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

2009

Department of the Treasury
Internal Revenue Service

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

Name of foundation

THE BELLWETHER FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

231 S BEMISTON AVE., SUITE 925

City or town, state, and ZIP code

ST. LOUIS, MO 63105

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col (c), line 16)

\$ 16,032,970. (Part I, column (d) must be on cash basis)

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)

A Employer identification number

22-2635309

B Telephone number

314-726-0430

C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

Revenue	1	Contributions, gifts, grants, etc., received			N/A	
	2	Check ☒ if the foundation is not required to attach Sch. B				
	3	Interest on savings and temporary cash investments	5,306.	5,306.		STATEMENT 1
	4	Dividends and interest from securities	264,402.	264,402.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<1,308,372.>			
	b	Gross sales price for all assets on line 6a	7,290,274.			
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances	45.			STATEMENT 3
Operating and Administrative Expenses	b	Less Cost of goods sold				
	c	Gross profit or (loss)	45.			
	11	Other income	6,915.	0.		STATEMENT 4
	12	Total. Add lines 1 through 11	<1,031,704.>	269,708.		
	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages	1,395.	0.		1,395.
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 5	3,331.	1,666.		1,665.
	b	Accounting fees STMT 6	4,700.	0.		4,700.
	c	Other professional fees STMT 7	138,478.	98,878.		39,600.
	17	Interest				
	18	Taxes STMT 8	6,662.	2,542.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	913.	0.		913.
	22	Printing and publications				
	23	Other expenses STMT 9	11,473.	0.		11,473.
	24	Total operating and administrative expenses. Add lines 13 through 23	166,952.	103,086.		59,746.
	25	Contributions, gifts, grants paid	557,000.			557,000.
	26	Total expenses and disbursements. Add lines 24 and 25	723,952.	103,086.		616,746.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<1,755,656.>			
	b	Net investment income (if negative, enter -0-)		166,622.		
	c	Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	232,355.	1,533,253.	1,533,253.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 11	11,250,641.	9,840,228.	11,486,414.
	c Investments - corporate bonds STMT 12	1,027,338.	0.	0.
11 Investments - land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 13	3,508,234.	2,889,984.	3,013,303.	
14 Land, buildings, and equipment, basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	16,018,568.	14,263,465.	16,032,970.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,634,567.	15,634,567.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	384,001.	<1,371,102.>	
30 Total net assets or fund balances	16,018,568.	14,263,465.		
31 Total liabilities and net assets/fund balances	16,018,568.	14,263,465.		

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	16,018,568.
2 Enter amount from Part I, line 27a	2	<1,755,656.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 10	3	553.
4 Add lines 1, 2, and 3	4	14,263,465.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,263,465.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 7,290,274.		8,598,646.	<1,308,372.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			<1,308,372.>	
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	<1,308,372.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8			3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	746,468.	15,657,685.	.047674
2007	917,090.	18,410,246.	.049814
2006	829,858.	17,344,480.	.047846
2005	838,211.	16,172,946.	.051828
2004	793,111.	15,897,604.	.049889
2 Total of line 1, column (d)			2 .247051
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 .049410
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 12,436,136.
5 Multiply line 4 by line 3			5 614,469.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,666.
7 Add lines 5 and 6			7 616,135.
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.			8 616,746.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	1,666.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	1,666.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	1,666.
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-			
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 4,800.	7	4,800.
b Exempt foreign organizations - tax withheld at source	6b	8	
c Tax paid with application for extension of time to file (Form 8868)	6c	9	
d Backup withholding erroneously withheld	6d	10	3,134.
7 Total credits and payments. Add lines 6a through 6d		11	1,454.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 1,680. Refunded ☒			

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		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. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a 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?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MO		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		X	

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14 The books are in care of ► CHRISTINA DILLINGHAM Telephone no. ► (314) 862-1150
 Located at ► 231 S BEMISTON AVE., STE 925, ST. LOUIS, MO ZIP+4 ► 63105

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

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ► _____ , _____ , _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____ , _____ , _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

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

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SALLY DUFFIELD 13167 60TH STREET SOUTH WELLINGTON, FL 33467	CHAIRMAN OF THE BOARD 5.00	0.	0.	0.
ROBERT B. SMITH II 1848 HIGHLAND DRIVE FERNANDINA BEACH, FL 32034	TRUSTEE 0.00	0.	0.	0.
ROBERT B. SMITH III 24 BERKLEY LANE ST LOUIS, MO 63124	PRESIDENT & SECRETARY 5.00	0.	0.	0.
JOHN J. WOLFE 28 BLACK CREEK LANE ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.

