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

**2008**

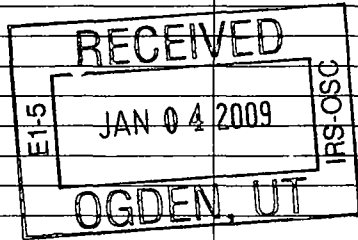
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning 12/01, 2008, and ending 11/30, 2009

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

Use the IRS label. Otherwise, print or type See Specific Instructions	Name of foundation <b>T/U/W FRED NOYES FBO NOYES MUSEUM</b>		A Employer identification number <b>22-6457516</b>
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) <b>(908) 598-3582</b>
	1525 WEST WT HARRIS BLVD City or town, state, and ZIP code <b>CHARLOTTE, NC 28288-5709</b>		C If exemption application is pending check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60 month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ <b>1,450,228.</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments	259.	259.		STMT 1
4	Dividends and interest from securities	53,408.	52,890.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-25,120.			
b	Gross sales price for all assets on line 6a	67,010.			
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)				
12	<b>Total. Add lines 1 through 11</b>	<b>28,547.</b>	<b>53,149.</b>		
13	Compensation of officers, directors, trustees, etc.	15,590.	15,590.		
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) STMT 8	2,000.	2,000.	NONE	NONE
b	Accounting fees (attach schedule) STMT 9	2,020.	NONE	NONE	2,020.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 10	908.	908.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 11	36.			36.
24	<b>Total operating and administrative expenses</b> Add lines 13 through 23	<b>20,554.</b>	<b>18,498.</b>	<b>NONE</b>	<b>2,056.</b>
25	Contributions, gifts, grants paid	62,349.			62,349.
26	<b>Total expenses and disbursements</b> Add lines 24 and 25	<b>82,903.</b>	<b>18,498.</b>	<b>NONE</b>	<b>64,405.</b>
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-54,356.			
b	Net investment income (if negative, enter -0-)		34,651.		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		NONE		
	2	Savings and temporary cash investments	34,549.	21,114.	21,114.	
	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) *		*	NONE	
		Less allowance for doubtful accounts			NONE	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	NONE
	b	Investments - corporate stock (attach schedule)			NONE	NONE
	c	Investments - corporate bonds (attach schedule)			NONE	NONE
	11	Investments - land, buildings, and equipment basis			NONE	
	Less accumulated depreciation (attach schedule)			NONE		
12	Investments - mortgage loans			NONE		
13	Investments - other (attach schedule)	1,579,968.	1,547,463.	1,429,114.		
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe )			NONE	NONE	
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I)	1,614,517.	1,568,577.	1,450,228.		
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	<b>Total liabilities</b> (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			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 <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds	1,612,497.	1,568,577.		
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	2,020.	NONE		
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	1,614,517.	1,568,577.			
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	1,614,517.	1,568,577.			

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)	1,614,517
2	Enter amount from Part I, line 27a	-54,356.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 12	8,416.
4	Add lines 1, 2, and 3	1,568,577.
5	Decreases not included in line 2 (itemize)	
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30	1,568,577.

**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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) . . . . .			2	-25,120.	
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. . . . .					

**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	91,874.	1,588,936.	0.05782108279
2006	90,186.	1,842,376.	0.04895091990
2005	91,451.	1,691,015.	0.05408053743
2004	82,757.	1,619,296.	0.05110677727
2003	51,113.	1,261,767.	0.04050906388
2 Total of line 1, column (d) . . . . .			0.25246838127
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 . . . . .			0.05049367625
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5 . . . . .			1,253,564.
5 Multiply line 4 by line 3 . . . . .			63,297.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .			347.
7 Add lines 5 and 6 . . . . .			63,644.
8 Enter qualifying distributions from Part XII, line 4 . . . . . If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			64,405.

**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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . .		
	Date of ruling letter _____ (attach copy of ruling letter if necessary - see instructions) . . . . .		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	1	347.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) . . . . .	2	
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	3	347.
3	Add lines 1 and 2 . . . . .	4	NONE
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .	5	347.
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0- . . . . .		
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 . . . . .	6a	420.
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	420.
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	73.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax <input type="checkbox"/> 73 . Refunded <input type="checkbox"/> . . . . .	11	

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		X
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(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 ▶ SEE STATEMENT 13 Telephone no ▶				
Located at ▶ ZIP + 4 ▶				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . .			<input type="checkbox"/>
				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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? . . . . . <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? . . . . . <input type="checkbox"/>	1b	X
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? . . . . . <input type="checkbox"/>	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	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? . . . . . <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008) . . . . .	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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  Yes  No  
 If you answered "Yes" to 6b, also file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No

**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		15,590.	-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	
-----	
-----	
<b>Total.</b> 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.)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,272,135.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	519.
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	NONE
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,272,654.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	NONE
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,272,654.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	19,090.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,253,564.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	62,678.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	62,678.
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	347.
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	347.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	62,331.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	NONE
<b>5</b>	Add lines 3 and 4	<b>5</b>	62,331.
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>	NONE
<b>7</b>	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	62,331.

**Part XII Qualifying Distributions** (see page 25 of the instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	64,405.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	NONE
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	NONE
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	NONE
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	64,405.
<b>5</b>	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)	<b>5</b>	347.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	64,058.

**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 . . . . .				62,331.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only . . . . .			NONE	
b Total for prior years 20 <u>06</u> , 20 <u>    </u> , 20 <u>    </u>		NONE		
3 Excess distributions carryover, if any, to 2008				
a From 2003 . . . . .				NONE
b From 2004 . . . . .				2,884.
c From 2005 . . . . .				8,752.
d From 2006 . . . . .				2,227.
e From 2007 . . . . .				13,265.
f Total of lines 3a through e . . . . .	27,128.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ \$ <u>64,405.</u>				
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 . . . . .				62,331.
e Remaining amount distributed out of corpus . . . . .	2,074.			
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	29,202.			
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) . . . . .	NONE			
9 Excess distributions carryover to 2009 Subtract lines 7 and 8 from line 6a . . . . .	29,202.			
10 Analysis of line 9				
a Excess from 2004 . . . . .	2,884.			
b Excess from 2005 . . . . .	8,752.			
c Excess from 2006 . . . . .	2,227.			
d Excess from 2007 . . . . .	13,265.			
e Excess from 2008 . . . . .	2,074.			

**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				(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) )

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

**Part XV Supplementary Information (continued)**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>  SEE STATEMENT 15				
<b>Total</b> ..... ► 3a				62,349.
b <i>Approved for future payment</i>				
<b>Total</b> ..... ► 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Table with 5 main columns: (a) Business code, (b) Amount, (c) Exclusion code, (d) Amount, (e) Related or exempt function income. Rows include Program service revenue, Membership dues and assessments, Interest on savings and temporary cash investments, Dividends and interest from securities, Net rental income or (loss) from real estate, Net rental income or (loss) from personal property, Other investment income, Gain or (loss) from sales of assets other than inventory, Net income or (loss) from special events, Gross profit or (loss) from sales of inventory, Other revenue, Subtotal, and Total.

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

Table with 2 columns: Line No and 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). The content is 'NOT APPLICABLE'.



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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)	
							10,479.	
							6,878.	
342.00		754.00					-412.00	12/01/2008
333.00		575.00					-242.00	12/01/2008
351.00		611.00					-260.00	12/01/2008
176.00		1,065.00					-889.00	12/09/2008
146.00		752.00					-606.00	12/09/2008
288.00		1,141.00					-853.00	12/09/2008
549.00		1,122.00					-573.00	12/30/2008
1,028.00		1,242.00					-214.00	01/06/2009
1,958.00		2,759.00					-801.00	01/07/2009
3.00		9.00					-6.00	01/13/2009

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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)	
173.00		7. ORIX CORPORATION SPONS ADR PROPERTY TYPE: SECURITIES 196.00					12/30/2008	01/13/2009
							-23.00	
419.00		17. ORIX CORPORATION SPONS ADR PROPERTY TYPE: SECURITIES 2,225.00					07/30/2007	01/13/2009
							-1,806.00	
670.00		103. KONINKLIJKE DSM NV-SPONS ADR PROPERTY TYPE: SECURITIES 1,507.00				CO	05/30/2008	01/13/2009
							-837.00	
620.00		75. SHARP CORP ADR PROPERTY TYPE: SECURITIES 1,446.00					02/22/2007	01/13/2009
							-826.00	
37.00		4. SOCIETE GENERALE FRANCE SPONSORED ADR PROPERTY TYPE: SECURITIES 116.00					01/15/2008	01/13/2009
							-79.00	
285.00		31. SOCIETE GENERALE FRANCE SPONSORED AD PROPERTY TYPE: SECURITIES 1,018.00					12/05/2007	01/13/2009
							-733.00	
65.00		4. STATOIL ASA-SPON ADR PROPERTY TYPE: SECURITIES 117.00				COM	03/17/2008	01/13/2009
							-52.00	
60.00		11. TECK RESOURCES LTD TECK RESOURCES LI PROPERTY TYPE: SECURITIES 428.00					07/22/2008	01/13/2009
							-368.00	
193.00		6. DEUTSCHE BANK AG-REG COM PROPERTY TYPE: SECURITIES 798.00					07/30/2007	01/13/2009
							-605.00	
308.00		13. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES 870.00					05/29/2008	01/15/2009
							-562.00	
126.00		293.483 HBOS PLC-SPON ADR PROPERTY TYPE: SECURITIES 2,164.00					06/20/2008	01/20/2009
							-2,038.00	

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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)	
35.00		80.517 HBOS PLC-SPON ADR PROPERTY TYPE: SECURITIES 1,251.00				01/15/2008	01/20/2009 -1,216.00	
160.00		8. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES 504.00				02/22/2007	01/21/2009 -344.00	
818.00		70. KONINKLIJKE AHOLD NV SP ADR PROPERTY TYPE: SECURITIES 975.00				11/06/2007	02/02/2009 -157.00	
123.00		21. NISSAN MTR LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 464.00				05/25/2007	02/02/2009 -341.00	
52.00		9.1 ROYAL BK SCOTLAND GRP PLC ADR PROPERTY TYPE: SECURITIES 752.00				07/02/2008	02/02/2009 -700.00	
91.00		15.9 ROYAL BK SCOTLAND GRP PLC ADR PROPERTY TYPE: SECURITIES 2,819.00				01/15/2008	02/02/2009 -2,728.00	
317.00		13. HONDA MTR LTD AMERN SHS PROPERTY TYPE: SECURITIES 496.00				02/22/2007	02/04/2009 -179.00	
310.00		28. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 995.00				02/22/2007	02/06/2009 -685.00	
-3.00		.568 LLOYDS TSB GRP PLC SP ADR COM PROPERTY TYPE: SECURITIES 64.00				10/23/2007	02/06/2009 -67.00	
3.00		.568 LLOYDS TSB GRP PLC SP ADR COM PROPERTY TYPE: SECURITIES 4.00				11/20/2008	02/06/2009 -1.00	
3.00		.568 LLOYDS TSB GRP PLC SP ADR COM PROPERTY TYPE: SECURITIES 64.00				10/23/2007	02/06/2009 -61.00	

