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 , 2009, and ending , 20

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

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

Name of foundation
MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION
C/O STEPHEN WISE TULIN

Number and street (or P O box number if mail is not delivered to street address) Room/suite
BOX 3040 CHAMPLIN HILL ROAD

City or town, state, and ZIP code
NORTH FERRISBURGH, VT 05473

A Employer identification number
13-6140940

B Telephone number (see page 10 of the instructions)
(802) 425-3383

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) ▶ $ 6,953,148.

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) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B.				
	3 Interest on savings and temporary cash investments	402,573.	402,573.	402,573.	
	4 Dividends and interest from securities				
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-716,081.			
	b Gross sales price for all assets on line 6a 3,717,647.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-313,508.	402,573.	402,573.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	21,985.			16,489.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,750.	5,750.	5,750.	0.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	384.	384.	384.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	3,225.			
	22 Printing and publications				
	23 Other expenses (attach schedule) [2]	19,187.	4,187.	4,187.	15,000.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	50,531.	10,321.	10,321.	31,489.
	25 Contributions, gifts, grants paid	259,500.			259,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	310,031.	10,321.	10,321.	290,989.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-623,539.			
	b **Net investment income** (if negative, enter -0-)		392,252.		
	c **Adjusted net income** (if negative, enter -0-)			392,252.	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	163,202.	233,328.	233,328.
2	Savings and temporary cash investments	131,755.	16,774.	16,774.
3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	6,731,051.	6,152,367.	6,703,046.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	7,026,008.	6,402,469.	6,953,148.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted	7,026,008.	6,402,469.	
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	7,026,008.	6,402,469.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,026,008.	6,402,469.	

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	7,026,008.
2	Enter amount from Part I, line 27a	2	-623,539.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,402,469.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,402,469.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } 2 -716,081.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions)
If (loss), enter -0- in Part I, line 8 3

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	366,123.	7,512,017.	0.048738
2007	451,539.	8,499,367.	0.053126
2006	398,870.	7,926,538.	0.050321
2005	340,000.	7,747,771.	0.043884
2004	331,436.	7,566,494.	0.043803

2	**Total** of line 1, column (d)	2	0.239872
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.047974
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,899,964.
5	Multiply line 4 by line 3	5	283,045.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,923.
7	Add lines 5 and 6	7	286,968.
8	Enter qualifying distributions from Part XII, line 4	8	290,989.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	3,923.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	3,923.
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	3,923.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	4,093.		
b	Exempt foreign organizations-tax withheld at source	6b	0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c	0.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	4,093.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	170.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0. **Refunded** ▶			11	170.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ 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?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ 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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ HTTP://KENWORTHYSWIFTFOUNDATION.ORG/

14 The books are in care of ▶ STEPHEN WISE TULIN Telephone no ▶ 802-425-3383

Located at ▶ BOX 3040 CHAMPLIN HILL ROAD NORTH FERRISBURGH, VT ZIP + 4 ▶ 05473

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	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 page 20 of the instructions.)		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.)*		3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 3		21,985.	-0-	-0-

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	5,726,817.
b	Average of monthly cash balances	1b	262,994.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	5,989,811.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	5,989,811.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	89,847.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	5,899,964.
6	**Minimum investment return.** Enter 5% of line 5	6	294,998.

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

1	Minimum investment return from Part X, line 6			1	294,998.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,923.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,923.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	291,075.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	291,075.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	291,075.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	290,989.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	290,989.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	3,923.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	287,066.

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				291,075.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only				
b	Total for prior years 20 07 ,20 06 ,20 05				
3	Excess distributions carryover, if any, to 2009				
a	From 2004				
b	From 2005				
c	From 2006 14,543.				
d	From 2007 42,487.				
e	From 2008				
f	**Total** of lines 3a through e	57,030.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 290,989.				
a	Applied to 2008, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d	Applied to 2009 distributable amount				290,989.
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).)*	86.			86.
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	56,944.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	56,944.			
10	Analysis of line 9				
a	Excess from 2005				
b	Excess from 2006 14,457.				
c	Excess from 2007 42,487.				
d	Excess from 2008				
e	Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ATTACHMENT 4				
Total ▶ 3a				259,500.
b Approved for future payment				
Total ▶ 3b				

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	402,573.	
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	-716,081.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-313,508.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -313,508.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of

		Yes	No
(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		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

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

Stephen Wiesfeld — Signature of officer or trustee | 4/30/10 — Date | Secretary-Treasurer — Title

Paid Preparer's Use Only

Preparer's signature	Date 4/26/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) 063-38-4519
Firm's name (or yours if self-employed), address, and ZIP code	DORFMAN MIZRACH & THALER, LLP 555 ROUTE ONE SOUTH ISELIN, NJ 08830		EIN 13-1790992 Phone no 732-404-1860

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SCHEDULE ATTACHED					VAR	VAR
1,062,077.		990,656.					71,421.	
		SCHEDULE ATTACHED					VAR	VAR
511,737.		644,614.					-132,877.	
		SCHEDULE ATTACHED					VAR	VAR
1,471,698.		1,541,004.					-69,306.	
		SCHEDULE ATTACHED					VAR	VAR
643,370.		1,257,454.					-614,084.	
		ADJUSTED BASIS- WCMA					VAR	VAR
15,053.							15,053.	
		ADJUSTED BASIS-EMA					VAR	VAR
13,124.							13,124.	
		ADJUSTED BASIS					VAR	VAR
588.							588.	
TOTAL GAIN(LOSS)							-716,081.	

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN TAX		384.	384.	384.
	TOTALS	384.	384.	384.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FILING FEE	250.	250.	250.	
MANAGEMENT FEES	1,184.	1,184.	1,184.	
OFFICE EXPENSE-OUTSIDE LABOR	15,000.			15,000.
OFFICE EXPENSES	157.	157.	157.	
WEBSITE EXPENSE	2,216.	2,216.	2,216.	
ACCOUNT FEES	380.	380.	380.	
TOTALS	19,187.	4,187.	4,187.	15,000.

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

ATTACHMENT 3

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION
DR. MICHAEL KALOGERAKIS 145 CENTRAL PARK WEST NEW YORK, NY 10023	PESIDENT-E	9,000.
STEPHEN WISE TULIN, ESQ. 100 CHAMPLIN HILL ROAD NORTH FERRISBURGH, VT 05473	SECY-TREAS	12,985.
DR. TRUDY FESTINGER 37 WEST 12TH STREET NEW YORK, NY 10011	VICE-PRES	
DR. ALICE P. LIN 624 BROOKVIEW DRIVE CHAPEL HILL, NC 27514	VICE PRESI	
	GRAND TOTALS	21,985.

