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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2009

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

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Name of foundation

THE A & A FUND

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

C/O BRINCK LOWERY, TRUSTEE
101 ARCH STREET, 18TH FLOOR

City or town, state, and ZIP code

BOSTON, MA 02110-1109

A Employer identification number

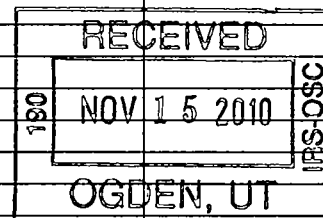
04-3127721

B Telephone number (see page 10 of the instructions)

(617) 423-3900

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A) check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ☐H Check type of organization ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ☐ Accounting method ☒ Cash ☐ Accrual7,462,439. ☐ Other (specify) (Part I, column (d) must be on cash basis)**Part I Analysis of Revenue and Expenses** (The total 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) if the foundation is not required to attach Sch. B.				
2 Check <input type="checkbox"/>				
3 Interest on savings and temporary cash investments	161,924.	161,886.		ATCH 1
4 Dividends and interest from securities				
5a Gross rents				
b Net rental income or (loss)	37,099.			
6a Net gain or (loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a	2,867,017.			
7 Capital gain net income (from Part IV, line 2)		37,099.		
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)	-27,244.	-28,030.		
12 Total. Add lines 1 through 11	171,779.	170,955.		ATCH 2
13 Compensation of officers, directors, trustees, etc.	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) ATCH 3	7,469.	7,096.	0.	373.
c Other professional fees (attach schedule) *	67,544.	54,035.		13,509.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) *	2,439.	2,439.		0.
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) ATCH 6	4,484.	4,434.		16.
24 Total operating and administrative expenses. Add lines 13 through 23	81,936.	68,004.	0.	13,898.
25 Contributions, gifts, grants paid	362,800.			368,131.
26 Total expenses and disbursements. Add lines 24 and 25	444,736.	68,004.	0.	382,029.
27 Subtract line 26 from line 12	-272,957.			
a Excess of revenue over expenses and disbursements		102,951.		
b Net investment income (if negative, enter -0-)				
c Adjusted net income (if negative, enter -0-)			-0-	



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Revenue

Operating and Administrative Expenses

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	344,271.	169,615.	169,615.
	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 16 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) **	1,795,841.	2,624,758.	2,700,288.
	b Investments - corporate stock (attach schedule) <u>ATCH 8</u>	3,631,585.	2,805,329.	3,741,571.
	c Investments - corporate bonds (attach schedule)			
	Liabilities	11 Investments - land, buildings, and equipment basis		
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) <u>ATCH 9</u>		1,057,626.	955,141.	849,198.
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶ <u>ATCH 10</u>)		244.	1,767.	1,767.
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		6,829,567.	6,556,610.	7,462,439.
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 ▶ <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			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	6,829,567.	6,556,610.	
	30 Total net assets or fund balances (see page 17 of the instructions)	6,829,567.	6,556,610.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	6,829,567.	6,556,610.	

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	6,829,567.
2 Enter amount from Part I, line 27a	2	-272,957.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	6,556,610.
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	6,556,610.

** ATCH 7

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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 SCHEDULE				
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) 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		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)			2	37,099.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.			3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(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))
2008	452,716.	8,061,389.	0.056159
2007	436,613.	8,628,977.	0.050598
2006	409,398.	8,318,416.	0.049216
2005	398,320.	7,934,584.	0.050200
2004	377,335.	7,616,941.	0.049539
2 Total of line 1, column (d)			2 0.255712
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.051142
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 6,955,840.
5 Multiply line 4 by line 3			5 355,736.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,030.
7 Add lines 5 and 6			7 356,766.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			8 382,029.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination 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	1,030.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3 Add lines 1 and 2	3	1,030.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,030.
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6 a	4,100.
b Exempt foreign organizations-tax withheld at source	6 b	0.
c Tax paid with application for extension of time to file (Form 8868)	6 c	0.
d Backup withholding erroneously withheld	6 d	
7 Total credits and payments. Add lines 6a through 6d	7	4,100.
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	3,070.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 1,100. Refunded <input type="checkbox"/>	11	1,970.

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ (2) On foundation managers <input type="checkbox"/> \$		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MA,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address NONE				
14	The books are in care of GARY POLICH, CPA Telephone no 949-428-7400			
	Located at 1920 MAIN STREET, SUITE #950 IRVINE, CA ZIP + 4 92614			
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?	<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 type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" 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)?	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 2009?	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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<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 checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2009 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 2009)	3b	X
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 2009?	4b	X

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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** ☐ 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? **6b** ☐ Yes ☒ No
If "Yes" to 6b, 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** ☐ 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
ATTACHMENT 11		0.	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				

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

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		

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 N/A	
2	
3	
4	

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

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

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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	6,864,758.
b	Average of monthly cash balances	1b	197,009.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	7,061,767.
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	0.
3	Subtract line 2 from line 1d	3	7,061,767.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	105,927.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,955,840.
6	Minimum investment return. Enter 5% of line 5	6	347,792.

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	347,792.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,030.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,030.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	346,762.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	346,762.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	346,762.

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	382,029.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	382,029.
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	1,030.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	380,999.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				346,762.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004	15,224.			
b From 2005	11,191.			
c From 2006	6,887.			
d From 2007	18,484.			
e From 2008	57,737.			
f Total of lines 3a through e	109,523.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 382,029.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				346,762.
e Remaining amount distributed out of corpus	35,267.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	144,790.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	15,224.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	129,566.			
10 Analysis of line 9				
a Excess from 2005	11,191.			
b Excess from 2006	6,887.			
c Excess from 2007	18,484.			
d Excess from 2008	57,737.			
e Excess from 2009	35,267.			

Form 990-PF (2009)

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, 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) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)) or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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**

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
<div>a Paid during the year</div> <div>SEE ATTACHMENT 14</div>				368,131.
<div>Total. ▶ 3a</div>				368,131.
<div>b Approved for future payment</div>				
<div>Total. ▶ 3b</div>				

Form 990-PF (2009)

Enter gross amounts unless otherwise indicated

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

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

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?	Yes	No
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.		

[illegible]

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

[illegible]

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.

92614-8216 | Phone no 949-428-7400

Form 990-PF (2009)

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 instructions for
Schedule D-(Form-1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

THE A & A FUND

Employer identification number

04-3127721

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)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -38,278.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3 -1,253.
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ►					5 -39,531.

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)
6a					
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 113,461.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8 -37,182.
9 Capital gain distributions					9 351.
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ►					12 76,630.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-39,531.
14	Net long-term gain or (loss):			
a	Total for year	14a		76,630.
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		37,099.

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.

Part IV Capital Loss Limitation		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	()

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 \$2,300	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 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	34	

Schedule D (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

THE A & A FUND

Employer identification number

04-3127721

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 2400 SHS VANGUARD TOTAL STOCK MARKET ETF	10/01/2008	04/01/2009	96,066.	138,317.	-42,251.
2850 SHS VANGUARD TOTAL STOCK MARKET ETF	09/29/2008	04/01/2009	114,078.	161,924.	-47,846.
2750 SHS VANGUARD TOTAL STOCK MARKET ETF	10/13/2008	04/01/2009	110,075.	130,943.	-20,868.
100000 U.S. TREASURY NOTES 4.500% DUE 11/15/15	08/04/2008	04/01/2009	116,000.	105,660.	10,340.
1500 SHS 3M COMPANY	04/07/2008	04/01/2009	75,609.	120,880.	-45,271.
75000 U.S. TREASURY NOTES 4.500% DUE 11/15/15	08/04/2008	05/15/2009	84,422.	79,198.	5,224.
1810 SHS VANGUARD TOTAL STOCK MARKET ETF	10/13/2008	05/15/2009	79,959.	86,184.	-6,225.
3780 SHS VANGUARD TOTAL STOCK MARKET ETF	10/13/2008	05/15/2009	166,986.	179,244.	-12,258.
2290 SHS VANGUARD TOTAL STOCK MARKET ETF	10/09/2008	05/15/2009	101,164.	105,792.	-4,628.
1410 SHS VANGUARD TOTAL STOCK MARKET ETF	10/09/2008	09/23/2009	76,172.	65,138.	11,034.
7080 SHS VANGUARD TOTAL STOCK MARKET ETF	10/27/2008	09/23/2009	382,479.	307,215.	75,264.
150000 U.S. TREASURY NOTES 4.000% DUE 9/30/09	02/18/2009	09/30/2009	150,000.	150,000.	
1770.867 SHS HARBOR INTERNATIONAL FUND	12/11/2008	11/13/2009	98,195.	69,241.	28,954.
577.35 SHS TWEEDY BROWNE GLOBAL VALUE FUND	12/31/2008	11/13/2009	11,870.	8,995.	2,875.
1481.636 SHS TWEEDY BROWNE GLOBAL VALUE FUND	12/31/2008	11/13/2009	30,462.	23,084.	7,378.
138.018 SHS VANGUARD SHORT-TERM TREASURY FUND	12/31/2008	11/13/2009	1,502.	1,510.	-8.
36.097 SHS VANGUARD SHORT-TERM TREASURY FUND	12/31/2008	11/13/2009	393.	395.	-2.
168.557 SHS VANGUARD SHORT-TERM TREASURY FUND	03/27/2009	11/13/2009	1,834.	1,826.	8.
32.415 SHS VANGUARD SHORT-TERM TREASURY FUND	03/27/2009	11/13/2009	353.	351.	2.
US INFL INDX 2.0% 01/15/16	VARIOUS	10/07/2009	342.	342.	
US INFL INDX 2.625% 07/15/17	VARIOUS	10/07/2009	327.	327.	

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b -38,278.

