NONE	845.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	179.	179.
FOREIGN TAXES ON QUALIFIED FOR	655.	655.
FOREIGN TAXES ON NONQUALIFIED	135.	135.
TOTALS	969.	969.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN CERT. FEE	35.	35.
DEP. FEE	1.	1.
TOTALS	36.	36.

VERN & FLORENCE MARTIN CHARITABLE TR 59-6940773

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
SEE ATTACHED SCHEDULE	C
TOTALS	

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
EXCISE TAX REFUND		1,291.
	TOTAL	1,291.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
COST ADJUSTMENTS		1,086.
ROUNDING		17.
	TOTAL	1,103.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
FL

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
BANK OF AMERICA, N.A
ADDRESS:
P.O. BOX 40200
JACKSONVILLE, FL 32203-0200
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 20,213.

TOTAL COMPENSATION: 20,213.

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
  MARTIN CHARITABLE TRUST, C/O BANK OF AMERICA
ADDRESS:
  111 WESTMINSTER ST, RI1-102-M1-02
  PROVIDENCE, RI 02903
FORM, INFORMATION AND MATERIALS:
  NO FORMAL APPLICATION
  DESCRIBE CHARITABLE NEEDS
SUBMISSION DEADLINES:
  NO DEADLINE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  SEE ATTACHED

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

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RECIPIENT NAME:
SEE ATTACHED SCHEDULE OF RECIPIENTS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SEE ATTACHED
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 82,250.

TOTAL GRANTS PAID: 82,250.

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TUA Martin, Vern & Florence 8408049
59-6940773
Form 990-PF for FYE 10/31/09
Part XV, Line 3, Grants and Contributions Paid

Date	Donation	Donee	Purpose
04/23/09	700.00	ALZHEIMER'S ASSOCIATION	MEDICAL
04/23/09	700.00	ALZHEIMER'S ASSOCIATION	MEDICAL
04/23/09	700.00	AMERICAN LUNG ASSOCIATION	MEDICAL
04/23/09	2,000.00	BOY SCOUTS OF AMERICA - TALL PINE COUNCIL	CHILD WELFARE
04/23/09	1,750 00	BIG BROTHERS/BIG SISTERS	CHILD WELFARE
04/23/09	4,900.00	CHILDREN AND FAMILIES FIRST	CHILD WELFARE
04/23/09	1,400.00	COMMUNITY PRESBYTERIAN PRESCHOOL	EDUCATIONAL
04/23/09	2,000.00	DOLLARS FOR MAMMOGRAMS INC	MEDICAL
04/23/09	700 00	ENGLEWOOD ELEMENTARY SCHOOL	EDUCATIONAL
04/23/09	4,000.00	ENGLEWOOD HELPING HAND	GENERAL WELFARE
04/23/09	29,400.00	ENGLEWOOD UNITED METHODIST	RELIGIOUS
04/23/09	1,400 00	L.A. AINGER SCHOOL	EDUCATIONAL
04/23/09	16,400.00	LEMON BAY HIGH SCHOOL	EDUCATIONAL
04/23/09	2,800.00	LOVELAND SCHOOL	EDUCATIONAL
04/23/09	1,400.00	MYAKKA RIVER ELEMENTARY	EDUCATIONAL
04/23/09	4,500.00	PENTWATER CENTENARY UNITED	RELIGIOUS
04/23/09	4,000.00	PENTWATER PUBLIC SCHOOLS	EDUCATIONAL
04/23/09	700.00	SUNCOAST HUMANE SOCIETY	ANIMAL WELFARE
04/23/09	1,400.00	THE ACADEMY AT CVTC	EDUCATIONAL
04/23/09	1,400.00	WOMEN'S GROUP OF ENGLEWOOD	GENERAL WELFARE
	82,250.00	**TOTAL**	