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

ATTACHMENT 4

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CREATIVE ARTS WORKSHOP FOR KIDS 520 8TH AVE 11TH FLOOR NEW YORK, NY 10018	NONE 501 (C) (3)	CLIMB PROJECT FUNDED BY FOUNDATION	10,000
ASSOCIATION TO BENEFIT CHILDREN 419 EAST 86TH STREET NEW YORK, NY 10028	NONE 501 (C) (3)	START UP MENTAL HEALTH CONSULTATION FOR EAST HARLEM DAY CARE	20 000
CREATIVE ALTERNATIVE OF NY	NONE 501 (C) (3)	THERAPEUTIC DRAMA PROGRAM FOR DISABLED CHILD	10 000
ANDREW GLOVER YOUTH PROGRAM 100 CENTRE STREET, ROOM 1541 NEW YORK, NY 10013	NONE 501 (C) (3)	DONATION TO HELP TROUBLED YOUTHS	10 000.
AMERICAN SOCIETY FOR ADOLESCENT PYSCHIATRY PO BOX 570218 DALLAS, TX 75357	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	3,000.
THE CITY KIDS FOUNDATION 57 LEONARD ST NEW YORK, NY 10013	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000
CPC BEHAVORIAL HEALTHCARE 1088 HIGHWAY 34 ABERDEEN, NJ 07747	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	5,000
COMMUNITY WORD PROJECT 42 BROADWAY, 18TH FLOOR BEW YORK, NY 10004	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000.

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

ATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SPENCE CHAPIN SERVICES 410 EAST 92ND STREET NEW YORK, NY 10128	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000.
GROUNDWORK 595 SUTTER AVENUE NEW YORK, NY 11207	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000
ENACT 80 8TH AVE NEW YORK, NY 10011	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000
HENRY STREET SETTLEMENT 265 HENRY STREET NEW YORK, NY 10002	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000.
NORTHSIDE CENTER FOR CHILD DEVELOPMENT 1301 5TH AVE NEW YORK, NY 10029	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000
NY COUNCIL ON ADOPTABLE CHILDREN 589 8TH AVE, 15TH FLOOR NEW YORK, NY 10018	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000.
SPECTRUM YOUTH AND FAMILY SERVICES 31 ELMWOOD AVE BURLINGTON, VT 05401	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000
HOWARD CENTER FOR HUMAN SERVICES 102 SOUTH WINOOKSI AVENUE BURLINGTON, VT 05401	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	15,000

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

ATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
INWOOD COMMUNITY SERVICES, INC. 651 ACADEMY STREET NEW YORK, NY 10034	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10 000.
JERSEY SHORE MEDICAL CENTER FOUNDATION 1945 ROUTE 33 NEPTUNE, NJ 07753	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	7 500.
180 TURNING LIVES AROUND 1 BETHANY ROAD BUILDING 3 HAZLET, NJ 07730	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	5 000
THIRTEEN 450 WEST 33RD STREET NEW YORK, NY 10001	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	5.000
LEGAL AID SOCIETY 199 WATER STREET NEW YORK, NY 10038	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000
FOUNTAIN HOUSE 425 WEST 47TH STREET NWE YORK, NY 10036	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000.
HANDS, INC. 15 SOUTH ESSEX AVENUE ORANGE, NJ 07050	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000
FUND FOR PUBLIC HEALTH, NY 291 BROADWAY, 17TH FLOOR NEW YORK, NY 10007	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000

ATTACHMENT 4

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

ATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
GEMS GIRLS EDUCATIONAL AND MENTORING SERVICES	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	15,000.
TRUSTEES OF COLUMBIA UNIVERSITY 2960 BROADWAY NEW YORK, NY 10027	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	14,000
		TOTAL CONTRIBUTIONS PAID	259,500

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION C/O STEPHEN WISE TULIN

Employer identification number 13-6140940

Note: *Form 5227 filers need to complete* ***only*** *Parts I and II*

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	2,115.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	2,115.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-718,196.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-718,196.

Part III Summary of Parts I and II

Caution: *Read the instructions before completing this part*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13			2,115.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-718,196.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-716,081.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 ... 16 (3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

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SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION

Employer identification number: 13-6140940

Part I **Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a SCHEDULE ATTACHED			1,062,077.	990,656.	71,421.
SCHEDULE ATTACHED			1,471,698.	1,541,004.	-69,306.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 2,115.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2009**

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SCHEDULE ATTACHED			511,737.	644,614.	-132,877.
SCHEDULE ATTACHED			643,370.	1,257,454.	-614,084.
ADJUSTED BASIS- WCMA			15,053.		15,053.
ADJUSTED BASIS-EMA			13,124.		13,124.
ADJUSTED BASIS			588.		588.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -718,196.

Merrill Lynch

FAO MARION KENWORTHY

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
			Other Activity			
08/31/09	Check		MONTHLY AMT ISSUED		44,207.06	
09/30/09	Check		MONTHLY AMT ISSUED		7,617.29	
10/30/09	Check		MONTHLY AMT ISSUED		12,645.09	
11/30/09	Check		MONTHLY AMT ISSUED		33,030.15	
12/07/09	Fgn Div Tax		PETRLEO BRAS VTG SPD ADR		25.63	
12/29/09	Fgn Div Tax		PETRLEO BRAS VTG SPD ADR		16.81	
12/31/09	Check		MONTHLY AMT ISSUED		8,967.53	
			Net Total		**225,616.07**	
			Fees			
03/04/09			EMA ANNUAL FEE		80.00	
			Net Total		**80.00**	

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
50,000.0000	MERRILL LYNCH & 5.45% 2014	10/21/08	01/09/09	48,957.15	43,837.85	5,119.30 ST
1,700.0000	ASTORIA FINANCIAL CORP	11/06/07	02/18/09	12,022.74	42,911.05	(30,888.31) LT
300.0000	ASTORIA FINANCIAL CORP	11/06/07	02/18/09	2,121.65	7,574.89	(5,453.24) LT
100.0000	ASTORIA FINANCIAL CORP	12/07/07	02/18/09	707.22	2,642.07	(1,934.85) LT
300.0000	ASTORIA FINANCIAL CORP	12/07/07	02/18/09	2,121.66	7,931.17	(5,809.51) LT
600.0000	ASTORIA FINANCIAL CORP	12/07/07	02/18/09	4,243.33	15,868.35	(11,625.02) LT
140.0000	ARES CAPITAL CORP	11/06/06	02/18/09	528.35	2,613.27	(2,084.92) LT
100.0000	ARES CAPITAL CORP	11/06/06	02/18/09	377.39	1,871.96	(1,494.57) LT
100.0000	ARES CAPITAL CORP	11/06/06	02/18/09	377.39	1,866.61	(1,489.22) LT
100.0000	ARES CAPITAL CORP	11/06/06	02/18/09	377.39	1,866.61	(1,489.22) LT
100.0000	ARES CAPITAL CORP	01/10/07	02/18/09	377.39	1,931.99	(1,554.60) LT
100.0000	ARES CAPITAL CORP	01/10/07	02/18/09	377.39	1,926.64	(1,549.25) LT
100.0000	ARES CAPITAL CORP	01/10/07	02/18/09	377.39	1,926.64	(1,549.25) LT
100.0000	ARES CAPITAL CORP	01/10/07	02/18/09	377.39	1,926.64	(1,549.25) LT
200.0000	ARES CAPITAL CORP	01/10/07	02/18/09	754.79	3,855.28	(3,100.49) LT

