Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: RITA ALLEN FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): 12 STOCKTON STREET | Room/suite

City or town, state, and ZIP code: PRINCETON, NJ 08540

A Employer identification number 13-6116429

B Telephone number (609)683-8010

C If exemption application is pending, check here [ ]

D 1. Foreign organizations, check here [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation [ ]

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

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

H Check type of organization: [X] 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)* ▶$ 141,673,228.

J Accounting method: [X] 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).)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	23,112,833.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	2,932,311.	2,924,096.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-4,999,041.			
	b Gross sales price for all assets on line 6a 71,463,715.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	18.	0.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	21,046,121.	2,924,096.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	233,308.	0.		233,308.
	14 Other employee salaries and wages	107,380.	0.		107,380.
	15 Pension plans, employee benefits	58,266.	0.		58,266.
	16a Legal fees STMT 3	42,458.	0.		42,458.
	b Accounting fees STMT 4	57,438.	0.		57,438.
	c Other professional fees STMT 5	386,174.	386,006.		168.
	17 Interest				
	18 Taxes STMT 6	66,047.	30,638.		0.
	19 Depreciation and depletion				
	20 Occupancy	21,200.	0.		21,200.
	21 Travel, conferences, and meetings	11,776.	0.		11,776.
	22 Printing and publications				
	23 Other expenses STMT 7	127,790.	0.		127,790.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,111,837.	416,644.		659,784.
	25 Contributions, gifts, grants paid	3,452,381.			3,452,381.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,564,218.	416,644.		4,112,165.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	16,481,903.			
	b **Net investment income** (if negative, enter -0-)		2,507,452.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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923501 02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009)

09451011 756359 622835 2009.04040 RITA ALLEN FOUNDATION, INC. 622835_1

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	3,550.		
	2 Savings and temporary cash investments	2,927,677.	8,180,667.	8,180,667.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 8	28,327,899.	14,104,217.	14,915,061.
	b Investments - corporate stock STMT 9	48,846,533.	47,446,269.	54,002,841.
	c Investments - corporate bonds STMT 10	5,409,798.	12,501,240.	12,905,060.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	31,975,582.	51,507,736.	51,669,599.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 12)	138,914.	0.	0.
	16 **Total assets** (to be completed by all filers)	117,629,953.	133,740,129.	141,673,228.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)	371,727.	0.	
	23 **Total liabilities** (add lines 17 through 22)	371,727.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds	114,524,420.	114,524,420.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,733,806.	19,215,709.	
	30 **Total net assets or fund balances**	117,258,226.	133,740,129.	
	31 **Total liabilities and net assets/fund balances**	117,629,953.	133,740,129.	

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	117,258,226.
2 Enter amount from Part I, line 27a	2	16,481,903.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	133,740,129.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	133,740,129.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES - SEE ATTACHMENT			
b	A			
c	CAPITAL GAINS DIVIDENDS			
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	71,463,715.		76,470,092.	-5,006,377.
c	7,336.			7,336.
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				-5,006,377.
c				7,336.
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	-4,999,041.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	3,293,038.	113,557,029.	.028999
2007	1,066,334.	37,816,917.	.028197
2006	1,019,652.	19,890,612.	.051263
2005	1,095,824.	19,818,400.	.055293
2004	956,006.	19,649,744.	.048652

2 Total of line 1, column (d)	2	.212404
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	.042481
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	121,642,568.
5 Multiply line 4 by line 3	5	5,167,498.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	25,075.
7 Add lines 5 and 6	7	5,192,573.
8 Enter qualifying distributions from Part XII, line 4	8	4,112,165.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			1	50,149.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3 Add lines 1 and 2			3	50,149.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	50,149.
6 Credits/Payments				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	35,182.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	29,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	64,182.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] 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	14,033.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 14,033.	**Refunded** ▶		11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a *or* 1b, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ WWW.RITAALLEN.ORG

14 The books are in care of ▶ THE FOUNDATION Telephone no ▶(609)683-8010

Located at ▶12 STOCKTON STREET, PRINCETON, NJ ZIP+4 ▶08540

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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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)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b: No 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? N/A — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		233,308.	26,745.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURA LONGMAN - 12 STOCKTON STREET, PRINCETON, NJ 08540	VP FINANCE AND ADMINISTRATION 40.00	82,308.	9,392.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
BESSEMER TRUST 222 ROYAL PALM WAY, PALM BEACH, FL 33480	INVESTMENT MANAGEMENT	245,848.
ALEX BROWN INVESTMENT MANAGEMENT - 901 S BOND STREET #400, BALTIMORE, MD 21231-3340	INVESTMENT MANAGEMENT	62,954.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	114,806,643.
b	Average of monthly cash balances	1b	8,688,350.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	123,494,993.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	123,494,993.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,852,425.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	121,642,568.
6	**Minimum investment return.** Enter 5% of line 5	6	6,082,128.

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

1	Minimum investment return from Part X, line 6	1	6,082,128.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 50,149.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	50,149.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	6,031,979.
4	Recoveries of amounts treated as qualifying distributions	4	18.
5	Add lines 3 and 4	5	6,031,997.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	6,031,997.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	4,112,165.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,112,165.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,112,165.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				6,031,997.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			3,051,841.	
b Total for prior years ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 4,112,165.				
a Applied to 2008, but not more than line 2a			3,051,841.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				1,060,324.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				4,971,673.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				
Total			▶ 3a	3452381.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(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	2,932,311.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-4,999,041.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a GRANT REFUNDS			01	18.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		-2,066,712.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -2,066,712.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee — Date: Nov 11 2010 — Title

Paid Preparer's Use Only

Preparer's signature	Date 11/8/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	O'CONNOR DAVIES MUNNS & DOBBINS, LLP 60 EAST 42ND STREET, 36TH FL. NEW YORK, NY 10165-3698	EIN ▶	
		Phone no.	(212)286-2600

Form **990-PF** (2009)

923622
02-02-10

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

RITA ALLEN FOUNDATION, INC.

Employer identification number

13-6116429

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	Employer identification number
RITA ALLEN FOUNDATION, INC.	13-6116429

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 727,457.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 287,484.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
3	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 599,998.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
4	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 5,549,687.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
5	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 5,998,332.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
6	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 4,953,789.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
RITA ALLEN FOUNDATION, INC.	13-6116429

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
7	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 1,999,110.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
8	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 1,997,422.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
9	LUCETTE CASSEL TRUST C/O NICHOLAS TARRANT, 122 EAST 42ND STREET NEW YORK, NY 10168	$ 999,554.	Person [ ] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization: RITA ALLEN FOUNDATION, INC.

Employer identification number: 13-6116429

Part II **Noncash Property** (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	U.S. TREASURY BILLS	$ 289,454.	01/26/09
3	U.S. TREASURY BILLS	$ 599,999.	01/26/09
4	U.S. TREASURY BILLS	$ 5,549,992.	01/26/09
5	U.S. TREASURY BILLS	$ 5,998,549.	01/26/09
6	U.S. TREASURY BILLS	$ 4,999,242.	01/26/09
7	U.S. TREASURY BILLS	$ 1,999,981.	10/27/09

Name of organization: RITA ALLEN FOUNDATION, INC.

Employer identification number: 13-6116429

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
8	U.S. TREASURY BILLS	$ 1,998,690.	10/27/09
9	U.S. TREASURY BILLS	$ 999,990.	10/27/09
		$	
		$	
		$	
		$	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAPITAL GAIN DISTRIBUTIONS	7,336.	7,336.	0.
DIVIDENDS	1,478,815.	0.	1,478,815.
INTEREST	1,439,791.	0.	1,439,791.
MARKET DISCOUNT	5,490.	0.	5,490.
TAX EXEMPT INTEREST	8,215.	0.	8,215.
TOTAL TO FM 990-PF, PART I, LN 4	2,939,647.	7,336.	2,932,311.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GRANT REFUNDS	18.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	18.	0.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	42,458.	0.		42,458.
TO FM 990-PF, PG 1, LN 16A	42,458.	0.		42,458.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	57,438.	0.		57,438.
TO FORM 990-PF, PG 1, LN 16B	57,438.	0.		57,438.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BESSEMER TRUST	245,848.	245,848.		0.
BENNETT LAWRENCE MANAGEMENT, INC.	44,660.	44,660.		0.
ALEX BROWN INVESTMENT MANAGEMENT	62,954.	62,954.		0.
REINHART	32,494.	32,494.		0.
BANK FEES	50.	50.		0.
MISCELLANEOUS	168.	0.		168.
TO FORM 990-PF, PG 1, LN 16C	386,174.	386,006.		168.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	35,409.	0.		0.
FOREIGN TAX WITHHELD	30,638.	30,638.		0.
TO FORM 990-PF, PG 1, LN 18	66,047.	30,638.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,268.	0.		1,268.
GOVERNANCE PLANNING	30,918.	0.		30,918.
OFFICE EXPENSES	13,484.	0.		13,484.
MEMBERSHIPS AND DUES	2,127.	0.		2,127.
ANNUAL REPORT FILING	1,500.	0.		1,500.
MISCELLANEOUS	29.	0.		29.
SCIENTIFIC ADVISORY HONORARIA	25,000.	0.		25,000.
IT SERVICE & WEB DESIGN	3,645.	0.		3,645.
PAYROLL SERVICE	1,538.	0.		1,538.
STRATEGIC PLANNING	16,000.	0.		16,000.
GRANT SOFTWARE	20,000.	0.		20,000.
OFFICE FURNITURE AND EQUIPMENT	12,281.	0.		12,281.
TO FORM 990-PF, PG 1, LN 23	127,790.	0.		127,790.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
U.S. GOVT & AGENCY BONDS - SEE ATTACHMENT B-1	X		14,104,217.	14,915,061.
TOTAL U.S. GOVERNMENT OBLIGATIONS			14,104,217.	14,915,061.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			14,104,217.	14,915,061.

FORM 990-PF — CORPORATE STOCK — STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMON STOCK - SEE ATTACHMENT B-2	47,446,269.	54,002,841.
TOTAL TO FORM 990-PF, PART II, LINE 10B	47,446,269.	54,002,841.

FORM 990-PF — CORPORATE BONDS — STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT B-3	12,501,240.	12,905,060.
TOTAL TO FORM 990-PF, PART II, LINE 10C	12,501,240.	12,905,060.

FORM 990-PF — OTHER INVESTMENTS — STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - SEE ATTACHMENT B-4	FMV	51,507,736.	51,669,599.
TOTAL TO FORM 990-PF, PART II, LINE 13		51,507,736.	51,669,599.

FORM 990-PF — OTHER ASSETS — STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	8,952.	0.	0.
MISCELLANEOUS PERSONAL PROPERTY	75,002.	0.	0.
DUE FROM BROKER	54,960.	0.	0.
TO FORM 990-PF, PART II, LINE 15	138,914.	0.	0.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 13

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ARISTIDES GEORGANTAS 12 STOCKTON STREET PRINCETON, NJ 08540	CHAIRMAN OF THE BOARD 10.00	7,000.	0.	0.
ELIZABETH G. CHRISTOPHERSON 12 STOCKTON STREET PRINCETON, NJ 08540	PRESIDENT AND CEO 40.00	164,808.	26,745.	0.
HENRY H. HITCH 12 STOCKTON STREET PRINCETON, NJ 08540	TREASURER 1.00	4,000.	0.	0.
ANNE O'NEILL GATES 12 STOCKTON STREET PRINCETON, NJ 08540	SECRETARY 2.00	29,000.	0.	0.
ROBERT C. CAMPBELL 12 STOCKTON STREET PRINCETON, NJ 08540	DIRECTOR 1.00	3,000.	0.	0.
WILLIAM GADSDEN 12 STOCKTON STREET PRINCETON, NJ 08540	DIRECTOR 1.00	4,000.	0.	0.
MOORE GATES, JR. 12 STOCKTON STREET PRINCETON, NJ 08540	DIRECTOR 2.00	21,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		233,308.	26,745.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALFREDO SANTIAGO SCHOLARSHIP FUND 549 COOPER STREET CAMDEN, NJ 08102	GRANTEE GENERAL OPERATING SUPPORT		5,000.
BOYS & GIRLS CLUBS TRENTON/MERCER COUNTY 212 CENTRE ST TRENTON, NJ 08611	GRANTEE GENERAL OPERATING SUPPORT		5,000.
CANCER INSTITUTE OF NJ 120 ALBANY ST NEW BRUNSWICK, NJ 08901	GRANTEE GENERAL OPERATING SUPPORT		10,000.
CRISIS MINISTRY OF PRINCETON/TRENTON 123 E HANOVER ST TRENTON, NJ 08608	GRANTEE GENERAL OPERATING SUPPORT		5,000.
EARTH JUSTICE 26 17TH ST, 6TH FLR OAKLAND, CA 94612	GRANTEE GENERAL OPERATING SUPPORT		10,000.
GINNIE'S HOUSE 4 HIGH STREET, PO BOX 3156 NEWTON, NJ 07860	GRANTEE GENERAL OPERATING SUPPORT		5,000.
HOMEFRONT 1880 PRINCETON AVENUE LAWRENCEVILLE, NJ 08648	GRANTEE GENERAL OPERATING SUPPORT		5,000.
JOHNS HOPKINS UNIVERSITY 201 N. CHARLES ST, STE 2500 BALTIMORE, MD 21201	GRANTEE GENERAL OPERATING SUPPORT		5,000.

KENT PLACE SCHOOL 42 NORWOOD AVE SUMMIT, NJ 07902-0308	GRANTEE GENERAL OPERATING SUPPORT	10,000.
MCCARTER THEATER 91 UNIVERSITY PLACE PRINCETON, NJ 08540	GRANTEE GENERAL OPERATING SUPPORT	5,000.
NATIONAL PSORIASIS FOUNDATION 6600 SW 92ND AVE., SUITE 300 PORTLAND, OR 97223-7195	GRANTEE GENERAL OPERATING SUPPORT	10,000.
NEW JERSEY PERFORMING ARTS CENETER ONE CENTER ST NEWARK, NJ 07102	GRANTEE GENERAL OPERATING SUPPORT	5,000.
OVERLOOK HOSPITAL FOUNDATION 36 UPPER OVERLOOK ROAD SUMMIT, NJ 07901	GRANTEE GENERAL OPERATING SUPPORT	5,000.
PACF - FUND FOR WOMEN AND GIRLS 15 PRINCESS RD LAWRENCEVILLE, NJ 08648	GRANTEE GENERAL OPERATING SUPPORT	5,000.
PINGRY SCHOOL P.O. BOX 366 MARTINSVILLE, NJ 08836	GRANTEE GENERAL OPERATING SUPPORT	5,000.
PLANNED PARENTHOOD ASSOC MERCER 437 EAST STATE ST TRENTON, NJ 08608	GRANTEE GENERAL OPERATING SUPPORT	10,000.
PRINCETON AREA COMMUNITY FND 15 PRINCESS RD PRINCETON, NJ 08648	GRANTEE GENERAL OPERATING SUPPORT	5,000.
SOUTH KENT SCHOOL 40 BULLS BRIDGE RD SOUTH KENT, CT 06785	GRANTEE GENERAL OPERATING SUPPORT	15,000.

STONY BROOK MILLSTONE 31 TITUS MILL RD PENNINGTON, NJ 08534	GRANTEE GENERAL OPERATING SUPPORT	5,000.
THE HILL SCHOOL 717 EAST HIGH ST POTTSTOWN, PA 19464	GRANTEE GENERAL OPERATING SUPPORT	5,000.
THE MARITIME AQUARIUM 10 N WATER ST NORWALK, CT 06854	GRANTEE GENERAL OPERATING SUPPORT	10,000.
THE NATURE CONSERVANCY P.O. BOX 55 LONG POND, PA 18334	GRANTEE GENERAL OPERATING SUPPORT	5,000.
TRENTON AREA SOUP KITCHEN P.O. BOX 872 TRENTON, NJ 08605	GRANTEE GENERAL OPERATING SUPPORT	5,000.
UNIVERSITY OF NOTRE DAME 1100 GRACE HALL NOTRE DAME, IN 46556	GRANTEE GENERAL OPERATING SUPPORT	15,000.
BRANDEIS UNIVERSITY 415 SOUTH STREET WALTHAM, MA 02453	GRANTEE EDUCATION	132,462.
COUNCIL OF NEW JERSEY GRANTMAKERS 101 WEST STATE STREET TRENTON, NJ 08608	GRANTEE GENERAL OPERATING SUPPORT	1,500.
COUNCIL ON FOUNDATIONS 2121 CRYSTAL DRIVE ARLINGTON, VA 22202	GRANTEE GENERAL OPERATING SUPPORT	2,188.
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	GRANTEE MET BROADCAST CAMPAIGN SUPPORT	100,000.

BOYS & GIRLS CLUBS OF AMERICA 1275 PEACHTREE STREET NE ATLANTA, GA 30309-3506	GRANTEE 2/4 TRIPLE PLAY GRANT - CHILDHOOD OBESITY	250,000.
THE JUILLIARD SCHOOL 60 LINCOLN CENTER PLAZA NEW YORK, NY 10023	GRANTEE 2/4 MILTON CASSEL WOODWIND ENDOWMENT FUND	500,000.
UNIVERSITY OF PENNSYLVANIA FOP GRANT 424 STEMMLER HALL, 36TH AND HAMILTON WALK PHILADELPHIA, PA	GRANTEE 2/2 GRANT PAYMENT FOR FOP RESEARCH	300,000.
FACING HISTORY AND OURSELVES 16 HURD ROAD BROOKLINE, MA 02445	GRANTEE ONE TIME GRANT OF $100,000	100,000.
POPTECH P.O. BOX 1405 CAMDEN, ME 04843	GRANTEE ONE-TIME GRANT OF $100,000	100,000.
UNIVERSITY OF ARIZONA P.O. BOX 3520 TUSCON, AZ 85722-3520	GRANTEE MEDICAL RESEARCH - PAIN	50,000.
UNIVERSITY OF PITTSBURGH P.O. BOX 371220 PITTSBURGH, PA 15251-7220	GRANTEE MEDICAL RESEARCH - PAIN	50,000.
TRUSTEES UNIV OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19148-6205	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
YALE UNIVERSITY PO BOX 208229 NEW HAVEN, CT 06520-8229	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DRIVE CAMBRIDGE, MA 02139	GRANTEE MEDICAL RESEARCH - CANCER	100,000.

COLD SPRING HARBOR LABORATORY PO BOX 100 COLD SPRING HARBOR, NY 11724	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
UNIV OF TX SOUTHWESTERN MEDICAL SCHOOL 5323 HARRY HINES BOULEVARD DALLAS, TX 75390-9105	GRANTEE MEDICAL RESEARCH - CANCER	110,000.
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 600 MEMORIAL DRIVE CAMBRIDGE, MA 02139	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
MEMORIAL SLOAN KETTERING CANCER CENTER 633 THIRD AVE., 28TH FLOOR NEW YORK, NY 10017	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
REGENTS OF THE UNIVERSITY OF CALIFORNIA 1855 FOLSOM STREET, BOX 0897 SAN FRANCISCO, CA 94143	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
THE ROCKEFELLER UNIVERSITY 1230 YORK AVENUE, BOX 259 NEW YORK, NY 10065	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
STANFORD UNIVERSITY P.O. BOX 44253 SAN FRANCISCO, CA 94144-4253	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
TRUSTEES UNIV OF PENNSYLVANIA 3451 WALNUT STREET PHILADELPHIA, PA 19148-6205	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
UNIV OF NORTH CAROLINA AT CHAPEL HILL P.O. BOX 402420 ATLANTA, GA 30384-2420	GRANTEE MEDICAL RESEARCH - CANCER	100,000.
UNIV OF NORTH CAROLINA AT CHAPEL HILL P.O. BOX 402420 ATLANTA, GA 30384-2420	GRANTEE MEDICAL RESEARCH - CANCER - EUPHORIC AND ANALGESIC	110,000.

PRESIDENT AND FELLOWS OF HARVARD COLLEGE HOLYOKE CENTER, SUITE 600, 1350 MASSACHUSETTES AVE CAMBRIDGE,	GRANTEE MEDICAL RESEARCH - NEURO	110,000.
UNIV OF WASHINGTON SCHOOL OF MEDICINE 12455 COLLECTIONS DRIVE CHICAGO, IL 60693	GRANTEE MEDICAL RESEARCH - NEURO	100,000.
THE JOAN & SANFORD I. WEILL MEDICAL COLLEGE OF CORNELL UNIVERSITY - 100 BROADWAY NEW YORK, NY 10005	GRANTEE MEDICAL RESEARCH - NEURO	100,000.
UNITED JEWISH APPEAL 130 EAST 59TH STREET NEW YORK, NY 10022	GRANTEE SUPPORT FOR HOMES OF THE AGED	66,231.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		3,452,381.

AMENDED AND RESTATED BYLAWS OF RITA ALLEN FOUNDATION, INC.

A New York Not-For-Profit Corporation

Effective Date: September 30, 2009

AMENDED AND RESTATED BYLAWS
OF
RITA ALLEN FOUNDATION, INC.
A NEW YORK NOT-FOR-PROFIT CORPORATION

ARTICLE I.
NAME, OFFICES AND PURPOSES

Section 1.1. Name.

The name of this corporation is Rita Allen Foundation, Inc. (hereinafter referred to as "the corporation").

Section 1.2. Principal Office.

The principal office of the corporation shall be located within or without the State of New York, at such place as the corporation's Board of Directors (the "Board") shall from time to time determine. The Board is granted full power and authority to change the principal office from one location to another.

Section 1.3. Other Offices.

Branch or subordinate offices may be established at any time by the Board at any place or places.

Section 1.4. Purposes.

The corporation is a Type B corporation within the definition of the New York Not-For-Profit Corporation Law (the "Law"). The purposes for which the corporation is to be formed are exclusively charitable, to wit:

(a) To accept, hold, invest, reinvest and administer any gifts, bequests, devises, benefits of trusts (but not to act as trustee of any trust) and property of any sort, without limitation as to amount or value, and to use, disburse or donate the income or principal thereof for exclusively charitable purposes.

