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
[X] Amended return [ ] Address change [ ] Name change

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

Name of foundation: UNITED PLANKTON CHARITABLE TRUST

A Employer identification number: 20-6582607

Number and street (or P O box number if mail is not delivered to street address): 11400 W. OLYMPIC BLVD. Room/suite: 590

B Telephone number: 310 481 5000

City or town, state, and ZIP code: LOS ANGELES, CA 90064

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 5,291,747.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

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))

	Line		(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	2,000,000.		N/A	
	2	Check ▶ [ ] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	836.	836.		STATEMENT 1
	4	Dividends and interest from securities	129,586.	129,586.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	-315,810.			
	b	Gross sales price for all assets on line 6a 1,775,140.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income	2,634.	2,634.		STATEMENT 3
	12	**Total.** Add lines 1 through 11	1,817,246.	133,056.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees				
	c	Other professional fees STMT 4	17,846.	17,846.		0.
	17	Interest	5.	5.		0.
	18	Taxes STMT 5	1,960.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	55.	0.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,866.	17,851.		0.
	25	Contributions, gifts, grants paid	274,500.			274,500.
	26	**Total expenses and disbursements.** Add lines 24 and 25	294,366.	17,851.		274,500.
	27	Subtract line 26 from line 12				
	a	Excess of revenue over expenses and disbursements	1,522,880.			
	b	**Net investment income** (if negative, enter -0-)		115,205.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	15,912.	978.	978.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	3,052,013.	5,290,769.	5,290,769.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	3,067,925.	5,291,747.	5,291,747.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,067,925.	5,291,747.	
	30 Total net assets or fund balances	3,067,925.	5,291,747.	
	31 Total liabilities and net assets/fund balances	3,067,925.	5,291,747.	

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	3,067,925.
2 Enter amount from Part I, line 27a	2	1,522,880.
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAIN ON INVESTMENTS	3	700,942.
4 Add lines 1, 2, and 3	4	5,291,747.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,291,747.

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				
b	SEE ATTACHED STATEMENTS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,775,140.		2,090,950.	-315,810.

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				-315,810.

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** -315,810.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	161,341.	2,747,388.	.058725
2007	121,381.	1,522,655.	.079717
2006	59,946.	627,578.	.095520
2005	0.	0.	.000000
2004			

2	Total of line 1, column (d)	2	.233962
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	.058491
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,954,274.
5	Multiply line 4 by line 3	5	231,289.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,152.
7	Add lines 5 and 6	7	232,441.
8	Enter qualifying distributions from Part XII, line 4	8	274,500.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		1	1,152.
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	1,152.
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	1,152.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 680.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868) TAX PAID	6c 481.		
d Backup withholding erroneously withheld WITH ORIGINAL TAX RETURN	6d		
7 Total credits and payments Add lines 6a through 6d		7	1,161.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached		8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	9.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 9.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ PERRY & NEIDORF, LLP Telephone no ▶ 310 481 5000
Located at ▶ 11400 W. OLYMPIC BLVD., #590, LOS ANGELES, CA ZIP+4 ▶ 90064

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

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

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

If "Yes" to 6b, file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STEPHEN HILLENBURG 11400 W. OLYMPIC BLVD., #590 LOS ANGELES, CA 90064	TRUSTEE 1.00	0.	0.	0.
KAREN HILLENBURG 11400 W. OLYMPIC BLVD., #590 LOS ANGELES, CA 90064	TRUSTEE 1.00	0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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. 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 ▶		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:			
a	Average monthly fair market value of securities		1a	4,000,883.
b	Average of monthly cash balances		1b	13,608.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	4,014,491.
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	4,014,491.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	60,217.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,954,274.
6	**Minimum investment return.** Enter 5% of line 5		6	197,714.

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

1	Minimum investment return from Part X, line 6		1	197,714.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 1,152.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	1,152.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	196,562.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	196,562.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	196,562.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	274,500.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	274,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,152.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	273,348.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				196,562.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006 28,675.				
d From 2007 47,486.				
e From 2008 25,290.				
f **Total** of lines 3a through e	101,451.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 274,500.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				196,562.
e Remaining amount distributed out of corpus	77,938.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	179,389.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	179,389.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 28,675.				
c Excess from 2007 47,486.				
d Excess from 2008 25,290.				
e Excess from 2009 77,938.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 8				
Total			▶ 3a	274,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (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
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			14	836.	
4 Dividends and interest from securities			14	129,586.	
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	211110	-868.	14	3,502.	
8 Gain or (loss) from sales of assets other than inventory			18	-315,810.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-868.		-181,886.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -182,754.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

▶ ✓ [signature] | 6-7-10 | ▶ ✓ CFO

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature]	Date JUN 03 2010	Check if self-employed ▶ X	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶ CRAIG W. HARRIS, CPA 280 N. WESTLAKE BLVD., SUITE 130 WESTLAKE VILLAGE, CA 91362		EIN ▶	
		Phone no. (805) 557-0414	

Form **990-PF** (2009)

923622
02-02-10

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

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization	**Employer identification number**
UNITED PLANKTON CHARITABLE TRUST	20-6582607

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

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

Name of organization	Employer identification number
UNITED PLANKTON CHARITABLE TRUST	20-6582607

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	HILLENBURG FAMILY TRUST 11400 W. OLYMPIC BLVD., #590 LOS ANGELES, CA 90064	$ 2,000,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

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	UBS FINANCIAL SERVICES INC. #00318 (SEE STATEMENT	P	VARIOUS	VARIOUS
b	UBS FINANCIAL SERVICES INC. #78657 (SEE STATEMENT	P	VARIOUS	VARIOUS
c	UBS FINANCIAL SERVICES INC. #78657 (SEE STATEMENT	P	VARIOUS	VARIOUS
d	UBS FINANCIAL SERVICES INC. #78885 (SEE STATEMENT	P	VARIOUS	VARIOUS
e	UBS FINANCIAL SERVICES INC. #78885 (SEE STATEMENT	P	VARIOUS	VARIOUS
f	UBS FINANCIAL SERVICES INC. #78886 (SEE STATEMENT	P	VARIOUS	VARIOUS
g	UBS FINANCIAL SERVICES INC. #78886 (SEE STATEMENT	P	VARIOUS	VARIOUS
h	MORGANSTANLEY SMITHBARNEY #012414 (SEE STATEMENT	P	VARIOUS	VARIOUS
i	MORGANSTANLEY SMITHBARNEY #012414 (SEE STATEMENT	P	VARIOUS	VARIOUS
j	MORGANSTANLEY SMITHBARNEY #012419 (SEE STATEMENT	P	VARIOUS	VARIOUS
k	MORGANSTANLEY SMITHBARNEY #012419 (SEE STATEMENT	P	VARIOUS	VARIOUS
l	MORGANSTANLEY SMITHBARNEY #012420 (SEE STATEMENT	P	VARIOUS	VARIOUS
m	MORGANSTANLEY SMITHBARNEY #012420 (SEE STATEMENT	P	VARIOUS	VARIOUS
n	MORGANSTANLEY SMITHBARNEY #012675 (SEE STATEMENT	P	VARIOUS	VARIOUS
o	MORGANSTANLEY SMITHBARNEY #012676 (SEE STATEMENT	P	VARIOUS	VARIOUS

	(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	15,736.		40,584.	-24,848.
b	129,182.		132,114.	-2,932.
c	234,061.		539,144.	-305,083.
d	65,480.		78,300.	-12,820.
e	24,022.		32,931.	-8,909.
f	80,207.		117,290.	-37,083.
g	29,947.		60,188.	-30,241.
h	180,297.		153,327.	26,970.
i	17,798.		19,128.	-1,330.
j	11,483.		7,608.	3,875.
k	3,151.		2,750.	401.
l	146.			146.
m	17,103.		20,731.	-3,628.
n	5,944.		5,674.	270.
o	13,804.		14,018.	-214.

