Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
SKEWES FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 1014

City or town, state and ZIP code
BLUEFIELD WV 24701

A Employer identification number
20-1978793

B Telephone number (see page 10 of the instructions)
276-322-3444

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) ▷ $ 5,406,538

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))

	Line	Description	(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 ▷ [X] if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	88,205	88,205		
	4	Dividends and interest from securities	64,743	64,743		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	12,769			
	b	Gross sales price for all assets on line 6a 1,262,814				
	7	Capital gain net income (from Part IV line 2)		9		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule) STMT 2	-5,415		-5,415	
	12	**Total** Add lines 1 through 11	160,302	152,957	-5,415	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages	12,500		9,375	3,125
	15	Pension plans, employee benefits	956		717	239
	16a	Legal fees (attach schedule) SEE STMT 3	470		470	
	b	Accounting fees (attach schedule) STMT 4	1,600		1,600	
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions) STMT 5	331	331		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy	6,872		3,436	3,436
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) STMT 6	13,155	4,702	5,940	2,513
	24	**Total operating and administrative expenses.** Add lines 13 through 23	35,884	5,033	21,538	9,313
	25	Contributions, gifts, grants paid	250,613			250,613
	26	**Total expenses and disbursements** Add lines 24 and 25	286,497	5,033	21,538	259,926
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-126,195			
	b	**Net investment income** (if negative, enter -0-)		147,924		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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COVINGTON, KY
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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	461,952	181,983	181,983
	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 (att schedule) ▷			
		Less allowance for doubtful accounts ▷			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)			
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▷			
		Less accumulated depreciation (attach sch) ▷			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule) SEE STATEMENT 7	5,287,175	5,478,062	5,224,555
	14	Land, buildings, and equipment basis ▷			
		Less accumulated depreciation (attach sch) ▷			
	15	Other assets (describe ▷)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	5,749,127	5,660,045	5,406,538
Liabilities	17	Accounts payable and accrued expenses	136		
	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)	136	0	
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	5,748,991	5,660,045	
	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)	5,748,991	5,660,045	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,749,127	5,660,045	

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	5,748,991
2	Enter amount from Part I, line 27a	2	-126,195
3	Other increases not included in line 2 (itemize) ▷ SEE STATEMENT 8	3	38,249
4	Add lines 1, 2, and 3	4	5,661,045
5	Decreases not included in line 2 (itemize) ▷ SEE STATEMENT 9	5	1,000
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	5,660,045

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate 2-story brick warehouse or common stock 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	RAYMOND JAMES			
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	9			9
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				9
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	9
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	67,967	2,275,255	0.029872
2007	76,188	2,287,312	0.033309
2006	98,613	806,162	0.122324
2005	525	213,361	0.002461
2004		49,250	

2	**Total** of line 1, column (d)	2	0.187966
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	0.046992
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,985,478
5	Multiply line 4 by line 3	5	234,278
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,479
7	Add lines 5 and 6	7	235,757
8	Enter qualifying distributions from Part XII, line 4	8	259,926

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 letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▷ ☒ and enter 1% of Part I, line 27b	1	1,479
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,479
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,479
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 ☒ if Form 2220 is attached	8	25
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▷	9	1,504
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** ▷ Refunded ▷	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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 ▷ $ ______ **(2)** On foundation managers ▷ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▷ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either o By language in the governing instrument or o 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) ▷ NONE			
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

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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 ▷ N/A

14 The books are in care of ▷ THE FOUNDATION Telephone no ▷ 276-326-3613

Located at ▷ BLUEFIELD, WV ZIP+4 ▷ 24701

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)?	N/A	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?	N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▷ 20 , 20 , 20 , 20				
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)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▷ 20 , 20 20 , 20				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)? N/A	5b	
	Organizations relying on a current notice regarding disaster assistance check here ▷ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums directly or indirectly, on a personal benefit contract?	6b	X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account other allowances
SEE STATEMENT 10				

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 ▷

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 24 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	
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	4,591,086
b	Average of monthly cash balances		1b	324,769
c	Fair market value of all other assets (see page 24 of the instructions)		1c	145,544
d	**Total** (add lines 1a, b, and c)		1d	5,061,399
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	5,061,399
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)		4	75,921
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	4,985,478
6	**Minimum investment return** Enter 5% of line 5		6	249,274