(b) To give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations, provided that: (1) such organizations shall be organized and operated exclusively for charitable, scientific, or educational purposes, the encouragement of art and the prevention of cruelty to children; (2) transfers of property to such organization shall, to the extent then permitted under the statutes of the United States Government, be exempt from gift, succession, inheritance, estate or death taxes (by whatever name called) imposed by the United States Government; and (3) such organizations shall, to the extent then permitted under the statutes of the United States Government, be exempt from income taxes imposed by the United States Government; to make contributions to such organizations furnishing assistance to needy persons associated with the theatre and voluntarily to make contributions directly to, or for, such persons.

(c) To the extent permitted by law, to exercise its rights, powers and privileges, to hold meetings of its Board of Directors, to have one or more offices, and to keep the books of the corporation, in any part of the world.

Nothing herein contained shall be deemed to authorize the corporation to establish or maintain any institution or agency mentioned in Section II of the Membership Corporation Law of the State of New York or in Section 35 of the Social Welfare Law of the State of New York.

ARTICLE II.
MEMBERSHIP

Section 2.1. Eligibility.

Any person may become a member of this corporation.

Section 2.2. Election of Members.

The persons who from time to time serve as Directors of the corporation shall also be the Members of the corporation. When an individual ceases to be a Director he shall also cease to be a Member of the corporation.

Section 2.3. Meetings.

All meetings of the Directors held in the manner provided herein shall also be deemed to be meetings of the Members. All actions taken by the Directors at such meetings shall also be deemed to be actions taken by the Members.

ARTICLE III.
BOARD OF DIRECTORS

Section 3.1. Powers.

Subject to the limitations in the Certificate or these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, management company, or Board Committee however composed; *provided, however,* that the Board shall have the ultimate responsibility for all activities and affairs of the corporation. Without limiting its general powers, the Board shall have the following specific powers:

(a) To appoint and remove all officers, agents, and employees of the corporation and prescribe appropriate powers, duties, and terms for them.

(b) To conduct, manage, and control the strategic and day-to-day affairs and activities of the corporation, and to make appropriate rules and regulations therefore.

(c) To establish and maintain appropriate bank, investment, and trust accounts.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.

Section 3.2. Number of Directors.

The number of Directors of the corporation shall be not less than three (3) nor more than eight (8) until changed by amendment of these Bylaws.

Section 3.3. Selection of Directors and Term of Office.

(a) The Directors shall be elected at the annual meeting of the current Board of Directors, by the vote of a majority of the Board then in office, from an election slate prepared by the Nominating Committee. The Nominating Committee shall agree upon a complete slate of nominees at least ten (10) days prior to the date of the annual meeting of the Board.

(b) Directors shall serve for a term of one (1) year or until their successors shall be duly elected and qualified.

Section 3.4. Interested Persons.

(a) No contract or other transaction between the corporation and one or more of its Directors or officers, or between the corporation and any other corporation, firm, association, or other entity in which one or more of its Directors or officers are members, directors, or officers, or have a substantial financial interest, shall be either void or voidable for the reason of substantial financial interest alone or because such person is present at the meeting of the Board, a designated Board Committee, or officers, which authorizes such contract or transaction, or that his, her, or its votes are counted for such purpose; *provided, however,* that the material facts as to such Director's or officer's interest in such contract or transaction and as to any such financial interest are disclosed in good faith or known to the relevant voting group, and the relevant voting group authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Director or officer.

(b) Interested Directors or officers may be counted in determining the presence of a quorum at a meeting of the relevant voting group which authorizes such contract or transaction.

Section 3.5. Removal.

Anyone or more of the Directors may be removed, either with or without cause, at any time, by a vote of the Directors provided there is a quorum at the meeting of the Board at which such action is taken.

Section 3.6. Resignation.

A Director may resign by giving written notice (including by e-mail) to the Chairman of the Board, the President or the Secretary. Such resignation shall take effect on the date of receipt of the written notice or at any later time specified in the resignation.

Section 3.7. Vacancies.

(a) A vacancy or vacancies on the Board shall be deemed to exist in the case of death, resignation, or removal (without replacement) of any Director, or if the Board by resolution declares vacant the office of a Director who has been declared of unsound mind by an order of court, has been convicted of a felony, or has been found by a final order or judgment of any court to have breached any duty arising under Section 717 of the Law.

(b) Whenever any vacancy shall occur in the Board by death, resignation, or otherwise, so long as at least three (3) Directors are then serving, the same may be filled without undue delay by a majority vote by ballot of the remaining members of the Board at a special meeting which shall be called for that purpose. Such election shall be held within sixty (60) days after the occurrence of such vacancy. The person so chosen shall hold office until the next annual meeting of the Board, and until his successor is elected and qualified. The Board shall fill a vacancy in the manner described above if only two (2) Directors are then serving.

ARTICLE IV.
MEETINGS OF THE BOARD OF DIRECTORS

Section 4.1. Annual Meeting.

An annual meeting of the Board shall be held each year at a time and place to be determined by the Board. At the annual meeting, the Board shall appoint the officers of the corporation and shall conduct such other business as is appropriate. Annual meetings shall be held at the principal office of the corporation unless the Board sets another place for the meeting.

Section 4.2. Special Meetings.

Special meetings of the Board shall be held at the times and places designated by the Board by written notice sent to the Directors by the Chairman of the Board, the President or the Secretary. In the absence of a contrary designation, special meetings shall be held at the principal office of the corporation.

Section 4.3. Notice of Meetings.

Notice of the time and place of meetings of the Board shall be given to each Director by the Chairman of the Board, the President or the Secretary by one of the following methods: (a) personal delivery of written notice; (b) first-class mail, postage paid; (c) telephone communication, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate such notice promptly to the Director; (d) email; or (e) facsimile. All such notices shall be given or sent to the Director's address, telephone number, email address, or facsimile number as shown on the records of the corporation. The notice shall specify the time and place of the meeting. Notices shall be given at least ten (10) days before the time set for the meeting.

Section 4.4. Meetings by Conference Telephone.

Directors may participate in any meeting through the use of conference telephone or similar communications equipment, so long as all Directors participating in such meeting can hear one another. All Directors participating in a meeting pursuant to this Section 3.4 shall be deemed to be present in person at any such meeting.

Section 4.5. Waiver of Notice.

The transactions of any meeting of the Board, however called and noticed or wherever held, shall be valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present; and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 4.6. Quorum; Voting.

(a) A majority of existing Directors (excluding vacancies) and including Directors as provided in Section 3.4(b) above (related to financial conflicts) shall constitute a quorum for the transaction of business or of any specified item of business, except to adjourn as provided in Section 4.7. Unless otherwise provided in these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number be required by Law or by the Certificate and except as provided in the next sentence. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

(b): The following actions shall require an affirmative two-thirds (2/3) vote of the Board:

(i) indefinite suspension, discontinuance, liquidation, or dissolution of the business of the corporation;

(ii) sale, disposition, mortgage, loans, or encumbrances with respect to a substantial portion of the assets of the corporation, including any intellectual property rights;

(iii) exclusive transactions with respect to material rights, leases, and licenses;

(iv) material acquisitions of assets including intellectual property rights;

(v) mergers, combinations, or joint ventures with other organizations;

(vi) commencement, settlement, or disposition of material legal proceedings including litigation;

(vii) change of or from nonprofit or tax-exempt status; or

(viii) amendment of the Certification of Incorporation or these Bylaws.

Section 4.7. Adjournment.

A majority of the Directors present, whether or not constituting a quorum, may Adjourn any meeting.

Section 4.8. Notice of Recommencement.

Notice of the time and place of recommencing an adjourned or suspended meeting need not be given, unless the meeting is adjourned or suspended for more than twenty-four (24) hours, in which case notice of the time and place shall be given before the time of the adjourned or suspended meeting to the Directors who were not present at the time of the adjournment or suspension.

Section 4.9. Action Without Meeting by Written Consent.

Any action required or permitted to be taken by the Board or a Board Committee may be taken without a meeting, if all members of the Board or the Committee consent in writing to the adoption of a resolution authorizing the action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board or the Board Committee. Written consents shall be filed with the minutes of the proceedings of the Board or the Board Committee.

ARTICLE V.
COMMITTEES

Section 5.1. Establishment of Board Committees.

The Board Committees shall be the standing committees and special committees established by resolution of the Board in accordance with these Bylaws.

Section 5.2. Executive Committee.

Subject to the provisions of Section 5.5, the Board may, by resolution adopted by a majority of the number of Directors then in office, establish an executive committee (the "Executive Committee") consisting of at least three (3) Directors which, except when the Board is in session, and except as its powers may be otherwise limited by the Board, shall have and may exercise the powers of the Board in the management of the business and affairs of the corporation.

(a) The Executive Committee shall also have the power of general supervision, management, and control of the business of the corporation and over its several officers.

(b) Appointments to the Executive Committee shall be by a majority vote of the Directors then in office. A majority of all the members of the Executive Committee may determine its rules of procedure unless the Board shall otherwise provide. The Board shall have the power to change the members of the Executive Committee at any time, either with or without cause and to fill vacancies; *provided* that all appointments to the Executive Committee shall be by majority vote of the Directors then in office.

(c) Any action which may be taken at a meeting of the Executive Committee, may be taken without a meeting if authorized by a writing signed by all members of the Executive Committee who would be entitled to vote at a meeting for such purpose and filed with the Secretary of the corporation.

Section 5.3. Nominating Committee.

Subject to the provisions of Section 5.5, the Board may, by resolution adopted by a majority of the number of Directors then in office, establish a nominating Committee (the "Nominating

Committee") consisting of at least three (3) Directors, which shall nominate a slate of nominees pursuant to Section 2.3(a) of these Bylaws.

Section 5.4. Standing or Special Committees.

(a) In the event that the Board determines that the management of the corporation would be benefited by the establishment of one or more standing or special committees in addition to the Executive Committee and the Nominating Committee, the Board may from time to time establish one or more such committees.

(b) The establishment of a standing or special committee shall be effected by the affirmative vote of the majority of the Directors then in office, and the Board's resolution shall specifically set forth the powers and duties delegated to such committee. Each such committee shall include three (3) or more Directors and shall be presided over by a Director selected by the Board.

(c) The term "standing committee" or "special committee" shall mean any Board Committee that is authorized by specific delegation, without further Board action, to take action, or make and implement decisions on behalf of the Board, or to implement, with some degree of discretion, decisions of the Board pursuant to guidelines established by the Board. Notice of, and procedures for, meetings of standing or special committees shall be as prescribed by the Chairman of each such standing or special committee, and meetings of standing or special Committees may be called by the Board or the chairman of the standing or special committee.

Section 5.5. Composition of Board Committees.

Standing committees of the Board shall be composed of Directors. Special committees are not limited to Directors but may, by resolution of the Board, include persons who are not Directors. The Board may appoint alternate members of any Board Committee, who shall act on behalf of a Board Committee member who is absent from a Board Committee meeting. The Board or the Board Committee may invite other persons, whether or not Directors, to attend meetings of the Board Committee and to participate in the discussion and activities of the Board Committee; *provided, however,* that such additional persons attending the Board Committee meeting shall not be entitled to vote and shall attend only as permitted by the Board Committee. The President and the Chairman of the Board, if any, shall be ex officio nonvoting members of each Board Committee, unless expressly provided otherwise by the Board.

Section 5.6. Limitations upon Board Committees.

(a) *Prohibited Powers.* No standing committee of the Board, excluding the Executive Committee, shall have the authority to:

(i) Take any final action on matters which, under the Certificate, these Bylaws, or the Law, also requires Directors' approval;

(ii) Fill vacancies on the Board or on any Board Committee;

(iii) Fix compensation of any Director or member of a Board Committee;

(iv) Amend or repeal the Certificate or these Bylaws; or

(v) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable.

(b) *Special Committees.* The Board may authorize any special committee to provide such advice and recommendations as the Board shall require, but no special committee shall have the power to manage or direct the affairs of the corporation.

Section 5.7. Meetings and Actions of Board Committees.

(a) Meetings and actions of Board Committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws concerning meetings of the Board, with such changes in the content of these Bylaws as are necessary to substitute the Board Committee and its members for the Board and its Directors. The time for a meeting of a Board Committee may be determined either by resolution of the Board or by resolution of the Board Committee. Notice of meetings of Board Committees shall also be given to any and all alternate members, who shall have the right to attend such meetings, subject to subparagraph (c) of this Section 5.7. Minutes shall be kept of meetings of Board Committees and shall be filed with the corporate records. The Board may adopt rules for the governance of any Board Committee not inconsistent with the provisions of these Bylaws.

(b) Each Board Committee may establish such subcommittees as it desires, and the members of such subcommittees need not be members of the Board. The recommendations of such a subcommittee shall become the actions of the Board Committee upon adoption of such recommendations by the Board Committee.

(c) Each Board Committee may determine that a meeting of the Board Committee shall be limited to members of the Board Committee only in the event that a matter to be discussed by the Board Committee concerns a labor or personnel issue, a contract negotiation, or litigation.

Section 5.8. Fees and Compensation.

(a) Directors and members of Board Committees shall receive compensation for their services as determined by the Board, and may receive reimbursement for expenses under procedures that shall be determined by the Board.

(b) Notwithstanding the foregoing, this corporation shall not make any loans to any Director or officer.

ARTICLE VI.
OFFICERS

Section 6.1. Officers.

The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have other officers, at the discretion of the Board, such as a Chairman of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 6.3. Any number of offices may be held by the same person except that the Secretary may not serve concurrently as the President or Chairman of the Board.

Section 6.2. Election.

The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 6.3 or Section 6.5, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 6.3. Subordinate Officers.

The Board may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board may from time to time determine.

Section 6.4. Removal and Resignation.

(a) Any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment of the officer.

(b) Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6.5. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular election or appointment to such office; *provided, however,* that such vacancies shall be filled as they occur and not on an annual basis.

Section 6.6. Chairman of the Board.

The Chairman of the Board, if any, shall preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 6.7. Vice Chairman of the Board.

The Vice Chairman of the Board, if any, shall, in the absence of the Chainman of the Board, preside at all meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned by the Board.

Section 6.8. President.

Subject to such powers, if any, as may be given by the Board to the Chairman of the Board, if any, the President is the general manager and chief executive officer of the corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the corporation. In the absence of the Chairman of the Board and Vice Chairman of the Board, the President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

Section 6.9. Vice Presidents.

In the absence or disability of the President, the Secretary, and in the absence or disability of the Secretary, the Vice Presidents, if any, in order of their rank as fixed by the Board or, if not ranked, the Vice President designated by the Board, shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board.

Section 6.10. Secretary.

(a) The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and Board Committees, with the time and place of holding, how authorized, the notice thereof given, the names of those present at Board and Board Committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal business office of the corporation the original or a copy of the Certificate and these Bylaws, as amended to date.

(b) The Secretary shall give, or cause to be given, notice of all meetings of the Board and Board Committees required by the Law or by these Bylaws to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.11. Treasurer.

The Treasurer of the corporation shall be a Director and have supervisory responsibility for all funds and securities of the corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board or the Executive Committee, if any.

Section 6.12. Chief Financial Officer.

The Board may designate a person, who need not be a member of the Board, to serve as the Chief Financial Officer of the corporation. In the absence of such a designation, the Treasurer shall serve as the Chief Financial Officer of the corporation.

ARTICLE VII.
OTHER PROVISIONS

Section 7.1. Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chairman of the Board, the President, or any Vice President and the Secretary, any Assistant Secretary, the Treasurer, or any Assistant Treasurer of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, and, unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 7.2. Representation of Shares of Other Corporations.

The President, or any other officer or officers authorized by the Board or the President, are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing the name of the corporation. The authority herein granted may be exercised either by such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 7.3. Construction and Definitions.

Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the Law shall govern the construction of these Bylaws.

Section 7.4. Amendments.

These Bylaws may be amended or repealed by the approval of 2/3 vote of the Board.

Section 7.5. Maintenance of Certain Records.

The accounting books, records, and minutes of proceedings of the Board and the Executive Committee, if any, shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the principal business office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form, or in any other form capable of being converted into written, typed, or printed form.

Section 7.6. Annual Report.

The Board shall prepare an annual report, verified by the President and the Treasurer or by a majority of the Directors, or certified by an independent public or certified public accountant or a firm of such accountants selected by the Board. The annual report shall contain in appropriate detail the following:

(a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and

(d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE VIII.
INDEMNIFICATION

Section 8.1. Indemnification.
The corporation shall, to the maximum extent the Law, indemnify each of its Directors and officers against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any arising by reason of (a) the acts or obligations of the corporation or (b) the fact any such person is or was a Director or officer of the corporation. In both circumstances, the corporation shall advance to such Director or officer expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 8.1, a "Director," or "officer" of the corporation includes any person who is or was a Director or officer of the corporation, or is or was serving at the request of the corporation as a member, director, or officer of another corporation, or other enterprise, or was a Director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may in its discretion provide by resolution for such indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

Furthermore, subject to Section 726 of the Law, this corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its Directors and officers, to cover any liability asserted against or incurred by any Director or officer in such capacity or arising from the Director's or officer's status as such.

Certification

I, ______________________________, Secretary of Rita Allen Foundation, Inc., hereby certify that the attached amended Bylaws were duly adopted by its Board on ____________________.

____
Secretary

Rita Allen Foundation, Inc.
EIN #13-6116429
Form 990-PF, Part I, Line 6a
December 31, 2009

Investment Account	Total Proceeds	Tax Cost	Realized Gains/(Losses)	
Bessemer - INVOSM	54,726,231.31	57,270,068.51	(2,543,837.20)	- See Attachment A-1
Bessemer - 8G8751	179,822.61	201,409.56	(21,586.95)	- See Attachment A-2
Bessemer - 8G8752	8,550,313.92	8,910,689.58	(360,375.66)	- See Attachment A-3
Bessemer - 8H3170	3,535,136.84	4,553,198.99	(1,018,062.15)	- See Attachment A-4
Bessemer - Ben/Law 8H3169	4,472,210.58	5,534,725.62	(1,062,515.04)	- See Attachment A-5
Total Realized Gains/(Losses)	71,463,715.26	76,470,092.26	(5,006,377.00)	
		Total Realized Loss per Line 6a	$ 5,006,377.00	
		Difference	-	

ATTACHMENT A

Capital Gains and Losses

This schedule is provided for informational purposes only and should not be used as the primary source to calculate income taxes Transactions may be posted after year-end (depending on the securities in the account) that could impact the reportable gains or losses for the year. These transactions may include gain distributions from mutual funds, original issue discount (OID) apportionment of income or other adjusting entries. Realized gains or losses for common trust funds are typically recorded in January and will not appear during the calendar year in this schedule A statement summarizing the tax information for the year will be mailed the month after year-end to applicable recipients.

