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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 change

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

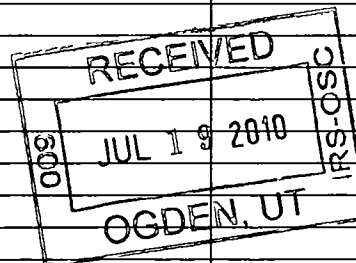
Name of foundation 31-15C055786565 AGT PENSON FOUNDATION TRUST		A Employer identification number 13-4226290
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) () -
551 FIFTH AVENUE, 34TH FLOOR		
City or town, state, and ZIP code NEW YORK, NY 10176		C If exemption application is pending, check here <input type="checkbox"/>
		D 1 Foreign organizations, check here <input type="checkbox"/>
		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **757,580.**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	280,000.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	61,217.	57,229.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-3,502.			
b	Gross sales price for all assets on line 6a 1,673,624.				
7	Capital gain net income (from Part IV, line 2)		NONE		
8	Net short-term capital gain				
9	Income modifications			18,360.	
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)	283.			STMT 2
12	Total. Add lines 1 through 11	337,998.	57,229.	18,360.	
13	Compensation of officers, directors, trustees, etc.	16,549.	8,275.		8,275.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)				
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) STMT 3	250.			250.
24	Total operating and administrative expenses. Add lines 13 through 23	16,799.	8,275.		8,525.
25	Contributions, gifts, grants paid	1,285,825.			1,285,825.
26	Total expenses and disbursements. Add lines 24 and 25	1,302,624.	8,275.		1,294,350.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-964,626.			
b	Net investment income (if negative, enter -0-)		48,954.		
c	Adjusted net income (if negative, enter -0-)			18,360.	



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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	55,481.	126,837.	126,837.
	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)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
Less: accumulated depreciation ▶ (attach schedule)				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) STMT 4	1,618,178.	605,725.	630,743.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶ (attach schedule)				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,673,659.	732,562.	757,580.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	1,673,659.	732,562.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	1,673,659.	732,562.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,673,659.	732,562.		

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	1,673,659.
2 Enter amount from Part I, line 27a	2	-964,626.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	24,287.
4 Add lines 1, 2, and 3	4	733,320.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	758.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	732,562.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	-3,497.	
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.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	2,759,414.	2,980,074.	0.92595485884
2007	5,773,497.	6,289,848.	0.91790723719
2006	3,396,434.	2,322,548.	1.46237408226
2005	1,245,360.	2,668,069.	0.46676454020
2004	456,477.	1,888,304.	0.24173914793
2 Total of line 1, column (d)			2 4.01473986642
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 0.80294797328
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 1,011,085.
5 Multiply line 4 by line 3			5 811,849.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 490.
7 Add lines 5 and 6			7 812,339.
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 1,294,350.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		1	490.
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			
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	490.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	490.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	932.	
b Exempt foreign organizations-tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	932.	
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	442.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 442. Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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 checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" 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
4a 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?	N/A	
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	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> STMT 7		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	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 <u>N/A</u>				
14	The books are in care of <u>SHANNON & ANDREW S. PENSON</u> Telephone no <u></u>			
	Located at <u>551 FIFTH AVE, 34TH FL, NEW YORK, NY</u> ZIP + 4 <u>10176</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

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)? <input type="checkbox"/> <u>N/A</u>	1b	
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? <input type="checkbox"/> <u>X</u>	1c	
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 <u></u>		
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) <input type="checkbox"/> <u>X</u>	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 <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 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) <input type="checkbox"/> <u>N/A</u>	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> <u>X</u>	4a	
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? <input type="checkbox"/> <u>X</u>	4b	

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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)? ☐ Yes ☒ No **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** N/A

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 **5c** N/A

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

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? ☐ Yes ☒ No **7b** N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 8		16,549.	-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
SEE STATEMENT 9		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 10		NONE

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

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

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

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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	874,932.
b	Average of monthly cash balances	1b	151,550.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	1,026,482.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,026,482.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	15,397.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,011,085.
6	Minimum investment return. Enter 5% of line 5	6	50,554.

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	50,554.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	490.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	490.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	50,064.
4	Recoveries of amounts treated as qualifying distributions	4	18,360.
5	Add lines 3 and 4	5	68,424.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	68,424.

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	1,294,350.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,294,350.
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	490.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,293,860.

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				68,424.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			NONE	
b Total for prior years 20 07, 20 , 20		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	362,760.			
b From 2005	1,113,973.			
c From 2006	3,284,807.			
d From 2007	5,464,759.			
e From 2008	2,612,274.			
f Total of lines 3a through e	12,838,573.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 1,294,350.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				68,424.
e Remaining amount distributed out of corpus	1,225,926.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	14,064,499.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	362,760.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	13,701,739.			
10 Analysis of line 9:				
a Excess from 2005	1,113,973.			
b Excess from 2006	3,284,807.			
c Excess from 2007	5,464,759.			
d Excess from 2008	2,612,274.			
e Excess from 2009	1,225,926.			

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(i)(3) or

4942(1)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

C Qualifying distributions from Part XII, line 4 for each year listed .

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.

3 Complete 3a, b, or c for the alternative test relied upon

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i). . . .

b "Endowment" alternative test-
enter 2/3 of minimum invest-
ment 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 (i)(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>
a Paid during the year SEE STATEMENT 11				
Total			▶ 3a	1,285,825.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount
1 Program service revenue:				
a _____				
b _____				
c _____				
d _____				
e _____				
f _____				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	61,217.
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			1	283.
8 Gain or (loss) from sales of assets other than inventory			18	-3,502.
9 Net income or (loss) from special events . . .				
10 Gross profit or (loss) from sales of inventory . .				
11 Other revenue a _____				
b _____				
c _____				
d _____				
e _____				
12 Subtotal. Add columns (b), (d), and (e)				57,998.
13 Total. Add line 12, columns (b), (d), and (e)				57,998.

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

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

[illegible]

Part XVII 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

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.

Sign Here

Preparer's
signature

Date _____

Check if self-employed ☐

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)
P00353001

Firm's name (or yours if self-employed), address, and ZIP code

EIN ▶ 13-5565207
Phone no 800-770-8444

Schedule of Contributors

OMB No 1545-0047

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

2009

Name of the organization

Employer identification number

31-15C055786565 AGT PENSON FOUNDATION TRUST

13-4226290

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization

31-15C055786565 AGT PENSON FOUNDATION TRUST

Employer identification number

13-4226290

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ANDREW S. PENSON 551 FIFTH AVENUE, 34TH FLOOR NEW YORK, NY 10176	\$ 280,000.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					334.	
110,188.00		110000. FEDL NATL MTG ASSN PROPERTY TYPE: SECURITIES 110,189.00		3.250% 2/2			12/02/2008	01/23/2009
							-1.00	
17,396.00		18000. WELLS FARGO & CO PROPERTY TYPE: SECURITIES 18,385.00		4.950% 10/16			04/15/2008	01/28/2009
							-989.00	
21,780.00		22000. MERRILL LYNCH & CO PROPERTY TYPE: SECURITIES 21,748.00		4.125% 9/10			06/26/2007	02/04/2009
							32.00	
66,364.00		65000. U S TREAS NTS PROPERTY TYPE: SECURITIES 66,546.00		3.125% 11/30			12/02/2008	02/05/2009
							-182.00	
44,445.00		43000. FEDERAL NATL MTG AS PROPERTY TYPE: SECURITIES 44,530.00		6.625% 9/15			06/26/2007	02/17/2009
							-85.00	
4,105.00		4000. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 4,033.00		3.125% 6/15/			12/05/2008	02/25/2009
							72.00	
3,911.00		4000. CREDIT SUISSE FIRST PROPERTY TYPE: SECURITIES 4,003.00		5.500% 8/15/			08/14/2008	02/25/2009
							-92.00	
26,823.00		25000. FED HOME LN MTG CORP PROPERTY TYPE: SECURITIES 24,516.00		5.000% 1/30			06/26/2007	02/25/2009
							2,307.00	
15,104.00		14000. FEDERAL HOME LOAN MORTGAGE PROPERTY TYPE: SECURITIES 14,211.00		ASSN			06/26/2007	02/25/2009
							893.00	
20,958.00		19000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 20,774.00		CORP DTD 01			12/02/2008	02/25/2009
							184.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
19,731.00		19000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 19,541.00		4.125% 7/12			12/02/2008	02/25/2009
							190.00	
13,112.00		12000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 12,234.00		6.000% 5/15			06/13/2007	02/25/2009
							878.00	
16,629.00		15000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 15,159.00		5.250% 9/15			06/26/2007	02/25/2009
							1,470.00	
21,551.00		20000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 21,378.00		5.000% 10/15			12/02/2008	02/25/2009
							173.00	
44,870.00		44000. FEDERAL NATL MTG AS PROPERTY TYPE: SECURITIES 44,709.00		3.250% 2/10			12/02/2008	02/25/2009
							161.00	
7,129.00		7000. UNITED MEXICAN STS PROPERTY TYPE: SECURITIES 7,552.00		6.625% 3/03/			05/29/2007	02/25/2009
							-423.00	
16,276.00		15000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 14,626.00		4.000% 11/15			06/26/2007	02/25/2009
							1,650.00	
18,136.00		16000. U S T NTS INFL INDX PROPERTY TYPE: SECURITIES 18,466.00		2.000% 1/15			02/05/2009	02/25/2009
							-330.00	
17,262.00		17000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 16,751.00		3.375% 9/15			06/26/2007	02/25/2009
							511.00	
47,734.00		46000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 48,203.00		3.875% 5/15			12/02/2008	02/25/2009
							-469.00	
24,037.00		21000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 24,652.00		4.875% 8/15			12/02/2008	02/25/2009
							-615.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
17,361.00		17000. WAL-MART STORES PROPERTY TYPE: SECURITIES 17,654.00					09/28/2007 -293.00	03/12/2009
15,083.00		14000. FEDERAL HOME LOAN MORTGAGE ASSN PROPERTY TYPE: SECURITIES 14,201.00					05/18/2006 882.00	03/25/2009
65,284.00		63000. U.S. TREASURY NOTES 3.875% 5/15 PROPERTY TYPE: SECURITIES 66,017.00					12/02/2008 -733.00	04/02/2009
2,071.00		2000. BANK OF AMERICA CORP 3.125% 6/15/ PROPERTY TYPE: SECURITIES 2,016.00					12/05/2008 55.00	04/17/2009
2,081.00		2000. GLAXOSMITHKLINE CAP 4.850% 5/15/ PROPERTY TYPE: SECURITIES 1,981.00					06/20/2008 100.00	04/17/2009
9,340.00		9000. TIME WARNER INC NT 6.875% 5/01/ PROPERTY TYPE: SECURITIES 9,437.00					05/29/2007 -97.00	05/05/2009
4,265.00		4000. BP CAPITAL MARKETS 5.250% 11/07/ PROPERTY TYPE: SECURITIES 4,045.00					11/19/2008 220.00	05/05/2009
5,188.00		5000. BANK OF AMERICA CORP 3.125% 6/15/ PROPERTY TYPE: SECURITIES 5,041.00					12/05/2008 147.00	05/05/2009
7,034.00		7000. COMCAST CORP NEW 5.900% 3/15/ PROPERTY TYPE: SECURITIES 7,148.00					05/05/2008 -114.00	05/05/2009
9,809.00		9000. CONOCO FUNDING 6.350% 10/15/ PROPERTY TYPE: SECURITIES 9,421.00					02/07/2007 388.00	05/05/2009
7,080.00		7000. CREDIT SUISSE FIRST 5.500% 8/15/ PROPERTY TYPE: SECURITIES 7,004.00					08/14/2008 76.00	05/05/2009