Merrill Lynch

FAO MARION KENWORTHY

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
			Dividends and Interest			
03/26/09	Dividend		PUTNAM HIGH YIELD TRUST			207.09
04/28/09	Dividend		PUTNAM HIGH YIELD TRUST			207.09
05/27/09	Dividend		PUTNAM HIGH YIELD TRUST			207.09
06/26/09	Dividend		PUTNAM HIGH YIELD TRUST			207.09
07/28/09	Dividend		PUTNAM HIGH YIELD TRUST			207.09
08/26/09	Dividend		PUTNAM HIGH YIELD TRUST			207.09
09/28/09	Dividend		PUTNAM HIGH YIELD TRUST			207.09
10/27/09	Dividend		PUTNAM HIGH YIELD TRUST			207.09
11/27/09	Dividend		PUTNAM HIGH YIELD TRUST			207.09
12/29/09	Dividend		PUTNAM HIGH YIELD TRUST			207 09
			Sub Total			**2,485.08**
			Net Total			**225,658.24**
			Funds Received/Withdrawals			
06/08/09	Funds Received		CHECK DEPOSIT			25,000.00
			Net Total			**25,000.00**
			Other Activity			
01/20/09	Fgn Div Tax		ENERPLUS RES TR UT NEW		26.73	
01/30/09	Check		MONTHLY AMT ISSUED		18,395.73	
02/20/09	Fgn Div Tax		ENERPLUS RES TR UT NEW		19 37	
02/27/09	Check		MONTHLY AMT ISSUED		30,824 22	
03/24/09	Optnal Dv Rinv		ROYCE VALUE TR INC		3,915.15	
03/31/09	Check		MONTHLY AMT ISSUED		5,557.59	
04/30/09	Check		MONTHLY AMT ISSUED		7,978.09	
05/29/09	Check		MONTHLY AMT ISSUED		29,224.95	
06/30/09	Check		MONTHLY AMT ISSUED		11,546.59	
07/31/09	Check		MONTHLY AMT ISSUED		11,618.09	

Merrill Lynch

FAO MARION KENWORTHY

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
100.0000	ARES CAPITAL CORP	01/10/07	02/18/09	377.39	1,927.64	(1,550 25) LT
200.0000	ARES CAPITAL CORP	01/10/07	02/18/09	754 79	3,857 28	(3,102 49) LT
100.0000	ARES CAPITAL CORP	01/10/07	02/18/09	377 39	1,930.64	(1,553.25) LT
100.0000	ARES CAPITAL CORP	01/10/07	02/18/09	377 39	1,931 64	(1,554 25) LT
900 0000	ARES CAPITAL CORP	01/10/07	02/18/09	3,396 58	17,384.77	(13,988 19) LT
100.0000	ARES CAPITAL CORP	06/27/07	02/18/09	377 39	1,717 61	(1,340 22) LT
1.0000	ARES CAPITAL CORP	06/27/07	02/18/09	3.77	17 18	(13 41) LT
40 0000	ARES CAPITAL CORP	06/27/07	02/18/09	150 95	688.65	(537.70) LT
1,000.0000	ARES CAPITAL CORP	06/27/07	02/18/09	3,773 98	17,216.14	(13,442.16) LT
300 0000	ARES CAPITAL CORP	06/27/07	02/18/09	1,132 19	5,164.84	(4,032.65) LT
40.0000	ARES CAPITAL CORP	06/27/07	02/18/09	150.95	688.65	(537.70) LT
100.0000	ARES CAPITAL CORP	06/27/07	02/18/09	377.39	1,721 61	(1,344.22) LT
100 0000	ARES CAPITAL CORP	06/27/07	02/18/09	377.39	1,721.61	(1,344.22) LT
100 0000	ARES CAPITAL CORP	06/27/07	02/18/09	377.39	1,718.61	(1,341 22) LT
100.0000	ARES CAPITAL CORP	06/27/07	02/18/09	377.39	1,721.61	(1,344.22) LT
200.0000	ARES CAPITAL CORP	06/27/07	02/18/09	754.79	3,443.23	(2,688.44) LT
200.0000	ARES CAPITAL CORP	06/27/07	02/18/09	754.79	3,443.23	(2,688.44) LT
100.0000	ARES CAPITAL CORP	06/27/07	02/18/09	377 39	1,721.61	(1,344 22) LT
100 0000	ARES CAPITAL CORP	06/27/07	02/18/09	377.39	1,726.96	(1,349.57) LT
2,819.0000	ARES CAPITAL CORP	06/27/07	02/18/09	10,638 88	48,532.32	(37,893.44) LT
700 0000	ARES CAPITAL CORP	06/27/07	02/18/09	2,641 79	12,051.30	(9,409.51) LT
3,500.0000	ARES CAPITAL CORP	07/15/08	02/18/09	13,208.98	33,270.34	(20,061.36) ST
150.0000	COCA COLA COM	07/18/07	01/28/09	6,514 71	8,078.38	(1,563.67) LT
700.0000	COCA COLA COM	07/18/07	01/28/09	30,402.02	37,701 37	(7,299 35) LT
3,400 0000	DANAOS CORP	11/20/06	02/04/09	23,790.71	72,316.25	(48,525.54) LT
300.0000	DANAOS CORP	02/20/07	02/04/09	2,099 18	7,348.97	(5,249 79) LT
700.0000	DANAOS CORP	02/20/07	02/04/09	4,898.08	17,142.10	(12,244.02) LT
200 0000	DANAOS CORP	02/20/07	02/04/09	1,399 45	4,899.75	(3,500.30) LT
200.0000	DANAOS CORP	02/20/07	02/04/09	1,399 45	4,901.75	(3,502.30) LT
500.0000	DANAOS CORP	02/20/07	02/04/09	3,498.64	12,294.37	(8,795 73) LT
100 0000	DANAOS CORP	02/20/07	02/04/09	699.74	2,463.87	(1,764.13) LT
125 0000	PEPSICO INC	07/25/07	01/28/09	6,379.68	8,530.32	(2,150.64) LT
200.0000	PEPSICO INC	07/25/07	01/28/09	10,207.50	13,641.96	(3,434 46) LT
400 0000	PEPSICO INC	05/13/08	01/28/09	20,415.02	27,388.49	(6,973.47) ST
200 0000	ENERPLUS RES TR UT NEW	01/09/07	03/03/09	2,905 07	8,087 94	(5,182.87) LT
300.0000	ENERPLUS RES TR UT NEW	01/09/07	03/03/09	4,357 62	12,126 89	(7,769.27) LT
100.0000	ENERPLUS RES TR UT NEW	01/09/07	03/03/09	1,452 54	4 043 30	(2,590 76) LT
300.0000	ENERPLUS RES TR UT NEW	01/09/07	03/03/09	4,357 63	12,132.88	(7,775.25) LT
400.0000	GENUINE PARTS CO	10/20/08	03/03/09	10,814.21	14,019.48	(3,205 27) ST
900.0000	GENUINE PARTS CO	10/20/08	03/03/09	24,331.98	31,551 07	(7,219.09) ST