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) Losses (from col (h)) Gains (excess of col (h) gain over col. (k), but not less than "-0-")
a				-24,848.
b				-2,932.
c				-305,083.
d				-12,820.
e				-8,909.
f				-37,083.
g				-30,241.
h				26,970.
i				-1,330.
j				3,875.
k				401.
l				146.
m				-3,628.
n				270.
o				-214.

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	

923591
04-24-09

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	MORGAN STANLEY #014 W01EE7 (SEE STATEMENT ATTACHE	P	VARIOUS	VARIOUS
b	MORGAN STANLEY #014 W01EE7 (SEE STATEMENT ATTACHE	P	VARIOUS	VARIOUS
c	CAPITAL GAINS DIVIDENDS			
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	285,288.		246,873.	38,415.
b	661,486.		620,290.	41,196.
c	5.			5.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				38,415.
b				41,196.
c				5.
d				
e				
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	-315,810.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MORGAN STANLEY #014 A0WS77	562.
MORGAN STANLEY #014 W01EE7	171.
MORGANSTANLEY SMITHBARNEY #012414	34.
MORGANSTANLEY SMITHBARNEY #012419	5.
MORGANSTANLEY SMITHBARNEY #012420	15.
MORGANSTANLEY SMITHBARNEY #012675	4.
MORGANSTANLEY SMITHBARNEY #012676	3.
PASSTHROUGH ENTITY-ENTERPRISE PRODUCTS PARTNERS L.P.	5.
UBS FINANCIAL SERVICES INC. #00048	1.
UBS FINANCIAL SERVICES INC. #00318	0.
UBS FINANCIAL SERVICES INC. #78657	36.
UBS FINANCIAL SERVICES INC. #78885	0.
UBS FINANCIAL SERVICES INC. #78886	0.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	836.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY #014 W01EE7	87,532.	0.	87,532.
MORGANSTANLEY SMITHBARNEY #012414	2,612.	2.	2,610.
MORGANSTANLEY SMITHBARNEY #012419-295	4,709.	0.	4,709.
MORGANSTANLEY SMITHBARNEY #012420-295	3,999.	1.	3,998.
MORGANSTANLEY SMITHBARNEY #012675-295	344.	0.	344.
MORGANSTANLEY SMITHBARNEY #012676-295	382.	0.	382.
PASSTHROUGH ENTITY-PLAINS ALL AMERICAN PIPELINE, L.P.	1.	0.	1.
UBS FINANCIAL SERVICES INC. #00048	23,327.	0.	23,327.
UBS FINANCIAL SERVICES INC. #00318	1,829.	1.	1,828.
UBS FINANCIAL SERVICES INC. #78657	0.	0.	0.
UBS FINANCIAL SERVICES INC. #78885	1,651.	1.	1,650.
UBS FINANCIAL SERVICES INC. #78886	3,205.	0.	3,205.
TOTAL TO FM 990-PF, PART I, LN 4	129,591.	5.	129,586.

FORM 990-PF — OTHER INCOME — STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MORGAN STANLEY #014 W01EE7	824.	824.	
MORGAN STANLEY #014 W01EE7	2,678.	2,678.	
PASSTHROUGH ENTITY-ENTERPRISE PRODUCTS PARTNERS L.P.	-871.	-871.	
PASSTHROUGH ENTITY-PLAINS ALL AMERICAN PIPELINE, L.P.	3.	3.	
TOTAL TO FORM 990-PF, PART I, LINE 11	2,634.	2,634.	

FORM 990-PF — OTHER PROFESSIONAL FEES — STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	17,846.	17,846.		0.
TO FORM 990-PF, PG 1, LN 16C	17,846.	17,846.		0.

FORM 990-PF — TAXES — STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES & LICENSES	1,960.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,960.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MESSENGER	55.	0.		0.
TO FORM 990-PF, PG 1, LN 23	55.	0.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
UBS FINANCIAL SERVICES INC. #78657	FMV	163,225.	163,225.
UBS FINANCIAL SERVICES INC. #78885	FMV	0.	0.
UBS FINANCIAL SERVICES INC. #78886	FMV	0.	0.
UBS FINANCIAL SERVICES INC. #00318	FMV	0.	0.
UBS FINANCIAL SERVICES INC. #00048	FMV	0.	0.
MORGANSTANLEY SMITHBARNEY #012675	FMV	321,969.	321,969.
MORGANSTANLEY SMITHBARNEY #012676	FMV	321,024.	321,024.
MORGANSTANLEY #014 A0WS77	FMV	15,769.	15,769.
MORGANSTANLEY SMITHBARNEY #012420	FMV	387,096.	387,096.
MORGANSTANLEY SMITHBARNEY #012419	FMV	299,339.	299,339.
MORGANSTANLEY SMITHBARNEY #012414	FMV	353,764.	353,764.
MORGANSTANLEY #014-W01EE	FMV	3,428,583.	3,428,583.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,290,769.	5,290,769.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 8

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CALIFORNIA INSTITUTE OF THE ARTS 24700 MCBEAN PARKWAY VALENCIA, CA 91355	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	100,000.
LIBERTY HILL FOUNDATION 2121 CLOVERFIELD BLVD., SUITE 113 SANTA MONICA, CA 90404	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	
THE WALDEN SCHOOL 74 S. SAN GABRIEL BLVD. PASADENA, CA 91107	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	25,000.
THE MUSEUM OF CONTEMPORARY ART 8687 MELROSE AVENUE LOS ANGELES, CA 90069	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	4,500.
HUMBOLDT STATE UNIVERSITY 1 HARPST STREET ARCATA, CA 95521	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	100,000.
HUNTINGTON HOSPITAL 100 W. CALIFORNIA BLVD. PASADENA, CA 91105	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	25,000.
OCEAN INSTITUTE 24200 DANA POINT HARBOR DRIVE DANA POINT, CA 92629	NONE TO FURTHER ORGANIZATION'S CHARITABLE PURPOSE.	PUBLIC CHARITY	20,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			274,500.

United Plankton Charitable Trust

Morgan Stanley
Private Wealth Management

Supplemental Report

555 California Street
San Francisco, CA 94104
(415) 576-2004

Realized Gains & Losses
CONSOLIDATED : STEPHEN & KAREN HILLENBURG TTEES THE UNITED PLANKTON
05/04/2009 to 12/31/2009
Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
12 000	ALCON INC TICKER· ACL	12/10/2008	05/15/2009	979 06	1,200 08	221 02	
9 000	BLACKROCK INC TICKER· BLK	03/19/2008	05/15/2009	1,710 57	1,281 65		(428 92)
27 000	C H ROBINSON WORLDWIDE INC TICKER· CHRW	11/08/2007	05/15/2009	1,269 05	1,373 18		104 13
106 000	CANADIAN NATURAL RES OURCES CAD COM NPV TICKER· CNQ	05/04/2009	05/15/2009	5,367 38	5,210 56	(156 82)	
32 000	CAPITAL ONE FINL CORP COM TICKER: COF	05/07/2009	05/15/2009	862 91	792 68	(70 23)	
150.000	CAPITAL ONE FINL CORP COM TICKER COF	04/16/2009	05/15/2009	2,500 74	3,715 70	1,214 96	
8 000	COLGATE PALMOLIVE CO COM TICKER: CL	12/23/2008	05/15/2009	529 24	506 94	(22 30)	
3 000	ECOLAB INC COM TICKER ECL	09/19/2007	05/15/2009	135 76	108 41		(27 35)
9 000	ECOLAB INC COM TICKER ECL	03/05/2007	05/15/2009	371 33	325 25		(46 08)
16 000	GOLDMAN SACHS GROUP INC TICKER GS	03/23/2009	05/15/2009	1,632 24	2,167 94	535 70	
54 000	ITC HOLDINGS CORP TICKER: ITC	04/30/2009	05/15/2009	2,333 30	2,216 21	(117 09)	
28 000	ITC HOLDINGS CORP TICKER: ITC	04/03/2009	05/15/2009	1,196 17	1,149 14	(47 03)	
94 000	ITC HOLDINGS CORP TICKER: ITC	03/20/2009	05/15/2009	3,740 07	3,857 85	117 78	
7 000	JOHNSON & JOHNSON COM TICKER· JNJ	11/05/2008	05/15/2009	421 96	387 02	(34 94)	
6 000	MONSANTO COMPANY COM STK TICKER· MON	01/07/2009	05/15/2009	518 60	535 66	17 06	