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)	
10,848.00		10000. DISNEY WALT CO NEW PROPERTY TYPE: SECURITIES 10,566.00		6.375% 3/01			04/30/2007 282.00	05/05/2009
6,588.00		6000. FED HOME LN MTG CORP PROPERTY TYPE: SECURITIES 5,881.00		5.000% 1/30/			05/30/2006 707.00	05/05/2009
7,753.00		7000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 7,654.00		CORP DTD 01/			12/02/2008 99.00	05/05/2009
7,269.00		7000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 7,199.00		4.125% 7/12/			12/02/2008 70.00	05/05/2009
4,373.00		4000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 4,078.00		6.000% 5/15/			06/13/2007 295.00	05/05/2009
3,354.00		3000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 3,002.00		5.250% 9/15/			06/26/2007 352.00	05/05/2009
6,510.00		6000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 6,413.00		5.000% 10/15/			12/02/2008 97.00	05/05/2009
15,282.00		15000. FEDERAL NATL MTG AS PROPERTY TYPE: SECURITIES 15,242.00		3.250% 2/10			12/02/2008 40.00	05/05/2009
9,405.00		10000. GEN ELEC CAP CORP PROPERTY TYPE: SECURITIES 9,727.00		4.875% 3/04			06/26/2007 -322.00	05/05/2009
6,281.00		6000. GLAXOSMITHKLINE CAP PROPERTY TYPE: SECURITIES 5,942.00		4.850% 5/15/			06/20/2008 339.00	05/05/2009
7,082.00		7000. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 6,896.00		4.500% 6/15/			08/16/2006 186.00	05/05/2009

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)	
10,358.00		10000. JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES 9,824.00		4.500% 1/15		02/07/2007 534.00	05/05/2009
8,010.00		8000. MORGAN STANLEY PROPERTY TYPE: SECURITIES 7,874.00		4.000% 1/15/		01/17/2007 136.00	05/05/2009
7,128.00		7000. PEPSICO INC PROPERTY TYPE: SECURITIES 6,806.00		5.000% 6/01/		06/20/2008 322.00	05/05/2009
5,420.00		5000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 4,870.00		4.000% 11/15/		06/26/2007 550.00	05/05/2009
5,506.00		5000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 4,851.00		4.250% 8/15/		06/22/2007 655.00	05/05/2009
8,186.00		7000. U S T NTS INFL INDX PROPERTY TYPE: SECURITIES 8,079.00		2.000% 1/15/		02/05/2009 107.00	05/05/2009
4,574.00		4000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 4,696.00		4.875% 8/15/		12/02/2008 -122.00	05/05/2009
3,430.00		3000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 3,315.00		4.875% 8/15/		04/07/2008 115.00	05/05/2009
10,612.00		10000. VERIZON GLOBAL FDG PROPERTY TYPE: SECURITIES 10,671.00		7.250% 12/01		02/07/2007 -59.00	05/05/2009
8,829.00		10000. WACHOVIA CORP NEW PROPERTY TYPE: SECURITIES 9,804.00		5.250% 8/01		06/26/2007 -975.00	05/05/2009
11,690.00		11000. WYETH PROPERTY TYPE: SECURITIES 10,871.00		5.500% 2/01		07/20/2007 819.00	05/05/2009

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)	
8,024.00		8000. XTO ENERGY INC PROPERTY TYPE: SECURITIES 8,168.00		6.250% 8/01/		07/08/2008 -144.00	05/05/2009
12,529.00		12000. TIME WARNER INC NT PROPERTY TYPE: SECURITIES 12,517.00		6.875% 5/01		06/26/2007 12.00	05/06/2009
15,225.00		14000. UNITED MEXICAN STS PROPERTY TYPE: SECURITIES 14,854.00		6.625% 3/03		06/26/2007 371.00	05/07/2009
21,044.00		18000. U S T NTS INFL INDX PROPERTY TYPE: SECURITIES 20,775.00		2.000% 1/15		02/05/2009 269.00	05/07/2009
2,230.00		404.044 LEGG MASON PART GL HIGH Y-A PROPERTY TYPE: SECURITIES 3,345.00				08/29/2008 -1,115.00	05/15/2009
23,770.00		4306.101 LEGG MASON PART GL HIGH Y-A PROPERTY TYPE: SECURITIES 35,495.00				04/30/2008 -11,725.00	05/15/2009
12,243.00		12000. JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES 11,743.00		4.500% 1/15		02/07/2007 500.00	05/18/2009
22,117.00		3907.638 LEGG MASON PART GL HIGH Y-A PROPERTY TYPE: SECURITIES 31,829.00				09/20/2007 -9,712.00	05/28/2009
10,060.00		10000. MORGAN STANLEY PROPERTY TYPE: SECURITIES 9,830.00		4.000% 1/15		04/28/2006 230.00	05/28/2009
2,012.00		2000. AT & T INC PROPERTY TYPE: SECURITIES 2,012.00		5.500% 2/01/		01/28/2009	05/29/2009
2,116.00		2000. BP CAPITAL MARKETS PROPERTY TYPE: SECURITIES 2,022.00		5.250% 11/07/		11/19/2008 94.00	05/29/2009

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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)	
3,117.00		3000. BANK OF AMERICA CORP 3.125% 6/15/ PROPERTY TYPE: SECURITIES 3,024.00				12/05/2008 93.00	05/29/2009
2,942.00		3000. COMCAST CORP NEW 5.900% 3/15/ PROPERTY TYPE: SECURITIES 3,063.00				05/05/2008 -121.00	05/29/2009
2,194.00		2000. CONOCO FUNDING 6.350% 10/15/ PROPERTY TYPE: SECURITIES 2,094.00				02/07/2007 100.00	05/29/2009
3,044.00		3000. CREDIT SUISSE FIRST 5.500% 8/15/ PROPERTY TYPE: SECURITIES 3,002.00				08/14/2008 42.00	05/29/2009
2,192.00		2000. DISNEY WALT CO NEW 6.375% 3/01/ PROPERTY TYPE: SECURITIES 2,113.00				04/30/2007 79.00	05/29/2009
4,370.00		4000. FED HOME LN MTG CORP 5.000% 1/30/ PROPERTY TYPE: SECURITIES 3,922.00				05/30/2006 448.00	05/29/2009
3,245.00		3000. FEDERAL HOME LOAN MORTGAGE ASSN D PROPERTY TYPE: SECURITIES 3,043.00				05/18/2006 202.00	05/29/2009
6,649.00		6000. FEDERAL HOME LN MTG CORP DTD 01/ PROPERTY TYPE: SECURITIES 6,560.00				12/02/2008 89.00	05/29/2009
7,263.00		7000. FEDERAL HOME LN MTG 4.125% 7/12/ PROPERTY TYPE: SECURITIES 7,199.00				12/02/2008 64.00	05/29/2009
3,099.00		3000. FED NATL MTG ASSN 4.750% 3/12/ PROPERTY TYPE: SECURITIES 3,114.00				05/12/2009 -15.00	05/29/2009
4,380.00		4000. FED NATL MTG ASSN 6.000% 5/15/ PROPERTY TYPE: SECURITIES 4,078.00				06/13/2007 302.00	05/29/2009

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
5,503.00		5000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 5,004.00		5.250%	9/15/		06/26/2007	05/29/2009
							499.00	
7,605.00		7000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 7,482.00		5.000%	10/15/		12/02/2008	05/29/2009
							123.00	
14,269.00		14000. FEDERAL NATL MTG AS PROPERTY TYPE: SECURITIES 14,226.00		3.250%	2/10		12/02/2008	05/29/2009
							43.00	
7,226.00		7000. FEDERAL NATL MTG AS PROPERTY TYPE: SECURITIES 7,202.00		2.750%	4/11/		05/05/2009	05/29/2009
							24.00	
2,859.00		3000. GEN ELEC CAP CORP PROPERTY TYPE: SECURITIES 2,907.00		4.875%	3/04/		01/17/2007	05/29/2009
							-48.00	
2,094.00		2000. GLAXOSMITHKLINE CAP PROPERTY TYPE: SECURITIES 1,981.00		4.850%	5/15/		06/20/2008	05/29/2009
							113.00	
3,060.00		3000. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 2,956.00		4.500%	6/15/		08/16/2006	05/29/2009
							104.00	
2,085.00		2000. GOLDMAN SACHS PROPERTY TYPE: SECURITIES 2,087.00		3.250%	6/15/		05/05/2009	05/29/2009
							-2.00	
2,077.00		2000. HEWLETT-PACK CO HPQ PROPERTY TYPE: SECURITIES 2,086.00		4.250%	2/24/		05/05/2009	05/29/2009
							-9.00	
1,987.00		2000. JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,994.00		4.650%	6/01/		05/18/2009	05/29/2009
							-7.00	
2,865.00		3000. MERRILL LYNCH & CO PROPERTY TYPE: SECURITIES 2,793.00		5.450%	2/05/		05/05/2009	05/29/2009
							72.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,008.00		3000. PEPSICO INC PROPERTY TYPE: SECURITIES 2,917.00		5.000%	6/01/		06/20/2008 91.00	05/29/2009
1,938.00		2000. TIME WARNER CABLE PROPERTY TYPE: SECURITIES 1,985.00		5.850%	5/01/		05/06/2009 -47.00	05/29/2009
4,332.00		4000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 3,898.00		4.000%	11/15/		06/26/2007 434.00	05/29/2009
4,367.00		4000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 3,882.00		4.250%	8/15/		06/22/2007 485.00	05/29/2009
3,554.00		3000. U S T NTS INFL INDX PROPERTY TYPE: SECURITIES 3,462.00		2.000%	1/15/		02/05/2009 92.00	05/29/2009
6,192.00		6000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 6,287.00		3.875%	5/15/		12/02/2008 -95.00	05/29/2009
6,700.00		6000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 6,415.00		4.875%	8/15/		06/05/2008 285.00	05/29/2009
5,445.00		5000. U.S.TREAS NTS PROPERTY TYPE: SECURITIES 5,448.00		4.500%	3/31/		05/05/2009 -3.00	05/29/2009
1,957.00		2000. U S TREAS NTS PROPERTY TYPE: SECURITIES 1,978.00		1.875%	4/30/		05/07/2009 -21.00	05/29/2009
2,119.00		2000. VERIZON GLOBAL FDG PROPERTY TYPE: SECURITIES 2,134.00		7.250%	12/01/		02/07/2007 -15.00	05/29/2009
2,886.00		3000. WACHOVIA CORP NEW PROPERTY TYPE: SECURITIES 2,933.00		5.250%	8/01/		08/21/2006 -47.00	05/29/2009

