NOTICE 2008-6 STATUS CHANGE

Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2008

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

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

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

Name of foundation: FRANK S BARKS

A Employer identification number: 43-6022462

Number and street (or P O box number if mail is not delivered to street address): 231 S LASALLE ST IL1-231-14-19 Room/suite

B Telephone number (see page 10 of the instructions): (312) 923-1652

City or town, state, and ZIP code: CHICAGO, IL 60697

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

H Check type of organization: [ ] Section 501(c)(3) exempt private foundation

[X] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 16,074,739.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____ (Part I, column (d) must be on cash basis.)

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

ENVELOPE POSTMARK DATE JAN 12 2010

SCANNED JAN 26 2010

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	305,349.	305,349.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-517,845.			
	b Gross sales price for all assets on line 6a 3,491,476.				
	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 **Total.** Add lines 1 through 11	-212,496.	305,349.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	65,951.	39,571.		26,380.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	9,106.	6,056.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 5	3,209.	2,364.		845.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	78,266.	47,991.		27,225.
	25 Contributions, gifts, grants paid	584,112.			584,112.
	26 **Total expenses and disbursements.** Add lines 24 and 25	662,378.	47,991.		611,337.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-874,874.			
	b **Net investment income** (if negative, enter -0-)		257,358.		
	c **Adjusted net income** (if negative, enter -0-)				

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			
	2	Savings and temporary cash investments	1,642,746.	1,158,484.	1,158,484.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less. allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)	13,816,918.	9,651,065.	11,042,729.
	c	Investments - corporate bonds (attach schedule)		2,328,609.	2,399,479.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)		1,497,914.	1,474,047.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	15,459,664.	14,636,072.	16,074,739.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	15,459,664.	14,636,072.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	15,459,664.	14,636,072.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	15,459,664.	14,636,072.	

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	15,459,664.
2	Enter amount from Part I, line 27a	2	-874,874.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	51,282.
4	Add lines 1, 2, and 3	4	14,636,072.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,636,072.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-517,845.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

(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			
2006			
2005			
2004			
2003			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter: __________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	5,147.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	5,147.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	5,147.
6	Credits/Payments:		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a: 3,050.		
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	3,050.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,097.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be: **Credited to 2009 estimated tax** ▶ NONE **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA Telephone no ▶ (312)923-1652
Located at ▶ 231 S. LASALLE, CHICAGO, IL ZIP + 4 ▶ 60697

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X
If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		65,951.	-0-	-0-

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

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

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

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 . . . ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	14,231,829.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	14,231,829.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	14,231,829.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	213,477.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,018,352.
6	**Minimum investment return.** Enter 5% of line 5	6	700,918.

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

1	Minimum investment return from Part X, line 6			1	700,918.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	5,147.		
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,147.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	695,771.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	695,771.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	695,771.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	611,337.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	611,337.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	611,337.

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				695,771.
2	Undistributed income, if any, as of the end of 2007				
a	Enter amount for 2007 only			NONE	
b	Total for prior years: 20____,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2008:				
a	From 2003 ... NONE				
b	From 2004 ... NONE				
c	From 2005 ... NONE				
d	From 2006 ... NONE				
e	From 2007 ... NONE				
f	Total of lines 3a through e	NONE			
4	Qualifying distributions for 2008 from Part XII, line 4: ▶ $ 611,337.				
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				611,337.
e	Remaining amount distributed out of corpus	NONE			
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	NONE			
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				84,434.
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	NONE			
10	Analysis of line 9				
a	Excess from 2004 ... NONE				
b	Excess from 2005 ... NONE				
c	Excess from 2006 ... NONE				
d	Excess from 2007 ... NONE				
e	Excess from 2008 ... NONE				

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

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

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

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

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 27 of the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 *Paid during the year*				
SEE STATEMENT 9				
Total . . . . ▶ **3a**				584,112.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	305,349.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-517,845.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-212,496.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -212,496.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Mary Frost 1-11-2010 SVP

Signature of officer or trustee BANK OF AMERICA, N.A. Date Title

Paid Preparer's Use Only

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					21,182.	
		665. AGCO CORPORATION COM PROPERTY TYPE: SECURITIES					08/26/2008	03/11/2009
11,100.00		40,072.00					-28,972.00	
		665. AGCO CORPORATION COM PROPERTY TYPE: SECURITIES					08/26/2008	03/24/2009
13,336.00		40,072.00					-26,736.00	
		390. AGCO CORPORATION COM PROPERTY TYPE: SECURITIES					09/18/2008	03/24/2009
7,821.00		19,636.00					-11,815.00	
		845. AGCO CORPORATION COM PROPERTY TYPE: SECURITIES					12/16/2008	03/24/2009
16,946.00		19,002.00					-2,056.00	
		153. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES					03/22/2007	03/06/2009
7,147.00		8,354.00					-1,207.00	
		214. ABBOTT LABORATORIES COM PROPERTY TYPE: SECURITIES					09/22/2006	03/06/2009
9,996.00		10,246.00					-250.00	
		630. ADOBE SYSTEMS INC COM PROPERTY TYPE: SECURITIES					01/16/2008	12/16/2008
13,830.00		23,955.00					-10,125.00	
		360. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/01/2007	05/01/2009
28,420.00		27,682.00					738.00	
		250. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/01/2007	08/06/2009
20,919.00		19,223.00					1,696.00	
		425. AMAZON COM INC PROPERTY TYPE: SECURITIES					08/16/2007	08/06/2009
35,562.00		30,352.00					5,210.00	

