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 DEC 1, 2008 , and ending NOV 30, 2009

G Check all that apply: ☐ Initial return ☐ Final return ☐ Amended return ☒ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: THE RICHARD AND SUSAN BRADDOCK FAMILY FOUNDATION, INC.

A Employer identification number: 06-1565971

Number and street (or P O box number if mail is not delivered to street address): C/O GELLER FOS, 909 THIRD AVE — Room/suite: 16TH F

B Telephone number: 212-583-6001

City or town, state, and ZIP code: NEW YORK, NY 10022

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 9,236,708.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

	Line	(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	1,637,450.		N/A	
	2 Check ▶☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	5,992.	5,992.		STATEMENT 2
	4 Dividends and interest from securities	293,327.	293,327.		STATEMENT 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,712,127.			STATEMENT 1
	b Gross sales price for all assets on line 6a 4,136,072.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-53.	0.		STATEMENT 4
	12 Total Add lines 1 through 11	224,589.	299,319.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 5	3,700.	0.		3,700.
	c Other professional fees STMT 6	17,278.	17,278.		0.
	17 Interest				
	18 Taxes STMT 7	11,024.	3,024.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	369.	4.		365.
	24 Total operating and administrative expenses. Add lines 13 through 23	32,371.	20,306.		4,065.
	25 Contributions, gifts, grants paid	1,683,500.			1,683,500.
	26 Total expenses and disbursements. Add lines 24 and 25	1,715,871.	20,306.		1,687,565.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,491,282.			
	b Net investment income (if negative, enter -0-)		279,013.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,657,926.	1,040,858.	1,040,858.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	7,068,002.	3,936,618.	3,839,727.
	c Investments - corporate bonds STMT 10	1,896,723.	5,023,825.	4,356,048.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	1,760,010.	750,000.	75.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	12,382,661.	10,751,301.	9,236,708.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	12,382,661.	10,751,301.	
	30 **Total net assets or fund balances**	12,382,661.	10,751,301.	
	31 **Total liabilities and net assets/fund balances**	12,382,661.	10,751,301.	

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	12,382,661.
2 Enter amount from Part I, line 27a	2	-1,491,282.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	10,891,379.
5 Decreases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	5	140,078.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	10,751,301.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
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	4,136,072.		4,210,699.	-74,627.

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				-74,627.

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** -74,627.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c).
If (loss), enter -0- in Part I, line 8 **3** N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2007	1,063,655.	11,885,378.	.089493
2006	401,003.	12,183,576.	.032913
2005	379,155.	10,386,744.	.036504
2004	141,456.	7,784,313.	.018172
2003	58,662.	451,975.	.129790

2	**Total** of line 1, column (d)	2	.306872
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	.061374
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	7,913,994.
5	Multiply line 4 by line 3	5	485,713.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,790.
7	Add lines 5 and 6	7	488,503.
8	Enter qualifying distributions from Part XII, line 4	8	1,687,565.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1.				
Date of ruling letter: ______ (attach copy of ruling letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	2,790.
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	2,790.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	2,790.
6 Credits/Payments:				
a 2008 estimated tax payments and 2007 overpayment credited to 2008	6a	25,257.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	25,257.
8 Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	22,467.
11 Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ 22,467. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ GELLER FAMILY OFFICE SERVICES LLC Telephone no. ▶ 212-583-6001

Located at ▶ 909 THIRD AVENUE, 16TH FL, NEW YORK, NY ZIP+4 ▶ 10022

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)?		1b		X
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
If "Yes," list the years ▶ ____, ____, ____, ____				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2008 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

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

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JENNIFER BRADDOCK GERBER C/O GELLER FOS, 909 THIRD AVE, 16TH F NEW YORK, NY 10022	PRESIDENT 20.00	0.	0.	0.
RICHARD S. BRADDOCK C/O GELLER FOS, 909 THIRD AVE, 16TH F NEW YORK, NY 10022	DIRECTOR 2.00	0.	0.	0.
SUSAN BRADDOCK C/O GELLER FOS, 909 THIRD AVE, 16TH F NEW YORK, NY 10022	DIRECTOR 2.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 **Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,811,993.
b	Average of monthly cash balances	1b	1,024,441.
c	Fair market value of all other assets	1c	198,078.
d	**Total** (add lines 1a, b, and c)	1d	8,034,512.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,034,512.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	120,518.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,913,994.
6	**Minimum investment return.** Enter 5% of line 5	6	395,700.

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

1	Minimum investment return from Part X, line 6	1	395,700.
2a	Tax on investment income for 2008 from Part VI, line 5 2a 2,790.		
b	Income tax for 2008. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	2,790.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	392,910.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	392,910.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	392,910.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,687,565.
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	1,687,565.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,790.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	1,684,775.

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

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

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				392,910.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2008:				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007 112,374.				
f **Total** of lines 3a through e	112,374.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 1,687,565.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				392,910.
e Remaining amount distributed out of corpus	1,294,655.			
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	1,407,029.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009** Subtract lines 7 and 8 from line 6a	1,407,029.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007 112,374.				
e Excess from 2008 1,294,655.				

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01-02-09

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 12

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 13				
Total			▶ 3a	1,683,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	5,992.	
4 Dividends and interest from securities			14	293,327.	
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			15	-53.	
8 Gain or (loss) from sales of assets other than inventory			14	-1,712,127.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-1,412,861.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 -1,412,861.

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

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

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

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01-02-09

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 10/12/10 — Title

Paid Preparer's Use Only

Preparer's signature	Date 10/12/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	GELLER & COMPANY LLC 909 THIRD AVENUE, 16TH FLOOR NEW YORK, NY 10022	EIN ▶	
		Phone no. 212-583-6001	

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

Schedule of Contributors

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

OMB No 1545-0047

2008

Name of the organization	Employer identification number
THE RICHARD AND SUSAN BRADDOCK FAMILY FOUNDATION, INC.	06-1565971

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year) ▶ $ ______

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

Name of organization: THE RICHARD AND SUSAN BRADDOCK FAMILY FOUNDATION, INC.

Employer identification number: 06-1565971

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RICHARD S. BRADDOCK C/O GELLER FOS, 909 THIRD AVE, 16TH FL NEW YORK, NY 10022	$ 1,637,450.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
THE RICHARD AND SUSAN BRADDOCK FAMILY FOUNDATION, INC.	06-1565971

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	10,000 SHS PCLN	$ 1,637,450.	09/23/09
		$	
		$	
		$	
		$	
		$	

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	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
c	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
d	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
e	12,000 WELLS FARGO NOTES	P	02/02/09	02/23/09
f	2,000 FLEXTRONICS INTL	P	01/29/09	06/19/09
g	10,000 SHS HUNTSMAN LLC	P	02/06/09	07/23/09
h	10,000 SHS SLM CORP	P	01/29/09	07/27/09
i	13,000 SHS INTERNATIONAL LEASE	P	01/29/09	08/12/09
j	11,000 SHS EXELON GENERATION	P	01/29/09	09/23/09
k	10,000 SHS IRON MOUNTAIN INC	P	02/04/09	09/09/09
l	10,000 SHS MEDIACOM LLC	P	01/30/09	09/24/09
m	10,000 SHS SMITHFIELD FOODS	P	02/02/09	10/15/09
n	CAPITAL GAINS DIVIDENDS			
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,426,385.		1,320,996.	1,105,389.
b	1,228,087.		2,178,190.	-950,103.
c	368,937.		620,100.	-251,163.
d	3,816.		7,568.	-3,752.
e	11,003.		11,647.	-644.
f	1,980.		1,650.	330.
g	10,291.		9,975.	316.
h	10,000.		9,638.	362.
i	11,960.		11,182.	778.
j	12,106.		11,128.	978.
k	10,000.		10,000.	0.
l	10,000.		8,850.	1,150.
m	10,000.		9,775.	225.
n	21,507.			21,507.
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,105,389.
b				-950,103.
c				-251,163.
d				-3,752.
e				-644.
f				330.
g				316.
h				362.
i				778.
j				978.
k				0.
l				1,150.
m				225.
n				21,507.
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	-74,627.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

