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

2009

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

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

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

Name of foundation
EVERETT S. BULKLEY JR TR UA 07-24-85
R50488007 / 866022023

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
JPMORGAN CHASE BANK, NA, P.O. BOX 3038

City or town, state, and ZIP code
MILWAUKEE, WI 53201

A Employer identification number
06-6332021

B Telephone number
(414) 977-1210

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 3,489,205.

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 ▶ [ ]

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

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	242.	242.		STATEMENT 1
	4 Dividends and interest from securities	97,699.	97,699.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<199,333.>			
	b Gross sales price for all assets on line 6a 596,224.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	874.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	<100,518.>	97,941.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	32,027.	24,020.		8,007.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	368.	368.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	32,395.	24,388.		8,007.
	25 Contributions, gifts, grants paid	91,265.			91,265.
	26 **Total expenses and disbursements.** Add lines 24 and 25	123,660.	24,388.		99,272.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<224,178.>			
	b **Net investment income** (if negative, enter -0-)		73,553.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		74,114.	74,114.
	2 Savings and temporary cash investments	330,941.	307,621.	307,621.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations	393,607.		
	b Investments - corporate stock STMT 5	2,017,929.	1,695,188.	1,595,871.
	c Investments - corporate bonds STMT 6	1,015,927.	1,160,513.	1,174,460.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	0.	297,250.	337,139.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,758,404.	3,534,686.	3,489,205.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,758,404.	3,534,686.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	3,758,404.	3,534,686.	
	31 **Total liabilities and net assets/fund balances**	3,758,404.	3,534,686.	

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	3,758,404.
2	Enter amount from Part I, line 27a	2	<224,178.>
3	Other increases not included in line 2 (itemize) ▶ RETURN OF CAPITAL ADJUSTMENT	3	460.
4	Add lines 1, 2, and 3	4	3,534,686.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,534,686.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	596,224.		795,557.	<199,333.>

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				<199,333.>

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 — <199,333.>

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	134,400.	3,669,539.	.036626
2007	242,487.	4,255,202.	.056986
2006	226,611.	4,025,535.	.056293
2005	220,564.	3,944,771.	.055913
2004	229,785.	4,003,357.	.057398

2	Total of line 1, column (d)	2	.263216
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	.052643
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,171,018.
5	Multiply line 4 by line 3	5	166,932.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	736.
7	Add lines 5 and 6	7	167,668.
8	Enter qualifying distributions from Part XII, line 4	8	99,272.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,471.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,471.
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	1,471.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,560.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	3,560.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2,089.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 1,480. **Refunded** ▶			11	609.

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CT			
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 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK Telephone no ▶ (203) 972-2205
Located at ▶ 122 MAIN STREET, NEW CANAAN, CT ZIP+4 ▶ 06480-4709

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			**Yes**	**No**
1a During the year did the foundation (either directly or indirectly)				
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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?	☐ Yes ☒ No			
If "Yes," list the years ▶ ____ , ____ , ____ , ____				
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 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.)*	N/A	3b		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? N/A **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X (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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK P.O. BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2.00	32,027.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,779,286.
b	Average of monthly cash balances	1b	440,022.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,219,308.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,219,308.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	48,290.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,171,018.
6	**Minimum investment return.** Enter 5% of line 5	6	158,551.

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

1	Minimum investment return from Part X, line 6	1	158,551.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 1,471.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,471.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	157,080.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	157,080.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	157,080.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	99,272.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	99,272.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	99,272.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				157,080.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			26,866.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 99,272.				
a Applied to 2008, but not more than line 2a			26,866.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				72,406.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				84,674.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

1 **Information Regarding Foundation Managers:**

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

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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 8

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	91,265.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	242.	
4 Dividends and interest from securities			14	97,699.	
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	<199,333.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a REFUND - EXCISE TAX			01	874.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<100,518.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <100,518.>

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee AUTHORIZED OFFICER — Date APR 3 0 2010 — Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b	SHORT TERM CAPITAL GAIN DIVIDENDS - 3RD PARTY	P		
c	LONG TERM CAPITAL GAIN DIVIDENDS - 3RD PARTY	P		
d	SETTLEMENT - SALOMON ANALYST AT&T LITIGATION	P		
e	SETTLEMENT - TYCO INTL SEC. LITIGATION	P		
f	SETTLEMENT - AMERICAN INTL GROUP	P		
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	588,993.		795,557.	<206,564.>
b	954.			954.
c	29.			29.
d	69.			69.
e	5,987.			5,987.
f	192.			192.
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<206,564.>
b				954.
c				29.
d				69.
e				5,987.
f				192.
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<199,333.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
JPMORGAN DEPOSIT SWEEP INSTITUTIONAL	242.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	242.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	97,699.	0.	97,699.
TOTAL TO FM 990-PF, PART I, LN 4	97,699.	0.	97,699.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
REFUND - EXCISE TAX	874.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	874.	0.	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	368.	368.		0.
TO FORM 990-PF, PG 1, LN 18	368.	368.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITIES & EQUITY FUNDS	1,695,188.	1,595,871.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,695,188.	1,595,871.