Merrill Lynch

FAO MARION KENWORTHY

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
1,000.0000	NRG ENERGY INC	03/20/06	03/26/09	16,917.34	23,032.68	(6,115.34) LT
1,200.0000	NRG ENERGY INC	04/11/06	03/26/09	20,300.83	29,138.81	(8,837.98) LT
2,200.0000	ROYCE VALUE TR INC	03/22/05	04/16/09	16,878.73	42,170.53	(25,291.80) LT
2,000.0000	ROYCE VALUE TR INC	03/22/05	04/16/09	15,344.30	38,311.98	(22,967.68) LT
93.0000	ROYCE VALUE TR INC	06/24/05	04/16/09	713.51	1,674.00	(960.49) LT
89.0000	ROYCE VALUE TR INC	09/26/05	04/16/09	682.82	1,702.57	(1,019.75) LT
2,800.0000	ROYCE VALUE TR INC	11/08/05	04/16/09	21,482.03	57,473.85	(35,991.82) LT
900.0000	ROYCE VALUE TR INC	12/08/05	04/16/09	6,904.94	18,462.66	(11,557.72) LT
500.0000	ROYCE VALUE TR INC	12/08/05	04/16/09	3,836.07	10,299.07	(6,463.00) LT
153.0000	ROYCE VALUE TR INC	12/28/05	04/16/09	1,173.84	2,940.66	(1,766.82) LT
178.0000	ROYCE VALUE TR INC	03/24/06	04/16/09	1,365.64	3,577.80	(2,212.16) LT
242.0000	ROYCE VALUE TR INC	06/27/06	04/16/09	1,856.66	4,428.60	(2,571.94) LT
237.0000	ROYCE VALUE TR INC	09/28/06	04/16/09	1,818.30	4,626.24	(2,807.94) LT
259.0000	ROYCE VALUE TR INC	12/27/06	04/16/09	1,987.08	5,389.79	(3,402.71) LT
240.0000	ROYCE VALUE TR INC	03/26/07	04/16/09	1,841.31	5,073.60	(3,232.29) LT
236.0000	ROYCE VALUE TR INC	06/27/07	04/16/09	1,810.63	5,074.00	(3,263.37) LT
283.0000	ROYCE VALUE TR INC	09/26/07	04/16/09	2,171.22	5,405.30	(3,234.08) LT
276.0000	ROYCE VALUE TR INC	12/27/07	04/16/09	2,117.51	4,885.20	(2,767.69) LT
326.0000	ROYCE VALUE TR INC	03/27/08	04/16/09	2,501.12	5,017.14	(2,516.02) LT
293.0000	ROYCE VALUE TR INC	06/24/08	04/16/09	2,247.94	4,951.70	(2,703.76) ST
322.0000	ROYCE VALUE TR INC	09/26/08	04/16/09	2,470.44	4,743.06	(2,272.62) ST
614.0000	ROYCE VALUE TR INC	12/24/08	04/16/09	4,710.72	4,414.66	296.06 ST
645.0000	ROYCE VALUE TR INC	03/24/09	04/16/09	4,948.56	3,915.15	1,033.41 ST
48,000.0000	GOLDMAN SACHS GRO 5.70% 12	03/03/09	05/11/09	48,894.65	47,086.15	1,808.50 ST
120,000.0000	MORGAN STANLEY 5.05% 2011	11/12/08	05/11/09	119,467.85	113,114.95	6,352.90 ST
2,300.0000	SEASPAN CORP	04/04/07	05/07/09	16,077.78	62,652.56	(46,574.78) LT
700.0000	SEASPAN CORP	06/06/07	05/07/09	4,893.23	20,810.26	(15,917.03) LT
700.0000	SEASPAN CORP	09/11/07	05/07/09	4,893.24	22,582.31	(17,689.07) LT
700.0000	SEASPAN CORP	09/11/07	05/07/09	4,893.24	22,583.95	(17,690.71) LT
300.0000	SEASPAN CORP	09/11/07	05/07/09	2,097.10	9,696.84	(7,599.74) LT
3,000.0000	SEASPAN CORP	02/04/09	05/07/09	20,971.04	34,905.07	(13,934.03) ST
75,000.0000	DAIMLERCHRYSLER N 8.00% 10	11/13/08	06/24/09	77,069.90	69,850.85	7,219.05 ST
75,000 0000	DAIMLERCHRYSLER N 7.75% 11	11/18/08	06/24/09	76,911.65	68,409.85	8,501.80 ST
2,500.0000	AFLAC INC COM	01/28/09	06/01/09	89,960.10	63,147.72	26,812.38 ST
1,250.0000	CIMAREX ENERGY CO	04/07/09	06/17/09	39,904.44	27,331.05	12,573.39 ST
100.0000	IPG PHOTONICS CORP DEL	01/23/07	06/10/09	1,080.52	2,616.68	(1,536.16) LT
200.0000	IPG PHOTONICS CORP DEL	01/23/07	06/10/09	2,161.04	5,233.37	(3,072.33) LT
200.0000	IPG PHOTONICS CORP DEL	01/23/07	06/10/09	2,161.03	5,233.37	(3,072.34) LT
100.0000	IPG PHOTONICS CORP DEL	01/23/07	06/10/09	1,080.51	2,616.68	(1,536.17) LT
100.0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	1,080.52	2,043.79	(963.27) LT

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EMA Fiscal Statement

FAO MARION KENWORTHY

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
100 0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	1,080.52	2,039 43	(958.91) LT
50.0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	536 08	1,019.72	(483 64) LT
50 0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	536.09	1,019 72	(483 63) LT
50.0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	538.76	1,019 72	(480.96) LT
50.0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	538.76	1,019.72	(480.96) LT
50.0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	539.25	1,019.72	(480.47) LT
350.0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	3,774.82	7,138.02	(3,363.20) LT
50.0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	539.26	1,019.72	(480.46) LT
50.0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	539.26	1,020.21	(480.95) LT
100.0000	IPG PHOTONICS CORP DEL	03/26/07	06/10/09	1,078.52	2,040.44	(961 92) LT
650.0000	NORTHROP GRUMMAN CORP	05/19/08	06/10/09	31,044.35	50,454.87	(19,410 52) LT
65,000 0000	CIT GROUP INC 4 75% 2010	01/13/09	07/16/09	34,498.88	59,002.60	(24,503.72) ST
90,000 0000	CIT GROUP INC 4 25% 2010	11/13/08	07/16/09	45,274.91	71,295.25	(26,020 34) ST
2,450.0000	ABB LTD SPON ADR	12/11/08	07/13/09	36,906.92	34,004.10	2,902.82 ST
2,500.0000	ABB LTD SPON ADR	12/11/08	07/13/09	37,660.12	34,717.59	2,942 53 ST
50.0000	ABB LTD SPON ADR	12/11/08	07/13/09	753.21	693 60	59.61 ST
500.0000	ASSURANT INC	06/10/09	07/22/09	12,126.50	12,512 08	(385 58) ST
900.0000	ASSURANT INC	06/10/09	07/22/09	21,827 72	22,511 21	(683.49) ST
400.0000	ASSURANT INC	06/10/09	07/22/09	9,706.72	10,004 99	(298.27) ST
100.0000	ASSURANT INC	06/10/09	07/22/09	2,426 69	2,501.34	(74 65) ST
50 0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	468.24	1,020 22	(551.98) LT
100 0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	936 49	2,041 44	(1,104.95) LT
600.0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	5,618.98	12,296.62	(6,677.64) LT
100.0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	936.50	2,049.44	(1,112.94) LT
50.0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	468.25	1,024.71	(556 46) LT
400.0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	3,748.36	8,197.75	(4,449.39) LT
600.0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	5,622.55	12,296.61	(6,674.06) LT
100 0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	937.09	2,049.43	(1,112.34) LT
100.0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	937.09	2,049.43	(1,112.34) LT
100 0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	937.09	2,049 43	(1,112 34) LT
100.0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	937.09	2,049 43	(1,112.34) LT
100.0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	937 09	2,049.43	(1,112.34) LT
800.0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	7,512.73	16,395.52	(8,882.79) LT
300 0000	IPG PHOTONICS CORP DEL	03/26/07	07/13/09	2,817.27	6,148.31	(3,331.04) LT
130.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	1,220 82	2,895 17	(1,674 35) LT
24 0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	225 38	532.81	(307 43) LT
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,220 05	(1,280.96) LT
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,221 05	(1,281.96) LT
100 0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,221.05	(1,281.96) LT
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,221 05	(1,281.96) LT