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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)	
60.00		5. WEATHERFORD INTL LTD COM PROPERTY TYPE: SECURITIES 223.00				05/29/2008	02/06/2009 -163.00	
215.00		18. WEATHERFORD INTL LTD COM PROPERTY TYPE: SECURITIES 499.00				07/13/2007	02/06/2009 -284.00	
53.00		2. THOMAS & BETTS CORP COM W/RTS ATTACHE PROPERTY TYPE: SECURITIES 119.00				10/10/2007	02/12/2009 -66.00	
53.00		2. THOMAS & BETTS CORP COM W/RTS ATTACHE PROPERTY TYPE: SECURITIES 119.00				10/10/2007	02/13/2009 -66.00	
317.00		29. CORNING INC COM W/RTS EXP 07/15/2006 PROPERTY TYPE: SECURITIES 798.00				05/29/2008	02/18/2009 -481.00	
268.00		11. CREDIT SUISSE GRP SPONSORED ADR PROPERTY TYPE: SECURITIES 815.00				02/22/2007	02/19/2009 -547.00	
50.00		1. TOTAL FINA ELF S A SPONSORED ADR PROPERTY TYPE: SECURITIES 71.00				08/13/2008	02/19/2009 -21.00	
250.00		5. TOTAL FINA ELF S A SPONSORED ADR PROPERTY TYPE: SECURITIES 346.00				02/22/2007	02/19/2009 -96.00	
238.00		33. EAST WEST BANCORP INC COM PROPERTY TYPE: SECURITIES 451.00				05/21/2008	02/24/2009 -213.00	
245.00		34. EAST WEST BANCORP INC COM PROPERTY TYPE: SECURITIES 740.00				01/08/2008	02/24/2009 -495.00	
470.00		20. THOMAS & BETTS CORP COM W/RTS ATTACH PROPERTY TYPE: SECURITIES 1,166.00				10/19/2007	02/25/2009 -696.00	

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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)	
477.00		1,151.00					10/16/2007 -674.00	02/26/2009
780.00		759.00					02/21/2007 21.00	03/03/2009
124.00		160.00					01/13/2009 -36.00	03/04/2009
388.00		790.00					02/22/2007 -402.00	03/05/2009
156.00		115.00					11/20/2008 41.00	03/05/2009
436.00		752.00					06/15/2007 -316.00	03/05/2009
121.00		2,035.00					02/22/2007 -1,914.00	03/05/2009
124.00		261.00					01/22/2008 -137.00	03/05/2009
42.00		229.00					10/29/2008 -187.00	03/05/2009
130.00		235.00					01/13/2009 -105.00	03/05/2009
226.00		1,119.00					11/06/2007 -893.00	03/05/2009

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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)	
218.00		9. DEUTSCHE BANK AG-REG COM PROPERTY TYPE: SECURITIES 1,179.00				12/05/2007	03/05/2009	-961.00
1,096.00		39. ARCHER DANIELS MIDLAND CO COM PROPERTY TYPE: SECURITIES 1,382.00				02/21/2007	03/10/2009	-286.00
391.00		14. ARCHER DANIELS MIDLAND CO COM PROPERTY TYPE: SECURITIES 496.00				02/21/2007	03/11/2009	-105.00
613.00		22. ARCHER DANIELS MIDLAND CO COM PROPERTY TYPE: SECURITIES 779.00				02/21/2007	03/12/2009	-166.00
461.00		9. FPL GRP INC COM W/RTS ATTACHED EXP 6/ PROPERTY TYPE: SECURITIES 454.00				09/30/2008	03/24/2009	7.00
495.00		5. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES 494.00				02/21/2007	03/24/2009	1.00
485.00		27. ORACLE CORP COM PROPERTY TYPE: SECURITIES 465.00				02/21/2007	03/24/2009	20.00
256.00		7. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 429.00				06/19/2007	03/24/2009	-173.00
216.00		19. COMPANHIA VALE DO RIO DOCE SPONSORED PROPERTY TYPE: SECURITIES 451.00				01/22/2008	03/30/2009	-235.00
169.00		5. SHINHAN FINANCIAL GROUP LTD SPONSORED PROPERTY TYPE: SECURITIES 222.00				01/13/2009	03/30/2009	-53.00
262.00		4. SOLVAY S A SPONSORED ADR PROPERTY TYPE: SECURITIES 292.00				12/01/2008	03/30/2009	-30.00

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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)	
48.00		69.00				02/22/2007	03/30/2009	
							-21.00	
198.00		399.00				02/22/2007	03/30/2009	
							-201.00	
477.00		771.00				02/22/2007	03/31/2009	
							-294.00	
358.00		506.00				06/09/2008	04/03/2009	
							-148.00	
143.00		169.00				03/27/2007	04/03/2009	
							-26.00	
362.00		798.00				07/30/2007	04/03/2009	
							-436.00	
333.00		713.00				06/04/2008	04/03/2009	
							-380.00	
143.00		380.00				01/15/2008	04/03/2009	
							-237.00	
358.00		455.00				01/13/2009	04/03/2009	
							-97.00	
15.00		33.00				02/21/2007	04/08/2009	
							-18.00	
1.00						02/22/2007	04/09/2009	
							1.00	

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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)	
4.00		.5 HSBC HOLDINGS PLC RTS 03/31/2009 PROPERTY TYPE: SECURITIES					12/01/2008	04/09/2009
						4.00		
20.00		.73 TIME WARNER CABLE COM PROPERTY TYPE: SECURITIES					02/21/2007	04/14/2009
		47.00				-27.00		
165.00		7. ARCELORMITTAL - NY REGISTERED NY REG PROPERTY TYPE: SECURITIES					09/17/2008	04/30/2009
		404.00				-239.00		
272.00		19. EUROPEAN AERONAUTIC DEF & SPACE ADR PROPERTY TYPE: SECURITIES					01/13/2009	04/30/2009
		264.00				8.00		
214.00		6. HSBC HLDGS PLC SPONSORED ADR NEW PROPERTY TYPE: SECURITIES					11/04/2008	04/30/2009
		380.00				-166.00		
397.00		13. MITSUBISHI CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					01/15/2008	04/30/2009
		635.00				-238.00		
317.00		10. PETRO-CDA COM CN\$ PROPERTY TYPE: SECURITIES					06/20/2008	04/30/2009
		560.00				-243.00		
269.00		48. STORA ENSO OYJ-ADR COM PROPERTY TYPE: SECURITIES					01/15/2008	04/30/2009
		714.00				-445.00		
.		4. TOYOTA MTR CORP COM (ADR 2) PROPERTY TYPE: SECURITIES					02/22/2007	04/30/2009
321.00		543.00				-222.00		
107.00		2. DEUTSCHE BANK AG-REG COM PROPERTY TYPE: SECURITIES					06/04/2008	04/30/2009
		204.00				-97.00		
325.00		19. BARCLAYS PLC PLC ADR PROPERTY TYPE: SECURITIES					02/22/2007	05/06/2009
		1,172.00				-847.00		

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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)	
494.00		15. TIME WARNER CABLE COM PROPERTY TYPE: SECURITIES 892.00				01/03/2008	05/26/2009	
							-398.00	
1.00		.1 LLOYDS TSB GRP PLC SP ADR COM PROPERTY TYPE: SECURITIES 11.00				10/23/2007	05/28/2009	
							-10.00	
-1.00		.1 LLOYDS TSB GRP PLC SP ADR COM PROPERTY TYPE: SECURITIES 11.00				10/23/2007	05/28/2009	
							-12.00	
1.00		.1 LLOYDS TSB GRP PLC SP ADR COM PROPERTY TYPE: SECURITIES 1.00				11/20/2008	05/28/2009	
394.00		7. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 429.00				06/19/2007	06/01/2009	
							-35.00	
309.00		7. BASF AG COM PROPERTY TYPE: SECURITIES 369.00				02/22/2007	06/04/2009	
							-60.00	
233.00		5. BHP BILLITON PLC - ADR PROPERTY TYPE: SECURITIES 115.00				11/20/2008	06/04/2009	
							118.00	
76.00		1. CHINA PETE & CHEM CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 84.00				03/27/2007	06/04/2009	
							-8.00	
460.00		10. CREDIT SUISSE GRP SPONSORED ADR PROPERTY TYPE: SECURITIES 741.00				02/22/2007	06/04/2009	
							-281.00	
327.00		11. HONDA MTR LTD AMERN SHS PROPERTY TYPE: SECURITIES 420.00				02/22/2007	06/04/2009	
							-93.00	
1,509.00		62. TIME WARNER INC COM PROPERTY TYPE: SECURITIES 2,816.00				01/03/2008	06/04/2009	
							-1,307.00	

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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)	
525.00		174. UNITED MICROELECTRON-SP ADR PROPERTY TYPE: SECURITIES 859.00					05/30/2007	06/04/2009 -334.00
231.00		20. JSC MMC NORILSK NICKEL SPONSORED ADR PROPERTY TYPE: SECURITIES 556.00					03/17/2008	06/11/2009 -325.00
196.00		6. BNP PARIBAS ADR COM PROPERTY TYPE: SECURITIES 323.00					02/22/2007	06/18/2009 -127.00
158.00		5. HITACHI LTD 10 COM PROPERTY TYPE: SECURITIES 358.00					09/10/2008	06/18/2009 -200.00
136.00		7. INTESA SANPAOLO ADR PROPERTY TYPE: SECURITIES 130.00					02/02/2009	06/18/2009 6.00
386.00		33. NISSAN MTR LTD SPONSORED ADR PROPERTY TYPE: SECURITIES 642.00					01/15/2008	06/18/2009 -256.00
467.00		14. SANOFI-SYNTHELABO SPONSORED ADR PROPERTY TYPE: SECURITIES 611.00					02/22/2007	06/18/2009 -144.00
291.00		14. STATOIL ASA-SPON ADR PROPERTY TYPE: SECURITIES 411.00				COM	03/17/2008	06/18/2009 -120.00
387.00		14. MORGAN STANLEY DEAN WITTER & CO COM PROPERTY TYPE: SECURITIES 973.00					02/21/2007	06/24/2009 -586.00
582.00		21. MORGAN STANLEY DEAN WITTER & CO COM PROPERTY TYPE: SECURITIES 1,460.00					02/21/2007	06/25/2009 -878.00
526.00		16. EMERSON ELEC CO COM W/RTS ATTACHED E PROPERTY TYPE: SECURITIES 725.00					02/22/2007	06/26/2009 -199.00

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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)	
132.00		4. ARCELORMITTAL - NY REGISTERED NY REG PROPERTY TYPE: SECURITIES 231.00				09/17/2008	06/30/2009 -99.00	
329.00		10. ARCELORMITTAL - NY REGISTERED NY REG PROPERTY TYPE: SECURITIES 518.00				02/22/2007	06/30/2009 -189.00	
228.00		7. CANON INC ADR REPSTG 5 SHS PROPERTY TYPE: SECURITIES 195.00				12/01/2008	06/30/2009 33.00	
528.00		7. CHINA PETE & CHEM CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 591.00				03/27/2007	06/30/2009 -63.00	
248.00		6. HSBC HLDGS PLC SPONSORED ADR NEW PROPERTY TYPE: SECURITIES 349.00				11/07/2008	06/30/2009 -101.00	
307.00		10. HITACHI LTD 10 COM PROPERTY TYPE: SECURITIES 612.00				05/06/2009	06/30/2009 -305.00	
272.00		10. HONDA MTR LTD AMERN SHS PROPERTY TYPE: SECURITIES 382.00				02/22/2007	06/30/2009 -110.00	
375.00		5. TOYOTA MTR CORP COM (ADR 2) PROPERTY TYPE: SECURITIES 679.00				02/22/2007	06/30/2009 -304.00	
422.00		19. ORACLE CORP COM PROPERTY TYPE: SECURITIES 328.00				02/21/2007	07/23/2009 94.00	
20.00		.6 SUNCOR ENERGY INC COM PROPERTY TYPE: SECURITIES 26.00				06/20/2008	08/04/2009 -6.00	
101.00		6. AMCOR LTD ADR NEW PROPERTY TYPE: SECURITIES 127.00				07/22/2008	08/07/2009 -26.00	