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

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

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

▶ 0

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Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
COMMON BOND ASSOCIATES - 1034 S. BRENTWOOD, STE. 850, ST LOUIS, MO 63117	ACCOUNTING SERVICES	66,000.
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 SEE ATTACHED STATEMENT	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 SEE ATTACHED STATEMENT	0.
2	
3	
All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,580,594.
b	Average of monthly cash balances	1b	44,925.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	12,625,519.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,625,519.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	189,383.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,436,136.
6	Minimum investment return. Enter 5% of line 5	6	621,807.

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

1	Minimum investment return from Part X, line 6	1	621,807.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,666.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,666.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	620,141.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	620,141.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	620,141.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	616,746.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	616,746.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,666.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	615,080.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				620,141.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	13,701.			
b From 2005	38,964.			
c From 2006				
d From 2007	29,516.			
e From 2008				
f Total of lines 3a through e	82,181.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$	616,746.			
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				616,746.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	3,395.			3,395.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	78,786.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	10,306.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	68,480.			
10 Analysis of line 9:				
a Excess from 2005	38,964.			
b Excess from 2006				
c Excess from 2007	29,516.			
d Excess from 2008				
e Excess from 2009				

N/A

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

☐ 4942(i)(3) or ☐ 4942(i)(5)

Prior 3 years

(4) Gross investment income

Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
Total SEE STATEMENT 14			▶ 3a	557,000.
b <i>Approved for future payment</i>				
Total SEE STATEMENT 15			▶ 3b	3380000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount		Related or exempt function income
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments			14	5,306.		
4 Dividends and interest from securities			14	264,402.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			14	<1,308,372.>		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory			01	45.		
11 Other revenue:						
a FEDERAL TAX REFUND			14	6,915.		
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)		0.		<1,031,704.>		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	<1,031,704.>

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

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

[illegible]

THE BELLWETHER FOUNDATION

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 SHORT TERM SALES- SEE ATTACHED		P	VARIOUS	VARIOUS
b LONG TERM SALES- SEE ATTACHED		P	VARIOUS	VARIOUS
c SALOMON ANALYST WILLIAMS SECURITIES LITIGATION SE		P	06/16/09	06/16/09
d SPRINT CORP SETTLEMENT		P	02/27/09	02/27/09
e AIG DISTRIBUTION FUND		P	06/30/09	06/30/09
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,102,933.		2,126,496.	<23,563.>
b 5,160,047.		6,472,150.	<1,312,103.>
c 26,210.			26,210.
d 79.			79.
e 404.			404.
f 601.			601.
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			<23,563.>
b			<1,312,103.>
c			26,210.
d			79.
e			404.
f			601.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<1,308,372.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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

SOURCE	AMOUNT
BERNSTEIN	104.
CHARLES SCHWAB	5,202.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,306.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BERNSTEIN	40,993.	0.	40,993.
CHARLES SCHWAB	48,510.	601.	47,909.
US BANK	175,500.	0.	175,500.
TOTAL TO FM 990-PF, PART I, LN 4	265,003.	601.	264,402.

FORM 990-PF

INCOME AND COST OF GOODS SOLD
INCLUDED ON PART I, LINE 10

STATEMENT 3

INCOME

1. GROSS RECEIPTS	45	
2. RETURNS AND ALLOWANCES		
3. LINE 1 LESS LINE 2		45
4. COST OF GOODS SOLD (LINE 15)		
5. GROSS PROFIT (LINE 3 LESS LINE 4).		45
6. OTHER INCOME		
7. GROSS INCOME (ADD LINES 5 AND 6)		45

COST OF GOODS SOLD

8. INVENTORY AT BEGINNING OF YEAR		
9. MERCHANDISE PURCHASED.	0	
10. COST OF LABOR.		
11. MATERIALS AND SUPPLIES		
12. OTHER COSTS.		
13. ADD LINES 8 THROUGH 12		
14. INVENTORY AT END OF YEAR		
15. COST OF GOODS SOLD (LINE 13 LESS LINE 14).		