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EMA Fiscal Statement

FAO MARION KENWORTHY

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,221.05	(1,281.96) LT
300.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	2,817.28	6,666.21	(3,848.93) LT
24.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	225.38	538.88	(313.50) LT
76.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	713.71	1,689.52	(975.81) LT
76.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	713.71	1,689.52	(975.81) LT
24.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	225.38	533.53	(308.15) LT
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,224.05	(1,284.96) LT
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,224.05	(1,284.96) LT
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,224.05	(1,284.96) LT
46.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	431.98	1,024.44	(592.46) LT
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.09	1,863.37	(924.28) ST
200.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	1,878.19	3,726.75	(1,848.56) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.10	1,865.37	(926.27) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.10	1,870.72	(931.62) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.10	1,865.37	(926.27) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.11	1,867.37	(928.26) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	940.09	1,869.37	(929.28) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	943.09	1,869.38	(926.29) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	949.09	1,869.38	(920.29) ST
50,000.0000	NM MERRILL LYNCH&CO BE	11/12/08	08/10/09	50,371.65	48,150.35	2,221.30 ST
50,000.0000	MORGAN STANLEY	10/21/08	08/10/09	52,023.65	42,630.35	N/C
100.0000	PHILIP MORRIS INTL INC	07/09/03	07/29/09	4,574.18	2,286.68	2,287.50 LT
100.0000	PHILIP MORRIS INTL INC	07/09/03	07/29/09	4,575.18	2,286.68	2,288.50 LT
250.0000	PHILIP MORRIS INTL INC	07/09/03	07/29/09	11,429.38	5,716.71	5,712.67 LT
300.0000	PHILIP MORRIS INTL INC	07/09/03	07/29/09	13,715.26	6,860.92	6,854.34 LT
700.0000	PHILIP MORRIS INTL INC	09/17/03	07/29/09	32,002.28	16,819.96	15,182.32 LT
200.0000	PHILIP MORRIS INTL INC	09/17/03	07/29/09	9,146.36	4,805.70	4,340.66 LT
100.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	3,237.31	3,667.44	N/C
372.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	12,042.82	13,667.61	N/C
728.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	23,583.19	26,747.37	N/C
100.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	3,240.45	3,674.09	N/C
100.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	3,245.45	3,674.08	N/C
750.0000	CIMAREX ENERGY CO	04/07/09	09/15/09	30,256.09	16,398.64	13,857.45 ST
100.0000	CIMAREX ENERGY CO	05/11/09	09/15/09	4,034.14	2,967.02	1,067.12 ST
400.0000	CIMAREX ENERGY CO	05/11/09	09/15/09	16,136.60	11,847.69	4,288.91 ST
815.0000	FEDERATED INVESTRS B	07/14/09	09/01/09	20,725.34	19,267.45	1,457.89 ST
500.0000	FEDERATED INVESTRS B	07/14/09	09/01/09	12,714.57	11,820.53	894.04 ST
185.0000	FEDERATED INVESTRS B	07/14/09	09/01/09	4,708.22	4,373.60	334.62 ST
100.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	3,900.12	3,504.06	396.06 ST
200.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	7,800.24	6,999.41	800.83 ST

PLEASE SEE REVERSE SIDE

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,221.05	(1,281.96) LT
300.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	2,817.28	6,666.21	(3,848.93) LT
24.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	225.38	538.88	(313.50) LT
76.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	713.71	1,689.52	(975.81) LT
76.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	713.71	1,689.52	(975.81) LT
24.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	225.38	533.53	(308.15) LT
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,224.05	(1,284.96) LT
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,224.05	(1,284.96) LT
100.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	939.09	2,224 05	(1,284.96) LT
46.0000	IPG PHOTONICS CORP DEL	10/18/07	07/13/09	431.98	1,024 44	(592.46) LT
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.09	1,863.37	(924.28) ST
200.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	1,878.19	3,726.75	(1,848.56) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.10	1,865.37	(926.27) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.10	1,870.72	(931.62) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.10	1,865.37	(926.27) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	939.11	1,867.37	(928.26) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	940.09	1,869.37	(929.28) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	943.09	1,869.38	(926.29) ST
100.0000	IPG PHOTONICS CORP DEL	08/04/08	07/13/09	949.09	1,869.38	(920.29) ST
50,000.0000	NM MERRILL LYNCH&CO BE	11/12/08	08/10/09	50,371.65	48,150.35	2,221.30 ST
50,000.0000	MORGAN STANLEY	10/21/08	08/10/09	52,023.65	42,630.35	N/C
100.0000	PHILIP MORRIS INTL INC	07/09/03	07/29/09	4,574.18	2,286.68	2,287.50 LT
100.0000	PHILIP MORRIS INTL INC	07/09/03	07/29/09	4,575.18	2,286.68	2,288.50 LT
250.0000	PHILIP MORRIS INTL INC	07/09/03	07/29/09	11,429.38	5,716.71	5,712.67 LT
300.0000	PHILIP MORRIS INTL INC	07/09/03	07/29/09	13,715.26	6,860.92	6,854.34 LT
700.0000	PHILIP MORRIS INTL INC	09/17/03	07/29/09	32,002.28	16,819.96	15,182.32 LT
200.0000	PHILIP MORRIS INTL INC	09/17/03	07/29/09	9,146.36	4,805.70	4,340.66 LT
100.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	3,237.31	3,667.44	N/C
372.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	12,042.82	13,667.61	N/C
728.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	23,583.19	26,747.37	N/C
100.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	3,240.45	3,674.09	N/C
100.0000	TEPPCO PARTNERS L P ULPI	06/14/06	08/18/09	3,245.45	3,674.08	N/C
750.0000	CIMAREX ENERGY CO	04/07/09	09/15/09	30,256.09	16,398.64	13,857.45 ST
100.0000	CIMAREX ENERGY CO	05/11/09	09/15/09	4,034.14	2,967.02	1,067.12 ST
400.0000	CIMAREX ENERGY CO	05/11/09	09/15/09	16,136.60	11,847.69	4,288.91 ST
815.0000	FEDERATED INVESTRS B	07/14/09	09/01/09	20,725.34	19,267.45	1,457.89 ST
500.0000	FEDERATED INVESTRS B	07/14/09	09/01/09	12,714.57	11,820.53	894.04 ST
185.0000	FEDERATED INVESTRS B	07/14/09	09/01/09	4,708.22	4,373.60	334.62 ST
100.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	3,900.12	3,504.06	396.06 ST
200.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	7,800.24	6,999.41	800.83 ST