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	249,274
2a	Tax on investment income for 2009 from Part VI, line 5	2a 1,479		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,479
3	Distributable amount before adjustments Subtract line 2c from line 1		3	247,795
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	247,795
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	247,795

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	259,926
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	259,926
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	1,479
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	258,447

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

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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					247,795
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				35,477	
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					
d From 2007					
e From 2008					
f **Total** of lines 3a through e					
4 Qualifying distributions for 2009 from Part XII, line 4 ▷ $ 259,926					
a Applied to 2008, but not more than line 2a				35,477	
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					224,449
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))					
6 **Enter the net total of each column as indicated below**					
a Corpus Add lines 3f 4c, and 4e Subtract line 5					
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					23,346
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					
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007					
d Excess from 2008					
e Excess from 2009					

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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))

N/A

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

N/A

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

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

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

SKEWES FAMILY FOUNDATION, INC. 276-326-3613
P.O. BOX 1014 BLUEFIELD WV 24701

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

SEE STATEMENT 11

c Any submission deadlines

N/A

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

SEE STATEMENT 12

DAA

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				
SECOND CHANCE LEARNING CE 14 WESTWOOD MEDICAL PARK BLUEFIELD VA 24605		EXEMPT	SECOND CHANCE EDUCATIONAL OPPORTUNIT	15,000
WADE CENTER 1400 HIGHLAND AVE BLUEFIELD WV 24701		EXEMPT	YOUTH DIRECTION & EDUCATIONAL OPPORT	7,500
BLUEFIELD COLLEGE 3000 COLLEGE DRIVE BLUEFIELD VA 24605		EXEMPT	RENOVATION AND EXPANSION PROGRAMS	45,000
CARLOCK/PRUETT ATHLETIC F C/O GRAHAM HIGH SCHOOL BLUEFIELD VA 24605		EXEMPT	BUILDING PROGRAM	5,000
PRINCETON COMM. HOSP FOUN P.O. BOX 1369 PRINCETON WV 24740		EXEMPT	BUILDING PROGRAM	5,000
GREATER BLUEFIELD COMM CE C/O 418 BLAND STREET BLUEFIELD WV 24701		EXEMPT	BUILDING PROGRAM	61,200
FOUR SEASONS WELLNESS CEN 208 W. MAIN STREET TAZEWELL VA 24651		EXEMPT	BUILDING PROGRAM	31,667
COMMUNITY FOUNDATION OF T BLUEFIELD VA 24701		EXEMPT	COMMUNITY PROJECTS	5,000
Total			▶ 3a	175,367
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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			1	88,205	
4 Dividends and interest from securities					64,743
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		226,176			-213,407
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b SCH K-1 / 76-0568219			1	-6,453	
c SCH K-1 / 20-1978793			1	-5,716	
d SCH K-1 / 54-1833043			1	6,754	
e					
12 Subtotal Add columns (b), (d), and (e)		226,176		82,790	-148,664

13 Total Add line 12, columns (b), (d), and (e) 13 160,302

(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)
N/A	

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers transactions and sharing arrangements
1A(1)	2,350	PUBLIC SCHOOL SYSTEMS	CASH DONATION TO OPERATING FUND
1A(1)	20,000	MCDOWELL CO PUBLIC LIB	CASH DONATION TO OPERATING FUND
1A(1)	21,896	VARIOUS CIVIC ORGANIZA	CASH DONATION TO OPERATING FUND
1A(1)	31,000	LOCAL GOVERNMENTS	CASH DONATION TO OPERATING FUND

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: Ellwis — Date: 3-31-10 — Title: CHAIRMAN

Paid Preparer's Use Only

Preparer's signature: Raymond Froy	Date: 03/16/10	Check if self-employed ☐ — Preparer's identifying number (see Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code: RAYMOND FROY CPA PC, 1241 HOCKMAN PIKE, BLUEFIELD, VA 24605	EIN ▷ 54-1449656	Phone no 276-322-3444