VERN & FLORENCE MARTIN CHARITABLE TR
59-6940773
Balance Sheet
10/30/2009

Bank of America

Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	1305.000	41,177.87	33,499.35
002824100	ABBOTT LABS	185.000	8,139 28	9,355.45
009158106	AIR PRODS & CHEMS INC	177.000	11,988.46	13,652.01
02209S103	ALTRIA GROUP INC	270.000	4,430.18	4,889 70
02553E106	AMERICAN EAGLE OUTFITTERS NEW	83.000	1,156 03	1,451 67
032654105	ANALOG DEVICES INC	141.000	3,479.21	3,613.83
037411105	APACHE CORP	350.000	14,857.50	32,942.00
053015103	AUTOMATIC DATA PROCESSING INC	129.000	4,600.24	5,134 20
054303102	AVON PRODS INC	277.000	8,844.94	8,877.85
055622104	BP P L C	90.000	4,312.72	5,095.80
064058100	BANK NEW YORK MELLON CORP	471.000	15,861.59	12,556.86
097023105	BOEING CO	300.000	13,035.00	14,340.00
101121101	BOSTON PROPERTIES INC	90.000	5,147.10	5,469.30
126650100	CVS CAREMARK CORP	751.000	15,813.45	26,510.30
166764100	CHEVRON CORP	576 000	31,382 92	44,087 04
17275R102	CISCO SYS INC	700.000	16,046.00	15,967.00
172967BC4	CITIGROUP INC	50000 000	50,068.50	52,404 50
191216100	COCA COLA CO	310.000	16,149.52	16,526 10
194162103	COLGATE PALMOLIVE CO	158.000	9,654.05	12,423.54
19765H362	COLUMBIA SHORT TERM BOND FUND	17394 738	170,000.00	172,207.91
19765H495	COLUMBIA HIGH INCOME FUND	5065.208	48,031.09	38,647.54
19765H586	COLUMBIA INTERNATIONAL VALUE	5186.202	91,874 60	71,984.48
19765H636	COLUMBIA MARSICO INTERNATIONAL	12355 786	110,000.00	125,781.90
19765J608	COLUMBIA MID CAP INDEX FUND	12512.290	114,862.82	105,853.97
19765J814	COLUMBIA SMALL CAP INDEX FUND	7860.491	104,864.28	98,963.58
19765L371	COLUMBIA CORE BOND FUND	9242.217	100,000 00	98,984.14
19765Y852	COLUMBIA EMERGING MARKETS FUND	5006.258	40,000.00	50,312 89
24240XAT4	DEAN WITTER DISCOVER & CO	50000 000	49,592.00	53,160.00
25243Q205	DIAGEO PLC	191.000	10,626.61	12,418 82
260003108	DOVER CORP	106.000	3,571.89	3,994.08
29364G103	ENTERGY CORP NEW	117.000	8,480 06	8,976.24
30161N101	EXELON CORP	185 000	7,171 67	8,687 60
30231G102	EXXON MOBIL CORP	450.000	4,743.27	32,251 50
302571104	FPL GROUP INC	99.000	6,529.46	4,860.90