FORM 990-PF CORPORATE BONDS STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIXED INCOME INVESTMENTS	1,160,513.	1,174,460.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,160,513.	1,174,460.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STRUCTURED INVESTMENTS	COST	297,250.	337,139.
TOTAL TO FORM 990-PF, PART II, LINE 13		297,250.	337,139.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 8

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ED MARKS, VICE PRESIDENT C/O JPMORGAN CHASE BANK
122 MAIN STREET
NEW CANAAN, CT 064804709

TELEPHONE NUMBER

203-972-2205

FORM AND CONTENT OF APPLICATIONS

A LETTER WITH THE REQUEST AND PURPOSE FROM THE CHARITABLE ORGANIZATION NO PARTICULAR FORM IS REQUIRED.

ANY SUBMISSION DEADLINES

NOVEMBER 1ST OF EACH YEAR

RESTRICTIONS AND LIMITATIONS ON AWARDS

GRANTS RESTRICTED TO THE GREATER NORWALK,CT AREA

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY 372 DANBURY ROAD WILTON, CT 068972523	NONE PROGRAM SUPPORT	PUBLIC	10,000.
BIG BROTHERS BIG SISTERS 2470 FAIRFIELD AVENUE BRIDGEPORT, CT 06605	NONE PROGRAM SUPPORT	PUBLIC	2,000.
CANCER CARE OF CONN INC 120 EAST AVENUE NORWALK, CT 06851	NONE PROGRAM SUPPORT	PUBLIC	2,000.
CONCORDIA COLLEGE - ZULLY GARCIA 171 WHITE PLAINS RD BRONXVILLE, NY 10708	NONE EDUCATIONAL	PUBLIC	4,000.
FAIRFIELD BD OF APPROVED BASKETBALL OFFICIALS 233PATTERSON AVE STRATFORD, CT 06614	NONE PROGRAM SUPPORT	PUBLIC	7,000.
FAMILY & CHILDRENS AGENCY INC 9 MOTT AVENUE NORWALK, CT 06856	NONE PROGRAM SUPPORT	PUBLIC	1,500.
FAMILY CENTERS INC. P O BOX 7550 GREENWICH, CT 06836	NONE PROGRAM SUPPORT	PUBLIC	1,500.
FOX RUN SCHOOL 228 FILLOW STREET NORWALK, CT 06850	NONE PROGRAM SUPPORT	PUBLIC	1,500.

LONG ISLAND SOUND KEEPER FUND INC P O BOX 4058 NORWALK, CT 06855	NONE PROGRAM SUPPORT	PUBLIC	4,000.
MID FAIRFIELD HOSPICE P O BOX 489 WILTON, CT 06897	NONE PROGRAM SUPPORT	PUBLIC	2,000.
MID-FAIRFIELD CHILD GUIDANCE CTR INC 100 EAST AVENUE NORWALK, CT 06851	NONE PROGRAM SUPPORT	PUBLIC	1,500.
MIDDLEBURY COLLEGE - CASEY DONAHUE 46 PORTER FIELD ROAD MIDDLEBURY, VT 05753	NONE EDUCATIONAL	PUBLIC	4,000.
NEW CANAAN MOUNTED TROOP 22 CARTER STREET NEW CANAAN, CT 06840	NONE PROGRAM SUPPORT	PUBLIC	3,000.
NORWALK COMMUNITY COLLEGE FOUNDATION 188 RICHARDS AVENUE NORWALK, CT 06854	NONE PROGRAM SUPPORT	PUBLIC	20,000.
PREVENT BLINDNESS CONNECTICUT 984 SOUTHFORD ROAD MIDDLEBURY, CT 06762	NONE PROGRAM SUPPORT	PUBLIC	7,600.
SHAKESPEARE ON THE SOUND P O BOX 15 NORWALK, CT 06853	NONE PROGRAM SUPPORT	PUBLIC	1,665.
SIDE BY SIDE COMMUNITY SCHOOL 10 CHESTNUT STREET NORWALK, CT 06854	NONE PROGRAM SUPPORT	PUBLIC	1,000.
STAR, INC. - CHARITABLE PROGRAMS P O BOX 470 NORWALK, CT 06852	NONE PROGRAM SUPPORT	PUBLIC	9,000.

UNIV OF CONNECTICUT - RUI LU 233 GLENBROOK ROAD STORRS, CT 062694100	NONE EDUCATIONAL	PUBLIC	4,000.
WESTPORT-WESTON YMCA 59 POST ROAD EAST WESTPORT, CT 068810190	NONE PROGRAM SUPPORT	PUBLIC	4,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			91,265.