**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)	
488.00		13. ARCELORMITTAL - NY REGISTERED NY REG PROPERTY TYPE: SECURITIES 673.00				02/22/2007	08/07/2009	-185.00
254.00		11. BCE INC COM PROPERTY TYPE: SECURITIES 221.00				02/02/2009	08/07/2009	33.00
585.00		12. CREDIT SUISSE GRP SPONSORED ADR PROPERTY TYPE: SECURITIES 889.00				02/22/2007	08/07/2009	-304.00
729.00		13. HSBC HLDGS PLC SPONSORED ADR NEW PROPERTY TYPE: SECURITIES 471.00				03/27/2009	08/07/2009	258.00
328.00		14. KONINKLIJKE PHILIPS ELECTRS SPONSORE PROPERTY TYPE: SECURITIES 262.00				02/02/2009	08/07/2009	66.00
600.00		15. MITSUBISHI CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 660.00				02/22/2007	08/07/2009	-60.00
172.00		6. SONY CORP-SPON ADR PROPERTY TYPE: SECURITIES 139.00				11/07/2008	08/07/2009	33.00
114.00		4. SONY CORP-SPON ADR PROPERTY TYPE: SECURITIES 213.00				07/30/2007	08/07/2009	-99.00
274.00		5. TOTAL FINA ELF S A SPONSORED ADR PROPERTY TYPE: SECURITIES 346.00				02/22/2007	08/07/2009	-72.00
314.00		93. UNITED MICROELECTRON-SP ADR PROPERTY TYPE: SECURITIES 387.00				10/23/2007	08/07/2009	-73.00
508.00		3. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 267.00				02/21/2007	08/25/2009	241.00

**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)	
4.00							01/15/2008	08/26/2009
							4.00	
718.00							02/20/2008	09/01/2009
			2,238.00				-1,520.00	
374.00							10/16/2008	09/01/2009
			222.00				152.00	
358.00							06/04/2009	09/01/2009
			285.00				73.00	
267.00							08/01/2007	09/01/2009
			318.00				-51.00	
36.00							10/16/2008	09/10/2009
			19.00				17.00	
6.00							10/16/2008	09/16/2009
			3.00				3.00	
7.00							11/20/2008	09/23/2009
			4.00			COM	3.00	
355.00							04/30/2009	09/23/2009
			259.00				96.00	
340.00							02/22/2007	10/06/2009
			444.00				-104.00	
421.00							06/18/2009	10/06/2009
			367.00				54.00	

**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)	
221.00		131.00				06/18/2009	10/06/2009 90.00	
221.00		423.00				02/20/2008	10/06/2009 -202.00	
244.00		187.00				02/02/2009	10/06/2009 57.00	
509.00		359.00				10/16/2008	10/06/2009 150.00	
267.00		414.00				02/22/2007	11/03/2009 -147.00	
240.00		138.00				05/06/2009	11/03/2009 102.00	
242.00		191.00				03/05/2009	11/03/2009 51.00	
298.00		219.00				11/20/2008	11/03/2009 79.00	
383.00		343.00				03/05/2009	11/03/2009 40.00	
352.00		250.00				03/30/2009	11/03/2009 102.00	
782.00		601.00				05/06/2009	11/03/2009 181.00	

**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)	
478.00		84.6 LLOYDS TSB GRP PLC SP ADR COM PROPERTY TYPE: SECURITIES 365.00				01/20/2009	11/03/2009	113.00
8.00		1.4 LLOYDS TSB GRP PLC SP ADR COM PROPERTY TYPE: SECURITIES				06/20/2008	11/03/2009	8.00
65.00		2. SUNCOR ENERGY INC COM PROPERTY TYPE: SECURITIES 87.00				06/20/2008	11/03/2009	-22.00
2.00		1. SYNOVUS FINL CORP COM W/RIGHTS ATTACH PROPERTY TYPE: SECURITIES 12.00				02/15/2008	11/03/2009	-10.00
780.00		13. TOTAL FINA ELF S A SPONSORED ADR PROPERTY TYPE: SECURITIES 901.00				02/22/2007	11/03/2009	-121.00
4.00		2. SYNOVUS FINL CORP COM W/RIGHTS ATTACH PROPERTY TYPE: SECURITIES 24.00				02/15/2008	11/04/2009	-20.00
26.00		13. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 155.00				02/15/2008	11/05/2009	-129.00
40.00		19. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 226.00				02/21/2008	11/06/2009	-186.00
22.00		10. SYNOVUS FINL CORP COM W/RIGHTS ATTAC PROPERTY TYPE: SECURITIES 119.00				02/19/2008	11/09/2009	-97.00
6.00		.33 BANCO SANTANDER CENT HISPANO SA ADR PROPERTY TYPE: SECURITIES 5.00				11/06/2009	11/10/2009	1.00
58.00		1. UNIVERSAL HLTH SVCS INC CL B COM PROPERTY TYPE: SECURITIES 61.00				06/19/2007	11/10/2009	-3.00

**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)	
58.00		61.00				06/19/2007	11/11/2009	
							-3.00	
18.00		118.00				02/22/2008	11/12/2009	
							-100.00	
56.00		354.00				02/22/2008	11/13/2009	
							-298.00	
59.00		61.00				06/19/2007	11/13/2009	
							-2.00	
59.00		61.00				06/19/2007	11/16/2009	
							-2.00	
168.00		1,129.00				02/29/2008	11/20/2009	
							-961.00	
78.00		49.00				12/08/2008	11/24/2009	
							29.00	
686.00		973.00				10/03/2007	11/25/2009	
							-287.00	
395.00		240.00				12/18/2008	11/25/2009	
							155.00	
78.00		48.00				12/18/2008	11/27/2009	
							30.00	
77.00		48.00				12/18/2008	11/30/2009	
							29.00	

**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)	
TOTAL GAIN (LOSS) .....							----- -25,120. =====	

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WACHOVIA PT MONEY MARKET	259.	259.
TOTAL	259.	259.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABB LTD COM	16.	16.
AFLAC INC COM	37.	37.
AU OPTRONICS CORP-ADR COM	5.	5.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	51.	51.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	57.	57.
ALLIANZ AG-ADR COM	59.	59.
ALLIANZ NFJ DIVIDEND VALUE FUND INS CL	569.	569.
ALTRIA GROUP INC	100.	100.
AMCOR LTD ADR NEW	19.	19.
AMERICAN EXPRESS CO COM	15.	15.
ARCELORMITTAL - NY REGISTERED NY REG SHA	31.	31.
ARCHER DANIELS MIDLAND CO COM	20.	20.
ASTRAZENECA PLC SPONSORED ADR	9.	9.
AUSTRALIA & NEW ZEALAND GROUP LTD SPONSO	17.	17.
AUTOMATIC DATA PROCESSING INC COM	26.	26.
BAE SYS PLC SPONSORED ADR	14.	14.
BASF AG COM	65.	65.
BCE INC COM	18.	18.
BHP BILLITON PLC - ADR	30.	30.
BP PLC SPONSORED ADR	79.	79.
BNP PARIBAS ADR COM	28.	28.
BT GROUP PLC-ADR WI COM	3.	3.
BANCO BRADESCO SA SPONSORED ADR REPSTG P	5.	5.
BANCO SANTANDER CENT HISPANO SA ADR	68.	68.
BANK AMER CORP COM	16.	16.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	46.	46.
BAYER A G-SPONS ADR	27.	27.
BECTON DICKINSON & CO COM	3.	3.
BOEING CO COM	58.	58.
CANON INC ADR REPSTG 5 SHS	17.	17.
CATERPILLAR INC COM W/RTS EXP 12/11/2006	25.	25.
CELESIO AG UNSPON ADR	6.	6.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CENTRICA PLC COM	42.	42.
CHEVRONTXACO CORP COM	82.	82.
CHINA PETE & CHEM CORP SPONSORED ADR	10.	10.
COCA-COLA CO COM	89.	89.
CONAGRA FOODS INC COM W/RTS EXP 07/12/20	87.	87.
CONOCOPHILLIPS COM	161.	161.
CORNING INC COM W/RTS EXP 07/15/2006	1.	1.
CREDIT AGRICOLE UNSP ADR	31.	31.
CREDIT SUISSE GRP SPONSORED ADR	3.	3.
DEERE & CO COM	40.	40.
DEUTSCHE TELEKOM AG SPONSORED ADR	42.	42.
DIAGEO PLC SPONSORED ADR NEW	72.	72.
DODGE & COX INCOME FD COM	11,538.	11,538.
DOMINION RES INC VA NEW COM	113.	113.
DREYFUS THE BOSTON COMPANY SMALL CAP VAL	274.	274.
EII INTERNATIONAL PROPERTY-I EII INTL PR	1,089.	1,089.
ENI S P A ADR	68.	68.
E ON AG SPONSORED ADR	68.	68.
EAST JAPAN RAILWAY CO ADR	2.	2.
EAST WEST BANCORP INC COM	1.	1.
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	27.	27.
ENERGY CORP NEW COM	27.	27.
ERICSSON L M TEL CO ADR CL B	19.	19.
ETABLISSEMENTS DELHAIZE FRERES ET CIE LE	17.	17.
EVERGREEN INTL BOND FUND CL I (FD #460)	3,917.	3,917.
EVERGREEN INTERNATIONAL GROWTH FUND CL I	2,464.	2,464.
EVERGREEN GROWTH FUND CL I (FD #703)	57.	57.
EVERGREEN LARGE CAP EQUITY FD CL I (FD #	1,122.	1,122.
EXELON CORP COM	25.	25.
EXXON MOBIL CORP COM	94.	94.
FPL GRP INC COM W/RTS ATTACHED EXP 6/30/	72.	72.
FLUOR CORP NEW COM	6.	6.
FOMENTO ECONOMICO MEXICANO SP ADR COM	9.	9.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES  
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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FRANCE TELECOM SPONSORED ADR	49.	49.
FRANKLIN RES INC COM	7.	7.
FUJITSU LTD ADR 5	4.	4.
GENERAL DYNAMICS CORP COM	13.	13.
GENERAL ELEC CO COM	83.	83.
GENTEX CORP COM	39.	39.
GLAXO SMITHKLINE SPONSORED PLC ADR	70.	70.
HSBC HLDGS PLC SPONSORED ADR NEW	75.	75.
HALLIBURTON CO COM W/RIGHTS EXP 12/15/20	10.	10.
HARBOR FD CAP APPRECIATION	103.	103.
HERSHEY FOODS CORP COM W/RTS ATTACHED EX	26.	26.
HITACHI LTD 10 COM	3.	3.
HOME DEPOT INC COM	79.	79.
HONDA MTR LTD AMERN SHS	14.	14.
INTEL CORP COM	53.	53.
INTL BUSINESS MACHINES CORP COM	51.	51.
ISRAEL CHEMICAL UNSPON ADR COM	2.	2.
ITAU UNIBANCO HLDNG PREF ADR S.A."	3.	3.
JP MORGAN CHASE & CO COM	45.	45.
JANUS MID CAP VALUE FUND CL I	650.	650.
JOHNSON & JOHNSON COM	90.	90.
ARTIO INTL EQUITY II-I	1,067.	1,067.
KELLOGG CO COM	60.	60.
KONINKLIJKE AHOLD NV SP ADR	13.	13.
KONINKLIJKE PHILIPS ELECTRS SPONSORED AD	23.	23.
LOREAL-UNSPONSORED ADR	45.	45.
LAUDER ESTEE COS INC CL A	12.	12.
LILLY ELI & CO COM W/RTS EXP 7/28/2008	91.	91.
M & T BK CORP COM	67.	67.
MCDONALDS CORP COM	52.	52.
MCGRAW HILL COS INC	36.	36.
MEDTRONIC INC COM W/RTS ATTACHED EXP 10/	13.	13.
MERCK & CO INC COM	41.	41.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MERRILL LYNCH & CO INC COM W/RTS ATTACHE	22.	22.
MICROSOFT CORP COM	43.	43.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	14.	14.
MITSUBISHI CORP SPONSORED ADR	34.	34.
MITSUBISHI UFJ FINANCIAL GROUP INC ADR	40.	40.
mitsui & co ltd adr	16.	16.
MOLEX INC CL A	45.	45.
MORGAN STANLEY DEAN WITTER & CO COM NEW	12.	12.
MUENCHENER RUECK ADR	40.	40.
NATIONAL AUSTRALIA BK SPONSORED ADR	17.	17.
NESTLE S A SPONSORED ADR REPSTG REG SH	49.	49.
NEWS CORP CL A	10.	10.
NEXEN INC COM	1.	1.
NIPPON TELEG & TEL CORP SPONSORED ADR	31.	31.
NISSAN MTR LTD SPONSORED ADR	36.	36.
NOKIA CORP SPONSORED ADR	29.	29.
NORTHROP GRUMMAN CORP COM W/RTS ATTACHED	60.	60.
NOVARTIS AG SPONSORED ADR	38.	38.
NOVO-NORDISK A S ADR	16.	16.
OCCIDENTAL PETE CORP COM	16.	16.
OIL CO LUKOIL SPONSORED ADR	20.	20.
ORACLE CORP COM	19.	19.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	4,176.	4,176.
PIMCO FDS PAC INVT MGMT SER HIGH YLD FD	7,463.	7,463.
PIMCO FOREIGN BOND FUND-INST	422.	422.
PIMCO EMERGING MARKETS BOND FD INS CL	3,250.	3,250.
PEABODY ENERGY CORP COM	3.	3.
PENNEY J C INC COM	32.	32.
PEPSICO INC COM	58.	58.
PETRO-CDA COM CN\$	13.	13.
PHILIP MORRIS INTL INC COM	177.	177.
PIMCO COMMODITY REALRETURN STRATEGY FD I	1,608.	1,608.
POLO RALPH LAUREN CORP CL A	7.	7.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRAXAIR INC COM	24.	24.
PROCTER & GAMBLE CO COM	71.	71.
PRUDENTIAL FINANCIAL INC	5.	5.
QUALCOMM INC COM W/RTS ATTACHED	17.	17.
QUESTAR CORP COM W/RTS EXP 03/25/2006	14.	14.
RWE AG SPONSORED ADR REPSTG ORD PAR DM 5	29.	29.
ROWE T PRICE REAL ESTATE FD COM	4,426.	3,908.
ROYAL DUTCH SHELL PLC SPONSORED	214.	214.
SSGA EMERGING MARKETS FUND CL S	2,344.	2,344.
SAFEWAY INC COM NEW	29.	29.
SANOFI-SYNTHELABO SPONSORED ADR	66.	66.
SCHLUMBERGER LTD COM	8.	8.
SCHWAB CHARLES CORP NEW COM	17.	17.
SHARP CORP ADR	26.	26.
SHINHAN FINANCIAL GROUP LTD SPONSORED AD	4.	4.
SILICONWARE PRECISION INDS LTD SPONSD AD	17.	17.
SOCIETE GENERALE FRANCE SPONSORED ADR	26.	26.
SOLVAY S A SPONSORED ADR	6.	6.
SONY CORP-SPON ADR	12.	12.
STATOIL ASA-SPON ADR	58.	58.
SUMITOMO MITSUI FINANCIAL GROUP INC ADR	21.	21.
SUNCOR ENERGY INC COM	2.	2.
SYNOVUS FINL CORP COM W/RIGHTS ATTACHED	17.	17.
SYSCO CORP COM RTS EXP 05/31/2006	46.	46.
TARGET CORP COM	19.	19.
TELECOM CORP NEW ZEALAND LTD SPONSORED A	12.	12.
TELECOM ITALIA SPA-SPON ADR	39.	39.
TELEFONICA S A SPONSORED ADR	67.	67.
TELSTRA LTD SPON ADR FINAL	11.	11.
TELUS CORP NON VTG SHS	10.	10.
TEXAS INSTRS INC COM	50.	50.
TIME WARNER INC NEW	24.	24.
TIME WARNER INC COM	12.	12.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL FINA ELF S A SPONSORED ADR	146.	146.
TOYOTA MTR CORP COM (ADR 2)	19.	19.
UNIBANCO-UNIAO DE BANCOS BRASILEIROS S A	6.	6.
UNITED TECHNOLOGIES CORP COM	34.	34.
UNIVERSAL HLTH SVCS INC CL B COM	10.	10.
VANGUARD BD INDEX FD INC SHORT TERM BOND	1,191.	1,191.
VODAFONE GROUP PLC SPONSORED ADR	159.	159.
VOLVO AB ADR	9.	9.
WPP PLC SPONSORED ADR	8.	8.
WAL MART STORES INC COM	25.	25.
WALGREEN CO COM W/RTS ATTACHED EXP 08/21	28.	28.
ZIONS BANCORP COM	4.	4.
DEUTSCHE BANK AG-REG COM	12.	12.
TOTAL	53,408.	52,890.