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)	
		825. AMGEN INC COM PROPERTY TYPE: SECURITIES					09/26/2008	05/19/2009
40,827.00		49,909.00					-9,082.00	
		295. AUTODESK INC COM PROPERTY TYPE: SECURITIES					02/07/2008	06/19/2009
6,067.00		11,242.00					-5,175.00	
		1010. AUTODESK INC COM PROPERTY TYPE: SECURITIES					09/15/2006	06/19/2009
20,770.00		36,506.00					-15,736.00	
		277. AUTODESK INC COM PROPERTY TYPE: SECURITIES					09/15/2006	09/03/2009
6,206.00		10,012.00					-3,806.00	
		1020. AUTODESK INC COM PROPERTY TYPE: SECURITIES					12/16/2008	09/03/2009
22,853.00		19,178.00					3,675.00	
		675. AVON PRODUCTS INC COM PROPERTY TYPE: SECURITIES					05/02/2008	09/03/2009
20,118.00		26,413.00					-6,295.00	
		1290. AVON PRODUCTS INC COM PROPERTY TYPE: SECURITIES					01/31/2008	09/03/2009
38,447.00		45,097.00					-6,650.00	
		850. BEST BUY INC PROPERTY TYPE: SECURITIES					05/15/2008	01/27/2009
24,127.00		38,103.00					-13,976.00	
		450. BEST BUY INC PROPERTY TYPE: SECURITIES					05/02/2008	01/27/2009
12,773.00		20,120.00					-7,347.00	
		845. BEST BUY INC PROPERTY TYPE: SECURITIES					05/02/2008	04/02/2009
34,578.00		37,781.00					-3,203.00	
		795. BOEING CO COM PROPERTY TYPE: SECURITIES					10/27/2008	12/16/2008
32,517.00		35,813.00					-3,296.00	

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)	
		180. BURLINGTON NORTHERN SANTA FE CORP C PROPERTY TYPE: SECURITIES					09/03/2008	03/11/2009
9,958.00		18,547.00					-8,589.00	
		75. BURLINGTON NORTHERN SANTA FE CORP CO PROPERTY TYPE: SECURITIES					08/26/2008	03/11/2009
4,149.00		7,678.00					-3,529.00	
		785. BURLINGTON NORTHERN SANTA FE CORP C PROPERTY TYPE: SECURITIES					08/26/2008	04/08/2009
49,287.00		80,360.00					-31,073.00	
		175. BURLINGTON NORTHERN SANTA FE CORP C PROPERTY TYPE: SECURITIES					09/26/2008	04/08/2009
10,988.00		16,975.00					-5,987.00	
		1635. C I G N A CORP COM PROPERTY TYPE: SECURITIES					03/11/2009	08/26/2009
48,840.00		24,990.00					23,850.00	
		1505. CVS CAREMARK CORP COM PROPERTY TYPE: SECURITIES					10/10/2008	01/13/2009
39,209.00		43,222.00					-4,013.00	
		277. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES					06/15/2006	04/08/2009
4,747.00		5,528.00					-781.00	
		2708. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES					03/13/2003	04/08/2009
46,407.00		36,097.00					10,310.00	
		3177. CISCO SYSTEMS INC COM PROPERTY TYPE: SECURITIES					03/13/2003	04/17/2009
56,855.00		42,349.00					14,506.00	
		160. COCA COLA CO COM PROPERTY TYPE: SECURITIES					01/31/2008	12/16/2008
7,357.00		9,401.00					-2,044.00	
		495. COCA COLA CO COM PROPERTY TYPE: SECURITIES					09/27/2005	12/16/2008
22,761.00		20,993.00					1,768.00	