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

Schedule D-1 (Form 1041) 2009

Employer identification number

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b	113,461.
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Schedule D-1 (Form 1041) 2009

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

Kind of Property		Description				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 SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-1,253.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-37,182.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				351.	
51,126.		4000 SHS WELLS FARGO & COMPANY PROPERTY TYPE: SECURITIES 12,414.				38,712.	11/21/1991 02/25/2009
96,066.		2400 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES 138,317.				-42,251.	10/01/2008 04/01/2009
114,078.		2850 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES 161,924.				-47,846.	09/29/2008 04/01/2009
110,075.		2750 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES 130,943.				-20,868.	10/13/2008 04/01/2009
116,000.		100000 U.S. TREASURY NOTES 4.500% DUE 11 PROPERTY TYPE: SECURITIES 105,660.				10,340.	08/04/2008 04/01/2009
75,609.		1500 SHS 3M COMPANY PROPERTY TYPE: SECURITIES 120,880.				-45,271.	04/07/2008 04/01/2009
78,298.		1700 SHS MOHAWK INDUSTRIES INC. PROPERTY TYPE: SECURITIES 127,256.				-48,958.	11/07/2003 05/01/2009
84,422.		75000 U.S. TREASURY NOTES 4.500% DUE 11/ PROPERTY TYPE: SECURITIES 79,198.				5,224.	08/04/2008 05/15/2009
79,959.		1810 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES 86,184.				-6,225.	10/13/2008 05/15/2009
		3780 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES					10/13/2008 05/15/2009

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)	
166,986.		179,244.					-12,258.	
		2290 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES				P	10/09/2008	05/15/2009
101,164.		105,792.					-4,628.	
		2740 SHS CANADIAN OIL SANDS TRUST PROPERTY TYPE: SECURITIES				P	04/04/2005	06/02/2009
73,262.		39,892.					33,370.	
		3780 SHS CARMAX INC. PROPERTY TYPE: SECURITIES				P	06/24/2008	07/23/2009
62,597.		57,375.					5,222.	
		3780 SHS CARMAX INC. PROPERTY TYPE: SECURITIES				P	06/24/2008	07/23/2009
62,488.		57,375.					5,113.	
		300000 U.S. TREASURY NOTES 4.875% DUE 8/ PROPERTY TYPE: SECURITIES				P	08/14/2006	08/17/2009
300,000.		299,531.					469.	
		5250 SHS COMCAST CORP. CL. A PROPERTY TYPE: SECURITIES				P	04/01/2005	09/22/2009
89,995.		118,498.					-28,503.	
		800 SHS GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES				P	04/07/2008	09/22/2009
13,554.		29,840.					-16,286.	
		2500 SHS GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES				P	11/21/1991	09/22/2009
42,355.		14,003.					28,352.	
		1410 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES				P	10/09/2008	09/23/2009
76,172.		65,138.					11,034.	
		7080 SHS VANGUARD TOTAL STOCK MARKET ETF PROPERTY TYPE: SECURITIES				P	10/27/2008	09/23/2009
382,479.		307,215.					75,264.	
		150000 U.S. TREASURY NOTES 4.000% DUE 9/ PROPERTY TYPE: SECURITIES				P	02/18/2009	09/30/2009
150,000.		150,000.						

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

Kind of Property		Description				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)	
120,931.		3000 SHS AMERICAN EXPRESS COMPANY PROPERTY TYPE: SECURITIES 33,358.				07/26/1995 87,573.	11/13/2009
1,805.		32.559 SHS HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 1,898.				05/16/2006 -93.	11/13/2009
98,195.		1770.867 SHS HARBOR INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 69,241.				12/11/2008 28,954.	11/13/2009
27,917.		1357.813 SHS TWEEDY BROWNE GLOBAL VALUE PROPERTY TYPE: SECURITIES 40,612.				12/28/2007 -12,695.	11/13/2009
3,710.		180.465 SHS TWEEDY BROWNE GLOBAL VALUE F PROPERTY TYPE: SECURITIES 2,922.				12/29/1997 788.	11/13/2009
2,175.		105.802 SHS TWEEDY BROWNE GLOBAL VALUE F PROPERTY TYPE: SECURITIES 1,713.				12/29/1997 462.	11/13/2009
709.		34.462 SHS TWEEDY BROWNE GLOBAL VALUE FU PROPERTY TYPE: SECURITIES 539.				12/31/2002 170.	11/13/2009
5,400.		262.645 SHS TWEEDY BROWNE GLOBAL VALUE F PROPERTY TYPE: SECURITIES 4,108.				12/31/2002 1,292.	11/13/2009
11,870.		577.35 SHS TWEEDY BROWNE GLOBAL VALUE FU PROPERTY TYPE: SECURITIES 8,995.				12/31/2008 2,875.	11/13/2009
30,462.		1481.636 SHS TWEEDY BROWNE GLOBAL VALUE PROPERTY TYPE: SECURITIES 23,084.				12/31/2008 7,378.	11/13/2009
17,756.		863.64 SHS TWEEDY BROWNE GLOBAL VALUE FU PROPERTY TYPE: SECURITIES 12,756.				01/28/1997 5,000.	11/13/2009
1,502.		138.018 SHS VANGUARD SHORT-TERM TREASURY PROPERTY TYPE: SECURITIES 1,510.				12/31/2008 -8.	11/13/2009

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

Kind of Property		Description				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)	
393.		36.097 SHS VANGUARD SHORT-TERM TREASURY PROPERTY TYPE: SECURITIES 395.				12/31/2008 -2.	11/13/2009
1,834.		168.557 SHS VANGUARD SHORT-TERM TREASURY PROPERTY TYPE: SECURITIES 1,826.				03/27/2009 8.	11/13/2009
353.		32.415 SHS VANGUARD SHORT-TERM TREASURY PROPERTY TYPE: SECURITIES 351.				03/27/2009 2.	11/13/2009
252,735.		23229.297 SHS VANGUARD SHORT-TERM TREASURY PROPERTY TYPE: SECURITIES 239,262.				05/04/2007 13,473.	11/13/2009
342.		US INFL INDX 2.0% 01/15/16 PROPERTY TYPE: SECURITIES 342.				VARIOUS	10/07/2009
327.		US INFL INDX 2.625% 07/15/17 PROPERTY TYPE: SECURITIES 327.				VARIOUS	10/07/2009
TOTAL GAIN(LOSS)						<u>37,099.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
U.S. TSY NOTE/BOND INTEREST	96,209.	96,209.
LESS: ACCRUED INTEREST PAID	-10,955.	-10,955.
DIVIDENDS FROM SECURITIES	72,974.	72,974.
LITIGATION PROCEEDS	3,658.	3,658.
TAX EXEMPT INTEREST VIA PARTNERSHIPS	38.	0.
TOTAL	<u>161,924.</u>	<u>161,886.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME - FDC VENTURE PRTNRS	-250.	-250.
PARTNERSHIP INCOME - CENTURY PARK, L.P.	-591.	-591.
PARTNERSHIP INCOME - EQUITY RESOURCE 22	-2,685.	-2,685.
PARTNERSHIP INCOME - EQUITY RESOURCE 23	2,309.	2,309.
PARTNERSHIP INCOME - CENTURY PARK II	-3,989.	-3,904.
PARTNERSHIP INCOME - MONTAUK TRIGUARD	-6,308.	-4,789.
PARTNERSHIP INCOME - ACI CAPITAL INV II	-5,546.	-5,546.
PARTNERSHIP INCOME - EQUITY RESOURCE 24	1,124.	1,124.
PARTNERSHIP INCOME - BEACON COMM. FD LP	-13,698.	-13,698.
FEDERAL TAX REFUND	2,306.	0.
PENNSYLVANIA STATE TAX REFUND	84.	0.
TOTALS	<u>-27,244.</u>	<u>-28,030.</u>

ATTACHMENT 3FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	7,469.	7,096.		373.
TOTALS	<u>7,469.</u>	<u>7,096.</u>	<u>0.</u>	<u>373.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
MANAGEMENT FEES	67,544.	54,035.	13,509.
TOTALS	<u>67,544.</u>	<u>54,035.</u>	<u>13,509.</u>

ATTACHMENT 5FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
FOREIGN TAXES PAID	2,304.	2,304.	0.
STATE INCOME TAXES WITHHELD BY PARTNERSHIPS	135.	135.	0.
TOTALS	<u>2,439.</u>	<u>2,439.</u>	<u>0.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN FEES	4,380.	4,380.	0.
MASS. STATE FILING FEES	70.	54.	16.
PENALTIES AND INTEREST	34.	0.	0.
TOTALS	4,484.	4,434.	16.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONSDESCRIPTIONENDING
BOOK VALUEENDING
FMVATTACHMENT 7

SEE ATTACHMENT 13

2,624,758. 2,700,288.

US OBLIGATIONS TOTAL

2,624,758.
2,700,288.

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 8DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
--	------------------------------	-----------------------

SEE ATTACHMENT 13

	2,805,329.	3,741,571.
--	------------	------------

TOTALS

	<u>2,805,329.</u>	<u>3,741,571.</u>
--	-------------------	-------------------

FORM 990PF, PART II - OTHER INVESTMENTSDESCRIPTION

SEE ATTACHMENT 13

ENDING
BOOK VALUEENDING
FMV

955,141. 849,198.

TOTALS

955,141.849,198.ATTACHMENT 9

FORM 990PF, PART II - OTHER ASSETSATTACHMENT 10DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDENDS RECEIVABLE	1,262.	1,262.
INTEREST RECEIVABLE	505.	505.
TOTALS	<u>1,767.</u>	<u>1,767.</u>

THE A & A FUND

04-3127721

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

ATTACHMENT 11

CONTRIBUTIONS
TO EMPLOYEE
BENEFIT PLANS

EXPENSE ACCT
AND OTHER
ALLOWANCES

COMPENSATION

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

BRINCK LOWERY

C/O FOSTER DYKEMA CABOT & CO.
101 ARCH STREET, 18TH FLOOR
BOSTON, MA 02110-1109

TRUSTEE

4.00

0.

0.

0.

SHEILA K. HIXON

C/O FOSTER DYKEMA CABOT & CO.
101 ARCH STREET, 18TH FLOOR
BOSTON, MA 02110-1109

ADVISORY BOARD

1.00

0.

0.

0.

ALEXANDRA H. BALLARD

C/O FOSTER DYKEMA CABOT & CO.
101 ARCH STREET, 18TH FLOOR
BOSTON, MA 02110-1109

ADVISORY BOARD

1.00

0.

0.

0.

DYLAN H. HIXON

C/O FOSTER DYKEMA CABOT & CO.
101 ARCH STREET, 18TH FLOOR
BOSTON, MA 02110-1109

ADVISORY BOARD

1.00

0.

0.

0.

SHANTI S. HIXON

C/O FOSTER DYKEMA CABOT & CO.
101 ARCH STREET, 18TH FLOOR
BOSTON, MA 02110-1109

ADVISORY BOARD

1.00

0.

