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

OMB No 1545-0052

2009

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

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

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

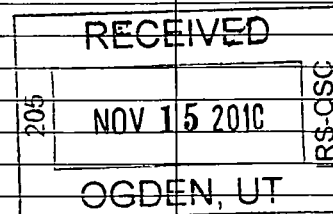
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation PLEROMA, INC .		A Employer identification number 20-0622367
	Number and street (or P O box number if mail is not delivered to street address) PO BOX 1796	Room/suite	B Telephone number (see page 10 of the instructions) 254-897-3145
	City or town, state, and ZIP code GLEN ROSE, TX 76043		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ **16,613,475.00**

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B.				
	2 Check <input type="checkbox"/>				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	270,274.00	270,274.00		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	(814,774.00)			
	b Gross sales price for all assets on line 6a 3,617,027.00				
	7 Capital gain net income (from Part IV, line 2)		-814,744.00		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	(152,933.00)	(152,933.00)		
	12 Total. Add lines 1 through 11	(697,433.00)	(697,403.00)		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,055.00	5,055.00		
	c Other professional fees (attach schedule)	86,726.00	86,726.00		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	7,409.00	7,409.00		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,707.00	1,707.00		
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,300.00	3,300.00		
	24 Total operating and administrative expenses. Add lines 13 through 23	104,197.00	104,197.00		
	25 Contributions, gifts, grants paid	1,103,663.00			1,103,663.00
	26 Total expenses and disbursements. Add lines 24 and 25	1,207,860.00	104,197.00		1,103,663.00
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	(1,905,293.00)			
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)				



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b

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	803,467.00	919,247.00	919,247.00
	2 Savings and temporary cash investments			
	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)	16,268,727.00	14,294,154.00	15,694,228.00
	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)	17,072,194.00	15,213,401.00	16,613,475.00	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	17,072,194.00	15,213,401.00	
	30 Total net assets or fund balances (see page 17 of the instructions)	17,072,194.00	15,213,401.00	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,072,194.00	15,213,401.00		

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	17,072,194.00
2 Enter amount from Part I, line 27a	2	(1,905,293.00)
3 Other increases not included in line 2 (itemize) ▶ 2008 refund of excise tax	3	46,500.00
4 Add lines 1, 2, and 3	4	15,213,401.00
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	15,213,401.00

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 TBL CAPITAL K-1			P	VARIOUS	VARIOUS
b HIGHWATER GLOBAL FUND LLC K-1			P	VARIOUS	VARIOUS
c HIGH PLAINS FUND LLC K-1			P	VARIOUS	VARIOUS
d SCHEDULE ATTACHED - SECURITY SALES			P	VARIOUS	VARIOUS
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		59,702.00	(59,702.00)		
b		182,532.00	(182,532.00)		
c 2,453.00			2,453.00		
d 3,617,027.00		4,192,020.00	(574,993.00)		
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			(59,702.00)		
b			(182,532.00)		
c			2,453.00		
d			(574,993.00)		
e					
2 Capital gain net income or (net capital loss)			2	(814,774.00)	
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.					

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	1,346,997.00	19,000,958.00	0.0709
2007	0.00	17,727,613.00	
2006	6,616,455.00	8,652,438.00	0.7647
2005	0.00	6,040.00	
2004	1,000.00	14,946.00	0.0669
2 Total of line 1, column (d)			
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			
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			
5 Multiply line 4 by line 3			
6 Enter 1% of net investment income (1% of Part I, line 27b)			
7 Add lines 5 and 6			
8 Enter qualifying distributions from Part XII, line 4			

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1		
	Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	0.00
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	0
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations-tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **►** _____

14 The books are in care of **► M. CHRISTINE JURZYKOWSKI** Telephone no **► 254-897-3145**
 Located at **► PO BOX 1796 GLEN ROSE, TX** ZIP + 4 **► 76043**

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> 1b		
Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> 1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see page 20 of the instructions) <input type="checkbox"/> 2b		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) <input type="checkbox"/> 3b		X
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> 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? <input type="checkbox"/> 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** ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐
- c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
M. CHRISTINE JURZYKOWSKI PO BOX 1796 GLEN ROSE, TX 76043	DIRECTOR 3HRS/WK	0.00	0.00	0.00
MARK FINSER 9 LEYTON COURT MILL VALLEY, CA 94941	DIRECTOR 3HRS/WK	0.00	0.00	0.00
CLAUDE DEL PEPIN 99 WABENA WAY PUTNAM, VT 05346	DIRECTOR 3HRS/WK	0.00	0.00	0.00