FORM 990-PF	OTHER INCOME		STATEMENT	4
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	
FEDERAL TAX REFUND	6,915.	0.		
TOTAL TO FORM 990-PF, PART I, LINE 11	6,915.	0.		

FORM 990-PF	LEGAL FEES		STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	3,331.	1,666.		1,665.
TO FM 990-PF, PG 1, LN 16A	3,331.	1,666.		1,665.

FORM 990-PF	ACCOUNTING FEES		STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX RETURN PREPARATION AND ACCOUNTING SERVICES	4,700.	0.		4,700.
TO FORM 990-PF, PG 1, LN 16B	4,700.	0.		4,700.

FORM 990-PF	OTHER PROFESSIONAL FEES		STATEMENT	7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FINANCIAL SERVICE-CBA	66,000.	26,400.		39,600.
INVESTMENT CUSTODIAL FEES	28,042.	28,042.		0.
INVESTMENT ADVISORY FEES	44,436.	44,436.		0.
TO FORM 990-PF, PG 1, LN 16C	138,478.	98,878.		39,600.

FORM 990-PF	TAXES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN DIVIDEND TAXES	2,542.	2,542.		0.	
FEDERAL TAXES	4,120.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,662.	2,542.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FRAMING EXPENSE/ART	1,554.	0.		1,554.	
DUES & SUBSCRIPTIONS	10.	0.		10.	
INSURANCE	8,209.	0.		8,209.	
LICENSES	678.	0.		678.	
WEBSITE EXPENSE	205.	0.		205.	
MISCELLANEOUS EXPENSE	626.	0.		626.	
ART EXPENSE	191.	0.		191.	
TO FORM 990-PF, PG 1, LN 23	11,473.	0.		11,473.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	10
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DESCRIPTION	AMOUNT
TIMING DIFFERENCES FOR INTEREST AND DIVIDENDS	553.
TOTAL TO FORM 990-PF, PART III, LINE 3	553.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS-LIST AVAILABLE UPON REQUEST	9,840,228.	11,486,414.
TOTAL TO FORM 990-PF, PART II, LINE 10B	9,840,228.	11,486,414.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
BERNSTEIN INTERMEDIATE DURATION	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
PAINTINGS	COST	1,859,290.	1,859,290.
MUTUAL FUNDS-LIST AVAILABLE UPON REQUEST	COST	1,030,694.	1,154,013.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,889,984.	3,013,303.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
COCA ST. LOUIS 524 TRINITY AVENUE ST LOUIS, MO 63130	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		1,500.
CROSSROADS COLLEGE PREPARATORY SCHOOL 500 DEBALIVIERE AVENUE ST LOUIS, MO 63112	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		200,000.
DANFORTH PLANT SCIENCE CENTER 975 NORTH WARSON ROAD ST LOUIS, MO 63132	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		4,000.
EDGEWOOD CHILDREN'S CENTER 330 N. GORE ST LOUIS, MO 63119	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		1,500.
HIGHER EDUCATION COORDINATING COUNCIL OF METRO ST. LOUIS 8420 DELMAR BLVD., SUITE 504 ST LOUIS, MO 63124	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		15,000.
HOPE HAPPENS 101 SOUTH HANLEY ROAD, SUITE 1320 ST LOUIS, MO 63105	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		2,000.
MARIAN MIDDLE SCHOOL 4130 WYOMING ST ST LOUIS, MO 63116	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		2,500.
MAYO CLINIC 4500 SAN PABLO ROAD JACKSONVILLE, FL 32224	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		10,000.

MISSOURI BOTANICAL GARDEN
4344 SHAW ST LOUIS, MO 63110

CHARITABLE,
SCIENTIFIC, LITERARY,
EDUCATIONAL

82,000.

PLANNED PARENTHOOD
4251 FOREST PARK AVENUE ST
LOUIS, MO 63108

CHARITABLE,
SCIENTIFIC, LITERARY,
EDUCATIONAL

2,000.