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)	
		420. COCA COLA CO COM PROPERTY TYPE: SECURITIES					09/27/2005	01/13/2009
18,489.00		17,812.00					677.00	
		504. COCA COLA CO COM PROPERTY TYPE: SECURITIES					09/27/2005	01/27/2009
21,718.00		21,375.00					343.00	
		216. COCA COLA CO COM PROPERTY TYPE: SECURITIES					10/27/2005	01/27/2009
9,308.00		9,130.00					178.00	
		674. COCA COLA CO COM PROPERTY TYPE: SECURITIES					10/27/2005	05/01/2009
28,467.00		28,490.00					-23.00	
		20. COCA COLA CO COM PROPERTY TYPE: SECURITIES					12/08/2004	05/01/2009
845.00		807.00					38.00	
		665. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					07/02/2008	03/04/2009
28,597.00		81,884.00					-53,287.00	
		110. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					11/25/2008	03/04/2009
4,730.00		7,988.00					-3,258.00	
		180. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					11/25/2008	03/06/2009
7,193.00		13,071.00					-5,878.00	
		320. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES					11/19/2008	03/06/2009
12,788.00		22,357.00					-9,569.00	
		511. DISNEY (WALT) COMPANY (HOLDING COMP PROPERTY TYPE: SECURITIES					08/16/2007	03/24/2009
9,356.00		16,219.00					-6,863.00	
		544. DISNEY (WALT) COMPANY (HOLDING COMP PROPERTY TYPE: SECURITIES					08/30/2006	03/24/2009
9,960.00		15,862.00					-5,902.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES					05/15/2008	05/01/2009
8,029.00		9,023.00					-994.00	
		250. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES					02/15/2007	05/01/2009
20,072.00		22,427.00					-2,355.00	
		220. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES					02/15/2007	05/19/2009
18,172.00		19,735.00					-1,563.00	
		325. ENTERGY CORP PROPERTY TYPE: SECURITIES					11/29/2006	05/19/2009
24,326.00		29,564.00					-5,238.00	
		62. ENTERGY CORP PROPERTY TYPE: SECURITIES					11/29/2006	06/02/2009
4,681.00		5,640.00					-959.00	
		258. ENTERGY CORP PROPERTY TYPE: SECURITIES					11/10/2006	06/02/2009
19,477.00		22,381.00					-2,904.00	
		380. ENTERGY CORP PROPERTY TYPE: SECURITIES					11/10/2006	06/19/2009
29,446.00		32,964.00					-3,518.00	
		342. ENTERGY CORP PROPERTY TYPE: SECURITIES					11/10/2006	06/26/2009
26,380.00		29,667.00					-3,287.00	
		80. EXELON CORP COM PROPERTY TYPE: SECURITIES					02/12/2008	09/03/2009
3,875.00		6,399.00					-2,524.00	
		305. EXELON CORP COM PROPERTY TYPE: SECURITIES					10/19/2004	09/03/2009
14,772.00		11,500.00					3,272.00	
		355. EXPRESS SCRIPTS INC CL A COM PROPERTY TYPE: SECURITIES					08/03/2007	08/26/2009
25,547.00		18,131.00					7,416.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		70. EXPRESS SCRIPTS INC CL A COM					04/03/2007	08/26/2009
		PROPERTY TYPE: SECURITIES						
5,037.00		2,918.00					2,119.00	
		535. EXPRESS SCRIPTS INC CL A COM					04/03/2007	09/03/2009
		PROPERTY TYPE: SECURITIES						
38,657.00		22,299.00					16,358.00	
		300. EXXON MOBIL CORPORATION					01/13/2009	03/20/2009
		PROPERTY TYPE: SECURITIES						
20,676.00		23,369.00					-2,693.00	
		760. EXXON MOBIL CORPORATION					04/20/1956	03/20/2009
		PROPERTY TYPE: SECURITIES						
52,379.00		1,100.00					51,279.00	
		640. EXXON MOBIL CORPORATION					04/20/1956	04/08/2009
		PROPERTY TYPE: SECURITIES						
44,158.00		926.00					43,232.00	
		335. EXXON MOBIL CORPORATION					04/20/1956	05/08/2009
		PROPERTY TYPE: SECURITIES						
23,716.00		485.00					23,231.00	
		470. EXXON MOBIL CORPORATION					04/20/1956	05/19/2009
		PROPERTY TYPE: SECURITIES						
33,308.00		680.00					32,628.00	
		860. EXXON MOBIL CORPORATION					04/20/1956	06/02/2009
		PROPERTY TYPE: SECURITIES						
62,436.00		1,245.00					61,191.00	
		249. EXXON MOBIL CORPORATION					04/20/1956	08/06/2009
		PROPERTY TYPE: SECURITIES						
17,299.00		360.00					16,939.00	
		46. EXXON MOBIL CORPORATION					03/13/1970	08/06/2009
		PROPERTY TYPE: SECURITIES						
3,196.00		65.00					3,131.00	
		520. EXXON MOBIL CORPORATION					03/13/1970	09/03/2009
		PROPERTY TYPE: SECURITIES						
35,367.00		731.00					34,636.00	

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)	
		210. GENENTECH INC PROPERTY TYPE: SECURITIES					09/22/2006	03/11/2009
19,492.00		16,355.00					3,137.00	
		695. GENENTECH INC PROPERTY TYPE: SECURITIES					12/20/2007	03/11/2009
64,510.00		47,093.00					17,417.00	
		1086. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					11/29/2002	07/31/2009
14,422.00		29,429.00					-15,007.00	
		2594. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					12/09/2002	07/31/2009
34,448.00		66,448.00					-32,000.00	
		1406. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					12/09/2002	08/06/2009
19,986.00		36,016.00					-16,030.00	
		1689. GENERAL ELECTRIC CO COM PROPERTY TYPE: SECURITIES					02/10/2003	08/06/2009
24,009.00		38,290.00					-14,281.00	
		255. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					06/03/2008	08/26/2009
11,779.00		14,047.00					-2,268.00	
		645. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					07/25/2008	08/26/2009
29,793.00		34,787.00					-4,994.00	
		150. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES					03/17/2009	08/26/2009
6,929.00		6,801.00					128.00	
		185. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					05/09/2008	08/26/2009
30,655.00		34,748.00					-4,093.00	
		265. HARTFORD FINL SVCS GROUP INC COM PROPERTY TYPE: SECURITIES					09/11/2003	04/08/2009
2,591.00		14,376.00					-11,785.00	