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 **0**

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
BOSTON COMMON ASSET MANAGEMENT LLC 84 STATE STREET SUITE 1000, BOSTON MA 02109	PORTFOLIO ADV FEES	36,474.00
AVALON TRUST 125 LINCOLN AVE SUITE 301, SANTA FE, NM 87501	PORTFOLIO ADV FEES	30,092.00

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 FUNDS DEDICATED TO PURPOSES OUTLINED IN SECTION 501C 3 OF THE INTERNAL REVENUE CODE	
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	
2	
All other program-related investments See page 24 of the instructions	
3	
Total. Add lines 1 through 3 ▶	

Form 990-PF (2009)

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	15,255,721.00
b	Average of monthly cash balances	1b	1,021,832.00
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	16,277,553.00
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	
3	Subtract line 2 from line 1d	3	16,277,553.00
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	244,163.30
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,033,389.70
6	Minimum investment return. Enter 5% of line 5	6	801,669.49

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	801,669.49
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	801,669.49
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	801,669.49
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	801,669.49

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,103,663.00
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	1,103,663.00
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,103,663.00

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				801,669.49
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006	4,474,696.00			
d From 2007				
e From 2008	1,346,997.00			
f Total of lines 3a through e	5,821,693.00			
4 Qualifying distributions for 2009 from Part XII, line 4 ► \$ 1,103,663.00				
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				
e Remaining amount distributed out of corpus . .	1,103,663.00			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	801,669.49			801,669.49
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	6,123,686.51			
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	6,123,686.51			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006	3,673,027.00			
c Excess from 2007				
d Excess from 2008	1,346,997.00			
e Excess from 2009	1,103,663.00			

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 ▶

N/A

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

4942(1)(3) or

4942(1)(5)

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

b 85% of line 2a

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

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

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

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

a "Assets" alternative test - enter

(1) Value of all assets

(2) Value of assets qualifying under section

4942(j)(3)(B)(i). . . .

b "Endowment" alternative test-
enter 2/3 of minimum invest-
ment return shown in Part X,
line 6 for each year listed

C "Support" alternative test - enter

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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))

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

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

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

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

c Any submission deadlines

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

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

Form **990-PF** (2009)

Enter gross amounts unless otherwise indicated

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

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)
---------------	---

[illegible]

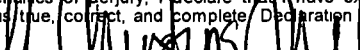

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule

(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.			
	 Signature of officer or trustee		Date 11.8.2010	Title PRESIDENT
Paid Preparer's Use Only	Preparer's signature 	Date 11/2/10	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions) P00706204
	Firm's name (or yours if self-employed), address, and ZIP code BULLOCK HARTLEY 1200 SUMMIT SUITE 430 FORT WORTH, TX 76102			EIN ▶ 75-2566481 Phone no 817-885-8001

Schedule of Contributors

OMB No 1545-0047

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

2009

Name of the organization

Employer identification number

PLEROMA, INC .

20-0622367

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

PLEROMA, INC.

Employer identification number

20-0622367

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
	N/A	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

PLEROMA, INC

Employer identification number

20-0622367

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
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

PLEROMA, INC.

Employer identification number

20-0622367

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete columns (a) through (e) and the following line entryFor organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once See instructions) ► \$