Year to date summary

Realized	Proceeds	Tax cost	Gain/(loss)
Short term sales	$35,058,064 42	$36,007,333 80	($939,687 08)
Long term sales	19,668,166.89	21,279,240.72	(1,611,368.07)
Total realized gain/(loss)	**$54,726,231.31**	**$57,286,574.52**	**($2,551,055.15)**

* See Notes/Clossary explaining classification of long term capital gains

Adjustments and distributions	Proceeds	Tax cost	Short term gain/(loss)	Long term gain/(loss)	Net gain/(loss)
Premium / Discount adjustments					($8,483.16)
Unknown cost	294.24				
Capital gain distributions	1,050 18			1,050 18	1,050.18

Year to date details

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
APPLIED MATERIALS	25,000	12/16/2008	11/06/2009	$309,534 51	$261,350.00	$48,184 51 ST	
	1,500	12/17/2008	11/06/2009	18,572 07	15,953 70	2,618 37 ST	
	30,397	3/31/2009	11/06/2009	376,356.83	325,655.22	50,701 61 ST	
	4,500	10/07/2009	11/06/2009	55,716 21	58,904 10	(3,187.89) ST	
	Total APPLIED MATERIALS			**$760,179.62**	**$661,863.02**	**$98,316.60** ST	

ATTACHMENT A-1

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
BANK NEW YORK MELLON CORP	22,255	10/19/2007	11/19/2009	$587,336 62	$1,028,514 83	($441,178 21) LT	
	2,745	3/31/2009	11/19/2009	72,443 90	75,903 92	(3,460 02) ST	
	520	10/19/2007	11/20/2009	13,627 39	24,031 80	(10,404.41) LT	
	2,930	7/31/2008	11/20/2009	76,785 12	105,194.33	(28,409 21) LT	
	4,000	10/20/2008	11/20/2009	104,826.10	119,720.00	(14,893 90) LT	
	Total BANK NEW YORK MELLON CORP			**$72,443.90**	**$75,903.92**	**($3,460.02)** ST	
				782,575.23	**1,277,460.96**	**(494,885.73)** LT	
				855,019.13	**1,353,364.88**	**(498,345.75)** NET	
CAMERON INTL CORP	2,209	7/31/2008	3/31/2009	$49,119 05	$106,869 65	($57,750 60) ST	
	2,291	10/20/2008	3/31/2009	50,942 40	58,819.59	(7,877.19) ST	
	4,791	10/19/2007	4/01/2009	105,430 63	239,382 32	(133,951 69) LT	
	209	10/20/2008	4/01/2009	4,599.25	5,365 91	(766.66) ST	
	3,709	10/19/2007	4/02/2009	86,661.04	185,320.18	(98,659.14) LT	
	541	2/06/2008	4/02/2009	12,640 50	21,392 93	(8,752.43) LT	
	4,000	2/06/2008	4/03/2009	93,521.47	158,173.20	(64,651 73) LT	
	959	2/06/2008	4/06/2009	21,607 21	37,922 02	(16,314 81) LT	
	Total CAMERON INTL CORP			**$104,660.70**	**$171,055.15**	**($66,394.45)** ST	
				319,860.85	**642,190.65**	**(322,329.80)** LT	
				424,521.55	**813,245.80**	**(388,724.25)** NET	
CHESAPEAKE ENERGY CORP	3,000	6/17/2008	3/31/2009	$51,981.30	$190,461.30	($138,480 00) ST	
	1,000	6/18/2008	3/31/2009	17,327.10	64,921 00	(47,593 90) ST	
	5,074	7/30/2008	5/14/2009	103,077 70	243,923.42	(140,845.72) ST	
	426	7/31/2008	5/14/2009	8,654 14	21,457.53	(12,803.39) ST	
	6,250	5/12/2008	8/18/2009	140,673 24	348,808.75	(208,135 51) LT	
	250	5/13/2008	8/18/2009	5,626.93	14,179 33	(8,552.40) LT	
	1,426	7/30/2008	8/18/2009	32,096.01	68,552 38	(36,456 37) LT	

ATTACHMENT A-1

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
	7,000	11/21/2008	8/18/2009	157,554.03	108,920 71	48,633 32 ST	
	Total CHESAPEAKE ENERGY CORP			**$338,594.27**	**$629,683.96**	**($291,089.69)** ST	
				178,396.18	**431,540.46**	**(253,144.28)** LT	
				516,990.45	**1,061,224.42**	**(544,233.97)** NET	
CHICAGO ILL MET WTR RECLAM DIST LT GO RFD 12-1-16 5 000 % Due 12/01/2033	**910,000**	**3/12/2008**	**2/03/2009**	**$1,077,458.20**	**$1,008,198.10**	**$78,842.40** ST 3	P/D adj ($9,582.30)
CISCO SYSTEMS INC	6,903	10/19/2007	7/14/2009	$129,088.98	$220,999 55	($91,910 57) LT	
	5,097	7/31/2008	7/14/2009	95,316.02	113,943.43	(18,627.41) ST	
	1,500	10/19/2007	7/15/2009	29,118.75	48,022.50	(18,903.75) LT	
	Total CISCO SYSTEMS INC			**$95,316.02**	**$113,943.43**	**($18,627.41)** ST	
				158,207.73	**269,022.05**	**(110,814.32)** LT	
				253,523.75	**382,965.48**	**(129,441.73)** NET	
CORNING INC	14,708	10/19/2007	3/31/2009	$195,185 83	$368,435.40	($173,249.57) LT	
	3,792	7/31/2008	3/31/2009	50,322 59	76,948 40	(26,625.81) ST	
	Total CORNING INC			**$50,322.59**	**$76,948.40**	**($26,625.81)** ST	
				195,185.83	**368,435.40**	**(173,249.57)** LT	
				245,508.42	**445,383.80**	**(199,875.38)** NET	
DISNEY (WALT) HOLDING CO	4,435	7/31/2008	2/03/2009	$88,746.07	$135,416 07	($46,670.00) ST	
	11,500	8/01/2008	2/03/2009	230,119 45	345,913 10	(115,793.65) ST	
	1,000	8/04/2008	2/03/2009	20,010.39	30,327 30	(10,316 91) ST	
	565	10/20/2008	2/03/2009	11,305.87	14,218.23	(2,912.36) ST	
	1,000	10/20/2008	2/04/2009	18,964 69	25,165 00	(6,200 31) ST	
	Total DISNEY (WALT) HOLDING CO			**$369,146.47**	**$551,039.70**	**($181,893.23)** ST	
EMC CORP	14,000	8/22/2008	7/14/2009	$179,850.58	$220,619.00	($40,768.42) ST	
	1,500	8/28/2008	7/14/2009	19,269 70	23,569 65	(4,299 95) ST	
	3,500	8/28/2008	7/15/2009	46,311.15	54,995.85	(8,684.70) ST	
	13,000	8/25/2008	9/17/2009	220,229 94	201,039 80	19,190 14 LT	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
	2,500	8/28/2008	9/17/2009	42,351 91	39,282.75	3,069 16 LT	
	Total EMC CORP			**$245,431.43**	**$299,184.50**	**($53,753.07)** ST	
				262,581.85	**240,322.55**	**22,259.30** LT	
				508,013.28	**539,507.05**	**(31,493.77)** NET	
FPL GROUP INC	3,500	3/31/2009	9/22/2009	$190,209.95	$180,297 95	$9,912.00 ST	
	916	12/18/2008	9/23/2009	49,560.09	45,608.19	3,951.90 ST	
	1,000	12/19/2008	9/23/2009	54,104.91	51,094.20	3,010.71 ST	
	1,584	3/31/2009	9/23/2009	85,702.18	81,597.70	4,104.48 ST	
	1,750	12/18/2008	9/24/2009	94,324.14	87,133 55	7,190 59 ST	
	666	12/17/2008	9/25/2009	36,162.40	31,630 80	4,531.60 ST	
	834	12/18/2008	9/25/2009	45,284 45	41,525.36	3,759.09 ST	
	2,500	1/22/2009	9/25/2009	135,744 75	121,618.50	14,126 25 ST	
	834	12/17/2008	9/28/2009	45,805 35	39,609.75	6,195.60 ST	
	Total FPL GROUP INC			**$736,898.22**	**$680,116.00**	**$56,782.22** ST	
GENZYME CORP (GENL DIV)	3,000	6/25/2008	6/16/2009	$158,332.33	$215,705.70	($57,373.37) ST	
	2,750	6/26/2008	6/16/2009	145,137 96	197,457 43	(52,319 47) ST	
	2,000	6/27/2008	6/16/2009	105,554.88	145,658.00	(40,103.12) ST	
	619	7/31/2008	6/16/2009	32,669.24	47,688.50	(15,019.26) ST	
	1,250	10/20/2008	6/16/2009	65,971 80	79,568.75	(13,596 95) ST	
	1,500	10/27/2008	6/16/2009	79,166.16	101,313.60	(22,147.44) ST	
	1,367	3/31/2009	6/16/2009	72,146 77	82,570 49	(10,423 72) ST	
	Total GENZYME CORP (GENL DIV)			**$658,979.14**	**$869,962.47**	**($210,983.33)** ST	
HUDSON CITY BANCORP INC	8,500	10/19/2007	8/24/2009	$112,949.34	$127,925.00	($14,975.66) LT	
	6,000	10/19/2007	8/26/2009	78,358 58	90,300 00	(11,941.42) LT	
	3,500	3/13/2009	8/26/2009	45,709.17	36,251.95	9,457.22 ST	
	3,648	3/13/2009	8/26/2009	47,642.02	37,784 89	9,857 13 ST	
	1,500	3/16/2009	8/26/2009	19,589.64	15,988 50	3,601 14 ST	
	6,352	3/31/2009	8/26/2009	82,955.61	72,849.18	10,106 43 ST	
	4,898	3/12/2009	8/27/2009	63,327.55	49,350 29	13,977 26 ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)		Additional information
	352	3/13/2009	8/27/2009	4,551 10	3,645 91	905.19	ST	
	3,102	3/12/2009	8/28/2009	39,503.56	31,254.51	8,249.05	ST	
	Total HUDSON CITY BANCORP INC			**$303,278.65**	**$247,125.23**	**$56,153.42**	ST	
				191,307.92	**218,225.00**	**(26,917.08)**	LT	
				494,586.57	**465,350.23**	**29,236.34**	NET	
INTEL CORP	12,500	12/29/2008	11/06/2009	$236,207.66	$175,945 00	$60,262 66	ST	
	8,500	1/22/2009	11/06/2009	160,621.21	109,770.70	50,850.51	ST	
	13,000	3/12/2009	11/06/2009	245,655 96	189,255.30	56,400 66	ST	
	6,889	3/31/2009	11/06/2009	130,178.77	104,365.59	25,813.18	ST	
	3,500	10/07/2009	11/06/2009	66,138.15	69,473.95	(3,335.80)	ST	
	Total INTEL CORP			**$838,801.75**	**$648,810.54**	**$189,991.21**	ST	
JOHNSON & JOHNSON	3,979	10/19/2007	3/31/2009	$209,782 03	$256,963.82	($47,181 79)	LT	
	21	7/31/2008	3/31/2009	1,107.17	1,448 89	(341.72)	ST	
	1,500	10/20/2008	3/31/2009	79,083.45	94,852.50	(15,769 05)	ST	
	Total JOHNSON & JOHNSON			**$80,190.62**	**$96,301.39**	**($16,110.77)**	ST	
				209,782.03	**256,963.82**	**(47,181.79)**	LT	
				289,972.65	**353,265.21**	**(63,292.56)**	NET	
MATTEL INC	4,000	10/19/2007	3/26/2009	$49,644.12	$84,040 00	($34,395.88)	LT	
	6,500	3/24/2008	3/26/2009	80,671.70	141,892.40	(61,220 70)	LT	
	5,500	3/25/2008	3/26/2009	68,260.66	118,719.15	(50,458.49)	LT	
	11,000	10/19/2007	3/27/2009	134,392 85	231,110 00	(96,717 15)	LT	
	6,000	10/19/2007	3/30/2009	69,254.00	126,060 00	(56,806.00)	LT	
	3,500	10/19/2007	3/31/2009	40,602 92	73,535 00	(32,932 08)	LT	
	2,000	10/19/2007	4/01/2009	23,250.07	42,020.00	(18,769.93)	LT	
	Total MATTEL INC			**$466,076.32**	**$817,376.55**	**($351,300.23)**	LT	

ATTACHMENT A-1

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
PEPSICO INC	10,775	10/19/2007	5/05/2009	$533,526.55	$766,102 50	($232,575 95) LT	
	3,050	7/31/2008	5/05/2009	151,021 44	203,542.06	(52,520.62) ST	
	2,000	10/20/2008	5/05/2009	99,030 45	111,010.00	(11,979 55) ST	
	1,628	3/31/2009	5/05/2009	80,610 79	84,833.78	(4,222 99) ST	
	Total PEPSICO INC			**$330,662.68**	**$399,385.84**	**($68,723.16)** ST	
				533,526.55	**766,102.50**	**(232,575.95)** LT	
				864,189.23	**1,165,488.34**	**(301,299.11)** NET	
PG & E CORP	3,141	10/19/2007	3/31/2009	$120,554.97	$145,224.14	($24,669.17) LT	
	4,359	7/31/2008	3/31/2009	167,303 13	167,625 34	(322.21) ST	
	1,500	10/19/2007	4/01/2009	57,282.43	69,352.50	(12,070.07) LT	
	4,500	10/19/2007	6/16/2009	167,795 73	208,057 50	(40,261 77) LT	
	4,750	10/19/2007	7/14/2009	179,583.38	219,616 25	(40,032 87) LT	
	709	10/19/2007	7/16/2009	26,666 43	32,780.61	(6,114 18) LT	
	3,000	10/20/2008	7/16/2009	112,833.96	96,189.90	16,644 06 ST	
	Total PG & E CORP			**$280,137.09**	**$263,815.24**	**$16,321.85** ST	
				551,882.94	**675,031.00**	**(123,148.06)** LT	
				832,020.03	**938,846.24**	**(106,826.21)** NET	
RESEARCH IN MOTION LTD	2,758	11/27/2007	6/04/2009	$226,475.33	$313,807.72	($87,332.39) LT	
	742	7/30/2008	6/04/2009	60,929 91	87,328 58	(26,398 67) ST	
	242	11/27/2007	11/06/2009	14,120.65	27,534.98	(13,414.33) LT	
	750	2/26/2008	11/06/2009	43,762 35	81,320 18	(37,557 83) LT	
	2,750	11/20/2008	11/06/2009	160,461.95	121,213.67	39,248.28 ST	
	4,000	12/09/2008	11/06/2009	233,399.19	158,871.20	74,527.99 ST	
	1,848	3/31/2009	11/06/2009	107,830 43	80,756 49	27,073.94 ST	
	2,000	10/07/2009	11/06/2009	116,699.60	134,779 00	(18,079.40) ST	
	Total RESEARCH IN MOTION LTD			**$679,321.08**	**$582,948.94**	**$96,372.14** ST	
				284,358.33	**422,662.88**	**(138,304.55)** LT	
				963,679.41	**1,005,611.82**	**(41,932.41)** NET	

ATTACHMENT A-1

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
S&P 500 DEP RCPTS	6,180	7/30/2008	1/26/2009	$518,679.56	$788,048 26	($269,368.70) ST	
	1,000	10/20/2008	1/26/2009	83,928.73	95,295.00	(11,366 27) ST	
	3,000	12/09/2008	1/26/2009	251,786 19	268,367 70	(16,581 51) ST	
	Total S&P 500 DEP RCPTS			**$854,394.48**	**$1,151,710.96**	**($297,316.48)** ST	
STAPLES INC	7,500	8/05/2008	6/04/2009	$153,652.29	$179,745.00	($26,092 71) ST	
	4,000	8/06/2008	6/04/2009	81,947 89	96,926 00	(14,978 11) ST	
	2,000	8/07/2008	6/04/2009	40,973.94	47,230.60	(6,256.66) ST	
	Total STAPLES INC			**$276,574.12**	**$323,901.60**	**($47,327.48)** ST	
SUNTRUST BANKS INC	5,000	12/09/2008	1/20/2009	$82,513.53	$158,306 50	($75,792.97) ST	
	5,000	11/21/2008	1/21/2009	77,552.55	103,148.00	(25,595.45) ST	
	3,000	12/09/2008	1/21/2009	46,531 53	94,983 90	(48,452 37) ST	
	Total SUNTRUST BANKS INC			**$206,597.61**	**$356,438.40**	**($149,840.79)** ST	
THERMO FISHER SCIENTIFIC	4,653	10/19/2007	8/24/2009	$212,039.22	$270,781 34	($58,742 12) LT	
	2,347	7/31/2008	8/24/2009	106,953.80	142,804.38	(35,850.58) LT	
	500	10/19/2007	8/25/2009	22,833 36	29,097 50	(6,264 14) LT	
	8,500	10/19/2007	10/14/2009	397,852 64	494,657 50	(96,804 86) LT	
	Total THERMO FISHER SCIENTIFIC			**$739,679.02**	**$937,340.72**	**($197,661.70)** LT	
UNITED STATES TREAS NTS 4 250 % Due 11/15/2013	670,000	12/04/2007	6/02/2009	$724,673 05	$700,490 23	$24,182 82 LT	
	800,000	12/04/2007	9/23/2009	871,281 25	836,406 25	34,875 00 LT	
	775,000	12/04/2007	11/03/2009	844,992.19	810,268.55	34,723.64 LT	
	Total UNITED STATES TREAS NTS			**$2,440,946.49**	**$2,347,165.03**	**$93,781.46** LT	
UNITED STATES TREAS NTS 4.250 % Due 11/15/2014	**1,000,000**	**11/06/2007**	**10/07/2009**	**$1,098,203.12**	**$1,005,898.44**	**$92,304.68** LT	
US TREASURY BILLS Due 01/29/2009	**5,000,000**	**7/30/2008**	**1/29/2009**	**$4,953,488.89**	**$4,953,488.89**	**$0.00** ST	
US TREASURY NOTES 4.500 % Due 02/15/2009	**50,000**	**-** 2	**2/15/2009**	**$50,000.00**	**$50,000.00**	**$0.00** LT	Acquisition date unknown

ATTACHMENT A-1

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
US TREASURY BILLS Due 03/05/2009	**290,000**	**9/11/2008**	**3/05/2009**	**$287,483.65**	**$287,483.65**	**$0.00** ST	
US TREASURY BILLS Due 03/19/2009	50,000	12/17/2008	3/19/2009	$49,999 87	$49,999 87	$0.00 ST	
	5,550,000	12/17/2008	3/19/2009	5,549,985.96	5,549,985 96	0 00 ST	
	600,000	12/17/2008	3/19/2009	599,998 49	599,998 49	0.00 ST	
	Total US TREASURY BILLS			**$6,199,984.32**	**$6,199,984.32**	**$0.00** ST	
US TREASURY NOTES 3.125 % Due 04/15/2009	**50,000**	- [2]	**4/15/2009**	**$50,000.00**	**$50,000.00**	**$0.00** LT	Acquisition date unknown
US TREASURY BILLS Due 04/16/2009	**6,000,000**	**1/14/2009**	**3/30/2009**	**$5,998,331.67**	**$5,998,331.67**	**$0.00** ST	
US TREASURY BILLS Due 05/14/2009	**2,500,000**	**2/17/2009**	**5/14/2009**	**$2,498,288.19**	**$2,498,288.19**	**$0.00** ST	
US TREASURY BILLS Due 06/04/2009	**290,000**	**3/04/2009**	**6/04/2009**	**$289,805.74**	**$289,805.74**	**$0.00** ST	
US TREASURY BILLS Due 10/29/2009	1,000,000	7/29/2009	10/29/2009	$999,555.11	$999,555 11	$0.00 ST	
	2,000,000	7/29/2009	10/29/2009	1,999,110.22	1,999,110.22	0 00 ST	
	Total US TREASURY BILLS			**$2,998,665.33**	**$2,998,665.33**	**$0.00** ST	
US TREASURY BILLS Due 12/03/2009	**290,000**	**6/03/2009**	**10/07/2009**	**$289,723.07**	**$289,633.47**	**$89.60** ST	
US TREASURY BILLS Due 01/28/2010	**2,000,000**	**7/29/2009**	**11/05/2009**	**$1,998,429.69**	**$1,997,421.67**	**$1,008.02** ST	
US TREASURY NOTES 4.250 % Due 09/30/2012	1,600,000	11/06/2007	2/04/2009	$1,754,250 00	$1,620,937 50	$133,312 50 LT	
	800,000	11/06/2007	3/17/2009	870,468.75	810,468.75	60,000.00 LT	
	700,000	11/06/2007	5/01/2009	763,273 44	709,160.16	54,113 28 LT	
	690,000	11/06/2007	6/01/2009	749,889.84	699,029.30	50,860.54 LT	
	Total US TREASURY NOTES			**$4,137,882.03**	**$3,839,595.71**	**$298,286.32** LT	

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
US TREASURY NOTES 4.000 % Due 02/15/2014	**1,000,000**	**11/06/2007**	**10/07/2009**	**$1,086,953.13**	**$997,505.39**	**$89,447.74** LT 3	P/D adj $1,099.14
US TREASURY NOTES 4.125 % Due 05/15/2015	**725,000**	**12/04/2007**	**10/07/2009**	**$789,626.95**	**$745,277.34**	**$44,349.61** LT	
US TREASURY NOTES 4.625 % Due 11/15/2016	705,000	2/03/2009	3/18/2009	$800,175 00	$800,835.94	($660.94) ST	
	475,000	11/06/2007	9/15/2009	522,462.89	486,281 25	36,181 64 LT	
	250,000	2/03/2009	9/15/2009	274,980.47	283,984.37	(9,003 90) ST	
	3,600,000	11/06/2007	9/18/2009	3,957,750.00	3,685,500 00	272,250.00 LT	
	Total US TREASURY NOTES			**$1,075,155.47**	**$1,084,820.31**	**($9,664.84)** ST	
				4,480,212.89	**4,171,781.25**	**308,431.64** LT	
				5,555,368.36	**5,256,601.56**	**298,766.80** NET	
VANGUARD INDEX TR 500 PTFL	1,789.288	10/24/2007	9/18/2009	$177,014 26	$250,000.00	($72,985.74) LT	
	9.830	12/24/2007	9/18/2009	972 48	1,341 97	(369 49) LT	
	Total VANGUARD INDEX TR 500 PTFL			**$177,986.74**	**$251,341.97**	**($73,355.23)** LT	
VANGUARD INTER TRM US TREA		2	3/25/2009	$1,050.18	$1,050.18	$1,050.18 LT 9	Capital gain distribution
	25 947	- 2	6/15/2009	294 24	1	LT	Tax cost unknown
	15,085.819	10/24/2007	6/15/2009	171,073.18	167,000.00	4,073.18 LT	
	53 350	12/03/2007	6/15/2009	604 99	603 95	1.04 LT	
	54.930	1/02/2008	6/15/2009	622.91	621 25	1.66 LT	
	Total VANGUARD INTER TRM US TREA			**$173,645.50**	**$169,275.38**	**$5,126.06** LT	
WAL-MART STORES INC	**4,000**	**10/19/2007**	**3/26/2009**	**$211,092.40**	**$181,960.00**	**$29,132.40** LT	
WEATHERFORD INTL LTD	4,732	10/19/2007	6/04/2009	$98,196.86	$147,815.85	($49,618.99) LT	
	5,268	7/31/2008	6/04/2009	109,319 76	201,073 77	(91,754 01) ST	
	Total WEATHERFORD INTL LTD			**$109,319.76**	**$201,073.77**	**($91,754.01)** ST	
				98,196.86	**147,815.85**	**(49,618.99)** LT	
				207,516.62	**348,889.62**	**(141,373.00)** NET	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
Total gain/(loss) prior to adjustments				$35,058,064.42	$36,007,333.80	($939,687.08) ST	
				19,668,166.89	21,280,290.90	(1,611,368.07) LT	
				54,726,231.31	57,287,624.70	(2,551,055.15) NET	
Less proceeds from sales of lots with unknown cost				$294.24			
Less proceeds and gains from capital gain distributions				($1,050.18)		($1,050.18) LT	
Total realized gain/(loss) for 8G8588 THE RITA ALLEN FOUNDATION				$35,058,064.42	$36,007,333.80	($939,687.08) ST	
				19,666,822.47	21,280,290.90	(1,612,418.25) LT	
				54,724,886.89	57,287,624.70	(2,552,105.33) NET	

1 Cost of the lot sold is unknown Gain or loss could not be determined
2 Acquisition date for this lot is unknown Long term has been used as the default
3 The difference of proceeds less tax cost on sale of a discount bond has been apportioned between income and gain/loss Please consult your tax advisor regarding the taxability of this income
9 Gains incurred by mutual funds are distributed as cash While these distributions are recorded as a gain they are excluded from the total realized gain or loss for your account

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Capital Gains and Losses

This schedule is provided for informational purposes only and should not be used as the primary source to calculate income taxes Transactions may be posted after year-end (depending on the securities in the account) that could impact the reportable gains or losses for the year. These transactions may include gain distributions from mutual funds, original issue discount (OID) apportionment of income or other adjusting entries. Realized gains or losses for common trust funds are typically recorded in January and will not appear during the calendar year in this schedule. A statement summarizing the tax information for the year will be mailed the month after year-end to applicable recipients.