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04-25-08

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

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,426,385.	1,320,996.	0.	0.	1,105,389.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,228,087.	3,815,690.	0.	0.	-2,587,603.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
368,937.	620,100.	0.	0.	-251,163.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
PUBLICLY TRADED SECURITIES	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,816.	7,568.	0.	0.	-3,752.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
12,000 WELLS FARGO NOTES	PURCHASED	02/02/09	02/23/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,003.	11,647.	0.	0.	-644.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2,000 FLEXTRONICS INTL	PURCHASED	01/29/09	06/19/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,980.	1,650.	0.	0.	330.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 SHS HUNTSMAN LLC	PURCHASED	02/06/09	07/23/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,291.	9,975.	0.	0.	316.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 SHS SLM CORP	PURCHASED	01/29/09	07/27/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000.	9,638.	0.	0.	362.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
13,000 SHS INTERNATIONAL LEASE	PURCHASED	01/29/09	08/12/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,960.	11,182.	0.	0.	778.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
11,000 SHS EXELON GENERATION	PURCHASED	01/29/09	09/23/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,106.	11,128.	0.	0.	978.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 SHS IRON MOUNTAIN INC	PURCHASED	02/04/09	09/09/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000.	10,000.	0.	0.	0.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 SHS MEDIACOM LLC	PURCHASED	01/30/09	09/24/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000.	8,850.	0.	0.	1,150.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
10,000 SHS SMITHFIELD FOODS	PURCHASED	02/02/09	10/15/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,000.	9,775.	0.	0.	225.

CAPITAL GAINS DIVIDENDS FROM PART IV	21,507.
TOTAL TO FORM 990-PF, PART I, LINE 6A	-1,712,127.

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

SOURCE	AMOUNT
THROUGH U.S. TRUST	5,992.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,992.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
HUGOTON	17.	0.	17.
THROUGH CLYDESDALE STRATEGIC CLO I LTD	45,482.	0.	45,482.
THROUGH MORGAN STANLEY SMITH BARNEY	54,459.	0.	54,459.
THROUGH NUSTAR GP HOLDINGS, INC.	3.	0.	3.

THROUGH NUSTAR GP HOLDINGS, INC.	2.	0.	2.
THROUGH NUSTAR GP HOLDINGS, INC.	1.	0.	1.
THROUGH SEIX	60,655.	0.	60,655.
THROUGH U.S. TRUST	132,708.	0.	132,708.
THROUGH U.S. TRUST	21,507.	21,507.	0.
TOTAL TO FM 990-PF, PART I, LN 4	314,834.	21,507.	293,327.

FORM 990-PF OTHER INCOME STATEMENT 4

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
THROUGH NUSTAR GP HOLDINGS, INC.	-53.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-53.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREP FEES	3,700.	0.		3,700.
TO FORM 990-PF, PG 1, LN 16B	3,700.	0.		3,700.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACTUARIAL FEES	3,620.	3,620.		0.
US TRUST TRUSTEE FEES	5,996.	5,996.		0.
MORGAN STANLEY SMITH BARNEY FEES	7,662.	7,662.		0.
TO FORM 990-PF, PG 1, LN 16C	17,278.	17,278.		0.

FORM 990-PF — TAXES — STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	3,024.	3,024.		0.
FEDERAL TAX PAYMENT	8,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	11,024.	3,024.		0.

FORM 990-PF — OTHER EXPENSES — STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OTHER EXPENSES	4.	4.		0.
NYS FILING FEE	250.	0.		250.
NYS PUBLISHING FEE	115.	0.		115.
TO FORM 990-PF, PG 1, LN 23	369.	4.		365.

FORM 990-PF — CORPORATE STOCK — STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	3,936,618.	3,839,727.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,936,618.	3,839,727.

FORM 990-PF — CORPORATE BONDS — STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	4,116,870.	3,370,319.
SEE ATTACHED SCHEDULE	81,363.	91,196.
SEE ATTACHED SCHEDULE	825,592.	894,533.
TOTAL TO FORM 990-PF, PART II, LINE 10C	5,023,825.	4,356,048.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GMAC G-STAR 2005-5	COST	750,000.	75.
TOTAL TO FORM 990-PF, PART II, LINE 13		750,000.	75.

FORM 990-PF PART XV - LINE 1A STATEMENT 12
LIST OF FOUNDATION MANAGERS

NAME OF MANAGER

JENNIFER BRADDOCK GERBER
RICHARD S. BRADDOCK
SUSAN BRADDOCK

FORM 990-PF GRANTS AND CONTRIBUTIONS STATEMENT 13
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
THE METROPOLITAN OPERA LINCOLN CENTER, NEW YORK, NY 10023	N/A UNRESTRICTED	PUBLIC	250,000.
CHURCH OF ST. IGNATIUS LOYOLA 980 PARK AVENUE, NEW YORK, NY 10028	N/A UNRESTRICTED	PUBLIC	10,000.
CLASSROOM, INC. 245 FIFTH AVE, 20TH FL, NEW YORK, NY 10016	N/A UNRESTRICTED	PUBLIC	5,000.
HELP HOSPITALIZED VETERANS 36585 PENFIELD LANE, WINCHESTER, CA 92596	N/A UNRESTRICTED	PUBLIC	3,000.

AMERICAN MUSEUM OF NATUAL HISTORY 79TH ST & CENTRAL PARK WEST, NEW YORK, NY 10024	N/A UNRESTRICTED	PUBLIC	5,000.
CATO INSTITUTE 1000 MASSACHUSETTS AVE, N.W., WASHINGTON, DC 20001	N/A UNRESTRICTED	PUBLIC	2,000.
TRUSTEES OF DARTMOUTH COLLEGE DARMOUTH COLLEGE, HANOVER, NH 03755	N/A UNRESTRICTED	PUBLIC	500,000.
HERITAGE FOUNDATION 214 MASSACUSETTS AVE, NE, WASHINGTON, DC 20002	N/A UNRESTRICTED	PUBLIC	2,000.
PHILHARMONIC SYMPHONY SOCIETY AVERY FISHER HALL,10 LINCOLN CENTER PLAZA, NEW YORK, NY 10023	N/A UNRESTRICTED	PUBLIC	7,000.
MANHATTAN INSTITUTE FOR POLICY 52 VANDERBILT AVENUE, NEW YORK, NY 10017	N/A UNRESTRICTED	PUBLIC	4,000.
THE COMMON GOOD INSTITUTE, INC. ONE METROTECH CENTER, SUITE 1703, BROOKLYN, NY 11201	N/A UNRESTRICTED	PUBLIC	10,000.
BIG APPLE CIRCUS 505 EIGHTH AVENUE, 19TH FL, NEW YORK, NY 10018	N/A UNRESTRICTED	PUBLIC	5,000.
LINCOLN CENTER FOR THE PERFORMING ARTS 70 LINCOLN CENTER PLAZA, NEW YORK, NY 10023	N/A UNRESTRICTED	PUBLIC	100,000.
DEERFIELD ACADEMY 7 BOYDEN LANE, PO BOX 87, DEERFIELD, MA 01342	N/A UNRESTRICTED	PUBLIC	10,000.
TRUSTEES OF DARTMOUTH COLLEGE DARMOUTH COLLEGE, HANOVER, NH 03755	N/A UNRESTRICTED	PUBLIC	500,000.