FORM 990PF, PART I - LEGAL FEES  
 =====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	2,000.	2,000.		
TOTALS	2,000.	2,000.	NONE	NONE

FORM 990PF, PART I - ACCOUNTING FEES  
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	2,020.			2,020.
TOTALS	2,020.	NONE	NONE	2,020.

FORM 990PF, PART I - TAXES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	322.	322.
FOREIGN TAXES ON QUALIFIED FOR	514.	514.
FOREIGN TAXES ON NONQUALIFIED	72.	72.
TOTALS	908.	908.

FORM 990PF, PART I - OTHER EXPENSES  
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
OTHER NON-ALLOCABLE EXPENSE -	36.	36.
TOTALS	----- 36.	----- 36.
	=====	=====

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

=====

DESCRIPTION -----	AMOUNT -----
BOOK VALUE ADJUSTMENT	8,416.
	-----
TOTAL	8,416.
	=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: WACHOVIA BANK  
CHARITABLE SERVICES  
ADDRESS: 100 N MAIN STREET  
WINSTON SALEM, NC 27150  
  
TELEPHONE NUMBER: (704)590-2826

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

OFFICER NAME:

WACHOVIA BANK, N.A.

ADDRESS:

100 N MAIN STREET  
WINSTON SALEM, NC 27150

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION ..... 15,590.

TOTAL COMPENSATION: 15,590.

=====

T/U/W FRED NOYES FBO NOYES MUSEUM

22-6457516

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

=====

RECIPIENT NAME:

NOYES MUSEUM

ADDRESS:

ATTN: MICHAEL HYETT, ESQUIRE

ATLANTIC CITY, NJ 08401

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL

FOUNDATION STATUS OF RECIPIENT:

PUBLIC CHARITY

AMOUNT OF GRANT PAID ..... 62,349.

TOTAL GRANTS PAID: ..... 62,349.

=====

**SCHEDULE D  
(Form 1041)**

Department of the Treasury  
Internal Revenue Service

**Capital Gains and Losses**

▶ **Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).**

OMB No 1545-0092

**2008**

Name of estate or trust **T/U/W FRED NOYES FBO NOYES MUSEUM** Employer identification number **22-6457516**

**Note:** Form 5227 filers need to complete *only* Parts I and II.

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>1a</b> SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			10,479.

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-7,553.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	
<b>4</b> Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	2,926.

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
<b>6a</b> LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			6,878.

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	-34,924.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	-28,046.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D (Form 1041) 2008

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part</b>				
13	Net short-term gain or (loss)	13		2,926.
14	Net long-term gain or (loss)			
a	Total for year	14a		-28,046.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-25,120.

**Note:** If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the Capital Loss Carryover Worksheet, as necessary.

<b>Part IV Capital Loss Limitation</b>		16
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:	
a	The loss on line 15, column (3) or b \$3,000	( 3,000 )

**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the Capital Loss Carryover Worksheet on page 7 of the instructions to figure your capital loss carryover.

**Part V Tax Computation Using Maximum Capital Gains Rates**

**Form 1041 filers.** Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero

**Caution:** Skip this part and complete the worksheet on page 8 of the instructions if

- Either line 14b, col (2) or line 14c, col (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero

**Form 990-T trusts.** Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0-	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,200	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% ( 15 )			30
31	Figure the tax on the amount on line 23. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)			31
32	Add lines 30 and 31			32
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)			33
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)			34

**SCHEDULE D-1  
(Form 1041)**

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

**2008**

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust  
**T/U/W FRED NOYES FBO NOYES MUSEUM**

Employer identification number  
**22-6457516**

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
<b>1a 2. MITSUI &amp; CO LTD ADR</b>	09/10/2008	12/01/2008	333.00	575.00	-242.00
9. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS ATTACHED	04/22/2008	12/09/2008	176.00	1,065.00	-889.00
17. MCDERMOTT INTL INC COM W/RTS ATTACHED EXP 01/02/20	02/07/2008	12/09/2008	146.00	752.00	-606.00
.289 BANK AMER CORP COM	09/24/2008	01/13/2009	3.00	9.00	-6.00
7. ORIX CORPORATION SPONS ADR	12/30/2008	01/13/2009	173.00	196.00	-23.00
103. KONINKLIJKE DSM NV-SPONS ADR COM	05/30/2008	01/13/2009	670.00	1,507.00	-837.00
4. SOCIETE GENERALE FRANCE SPONSORED ADR	01/15/2008	01/13/2009	37.00	116.00	-79.00
4. STATOIL ASA-SPON ADR COM	03/17/2008	01/13/2009	65.00	117.00	-52.00
11. TECK RESOURCES LTD TECK RESOURCES LIMITE	07/22/2008	01/13/2009	60.00	428.00	-368.00
13. NATIONAL OILWELL INC COM	05/29/2008	01/15/2009	308.00	870.00	-562.00
293.483 HBOS PLC-SPON ADR	06/20/2008	01/20/2009	126.00	2,164.00	-2,038.00
9.1 ROYAL BK SCOTLAND GRP PLC ADR	07/02/2008	02/02/2009	52.00	752.00	-700.00
.568 LLOYDS TSB GRP PLC SP ADR COM	11/20/2008	02/06/2009	3.00	4.00	-1.00
5. WEATHERFORD INTL LTD COM	05/29/2008	02/06/2009	60.00	223.00	-163.00
29. CORNING INC COM W/RTS EXP 07/15/2006	05/29/2008	02/18/2009	317.00	798.00	-481.00
1. TOTAL FINA ELF S A SPONSORED ADR	08/13/2008	02/19/2009	50.00	71.00	-21.00
33. EAST WEST BANCORP INC COM	05/21/2008	02/24/2009	238.00	451.00	-213.00
9. EUROPEAN AERONAUTIC DEF & SPACE ADR	01/13/2009	03/04/2009	124.00	160.00	-36.00
5. BHP BILLITON PLC - ADR	11/20/2008	03/05/2009	156.00	115.00	41.00
75. INFINEON TECHNOLOGIES-ADR COM	10/29/2008	03/05/2009	42.00	229.00	-187.00
23. MICHELIN (CGDE) UNSPON ADR	01/13/2009	03/05/2009	130.00	235.00	-105.00
9. FPL GRP INC COM W/RTS ATTACHED EXP 6/30/2006	09/30/2008	03/24/2009	461.00	454.00	7.00
5. SHINHAN FINANCIAL GROUP LTD SPONSORED ADR	01/13/2009	03/30/2009	169.00	222.00	-53.00
4. SOLVAY S A SPONSORED ADR	12/01/2008	03/30/2009	262.00	292.00	-30.00