Year to date summary

Realized	Proceeds	Tax cost	Gain/(loss)
Short term sales	$21,637 41	$21,826.06	($188 65)
Long term sales	158,185.20	179,119.50	(20,934.30)
Total realized gain/(loss)	**$179,822.61**	**$200,945.56**	**($21,122.95)**

* See Notes/Glossary explaining classification of long term capital gains

Adjustments and distributions	Proceeds	Tax cost	Short term gain/(loss)	Long term gain/(loss)	Net gain/(loss)
Capital gain distributions	$463.80			$463.80	$463 80

Year to date details

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
ALBERTO-CULVER CO NEW	**200**	-	2 **5/08/2009**	**$4,545.88**	**$6,435.00**	**($1,889.12)** LT	Acquisition date unknown
AMGEN INC	**150**	-	2 **5/08/2009**	**$7,109.81**	**$10,558.00**	**($3,448.19)** LT	Acquisition date unknown
APPLIED MATERIALS	150	5/11/2009	11/03/2009	$1,775 52	$1,785 00	($9 48) ST	
	26	5/11/2009	11/04/2009	312 50	309 40	3 10 ST	
	Total APPLIED MATERIALS			**$2,088.02**	**$2,094.40**	**($6.38)** ST	
AUTOLIV INC	**200**	-	2 **5/08/2009**	**$4,921.87**	**$8,472.00**	**($3,550.13)** LT	Acquisition date unknown
AUTOMATIC DATA PROCESSING	**200**	-	2 **5/08/2009**	**$7,289.81**	**$6,187.00**	**$1,102.81** LT	Acquisition date unknown

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
AVON PRODUCTS	**300**	- [2]	**5/08/2009**	**$6,951.81**	**$10,057.00**	**($3,105.19)** LT	Acquisition date unknown
BANK NEW YORK MELLON CORP	100	5/11/2009	11/19/2009	$2,639.12	$3,010.00	($370 88) ST	
	1	5/11/2009	11/20/2009	26 21	30.10	(3.89) ST	
	Total BANK NEW YORK MELLON CORP			**$2,665.33**	**$3,040.10**	**($374.77)** ST	
BP PLC ADR	**200**	- [2]	**5/08/2009**	**$9,629.75**	**$8,156.00**	**$1,473.75** LT	Acquisition date unknown
CHESAPEAKE ENERGY CORP	**76**	**5/11/2009**	**8/18/2009**	**$1,710.59**	**$1,703.92**	**$6.67** ST	
CHEVRON CORP	**150**	- [2]	**5/08/2009**	**$10,523.72**	**$5,533.00**	**$4,990.72** LT	Acquisition date unknown
CINTAS CORP	**150**	- [2]	**5/08/2009**	**$3,898.39**	**$5,545.00**	**($1,646.61)** LT	Acquisition date unknown
COCA-COLA COMPANY	**300**	- [2]	**5/08/2009**	**$12,796.68**	**$12,897.00**	**($100.32)** LT	Acquisition date unknown
CONOCOPHILLIPS	**100**	- [2]	**5/08/2009**	**$4,641.88**	**$5,974.00**	**($1,332.12)** LT	Acquisition date unknown
CVS/CAREMARK CORP	**400**	- [2]	**5/08/2009**	**$12,867.66**	**$12,040.00**	**$827.66** LT	Acquisition date unknown
EMC CORP	25	5/11/2009	9/17/2009	$423 52	$312 25	$111.27 ST	
	50	5/11/2009	10/28/2009	823.23	624.50	198.73 ST	
	Total EMC CORP			**$1,246.75**	**$936.75**	**$310.00** ST	
EOG RES INC	**10**	**9/16/2009**	**10/22/2009**	**$909.99**	**$821.26**	**$88.73** ST	
FOOT LOCKER INC	**350**	- [2]	**5/08/2009**	**$3,996.89**	**$8,327.00**	**($4,330.11)** LT	Acquisition date unknown
FPL GROUP INC	**42**	**5/11/2009**	**9/22/2009**	**$2,282.52**	**$2,402.37**	**($119.85)** ST	
GENERAL MILLS INC	**200**	- [2]	**5/08/2009**	**$10,737.72**	**$9,242.00**	**$1,495.72** LT	Acquisition date unknown
GENZYME CORP (GENL DIV)	**39**	**5/11/2009**	**6/16/2009**	**$2,058.32**	**$2,398.11**	**($339.79)** ST	
HUDSON CITY BANCORP INC	25	5/11/2009	8/24/2009	$332.20	$323.25	$8 95 ST	
	17	5/11/2009	8/25/2009	217.84	219 81	(1.97) ST	
	75	5/11/2009	8/25/2009	961 06	969 75	(8 69) ST	
	Total HUDSON CITY BANCORP INC			**$1,511.10**	**$1,512.81**	**($1.71)** ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
ILLINOIS TOOL WORKS INC	75	-	2 10/28/2009	$3,474 94	$3,142 50	$332 44 LT	Acquisition date unknown
	50	-	2 10/29/2009	2,336 51	2,095.00	241.51 LT	Acquisition date unknown
	Total ILLINOIS TOOL WORKS INC			**$5,811.45**	**$5,237.50**	**$573.95** LT	
INTEL CORP	125	5/11/2009	11/03/2009	$2,303.08	$1,937.50	$365 58 ST	
	2	5/11/2009	11/04/2009	37.32	31.00	6 32 ST	
	Total INTEL CORP			**$2,340.40**	**$1,968.50**	**$371.90** ST	
KAYDON CORP	**500**	-	2 **5/08/2009**	**$16,028.58**	**$12,890.00**	**$3,138.58** LT	Acquisition date unknown
MBIA INC	**200**	-	2 **5/08/2009**	**$1,381.96**	**$11,656.00**	**($10,274.04)** LT	Acquisition date unknown
MICROCHIP TECHNOLOGY INC	**300**	-	2 **5/08/2009**	**$6,374.83**	**$10,211.00**	**($3,836.17)** LT	Acquisition date unknown
OLD WESTBURY FIXED INC FD			2 **12/08/2009**	**$463.80**	**$463.80**	**$463.80** LT 9	Capital gain distribution
RESEARCH IN MOTION LTD	10	5/11/2009	10/28/2009	$613 90	$737 40	($123 50) ST	
	31	5/11/2009	11/03/2009	1,847.51	2,285.94	(438.43) ST	
	Total RESEARCH IN MOTION LTD			**$2,461.41**	**$3,023.34**	**($561.93)** ST	
ROYAL DUTCH SHELL ADR A	**300**	-	2 **5/08/2009**	**$14,910.57**	**$5,996.00**	**$8,914.57** LT	Acquisition date unknown
STATE ST CORP	**200**	-	2 **5/08/2009**	**$8,525.78**	**$8,616.00**	**($90.22)** LT	Acquisition date unknown
THERMO FISHER SCIENTIFIC	**40**	**5/11/2009**	**10/14/2009**	**$1,872.25**	**$1,470.00**	**$402.25** ST	
WALGREEN CO	**100**	-	2 **5/08/2009**	**$3,118.91**	**$4,007.00**	**($888.09)** LT	Acquisition date unknown
WEATHERFORD INTL LTD	**25**	**5/11/2009**	**10/14/2009**	**$490.73**	**$454.50**	**$36.23** ST	
XL CAPITAL LTD	**150**	-	2 **5/08/2009**	**$1,657.45**	**$11,083.00**	**($9,425.55)** LT	Acquisition date unknown

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
Total gain/(loss) prior to adjustments				$21,637.41	$21,826.06	($188.65) ST	
				158,185.20	179,583.30	(20,934.30) LT	
				179,822.61	201,409.36	(21,122.95) NET	
Less proceeds and gains from capital gain distributions				($463.80)		($463.80) LT	
Total realized gain/(loss) for 8G8751 RITA ALLEN FOUNDATION- 70% PRIN IMA				$21,637.41	$21,826.06	($188.65) ST	
				157,721.40	179,583.30	(21,398.10) LT	
				179,358.81	201,409.36	(21,586.75) NET	

2 Acquisition date for this lot is unknown Long term has been used as the default
9 Gains incurred by mutual funds are distributed as cash While these distributions are recorded as a gain they are excluded from the total realized gain or loss for your account

ATTACHMENT A-2

Capital Gains and Losses

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Year to date summary

Realized	Proceeds	Tax cost	Gain/(loss)
Short term sales	$5,339,078.23	$5,133,974 76	$205,103.47
Long term sales	3,211,235 69	3,776,714.82	(565,479 13)
Total realized gain/(loss)	**$8,550,313.92**	**$8,910,689.58**	**($360,375.66)**

* See Notes/Glossary explaining classification of long term capital gains

Adjustments and distributions	Proceeds	Tax cost	Short term gain/(loss)	Long term gain/(loss)	Net gain/(loss)
Premium / Discount adjustments					$6,110.49

Year to date details

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
ALEXION PHARMACEUTICAL	1,800	7/23/2009	11/30/2009	$81,776 04	$73,205.28	$8,570 76 ST	
	600	8/19/2009	11/30/2009	27,258.68	26,234 34	1,024.34 ST	
	250	9/04/2009	11/30/2009	11,357 78	11,496 45	(138.67) ST	
	550	10/06/2009	11/30/2009	24,987 12	24,527.42	459 70 ST	
	Total ALEXION PHARMACEUTICAL			**$145,379.62**	**$135,463.49**	**$9,916.13** ST	

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Non Trading

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
AMER EAGLE OUTFITTERS NEW	200	- [2]	1/06/2009	$2,106 47	$4,720 63	($2,614.16) LT	Acquisition date unknown
	1,000	1/11/2008	1/06/2009	10,532 33	17,738.60	(7,206.27) ST	
	7,300	- [2]	1/15/2009	72,003 14	172,302.81	(100,299 67) LT	Acquisition date unknown
	Total AMER EAGLE OUTFITTERS NEW			**$10,532.33**	**$17,738.60**	**($7,206.27)** ST	
				74,109.61	**177,023.44**	**(102,913.83)** LT	
				84,641.94	**194,762.04**	**(110,120.10)** NET	
AMERICAN EXPRESS	**2,000**	**2/01/2008**	**9/18/2009**	**$69,080.22**	**$98,564.20**	**($29,483.98)** LT	
AMPHENOL CORP	**5,350**	**10/19/2007**	**11/30/2009**	**$217,618.49**	**$231,788.75**	**($14,170.26)** LT	
ANSYS INC	1,150	3/27/2008	11/30/2009	$43,985 68	$44,112.16	($126.48) LT	
	1,250	3/31/2008	11/30/2009	47,810.52	43,036.75	4,773.77 LT	
	150	4/01/2008	11/30/2009	5,737 26	5,407.59	329 67 LT	
	350	8/21/2009	11/30/2009	13,386 94	12,513.59	873 35 ST	
	650	9/11/2009	11/30/2009	24,861 47	24,449 95	411.52 ST	
	Total ANSYS INC			**$38,248.41**	**$36,963.54**	**$1,284.87** ST	
				97,533.46	**92,556.50**	**4,976.96** LT	
				135,781.87	**129,520.04**	**6,261.83** NET	
ASSURANT INC	1,000	4/14/2009	10/14/2009	$30,470 31	$25,392 90	$5,077.41 ST	
	1,532	4/14/2009	12/15/2009	45,986 23	38,901.92	7,084.31 ST	
	1,768	4/14/2009	12/16/2009	53,133 93	44,894 65	8,239 28 ST	
	Total ASSURANT INC			**$129,590.47**	**$109,189.47**	**$20,401.00** ST	
ASSURED GUARANTY LTD	1,950	8/20/2009	11/30/2009	$43,541.21	$36,515 51	$7,025 70 ST	
	1,950	8/21/2009	11/30/2009	43,541.21	38,238 53	5,302.68 ST	
	1,750	8/25/2009	11/30/2009	39,075 44	35,147.53	3,927.91 ST	
	650	9/03/2009	11/30/2009	14,513 73	11,379.10	3,134 63 ST	
	1,100	9/23/2009	11/30/2009	24,561.71	22,965.58	1,596.13 ST	
	500	10/07/2009	11/30/2009	11,164 41	9,932 00	1,232.41 ST	
	Total ASSURED GUARANTY LTD			**$176,397.71**	**$154,178.25**	**$22,219.46** ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
ATHEROS COMM	2,000	8/14/2009	11/30/2009	$55,963.96	$48,406 40	$7,557 56 ST	
	950	8/18/2009	11/30/2009	26,582 88	23,130.60	3,452.28 ST	
	850	8/19/2009	11/30/2009	23,784 68	21,302 62	2,482 06 ST	
	700	8/26/2009	11/30/2009	19,587.39	18,891.04	696.35 ST	
	550	11/17/2009	11/30/2009	15,390 09	16,179.19	(789.10) ST	
	Total ATHEROS COMM			**$141,309.00**	**$127,909.85**	**$13,399.15** ST	
BB&T CORP	317	8/18/2009	10/06/2009	$8,619 13	$8,242.00	$377 13 ST	
	328	8/18/2009	10/06/2009	8,918 22	8,869.12	49 10 ST	
	1,750	9/01/2009	10/06/2009	47,581 98	47,213 95	368.03 ST	
	Total BB&T CORP			**$65,119.33**	**$64,325.07**	**$794.26** ST	
BEST BUY INC	1,000	-	2 1/06/2009	$30,964 82	$46,708.88	($15,744 06) LT	Acquisition date unknown
	700	-	2 2/05/2009	19,926.29	32,696 21	(12,769.92) LT	Acquisition date unknown
	800	-	2 2/18/2009	22,754 83	37,367.10	(14,612 27) LT	Acquisition date unknown
	300	11/06/2008	2/18/2009	8,533 06	7,695.00	838.06 ST	
	220	11/06/2008	2/23/2009	6,271 83	5,643 00	628.83 ST	
	600	10/20/2008	2/25/2009	17,174 24	15,021 72	2,152.52 ST	
	80	11/06/2008	2/25/2009	2,289 90	2,052.00	237.90 ST	
	700	10/20/2008	3/03/2009	19,119 62	17,525.34	1,594 28 ST	
	900	11/12/2008	3/03/2009	24,582 37	19,818 00	4,764.37 ST	
	Total BEST BUY INC			**$77,971.02**	**$67,755.06**	**$10,215.96** ST	
				73,645.94	**116,772.19**	**(43,126.25)** LT	
				151,616.96	**184,527.25**	**(32,910.29)** NET	
BROADCOM CORP CL A	1,250	2/03/2009	11/30/2009	$35,994 82	$21,007 00	$14,987 82 ST	
	1,250	2/04/2009	11/30/2009	35,994.82	21,192.75	14,802.07 ST	
	1,050	3/12/2009	11/30/2009	30,235.65	20,099.94	10,135.71 ST	
	Total BROADCOM CORP CL A			**$102,225.29**	**$62,299.69**	**$39,925.60** ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
BROADRIDGE FINL SOLUTIONS	2,844	1/13/2009	3/30/2009	$52,055.43	$38,803 54	$13,251 89 ST	
	656	1/14/2009	3/30/2009	12,007 16	8,918.45	3,088 71 ST	
	500	1/14/2009	4/08/2009	9,602.30	6,797.60	2,804.70 ST	
	1,800	1/15/2009	4/08/2009	34,568 29	23,165.64	11,402 65 ST	
	Total BROADRIDGE FINL SOLUTIONS			**$108,233.18**	**$77,685.23**	**$30,547.95** ST	
BROCADE COMM SYS NEW	**6,300**	**9/15/2009**	**12/18/2009**	**$46,746.05**	**$52,057.53**	**($5,311.48)** ST	
BUFFALO WILD WINGS	**1,950**	**7/30/2008**	**11/30/2009**	**$77,481.06**	**$66,277.77**	**$11,203.29** LT	
BURLINGTON NO-SANTA FE CP	**900**	**7/02/2008**	**11/03/2009**	**$87,754.40**	**$83,783.52**	**$3,970.88** LT	
CANADIAN NATL RAILWAY	**700**	**4/17/2008**	**6/22/2009**	**$28,842.40**	**$35,591.36**	**($6,748.96)** LT	
CARMAX INC	2,400	6/20/2008	7/01/2009	$35,376.76	$37,475.76	($2,099.00) LT	
	118	6/20/2008	8/12/2009	2,031 88	1,842 56	189.32 LT	
	482	6/20/2008	8/13/2009	8,322.09	7,526 38	795.71 LT	
	484	6/20/2008	9/16/2009	9,393.08	7,557 61	1,835.47 LT	
	716	6/20/2008	9/18/2009	13,620 39	11,180.27	2,440 12 LT	
	170	6/20/2008	10/21/2009	3,837.68	2,654 53	1,183.15 LT	
	1,280	6/20/2008	10/22/2009	28,851 09	19,987 07	8,864.02 LT	
	Total CARMAX INC			**$101,432.97**	**$88,224.18**	**$13,208.79** LT	
CLEAR CHAN COMMUNICATIONS	150,000	- [2]	2/18/2009	$105,000.00	$149,633.38	($44,633.38) LT [3]	P/D adj $3,591.90
GLB	100,000	10/07/2008	2/18/2009	70,000 00	98,394.60	(28,394 60) ST [3]	P/D adj $2,394.60
4.250 % Due 05/15/2009	**Total CLEAR CHAN COMMUNICATIONS**			**$70,000.00**	**$98,394.60**	**($28,394.60)** ST	
				105,000.00	**149,633.38**	**(44,633.38)** LT	
				175,000.00	**248,027.98**	**(73,027.98)** NET	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
COVENTRY HEALTH CARE INC	4,650	- [2]	6/19/2009	$87,952 49	$209,300 47	($121,347.98) LT	Acquisition date unknown
	1,600	3/11/2008	6/19/2009	30,263 22	64,451.20	(34,187.98) LT	
	2,500	10/28/2008	6/19/2009	47,286 28	30,386.50	16,899 78 ST	
	Total COVENTRY HEALTH CARE INC			**$47,286.28**	**$30,386.50**	**$16,899.78** ST	
				118,215.71	**273,751.67**	**(155,535.96)** LT	
				165,501.99	**304,138.17**	**(138,636.18)** NET	
COVENTRY HLTH CARE INC SR 5 875 % Due 01/15/2012	**250,000**	**-** [2]	**6/25/2009**	**$243,500.00**	**$247,788.75**	**($4,288.75)** LT	Acquisition date unknown
CUMMINS INC	2,100	8/19/2009	11/30/2009	$93,811.30	$94,735.20	($923.90) ST	
	250	8/25/2009	11/30/2009	11,168 01	12,006.65	(838.64) ST	
	700	8/25/2009	11/30/2009	31,270 44	33,668 88	(2,398.44) ST	
	350	10/06/2009	11/30/2009	15,635 22	15,768.38	(133 16) ST	
	Total CUMMINS INC			**$151,884.97**	**$156,179.11**	**($4,294.14)** ST	
DANAHER CORP	400	9/26/2008	9/04/2009	$26,087.56	$27,460.08	($1,372.52) ST	
	600	9/26/2008	10/12/2009	40,570.96	41,190.12	(619.16) LT	
	700	10/07/2008	10/12/2009	47,332.78	41,861 33	5,471.45 LT	
	700	2/23/2009	10/12/2009	47,332 78	36,946.00	10,386.78 ST	
	Total DANAHER CORP			**$73,420.34**	**$64,406.08**	**$9,014.26** ST	
				87,903.74	**83,051.45**	**4,852.29** LT	
				161,324.08	**147,457.53**	**13,866.55** NET	
DIAMOND OFFSHORE DRILLING	100	9/29/2008	2/17/2009	$6,536 30	$9,615.17	($3,078 87) ST	
	200	10/08/2008	2/17/2009	13,072 61	15,662.54	(2,589.93) ST	
	100	10/08/2008	6/12/2009	9,103.37	7,831 27	1,272 10 ST	
	100	10/15/2008	6/12/2009	9,103.36	7,204 00	1,899.36 ST	
	Total DIAMOND OFFSHORE DRILLING			**$37,815.64**	**$40,312.98**	**($2,497.34)** ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
DISCOVER FINANCIAL SVCS	5,200	9/11/2009	11/30/2009	$78,925 12	$76,650 08	$2,275.04 ST	
	1,600	9/15/2009	11/30/2009	24,284 65	23,719.04	565.61 ST	
	2,000	9/30/2009	11/30/2009	30,355.82	32,429.60	(2,073 78) ST	
	Total DISCOVER FINANCIAL SVCS			**$133,565.59**	**$132,798.72**	**$766.87** ST	
DOLLAR TREE INC	1,250	5/05/2009	11/30/2009	$61,122.30	$53,994.38	$7,127.92 ST	
	300	5/06/2009	11/30/2009	14,669 35	12,965.82	1,703.53 ST	
	450	5/14/2009	11/30/2009	22,004 03	18,943.52	3,060.51 ST	
	Total DOLLAR TREE INC			**$97,795.68**	**$85,903.72**	**$11,891.96** ST	
EBAY INC	3,000	9/05/2008	9/16/2009	$72,838.13	$71,706.00	$1,132 13 LT	
	1,400	9/08/2008	9/16/2009	33,991.12	33,782 00	209 12 LT	
	1,900	9/09/2008	9/16/2009	46,130 81	43,776 00	2,354.81 LT	
	Total EBAY INC			**$152,960.06**	**$149,264.00**	**$3,696.06** LT	
EQUINIX INC COM NEW	950	7/20/2009	11/30/2009	$90,215 19	$72,227.17	$17,988.02 ST	
	250	7/23/2009	11/30/2009	23,740.84	19,951.65	3,789 19 ST	
	150	9/03/2009	11/30/2009	14,244.50	12,440 03	1,804.47 ST	
	250	9/11/2009	11/30/2009	23,740 84	22,159.90	1,580 94 ST	
	Total EQUINIX INC COM NEW			**$151,941.37**	**$126,778.75**	**$25,162.62** ST	
FOREST OIL CORP NEW	388	11/12/2008	2/25/2009	$5,816.24	$7,689.38	($1,873.14) ST	
	812	11/12/2008	2/25/2009	12,177 58	16,092.22	(3,914 64) ST	
	700	11/12/2008	3/23/2009	10,705.67	13,872.60	(3,166.93) ST	
	1,249	11/13/2008	3/23/2009	19,101 97	22,709 69	(3,607.72) ST	
	551	11/21/2008	3/23/2009	8,426.89	7,097.43	1,329.46 ST	
	1,449	11/21/2008	3/24/2009	21,716 90	18,664.57	3,052.33 ST	
	Total FOREST OIL CORP NEW			**$77,945.25**	**$86,125.89**	**($8,180.64)** ST	
FRANKLIN RES INC	400	5/21/2008	5/21/2009	$24,296.77	$39,991.20	($15,694 43) ST	
	200	6/06/2008	5/21/2009	12,148 39	20,515 22	(8,366 83) ST	
	100	6/25/2008	5/21/2009	6,074.19	9,981 03	(3,906.84) ST	
	400	6/25/2008	6/10/2009	30,605.25	39,924.12	(9,318.87) ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
	500	9/15/2008	6/10/2009	38,256 56	45,645.00	(7,388 44) ST	
	600	5/19/2008	9/17/2009	60,940 31	62,985 00	(2,044.69) LT	
	300	5/23/2008	9/17/2009	30,470 16	29,407 80	1,062 36 LT	
	200	7/11/2008	9/17/2009	20,313.43	17,709 50	2,603 93 LT	
	100	9/15/2008	9/17/2009	10,156.72	9,129.00	1,027 72 LT	
	Total FRANKLIN RES INC			**$111,381.16**	**$156,056.57**	**($44,675.41)** ST	
				121,880.62	**119,231.30**	**2,649.32** LT	
				233,261.78	**275,287.87**	**(42,026.09)** NET	
FREEPORT-MCMRN CPPR&GOLD	225	10/07/2009	11/30/2009	$18,517.95	$16,299.11	$2,218.84 ST	
	475	10/08/2009	11/30/2009	39,093 44	35,336.34	3,757.10 ST	
	350	10/12/2009	11/30/2009	28,805.69	26,269.88	2,535 81 ST	
	300	10/19/2009	11/30/2009	24,690.60	23,787.33	903 27 ST	
	Total FREEPORT-MCMRN CPPR&GOLD			**$111,107.68**	**$101,692.66**	**$9,415.02** ST	
GENERAL ELECTRIC CO	2,000	10/03/2008	2/06/2009	$21,739 87	$45,450.60	($23,710.73) ST	
	1,500	10/03/2008	2/19/2009	14,977.41	33,060 00	(18,082.59) ST	
	900	10/03/2008	2/19/2009	8,986 45	20,452.77	(11,466 32) ST	
	2,100	10/06/2008	2/19/2009	20,968 38	42,357 00	(21,388.62) ST	
	Total GENERAL ELECTRIC CO			**$66,672.11**	**$141,320.37**	**($74,648.26)** ST	
HEWLETT-PACKARD CO	400	2/21/2008	1/26/2009	$14,286 04	$18,726 08	($4,440.04) ST	
	700	5/01/2008	1/26/2009	25,000.56	33,450.97	(8,450 41) ST	
	29	2/21/2008	10/01/2009	1,345 52	1,357 64	(12 12) LT	
	771	9/17/2008	10/01/2009	35,772.25	35,774.40	(2.15) LT	
	Total HEWLETT-PACKARD CO			**$39,286.60**	**$52,177.05**	**($12,890.45)** ST	
				37,117.77	**37,132.04**	**(14.27)** LT	
				76,404.37	**89,309.09**	**(12,904.72)** NET	