CRISTO REY HIGH SCHOOL 112 EAST 106TH ST, NEW YORK, NY 10029	N/A UNRESTRICTED	PUBLIC	100,000.
SECOND STAGE THEATRE 305 WEST 43RD ST, NEW YORK, NY 10036	N/A UNRESTRICTED	PUBLIC	12,500.
MUSIC ASSOCIATES OF ASPEN, INC. 2 MUSIC SCHOOL ROAD, ASPEN, CO 81611	N/A UNRESTRICTED	PUBLIC	11,000.
THE METROPOLITAN OPERA LINCOLN CENTER, NEW YORK, NY 10023	N/A UNRESTRICTED	PUBLIC	15,000.
FRIENDS OF THE TEAM ACADEMY 85 CUSTER AVENUE, NEWARK, NJ 07112	N/A UNRESTRICTED	PUBLIC	25,000.
THE METROPOLITAN OPERA LINCOLN CENTER, NEW YORK, NY 10023	N/A UNRESTRICTED	PUBLIC	100,000.
THE ASPEN INSTITUTE, INC. 1000 NORTH THIRD STREET, ASPEN, CO 81611	N/A UNRESTRICTED	PUBLIC	7,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			1,683,500.

Settlement Date

U.S. TRUST
Bank of America Private Wealth Management

Account: 41-01-100-5875205 BRADDOCK

Account Summary

Nov 01, 2009 through Nov. 30, 2009

Market Value $9,245,951.88

Account Activity

Description	Current Period	YTD Since 12/01/08
Beginning Market Value	**$9,070,096.21**	**$9,997,510.70**
Income	9,371.22	1,160,602 34
Deposits	25,242.89	830,046.96
Disbursements	-3,620.00	-3,344,295.61
Bank Fees	0.00	-10,755.18
Non-Cash Transactions	0.00	148,574.39
Change in Market Value	144,861.56	464,268.28
Ending Market Value	**$9,245,951.88**	**$9,245,951.88**
Change in Account Value	175,855.67	-751,558.82

Realized Gain/Loss Summary

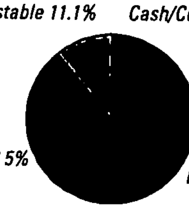
Description	Current Period	Fiscal YTD
Short-term	$0 00	-$783,668.95
Long-term	0 00	-932,348 31
Net Total	**$0.00**	**-$1,716,017.26**

Income Summary

Description	Current Period	YTD Since 12/01/08
Dividends - Taxable	$9,264.45	$130,834.76
Interest - Taxable	106.77	6,000.03
Other Income	0.00	1,023,767.55
Total Income	**$9,371.22**	**$1,160,602.34**

Portfolio Allocation

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	$1,014,019.52	$1,013,859.58	$1,520 79	0.2%
Equities	3,839,726 60	3,936,617 59	39,580.72	1.0
Fixed Income	3,370,318 56	4,116,870.16	229,272.74	7 2
Other Non-Investable	1,021,887.20	1,750,000.00	0 00	0.0
Total Assets	**$9,245,951.88**	**$10,817,347.33**	**$270,374.25**	**3.0%**
Total	**$9,245,951.88**	**$10,817,347.33**	**$270,374.25**	



The amounts shown throughout this statement should not be used in the preparation of tax documents. Detail specifying taxable nature of income will be provided with year-end tax documentation. Please consult your tax advisor

Settlement Date

U.S. TRUST
Bank of America Private Wealth Management

Account: 41-01-100-5875205 BRADDOCK

Account Summary

Nov. 01, 2009 through Nov 30, 2009

Market Value $9,245,951.88

Account Activity

Description	Current Period	YTD Since 12/01/08
Beginning Market Value	**$9,070,096.21**	**$9,997,510.70**
Income	9,371.22	1,160,602.34
Deposits	25,242 89	830,046 96
Disbursements	-3,620.00	-3,344,295.61
Bank Fees	0.00	-10,755 18
Non-Cash Transactions	0.00	148,574.39
Change in Market Value	144,861 56	464,268.28
Ending Market Value	**$9,245,951.88**	**$9,245,951.88**
Change in Account Value	175,855 67	-751,558 82

Realized Gain/Loss Summary

Description	Current Period	Fiscal YTD
Short-term	$0 00	-$783,668.95
Long-term	0 00	-932,348 31
Net Total	**$0.00**	**-$1,716,017.26**

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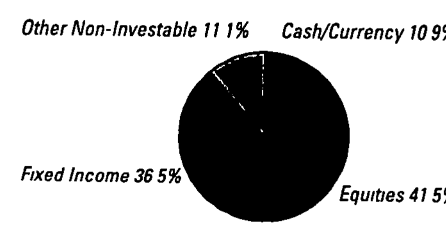
Other Income	0.00	1,023,767.55
Total Income	**$9,371.22**	**$1,160,602.34**

Portfolio Allocation

Description	Market Value	Tax Cost	Estimated Annual Income	Current Yield
Cash/Currency	$1,014,019.52	$1,013,859.58	$1,520 79	0 2%
Equities	3,839,726 60	3,936,617.59	39,580 72	1 0
Fixed Income	3,370,318.56	4,116,870 16	229,272.74	7 2
Other Non-Investable	75	,750,000 00	0 00	0.0
Total Assets	$ 8,224,139.68	$9817347.33	$270,374.25	3.0%
Total	$ 8,224,139.68	$9817347.33	$270,374.25	



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4/20 6000145 001/001 4/ 20 0004232 02-337 505 T E

Settlement Date

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5875205 BRADDOCK

Nov. 01, 2009 through Nov. 30, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Cash/Currency								
Cash Equivalents								
115,084 020	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT (Income Investment)	994458719	$115,084.02	$14.15	$115,084.02 1.000	$0.00	$172.63	0.2%
898,775.560	BANK OF AMERICA MONEY MARKET SAVINGS ACCOUNT	994458719	898,775.56	145.79	898,775.56 1.000	0.00	1,348.16	0.2
	Total Cash Equivalents		**$1,013,859.58**	**$159.94**	**$1,013,859.58**	**$0.00**	**$1,520.79**	**0.2%**
Total Cash/Currency			**$1,013,859.58**	**$159.94**	**$1,013,859.58**	**$0.00**	**$1,520.79**	**0.2%**
Equities								

(2)Industry Sector Codes
CND = Consumer Discretionary
CNS = Consumer Staples
ENR = Energy
FIN = Financials
HEA = Health Care
IND = Industrials
IFT = Information Technology
MAT = Materials
OEQ = Other Equities
TEL = Telecommunication Services
UTL = Utilities

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
U.S. Large Cap								
400,000.000	AIG-FP PRIVATE FDG CAYMAN LTD NT LINKED TO BSK 13 ENERGY STKS DTD 02/20/07 ZR CPN DUE 02/24/12 CAYMAN ISLANDS	001379AL0 FIN	$458,692.00 114.673	$0 00	$400,000.00 100.000	$58,692.00	$0.00	0.0%
18,104.000	CITIGROUP INC Ticker: C	172967101 FIN	74,407.44 4.110	0.00	0.00	74,407.44	724.16	1.0
76,112.128	COLUMBIA DIVIDEND INCOME FUND CLASS Z SHARES Ticker: GSFT X	19765N245 OEQ	893,556.38 11.740	0.00	875,000.00 11.496	18,556.38	22,757.53	2.5
95,515.655	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLG X	19765Y688 OEQ	935,098.26 9.790	0.00	920,763.21 9.640	14,335.05	0.00	0.0
2,509.410	COLUMBIA VALUE AND RESTRUCTURING FUND CLASS Z SHARES Ticker: UMBI X	19765Y514 OEQ	105,018.81 41.850	0.00	100,000 00 39.850	5,018.81	1,457.97	1.4
	Total U.S. Large Cap		**$2,466,772.89**	**$0.00**	**$2,295,763.21**	**$171,009.68**	**$24,939.66**	**1.0%**