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Trade Date Reporting

Valuation Currency: USD
Sort Order: Closing Date

Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
18.000	SUNCOR ENERGY INC SEE 867224107 TICKER SUND	03/02/2007	05/15/2009	623 93	516 94		(106 99)
6 000	TELEFONICA S A ADR TICKER· TEF	10/14/2008	05/15/2009	391 02	350 99	(40 03)	
3.000	GOLDMAN SACHS GROUP INC TICKER GS	03/23/2009	05/18/2009	306 05	421 62	115 57	
975 000	SPDR LEHMAN AGGREGATE BOND 1 927% DUE @ 0 00 TICKER LAG	10/15/2008	05/21/2009	49,959.55	53,536 85	3,577.30	
2,700 000	SPDR LEHMAN AGGREGATE BOND 1 927% DUE @ 0 00 TICKER LAG	01/09/2008	05/21/2009	146,772 00	148,255 89		1,483.89
11 000	ALCON INC TICKER ACL	12/10/2008	05/29/2009	897 47	1,189.81	292.34	
35.000	BHP BILLITON LTD ADR TICKER· BHP	03/10/2009	06/02/2009	1,406 62	2,104 20	697 58	
43 000	PETROLEO BRASIL ADR TICKER PBR	03/19/2009	06/02/2009	1,393 36	1,931 59	538 23	
186 000	KANSAS CITY SOUTHERN COM STK TICKER· KSU	02/18/2009	06/04/2009	3,498 59	2,980 90	(517 69)	
39 000	KANSAS CITY SOUTHERN COM STK TICKER. KSU	08/03/2007	06/04/2009	1,311.41	625 03		(686.38)
525.000	PROGRESSIVE CORP OHIO TICKER: PGR	05/06/2008	06/11/2009	9,531 83	8,436 53		(1,095 30)
16 000	ALCON INC TICKER· ACL	12/10/2008	06/17/2009	1,305 41	1,765.51	460.10	
21.000	BHP BILLITON LTD ADR TICKER· BHP	03/19/2009	06/17/2009	958 54	1,162 35	203.81	
25.000	BHP BILLITON LTD ADR TICKER· BHP	03/10/2009	06/17/2009	1,004 73	1,383 75	379.02	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
51 000	SUNCOR ENERGY INC SEE 867224107 TICKER· SUND	03/02/2007	06/17/2009	1,767 79	1,564 39		(203 40)
57 000	COLGATE PALMOLIVE CO COM TICKER CL	12/23/2008	06/29/2009	3,770 82	4,089 12	318 30	
106.000	BANCO SANTANDER CEN SPON ADR TICKER· STD	01/09/2009	07/16/2009	992 11	1,342 06	349 95	
	RIO TINTO PLC SPONS ADR TICKER RTP	08/05/2008	07/17/2009		136 99	136 99	
51 000	ENBRIDGE INC COM STK TICKER· ENB	09/20/2007	07/20/2009	1,830 57	1,851 54		20 97
46 000	PLAINS ALL AMERICAN PIPELINE L/P TICKER· PAA	06/16/2009	07/22/2009	1,981.79	2,174 42	192 63	
19 000	BLACKROCK INC TICKER. BLK	03/19/2008	07/28/2009	3,611 19	3,612 36		1 17
16 000	COLGATE PALMOLIVE CO COM TICKER CL	05/22/2009	07/30/2009	1,031 68	1,162 98	131 30	
56 000	COLGATE PALMOLIVE CO COM TICKER CL	05/05/2009	07/30/2009	3,455 56	4,070 43	614 87	
55 000	COLGATE PALMOLIVE CO COM TICKER CL	12/23/2008	07/30/2009	3,638 52	3,997 75	359 23	
6,200 000	WESTERN ASSET HIGH INCOME OPP COM STK TICKER HIO	10/15/2008	08/05/2009	24,763 05	33,355 14	8,592 09	
4,500 000	WESTERN ASSET MANAGED HIGH IN COM STK TICKER MHY	04/14/2008	08/05/2009	26,415 00	23,935 33		(2,479 67)
3,900 000	WESTERN ASSET MANAGED HIGH IN COM STK TICKER MHY	04/11/2008	08/05/2009	23,010 00	20,743 96		(2,266 04)
	TAIWAN SEMICONDUCTOR MANUFACTU ADR TICKER· TSM	05/21/2009	08/14/2009		4 74	4 74	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
28 000	BNP PARIBAS PARIS ADR TICKER· BNPQY	10/15/2008	08/21/2009	1,097 60	1,140 42	42 82	
62 000	ECOLAB INC COM TICKER· ECL	11/13/2008	08/27/2009	2,101 89	2,617 54	515 65	
82 000	ECOLAB INC COM TICKER· ECL	09/19/2007	08/27/2009	3,710 84	3,461 91		(248 93)
58 000	VORNADO REALTY TRUST COM REIT TICKER· VNO	04/22/2009	08/31/2009	2,675 36	3,293 21	617 85	
77 000	HEWLETT PACKARD CO USD1 COM TICKER. HPQ	03/10/2009	09/11/2009	2,054 92	3,550 95	1,496 03	
36 000	HEWLETT PACKARD CO USD1 COM TICKER· HPQ	05/22/2009	09/14/2009	1,235 09	1,642 06	406 97	
64 000	HEWLETT PACKARD CO USD1 COM TICKER· HPQ	04/02/2009	09/14/2009	2,200 13	2,919 21	719 08	
68.000	HEWLETT PACKARD CO USD1 COM TICKER· HPQ	03/27/2009	09/14/2009	2,249 64	3,101 67	852 03	
13.000	HEWLETT PACKARD CO USD1 COM TICKER HPQ	03/10/2009	09/14/2009	346 94	592.97	246 03	
34 000	QUALCOMM INC COM TICKER· QCOM	03/19/2009	09/14/2009	1,283.54	1,567 12	283 58	
68 000	QUALCOMM INC COM TICKER. QCOM	03/10/2009	09/14/2009	2,381 15	3,134 25	753 10	
17.000	WAL MART STORES INC TICKER WMT	05/22/2009	09/14/2009	844 38	854.58	10.20	
7.000	WAL MART STORES INC TICKER. WMT	05/15/2009	09/14/2009	338 94	351.88	12 94	
56 000	WAL MART STORES INC TICKER. WMT	04/17/2009	09/14/2009	2,841.12	2,815 06	(26.06)	
100.000	WAL MART STORES INC TICKER WMT	10/20/2008	09/14/2009	5,364 41	5,026.91	(337 50)	
16 000	QUALCOMM INC COM TICKER· QCOM	05/22/2009	09/18/2009	669 09	711.70	42.61	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
15 000	QUALCOMM INC COM TICKER QCOM	05/15/2009	09/18/2009	613 05	667 21	54 16	
50 000	QUALCOMM INC COM TICKER· QCOM	04/02/2009	09/18/2009	2,067 07	2,224 06	156.99	
64 000	QUALCOMM INC COM TICKER· QCOM	03/19/2009	09/18/2009	2,416 08	2,846 79	430 71	
29 000	BNP PARIBAS PARIS ADR TICKER: BNPQY	10/15/2008	09/28/2009	1,136 80	1,197 29	60 49	
31 000	UNITED OVERSEAS BANK LTD SING ADR TICKER UOVEY	01/09/2009	09/30/2009	539 40	730 34	190 94	
674 000	BANCO SANTANDER CEN SPON ADR TICKER· STD	07/29/2009	10/09/2009	9,291 56	10,838.79	1,547 23	
71 000	JPMORGAN CHASE & CO COM TICKER· JPM	10/16/2008	10/09/2009	2,825 09	3,228 45	403.36	
42.000	ORACLE CORP COM STK TICKER: ORCL	05/22/2009	10/09/2009	798 31	871 57	73 26	
38 000	ORACLE CORP COM STK TICKER: ORCL	05/15/2009	10/09/2009	701 10	788 57	87 47	
56 000	ORACLE CORP COM STK TICKER: ORCL	04/28/2009	10/09/2009	1,107 30	1,162 09	54 79	
340 000	ORACLE CORP COM STK TICKER· ORCL	10/27/2008	10/09/2009	5,623 26	7,055 56	1,432 30	
75 000	POTASH CORP OF SASKATCHEWAN INC CAD NPV TICKER· POT	09/15/2009	10/09/2009	6,744 95	6,765 20	20 25	
15 000	GOLDMAN SACHS GROUP INC TICKER· GS	03/23/2009	10/12/2009	1,530 23	2,849 95	1,319 72	
24 000	NATIONAL AUSTRALIA BK LTD ADR TICKER: NABZY	01/09/2009	10/16/2009	354 72	700 77	346 05	
1.000	TELEFONICA S A ADR TICKER. TEF	01/09/2009	10/19/2009	64 98	84 95	19 97	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
10 000	TELEFONICA S A ADR TICKER TEF	10/15/2008	10/19/2009	600 10	849 47		249 37
6 000	TELEFONICA S A ADR TICKER TEF	10/14/2008	10/19/2009	391 02	509 68		118 66
15 000	JOHNSON & JOHNSON COM TICKER JNJ	05/22/2009	10/20/2009	830 07	908 52	78 45	
50 000	JOHNSON & JOHNSON COM TICKER· JNJ	04/17/2009	10/20/2009	2,650 62	3,028 39	377 77	
95 000	JOHNSON & JOHNSON COM TICKER· JNJ	11/05/2008	10/20/2009	5,726 53	5,753 94	27 41	
22 000	ALCON INC TICKER· ACL	02/27/2009	10/21/2009	1,862 21	3,214 07	1,351 86	
33 000	ALCON INC TICKER· ACL	12/10/2008	10/21/2009	2,692 42	4,821 11	2,128 69	
53 000	CANADIAN NATURAL RES OURCES CAD COM NPV TICKER· CNQ	05/21/2009	10/21/2009	2,780 59	3,916 00	1,135 41	
545 000	ISHARES TR MSCI EAFE IDX TICKER· EFA	05/21/2009	10/21/2009	24,796 30	31,289 28	6,492 98	
1,350 000	ISHARES TR MSCI EAFE IDX TICKER: EFA	10/15/2008	10/21/2009	62,127 00	77,505 56		15,378 56
800 000	WISDOMTREE EARNINGS 500 FUND TICKER EPS	05/21/2009	10/21/2009	24,949 04	30,917 12	5,968 08	
1,500 000	WISDOMTREE EARNINGS 500 FUND TICKER: EPS	10/15/2008	10/21/2009	49,875 00	57,969 61		8,094 61
645 000	WISDOMTREE TR TICKER: DWM	05/21/2009	10/21/2009	24,799 28	31,167 40	6,368 12	
1,500 000	WISDOMTREE TR TICKER: DWM	10/15/2008	10/21/2009	62,325 00	72,482 34		10,157 34
740 000	WISDOMTREE TR TICKER: DLN	05/21/2009	10/21/2009	24,858 08	30,339 22	5,481 14	
1,280 000	WISDOMTREE TR TICKER: DLN	10/15/2008	10/21/2009	49,908 20	52,478 65		2,570 45