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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)	
2,151.00		2000. WYETH PROPERTY TYPE: SECURITIES 1,977.00		5.500%	2/01/	07/20/2007 174.00	05/29/2009
3,064.00		3000. XTO ENERGY INC PROPERTY TYPE: SECURITIES 3,063.00		6.250%	8/01/	07/08/2008 1.00	05/29/2009
71,342.00		70000. FEDERAL NATL MTG AS PROPERTY TYPE: SECURITIES 71,128.00		3.250%	2/10	12/02/2008 214.00	06/02/2009
21,667.00		21000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 21,734.00		4.750%	3/12	05/12/2009 -67.00	06/09/2009
4,007.00		681.431 LEGG MASON PART GL HIGH Y-A PROPERTY TYPE: SECURITIES 5,492.00				06/24/2004 -1,485.00	06/09/2009
2,197.00		2000. DISNEY WALT CO NEW PROPERTY TYPE: SECURITIES 2,105.00		6.375%	3/01/	06/26/2007 92.00	08/04/2009
4,332.00		4000. FED HOME LN MTG CORP PROPERTY TYPE: SECURITIES 3,923.00		5.000%	1/30/	05/30/2006 409.00	08/04/2009
2,142.00		2000. FEDERAL HOME LOAN MORTGAGE PROPERTY TYPE: SECURITIES 2,148.00			ASSN D	06/09/2009 -6.00	08/04/2009
2,197.00		2000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 2,187.00			CORP DTD 01/	12/02/2008 10.00	08/04/2009
2,066.00		2000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 2,057.00		4.125%	7/12/	12/02/2008 9.00	08/04/2009
2,167.00		2000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 2,039.00		6.000%	5/15/	06/13/2007 128.00	08/04/2009

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,304.00		4000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 4,348.00		5.000%	10/15/		06/02/2009 -44.00	08/04/2009
2,086.00		2000. JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,994.00		4.650%	6/01/		05/18/2009 92.00	08/04/2009
2,012.00		2000. MERRILL LYNCH & CO PROPERTY TYPE: SECURITIES 1,803.00		5.450%	2/05/		05/05/2009 209.00	08/04/2009
2,296.00		2000. RIO TINTO FINANCE PL PROPERTY TYPE: SECURITIES 2,173.00		8.950%	5/01/		05/07/2009 123.00	08/04/2009
2,071.00		2000. TIME WARNER CABLE PROPERTY TYPE: SECURITIES 1,985.00		5.850%	5/01/		05/06/2009 86.00	08/04/2009
2,136.00		2000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 1,951.00		4.000%	11/15/		06/26/2007 185.00	08/04/2009
2,154.00		2000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 1,943.00		4.250%	8/15/		06/22/2007 211.00	08/04/2009
4,107.00		4000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 4,192.00		3.875%	5/15/		12/02/2008 -85.00	08/04/2009
4,271.00		4000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 4,313.00		4.875%	5/31/		06/02/2009 -42.00	08/04/2009
4,396.00		4000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 4,277.00		4.875%	8/15/		06/05/2008 119.00	08/04/2009
1,935.00		2000. U S TREAS NTS PROPERTY TYPE: SECURITIES 1,978.00		1.875%	4/30/		05/07/2009 -43.00	08/04/2009

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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)	
9,136.00		1447.837 LEGG MASON PART GL HIGH Y-A PROPERTY TYPE: SECURITIES 10,700.00				10/03/2008 -1,564.00	08/05/2009
22,012.00		3488.469 LEGG MASON PART GL HIGH Y-A PROPERTY TYPE: SECURITIES 27,990.00				06/30/2008 -5,978.00	08/05/2009
7,313.00		7000. PEPSICO INC PROPERTY TYPE: SECURITIES 6,811.00		5.000% 6/01/		06/20/2008 502.00	08/20/2009
15,655.00		16000. U S TREAS NTS PROPERTY TYPE: SECURITIES 15,821.00		1.875% 4/30		05/07/2009 -166.00	08/20/2009
2,184.00		2000. BP CAPITAL MARKETS PROPERTY TYPE: SECURITIES 2,022.00		5.250% 11/07/		11/19/2008 162.00	09/17/2009
2,077.00		2000. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 2,016.00		3.125% 6/15/		12/05/2008 61.00	09/17/2009
2,100.00		2000. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 2,005.00		4.950% 2/15/		06/09/2009 95.00	09/17/2009
2,196.00		2000. CONOCO FUNDING PROPERTY TYPE: SECURITIES 2,094.00		6.350% 10/15/		02/07/2007 102.00	09/17/2009
2,157.00		2000. CREDIT SUISSE FIRST PROPERTY TYPE: SECURITIES 2,001.00		5.500% 8/15/		08/14/2008 156.00	09/17/2009
2,196.00		2000. FED HOME LN MTG CORP PROPERTY TYPE: SECURITIES 1,962.00		5.000% 1/30/		05/30/2006 234.00	09/17/2009
8,566.00		8000. FEDERAL HOME LOAN MORTGAGE PROPERTY TYPE: SECURITIES 8,593.00		ASSN D		06/09/2009 -27.00	09/17/2009

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
11,779.00		11000. FEDERAL HOME LOAN MORTGAGE ASSN PROPERTY TYPE: SECURITIES 11,158.00					05/18/2006 621.00	09/17/2009
3,301.00		3000. FEDERAL HOME LN MTG CORP DTD 01/ PROPERTY TYPE: SECURITIES 3,280.00					12/02/2008 21.00	09/17/2009
4,121.00		4000. FEDERAL HOME LN MTG 4.125% 7/12/ PROPERTY TYPE: SECURITIES 4,114.00					12/02/2008 7.00	09/17/2009
2,166.00		2000. FED NATL MTG ASSN 6.000% 5/15/ PROPERTY TYPE: SECURITIES 2,039.00					06/13/2007 127.00	09/17/2009
3,338.00		3000. FED NATL MTG ASSN 5.250% 9/15/ PROPERTY TYPE: SECURITIES 3,002.00					06/26/2007 336.00	09/17/2009
3,234.00		3000. FED NATL MTG ASSN 5.000% 10/15/ PROPERTY TYPE: SECURITIES 3,234.00					06/02/2009	09/17/2009
6,177.00		6000. FEDERAL NATL MTG AS 2.750% 4/11/ PROPERTY TYPE: SECURITIES 6,174.00					05/05/2009 3.00	09/17/2009
3,094.00		3000. GEN ELEC CAP CORP 4.875% 3/04/ PROPERTY TYPE: SECURITIES 2,931.00					03/08/2006 163.00	09/17/2009
2,083.00		2000. GOLDMAN SACHS 3.250% 6/15/ PROPERTY TYPE: SECURITIES 2,087.00					05/05/2009 -4.00	09/17/2009
2,351.00		2000. RIO TINTO FINANCE PL 8.950% 5/01/ PROPERTY TYPE: SECURITIES 2,173.00					05/07/2009 178.00	09/17/2009
3,266.00		3000. U.S. TREASURY NOTES 4.250% 8/15/ PROPERTY TYPE: SECURITIES 2,916.00					06/22/2007 350.00	09/17/2009

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,622.00		3000. U S T NTS INFL INDX 2.000% 1/15/ PROPERTY TYPE: SECURITIES 3,462.00					02/05/2009 160.00	09/17/2009
2,400.00		2000. U S T NTS INFL INDX 2.000% 1/15/ PROPERTY TYPE: SECURITIES 2,308.00					02/05/2009 92.00	09/17/2009
3,071.00		3000. U.S. TREASURY NOTES 3.875% 5/15/ PROPERTY TYPE: SECURITIES 3,144.00					12/02/2008 -73.00	09/17/2009
5,343.00		5000. U S TREASURY NOTES 4.875% 5/31/ PROPERTY TYPE: SECURITIES 5,343.00					06/02/2009 09/17/2009	
3,355.00		3000. U S TREASURY NOTES 4.875% 8/15/ PROPERTY TYPE: SECURITIES 3,194.00					06/19/2008 161.00	09/17/2009
2,126.00		2000. VERIZON GLOBAL FDG 7.250% 12/01/ PROPERTY TYPE: SECURITIES 2,134.00					02/07/2007 -8.00	09/17/2009
2,066.00		2000. WACHOVIA CORP NEW 5.250% 8/01/ PROPERTY TYPE: SECURITIES 1,976.00					08/21/2006 90.00	09/17/2009
2,190.00		2000. WYETH 5.500% 2/01/ PROPERTY TYPE: SECURITIES 1,977.00					07/20/2007 213.00	09/17/2009
2,093.00		2000. AT & T INC 5.500% 2/01/ PROPERTY TYPE: SECURITIES 2,028.00					05/05/2009 65.00	09/21/2009
2,237.00		2000. AMERICAN EXPRESS CO 7.250% 5/20/ PROPERTY TYPE: SECURITIES 2,055.00					05/28/2009 182.00	09/21/2009
2,127.00		2000. COMCAST CORP NEW 5.900% 3/15/ PROPERTY TYPE: SECURITIES 2,042.00					05/05/2008 85.00	09/21/2009