SHELDON ARTS FOUNDATION
3648 WASHINGTON AVENUE ST
LOUIS, MO 63108

CHARITABLE,
SCIENTIFIC, LITERARY,
EDUCATIONAL

60,000.

ST. LOUIS ZOO
1 GOVERNMENT DR. ST LOUIS, MO
63110

CHARITABLE,
SCIENTIFIC, LITERARY,
EDUCATIONAL

2,500.

SUFFIELD ACADEMY
185 NORTH MAIN STREET SUFFIELD,
CT 06078

CHARITABLE,
SCIENTIFIC, LITERARY,
EDUCATIONAL

1,000.

THE SALVATION ARMY
1130 HAMPTON AVE ST LOUIS, MO
63139

CHARITABLE,
SCIENTIFIC, LITERARY,
EDUCATIONAL

2,000.

UNIVERSITY OF DENVER
2199 S. UNIVERSITY BLVD.
DENVER, CO 80208

CHARITABLE,
SCIENTIFIC, LITERARY,
EDUCATIONAL

1,000.

WASHINGTON UNIVERSITY
CAMPUS BOX 1192, ONE BROOKINGS
DRIVE ST LOUIS, MO 63130-4899

CHARITABLE,
SCIENTIFIC, LITERARY,
EDUCATIONAL

170,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

557,000.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
F.O.C.U.S. ST. LOUIS 815 OLIVE STREET, SUITE 110 ST LOUIS, MO 63101	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		55,000.
MISSOURI BOTANICAL GARDEN 4344 SHAW ST LOUIS, MO 63110	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		2,555,000.
WASHINGTON UNIVERSITY CAMPUS BOX 1192, ONE BROOKINGS DRIVE ST LOUIS, MO 63130-4899	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		170,000.
CROSSROADS COLLEGE PREPARATORY SCHOOL 500 DEBALIVIERE AVENUE ST LOUIS, MO 63112	CHARITABLE, SCIENTIFIC, LITERARY, EDUCATIONAL		600,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			3,380,000.

THE BELLWETHER FOUNDATION
FIN #22-2635309
For the Year Ended December 31, 2009

Part IX-A

Summary of direct charitable activities:

Grant making activities:

The Foundation provides funds to organizations for projects that anticipate the future in the areas of the arts, computer science, education, finance, health care, medicine, the social sciences, including research in any areas.

Part IX-B

Summary of program related investments:

Art appreciation and awareness:

The Foundation received a testamentary bequest consisting of an extensive collection of artwork. The Foundation has and will continue to use the collection directly in carrying out its tax-exempt purpose of promoting and furthering public awareness and appreciation of art. Activities include artwork tours to various museums and similar institutions throughout the U.S. for public exhibition.