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

PLEROMA, INC.
SCHEDULE OF SECURITY SALES
12/31/2009

<u>Proceeds - Sale of Securities</u>		<u>Cost Basis - Sale of Securities</u>		<u>Gain (Loss)</u>
10 New Oriental	772	10 New Oriental	701	71
10 Toray	595	10 Toray	740	-145
10 American Movil	433	10 American Movil	425	8
10 AXA	183	10 AXA	389	-206
10 Google	4,999	10 Google	4,584	415
10 Inditex	591	10 Inditex	471	120
10 Johnson Matthey	364	10 Johnson Matthey	595	-231
10 Kao	1,970	10 Kao	2,798	-828
10 KAO Corp	2,140	10 KAO Corp	2,798	-658
10 Lonza	963	10 Lonza	893	70
10 New Oriental	621	10 New Oriental	535	86
10 Phonakholding	807	10 Phonakholding	455	352
10 Sohu	681	10 Sohu	626	55
10 Sonova	1,034	10 Sonova	455	579
10 Toray	478	10 Toray	740	-262
10 Toyota	640	10 Toyota	1,160	-520
10 Toyota Motor	751	10 Toyota Motor	1,160	-409
100 Canon	3,835	100 Canon	5,382	-1,547
100 CEMIG	1,321	100 CEMIG	1,446	-125
100 Fanuc	6,525	100 Fanuc	8,145	-1,620
100 Hang Seng	1,419	100 Hang Seng	1,464	-45
100 Praxair	6,964	100 Praxair	6,312	652
100 Standard	1,235	100 Standard	2,880	-1,645
100 Thermo	4,427	100 Thermo	3,771	656
1000 Chubb	35,087	1000 Chubb	2,962	32,125
1000 Caterpillar	23,401	1000 Caterpillar	40,656	-17,255
1000 CVS	24,641	1000 CVS	33,002	-8,361
1000 Glaxosmith	28,292	1000 Glaxosmith	56,527	-28,235
1000 HSBC Holdings	40,139	1000 HSBC Holdings	95,110	-54,971
1000 J&J	47,562	1000 J&J	2,420	45,142
1000 Southern	27,701	1000 Southern	4,841	22,860
1000 TEVA	43,952	1000 TEVA	33,542	10,410
1035 Genentech	98,325	1035 Genentech	76,144	22,181
105 Centurytel	3,512	105 Centurytel	2,762	750
105 Costco	4,872	105 Costco	5,787	-915
105 Taiwan Semi	1,131	105 Taiwan Semi	1,077	54
110 Deere	4,789	110 Deere	4,900	-111
110 Emerson	4,342	110 Emerson	5,948	-1,606
110 HP	5,255	110 HP	4,379	876
110 Kellogg	4,966	110 Kellogg	5,892	-926
110 Thermo	4,314	110 Thermo	4,148	166
110 WGL	3,465	110 WGL	3,547	-82

PLEROMA, INC.
SCHEDULE OF SECURITY SALES

12/31/2009

1115 Northern Trust	55,084	1115 Northern Trust	64,205	-9,121
1125 Medtronic	37,099	1125 Medtronic	54,796	-17,697
115 BP	6,158	115 BP	5,529	629
115 Netapp	2,157	115 Netapp	2,043	114
115 PG	6,725	115 PG	7,140	-415
115 Scottish Southern	1,843	115 Scottish Southern	3,296	-1,453
115 Thermo	4,137	115 Thermo	3,988	149
120 Amer Movil	3,017	120 Amer Movil	5,129	-2,112
120 BP	5,647	120 BP	5,770	-123
120 Disney	3,394	120 Disney	4,070	-676
120 Parker	4,140	120 Parker	6,654	-2,514
120 WGL	3,978	120 WGL	3,870	108
120 XTO	3,719	120 XTO	4,206	-487
1208 Time Warner	37,493	1208 Time Warner	51,517	-14,024
1240 Campbell Soup	39,595	1240 Campbell Soup	45,491	-5,896
125 Colgate Palmolive	8,765	125 Colgate Palmolive	8,248	517
125 Deere	4,859	125 Deere	5,568	-709
125 Emerson	3,955	125 Emerson	6,840	-2,885
125 JJ	7,670	125 JJ	8,276	-606
125 Northern Trust	7,529	125 Northern Trust	7,860	-331
125 Novartis	6,172	125 Novartis	7,144	-972
125 SPDR	11,358	125 SPDR	7,361	3,997
1295 Cisco	27,213	1295 Cisco	32,054	-4,841
130 Austrailia & NZ	1,435	130 Austrailia & NZ	2,727	-1,292
130 Canon	3,203	130 Canon	6,997	-3,794
130 Hansen	294	130 Hansen	173	121
130 Juniper	1,998	130 Juniper	2,042	-44
130 Netapp	3,451	130 Netapp	3,242	209
130 Qualcomm	5,118	130 Qualcomm	4,903	215
130 Taiwan	1,188	130 Taiwan	1,340	-152
130 Vodafone	2,512	130 Vodafone	4,177	-1,665
132 Cadbury	6,583	132 Cadbury	6,262	321
135 Unilever	4,335	135 Unilever	3,314	1,021
135 Adobe	4,468	135 Adobe	5,189	-721
135 Nokia	1,595	135 Nokia	2,723	-1,128
135 Unilever	2,666	135 Unilever	3,495	-829
140 Becton	9,484	140 Becton	9,916	-432
140 Campbell	4,007	140 Campbell	5,343	-1,336
140 Cemig	2,101	140 Cemig	2,530	-429
1410 Tenaris	28,627	1410 Tenaris	51,007	-22,380
145 Apache	9,432	145 Apache	11,275	-1,843
145 Sunpower	3,555	145 Sunpower	12,089	-8,534
1490 Smith Intl	29,408	1490 Smith Intl	75,181	-45,773
15 HSBC	864	15 HSBC	844	20
15 Vestas	1,077	15 Vestas	398	679
15 AMER	528	15 AMER	637	-109
15 Canon	610	15 Canon	807	-197