J.P.Morgan

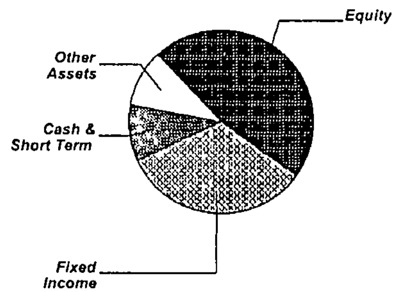
BULKLEY E CHAR-COMB A/C ACCT X50488000
For the Period 12/1/09 to 12/31/09

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,570,090 46	1,595,870 68	25,780 22	21,922 87	47%
Cash & Short Term	295,284 35	338,551 49	43,267 14	1,681 64	10%
Fixed Income	1,154,416 73	1,143,530 15	(10,886 58)	42,317 22	33%
Other Assets	440,198 84	337,139 40	(103,059 44)		10%
Market Value	**$3,459,990.38**	**$3,415,091.72**	**($44,898.66)**		**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	62,805 18	74,113 52	11,308 34
Accruals	4,515 83	5,901 01	1,385 18
Market Value	**$67,321.01**	**$80,014.53**	**$12,693.52**

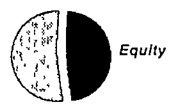
J.P.Morgan

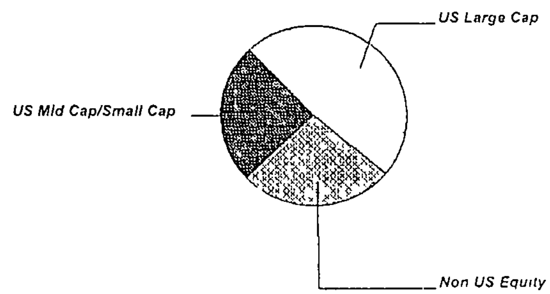
BULKLEY E CHAR-COMB A/C   ACCT X50488000
For the Period 12/1/09 to 12/31/09

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap	750,385 05	760,691 77	10,306 72	22%
US Mid Cap/Small Cap	380,650 85	396,772 69	16,121 84	12%
Non US Equity	439,054 56	438,406 22	(648 34)	13%
Total Value	**$1,570,090.46**	**$1,595,870.68**	**$25,780.22**	**47%**

Asset Categories





Market Value/Cost	Current Period Value
Market Value	1,595,870 68
Tax Cost	1,695,187 57
Unrealized Gain/Loss	(99,316 91)
Estimated Annual Income	21,922 87
Accrued Dividends	827 32
Yield	1 37%

