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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service (77)

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

OMB No 1545-0052
2009

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

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

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

ENVELOPE MARK DATE NOV 12 2010

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation B K SIMON FAMILY CHARITABLE FDN-TR Number and street (or P O box number if mail is not delivered to street address) Room/suite BNY Mellon, N A - P O Box 185 City or town, state, and ZIP code Pittsburgh PA 15230-0185	A Employer identification number 20-6817430 B Telephone number (see page 10 of the instructions) (412)234-1584
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 15,608,345		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))				
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	401,186	373,498		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	-1,754,241			
b Gross sales price for all assets on line 6a	6,053,181			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	9,341	9,341	0	
12 Total. Add lines 1 through 11	-1,343,714	382,839	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	42,072	25,243		16,829
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	0	0	0	0
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	4,778	4,778	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	624	133	0	491
24 Total operating and administrative expenses. Add lines 13 through 23	47,474	30,154	0	17,320
25 Contributions, gifts, grants paid	1,409,500			1,409,500
26 Total expenses and disbursements. Add lines 24 and 25	1,456,974	30,154	0	1,426,820
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-2,800,688			
b Net investment income (if negative, enter -0-)		352,685		
c Adjusted net income (if negative, enter -0-)			0	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value	
Assets	1	Cash—non-interest-bearing	12,958	0	
	2	Savings and temporary cash investments	485,872	1,304,782	1,304,782
	3	Accounts receivable	0	0	0
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0	0	0
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0	0	0
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	0	0
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis	0	0	0
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	17,466,598	13,779,826	14,303,563	
14	Land, buildings, and equipment basis	0	0	0	
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	17,965,428	15,084,608	15,608,345	
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable		0	
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	17,965,428	15,084,608	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	Total net assets or fund balances (see page 17 of the instructions)	17,965,428	15,084,608		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	17,965,428	15,084,608		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,965,428
2	Enter amount from Part I, line 27a	2	-2,800,688
3	Other increases not included in line 2 (itemize)	3	0
4	Add lines 1, 2, and 3	4	15,164,740
5	Decreases not included in line 2 (itemize) See Attached Statement	5	80,132
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	15,084,608

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gain (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	-1,754,241	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	-398,321	

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.

(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	2,525,661	18,552,516	0.136136
2007	1,396,538	22,268,461	0.062714
2006	164,555	19,397,635	0.008483
2005			0.000000
2004			0.000000
2 Total of line 1, column (d)			2 0.207333
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.069111
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 13,856,384
5 Multiply line 4 by line 3			5 957,629
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 3,527
7 Add lines 5 and 6			7 961,156
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.			8 1,426,820

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> 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)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0
3 Add lines 1 and 2			3,527
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-			3,527
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,600	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d			5,600
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached			0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			2,073
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 2,073 Refunded <input type="checkbox"/>			0

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> PA		
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? <i>If "No," attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ BNY Mellon, N A Telephone no ▶ (412)234-1584 Located at ▶ P O Box 185 Pittsburgh PA ZIP+4 ▶ 15230-0185			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No **6b** X
If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No **6b** X
If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No **7b** N/A

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No **7b** N/A

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BNY Mellon, N A P O Box 185 Pittsburgh PA 15230-0185	SEE ATTACHED	42,072	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0
	00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	

All other program-related investments See page 24 of the instructions

3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	13,458,250
b	Average of monthly cash balances	1b	609,145
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	14,067,395
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	14,067,395
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	211,011
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	13,856,384
6	Minimum investment return. Enter 5% of line 5	6	692,819

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

1	Minimum investment return from Part X, line 6	1	692,819
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,527
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	3,527
3	Distributable amount before adjustments Subtract line 2c from line 1	3	689,292
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	689,292
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	689,292

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,426,820
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,426,820
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	3,527
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,423,293

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				689,292
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	1,244,797			
f Total of lines 3a through e	1,244,797			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 1,426,820				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				689,292
e Remaining amount distributed out of corpus	737,528			
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	1,982,325			
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			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) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	1,982,325			
10 Analysis of line 9				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	1,244,797			
e Excess from 2009	737,528			

Part XIV Private Operating Foundations (see page 27 of the 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)

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

Tax year	Pnor 3 years			(e) Total	
	(a) 2009	(b) 2008	(c) 2007		(d) 2006
	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

DANIEL W PFAFF ONE MELLON CENTER, ROOM 3725 PITTSBURGH PA 15258-0001 (412)234-1584

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

PROVIDED UPON INITIAL CONTACT

c Any submission deadlines

PROVIDED UPON INITIAL CONTACT

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

PROVIDED UPON INITIAL CONTACT

Part XV Supplementary Information (continued)

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

Recipient	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
Name and address (home or business)				
a <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	1,409,500
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

B. K. SIMON FAMILY CHARITABLE FDN-TR

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Page 1 of 2

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name PORTALS FOUNDATION, INC				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 777 S FIGUEROA STREET, #3200					
City LOS ANGELES	State CA	Zip code 90017	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 30,000

Name CARNEGIE MELLON UNIVERISTY				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 6 PPG PLACE, 14TH FLOOR					
City PITTSBURGH	State PA	Zip code 15222	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 180,000

Name ALLEGHENY CONFERENCE ON COMMUNITY				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street REG ENTERPRISE TWR-425 6TH AVE					
City PITTSBURGH	State PA	Zip code 15219-1811	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 180,000

Name BAPTIST HOMES FOUNDATION				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 489 CASTLE SHANNON BOULEVARD					
City PITTSBURGH	State PA	Zip code 15234	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 70,000

Name DORMONT PUBLIC LIBRARY				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 2950 WEST LIBRARY AVENUE					
City PITTSBURGH	State PA	Zip code 15216	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 20,000

Name INSTITUTE FOR JUSTICE				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 901 N GLEBE ROAD, SUITE 900					
City ARLINGTON	State VA	Zip code 22203	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 90,000

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name CHILDRENS INSTITUTE OF PITTSBURGH				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 1405 SHADY AVENUE					
City PITTSBURGH	State PA	Zip code 15217-1350	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 90,000

Name CATHOLIC CHARITIES, DIOCESE OF PGH				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 212 9TH STREET					
City PITTSBURGH	State PA	Zip code 15222	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 100,000

Name FISHER HOUSE FOUNDATION				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 1401 ROCKVILLE PIKE SUITE 600					
City ROCKVILLE	State MD	Zip code 20852	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 10,000

Name MEDIA RESEARCH CENTER				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 325 SOUTH PATRICK ST					
City ALEZANDREA	State VA	Zip code 22314-3580	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 15,000

Name BISHOP JOHN T WALKER SCHOOL				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street DIOCESE OF WASHINGTON-MT ST ALBAN					
City WASHINGTON	State DC	Zip code 20016-5094	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 25,000

Name PIEDMONT ENVIRONMENTAL COUNCIL				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street 45 HORNER ST					
City WARRENTON	State VA	Zip code 20186	Foreign Country		
Relationship NONE	Foundation Status PUBLIC				
Purpose of grant/contribution OPERATIONAL					Amount 1,500

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
Recipient(s) paid during the year

Name

SALEM COMMUNITY MONTESSORI SCHOOL

 Person Business

Street

City

State

Zip code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

1,500

Name

UNIVERSITY OF PITTSBURGH

 Person Business

Street

200 S CRAIG ST, 5TH FLR CRAIG HALL

City

PITTSBURGH

State

PA

Zip code

15260

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

180,000

Name

THE HERITAGE FOUNDATION

 Person Business

Street

214 MASSACHUSETTS AVENUE NE

City

WASHINGTON

State

DC

Zip code

20002-4999

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

100,000

Name

LIBRARY FOUNDATION OF LOS ANGELES

 Person Business

Street

630 W FIFTH STREET

City

LOS ANGELES

State

CA

Zip code

90071

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

25,000

Name

BRADDOCK CARNEGIE LIBRARY

 Person Business

Street

419 LIBRARY STREET

City

BRADDOCK

State

PA

Zip code

15104

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

20,000

Name

ROBERT MORRIS UNIVERISTY

 Person Business

Street

60001 UNIVERSITY BLVD

City

MOON TOWNSHIP

State

PA

Zip code

15108-1189

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

16,000

B K SIMON FAMILY CHARITABLE FDN-TR

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

UNIVERSITY OF PITTSBURGH SCH OF NURSING

Person

Business

Street

3500 VICTORIA STREET, ROOM 218

City

PITTSBURGH

State

PA

Zip code

15261

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

90,000

Name

ROBERT MORRIS UNIVERSITY SCH OF NURSING

Person

Business

Street

229 JOHN JAY, 6001 UNIVERSITY BLVD

City

MOON TOWNSHIP

State

PA

Zip code

15108

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

90,000

Name

STANFORD LAW SCHOOL

Person

Business

Street

City

State

Zip code

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

10,000

Name

UNIVERSITY OF MIAMI

Person

Business

Street

P O BOX 248053

City

CORAL GABLES

State

FL

Zip code

33124

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

30,000

Name

THE HILL SCHOOL

Person

Business

Street

130 SOUTH MADISON STREET

City

MIDDLEBURG

State

VA

Zip code

20118-0065

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

20,000

Name

NOTRE DAME ACADEMY

Person

Business

Street

35321 NOTRE DAME LANE

City

MIDDLEBURG

State

VA

Zip code

20117

Foreign Country

Relationship

NONE

Foundation Status

PUBLIC

Purpose of grant/contribution

OPERATIONAL

Amount

500

B K SIMON FAMILY CHARITABLE FDN-TR

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Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
 CHILDRENS HOSPITAL / LA Person Business
 Street