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)	
		1182. HARTFORD FINL SVCS GROUP INC COM PROPERTY TYPE: SECURITIES					09/03/2003	04/08/2009
11,557.00		63,930.00					-52,373.00	
		605. HARTFORD FINL SVCS GROUP INC COM PROPERTY TYPE: SECURITIES					09/26/2008	04/08/2009
5,915.00		31,445.00					-25,530.00	
		3095. HARTFORD FINL SVCS GROUP INC COM PROPERTY TYPE: SECURITIES					10/03/2008	04/08/2009
30,261.00		97,825.00					-67,564.00	
		2000. HARTFORD FINL SVCS GROUP INC COM PROPERTY TYPE: SECURITIES					10/10/2008	04/08/2009
19,555.00		36,484.00					-16,929.00	
		3045. HARTFORD FINL SVCS GROUP INC COM PROPERTY TYPE: SECURITIES					05/19/2009	08/06/2009
54,697.00		49,882.00					4,815.00	
		1515. HARTFORD FINL SVCS GROUP INC COM PROPERTY TYPE: SECURITIES					06/02/2009	08/06/2009
27,214.00		23,849.00					3,365.00	
		795. HEINZ H J & CO COM PROPERTY TYPE: SECURITIES					09/26/2008	02/13/2009
27,438.00		40,294.00					-12,856.00	
		280. HEINZ H J & CO COM PROPERTY TYPE: SECURITIES					09/26/2008	03/17/2009
9,445.00		14,192.00					-4,747.00	
		290. HEINZ H J & CO COM PROPERTY TYPE: SECURITIES					10/10/2008	03/17/2009
9,782.00		11,821.00					-2,039.00	
		980. HEINZ H J & CO COM PROPERTY TYPE: SECURITIES					10/10/2008	03/24/2009
33,951.00		39,947.00					-5,996.00	
		1745. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES					06/03/2008	03/06/2009
31,185.00		46,979.00					-15,794.00	

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)	
		950. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES					07/25/2008	03/06/2009
16,978.00		22,805.00					-5,827.00	
		700. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES					12/16/2008	03/06/2009
12,510.00		16,774.00					-4,264.00	
		18. INTERNATIONAL BUSINESS MACHINES CORP PROPERTY TYPE: SECURITIES					03/17/2006	05/08/2009
1,811.00		1,500.00					311.00	
		157. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES					02/09/2006	05/08/2009
15,798.00		12,635.00					3,163.00	
		185. INTERNATIONAL BUSINESS MACHINES COR PROPERTY TYPE: SECURITIES					02/09/2006	05/19/2009
19,535.00		14,888.00					4,647.00	
		575. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES					09/15/2006	09/03/2009
24,083.00		27,196.00					-3,113.00	
		545. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					08/20/2008	05/08/2009
30,026.00		39,077.00					-9,051.00	
		90. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					08/12/2008	05/08/2009
4,958.00		6,448.00					-1,490.00	
		40. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					09/26/2008	05/08/2009
2,204.00		2,785.00					-581.00	
		350. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					06/03/2008	05/08/2009
19,283.00		23,383.00					-4,100.00	
		570. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES					06/03/2008	08/26/2009
34,618.00		38,080.00					-3,462.00	

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)	
		355. KIMBERLY CLARK CORP COM PROPERTY TYPE: SECURITIES					08/12/2008	05/19/2009
18,266.00		22,033.00					-3,767.00	
		295. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES					10/10/2008	05/19/2009
23,610.00		25,495.00					-1,885.00	
		680. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					01/13/2009	06/19/2009
30,156.00		28,382.00					1,774.00	
		195. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES					12/16/2008	06/19/2009
8,648.00		7,391.00					1,257.00	
		285. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					01/31/2008	12/16/2008
7,787.00		13,089.00					-5,302.00	
		885. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					04/03/2007	12/16/2008
24,180.00		40,196.00					-16,016.00	
		240. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					11/29/2006	12/16/2008
6,557.00		10,714.00					-4,157.00	
		1015. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					11/29/2006	02/26/2009
27,345.00		45,310.00					-17,965.00	
		470. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					11/29/2006	03/04/2009
10,780.00		20,981.00					-10,201.00	
		855. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					11/29/2006	03/17/2009
22,376.00		38,168.00					-15,792.00	
		165. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					03/22/2007	03/17/2009
4,318.00		7,298.00					-2,980.00	

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)	
		670. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					03/22/2007	05/19/2009
17,058.00		29,634.00					-12,576.00	
		625. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					03/22/2007	08/26/2009
20,360.00		27,643.00					-7,283.00	
		800. MERCK & CO INC COM PROPERTY TYPE: SECURITIES					07/25/2008	08/26/2009
26,061.00		26,262.00					-201.00	
		795. METLIFE INC PROPERTY TYPE: SECURITIES					04/17/2009	05/19/2009
25,243.00		22,413.00					2,830.00	
		2605. METLIFE INC PROPERTY TYPE: SECURITIES					11/25/2008	05/19/2009
82,715.00		60,408.00					22,307.00	
		210. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					09/15/2006	05/19/2009
18,944.00		9,255.00					9,689.00	
		125. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES					09/15/2006	06/19/2009
10,145.00		5,509.00					4,636.00	
		1550. NEWS CORP CL A PROPERTY TYPE: SECURITIES					12/19/2007	06/19/2009
14,717.00		31,569.00					-16,852.00	
		1510. NEWS CORP CL A PROPERTY TYPE: SECURITIES					01/16/2008	06/19/2009
14,337.00		29,516.00					-15,179.00	
		25. NEWS CORP CL A PROPERTY TYPE: SECURITIES					04/01/2008	06/19/2009
237.00		484.00					-247.00	
		1385. NEWS CORP CL A PROPERTY TYPE: SECURITIES					04/01/2008	06/26/2009
12,489.00		26,810.00					-14,321.00	