Equity Detail

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
JPMORGAN TR I GROWTH ADVANTAGE FUND SELECT SHARE CLASS FUND 1567 4812A3-71-8 JGAS X	9,517 766	7 27	69,194 16	75,000 00	(5,805 84)		
ABBOTT LABORATORIES 002824-10-0 ABT	130 000	53 99	7,018 70	6,463 99	554 71	208 00	2 96 %
ADVANCED AUTO PARTS INC 00751Y-10-6 AAP	30 000	40 48	1,214 40	1,222 80	(8 40)	7 20 1 80	0 59 %
AETNA INC 00817Y-10-8 AET	100 000	31 70	3,170 00	2,668 98	501 02	4 00	0 13 %
AFLAC INC 001055-10-2 AFL	50 000	46 25	2,312 50	2,209 48	103 02	56 00	2 42 %
AMAZON COM INC 023135-10-6 AMZN	10 000	134 52	1,345 20	827 16	518 04		
ANADARKO PETROLEUM CORP 032511-10-7 APC	25 000	62 42	1,560 50	1,062 25	498 25	9 00	0 58 %
APACHE CORP 037411-10-5 APA	45 000	103 17	4,642 65	2,920 05	1,722 60	27 00	0 58 %
APPLE INC 037833-10-0 AAPL	35 000	210 73	7,375 62	4,419 77	2,955 85		
APPLIED MATERIALS INC 038222-10-5 AMAT	245 000	13 94	3,415 30	3,232 25	183 05	58 80	1 72 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
AT&T INC 00206R-10-2 T	155 000	28 03	4,344 65	5,841 95	(1,497 30)	260 40	5 99 %
BANK OF AMERICA CORP 060505-10-4 BAC	455 000	15 06	6,852 30	17,443 20	(10,590 90)	18 20	0 27 %
BANK OF NEW YORK MELLON CORP 064058-10-0 BK	165 000	27 97	4,615 05	5,791 25	(1,176 20)	59 40	1 29 %
BAXTER INTERNATIONAL INC 071813-10-9 BAX	50 000	58 68	2,934 00	2,496 95	437 05	58 00 14 50	1 98 %
BB & T CORP 054937-10-7 BBT	60 000	25 37	1,522 20	1,199 09	323 11	36 00	2 36 %
BOEING CO 097023-10-5 BA	25 000	54 13	1,353 25	1,982 68	(629 43)	42 00	3 10 %
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	130 000	25 25	3,282 50	2,699 00	583 50	166 40 41 60	5 07 %
CARDINAL HEALTH INC 14149Y-10-8 CAH	30 000	32 24	967 20	649 72	317 48	21 00 5 25	2 17 %
CATERPILLAR INC 149123-10-1 CAT	25 000	56 99	1,424 75	1,989 00	(564 25)	42 00	2 95 %
CELGENE CORPORATION 151020-10-4 CELG	75 000	55 68	4,176 00	3,068 25	1,107 75		
CHEVRON CORP 166764-10-0 CVX	65 000	76 99	5,004 35	4,337 05	667 30	176 80	3 53 %
CISCO SYSTEMS INC 17275R-10-2 CSCO	365 000	23 94	8,738 10	5,250 35	3,487 75		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
CITIGROUP INC 172967-10-1 C	675 000	3 31	2,234 25	2,855 83	(621 58)		
COACH INC 189754-10-4 COH	35 000	36 53	1,278 55	1,182 06	96 49	10 50	0 82 %
COCA COLA CO 191216-10-0 KO	40 000	57 00	2,280 00	2,301 16	(21 16)	65 60	2 88 %
COMCAST CORP CL A 20030N-10-1 CMCS A	100.000	16 86	1,686.00	1,698 28	(12 28)	37 80	2 24 %
CONOCOPHILLIPS 20825C-10-4 COP	75 000	51 07	3,830 25	3,501 74	328 51	150 00	3 92 %
CORNING INC 219350-10-5 GLW	225 000	19 31	4,344 75	4,131 00	213 75	45 00	1 04 %
CVS/CAREMARK CORPORATION 126650-10-0 CVS	170 000	32 21	5,475 70	4,895 61	580.09	51 85	0 95 %
DEERE & CO 244199-10-5 DE	90 000	54 09	4,868 10	3,671 48	1,196 62	100 80 25 20	2 07 %
DEVON ENERGY CORP 25179M-10-3 DVN	55 000	73 50	4,042 50	6,548 19	(2,505 69)	35 20	0 87 %
DOW CHEMICAL CO 260543-10-3 DOW	150 000	27 63	4,144 50	2,153 05	1,991 45	90 00 22 50	2 17 %
EDISON INTERNATIONAL 281020-10-7 EIX	120 000	34 78	4,173 60	5,372 90	(1,199 30)	151 20 37 80	3 62 %
EMERSON ELECTRIC CO 291011-10-4 EMR	55 000	42 60	2,343 00	1,940 88	402 12	73 70	3 15 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
EOG RESOURCES INC 26875P-10-1 EOG	25 000	97 30	2,432 50	1,635 50	797 00	14 50	0 60 %
EXXON MOBIL CORP 30231G-10-2 XOM	115 000	68 19	7,841 85	1,285 66	6,556 19	193 20	2 46 %
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	70 000	80 29	5,620 30	3,021 72	2,598 58	42 00	0 75 %