DAA

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	Sale Price	How Received	Cost	Expense	Depreciation	Net Gain / Loss
SEE ATTACHED SCHEDULE	VARIOUS	VARIOUS	$ 752,183	PURCHASE	$ 718,347	$	$	$ 33,836
SEE ATTACHED SCHEDULE	VARIOUS	VARIOUS	284,446	PURCHASE	531,698			-247,252
LONG-TERM GAIN/LOSS FROM PASS-THROUGH ENTITY			226,176					226,176
TOTAL			$ 1,262,805		$ 1,250,045	$ 0	$ 0	$ 12,760

Statement 2 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
SCH K-1 / 76-0568219	$ -6,453	$	$ -6,453
SCH K-1 / 20-1978793	-5,716		-5,716
SCH K-1 / 54-1833043	6,754		6,754
TOTAL	$ -5,415	$ 0	$ -5,415

Statement 3 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 470	$	$ 470	$
TOTAL	$ 470	$ 0	$ 470	$ 0

Statement 4 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
TAX RETURN PREPARATION	$ 1,600	$	$ 1,600	$
TOTAL	$ 1,600	$ 0	$ 1,600	$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAXES PAID ON INVESTMENT	$ 331	$ 331	$	$
TOTAL	$ 331	$ 331	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
ADVERTISING	1,150			1,150
OFFICE SUPPLIES AND EXPENSE	1,776	448	884	444
REPAIRS OF OFFICE EQUIPMENT	764		764	
POSTAGE AND DELIVERY	168		126	42
PRINTING AND REPRODUCTION	154		113	41
TELEPHONE	2,818		2,114	704
INTERNET	527		395	132
OTHER FEES AND CHARGES	60		60	
OTHER INVESTMENT EXPENSE	34	34		
OTHER MISCELLANEOUS EXPENESE	5,704	4,220	1,484	
TOTAL	$ 13,155	$ 4,702	$ 5,940	$ 2,513

Statement 7 - Form 990-PF, Part II, Line 13 - Other Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
RAYMOND JAMES	$ 4,881,978	$ 5,464,398	COST	$ 5,210,891
49.95% INT IN HOLLYBROOK FARMS, LLC	405,197	13,664		13,664
TOTAL	$ 5,287,175	$ 5,478,062		$ 5,224,555

Statement 8 - Form 990-PF, Part III, Line 3 - Other Increases

Description	Amount
BEGINNING INVESTMENT BALANCE ADJUSTMENT	$ 38,249
TOTAL	$ 38,249

Statement 9 - Form 990-PF, Part III, Line 5 - Other Decreases

Description	Amount
FEDERAL EXCISE TAXES PAID TAX YEAR 2008	$ 1,000
TOTAL	$ 1,000

Statement 10 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
WILLIAM G. SKEWES 146 STANDISH LAND MOORESVILLE NC 28117	CHAIRMAN	15.00	0	0	0
JACK CAFFREY 1677 STEWART STREET WELCH WV 24801	DIRECTOR	5.00	0	0	0
RONALD CAMPBELL 1707 JEFFERSON STREET BLUEFIELD WV 24701	DIRECTOR	5.00	0	0	0
JAMES C. MULKEY 115 ATLANTIC AVE. POUNDING MILL VA 24637	DIRECTOR	5.00	0	0	0
JENNIFER AUSTIN C/O 640 CLOVER DEW DAIRY ROAD PRINCETON WV 24740	DIRECTOR	5.00	0	0	0

Statement 11 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
BRIEF SUMMARY OF THE ORGANIZATIONS GOALS - THE USE OF THE CONTRIBUTIONS REQUESTED - THE ORGANIZATIONS TAXABLE STATUS AND TAX EXEMPTION NUMBER.

Statement 12 - Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
THE FOUNDATIONS FOCUS IS ON EDUCATIONAL AND COMMUNITY SERVICES ORGANIZATIONS WITHIN THE COUNTIES OF MCDOWELL AND MERCER IN WEST VIRGINIA AND TAZEWELL IN VIRGINIA.