Merrill Lynch

FAO MARION KENWORTHY

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
400 0000	PROGRESS ENERGY INC	04/20/09	09/01/09	15,600.50	14,006 81	1,593 69 ST
100.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	3,901.88	3,501.71	400 17 ST
500 0000	PROGRESS ENERGY INC	04/20/09	09/01/09	19,509.43	17,513.53	1,995 90 ST
300.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	11,705 67	10,520 12	1,185.55 ST
100 0000	PROGRESS ENERGY INC	04/20/09	09/01/09	3,901.89	3,507.70	394.19 ST
300.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	11,708 66	10,523.12	1,185.54 ST
1,300.0000	SOUTHERN COMPANY	06/17/09	09/01/09	39,998 81	39,817.07	181.74 ST
1,200.0000	ANNALY CAP MGMT INC	05/01/08	09/29/09	21,452 43	20,735.74	716 69 LT
1,300.0000	ANNALY CAP MGMT INC	05/01/08	09/29/09	23,246.84	22,463 73	783.11 LT
500 0000	ANNALY CAP MGMT INC	05/13/08	09/29/09	8,941.10	8,412.91	528.19 LT
850.0000	ACE LIMITED	07/28/09	10/14/09	45,627 41	41,759 90	3,867 51 ST
200.0000	PHILIP MORRIS INTL INC	09/17/03	11/09/09	9,639.69	4,805.70	4,833.99 LT
744.0000	ENTERPRISE PRDTS PRTN LP	03/29/07	11/09/09	21,129.14	26,629.42	N/C
372.0000	ENTERPRISE PRDTS PRTN LP	03/29/07	11/09/09	10,564 56	13,317.71	N/C
200.0000	K SEA TRANSN PARTNERS LP	08/18/09	10/29/09	2,126 49	3,871 12	N/C
700.0000	K SEA TRANSN PARTNERS LP	08/18/09	10/29/09	7,442.73	13,561.28	N/C
400 0000	K SEA TRANSN PARTNERS LP	08/18/09	10/29/09	4,252.99	7,750.24	N/C
1,000.0000	K SEA TRANSN PARTNERS LP	08/18/09	10/29/09	10,632.48	19,385 61	N/C
800.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	8,505.99	15,720.59	N/C
300.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	3,189.74	5,898 22	N/C
71.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	754.90	1,397.33	N/C
210.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	2,232.82	4,139.26	N/C
500 0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	5,316.25	9,860.37	N/C
590 0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	6,273.17	11,641.14	N/C
71.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	754.91	1,389.90	N/C
58.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	616.69	1,132.20	N/C
1,000 0000	WILLIAMS PIPELINE PRT	02/27/08	11/10/09	20,405.07	19,501.57	N/C
100,000.0000	FORD MTR CREDIT 7.37% 2011	06/24/09	12/10/09	101,619.65	90,544.75	11,074.90 ST
2,500.0000	INTEL CORP	09/15/09	12/11/09	49,983.62	49,354.79	628.83 ST
1,000.0000	INTEL CORP	11/18/09	12/11/09	19,993.45	20,368.93	(375 48) ST
100.0000	INTEL CORP	11/18/09	12/11/09	1,999.35	2,036.36	(37.01) ST
100.0000	INTEL CORP	11/18/09	12/11/09	1,999.35	2,036 36	(37.01) ST
400.0000	MOSAIC CO	06/29/09	12/21/09	22,707.86	17,882.06	4,825.80 ST
542.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	5,618 69	10,580.24	N/C
100.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	1,036 65	1,953.07	N/C
100.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	1,036.65	1,954.07	N/C
100.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	1,036.65	1,959.07	N/C
1,429.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	14,813.86	28,009 47	N/C
29.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	300 63	569.00	N/C
1,400.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	14,513.23	27,483.04	N/C

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Merrill Lynch

FAO MARION KENWORTHY

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
400 0000	PROGRESS ENERGY INC	04/20/09	09/01/09	15,600.50	14,006.81	1,593 69 ST
100.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	3,901 88	3,501.71	400.17 ST
500 0000	PROGRESS ENERGY INC	04/20/09	09/01/09	19,509 43	17,513.53	1,995 90 ST
300.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	11,705 67	10,520.12	1,185.55 ST
100 0000	PROGRESS ENERGY INC	04/20/09	09/01/09	3,901.89	3,507.70	394.19 ST
300.0000	PROGRESS ENERGY INC	04/20/09	09/01/09	11,708.66	10,523 12	1,185 54 ST
1,300.0000	SOUTHERN COMPANY	06/17/09	09/01/09	39,998.81	39,817 07	181.74 ST
1,200.0000	ANNALY CAP MGMT INC	05/01/08	09/29/09	21,452.43	20,735.74	716.69 LT
1,300.0000	ANNALY CAP MGMT INC	05/01/08	09/29/09	23,246.84	22,463.73	783.11 LT
500 0000	ANNALY CAP MGMT INC	05/13/08	09/29/09	8,941.10	8,412.91	528.19 LT
850.0000	ACE LIMITED	07/28/09	10/14/09	45,627.41	41,759 90	3,867.51 ST
200.0000	PHILIP MORRIS INTL INC	09/17/03	11/09/09	9,639.69	4,805.70	4,833.99 LT
744 0000	ENTERPRISE PRDTS PRTN LP	03/29/07	11/09/09	21,129.14	26,629 42	N/C
372.0000	ENTERPRISE PRDTS PRTN LP	03/29/07	11/09/09	10,564.56	13,317 71	N/C
200.0000	K SEA TRANSN PARTNERS LP	08/18/09	10/29/09	2,126 49	3,871 12	N/C
700.0000	K SEA TRANSN PARTNERS LP	08/18/09	10/29/09	7,442.73	13,561.28	N/C
400.0000	K SEA TRANSN PARTNERS LP	08/18/09	10/29/09	4,252.99	7,750 24	N/C
1,000.0000	K SEA TRANSN PARTNERS LP	08/18/09	10/29/09	10,632 48	19,385.61	N/C
800.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	8,505 99	15,720.59	N/C
300 0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	3,189 74	5,898.22	N/C
71.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	754.90	1,397.33	N/C
210.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	2,232.82	4,139.26	N/C
500.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	5,316.25	9,860.37	N/C
590.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	6,273.17	11,641 14	N/C
71.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	754.91	1,389 90	N/C
58.0000	K SEA TRANSN PARTNERS LP	09/01/09	10/29/09	616.69	1,132.20	N/C
1,000.0000	WILLIAMS PIPELINE PRT	02/27/08	11/10/09	20,405.07	19,501.57	N/C
100,000.0000	FORD MTR CREDIT 7.37% 2011	06/24/09	12/10/09	101,619.65	90,544.75	11,074.90 ST
2,500.0000	INTEL CORP	09/15/09	12/11/09	49,983 62	49,354.79	628.83 ST
1,000.0000	INTEL CORP	11/18/09	12/11/09	19,993 45	20,368.93	(375.48) ST
100.0000	INTEL CORP	11/18/09	12/11/09	1,999 35	2,036.36	(37.01) ST
100.0000	INTEL CORP	11/18/09	12/11/09	1,999 35	2,036.36	(37.01) ST
400.0000	MOSAIC CO	06/29/09	12/21/09	22,707.86	17,882.06	4,825.80 ST
542.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	5,618.69	10,580.24	N/C
100.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	1,036 65	1,953 07	N/C
100.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	1,036.65	1,954 07	N/C
100.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	1,036.65	1,959.07	N/C
1,429.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	14,813.86	28,009.47	N/C
29.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	300 63	569 00	N/C
1,400.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	14,513.23	27,483.04	N/C