GENERAL MILLS INC 370334-10-4 GIS	25 000	70 81	1,770 25	1,270 00	500 25	49 00	2 77 %
GILEAD SCIENCES INC 375558-10-3 GILD	70 000	43 27	3,028 90	3,654 51	(625 61)		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	40 000	168 84	6,753 60	4,597 20	2,156 40	56 00	0 83 %
GOOGLE INC CL A 38259P-50-8 GOOG	15 000	619 98	9,299 70	5,570 25	3,729 45		
HEWLETT-PACKARD CO 428236-10-3 HPQ	225 000	51 51	11,589 75	10,560 75	1,029 00	72 00 18 00	0 62 %
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	35 000	39 20	1,372 00	1,437 82	(65 82)	42 35	3 09 %
INTERNATIONAL GAME TECHNOLOGY 459902-10-2 IGT	50 000	18 77	938 50	760 49	178 01	12 00 3 00	1 28 %
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	35 000	130 90	4,581 50	2,760 10	1,821 40	77 00	1 68 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
ISHARES RUSSELL 1000 GROWTH INDEX FUND 464287-61-4 IWF	1,350 000	49 85	67,297 50	74,561 00	(7,263 50)	1,071 90	1 59%
JOHNSON CONTROLS INC 478366-10-7 JCI	150 000	27.24	4,086 00	5,322 00	(1,236 00)	78 00 19 50	1 91%
JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 4812A2-10-8 JPIA X	8,101 969	20 31	164,550 99	190,000 00	(25,449 01)	3,111 15	1 89%
JPMORGAN TR I US LARGE CAP VALUE PLUS SELECT SHARE CLASS FUND 1513 4812A4-65-8 JTVS X	5,487 805	11 73	64,371 95	45,000 00	19,371 95	307 31	0 48%
JUNIPER NETWORKS INC 48203R-10-4 JNPR	125 000	26 67	3,333 75	2,662 89	670 86		
MASTERCARD INC - CLASS A 57636Q-10-4 MA	10 000	255 98	2,559 80	1,828 12	731 68	6 00	0 23%
MERCK & CO INC 58933Y-10-5 MRK	215 000	36 54	7,856 10	6,601 97	1,254 13	326 80 81 70	4 16%
METLIFE INC 59156R-10-8 MET	30 000	35 35	1,060 50	780 90	279 60	22 20	2 09%
MICROSOFT CORP 594918-10-4 MSFT	490 000	30 48	14,935 20	12,970 13	1,965 07	254 80	1 71%
MONSANTO CO 61166W-10-1 MON	30 000	81 75	2,452 50	2,427 13	25 37	31 80	1 30%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
MORGAN STANLEY 617446-44-8 MS	125 000	29.60	3,700 00	2,854 20	845 80	25 00	0 68 %
NATIONAL SEMICONDUCTOR CORP 637640-10-3 NSM	80 000	15 36	1,228 80	1,008 00	220 80	25 60 6 40	2 08 %
NETAPP INC 64110D-10-4 NTAP	40 000	34 36	1,374 40	672 00	702 40		
NIKE INC B 654106-10-3 NKE	40 000	66 07	2,642 80	2,754 80	(112 00)	43 20 10 80	1 63 %
NORFOLK SOUTHERN CORP 655844-10-8 NSC	175 000	52.42	9,173 50	7,563 50	1,610 00	238 00	2 59 %
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	75 000	81.35	6,101 25	6,303 14	(201 89)	99 00 24 75	1 62 %
ORACLE CORP 68389X-10-5 ORCL	145 000	24 53	3,556 85	3,033 60	523 25	29 00	0 82 %
PACCAR INC 693718-10-8 PCAR	80 000	36 27	2,901 60	2,534 40	367 20	28 80	0 99 %
PARKER-HANNIFIN CORP 701094-10-4 PH	25 000	53 88	1,347 00	1,007 52	339 48	25 00	1 86 %
PAYCHEX INC 704326-10-7 PAYX	45 000	30 64	1,378 80	1,184 34	194 46	55 80	4 05 %
PEPSICO INC 713448-10-8 PEP	75 000	60 80	4,560 00	5,254 30	(694 30)	135 00 33 75	2 96 %
PFIZER INC 717081-10-3 PFE	425 000	18 19	7,730 75	6,166 00	1,564 75	306 00	3 96 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	95 000	48 19	4,578 05	3,903 71	674 34	220 40 55 10	4 81%
PRAXAIR INC 74005P-10-4 PX	40 000	80 31	3,212 40	1,140 99	2,071 41	64 00	1 99%
PROCTER & GAMBLE CO 742718-10-9 PG	165 000	60 63	10,003 95	5,756 63	4,247 32	290 40	2 90%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	65 000	49 76	3,234 40	2,561 63	672 77	45 50	1 41%
QUALCOMM INC 747525-10-3 QCOM	125 000	46 26	5,782 50	5,351 76	430 74	85 00	1 47%
SCHLUMBERGER LTD 806857-10-8 SLB	45 000	65 09	2,929 05	4,817 11	(1,888 06)	37 80 9 45	1 29%
SOUTHERN CO 842587-10-7 SO	75 000	33 32	2,499 00	2,202 36	296 64	131 25	5 25%