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)	
	-	1845. NEWS CORP CL A PROPERTY TYPE: SECURITIES					05/15/2008	06/26/2009
16,637.00		35,251.00					-18,614.00	
		960. NIKE INC COM CL B PROPERTY TYPE: SECURITIES					08/26/2008	05/01/2009
50,946.00		57,211.00					-6,265.00	
		1490. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					09/26/2008	02/26/2009
14,314.00		28,887.00					-14,573.00	
		745. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					12/20/2005	02/26/2009
7,157.00		13,712.00					-6,555.00	
		2800. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					01/24/2006	02/26/2009
26,899.00		51,380.00					-24,481.00	
		1110. PEPSICO INC COM PROPERTY TYPE: SECURITIES					08/22/1983	01/27/2009
57,225.00		1,925.00					55,300.00	
		755. PEPSICO INC COM PROPERTY TYPE: SECURITIES					08/22/1983	04/08/2009
39,276.00		1,309.00					37,967.00	
		300. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					08/12/2008	12/16/2008
17,472.00		26,545.00					-9,073.00	
		64. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					08/12/2005	12/16/2008
3,727.00		3,286.00					441.00	
		106. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					08/12/2005	12/16/2008
6,174.00		5,438.00					736.00	
		225. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					08/12/2005	02/13/2009
15,246.00		11,544.00					3,702.00	

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)	
		280. PRAXAIR INC COM PROPERTY TYPE: SECURITIES					08/12/2005	05/19/2009
20,479.00		14,365.00					6,114.00	
		98. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					02/09/2006	02/13/2009
11,148.00		19,264.00					-8,116.00	
		175. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES					12/16/2008	02/13/2009
19,907.00		16,866.00					3,041.00	
		709. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					01/24/2006	01/27/2009
29,317.00		43,735.00					-14,418.00	
		191. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					02/09/2006	01/27/2009
7,898.00		11,135.00					-3,237.00	
		709. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES					02/09/2006	03/17/2009
29,639.00		41,334.00					-11,695.00	
		640. SOUTHERN CO COM PROPERTY TYPE: SECURITIES					09/18/2008	05/01/2009
18,345.00		25,093.00					-6,748.00	
		370. SOUTHERN CO COM PROPERTY TYPE: SECURITIES					10/27/2008	05/01/2009
10,606.00		12,627.00					-2,021.00	
		910. STAPLES INC COM PROPERTY TYPE: SECURITIES					08/26/2008	06/26/2009
18,670.00		21,855.00					-3,185.00	
		575. STATE STR CORP COM PROPERTY TYPE: SECURITIES					05/21/2007	08/26/2009
30,727.00		39,456.00					-8,729.00	
		355. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES					03/04/2009	06/19/2009
16,852.00		15,596.00					1,256.00	

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)	
		615. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES					03/11/2009	06/19/2009
29,194.00		26,498.00					2,696.00	
		555. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					08/12/2005	06/02/2009
9,914.00		16,729.00					-6,815.00	
		55. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					08/12/2005	08/06/2009
1,230.00		1,658.00					-428.00	
		1595. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					08/12/2005	08/06/2009
35,672.00		35,672.00						
		510. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES					04/08/2009	09/03/2009
26,837.00		26,551.00					286.00	
		695. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/27/2007	02/13/2009
20,676.00		28,759.00					-8,083.00	
		905. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/27/2007	06/02/2009
26,561.00		37,449.00					-10,888.00	
		710. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/27/2007	09/03/2009
21,367.00		29,380.00					-8,013.00	
		580. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES					06/03/2008	07/31/2009
28,967.00		33,465.00					-4,498.00	
		885. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES					06/03/2008	08/06/2009
43,201.00		51,062.00					-7,861.00	
		860. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES					11/13/2003	05/19/2009
24,546.00		24,226.00					320.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		835. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES					11/13/2003	06/02/2009
23,941.00		23,522.00					419.00	
		545. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					02/10/2003	12/16/2008
15,110.00		12,486.00					2,624.00	
		1760. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES					02/10/2003	01/13/2009
42,631.00		40,323.00					2,308.00	
		260. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					08/16/2007	12/16/2008
7,655.00		7,588.00					67.00	
		355. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES					12/20/2005	12/16/2008
10,452.00		8,513.00					1,939.00	
		2375. INVESCO LTD COM PROPERTY TYPE: SECURITIES					05/09/2008	02/13/2009
31,480.00		65,356.00					-33,876.00	
		1205. INVESCO LTD COM PROPERTY TYPE: SECURITIES					07/25/2008	02/13/2009
15,972.00		27,181.00					-11,209.00	
		425. NOBLE CORP COM PROPERTY TYPE: SECURITIES					05/02/2008	01/13/2009
9,423.00		24,271.00					-14,848.00	
		555. NOBLE CORP COM PROPERTY TYPE: SECURITIES					04/01/2008	01/13/2009
12,305.00		27,898.00					-15,593.00	
		1325. NOBLE CORP COM PROPERTY TYPE: SECURITIES					02/12/2008	01/13/2009
29,377.00		62,239.00					-32,862.00	