PLEROMA, INC.
SCHEDULE OF SECURITY SALES

12/31/2009

15 HSBC	633	15 HSBC	844	-211
15 Inditex	706	15 Inditex	707	-1
15 Kubota	648	15 Kubota	677	-29
15 Lonza	1,451	15 Lonza	1,340	111
15 Phonakholding	895	15 Phonakholding	683	212
15 Sims	282	15 Sims	465	-183
15 Toray	608	15 Toray	1,110	-502
15 Vestas	1,002	15 Vestas	398	604
15 Yara	463	15 Yara	406	57
150 Cisco	3,565	150 Cisco	3,683	-118
150 Hewlett	5,620	150 Hewlett	5,971	-351
150 Medtronic	4,443	150 Medtronic	7,306	-2,863
1500 3M	82,731	1500 3M	119,385	-36,654
1500 Glaxosmith	45,693	1500 Glaxosmith	84,791	-39,098
155 Adobe	4,277	155 Adobe	6,333	-2,056
155 JP	6,838	155 JP	7,480	-642
155 Staples	3,607	155 Staples	4,148	-541
160 Genzyme	9,654	160 Genzyme	12,751	-3,097
1620 Cisco	25,625	1620 Cisco	47,466	-21,841
1625 Tomra Systems	5,958	1625 Tomra Systems	11,877	-5,919
1630 Shinsei Bank	2,730	1630 Shinsei Bank	19,544	-16,814
165 L Air	2,668	165 L Air	3,071	-403
170 IBM	16,631	170 IBM	15,566	1,065
1740 Centurytel	58,136	1740 Centurytel	45,457	12,679
175 3M	8,797	175 3M	13,228	-4,431
175 Acergy	1,085	175 Acergy	3,024	-1,939
175 JP	7,313	175 JP	8,445	-1,132
180 Dentsply	4,891	180 Dentsply	5,823	-932
180 Energy Transfer	6,637	180 Energy Transfer	6,311	326
180 Novartis	7,576	180 Novartis	10,287	-2,711
180 SAP	6,439	180 SAP	9,347	-2,908
185 Pearson	1,859	185 Pearson	2,662	-803
1945 Microsoft	45,726	1945 Microsoft	55,569	-9,843
195 First Solar	25,839	195 First Solar	29,385	-3,546
20 Abengoa	597	20 Abengoa	689	-92
20 Apple	3,723	20 Apple	2,724	999
20 Banco	225	20 Banco	339	-114
20 BP PLC	1,071	20 BP PLC	1,343	-272
20 BP PLC	941	20 BP PLC	1,343	-402
20 Disney	457	20 Disney	678	-221
20 Johnson Matthey	906	20 Johnson & Matthey	1,190	-284
20 Kubota	749	20 Kubota	902	-153
20 Nintendo	654	20 Nintendo	1,172	-518
20 SAP	976	20 SAP	1,038	-62
20 Smith & Nephew	896	20 Smith & Nephew	930	-34
20 Tokoyo Marine	587	20 Tokoyo Marine	789	-202
20 Yara	561	20 Yara	541	20