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Merrill Lynch

FAO MARION KENWORTHY

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
1,100.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	11,403.26	21,604.81	N/C
100.0000	K SEA TRANSN PARTNERS LP	09/01/09	12/01/09	1,039.27	1,964.08	N/C
		Short term		1,471,698.46	1,541,003.70	(69,305)
		Long Term		643,370.48	1,257,454.25	(614,084)

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MARION E KENWORTHY SARAH H

WCMA® Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
			Other Activity			
07/31/09	Check		MONTHLY AMT ISSUED		12,910 72	
08/31/09	Check		MONTHLY AMT ISSUED		12,663 27	
09/30/09	Check		MONTHLY AMT-CK 1 OF 2		15,818.00	
09/30/09	Check		MONTHLY AMT-CK 2 OF 2		5,875.46	
10/30/09	Check		MONTHLY AMT ISSUED		11,548.60	
11/30/09	Check		MONTHLY AMT ISSUED		14,528 75	
12/31/09	Check		MONTHLY AMT-CK 1 OF 2		14,351.00	
12/31/09	Check		MONTHLY AMT-CK 2 OF 2		2,544 35	
12/31/09	Check		TOTAL DIV/INT CK AMT		1 03	
			Net Total		**180,633.55**	**108.68**
			Fees			
03/04/09			ACCOUNT FEE		300.00	
			Net Total		**300.00**	

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
50,000 0000	AT&T INC 4.95%JAN15 13	12/05/08	01/06/09	50,094 50	48,439.50	1,655.00 ST
500,000 0000	HILLS 12 5% 03 DCC RTESC	05/15/06	01/26/09	N/A	N/A	N/C
500.0000	UST INC COM	06/10/08	01/06/09	34,750.00	28,098 75	6,651.25 ST
60,000.0000	TIME WARNER INC 6.87% 2012	11/25/08	01/28/09	60,178 80	56,295 00	3,883 80 ST
60,000 0000	GOLDMAN SACHS GRO 6.87% 11	11/26/08	01/28/09	61,258 20	58,210.20	3,048 00 ST
75,000.0000	VERIZON COMMUN 5 55% 2016	12/05/08	03/20/09	76,284 00	68,014 50	8,269 50 ST
737 5110	AMERN NEW WORLD FD CL C	05/04/06	03/02/09	19,329 04	33,394 50	(14,065 46) LT
1.0000	AMERN NEW WORLD FD CL C	05/09/06	03/02/09	26.20	46 07	(19 87) LT
7.0000	AMERN NEW WORLD FD CL C	12/27/06	03/02/09	183 45	325 71	(142 26) LT
63 0000	AMERN NEW WORLD FD CL C	12/27/06	03/02/09	1,651 13	2,931.39	(1,280.26) LT
19 0000	AMERN NEW WORLD FD CL C	12/27/06	03/02/09	497 96	884.07	(386.11) LT
1 0000	AMERN NEW WORLD FD CL C	12/28/06	03/02/09	26 20	47 11	(20 91) LT
1.0000	AMERN NEW WORLD FD CL C	12/28/06	03/02/09	26 20	47 11	(20.91) LT

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Merrill Lynch

MARION E KENWORTHY SARAH H

WCMA® Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
551.0000	AMERN NEW WORLD FD CL C	09/11/07	03/02/09	14,440 86	29,985.41	(15,544.55) LT
6.0000	AMERN NEW WORLD FD CL C	12/13/07	03/02/09	157.25	350 40	(193.15) LT
82.0000	AMERN NEW WORLD FD CL C	12/13/07	03/02/09	2,149 09	4,788.80	(2,639.71) LT
18.0000	AMERN NEW WORLD FD CL C	12/13/07	03/02/09	471.75	1,051 20	(579 45) LT
2.0000	AMERN NEW WORLD FD CL C	12/14/07	03/02/09	52.41	113.20	(60 79) LT
867.0000	AMERN NEW WORLD FD CL C	12/24/07	03/02/09	22,722.74	49,947.87	(27,225.13) LT
1.0000	AMERN NEW WORLD FD CL C	12/28/07	03/02/09	26.20	57.97	(31.77) LT
885.0000	AMERN NEW WORLD FD CL C	05/13/08	03/02/09	23,194 51	49,975.95	(26,781 44) ST
1.0000	AMERN NEW WORLD FD CL C	05/16/08	03/02/09	26.20	57 82	(31.62) ST
10.0000	AMERN NEW WORLD FD CL C	12/24/08	03/02/09	262.11	299.30	(37.19) ST
50,000.0000	GENL ELEC CAP COR 5.87% 12	03/06/09	05/11/09	51,166.50	45,385.00	5,781.50 ST
75,000.0000	HOME DEPOT INC 5 25% 2013	11/13/08	05/19/09	76,700.25	65,737.75	10,962.50 ST
100,000 0000	WASTE MANAGEMENT 6.37% 12	12/05/08	05/14/09	101,615.00	95,510.00	6,105.00 ST
700 0000	ENERPLUS RES TR UT NEW	01/10/07	05/12/09	16,257 07	28,087.50	(11,830.43) LT
500.0000	ENERPLUS RES TR UT NEW	01/10/07	05/12/09	11,612.20	20,067.50	(8,455.30) LT
200.0000	ENERPLUS RES TR UT NEW	01/10/07	05/12/09	4,646.87	8,027.00	(3,380.13) LT
100.0000	ENERPLUS RES TR UT NEW	01/10/07	05/12/09	2,324.43	4,013.50	(1,689.07) LT
300.0000	ENERPLUS RES TR UT NEW	10/24/07	05/12/09	6,973.32	14,158.50	(7,185.18) LT
600 0000	ENERPLUS RES TR UT NEW	10/24/07	05/12/09	13,946.64	28,323.00	(14,376.36) LT
100 0000	ENERPLUS RES TR UT NEW	10/24/07	05/12/09	2,324 44	4,721.50	(2,397.06) LT
75,000.0000	ALCOA INC 6.00%JAN15 12	11/24/08	06/10/09	75,367.50	71,322.00	4,045.50 ST
25,000.0000	ALCOA INC 6.00%JAN15 12	12/15/08	06/10/09	25,122 50	23,125.00	1,997.50 ST
75,000.0000	AMERICAN EXPRESS 5.25% 11	11/18/08	06/10/09	75,562.50	70,299.00	5,263.50 ST
75,000.0000	ANHEUSER-BUSCH CO 4.95% 14	11/13/08	06/11/09	73,959.00	67,091 50	6,867.50 ST
66,000.0000	DOW CHEMICAL 6.00%OCT01 12	03/06/09	06/10/09	66,897.60	57,429.90	9,467.70 ST
95,000 0000	CD GOLDMAN SACHS BK USA	09/22/08	06/10/09	97,120.40	95,000.00	2,120 40 ST
1,000 0000	JOHNSON AND JOHNSON COM	01/31/06	07/17/09	58,848 98	58,449.21	399.77 LT
75,000 0000	NM PRUDENTIAL FINL INC	02/02/09	08/18/09	72,758.25	67,114.75	5,643.50 ST
600.0000	COCA COLA COM	05/13/08	08/10/09	29,369.54	34,179 00	(4,809.46) LT
1,000.0000	AFLAC INC COM	02/02/09	09/09/09	39,759.47	23,250.00	16,509 47 ST
1,000.0000	CORTS-IBM CLD	05/11/04	09/28/09	25,000.00	25,037.88	(37 88) LT
800 0000	CORTS-IBM CLD	05/17/04	09/28/09	20,000 00	20,060.34	(60.34) LT
100.0000	CORTS-IBM CLD	05/17/04	09/28/09	2,500.00	2,505.54	(5.54) LT
500.0000	DU PONT E I DE NEMOURS	07/16/02	09/09/09	15,672.34	20,454.87	(4,782.53) LT
1,000.0000	DU PONT E I DE NEMOURS	09/06/02	09/09/09	31,344.69	39,003.86	(7,659.17) LT
250.0000	DU PONT E I DE NEMOURS	05/18/04	09/09/09	7,836.18	10,453 53	(2,617.35) LT
700 0000	HONEYWELL INTL INC DEL	06/03/03	09/09/09	26,820.15	18,992.81	7,827.34 LT
500.0000	HONEYWELL INTL INC DEL	06/06/03	09/09/09	19,157.26	14,134.92	5,022 34 LT
500.0000	HONEYWELL INTL INC DEL	06/25/03	09/09/09	19,157.26	14,049.31	5,107.95 LT
1,500.0000	PFIZER INC DEL PV$0.05	04/25/07	09/09/09	24,135.57	39,345.00	(15,209.43) LT