City State Zip code Foreign Country

Relationship Foundation Status
 NONE PUBLIC

Purpose of grant/contribution Amount
 OPERATIONAL 15,000

Name Person Business
 Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
 0

Name Person Business
 Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
 0

Name Person Business
 Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
 0

Name Person Business
 Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
 0

Name Person Business
 Street

City State Zip code Foreign Country

Relationship Foundation Status

Purpose of grant/contribution Amount
 0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss																																																					
														Gross Sales	Cost and Expenses	Net Gain or Loss																																																		
Totals																																																																		
<table border="0" style="width:100%"> <tr> <td style="width:10%">Long Term CG Distributions</td> <td style="width:10%">88,395</td> <td colspan="11"></td> </tr> <tr> <td>Short Term CG Distributions</td> <td></td> <td colspan="11"></td> </tr> <tr> <td colspan="10"></td> <td>Gross Sales</td> <td>6,053,181</td> <td>0</td> <td>-1,754,241</td> </tr> <tr> <td colspan="10"></td> <td>Cost and Expenses</td> <td>7,807,422</td> <td>0</td> <td></td> </tr> </table>													Long Term CG Distributions	88,395												Short Term CG Distributions																							Gross Sales	6,053,181	0	-1,754,241											Cost and Expenses	7,807,422	0	
Long Term CG Distributions	88,395																																																																	
Short Term CG Distributions																																																																		
										Gross Sales	6,053,181	0	-1,754,241																																																					
										Cost and Expenses	7,807,422	0																																																						
1	X	WAL MART STORES INC	931142103			11/20/2007		6/10/2009	36,565	33,018																																																								
2	X	WAL MART STORES INC	931142103			11/20/2007		6/11/2009	16,395	14,926																																																								
3	X	WAL MART STORES INC	931142103			11/20/2007		5/28/2009	26,205	23,972																																																								
4	X	WAL MART STORES INC	931142103			11/20/2007		5/7/2009	39,952	36,185																																																								
5	X	WAL MART STORES INC	931142103			3/17/2006		5/7/2009	22,473	20,943																																																								
6	X	WAL MART STORES INC	931142103			3/17/2006		3/2/2009	15,787	14,893																																																								
7	X	ST JUDE MEDICAL INC	790849103			11/6/2007		6/19/2009	3,613	3,633																																																								
8	X	ST JUDE MEDICAL INC	790849103			11/6/2007		6/19/2009	4,015	4,046																																																								
9	X	VISA INC-CLASS A SHRS	92826C839			1/27/2009		3/2/2009	9,885	7,898																																																								
10	X	VANGUARD EUROPE PACIFIC	9219A3858			10/22/2007		2/27/2009	269,460	631,125																																																								
11	X	U S TREASURY NOTE 4 5%	912828E8			4/19/2006		2/15/2009	250,000	250,000																																																								
12	X	U S TREASURY NOTE 4 5%	912828E8			3/31/2006		2/15/2009	250,000	250,000																																																								
13	X	U S TREASURY NOTE 3 5%	912828C57			5/17/2006		8/15/2009	250,000	250,000																																																								
14	X	U S TREASURY NOTE 3 5%	912828C57			3/31/2006		8/15/2009	250,000	250,000																																																								
15	X	UNITED STATES TREAS 4 25	912828B80			10/22/2007		4/13/2009	277,528	251,719																																																								
16	X	US BANCORP	902973304			2/29/2008		12/1/2009	1,647	4,225																																																								
17	X	US BANCORP	902973304			2/29/2008		1/21/2009	4,182	10,706																																																								
18	X	US BANCORP	902973304			2/29/2008		12/1/2009	11,658	29,855																																																								
19	X	TIME WARNER CABLE INC	88732J207			12/4/2008		6/12/2009	13,745	12,636																																																								
20	X	TIME WARNER CABLE INC	88732J207			12/4/2008		4/22/2009	4	4																																																								
21	X	TIME WARNER INC	887317303			12/4/2008		4/21/2009	7	7																																																								
22	X	TIME WARNER INC	887317303			12/4/2008		3/2/2009	4,876	6,162																																																								
23	X	THERMO FISHER SCIENTIFIC	883556102			2/7/2007		3/5/2009	11,951	17,394																																																								
24	X	THERMO FISHER SCIENTIFIC	883556102			2/7/2007		3/2/2009	15,236	21,370																																																								
25	X	THERMO FISHER SCIENTIFIC	883556102			2/7/2007		1/21/2009	22,650	31,309																																																								
26	X	TEXTRON INC	883203101			3/17/2006		3/2/2009	574	5,139																																																								
27	X	TEXTRON INC	883203101			5/10/2006		3/2/2009	209	1,957																																																								
28	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		1/4/2009	6,511	5,189																																																								
29	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		11/4/2009	3,110	2,480																																																								
30	X	EMERSON ELECTRIC CO	291011104			2/7/2007		3/17/2009	14,529	24,585																																																								
31	X	EMERSON ELECTRIC CO	291011104			2/7/2007		3/16/2009	15,178	25,123																																																								
32	X	EMERSON ELECTRIC CO	291011104			2/7/2007		3/2/2009	9,019	15,674																																																								
33	X	DREYFUS SMALL CAP STOCK	262000204			8/20/2008		10/7/2009	85,000	111,425																																																								
34	X	DARDEN RESTAURANTS INC	237194105			3/2/2009		5/22/2009	14,422	11,550																																																								
35	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/22/2009	4,917	5,450																																																								
36	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/22/2009	3,606	3,989																																																								
37	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/21/2009	1,346	1,453																																																								
38	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/21/2009	18,511	20,154																																																								
39	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/21/2009	2,356	2,554																																																								
40	X	DANAHER CORP	235851102			3/17/2006		3/2/2009	9,995	12,877																																																								
41	X	CONOCOPHILLIPS	20825C104			3/17/2006		3/17/2009	8,586	14,090																																																								
42	X	CONOCOPHILLIPS	20825C104			3/17/2006		3/17/2009	746	1,225																																																								
43	X	CONOCOPHILLIPS	20825C104			2/7/2007		3/17/2009	13,056	23,107																																																								
44	X	CONOCOPHILLIPS	20825C104			2/7/2007		3/2/2009	9,493	17,165																																																								
45	X	COMPANHIA VALE DO RIO DO	204412209			5/10/2006		3/2/2009	2,207	2,594																																																								
46	X	COMPANHIA VALE DO RIO DO	204412209			5/9/2006		3/2/2009	1,226	1,446																																																								
47	X	COLGATE-PALMOLIVE CO	194162103			8/7/2008		9/2/2009	2,365	2,506																																																								
48	X	COLGATE-PALMOLIVE CO	194162103			8/7/2008		9/2/2009	7,740	8,202																																																								
49	X	COLGATE-PALMOLIVE CO	194162103			8/6/2008		9/1/2009	11,482	12,396																																																								

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss
Totals													
Securities													
Other sales													
			Amount					6,053,181		7,807,422		-1,754,241	
			88,395					0		0		0	
50	X	COLGATE-PALMOLIVE CO	194162103			8/7/2008		9/1/2009	1,945	2,050			
51	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		9/1/2009	6,484	6,973			
52	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/31/2009	11,511	12,396			
53	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/31/2009	2,612	2,794			
54	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/31/2009	7,117	7,607			
55	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/28/2009	16,003	17,076			
56	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/28/2009	5,674	6,087			
57	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		3/2/2009	6,497	8,584			
58	X	COCA COLA ENTERPRISES INC	191219104			6/20/2007		3/2/2009	2,827	5,858			
59	X	COACH INC	189754104			10/22/2008		1/23/2009	9,045	12,369			
60	X	COACH INC	189754104			10/22/2008		1/23/2009	2,441	3,319			
61	X	COACH INC	189754104			10/21/2008		1/23/2009	2,584	3,771			
62	X	COACH INC	189754104			10/21/2008		1/21/2009	14,256	21,176			
63	X	CISCO SYSTEMS INC	17275R102			7/18/2008		3/2/2009	8,497	12,555			
64	X	CISCO SYSTEMS INC	17275R102			7/23/2008		3/2/2009	21,662	32,584			
65	X	CHUBB CORP	171232101			2/7/2007		3/2/2009	16,946	22,686			
66	X	CHUBB CORP	171232101			2/7/2007		1/21/2009	54,871	68,586			
67	X	CVS CAREMARK CORP	126650100			10/30/2007		3/2/2009	37,323	60,926			
68	X	BROADCOM CORP CL A	111320107			3/2/2009		11/3/2009	18,646	11,786			
69	X	BROADCOM CORP CL A	111320107			2/23/2009		11/3/2009	24,343	15,084			
70	X	BEST BUY INC	086516101			3/17/2009		9/11/2009	60,850	48,618			
71	X	BANK OF AMERICA CORP	060505104			10/15/2008		2/6/2009	5,671	23,765			
72	X	BANK OF AMERICA CORP	060505104			10/14/2008		2/6/2009	570	2,409			
73	X	BANK OF AMERICA CORP	060505104			10/14/2008		2/6/2009	5,223	22,152			
74	X	BANK OF AMERICA CORP	060505104			5/22/2006		2/6/2009	7,725	61,182			
75	X	BANK OF AMERICA CORP	060505104			3/17/2006		2/6/2009	8,767	66,953			
76	X	BANK OF AMERICA CORP	060505104			5/22/2006		1/28/2009	9,914	72,350			
77	X	BANK OF AMERICA CORP	060505104			2/7/2007		1/26/2009	3,992	32,006			
78	X	BANK OF AMERICA CORP	060505104			5/2/2006		1/26/2009	2,462	18,328			
79	X	BNY MELLON MID CAP STK F	05569M509			3/27/2009		10/7/2009	977	743			
80	X	BNY MELLON MID CAP STK F	05569M509			12/4/2008		10/7/2009	9,173	6,497			
81	X	BNY MELLON MID CAP STK F	05569M509			3/28/2008		10/7/2009	830	993			
82	X	BNY MELLON MID CAP STK F	05569M509			12/6/2007		10/7/2009	147,294	203,337			
83	X	BNY MELLON MID CAP STK F	05569M509			12/7/2006		10/7/2009	106,845	154,996			
84	X	BNY MELLON MID CAP STK F	05569M509			3/28/2006		10/7/2009	217	358			
85	X	BNY MELLON MID CAP STK F	05569M509			3/28/2006		10/7/2009	8	14			
86	X	BNY MELLON MID CAP STK F	05569M509			3/21/2006		10/7/2009	616,216	1,000,000			
87	X	APPLE INC	037833100			7/8/2008		3/2/2009	14,518	28,314			
88	X	APACHE CORP	037411105			2/7/2007		3/2/2009	6,809	8,307			
89	X	AMGEN INC	031162100			10/29/2008		3/2/2009	2,414	3,007			
90	X	AMERIPRISE FINANCIAL INC	03076C106			1/21/2009		3/2/2009	4,020	4,964			
91	X	ALLIANCE DATA SYS CORP	018581108			7/23/2008		3/2/2009	4,250	9,463			
92	X	AETNA INC	00817Y108			7/24/2008		6/15/2009	12,181	21,551			
93	X	AETNA INC	00817Y108			7/24/2008		6/15/2009	14,865	26,317			
94	X	AETNA INC	00817Y108			8/11/2008		6/15/2009	226	437			
95	X	AETNA INC	00817Y108			7/23/2008		6/15/2009	2,149	3,866			
96	X	AETNA INC	00817Y108			8/11/2008		3/5/2009	10,839	24,452			
97	X	AETNA INC	00817Y108			8/11/2008		3/2/2009	725	1,441			
98	X	AETNA INC	00817Y108			8/8/2008		3/2/2009	3,669	7,381			