0.

0.

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PAGE 28

ATTACHMENT 11

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

ATTACHMENT 11 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
INDIA T. RADFAR C/O FOSTER DYKEMA CABOT & CO. 101 ARCH STREET, 18TH FLOOR BOSTON, MA 02110-1109	ADVISORY BOARD 1.00	0.	0.	0.
GRAND TOTALS		0.	0.	0.

THE A & A FUND

04-3127721

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 12				
DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INCOME	531110	-1,604.	14	-28,030.
FEDERAL TAX REFUND			01	2,306.
PENNSYLVANIA STATE TAX REFUND			01	84.
TOTALS		-1,604.		-25,640.

ATTACHMENT 13FORM 990PF, PART IIPART II - US OBLIGATIONS

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
100,000 US TREASURY NOTES 6.5% 02/15/10	100,947.	100,727.
250,000 US TREASURY NOTES 5.75% 08/15/10	253,862.	258,330.
150,000 US TREASURY NOTES 5.0% 02/15/11	153,426.	157,201.
200,000 US TREASURY NOTES 5.125% 06/30/11	201,223.	212,523.
350,000 US TREASURY NOTES 4.875% 02/15/12	353,968.	376,606.
100,000 US TREASURY NOTES 3.625% 05/15/13	106,082.	105,875.
150,000 US TREASURY NOTES 4.25% 08/15/13	152,847.	161,859.
100,000 US TREASURY NOTES 4.25% 11/15/13	100,000.	108,031.
100,000 US TREASURY NOTES 4.25% 08/15/14	109,969.	107,883.
250,000 US TREASURY NOTES 4.25% 11/15/14	259,063.	269,297.
250,000 US TREASURY NOTES 4.25% 08/15/15	271,516.	267,578.
250,000 US TREASURY TIPS 2.0% 01/15/16	279,047.	287,575.
250,000 US TREASURY TIPS 2.625% 07/15/17	282,810.	286,803.
 TOTAL	 <u>2,624,758.</u>	 <u>2,700,288.</u>

PART II - CORPORATE STOCK

34,791 VANGUARD ST INVESTMENT	366,700.	368,440.
7,396 FAIRHOLME FUND	150,000.	222,559.
9,384 HUSSMAN STRATEGIC GROWTH FUND	125,000.	119,932.
5,241 HARBOR INTERNATIONAL FUND	190,759.	287,553.
12,677 TWEEDY BROWNE GLOBAL VALUE FUND	187,244.	268,759.
5,600 KRAFT FOODS, INC.	157,570.	152,208.
2,000 EATON CORPORATION	89,435.	127,240.
4,600 FOREST LABORATORIES, INC	130,824.	147,706.
3,000 JOHNSON & JOHNSON	148,714.	193,230.
1,900 LABORATORY CORP OF AMERICA HOLDINGS	74,588.	142,196.
2,940 UNITEDHEALTH GROUP, INC.	74,706.	89,611.
1,670 WELLPOINT, INC.	77,449.	97,344.
3,500 US BANCORP	121,863.	78,785.
2 BERKSHIRE HATHAWAY, INC. CL A	17,710.	198,400.
39 BERKSHIRE HATHAWAY, INC. CL B	11,512.	128,154.
1,200 APACHE CORPORATION	30,909.	123,804.
1,200 CANADIAN NATURAL RESOURCES LTD.	67,957.	86,340.
960 CANADIAN OIL SANDS TRUST	13,977.	27,298.
1,500 CHEVRON CORP.	119,240.	115,485.
2,300 CONOCOPHILLIPS	80,592.	117,461.
1,540 MICROSOFT CORPORATION	36,266.	46,939.

ATTACHMENT 13FORM 990PF, PART IIPART II - CORPORATE STOCK CONTINUED

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
3,000 ALLEGHENY ENERGY, INC.	70,345.	70,440.
5,300 THE ST. JOE COMPANY	141,009.	153,117.
3,670 ISHARES TRUST MSCI EMERGING MRKTS	81,794.	152,305.
500 S&P DEPOSITORY RECEIPTS	54,795.	55,720.
1,440 VANGUARD GROWTH ETF	85,429.	76,406.
1,670 VANGUARD TOTAL STOCK MARKET ETF	72,465.	94,138.
ACI II HT, LLC	31,715.	-
ADJUSTMENT	(5,235.)	-
 TOTAL	 <u>2,805,329.</u>	 <u>3,741,571.</u>

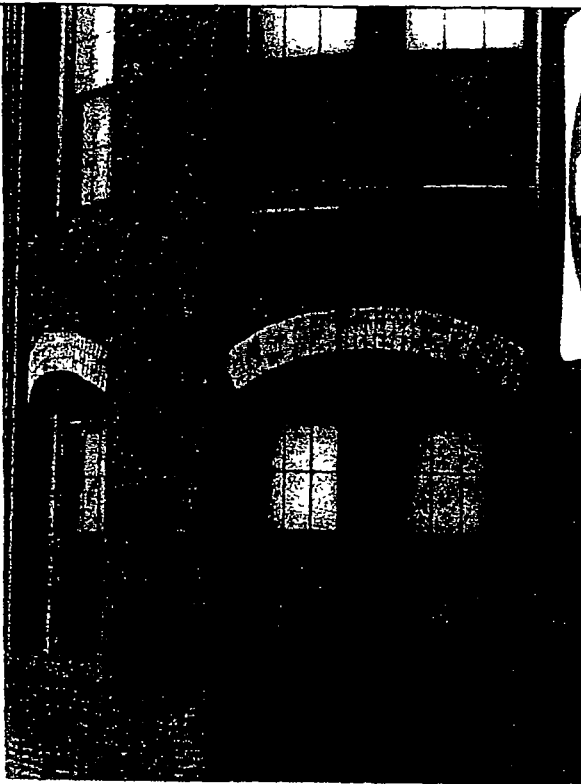
PART II - OTHER INVESTMENTS

1.00 BEACON COMM FUND I, LP	165,603.	189,297.
2.00 EQUITY RESOURCE FUND 22 QP	216,622.	124,000.
1.50 EQUITY RESOURCE FUND 23 QP	97,939.	97,050.
0.50 EQUITY RESOURCE FUND 24 QP	91,190.	82,500.
250,000 ACI CAPITAL INVESTORS II, LP	22,274.	12,104.
400,000 CENTURY PARK CAPITAL PARTNERS	75,783.	94,968.
200,000 CENTURY PARK CAPITAL PARTNERS, II	99,700.	77,546.
300,000 MONTAUK TRIGUARD FUND, III	131,094.	152,151.
26.67 FDC VENTURE PARTNERS	54,937.	19,582.
	<u>955,141.</u>	<u>849,198.</u>

ATTACHMENT 14

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

NAME OF RECIPIENT	RELATIONSHIP TO FOUNDATION		PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
	MANAGER OR SUBSTANTIAL CONTRIBUTOR	FOUNDATION STATUS OF RECIPIENT			
AID TO ARTISANS	N/A	PUBLIC	GENERAL PURPOSE		10,000.
DUNGKAR GONPA SOCIETY	N/A	PUBLIC	GENERAL PURPOSE		145,000.
EARTH PLEDGE	N/A	PUBLIC	GENERAL PURPOSE		10,000.
EPIPHANY SCHOOL	N/A	PUBLIC	GENERAL PURPOSE		10,000.
FAMILY LIFE ACADEMY CHARTER SCHOOL	N/A	PUBLIC	GENERAL PURPOSE		10,000.
GARRISON INSTITUTE	N/A	PUBLIC	GENERAL PURPOSE		5,000.
JEWELL HEART CORPORATION	N/A	PUBLIC	GENERAL PURPOSE		10,000.
PATRISTIC SOCIETY	N/A	PUBLIC	GENERAL PURPOSE		5,000.
PEACEMAKER COMMUNITY	N/A	PUBLIC	GENERAL PURPOSE		80,800.
PESTICIDE ACTION NETWORK NORTH AMERICA	N/A	PUBLIC	GENERAL PURPOSE		15,000.
SMART BEGINNINGS EASY PREVENTIONS	N/A	PUBLIC	GENERAL PURPOSE		12,000.
ST.VLADIMIR'S ORTHODOX THEOLOGICAL SEMINAR	N/A	PUBLIC	GENERAL PURPOSE		5,000.
SUSTAINABLE SOUTH BRONX	N/A	PUBLIC	GENERAL PURPOSE		15,000.
THE LINEAGE PROJECT	N/A	PUBLIC	GENERAL PURPOSE		20,000.
TRICYCLE FOUNDATION	N/A	PUBLIC	GENERAL PURPOSE		10,000.
FAIR MARKET VALUE OF CONSERVATION EASEMENT OF FAÇADE GRANTED TO ESSEX NATIONAL HERITAGE COMMISSION THOUGH LIMITED PARTNERSHIP INVESTMENT. SEE APPRAISAL AND OTHER DOCUMENTATION ATTACHED.	N/A	PUBLIC	HISTORICAL CONSERVATION		5,331.
TOTAL					368,131.