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Non Trading

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
HMS HLDGS CORP	100	11/10/2009	11/30/2009	$4,379.00	$4,418 72	($39.72) ST	
	1,100	11/11/2009	11/30/2009	48,168.96	48,703.82	(534 86) ST	
	450	11/17/2009	11/30/2009	19,705.49	20,535.12	(829.63) ST	
	100	11/18/2009	11/30/2009	4,379.00	4,549 12	(170 12) ST	
	Total HMS HLDGS CORP			**$76,632.45**	**$78,206.78**	**($1,574.33)** ST	
HOSPIRA INC NT 6.050 % Due 03/30/2017	**300,000**	- [2]	**7/31/2009**	**$305,700.00**	**$299,607.85**	**$6,092.15** LT [3]	P/D adj $81 85
INTUITIVE SURGICAL	400	9/09/2009	11/30/2009	$111,182.58	$96,947 12	$14,235.46 ST	
	25	9/15/2009	11/30/2009	6,948 91	6,126 00	822 91 ST	
	Total INTUITIVE SURGICAL			**$118,131.49**	**$103,073.12**	**$15,058.37** ST	
J B HUNT TRANSPORT SVCS	3,250	4/01/2008	11/30/2009	$102,143 24	$106,054 98	($3,911 74) LT	
	1,350	4/16/2008	11/30/2009	42,428.73	42,982.52	(553.79) LT	
	Total J B HUNT TRANSPORT SVCS			**$144,571.97**	**$149,037.50**	**($4,465.53)** LT	
J.CREW GROUP INC	2,850	10/08/2009	11/30/2009	$120,198.80	$105,770 91	$14,427 89 ST	
	300	10/12/2009	11/30/2009	12,652.50	11,431.62	1,220.88 ST	
	350	10/14/2009	11/30/2009	14,761 26	13,457.64	1,303 62 ST	
	250	11/09/2009	11/30/2009	10,543.75	10,727.50	(183.75) ST	
	Total J.CREW GROUP INC			**$158,156.31**	**$141,387.67**	**$16,768.64** ST	
JABIL CIRCUIT INC	3,550	10/12/2009	11/30/2009	$46,136.39	$52,065 72	($5,929 33) ST	
	2,500	10/15/2009	11/30/2009	32,490.41	37,767.50	(5,277.09) ST	
	950	10/19/2009	11/30/2009	12,346.36	14,509 64	(2,163 28) ST	
	2,450	11/09/2009	11/30/2009	31,840 60	36,560.13	(4,719.53) ST	
	Total JABIL CIRCUIT INC			**$122,813.76**	**$140,902.99**	**($18,089.23)** ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
JUNIPER NETWORKS	1,200	10/13/2008	11/30/2009	$31,121 44	$21,886.08	$9,235 36 LT	
	1,400	4/08/2009	11/30/2009	36,308.34	24,962.00	11,346.34 ST	
	1,600	4/15/2009	11/30/2009	41,495 25	29,347.20	12,148.05 ST	
	1,300	5/12/2009	11/30/2009	33,714 89	27,883.05	5,831.84 ST	
	Total JUNIPER NETWORKS			**$111,518.48**	**$82,192.25**	**$29,326.23** ST	
				31,121.44	**21,886.08**	**9,235.36** LT	
				142,639.92	**104,078.33**	**38,561.59** NET	
KINDER MORGAN MGNT	0 481	4/17/2008	2/13/2009	$17.91	$20 76	($2.85) ST	
	0.801	- [2]	5/15/2009	32 26	28.19	4 07 LT	Acquisition date unknown
	0 118	4/17/2008	5/15/2009	4.76	4 98	(0.22) LT	
	0 529	- [2]	8/14/2009	24 25	18.22	6 03 LT	Acquisition date unknown
	0 486	10/09/2008	11/13/2009	23 49	17.33	6.16 LT	
	Total KINDER MORGAN MGNT			**$17.91**	**$20.76**	**($2.85)** ST	
				84.76	**68.72**	**16.04** LT	
				102.67	**89.48**	**13.19** NET	
LABORATORY CORP AMER HLDG 5.625 % Due 12/15/2015	**150,000**	- [2]	**1/09/2009**	**$136,165.50**	**$149,611.64**	**($13,446.14)** LT [3]	P/D adj $42 14
LKQ CORP	1,700	10/19/2007	11/30/2009	$28,941 25	$30,056 00	($1,114 75) LT	
	1,050	4/23/2009	11/30/2009	17,875 47	17,266.73	608.74 ST	
	Total LKQ CORP			**$17,875.47**	**$17,266.73**	**$608.74** ST	
				28,941.25	**30,056.00**	**(1,114.75)** LT	
				46,816.72	**47,322.73**	**(506.01)** NET	
M&T BANK CORP	900	1/07/2009	1/30/2009	$36,095.19	$44,814 06	($8,718 87) ST	
	300	1/07/2009	3/23/2009	13,127 86	14,938.02	(1,810 16) ST	
	200	1/16/2009	3/23/2009	8,751.91	7,836 48	915.43 ST	
	500	1/16/2009	4/02/2009	24,782 56	19,591.20	5,191 36 ST	
	200	1/16/2009	4/17/2009	12,000.13	7,836.48	4,163.65 ST	
	500	1/20/2009	4/17/2009	30,000 32	18,401 90	11,598.42 ST	
	200	1/20/2009	5/12/2009	9,980 84	7,360.76	2,620 08 ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
	500	2/20/2009	5/12/2009	24,952 11	17,295 20	7,656.91 ST	
	Total M&T BANK CORP			**$159,690.92**	**$138,074.10**	**$21,616.82** ST	
MCAFEE INC	2,200	12/08/2008	11/30/2009	$85,570.75	$63,831.90	$21,738.85 ST	
	150	12/10/2008	11/30/2009	5,834 37	4,459 74	1,374 63 ST	
	Total MCAFEE INC			**$91,405.12**	**$68,291.64**	**$23,113.48** ST	
MICROSOFT CORP	1,400	1/31/2008	7/06/2009	$32,257 97	$44,548 00	($12,290 03) LT	
	2,100	2/11/2008	7/06/2009	48,386 95	59,330.67	(10,943 72) LT	
	100	- 2	8/27/2009	2,447.38	2,546.19	(98.81) LT	Acquisition date unknown
	1,900	2/11/2008	8/27/2009	46,500 15	53,680.13	(7,179.98) LT	
	Total MICROSOFT CORP			**$129,592.45**	**$160,104.99**	**($30,512.54)** LT	
MOODYS CORP	1,300	4/17/2008	2/05/2009	$31,352 57	$47,824 66	($16,472 09) ST	
	893	7/25/2008	2/05/2009	21,536.81	30,440.67	(8,903.86) ST	
	1,300	- 2	2/06/2009	31,149.25	59,050.41	(27,901.16) LT	Acquisition date unknown
	507	7/25/2008	2/06/2009	12,148 21	17,282.67	(5,134 46) ST	
	Total MOODYS CORP			**$65,037.59**	**$95,548.00**	**($30,510.41)** ST	
				31,149.25	**59,050.41**	**(27,901.16)** LT	
				96,186.84	**154,598.41**	**(58,411.57)** NET	
NII HOLDINGS INC	600	1/22/2008	7/24/2009	$13,465.81	$22,593.00	($9,127.19) LT	
	3,700	1/31/2008	7/24/2009	83,039 18	152,903 61	(69,864 43) LT	
	700	2/05/2008	7/24/2009	15,710 12	28,728 00	(13,017.88) LT	
	1,067	9/30/2008	7/24/2009	23,946 70	36,978 59	(13,031 89) ST	
	433	10/02/2008	7/24/2009	9,717.83	15,132.79	(5,414.96) ST	
	Total NII HOLDINGS INC			**$33,664.53**	**$52,111.38**	**($18,446.85)** ST	
				112,215.11	**204,224.61**	**(92,009.50)** LT	
				145,879.64	**256,335.99**	**(110,456.35)** NET	
ORION MARINE GROUP	1,450	7/22/2009	11/30/2009	$26,448 33	$29,766 04	($3,317 71) ST	
	1,250	7/23/2009	11/30/2009	22,800 29	27,861 00	(5,060.71) ST	
	Total ORION MARINE GROUP			**$49,248.62**	**$57,627.04**	**($8,378.42)** ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
PETROHAWK ENERGY CORP	3,850	5/14/2009	11/30/2009	$85,874.73	$88,457.60	($2,582 87) ST	
	600	5/26/2009	11/30/2009	13,383 07	14,218 62	(835.55) ST	
	200	8/05/2009	11/30/2009	4,461.03	4,572 00	(110 97) ST	
	Total PETROHAWK ENERGY CORP			**$103,718.83**	**$107,248.22**	**($3,529.39)** ST	
PRICELINE.COM INC NEW	**950**	**3/12/2009**	**11/30/2009**	**$198,807.84**	**$74,599.23**	**$124,208.61** ST	
PRUDENTIAL FINANCIAL	400	3/13/2008	1/07/2009	$13,541.52	$27,611.88	($14,070.36) ST	
	800	10/02/2008	1/07/2009	27,083.05	46,658.56	(19,575.51) ST	
	200	10/02/2008	1/28/2009	6,449 42	11,664 64	(5,215.22) ST	
	800	10/06/2008	1/28/2009	25,797.70	42,671 44	(16,873.74) ST	
	200	10/08/2008	1/28/2009	6,449.42	8,535.08	(2,085.66) ST	
	Total PRUDENTIAL FINANCIAL			**$79,321.11**	**$137,141.60**	**($57,820.49)** ST	
RANGE RESOURCES CORP	2,350	10/19/2007	11/30/2009	$110,603.43	$105,374.00	$5,229.43 LT	
	400	10/13/2008	11/30/2009	18,826 12	12,236 80	6,589 32 LT	
	Total RANGE RESOURCES CORP			**$129,429.55**	**$117,610.80**	**$11,818.75** LT	
ROYAL CARIBBEAN CRUISES LD	2,150	9/15/2009	11/30/2009	$51,564.70	$50,956.94	$607.76 ST	
	2,100	9/16/2009	11/30/2009	50,365 52	50,852 13	(486.61) ST	
	1,150	10/07/2009	11/30/2009	27,581.12	26,896.89	684.23 ST	
	Total ROYAL CARIBBEAN CRUISES LD			**$129,511.34**	**$128,705.96**	**$805.38** ST	
SALESFORCE COM	400	10/19/2007	11/30/2009	$24,831 00	$21,476 00	$3,355 00 LT	
	1,050	2/06/2009	11/30/2009	65,181.37	30,245.46	34,935.91 ST	
	400	3/13/2009	11/30/2009	24,831.00	13,344.24	11,486 76 ST	
	700	7/01/2009	11/30/2009	43,454.25	27,362.79	16,091.46 ST	
	250	7/20/2009	11/30/2009	15,519.38	10,278.58	5,240 80 ST	
	Total SALESFORCE COM			**$148,986.00**	**$81,231.07**	**$67,754.93** ST	
				24,831.00	**21,476.00**	**3,355.00** LT	
				173,817.00	**102,707.07**	**71,109.93** NET	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
SCRIPPS EW CO	272 667	6/16/2008	4/06/2009	$491 72	$2,842.56	($2,350 84) ST	
	1,333 333	6/17/2008	4/06/2009	2,404 52	13,809.20	(11,404.68) ST	
	333 333	4/17/2008	4/07/2009	595.08	3,011 67	(2,416.59) ST	
	166 667	6/17/2008	4/07/2009	297.54	1,726 15	(1,428 61) ST	
	1,560	6/18/2008	4/07/2009	2,784 99	15,615.29	(12,830 30) ST	
	334	7/01/2008	4/07/2009	596 28	3,008 61	(2,412.33) ST	
	1,366 667	-	2 4/09/2009	2,897.26	11,909.47	(9,012.21) LT	Acquisition date unknown
	366 667	12/18/2007	4/09/2009	777.31	3,373.87	(2,596.56) LT	
	533 333	1/31/2008	4/09/2009	1,130 64	4,460 39	(3,329 75) LT	
	1,999 333	7/01/2008	4/09/2009	4,238.47	18,009 59	(13,771.12) ST	
	Total SCRIPPS EW CO			**$11,408.60**	**$58,023.07**	**($46,614.47)** ST	
				4,805.21	**19,743.73**	**(14,938.52)** LT	
				16,213.81	**77,766.80**	**(61,552.99)** NET	
SCRIPPS NETWORKS INTRA CLA	118	-	2 6/22/2009	$3,271 14	$4,523 78	($1,252 64) LT	Acquisition date unknown
	482	12/18/2007	6/22/2009	13,361 75	19,511.62	(6,149.87) LT	
	1,000	4/17/2008	6/22/2009	27,721 48	39,748 33	(12,026 85) LT	
	2,000	-	2 10/01/2009	74,200 49	76,674 28	(2,473.79) LT	Acquisition date unknown
	1,367	-	2 11/05/2009	53,620 02	52,406 87	1,213.15 LT	Acquisition date unknown
	615	-	2 11/06/2009	24,201 10	23,577 34	623.76 LT	Acquisition date unknown
	18	1/31/2008	11/06/2009	708.32	662 27	46.05 LT	
	Total SCRIPPS NETWORKS INTRA CLA			**$197,084.30**	**$217,104.49**	**($20,020.19)** LT	
SYBASE INC	2,100	3/26/2009	11/30/2009	$83,703 00	$65,138.01	$18,564 99 ST	
	2,050	4/02/2009	11/30/2009	81,710 08	64,623.38	17,086 70 ST	
	Total SYBASE INC			**$165,413.08**	**$129,761.39**	**$35,651.69** ST	
T ROWE PRICE GROUP INC	800	11/04/2008	1/02/2009	$28,016.08	$31,896.64	($3,880.56) ST	
	300	11/06/2008	1/02/2009	10,506 03	10,811 28	(305 25) ST	
	500	11/06/2008	3/05/2009	10,782.34	18,018.80	(7,236.46) ST	
	800	11/11/2008	3/05/2009	17,251.74	27,296.56	(10,044.82) ST	
	300	11/12/2008	3/05/2009	6,469.40	9,674 88	(3,205 48) ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
	600	11/12/2008	3/27/2009	18,046 57	19,349.76	(1,303.19) ST	
	300	11/13/2008	3/27/2009	9,023.29	9,343.44	(320.15) ST	
	500	11/13/2008	4/23/2009	19,218 51	15,572.40	3,646 11 ST	
	1,100	11/18/2008	4/23/2009	42,280 71	30,874.36	11,406.35 ST	
	427	11/21/2008	4/23/2009	16,412 60	10,615.13	5,797.47 ST	
	718	11/21/2008	4/23/2009	27,555 63	17,849.34	9,706.29 ST	
	255	11/21/2008	4/24/2009	9,688.19	6,339 25	3,348.94 ST	
	1,650	10/19/2007	11/30/2009	79,097.15	91,261.50	(12,164 35) LT	
	550	3/26/2009	11/30/2009	26,365.71	15,826 42	10,539.29 ST	
	600	4/08/2009	11/30/2009	28,762.60	17,555.10	11,207.50 ST	
	Total T ROWE PRICE GROUP INC			**$270,379.40**	**$241,023.36**	**$29,356.04** ST	
				79,097.15	**91,261.50**	**(12,164.35)** LT	
				349,476.55	**332,284.86**	**17,191.69** NET	
TIFFANY & CO	1,950	9/10/2009	11/30/2009	$81,961.85	$74,534 66	$7,427.19 ST	
	650	9/11/2009	11/30/2009	27,320.61	24,568 90	2,751.71 ST	
	750	9/15/2009	11/30/2009	31,523 79	28,308 83	3,214 96 ST	
	500	10/06/2009	11/30/2009	21,015 86	20,278.70	737.16 ST	
	425	10/23/2009	11/30/2009	17,863.48	17,739 03	124 45 ST	
	Total TIFFANY & CO			**$179,685.59**	**$165,430.12**	**$14,255.47** ST	
URBAN OUTFITTERS INC	1,400	2/28/2008	11/30/2009	$43,126.45	$42,498 68	$627.77 LT	
	1,200	3/06/2008	11/30/2009	36,965 53	35,720 64	1,244 89 LT	
	1,400	8/06/2009	11/30/2009	43,126 45	35,961.66	7,164 79 ST	
	400	10/22/2009	11/30/2009	12,321 84	13,339 28	(1,017 44) ST	
	400	10/29/2009	11/30/2009	12,321.84	12,851.52	(529.68) ST	
	Total URBAN OUTFITTERS INC			**$67,770.13**	**$62,152.46**	**$5,617.67** ST	
				80,091.98	**78,219.32**	**1,872.66** LT	
				147,862.11	**140,371.78**	**7,490.33** NET	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
VARIAN SEMICOND EQUIPMT	2,200	9/23/2009	11/30/2009	$63,932 77	$73,395 52	($9,462 75) ST	
	850	9/24/2009	11/30/2009	24,701.30	27,446.16	(2,744.86) ST	
	900	10/06/2009	11/30/2009	26,154.32	28,930.86	(2,776.54) ST	
	325	11/17/2009	11/30/2009	9,444 61	10,507 51	(1,062 90) ST	
	625	11/18/2009	11/30/2009	18,162.72	20,080.88	(1,918 16) ST	
	Total VARIAN SEMICOND EQUIPMT			**$142,395.72**	**$160,360.93**	**($17,965.21)** ST	
VISTAPRINT NV	**1,200**	**7/20/2009**	**12/01/2009**	**$68,614.23**	**$49,456.32**	**$19,157.91** ST	
WADDELL & REED FINANCIAL	**3,800**	**7/22/2009**	**11/30/2009**	**$108,444.64**	**$96,615.38**	**$11,829.26** ST	
WARNACO GROUP INC NEW	1,000	8/11/2008	11/30/2009	$40,135 77	$53,133 80	($12,998 03) LT	
	1,050	8/15/2008	11/30/2009	42,142.55	54,082.88	(11,940.33) LT	
	Total WARNACO GROUP INC NEW			**$82,278.32**	**$107,216.68**	**($24,938.36)** LT	
WELLPOINT INC	**1,400**	**9/24/2008**	**4/28/2009**	**$58,827.46**	**$63,973.98**	**($5,146.52)** ST	
WELLS FARGO & CO NEW	100	2/11/2008	1/28/2009	$1,997 05	$2,914.98	($917 93) ST	
	1,750	11/06/2008	1/28/2009	34,948 35	47,250 00	(12,301 65) ST	
	150	11/19/2008	1/28/2009	2,995.57	3,892.94	(897.37) ST	
	1,600	6/09/2008	4/23/2009	30,486 41	39,963 68	(9,477 27) ST	
	579	6/27/2008	4/23/2009	11,032.27	13,740.13	(2,707.86) ST	
	1,021	11/19/2008	4/23/2009	19,454.14	26,497.91	(7,043.77) ST	
	Total WELLS FARGO & CO NEW			**$100,913.79**	**$134,259.64**	**($33,345.85)** ST	
WHIRLPOOL CORP	750	9/10/2009	11/30/2009	$55,171.66	$50,529.90	$4,641.76 ST	
	350	9/11/2009	11/30/2009	25,746 77	23,672.74	2,074 03 ST	
	400	9/15/2009	11/30/2009	29,424 88	27,250 12	2,174 76 ST	
	150	9/28/2009	11/30/2009	11,034.33	10,410.75	623.58 ST	
	350	9/30/2009	11/30/2009	25,746 77	24,728.90	1,017.87 ST	
	Total WHIRLPOOL CORP			**$147,124.41**	**$136,592.41**	**$10,532.00** ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
WMS INDUSTRIES INC	2,300	9/01/2009	11/30/2009	$89,295.66	$96,302 38	($7,006 72) ST	
	750	9/04/2009	11/30/2009	29,118.15	31,389.60	(2,271 45) ST	
	200	9/08/2009	11/30/2009	7,764.84	8,567 16	(802.32) ST	
	400	10/07/2009	11/30/2009	15,529 68	18,339.24	(2,809.56) ST	
	Total WMS INDUSTRIES INC			**$141,708.33**	**$154,598.38**	**($12,890.05)** ST	
Total realized gain/(loss) for 8G8752 RITA ALLEN BROWN ADVISORY CUSTODY				**$5,339,078.23**	**$5,133,974.76**	**$205,103.47** ST	
				3,211,235.69	**3,776,714.82**	**(565,479.13)** LT	
				8,550,313.92	**8,910,689.58**	**(360,375.66)** NET	

[2] Acquisition date for this lot is unknown Long term has been used as the default
[3] The difference of proceeds less tax cost on sale of a discount bond has been apportioned between income and gain/loss Please consult your tax advisor regarding the taxability of this income.