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss	
														Totals
		Long Term CG Distributions	88,395											
		Short Term CG Distributions												
99	X	ADOBE SYSTEMS INC	00724F101			3/26/2008		11,304	24,351					
100	X	ADOBE SYSTEMS INC	00724F101			3/26/2008		16,442	35,272					
101	X	ABBOTT LABORATORIES	002824100			3/17/2006		48,888	53,404					
102	X	ABBOTT LABORATORIES	002824100			3/17/2006		5,111	4,978					
103	X	AT & T INC	00208R102			2/7/2007		10,314	16,291					
104	X	TYCO INTERNATIONAL LTD-V	G9143X208			8/11/2008		3,214	7,249					
105	X	ACCENTURE LTD	G1150G111			2/27/2008		5,693	7,342					
106	X	XTO ENERGY INC	98385X106			3/17/2006		7,365	8,214					
107	X	WYETH	983024100			1/21/2009		10,719	9,190					
108	X	WYETH	983024100			1/21/2009		20,633	17,721					
109	X	WYETH	983024100			1/21/2009		27,213	23,383					
110	X	WYETH	983024100			1/21/2009		10,508	9,035					
111	X	WYETH	983024100			1/21/2009		11,351	10,858					
112	X	WELLS FARGO & COMPANY	949746101			3/17/2006		8,906	27,052					
113	X	WELLS FARGO & COMPANY	949746101			3/17/2006		15,661	36,192					
114	X	WELLS FARGO & COMPANY	949746101			2/7/2007		4,374	11,114					
115	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		3,615	2,938					
116	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		12,620	10,458					
117	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		1,666	1,351					
118	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		4	3					
119	X	DREYFUS PRE STRAT INTER	86271F768			8/20/2008		400,000	399,658					
120	X	STATE STREET CORP	857477103			5/21/2009		25,288	27,551					
121	X	STATE STREET CORP	857477103			5/21/2009		33,688	36,161					
122	X	SEMPRA ENERGY	816851109			2/27/2007		8,156	12,327					
123	X	SCHERING PLOUGH CORP	806605101			2/7/2007		52,605	52,334					
124	X	SCHERING PLOUGH CORP	806605101			2/7/2007		8,350	12,339					
125	X	ST JUDE MEDICAL INC	790849103			11/6/2007		9,077	11,054					
126	X	ST JUDE MEDICAL INC	790849103			11/6/2007		14,522	17,762					
127	X	ST JUDE MEDICAL INC	790849103			11/6/2007		3,136	3,819					
128	X	ST JUDE MEDICAL INC	790849103			11/6/2007		24,920	25,029					
129	X	ST JUDE MEDICAL INC	790849103			11/6/2007		16,794	20,636					
130	X	ROSS STORES INC	778296103			4/16/2008		8,258	7,044					
131	X	NOVARTIS AG-ADR	66987V109			9/24/2008		8,109	11,994					
132	X	NOVARTIS AG-ADR	66987V109			9/24/2008		20,622	30,531					
133	X	NOVARTIS AG-ADR	66987V109			9/24/2008		5,276	6,178					
134	X	NOVARTIS AG-ADR	66987V109			9/25/2008		5,839	9,185					
135	X	NOVARTIS AG-ADR	66987V109			9/25/2008		2,603	4,089					
136	X	NORTHERN TR CORP	665859104			1/21/2009		10,216	10,474					
137	X	NORTHERN TR CORP	665859104			1/21/2009		15,887	16,566					
138	X	NORTHERN TR CORP	665859104			1/21/2009		9,186	9,619					
139	X	NORTHERN TR CORP	665859104			1/21/2009		3,289	3,420					
140	X	NORTHERN TR CORP	665859104			2/4/2009		7,669	8,463					
141	X	NORTHERN TR CORP	665859104			2/4/2009		3,835	4,236					
142	X	NOKIA CORP-SPON ADR	654902204			7/28/2008		13,456	28,481					
143	X	NOKIA CORP-SPON ADR	654902204			7/28/2008		4,001	8,460					
144	X	NOKIA CORP-SPON ADR	654902204			7/28/2008		12,002	25,340					
145	X	NOKIA CORP-SPON ADR	654902204			7/28/2008		2,179	6,768					
146	X	NEWS CORP INC	65248E203			11/6/2007		16,110	58,369					
147	X	NEWS CORP INC	65248E203			2/7/2007		434	1,724					
Totals														
Securities													7,807,422	
Other sales													0	
Gross Sales									6,053,181	Cost, Other Basis and Expenses		7,807,422	Net Gain or Loss	-1,754,241
									0			0	0	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss
			Amount										
			88,395				Totals		6,953,181	0	7,807,422	0	-1,754,241
148	X	NATIONAL OILWELL VARCO I	637071101			12/30/2008		4/24/2009	16,754	13,023			
149	X	NATIONAL OILWELL VARCO I	637071101			12/29/2008		4/24/2009	1,691	1,309			
150	X	NATIONAL OILWELL VARCO I	637071101			12/29/2008		4/24/2009	5,533	4,299			
151	X	NATIONAL OILWELL VARCO I	637071101			12/30/2008		4/23/2009	5,566	4,540			
152	X	NATIONAL OILWELL VARCO I	637071101			3/2/2009		4/23/2009	13,475	11,793			
153	X	MOSAIC CO	61945A107			6/10/2008		4/14/2009	17,685	56,386			
154	X	MOSAIC CO	61945A107			6/10/2008		3/2/2009	1,999	7,048			
155	X	MOLSON COORS BREWING C	60871R209			10/6/2008		3/13/2009	6,600	9,542			
156	X	MOLSON COORS BREWING C	60871R209			10/6/2008		3/13/2009	19,171	27,619			
157	X	MOLSON COORS BREWING C	60871R209			10/6/2008		3/2/2009	716	909			
158	X	MOLSON COORS BREWING C	60871R209			10/3/2008		3/2/2009	4,655	6,045			
159	X	MICROSOFT CORPORATION	594918104			3/17/2006		3/2/2009	6,775	11,588			
160	X	MERCK & CO INC	58933Y105			3/13/2009		12/8/2009	10	7			
161	X	MEDTRONIC INC	585055106			3/17/2006		3/2/2009	4,646	8,467			
162	X	MCKESSON CORPORATION	58155Q103			2/4/2009		3/2/2009	4,478	5,013			
163	X	MC DONALD'S CORPORATION	580135101			4/1/2008		5/7/2009	44,160	47,292			
164	X	GOLDMAN SACHS GROUP INC	38141G104			3/17/2006		3/2/2009	4,444	7,545			
165	X	GILEAD SCIENCES INC	375558103			1/21/2009		12/2/2009	15,397	16,134			
166	X	GILEAD SCIENCES INC	375558103			1/21/2009		12/1/2009	41,196	43,333			
167	X	GILEAD SCIENCES INC	375558103			1/21/2009		3/2/2009	10,724	11,699			
168	X	GENERAL ELECTRIC COMPA	369604103			3/31/2006		3/2/2009	4,240	18,513			
169	X	GENERAL ELECTRIC COMPA	369604103			2/7/2007		3/2/2009	1,280	5,792			
170	X	GAP INC	364760108			11/21/2007		2/5/2009	4,156	7,588			
171	X	GAP INC	364760108			11/20/2007		2/5/2009	13,737	25,177			
172	X	GAP INC	364760108			11/20/2007		2/4/2009	13,459	24,335			
173	X	GAP INC	364760108			11/20/2007		2/4/2009	3,187	5,813			
174	X	GAP INC	364760108			11/20/2007		12/1/2009	28,811	50,916			
175	X	FRANKLIN RES INC	354613101			1/21/2009		3/2/2009	4,511	5,112			
176	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		10/29/2009	8	7			
177	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		8/27/2009	2	2			
178	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		5/22/2009	4	4			
179	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		2/25/2009	8	9			
180	X	FIFTH THIRD BANCORP	316773100			10/15/2008		1/26/2009	3,876	18,064			
181	X	FIFTH THIRD BANCORP	316773100			10/15/2008		1/26/2009	786	3,648			
182	X	FIFTH THIRD BANCORP	316773100			10/14/2008		1/26/2009	4,100	18,856			
183	X	FEDEX CORP	31428X106			10/31/2008		3/2/2009	2,099	3,272			
184	X	FEDERAL HOME LN BKS 50	3133XJ5A2			12/6/2006		12/11/2009	250,000	250,000			
185	X	EXXON MOBIL CORP	30231G102			7/22/2006		3/2/2009	19,974	10,674			
186	X	EXELON CORP	30161N101			3/17/2006		4/14/2009	12,602	15,244			
187	X	EXELON CORP	30161N101			3/17/2006		3/2/2009	9,781	11,857			
188	X	MC DONALD'S CORPORATION	580135101			4/1/2008		3/17/2009	6,916	7,407			
189	X	MC DONALD'S CORPORATION	580135101			4/2/2008		3/17/2009	39,369	42,236			
190	X	MC DONALD'S CORPORATION	580135101			4/2/2008		3/2/2009	8,262	9,132			
191	X	MCAFEES INC	579064106			6/1/2007		7/30/2009	9,512	8,068			
192	X	MCAFEES INC	579064106			5/31/2007		7/30/2009	30,265	25,643			
193	X	MCAFEES INC	579064106			6/1/2007		7/29/2009	12,945	10,636			
194	X	MCAFEES INC	579064106			6/1/2007		3/2/2009	2,989	4,034			
195	X	LORILLARD INC	544147101			1/21/2009		10/6/2009	3,239	2,639			
196	X	LORILLARD INC	544147101			1/21/2009		10/6/2009	16,809	13,689			

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Net Gain or Loss
		Long Term CG Distributions	88,395						6,053,181	7,807,422			-1,754,241
		Short Term CG Distributions							0	0			0
197	X	LORILLARD INC	544147101			1/21/2009		10/5/2009	11,557	9,453			
198	X	LORILLARD INC	544147101			1/21/2009		10/5/2009	35,991	29,463			
199	X	LORILLARD INC	544147101			1/21/2009		3/2/2009	9,770	10,435			
200	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/4/2009	18,663	43,925			
201	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/4/2009	322	758			
202	X	ESTEE LAUDER COMPANIES	518439104			8/15/2008		3/3/2009	1,341	3,289			
203	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/3/2009	4,568	10,870			
204	X	ESTEE LAUDER COMPANIES	518439104			8/15/2008		3/3/2009	340	822			
205	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/3/2009	8,923	21,329			
206	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/3/2009	2,762	6,664			
207	X	ESTEE LAUDER COMPANIES	518439104			8/15/2008		3/2/2009	2,677	6,166			
208	X	ESTEE LAUDER COMPANIES	518439104			8/15/2008		3/2/2009	223	515			
209	X	LABORATORY CORP AMER H	50540R409			4/24/2008		1/21/2009	24,971	32,054			
210	X	LABORATORY CORP AMER H	50540R409			4/23/2008		1/21/2009	12,111	16,109			
211	X	LABORATORY CORP AMER H	50540R409			4/23/2008		1/21/2009	5,190	6,931			
212	X	LABORATORY CORP AMER H	50540R409			4/23/2008		1/21/2009	404	538			
213	X	KEYCORP NEW	493267108			3/2/2009		5/26/2009	570	743			
214	X	KEYCORP NEW	493267108			10/15/2008		5/26/2009	6,889	15,518			
215	X	KEYCORP NEW	493267108			10/14/2008		5/22/2009	3,384	7,481			
216	X	KEYCORP NEW	493267108			10/15/2008		5/22/2009	4,561	10,151			
217	X	KEYCORP NEW	493267108			10/14/2008		2/9/2009	2,988	6,662			
218	X	KEYCORP NEW	493267108			10/14/2008		5/21/2009	1,190	2,571			
219	X	KEYCORP NEW	493267108			10/14/2008		5/21/2009	3,978	8,650			
220	X	KBR INC	48242W106			2/7/2007		9/4/2009	863	746			
221	X	KBR INC	48242W106			2/7/2007		9/4/2009	14,244	12,245			
222	X	KBR INC	48242W106			2/7/2007		9/3/2009	1,735	1,491			
223	X	KBR INC	48242W106			2/7/2007		9/3/2009	370	317			
224	X	KBR INC	48242W106			2/7/2007		9/3/2009	7,407	6,393			
225	X	KBR INC	48242W106			2/7/2007		9/2/2009	1,235	1,062			
226	X	KBR INC	48242W106			2/7/2007		9/2/2009	564	485			
227	X	KBR INC	48242W106			2/7/2007		9/2/2009	434	373			
228	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		6/8/2009	5,629	4,274			
229	X	JUNIPER NETWORKS INC	48203R104			10/29/2008		6/8/2009	5,863	4,657			
230	X	JUNIPER NETWORKS INC	48203R104			10/29/2008		6/5/2009	20,223	15,647			
231	X	JOHNSON & JOHNSON	478160104			2/5/2008		1/21/2009	55,286	62,675			
232	X	JOHNSON & JOHNSON	478160104			1/9/2007		1/21/2009	42,442	49,441			
233	X	JPMORGAN CHASE & CO	46625H100			3/17/2006		3/21/2009	10,730	20,320			
234	X	INTERNATIONAL BUSINESS N	459200101			1/23/2008		8/21/2009	63,444	56,323			
235	X	INTERNATIONAL BUSINESS N	459200101			1/23/2008		3/2/2009	11,001	12,752			
236	X	INTEL CORP	458140100			3/10/2009		6/5/2009	11,780	10,221			
237	X	INTEL CORP	458140100			3/10/2009		6/5/2009	29,869	25,910			
238	X	INTEL CORP	458140100			5/16/2008		6/5/2009	25,340	39,824			
239	X	INTEL CORP	458140100			5/15/2008		6/5/2009	4,118	6,478			
240	X	INTEL CORP	458140100			5/15/2008		3/2/2009	5,027	9,717			
241	X	HOSPIRA INC	441060100			6/1/2007		3/2/2009	3,819	6,915			
242	X	HONEYWELL INTL INC	438516106			3/17/2006		3/2/2009	522	855			
243	X	HONEYWELL INTL INC	438516106			2/7/2007		3/2/2009	4,957	8,812			
244	X	HESS CORP	42809H107			1/23/2009		3/2/2009	27,590	28,128			
245	X	HALLIBURTON CO	406216101			2/7/2007		3/2/2009	3,167	5,929			