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
	<u>Short-Term Capital Gains and Losses</u>					
50	ABBOTT LABS8/SB	Aug 7 08	May 20 09	2,178.32	2,933.01	-754.69
1,000	ACCENTURE LTD CL A(1)/CS	Jun 4 09	Dec 18 08	41,400.08	30,118.95	11,281.13
90	ACE LTD2/SB	Feb 27 09	May 27 09	4,053.55	3,326.74	726.81
80	ACE LTD3/SB	Apr 17 09	May 27 09	3,603.15	3,639.70	-36.55
225	ACTIVISION BLIZZARD1/SB	Oct 21 08	Feb 18 09	2,145.10	2,970.50	-825.40
275	ACTIVISION BLIZZARD2/SB	Dec 4 08	Feb 18 09	2,621.80	2,864.10	-242.30
80	AFLAC INC2/SB	Dec 22 08	Feb 2 09	1,852.33	3,651.70	-1,799.37
2,448.485	ALLIANCE SB REIT5/SB	Oct 3 08	May 27 09	15,033.70	20,200.00	-5,166.30
18,196.721	ALLIANCE SB REIT6/SB	Dec 3 08	May 27 09	111,727.87	99,900.00	11,827.87
200	ALLSTATE CORP7/SB	Feb 6 09	May 27 09	5,238.00	4,406.10	831.90
100	ALLSTATE CORP8/SB	Feb 27 09	May 27 09	2,619.00	1,759.73	859.27
675	ALTRIA GROUP INC10/SB	Apr 13 09	May 27 09	11,380.50	11,137.10	243.40
175	ALTRIA GROUP INC9/SB	Aug 29 08	May 27 09	2,950.50	3,731.67	-781.17
125	ALTRIA GROUP INC9/SB_SLD#1	Aug 29 08	May 7 09	2,101.99	2,665.47	-563.48
35	AMAZON.COM2/SB	May 21 09	May 27 09	2,747.50	2,663.19	84.31
200	AMERICAN INTL GRP10/SB	May 20 08	Mar 23 09	283.46	7,598.64	-7,305.18
100	AMERICAN INTL GRP9/SB	Apr 17 08	Mar 23 09	146.73	4,619.01	-4,472.28
35	AMGEN INC3/SB	Jul 9 08	May 27 09	1,750.00	1,794.85	-44.85
55	AMGEN INC4/SB	Jul 18 08	May 27 09	2,750.00	2,912.12	-162.12
55	AMGEN INC5/SB	Dec 4 08	May 27 09	2,750.00	3,113.63	-363.63
80	AMGEN INC6/SB	Apr 2 09	May 27 09	4,000.00	3,895.77	104.23
40	APACHE CORP1/SB	Jun 26 08	May 27 09	3,210.40	5,374.48	-2,164.08
35	APACHE CORP2/SB	Jul 2 08	May 27 09	2,809.10	4,887.87	-2,078.77
7	APACHE CORP3/SB	Jul 23 08	May 27 09	561.82	782.10	-220.28
38	APACHE CORP3/SB_SLD#1	Jul 23 08	May 27 09	3,049.88	4,245.66	-1,195.78
105	APACHE CORP4/SB	Jul 25 08	May 27 09	8,427.30	11,487.80	-3,060.50
50	APACHE CORP5/SB	Dec 4 08	May 27 09	4,013.00	3,372.49	640.51
35	APPLE INC12/SB	Jun 5 08	May 27 09	4,592.54	6,530.01	-1,937.47
25	APPLE INC13/SB	Aug 5 08	May 27 09	3,280.39	3,905.20	-624.81