PLEROMA, INC.
SCHEDULE OF SECURITY SALES

12/31/2009

200 Proctor & Gamble	10,086	200 Proctor & Gamble	12,654	-2,568
2000 Chubb	96,463	2000 Chubb	5,923	90,540
2000 Honda	44,071	2000 Honda	70,235	-26,164
2000 JJ	128,981	2000 JJ	4,840	124,141
2000 Qualcomm	69,591	2000 Qualcomm	80,635	-11,044
205 SPDR	18,543	205 SPDR	12,180	6,363
205 Vodafone	3,616	205 Vodafone	4,963	-1,347
210 Staples	4,118	210 Staples	5,620	-1,502
215 Chubb	9,101	215 Chubb	11,246	-2,145
215 Johnson	11,827	215 Johnson	14,500	-2,673
220 Colgate	13,061	220 Colgate	14,516	-1,455
220 Deere	7,319	220 Deere	9,800	-2,481
220 Vestas Wind	9,616	220 Vestas Wind	20,954	-11,338
225 Banco Santander	1,555	225 Banco Santander	3,811	-2,256
225 Cemig	3,880	225 Cemig	3,188	692
235 Kellogg	8,641	235 Kellogg	12,588	-3,947
240 Kubota	5,453	240 Kubota	10,825	-5,372
240 Praixair	16,312	240 Praixair	15,150	1,162
240 US Bancorp	5,268	240 US Bancorp	8,102	-2,834
240 Vodafone	5,539	240 Vodafone	7,711	-2,172
25 Henkel	900	25 Henkel	1,100	-200
25 Novartis	1,234	25 Novartis	1,429	-195
25 Tenaris	903	25 Tenaris	907	-4
25 Apple	3,361	25 Apple	3,405	-44
25 Cadbury	1,277	25 Cadbury	1,277	0
25 Canon	816	25 Canon	1,346	-530
25 First	4,145	25 First	5,327	-1,182
25 Franklin	2,531	25 Franklin	2,315	216
25 Henkel	672	25 Henkel	1,100	-428
25 Nintendo	826	25 Nintendo	1,465	-639
25 Novartis	1,052	25 Novartis	1,429	-377
25 SAP AG	992	25 SAP AG	1,297	-305
25 Sims	495	25 Sims	775	-280
25 Tenaris	647	25 Tenaris	907	-260
25 Tokio Marine	616	25 Tokio Marine	986	-370
250 Taiwan Semi	2,257	250 Taiwan Semi	2,577	-320
260 Cisco	4,836	260 Cisco	7,618	-2,782
260 HP	8,468	260 HP	10,351	-1,883
260 Nokia	3,708	260 Nokia	5,244	-1,536
2600 Verizon	76,786	2600 Verizon	76,281	505
265 J&J	14,024	265 J&J	18,047	-4,023
280 Emerson	8,128	280 Emerson	15,893	-7,765
280 Time Warner	6,845	280 Time Warner	12,087	-5,242
285 Nintendo	8,653	285 Nintendo	16,701	-8,048
30 Nokia	460	30 Nokia	605	-145
30 Abengoa SA	395	30 Abengoa SA	1,033	-638
30 ABENGOASA	676	30 ABENGOASA	1,033	-357

PLEROMA, INC.
SCHEDULE OF SECURITY SALES

12/31/2009

30 AXA	785	30 AXA	1,167	-382
30 Bard	2,371	30 Bard	2,286	85
30 HSBC	860	30 HSBC	1,688	-828
30 Koninklijke	748	30 Koninklijke	1,051	-303
30 Nokia	432	30 Nokia	605	-173
30 Roche	1,229	30 Roche	1,166	63
30 Smith & Nephew	1,107	30 Smith & Nephew	1,394	-287
30 Veolia	1,156	30 Veolia	1,780	-624
300 Campbell Soup	8,268	300 Campbell Soup	11,450	-3,182
300 Cemig	4,410	300 Cemig	4,337	73
300 CenturyTel	8,550	300 CenturyTel	7,893	657
300 Disney	5,496	300 Disney	10,174	-4,678
3000 Emerson Elec	83,546	3000 Emerson Elec	129,500	-45,954
3000 Honda Motor	91,780	3000 Honda Motor	103,840	-12,060
3000 Oracle	43,620	3000 Oracle	51,490	-7,870
3000 Southern	100,472	3000 Southern	14,524	85,948
305 Kasikornbank	766	305 Kasikornbank	684	82
3090 AT&T	74,693	3090 AT&T	96,886	-22,193
315 BP PLC	12,786	315 BP PLC	15,145	-2,359
315 Proctor	15,016	315 Proctor	20,770	-5,754
315 T Rowe	9,122	315 T Rowe	15,006	-5,884
335 Deere	18,239	335 Deere	14,923	3,316
335 P&G	17,666	335 P&G	21,107	-3,441
35 Amer Movil	964	35 Amer Movil	1,487	-523
35 Becton	2,451	35 Becton	2,462	-11
35 Cadbury	1,231	35 Cadbury	1,788	-557
35 Danone	337	35 Danone	336	1
35 Grainger	3,116	35 Grainger	2,532	584
35 Nintendo	1,277	35 Nintendo	2,051	-774
35 Pepsico	2,077	35 Pepsico	0	2,077
35 Roche	1,180	35 Roche	1,361	-181
35 Scottish	644	35 Scottish	1,003	-359
35 Standard	843	35 Standard	1,008	-165
35 Vodafone	676	35 Vodafone	847	-171
350 Hansen	702	350 Hansen	727	-25
350 Staples	6,421	350 Staples	9,366	-2,945
365 AT&T	9,275	365 AT&T	13,355	-4,080
375 WGL	12,457	375 WGL	12,092	365
380 Emerson	12,542	380 Emerson	21,569	-9,027
380 Glaxo	11,735	380 Glaxo	20,535	-8,800
385 Becton Dickinson	24,596	385 Becton Dickinson	27,268	-2,672
40 Canon	1,174	40 Canon	2,153	-979
40 Gilead	1,885	40 Gilead	1,830	55
40 Itron	2,528	40 Itron	2,329	199
40 Kohl	2,202	40 Kohl	1,741	461
40 KONINKLIJKE	708	40 KONINKLIJKE	1,401	-693
40 Qualcomm	1,779	40 Qualcomm	1,509	270