Totals

Long Term CG Distributions 88,395
Short Term CG Distributions

Securities 6,053,181
Other sales 0

Cost, Other Basis and Expenses 7,807,422

Net Gain or Loss -1,754,241

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Totals		Cost, Other Basis and Expenses		Net Gain or Loss
								Gross Sales	Other sales	Gross Sales	Other Basis	
		Long Term CG Distributions	88,395					6,053,181	0	7,807,422	0	-1,754,241
		Short Term CG Distributions						0		0		0
246	X	GOLDMAN SACHS GROUP INC	38141G104			3/17/2006		14,237	25,654			
247	X	ROSS STORES INC	778296103			4/16/2008		28,796	24,621			
248	X	ROSS STORES INC	778296103			4/17/2008		7,011	5,942			
249	X	ROSS STORES INC	778296103			4/16/2008		10,050	8,492			
250	X	ROSS STORES INC	778296103			4/17/2008		3,895	3,301			
251	X	ROSS STORES INC	778296103			4/17/2008		4,842	5,281			
252	X	RAYTHEON CO	75511507			10/7/2008		6,203	8,320			
253	X	QUALCOMM INC	747525103			3/2/2009		2,693	2,015			
254	X	QUALCOMM INC	747525103			11/10/2008		26,030	20,520			
255	X	QUALCOMM INC	747525103			11/11/2008		34,724	26,180			
256	X	QUALCOMM INC	747525103			2/7/2007		938	708			
258	X	QUALCOMM INC	747525103			8/21/2009		13,608	10,895			
259	X	PROCTER & GAMBLE CO	74218109			3/17/2006		41,293	44,739			
260	X	PRAXAIR INC	74005P104			3/17/2006		8,588	10,660			
261	X	PRAXAIR INC	74005P104			3/17/2006		21,854	21,606			
262	X	PHILIP MORRIS INTERNAT-W	718172109			2/7/2007		12,315	12,509			
263	X	PFIZER INC	717081103			3/17/2006		6,588	8,980			
264	X	PFIZER INC	717081103			2/7/2007		6,737	14,777			
265	X	PEPSICO INC	713448108			2/7/2007		602	1,324			
266	X	PNC FINANCIAL SERVICES G	693475105			2/29/2008		9,486	12,012			
267	X	ORACLE CORP	68389X105			2/7/2007		7,925	16,894			
268	X	OMNICOM GROUP INC	681919106			2/7/2007		23,511	25,628			
269	X	NOVARTIS AG-ADR	66987V109			10/7/2008		4,903	11,012			
270	X	NOVARTIS AG-ADR	66987V109			9/24/2008		17,987	26,414			
271	X	NOVARTIS AG-ADR	66987V109			9/24/2008		4,782	7,083			
272	X	NOVARTIS AG-ADR	66987V109			10/7/2008		1,103	1,636			
273	X	NOVARTIS AG-ADR	66987V109			10/7/2008		8,354	12,262			
						4/27/2009		12,146	18,042			

Line 11 (990-PF) - Other Income

		9,341	9,341	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1				
2	RENTAL INCOME FROM PARTNERSHIP	9,341	9,341	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	4,778	4,778		
2					
3					
4					
5					
6					
7					
8					
9					
10					
		4,778	4,778	0	0

Line 23 (990-PF) - Other Expenses

	Description	624 Revenue and Expenses per Books	133 Net Investment Income	0 Adjusted Net Income	491 Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	ADR FEES	101	101		
3	PARTNERSHIP EXPENSES	32	32		
4	TRAVEL EXPENSES	491			491
5					
6					
7					
8					
9					
10					

Part II, Line 13 (990-PF) - Investments - Other

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	INVESTMENTS - OTHER		17,466,598	13,779,826	14,303,563
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 5 - Decreases not included in Part III, Line 2

1	PARTNERSHIP ADJUSTMENT	1	9,325
2	COST BASIS ADJUSTMENT FOR SHERING PLOUGH AND TIME WARNER	2	70,807
3	Total	3	80,132

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	Amount		CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F.M.V. as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		Long Term CG Distributions	Short Term CG Distributions													
1	WAL MART STORES INC	88,395	0	931142103	11/20/2007	6/10/2009		36,565	0	33,018	3,547	3,547			0	-3,547
2	WAL MART STORES INC			931142103	11/20/2007	6/11/2009		16,395	0	14,926	1,469	1,469			0	1,469
3	WAL MART STORES INC			931142103	11/20/2007	5/28/2009		26,205	0	23,972	2,233	2,233			0	2,233
4	WAL MART STORES INC			931142103	11/20/2007	5/7/2009		39,952	0	36,185	3,767	3,767			0	3,767
5	WAL MART STORES INC			931142103	3/17/2006	5/7/2009		22,473	0	20,943	1,530	1,530			0	1,530
6	WAL MART STORES INC			931142103	3/17/2006	3/2/2009		15,787	0	14,893	894	894			0	894
7	ST JUDE MEDICAL INC			790849103	1/16/2007	6/19/2009		3,613	0	3,633	-20	-20			0	-20
8	ST JUDE MEDICAL INC			790849103	1/16/2007	6/19/2009		4,015	0	4,046	-31	-31			0	-31
9	VISA INC-CLASS A SHRS			92826C839	1/27/2009	3/2/2009		9,885	0	7,998	1,887	1,887			0	1,887
10	VANGUARD EUROPE PACIFIC ETF			921943858	10/22/2007	2/27/2009		269,460	0	631,125	-361,665	-361,665			0	-361,665
11	U.S. TREASURY NOTE 4.5% 2/15/09			912828EV8	4/19/2006	2/15/2009		250,000	0	250,000	0	0			0	0
12	U.S. TREASURY NOTE 4.5% 2/15/09			912828EV8	3/31/2006	2/15/2009		250,000	0	250,000	0	0			0	0
13	U.S. TREASURY NOTE 3.5% 8/15/09			912828CS7	3/31/2006	8/15/2009		250,000	0	250,000	0	0			0	0
14	U.S. TREASURY NOTE 3.5% 8/15/09			912828CS7	10/22/2007	4/13/2009		277,528	0	251,719	25,809	25,809			0	25,809
16	UNITED STATES TREAS 4.25% 11/15/11			902973304	2/29/2008	1/21/2009		1,647	0	4,225	-2,578	-2,578			0	-2,578
17	US BANCORP			902973304	2/29/2008	1/21/2009		4,182	0	10,706	-6,524	-6,524			0	-6,524
18	US BANCORP			902973304	2/29/2008	1/21/2009		11,658	0	29,855	-18,197	-18,197			0	-18,197
19	TIME WARNER CABLE INC			88732J207	12/4/2008	6/11/2009		13,745	0	12,636	1,109	1,109			0	1,109
20	TIME WARNER CABLE INC			88732J207	12/4/2008	4/22/2009		4	0	4	0	0			0	0
21	TIME WARNER INC			887317303	12/4/2008	4/22/2009		7	0	7	0	0			0	0
22	TIME WARNER INC			887317303	12/4/2008	3/2/2009		4,876	0	6,162	-1,286	-1,286			0	-1,286
23	THERMO FISHER SCIENTIFIC INC			883556102	2/7/2007	3/5/2009		11,951	0	17,394	-5,443	-5,443			0	-5,443
24	THERMO FISHER SCIENTIFIC INC			883556102	2/7/2007	3/2/2009		15,236	0	21,370	-6,134	-6,134			0	-6,134
25	THERMO FISHER SCIENTIFIC INC			883556102	2/7/2007	1/21/2009		22,650	0	31,309	-8,659	-8,659			0	-8,659
26	TEXTRON INC			883203101	3/17/2006	3/2/2009		574	0	5,139	-4,565	-4,565			0	-4,565
27	TEXTRON INC			883203101	5/10/2006	3/2/2009		209	0	1,957	-1,748	-1,748			0	-1,748
28	TAIWAN SEMICONDUCTOR MFG CO AD			874039100	3/3/2009	11/4/2009		3,110	0	5,188	-2,078	-2,078			0	-2,078
29	EMERSON ELECTRIC CO			291011104	2/7/2007	3/17/2009		14,529	0	14,529	0	0			0	0
30	EMERSON ELECTRIC CO			291011104	2/7/2007	3/17/2009		15,178	0	15,674	-496	-496			0	-496
31	EMERSON ELECTRIC CO			291011104	2/7/2007	3/2/2009		9,019	0	11,425	-2,406	-2,406			0	-2,406
32	EMERSON ELECTRIC CO			291011104	8/20/2008	10/7/2009		95,000	0	111,425	-16,425	-16,425			0	-16,425
33	DREYFUS SMALL CAP STOCK INDEX			26200Q204	3/2/2009	3/2/2009		14,422	0	11,550	2,872	2,872			0	2,872
34	DARDEN RESTAURANTS INC			237194105	5/8/2008	5/22/2009		4,917	0	5,450	-533	-533			0	-533
35	DARDEN RESTAURANTS INC			237194105	5/8/2008	5/22/2009		3,606	0	3,989	-383	-383			0	-383
36	DARDEN RESTAURANTS INC			237194105	5/8/2008	5/21/2009		1,346	0	1,453	-107	-107			0	-107
37	DARDEN RESTAURANTS INC			237194105	5/8/2008	5/21/2009		18,511	0	20,154	-1,643	-1,643			0	-1,643
38	DARDEN RESTAURANTS INC			237194105	5/8/2008	5/21/2009		2,356	0	2,594	-238	-238			0	-238
39	DARDEN RESTAURANTS INC			237194105	3/17/2006	3/2/2009		9,995	0	12,877	-2,882	-2,882			0	-2,882
40	DANAHER CORP			235851102	3/17/2006	3/17/2009		8,586	0	14,090	-5,504	-5,504			0	-5,504
41	CONOCOPHILLIPS			20825C104	3/17/2006	3/17/2009		746	0	1,225	-479	-479			0	-479
42	CONOCOPHILLIPS			20825C104	2/7/2007	3/17/2009		13,056	0	23,107	-10,051	-10,051			0	-10,051
43	CONOCOPHILLIPS			20825C104	2/7/2007	3/2/2009		9,493	0	17,165	-7,672	-7,672			0	-7,672
44	CONOCOPHILLIPS			20825C104	5/10/2006	3/2/2009		2,207	0	2,594	-387	-387			0	-387
45	COMPANHIA VALE DO RIO DOCE			204412209	5/19/2006	3/2/2009		1,226	0	1,446	-220	-220			0	-220
46	COMPANHIA VALE DO RIO DOCE			204412209	8/7/2008	9/2/2009		2,365	0	2,506	-141	-141			0	-141
47	COLGATE-PALMOLIVE CO			194162103	8/7/2008	9/2/2009		7,740	0	6,202	1,538	1,538			0	1,538
48	COLGATE-PALMOLIVE CO			194162103	8/7/2008	9/2/2009		11,482	0	12,396	-914	-914			0	-914
49	COLGATE-PALMOLIVE CO			194162103	8/7/2008	9/1/2009		1,945	0	2,050	-105	-105			0	-105
50	COLGATE-PALMOLIVE CO			194162103	8/8/2008	8/31/2009		6,484	0	6,973	-489	-489			0	-489
51	COLGATE-PALMOLIVE CO			194162103	8/8/2008	8/31/2009		11,611	0	12,396	-785	-785			0	-785
52	COLGATE-PALMOLIVE CO			194162103	8/8/2008	8/31/2009		2,612	0	2,794	-182	-182			0	-182
53	COLGATE-PALMOLIVE CO			194162103	8/8/2008	8/31/2009		7,117	0	7,607	-490	-490			0	-490
54	COLGATE-PALMOLIVE CO			194162103	8/8/2008	8/31/2009		16,003	0	17,076	-1,073	-1,073			0	-1,073
55	COLGATE-PALMOLIVE CO			194162103	8/8/2008	8/28/2009		6,087	0	6,087	0	0			0	0
56	COLGATE-PALMOLIVE CO			194162103	8/8/2008	8/28/2009		6,497	0	6,584	-87	-87			0	-87
57	COLGATE-PALMOLIVE CO			194162103	8/8/2008	3/2/2009		2,827	0	5,858	-3,031	-3,031			0	-3,031
58	COCA COLA ENTERPRISES INC			191219104	10/22/2008	3/2/2009		9,045	0	12,369	-3,324	-3,324			0	-3,324
59	COACH INC			189754104	10/22/2008	1/23/2009		2,441	0	3,319	-878	-878			0	-878
60	COACH INC			189754104	10/22/2008	1/23/2009		2,441	0	3,319	-878	-878			0	-878