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Capital Gains and Losses

This schedule is provided for informational purposes only and should not be used as the primary source to calculate income taxes Transactions may be posted after year-end (depending on the securities in the account) that could impact the reportable gains or losses for the year. These transactions may include gain distributions from mutual funds, original issue discount (OID) apportionment of income or other adjusting entries. Realized gains or losses for common trust funds are typically recorded in January and will not appear during the calendar year in this schedule A statement summarizing the tax information for the year will be mailed the month after year-end to applicable recipients.

Year to date summary

Realized	Proceeds	Tax cost	Gain/(loss)
Short term sales	$1,529,456 33	$1,657,308.46	($127,852 13)
Long term sales	2,005,680.51	2,890,994.53	(885,314.02)
Total realized gain/(loss)	**$3,535,136.84**	**$4,548,302.99**	**($1,013,166.15)**

* See Notes/Glossary explaining classification of long term capital gains

Year to date details

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
ALLEGHENY TECH INC	2,400	6/10/2008	4/15/2009	$65,890.54	$159,673 92	($93,783.38) ST	
	300	6/10/2008	5/04/2009	10,606 56	19,959.24	(9,352 68) ST	
	850	7/03/2008	5/04/2009	30,051 91	44,502.35	(14,450 44) ST	
	350	9/18/2008	5/04/2009	12,374.31	12,987.31	(613.00) ST	
	Total ALLEGHENY TECH INC			**$118,923.32**	**$237,122.82**	**($118,199.50)** ST	
ANIXTER INTL INC	**1,300**	**5/07/2008**	**12/15/2009**	**$62,427.12**	**$81,738.54**	**($19,311.42)** LT	
AVALONBAY COMMUNITIES INC	**850**	**3/31/2009**	**9/17/2009**	**$63,699.83**	**$39,511.06**	**$24,188.77** ST	
CINCINNATI FINANCIAL CORP	2,800	10/19/2007	7/31/2009	$67,578 22	$118,006.00	($50,427 78) LT	
	900	7/02/2008	7/31/2009	21,721.57	23,007.78	(1,286.21) LT	
	Total CINCINNATI FINANCIAL CORP			**$89,299.79**	**$141,013.78**	**($51,713.99)** LT	
DEL MONTE FOODS COMPANY	**10,000**	**10/19/2007**	**3/11/2009**	**$71,354.59**	**$105,500.00**	**($34,145.41)** LT	

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Non Trading

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
DENBURY RESOURCES INC	**2,000**	**8/19/2008**	**3/19/2009**	**$32,959.01**	**$49,491.20**	**($16,532.19)** ST	
DIGITAL RIVER	1,200	10/01/2008	3/27/2009	$36,656.91	$38,813.88	($2,156.97) ST	
	3,400	10/01/2008	10/12/2009	87,412 76	109,972 66	(22,559.90) LT	
	Total DIGITAL RIVER			**$36,656.91**	**$38,813.88**	**($2,156.97)** ST	
				87,412.76	**109,972.66**	**(22,559.90)** LT	
				124,069.67	**148,786.54**	**(24,716.87)** NET	
DUKE RLTY INVTS INC NEW	**5,000**	**10/19/2007**	**10/21/2009**	**$58,353.99**	**$160,817.50**	**($102,463.51)** LT	
FEDERATED INVS INC PA CL B	**2,600**	**10/19/2007**	**7/28/2009**	**$65,536.77**	**$103,395.50**	**($37,858.73)** LT	
FMC CORP COM NEW	500	10/29/2008	10/01/2009	$26,742.11	$19,597.95	$7,144 16 ST	
	700	5/07/2009	10/01/2009	37,438 95	33,381.18	4,057.77 ST	
	Total FMC CORP COM NEW			**$64,181.06**	**$52,979.13**	**$11,201.93** ST	
GUESS INC	1,600	10/10/2008	3/31/2009	$33,730 85	$41,556.80	($7,825.95) ST	
	1,600	10/10/2008	9/10/2009	57,148.28	41,556.80	15,591.48 ST	
	Total GUESS INC			**$90,879.13**	**$83,113.60**	**$7,765.53** ST	
IMS HEALTH INC	**10,900**	**10/19/2007**	**1/26/2009**	**$159,170.71**	**$255,877.50**	**($96,706.79)** LT	
INTL SPEEDWAY CL A	**5,000**	**10/19/2007**	**6/30/2009**	**$127,534.22**	**$233,450.00**	**($105,915.78)** LT	
LENDER PROCESSING SERVICES	1,500	9/24/2008	2/25/2009	$41,417 61	$45,167 85	($3,750 24) ST	
	1,800	9/24/2008	10/26/2009	77,319 17	54,201 42	23,117.75 LT	
	Total LENDER PROCESSING SERVICES			**$41,417.61**	**$45,167.85**	**($3,750.24)** ST	
				77,319.17	**54,201.42**	**23,117.75** LT	
				118,736.78	**99,369.27**	**19,367.51** NET	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
MANPOWER INC	200	10/19/2007	4/20/2009	$6,790 40	$14,349 00	($7,558.60) LT	
	1,100	9/29/2008	4/20/2009	37,347.23	43,802.55	(6,455.32) ST	
	1,000	10/19/2007	4/23/2009	39,838.97	71,745 00	(31,906.03) LT	
	2,600	10/19/2007	5/22/2009	113,957.66	186,537.00	(72,579.34) LT	
	Total MANPOWER INC			**$37,347.23**	**$43,802.55**	**($6,455.32)** ST	
				160,587.03	**272,631.00**	**(112,043.97)** LT	
				197,934.26	**316,433.55**	**(118,499.29)** NET	
MARSH & MCLENNAN COS INC	**6,500**	**1/30/2009**	**10/27/2009**	**$161,479.24**	**$127,361.65**	**$34,117.59** ST	
MARSHALL & ILSLEY CORP NEW	4,098	10/19/2007	3/12/2009	$19,400.64	$140,753 93	($121,353 29) LT	
	4,300	7/03/2008	3/12/2009	20,356.94	61,400.56	(41,043.62) ST	
	Total MARSHALL & ILSLEY CORP NEW			**$20,356.94**	**$61,400.56**	**($41,043.62)** ST	
				19,400.64	**140,753.93**	**(121,353.29)** LT	
				39,757.58	**202,154.49**	**(162,396.91)** NET	
MCCORMICK & CO NON VTG	**2,000**	**3/06/2008**	**11/25/2009**	**$72,607.73**	**$69,773.80**	**$2,833.93** LT	
MSC INDUSTRIAL DIRECT	100	11/19/2007	2/11/2009	$3,479.29	$4,197 99	($718.70) LT	
	1,000	7/02/2008	2/11/2009	34,792.90	43,029 30	(8,236.40) ST	
	1,000	11/19/2007	9/15/2009	43,229.79	41,979 90	1,249 89 LT	
	Total MSC INDUSTRIAL DIRECT			**$34,792.90**	**$43,029.30**	**($8,236.40)** ST	
				46,709.08	**46,177.89**	**531.19** LT	
				81,501.98	**89,207.19**	**(7,705.21)** NET	
NOBLE ENERGY INC	**1,700**	**1/21/2009**	**4/09/2009**	**$102,911.78**	**$82,564.75**	**$20,347.03** ST	
NORTHERN TRUST CORP	200	10/19/2007	2/03/2009	$11,814.73	$13,890.00	($2,075.27) LT	
	600	9/17/2008	2/03/2009	35,444 20	42,438 54	(6,994.34) ST	
	Total NORTHERN TRUST CORP			**$35,444.20**	**$42,438.54**	**($6,994.34)** ST	
				11,814.73	**13,890.00**	**(2,075.27)** LT	
				47,258.93	**56,328.54**	**(9,069.61)** NET	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
O REILLY AUTOMOTIVE INC	1,100	10/19/2007	2/25/2009	$35,785.65	$36,463 90	($678.25) LT	
	1,100	10/19/2007	4/22/2009	42,698 04	36,463 90	6,234.14 LT	
	2,000	1/09/2008	4/22/2009	77,632 80	53,482.40	24,150 40 LT	
	Total O REILLY AUTOMOTIVE INC			**$156,116.49**	**$126,410.20**	**$29,706.29** LT	
OMNICOM GROUP INC	**1,600**	**6/16/2008**	**9/08/2009**	**$57,576.27**	**$74,937.44**	**($17,361.17)** LT	
PALL CORP	**1,500**	**11/26/2008**	**9/21/2009**	**$50,387.90**	**$39,290.40**	**$11,097.50** ST	
PATTERSON COS INC	**1,200**	**1/30/2008**	**9/10/2009**	**$32,460.84**	**$38,294.16**	**($5,833.32)** LT	
PEPSI BOTTLING GROUP INC	1,000	10/19/2007	4/21/2009	$30,096.22	$41,010.00	($10,913.78) LT	
	1,500	5/21/2008	4/21/2009	45,144 34	49,737 30	(4,592 96) ST	
	4,000	10/19/2007	4/30/2009	125,853 56	164,040 00	(38,186.44) LT	
	Total PEPSI BOTTLING GROUP INC			**$45,144.34**	**$49,737.30**	**($4,592.96)** ST	
				155,949.78	**205,050.00**	**(49,100.22)** LT	
				201,094.12	**254,787.30**	**(53,693.18)** NET	
PETSMART INC	**2,200**	**11/21/2007**	**12/07/2009**	**$57,826.83**	**$57,513.72**	**$313.11** LT	
PHARMACEUTICAL PROD DV INC	4,600	11/10/2008	8/03/2009	$95,452.60	$124,936.00	($29,483.40) ST	
	1,600	11/21/2008	8/03/2009	33,200 90	33,662 08	(461 18) ST	
	Total PHARMACEUTICAL PROD DV INC			**$128,653.50**	**$158,598.08**	**($29,944.58)** ST	
PHILLIPS VAN HEUSEN CORP	**4,000**	**8/21/2008**	**1/08/2009**	**$80,070.75**	**$139,989.20**	**($59,918.45)** ST	
PIONEER NATURAL RESOURCES	1,200	10/19/2007	5/05/2009	$30,539.69	$58,122 00	($27,582.31) LT	
	800	8/05/2008	5/05/2009	20,359 79	43,637.20	(23,277.41) ST	
	1,500	10/19/2007	9/18/2009	52,268 71	72,652 50	(20,383 79) LT	
	500	12/23/2008	9/18/2009	17,422 90	7,502 95	9,919 95 ST	
	Total PIONEER NATURAL RESOURCES			**$37,782.69**	**$51,140.15**	**($13,357.46)** ST	
				82,808.40	**130,774.50**	**(47,966.10)** LT	
				120,591.09	**181,914.65**	**(61,323.56)** NET	
PROGRESS SOFTWARE	**4,450**	**10/19/2007**	**6/12/2009**	**$101,705.69**	**$142,155.25**	**($40,449.56)** LT	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)		Additional information
RAYONIER INC REIT	1,200	3/12/2009	5/07/2009	$44,598.77	$30,599.16	$13,999.61	ST	
REGIS CORP NEW	2,500	10/19/2007	3/26/2009	$38,624.78	$84,350.00	($45,725.22)	LT	
SCANA CORP NEW	1,000	12/22/2008	7/24/2009	$35,266.09	$34,622.60	$643.49	ST	
SIGMA ALDRICH CORP	1,300	10/22/2008	7/22/2009	$65,024.33	$51,159.29	$13,865.04	ST	
SOUTHWEST AIRLINES	5,000	5/07/2009	9/23/2009	$48,616.24	$36,350.00	$12,266.24	ST	
SYBASE INC	1,200	10/19/2007	3/10/2009	$31,314 90	$30,402 00	$912.90	LT	
	2,100	3/11/2008	3/10/2009	54,801 08	53,637.78	1,163.30	ST	
	Total SYBASE INC			$54,801.08	$53,637.78	$1,163.30	ST	
				31,314.90	30,402.00	912.90	LT	
				86,115.98	84,039.78	2,076.20	NET	
WEATHERFORD INTL LTD	2,500	4/09/2009	5/21/2009	$45,692.07	$32,052 75	$13,639 32	ST	
	2,600	4/09/2009	6/17/2009	52,369.41	33,334.86	19,034.55	ST	
	Total WEATHERFORD INTL LTD			$98,061.48	$65,387.61	$32,673.87	ST	
WISCONSIN ENERGY CORP	800	11/30/2007	7/29/2009	$33,891 53	$38,292 00	($4,400 47)	LT	
	1,700	2/06/2008	7/29/2009	72,019.49	79,378.78	(7,359.29)	LT	
	Total WISCONSIN ENERGY CORP			$105,911.02	$117,670.78	($11,759.76)	LT	
XCEL ENERGY INC	4,200	10/31/2007	5/01/2009	$75,857.18	$94,242.96	($18,385.78)	LT	
Total realized gain/(loss) for 8H3170 RITA ALLEN REINHART PRTNRS CUSTODY				$1,529,456.33	$1,657,308.46	($127,852.13)	ST	
				2,005,680.51	2,890,994.53	(885,314.02)	LT	
				3,535,136.84	4,548,302.99	(1,013,166.15)	NET	

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Capital Gains and Losses

This schedule is provided for informational purposes only and should not be used as the primary source to calculate income taxes Transactions may be posted after year-end (depending on the securities in the account) that could impact the reportable gains or losses for the year. These transactions may include gain distributions from mutual funds, original issue discount (OID) apportionment of income or other adjusting entries. Realized gains or losses for common trust funds are typically recorded in January and will not appear during the calendar year in this schedule A statement summarizing the tax information for the year will be mailed the month after year-end to applicable recipients

Year to date summary

Realized	Proceeds	Tax cost	Gain/(loss)
Short term sales	$3,034,088.24	$3,550,583.47	($516,495 23)
Long term sales	1,438,122 34	1,984,142.15	(546,019.81)
Total realized gain/(loss)	**$4,472,210.58**	**$5,534,725.62**	**($1,062,515.04)**

* See Notes/Glossary explaining classification of long term capital gains

Year to date details

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
AECOM TECHNOLOGY CORP	900	5/08/2009	8/18/2009	$25,171.54	$27,891.36	($2,719.82) ST	
	600	5/07/2009	8/21/2009	17,052 82	17,461 44	(408 62) ST	
	550	5/08/2009	8/21/2009	15,631 75	17,044 72	(1,412.97) ST	
	1,700	5/07/2009	9/11/2009	47,702 47	49,474.08	(1,771.61) ST	
	Total AECOM TECHNOLOGY CORP			**$105,558.58**	**$111,871.60**	**($6,313.02)** ST	
AMPHENOL CORP	**750**	**10/19/2007**	**2/17/2009**	**$19,831.76**	**$32,493.75**	**($12,661.99)** LT	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
ANSYS INC	900	3/28/2008	2/26/2009	$19,004 83	$34,711.74	($15,706 91) ST	
	300	3/27/2008	7/22/2009	9,043.83	11,507.52	(2,463.69) LT	
	100	3/28/2008	7/22/2009	3,014 61	3,856 86	(842.25) LT	
	550	3/27/2008	11/05/2009	21,449 39	21,097.12	352 27 LT	
	Total ANSYS INC			**$19,004.83**	**$34,711.74**	**($15,706.91)** ST	
				33,507.83	**36,461.50**	**(2,953.67)** LT	
				52,512.66	**71,173.24**	**(18,660.58)** NET	
BANKRATE INC	500	5/14/2009	7/22/2009	$14,194.23	$14,069.70	$124 53 ST	
	1,000	5/15/2009	7/22/2009	28,388.47	28,188 70	199 77 ST	
	50	5/18/2009	7/22/2009	1,419.42	1,462 14	(42.72) ST	
	750	5/27/2009	7/22/2009	21,291 35	22,601 63	(1,310 28) ST	
	Total BANKRATE INC			**$65,293.47**	**$66,322.17**	**($1,028.70)** ST	
BROADCOM CORP CL A	350	3/12/2009	7/24/2009	$9,277.84	$6,699 98	$2,577.86 ST	
	600	4/23/2009	7/24/2009	15,904 87	14,048 46	1,856.41 ST	
	800	3/12/2009	9/23/2009	24,778.64	15,314.24	9,464.40 ST	
	650	3/12/2009	10/08/2009	18,561.44	12,442.82	6,118 62 ST	
	Total BROADCOM CORP CL A			**$68,522.79**	**$48,505.50**	**$20,017.29** ST	
BROCADE COMM SYS NEW	1,100	9/15/2009	10/12/2009	$10,307.50	$9,089 41	$1,218.09 ST	
	1,850	9/15/2009	11/19/2009	15,014 40	15,286 74	(272 34) ST	
	Total BROCADE COMM SYS NEW			**$25,321.90**	**$24,376.15**	**$945.75** ST	
BUFFALO WILD WINGS	150	7/29/2008	10/14/2009	$5,973 27	$5,212.77	$760 50 LT	
	650	10/13/2008	10/14/2009	25,884.15	24,717 10	1,167.05 LT	
	250	7/29/2008	10/15/2009	9,826.92	8,687 95	1,138.97 LT	
	125	7/29/2008	10/21/2009	5,204 79	4,343 98	860 81 LT	
	125	7/29/2008	10/22/2009	5,076 54	4,343.97	732.57 LT	
	250	7/29/2008	10/26/2009	10,441.66	8,687 95	1,753.71 LT	
	150	7/30/2008	10/26/2009	6,264.99	5,098.29	1,166.70 LT	
	Total BUFFALO WILD WINGS			**$68,672.32**	**$61,092.01**	**$7,580.31** LT	

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Non Trading

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
CELGENE CORP	200	10/19/2007	1/08/2009	$9,799 26	$14,198 00	($4,398 74) LT	
	550	6/17/2008	1/08/2009	26,947.98	33,673.15	(6,725 17) ST	
	650	10/19/2007	4/01/2009	24,927.49	46,143.50	(21,216 01) LT	
	750	10/19/2007	5/01/2009	29,830.48	53,242 50	(23,412.02) LT	
	1,150	10/19/2007	5/14/2009	47,173.28	81,638.50	(34,465.22) LT	
	Total CELGENE CORP			**$26,947.98**	**$33,673.15**	**($6,725.17)** ST	
				111,730.51	**195,222.50**	**(83,491.99)** LT	
				138,678.49	**228,895.65**	**(90,217.16)** NET	
CEPHALON	700	11/04/2008	5/18/2009	$45,219.46	$53,400.55	($8,181 09) ST	
	250	11/04/2008	5/22/2009	14,628 17	19,071.63	(4,443 46) ST	
	450	11/24/2008	5/22/2009	26,330 71	31,513 37	(5,182 66) ST	
	350	3/03/2009	5/22/2009	20,479 44	22,447.64	(1,968.20) ST	
	Total CEPHALON			**$106,657.78**	**$126,433.19**	**($19,775.41)** ST	
CHATTEM INC	850	12/08/2008	4/07/2009	$43,358.23	$60,727.57	($17,369 34) ST	
	50	12/08/2008	8/10/2009	3,104.51	3,572.21	(467 70) ST	
	400	12/10/2008	8/10/2009	24,836 04	25,876 80	(1,040.76) ST	
	250	12/17/2008	8/10/2009	15,522.52	16,967.93	(1,445.41) ST	
	300	1/29/2009	8/10/2009	18,627 03	20,195.28	(1,568 25) ST	
	300	7/09/2009	8/10/2009	18,627 03	18,183.03	444.00 ST	
	Total CHATTEM INC			**$124,075.36**	**$145,522.82**	**($21,447.46)** ST	
CHIPOTLE MEXICAN GRILL	400	5/14/2009	10/07/2009	$36,516.26	$30,502.44	$6,013 82 ST	
	250	5/14/2009	10/12/2009	22,718 84	19,064 03	3,654.81 ST	
	250	5/14/2009	10/21/2009	21,567.67	19,064 02	2,503 65 ST	
	300	4/15/2009	10/23/2009	25,117 39	22,286 73	2,830.66 ST	
	600	4/15/2009	10/27/2009	47,871.62	44,573 46	3,298.16 ST	
	Total CHIPOTLE MEXICAN GRILL			**$153,791.78**	**$135,490.68**	**$18,301.10** ST	