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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)	
4,332.00		4000. FED HOME LN MTG CORP PROPERTY TYPE: SECURITIES 3,925.00		5.000% 1/30/		05/30/2006 407.00	09/21/2009
5,494.00		5000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 5,467.00		CORP DTD 01/		12/02/2008 27.00	09/21/2009
5,149.00		5000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 5,142.00		4.125% 7/12/		12/02/2008 7.00	09/21/2009
3,246.00		3000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 3,059.00		6.000% 5/15/		06/13/2007 187.00	09/21/2009
3,325.00		3000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 3,002.00		5.250% 9/15/		06/26/2007 323.00	09/21/2009
6,459.00		6000. FED NATL MTG ASSN PROPERTY TYPE: SECURITIES 6,413.00		5.000% 10/15/		12/02/2008 46.00	09/21/2009
8,229.00		8000. FEDERAL NATL MTG AS PROPERTY TYPE: SECURITIES 8,229.00		2.750% 4/11/		05/05/2009	09/21/2009
3,142.00		3000. FEDL NATL MTG ASSN PROPERTY TYPE: SECURITIES 3,190.00		3.625% 8/15/		09/17/2009 -48.00	09/21/2009
3,208.00		3000. GLAXOSMITHKLINE CAP PROPERTY TYPE: SECURITIES 2,971.00		4.850% 5/15/		06/20/2008 237.00	09/21/2009
2,035.00		2000. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 1,973.00		4.500% 6/15/		08/16/2006 62.00	09/21/2009
2,106.00		2000. HEWLETT-PACK CO HPQ PROPERTY TYPE: SECURITIES 2,086.00		4.250% 2/24/		05/05/2009 20.00	09/21/2009

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,086.00		2000. JPMORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,994.00		4.650%	6/01/		05/18/2009 92.00	09/21/2009
15,000.00		2283.105 LEGG MASON PART GL HIGH Y-A PROPERTY TYPE: SECURITIES 11,898.00					02/26/2009 3,102.00	09/21/2009
2,055.00		2000. MERRILL LYNCH & CO PROPERTY TYPE: SECURITIES 1,810.00		5.450%	2/05/		05/05/2009 245.00	09/21/2009
2,062.00		2000. TIME WARNER CABLE PROPERTY TYPE: SECURITIES 1,985.00		5.850%	5/01/		05/06/2009 77.00	09/21/2009
3,223.00		3000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 2,928.00		4.000%	11/15/		06/26/2007 295.00	09/21/2009
4,343.00		4000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 3,888.00		4.250%	8/15/		06/22/2007 455.00	09/21/2009
4,093.00		4000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 4,192.00		3.875%	5/15/		12/02/2008 -99.00	09/21/2009
9,611.00		9000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 9,611.00		4.875%	5/31/		06/02/2009	09/21/2009
6,678.00		6000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 6,336.00		4.875%	8/15/		06/19/2008 342.00	09/21/2009
5,396.00		5000. U.S.TREAS NTS PROPERTY TYPE: SECURITIES 5,396.00		4.500%	3/31/		05/05/2009	09/21/2009
2,182.00		2000. WYETH PROPERTY TYPE: SECURITIES 1,977.00		5.500%	2/01/		07/20/2007 205.00	09/21/2009

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,152.00		3000. XTO ENERGY INC PROPERTY TYPE: SECURITIES 3,063.00		6.250%	8/01/		07/08/2008 89.00	09/21/2009
29,582.00		29000. U.S. TREASURY NOTES PROPERTY TYPE: SECURITIES 30,205.00		3.875%	5/15		10/09/2009 -623.00	10/27/2009
16,166.00		13000. U S T NTS INFL INDX PROPERTY TYPE: SECURITIES 15,237.00		2.000%	1/15		10/09/2009 929.00	11/18/2009
8,190.00		8000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 8,229.00		4.125%	7/12/		10/09/2009 -39.00	12/03/2009
21,498.00		21000. FEDERAL HOME LN MTG PROPERTY TYPE: SECURITIES 21,598.00		4.125%	7/12		12/02/2008 -100.00	12/03/2009
5,102.00		5000. GOLDMAN SACHS GROUP PROPERTY TYPE: SECURITIES 4,937.00		4.500%	6/15/		08/16/2006 165.00	12/09/2009
10,148.00		9000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 10,123.00		4.875%	8/15/		10/09/2009 25.00	12/10/2009
10,148.00		9000. U S TREASURY NOTES PROPERTY TYPE: SECURITIES 9,504.00		4.875%	8/15/		06/19/2008 644.00	12/10/2009
7,000.00		1032.448 LEGG MASON PART GL HIGH Y-A PROPERTY TYPE: SECURITIES 6,866.00					10/09/2009 134.00	12/18/2009

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)	
TOTAL GAIN (LOSS)							----- -3,497. =====	

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

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS & INTEREST	61,217.	57,229.
	-----	-----
TOTAL	61,217.	57,229.
	=====	=====

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION

REVENUE
AND
EXPENSES
PER BOOKS

2008 FED REFUND

283.

TOTALS

283.
=====

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

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
NY AG FILING FEE	250.	250.
TOTALS	250.	250.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION -----	COST/ FMV		BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
	C	F			
SEE ATTACHED STATEMENTS	C		1,618,178.	605,725.	630,743.
			-----	-----	-----
TOTALS			1,618,178.	605,725.	630,743.
			=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
TAX COST ADJUSTMENT - CUSIP 52469F465	130.
TAX COST ADJUSTMENT - CUSIP 52469F465	154.
TAX COST ADJUSTMENT - CUSIP 52469F465	93.
TAX COST ADJUSTMENT - CUSIP 52469F465	180.
TAX COST ADJUSTMENT - CUSIP 52469F465	136.
TAX COST ADJUSTMENT - CUSIP 52469F465	2,166.
TAX COST ADJUSTMENT - CUSIP 52469F465	76.
TAX COST ADJUSTMENT - CUSIP 52469F465	144.
ACCRUED MARKET DISCOUNT	2,796.
TAX COST ADJUSTMENT - CUSIP 31398ATL6	44.
AMORTIZATION ADJUSTMENT - CUSIP 22541LAH	8.
RECOVERIES	18,360.

TOTAL	24,287.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

TAX COST ADJUSTMENT - CUSIP 00206RAJ1	36.
TAX COST ADJUSTMENT - CUSIP 31359MZ30	26.
TAX COST ADJUSTMENT - CUSIP 31398APG1	3.
TAX COST ADJUSTMENT - CUSIP 52469F465	385.
TAX COST ADJUSTMENT - CUSIP 912828FH8	48.
TAX COST ADJUSTMENT - CUSIP 912828FH8	94.
TAX COST ADJUSTMENT - CUSIP 912828GM6	53.
RETURN OF CAPITAL - CUSIP 00184AAF2	105.
RETURN OF CAPITAL - CUSIP 983024AE0	8.

TOTAL

758.
=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NY

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

OFFICER NAME:

ANDREW S. PENSON

ADDRESS:

551 FIFTH AVENUE, 34TH FL
NEW YORK, NY 10176

TITLE:

CO-TRUSTEE

OFFICER NAME:

SHANNON S. PENSON

ADDRESS:

551 FIFTH AVENUE, 34TH FL
NEW YORK, NY 10176

TITLE:

CO-TRUSTEE

OFFICER NAME:

CITIBANK, N.A

ADDRESS:

666 5TH AVENUE, FLOOR 12B
NEW YORK, NY 10103

TITLE:

AGENT

COMPENSATION 16,549.

TOTAL COMPENSATION:

16,549.
=====

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

=====

EMPLOYEE NAME:

NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

=====

NAME:

NONE

RECIPIENT NAME:

SEE ATTACHED LIST

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL CHARITABLE PURPOSES

FOUNDATION STATUS OF RECIPIENT:

N/A

AMOUNT OF GRANT PAID1,285,825.

TOTAL GRANTS PAID:

1,285,825.