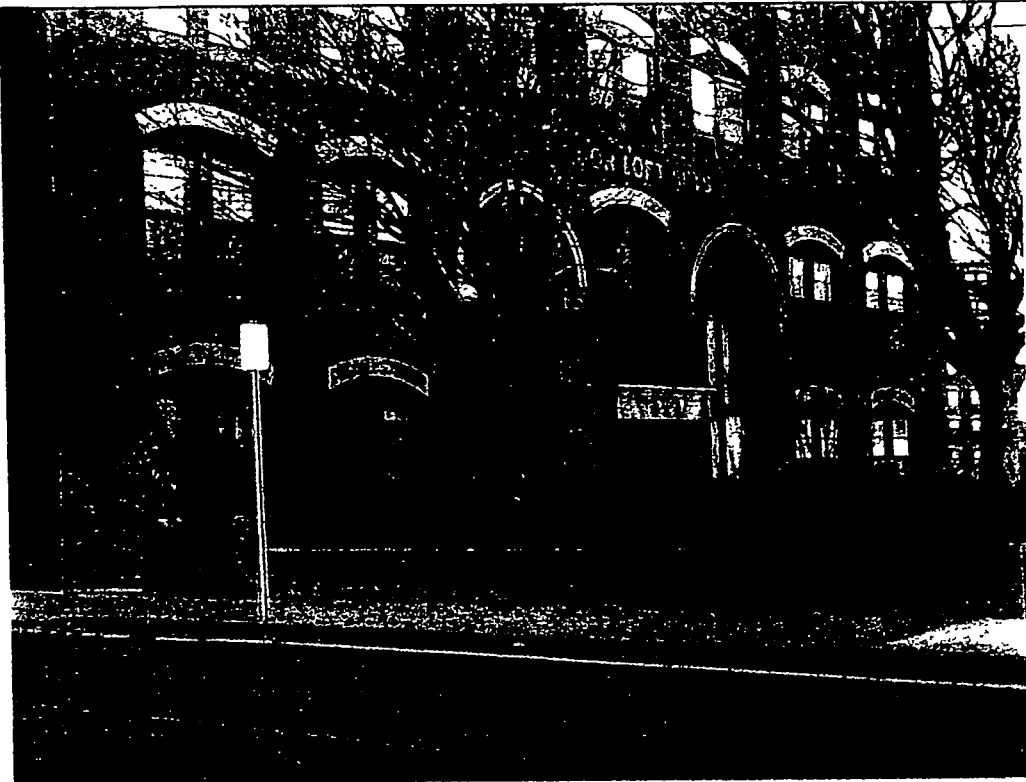
V4 - Vamp Building Corner Washington & Broad Harbor Loft Apts Vamp Bld Sign



V5 - Vamp Building Corner Washington & Broad Window Detail

V6 - Vamp Building Broad Street Façade & Entrance

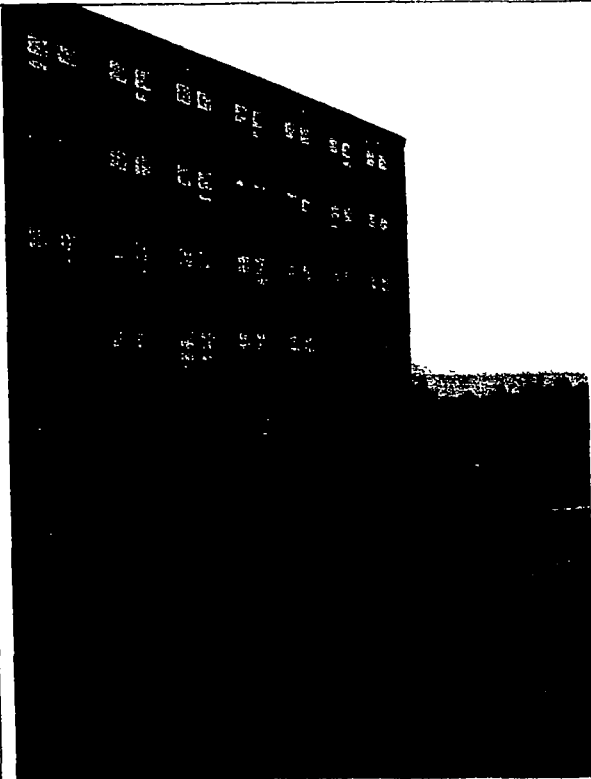




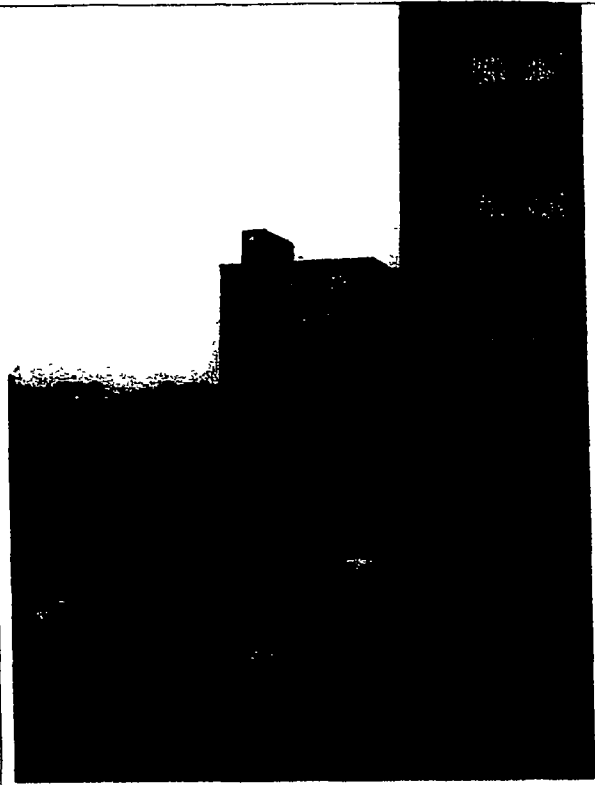
V11 - Vamp Building Liberty Square Facade



V12 - Vamp Building Liberty Square Entrance



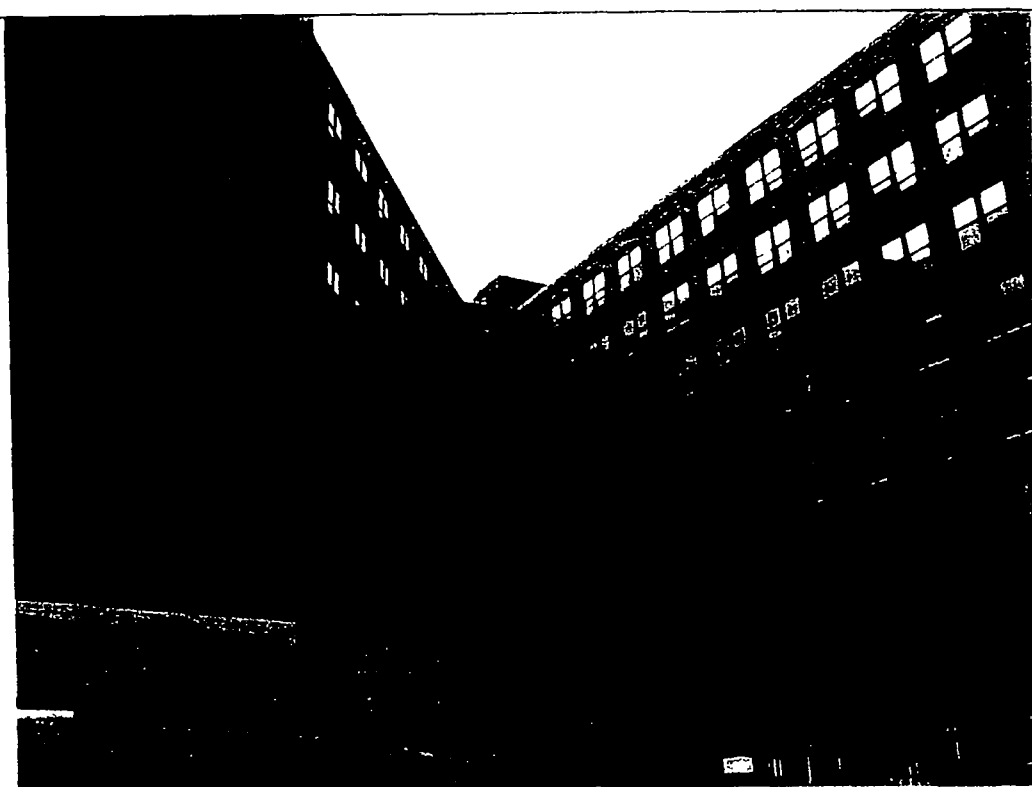
**V 17 Vamp Building – Union Street SW
towards Liberty Square**



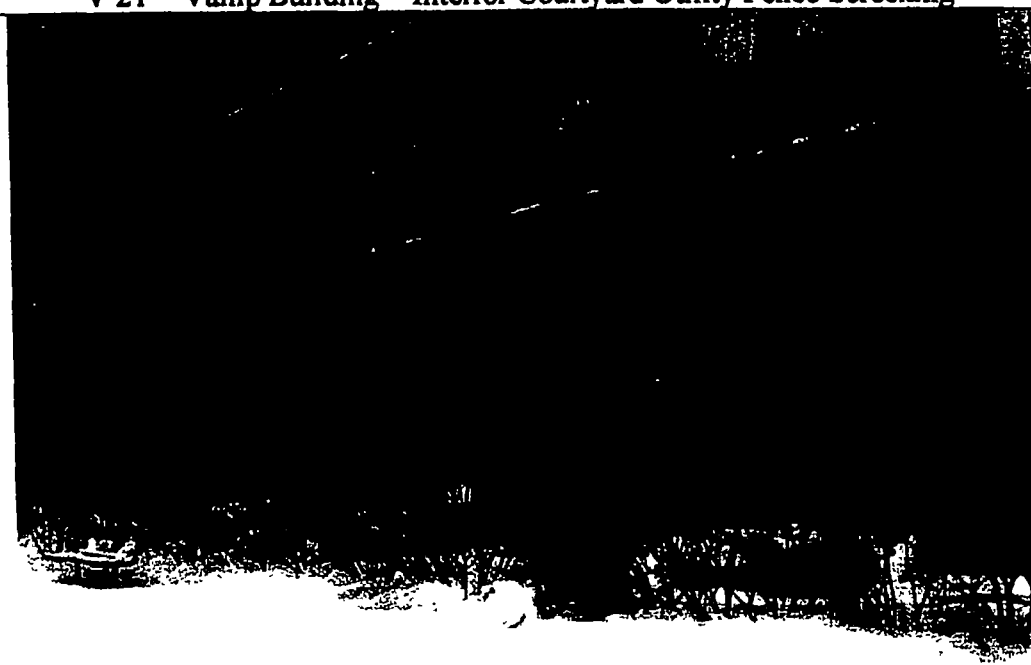
V 18 - Vamp Building Union Street Corner