SOUTHWESTERN ENERGY CO 845467-10-9 SWN	30 000	48 20	1,446 00	1,295 69	150 31		
SPDR TRUST SERIES 1 78462F-10-3 SPY	400 000	111 44	44,576 00	51,124 00	(6,548 00)	944 40 236 08	2 12%
SPRINT NEXTEL CORP 852061-10-0 S	325 000	3 66	1,189 50	1,314 41	(124 91)		
STAPLES INC 855030-10-2 SPLS	160 000	24 59	3,934 40	3,263 90	670 50	52 80 13 20	1 34%
STARWOOD HOTELS & RESORTS 85590A-40-1 HOT	75 000	36 57	2,742 75	1,603 47	1,139 28	15 00 15 00	0 55%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
SYSCO CORP 871829-10-7 SYY	100 000	27 94	2,794 00	2,913 00	(119 00)	100 00 25 00	3 58 %
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	55 000	19 38	1,065 90	870 10	195 80		
TIME WARNER INC NEW 887317-30-3 TWX	175 000	29 14	5,099 50	3,607 17	1,492 33	131 25	2 57 %
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	90 000	69 41	6,246 90	2,743 10	3,503 80	138 60	2 22 %
URBAN OUTFITTERS INC 917047-10-2 URBN	30 000	34 99	1,049 70	519 00	530 70		
US BANCORP DEL 902973-30-4 USB	200 000	22 51	4,502 00	6,249 84	(1,747 84)	40 00 10 00	0 89 %
V F CORP 918204-10-8 VFC	25.000	73 24	1,831 00	1,445 38	385 62	60 00	3 28 %
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	200 000	33 13	6,626 00	5,680 48	945 52	380 00	5 73 %
WAL MART STORES INC 931142-10-3 WMT	75 000	53 45	4,008 75	3,769 11	239 64	81 75 20 44	2 04 %
WALT DISNEY CO 254687-10-6 DIS	240 000	32 25	7,740 00	7,453 97	286 03	84 00 84 00	1 09 %
WELLPOINT INC 94973V-10-7 WLP	15 000	58 29	874 35	800 29	74 06		
WELLS FARGO & CO 949746-10-1 WFC	215 000	26 99	5,802 85	6,221 27	(418 42)	43 00	0 74 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
XILINX CORP 983919-10-1 XLNX	120 000	25 06	3,007 20	2,694 46	312 74	76 80	2 55%
YUM BRANDS INC 988498-10-1 YUM	95 000	34 97	3,322 15	3,011 93	310 22	79 80	2 40%
Total US Large Cap			**$760,691.77**	**$744,386.10**	**$16,305 67**	**$11,942 01** **$814.82**	**1.57%**
US Mid Cap/Small Cap							
ISHARES RUSSELL MIDCAP VALUE INDEX FUND 464287-47-3 IWS	1,950.000	36 95	72,052 50	83,030 98	(10,978 48)	1,507 35	2 09%
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND 464287-48-1 IWP	1,000 000	45 34	45,340 00	50,694 00	(5,354 00)	396 00	0 87%
JPMORGAN MULTI-CAP MARKET NEUTRAL FUND SELECT SHARE CLASS FUND 2023 4812C1-67-8 OGNI X	13,280 217	10 11	134,262 99	147,808 81	(13,545 82)		
JPMORGAN SMALL CAP VALUE FUND SELECT SHARE CLASS FUND 3712 4812C1-79-3 PSOP X	4,242 031	15 19	64,436 45	107,000 00	(42,563 55)	1,013 84	1 57%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Mid Cap/Small Cap							
JPMORGAN US REAL ESTATE FUND SELECT SHARE CLASS FUND 3037 4812C0-61-3 SUIE X	6,551 740	12 21	79,996 75	100,000 00	(20,003 26)	1,841 03	2 30 %
KB HOME 48666K-10-9 KBH	50 000	13 68	684 00	839 42	(155 42)	12 50	1 83 %
Total US Mid Cap/Small Cap			**$396,772.69**	**$489,373 21**	**($92,600.53)**	**$4,770 72**	1 20 %
Non US Equity							
ACE LTD NEW H0023R-10-5 ACE	50 000	50 40	2,520 00	2,309 62	210 38	62 00	2 46 %
COOPER INDUSTRIES PLC CL - A G24140-10-8 CBE	50 000	42 64	2,132 00	1,671 08	460 92	50 00 12 50	2 35 %
COVIDIEN PLC G2554F-10-5 COV	75 000	47 89	3,591 75	2,480 04	1,111 71	54 00	1 50 %
ISHARES MSCI ASIAN EX JAPAN 464288-18-2 AAXJ	800 000	55 71	44,568 00	34,729 36	9,838 64	810 40	1 82 %
JPMORGAN ASIA EQUITY FUND SELECT SHARE CLASS FUND 1134 4812A0-70-6 JPAS X	4,358 275	31 20	135,978 18	132,809 25	3,168 93	501 20	0 37 %
JPMORGAN INTERNATIONAL VALUE FUND SELECT SHARE CLASS FUND 1296 4812A0-56-5 JIES X	9,357 436	12 68	118,652 29	152,162 61	(33,510 33)	2,872 73	2 42 %