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
25	APPLE INC14/SB	Oct 3 08	May 27 09	3,280.39	2,565.56	714.83
200	ARCHER-DANIELS-MID1/SB	Dec 18 08	May 27 09	5,340.00	5,669.32	-329.32
75	ARCHER-DANIELS-MID2/SB	Jan 6 09	May 27 09	2,002.50	2,154.79	-152.29
150	ARCHER-DANIELS-MID3/SB	Jan 30 09	May 27 09	4,005.00	4,096.34	-91.34
275	ARCHER-DANIELS-MID4/SB	Jan 30 09	May 27 09	7,342.50	7,509.95	-167.45
120	BANK NEW YORK MELLON1/SB	Apr 17 09	May 27 09	3,403.00	3,668.80	-265.80
150	BANK OF AMERICA14/SB	Jun 24 08	Feb 20 09	527.93	3,909.84	-3,381.91
140	BANK OF AMERICA15/SB	Oct 7 08	Feb 20 09	482.73	3,080.00	-2,587.27
460	BANK OF AMERICA16/SB	Dec 31 08	Feb 20 09	1,618.97	6,118.87	-4,499.90
60	BAXTER INTL INC1/SB	May 1 08	Jan 13 09	3,164.49	3,754.52	-590.03
35	BAXTER INTL INC2/SB	Jul 3 08	May 12 09	1,779.04	2,249.99	-470.95
15	BAXTER INTL INC2/SB_SLD#1	Jul 3 08	Jan 13 09	791.12	984.27	-173.15
80	BAXTER INTL INC3/SB	Jul 8 08	May 27 09	4,064.00	5,173.28	-1,109.28
35	BAXTER INTL INC3/SB_SLD#1	Jul 8 08	May 12 09	1,779.05	2,263.31	-484.26
75	BAXTER INTL INC4/SB	Oct 15 08	May 27 09	3,810.00	4,538.21	-728.21
75	BAXTER INTL INC5/SB	Mar 31 09	May 27 09	3,810.00	3,829.64	-19.64
25	BECTON DICKINSON2/SB	Apr 16 08	Jan 26 09	1,813.91	2,094.39	-280.48
25	BECTON DICKINSON3/SB	Jul 25 08	May 4 09	1,519.73	2,132.04	-612.31
20	BECTON DICKINSON3/SB_SLD#1	Jul 25 08	Jan 26 09	1,451.12	1,705.63	-254.51
105	BECTON DICKINSON3/SB_SLD#2	Jul 25 08	May 1 09	6,410.80	8,954.56	-2,543.76
30	BECTON DICKINSON4/SB	Mar 31 09	May 4 09	1,823.67	2,004.87	-181.20
117.56	BERNSTEIN EMERGING8/SB	Dec 9 08	May 27 09	2,445.56	1,730.48	715.08
449.192	BERNSTEIN EMERGING9/SB	Dec 9 08	May 27 09	9,344.37	6,612.10	2,732.27
162.932	BERNSTEIN INTERMED10/SB	Dec 9 08	May 27 09	1,991.44	1,867.20	124.24
790.219	BERNSTEIN INTERMED11/SB	Dec 9 08	May 27 09	9,658.49	9,055.91	602.58
6,254.753	BERNSTEIN INTERNTL10/SB	Oct 3 08	May 27 09	77,433.95	98,700.00	-21,266.05
741.24	BERNSTEIN INTERNTL11/SB	Feb 5 09	May 27 09	9,176.56	8,250.00	926.56
645.793	BERNSTEIN INTERNTL12/SB	Mar 18 09	May 27 09	7,994.93	6,600.00	1,394.93
814.286	BERNSTEIN INTERNTL13/SB	Apr 1 09	May 27 09	10,079.98	8,550.00	1,529.98
581.906	BERNSTEIN INTERNTL9/SB	Jun 17 08	May 27 09	7,204.01	13,250.00	-6,045.99

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
400	BRISTOL MYERS SQUIBB3/SB	Dec 4 08	May 12 09	8,171.76	8,505.28	-333.52
115	BUNGE LTD1/SB	Nov 6 08	Apr 6 09	6,681.04	4,770.67	1,910.37
10	BUNGE LTD2/SB	Jan 13 09	May 27 09	613.40	485.79	127.61
45	BUNGE LTD2/SB_SLD#1	Jan 13 09	Apr 6 09	2,614.32	2,186.04	428.28
55	BUNGE LTD2/SB_SLD#2	Jan 13 09	Apr 13 09	3,151.26	2,671.83	479.43
125	BUNGE LTD3/SB	Feb 9 09	May 27 09	7,667.50	6,549.54	1,117.96
100	CAMERON INTL3/SB	Apr 1 09	May 27 09	3,057.00	2,126.98	930.02
175	CARDINAL HEALTH3/SB	Dec 4 08	May 27 09	6,128.50	5,542.36	586.14
600	CATERPILLAR INC(1)/CS_SLD#1	Jun 10 09	Nov 3 09	33,704.96	22,432.77	11,272.19
75	CATERPILLAR INC3/SB	Jan 29 08	Jan 5 09	3,488.52	5,182.34	-1,693.82
300	CBS CORP4/SB	Jan 7 09	May 27 09	2,157.00	2,542.47	-385.47
400	CBS CORP5/SB	Feb 27 09	May 27 09	2,876.00	1,800.32	1,075.68
50	CHEVRON CORP6/SB	Sep 10 08	May 27 09	3,290.50	4,010.20	-719.70
60	CHEVRON CORP7/SB	Mar 24 09	May 27 09	3,948.60	4,182.29	-233.69
50	CHEVRON CORP8/SB	Apr 8 09	May 27 09	3,290.50	3,447.89	-157.39
200	CISCO SYSTEMS INC10/SB	Mar 31 09	May 27 09	3,682.00	3,313.72	368.28
500	CITIGROUP INC10/SB	Sep 22 08	Feb 6 09	1,962.60	10,002.60	-8,040.00
500	CITIGROUP INC6/SB	Feb 1 08	Jan 15 09	1,904.75	14,499.30	-12,594.55
200	CITIGROUP INC7/SB	Feb 7 08	Jan 15 09	761.90	5,346.64	-4,584.74
100	CITIGROUP INC8/SB	Feb 21 08	Feb 6 09	392.52	2,565.09	-2,172.57
100	CITIGROUP INC8/SB_SLD#1	Feb 21 08	Jan 15 09	380.95	2,565.09	-2,184.14
200	CITIGROUP INC9/SB	Feb 27 08	Feb 6 09	785.04	5,092.40	-4,307.36
30	CME GROUP INC12/SB	Oct 3 08	May 27 09	9,094.97	11,859.35	-2,764.38
12	CME GROUP INC13/SB	Nov 11 08	May 27 09	3,637.99	2,808.34	829.65
20	COCA COLA CO3/SB	Jul 25 08	May 27 09	942.20	1,041.40	-99.20
40	COCA COLA CO3/SB_SLD#1	Jul 25 08	May 11 09	1,713.16	2,082.78	-369.62
50	COCA COLA CO4/SB	Feb 10 09	May 27 09	2,355.50	2,106.65	248.85
50	COLGATE PALMOLIVE4/SB	Jan 23 09	May 27 09	3,238.00	3,090.60	147.40
450	CORNING INC4/SB	Nov 14 08	May 27 09	6,687.00	4,023.99	2,663.01
250	CORNING INC5/SB	Nov 26 08	May 27 09	3,715.00	2,261.65	1,453.35