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

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5875205 BRADDOCK

Nov 01, 2009 through Nov. 30, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)								
U.S. Small Cap								
52,506.262	KALMAR POOLED INVT TR SMALL CAP GROWTH-WITH-VALUE FUND Ticker: KGSC X	483438206 OEQ	$592,270.64 11.280	$0.00	$689,836.73 13.138	-$97,566.09	$0.00	0.0%
	Total U.S. Small Cap		**$592,270.64**	**$0.00**	**$689,836.73**	**-$97,566.09**	**$0.00**	**0.0%**
International Developed								
26,005.432	ARTIO INTL EQUITY FUND CL I Ticker: JIEI X	04315J506 OEQ	$780,683.07 30.020	$0.00	$951,017.65 36.570	-$170,334.58	$14,641.06	1.9%
	Total International Developed		**$780,683.07**	**$0.00**	**$951,017.65**	**-$170,334.58**	**$14,641.06**	**1.9%**
Total Equities			**$3,839,726.60**	**$0.00**	**$3,936,617.59**	**-$96,890.99**	**$39,580.72**	**1.0%**
Fixed Income								
Investment Grade Taxable								
500,000.000	***2017*** CLYDESDALE STRATEGIC CLO I LTD SUB NT 144A DTD 01/20/05 VAR RT DUE 01/20/17 NOT HELD OR MANAGED BY THE BANK	18971VAB4	$0.00	$168,666.67	$500,005.00 100.001	-$500,005.00	$110,000.00	0.0%
750,000.000	***2041*** PORTER SQUARE CDO III LTD SUB NT 144A DTD 10/25/05 VAR RT DUE 04/25/41 NOT HELD OR MANAGED BY THE BANK	73629LAA9	0.00	0.00	510,005.00 68.001	-510,005.00	0.00	0.0
87,564.481	CMG ULTRA SHORT TERM BOND FUND	19765E823	803,841.94 9.180	1,930.91	800,000.00 9.136	3,841.94	25,919.09	3.2
134,354.920	COLUMBIA BOND FUND CLASS Z SHARES	19765Y886	1,252,187.85 9.320	3,753.71	1,211,237.73 9.015	40,950.12	48,367.77	3.9

Settlement Date

U.S. TRUST
Bank of America Private Wealth Management

Portfolio Detail

Account: 41-01-100-5875205 BRADDOCK

Nov 01, 2009 through Nov 30, 2009

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
114,467.900	COLUMBIA SHORT TERM BOND FUND CLASS Z SHARES	19765H362	1,136,666.25 9.930	3,271.23	1,095,622.43 9.571	41,043.82	44,985.88	4.0
	Total Investment Grade Taxable		**$3,192,696.04**	**$177,622.52**	**$4,116,870.16**	**-$924,174.12**	**$229,272.74**	**7.2%**
Total Fixed Income			**$3,192,696.04**	**$177,622.52**	**$4,116,870.16**	**-$924,174.12**	**$229,272.74**	**7.2%**
Other Non-Investable Assets								
1.000	GMAC G-STAR 2005-5 DTD 06/16/05 MAT 03/05/2040 NOT HELD OR MANAGED BY THE BANK	991829649	$75.00 75.000	$0.00	$750,000.00 750,000.000	-$749,925.00	$0.00	0.0%
1.000	SMITH BARNEY A/C 313 1710D-15 294	99Z309629		0.00		21,812.20	0 00	0.0
Total Other Non-Investable Assets			$75	**$0.00**	$750000	**-$728,112.80**	**$0.00**	**0.0%**
Total Portfolio			$8,046357.22	**$177,782.46**	$9817,347.33	**-$1,749,177.91**	**$270,374.25**	**3.0%**
Accrued Income			$177,782.46					
Total			$8,224,139.68					

Ref 00004470 00033851

MorganStanley SmithBarney

Reserved Client Statement

November 1 - November 30, 2009

K09000004470 309334AC01 WSC00075A
THE RICHARD AND SUSAN BRADDOCK
FAMILY FOUNDATION
SEIX HY/HG ACCOUNT
10 GRACIE SQUARE, APT 9 F
NEW YORK NY 10028-8031

Account number 313-1710D-15 649

Morgan Stanley Smith Barney LLC. Member SIPC.
Your Financial Advisor
The Atlas Group
31 WEST 52ND STREET
23RD FLOOR
NEW YORK NY 10019
212 603 6234
Website. www smithbarney com

Reserved Client Service Center 800-423-7248
Branch Phone 800 843 0211

Account carried by Citigroup Global Markets Inc. Member SIPC.

Account value	Last period	This period	%
Cash balance	$ 47.14	$ 0.00	
Money fund	21,435.42	26,998.37	2 62
Accrued interest on bonds/CDs	17,661.44	17,817.49	1.73
International bonds	90,697.71	91,195.55	8.85
Corporate bonds	891,970 49	894,532.54	86 80
Total value	**$ 1,021,812.20**	**$ 1,030,543.95**	**100.00**
Total value (excluding accrued interest)	$ 1,004,150.76	$ 1,012,726.46	

Cash, money fund, bank deposits	This period	This year
Opening balance	**$ 21,482.56**	
Deposits	0.00	1,000,080 48
Withdrawals	0.00	(104,510.76)
Interest credited	5,514.38	
Money fund earnings reinvested	1.43	
Closing balance	**$ 26,998.37**	

A free credit balance in any securities account may be paid to you on demand. Although properly accounted for, these funds may be used for business purposes

Earnings summary	This period	This year
Interest	$ 5,514 38	$ 52,484.01
Accrued interest received	0 00	1,618 95
Money fund earnings	1 43	356.09
Total	**$ 5,515.81**	**$ 54,459 05**

Portfolio summary	This period	This year
Beginning total value (excl accr int)	**$ 1,004,150.76**	**$ 0.00**
Net security deposits/withdrawals	0.00	0.00
Net cash deposits/withdrawals	0 00	895,569.72
Beginning value net of deposits/withdrawals	**1,004,150.76**	**895,569 72**
Total value as of 11/30/2009 (excl accr. int.)	**$ 1,012,726.46**	**$ 1,012,726.46**
Change in value	**$ 8,575.70**	**$ 117,156.74**

Additional summary information	This period	This year
Accrued interest you paid	$ 0 00	$ 17,077.15

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount

Call features shown indicate the next regularly scheduled call date and price Your holdings may be subject to other redemption features including sinking funds or extraordinary calls

The research rating for Moody's Investors Service and Standard & Poor's may be shown for certain fixed income securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting research ratings

International bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
10,000	DEUTSCHE TELEKOM	01/29/09	$ 10,606 00	$ 106 06	103 923	$ 10,392 30	($ 213 70)	ST	8 179	$ 0 00
	DTD 07/06/2000	25156PAB9	$ 10,244 00	$ 102 44	$ 391.94		$ 148.30	ST	$ 850.00	$ 148.30
	INT 08 500% MATY 06/15/2010									
	EXCHANGE RATE 1 0000000									
	Amount denominated in									
	U.S dollars									
	Rating. BAA1/BBB +									
10,000	VODAFONE GROUP PLC	02/03/09	10,418.30	104.183	106 061	10,606.10	187.80	ST	5 185	0.00
	DTD 3/16/06	92857WAM2	10,277.50	102.775	253.61		328.60	ST	550.00	328.60
	INT. 05.500% MATY· 06/15/2011									
	EXCHANGE RATE· 1 0000000									
	Amount denominated in									
	U.S dollars									
	Rating BAA1/A-									
13,000	LAFARGE SA	01/29/09	11,618 75	89.375	104.822	13,626.86	2,008.11	ST	5.867	423.02
	DTD 07/18/2006	505861AA2	11,618 75	89 375	302.03		2,008.11	ST	799.50	1,585 09
	011 5 YEAR NOTE									
	INT. 06 150% MATY 07/15/2011									
	EXCHANGE RATE. 1.0000000									
	Amount denominated in:									
	U S dollars									
	Rating BAA3/BBB-									
12,000	BHP BILLITON FINANCE	02/03/09	11,959 80	99 665	107 919	12,950.28	990 48	ST	4.748	0.00
	DTD 03/29/2007	055451AD0	11,959.80	99.665	105.92		990.48	ST	615.00	990.48
	012									
	INT: 05 125% MATY. 03/29/2012									
	EXCHANGE RATE 1 0000000									
	Amount denominated in:									
	U S dollars									
	Rating A1/A+									

International bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
9,000	TRANSOCEAN SEDCO FOR DTD 12/11/2007 013 INT: 05.250% MATY 03/15/2013 EXCHANGE RATE· 1 0000000 Amount denominated in U S. dollars Rating: BAA2/BBB +	01/29/09 893830AR0	$ 8,764 29 $ 8,764 29	$ 97.381 $ 97 381	107 904 $ 99.75	$ 9,711 36	$ 947 07 $ 947 07	ST ST	4 865 $ 472.50	$ 42.39 $ 904.68
8,000	FLEXTRONICS INTL LTD GLOBAL SR SUB NTS DTD 10/31/03 INT· 06.500% MATY 05/15/2013 EXCHANGE RATE· 1 0000000 Amount denominated in U S dollars Rating BA2/BB-	01/29/09 33938EAJ6	6,600 00 6,600 00	82 50 82 50	98 50 23 11	7,880.00	1,280 00 1,280.00	ST ST	6.598 520.00	219.92 1,060 08
13,000	ARCELORMITTAL DTD 05/27/2008 CONTRA INT· 05.375% MATY 06/01/2013 EXCHANGE RATE 1 0000000 Amount denominated in· U S dollars Rating BAA3/BBB	01/29/09 03938LAC8	10,920 00 10,920 00	84 00 84 00	105.155 349.38	13,670.15	2,750.15 2,750.15	ST ST	5.111 698.75	333.19 2,416.96
11,000	THOMPSON REUTERS CORP BOOK/ENTRY DTD 06/20/2008 INT 05 950% MATY· 07/15/2013 EXCHANGE RATE. 1.0000000 Amount denominated in U S. dollars Rating BAA1/A-	02/04/09 884903BA2	10,978 33 10,978 33	99 803 99 803	112 35 247 26	12,358.50	1,380 17 1,380.17	ST ST	5.295 654 50	0 00 1,380.17
Total international bonds 86,000			$ 81,865.47 $ 81,362.67		$ 1,773.00	$ 91,195.55	$ 9,832.88 $ 0.00	ST LT	5.65 $ 5,180.26	$ 1,018.52 $ 8,814.38

Please note: **Amounts** *are denominated in the currency of the issue* **Price** *is a function of* **exchange rate** *and market price*
Market value *is denominated in U S dollars Changes in* **exchange rate** *will affect the "face value in U S dollars" and* **market value.**

Ref· 00004470 00033855

MorganStanley
SmithBarney

Reserved
Client Statement

November 1 - November 30, 2009

THE RICHARD AND SUSAN BRADDOCK Account number 313-1710D-15 649

Corporate bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
3,000	COLUMBIA HCA HEALTHCARE CORP	02/03/09	$ 2,981.25	$ 99.375	100 401	$ 3,012.03	$ 30.78	ST	8.665	$ 13.53
	MEDIUM TERM NOTES-TRANCHE#TR	19767QAL9	**$ 2,981.25**	$ 99 375	**$ 120 35**		**$ 30.78**	ST	**$ 261 00**	**$ 17.25**
	00011-BK/ENTRY									
	INT 08.700% MATY 02/10/2010									
	Rating· CAA1/B-									
20,000	HCA-THE HEALTHCARE C	01/29/09	19,900 00	99.50	102 25	20,450.00	550 00	ST	8.557	46.80
	DTD 08/23/2000	404119AA7	**19,900.00**	99 50	**437.50**		**550 00**	ST	1,750.00	503.20
	INT 08 750% MATY 09/01/2010									
	Rating· CAA1/B-									
10,000	SPRINT CAP CORP COMPANY GTY	01/29/09	8,450 00	84.50	101 00	10,100 00	1,650 00	ST		577 80
	-REG- DTD 1/25/2001	852060AJ1	8,450 00	84 50			1,650 00	ST		1,072 20
15,000	INT. 07 625% MATY. 01/30/2011	07/22/09	14,943 75	99.625	101.00	15,150.00	206.25	ST		9 75
	Rating BA3/BB		14,943.75	99 625			206 25	ST		196 50
25,000			23,393.75	93.60		25,250.00	1,856.25		7.549	587.55
			23,393 75	93 60	**640 71**		**1,856 25**		1,906.25	1,268.70
20,000	QWEST COMMUNICATIONS	01/29/09	19,000.00	95 00	100 00	20,000 00	1,000 00	ST		378 20
	DTD 02/05/2004	749121BP3	19,000 00	95 00			1,000 00	ST		621.80
9,000	INT: 07 250% MATY 02/15/2011	02/05/09	8,640 00	96 00	100.00	9,000 00	360.00	ST		134.28
	Rating BA3/B +		8,640 00	96 00			360.00	ST		225 72
29,000	Next call on 02/15/10 @ 100 000		27,640 00	95 30		29,000.00	1,360 00		7.25	512.48
			27,640 00	95 30	**619 07**		**1,360.00**		2,102.50	847.52
10,000	DYNEGY HLDGS INC SR NOTES	01/29/09	9,200.00	92.00	101.25	10,125 00	925.00	ST		282 80
	BK/ENTRY DTD 3/20/2001	26816LAD4	9,200 00	92.00			925 00	ST		642 20
10,000	INT: 06.875% MATY 04/01/2011	02/04/09	9,300 00	93 00	101 25	10,125 00	825.00	ST		245.00
	Rating B3/B		9,300 00	93 00			825 00	ST		580 00
20,000			18,500.00	92 50		20,250.00	1,750 00		6.79	527.80
			18,500.00	92 50	**229.17**		**1,750 00**		1,375.00	1,222.20
11,000	VIACOM INC	01/29/09	10,750 96	97.736	104 941	11,543 51	792 55	ST	5 479	88.00
	DTD 4/12/2006	925524AZ3	**10,750 96**	97 736	**54 47**		**792.55**	ST	632.50	704.55
	GLOBAL									
	INT 05 750% MATY 04/30/2011									
	Rating· BAA2/BBB									
11,000	ANADARKO FINÁNCE CO	02/02/09	11,111 21	101 011	106 338	11,697.18	585 97	ST	6.347	0.00
	DTD 4/26/01	032479AC1	**11,072 38**	100 658	**61 88**		**624.80**	ST	742.50	624.80
	INT 06.750% MATY 05/01/2011									
	Rating BAA3/BBB-									

Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip. Income (annualized)	Ordinary Income/ Capital gain/(loss)
10,000	GEORGIA PAC CORP DTD 05/08/2001	02/04/09 373298BV9	$ 9,800 00 $ 9,800 00	$ 98.00 $ 98 00	105 25	$ 10,525 00	$ 725 00 $ 725 00	ST ST		$ 67.50 $ 657.50
10,000	INT· 08 125% MATY 05/15/2011 Rating. B2/BB	02/05/09	9,775.00 9,775 00	97 75 97 75	105.25	10,525.00	750 00 750 00	ST ST		75 60 674 40
20,000			19,575 00 **19,575.00**	97 90 97 90	**72.22**	**21,050 00**	1,475.00 **1,475.00**		**7 719** **1,625.00**	**143 10** **1,331.90**
25,000	ECHOSTAR DBS CORP DTD 05/12/2004 INT 06.375% MATY· 10/01/2011 Rating BA3/BB-	02/04/09 27876GAQ1	24,375 00 **24,375.00**	97 50 97 50	102.25 **265.62**	**25,562.50**	1,187 50 **1,187.50**	ST ST	**6.234** **1,593 75**	**177 25** **1,010.25**
10,000	CREDIT SUISSE FIRST BOSTON USA CSFBDIRECT COM NOTES-BK/ENTRY DTD 11/06/2001 INT 06.125% MATY: 11/15/2011 Rating AA1/A +	02/04/09 22541LAB9	10,213 40 **10,154 60**	102 134 101 546	108 964 **27.22**	**10,896.40**	683 00 **741.80**	ST ST	**5 621** **612.50**	**0 00** **741.80**
11,000	FOREST OIL CORP DTD 12/07/2001	01/29/09 346091AS0	10,642 50 10,642 50	96 75 96 75	102.75	11,302 50	660 00 660 00	ST ST		94 16 565 84
17,000	INT· 08 000% MATY 12/15/2011 Rating B1/BB-	02/06/09	16,702 50 16,702 50	98 25 98 25	102.75	17,467.50	765 00 765 00	ST ST		77.86 687 14
28,000			27,345 00 **27,345 00**	97 70 97 70	**1,032 89**	**28,770.00**	1,425.00 **1,425.00**		**7.785** **2,240.00**	**172.02** **1,252.98**
12,000	PACCAR INC BOOK/ENTRY DTD 02/13/2009 INT 06 375% MATY 02/15/2012 Rating A1/AA-	02/11/09 69373UAB3	12,190 32 **12,142.08**	101.586 101 184	109 701 **225 25**	**13,164.12**	973 80 **1,022.04**	ST ST	**5 811** **765 00**	**0 00** **1,022.04**
10,000	UNITED RENTALS INC DTD 02/17/2004 INT 06.500% MATY 02/15/2012 Rating· B3/B Next call on 02/15/10 @ 100 000	01/29/09 911365AN4	8,175 00 **8,175.00**	81.75 81.75	98.875 **191.39**	**9,887.50**	1,712 50 **1,712.50**	ST ST	**6.573** **650.00**	**422.00** **1,290.50**
11,000	ONCOR ELEC DELIVERY CO SR SECD NT BK/ENTRY DTD 05/06/2002 INT 06.375% MATY 05/01/2012 Rating BAA1/BBB +	02/06/09 68233DAS6	11,003 41 **11,002.86**	100 031 100.026	109 125 **58.44**	**12,003.75**	1,000 34 **1,000.89**	ST ST	**5 841** **701.25**	**0.00** **1,000 89**

Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
11,000	XEROX CORP	02/05/09	$ 10,340 00	$ 94.00	105 975	$ 11,657.25	$ 1,317.25	ST		$ 148 83
	DTD 05/17/2007	984121BS1	$ 10,340 00	$ 94.00			$ 1,317 25	ST		$ 1,168 42
5,000	INT 05.500% MATY 05/15/2012	02/11/09	4,725 75	94.515	105 975	5,298 75	573 00	ST		60 90
	Rating. BAA2/BBB		4,725 75	94 515			573 00	ST		512 10
16,000			15,065 75	94.20		**16,956 00**	1,890.25		**5 189**	**209.73**
			15,065.75	94.20	**39.11**		**1,890.25**		**880.00**	**1,680.52**
12,000	WEATHERFORD INTERNAT	02/03/09	11,443.08	95.359	108.164	**12,979.68**	1,536 60	ST	**5.50**	**123.48**
	DTD 12/15/2007	947074AH3	**11,443.08**	95 359	**329.23**		**1,536.60**	ST	**714.00**	**1,413.12**
	GLOBAL									
	INT. 05 950% MATY 06/15/2012									
	Rating BAA1/BBB +									
11,000	MERRILL LYNCH & CO	01/29/09	10,798 92	98 172	107 625	**11,838.75**	1,039.83	ST	**5.621**	**41.80**
	DTD 08/15/07	59018YJ36	**10,798.92**	98 172	**195 95**		**1,039 83**	ST	**665.50**	**998 03**
	INT. 06.050% MATY 08/15/2012									
	Rating A2/A									
10,000	KINDER MORGAN INC	02/04/09	9,550 00	95 50	102.75	10,275 00	725.00	ST		90.40
	DTD 08/27/2002	494553AB6	9,550 00	95.50			725.00	ST		634 60
2,000	INT· 06 500% MATY 09/01/2012	02/09/09	1,900 00	95.00	102 75	2,055 00	155.00	ST		19.88
	Rating· BA1/BB		1,900 00	95 00			155 00	ST		135 12
5,000		02/10/09	4,875 00	97.50	102 75	5,137 50	262.50	ST		24.80
			4,875 00	97 50			262.50	ST		237 70
17,000			16,325.00	96 00		**17,467.50**	1,142 50		**6 326**	**135.08**
			16,325.00	96 00	**276.25**		**1,142.50**		**1,105.00**	**1,007.42**
11,000	COX COMMUNICATIONS I	02/09/09	10,989 99	99.909	112 971	**12,426 81**	1,436 82	ST	**6.306**	**0.00**
	DTD 09/20/2002	224044BE6	**10,989 99**	99 909	**130 63**		**1,436 82**	ST	**783.75**	**1,436.82**
	INT· 07 125% MATY 10/01/2012									
	Rating BAA3/BBB-									
11,000	PUBLIC SER CO COLO GLOBAL	02/11/09	12,447 16	113.156	116.512	**12,816 32**	369.16	ST	**6.758**	**0.00**
	BOOK/ENTRY	744448BU4	**12,149 83**	110 453	**144 38**		**666 49**	ST	**866.25**	**666.49**
	DD 4/1/03									
	INT 07.875% MATY: 10/01/2012									
	Rating A2/A									
10,000	STEEL DYNAMICS INC	01/29/09	9,150.00	91.50	99 75	9,975.00	825.00	ST		161.80
	DTD 07/15/2008	858119AJ9	9,150 00	91 50			825 00	ST		663 20
10,000	INT 07 375% MATY 11/01/2012	02/09/09	9,225.00	92 25	99 75	9,975 00	750.00	ST		144 60
	Rating BA2/BB +		9,225 00	92 25			750 00	ST		605.40
20,000			18,375.00	91 90		**19,950.00**	1,575 00		**7.393**	**306.40**
			18,375 00	91.90	**122.92**		**1,575 00**		**1,475.00**	**1,268.60**