2009 Realized Capital Gains/Losses

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN LOSS							
000379LXC/CALL ABB LIMITED SPONSORED AD							
(20 00)	12/21/09	09/14/09	1,220 83	0 00	0 00	1,220 83	0 00
055482103/BJ SVCS COMPANY							
1500 00	04/27/09	08/25/09	22,939 09	20,943 95	0 00	1,995 14	0 00
092508100/BLACKROCK CREDIT ALL							
3248 00	02/08/08	01/02/09	27,247 93	67,248 16	0 00	(40,000 23)	0 00
12802T101/CAL DIVE INTERNATIONAL							
1000 00	12/11/08	05/20/09	9,881 53	6,735 95	0 00	3,145 58	0 00
1000 00	03/31/09	05/20/09	9,881 53	7,188 95	0 00	2,692 58	0 00
SECURITY TOTAL:			19,763.06	13,924 90	0 00	5,838.16	0.00
149123101/CATERPILLAR INCORPORATED DEL							
1000 00	05/04/09	09/18/09	46,770 84	38,713 55	0 00	8,057 29	0 00
165167107/CHESAPEAKE ENERGY CORPORATION							
1000.00	12/11/08	01/02/09	16,693 53	17,323 45	0 00	(629 92)	0 00
1000 00	05/20/08	01/02/09	16,693 53	58,254 00	0 00	(41,560 47)	0 00
SECURITY TOTAL:			33,387.06	75,577.45	0.00	(42,190.39)	0.00
25179MKOC/CALL DEVON ENERGY CORPORATION							
(10 00)	11/23/09	09/28/09	1,218 31	0 00	0 00	1,218 31	0 00
406216101/HALLIBURTON COMPANY							
2000 00	04/06/09	05/01/09	41,765 56	34,373 35	0 00	7,392 21	0 00
46625H100/JPMORGAN CHASE & COMPANY							
1000 00	01/27/09	05/26/09	35,592 21	24,623 55	0 00	10,968 66	0 00
1000 00	05/28/08	05/26/09	35,592 21	43 024 00	0 00	(7,431 79)	0 00
SECURITY TOTAL:			71,184.42	67,647.55	0.00	3,536.87	0.00

2009 **Realized Capital Gains/Losses (continued)**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN LOSS							
481165KKC/CALL JOY GLOBAL INCORPORATED							
(10 00)	11/23/09	10/08/09	1,538 96	0 00	0 00	1,538 96	0 00
580135101/MCDONALDS CORPORATION							
1500 00	08/19/09	11/25/09	90,743 93	83,689 65	0 00	7,054 28	0 00
594918104/MICROSOFT CORPORATION							
2000 00	08/19/09	12/18/09	58,824 38	46 994 95	0 00	11,829 43	0 00
649445103/NEW YORK CMNTY BANCORP							
2000 00	08/27/09	12/08/09	25,241 56	21,834 75	0 00	3,406 81	0 00
3000 00	12/29/08	12/08/09	37,862 35	35,810 15	0 00	2,052 20	0 00
SECURITY TOTAL:			63,103.91	57,644.90	0.00	5,459.01	0.00
71654V408/PETROLEO BRASILEIRO SA PETROBR							
2000 00	04/27/09	10/16/09	92,529 47	65,394 75	0 00	27,134 72	0 00
718173LJC/CALL PHILIP MORRIS INTERNATIO							
(10 00)	12/21/09	11/09/09	1,146 46	0 00	0 00	1,146 46	0 00
752344309/RANDGOLD RES LIMITED ADR							
1000 00	04/27/09	05/15/09	60,339 49	50,023 05	0 00	10,316 44	0 00
816636203/SEMICONDUCTOR HOLDERS TR DEP							
500 00	12/04/08	12/04/09	13,442 25	8,269 20	0 00	5,173 05	0 00
1000 00	10/29/09	12/04/09	26,884 50	25,093 95	0 00	1,790 55	0 00
SECURITY TOTAL:			40,326.75	33,363.15	0.00	6,963.60	0 00
864482LIC/CALL SUBURBAN PROPANE PARTNER							
(30 00)	12/21/09	11/04/09	1,988 68	0 00	0 00	1,988 68	0 00
H5833N103/NOBLE CORPORATION BAAR							
500 00	12/11/08	05/06/09	15,228 83	13 169 20	0 00	2,059 63	0 00