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8H3169 - RITA ALLEN BENNETT LAWRENCE CUSTODY
Non Trading

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
COMSCORE INC	1,250	6/23/2008	2/25/2009	$11,337 44	$34,752 25	($23,414.81) ST	
	500	8/28/2008	2/25/2009	4,534.97	10,360.10	(5,825 13) ST	
	900	8/28/2008	5/14/2009	10,000.18	18,648.18	(8,648 00) ST	
	150	8/28/2008	5/15/2009	1,632 80	3,108 03	(1,475 23) ST	
	150	8/29/2008	5/15/2009	1,632.79	3,084.96	(1,452 17) ST	
	500	8/29/2008	5/18/2009	5,440 70	10,283 20	(4,842 50) ST	
	150	8/29/2008	5/19/2009	1,625.33	3,084.96	(1,459.63) ST	
	300	9/02/2008	5/19/2009	3,250.65	5,991.39	(2,740.74) ST	
	225	9/02/2008	5/20/2009	2,432 63	4,493 54	(2,060.91) ST	
	350	9/02/2008	5/21/2009	3,622.02	6,989.96	(3,367 94) ST	
	125	10/09/2008	5/21/2009	1,293 58	1,936 59	(643 01) ST	
	125	9/02/2008	5/22/2009	1,311.43	2,496.41	(1,184 98) ST	
	150	9/02/2008	5/22/2009	1,573.71	2,995.70	(1,421.99) ST	
	350	10/09/2008	5/26/2009	3,745.50	5,422.44	(1,676 94) ST	
	275	10/08/2008	5/27/2009	2,923.89	4,140.21	(1,216.32) ST	
	125	10/09/2008	5/27/2009	1,329.04	1,936.59	(607 55) ST	
	1,025	10/08/2008	5/28/2009	10,629.28	15,431.68	(4,802.40) ST	
	150	10/08/2008	5/28/2009	1,561.30	2,258.30	(697.00) ST	
	Total COMSCORE INC			**$69,877.24**	**$137,414.49**	**($67,537.25)** ST	
DECKERS OUTDOOR CORP	300	7/23/2008	1/12/2009	$19,593.16	$37,811.28	($18,218.12) ST	
	500	7/24/2008	1/12/2009	32,655.26	60,102 00	(27,446 74) ST	
	Total DECKERS OUTDOOR CORP			**$52,248.42**	**$97,913.28**	**($45,664.86)** ST	
DENBURY RESOURCES INC	1,950	10/19/2007	9/16/2009	$31,137.19	$48,803.63	($17,666 44) LT	
	3,200	10/19/2007	9/30/2009	48,274 27	80,088 00	(31,813.73) LT	
	Total DENBURY RESOURCES INC			**$79,411.46**	**$128,891.63**	**($49,480.17)** LT	
DOLLAR TREE INC	**600**	**5/06/2009**	**9/10/2009**	**$29,861.29**	**$25,931.64**	**$3,929.65** ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
ECOLAB INC	200	11/12/2008	7/22/2009	$7,668 22	$6,100.00	$1,568 22 ST	
	1,000	11/13/2008	7/22/2009	38,341.12	32,330.30	6,010 82 ST	
	1,750	11/24/2008	7/22/2009	67,096.95	59,648 40	7,448 55 ST	
	Total ECOLAB INC			**$113,106.29**	**$98,078.70**	**$15,027.59** ST	
FACTSET RESH SYS INC	550	4/02/2008	3/10/2009	$20,038.58	$30,578 19	($10,539.61) ST	
	150	6/17/2008	3/10/2009	5,465 07	10,136 47	(4,671 40) ST	
	250	8/06/2008	3/10/2009	9,108.45	14,703 30	(5,594 85) ST	
	600	4/01/2008	3/11/2009	22,048 07	32,975.82	(10,927 75) ST	
	250	4/02/2008	3/11/2009	9,186.70	13,899.17	(4,712.47) ST	
	250	4/16/2008	3/11/2009	9,186.70	13,781.58	(4,594 88) ST	
	200	4/01/2008	8/11/2009	10,854 42	10,991 94	(137 52) LT	
	850	4/01/2008	9/11/2009	50,794 44	46,715.75	4,078.69 LT	
	Total FACTSET RESH SYS INC			**$75,033.57**	**$116,074.53**	**($41,040.96)** ST	
				61,648.86	**57,707.69**	**3,941.17** LT	
				136,682.43	**173,782.22**	**(37,099.79)** NET	
FASTENAL INC COM	550	2/28/2008	6/03/2009	$19,277 00	$23,365 98	($4,088 98) LT	
	450	4/01/2008	6/03/2009	15,772.09	20,758.77	(4,986.68) LT	
	1,300	2/28/2008	8/14/2009	47,039 55	55,228.68	(8,189 13) LT	
	1,350	2/28/2008	9/01/2009	48,017.59	57,352.86	(9,335.27) LT	
	Total FASTENAL INC COM			**$130,106.23**	**$156,706.29**	**($26,600.06)** LT	
FLIR SYS INC	1,700	10/19/2007	1/28/2009	$44,727.76	$50,468 75	($5,740 99) LT	
	1,400	10/19/2007	2/05/2009	31,107 96	41,562.50	(10,454.54) LT	
	1,750	10/19/2007	4/08/2009	36,362 84	51,953 13	(15,590 29) LT	
	Total FLIR SYS INC			**$112,198.56**	**$143,984.38**	**($31,785.82)** LT	
GREENHILL & CO INC	500	10/03/2008	6/22/2009	$33,741.48	$38,071.65	($4,330.17) ST	
	200	10/06/2008	8/14/2009	14,805 96	15,200.22	(394.26) ST	
	300	10/07/2008	8/14/2009	22,208.93	22,343.79	(134.86) ST	
	100	10/07/2008	8/17/2009	7,301 29	7,447 93	(146.64) ST	
	100	10/20/2008	8/17/2009	7,301.29	6,645 05	656 24 ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
	400	10/20/2008	8/21/2009	29,532 00	26,580 20	2,951 80 ST	
	200	10/09/2008	8/24/2009	14,695.54	12,388.52	2,307 02 ST	
	50	10/20/2008	8/24/2009	3,673.88	3,322 53	351.35 ST	
	300	10/09/2008	8/25/2009	21,619 90	18,582 78	3,037 12 ST	
	Total GREENHILL & CO INC			**$154,880.27**	**$150,582.67**	**$4,297.60** ST	
HARRIS CORP DEL	50	10/30/2008	2/04/2009	$2,170.01	$1,821 48	$348 53 ST	
	600	11/04/2008	2/04/2009	26,040 09	22,450.08	3,590.01 ST	
	1,400	10/30/2008	3/23/2009	38,880.72	51,001.30	(12,120.58) ST	
	600	10/30/2008	5/05/2009	17,634.26	21,857 70	(4,223.44) ST	
	550	10/30/2008	5/06/2009	16,086.53	20,036.22	(3,949.69) ST	
	900	11/07/2008	5/06/2009	26,323.42	32,611 23	(6,287.81) ST	
	Total HARRIS CORP DEL			**$127,135.03**	**$149,778.01**	**($22,642.98)** ST	
ILLUMINA INC	1,050	2/05/2008	4/09/2009	$36,595.96	$37,436.54	($840.58) LT	
	200	3/19/2008	4/09/2009	6,970 66	7,131 21	(160 55) LT	
	950	2/05/2008	5/28/2009	33,517.70	33,871.16	(353.46) LT	
	300	11/25/2008	5/28/2009	10,584 54	6,304 47	4,280 07 ST	
	1,300	11/25/2008	7/20/2009	41,472.18	27,319 37	14,152.81 ST	
	Total ILLUMINA INC			**$52,056.72**	**$33,623.84**	**$18,432.88** ST	
				77,084.32	**78,438.91**	**(1,354.59)** LT	
				129,141.04	**112,062.75**	**17,078.29** NET	
INTERCONTINENTAL EXCH INC	300	5/27/2009	7/08/2009	$26,415.91	$31,017 48	($4,601 57) ST	
	350	5/27/2009	9/03/2009	31,143.03	36,187.06	(5,044 03) ST	
	250	5/27/2009	9/08/2009	22,396.15	25,847 90	(3,451.75) ST	
	Total INTERCONTINENTAL EXCH INC			**$79,955.09**	**$93,052.44**	**($13,097.35)** ST	
INTUITIVE SURGICAL	**100**	**9/15/2009**	**10/21/2009**	**$24,301.75**	**$24,504.00**	**($202.25)** ST	
J B HUNT TRANSPORT SVCS	**1,000**	**4/01/2008**	**10/06/2009**	**$33,047.54**	**$32,632.30**	**$415.24** LT	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
JACOBS ENGR GROUP INC	900	10/19/2007	5/12/2009	$34,460 56	$75,951 00	($41,490.44) LT	
	1,200	10/19/2007	7/06/2009	45,780 98	101,268 00	(55,487.02) LT	
	900	10/19/2007	7/29/2009	35,292 50	75,951 00	(40,658.50) LT	
	250	11/25/2008	7/29/2009	9,803.47	9,270.05	533.42 ST	
	Total JACOBS ENGR GROUP INC			**$9,803.47**	**$9,270.05**	**$533.42** ST	
				115,534.04	**253,170.00**	**(137,635.96)** LT	
				125,337.51	**262,440.05**	**(137,102.54)** NET	
JUNIPER NETWORKS	1,700	8/28/2008	2/03/2009	$24,195 96	$44,015 55	($19,819 59) ST	
	1,750	8/28/2008	7/24/2009	45,001.49	45,310.12	(308.63) ST	
	100	5/12/2009	7/24/2009	2,571.51	2,144 85	426.66 ST	
	Total JUNIPER NETWORKS			**$71,768.96**	**$91,470.52**	**($19,701.56)** ST	
KB HOME	950	8/03/2009	10/07/2009	$14,308.72	$16,385.13	($2,076.41) ST	
	1,250	8/04/2009	10/07/2009	18,827 26	22,326 88	(3,499 62) ST	
	1,000	9/10/2009	10/07/2009	15,061 81	19,317.30	(4,255.49) ST	
	3,350	8/03/2009	11/10/2009	48,989 80	57,779.12	(8,789.32) ST	
	Total KB HOME			**$97,187.59**	**$115,808.43**	**($18,620.84)** ST	
LEAP WIRELESS INTL INC CO	750	1/28/2009	4/14/2009	$24,741.94	$19,467.90	$5,274.04 ST	
	450	3/31/2009	4/14/2009	14,845.16	15,897 15	(1,051 99) ST	
	750	1/28/2009	6/01/2009	28,302.17	19,467 90	8,834 27 ST	
	450	1/28/2009	7/01/2009	13,473.33	11,680.74	1,792.59 ST	
	800	1/28/2009	7/17/2009	20,947.62	20,765.76	181 86 ST	
	650	1/28/2009	7/20/2009	17,088 58	16,872.18	216.40 ST	
	Total LEAP WIRELESS INTL INC CO			**$119,398.80**	**$104,151.63**	**$15,247.17** ST	
LKQ CORP	200	10/19/2007	9/03/2009	$3,349 05	$3,536.00	($186 95) LT	
	250	10/19/2007	9/04/2009	4,244.59	4,420.00	(175.41) LT	
	150	10/19/2007	9/08/2009	2,563.82	2,652.00	(88 18) LT	
	1,300	10/19/2007	9/10/2009	22,505.54	22,984.00	(478.46) LT	
	1,500	10/19/2007	10/06/2009	28,649 71	26,520 00	2,129 71 LT	
	300	10/19/2007	10/07/2009	5,635 77	5,304 00	331 77 LT	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)		Additional information
	1,200	10/19/2007	10/12/2009	22,834 21	21,216.00	1,618.21	LT	
	Total LKQ CORP			**$89,782.69**	**$86,632.00**	**$3,150.69**	LT	
MASTERCARD CL A	**50**	**10/19/2007**	**10/15/2009**	**$10,933.77**	**$7,610.75**	**$3,323.02**	LT	
MCAFEE INC	250	12/16/2008	9/01/2009	$9,739 74	$7,716.70	$2,023 04	ST	
	1,250	12/10/2008	11/03/2009	51,885.54	37,164.50	14,721.04	ST	
	50	12/16/2008	11/03/2009	2,075 42	1,543 34	532 08	ST	
	Total MCAFEE INC			**$63,700.70**	**$46,424.54**	**$17,276.16**	ST	
NEUTRAL TANDEM INC	50	6/09/2009	8/13/2009	$1,338.65	$1,495.79	($157.14)	ST	
	600	6/09/2009	8/14/2009	15,023 97	17,949.42	(2,925 45)	ST	
	600	4/23/2009	8/18/2009	14,765 98	14,995 26	(229.28)	ST	
	800	6/09/2009	8/18/2009	19,687 97	23,932 56	(4,244 59)	ST	
	950	4/23/2009	9/17/2009	21,602.73	23,742.50	(2,139.77)	ST	
	950	4/23/2009	9/18/2009	21,230.24	23,742.49	(2,512 25)	ST	
	Total NEUTRAL TANDEM INC			**$93,649.54**	**$105,858.02**	**($12,208.48)**	ST	
NII HOLDINGS INC	1,100	7/23/2008	3/02/2009	$11,755 31	$56,456.95	($44,701.64)	ST	
	350	7/24/2008	3/02/2009	3,740.32	18,572 16	(14,831 84)	ST	
	300	8/05/2008	3/02/2009	3,205.99	16,968.21	(13,762.22)	ST	
	1,800	10/19/2007	4/06/2009	25,261.77	122,391.00	(97,129.23)	LT	
	50	7/23/2008	4/06/2009	701 72	2,566 23	(1,864 51)	ST	
	750	10/13/2008	4/06/2009	10,525.74	18,497.70	(7,971.96)	ST	
	350	10/14/2008	4/06/2009	4,912 01	9,846 66	(4,934.65)	ST	
	Total NII HOLDINGS INC			**$34,841.09**	**$122,907.91**	**($88,066.82)**	ST	
				25,261.77	**122,391.00**	**(97,129.23)**	LT	
				60,102.86	**245,298.91**	**(185,196.05)**	NET	
O REILLY AUTOMOTIVE INC	400	4/08/2009	8/10/2009	$15,193.76	$14,631.84	$561.92	ST	
	400	4/08/2009	8/14/2009	14,787 21	14,631 84	155.37	ST	
	200	4/15/2009	8/14/2009	7,393.61	7,277.64	115.97	ST	
	1,150	3/11/2009	9/10/2009	42,939.66	39,164.40	3,775.26	ST	

ATTACHMENT A-5

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
	100	4/15/2009	9/10/2009	3,733 88	3,638 82	95 06 ST	
	600	3/11/2009	9/15/2009	21,854 26	20,433.60	1,420 66 ST	
	50	3/23/2009	9/15/2009	1,821.19	1,680 08	141.11 ST	
	700	3/23/2009	9/15/2009	25,712 15	23,521.12	2,191.03 ST	
	Total O REILLY AUTOMOTIVE INC			**$133,435.72**	**$124,979.34**	**$8,456.38** ST	
OLD DOMINION FREIGHT	110	8/12/2009	10/07/2009	$3,346 91	$4,192.30	($845 39) ST	
	390	8/12/2009	10/08/2009	11,798 05	14,863 60	(3,065.55) ST	
	400	8/12/2009	10/19/2009	11,885 37	15,244.72	(3,359 35) ST	
	450	8/12/2009	10/20/2009	13,313.62	17,150 31	(3,836.69) ST	
	200	8/21/2009	10/20/2009	5,917.17	7,438 78	(1,521.61) ST	
	150	8/21/2009	10/21/2009	4,433 22	5,579 09	(1,145 87) ST	
	100	8/11/2009	10/27/2009	2,692.10	3,710 73	(1,018.63) ST	
	400	8/21/2009	10/27/2009	10,768 40	14,877.56	(4,109 16) ST	
	500	8/11/2009	10/28/2009	13,042.86	18,553.65	(5,510.79) ST	
	450	8/14/2009	10/28/2009	11,738.58	16,279 56	(4,540.98) ST	
	125	9/08/2009	10/28/2009	3,260 71	4,513 56	(1,252.85) ST	
	225	9/09/2009	10/28/2009	5,869.29	8,074.06	(2,204.77) ST	
	Total OLD DOMINION FREIGHT			**$98,066.28**	**$130,477.92**	**($32,411.64)** ST	
ORION MARINE GROUP	400	7/24/2009	8/10/2009	$8,052.19	$9,369 08	($1,316.89) ST	
	250	7/27/2009	8/10/2009	5,032 62	6,047.78	(1,015.16) ST	
	350	7/24/2009	8/11/2009	6,657 56	8,197 95	(1,540 39) ST	
	325	7/24/2009	11/09/2009	6,201.00	7,612.38	(1,411.38) ST	
	150	7/23/2009	11/10/2009	2,782 92	3,343.32	(560.40) ST	
	375	7/24/2009	11/10/2009	6,957.30	8,783.51	(1,826.21) ST	
	Total ORION MARINE GROUP			**$35,683.59**	**$43,354.02**	**($7,670.43)** ST	
OSI PHARMACEUTICALS INC	350	7/23/2008	4/15/2009	$11,700 93	$17,666.64	($5,965 71) ST	
	1,450	7/15/2008	4/21/2009	46,866.56	69,635.67	(22,769.11) ST	
	50	7/23/2008	4/21/2009	1,616 09	2,523 80	(907 71) ST	
	250	11/24/2008	4/22/2009	8,033.19	9,317.63	(1,284 44) ST	

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	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
	200	2/03/2009	4/22/2009	6,426 55	8,391 48	(1,964 93) ST	
	Total OSI PHARMACEUTICALS INC			**$74,643.32**	**$107,535.22**	**($32,891.90)** ST	
PETROHAWK ENERGY CORP	400	5/28/2009	10/19/2009	$11,188.39	$10,103.48	$1,084 91 ST	
	350	5/26/2009	11/17/2009	7,913 61	8,294 20	(380.59) ST	
	600	5/28/2009	11/17/2009	13,566.19	15,155 22	(1,589 03) ST	
	Total PETROHAWK ENERGY CORP			**$32,668.19**	**$33,552.90**	**($884.71)** ST	
PRICELINE.COM INC NEW	250	3/26/2009	9/21/2009	$40,391.71	$20,530 75	$19,860.96 ST	
	100	3/12/2009	9/23/2009	16,249.09	7,852 55	8,396 54 ST	
	50	3/26/2009	9/23/2009	8,124 55	4,106 15	4,018 40 ST	
	Total PRICELINE.COM INC NEW			**$64,765.35**	**$32,489.45**	**$32,275.90** ST	
QUANTA SERVICES INC	1,500	8/07/2008	5/06/2009	$34,749 60	$51,276.90	($16,527 30) ST	
	1,600	8/07/2008	9/01/2009	35,576.04	54,695.36	(19,119.32) LT	
	50	8/07/2008	9/15/2009	1,198.05	1,709 23	(511.18) LT	
	950	8/07/2008	9/15/2009	22,763 03	31,706.63	(8,943 60) LT	
	1,100	10/08/2008	9/15/2009	26,357.19	20,514.89	5,842.30 ST	
	1,150	10/08/2008	9/15/2009	27,495 10	21,447 39	6,047.71 ST	
	Total QUANTA SERVICES INC			**$88,601.89**	**$93,239.18**	**($4,637.29)** ST	
				59,537.12	**88,111.22**	**(28,574.10)** LT	
				148,139.01	**181,350.40**	**(33,211.39)** NET	
RANGE RESOURCES CORP	375	10/19/2007	8/11/2009	$17,195.06	$16,815.00	$380.06 LT	
	200	10/19/2007	9/03/2009	9,321 12	8,968.00	353 12 LT	
	250	10/19/2007	10/19/2009	14,462 88	11,210.00	3,252.88 LT	
	Total RANGE RESOURCES CORP			**$40,979.06**	**$36,993.00**	**$3,986.06** LT	
RITCHIE BRO AUCTIONEERS	400	1/14/2008	7/01/2009	$9,314 00	$10,306.81	($992 81) LT	
	1,500	5/05/2009	7/01/2009	34,927.50	37,814 85	(2,887.35) ST	
	1,000	1/14/2008	8/25/2009	25,301 74	25,767 04	(465.30) LT	
	400	1/14/2008	8/26/2009	10,118 34	10,306.81	(188 47) LT	