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
81 000	LOCKHEED MARTIN CORP COM TICKER LMT	07/21/2009	10/22/2009	6,135 11	5,713 10	(422 01)	
60.000	LOCKHEED MARTIN CORP COM TICKER· LMT	02/06/2009	10/22/2009	4,759 39	4,231 92	(527 47)	
68 000	PETROLEO BRASIL ADR TICKER. PBR	04/02/2009	10/22/2009	2,368 54	3,390 63	1,022 09	
109 000	PETROLEO BRASIL ADR TICKER PBR	03/19/2009	10/22/2009	3,532 00	5,434 98	1,902 98	
18 000	MONSANTO COMPANY COM STK TICKER MON	08/17/2009	10/26/2009	1,432 79	1,287 77	(145 02)	
17 000	MONSANTO COMPANY COM STK TICKER MON	06/30/2009	10/26/2009	1,270 21	1,216 22	(53 99)	
44.000	MONSANTO COMPANY COM STK TICKER MON	01/07/2009	10/26/2009	3,803 08	3,147 88	(655 20)	
70 000	JPMORGAN CHASE & CO COM TICKER JPM	10/16/2008	10/27/2009	2,785 30	3,077 53		292 23
140 000	UNION PACIFIC CORP TICKER UNP	05/06/2008	10/29/2009	10,333.89	7,938.27		(2,395 62)
52.000	UNILEVER PLC SPON ADR TICKER UL	01/09/2009	10/30/2009	1,227 67	1,580 93	353 26	
	MERCK & CO TICKER MRK	10/30/2009	11/05/2009		9 79	9 79	
245 000	SCHERING PLOUGH CORP SEE CUSIP 58933Y105 TICKER: SGP	10/30/2009	11/05/2009	2,925 21	2,572.50	(352 71)	
	BANCO SANTANDER CEN SPON ADR TICKER: STD	10/23/2009	11/06/2009		60 69	60 69	
344 000	BNC SNT RTS SLD CUSIP: 05964H949	10/16/2009	11/06/2009				
65 000	NATIONAL AUSTRALIA BK LTD ADR TICKER· NABZY	01/09/2009	11/06/2009	960 70	1,696 32	735 62	
	BNP PARIBAS PARIS ADR TICKER BNPQY	10/23/2009	11/09/2009		37 63	37 63	

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	SOCIETE GENERALE PARIS ADR TICKER: SCGLY	10/23/2009	11/09/2009		456 82	456 82	
126 000	TAIWAN SEMICONDUCTOR MANUFACTU ADR TICKER TSM	11/02/2009	11/10/2009	1,204 56	1,269 67	65 11	
29 000	NIPPON TELEG & TEL CORP SPONS ADR TICKER· NTT	04/15/2008	11/13/2009	642 64	599 88		(42 76)
1 000	NIPPON TELEG & TEL CORP SPONS ADR TICKER. NTT	06/29/2007	11/13/2009	22 15	20.69		(1 46)
42 000	NIPPON TELEG & TEL CORP SPONS ADR TICKER NTT	03/12/2007	11/13/2009	1,093 91	868.81		(225 10)
101 000	HUTCHISON WHAMPOA LT D ADR TICKER HUWHY	10/30/2009	11/20/2009	3,554 19	3,486 06	(68 13)	
41 000	KOMATSU LIMITED ADRS TICKER KMTUY	10/30/2009	11/20/2009	3,243 92	3,139 09	(104 83)	
57 000	NATIONAL AUSTRALIA BK LTD ADR TICKER NABZY	01/09/2009	12/01/2009	842 46	1,482 80	640 34	
	AOL INC TICKER AOL	12/09/2009	12/09/2009		8 91	8 91	
103 000	HUTCHISON WHAMPOA LT D ADR TICKER· HUWHY	10/30/2009	12/09/2009	3,624 57	3,436 39	(188 18)	
41.000	VORNADO REALTY TRUST COM REIT TICKER VNO	04/22/2009	12/15/2009	1,891 21	2,870.76	979 55	
105 000	UNITEDHEALTH GRP TICKER UNH	10/30/2009	12/16/2009	2,749 69	3,362.14	612 45	
176 000	ATLAS COPCO AB ADR NEW REP STD COM SER A TICKER ATLKY	10/30/2009	12/17/2009	2,390 08	2,472 43	82.35	
64 000	BHP BILLITON LTD ADR TICKER· BHP	05/15/2009	12/18/2009	3,154 56	4,603 40	1,448 84	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
42.000	BHP BILLITON LTD ADR TICKER· BHP	04/02/2009	12/18/2009	2,078 31	3,020 98	942 67	
29 000	BHP BILLITON LTD ADR TICKER: BHP	03/19/2009	12/18/2009	1,323 69	2,085 92	762 23	
20 000	AOL INC TICKER: AOL	08/29/2008	12/23/2009	572 62	469 88		(102 74)
11 000	AOL INC TICKER· AOL	08/28/2008	12/23/2009	292 81	258 43		(34 38)
84 000	ING GROEP N V SURRENDER ADS RTS 11 DEC 2009 CUSIP 456DEL893	10/23/2009	12/23/2009		190 90	190 90	
84.000	ING GROEP N V SURRENDER ADS RTS 11 DEC 2009 CUSIP 456DEL893	05/21/2009	12/23/2009		190 91	190 91	
103.000	ING GROEP N V SURRENDER ADS RTS 11 DEC 2009 CUSIP· 456DEL893	01/09/2009	12/23/2009		234 08	234 08	
17 000	ING GROEP N V SURRENDER ADS RTS 11 DEC 2009 CUSIP 456DEL893	05/09/2008	12/23/2009		38 63		38 63
55 000	ING GROEP N V SURRENDER ADS RTS 11 DEC 2009 CUSIP: 456DEL893	04/15/2008	12/23/2009		124 99		124 99
61 000	ING GROEP N V SURRENDER ADS RTS 11 DEC 2009 CUSIP. 456DEL893	03/12/2007	12/23/2009		138 63		138 63
442.000	VANGUARD INTERMEDIATE BOND 3 573% DUE @ 0 00 TICKER· BIV	05/21/2009	12/24/2009	34,147 77	35,042 54	894 77	
500 000	VANGUARD INTERMEDIATE BOND 3 573% DUE @ 0 00 TICKER BIV	01/27/2009	12/24/2009	38,600 00	39,640 88	1,040.88	