88,395

0

7,807,422

-1,842,636

0

0

0

0

-1,842,636

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/09	Adjusted Basis as of 12/31/09	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses	Totals	
														Long Term CG Distributions	Short Term CG Distributions
		Amount													
61	COACH INC	189754104		10/21/2008	1/23/2009	2,584	0	3,771	-1,187	0	0	0	-1,187	0	0
62	COACH INC	189754104		10/21/2008	1/21/2009	14,256	0	21,176	-6,920	0	0	0	-6,920	0	0
63	CISCO SYSTEMS INC	17275R102		7/18/2008	3/2/2009	8,497	0	12,555	-4,058	0	0	0	-4,058	0	0
64	CISCO SYSTEMS INC	17275R102		7/23/2008	3/2/2009	21,682	0	32,584	-10,902	0	0	0	-10,902	0	0
65	CHUBB CORP	171232101		2/7/2007	3/2/2009	16,946	0	22,686	-5,740	0	0	0	-5,740	0	0
66	CHUBB CORP	171232101		2/7/2007	1/21/2009	54,871	0	68,586	-13,715	0	0	0	-13,715	0	0
67	CVS CAREMARK CORP	126850100		10/30/2007	3/2/2009	37,323	0	50,926	-23,603	0	0	0	-23,603	0	0
68	BROADCOM CORP CLA	111320107		3/2/2009	11/3/2009	18,646	0	11,786	6,860	0	0	0	6,860	0	0
69	BROADCOM CORP CLA	111320107		2/23/2009	11/3/2009	24,343	0	15,084	9,259	0	0	0	9,259	0	0
70	BEST BUY INC	086516101		3/17/2009	11/12/2009	60,850	0	48,618	12,232	0	0	0	12,232	0	0
71	BANK OF AMERICA CORP	060505104		10/15/2008	2/6/2009	5,671	0	23,765	-18,094	0	0	0	-18,094	0	0
72	BANK OF AMERICA CORP	060505104		10/14/2008	2/6/2009	570	0	2,409	-1,839	0	0	0	-1,839	0	0
73	BANK OF AMERICA CORP	060505104		5/22/2006	2/6/2009	7,725	0	22,152	-16,929	0	0	0	-16,929	0	0
74	BANK OF AMERICA CORP	060505104		5/22/2006	2/6/2009	8,767	0	61,182	-53,457	0	0	0	-53,457	0	0
75	BANK OF AMERICA CORP	060505104		3/17/2006	2/6/2009	9,914	0	56,953	-58,186	0	0	0	-58,186	0	0
76	BANK OF AMERICA CORP	060505104		5/22/2006	1/26/2009	3,992	0	72,350	-62,436	0	0	0	-62,436	0	0
77	BANK OF AMERICA CORP	060505104		2/7/2007	1/26/2009	2,462	0	32,006	-28,014	0	0	0	-28,014	0	0
78	BANK OF AMERICA CORP	060505104		5/2/2006	1/26/2009	977	0	18,328	-15,866	0	0	0	-15,866	0	0
79	BNY MELLON MID CAP STK FD CL M	05569M509		3/27/2009	10/7/2009	9,173	0	743	234	0	0	0	234	0	0
80	BNY MELLON MID CAP STK FD CL M	05569M509		12/4/2008	10/7/2009	830	0	6,497	2,676	0	0	0	2,676	0	0
81	BNY MELLON MID CAP STK FD CL M	05569M509		3/28/2008	10/7/2009	830	0	993	-163	0	0	0	-163	0	0
82	BNY MELLON MID CAP STK FD CL M	05569M509		12/6/2007	10/7/2009	147,294	0	203,337	-56,043	0	0	0	-56,043	0	0
83	BNY MELLON MID CAP STK FD CL M	05569M509		12/7/2006	10/7/2009	106,845	0	154,996	-48,151	0	0	0	-48,151	0	0
84	BNY MELLON MID CAP STK FD CL M	05569M509		3/28/2006	10/7/2009	217	0	358	-141	0	0	0	-141	0	0
85	BNY MELLON MID CAP STK FD CL M	05569M509		3/28/2006	10/7/2009	8	0	14	-6	0	0	0	-6	0	0
86	BNY MELLON MID CAP STK FD CL M	05569M509		3/21/2006	10/7/2009	616,216	0	1,000,000	-383,784	0	0	0	-383,784	0	0
87	APPLE INC	037833100		7/8/2008	3/2/2009	14,518	0	28,314	-13,796	0	0	0	-13,796	0	0
88	APACHE CORP	037411105		2/7/2007	3/2/2009	6,809	0	8,307	-1,498	0	0	0	-1,498	0	0
89	AMGEN INC	031162100		10/29/2008	3/2/2009	2,414	0	3,007	-593	0	0	0	-593	0	0
90	AMERIPRISE FINANCIAL INC	03076C106		1/21/2009	3/2/2009	4,020	0	4,984	-964	0	0	0	-964	0	0
91	ALLIANCE DATA SYS CORP	018581108		7/23/2008	3/2/2009	4,250	0	9,463	-5,213	0	0	0	-5,213	0	0
92	AETNA INC	00817Y108		7/24/2008	6/15/2009	12,181	0	21,551	-9,370	0	0	0	-9,370	0	0
93	AETNA INC	00817Y108		7/24/2008	6/15/2009	14,865	0	26,317	-11,452	0	0	0	-11,452	0	0
94	AETNA INC	00817Y108		8/11/2008	6/15/2009	226	0	437	-211	0	0	0	-211	0	0
95	AETNA INC	00817Y108		7/23/2008	6/15/2009	2,149	0	3,866	-1,717	0	0	0	-1,717	0	0
96	AETNA INC	00817Y108		8/11/2008	3/5/2009	10,839	0	24,452	-13,613	0	0	0	-13,613	0	0
97	AETNA INC	00817Y108		8/11/2008	3/2/2009	725	0	1,441	-716	0	0	0	-716	0	0
98	AETNA INC	00817Y108		8/8/2008	3/2/2009	3,669	0	7,381	-3,712	0	0	0	-3,712	0	0
99	ADOBE SYSTEMS INC	00724F101		3/26/2008	2/23/2009	11,304	0	24,351	-13,047	0	0	0	-13,047	0	0
100	ADOBE SYSTEMS INC	00724F101		3/26/2008	2/23/2009	16,442	0	35,272	-18,830	0	0	0	-18,830	0	0
101	ABBOTT LABORATORIES	002824100		3/17/2006	5/1/2009	48,888	0	53,404	-4,516	0	0	0	-4,516	0	0
102	ABBOTT LABORATORIES	002824100		3/17/2006	3/2/2009	5,111	0	4,978	133	0	0	0	133	0	0
103	AT & T INC	00206R102		2/7/2007	3/2/2009	10,314	0	16,291	-5,977	0	0	0	-5,977	0	0
104	TYCO INTERNATIONAL LTD-WI	G9143X208		8/11/2008	3/2/2009	3,214	0	7,249	-4,035	0	0	0	-4,035	0	0
105	ACCENTURE LTD	G1150G111		2/27/2008	3/2/2009	5,693	0	7,342	-1,649	0	0	0	-1,649	0	0
106	XTO ENERGY INC	98385X106		3/17/2006	3/2/2009	7,085	0	8,214	-829	0	0	0	-829	0	0
107	WYETH	983024100		1/21/2009	7/8/2009	10,719	0	9,180	1,529	0	0	0	1,529	0	0
108	WYETH	983024100		1/21/2009	7/7/2009	20,633	0	17,721	2,912	0	0	0	2,912	0	0
109	WYETH	983024100		1/21/2009	7/7/2009	27,213	0	23,383	3,830	0	0	0	3,830	0	0
110	WYETH	983024100		1/21/2009	7/7/2009	10,508	0	9,035	1,473	0	0	0	1,473	0	0
111	WYETH	983024100		1/21/2009	3/2/2009	11,351	0	10,856	493	0	0	0	493	0	0
112	WELLS FARGO & COMPANY	949746101		3/17/2006	3/2/2009	8,906	0	27,062	-18,156	0	0	0	-18,156	0	0
113	WELLS FARGO & COMPANY	949746101		3/17/2006	1/21/2009	15,661	0	36,192	-20,531	0	0	0	-20,531	0	0
114	WELLS FARGO & COMPANY	949746101		2/7/2007	1/21/2009	4,374	0	11,114	-6,740	0	0	0	-6,740	0	0
115	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/3/2009	3,615	0	2,938	677	0	0	0	677	0	0
116	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/3/2009	12,620	0	10,458	2,162	0	0	0	2,162	0	0
117	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/3/2009	1,666	0	1,351	315	0	0	0	315	0	0
118	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		8/20/2008	10/7/2009	400,000	0	399,658	342	0	0	0	342	0	0
119	DREYFUS PRE STRAT INTER ST-I	86271F768		5/21/2009	12/11/2009	25,286	0	27,551	-2,263	0	0	0	-2,263	0	0
120	STATE STREET CORP	857477103		5/21/2009	12/11/2009	25,286	0	27,551	-2,263	0	0	0	-2,263	0	0