ATTACHMENT A-5

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
	600	1/15/2008	8/26/2009	15,177.50	15,051 84	125.66 LT	
	Total RITCHIE BRO AUCTIONEERS			**$34,927.50**	**$37,814.85**	**($2,887.35)** ST	
				59,911.58	**61,432.50**	**(1,520.92)** LT	
				94,839.08	**99,247.35**	**(4,408.27)** NET	
SALESFORCE COM	750	10/19/2007	5/22/2009	$26,921.61	$40,267.50	($13,345.89) LT	
	300	3/23/2009	5/22/2009	10,768 64	10,939 23	(170 59) ST	
	400	10/19/2007	8/21/2009	20,908.22	21,476 00	(567.78) LT	
	Total SALESFORCE COM			**$10,768.64**	**$10,939.23**	**($170.59)** ST	
				47,829.83	**61,743.50**	**(13,913.67)** LT	
				58,598.47	**72,682.73**	**(14,084.26)** NET	
STEEL DYNAMICS	2,200	8/07/2009	9/28/2009	$35,133.75	$38,426 30	($3,292.55) ST	
	2,300	8/03/2009	10/02/2009	33,021 16	40,068.99	(7,047 83) ST	
	600	8/07/2009	10/02/2009	8,614.22	10,479.90	(1,865.68) ST	
	3,350	8/03/2009	10/07/2009	50,464 77	58,361 36	(7,896.59) ST	
	Total STEEL DYNAMICS			**$127,233.90**	**$147,336.55**	**($20,102.65)** ST	
STERICYCLE INC	350	11/04/2008	8/11/2009	$17,600 06	$20,602 09	($3,002 03) ST	
	250	11/04/2008	8/12/2009	12,670.84	14,715.77	(2,044.93) ST	
	50	11/25/2008	8/12/2009	2,534 17	2,903 22	(369 05) ST	
	350	10/14/2008	9/04/2009	17,263.34	19,160.58	(1,897.24) ST	
	100	11/25/2008	9/04/2009	4,932.38	5,806 44	(874.06) ST	
	450	10/14/2008	9/08/2009	22,208 00	24,635.02	(2,427 02) ST	
	600	10/14/2008	9/10/2009	29,434.10	32,846 70	(3,412.60) ST	
	150	4/08/2009	9/10/2009	7,358 52	7,790 51	(431 99) ST	
	250	4/15/2009	9/10/2009	12,264.21	12,807.83	(543 62) ST	
	Total STERICYCLE INC			**$126,265.62**	**$141,268.16**	**($15,002.54)** ST	

ATTACHMENT A-5

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
STRAYER ED INC	150	10/19/2007	4/01/2009	$25,375 78	$26,129 25	($753 47) LT	
	50	10/13/2008	4/01/2009	8,458.59	9,197.91	(739 32) ST	
	200	10/19/2007	4/09/2009	32,800.05	34,839.00	(2,038.95) LT	
	250	10/19/2007	9/15/2009	50,690 37	43,548.75	7,141 62 LT	
	Total STRAYER ED INC			**$8,458.59**	**$9,197.91**	**($739.32)** ST	
				108,866.20	**104,517.00**	**4,349.20** LT	
				117,324.79	**113,714.91**	**3,609.88** NET	
T ROWE PRICE GROUP INC	1,000	10/19/2007	1/29/2009	$31,552.52	$55,310 00	($23,757.48) LT	
	450	10/19/2007	8/11/2009	20,958 48	24,889.50	(3,931 02) LT	
	650	10/19/2007	9/09/2009	29,072.97	35,951.50	(6,878.53) LT	
	500	10/19/2007	9/11/2009	22,160 97	27,655 00	(5,494 03) LT	
	Total T ROWE PRICE GROUP INC			**$103,744.94**	**$143,806.00**	**($40,061.06)** LT	
URBAN OUTFITTERS INC	1,750	2/28/2008	3/31/2009	$28,152.44	$53,123.35	($24,970.91) LT	
	300	5/20/2008	3/31/2009	4,826 13	9,255.18	(4,429 05) ST	
	1,350	2/28/2008	4/01/2009	20,349.51	40,980.87	(20,631.36) LT	
	Total URBAN OUTFITTERS INC			**$4,826.13**	**$9,255.18**	**($4,429.05)** ST	
				48,501.95	**94,104.22**	**(45,602.27)** LT	
				53,328.08	**103,359.40**	**(50,031.32)** NET	
VISTAPRINT NV	500	7/23/2009	9/03/2009	$20,393 67	$21,193 00	($799 33) ST	
	500	7/20/2009	9/08/2009	19,803.13	20,606.80	(803.67) ST	
	100	7/23/2009	9/08/2009	3,960 63	4,238 60	(277 97) ST	
	Total VISTAPRINT NV			**$44,157.43**	**$46,038.40**	**($1,880.97)** ST	
VISTAPRINT LIMITED SHRS	200	8/07/2009	8/21/2009	$8,596.94	$8,591.02	$5.92 ST	
	350	8/07/2009	8/24/2009	14,849 62	15,034 29	(184 67) ST	
	1,700	7/20/2009	8/31/2009	70,063.12	70,063.12	0.00 ST	
	600	7/23/2009	8/31/2009	25,431.60	25,431 60	0 00 ST	
	Total VISTAPRINT LIMITED SHRS			**$118,941.28**	**$119,120.03**	**($178.75)** ST	
WARNACO GROUP INC NEW	**1,650**	**8/11/2008**	**3/11/2009**	**$31,782.62**	**$87,670.77**	**($55,888.15)** ST	

ATTACHMENT A-5

	Shares/units	Date acquired	Date sold/ adjusted	Proceeds	Tax cost	Realized gain/(loss)	Additional information
WOODWARD GOVERNOR CO COM	1,050	8/28/2008	3/02/2009	$12,245 98	$48,376 13	($36,130 15) ST	
	100	8/29/2008	3/02/2009	1,166.28	4,635.39	(3,469 11) ST	
	450	8/28/2008	3/18/2009	4,285.15	20,732 62	(16,447 47) ST	
	1,000	10/14/2008	3/18/2009	9,522 54	31,397.80	(21,875.26) ST	
	400	10/28/2008	3/18/2009	3,809.02	10,710.36	(6,901 34) ST	
	400	10/28/2008	3/19/2009	3,852 93	10,710 36	(6,857 43) ST	
	Total WOODWARD GOVERNOR CO COM			**$34,881.90**	**$126,562.66**	**($91,680.76)** ST	
Total realized gain/(loss) for 8H3169 RITA ALLEN BENNETT LAWRENCE CUSTODY				**$3,034,088.24**	**$3,550,583.47**	**($516,495.23)** ST	
				1,438,122.34	**1,984,142.15**	**(546,019.81)** LT	
				4,472,210.58	**5,534,725.62**	**(1,062,515.04)** NET	

ATTACHMENT A-5

Rita Allen Foundation, Inc.
EIN #13-6116429
Form 990-PF, Part II, Line 10a

	Tax cost		Market value
FEDERAL HOME LOAN BANK	$ 49,574		$ 51,000
4 500 % Due 06/22/2010			
US TREASURY NOTES	$ 51,843		$ 51,666
BSR/OW			
5.750 % Due 08/15/2010			
UNITED STATES TREAS NTS	$ 414,265		$ 421,312
4 875 % Due 04/30/2011			
US TREASURY NOTES	$ 50,071		$ 53,011
4 500 % Due 09/30/2011			
FEDERAL HOME LOAN BK NT	$ 49,830		$ 54,109
5 625 % Due 11/15/2011			
US TREASURY NOTES	$ 212,748		$ 225,357
4.250 % Due 09/30/2012			
UNITED STATES TREAS NTS	$ 789,358		$ 815,634
4.250 % Due 11/15/2013			
US TREASURY NOTES	$ 2,989,218		$ 3,207,900
4 000 % Due 02/15/2014			
UNITED STATES TREAS NTS	$ 3,017,695		$ 3,231,570
4 250 % Due 11/15/2014			
US TREASURY NOTES	$ 3,366,597		$ 3,491,968
4 125 % Due 05/15/2015			
US TREASURY BOND	$ 43,937		$ 63,011
7.500 % Due 11/15/2016			
US TREASURY NOTES	$ 3,055,893		$ 3,229,620
4 625 % Due 11/15/2016			
US TREASURY BOND	$ 13,188		$ 18,903
7.500% Due 11/15/2016			
Total Line 10a	$ 14,104,217		$ 14,915,061

Rita Allen Foundation, Inc
EIN #13-6116429
Form 990-PF, Part II, Line 10b

		Tax cost		Market value
DISNEY (WALT) HOLDING CO		$ 649,931		$ 679,088
KOHL'S CORP (KSS)		748,184		991,071
LOWES COS INC (LOW)		712,421		828,731
STAPLES INC (SPLS)		1,042,493		1,204,172
PROCTER & GAMBLE CO (PG)		1,103,717		1,143,603
WAL-MART STORES INC (WMT)		792,612		912,658
APACHE CORP (APA)		614,335		747,982
EOG RES INC (EOG)		1,018,840		1,293,408
HESS CORP (HES)		660,861		726,000
WEATHERFORD INTL LTD		937,816		938,698
AMERICAN EXPRESS (AXP)		1,022,170		991,808
JPMORGAN CHASE & CO (JPM)		682,807		645,885
MORGAN STANLEY GRP INC		937,435		932,400
T ROWE PRICE GROUP INC		625,788		798,750
CELGENE CORP (CELG)		1,045,687		959,589
JOHNSON & JOHNSON (JNJ)		390,747		550,447
PFIZER INC (PFE)		728,943		763,980
TEVA PHARM INDS LTD ADR		867,214		1,037,532
THERMO FISHER SCIENTIFIC		506,725		560,929
FEDEX CORP (FDX)		598,981		605,012
ILLINOIS TOOL WORKS INC		929,056		1,156,798
INGERSOLL-RAND PUBLIC LTD		832,054		822,020
TYCO INTL LTD NEW		550,048		570,880
UNION PACIFIC CORP (UNP)		467,926		559,125
UNITED PARCEL SERVICE CL B		458,856		502,216
CISCO SYSTEMS INC (CSCO)		1,354,096		1,191,757
CORNING INC (GLW)		798,018		899,691
EMC CORP (EMC)		847,046		1,114,743
GOOGLE INC (GOOG)		607,816		863,632
MICROSOFT CORP (MSFT)		590,780		640,080
PAYCHEX INC (PAYX)		587,452		612,800
DOW CHEMICAL (DOW)		553,430		566,415
INTERNATIONAL PAPER (IP)		1,067,855		1,124,760
ADVANCE AUTO PARTS (AAP)		157,832		153,824
GUESS INC (GES)		70,272		173,430
MCGRAW-HILL COMPANIES INC		201,930		244,623
OMNICOM GROUP INC (OMC)		170,855		180,090
PETSMART INC (PETM)		104,290		117,436
REGIS CORP NEW (RGS)		190,637		140,130
CORN PRODUCTS INTL INC		118,541		111,074
DEL MONTE FOODS COMPANY		161,883		204,120
MCCORMICK & CO NON VTG		123,264		144,520
DENBURY RESOURCES INC		122,099		125,800
NOBLE CORPORATION		139,123		138,380

ATTACHMENT B-2

Rita Allen Foundation, Inc
EIN #13-6116429
Form 990-PF, Part II, Line 10b

		Tax cost		Market value
NOBLE ENERGY INC (NBL)		137,973		163,806
PIONEER NATURAL RESOURCES		59,737		192,680
WEATHERFORD INTL LTD		97,825		119,997
AMERICAN FINL GRP INC OHIO		197,470		199,600
AVALONBAY COMMUNITIES INC		76,697		135,481
CULLEN FROST BANKERS		180,783		185,000
DUKE RLTY INVTS INC NEW		183,984		158,210
FEDERATED INVS INC PA CL B		167,310		165,000
HCC INS HLDGS INC (HCC)		176,777		181,805
NORTHERN TRUST CORP		226,606		199,120
RAYONIER INC REIT (RYN)		65,416		109,616
REALTY INCOME CORP (O)		173,600		165,824
REINSURANCE GROUP AMER		215,147		209,660
WILLIS GROUP HLDGS LTD		147,720		145,090
WILMINGTON TR CORP NEW		231,503		194,972
CHARLES RIVER LABS (CRL)		142,070		144,867
HOLOGIC INC (HOLX)		207,925		159,500
PATTERSON COS INC (PDCO)		164,728		148,294
PERKINELMER INC (PKI)		193,034		172,956
MSC INDUSTRIAL DIRECT (MSM)		88,235		108,100
PALL CORP (PLL)		117,432		162,900
SOUTHWEST AIRLINES (LUV)		96,043		182,880
AFFILIATED COMPUTER SERV		129,658		173,101
ANIXTER INTL INC (AXE)		139,409		131,880
FISERV INC (FISV)		156,272		155,136
LENDER PROCESSING SERVICES		113,600		158,574
AIRGAS INC (ARG)		136,593		166,600
ALLEGHENY TECH INC (ATI)		111,337		165,649
FMC CORP COM NEW (FMC)		157,403		206,312
SIGMA ALDRICH CORP (SIAL)		110,558		146,595
SONOCO PRODUCTS (SON)		154,121		160,875
AGL RES INC (AGL)		166,677		175,056
EQT CORP (EQT)		138,732		151,524
NORTHEAST UTILITIES (NU)		134,909		162,477
SCANA CORP NEW (SCG)		111,301		128,112
SEMPRA ENERGY (SRE)		169,057		173,538
BK OF AMER CRP COM EQV SEC		6,000		5,968
CARMAX INC (KMX)		138,244		309,187
COMCAST CORP CL A NEW		482,558		445,947
DISNEY (WALT) HOLDING CO		545,616		622,425
LOWES COS INC (LOW)		453,591		397,630
SCRIPPS NETWORKS INTRA CLA		183,997		298,053
SHERWIN-WILLIAMS CO (SHW)		153,070		162,447
STAPLES INC (SPLS)		189,921		213,933

ATTACHMENT B-2

Rita Allen Foundation, Inc.
EIN #13-6116429
Form 990-PF, Part II, Line 10b

		Tax cost		Market value
TJX COMPANIES INC (TJX)		256,259		317,985
WABCO HOLDINGS INC (WBC)		336,620		267,287
COSTCO WHSL CORP NEW		397,318		449,692
KRAFT FOODS INC (KFT)		709,946		679,500
PEPSICO INC (PEP)		448,709		480,320
WAL-MART STORES INC (WMT)		326,491		336,735
CANADIAN NATURAL RES		175,478		215,850
DIAMOND OFFSHORE DRILLING		78,560		127,946
EXXON MOBIL CORP (XOM)		584,390		531,882
KINDER MORGAN MGNT (KMR)		421,410		594,100
OCCIDENTAL PETROLEUM		373,480		496,235
AMERICAN EXPRESS (AXP)		554,244		587,540
ARTIO GLB INV INC (ART)		310,598		302,872
BANK NEW YORK MELLON CORP		353,900		318,858
BANK OF AMERICA CORP (BAC)		361,069		407,297
BERKSHIRE HATHAWAY CL B		747,285		772,210
FRANKLIN RES INC (BEN)		323,818		442,470
M&T BANK CORP (MTB)		59,763		86,957
SCHWAB CHARLES CORP NEW		212,179		225,840
WELLS FARGO & CO NEW		524,600		627,274
JOHNSON & JOHNSON (JNJ)		185,913		463,752
MEDTRONIC INC (MDT)		220,155		255,084
MERCK & CO INC NEW (MRK)		562,092		584,640
WELLPOINT INC (WLP)		576,562		687,822
BURLINGTON NO-SANTA FE CP		325,470		424,066
CANADIAN NATL RAILWAY		371,220		603,396
UNITED TECHNOLOGIES (UTX)		308,614		458,106
EBAY INC (EBAY)		148,896		200,005
GOOGLE INC (GOOG)		386,105		650,359
HEWLETT-PACKARD CO (HPQ)		283,443		413,573
INTERNATIONAL BUS MACHINES		192,036		196,350
MASTERCARD CL A (MA)		618,824		1,202,338
MICROSOFT CORP (MSFT)		360,535		454,152
PAYCHEX INC (PAYX)		186,248		189,968
VISA INC (V)		102,534		118,071
AMERICA MOVIL SAB ADR		325,484		399,330
MILLICOM INTL CELL NEW		330,973		331,965
DISNEY (WALT) HOLDING CO		1,522		1,967
KOHL'S CORP (KSS)		2,352		2,804
LOWES COS INC (LOW)		1,949		2,385
STAPLES INC (SPLS)		3,442		4,229
PROCTER & GAMBLE CO (PG)		2,727		3,274
WAL-MART STORES INC (WMT)		2,492		2,619
APACHE CORP (APA)		2,312		2,888

ATTACHMENT B-2

Rita Allen Foundation, Inc
EIN #13-6116429
Form 990-PF, Part II, Line 10b

		Tax cost		Market value
EOG RES INC (EOG)		3,452		4,281
HESS CORP (HES)		2,759		3,025
WEATHERFORD INTL LTD		2,636		2,596
AMERICAN EXPRESS (AXP)		1,278		1,944
JPMORGAN CHASE & CO (JPM)		2,629		2,500
MORGAN STANLEY GRP INC		3,692		3,700
T ROWE PRICE GROUP INC		2,273		2,982
CELGENE CORP (CELG)		2,041		2,728
JOHNSON & JOHNSON (JNJ)		924		19,323
PFIZER INC (PFE)		3,209		3,365
TEVA PHARM INDS LTD ADR		2,392		2,977
THERMO FISHER SCIENTIFIC		1,690		2,193
FEDEX CORP (FDX)		2,446		2,503
ILLINOIS TOOL WORKS INC		3,142		3,599
INGERSOLL-RAND PUBLIC LTD		3,377		3,395
TYCO INTL LTD NEW		3,353		3,389
UNION PACIFIC CORP (UNP)		1,233		1,597
UNITED PARCEL SERVICE CL B		1,398		1,434
CISCO SYSTEMS INC (CSCO)		3,134		4,021
CORNING INC (GLW)		1,880		2,568
EMC CORP (EMC)		2,423		3,389
GOOGLE INC (GOOG)		2,124		3,099
MICROSOFT CORP (MSFT)		3,741		4,114
PAYCHEX INC (PAYX)		3,056		3,217
DOW CHEMICAL (DOW)		2,294		2,348
INTERNATIONAL PAPER (IP)		2,171		4,097
Total Line 10B		$ 47,446,269		$ 54,002,841

ATTACHMENT B-2

Rita Allen Foundation, Inc
EIN #13-6116429
Form 990-PF, Part II, Line 10c

	Tax cost	Market value
BANK OF AMERICA CORP TLGP		
1 700 % Due 12/23/2010	$ 1,300,000	$ 1,311,765
AMGEN INC		
0 125 % Due 02/01/2011	$ 750,000	$ 790,000
MEDTRONIC INC NOTE		
1 500 % Due 04/15/2011	$ 760,000	$ 812,000
CLEAR CHANNEL COMMUN		
4 400 % Due 05/15/2011	$ 48,725	$ 44,625
GENERAL ELEC CAP CORP		
5 250 % Due 10/19/2012	$ 1,150,369	$ 1,170,642
WAL-MART STORES INC		
4 250 % Due 04/15/2013	$ 498,795	$ 530,135
IBM CORP		
2 100 % Due 05/06/2013	$ 849,311	$ 848,300
3M COMPANY		
4 375 % Due 08/15/2013	$ 865,080	$ 861,312
AMER EXPRESS CREDIT CO		
7 300 % Due 08/20/2013	$ 698,845	$ 786,716
NOVARTIS CAPITAL CORP		
4 125 % Due 02/10/2014	$ 799,176	$ 840,944
MARSH & MCLENNAN COS INC		
5 375 % Due 07/15/2014	$ 49,264	$ 51,136
JPMORGAN CHASE & CO		
3 700 % Due 01/20/2015	$ 798,304	$ 802,368
PROCTER & GAMBLE CO		
3 500 % Due 02/15/2015	$ 796,640	$ 818,408
PFIZER INC		
5 350 % Due 03/15/2015	$ 799,000	$ 874,320
TRANSOCEAN INC CONV SER B		
1 500 % Due 12/15/2037	$ 740,562	$ 791,300
SHELL INTERNATIONAL FIN		
4 000 % Due 03/21/2014	$ 799,784	$ 834,824
NEXTEL COMMUNICATIONS INC		
6 875 % Due 10/31/2013	$ 248,277	$ 242,500
CLEAR CHAN COMMUNICATIONS		
5 500 % Due 09/15/2014	$ 274,656	$ 196,500
BROADRIDGE FINL SOL INC		
6 125 % Due 06/01/2017	$ 74,452	$ 97,265
Intellison Inc		
10% Due 06/10/05	$ 200,000	$ 200,000
Total Line 11c	$ 12,501,240	$ 12,905,060

ATTACHMENT B-3

Rita Allen Foundation, Inc.
EIN #13-6116429
Form 990-PF, Part II, Line 13

		Tax cost		Market value
OLD WEST GL SM & MD CAP FD		$ 7,175,901 00		$ 7,863,588.00
OLD WESTBURY FIXED INC FD		$ 78,285 00		$ 77,587.00
OLD WESTBURY GL OPPTIES FD		$ 17,550,000.00		$ 18,264,302 00
OLD WESTBURY NON-US LC FD		$ 15,832,971.00		$ 16,686,117 00
OLD WESTBURY REAL RETRN FD		$ 10,870,579.00		$ 8,778,005 00
Total Line 13		$ 51,507,736 00		$ 51,669,599.00

ATTACHMENT B-4

Form **8868** (Rev. April 2009) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- 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	Name of Exempt Organization	Employer identification number
	RITA ALLEN FOUNDATION, INC.	13-6116429
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 12 STOCKTON STREET	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PRINCETON, NJ 08540	

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

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ THE FOUNDATION 12 STOCKTON STREET - PRINCETON, NJ 08540
  Telephone No. ▶ (609)683-8010 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 AUGUST 15, 2010 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] 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	$ 18,182.
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	$ 18,182.
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	$ 0.

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.

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 4-2009)

923831
05-26-09

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

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

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

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

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization RITA ALLEN FOUNDATION, INC.	**Employer identification number** 13-6116429
	Number, street, and room or suite no If a P O. box, see instructions 12 STOCKTON STREET	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PRINCETON, NJ 08540	

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

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

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

- The books are in the care of ▶ THE FOUNDATION 12 STOCKTON STREET - PRINCETON, NJ 08540

Telephone No. ▶ (609)683-8010 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 is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

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

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

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

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 18,182.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 35,182.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	8c	$ 0.

Signature and Verification

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

Signature ▶ M. Colonks Title ▶ CPA Date ▶ 7/27/10

923832
05-26-09