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Shares or Face Value	Security Description	Purchase Date	Sale Date	Cost	Proceeds	Gain (Loss) Short Term	Gain (Loss) Long Term
710 000	VANGUARD INTERMEDIATE BOND 3 573% DUE @ 0 00 TICKER: BIV	10/15/2008	12/24/2009	49,913 00	56,290.05		6,377 05
1,915.000	VANGUARD INTERMEDIATE BOND 3 573% DUE @ 0 00 TICKER: BIV	01/08/2008	12/24/2009	149,944 50	151,824 57		1,880 07
	TOTAL PORTFOLIO			**1,090,397.90**	**1,196,500.23**	**69,462.70**	**36,639.63**

Your Financial Advisor or Contact
MICHAEL DOYLE
415-963-5200

UBS Financial Services Inc.

2009 Consolidated Form 1099

P18L218208-X1

2009 Realized Gain/Loss Summary (Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such Please rely on the confirmations previously provided to you as your official activity record.

Estimated 2009 Gain/Loss for transactions with trade dates through 12/31/09 has been incorporated into this statement Realized gain/loss is based on the sales amount less the cost basis Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order. An asterisk (*) indicates a UBS Financial Services adjustment to cost basis. The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services Gain/Loss may not have been adjusted for all capital changes Gain/Loss values that may be subject to Wash Sale provisions are not indicated here "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated.

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different

Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification The potential application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered Clients should discuss the possible application of these provisions with their tax advisor

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss:	$ 40,583.90	$ 15,736.48	$	$ -24,847.42	$ -24,847.42
Sub Total:	$ 40,583.90	$ 15,736.48	$	$ -24,847.42	$ -24,847.42
Total:	$ 40,583.90	$ 15,736.48	$	$ -24,847.42	$ -24,847.42

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CHINA LIFE INSURANCE CO LTD ADS	Trade	85.000		05/06/08	03/05/09	3,568.93	5,706.82	-2,137.89		Y
CNOOC LTD SPON ADR	Trade	26.000		05/06/08	03/02/09	1,997.96	4,660.38	-2,662.42		Y
	Trade	8.000		05/06/08	03/03/09	619.57	1,433.96	-814.39		
DEUTSCHE BOERSE AG	Trade	119.000		10/20/08	02/26/09	5,870.48	9,115.00	-3,244.52		Y
LAS VEGAS SANDS CORP	Trade	145.000		05/06/08	03/09/09	251.25	10,461.64	-10,210.39		Y
	Trade	94.000		08/18/08	03/09/09	162.88	4,890.12	-4,727.24		Y
VISA INC CL A	Trade	58.000		07/21/08	02/24/09	3,265.41	4,315.98	-1,050.57		Y
Total Short-Term Gain/Loss						**15,736.48**	**40,583.90**	**-24,847.42**		

UBS Financial Services Inc.

2009 Consolidated Form 1099

P18L21B385-X1

2009 Realized Gain/Loss Summary (Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such. Please rely on the confirmations previously provided to you as your official activity record.

Estimated 2009 Gain/Loss for transactions with trade dates through 12/31/09 has been incorporated into this statement. Realized gain/loss is based on the sales amount less the cost basis Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order An asterisk (*) indicates a UBS Financial Services adjustment to cost basis. The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services. Gain/Loss may not have been adjusted for all capital changes. Gain/Loss values that may be subject to Wash Sale provisions are not indicated here. "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium. Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different

Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position. Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification The potential application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered Clients should discuss the possible application of these provisions with their tax advisor

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss:	$ 132,113.53	$ 129,181.72	$	$ -2,931.81	$ -2,931.81
Long-term Gain/Loss:	539,144.10	234,060.77		-305,083.33	-305,083.33
Sub Total:	$ 671,257.63	$ 363,242.49	$	$ -308,015.14	$ -308,015.14
Total:	$ 671,257.63	$ 363,242.49	$	$ -308,015.14	$ -308,015.14

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
UBS DYNAMIC ALPHA FUND CLASS A	Trade	26,635.792		12/18/08	01/26/09	129,181.72	132,113.53	-2,931.81		Y
Total Short-Term Gain/Loss						129,181.72	132,113.53	-2,931.81		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
	Trade	1.237		Earnings	01/26/09	6.00	14.30	-8.30		Y
	Trade	126.432		12/19/07	01/26/09	613.19	1,285.81	-672.62		Y

Continued on page 4

UBS Financial Services Inc.

2009 Consolidated Form 1099

P18L218386-X

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matc 109
UBS DYNAMIC ALPHA FUND	Trade	8,719.411		12/19/07	01/26/09	42,288.53	88,676.41	-46,387.88		
CLASS A	Trade	22,246.570		09/21/06	01/26/09	107,894.30	249,166.78	-141,272.48		
	Trade	17,167.000		02/12/07	01/26/09	83,258.75	200,000.80	-116,742.05		
Total Long-Term Gain/Loss						234,060.77	539,144.10	-305,083.33		

Your Financial Advisor or Contact
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UBS Financial Services Inc.

2009 Consolidated Form 1099

P18L218372-X1

2009 Realized Gain/Loss Summary (Includes sale proceeds not reported on Form 1099-B)

This Realized Gain/Loss Summary is not a tax reporting document and has not been submitted to the IRS If your sale amount matches the amount on Form 1099-B, which is reported to the IRS, it is marked as such Please rely on the confirmations previously provided to you as your official activity record.

Estimated 2009 Gain/Loss for transactions with trade dates through 12/31/09 has been incorporated into this statement Realized gain/loss is based on the sales amount less the cost basis Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion.