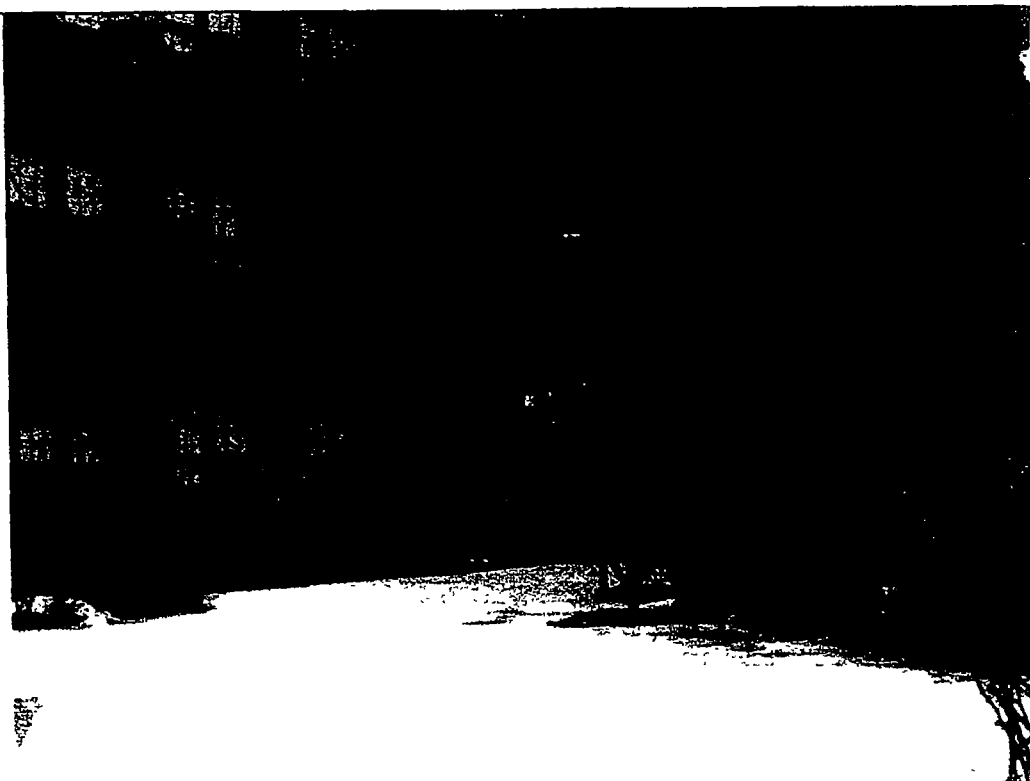
**V 19 – Vamp Building Washington Street
Facade SW**



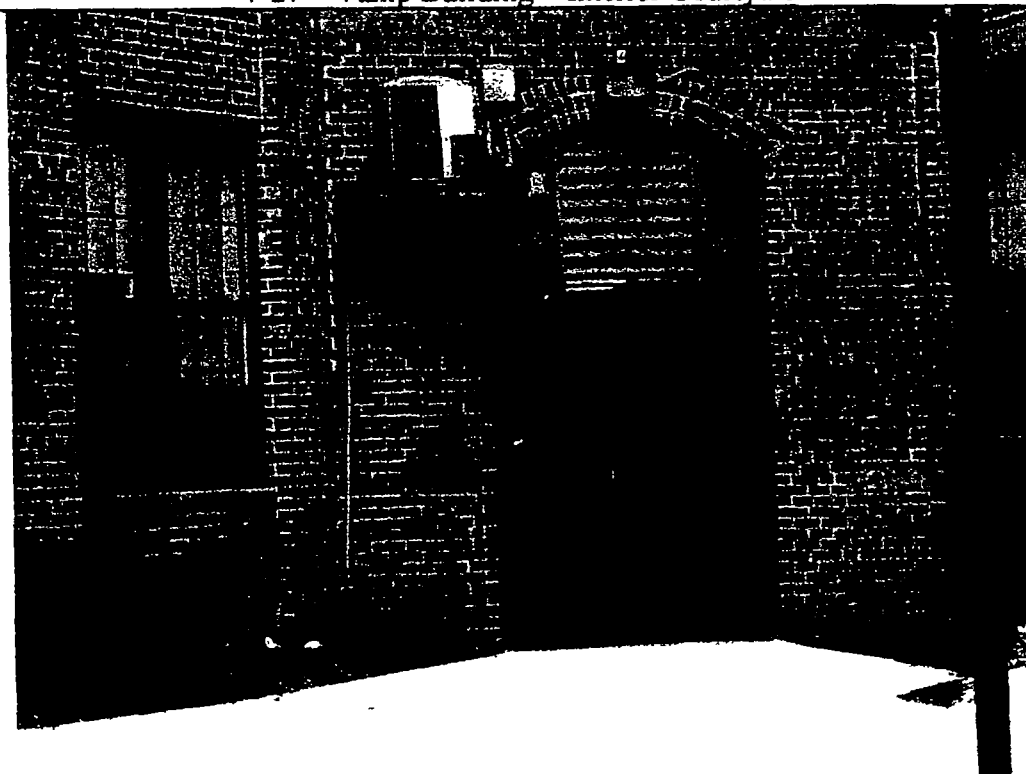
V 21 - Vamp Building - Interior Courtyard Utility Fence Screening



V 22 Vamp Building - Interior Courtyard West Side



V 27 - Vamp Building - Interior Courtyard



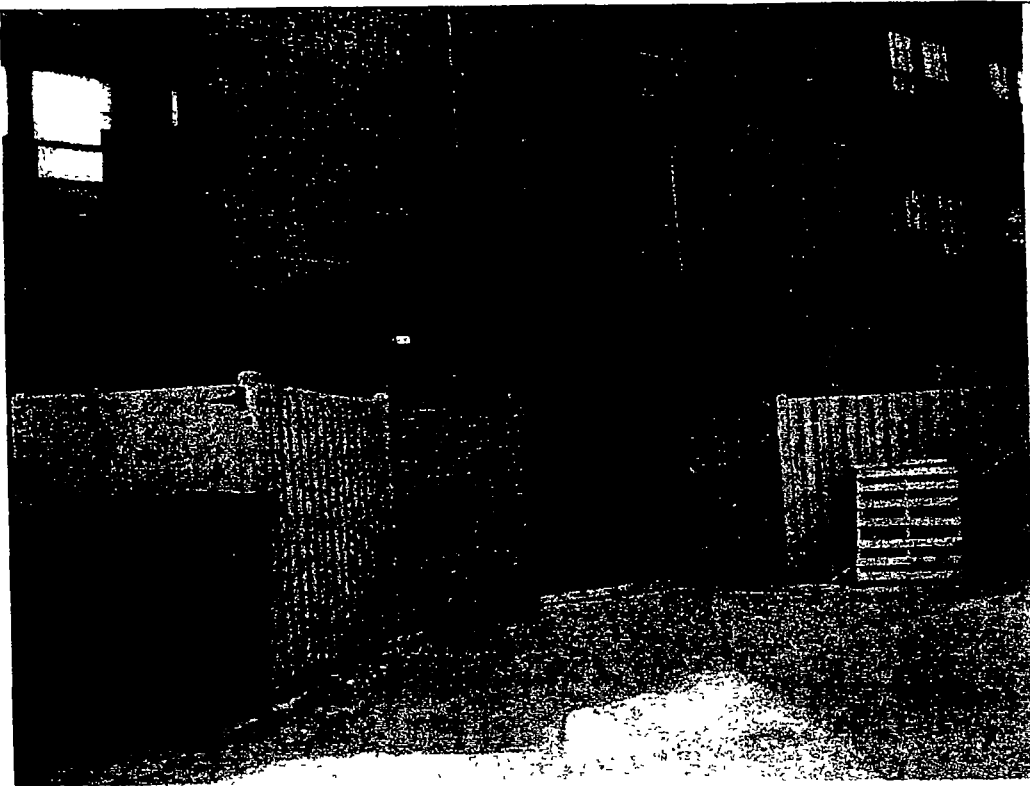
V 28 - Vamp Building - Interior Courtyard Entrance



V 31 Vamp building – Interior Courtyard from Courtyard Towards North



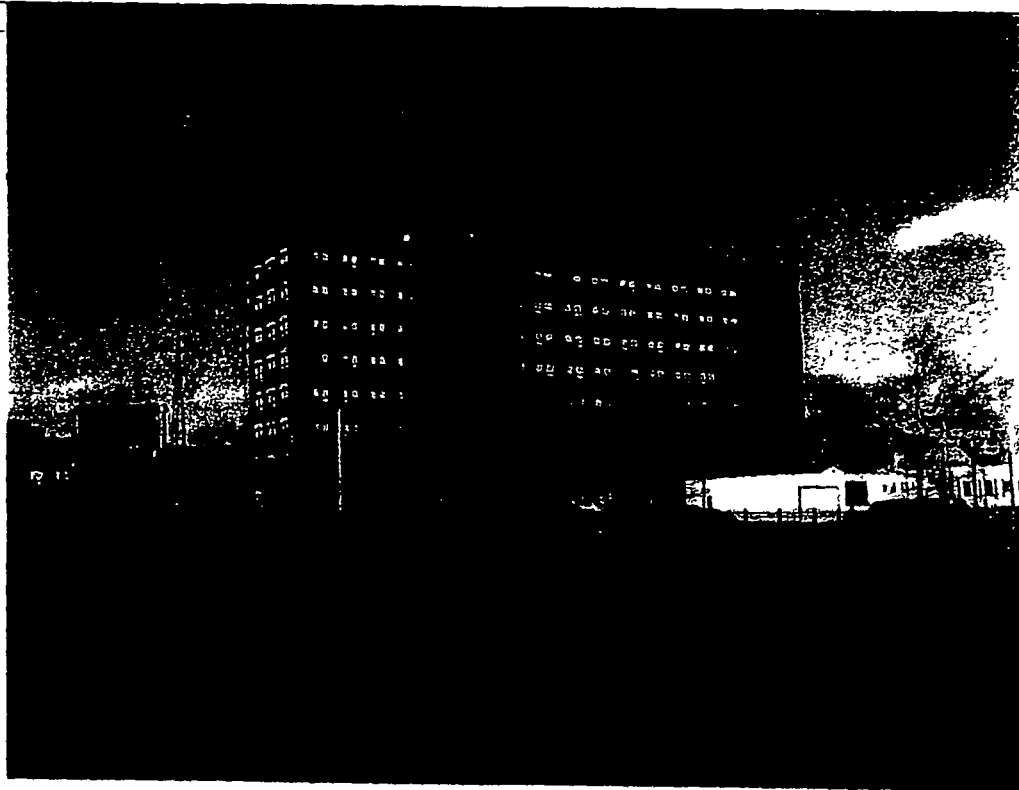
V 32 – Vamp Building Interior Courtyard from Courtyard showing Landscape