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WCMA® Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
500 0000	PFIZER INC DEL PV$0.05	05/01/07	09/09/09	8,045.20	13,315 00	(5,269 80) LT
500.0000	PROCTER & GAMBLE CO	05/13/08	09/09/09	26,772.81	33,025 00	(6,252 19) LT
75,000 0000	WEYERHAEUSER CO 7.50% 2013	11/18/08	12/11/09	77,231.25	70,238 50	6,992 75 LT
	Short Term			1,062,077.29	990,655.92	71,427.37
	Long Term			511,736.68	644,614.08	(132,877.40)
				1,573,813.97	1,635,270	(61,456.03)

5

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MARION E KENWORTHY SARAH H

WCMA® Fiscal Statement

Agreement Regarding Your Securities Account and Other Important Information
You, the Client, and we, Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S), a registered broker-dealer and wholly-owned subsidiary of Bank of America Corporation, agree as follows
(1) We will direct your order for an equity or option through a routing system to what is expected to be the best execution venues for that equity or option
(2) Except for certain custodial accounts, we will hold bonds and preferred stocks in bulk segregation In the event of a partial call for those securities, the securities to be called will be randomly selected from those held in bulk with the probability of your holdings being selected being in proportion to all such securities held with us
(3) We are not responsible for the loss or destruction of securities that are placed in the custody of a non-U S bank or broker or other custodian, and are lost or destroyed as a result of war, civil commotion, enemy action, government acts or any other causes beyond the control of the depository or us
(4) This statement of account shall be deemed conclusive if not objected to within ten (10) business days after delivery of or communication of the statement to you Promptly report any inaccuracy to Merrill Lynch Client Services at (800)MER-RILL To protect your rights, oral communications should be re-confirmed by you in writing
(5) We receive a fee from ISA® banks of up to 2% per annum of the average daily balances We receive a fee from our affiliated banks of up to $30 per annum for each retirement account and $65 per annum for each non-retirement account that sweeps balances to the banks under the RASP℠ and ML bank deposit programs
(6) You will have the right to vote full shares, and we may solicit instructions concerning the voting of full shares held in your account The voting shares in your account will be governed by the rules and policies of the New York Stock Exchange and the Securities and Exchange Commission then in effect, or other applicable exchanges or regulatory provisions
(7) This statement serves as a confirmation of purchases that result from automatic reinvestment transactions, as well as your AIPS transactions, during the statement period
(8) As an options client, please advise us promptly of any material change in your investment objectives or financial condition Individual options commission charges have been included in your confirmation, a summary of this information will be made available to you upon request
(9) All transactions in your account are subject to the constitution, rules, regulations, customs, usages, rulings and interpretations of the exchange or market, and its clearinghouse, if any, where the transactions are executed, and if not executed on any exchange, the Financial Industry Regulatory Authority (FINRA)
(10) We are associated with a NYSE Designated Market Maker (DMM) that may make a market in the security(ies) that are held in your account The DMM may at any time have a "long" or "short" inventory position in such security and, as a result of its function as a market maker, it may be on the opposite side of transactions in the security executed on the floor of the NYSE We also act as a market maker, dealer, block positioner or arbitrageur in certain securities As a result of that activity, we or one of our affiliates may have a position on the opposite side of a transaction that we execute for you and may profit from such trading
(11) We can use your free credit balance in our business and such funds are not segregated You have the right to receive, in the normal course of business, any free credit balance and any fully paid securities to which you are entitled, subject to any open commitments in any of your accounts
(12) Our financial statement is available for your inspection at our office, or a copy will be mailed upon request to Merrill Lynch, WFC-NT, New York, N Y 10281
(13) ... except that interest due for the ... day of the statement period will be carried over and appear on your next statement
(14) The Securities Investor Protection Corporation (SIPC) and our excess-SIPC bond do not cover assets that are not securities or assets that are not held at MLPF&S, such as cash on deposit at FIA Card Services, N A and Bank of America Rhode Island, N A (Merrill Lynch affiliated banks), Bank of America, N A or other depository institutions Those bank deposits are protected by the Federal Deposit Insurance Corporation MLPF&S is not a bank Unless otherwise disclosed, INVESTMENTS THROUGH MLPF&S ARE NOT FDIC INSURED, ARE NOT BANK GUARANTEED, AND MAY LOSE VALUE To obtain information about SIPC, including the SIPC Brochure, contact SIPC at < <http //www sipc org> > or (202) 371-8300
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Managed Trust Units: Information is based on data from the Merrill Lynch Trust Company or its agent Neither the Trust nor its units are held in your MLPF&S account and they are not covered by SIPC
Fixed-Income Securities: Values on your statement generally are based on estimates, which are obtained from various sources. The values often vary from prices achieved in actual transactions, especially for thinly traded securities, and are not firm bids or offers The values assume no unusual market conditions and are generally for transactions of $1 million or more, which often have more favorable pricing than transactions in smaller amounts Accordingly, you may pay more than the values if you purchase securities, or receive less if you sell securities
Insurance Policies: Information is based on data from the insurer that issued the policy We are not responsible for the calculation of policy values Policies are generally not held in your MLPF&S account If we as custodian or trustee hold a policy that is a security, SIPC protection and excess-SIPC protection apply
Est. Annual Yield%: An annualized yield based on rates for the statement month Current yields may be higher or lower

Symbols and Abbreviations

¤	Interest reported to the IRS	N/A	Value and/or cost data not available
■	Gross Proceeds reported to the IRS	N/C	Not-Calculated
*	Dividends reported to the IRS.	N/N	Non-negotiable securities
·	Transactions reported to IRS	N/O	Held registered in your name
OCC	Options Clearing Corporation	N/O CUST	Non-negotiable Custodian Registration.
#	Transaction you requested required same-day payment - Last day's dividend retained to offset cost of advancing payment on your behalf		
RD	Bonds are changeable from coupon to registered and vice versa without charge		
RG	Bonds registered for both principal and interest.		
↑↓	Indicates that BAS-ML Research has upgraded (↑) or downgraded (↓) its fundamental equity opinion on a security		

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