**1b Total.** Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2008

SCHEDULE D-1  
(Form 1041)

Continuation Sheet for Schedule D  
(Form 1041)

OMB No 1545-0092

2008

Department of the Treasury  
Internal Revenue Service

▶ See instructions for Schedule D (Form 1041).  
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

Name of estate or trust  
T/U/W FRED NOYES FBO NOYES MUSEUM

Employer identification number  
22-6457516

**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 5. CHINA PETE & CHEM CORP SPONSORED ADR	06/09/2008	04/03/2009	358.00	506.00	-148.00
7. DEUTSCHE BANK AG-REG COM	06/04/2008	04/03/2009	333.00	713.00	-380.00
34. UBS AG-NEW COM	01/13/2009	04/03/2009	358.00	455.00	-97.00
.5 HSBC HOLDINGS PLC RTS 03/31/2009	12/01/2008	04/09/2009	4.00		4.00
7. ARCELORMITTAL - NY REGISTERED NY REG SHA	09/17/2008	04/30/2009	165.00	404.00	-239.00
19. EUROPEAN AERONAUTIC DEF & SPACE ADR	01/13/2009	04/30/2009	272.00	264.00	8.00
6. HSBC HLDGS PLC SPONSORED ADR NEW	11/04/2008	04/30/2009	214.00	380.00	-166.00
10. PETRO-CDA COM CN\$	06/20/2008	04/30/2009	317.00	560.00	-243.00
2. DEUTSCHE BANK AG-REG COM	06/04/2008	04/30/2009	107.00	204.00	-97.00
.1 LLOYDS TSB GRP PLC SP ADR COM	11/20/2008	05/28/2009	1.00	1.00	
5. BHP BILLITON PLC - ADR	11/20/2008	06/04/2009	233.00	115.00	118.00
5. HITACHI LTD 10 COM	09/10/2008	06/18/2009	158.00	358.00	-200.00
7. INTESA SANPAOLO ADR	02/02/2009	06/18/2009	136.00	130.00	6.00
4. ARCELORMITTAL - NY REGISTERED NY REG SHA	09/17/2008	06/30/2009	132.00	231.00	-99.00
7. CANON INC ADR REPSTG 5 SHS	12/01/2008	06/30/2009	228.00	195.00	33.00
6. HSBC HLDGS PLC SPONSORED ADR NEW	11/07/2008	06/30/2009	248.00	349.00	-101.00
10. HITACHI LTD 10 COM	05/06/2009	06/30/2009	307.00	612.00	-305.00
11. BCE INC COM	02/02/2009	08/07/2009	254.00	221.00	33.00
13. HSBC HLDGS PLC SPONSORED ADR NEW	03/27/2009	08/07/2009	729.00	471.00	258.00
14. KONINKLIJKE PHILIPS ELECTRS SPONSORED ADR NEW 2	02/02/2009	08/07/2009	328.00	262.00	66.00
6. SONY CORP-SPON ADR	11/07/2008	08/07/2009	172.00	139.00	33.00
23. ITAU UNIBANCO HLDNG PREF ADR S.A."	10/16/2008	09/01/2009	374.00	222.00	152.00
37. NORDEA BK SWEDEN AB UNSP ADR	06/04/2009	09/01/2009	358.00	285.00	73.00
2. ITAU UNIBANCO HLDNG PREF ADR S.A."	10/16/2008	09/10/2009	36.00	19.00	17.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .

For Paperwork Reduction Act Notice, see the Instructions for Form 1041

Schedule D-1 (Form 1041) 2008

JSA  
8F1221 2 000



Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

T/U/W FRED NOYES FBO NOYES MUSEUM

22-6457516

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 14. BNP PARIBAS ADR COM	02/22/2007	12/01/2008	342.00	754.00	-412.00
20. VODAFONE GROUP PLC SPONSORED ADR	08/07/2007	12/01/2008	351.00	611.00	-260.00
4. RIO TINTO PLC SPONSORED ADR	09/04/2007	12/09/2008	288.00	1,141.00	-853.00
52. ALLIANZ AG-ADR COM	02/22/2007	12/30/2008	549.00	1,122.00	-573.00
63. SCHWAB CHARLES CORP NEW COM	02/21/2007	01/06/2009	1,028.00	1,242.00	-214.00
80. SYSCO CORP COM RTS EXP 05/31/2006	02/21/2007	01/07/2009	1,958.00	2,759.00	-801.00
17. ORIX CORPORATION SPONS ADR	07/30/2007	01/13/2009	419.00	2,225.00	-1,806.00
75. SHARP CORP ADR	02/22/2007	01/13/2009	620.00	1,446.00	-826.00
31. SOCIETE GENERALE FRANCE SPONSORED ADR	12/05/2007	01/13/2009	285.00	1,018.00	-733.00
6. DEUTSCHE BANK AG-REG COM	07/30/2007	01/13/2009	193.00	798.00	-605.00
80.517 HBOS PLC-SPON ADR	01/15/2008	01/20/2009	35.00	1,251.00	-1,216.00
8. AMERIPRISE FINANCIAL INC	02/22/2007	01/21/2009	160.00	504.00	-344.00
70. KONINKLIJKE AHOLD NV SP ADR	11/06/2007	02/02/2009	818.00	975.00	-157.00
21. NISSAN MTR LTD SPONSORED ADR	05/25/2007	02/02/2009	123.00	464.00	-341.00
15.9 ROYAL BK SCOTLAND GRP PLC ADR	01/15/2008	02/02/2009	91.00	2,819.00	-2,728.00
13. HONDA MTR LTD AMERN SHS	02/22/2007	02/04/2009	317.00	496.00	-179.00
28. GENERAL ELEC CO COM	02/22/2007	02/06/2009	310.00	995.00	-685.00
.568 LLOYDS TSB GRP PLC SP ADR COM	10/23/2007	02/06/2009	-3.00	64.00	-67.00
.568 LLOYDS TSB GRP PLC SP ADR COM	10/23/2007	02/06/2009	3.00	64.00	-61.00
18. WEATHERFORD INTL LTD COM	07/13/2007	02/06/2009	215.00	499.00	-284.00
2. THOMAS & BETTS CORP COM W/RTS ATTACHED EXP 12/15/20	10/10/2007	02/12/2009	53.00	119.00	-66.00
2. THOMAS & BETTS CORP COM W/RTS ATTACHED EXP 12/15/20	10/10/2007	02/13/2009	53.00	119.00	-66.00
11. CREDIT SUISSE GRP SPONSORED ADR	02/22/2007	02/19/2009	268.00	815.00	-547.00
5. TOTAL FINA ELF S A SPONSORED ADR	02/22/2007	02/19/2009	250.00	346.00	-96.00
34. EAST WEST BANCORP INC COM	01/08/2008	02/24/2009	245.00	740.00	-495.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

T/U/W FRED NOYES FBO NOYES MUSEUM

22-6457516

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 20. THOMAS & BETTS CORP COM W/RTS ATTACHED EXP 12/1	10/19/2007	02/25/2009	470.00	1,166.00	-696.00
20. THOMAS & BETTS CORP COM W/RTS ATTACHED EXP 12/1	10/16/2007	02/26/2009	477.00	1,151.00	-674.00
15. BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/	02/21/2007	03/03/2009	780.00	759.00	21.00
15. BASF AG COM	02/22/2007	03/05/2009	388.00	790.00	-402.00
14. BHP BILLITON PLC - ADR	06/15/2007	03/05/2009	436.00	752.00	-316.00
33. BARCLAYS PLC PLC ADR	02/22/2007	03/05/2009	121.00	2,035.00	-1,914.00
11. COMPANHIA VALE DO RIO DOCE SPONSORED ADR REPSTG 2	01/22/2008	03/05/2009	124.00	261.00	-137.00
61. STORA ENSO OYJ-ADR COM	11/06/2007	03/05/2009	226.00	1,119.00	-893.00
9. DEUTSCHE BANK AG-REG COM	12/05/2007	03/05/2009	218.00	1,179.00	-961.00
39. ARCHER DANIELS MIDLAND CO COM	02/21/2007	03/10/2009	1,096.00	1,382.00	-286.00
14. ARCHER DANIELS MIDLAND CO COM	02/21/2007	03/11/2009	391.00	496.00	-105.00
22. ARCHER DANIELS MIDLAND CO COM	02/21/2007	03/12/2009	613.00	779.00	-166.00
5. INTL BUSINESS MACHINES CORP COM	02/21/2007	03/24/2009	495.00	494.00	1.00
27. ORACLE CORP COM	02/21/2007	03/24/2009	485.00	465.00	20.00
7. UNIVERSAL HLTH SVCS INC CL B COM	06/19/2007	03/24/2009	256.00	429.00	-173.00
19. COMPANHIA VALE DO RIO DOCE SPONSORED ADR REPSTG 2	01/22/2008	03/30/2009	216.00	451.00	-235.00
1. TOTAL FINA ELF S A SPONSORED ADR	02/22/2007	03/30/2009	48.00	69.00	-21.00
80. UNITED MICROELECTRON-S P ADR	02/22/2007	03/30/2009	198.00	399.00	-201.00
17. EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/20	02/22/2007	03/31/2009	477.00	771.00	-294.00
2. CHINA PETE & CHEM CORP SPONSORED ADR	03/27/2007	04/03/2009	143.00	169.00	-26.00
15. SONY CORP-SPON ADR	07/30/2007	04/03/2009	362.00	798.00	-436.00
3. DEUTSCHE BANK AG-REG COM	01/15/2008	04/03/2009	143.00	380.00	-237.00
.667 TIME WARNER INC COM	02/21/2007	04/08/2009	15.00	33.00	-18.00
.083 HSBC HOLDINGS PLC RTS 03/31/2009	02/22/2007	04/09/2009	1.00		1.00
.73 TIME WARNER CABLE COM	02/21/2007	04/14/2009	20.00	47.00	-27.00

6b Total Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

T/U/W FRED NOYES FBO NOYES MUSEUM

22-6457516

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 13. MITSUBISHI CORP SPONSORED ADR	01/15/2008	04/30/2009	397.00	635.00	-238.00
48. STORA ENSO OYJ-ADR COM	01/15/2008	04/30/2009	269.00	714.00	-445.00
4. TOYOTA MTR CORP COM (ADR 2)	02/22/2007	04/30/2009	321.00	543.00	-222.00
19. BARCLAYS PLC PLC ADR	02/22/2007	05/06/2009	325.00	1,172.00	-847.00
15. TIME WARNER CABLE COM	01/03/2008	05/26/2009	494.00	892.00	-398.00
.1 LLOYDS TSB GRP PLC SP ADR COM	10/23/2007	05/28/2009	1.00	11.00	-10.00
.1 LLOYDS TSB GRP PLC SP ADR COM	10/23/2007	05/28/2009	-1.00	11.00	-12.00
7. UNIVERSAL HLTH SVCS INC CL B COM	06/19/2007	06/01/2009	394.00	429.00	-35.00
7. BASF AG COM	02/22/2007	06/04/2009	309.00	369.00	-60.00
1. CHINA PETE & CHEM CORP SPONSORED ADR	03/27/2007	06/04/2009	76.00	84.00	-8.00
10. CREDIT SUISSE GRP SPONSORED ADR	02/22/2007	06/04/2009	460.00	741.00	-281.00
11. HONDA MTR LTD AMERN SHS	02/22/2007	06/04/2009	327.00	420.00	-93.00
62. TIME WARNER INC COM	01/03/2008	06/04/2009	1,509.00	2,816.00	-1,307.00
174. UNITED MICROELECTRON- SP ADR	05/30/2007	06/04/2009	525.00	859.00	-334.00
20. JSC MMC NORILSK NICKEL SPONSORED ADR	03/17/2008	06/11/2009	231.00	556.00	-325.00
6. BNP PARIBAS ADR COM	02/22/2007	06/18/2009	196.00	323.00	-127.00
33. NISSAN MTR LTD SPONSORED ADR	01/15/2008	06/18/2009	386.00	642.00	-256.00
14. SANOFI-SYNTHELABO SPONSORED ADR	02/22/2007	06/18/2009	467.00	611.00	-144.00
14. STATOIL ASA-SPON ADR COM	03/17/2008	06/18/2009	291.00	411.00	-120.00
14. MORGAN STANLEY DEAN WITTER & CO COM NEW	02/21/2007	06/24/2009	387.00	973.00	-586.00
21. MORGAN STANLEY DEAN WITTER & CO COM NEW	02/21/2007	06/25/2009	582.00	1,460.00	-878.00
16. EMERSON ELEC CO COM W/RTS ATTACHED EXP 11/01/20	02/22/2007	06/26/2009	526.00	725.00	-199.00
10. ARCELORMITTAL - NY REGISTERED NY REG SHA	02/22/2007	06/30/2009	329.00	518.00	-189.00
7. CHINA PETE & CHEM CORP SPONSORED ADR	03/27/2007	06/30/2009	528.00	591.00	-63.00
10. HONDA MTR LTD AMERN SHS	02/22/2007	06/30/2009	272.00	382.00	-110.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . .

Schedule D-1 (Form 1041) 2008

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side  
**T/U/W FRED NOYES FBO NOYES MUSEUM**

Employer identification number  
**22-6457516**

**Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 5. TOYOTA MTR CORP COM (ADR 2)	02/22/2007	06/30/2009	375.00	679.00	-304.00
19. ORACLE CORP COM	02/21/2007	07/23/2009	422.00	328.00	94.00
.6 SUNCOR ENERGY INC COM	06/20/2008	08/04/2009	20.00	26.00	-6.00
6. AMCOR LTD ADR NEW	07/22/2008	08/07/2009	101.00	127.00	-26.00
13. ARCELORMITTAL - NY REGISTERED NY REG SHA	02/22/2007	08/07/2009	488.00	673.00	-185.00
12. CREDIT SUISSE GRP SPONSORED ADR	02/22/2007	08/07/2009	585.00	889.00	-304.00
15. MITSUBISHI CORP SPONSORED ADR	02/22/2007	08/07/2009	600.00	660.00	-60.00
4. SONY CORP-SPON ADR	07/30/2007	08/07/2009	114.00	213.00	-99.00
5. TOTAL FINA ELF S A SPONSORED ADR	02/22/2007	08/07/2009	274.00	346.00	-72.00
93. UNITED MICROELECTRON-S P ADR	10/23/2007	08/07/2009	314.00	387.00	-73.00
3. APPLE COMPUTER INC COM	02/21/2007	08/25/2009	508.00	267.00	241.00
.321 KB FINANCIAL GROUP INC RIGHTS EXP 08/21/	01/15/2008	08/26/2009	4.00		4.00
51. ING GROEP N V SPONSORED ADR	02/20/2008	09/01/2009	718.00	2,238.00	-1,520.00
3. RWE AG SPONSORED ADR REPSTG ORD PAR DM 50	08/01/2007	09/01/2009	267.00	318.00	-51.00
6. CREDIT SUISSE GRP SPONSORED ADR	02/22/2007	10/06/2009	340.00	444.00	-104.00
13. ING GROEP N V SPONSORED ADR	02/20/2008	10/06/2009	221.00	423.00	-202.00
8. ARCELORMITTAL - NY REGISTERED NY REG SHA	02/22/2007	11/03/2009	267.00	414.00	-147.00
1.4 LLOYDS TSB GRP PLC SP ADR COM	06/20/2008	11/03/2009	8.00		8.00
2. SUNCOR ENERGY INC COM	06/20/2008	11/03/2009	65.00	87.00	-22.00
1. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	02/15/2008	11/03/2009	2.00	12.00	-10.00
13. TOTAL FINA ELF S A SPONSORED ADR	02/22/2007	11/03/2009	780.00	901.00	-121.00
2. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	02/15/2008	11/04/2009	4.00	24.00	-20.00
13. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	02/15/2008	11/05/2009	26.00	155.00	-129.00
19. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	02/21/2008	11/06/2009	40.00	226.00	-186.00
10. SYNOVUS FINL CORP COM W/RIGHTS ATTACHED EXP 5/4/2	02/19/2008	11/09/2009	22.00	119.00	-97.00
<b>6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b</b>					



FEDERAL CAPITAL GAIN DIVIDENDS

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SHORT-TERM CAPITAL GAIN DIVIDENDS

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ALLIANZ NFJ DIVIDEND VALUE FUND INS CL	88.00
ALLIANZ NFJ DIVIDEND VALUE FUND INS CL	345.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	2,154.00
PIMCO FOREIGN BOND FUND-INST	530.00
PIMCO COMMODITY REALRETURN STRATEGY FD I	7,362.00

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TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

10,479.00

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LONG-TERM CAPITAL GAIN DIVIDENDS

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15% RATE CAPITAL GAIN DIVIDENDS

ALLIANZ NFJ DIVIDEND VALUE FUND INS CL	542.00
EII INTERNATIONAL PROPERTY-I EII INTL PR	84.00
EVERGREEN LARGE CAP EQUITY FD CL I (FD #716)	2,263.00
JANUS MID CAP VALUE FUND CL I	1,046.00
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I	1,227.00
PIMCO EMERGING MARKETS BOND FD INS CL	496.00
PIMCO COMMODITY REALRETURN STRATEGY FD I	1,219.00

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TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

6,878.00

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TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

6,878.00

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DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR - NOYES FDN/NOYES AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL					
	DEPOSIT ACCOUNTS					
997981006	WACHOVIA PT MONEY MARKET		20,356.43	20,356.43		
TOTAL	DEPOSIT ACCOUNTS		20,356.43	20,356.43		
	MUTUAL FUNDS - FIXED TAXABLE					
256210105	DODGE & COX INCOME FD	16,600.791	210,000.00	217,968.39	210,000.00	210,000.00
299908830	EVERGREEN INTERNATIONAL BOND FD CL I (FD #460)	2,863.589	32,032.88	34,391.70	31,477.97	31,477.97
693390700	PIMCO TOTAL RETURN FD INST CL	6,866.538	71,000.00	75,806.58	71,000.00	71,000.00
693390841	PIMCO HIGH YIELD FD INSTL CL	10,745.992271	106,568.40	92,737.91	106,568.40	106,568.40
693390882	PIMCO FOREIGN BOND FD U.S. DOLLAR - HEDGED INST CL	1,083.744	11,000.00	11,303.45	11,000.00	11,000.00
693391559	PIMCO EMERGING MARKETS BOND FD INS CL	4,951.01	55,226.25	51,440.99	55,172.92	55,172.92
921937207	VANGUARD SHORT-TERM BOND INDEX FD INV CL	3,964.321	40,000.00	41,863.23	40,000.00	40,000.00
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	47,075.985271	525,827.53	525,512.25	525,219.29	525,219.29
	MUTUAL FUNDS - OTHER					
26852M105	EII INTERNATIONAL PROPERTY-I EII INTL PROPERTY-I	3,319.176	81,127.51	51,911.91	81,127.51	81,127.51
722005667	PIMCO COMMODITY REALRETURN STRATEGY FD INSTL	4,106.91	63,000.00	35,031.94	63,000.00	63,000.00
779919109	T ROWE PRICE REAL ESTATE FD	7,255.758	130,722.29	94,179.74	129,107.24	129,107.24
TOTAL	MUTUAL FUNDS - OTHER	14,681.844	274,849.80	181,123.59	273,234.75	273,234.75

SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
NOYES FDN/NOYES AS OF 11/30/09  
DETAIL LIST  
SETTLE DATE POSITION FOR

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	MUTUAL FUNDS - EQUITY						
018918227	ALLIANZ NFJ DIVIDEND VALUE FUND INS CL	1,547	987	15,000.00	15,820.43	15,000.00	15,000.00
26203E851	DREYFUS THE BOSTON COMPANY SMALL CAP VALUE FUND CL I	2,427	943	59,003.41	43,678.69	59,003.41	59,003.41
300237252	EVERGREEN GROWTH FD CL I (FD #703)	2,780	659	27,028.00	33,840.62	27,028.00	27,028.00
30023C657	EVERGREEN ENHANCED S&P 500 FD CL I (FD #716)	5,564	767554	78,449.06	66,944.15	72,721.53	72,721.53
411511504	HARBOR CAPITAL APPRECIATION FUND INST CL	660	793	15,000.00	21,185.02	15,000.00	15,000.00
47103C241	JANUS INVT FD MID CAP VALUE FD CL I	2,956	138	42,000.00	56,816.97	42,000.00	42,000.00
949915367	WELLS FARGO ADVANTAGE ENTERPRISE FD CL I	1,949	58	50,990.50	51,390.93	50,990.50	50,990.50
	TOTAL MUTUAL FUNDS - EQUITY	17,887	867554	287,470.97	289,676.81	281,743.44	281,743.44
	MUTUAL FUNDS - INTERNATIONAL EQUITY						
04315J837	ARTIO INTERNATIONAL EQUITY II-I	2,686	974	27,434.00	32,727.34	27,434.00	27,434.00
299924704	EVERGREEN INTERNATIONAL EQUITY FD CL I (FD #252)	9,330	511813	76,263.27	64,100.62	73,232.10	73,232.10
784924425	SSGA EMERGING MARKETS FUND CL S	5,579	749	105,289.33	103,392.75	105,289.33	105,289.33
	TOTAL MUTUAL FUNDS - INTERNATIONAL EQUITY	17,597	234813	208,986.60	200,220.71	205,955.43	205,955.43
	PRINCIPAL CASH			0.00	0.00		
*****	PRINCIPAL TOTAL	97,242	931638	1,317,491.33	1,216,889.79	1,286,152.91	1,286,152.91

INCOME  
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DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR : - - - - NOYES FDN/NOYES AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG.	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	DEPOSIT ACCOUNTS						
997981006	WACHOVIA PT MONEY MARKET			757.66	757.66		
TOTAL	DEPOSIT ACCOUNTS			757.66	757.66		
	INCOME CASH		0 00	0.00			
*****	INCOME TOTAL			757.66	757.66	0.00	0 00
	ASSET FILE TOTAL	97,242.931638	1,318,248 99	1,217,647.45	1,286,152.91	1,286,152 91	

SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
DETAIL LIST  
SETTLE DATE POSITION FOR NOYES F-BERN AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL =====					
	DEPOSIT ACCOUNTS -----					
997981006	WACHOVIA PT MONEY MARKET		669.93	669.93		
TOTAL	DEPOSIT ACCOUNTS		669.93	669.93		
	COMMON STOCKS -----					
002255107	AU OPTRONICS CORP-ADR COM	57	295.60	595.65	295.60	295.60
006754204	ADECCO SA-SPONSORED ADR REG UNSPON ADR	20	417.70	501.00	417.70	417.70
007627102	AEON COMPANY LTD- UNSPON ADR COM	46	440.16	368.00	440.16	440.16
010198208	AKTIEBOLAGET ELECTROLUX ADR	19	505.95	929.86	505.95	505.95
018805101	ALLIANZ AG-ADR COM	127	2,737.30	1,574.80	2,722.63	2,722.63
02341R302	AMCOR LTD ADR NEW	15	318.19	325.35	318.19	318.19
046353108	ASTRAZENECA PLC SPONSORED ADR	24	951.09	1,075.92	951.09	951.09
052528304	AUSTRALIA & NEW ZEALAND GROUP LTD SPONSORED ADR	34	320.15	688.50	295.44	295.44
055262505	BASF SE COM	18	944.30	1,090.62	936.40	936.40
05545E209	BHP BILLITON PLC-ADR COM	6	224.61	371.64	137.71	137.71
055622104	BP PLC SPONSORED ADR	27	1,171.93	1,543.86	1,171.93	1,171.93
05565A202	BNP PARIBAS ADR COM	34	1,833.40	1,429.70	1,830.22	1,830.22
05577E101	BT GROUP PLC-ADR WI COM	31	598.05	717.96	598.05	598.05

DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR 11/30/09 NOYES F-BERN AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG.	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
059460303	BANCO BRADESCO SA SPONSORED ADR REPSTG PFD SHS NEW 2004	39		494 66	826.41	494.66	494.66
05964H105	BANCO SANTANDER SA-SPON ADR	84		1,117.28	1,453.20	1,117.28	1,117.28
06738E204	BARCLAYS PLC - ADR	33		1,551 95	651 09	790.28	790.28
072730302	BAYER A G SPONSORED ADR	14		724.12	1,076.60	724.12	724.12
072743206	BAYERISCHE MOTOREN ADR	21		326.13	331 59	326.13	326.13
15100H109	CELESIO AG UNSPON ADR	47		183 77	244.40	183.77	183.77
15639K300	CENTRICA PLC COM	36		493 16	601.20	479 22	479.22
225313105	CREDIT AGRICOLE UNSP ADR	99		573.51	1,014.75	573 51	573.51
236363107	DANSKE BK A/S ADR	77		974 02	843.15	974 02	974.02
251566105	DEUTSCHE TELEKOM AG SPONSORED ADR	64		936.65	950.40	936 65	936.65
25157Y103	DEUTSCHE POST AG REG UNS ADR	44		570 87	820.60	570 87	570.87
26874R108	ENI S P A ADR	21		1,330 77	1,044.54	1,330.77	1,330 77
268780103	E ON AG SPONSORED ADR	34		1,579.98	1,347 42	1,579 98	1,579 98
273202101	EAST JAPAN RAILWAY CO ADR	35		400 82	407.75	400 82	400 82
285039103	ELECTRICITE DE FRANCE (EDF) UNSPON ADR	63		656.50	727.65	656.50	656 50
29265W207	ENEL SOCIETA PER AZIONI ADR	109		608 22	648.55	608 22	608.22
294821608	ERICSSON (LM) TEL COM	83		564.46	808.42	564.46	564.46
29759W101	ETABLISSEMENTS DELHAIZE FRERES ET CIE LE LION S A SPONSORED ADR	4		236.16	304.60	223 74	223.74
35177Q105	FRANCE TELECOM SPONSORED ADR	26		673 60	684.58	673.60	673.60
368287207	GAZPROM OAO - SPON ADR REG S	13		309.01	296 01	309.01	309.01

DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR . . . . . NOYES F-BERN AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG.	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
37733W105	GLAXOSMITHKLINE PLC SPONSORED PLC ADR	38	1,880.68	1,575.86	1,880.68	1,880.68	1,880.68
46115H107	INTESA SANPAOLO ADR	33	461.46	866.58	429.11	429.11	429.11
465036200	ISRAEL CHEMICAL UNSPON ADR COM	24	300.72	312.00	300.72	300.72	300.72
46626D108	JSC MMC NORILSK NICKEL SPONSORED ADR	50	946.66	684.00	768.93	768.93	768.93
48241A105	KB FINANCIAL GROUP INC ADR	18	1,465.08	906.48	1,391.07	1,391.07	1,391.07
500467402	KONINKLIJKE AHOLD NV SP ADR	77	986.05	1,038.73	942.92	942.92	942.92
526250105	LENOVO GROUP LTD ADR	42	242.76	482.16	242.76	242.76	242.76
55607P105	MACQUARIE BANK LTD - ADR COM	9	266.68	394.65	266.68	266.68	266.68
606769305	MITSUBISHI CORP SPONSORED ADR	7	296.18	313.32	185.45	185.45	185.45
606827202	MITSUMI & CO LTD ADR	2	527.34	527.40	527.34	527.34	527.34
626188106	MUENCHENER RUECK ADR	55	746.85	858.00	746.85	746.85	746.85
632525408	NATIONAL AUSTRALIA BK SPONSORED ADR	30	318.90	784.50	318.90	318.90	318.90
649274305	NEW WORLD DEV LTD SPONSORED ADR	74	324.86	301.18	324.86	324.86	324.86
65334H102	NEXEN INC COM	29	658.76	687.30	658.76	658.76	658.76
654624105	NIPPON TELEG & TEL CORP SPONSORED ADR	37	984.74	794.76	984.74	984.74	984.74
654744408	NISSAN MTR LTD SPONSORED ADR	78	1,589.29	1,125.54	1,413.49	1,413.49	1,413.49
654902204	NOKIA CORP SPONSORED ADR	110	1,535.91	1,458.60	1,535.91	1,535.91	1,535.91
66987V109	NOVARTIS AG SPONSORED ADR	22	1,182.92	1,223.20	1,182.92	1,182.92	1,182.92
677862104	OIL CO LUKOIL SPONSORED ADR	12	1,147.64	696.60	1,147.64	1,147.64	1,147.64

DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR NOYES F-BERN AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG.	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
680031200	OLD MUTUAL PLC ADR	23		322.69	341.78	322.69	322.69
686330101	ORIX CORPORATION SPONS ADR	22		749.48	759.88	749.48	749.48
74975E303	RWE AG SPONSORED ADR REPSTG ORD PAR DM 50	10		894.02	917.00	841.60	841.60
775781206	ROLLS-ROYCE GRP PLC SPONSORED ADR	19		680.48	738.34	680.48	680.48
780249108	KONINKLIJKE DSM NV-SPONS ADR COM	28		313.49	346.92	313.49	313.49
780259206	ROYAL DUTCH SHELL PLC - ADR A	36		2,846.50	2,151.36	2,753.77	2,753.77
80105N105	SANOFI-AVENTIS SPONSORED ADR	32		1,396.16	1,214.72	1,396.16	1,396.16
819882200	SHARP CORP ADR	79		1,395.69	895.07	1,347.10	1,347.10
827084864	SILICONWARE PRECISION INDS LTD SPONSD ADR SPL	62		437.75	416.64	437.75	437.75
83364L109	SOCIETE GENERALE FRANCE SPONSORED ADR	77		2,021.15	1,089.55	1,114.97	1,114.97
835699307	SONY CORP ADR NEW COM	17		623.40	453.73	390.77	390.77
853118107	STANDARD BANK GROUP UNSP ADR	22		576.39	579.70	576.39	576.39
85771P102	STATOIL ASA - SPON ADR	37		1,082.37	913.16	1,080.81	1,080.81
86562M100	SUMITOMO MITSUI FINANCIJA-ADR COM	279		2,432.00	915.12	2,432.00	2,432.00
867224107	SUNCOR ENERGY INC COM	23		904.36	832.83	835.92	835.92
879278208	TELECOM CORP NEW ZEALAND LTD SPONSORED ADR	30		246.20	267.30	246.20	246.20
87927Y102	TELECOM ITALIA SPA-SPON ADR COM	60		838.69	962.40	838.69	838.69
879382208	TELEFONICA S A SPONSORED ADR	13		745.52	1,126.19	730.49	730.49

DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR --- NOYES F-BERN AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
87969N204	TELSTRA LTD SPON ADR FINAL	19		259.62	295 07	259.62	259 62
87971M202	TELUS CORP NON VTG SHS	12		311.04	367.56	311.04	311.04
910873405	UNITED MICROELECTRON-SP ADR	145		476.42	491 55	476.42	476.42
92852T102	VIVENDI SPON ADR	42		1,214.70	1,209 60	1,214 70	1,214.70
92857W209	VODAFONE GROUP PLC COM	86		2,285.44	1,951.34	2,257.96	2,257.96
928856400	VOLVO AKTIEBOLAGET ADR B	38		387.35	363 28	387.35	387.35
92933H101	WPP PLC SPONSORED ADR	19		774.12	893 57	774.12	774.12
97786P100	WOLSELEY PLC-ADS COM	343		737.21	668 85	737.21	737.21
98418K105	XSTRATA PLC ADR	107		326.89	379.85	326.89	326.89
988415105	YUE YUEN INDUSTRIAL HLDGS LTD ADR	17		251.87	241.06	251.87	251.87
D18190898	DEUTSCHE BANK AG COM	17		1,555.28	1,242 70	751.89	751.89
TOTAL	COMMON STOCKS	3,865		68,013.83	64,352 75	64,226.24	64,226.24
	PRINCIPAL CASH			0.00	0.00		
*****	PRINCIPAL TOTAL	3,865		68,683.76	65,022.68	64,226.24	64,226.24
	INCOME						
	=====						
	DEPOSIT ACCOUNTS						
997981006	WACHOVIA PT MONEY MARKET			59.74	59 74		
TOTAL	DEPOSIT ACCOUNTS			59.74	59 74		
	INCOME CASH			0.00	0 00		
*****	INCOME TOTAL			59.74	59 74	0.00	0.00
	ASSET FILE TOTAL	3,865		68,743.50	65,082 42	64,226 24	64,226.24

DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR --- -- NOYES F-FAYEZ AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL						
	=====						
	DEPOSIT ACCOUNTS						
	-----						
997981006	WACHOVIA PT MONEY MARKET		4,720.97	4,720.97	4,720.97		
TOTAL	DEPOSIT ACCOUNTS		4,720.97	4,720.97	4,720.97		
	COMMON STOCKS						
	-----						
000375204	ABB LTD COM	36	972.55	660.96	660.96	972.55	972.55
002824100	ABBOTT LABS COM	33	1,767.15	1,798.17	1,798.17	1,767.15	1,767.15
02209S103	ALTRIA GROUP INC COM	84	1,653.27	1,580.04	1,580.04	1,653.27	1,653.27
025816109	AMERICAN EXPRESS COMPANY COM	21	1,224.75	878.43	878.43	1,222.70	1,222.70
037833100	APPLE INC COM	12	1,577.57	2,398.92	2,398.92	1,577.57	1,577.57
053015103	AUTOMATIC DATA PROCESSING INC COM	20	914.14	869.00	869.00	914.14	914.14
060505104	BANK OF AMERICA CORP COM	40	2,101.37	634.00	634.00	2,095.84	2,095.84
075887109	BECTON DICKINSON & CO COM	5	343.16	374.00	374.00	343.16	343.16
149123101	CATERPILLAR INC COM	15	1,014.30	875.85	875.85	1,014.30	1,014.30
166764100	CHEVRON CORP COM	31	2,193.25	2,419.24	2,419.24	2,193.25	2,193.25
17275R102	CISCO SYSTEMS INC COM	41	1,128.98	959.40	959.40	992.79	992.79
191216100	COCA-COLA CO COM	59	2,814.79	3,374.80	3,374.80	2,814.79	2,814.79
20825C104	CONOCOPHILLIPS COM	47	2,846.75	2,433.19	2,433.19	2,846.75	2,846.75
29364G103	ENTERGY CORP NEW COM	9	1,003.83	707.85	707.85	1,003.83	1,003.83
30161N101	EXELON CORP COM	12	965.11	578.16	578.16	965.11	965.11
30231G102	EXXON MOBIL CORP COM	64	4,762.36	4,804.48	4,804.48	4,762.36	4,762.36

DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR ... NOYES F-FAYEZ AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
343412102	FLUOR CORP NEW COM	12		527.52	509.76	527.52	527.52
344419106	FOMENTO ECONOMICO MEXICANO SP ADR COM	25		1,071.15	1,137.75	1,071.15	1,071.15
354613101	FRANKLIN RES INC COM	8		801.93	864.24	801.93	801.93
369550108	GENERAL DYNAMICS CORP COM	9		790.02	593.10	790.02	790.02
369604103	GENERAL ELECTRIC CO COM	91		3,189.40	1,457.82	3,170.85	3,170.85
404280406	HSBC HOLDINGS PLC SPONSORED ADR NEW	24		1,648.36	1,416.24	1,648.36	1,648.36
406216101	HALLIBURTON CO COM	27		838.35	792.72	838.35	838.35
458140100	INTEL CORP COM	94		1,970.24	1,804.80	1,970.24	1,970.24
46120E602	INTUITIVE SURGICAL INC COM	3		651.88	841.62	651.88	651.88
46625H100	JP MORGAN CHASE & CO COM	40		1,637.76	1,699.60	1,626.62	1,626.62
478160104	JOHNSON & JOHNSON COM	51		3,265.08	3,204.84	3,264.76	3,264.76
518439104	LAUDER ESTEE COS INC CL A	21		979.44	983.43	979.44	979.44
580135101	MCDONALDS CORP COM	30		1,497.22	1,897.50	1,497.22	1,497.22
580645109	MCGRAW HILL COS INC	40		2,445.55	1,198.40	2,445.55	2,445.55
585055106	MEDTRONIC INC COM	17		857.89	721.48	857.89	857.89
58933Y105	MERCK & CO INC COM	33		1,262.82	1,194.93	1,262.82	1,262.82
594918104	MICROSOFT CORP COM	83		2,438.54	2,441.03	2,438.54	2,438.54
595017104	MICROCHIP TECHNOLOGY INC COM	14		518.70	367.36	518.70	518.70
641069406	NESTLE S A SPONSORED ADR REPSTG REG SH	40		1,549.28	1,896.80	1,549.28	1,549.28
65248E104	NEWS CORP INC CLASS A COM	86		1,929.20	985.56	1,929.20	1,929.20

SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
DETAIL LIST  
SETTLE DATE POSITION FOR 11/30/09 NOYES F-FAYEZ AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
670100205	NOVO-NORDISK A S ADR	15	1,097.96	1,000.80	1,097.96	1,097.96
674599105	OCCIDENTAL PETE CORP COM	12	573.24	969.48	573.24	573.24
704549104	PEABODY ENERGY CORP COM	11	458.56	489.06	447.41	447.41
713448108	PEPSICO INC COM	33	2,124.87	2,053.26	2,124.87	2,124.87
718172109	PHILIP MORRIS INTL INC COM	85	3,864.73	4,087.65	3,842.40	3,842.40
74005P104	PRAXAIR INC COM	15	965.55	1,230.45	965.55	965.55
742718109	PROCTER & GAMBLE CO COM	41	2,651.06	2,556.35	2,651.06	2,651.06
744320102	PRUDENTIAL FINANCIAL INC COM	8	729.92	398.80	729.92	729.92
747525103	QUALCOMM INC COM	25	1,047.39	1,125.00	1,047.39	1,047.39
780259206	ROYAL DUTCH SHELL PLC - ADR A	29	1,807.12	1,733.04	1,807.12	1,807.12
806857108	SCHLUMBERGER LTD COM	10	983.40	638.90	983.40	983.40
871829107	SYSCO CORP COM	28	920.12	757.12	920.12	920.12
87612E106	TARGET CORP COM	29	1,779.81	1,350.24	1,779.81	1,779.81
882508104	TEXAS INSTRUMENTS INC COM	37	1,229.62	935.73	1,216.87	1,216.87
89151E109	TOTAL SA - SPONSORED ADR	25	1,731.00	1,554.75	1,731.00	1,731.00
913017109	UNITED TECHNOLOGIES CORP COM	22	1,536.62	1,479.28	1,536.62	1,536.62
931142103	WAL-MART STORES INC COM	27	1,341.95	1,472.85	1,341.95	1,341.95
931422109	WALGREEN CO COM	59	2,542.44	2,294.51	2,542.44	2,542.44
H8817H100	TRANSOCEAN LTD	10	1,042.45	853.90	1,042.45	1,042.45
TOTAL	COMMON STOCKS	1,798	85,581.47	78,336.64	85,361.46	85,361.46
	PRINCIPAL CASH		0.00	0.00		
*****	PRINCIPAL TOTAL	1,798	90,302.44	83,057.61	85,361.46	85,361.46

DETAIL LIST  
 SETTLE DATE POSITION FOR 11/30/09 THROUGH 11/30/09  
 NOYES F-FAYEZ AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	INCOME					
	=====					
	DEPOSIT ACCOUNTS					
	-----					
997981006	WACHOVIA PT MONEY MARKET		54.94	54.94		
	TOTAL DEPOSIT ACCOUNTS		54.94	54.94		
	INCOME CASH		0.00	0.00		
	***** INCOME TOTAL		54.94	54.94	0.00	0.00
	ASSET FILE TOTAL	1,798	90,357.38	83,112.55	85,361.46	85,361.46

DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR - NOYES F-METWEST AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
PRINCIPAL						
=====						
DEPOSIT ACCOUNTS						
-----						
997981006	WACHOVIA PT MONEY MARKET		1,125.14	1,125.14		
TOTAL	DEPOSIT ACCOUNTS		1,125.14	1,125.14		
COMMON STOCKS						
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001055102	AFLAC INC COM	34	1,632.34	1,565.02	1,632.34	1,632.34
00724F101	ADOBE SYS INC COM	67	1,251.43	2,350.36	1,251.43	1,251.43
009158106	AIR PRODUCTS & CHEMICALS INC COM	32	2,471.04	2,653.76	2,471.04	2,471.04
037833100	APPLE INC COM	18	1,603.98	3,598.38	1,603.98	1,603.98
05964H105	BANCO SANTANDER SA-SPON ADR	122	1,437.72	2,110.60	1,436.47	1,436.47
060505104	BANK OF AMERICA CORP COM	95	2,153.19	1,505.75	2,153.19	2,153.19
071813109	BAXTER INTL INC COM	40	2,024.40	2,182.00	2,024.40	2,024.40
097023105	BOEING CO COM	35	3,197.95	1,834.35	3,197.95	3,197.95
205887102	CONAGRA FOODS INC COM	114	2,681.87	2,529.66	2,681.87	2,681.87
20825C104	CONOCOPHILLIPS COM	45	2,975.40	2,329.65	2,975.40	2,975.40
244199105	DEERE & CO COM	36	2,086.56	1,926.36	2,086.56	2,086.56
25243Q205	DIAGEO PLC SPONSORED ADR NEW	32	2,608.96	2,163.52	2,608.96	2,608.96
25746U109	DOMINION RESOURCES INC/VA COM	66	2,813.91	2,401.08	2,813.91	2,813.91
268648102	E M C CORP MASS COM	180	2,601.83	3,029.40	2,601.83	2,601.83
302571104	FPL GROUP INC COM	34	1,691.33	1,766.98	1,685.31	1,685.31
371901109	GENTEX CORP COM	89	1,221.84	1,479.18	1,221.84	1,221.84

DETAIL LIST  
SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
SETTLE DATE POSITION FOR . . . . . NOYES F-METWEST AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
427866108	HERSHEY COMPANY COM	44		1,545.13	1,556.28	1,545.13	1,545.13
437076102	HOME DEPOT INC COM	88		3,139.31	2,407.68	3,139.31	3,139.31
441060100	HOSPIRA INC COM	45		1,677.41	2,112.75	1,677.41	1,677.41
459200101	INTL BUSINESS MACHINES CORP COM	22		2,175.14	2,779.70	2,175.14	2,175.14
461202103	INTUIT COM	58		1,716.06	1,694.18	1,716.06	1,716.06
46625H100	JP MORGAN CHASE & CO COM	58		3,000.34	2,464.42	3,000.34	3,000.34
487836108	KELLOGG COMPANY COM	43		2,127.21	2,260.94	2,127.21	2,127.21
502117203	LOREAL-UNSPONSORED ADR COM	118		2,552.34	2,564.14	2,552.34	2,552.34
532457108	LILLY ELI & CO COM	47		2,678.99	1,726.31	2,678.99	2,678.99
55261F104	M & T BK CORP COM	38		1,575.49	2,492.04	1,575.49	1,575.49
606822104	MITSUBISHI UFJ FINANCIAL-ADR COM	317		3,278.54	1,740.33	3,278.54	3,278.54
608554200	MOLEX INC CL A	73		1,966.36	1,197.20	1,966.36	1,966.36
666807102	NORTHROP GRUMMAN CORP COM	44		3,116.92	2,411.20	3,116.92	3,116.92
68389X105	ORACLE CORP COM	111		1,913.44	2,450.88	1,913.44	1,913.44
708160106	PENNEY J C INC COM	40		3,451.20	1,149.60	3,451.20	3,451.20
731572103	POLO RALPH LAUREN CORP CL A	35		1,541.62	2,689.75	1,536.26	1,536.26
748356102	QUESTAR CORP COM	38		1,337.89	1,507.46	1,337.89	1,337.89
784635104	SPX CORP COM	4		215.41	213.16	215.41	215.41
786514208	SAFEWAY INC COM NEW	79		2,621.15	1,777.50	2,621.15	2,621.15
808513105	SCHWAB CHARLES CORP NEW COM	71		934.83	1,301.43	934.83	934.83
882508104	TEXAS INSTRUMENTS INC COM	73		2,252.78	1,846.17	2,252.78	2,252.78

SELECTED ACCOUNTS 11/30/09 THROUGH 11/30/09  
DETAIL LIST  
SETTLE DATE POSITION FOR -- NOYES F-METWEST AS OF 11/30/09

CUSIP #	SECURITY NAME	UNITS / ORIG.	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
904784709	UNILEVER N V - NEW YORK SHS	67		1,651.95	2,064.27	1,651.95	1,651.95
913903100	UNIVERSAL HLTH SVCS INC CL B COM	20		1,226.22	1,117.80	1,226.22	1,226.22
92857W209	VODAFONE GROUP PLC COM	70		2,023.00	1,588.30	2,023.00	2,023.00
934550104	WARNER MUSIC GROUP CORP COM	82		1,638.36	410.82	1,627.70	1,627.70
989701107	ZIONS BANCORP COM	69		2,602.16	907.35	2,602.16	2,602.16
H27013103	WEATHERFORD INTL LTD COM STK	82		1,655.00	1,369.40	1,655.00	1,655.00
TOTAL	COMMON STOCKS	2,875		90,068.00	83,227.11	90,044.71	90,044.71
*****	PRINCIPAL CASH			0.00	0.00		
*****	PRINCIPAL TOTAL	2,875		91,193.14	84,352.25	90,044.71	90,044.71
INCOME =====							
DEPOSIT ACCOUNTS							
997981006	WACHOVIA PT MONEY MARKET			33.90	33.90		
TOTAL	DEPOSIT ACCOUNTS			33.90	33.90		
INCOME CASH							
*****	INCOME TOTAL			33.90	33.90	0.00	0.00
ASSET FILE TOTAL							
*****	ASSET FILE TOTAL	2,875		91,227.04	84,386.15	90,044.71	90,044.71