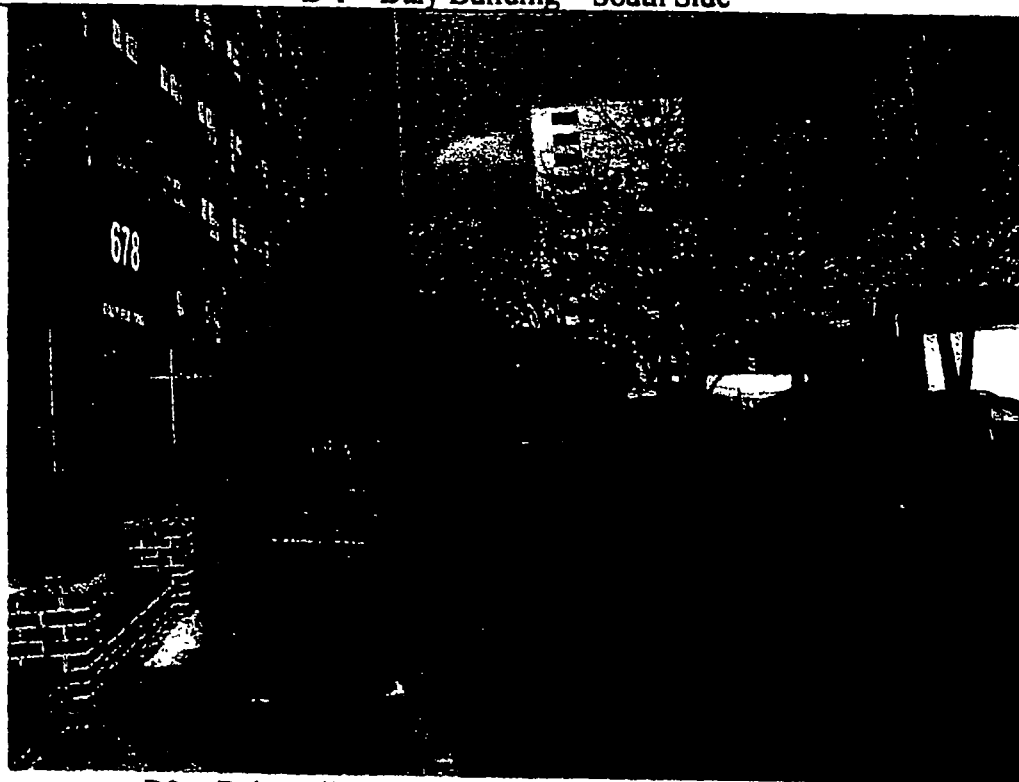
V 33 – Vamp Building - Interior Courtyard – Utility
Entrance



V 35 – Vamp Building Interior Courtyard detail Utility Entrance Roof



D 1 - Daly Building - South Side



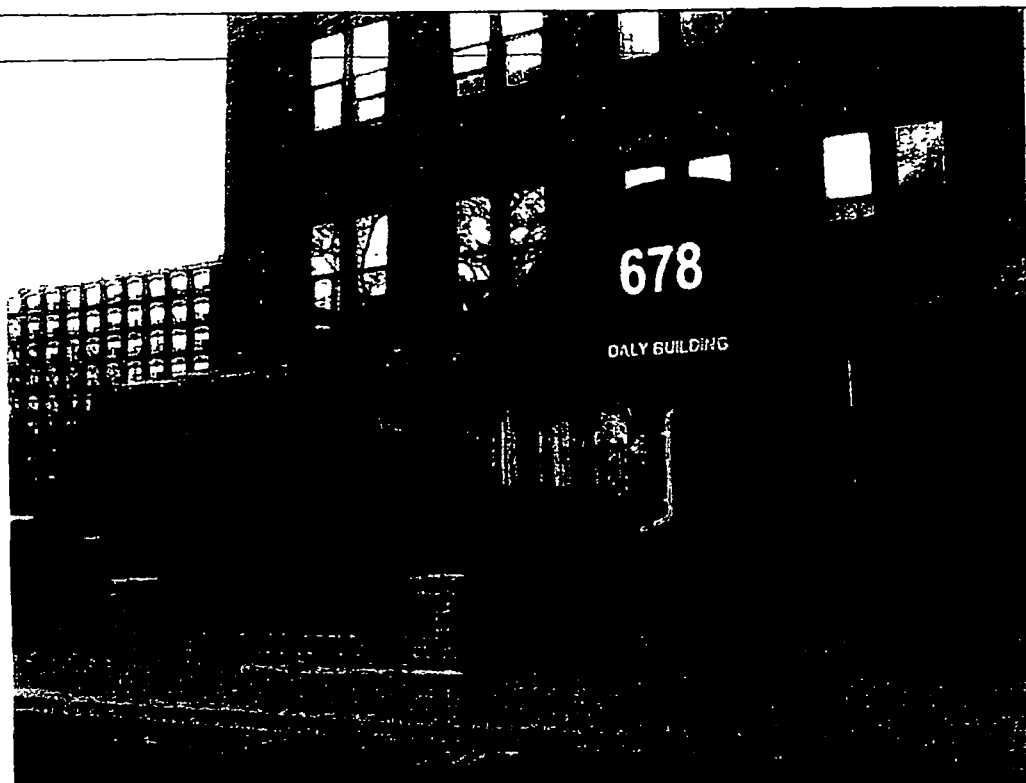
D2 - Daly Building - parking Lot from Washington Street



D 3 – Daly Building – Detail Main Entrance from Parking Lot



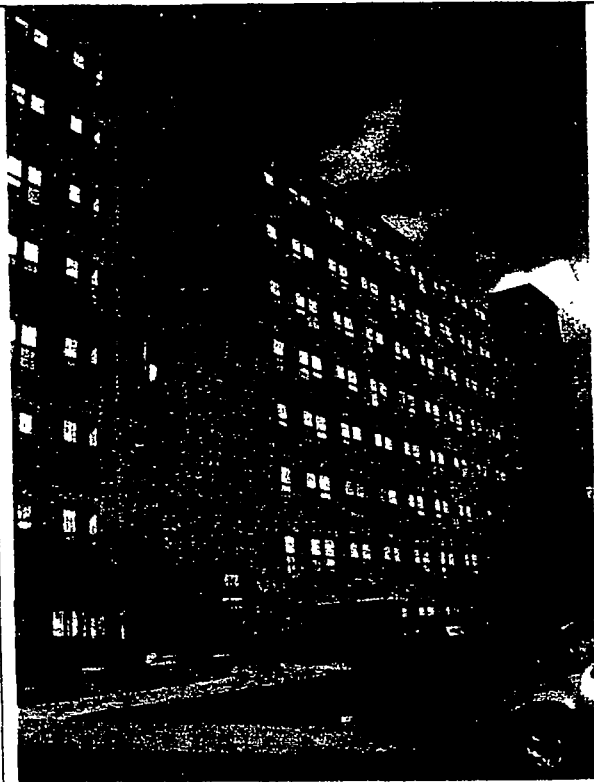
D 4 – Daly Building – Main Entrance South Facade



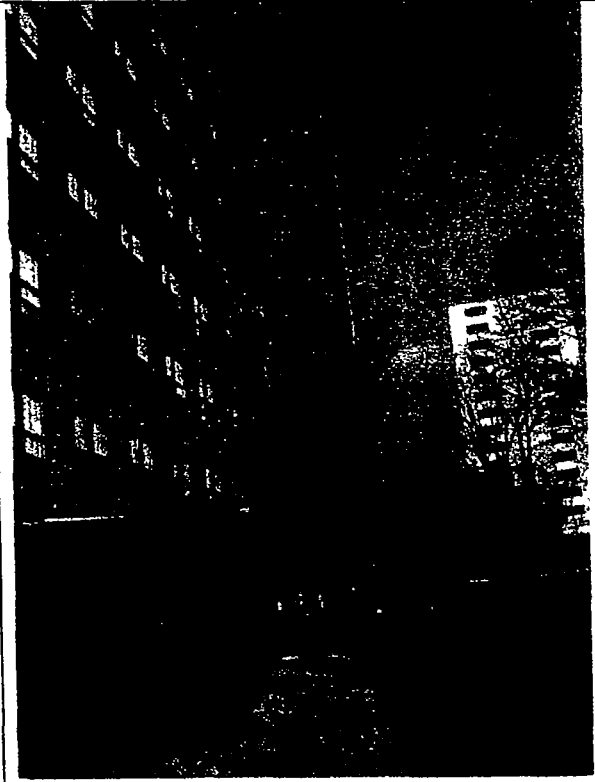
D 5 - Daly Building - Main Entrance South Facade



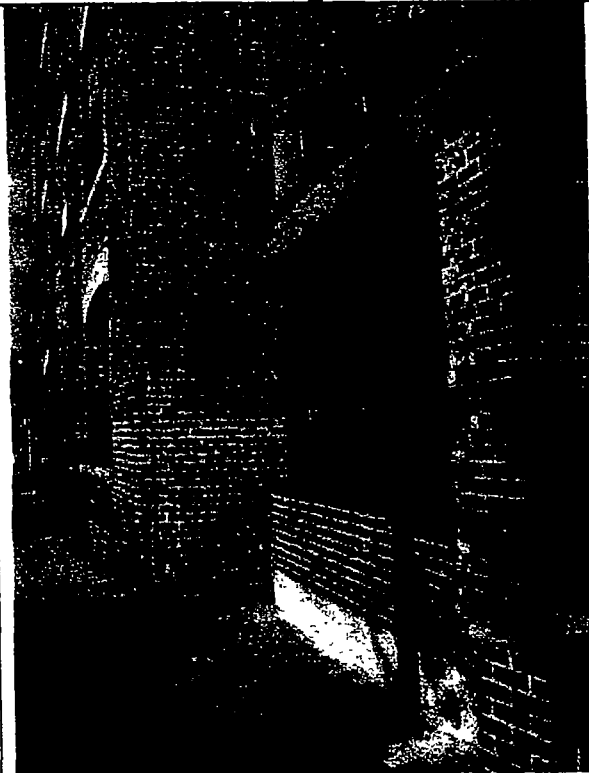
D 6 - Daly Building - Main Entrance Detail South Facade