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	Amount		Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
		Long Term CG Distributions	Short Term CG Distributions										
		88	395			5,964,786		7,807,422	-1,842,636				-1,842,636
121	STATE STREET CORP	857477103	0	5/21/2009	12/11/2009	33,688	0	36,161	-2,473			0	-2,473
122	SEMPRA ENERGY	816851109	0	2/27/2007	3/2/2009	8,156	0	12,327	-4,171			0	-4,171
123	SCHERING PLOUGH CORP	806605101	0	2/7/2007	11/3/2009	52,605	0	52,334	271			0	271
124	SCHERING PLOUGH CORP	806605101	0	2/7/2007	3/2/2009	8,350	0	12,339	-3,989			0	-3,989
125	ST JUDE MEDICAL INC	790849103	0	1/16/2007	10/7/2009	9,077	0	11,054	-1,977			0	-1,977
126	ST JUDE MEDICAL INC	790849103	0	1/16/2007	10/7/2009	14,522	0	17,762	-3,240			0	-3,240
127	ST JUDE MEDICAL INC	790849103	0	1/16/2007	10/7/2009	3,138	0	3,819	-681			0	-681
128	ST JUDE MEDICAL INC	790849103	0	1/16/2007	6/19/2009	24,920	0	25,029	-109			0	-109
129	ST JUDE MEDICAL INC	790849103	0	1/16/2007	3/2/2009	16,794	0	20,636	-3,842			0	-3,842
130	ROSS STORES INC	778296103	0	4/16/2008	6/26/2009	8,258	0	7,044	1,214			0	1,214
131	NOVARTIS AG-ADR	669871109	0	9/24/2008	4/24/2009	8,109	0	11,994	-3,885			0	-3,885
132	NOVARTIS AG-ADR	669871109	0	9/24/2008	4/24/2009	20,622	0	30,531	-9,909			0	-9,909
133	NOVARTIS AG-ADR	669871109	0	9/25/2008	3/2/2009	5,276	0	8,178	-2,902			0	-2,902
134	NOVARTIS AG-ADR	669871109	0	9/25/2008	3/2/2009	5,839	0	9,185	-3,346			0	-3,346
135	NOVARTIS AG-ADR	669871109	0	9/25/2008	3/2/2009	2,603	0	4,089	-1,486			0	-1,486
136	NORTHERN TR CORP	665859104	0	1/21/2009	5/22/2009	10,216	0	10,474	-258			0	-258
137	NORTHERN TR CORP	665859104	0	1/21/2009	5/21/2009	15,887	0	16,566	-679			0	-679
138	NORTHERN TR CORP	665859104	0	1/21/2009	5/21/2009	9,186	0	9,619	-433			0	-433
139	NORTHERN TR CORP	665859104	0	2/4/2009	3/2/2009	7,669	0	3,420	4,249			0	4,249
140	NORTHERN TR CORP	665859104	0	2/4/2009	3/2/2009	3,835	0	4,236	-401			0	-401
141	NORTHERN TR CORP	665859104	0	2/4/2009	3/2/2009	13,456	0	28,481	-15,025			0	-15,025
142	NOKIA CORP-SPON ADR	654902204	0	7/28/2008	7/16/2009	4,001	0	8,460	-4,459			0	-4,459
143	NOKIA CORP-SPON ADR	654902204	0	7/28/2008	7/16/2009	12,002	0	25,340	-13,338			0	-13,338
144	NOKIA CORP-SPON ADR	654902204	0	7/28/2008	7/16/2009	2,179	0	6,768	-4,589			0	-4,589
145	NOKIA CORP-SPON ADR	654902204	0	1/16/2007	3/2/2009	16,110	0	58,369	-42,259			0	-42,259
146	NEWS CORP INC	65248E203	0	2/7/2007	3/2/2009	434	0	1,724	-1,290			0	-1,290
147	NEWS CORP INC	65248E203	0	12/30/2008	4/24/2009	16,754	0	13,023	3,731			0	3,731
148	NATIONAL OILWELL VARCO INC	637071101	0	12/29/2008	4/24/2009	1,691	0	1,309	382			0	382
149	NATIONAL OILWELL VARCO INC	637071101	0	12/29/2008	4/24/2009	5,533	0	4,299	1,234			0	1,234
150	NATIONAL OILWELL VARCO INC	637071101	0	12/29/2008	4/24/2009	5,566	0	4,540	1,026			0	1,026
151	NATIONAL OILWELL VARCO INC	637071101	0	3/2/2009	4/23/2009	13,475	0	11,793	1,682			0	1,682
152	NATIONAL OILWELL VARCO INC	637071101	0	6/10/2008	4/14/2009	17,685	0	56,386	-38,701			0	-38,701
153	MOSAIC CO	61945A107	0	6/10/2008	3/2/2009	1,999	0	7,048	-5,049			0	-5,049
154	MOSAIC CO	61945A107	0	10/6/2008	3/13/2009	6,600	0	9,542	-2,942			0	-2,942
155	MOLSON COORS BREWING CO-B	60871R209	0	10/6/2008	3/13/2009	19,171	0	27,619	-8,448			0	-8,448
156	MOLSON COORS BREWING CO-B	60871R209	0	10/6/2008	3/2/2009	716	0	909	-193			0	-193
157	MOLSON COORS BREWING CO-B	60871R209	0	10/3/2008	3/2/2009	4,655	0	6,045	-1,390			0	-1,390
158	MOLSON COORS BREWING CO-B	60871R209	0	3/17/2006	3/2/2009	6,775	0	11,588	-4,813			0	-4,813
159	MICROSOFT CORPORATION	594918104	0	3/13/2009	12/8/2009	10	0	7	3			0	3
160	MERCK & CO INC	58933Y105	0	3/13/2009	12/8/2009	4,646	0	8,467	-3,821			0	-3,821
161	MEDTRONIC INC	585055106	0	3/17/2006	3/2/2009	4,478	0	5,013	-535			0	-535
162	MCKESSON CORPORATION	58155Q103	0	2/4/2009	3/2/2009	4,478	0	4,792	-3,132			0	-3,132
163	MC DONALD'S CORPORATION	580135101	0	4/11/2008	5/7/2009	44,160	0	47,292	-3,132			0	-3,132
164	GOLDMAN SACHS GROUP INC	38141G104	0	3/17/2006	3/2/2009	4,444	0	7,545	-3,101			0	-3,101
165	GILEAD SCIENCES INC	375558103	0	1/21/2009	12/2/2009	15,397	0	16,134	-737			0	-737
166	GILEAD SCIENCES INC	375558103	0	1/21/2009	12/2/2009	41,196	0	43,333	-2,137			0	-2,137
167	GILEAD SCIENCES INC	375558103	0	1/21/2009	12/1/2009	10,724	0	11,699	-975			0	-975
168	GENERAL ELECTRIC COMPANY	369604103	0	3/31/2006	3/2/2009	4,240	0	18,513	-14,273			0	-14,273
169	GENERAL ELECTRIC COMPANY	369604103	0	2/7/2007	3/2/2009	1,280	0	5,792	-4,512			0	-4,512
170	GAP INC	364760108	0	1/12/2007	2/5/2009	4,156	0	7,598	-3,442			0	-3,442
171	GAP INC	364760108	0	1/12/2007	2/5/2009	13,737	0	25,177	-11,440			0	-11,440
172	GAP INC	364760108	0	1/12/2007	2/5/2009	13,459	0	24,335	-10,876			0	-10,876
173	GAP INC	364760108	0	1/12/2007	2/4/2009	3,187	0	5,813	-2,626			0	-2,626
174	GAP INC	364760108	0	1/12/2007	1/21/2009	28,811	0	50,916	-22,105			0	-22,105
175	FRANKLIN RES INC	354613101	0	1/21/2009	3/2/2009	4,511	0	5,112	-601			0	-601
176	FIRST HORIZON NATIONAL CORP	320517105	0	10/15/2008	10/29/2009	8	0	7	1			0	1
177	FIRST HORIZON NATIONAL CORP	320517105	0	10/15/2008	6/27/2009	2	0	2	0			0	0
178	FIRST HORIZON NATIONAL CORP	320517105	0	10/15/2008	5/22/2009	4	0	4	0			0	0
179	FIRST HORIZON NATIONAL CORP	320517105	0	10/15/2008	2/25/2009	8	0	9	-1			0	-1
180	FIFTH THIRD BANCORP	316773100	0	10/15/2008	1/26/2009	3,876	0	18,064	-14,188			0	-14,188

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	Amount		How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
		Long Term CG Distributions	Short Term CG Distributions											
181	FIFTH THIRD BANCORP	88,395	0	316773100	10/15/2008	1/26/2009	786	0	3,648	-2,862	0	0	0	-1,842,636
182	FIFTH THIRD BANCORP			316773100	10/14/2008	1/26/2009	4,100	0	18,856	-14,756	0	0	0	-14,756
183	FEDEX CORP			31428X106	10/31/2008	3/2/2009	2,099	0	3,272	-1,173	0	0	0	-1,173
184	FEDERAL HOME LN BKS			31333XJ5A2	12/6/2006	12/11/2009	250,000	0	250,000	0	0	0	0	0
185	EXXON MOBIL CORP			30231G102	7/22/2003	3/2/2009	19,974	0	10,674	9,300	0	0	0	9,300
186	EXELON CORP			30161N101	3/17/2006	4/14/2009	12,602	0	15,244	-2,642	0	0	0	-2,642
187	EXELON CORP			30161N101	3/17/2006	3/2/2009	9,781	0	11,857	-2,076	0	0	0	-2,076
188	MC DONALD'S CORPORATION			580135101	4/17/2008	3/17/2009	6,916	0	7,407	-491	0	0	0	-491
189	MC DONALD'S CORPORATION			580135101	4/2/2008	3/17/2009	39,369	0	42,236	-2,867	0	0	0	-2,867
190	MC DONALD'S CORPORATION			580135101	6/1/2007	7/30/2009	9,512	0	9,132	400	0	0	0	400
191	MCAFEES INC			579064106	5/31/2007	7/30/2009	30,265	0	25,643	4,622	0	0	0	4,622
192	MCAFEES INC			579064106	6/1/2007	7/29/2009	12,945	0	10,636	2,309	0	0	0	2,309
193	MCAFEES INC			579064106	1/21/2009	10/6/2009	2,989	0	4,034	-1,045	0	0	0	-1,045
194	MCAFEES INC			579064106	1/21/2009	10/6/2009	3,239	0	2,639	600	0	0	0	600
195	LORILLARD INC			544147101	8/14/2008	3/4/2009	16,809	0	13,688	3,121	0	0	0	3,121
196	LORILLARD INC			544147101	8/14/2008	3/4/2009	18,663	0	9,453	2,104	0	0	0	2,104
197	LORILLARD INC			544147101	8/14/2008	3/4/2009	322	0	29,463	6,528	0	0	0	6,528
198	LORILLARD INC			544147101	1/21/2009	10/5/2009	35,991	0	3,289	-1,948	0	0	0	-1,948
199	LORILLARD INC			544147101	1/21/2009	10/5/2009	9,770	0	10,870	-6,302	0	0	0	-6,302
200	ESTEE LAUDER COMPANIES CLASS A			518439104	8/15/2008	3/3/2009	340	0	822	-482	0	0	0	-482
201	ESTEE LAUDER COMPANIES CLASS A			518439104	8/14/2008	3/3/2009	8,923	0	21,329	-12,406	0	0	0	-12,406
202	ESTEE LAUDER COMPANIES CLASS A			518439104	8/14/2008	3/3/2009	2,762	0	6,664	-3,902	0	0	0	-3,902
203	ESTEE LAUDER COMPANIES CLASS A			518439104	8/15/2008	3/2/2009	2,677	0	6,166	-3,489	0	0	0	-3,489
204	ESTEE LAUDER COMPANIES CLASS A			518439104	8/15/2008	3/2/2009	223	0	515	-292	0	0	0	-292
205	ESTEE LAUDER COMPANIES CLASS A			518439104	4/24/2008	1/21/2009	24,971	0	32,054	-7,083	0	0	0	-7,083
206	ESTEE LAUDER COMPANIES CLASS A			518439104	4/23/2008	1/21/2009	12,111	0	16,109	-3,998	0	0	0	-3,998
207	ESTEE LAUDER COMPANIES CLASS A			518439104	4/23/2008	1/21/2009	5,190	0	6,931	-1,741	0	0	0	-1,741
208	ESTEE LAUDER COMPANIES CLASS A			518439104	4/23/2008	1/21/2009	404	0	538	-134	0	0	0	-134
209	LABORATORY CORP AMER HLDGS			50540R409	3/2/2009	5/26/2009	570	0	743	-173	0	0	0	-173
210	LABORATORY CORP AMER HLDGS			50540R409	10/15/2008	5/26/2009	6,889	0	15,518	-8,629	0	0	0	-8,629
211	LABORATORY CORP AMER HLDGS			50540R409	10/14/2008	5/22/2009	3,384	0	7,481	-4,097	0	0	0	-4,097
212	LABORATORY CORP AMER HLDGS			50540R409	10/15/2008	5/22/2009	4,561	0	10,151	-5,590	0	0	0	-5,590
213	KEYCORP NEW			493267108	10/14/2008	5/22/2009	2,988	0	6,662	-3,674	0	0	0	-3,674
214	KEYCORP NEW			493267108	10/14/2008	5/22/2009	1,190	0	2,571	-1,381	0	0	0	-1,381
215	KEYCORP NEW			493267108	10/14/2008	5/22/2009	3,978	0	8,650	-4,672	0	0	0	-4,672
216	KEYCORP NEW			493267108	10/14/2008	5/22/2009	863	0	746	117	0	0	0	117
217	KEYCORP NEW			493267108	2/7/2007	9/4/2009	14,244	0	12,245	1,999	0	0	0	1,999
218	KEYCORP NEW			493267108	2/7/2007	9/3/2009	1,735	0	1,491	244	0	0	0	244
219	KEYCORP NEW			493267108	2/7/2007	9/3/2009	370	0	6,393	1,014	0	0	0	1,014
220	KBR INC			48242W106	2/7/2007	9/2/2009	1,235	0	1,062	173	0	0	0	173
221	KBR INC			48242W106	2/7/2007	9/2/2009	564	0	485	79	0	0	0	79
222	KBR INC			48242W106	2/7/2007	9/2/2009	434	0	373	61	0	0	0	61
223	KBR INC			48242W106	10/28/2008	6/8/2009	5,629	0	4,274	1,355	0	0	0	1,355
224	KBR INC			48242W106	10/29/2008	6/8/2009	5,863	0	4,657	1,206	0	0	0	1,206
225	KBR INC			48242W106	10/29/2008	6/5/2009	20,223	0	15,647	4,576	0	0	0	4,576
226	KBR INC			48242W106	2/5/2008	1/21/2009	55,286	0	52,675	2,611	0	0	0	2,611
227	KBR INC			48242W106	1/19/2007	1/21/2009	42,442	0	49,441	-6,999	0	0	0	-6,999
228	JUNIPER NETWORKS INC			48203R104	3/17/2006	3/2/2009	10,730	0	56,323	7,121	0	0	0	7,121
229	JUNIPER NETWORKS INC			48203R104	1/23/2008	8/21/2009	63,444	0	12,752	-1,751	0	0	0	-1,751
230	JUNIPER NETWORKS INC			48203R104	1/23/2008	3/2/2009	11,001	0	10,221	780	0	0	0	780
231	JOHNSON & JOHNSON			478160104	3/10/2009	6/5/2009	11,780	0	25,910	3,959	0	0	0	3,959
232	JOHNSON & JOHNSON			478160104	3/10/2009	6/5/2009	29,869	0	39,824	-14,484	0	0	0	-14,484
233	INTERNATIONAL BUSINESS MACHINES			46625H100	5/15/2008	6/5/2009	4,118	0	6,478	-2,360	0	0	0	-2,360
234	INTERNATIONAL BUSINESS MACHINES			46625H100	5/15/2008	6/5/2009	5,027	0	9,717	-4,690	0	0	0	-4,690