=====

Grants and Contributions Paid During the Year				
Name and Address (home or business)	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
AFTRC	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
AISH	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 15,225
AISH NY	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 28,000
ALBERT EINSTEIN COLLEGE OF MEDICINE OF YESHIVA	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
AMERICAN FRIENDS OF AHAVAT SHALOM	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 120,000
AMERICAN FRIENDS OF KEREN TZLACH	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,600
AMERICAN FRIENDS OF KEHILATH KAMINETZ	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,000
AMERICAN FRIENDS OF KUPAT HAIR INC	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
AMERICAN FRIENDS OF MIGDAL OHR	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 2,500
AMERICAN FRIENDS OF RABBINICAL COLLEGE OF TELZSTONE INC	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
AMERICAN FRIENDS OF SHALVA	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
AMERICAN FRIENDS OF THE CENTRAL COMMITTEE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
AMERICAN FRIENDS OF YESHIVA OF KODSHIM	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 7,500
BAIS BINYOMIN	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 7,500
BAIS MEDRASH MAYAN HATORAH INC	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
BAIS MEDRISH TORAS CHESED	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 6,000
BAIS YAAKOV OF BOROUGH PARK	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 9,000
BETH OLOTH	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,600
BIKUR CHOLIM OF MANHATTAN	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,000
BIRCHAS MORDECHAI	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 6,000
B M G OF ISRAEL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,600
BOYAN	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
CATSKILL MOUNTAIN FOUNDATION	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 250
CENTRAL YESHIVA OF BAIS YOSEPH	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
CF FOUNDATION	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,500
CHABAD LUBAVITCH OF MIDTOWN MANHATTAN	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
CHABAD OF SOUTH HAMPTON	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 720
CHASDEI YISROEL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 76,500
CHICAGO COMMUNITY KOLLEL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,400
CHOFETZ CHAIM HERITAGE FOUNDATION	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,000
CONGREGATION ANSHEI HASHORON	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
CONGREGATION GUR ARYEH INSTITUTE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,500
CONGREGATION OHAV SHOLOM	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 7,755
CONGREGATION OHEL YAAKOV	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,500
CONGREGATION TOLDOS TZVI	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
CONGREGATION YESHIVA GEDOLAH OF BAYONNE INC	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
C S T T J C - GO KOSHER PROJECT	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
DARCHEI ROCHEL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,600
FIFTH AVENUE SYNAGOGUE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 2,700
GUR ARYEH	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 15,400
GUR ARYEH INSTITUTE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 2,500
HAMPTON SYNAGOGUE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
HERITAGE RETREATS	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 13,600
HINENI	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 215,600
ISRALIGHT	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 20,000
JEWISH CENTER	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 10,000
JEWISH COMMUNITY CENTER CHABAD	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,000
JEWISH INTERNATIONAL CONNECTION	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,000
KEREN HACHESED	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 10,000
KEREN ZICHRON ARYEH LEIB	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 600
KEREN ZICHRON MOISHE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 50,000
KEREN Y AND Y	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
KEREN YEHOSHUA V YISROEL INC	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,600
KOLLEL AVREICHEM	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
KOLLEL DARCHEI HATORA VEHACHESED	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
KOLLEL TIFERES TZVI	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 8,600
LAKESWOOD YESHIVA	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 18,000
LECHEM LASOVA	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 30,000
LIMUDEI DA'AS INC	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
MANHATTAN JEWISH EXPERIENCE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 18,000
MERKAZ BAIS YAAKOV	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 10,000
MESIVTA OHR NAFTALI	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
MESIVTA TIFERES JERUSALEM	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 2,500
MESIVTA TORAH VEMUNA	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,000
MIR YESHIVA	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 2,500
MIRER YESHIVA	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 10,000
NEW YORK LAW SCHOOL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 10,000
NJOP	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 7,500
OAE PINSK KARLIN	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 72,000
OHAV SHOLOM	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 23,100
OHR SOMEACH INTERNATIONAL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,600
OHR SIMCHA OF ENGLEWOOD	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
OHR YOSEF TORAH HIGH SCHOOL, INC	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
OHR YAAKOV OF AMERICA	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 15,000
RAMOT TORAH SCHOOLS	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 36,000
SHLACH LACHMECHA	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
SIMCHAS TZION	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,400
THE BEACH MINYAN AT THE SUMMER SHUL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 6,100
THE JEWISH CENTER	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 500
THE JEWISH CONTINUITY PROJECT	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
THE SHUL OF BAL HARBOUR	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
THE SHUL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 4,400
THE SIGGI WILZIG HAMPTONS JEWISH CHILDREN'S CENTER	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 375
TIFERES AVOS	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 1,800
TIFERET MOSHE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 7,500
TORAH ACADEMY FOR GIRLS	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 2,500
TORAH MOSHE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
TORAH TMIMAH CONGREGATION CHASIDAI BRESLEV	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,600
WEST SIDE KOLLEL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 44,100

Grants and Contributions Paid During the Year				
Name and Address (home or business)	Relationship	Foundation status of recipient	Purpose of grant or contribution	Amount
YAD AVRAHAM	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 51,000
YAD ELIEZER	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 10,000
YAD MENACHEM LETINOK	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,600
YESHIVA ATERES SHMUEL OF WATERBURY	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 4,500
YESHIVA ATERES YISROEL	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
YESHIVA DARCHI TORAH	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 22,500
YESHIVA GEDOLA OF CATERET	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 2,500
YESHIVA KETANA OF MANHATTAN	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
YESHIVA OF BELLE HARBOR	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 2,500
YESHIVA OF FAR ROCKAWAY	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 2,500
YESHIVA OF LONG BEACH	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 7,500
YESHIVA RASHBI	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 7,500
YESHIVA SHOR YOSHUV	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
YESHIVA TORAH VODAAS	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 4,000
YESHIVA YAGDEL TORAH	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 3,600
YKOM	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 21,500
ZICHRON MENACHEM	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 7,500
ZICHRON MOSHE	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 10,000
ZICHRON YAAKOV	NONE	N/A	GENERAL CHARITABLE PURPOSES	\$ 5,000
			TOTAL CHARITABLE CONTRIBUTIONS	\$ 1,285,825

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

31-15C055786565 AGT PENSON FOUNDATION TRUST

Employer identification number

13-4226290

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 2,385.
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
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 2,385.

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 LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			334.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b -6,216.
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
9 Capital gain distributions					9
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 -5,882.

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

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		2,385.
14 Net long-term gain or (loss):			
a Total for year	14a		-5,882.
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		-3,497.

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 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:	16	(3,000)
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

31-15C055786565 AGT PENSON FOUNDATION TRUST

Employer identification number

13-4226290

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 110000. FEDL NATL MTG ASSN 3.250% 2/25/11	12/02/2008	01/23/2009	110,188.00	110,189.00	-1.00
18000. WELLS FARGO & CO 4.950% 10/16/13	04/15/2008	01/28/2009	17,396.00	18,385.00	-989.00
65000. U S TREAS NTS 3.125% 11/30/09	12/02/2008	02/05/2009	66,364.00	66,546.00	-182.00
4000. BANK OF AMERICA CORP 3.125% 6/15/12	12/05/2008	02/25/2009	4,105.00	4,033.00	72.00
4000. CREDIT SUISSE FIRST 5.500% 8/15/13	08/14/2008	02/25/2009	3,911.00	4,003.00	-92.00
19000. FEDERAL HOME LN MTG CORP DTD 01/14/02	12/02/2008	02/25/2009	20,958.00	20,774.00	184.00
19000. FEDERAL HOME LN MTG 4.125% 7/12/10	12/02/2008	02/25/2009	19,731.00	19,541.00	190.00
20000. FED NATL MTG ASSN 5.000% 10/15/11	12/02/2008	02/25/2009	21,551.00	21,378.00	173.00
44000. FEDERAL NATL MTG AS 3.250% 2/10/10	12/02/2008	02/25/2009	44,870.00	44,709.00	161.00
16000. U S T NTS INFL INDX 2.000% 1/15/14	02/05/2009	02/25/2009	18,136.00	18,466.00	-330.00
46000. U.S. TREASURY NOTES 3.875% 5/15/10	12/02/2008	02/25/2009	47,734.00	48,203.00	-469.00
21000. U S TREASURY NOTES 4.875% 8/15/16	12/02/2008	02/25/2009	24,037.00	24,652.00	-615.00
63000. U.S. TREASURY NOTES 3.875% 5/15/10	12/02/2008	04/02/2009	65,284.00	66,017.00	-733.00
2000. BANK OF AMERICA CORP 3.125% 6/15/12	12/05/2008	04/17/2009	2,071.00	2,016.00	55.00
2000. GLAXOSMITHKLINE CAP 4.850% 5/15/13	06/20/2008	04/17/2009	2,081.00	1,981.00	100.00
4000. BP CAPITAL MARKETS 5.250% 11/07/13	11/19/2008	05/05/2009	4,265.00	4,045.00	220.00
5000. BANK OF AMERICA CORP 3.125% 6/15/12	12/05/2008	05/05/2009	5,188.00	5,041.00	147.00
7000. COMCAST CORP NEW 5.900% 3/15/16	05/05/2008	05/05/2009	7,034.00	7,148.00	-114.00
7000. CREDIT SUISSE FIRST 5.500% 8/15/13	08/14/2008	05/05/2009	7,080.00	7,004.00	76.00
7000. FEDERAL HOME LN MTG CORP DTD 01/14/02	12/02/2008	05/05/2009	7,753.00	7,654.00	99.00
7000. FEDERAL HOME LN MTG 4.125% 7/12/10	12/02/2008	05/05/2009	7,269.00	7,199.00	70.00
6000. FED NATL MTG ASSN 5.000% 10/15/11	12/02/2008	05/05/2009	6,510.00	6,413.00	97.00
15000. FEDERAL NATL MTG AS 3.250% 2/10/10	12/02/2008	05/05/2009	15,282.00	15,242.00	40.00
6000. GLAXOSMITHKLINE CAP 4.850% 5/15/13	06/20/2008	05/05/2009	6,281.00	5,942.00	339.00

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

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

Schedule D-1 (Form 1041) 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

31-15C055786565 AGT PENSON FOUNDATION TRUST

Employer identification number

13-4226290

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 7000. PEPSICO INC 5.000% 6/01/18	06/20/2008	05/05/2009	7,128.00	6,806.00	322.00
7000. U S T NTS INFL INDX 2.000% 1/15/14	02/05/2009	05/05/2009	8,186.00	8,079.00	107.00
4000. U S TREASURY NOTES 4.875% 8/15/16	12/02/2008	05/05/2009	4,574.00	4,696.00	-122.00
8000. XTO ENERGY INC 6.250% 8/01/17	07/08/2008	05/05/2009	8,024.00	8,168.00	-144.00
18000. U S T NTS INFL INDX 2.000% 1/15/14	02/05/2009	05/07/2009	21,044.00	20,775.00	269.00
404.044 LEGG MASON PART GL HIGH Y-A	08/29/2008	05/15/2009	2,230.00	3,345.00	-1,115.00
2000. AT & T INC 5.500% 2/01/18	01/28/2009	05/29/2009	2,012.00	2,012.00	
2000. BP CAPITAL MARKETS 5.250% 11/07/13	11/19/2008	05/29/2009	2,116.00	2,022.00	94.00
3000. BANK OF AMERICA CORP 3.125% 6/15/12	12/05/2008	05/29/2009	3,117.00	3,024.00	93.00
3000. CREDIT SUISSE FIRST 5.500% 8/15/13	08/14/2008	05/29/2009	3,044.00	3,002.00	42.00
6000. FEDERAL HOME LN MTG CORP DTD 01/14/02	12/02/2008	05/29/2009	6,649.00	6,560.00	89.00
7000. FEDERAL HOME LN MTG 4.125% 7/12/10	12/02/2008	05/29/2009	7,263.00	7,199.00	64.00
3000. FED NATL MTG ASSN 4.750% 3/12/10	05/12/2009	05/29/2009	3,099.00	3,114.00	-15.00
7000. FED NATL MTG ASSN 5.000% 10/15/11	12/02/2008	05/29/2009	7,605.00	7,482.00	123.00
14000. FEDERAL NATL MTG AS 3.250% 2/10/10	12/02/2008	05/29/2009	14,269.00	14,226.00	43.00
7000. FEDERAL NATL MTG AS 2.750% 4/11/11	05/05/2009	05/29/2009	7,226.00	7,202.00	24.00
2000. GLAXOSMITHKLINE CAP 4.850% 5/15/13	06/20/2008	05/29/2009	2,094.00	1,981.00	113.00
2000. GOLDMAN SACHS 3.250% 6/15/12	05/05/2009	05/29/2009	2,085.00	2,087.00	-2.00
2000. HEWLETT-PACK CO HPQ 4.250% 2/24/12	05/05/2009	05/29/2009	2,077.00	2,086.00	-9.00
2000. JPMORGAN CHASE & CO 4.650% 6/01/14	05/18/2009	05/29/2009	1,987.00	1,994.00	-7.00
3000. MERRILL LYNCH & CO 5.450% 2/05/13	05/05/2009	05/29/2009	2,865.00	2,793.00	72.00
3000. PEPSICO INC 5.000% 6/01/18	06/20/2008	05/29/2009	3,008.00	2,917.00	91.00
2000. TIME WARNER CABLE 5.850% 5/01/17	05/06/2009	05/29/2009	1,938.00	1,985.00	-47.00
3000. U S T NTS INFL INDX 2.000% 1/15/14	02/05/2009	05/29/2009	3,554.00	3,462.00	92.00