VERN & FLORENCE MARTIN CHARITABLE TR
59-6940773
Balance Sheet
10/30/2009

Cusip	Asset	Units	Basis	Market Value
344849104	FOOT LOCKER INC	433.000	5,085.45	4,537 84
35671D782	FREEPORT-MCMORAN COPPER &	25.000	3,216.44	2,669.00
35671D857	FREEPORT-MCMORAN COPPER &	108 000	4,033 48	7,922.88
369604103	GENERAL ELEC CO	800.000	3,558 33	11,408.00
370334104	GENERAL MLS INC	243 000	13,996 76	16,018.56
372460105	GENUINE PARTS CO	212.000	6,911.50	7,417.88
38141GAL8	GOLDMAN SACHS GROUP INC	50000.000	49,668.00	50,878.50
382388106	GOODRICH CORP	192.000	5,954.14	10,435.20
416515104	HARTFORD FINL SVCS GROUP INC	180.000	10,362.00	4,413.60
423074103	HEINZ H J CO	135.000	5,785.34	5,432.40
437076102	HOME DEPOT INC	581.000	11,959.46	14,577.29
458140100	INTEL CORP	299.000	4,305.58	5,713.89
459200101	INTERNATIONAL BUSINESS MACHS	336 000	33,858.58	40,524.96
46625H100	J P MORGAN CHASE & CO	375.000	16,285 00	15,663.75
478160104	JOHNSON & JOHNSON	685 000	35,937.84	40,449.25
50075N104	KRAFT FOODS INC	182.000	4,773.72	5,008.64
55616P104	MACYS INC	200.000	6,669.00	3,514 00
565849106	MARATHON OIL CORP	238.000	4,043 39	7,608.86
571748102	MARSH & MCLENNAN COS INC	376 000	10,325.32	8,820.96
580135101	MCDONALDS CORP	117.000	6,533.73	6,857.37
59156R108	METLIFE INC	182.000	9,838.33	6,193.46
594918104	MICROSOFT CORP	1100.000	2,689.84	30,503.00
61166W101	MONSANTO CO	50.000	3,931.07	3,359.00
617446448	MORGAN STANLEY	177.000	4,147.05	5,685.24
655664100	NORDSTROM INC	254.000	5,538 70	8,072.12
674599105	OCCIDENTAL PETE CORP DEL	286.000	7,750.38	21,701.68
69331C108	PG&E CORP	220.000	8,333.08	8,995.80
693475105	PNC FINL SVCS GROUP INC	108.000	7,656.59	5,285.52
693506107	PPG INDS INC	66 000	3,904.19	3,724 38
695156109	PACKAGING CORP AMER	181.000	2,592 31	3,308 68
701094104	PARKER HANNIFIN CORP	77.000	3,325.79	4,077.92
704549AG9	PEABODY ENERGY CORP	6000.000	5,666.89	5,527.50
713448108	PEPSICO INC	230 000	10,167 25	13,926.50
717081103	PFIZER INC	1600 000	42,804.50	27,248.00

VERN & FLORENCE MARTIN CHARITABLE TR
59-6940773
Balance Sheet
10/30/2009

Bank of America

Cusip	Asset	Units	Basis	Market Value
718172109	PHILIP MORRIS INTL INC	266.000	9,537.46	12,597.76
729251108	PLUM CREEK TIMBER CO INC	210.000	8,510.40	6,570.90
74144T108	PRICE T ROWE GROUP INC	78.000	1,941 81	3,800.94
742718109	PROCTER & GAMBLE CO	300.000	13,423.44	17,400 00
747525103	QUALCOMM INC	360.000	6,755 60	14,878.80
806605705	SCHERING PLOUGH CORP	45.000	10,110.81	10,856.70
855030102	STAPLES INC	575.000	11,365 50	12,477.50
881624209	TEVA PHARMACEUTICAL INDS LTD	650 000	17,672.85	32,812.00
89151E109	TOTAL S A	203.000	12,725 01	12,194 21
902973304	US BANCORP DEL	999.000	28,585.46	23,196.78
912909AE8	UNITED STS STL CORP	4000.000	5,341.68	5,300.00
913017109	UNITED TECHNOLOGIES CORP	399 000	16,043.24	24,518 55
91324P102	UNITEDHEALTH GROUP INC	330.000	4,847.70	8,563.50
918204108	V F CORP	60.000	4,822.06	4,262.40
92343V104	VERIZON COMMUNICATIONS INC	468 000	17,113.95	13,848.12
931142103	WAL-MART STORES INC	117.000	5,838.77	5,812.56
94106L109	WASTE MGMT INC DEL	300.000	8,412.00	8,964 00
949746101	WELLS FARGO & CO	852 000	18,210.00	23,447.04
969457100	WILLIAMS COS INC DEL	645.000	7,977.32	12,158.25
97381W104	WINDSTREAM CORP	82.000	974.47	790 48
988498101	YUM BRANDS INC	400 000	9,131.00	13,180.00
G98255105	XL CAP LTD	178.000	2,526.54	2,920.98
	Cash/Cash Equivalent	121833 540	121,833 54	121,833 54
		Totals:	1,851,801.95	2,015,748.70