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	Amount		CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		Long Term CG Distributions	Short Term CG Distributions													
		88,395	0					5,964,786			7,807,422	-1,842,636		0	0	-1,842,636
241	HOSPIRA INC	441060100			6/1/2007	3/2/2009		3,819		0	6,915	-3,096			0	-3,096
242	HONEYWELL INTL INC	438516106			3/17/2006	3/2/2009		522		0	855	-333			0	-333
243	HONEYWELL INTL INC	438516106			2/7/2007	3/2/2009		4,957		0	8,812	-3,855			0	-3,855
244	HESS CORP	42809H107			1/23/2009	3/2/2009		27,590		0	28,128	-538			0	-538
245	HALLIBURTON CO	406216101			2/7/2007	3/2/2009		3,167		0	5,929	-2,762			0	-2,762
246	GOLDMAN SACHS GROUP INC	38141G104			3/17/2006	3/10/2009		14,237		0	25,654	-11,417			0	-11,417
247	ROSS STORES INC	778296103			4/16/2008	6/26/2009		28,796		0	24,621	4,175			0	4,175
248	ROSS STORES INC	778296103			4/17/2008	6/25/2009		7,011		0	5,942	1,069			0	1,069
249	ROSS STORES INC	778296103			4/16/2008	6/25/2009		10,050		0	8,492	1,558			0	1,558
250	ROSS STORES INC	778296103			4/17/2008	6/25/2009		3,895		0	3,301	594			0	594
251	ROSS STORES INC	778296103			4/17/2008	3/2/2009		4,842		0	5,281	-439			0	-439
252	RAYTHEON CO	765111507			10/7/2008	3/2/2009		6,203		0	8,320	-2,117			0	-2,117
253	QUALCOMM INC	747525103			3/2/2009	9/3/2009		2,693		0	2,015	678			0	678
254	QUALCOMM INC	747525103			11/10/2008	9/3/2009		26,030		0	20,520	5,510			0	5,510
255	QUALCOMM INC	747525103			11/10/2008	8/21/2009		34,724		0	26,180	8,544			0	8,544
256	QUALCOMM INC	747525103			11/17/2008	8/21/2009		938		0	708	230			0	230
257	QUALCOMM INC	747525103			2/7/2007	8/21/2009		13,608		0	10,895	2,713			0	2,713
258	QUALCOMM INC	747525103			3/17/2006	8/21/2009		41,293		0	44,739	-3,446			0	-3,446
259	PROCTER & GAMBLE CO	742718109			3/17/2006	3/2/2009		8,588		0	10,660	-2,072			0	-2,072
260	PRAXAIR INC	74005P104			3/17/2006	3/10/2009		21,854		0	21,606	248			0	248
261	PRAXAIR INC	74005P104			3/17/2006	3/2/2009		12,315		0	12,509	-194			0	-194
262	PHILIP MORRIS INTERNAT-WI	718172109			2/7/2007	3/2/2009		6,588		0	6,980	-2,392			0	-2,392
263	PFIZER INC	717081103			3/17/2006	3/2/2009		6,737		0	14,777	-8,040			0	-8,040
264	PFIZER INC	717081103			2/7/2007	3/2/2009		602		0	1,324	-722			0	-722
265	PEPSICO INC	713448108			3/17/2006	3/2/2009		9,486		0	12,012	-2,526			0	-2,526
266	PNC FINANCIAL SERVICES GROUP	693475105			2/29/2008	2/4/2009		7,925		0	16,894	-8,969			0	-8,969
267	ORACLE CORP	68389X105			2/7/2007	3/2/2009		23,511		0	25,628	-2,117			0	-2,117
268	OMNICOM GROUP INC	681919106			2/7/2007	3/2/2009		4,903		0	11,012	-6,109			0	-6,109
269	NOVARTIS AG-ADR	66987V109			10/7/2008	4/27/2009		17,987		0	26,414	-8,427			0	-8,427
270	NOVARTIS AG-ADR	66987V109			9/24/2008	4/27/2009		4,782		0	7,083	-2,301			0	-2,301
271	NOVARTIS AG-ADR	66987V109			10/7/2008	4/27/2009		1,103		0	1,636	-533			0	-533
272	NOVARTIS AG-ADR	66987V109			10/7/2008	4/27/2009		8,354		0	12,262	-3,908			0	-3,908
273	NOVARTIS AG-ADR	66987V109			10/7/2008	4/27/2009		12,146		0	16,042	-5,896			0	-5,896

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

		Unrelated Business Income		Excluded by Section 512, 513, or 514		
Program Service Revenue		Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	PARTNERSHIP INCOME			14	9,341	
2						
3						
4						
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19						
20						

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	5,600
2 First quarter estimated tax payment	2	0
3 Second quarter estimated tax payment	3	0
4 Third quarter estimated tax payment	4	0
5 Fourth quarter estimated tax payment	5	0
6 Other payments	6	0
7 Total	7	5,600

**Attachment to Form 990-PF Part VIII, Column (b) Title and average hours
per week devoted to position**

As Trustee, the Bank of New York Mellon provides administrative services such as acting as investment manager for the named organization. These services require numerous individual bank employees' involvement in the activities of the organization and thus cannot be quantified on an hourly basis. Therefore, the Trustee's fees are not based upon an hourly basis but are calculated based upon factors such as the market value of the account and in accordance with our agreement with the client.