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)							-517,845.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	12,597.	12,597.
ABBOTT LABORATORIES COM	2,598.	2,598.
APACHE CORP COM	1,019.	1,019.
AVON PRODUCTS INC COM	4,071.	4,071.
BEST BUY INC	300.	300.
BOEING CO COM	318.	318.
BURLINGTON NORTHERN SANTA FE CORP COM	972.	972.
C I G N A CORP COM	55.	55.
CELANESE CORP DEL SER A COM	48.	48.
COCA COLA CO COM	1,230.	1,230.
COLUMBIA MULTI-ADVISOR INT'L EQUITY FUND	44,758.	44,758.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	3,725.	3,725.
COLUMBIA FEDERAL SECURITIES FUND CLASS Z	23,991.	23,991.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	70,458.	70,458.
COLUMBIA SMALL CAP VALUE I FUND CLASS Z	463.	463.
COMCAST CORP NEW CL A	1,086.	1,086.
CORNING INC COM	915.	915.
DEVON ENERGY CORPORATION	204.	204.
DISNEY (WALT) COMPANY (HOLDING COMPANY)	1,145.	1,145.
DUN & BRADSTREET CORP DEL NEW COM	1,111.	1,111.
EOG RESOURCES INC	580.	580.
ENTERGY CORP	3,076.	3,076.
UST EXCELSIOR DIRECTIONAL HEDGE- FUND OF	278.	278.
EXELON CORP COM	3,954.	3,954.
EXXON MOBIL CORPORATION	6,966.	6,966.
FPL GROUP INC COM	2,380.	2,380.
FLOWSERVE CORP COM	200.	200.
GENERAL ELECTRIC CO COM	6,440.	6,440.
GOLDMAN SACHS GROUP INC	1,448.	1,448.
HARTFORD FINL SVCS GROUP INC COM	2,797.	2,797.
HEINZ H J & CO COM	1,380.	1,380.
HESS CORP COM	798.	798.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HEWLETT PACKARD CO COM	1,367.	1,367.
HOME DEPOT INC COM	606.	606.
INTERNATIONAL BUSINESS MACHINES CORP COM	5,174.	5,174.
J P MORGAN CHASE & CO COM	3,248.	3,248.
JOHNSON & JOHNSON COM	4,862.	4,862.
KIMBERLY CLARK CORP COM	5,755.	5,755.
LOCKHEED MARTIN CORP COM	1,767.	1,767.
LOWES COMPANIES INC COM	1,239.	1,239.
MCKESSON HBOC INC	595.	595.
MERCK & CO INC COM	4,188.	4,188.
MICROSOFT CORP COM	4,966.	4,966.
MOLSON COORS BREWING CO CL B	192.	192.
MONSANTO CO NEW COM	691.	691.
NEWS CORP CL A	379.	379.
NIKE INC COM CL B	480.	480.
NORDSTROM INC COM	1,021.	1,021.
OCCIDENTAL PETROLEUM CORP	2,799.	2,799.
P N C BANK CORP COM	934.	934.
PACKAGING CORP AMER COM	877.	877.
PARKER HANNIFIN CORP COM	371.	371.
PEPSICO INC COM	1,114.	1,114.
PFIZER INC COM	1,191.	1,191.
PHILIP MORRIS INTL INC COM	7,790.	7,790.
POLO RALPH LAUREN CORP CL A	27.	27.
POTASH CORP OF SASKATCHEWAN COM	180.	180.
PRAXAIR INC COM	1,416.	1,416.
SCHLUMBERGER LTD COM	487.	487.
SEMPRA ENERGY	751.	751.
SOUTHERN CO COM	1,290.	1,290.
STAPLES INC COM	1,208.	1,208.
STATE STR CORP COM	712.	712.
TJX COMPANIES INC NEW COM	243.	243.
TEVA PHARMACEUTICAL INDS LTD ADR	117.	117.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TEXAS INSTRUMENTS INC COM	3,100.	3,100.
US BANCORP DEL COM NEW	2,872.	2,872.
UNITED PARCEL SERVICE CL B	1,202.	1,202.
UNITED STATES TREAS NT DTD 05/16/05 3.87	11,625.	11,625.
UNITED TECHNOLOGIES CORP COM	5,608.	5,608.
VALE S A ADR	528.	528.
VALERO ENERGY CORP NEW COM	197.	197.
VERIZON COMMUNICATIONS	2,132.	2,132.
WAL MART STORES INC COM	3,796.	3,796.
WASTE MANAGEMENT INC	2,694.	2,694.
WELLS FARGO COMPANY	1,341.	1,341.
YUM BRANDS INC COM	1,750.	1,750.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	6,883.	6,883.
AXIS CAPITAL HOLDINGS LTD COM	1,338.	1,338.
INVESCO LTD COM	358.	358.
NOBLE CORP COM	92.	92.
TYCO INTL LTD NEW F COM	435.	435.
TOTAL	305,349.	305,349.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL ESTIMATES	3,050.	
FOREIGN TAXES PAID	6,056.	6,056.
TOTALS	9,106.	6,056.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
B OF A TAX PREP FEES	845.		845.
PTNR PORTFOLIO EXP.	2,364.	2,364.	
TOTALS	3,209.	2,364.	845.