The cost basis of the oldest security lot (first-in, first-out or FIFO method of accounting) is assigned to a sale to calculate Gain/Loss unless you identified a specific lot (a "versus purchase" or "VSP" order) when you placed your sell order An asterisk (*) indicates a UBS Financial Services adjustment to cost basis The number "1" indicates cost basis information has been provided by a source other than UBS Financial Services. Gain/Loss may not have been adjusted for all capital changes Gain/Loss values that may be subject to Wash Sale provisions are not indicated here "Earnings" in the Purchase Date column indicates the position sold was acquired on various dates through dividend reinvestment and that the Gain/Loss has been aggregated

Cost basis for coupon tax-exempt municipal securities (including securities subject to AMT) has been adjusted for mandatory amortization of bond premium The OID amount reported on your Form 1099-OID is not adjusted for Market Discount, Acquisition Premium, or Bond Premium Therefore, the amortization and accretion adjustments used here may not be consistent with the Form 1099-OID amount because the reporting requirements are different

Gain/Loss from short sale closings are reported as short-term regardless of the holding period of property used to close the short position Clients should consult their tax advisors as to whether exceptions may apply in their particular case to change this classification The potential application of the "Constructive Sale" provisions (Sec 1259) for short-against-the box transactions is not considered Clients should discuss the possible application of these provisions with their tax advisor

	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss:	$ 78,300.40	$ 65,479.71	$ 3,436.96	$ -16,257.65	$ -12,820.69
Long-term Gain/Loss:	32,931.15	24,022.18		-8,908.97	-8,908.97
Sub Total:	$ 111,231.55	$ 89,501.89	$ 3,436.96	$ -25,166.62	$ -21,729.66
Total:	$ 111,231.55	$ 89,501.89	$ 3,436.96	$ -25,166.62	$ -21,729.66

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ABBOTT LABS	Trade	56.000		10/07/08	03/02/09	2,640.71	3,161.02	-520.31		Y
	Trade	50.000		10/07/08	04/22/09	2,147.29	2,822.34	-675.05		Y
	Trade	54.000		10/16/08	04/22/09	2,319.07	2,958.28	-639.21		Y
	Trade	52.000		11/05/08	04/22/09	2,233.18	2,897.83	-664.65		Y
ALCON INC	Trade	8.000		12/10/08	03/03/09	625.40	652.71	-27.31		Y
AON CORP	Trade	22.000		12/09/08	03/03/09	818.45	961.16	-142.71		Y
	Trade	128.000		12/09/08	04/06/09	5,124.95	5,592.23	-467.28		Y
BLACKROCK INC	Trade	38.000		03/03/08	03/03/09	3,535.99	7,225.37	-3,689.38		Y
	Trade	12.000		03/19/08	03/03/09	1,116.63	2,280.75	-1,164.12		Y

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UBS Financial Services Inc.

2009 Consolidated Form 1099

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
COVANCE INC	Trade	14.000		06/30/08	01/28/09	512.86	1,211.71	-698.85		Y
	Trade	134.000		10/31/08	01/28/09	4,908.79	6,533.87	-1,625.08		Y
GENL ELECTRIC CO	Trade	564.000		03/12/09	05/08/09	8,015.75	5,226.19	2,789.56		Y
JOHNSON & JOHNSON COM	Trade	92.000		10/16/08	03/02/09	4,435.87	5,814.21	-1,378.34		Y
	Trade	4.000		11/05/08	03/02/09	192.86	241.12	-48.26		Y
LOCKHEED MARTIN CORP	Trade	40.000		02/06/09	03/03/09	2,413.85	3,172.92	-759.07		Y
MEDCO HEALTH SOLUTIONS INC	Trade	66.000		11/05/08	03/03/09	2,553.82	2,770.36	-216.54		Y
	Trade	4.000		11/05/08	05/07/09	182.38	167.90	14.48		Y
	Trade	68.000		11/07/08	05/07/09	3,100.42	2,769.54	330.88		Y
	Trade	54.000		11/25/08	05/07/09	2,462.10	2,160.06	302.04		Y
MONSANTO CO NEW	Trade	50.000		08/12/08	03/02/09	3,608.13	5,637.60	-2,029.47		Y
	Trade	10.000		01/07/09	03/02/09	721.63	864.34	-142.71		Y
	Trade	18.000		01/07/09	03/03/09	1,323.95	1,555.80	-231.85		Y
PEPSICO INC	Trade	116.000		11/24/08	04/22/09	5,635.76	6,319.32	-683.56		Y
	Trade	36.000		04/17/09	04/22/09	1,749.03	1,870.55	-121.52		Y
WAL MART STORES INC	Trade	64.000		10/20/08	03/03/09	3,100.84	3,433.22	-332.38		Y
Total Short-Term Gain/Loss						65,479.71	78,300.40	-12,820.69		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
AMER TOWER CORP CL A	Trade	70.000		06/13/06	03/05/09	1,930.97	1,956.93	-25.96		Y
	Trade	60.000		07/03/06	03/05/09	1,655.11	1,907.21	-252.10		Y
	Trade	118.000		03/12/07	03/05/09	3,255.06	4,483.95	-1,228.89		Y
	Trade	2.000		03/12/07	03/11/09	57.19	76.00	-18.81		Y
BLACKROCK INC	Trade	10.000		03/19/08	04/03/09	1,374.48	1,900.63	-526.15		Y

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Your Financial Advisor or Contact
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UBS Financial Services Inc.

2009 Consolidated Form 1099

P18L218374-X1

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
COVANCE INC	Trade	75.000		02/20/07	01/28/09	2,747.46	4,705.95	-1,958.49		Y
	Trade	20.000		08/16/07	01/28/09	732.66	1,403.92	-671.26		Y
DENBURY RESOURCES INC NEW	Trade	422.000		06/19/06	02/26/09	5,596.57	5,706.29	-109.72		Y
ECOLAB INC	Trade	44.000		03/02/07	03/04/09	1,364.44	1,825.99	-461.55		Y
	Trade	46.000		03/05/07	03/04/09	1,426.45	1,897.90	-471.45		Y
ENBRIDGE INC	Trade	35.000		05/02/07	03/04/09	1,002.48	1,164.60	-162.12		Y
	Trade	5.000		09/20/07	03/04/09	143.21	179.47	-36.26		Y
KANSAS CITY STHN NEW	Trade	34.000		12/19/06	03/03/09	516.82	960.50	-443.68		Y
	Trade	90.000		03/01/07	03/03/09	1,368.05	2,878.77	-1,510.72		Y
	Trade	56.000		08/03/07	03/03/09	851.23	1,883.04	-1,031.81		Y
Total Long-Term Gain/Loss						24,022.18	32,931.15	-8,908.97		

2009 Realized Gain/Loss Summary (Includes sale proceeds not reported on Form 1099-B)

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Estimated 2009 Gain/Loss for transactions with trade dates through 12/31/09 has been incorporated into this statement. Realized gain/loss is based on the sales amount less the cost basis. Please note that gain or loss recognized on the sale or redemption of certain Structured Products may be ordinary, and not capital, gain or loss. Please check with your tax advisor and/or read the tax-related disclosure materials associated with those products. Note that the Original Cost Basis column is only populated for transactions of securities that have had their basis reduced due to premium amortization or increased due to OID accretion

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	Purchase	Sale	Gains	Losses	Net Gain/Loss
Short-term Gain/Loss:	$ 117,289.86	$ 80,206.75	$ 3,328.63	$ -40,411.74	$ -37,083.11
Long-term Gain/Loss:	60,188.14	29,946.63	3.13	-30,244.64	-30,241.51
Sub Total:	$ 177,478.00	$ 110,153.38	$ 3,331.76	$ -70,656.38	$ -67,324.62
Total:	$ 177,478.00	$ 110,153.38	$ 3,331.76	$ -70,656.38	$ -67,324.62

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ALLIANZ SE ADR	Trade	110.000		04/15/08	01/09/09	1,039.60	2,194.50	-1,154.90		Y
	Trade	125.000		10/15/08	01/09/09	1,181.37	1,276.18	-94.81		Y
	Trade	105.000		10/22/08	01/09/09	992.35	910.19	82:16		Y
ARCELORMITTAL SA NY REG	Trade	15.000		04/15/08	01/09/09	409.42	1,272.73	-863.31		Y
	Trade	23.000		07/24/08	01/09/09	627.78	1,768.01	-1,140.23		Y
	Trade	75.000		10/15/08	01/09/09	2,047.12	2,144.78	-97.66		Y
	Trade	30.000		10/22/08	01/09/09	818.85	707.10	111.75		Y
AU OPTRONICS CORP ADS SPON ADR	Trade	156.000		12/03/08	01/09/09	1,188.79	927.98	260.81		Y