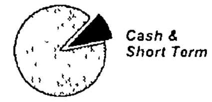
	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
Non US Equity							
JPMORGAN INTREPID INTERNATIONAL FUND SELECT SHARE CLASS FUND # 1321 4812A2-21-5 JISI X	2,332 821	15 73	36,695 27	57,387 39	(20,692 12)	613 53	1 67 %
SPDR GOLD TRUST 78463V-10-7 GLD	400 000	107 31	42,924 00	33,832 00	9,092 00		
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	3,078 608	16 14	49,688 73	42,361 65	7,327 08	246 28	0 50 %
TRANSOCEAN INC H8817H-10-0 RIG	20 000	82 80	1,656 00	1,685 26	(29 26)		
Total Non US Equity			**$438,406.22**	**$461,428.26**	**($23,022 05)**	**$5,210.14** **$12 50**	1 19 %

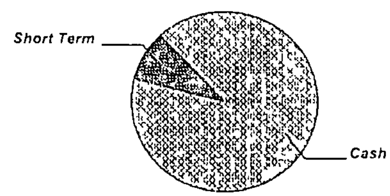
J.P.Morgan

Cash & Short Term Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	264,202 75	307,621 49	43,418 74	9%
Short Term	31,081 60	30,930 00	(151 60)	1%
Total Value	**$295,284.35**	**$338,551.49**	**$43,267.14**	**10%**

Asset Categories





Market Value/Cost	Current Period Value
Market Value	338,551 49
Tax Cost	338,944 93
Unrealized Gain/Loss	(393 44)
Estimated Annual Income	1,681 64
Accrued Interest	306 35
Yield	0 15%

J.P.Morgan

Cash & Short Term Summary CONTINUED

SUMMARY BY MATURITY

Short Term	Market Value
6-12 months	30,930 00

SUMMARY BY TYPE

Short Term	Market Value	% of Bond Portfolio
Government and Agency Bonds	30,930 00	100%

Note [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

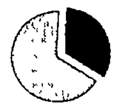
Cash & Short Term Detail

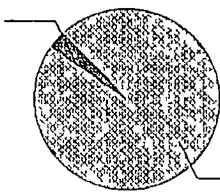
	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	307,621 49	1 00	307,621 49	307,621 49		369 14 33 71	0 12 % [1]
Short Term							
U S A NOTES 4 1/8% AUG 15 2010 DTD 8/15/2005 912828-ED-8 AAA /AAA	10,000.00	102 34	10,234.00	10,353 91	(119 91)	412 50 155 80	0 37 %
U S A NOTES 4 1/2% NOV 15 2010 DTD 11/15/2005 912828-EM-8 AAA /AAA	20,000 00	103 48	20,696 00	20,969 53	(273 53)	900 00 116 84	0 50 %
Total Short Term			$30,930.00	$31,323 44	($393 44)	$1,312 50 $272 64	0 46 %

Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Fixed Income - Taxable	1,129,162 92	1,118,225 58	(10,937 34)	32%
US Fixed Income - Non Taxable	25,253 81	25,304 57	50 76	1%
Total Value	**$1,154,416.73**	**$1,143,530.15**	**($10,886 58)**	**33%**

Asset Categories





Market Value/Cost	Current Period Value
Market Value	1,143,530 15
Tax Cost	1,129,189 09
Unrealized Gain/Loss	14,341 06
Estimated Annual Income	42,317 22
Accrued Interest	4,767 34
Yield	3 45%

Fixed Income Summary CONTINUED

SUMMARY BY MATURITY

Fixed Income	Market Value	% of Bond Portfolio
Less than 5 years[1]	1,037,750 75	91%
5-10 years[1]	105,779 40	9%
Total Value	**$1,143,530.15**	**100%**

SUMMARY BY TYPE

Fixed Income	Market Value	% of Bond Portfolio
Government and Agency Bonds	280,545 45	25%
Mutual Funds	837,680.13	73%
Other	25,304 57	2%
Total Value	**$1,143,530.15**	**100%**

[1]The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

Fixed Income Detail

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
ISHARES BARCLAYS TIPS BOND FUND 464287-17-6	1,400 000	103 90	145,460 00	142,049 63	3,410 37	5,658 80	3 89 %
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FUND 3844 30-Day Annualized Yield 2 76% 4812A4-35-1	5,890 069	11.59	68,265 90	65,000 00	3,265 90	2,444 37 212 04	3 58 %
JPMORGAN HIGH YIELD BOND FUND SELECT CLASS FUND 3580 30-Day Annualized Yield 7 59% 4812C0-80-3	18,722 327	7 74	144,910 81	140,000 00	4,910 81	10,447 05 1,216 95	7 21 %
JPMORGAN SHORT DURATION BOND FUND SELECT CLASS FUND 3133 30-Day Annualized Yield 2 04% 4812C1-33-0	44,151 467	10 85	479,043 42	475,000 00	4,043 42	13,907 71 1,015 48	2 90 %
U S A NOTES 4 7/8% JUL 31 2011 DTD 7/31/2006 912828-FN-5 AAA /AAA	20,000 000	106 20	21,239 80	21,469 53	(229 73)	975 00 408 00	0 92 %
U S A NOTES 4 5/8% AUG 31 2011 DTD 8/31/2006 912828-FS-4 AAA /AAA	20,000 000	106 04	21,207 80	21,404 69	(196 89)	925 00 314 28	0 96 %