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
500	CORNING INC6/SB	Jan 22 09	May 27 09	7,430.00	4,693.30	2,736.70
125	COSTCO CORP3/SB	Jul 1 08	May 27 09	6,072.00	8,693.64	-2,621.64
50	COSTCO CORP4/SB	Jul 3 08	May 27 09	2,428.80	3,641.98	-1,213.18
50	COSTCO CORP5/SB	Nov 26 08	May 27 09	2,428.80	2,521.11	-92.31
90	COSTCO CORP6/SB	Dec 17 08	May 27 09	4,371.84	4,843.31	-471.47
60	COSTCO CORP7/SB	Feb 10 09	May 27 09	2,914.56	2,667.09	247.47
400	CPITAL ONE FINANCL1/SB	Jan 16 09	May 27 09	9,037.28	9,707.76	-670.48
200	CREDIT SUISSE GRP7/SB	May 7 09	May 27 09	8,788.36	7,602.26	1,186.10
85	DANAHER CORP1/SB	Feb 27 09	May 27 09	5,201.15	4,315.38	885.77
40	DANAHER CORP2/SB	Mar 31 09	May 27 09	2,447.60	2,179.11	268.49
75	DEUTSCHE BANK7/SB	Feb 18 09	May 27 09	5,050.35	1,894.37	3,155.98
80	DEUTSCHE BANK8/SB	May 7 09	May 27 09	5,387.04	4,282.50	1,104.54
20	DEVON ENERGY1/SB	Aug 11 08	May 27 09	1,234.00	1,775.11	-541.11
55	DEVON ENERGY1/SB_SLD#1	Aug 11 08	May 15 09	3,358.28	4,881.52	-1,523.24
100	DEVON ENERGY2/SB	Oct 1 08	May 27 09	6,170.00	8,938.64	-2,768.64
75	DEVON ENERGY3/SB	Jan 29 09	May 27 09	4,627.50	4,741.40	-113.90
50	DEVON ENERGY4/SB	Feb 18 09	May 27 09	3,085.00	2,439.11	645.89
50	DEVON ENERGY5/SB	Mar 27 09	May 27 09	3,085.00	2,273.73	811.27
225	DU PONT DE NEMOURS1/SB	Apr 14 09	May 27 09	6,342.75	6,002.82	339.93
75	DU PONT DE NEMOURS2/SB	May 13 09	May 27 09	2,114.25	2,007.45	106.80
95,000	EAST WEST BANK .5% DUE 8-10-09/CS	Jun 4 09	Aug 10 09	95,000.00	95,000.00	0.00
150	EASTMAN CHEMICAL1/SB	Nov 6 08	May 27 09	6,223.50	5,976.17	247.33
100	ELI LILLY & CO4/SB	Mar 24 09	May 27 09	3,490.00	3,346.48	143.52
125	ELI LILLY & CO5/SB	Apr 6 09	May 27 09	4,362.50	4,072.44	290.06
200	ELI LILLY & CO6/SB	Apr 6 09	May 27 09	6,980.00	6,515.90	464.10
200	EMERSON ELECTRIC4/SB	Feb 3 09	May 27 09	6,664.00	6,690.96	-26.96
75	EMERSON ELECTRIC5/SB	Feb 11 09	May 27 09	2,499.00	2,460.14	38.86
125	EMERSON ELECTRIC6/SB	Mar 31 09	May 27 09	4,165.00	3,564.58	600.42
135	ENSCO INTL2/SB	May 19 09	May 27 09	4,870.80	4,604.26	266.54
25	EOG RES INC4/SB	Jul 8 08	May 27 09	1,738.75	2,857.48	-1,118.73