**D 11 – Daly Building - South Side Façade
from Washington Street**



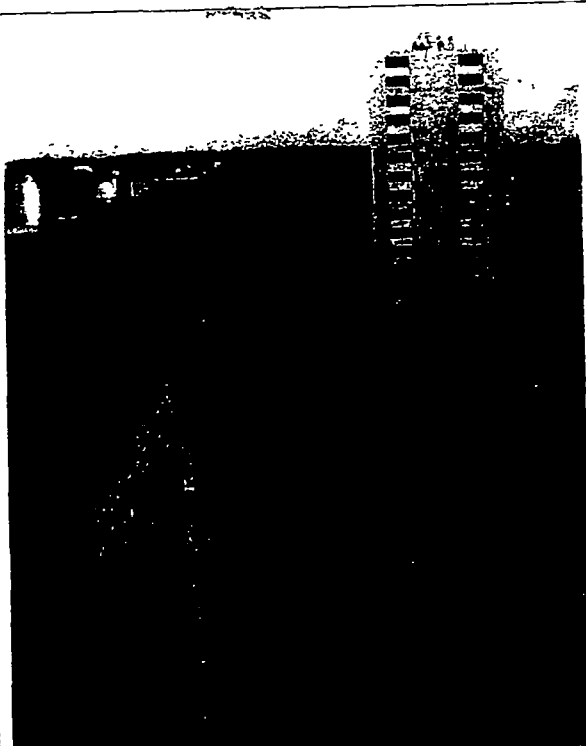
**D 12 – Daly Building View of SW stair
tower from Washington Street**



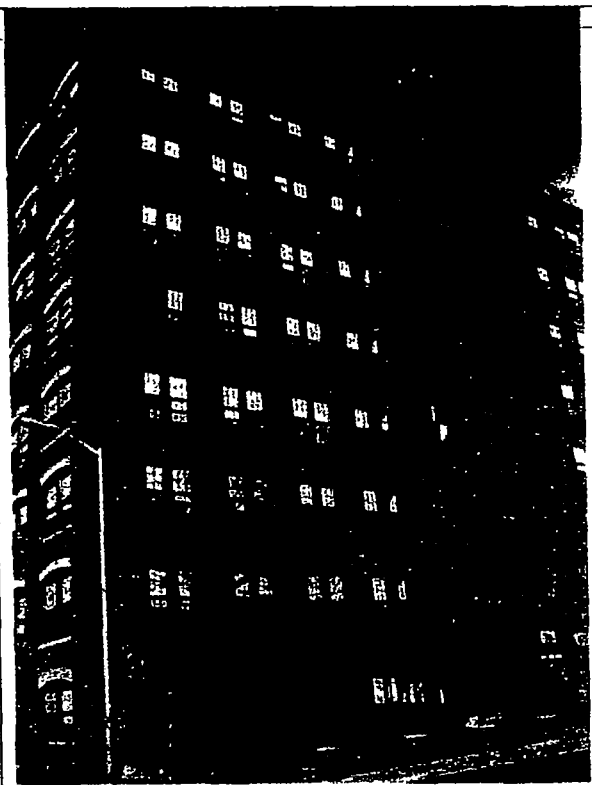
**D 13 – Daly Building – main Entrance
shown from Washington Street Side**



**D 14 – Daly Building – South Façade Main
Entrance from Parking Lot Looking West**



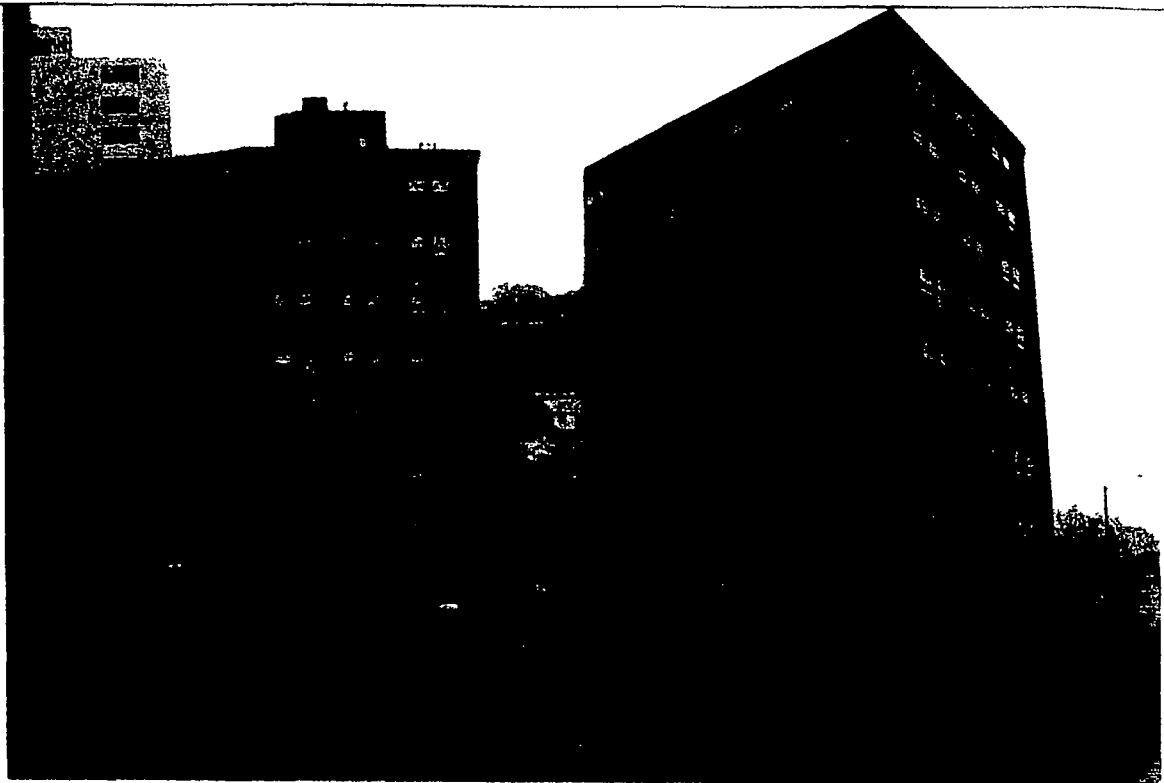
D 15 – Daly Building View of SW stair tower from roof



D 16 – Daly Building – South façade Entrance from Washington Street



D 17 – Daly Building – South Façade Entrance to Stair Tower

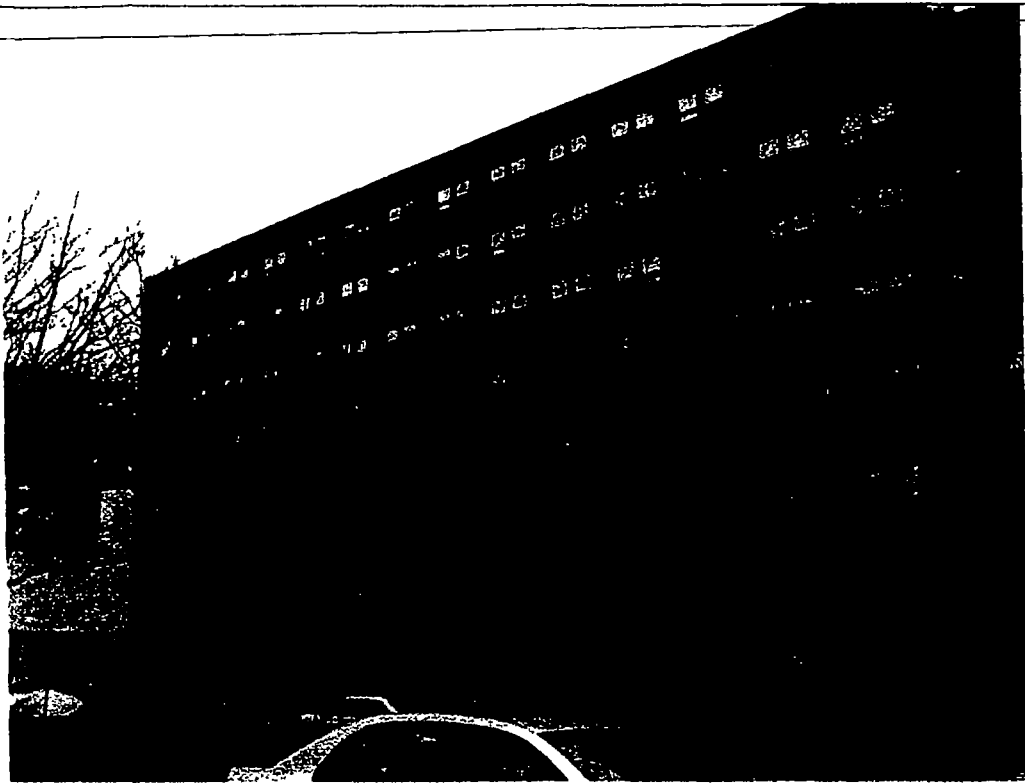


D 18 – Daly Building – Washington Street
Façade

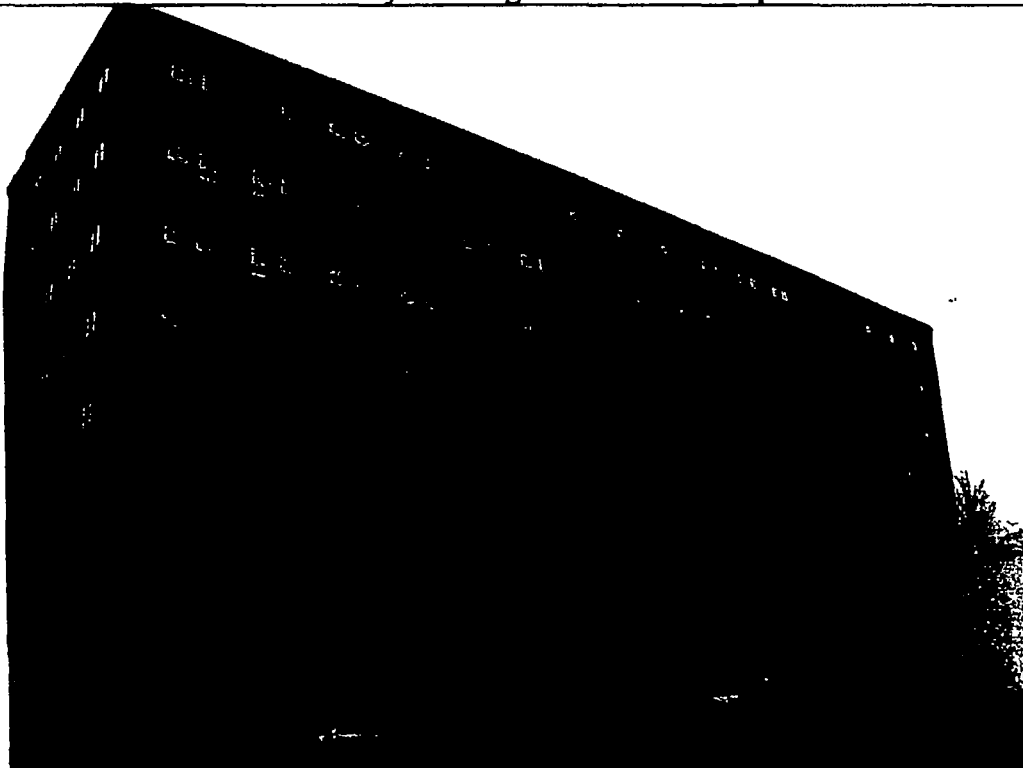
D 19 – Daly Building – Washington Street
Façade Corner Farrar Street