US Fixed Income - Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
U S A TREASURY NOTES 1 3/8% FEB 15 2012 DTD 02/17/2009 912828-KC-3 AAA /AAA	30,000 000	100 29	30,086 70	30,003 52	83 18	412 50 155 79	1 24 %
U S A TREASURY NOTES 1 3/8% MAY 15 2012 DTD 05/15/2009 912828-KP-4 AAA /AAA	30,000 000	100 00	30,000 00	29,927 34	72 66	412 50 53 55	1 37 %
U S A NOTES 3 125% AUG 31 2013 DTD 09/02/2008 912828-JK-7 AAA /AAA	25,000 000	103 91	25,978.50	25,983 40	(4 90)	781 25 265 45	2 01 %
U S A TREASURY NOTES 2% NOV 30 2013 DTD 12/01/2008 912828-JT-8 AAA /AAA	25,000 000	99 47	24,867 25	24,774 41	92 84	500 00	2 14 %
U S A NOTES 4% FEB 15 2014 DTD 2/17/2004 912828-CA-6 AAA /AAA	20,000 000	106 93	21,386 00	21,449 22	(63 22)	800 00 302 16	2 23 %
U S A NOTES 4 1/4% AUG 15 2015 DTD 8/15/2005 912828-EE-6 AAA /AAA	20,000 000	107 03	21,406 20	21,532 81	(126 61)	850 00 321 04	2 89 %
U S A NOTES 5 1/8% MAY 15 2016 DTD 5/15/2006 912828-FF-2 AAA /AAA	20,000 000	111 53	22,306 20	22,510 16	(203 96)	1,025 00 133 08	3 12 %

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
U S A NOTES 4 1/2% MAY 15 2017 DTD 5/15/2007 912828-GS-3 AAA /AAA	30,000 000	106 90	32,069 40	32,499 61	(430 21)	1,350 00 175 26	3 43%
U S A NOTES 3 3/4% NOV 15 2018 DTD 11/17/2008 912828-JR-2 AAA /AAA	30,000 000	99 99	29,997 60	30,584 77	(587 17)	1,125 00 146 04	3 75%
Total US Fixed Income - Taxable			**$1,118,225 58**	**$1,104,189 09**	**$14,036 49**	**$41,614 18** **$4,719 12**	3 46%
US Fixed Income - Non Taxable							
JPMORGAN TR I TAX AWARE REAL RETURN FUND SELECT SHARE CLASS FUND 992 30-Day Annualized Yield 1 60% 4812A2-54-6	2,538 071	9 97	25,304 57	25,000 00	304 57	703 04 48 22	2 78%

Other Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Structured Investments	440,198 84	337,139 40	(103,059 44)	10%

Asset Categories

Other Assets Detail

	Quantity	Price	Estimated Value	Cost	Estimated Gain/Loss
Structured Investments					
CREDIT SUISSE BREN LKD TO ASIA BASKET MAT 06/23/10 (10%BUFFER-2XLEV-10 37%CAP-20 74% MAXPYMT) INITIAL LEVEL-ASIA BASKET 06/05/09 100 00 22546E-HV-9	65,000 000	114 65	74,522 50	64,350 00	10,172 50
CREDIT SUISSE BREN LKD TO SP500 INDEX MAT 06/23/10 (10%BUFF-2XLEV-8 9%CAP-17 8%MAXPYMT) INITIAL LEVEL-SPX 06/05/09 940 09 22546E-JT-2	69,000 000	112 94	77,928 60	68,310 00	9,618 60
CREDIT SUISSE REN OIH 01/14/10 (3XLEV-9 45%CAP-28 35%MAXPYMT) INITIAL LEVEL-OIH 7/10/09 91 77 22546E-KW-3	15,000 000	127.58	19,137 00	14,925 00	4,212 00

Structured Investments

	Quantity	Price	Estimated Value	Cost	Estimated Gain/Loss
CS BREN LKD TO SPX 07/29/10 (10%BUFFER-2XLEV-8 87%CAP-17 74% MAXPYMT) INITIAL LEVEL-SPX 07/10/09 879 13 22546E-KX-1	16,000 000	113 68	18,188 80	15,840 00	2,348 80
CS EAFE BREN 07/29/10 (10%BUFFER-2XLEV 9 81%CAP-19 63%MAXPYMT) INITIAL LEVEL-7/10/09 SX5E 2281 47 UKX·4127 17 TPX 872 50 22546E-KY-9	30,000 000	114 83	34,449 00	29,700 00	4,749 00
GS 9M SPX NOTE 08/19/2010 (85% CONTIN BARRIER- 6 6% PMT -AUTO 7% CAP) INITIAL LEVEL-SPX 11/13/09 1,093 48 38143U-FL-0	70,000 000	102 53	71,767 50	69,475 00	2,292 50
HSBC 18M SPX MKT PLS NOTE 01/20/11 (70% CONTIN BARRIER-4 3%PMT- UNCAPPED) INITIAL LEVEL-SPX 07/22/09 940 38 4042K0-YD-1	35,000 000	117 56	41,146 00	34,650 00	6,496 00
Total Structured Investments			**$337,139 40**	**$297,250 00**	**$39,889 40**