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

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

Schedule D-1 (Form 1041) 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

31-15C055786565 AGT PENSON FOUNDATION TRUST

Employer identification number

13-4226290

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 6000. U.S. TREASURY NOTES 3.875% 5/15/10	12/02/2008	05/29/2009	6,192.00	6,287.00	-95.00
6000. U S TREASURY NOTES 4.875% 8/15/16	06/05/2008	05/29/2009	6,700.00	6,415.00	285.00
5000. U.S.TREAS NTS 4.500% 3/31/12	05/05/2009	05/29/2009	5,445.00	5,448.00	-3.00
2000. U S TREAS NTS 1.875% 4/30/14	05/07/2009	05/29/2009	1,957.00	1,978.00	-21.00
3000. XTO ENERGY INC 6.250% 8/01/17	07/08/2008	05/29/2009	3,064.00	3,063.00	1.00
70000. FEDERAL NATL MTG AS 3.250% 2/10/10	12/02/2008	06/02/2009	71,342.00	71,128.00	214.00
21000. FED NATL MTG ASSN 4.750% 3/12/10	05/12/2009	06/09/2009	21,667.00	21,734.00	-67.00
2000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	06/09/2009	08/04/2009	2,142.00	2,148.00	-6.00
2000. FEDERAL HOME LN MTG CORP DTD 01/14/02	12/02/2008	08/04/2009	2,197.00	2,187.00	10.00
2000. FEDERAL HOME LN MTG 4.125% 7/12/10	12/02/2008	08/04/2009	2,066.00	2,057.00	9.00
4000. FED NATL MTG ASSN 5.000% 10/15/11	06/02/2009	08/04/2009	4,304.00	4,348.00	-44.00
2000. JPMORGAN CHASE & CO 4.650% 6/01/14	05/18/2009	08/04/2009	2,086.00	1,994.00	92.00
2000. MERRILL LYNCH & CO 5.450% 2/05/13	05/05/2009	08/04/2009	2,012.00	1,803.00	209.00
2000. RIO TINTO FINANCE PL 8.950% 5/01/14	05/07/2009	08/04/2009	2,296.00	2,173.00	123.00
2000. TIME WARNER CABLE 5.850% 5/01/17	05/06/2009	08/04/2009	2,071.00	1,985.00	86.00
4000. U.S. TREASURY NOTES 3.875% 5/15/10	12/02/2008	08/04/2009	4,107.00	4,192.00	-85.00
4000. U S TREASURY NOTES 4.875% 5/31/11	06/02/2009	08/04/2009	4,271.00	4,313.00	-42.00
2000. U S TREAS NTS 1.875% 4/30/14	05/07/2009	08/04/2009	1,935.00	1,978.00	-43.00
1447.837 LEGG MASON PART GL HIGH Y-A	10/03/2008	08/05/2009	9,136.00	10,700.00	-1,564.00
16000. U S TREAS NTS 1.875% 4/30/14	05/07/2009	08/20/2009	15,655.00	15,821.00	-166.00
2000. BP CAPITAL MARKETS 5.250% 11/07/13	11/19/2008	09/17/2009	2,184.00	2,022.00	162.00
2000. BANK OF AMERICA CORP 3.125% 6/15/12	12/05/2008	09/17/2009	2,077.00	2,016.00	61.00
2000. CISCO SYSTEMS INC 4.950% 2/15/19	06/09/2009	09/17/2009	2,100.00	2,005.00	95.00
8000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	06/09/2009	09/17/2009	8,566.00	8,593.00	-27.00

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

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

Schedule D-1 (Form 1041) 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

31-15C055786565 AGT PENSON FOUNDATION TRUST

Employer identification number

13-4226290

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 3000. FEDERAL HOME LN MTG CORP DTD 01/14/02	12/02/2008	09/17/2009	3,301.00	3,280.00	21.00
4000. FEDERAL HOME LN MTG 4.125% 7/12/10	12/02/2008	09/17/2009	4,121.00	4,114.00	7.00
3000. FED NATL MTG ASSN 5.000% 10/15/11	06/02/2009	09/17/2009	3,234.00	3,234.00	
6000. FEDERAL NATL MTG AS 2.750% 4/11/11	05/05/2009	09/17/2009	6,177.00	6,174.00	3.00
2000. GOLDMAN SACHS 3.250% 6/15/12	05/05/2009	09/17/2009	2,083.00	2,087.00	-4.00
2000. RIO TINTO FINANCE PL 8.950% 5/01/14	05/07/2009	09/17/2009	2,351.00	2,173.00	178.00
3000. U S T NTS INFL INDX 2.000% 1/15/14	02/05/2009	09/17/2009	3,622.00	3,462.00	160.00
2000. U S T NTS INFL INDX 2.000% 1/15/14	02/05/2009	09/17/2009	2,400.00	2,308.00	92.00
3000. U.S. TREASURY NOTES 3.875% 5/15/10	12/02/2008	09/17/2009	3,071.00	3,144.00	-73.00
5000. U S TREASURY NOTES 4.875% 5/31/11	06/02/2009	09/17/2009	5,343.00	5,343.00	
2000. AT & T INC 5.500% 2/01/18	05/05/2009	09/21/2009	2,093.00	2,028.00	65.00
2000. AMERICAN EXPRESS CO 7.250% 5/20/14	05/28/2009	09/21/2009	2,237.00	2,055.00	182.00
5000. FEDERAL HOME LN MTG CORP DTD 01/14/02	12/02/2008	09/21/2009	5,494.00	5,467.00	27.00
5000. FEDERAL HOME LN MTG 4.125% 7/12/10	12/02/2008	09/21/2009	5,149.00	5,142.00	7.00
6000. FED NATL MTG ASSN 5.000% 10/15/11	12/02/2008	09/21/2009	6,459.00	6,413.00	46.00
8000. FEDERAL NATL MTG AS 2.750% 4/11/11	05/05/2009	09/21/2009	8,229.00	8,229.00	
3000. FEDL NATL MTG ASSN 3.625% 8/15/11	09/17/2009	09/21/2009	3,142.00	3,190.00	-48.00
2000. HEWLETT-PACK CO HPQ 4.250% 2/24/12	05/05/2009	09/21/2009	2,106.00	2,086.00	20.00
2000. JPMORGAN CHASE & CO 4.650% 6/01/14	05/18/2009	09/21/2009	2,086.00	1,994.00	92.00
2283.105 LEGG MASON PART GL HIGH Y-A	02/26/2009	09/21/2009	15,000.00	11,898.00	3,102.00
2000. MERRILL LYNCH & CO 5.450% 2/05/13	05/05/2009	09/21/2009	2,055.00	1,810.00	245.00
2000. TIME WARNER CABLE 5.850% 5/01/17	05/06/2009	09/21/2009	2,062.00	1,985.00	77.00
4000. U.S. TREASURY NOTES 3.875% 5/15/10	12/02/2008	09/21/2009	4,093.00	4,192.00	-99.00
9000. U S TREASURY NOTES 4.875% 5/31/11	06/02/2009	09/21/2009	9,611.00	9,611.00	

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

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

Schedule D-1 (Form 1041) 2009

Continuation Sheet for Schedule D
(Form 1041)

OMB No. 1545-0092

2009

► See instructions for Schedule D (Form 1041).

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

Name of estate or trust

31-15C055786565 AGT PENSON FOUNDATION TRUST

Employer identification number

13-4226290

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	2,385.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2009