PLEROMA, INC.
SCHEDULE OF SECURITY SALES

12/31/2009

40 Quest	2,106	40 Quest	1,767	339
40 SK	668	40 SK	932	-264
40 Standard	774	40 Standard	1,152	-378
40 Unilever	973	40 Unilever	1,005	-32
43 Cadbury	2,148	43 Cadbury	2,040	108
430 Novartis	19,762	430 Novartis	24,574	-4,812
45 Acergy	395	45 Acergy	778	-383
45 Austrailia	966	45 Austrailia	944	22
45 Bard	3,278	45 Bard	3,430	-152
45 Costsco	2,542	45 Costsco	2,480	62
45 JP Morgan	1,501	45 JP Morgan	2,172	-671
45 Kellogg	2,230	45 Kellogg	2,280	-50
45 Net	417	45 Net	438	-21
45 Parker	2,379	45 Parker	2,495	-116
45 TJX	1,681	45 TJX	1,302	379
45 Unilever	1,283	45 Unilever	1,105	178
45 Veolia	952	45 Veolia	2,670	-1,718
45 Veolia Environment	1,299	45 Veolia Environment	2,670	-1,371
45 Vestas Wind Systems	1,967	45 Vestas Wind Systems	1,195	772
460 JP Morgan	12,350	460 JP Morgan	22,198	-9,848
49 Fairpoint Comm	70	49 Fairpoint Comm	335	-265
5 First Solar	743	5 First Solar	554	189
5 Kao	1,253	5 Kao	1,399	-146
5 Lonza	545	5 Lonza	447	98
5 Scottish	93	5 Scottish	143	-50
5 Straumann	1,298	5 Straumann	1,348	-50
5 Toyota	405	5 Toyota	580	-175
5 Vossloh	587	5 Vossloh	634	-47
50 3M	3,745	50 3M	3,780	-35
50 3M	2,844	50 3M	3,780	-936
50 BP Plc	2,029	50 BP Plc	3,357	-1,328
50 First Solar	6,874	50 First Solar	10,654	-3,780
50 Gilead	2,328	50 Gilead	2,287	41
50 Glaxo	1,562	50 Glaxo	2,702	-1,140
50 IBM	5,220	50 IBM	4,578	642
50 Kohls	2,135	50 Kohls	2,176	-41
50 Parker	2,046	50 Parker	2,772	-726
50 Pepsico	2,640	50 Pepsico	0	2,640
50 Quest	2,639	50 Quest	2,209	430
50 T Rowe	2,028	50 T Rowe	2,382	-354
500 HSBC Holdings	20,070	500 HSBC Holdings	44,745	-24,675
500 HSBC Holdings	20,070	500 HSBC Holdings	45,715	-25,645
515 Kasikornbank	1,039	515 Kasikornbank	1,155	-116
530 Danone	5,586	530 Danone	5,085	501
530 Novartis	20,182	530 Novartis	30,289	-10,107
536 Nokia	7,076	536 Nokia	10,642	-3,566
540 Adobe	11,746	540 Adobe	22,688	-10,942