Continued on page 10

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Match 1099
AUSTRALIA & NEW ZEALAND BKG GRP LTD SPONSRD ADR AUSTRALIA ADR	Trade	30.000		12/03/08	01/09/09	321.00	280.19	40.81		
	Trade	41.000		12/04/08	01/09/09	438.69	382.14	56.55		
BARCLAYS PLC ADR	Trade	45.000		04/15/08	01/09/09	487.67	1,603.57	-1,115.90		
	Trade	35.000		06/11/08	01/09/09	379.30	846.66	-467.36		
	Trade	85.000		10/15/08	01/09/09	921.16	1,453.42	-532.26		
	Trade	35.000		10/22/08	01/09/09	379.30	519.40	-140.10		
	Trade	15.000		11/07/08	01/09/09	162.56	184.08	-21.52		
	Trade	2.000		11/13/08	01/09/09	21.67	20.29	1.38		
BASF SE SPON ADR	Trade	30.000		04/15/08	01/09/09	1,044.29	2,147.25	-1,102.96		
	Trade	10.000		05/05/08	01/09/09	348.10	712.43	-364.33		
	Trade	3.000		09/09/08	01/09/09	104.43	161.87	-57.44		
	Trade	5.000		09/24/08	01/09/09	174.05	254.68	-80.63		
	Trade	20.000		10/15/08	01/09/09	696.19	704.00	-7.81		
	Trade	25.000		10/22/08	01/09/09	870.24	762.00	108.24		
BHP BILLITON PLC NEW SPON ADR	Trade	5.000		04/15/08	01/09/09	196.05	351.25	-155.20		
	Trade	35.000		10/15/08	01/09/09	1,372.34	1,101.80	270.54		
	Trade	10.000		10/22/08	01/09/09	392.10	277.90	114.20		
BNP PARIBAS SA ADR	Trade	3.000		06/11/08	01/09/09	68.70	143.55	-74.85		
	Trade	63.000		10/15/08	01/09/09	1,442.69	2,469.60	-1,026.91		
CHINA PETROLEUM & CHEMICAL CORP SPON ADR	Trade	10.000		04/15/08	01/09/09	602.19	880.30	-278.11		
	Trade	7.000		06/11/08	01/09/09	421.54	665.63	-244.09		
	Trade	10.000		10/15/08	01/09/09	602.19	664.60	-62.41		
COMPANHIA VALE DO RIO DOCE SPONS ADR 250 PREF **NAME CHANGE: 05/	Trade	10.000		04/15/08	01/09/09	122.80	299.30	-176.50		
	Trade	85.000		10/15/08	01/09/09	1,043.83	927.27	116.56		
CREDIT SUISSE GROUP SPON ADR	Trade	30.000		04/15/08	01/09/09	812.99	1,559.90	-746.91		
	Trade	2.000		05/09/08	01/09/09	54.20	108.13	-53.93		
	Trade	35.000		10/15/08	01/09/09	948.49	1,426.60	-478.11		
	Trade	29.000		11/13/08	01/09/09	785.89	795.79	-9.90		

Continued on page 11

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
DELHAIZE GROUP SPON ADR	Trade	11.000		12/03/08	01/09/09	674.29	682.88	-8.59		Y
DEUTSCHE BANK AG REG SHS ORD	Trade	15.000		04/15/08	01/09/09	489.63	1,725.15	-1,235.52		Y
	Trade	5.000		05/05/08	01/09/09	163.21	609.61	-446.40		Y
	Trade	14.000		06/11/08	01/09/09	456.99	1,334.39	-877.40		Y
	Trade	40.000		10/15/08	01/09/09	1,305.69	1,816.40	-510.71		Y
	Trade	10.000		10/22/08	01/09/09	326.42	421.10	-94.68		Y
	Trade	5.000		11/07/08	01/09/09	163.21	193.12	-29.91		Y
E ON AG SPON ADR	Trade	20.000		04/15/08	01/09/09	764.40	1,283.20	-518.80		Y
	Trade	15.000		10/15/08	01/09/09	573.30	547.50	25.80		Y
EAST JAPAN RAILWAY CO ADR	Trade	48.000		12/04/08	01/09/09	566.39	611.05	-44.66		Y
ENI SPA IT SPON ADR	Trade	15.000		04/15/08	01/09/09	706.85	1,097.55	-390.70		Y
	Trade	30.000		10/15/08	01/09/09	1,413.71	1,191.30	222.41		Y
EUROPEAN AERONAUTIC DEFENCE ADR	Trade	43.000		12/03/08	01/09/09	790.76	671.77	118.99		Y
FRANCE TELECOM SA SPON ADR	Trade	5.000		10/22/08	01/09/09	137.15	122.90	14.25		Y
FUJITSU LTD ADR NEW JAPAN ADR	Trade	63.000		12/04/08	01/09/09	1,448.99	1,277.09	171.90		Y
HITACHI LTD ADR NEW JAPAN	Trade	23.000		09/05/08	01/09/09	925.05	1,704.64	-779.59		Y
	Trade	20.000		10/15/08	01/09/09	804.40	1,069.60	-265.20		Y
HONDA MOTOR CO ADR JAPAN ADR	Trade	35.000		04/15/08	01/09/09	784.71	975.45	-190.74		Y
	Trade	10.000		10/15/08	01/09/09	224.20	210.68	13.52		Y
HSBC HOLDINGS PLC NEW GB SPON ADR	Trade	45.000		10/15/08	01/09/09	2,166.69	3,153.31	-986.62		Y
	Trade	5.000		11/07/08	01/09/09	240.74	293.23	-52.49		Y
INFINEON TECHNOLOGIES ADR	Trade	210.000		10/15/08	01/09/09	264.59	663.60	-399.01		Y

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UBS Financial Services Inc.

2009 Consolidated Form 1099

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Mat 10
JSC MMC NORILSK NICKEL SPON ADR	Trade	48.000		03/13/08	01/09/09	298.30	1,404.32	-1,106.02		
	Trade	5.000		04/15/08	01/09/09	31.07	142.75	-111.68		
	Trade	81.000		09/24/08	01/09/09	503.39	1,095.10	-591.71		
	Trade	135.000		10/15/08	01/09/09	838.98	945.00	-106.02		
KB FINL GROUP INC SPON ADR	Trade	1.000		04/15/08	01/09/09	27.25	66.61	-39.36		
	Trade	10.000		06/11/08	01/09/09	272.50	610.00	-337.50		
	Trade	15.000		07/24/08	01/09/09	408.74	854.17	-445.43		
KONINKLIJKE AHOLD NV NEW 2007 SPON ADR	Trade	105.000		04/15/08	01/09/09	1,249.49	1,554.00	-304.51		
KONINKLIJKE DSM NV SPON ADR	Trade	77.000		04/25/08	01/09/09	515.90	1,011.23	-495.33		
	Trade	15.000		05/05/08	01/09/09	100.50	206.95	-106.45		
	Trade	105.000		06/05/08	01/09/09	703.50	1,609.65	-906.15		
	Trade	20.000		07/16/08	01/09/09	134.00	263.72	-129.72		
L M ERICSSON TELEFON CO SEK 10 NEW 2002 ADR	Trade	156.000		10/14/08	01/09/09	1,242.03	1,130.88	111.15		
	Trade	130.000		10/15/08	01/09/09	1,035.02	845.00	190.02		
LLOYDS BANKING GROUP PLC SPON ADR	Trade	40.000		06/05/08	03/23/09	137.72	1,871.69	-1,733.97		
	Trade	22.000		06/11/08	03/23/09	75.75	839.62	-763.87		
	Trade	56.000		01/09/09	03/23/09	192.81	448.02	-255.21		
	Trade	67.000		12/03/08	03/23/09	230.68	639.45	-408.77		
LUKOIL OIL CO SPON ADR (25 RUBLES)	Trade	5.000		04/15/08	01/09/09	173.25	444.50	-271.25		
	Trade	15.000		10/15/08	01/09/09	519.75	577.50	-57.75		
	Trade	10.000		10/22/08	01/09/09	346.50	310.00	36.50		
MITSUBISHI CORP SPONS ADR ADR	Trade	10.000		04/15/08	01/09/09	291.60	707.50	-415.90		
	Trade	30.000		10/15/08	01/09/09	874.79	1,079.70	-204.91		
	Trade	5.000		10/22/08	01/09/09	145.80	162.25	-16.45		
MITSUI & CO LTD ADR JAPAN ADR	Trade	5.000		09/05/08	01/09/09	1,062.54	1,448.75	-386.21		
	Trade	5.000		10/15/08	01/09/09	1,062.54	1,062.30	.24		
MUNICH RE GROUP ADR	Trade	99.000		12/03/08	01/09/09	1,524.59	1,373.77	150.82		