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

Employer identification number

31-15C055786565 AGT PENSON FOUNDATION TRUST

13-4226290

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 22000. MERRILL LYNCH & CO 4.125% 9/10/09	06/26/2007	02/04/2009	21,780.00	21,748.00	32.00
43000. FEDERAL NATL MTG AS 6.625% 9/15/09	06/26/2007	02/17/2009	44,445.00	44,530.00	-85.00
25000. FED HOME LN MTG CORP 5.000% 1/30/14	06/26/2007	02/25/2009	26,823.00	24,516.00	2,307.00
14000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	06/26/2007	02/25/2009	15,104.00	14,211.00	893.00
12000. FED NATL MTG ASSN 6.000% 5/15/11	06/13/2007	02/25/2009	13,112.00	12,234.00	878.00
15000. FED NATL MTG ASSN 5.250% 9/15/16	06/26/2007	02/25/2009	16,629.00	15,159.00	1,470.00
7000. UNITED MEXICAN STS 6.625% 3/03/15	05/29/2007	02/25/2009	7,129.00	7,552.00	-423.00
15000. U.S. TREASURY NOTES 4.000% 11/15/12	06/26/2007	02/25/2009	16,276.00	14,626.00	1,650.00
17000. U.S. TREASURY NOTES 3.375% 9/15/09	06/26/2007	02/25/2009	17,262.00	16,751.00	511.00
17000. WAL-MART STORES	09/28/2007	03/12/2009	17,361.00	17,654.00	-293.00
14000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	05/18/2006	03/25/2009	15,083.00	14,201.00	882.00
9000. TIME WARNER INC NT 6.875% 5/01/12	05/29/2007	05/05/2009	9,340.00	9,437.00	-97.00
9000. CONOCO FUNDING 6.350% 10/15/11	02/07/2007	05/05/2009	9,809.00	9,421.00	388.00
10000. DISNEY WALT CO NEW 6.375% 3/01/12	04/30/2007	05/05/2009	10,848.00	10,566.00	282.00
6000. FED HOME LN MTG CORP 5.000% 1/30/14	05/30/2006	05/05/2009	6,588.00	5,881.00	707.00
4000. FED NATL MTG ASSN 6.000% 5/15/11	06/13/2007	05/05/2009	4,373.00	4,078.00	295.00
3000. FED NATL MTG ASSN 5.250% 9/15/16	06/26/2007	05/05/2009	3,354.00	3,002.00	352.00
10000. GEN ELEC CAP CORP 4.875% 3/04/15	06/26/2007	05/05/2009	9,405.00	9,727.00	-322.00
7000. GOLDMAN SACHS GROUP 4.500% 6/15/10	08/16/2006	05/05/2009	7,082.00	6,896.00	186.00
10000. JPMORGAN CHASE & CO 4.500% 1/15/12	02/07/2007	05/05/2009	10,358.00	9,824.00	534.00
8000. MORGAN STANLEY 4.000% 1/15/10	01/17/2007	05/05/2009	8,010.00	7,874.00	136.00
5000. U.S. TREASURY NOTES 4.000% 11/15/12	06/26/2007	05/05/2009	5,420.00	4,870.00	550.00
5000. U.S. TREASURY NOTES 4.250% 8/15/13	06/22/2007	05/05/2009	5,506.00	4,851.00	655.00
3000. U S TREASURY NOTES 4.875% 8/15/16	04/07/2008	05/05/2009	3,430.00	3,315.00	115.00
10000. VERIZON GLOBAL FDG 7.250% 12/01/10	02/07/2007	05/05/2009	10,612.00	10,671.00	-59.00

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

Schedule D-1 (Form 1041) 2009

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

Employer identification number

31-15C055786565 AGT PENSON FOUNDATION TRUST

13-4226290

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 10000. WACHOVIA CORP NEW 5.250% 8/01/14	06/26/2007	05/05/2009	8,829.00	9,804.00	-975.00
11000. WYETH 5.500% 2/01/14	07/20/2007	05/05/2009	11,690.00	10,871.00	819.00
12000. TIME WARNER INC NT 6.875% 5/01/12	06/26/2007	05/06/2009	12,529.00	12,517.00	12.00
14000. UNITED MEXICAN STS 6.625% 3/03/15	06/26/2007	05/07/2009	15,225.00	14,854.00	371.00
4306.101 LEGG MASON PART GL HIGH Y-A	04/30/2008	05/15/2009	23,770.00	35,495.00	-11,725.00
12000. JPMORGAN CHASE & CO 4.500% 1/15/12	02/07/2007	05/18/2009	12,243.00	11,743.00	500.00
3907.638 LEGG MASON PART GL HIGH Y-A	09/20/2007	05/28/2009	22,117.00	31,829.00	-9,712.00
10000. MORGAN STANLEY 4.000% 1/15/10	04/28/2006	05/28/2009	10,060.00	9,830.00	230.00
3000. COMCAST CORP NEW 5.900% 3/15/16	05/05/2008	05/29/2009	2,942.00	3,063.00	-121.00
2000. CONOCO FUNDING 6.350% 10/15/11	02/07/2007	05/29/2009	2,194.00	2,094.00	100.00
2000. DISNEY WALT CO NEW 6.375% 3/01/12	04/30/2007	05/29/2009	2,192.00	2,113.00	79.00
4000. FED HOME LN MTG CORP 5.000% 1/30/14	05/30/2006	05/29/2009	4,370.00	3,922.00	448.00
3000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	05/18/2006	05/29/2009	3,245.00	3,043.00	202.00
4000. FED NATL MTG ASSN 6.000% 5/15/11	06/13/2007	05/29/2009	4,380.00	4,078.00	302.00
5000. FED NATL MTG ASSN 5.250% 9/15/16	06/26/2007	05/29/2009	5,503.00	5,004.00	499.00
3000. GEN ELEC CAP CORP 4.875% 3/04/15	01/17/2007	05/29/2009	2,859.00	2,907.00	-48.00
3000. GOLDMAN SACHS GROUP 4.500% 6/15/10	08/16/2006	05/29/2009	3,060.00	2,956.00	104.00
4000. U.S. TREASURY NOTES 4.000% 11/15/12	06/26/2007	05/29/2009	4,332.00	3,898.00	434.00
4000. U.S. TREASURY NOTES 4.250% 8/15/13	06/22/2007	05/29/2009	4,367.00	3,882.00	485.00
2000. VERIZON GLOBAL FDG 7.250% 12/01/10	02/07/2007	05/29/2009	2,119.00	2,134.00	-15.00
3000. WACHOVIA CORP NEW 5.250% 8/01/14	08/21/2006	05/29/2009	2,886.00	2,933.00	-47.00
2000. WYETH 5.500% 2/01/14	07/20/2007	05/29/2009	2,151.00	1,977.00	174.00
681.431 LEGG MASON PART GL HIGH Y-A	06/24/2004	06/09/2009	4,007.00	5,492.00	-1,485.00
2000. DISNEY WALT CO NEW 6.375% 3/01/12	06/26/2007	08/04/2009	2,197.00	2,105.00	92.00
4000. FED HOME LN MTG CORP 5.000% 1/30/14	05/30/2006	08/04/2009	4,332.00	3,923.00	409.00

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

Schedule D-1 (Form 1041) 2009

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

Employer identification number

31-15C055786565 AGT PENSON FOUNDATION TRUST

13-4226290

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 2000. FED NATL MTG ASSN 6.000% 5/15/11	06/13/2007	08/04/2009	2,167.00	2,039.00	128.00
2000. U.S. TREASURY NOTES 4.000% 11/15/12	06/26/2007	08/04/2009	2,136.00	1,951.00	185.00
2000. U.S. TREASURY NOTES 4.250% 8/15/13	06/22/2007	08/04/2009	2,154.00	1,943.00	211.00
4000. U S TREASURY NOTES 4.875% 8/15/16	06/05/2008	08/04/2009	4,396.00	4,277.00	119.00
3488.469 LEGG MASON PART GL HIGH Y-A	06/30/2008	08/05/2009	22,012.00	27,990.00	-5,978.00
7000. PEPSICO INC 5.000% 6/01/18	06/20/2008	08/20/2009	7,313.00	6,811.00	502.00
2000. CONOCO FUNDING 6.350% 10/15/11	02/07/2007	09/17/2009	2,196.00	2,094.00	102.00
2000. CREDIT SUISSE FIRST 5.500% 8/15/13	08/14/2008	09/17/2009	2,157.00	2,001.00	156.00
2000. FED HOME LN MTG CORP 5.000% 1/30/14	05/30/2006	09/17/2009	2,196.00	1,962.00	234.00
11000. FEDERAL HOME LOAN MORTGAGE ASSN DTD 03/15/01	05/18/2006	09/17/2009	11,779.00	11,158.00	621.00
2000. FED NATL MTG ASSN 6.000% 5/15/11	06/13/2007	09/17/2009	2,166.00	2,039.00	127.00
3000. FED NATL MTG ASSN 5.250% 9/15/16	06/26/2007	09/17/2009	3,338.00	3,002.00	336.00
3000. GEN ELEC CAP CORP 4.875% 3/04/15	03/08/2006	09/17/2009	3,094.00	2,931.00	163.00
3000. U.S. TREASURY NOTES 4.250% 8/15/13	06/22/2007	09/17/2009	3,266.00	2,916.00	350.00
3000. U S TREASURY NOTES 4.875% 8/15/16	06/19/2008	09/17/2009	3,355.00	3,194.00	161.00
2000. VERIZON GLOBAL FDG 7.250% 12/01/10	02/07/2007	09/17/2009	2,126.00	2,134.00	-8.00
2000. WACHOVIA CORP NEW 5.250% 8/01/14	08/21/2006	09/17/2009	2,066.00	1,976.00	90.00
2000. WYETH 5.500% 2/01/14	07/20/2007	09/17/2009	2,190.00	1,977.00	213.00
2000. COMCAST CORP NEW 5.900% 3/15/16	05/05/2008	09/21/2009	2,127.00	2,042.00	85.00
4000. FED HOME LN MTG CORP 5.000% 1/30/14	05/30/2006	09/21/2009	4,332.00	3,925.00	407.00
3000. FED NATL MTG ASSN 6.000% 5/15/11	06/13/2007	09/21/2009	3,246.00	3,059.00	187.00
3000. FED NATL MTG ASSN 5.250% 9/15/16	06/26/2007	09/21/2009	3,325.00	3,002.00	323.00
3000. GLAXOSMITHKLINE CAP 4.850% 5/15/13	06/20/2008	09/21/2009	3,208.00	2,971.00	237.00
2000. GOLDMAN SACHS GROUP 4.500% 6/15/10	08/16/2006	09/21/2009	2,035.00	1,973.00	62.00
3000. U.S. TREASURY NOTES 4.000% 11/15/12	06/26/2007	09/21/2009	3,223.00	2,928.00	295.00

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

Schedule D-1 (Form 1041) 2009

Employer identification number

13-4226290

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	-6,216.00
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JSA

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58 -

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AMERICAN INTL GROUP INC

329.00

WYETH

5.500% 2/01/14

5.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

334.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

334.00

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990PF, PART VII-B LINE 2B -- SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