PLEROMA, INC.
SCHEDULE OF SECURITY SALES

12/31/2009

540 Novartis	19,714	540 Novartis	30,860	-11,146
55 SAP	2,685	55 SAP	2,856	-171
55 Apache	5,101	55 Apache	4,277	824
55 Cummins	2,458	55 Cummins	2,007	451
55 Grainger	4,260	55 Grainger	3,979	281
55 Inditex	3,399	55 Inditex	2,570	829
55 Kao	12,419	55 Kao	15,386	-2,967
55 Koninklijke	823	55 Koninklijke	1,926	-1,103
55 Roche	1,886	55 Roche	2,138	-252
55 SAP	1,967	55 SAP	2,854	-887
55 SK Telecom	826	55 SK Telecom	1,281	-455
55 Vestas	3,177	55 Vestas	1,460	1,717
550 Becton	38,149	550 Becton	38,577	-428
580 Colgate	49,756	580 Colgate	36,892	12,864
580 Kellogg	26,648	580 Kellogg	29,748	-3,100
590 Cisco	9,930	590 Cisco	17,287	-7,357
590 NTT	9,643	590 NTT	9,637	6
590 Target	17,920	590 Target	31,813	-13,893
590 US Bancorp	8,620	590 US Bancorp	19,942	-11,322
595 T Rowe	29,576	595 T Rowe	28,344	1,232
60 Tenaris	2,168	60 Tenaris	2,123	45
60 Acergy	746	60 Acergy	1,037	-291
60 Banco	988	60 Banco	1,016	-28
60 Cemig	901	60 Cemig	867	34
60 Genzyme	3,467	60 Genzyme	4,782	-1,315
60 IBM	7,278	60 IBM	5,494	1,784
60 Itron	3,156	60 Itron	3,493	-337
60 Johnson Matthey	1,808	60 Johnson Matthey	3,570	-1,762
60 LAir	1,390	60 LAir	1,117	273
60 Net Servicos	673	60 Net Servicos	644	29
60 NTT	824	60 NTT	980	-156
60 SAP AG	2,381	60 SAP AG	3,116	-735
60 Tenaris	1,233	60 Tenaris	2,176	-943
60 Vodafone	1,385	60 Vodafone	1,453	-68
600 Kasikornbank	764	600 Kasikornbank	1,346	-582
6000 SK Telecom	85,585	6000 SK Telecom	156,694	-71,109
645 Medtronic	16,541	645 Medtronic	31,417	-14,876
645 Sunpower	18,031	645 Sunpower	46,326	-28,295
65 Apache	4,643	65 Apache	5,054	-411
65 Cadbury	1,973	65 Cadbury	3,320	-1,347
65 Kubota	1,808	65 Kubota	2,932	-1,124
65 L AIR	1,162	65 L Air	1,210	-48
65 Pearson	801	65 Pearson	935	-134
65 Time Warner	2,756	65 Time Warner	3,683	-927
665 Dentsply	14,881	665 Dentsply	21,513	-6,632
680 Microsoft	12,682	680 Microsoft	19,428	-6,746
70 Becton	4,771	70 Becton	4,958	-187