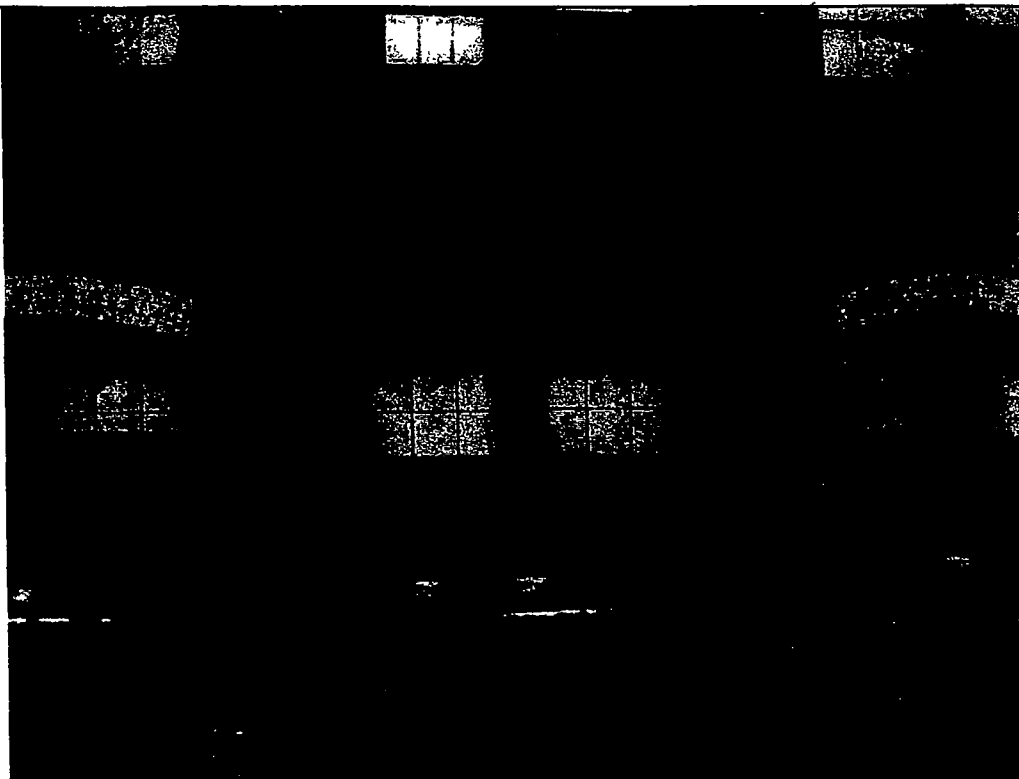
D 20 – Daly Building – Farrar Street Façade from Broad and Washington



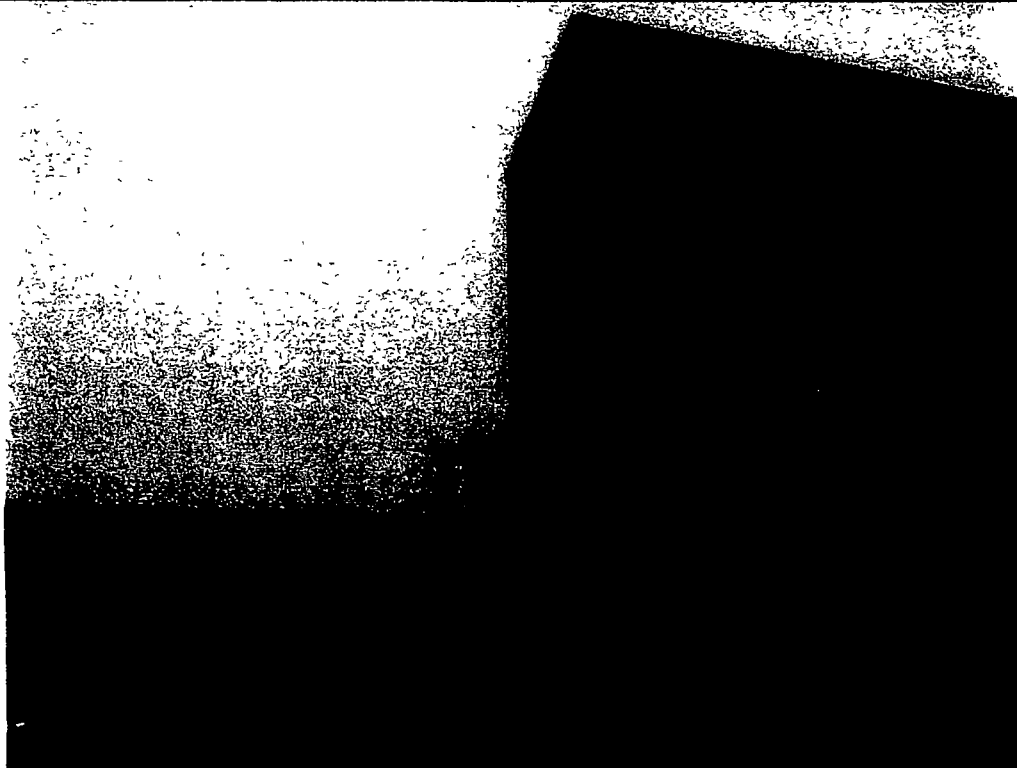
D 21 - Daly Building - Farrar Street Façade



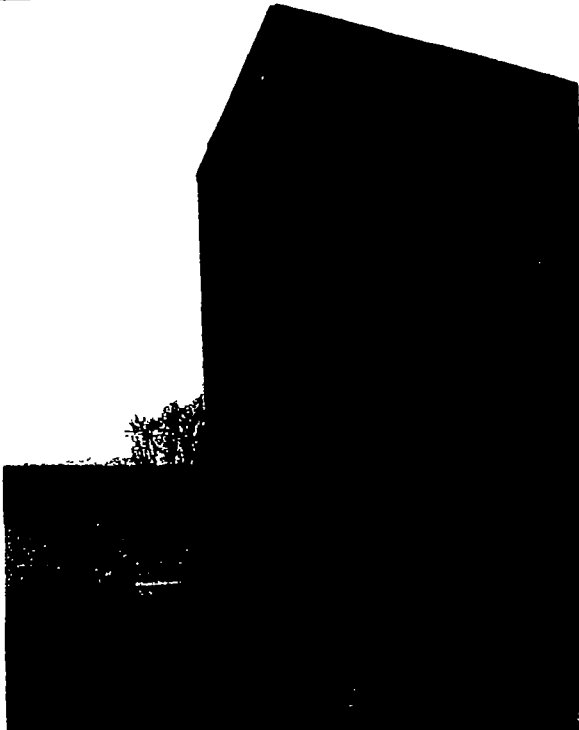
D 22 - Daly Building - Farrar Street Façade



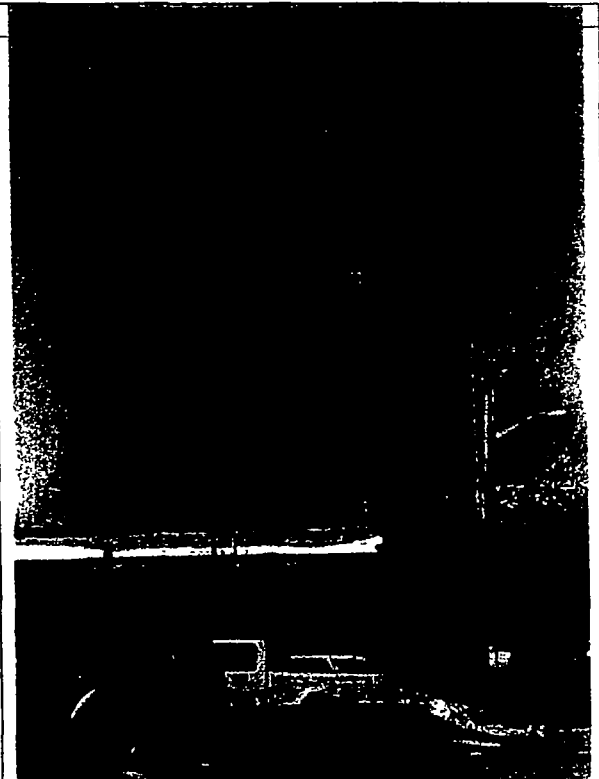
D 25 - Daly Building - Farrar Street Façade Repaired First Floor Window



D 26 - Daly Building - Farrar Street Façade



D 27 – Daly Building – Farrar Street Façade
Corner of East Side



D 28– Daly Building – East façade from
Farrar Street

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization THE A & A FUND	Employer identification number 04-3127721
	Number, street, and room or suite no. If a P.O. box, see instructions C/O BRINCK LOWERY, TRUSTEE	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. BOSTON, MA 02110-1109	

Check type of return to be filed (File a separate application for each return)

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of **GARY POLICH, CPA**

Telephone No **949 428-7400**

FAX No **949 428-7401**

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **11/15/2010**

5 For calendar year **2009**, or other tax year beginning ☐ and ending ☐

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	1,404.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	\$	4,100.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature **WILSONMORGAN LLP**

Title **CPA**

Date **8/10/2010**

WILSONMORGAN LLP
1920 MAIN STREET, SUITE 950
IRVINE, CA 92614-8216

Form **8868** (Rev 4-2009)

COPY