Ref 00004470 00033858

MorganStanley
SmithBarney

Reserved
Client Statement

November 1 - November 30, 2009

THE RICHARD AND SUSAN BRADDOCK Account number 313-1710D-15 649

Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
11,000	GENERAL ELEC CAP CORP GLOBAL	01/29/09	$ 11,102.63	$ 100.933	107 65	$ 11,841 50	$ 738.87	ST		$ 0 00
	BOOK/ENTRY DD 12/6/02	36962GZY3	$ 11,082 39	$ 100 749			$ 759 11	ST		$ 759.11
5,000	INT. 05.450% MATY 01/15/2013	02/11/09	5,072.25	101 445	107 65	5,382 50	310.25	ST		0.00
	Rating AA2/AA +		5,058.70	101 174			323 80	ST		323.80
16,000			16,174 88	101 10		**17,224 00**	1,049 12		**5 062**	**0 00**
			16,141.09	100 90	**329.42**		**1,082.91**		**872.00**	**1,082.91**
12,000	WELLS FARGO CO	02/23/09	11,526 00	96 05	104 817	**12,578 04**	1,052.04	ST	**4 173**	**83.52**
	DTD 01/31/08	949746NY3	**11,526.00**	96 05	**176.46**		**1,052.04**	ST	**525.00**	**968.52**
	INT 04 375% MATY 01/31/2013									
	Rating A1/AA-									
12,000	ENTERPRISE PRODUCTS	02/02/09	11,885 88	99.049	109 376	**13,125.12**	1,239 24	ST	**5 828**	**19.68**
	DTD 01/22/2003	293791AD1	**11,885.88**	99 049	**255.00**		**1,239.24**	ST	**765.00**	**1,219.56**
	INT 06 375% MATY 02/01/2013									
	Rating BAA3/BBB-									
11,000	KROGER CO	01/29/09	11,355 41	103 231	108 745	**11,961 95**	606 54	ST	**5 057**	**0 00**
	DTD 01/28/2003	501044CE9	**11,286 44**	102.604	**201.67**		**675 51**	ST	**605.00**	**675.51**
	INT. 05 500% MATY 02/01/2013									
	Rating. BAA2/BBB									
8,000	NEWS AMER HLDGS INC SR NOTES	02/05/09	8,614 16	107 677	118 373	**9,469 84**	855 68	ST	**7.814**	**0.00**
	REG-DTD 2/1/1992	652478AH1	**8,501.68**	106.271	**246 67**		**968 16**	ST	**740.00**	**968.16**
	INT 09 250% MATY 02/01/2013									
	Rating BAA1/BBB +									
10,000	KRAFT FOODS INC	02/03/09	10,669 10	106 691	108 83	**10,883 00**	213 90	ST	**5.513**	**0.00**
	BK/ENTRY	50075NAQ7	**10,541.10**	105 411	**183 33**		**341.90**	ST	**600.00**	**341 90**
	DTD 08/13/2007									
	INT 06 000% MATY 02/11/2013									
	Rating BAA2/BBB +									
10,000	AMR REAL ESTATE PTR	01/29/09	8,225 00	82 25	98 00	9,800 00	1,575 00	ST		291.90
	DTD 01/13/2006	029171AF2	8,225 00	82.25			1,575 00	ST		1,283 10
13,000	INT 07 125% MATY 02/15/2013	02/06/09	10,920 00	84 00	98 00	12,740 00	1,820 00	ST		337 48
	Rating BA3/BBB-		10,920 00	84 00			1,820 00	ST		1,482 52
10,000		07/22/09	9,200 00	92 00	98 00	9,800 00	600.00	ST		64 30
			9,200 00	92.00			600 00	ST		535.70
33,000			28,345 00	85 90		**32,340.00**	3,995 00		**7.27**	**693.68**
			28,345.00	85 90	**692.31**		**3,995.00**		**2,351.25**	**3,301.32**
13,000	MORGAN STANLEY NOTES	02/11/09	12,502 10	96 17	106 864	**13,892.32**	1,390 22	ST	**4 959**	**86.19**
	GLOBAL BOOK/ENTRY	617446HR3	**12,502.10**	96 17	**172 25**		**1,390.22**	ST	**689.00**	**1,304.03**
	DD 2/26/03									
	INT. 05 300% MATY 03/01/2013									
	Rating A2/A									

Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
11,000	CENTERPOINT ENERGY R DTD 03/25/2003 INT: 07 875% MATY 04/01/2013 Rating. BAA3/BBB	01/29/09 15189YAB2	$ 11,247 39 $ 11,203 61	$ 102.249 $ 101 851	114 279 $ 144 38	$ 12,570 69	$ 1,323.30 $ 1,367 08	ST ST	6 891 $ 866 25	$ 0.00 $ 1,367.08
11,000	GOLDMAN SACHS GROUP INC DTD 3/31/03 INT 05 250% MATY 04/01/2013 Rating A1/A	01/29/09 38141GDB7	10,728.30 10,728.30	97 53 97 53	107 848 96.25	11,863.28	1,134 98 1,134.98	ST ST	4 867 577.50	48.51 1,086.47
11,000	VERIZON COMMUNICATIONS BOOK/ENTRY DTD 04/04/2008 INT: 05.250% MATY 04/15/2013 Rating A3/A	01/29/09 92343VAN4	11,364 87 11,298.32	103 317 102 712	109 243 73.79	12,016 73	651 86 718.41	ST ST	4 805 577.50	0.00 718.41
12,000	JP MORGAN CHASE & CO BOOK/ENTRY DTD 04/28/2008 INT 04 750% MATY 05/01/2013 Rating AA3/A +	02/10/09 46625HHB9	12,010.56 12,008 88	100.088 100 074	107 215 47 50	12,865.80	855.24 856 92	ST ST	4 43 570.00	0.00 856.92
29,000	EDISON MISSION ENERG DTD 11/09/2006 WHEN ISSUED INT 07 500% MATY 06/15/2013 Rating B2/B	02/06/09 281023AN1	28,420 00 28,420.00	98 00 98.00	91 00 1,002 92	26,390.00	(2,030 00) (2,030 00)	ST ST	8.241 2,175 00	0.00 (2,030.00)
11,000	NYSE EURONEXT DTD 05/29/2008 INT 04 800% MATY 06/28/2013 Rating A2/AA	01/29/09 629491AA9	11,075 02 11,062 04	100 682 100 564	107.00 224 40	11,770 00	694 98 707 96	ST ST	4.485 528.00	0.00 707.96
12,000	ENERGY TRANSFER PART BOOK ENTRY DTD 03/28/08 INT 06 000% MATY 07/01/2013 Rating BAA3/BBB-	01/29/09 29273RAG4	11,556 96 11,556.96	96 308 96 308	108.239 300.00	12,988.68	1,431 72 1,431 72	ST ST	5.543 720.00	72.84 1,358.88
11,000	TIME WARNER CABLE INC BDS BOOK/ENTRY DTD 06/19/08 INT 06 200% MATY 07/01/2013 Rating BAA2/BBB	01/29/09 88732JAK4	10,926 19 10,926 19	99 329 99.329	110 934 284.17	12,202.74	1,276 55 1,276 55	ST ST	5 588 682.00	0.00 1,276.55
12,000	AMERICAN EXPRESS CONOTES- BK/ENTRY-DTD 07/24/2003 INT 04 875% MATY 07/15/2013 Rating. A3/BBB +	02/02/09 025816AQ2	11,411 04 11,411.04	95 092 95.092	105 662 221.00	12,679.44	1,268 40 1,268.40	ST ST	4 613 585.00	96 48 1,171.92

Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
10,000	PETROHAWK ENERGY GLOBAL	01/30/09	$ 9,250.00	$ 92.50	103.75	$ 10,375 00	$ 1,125.00	ST		$ 111.10
	BOOK/ENTRY	716495AB2	$ 9,250 00	$ 92 50			$ 1,125 00	ST		$ 1,013 90
9,000	DD 7/12/2006	02/05/09	8,460 00	94 00	103 75	9,337 50	877.50	ST		79.38
	INT 09.125% MATY 07/15/2013		8,460 00	94 00			877 50	ST		798 12
19,000	Rating B3/B		17,710 00	93.20		19,712.50	2,002.50		8.795	190.48
	Next call on 07/15/10 @ 104.563		17,710.00	93 20	654.97		2,002.50		1,733.75	1,812.02
13,000	RIO TINTO FIN USA LTD	01/29/09	11,433.11	87.947	109.759	14,268 67	2,835 56	ST	5.352	244.01
	BOOK/ENTRY	767201AE6	11,433.11	87 947	288.53		2,835 56	ST	763.75	2,591.55
	DTD 06/27/2008									
	INT· 05 875% MATY· 07/15/2013									
	Rating BAA1/BBB +									
10,000	TEXAS INDUSTRIES INC	02/04/09	7,400 00	74 00	96.75	9,675.00	2,275.00	ST	7.493	353.50
	BOOK/ENTRY	882491AK9	7,400.00	74 00	273.89		2,275.00	ST	725 00	1,921.50
	DTD 01/06/2006									
	INT· 07 250% MATY 07/15/2013									
	Rating· B2/B +									
	Next call on 07/15/10 @ 101 813									
11,000	CME GROUP INC	01/29/09	11,386 98	103 518	109 218	12,013.98	627 00	ST	4.944	0.00
	BOOK/ENTRY	12572QAA3	11,320 87	102 917	198 00		693.11	ST	594.00	693.11
	DTD 08/12/2008									
	INT. 05 400% MATY. 08/01/2013									
	Rating· AA3/AA									
10,000	TELE COMMUNICATIONS INC DEBS	02/03/09	10,491.10	104.911	114.364	11,436.40	945 30	ST	6.885	0 00
	REG-DTD 8/3/1993	879240AX7	10,410 70	104 107	262.50		1,025 70	ST	787.50	1,025.70
	INT· 07 875% MATY 08/01/2013									
	Rating. BAA1/BBB +									
10,000	WINDSTREAM CORP	02/04/09	9,900.00	99 00	102.25	10,225 00	325 00	ST		13.80
	DTD 07/17/2006	97381WAC8	9,900 00	99 00			325 00	ST		311.20
19,000	GLOBAL	02/06/09	18,857.50	99.25	102 25	19,427 50	570 00	ST		0.00
	INT 08 125% MATY 08/01/2013		18,857 50	99 25			570 00	ST		570 00
29,000	Rating· BA3/BB-		28,757.50	99.20		29,652.50	895.00		7.946	13.80
			28,757 50	99 20	785.42		895 00		2,356.25	881.20
30,000	LEUCADIA NATL CORP SR NOTES	01/29/09	25,200.00	84 00	100 375	30,112.50	4,912 50	ST	6.973	695.10
	BK/ENTRY-DTD 12/29/2003	527288AS3	25,200.00	84 00	618 33		4,912.50	ST	2,100.00	4,217.40
	INT. 07.000% MATY 08/15/2013									
	Rating B1/BB +									

Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
12,000	SIERRA PACIFIC POWER COMPANY	01/29/09	$ 12,000.00	$ 100 00	107 488	**$ 12,898 56**	$ 898 56	ST	**5 07**	**$ 0.00**
	BOOK/ENTRY	826418BH7	**$ 12,000 00**	$ 100 00	**$ 161 68**		**$ 898.56**	ST	**$ 654.00**	**$ 898.56**
	DTD 09/02/2008									
	INT 05.450% MATY 09/01/2013									
	Rating· BAA3/BBB									
10,000	APACHE CORP	01/29/09	10,844 70	108 447	113 548	**11,354.80**	510.10	ST	**5.284**	**0.00**
	DTD 10/01/08	037411AU9	**10,704.50**	107 045	**126 67**		**650 30**	ST	**600 00**	**650.30**
	INT· 06.000% MATY 09/15/2013									
	Rating· A3/A-									
10,000	CHESAPEAKE ENERGY CO	01/29/09	9,250 00	92 50	101 00	10,100.00	850.00	ST		110.70
	DTD 11/05/2003	165167BC0	9,250 00	92 50			850.00	ST		739 30
10,000	INT 07.500% MATY 09/15/2013	01/29/09	9,150.00	91 50	101 00	10,100 00	950.00	ST		124 80
	Rating BA3/BB		9,150 00	91 50			950 00	ST		825 20
10,000		02/04/09	9,350 00	93.50	101 00	10,100.00	750.00	ST		94.60
			9,350 00	93 50			750 00	ST		655.40
30,000			27,750.00	92.50		**30,300.00**	2,550 00		**7.425**	**330.10**
			27,750 00	92 50	**475.00**		**2,550.00**		**2,250.00**	**2,219 90**
10,000	CATERPILLAR FINANCIA	01/29/09	10,545 40	105 454	111 825	11,182.50	637 10	ST		0 00
	DTD 09/26/2008	14912L4C2	10,457 10	104 571			725 40	ST		725 40
5,000	INT. 06 200% MATY. 09/30/2013	02/11/09	5,184 15	103.683	111.825	5,591.25	407 10	ST		0.00
	Rating A2/A		5,155 60	103 112			435 65	ST		435.65
15,000			15,729.55	104.90		**16,773.75**	1,044 20		**5.544**	**0.00**
			15,612.70	104 10	**157 58**		**1,161 05**		**930.00**	**1,161 05**
10,000	GEORGIA POWER COMPANY	01/29/09	10,979 20	109 792	113.336	**11,333.60**	354.40	ST	**5.293**	**0 00**
	BOOK/ENTRY	373334JM4	**10,821 20**	108 212	**50.00**		**512 40**	ST	**600.00**	**512.40**
	DTD 11/19/2008									
	INT. 06 000% MATY 11/01/2013									
	Rating A2/A									
20,000	HOST MARRIOTT LP GLOBAL SR NTS	01/29/09	17,150 00	85.75	99.25	**19,850.00**	2,700.00	ST	**7.178**	**398.60**
	BOOK/ENTRY	44108EAS7	**17,150.00**	85 75	**118.75**		**2,700.00**	ST	**1,425 00**	**2,301.40**
	DD 02/12/04									
	INT. 07 125% MATY 11/01/2013									
	Rating· BA1/BB +									
	Next call on 11/01/10 @ 101 188									
10,000	AT&T CORP	01/29/09	10,880 50	108.805	114.663	**11,466.30**	585.80	ST	**5.843**	**0.00**
	BOOK/ENTRY	00206RAP7	**10,742 50**	107 425	**29 78**		**723 80**	ST	**670.00**	**723.80**
	DTD 11/17/2008									
	INT· 06.700% MATY 11/15/2013									
	Rating A2/A									

Corporate bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
10,000	DUKE ENERGY CORP DTD 11/17/2008 INT· 05.750% MATY· 11/15/2013 Rating A1/A	01/29/09 26442CAF1	$ 10,764.30 $ 10,642 90	$ 107 643 $ 106 429	111.528 $ 25 56	$ 11,152 80	$ 388 50 $ 509 90	ST ST	5 155 $ 575 00	$ 0.00 $ 509.90
25,000	EL PASO CORP BOOK/ENTRY DTD 12/12/2008 INT: 12.000% MATY 12/12/2013 Rating BA3/BB-	02/02/09 28336LBS7	27,125.00 26,835.50	108 50 107 342 ##	114 25 1,408.33	28,562.50	1,437 50 1,727.00	ST ST	10.503 3,000.00	0 00 1,727.00
20,000	NRG ENERGY INC DTD 02/02/2006 INT· 07 250% MATY 02/01/2014 Rating B1/BB- Next call on 02/01/10 @ 103.630	02/06/09 629377AT9	19,600 00 19,600.00	98.00 98 00	100 875 483 33	20,175.00	575.00 575 00	ST ST	7.187 1,450.00	52.20 522.80
Total corporate bonds 852,000			$ 827,614 00 $ 825,591.56		$ 16,044.49	$ 894,532.54	$ 68,940.98 $ 0.00	ST LT	6.60 $ 59,089.60	$ 6,885.71 $ 62,055.27
Total portfolio value			$ 933,952.80			$ 1,012,726.46	$ 78,773.86 $ 0.00	ST LT	6.34 $ 64,268.64	$ 7,904.23 $ 70,869.63

Original Issue Discount

TRANSACTION DETAILS *All transactions appearing are based on trade date.*

Money fund activity

Date	Activity	Description	Amount
		Opening money fund balance	**$ 21,435.42**
11/02/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	47 14
11/03/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	3,073.13

All transactions are traded at $1 00 per share

Date	Activity	Description	Amount
11/17/09	Autoinvest	WESTERN ASSET MONEY MARKET FUND CLASS A	2,441.25
		MONEY FUND EARNINGS REINVESTED (SEE DETAILS UNDER EARNINGS DETAILS)	1 43
		Closing balance	**$ 26,998.37**