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

DESCRIPTION		AMOUNT
ENDING YEAR END SALES		51,282.
	TOTAL	51,282.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
MO

STATEMENT 7

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

OFFICER NAME:
BANK OF AMERICA
ADDRESS:
100 N BROADWAY
ST. LOUIS, MO 63102-2728
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40
COMPENSATION .... 65,951.

TOTAL COMPENSATION: 65,951.

FRANK S BARKS 43-6022462
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
FATHER FLANAGAN'S
GIRLS & BOYS HOME
ADDRESS:
14100 CRAWFORD
BOYSTOWN, NE 68010
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 584,112.

TOTAL GRANTS PAID: 584,112.

Frank S. Barks
43-6022462
BALANCE SHEET
11/30/2009

Asset Type	Units	Fed Tax Cost	Market Value
CASH/CURRENCY			
CASH EQUIVALENTS			
BANK OF AMERICA MONEY MARKET			
SAVINGS ACCOUNT	1,158,484 180	1,158,484 18	1,158,484 18
Total CASH EQUIVALENTS		1,158,484.18	1,158,484 18
Total CASH/CURRENCY		1,158,484 18	1,158,484 18
EQUITIES			
U.S. LARGE CAP			
ABBOTT LABS			
COM	1,581 000	75,694 48	86,148 69
ADOBE SYS INC			
COM	4,385 000	122,758 06	153,825 80
AMGEN INC			
COM	1,350 000	70,111 16	76,072 50
APACHE CORP			
COM	2,535 000	177,631 12	241,534 80
AT&T INC			
COM	8,985.000	215,370.11	242,055 90
AVON PRODS INC			
COM	3,920 000	102,828 39	134,260 00
CISCO SYS INC			
COM	1,015 000	21,837 73	23,751 00
COMCAST CORP			
NEW CL A COM	4,960 000	89,923 27	72,713 60
CORNING INC			
COM	9,525 000	126,354 56	158,877 00
DISNEY WALT CO			
COM DISNEY	3,371 000	93,829 71	101,871 62
EMC CORP			
COM	11,510 000	127,761 02	193,713 30
EOG RES INC			
COM	1,547 000	99,739 39	133,800 03
EXELON CORP			
COM	1,498 000	56,481 19	72,173 64
EXPRESS SCRIPTS INC			
COM	499 000	20,798 70	42,814 20
EXXON MOBIL CORP			
COM	1,066 000	1,151 56	80,024 62
FPL GROUP INC			
COM	1,900 000	104,682 56	98,743 00
GENERAL ELEC CO			
COM	5,296 000	62,542 55	84,841 92

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Asset Type	Units	Fed Tax Cost	Market Value
GILEAD SCIENCES INC			
COM	1,060 000	47,624 26	48,876.60
GOLDMAN SACHS GROUP INC			
COM	1,140 000	189,673 47	193,412 40
HESS CORP			
COM	2,376 000	125,785 26	137,712 96
HEWLETT PACKARD CO			
COM	4,272 000	105,690 19	209,584 32
INTERNATIONAL BUSINESS MACHS			
COM	2,198 000	172,940 45	277,717 30
J P MORGAN CHASE & CO			
COM	5,608 000	257,945 32	238,283 92
JOHNSON & JOHNSON			
COM	1,540 000	101,008 30	96,773 60
KIMBERLY CLARK CORP			
COM	2,304 000	130,752 93	151,994 88
LOCKHEED MARTIN CORP			
COM	995 000	73,948 05	76,843 85
LOWES COS INC			
COM	4,674 000	62,765 75	101,939 94
MCKESSON CORP			
COM	1,070 000	40,557 39	66 361 40
MICROSOFT CORP			
COM	10,327 000	263,965 54	303,717 07
MONSANTO CO			
NEW COM	504 000	22,211 99	40,698 00
OCCIDENTAL PETE CORP DEL			
COM	2,275 000	114,394 17	183,797 25
PFIZER INC			
COM	15,020.000	239,475 20	272,913 40
PHILIP MORRIS INTL INC			
COM	5,145 000	205,442 52	247,423 05
PNC FINL SVCS GROUP INC			
COM	2,150.000	80,242 84	122,571 50
PRAXAIR INC			
COM	596 000	29,099.80	48,889 88
PRUDENTIAL FINL INC			
COM	945 000	48,129.98	47,108 25
SEMPRA ENERGY			
COM	1,925 000	94,559 86	102,294 50
SOUTHWESTERN ENERGY CO			
COM	2,870 000	75,275 51	126,165 20
STAPLES INC			
COM	4,275 000	90,471 78	99,693 00
STATE STR CORP			