PLEROMA, INC.
SCHEDULE OF SECURITY SALES

12/31/2009

70 Dentsply	2,418	70 Dentsply	2,265	153
70 Energy Trsf	2,989	70 Energy Trsf	2,454	535
70 Genzyme	3,837	70 Genzyme	5,578	-1,741
70 Microsoft	1,639	70 Microsoft	2,000	-361
70 N Trust	4,071	70 N Trust	4,192	-121
70 NTT	1,026	70 NTT	1,143	-117
70 Parrigo	2,269	70 Parrigo	1,824	445
70 Pearson	707	70 Pearson	1,007	-300
70 Tokio	1,870	70 Tokio	2,761	-891
70 Vestas	4,677	70 Vestas	3,952	725
710 Vestas	50,381	710 Vestas	23,188	27,193
75 Chubb	3,793	75 Chubb	3,923	-130
75 Time Warner	2,199	75 Time Warner	3,238	-1,039
75 Chubb	2,939	75 Chubb	3,923	-984
75 Costco	3,376	75 Costco	4,133	-757
75 Northern Trust	3,874	75 Northern Trust	4,491	-617
75 Novartis	3,546	75 Novartis	4,286	-740
75 Time Warner	2,296	75 Time Warner	4,250	-1,954
75 Vestas	5,386	75 Vestas	4,235	1,151
75 XTO	3,151	75 XTO	3,005	146
785 Vodafone	13,847	785 Vodafone	25,220	-11,373
80 BB&T	2,207	80 BB&T	2,219	-12
80 Dentsply	2,333	80 Dentsply	2,588	-255
80 Energy	3,054	80 Energy	2,805	249
80 Groupe	777	80 Groupe	768	9
80 Perrigo	2,084	80 Perrigo	2,085	-1
80 Sims	957	80 Sims	2,479	-1,522
800 Hansen	1,140	800 Hansen	1,065	75
8000 Nokia	100,317	8000 Nokia	158,705	-58,388
805 Campbell Soup	24,436	805 Campbell Soup	29,917	-5,481
825 Pepsico	42,021	825 Pepsico	26,191	15,830
85 Australia	1,080	85 Australia	1,783	-703
85 Grainger	6,045	85 Grainger	6,149	-104
85 Henkel	2,122	85 Henkel	3,739	-1,617
85 Juniper	2,327	85 Juniper	1,954	373
85 Novartis	3,237	85 Novartis	4,858	-1,621
85 Pepsico	4,432	85 Pepsico	0	4,432
85 SPDR Gold	8,300	85 SPDR Gold	5,006	3,294
85 T Rowe	3,873	85 T Rowe	4,049	-176
85 TJX	2,579	85 TJX	2,460	119
85 XTO	3,166	85 XTO	3,406	-240
90 Bard	7,219	90 Bard	6,859	360
90 Centurytel	2,825	90 Centurytel	2,368	457
90 Colgate	6,905	90 Colgate	5,938	967
90 Itron	4,346	90 Itron	5,239	-893
90 Microsoft	2,344	90 Microsoft	2,571	-227
90 Natl VK	626	90 Nat'l VK	619	7

PLEROMA, INC.
SCHEDULE OF SECURITY SALES

12/31/2009

90 Praxair	7,296	90 Praxair	5,591	1,705
90 SK Telecom	1,396	90 SK Telecom	2,096	-700
90 Smith & Nephew	3,776	90 Smith & Nephew	4,183	-407
905 Adobe	28,937	905 Adobe	34,783	-5,846
935 AFLAC	20,100	935 AFLAC	42,412	-22,312
95 AXA	1,168	95 AXA	3,696	-2,528
95 Cadbury	4,822	95 Cadbury	4,579	243
95 Juniper	2,090	95 Juniper	2,184	-94
95 Perrigo	2,386	95 Perrigo	2,148	238
95 Qual	4,380	95 Qual	4,343	37
95 Quest	4,548	95 Quest	4,197	351
95 Smith & Nephew	2,984	95 Smith & Nephew	4,416	-1,432
95 TJX	2,458	95 TJX	2,749	-291
95 US Bancorp	1,651	95 US Bancorp	3,211	-1,560
95 WGL	3,185	95 WGL	3,063	122
980 Microsoft	16,709	980 Microsoft	31,724	-15,015
Banco Santander	16	Banco Santander	84	-68
Cemig	9	Cemig	10	-1
Frac Time Warner	19	Frac Time Warner	37	-18
HSBC Fractional Shares	7	HSBC Fractinal Shares	0	7
Taiwan Semi Frac Share	8	Taiwan Semi Frac Share	0	8
Total Proceeds - Sale of Securities	<u>3,617,027</u>		<u>4,192,020</u>	<u>-574,993</u>

PLEROMA, INC

SCHEDULE ATTACHED TO FORM 990-PF

12/31/2009

Page 1, Part I, Line 11, Other Income

Loss from partnership investment TBL Capital	\$(92,498)
Loss from partnership investment Highwater Global Fund LLC	(32,997)
Loss from partnership investment RSF Mezzaine Fund	(23,367)
Loss from partnership investment High Plains Fund LLC	(475)
Loss from partnership investment DB Powershares AG Fund	(1,135)
Loss from partnership investment Energy Transfer Partners	<u>(2,461)</u>
	<u><u>\$(152,933)</u></u>

Page 1, Part I, Line 16(b), Accounting Fees

Accounting and tax preparation fees	<u>\$5,055</u>
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Page 1, Part I, Line 16(c), Other Professional Fees

Portfolio Advisory fees	\$78,566
Consulting fees	<u>8,160</u>
	<u><u>\$86,726</u></u>

Page 1, Part I, Line 23, Other Expenses

Corporation representation fees	\$612
Bank charges	408
Membership fees	495
Meeting expenses	190
Dues & subscriptions	<u>1,595</u>
	<u><u>\$3,300</u></u>

Page 1, Part I, Line 18, Taxes

Foreign taxes paid re: investment securities	<u>\$7,409</u>
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