Asset Detail Section

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
<i>U.S. Treasuries and Agencies</i>						
<i>U.S. Treasury Bonds and Notes</i>						
U S Treasury Notes 4 875% 5/31/11 CUSIP: 912828FH8	53,000.00	\$55,995.56	\$56,991.94	-\$996.38	\$2,583.75	7.39%
U S Treas Nts 1.750% 11/15/11 CUSIP: 912828JU5	24,000.00	\$24,302.88	\$24,337.51	-\$34.63	\$420.00	3.21%
U S Treas Nts 4 500% 3/31/12 CUSIP: 912828GM6	49,000.00	\$52,445.19	\$53,209.80	-\$764.61	\$2,205.00	6.92%
U.S Treasury Notes 4.000% 11/15/12 CUSIP: 912828AP5	26,000.00	\$27,773.20	\$25,929.03	\$1,844.17	\$1,040.00	3.67%
U S Treas Nts 2.500% 3/31/13 CUSIP: 912828HV5	1,000.00	\$1,022.73	\$1,034.69	-\$11.96	\$25.00	0.14%
U S Treasury Notes 4 250% 8/15/13 CUSIP: 912828BH2	21,000.00	\$22,660.26	\$20,926.41	\$1,733.85	\$892.50	2.99%
U S Treasury Notes 4.875% 8/15/16 CUSIP: 912828FQ8	14,000.00	\$15,395.66	\$14,784.22	\$611.44	\$682.50	2.03%
U S Treas Nts 3 375% 11/15/19 CUSIP: 912828LY4	15,000.00	\$14,428.20	\$14,889.84	-\$461.64	\$506.25	1.90%
		\$214,023.68	\$212,103.44	\$1,920.24	\$8,355.00	28.25%
<i>Government Agency Bonds/Notes</i>						
Federal Natl Mtg as 2.750% 4/11/11 CUSIP: 31398APG1	48,000.00	\$49,200.00	\$49,382.85	-\$182.85	\$1,320.00	6.49%
Fed Natl Mtg Assn 6.000% 5/15/11 CUSIP: 31359MJH7	18,000.00	\$19,271.34	\$18,659.02	\$612.32	\$1,080.00	2.54%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Fed Natl Mtg Assn 3.625% 8/15/11 CUSIP: 31398ATL6	20,000.00	\$20,837.60	\$20,968.94	-\$131.34	\$725.00	2.75%
Fed Natl Mtg Assn 5.000% 10/15/11 CUSIP: 31359MZ30	37,000.00	\$39,543.75	\$39,648.80	-\$105.05	\$1,850.00	5.22%
Fed Home Ln Mtg Corp 5.750% 1/15/12 CUSIP: 3134AA4JT2	27,000.00	\$29,396.25	\$29,267.52	\$128.73	\$1,552.50	3.88%
Fed Home Loan Mtg 2.125% 3/23/12 CUSIP: 3137EABY4	19,000.00	\$19,290.89	\$19,457.71	-\$166.82	\$403.75	2.55%
Fed Home Ln Mtg Corp 5.000% 1/30/14 CUSIP: 3128X2TM7	23,000.00	\$25,077.13	\$23,003.42	\$2,073.71	\$1,150.00	3.31%
Fed Natl Mtg Assn 5.250% 9/15/16 CUSIP: 31359MW41	18,000.00	\$19,884.42	\$18,620.28	\$1,264.14	\$945.00	2.62%
				\$3,492.84	\$9,026.25	29.36%
Total U.S. Treasuries and Agencies		\$436,525.06	\$431,111.98	\$5,413.08	\$17,381.25	57.61%
Corporate and Foreign Bonds						
U.S. Corporate Bonds & Notes						
Verizon Global Fdg 7.250% 12/01/10 CUSIP: 92344GAL0	7,000.00	\$7,397.46	\$7,409.94	-\$12.48	\$507.50	0.98%
Conoco Funding 6.350% 10/15/11 CUSIP: 20825UAB0	7,000.00	\$7,615.72	\$7,323.92	\$291.80	\$444.50	1.01%
Hewlett-Pack Co Hpq 4.250% 2/24/12 CUSIP: 428236AU7	7,000.00	\$7,342.58	\$7,279.36	\$63.22	\$297.50	0.97%
Disney Walt Co New 6.375% 3/01/12 CUSIP: 25468PBX3	7,000.00	\$7,646.17	\$7,336.21	\$309.96	\$446.25	1.01%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Goldman Sachs 3.250% 6/15/12 CUSIP: 38146FAA9	7,000.00	\$7,272.51	\$7,305.29	-\$32.78	\$227.50	0.96%
Bank of America Corp 3 125% 6/15/12 CUSIP: 06050BAA9	7,000.00	\$7,253.40	\$7,057.05	\$196.35	\$218.75	0.96%
Merrill Lynch & Co 5.450% 2/05/13 CUSIP: 59018YM40	8,000.00	\$8,418.16	\$7,455.10	\$963.06	\$436.00	1.11%
Glaxosmithkline Cap 4 850% 5/15/13 CUSIP: 377372AC1	6,000.00	\$6,440.70	\$6,113.20	\$327.50	\$291.00	0.85%
Credit Suisse First 5 500% 8/15/13 CUSIP: 22541LAH6	7,000.00	\$7,604.45	\$7,004.48	\$599.97	\$385.00	1.00%
Wyeth 5.500% 2/01/14 CUSIP: 983024AE0	7,000.00	\$7,626.29	\$7,127.60	\$498.69	\$385.00	1.01%
American Express Co 7.250% 5/20/14 CUSIP: 025816BA6	4,000.00	\$4,513.48	\$4,109.08	\$404.40	\$290.00	0.60%
JPMorgan Chase & Co 4.650% 6/01/14 CUSIP: 46625HHN3	6,000.00	\$6,320.64	\$5,981.76	\$338.88	\$279.00	0.83%
Wachovia Corp New 5.250% 8/01/14 CUSIP: 929903AJ1	6,000.00	\$6,211.56	\$5,865.90	\$345.66	\$315.00	0.82%
Gen Elec Cap Corp 4.875% 3/04/15 CUSIP: 36962GP65	7,000.00	\$7,271.60	\$6,749.82	\$521.78	\$341.25	0.96%
Comcast Corp New 5.900% 3/15/16 CUSIP: 20030NAL5	5,000.00	\$5,384.60	\$5,105.60	\$279.00	\$295.00	0.71%
Time Warner Cable 5 850% 5/01/17 CUSIP: 88732JAH1	6,000.00	\$6,304.02	\$5,955.84	\$348.18	\$351.00	0.83%
XTO Energy Inc 6 250% 8/01/17 CUSIP: 98385XAL0	6,000.00	\$6,794.04	\$6,248.78	\$545.26	\$375.00	0.90%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
At & T Inc 5.500% 2/01/18 CUSIP: 00206RAJ1	5,000.00	\$5,217.10	\$5,070.80	\$146.30	\$275.00	0.69%
Goldman Sachs 6.150% 4/01/18 CUSIP: 38141GFM1	2,000.00	\$2,141.00	\$2,181.70	-\$40.70	\$123.00	0.28%
CISCO Systems Inc 4.950% 2/15/19 CUSIP: 17275RAE2	7,000.00	\$7,175.07	\$7,017.71	\$157.36	\$346.50	0.95%
Foreign Corporate Bonds						
BP Capital Markets 5.250% 11/07/13 CUSIP: 05565QBF4	7,000.00	\$7,624.61	\$7,077.91	\$546.70	\$367.50	1.01%
Rio Tinto Finance PL 8.950% 5/01/14 CUSIP: 767201AF3	6,000.00	\$7,189.80	\$6,518.10	\$671.70	\$537.00	0.95%
Total Corporate and Foreign Bonds						
		\$14,814.41	\$13,596.01	\$1,218.40	\$904.50	1.96%
Fixed Income Mutual Funds						
Taxable Fixed Income Funds Legg Mason Part GI High Y-A CUSIP: 52469F465	6,957.88	\$47,452.71	\$35,318.14	\$12,134.57	\$4,870.51	6.26%
Total Fixed Income Mutual Funds						
		\$47,452.71	\$35,318.14	\$12,134.57	\$4,870.51	6.26%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Cash Equivalents						
Tax Exempt Money Market Funds						
Western Asset Inst Muni Money Market CUSIP: 52470G775	15,849.59	\$15,849.59	\$15,849.59	\$0.00	\$17.65	2.09%(i)
Western Asset Inst Muni Money Market CUSIP: 52470G775	110,975.77	\$110,975.77	\$110,975.77	\$0.00	\$123.55	14.65%
Total Cash Equivalents		\$126,825.36	\$126,825.36	\$0.00	\$141.20	16.74%
Total All Assets		\$757,568.09	\$732,550.63	\$25,017.46	\$29,927.21	100.00%

Your holdings are valued using the most current prices available to us. For Alternative Investments, unrealized gain/loss and original tax cost (excluding acquisition costs) are shown for information purposes only and do not reflect any adjustments necessitated by annual K-1 forms. Consult your tax advisor regarding use of this information. Estimated income for Alternative Investments and certain non-publicly traded Partnerships cannot be accurately forecasted and is therefore not listed.

Citibank, N A 292 / 00530
Sort 2224
New York, N Y 10043

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CITIBANK, N A
Account
20596972

SHANNON & ANDREW S PENSON FDN
ANDREW S PENSON, TTEE
551 FIFTH AVENUE FLOOR 34TH
NEW YORK, NY 10176-0001

Statement Period
Dec. 1 - Jan. 3, 2010

Page 1 of 2

Relationship Summary:

Checking	\$11.54
Savings	-----
Investments (not FDIC insured)	-----
Loans	-----
Credit Cards	-----

For information on products, rates and charges, please contact your Citigroup Private Bank Team.

Interest Checking
20596972

Beginning Balance:	\$11.54
Ending Balance:	\$11.54

IF YOU HAVE QUESTIONS ON:

YOU CAN CALL:

YOU CAN WRITE:

Checking

800-870-1073

Citi Private Bank
Client Services 5th Floor
666 Fifth Avenue
New York, NY 10103

Please read the paragraphs below for important information on your accounts with us. Note that some of these products may not be available in all states

The products reported on this statement have been combined onto one monthly statement at your request. The ownership and title of individual products reported here may be different from the addressee(s) on the first page.

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions	Name of Exempt Organization 31-15C055786565 AGT PENSON FOUNDATION	Employer identification number 13-4226290
	Number, street, and room or suite no. If a P.O. box, see instructions 551 FIFTH AVENUE, 34TH FLOOR	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions NEW YORK, NY 10176	

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

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

- The books are in the care of ► **SHANNON & ANDREW S. PENSON**

Telephone No. ► _____ FAX No. ► _____

- 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 will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 2009 or
- ☐ tax year beginning _____, _____, and ending _____, _____.

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

3a 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.	3a	\$	510.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	932.
c Balance Due. Subtract line 3b from line 3a. 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.	3c	\$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

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