2009 **Realized Capital Gains/Losses (continued)**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN LOSS							
H5833N103/NOBLE CORPORATION BAAR(Con't)							
1000.00	01/02/09	05/06/09	30,457 66	23,714 15	0 00	6,743 51	0 00
1000 00	03/25/09	05/06/09	30,457 66	25,924 55	0 00	4,533 11	0 00
SECURITY TOTAL:			76,144.15	62,807.90	0.00	13,336.25	0.00
SUBTOTAL SHORT TERM GAIN LOSS			752,183.28	718,347.26	0.00	33,836.02	0.00
LONG TERM GAIN LOSS							
007639107/ADVENT CLAY GBL CONV SEC INCOM							
2575 00	02/08/08	08/06/09	18,858 17	48,057 68	0 00	(29,199 51)	0 00
021060108/ALPINE TOTAL DYNAMIC DIVID FD							
3367 00	02/08/08	08/06/09	26,539 35	64,258 88	0 00	(37,719 53)	0 00
054937107/BB&T CORPORATION							
1000 00	08/11/08	09/17/09	28,904 29	32,044 95	0 00	(3,140 66)	0 00
055482103/BJ SVCS COMPANY							
500 00	02/08/08	08/25/09	7,646 36	14,216 55	0 00	(6,570 19)	0 00
092501105/BLACKROCK GLOBAL OPP EQTY TR							
0 01	02/08/08	08/07/09	0 18	0 36	0 00	(0 18)	0 00
1409 00	02/08/08	08/27/09	24,759 66	49,131 64	0 00	(24,371 98)	0 00
SECURITY TOTAL:			24,759.84	49,132.00	0.00	(24,372.16)	0.00
121208201/BURGER KING HLDGS INCORPORATED							
1000 00	05/13/08	08/06/09	16,905 61	30,432 50	0 00	(13,526 89)	0 00
12802T101/CAL DIVE INTERNATIONAL							
1000 00	02/08/08	05/20/09	9,881 53	15,417 76	0 00	(5,536 23)	0 00
260537105/DOW 30SM ENHANCED PREM &							
3084 00	02/08/08	07/29/09	36,162 54	56,382 93	0 00	(20,220 39)	0 00

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
305560104/FAIRPOINT COMMUNICATIONS							
18 00	02/28/08	05/04/09	14 66	166 31	0 00	(151 88)	0 00
31931U102/FIRST BANK WILLIAMSTOWN NJ							
3000.00	02/08/08	12/22/09	7,954 83	29,973 00	0 00	(22,018 17)	0 00
31931U110/FIRST BANK WILLIAMSTOWN NJ							
1250 00	02/08/08	12/22/09	120 04	55 00	0 00	65 04	0 00
427093109/HERCULES OFFSHORE INCORPORATED							
500 00	02/08/08	08/06/09	2,040 99	14,286 48	0 00	(12,245 49)	0 00
580135101/MCDONALDS CORPORATION							
500 00	04/04/08	11/25/09	30,247 98	28,118 25	0 00	2,129 73	0 00
717081103/PFIZER INCORPORATED							
1000 00	12/04/08	12/18/09	17,597 11	16,871 95	0 00	725 16	0 00
78461U101/SOPL AUTO PTS INCORPORATED							
2500 00	02/08/08	12/21/09	20,677 50	21,186 84	0 00	(309 34)	0 00
816636203/SEMICONDUCTOR HOLDERS TR DEP							
500 00	02/08/08	12/04/09	13,442 25	19,315 00	0 00	(5,872 75)	0 00
92241M107/VAUGHAN FOODS INCORPORATED							
10000 00	02/08/08	06/24/09	6,383 88	53,505 00	0 00	(47,121 12)	0 00
92241M115/VAUGHAN FOODS INCORPORATED							
10000 00	02/08/08	06/24/09	445 03	6,500 00	0 00	(6,054 97)	0 00
92241M123/VAUGHAN FOODS INCORPORATED							
10000 00	02/08/08	06/24/09	435 03	5 000 00	0 00	(4,564 97)	0 00

2009 Realized Capital Gains/Losses (continued)

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
H5833N103/NOBLE CORPORATION BAAR							
500 00	02/08/08	05/06/09	15,228 83	26,776 00	0 00	(11,547 17)	0 00
SUBTOTAL LONG TERM GAIN LOSS			284,445.82	531,697.31	0.00	(247,251.49)	0.00
GRAND TOTAL GAIN/LOSS			1,036,629.10	1,250,044.57	0.00	(213,415.47)	0.00