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Asset Type	Units	Fed Tax Cost	Market Value
COM	2,085 000	111,404 68	86,110 50
TEXAS INSTRS INC			
COM	7,180 000	221,541 16	181,582 20
THERMO FISHER SCIENTIFIC CORP			
COM	1,485 000	85,944 67	70,136 55
TJX COS INC NEW			
COM	2,025 000	62,956 92	77,719 50
UNITED PARCEL SVC INC			
CL B	825 000	42,950 82	47,412 75
UNITED TECHNOLOGIES CORP			
COM	4,124 000	172,778 04	277,297 76
US BANCORP DEL			
COM NEW	5,985 000	149,038 55	144,418 05
WAL-MART STORES INC			
COM	2,785 000	151,822 84	151,921 75
WASTE MGMT INC DEL			
COM	1,318 000	37,128 32	43,283 12
WELLS FARGO & CO			
NEW COM	6,475 000	174,964 88	181,559 00
YUM BRANDS INC			
COM	2,517 000	65,655 12	88,774 59
Total U.S. LARGE CAP		5,417,642 12	6,542,209 66
U.S. MID CAP			
APOLLO GROUP INC			
CL A	490 000	33,683 09	27,964 30
AXIS CAP HLDGS LTD			
COM			
BERMUDA	2,375 000	58,778 30	66,476 25
CELANESE CORP DEL			
SER A COM	600 000	13,648 56	17,856 00
CIGNA CORP			
COM	2,480 000	35,319 80	79,558 40
COLUMBIA ACORN SELECT FUND			
CLASS Z SHARES	29,925 902	720,615 73	658,070 58
COLUMBIA MID CAP VALUE FUND			
CLASS Z SHARES	30,734 473	455,484 89	322,404 62
DEAN FOODS CO			
NEW COM	6,070 000	114,100 99	96,513 00
DUN & BRADSTREET CORP DEL NEW			
COM	565 000	48,559 59	44,403 35
FLOWSERVE CORP			
COM	370 000	27,294 98	36,800.20
LABORATORY CORP AMER HLDGS			
NEW COM	1,462 000	102,252 33	106,667 52

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Asset Type	Units	Fed Tax Cost	Market Value
LIFE TECHNOLOGIES CORP			
COM	745 000	27,419 06	37,086 10
MOLSON COORS BREWING CO			
CL B COM	2,315.000	108,571 16	104,661 15
MYLAN INC			
COM	5,075 000	73,200 23	90,690 25
NABORS INDS INC			
COM			
ISIN BMG6359F1032 BERMUDA	5,380 000	92,839 67	111,097 00
NAVISTAR INTL CORP NEW			
COM	1,385 000	56,403 20	45,718 85
NORDSTROM INC			
COM	3,190 000	72,360 59	106,705 50
PACKAGING CORP AMER			
COM	2,345 000	31,734 50	46,712 40
PARKER HANNIFIN CORP			
COM	1,485 000	68,230 33	80,130 60
POLO RALPH LAUREN CORP			
CL A	540 000	36,895 50	41,499 00
PRINCIPAL FINL GROUP INC			
COM	2,895 000	71,053 14	73,504 05
Total U.S. MID CAP		2,248,445 64	2,194,519 12
U.S. SMALL CAP			
COLUMBIA SMALL CAP GROWTH FUND			
II CLASS Z SHARES	36,989.116	365,082 57	328,093 46
COLUMBIA SMALL CAP VALUE I FUND			
CLASS Z SHARES	7,960 199	400,000 00	282,109 45
Total U.S. SMALL CAP		765,082 57	610,202 91
INTERNATIONAL DEVELOPED			
COLUMBIA MULTI-ADVISOR INTL			
EQUITY FUND CLASS Z SHARES	128,577 796	1,054,690 40	1,499,217 10
POTASH CORP SASK INC			
COM			
CANADA	530 000	59,800 98	59,582 60
TYCO INTL LTD			
NEW F COM			
SWITZERLAND	1,925 000	58,785 60	69,049 75
Total INTERNATIONAL DEVELOPED		1,173,276 98	1,627,849 45
EMERGING MARKETS			
VALE S A			
ADR			
BRAZIL	2,370 000	46,617 74	67,947 90

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Asset Type	Units	Fed Tax Cost	Market Value
Total EMERGING MARKETS		46,617.74	67,947 90
Total EQUITIES		9,651,065 05	11,042,729 04
FIXED INCOME			
INVESTMENT GRADE TAXABLE			
COLUMBIA FEDERAL SECURITIES FUND			
CLASS Z SHARES	63,248 864	628,198 49	689,412 62
COLUMBIA INTERMEDIATE BOND FUND			
CLASS Z SHARES	158,397 010	1,400,000.00	1,404,981 48
UNITED STATES TREAS NT			
DTD 05/16/05 3 875% DUE 05/15/10	300,000 000	300,410 16	305,085 00
Total INVESTMENT GRADE TAXABLE		2,328,608 65	2,399,479 10
Total FIXED INCOME		2,328,608 65	2,399,479 10
HEDGE FUNDS			
HEDGE FUND FUND OF FUNDS			
UST EXCELSIOR DIRECTIONAL HEDGE-			
FUND OF FUNDS TAX EXEMPT LLC			
(VALUATION AS OF 11/30/09)	1,671 614	1,497,914 00	1,474,047 61
TOTAL ASSETS		14,636,071 88	16,074,739 93
NET TOTAL		14,636,071 88	16,074,739 93