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
NISSAN MTR LTD SPONS ADR JAPAN ADR	Trade	10.000		04/02/08	01/09/09	74.00	172.86	-98.86		Y
	Trade	175.000		04/15/08	01/09/09	1,294.99	2,836.75	-1,541.76		Y
	Trade	100.000		10/15/08	01/09/09	740.00	958.00	-218.00		Y
NOKIA CORP SPONS ADR FINLAND ADR	Trade	65.000		10/14/08	01/09/09	993.99	1,174.59	-180.60		Y
	Trade	50.000		10/22/08	01/09/09	764.60	771.00	-6.40		Y
ORIX CORP SPON ADR	Trade	30.000		10/15/08	01/09/09	849.29	1,666.82	-817.53		Y
PETRO-CANADA COM STOCK**MEREGR EFF: 07/2009**	Trade	15.000		02/12/08	01/09/09	379.21	665.80	-286.59		Y
	Trade	15.000		03/04/08	01/09/09	379.21	706.63	-327.42		Y
	Trade	20.000		03/27/08	01/09/09	505.62	885.06	-379.44		Y
	Trade	10.000		04/15/08	01/09/09	252.81	488.80	-235.99		Y
	Trade	10.000		05/02/08	01/09/09	252.81	503.56	-250.75		Y
	Trade	21.000		07/24/08	01/09/09	530.90	965.68	-434.78		Y
	Trade	40.000		10/15/08	01/09/09	1,011.23	844.79	166.44		Y
ROYAL BANK SCOTLAND SPON ADR	Trade	11.000		04/15/08	02/09/09	81.38	1,585.76	-1,504.38		Y
	Trade	18.000		06/11/08	02/09/09	133.16	1,663.13	-1,529.97		Y
	Trade	20.000		07/16/08	02/09/09	147.96	1,135.19	-987.23		Y
SANOFI-AVENTIS SA SPON ADR	Trade	35.000		04/15/08	01/09/09	1,103.58	1,314.60	-211.02		Y
	Trade	25.000		10/15/08	01/09/09	788.27	682.25	106.02		Y
SHARP CORP UNSPONSORED ADR	Trade	40.000		04/15/08	01/09/09	358.00	876.00	-318.00		Y
	Trade	130.000		10/15/08	01/09/09	1,163.49	1,067.30	96.19		Y
SOLVAY S A ADR	Trade	10.000		12/03/08	01/09/09	777.49	687.72	89.77		Y
SONY CORP ADR NEW JAPAN ADR	Trade	20.000		04/15/08	01/09/09	474.40	794.60	-320.20		Y
	Trade	75.000		10/15/08	01/09/09	1,778.99	1,797.75	-18.76		Y
STATOIL ASA SPON ADR	Trade	5.000		01/31/08	01/09/09	87.25	128.00	-40.75		Y
	Trade	27.000		03/13/08	01/09/09	471.15	822.41	-351.26		Y
	Trade	20.000		04/15/08	01/09/09	349.00	675.60	-326.60		Y
	Trade	40.000		06/11/08	01/09/09	698.00	1,515.43	-817.43		Y
	Trade	85.000		10/15/08	01/09/09	1,483.25	1,421.99	61.26		Y

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Mat 10
KONINKLIJKE AHOLD NV NEW 2007 SPON ADR	Trade	36.000		09/11/07	01/09/09	428.40	507.90	-79.50		
	Trade	41.000		10/26/07	01/09/09	487.90	605.13	-117.23		
LUKOIL OIL CO SPON ADR (25 RUBLES)	Trade	19.000		10/26/07	01/09/09	658.35	1,661.74	-1,003.39		
MITSUBISHI CORP SPONS ADR ADR	Trade	31.000		03/12/07	01/09/09	903.95	1,480.25	-576.30		
	Trade	1.000		01/08/08	01/09/09	29.16	54.34	-25.18		
NIPPON TELEG & TEL CORP SPON ADR	Trade	20.000		03/12/07	02/09/09	458.02	520.91	-62.89		
	Trade	5.000		03/12/07	02/13/09	113.49	130.23	-16.74		
NISSAN MTR LTD SPONS ADR JAPAN ADR	Trade	32.000		05/15/07	01/09/09	236.80	697.56	-460.76		
	Trade	40.000		09/19/07	01/09/09	296.00	792.22	-496.22		
	Trade	5.000		11/01/07	01/09/09	37.00	118.29	-81.29		
	Trade	29.000		11/26/07	01/09/09	214.60	623.24	-408.64		
	Trade	20.000		01/08/08	01/09/09	148.00	405.12	-257.12		
ORIX CORP SPON ADR	Trade	5.000		05/15/07	01/09/09	141.55	710.69	-569.14		
	Trade	14.000		06/22/07	01/09/09	396.34	1,776.70	-1,380.36		
	Trade	7.000		08/01/07	01/09/09	198.17	820.90	-622.73		
ROYAL BANK SCOTLAND SPON ADR	Trade	11.000		10/26/07	01/09/09	178.08	2,379.16	-2,201.08		
	Trade	9.000		11/26/07	02/09/09	66.58	1,669.64	-1,603.06		
ROYAL DUTCH SHELL PLC CL A SPON ADR	Trade	4.000		10/26/07	01/09/09	216.35	348.09	-131.74		
RWE AG ADR	Trade	3.000		06/07/07	02/02/09	230.77	329.79	-99.02		
	Trade	7.000		07/02/07	02/02/09	538.46	748.76	-210.30		
SANOFI-AVENTIS SA SPON ADR	Trade	71.000		03/12/07	01/09/09	2,238.68	3,040.29	-801.61		
SHARP CORP UNSPONSORED ADR	Trade	141.000		03/12/07	01/09/09	1,261.94	2,721.30	-1,459.36		
	Trade	17.000		05/18/07	01/09/09	152.15	316.01	-163.86		
	Trade	2.000		08/08/07	01/09/09	17.90	36.29	-18.39		
	Trade	50.000		09/19/07	01/09/09	447.50	853.83	-406.33		

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Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
SONY CORP ADR NEW JAPAN ADR	Trade	21.000		06/22/07	01/09/09	498.12	1,111.06	-612.94		Y
STATOIL ASA SPON ADR	Trade	36.000		01/08/08	01/09/09	628.20	1,110.28	-482.08		Y
SUMITOMO MITSUI FINANCIAL GROUP INC ADR	Trade	247.000		03/12/07	01/09/09	1,071.97	2,383.55	-1,311.58		Y
	Trade	45.000		09/19/07	01/09/09	195.30	318.96	-123.66		Y
TOYOTA MOTOR CORP NEW JAPAN SPON ADR	Trade	9.000		03/12/07	05/05/09	736.80	1,198.96	-462.16		Y
UNTD MICROELECTRONICS CORP NEW SPON ADR	Trade	285.000		03/12/07	01/09/09	576.83	1,299.36	-722.53		Y
VODAFONE GROUP PLC NEW SPON ADR	Trade	85.000		03/12/07	01/09/09	1,768.36	2,300.37	-532.01		Y
	Trade	20.000		06/29/07	01/09/09	416.09	671.14	-255.05		Y
Total Long-Term Gain/Loss						29,946.63	60,188.14	-30,241.51		