TAX MARKET VALUE DETAIL REPORT

ACCOUNT NO	ACCOUNT NAME	CUSIP ID	ASSET SHORT NAME	SHARES	MARKET VALL	FEDERAL TAX COST
10265401370	B. K. SIMON FAM	G1151C101	ACCENTURE PLC-CL A	1,710.00	70,965.00	62,773.24
10265401370	B. K. SIMON FAM	H89128104	TYCO INTERNATIONAL LTD	3,070.00	109,537.60	93,771.96
10265401370	B. K. SIMON FAM	00184X105	AOL INC	163	3,794.64	2,614.23
10265401370	B. K. SIMON FAM	00206RAQ5	AT&T INC 4.85%	100,000.00	106,329.00	100,100.00
10265401370	B. K. SIMON FAM	00206R102	AT & T INC	4,510.00	126,415.30	166,983.20
10265401370	B. K. SIMON FAM	018581108	ALLIANCE DATA SYS CORP	1,110.00	71,694.90	67,743.95
10265401370	B. K. SIMON FAM	03076C106	AMERIPRISE FINANCIAL INC	1,280.00	49,689.60	24,534.78
10265401370	B. K. SIMON FAM	031162100	AMGEN INC	1,650.00	93,340.50	90,336.00
10265401370	B. K. SIMON FAM	037411105	APACHE CORP	1,340.00	138,247.80	92,765.38
10265401370	B. K. SIMON FAM	037833100	APPLE INC	1,060.00	223,375.92	181,044.58
10265401370	B. K. SIMON FAM	052800109	AUTOLIV INC	1,570.00	68,075.20	44,432.13
10265401370	B. K. SIMON FAM	05569M616	BNY MELLON MONEY MARKET FUND	1,304,781.57	1,304,781.57	1,304,781.57
10265401370	B. K. SIMON FAM	060505104	BANK OF AMERICA CORP	9,040.00	136,142.40	117,145.14
10265401370	B. K. SIMON FAM	09247X101	BLACKROCK INC	250	58,050.00	37,584.50
10265401370	B. K. SIMON FAM	125509109	CIGNA CORP	1,370.00	48,319.90	33,855.00
10265401370	B. K. SIMON FAM	126650100	CVS CAREMARK CORP	4,770.00	153,641.70	180,532.98
10265401370	B. K. SIMON FAM	14912L4F5	CATERPILLAR FINANCIA 6.125%	100,000.00	111,754.00	100,668.00
10265401370	B. K. SIMON FAM	171232101	CHUBB CORP	1,370.00	67,376.60	70,498.75
10265401370	B. K. SIMON FAM	17275RAC6	CISCO SYSTEMS INC 5.5%	100,000.00	109,790.00	104,393.00
10265401370	B. K. SIMON FAM	17275R102	CISCO SYSTEMS INC	7,290.00	174,522.60	155,893.26
10265401370	B. K. SIMON FAM	191219104	COCA COLA ENTERPRISES INC	2,860.00	60,632.00	66,314.08
10265401370	B. K. SIMON FAM	20825C104	CONOCOPHILLIPS	2,000.00	102,140.00	122,517.41
10265401370	B. K. SIMON FAM	231021106	CUMMINS INC	1,490.00	68,331.40	50,835.43
10265401370	B. K. SIMON FAM	235851102	DANAHER CORP	640	48,128.00	41,206.72
10265401370	B. K. SIMON FAM	25243YAL3	DIAGEO CAPITAL PLC 5.2%	100,000.00	107,055.00	103,036.00
10265401370	B. K. SIMON FAM	26200Q204	DREYFUS SMALL CAP STOCK INDE	21,244.91	353,303.00	421,697.91
10265401370	B. K. SIMON FAM	26201F835	DREYFUS PREM S/C EQUITY FD-I	14,059.50	340,661.88	325,925.37
10265401370	B. K. SIMON FAM	263534109	DU PONT (E I) DE NEMOURS	1,140.00	38,383.80	30,408.74
10265401370	B. K. SIMON FAM	268648102	E M C CORP MASS	6,080.00	106,217.60	89,981.74
10265401370	B. K. SIMON FAM	30161N101	EXELON CORP	1,670.00	81,612.90	94,288.20
10265401370	B. K. SIMON FAM	30231G102	EXXON MOBIL CORP	3,100.00	211,389.00	110,297.99
10265401370	B. K. SIMON FAM	31331X5W8	FEDERAL FARM CRD BK 4.7%	250,000.00	265,312.50	251,665.00
10265401370	B. K. SIMON FAM	31428X106	FEDEX CORP	780	65,091.00	49,829.84
10265401370	B. K. SIMON FAM	320517105	FIRST HORIZON NATIONAL CORP	4,064.00	54,449.47	42,958.97
10265401370	B. K. SIMON FAM	354613101	FRANKLIN RES INC	520	54,782.00	26,582.09
10265401370	B. K. SIMON FAM	369604103	GENERAL ELECTRIC COMPANY	7,160.00	108,330.80	197,430.99
10265401370	B. K. SIMON FAM	36962GY40	GENERAL ELEC CAP 5.375%	100,000.00	103,974.00	94,942.00
10265401370	B. K. SIMON FAM	38259P508	GOOGLE INC - CL A	290	179,794.20	130,292.97
10265401370	B. K. SIMON FAM	406216101	HALLIBURTON CO	1,913.00	57,562.17	56,709.93
10265401370	B. K. SIMON FAM	42809H107	HESS CORP	2,025.00	122,512.50	104,292.50

10265401370	B. K. SIMON FAM	428236103	HEWLETT PACKARD CO	2,930.00	150,924.30	130,051.66
10265401370	B. K. SIMON FAM	437076102	HOME DEPOT INC	5,110.00	147,832.30	125,544.98
10265401370	B. K. SIMON FAM	438516106	HONEYWELL INTL INC	1,920.00	75,264.00	82,114.75
10265401370	B. K. SIMON FAM	441060100	HOSPIRA INC	1,650.00	84,150.00	66,105.10
10265401370	B. K. SIMON FAM	44903108	HUMAN GENOME SCIENCES INC	2,010.00	61,465.80	57,040.96
10265401370	B. K. SIMON FAM	459200101	INTERNATIONAL BUSINESS MACHI	780	102,102.00	82,890.60
10265401370	B. K. SIMON FAM	464287176	ISHARES BARCLAYS TIPS BOND F	10,000.00	1,039,000.00	1,008,050.00
10265401370	B. K. SIMON FAM	464287234	ISHARES MSCI EMERGING MKTS I	12,150.00	504,225.00	397,703.12
10265401370	B. K. SIMON FAM	464287499	ISHARES RUSSELL MIDCAP INDEX	6,500.00	536,315.00	593,247.00
10265401370	B. K. SIMON FAM	464287655	ISHARES RUSSELL 2000 INDEX F	5,500.00	343,420.00	378,271.74
10265401370	B. K. SIMON FAM	46625H100	JPMORGAN CHASE & CO	3,980.00	165,846.60	137,276.65
10265401370	B. K. SIMON FAM	48203R104	JUNIPER NETWORKS INC	1,500.00	40,005.00	23,626.18
10265401370	B. K. SIMON FAM	48242W106	KBR INC	2,181.00	41,439.00	36,179.56
10265401370	B. K. SIMON FAM	532716107	LIMITED BRANDS INC	4,160.00	80,038.40	74,638.55
10265401370	B. K. SIMON FAM	58155Q103	MCKESSON CORPORATION	1,040.00	65,000.00	53,607.88
10265401370	B. K. SIMON FAM	585055106	MEDTRONIC INC	1,510.00	66,409.80	79,909.20
10265401370	B. K. SIMON FAM	58933Y105	MERCK & CO INC	3,979.00	145,392.66	101,205.80
10265401370	B. K. SIMON FAM	594918104	MICROSOFT CORPORATION	3,729.00	113,659.92	102,803.86
10265401370	B. K. SIMON FAM	595635103	MIDCAP SPDR TR UNIT SER 1	4,000.00	526,960.00	497,663.60
10265401370	B. K. SIMON FAM	617446448	MORGAN STANLEY	2,570.00	76,072.00	69,530.30
10265401370	B. K. SIMON FAM	65248E203	NEWS CORP INC	8,340.00	132,772.80	155,404.97
10265401370	B. K. SIMON FAM	655844108	NORFOLK SOUTHERN CORP	1,530.00	80,202.60	76,024.10
10265401370	B. K. SIMON FAM	674599105	OCCIDENTAL PETROLEUM CORP	850	69,147.50	47,197.53
10265401370	B. K. SIMON FAM	681919106	OMNICOM GROUP INC	1,710.00	66,946.50	89,668.12
10265401370	B. K. SIMON FAM	68389X105	ORACLE CORP	4,580.00	112,347.40	77,732.67
10265401370	B. K. SIMON FAM	701094104	PARKER HANNIFIN CORP	1,080.00	58,190.40	41,458.89
10265401370	B. K. SIMON FAM	713448108	PEPSICO INC	1,970.00	119,776.00	118,315.63
10265401370	B. K. SIMON FAM	717081103	PFIZER INC	10,960.00	199,362.40	234,050.40
10265401370	B. K. SIMON FAM	718172109	PHILIP MORRIS INTERNAT-WI	2,320.00	111,800.80	104,172.97
10265401370	B. K. SIMON FAM	74005P104	PRAXAIR INC	780	62,641.80	44,349.47
10265401370	B. K. SIMON FAM	742718109	PROCTER & GAMBLE CO	1,590.00	96,401.70	94,159.80
10265401370	B. K. SIMON FAM	755111507	RAYTHEON CO	890	45,852.80	46,278.14
10265401370	B. K. SIMON FAM	808513105	SCHWAB CHARLES CORP NEW	2,240.00	42,156.80	32,050.50
10265401370	B. K. SIMON FAM	816851109	SEMPRA ENERGY	2,230.00	124,835.40	137,355.35
10265401370	B. K. SIMON FAM	86271F768	DREYFUS PRE STRAT INTER ST-I	53,031.49	642,211.34	616,201.21
10265401370	B. K. SIMON FAM	87612E106	TARGET CORP	2,740.00	132,533.80	111,540.14
10265401370	B. K. SIMON FAM	883203101	TEXTRON INC	3,360.00	63,201.60	106,380.03
10265401370	B. K. SIMON FAM	883556102	THERMO FISHER SCIENTIFIC INC	2,210.00	105,394.90	100,296.98
10265401370	B. K. SIMON FAM	887317303	TIME WARNER INC	1,793.00	52,248.02	35,742.39
10265401370	B. K. SIMON FAM	904767704	UNILEVER PLC ADR	2,030.00	64,757.00	62,581.68
10265401370	B. K. SIMON FAM	912828AJ9	U S TREASURY NOTE 4.375%	250,000.00	268,965.00	243,105.47
10265401370	B. K. SIMON FAM	912828DG2	U S TREASURY NOTE 3.625%	500,000.00	500,470.00	480,859.38
10265401370	B. K. SIMON FAM	912828EQ9	U S TREAS NTS 4 375%	500,000.00	518,300.00	491,201.17
10265401370	B. K. SIMON FAM	912828ES5	U S TREASURY NOTE 4.25%	250,000.00	259,375.00	243,798.83
10265401370	B. K. SIMON FAM	91912E105	VALE SA-SP ADR	3,020.00	87,670.60	43,518.58

10265401370	B K SIMON FAM	921943858	VANGUARD EUROPE PACIFIC ETF	12,500.00	427,500.00	618,750.00
10265401370	B K SIMON FAM	922042858	VANGUARD EMERGING MARKETS ET	12,950.00	530,950.00	658,296.42
10265401370	B K SIMON FAM	92344GAW6	VERIZON GLOBAL FDG COR 4.9%	100,000.00	106,140.00	99,331.00
10265401370	B K SIMON FAM	92532F100	VERTEX PHARMACEUTICALS INC	2,120.00	90,842.00	59,849.71
10265401370	B K SIMON FAM	92826C839	VISA INC-CLASS A SHRS	600	52,476.00	26,326.74
10265401370	B K SIMON FAM	949746101	WELLS FARGO & COMPANY	2,660.00	71,793.40	86,729.30
10265401370	B K SIMON FAM	963320106	WHIRLPOOL CORP	750	60,495.00	49,045.19
10265401370	B K SIMON FAM	98385X106	XTO ENERGY INC	2,547.00	118,511.91	87,168.53
10265401370	B K SIMON FAM	99A903337	N T I GROTECH III LP	150,000.00	930	9,364.67
10265401370	B K SIMON FAM	9989AJ904	FIRST CAP HOUSING PART V LP	1	10,114.96	15,174.95

TOTAL FOR ACCT#10265401370					15,608,344.66	15,084,607.93

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

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print <small>File by the due date for filing your return. See instructions.</small>	Name of Exempt Organization B. K. SIMON FAMILY CHARITABLE FDN-TR	Employer identification number 20-6817430
	Number, street, and room or suite no. If a P.O. box, see instructions BNY Mellon, N.A. - P O Box 185	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Pittsburgh PA 15230-0185	

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

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ▶ **BNY Mellon, N.A. P O Box 185 Pittsburgh PA 15230-0185**

Telephone No. ▶ **(412)234-1584** FAX No. ▶ _____

- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
 ▶ calendar year 2009 or
 ▶ tax year beginning _____, and ending _____

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

3 a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	3,508
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	5,600
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

10265401370

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box **X**
- Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

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

Type or print <small>File by the extended due date for filing the return See instructions</small>	Name of Exempt Organization B K. SIMON FAMILY CHARITABLE FDN-TR	Employer identification number 20-6817430
	Number, street, and room or suite no. If a P O box, see instructions BNY Mellon, N.A. - P O Box 185	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions Pittsburgh PA 15230-0185	

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

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| <input type="checkbox"/> Form 990 | <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 4720 | <input type="checkbox"/> Form 8870 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 5227 | |

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

- The books are in the care of **BNY Mellon, N.A. P O Box 185 Pittsburgh PA 15230-0185**
Telephone No. **(412)234-1584** FAX No.
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2010

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

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

7 State in detail why you need the extension More time is requested to acquire all information needed to complete and file an accurate return

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

Signature and Verification

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

Signature [Signature] Title Treasurer Date 11/10/10