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
50	EOG RES INC5/SB	Aug 12 08	May 27 09	3,477.50	4,850.27	-1,372.77
50	EOG RES INC6/SB	Jan 20 09	May 27 09	3,477.50	3,110.09	367.41
110	EOG RES INC7/SB	Jan 29 09	May 27 09	7,650.50	7,559.07	91.43
75	EOG RES INC8/SB	Mar 31 09	May 27 09	5,216.25	4,269.73	946.52
475	ERICSSON L M TEL1/SB	Oct 15 08	May 27 09	4,256.00	3,063.52	1,192.48
500	ERICSSON L M TEL1/SB_SLD#1	Oct 15 08	Feb 6 09	4,308.65	3,224.75	1,083.90
425	ERICSSON L M TEL1/SB_SLD#2	Oct 15 08	May 1 09	3,538.89	2,741.03	797.86
500	FIFTH THIRD BANCORP1/SB	Sep 25 08	Mar 18 09	1,079.30	8,215.50	-7,136.20
300	FIFTH THIRD BANCORP2/SB	Dec 18 08	Mar 18 09	647.58	2,280.93	-1,633.35
190	FREEMPORT MCMORAN2/SB	May 5 09	May 27 09	9,562.70	9,368.63	194.07
425	GANNETT CO INC1/SB	May 13 08	Apr 21 09	1,313.97	13,004.70	-11,690.73
175	GANNETT CO INC2/SB	Jul 11 08	Apr 21 09	541.05	3,092.46	-2,551.41
450	GAP INC1/SB	Mar 5 09	May 22 09	7,362.95	4,564.76	2,798.19
25	GENENTECH INC10/SB	Jan 15 09	Mar 26 09	2,375.00	2,137.86	237.14
25	GENENTECH INC11/SB	Jan 20 09	Mar 26 09	2,375.00	2,094.44	280.56
25	GENENTECH INC12/SB	Jan 28 09	Mar 26 09	2,375.00	2,111.43	263.57
75	GENENTECH INC7/SB	Oct 3 08	Mar 26 09	7,125.00	6,576.38	548.62
50	GENENTECH INC8/SB	Oct 9 08	Mar 26 09	4,750.00	4,041.14	708.86
25	GENENTECH INC9/SB	Nov 11 08	Mar 26 09	2,375.00	2,045.00	330.00
60	GENERAL MILLS INC1/SB	Nov 11 08	May 27 09	3,150.00	3,917.63	-767.63
100	GILEAD SCIENCES5/SB	Sep 22 08	May 27 09	4,271.00	4,602.00	-331.00
85	GILEAD SCIENCES6/SB	Mar 31 09	May 27 09	3,630.35	3,921.10	-290.75
150	GLAXCOSMITHKLINE3/SB	Jan 13 09	May 27 09	5,062.50	5,656.34	-593.84
75	GLAXCOSMITHKLINE4/SB	Feb 13 09	May 27 09	2,531.25	2,648.24	-116.99
47	GOLDMAN SACHS GRP11/SB	Sep 9 08	May 27 09	6,696.32	7,630.30	-933.98
110	GOLDMAN SACHS GRP12/SB	Nov 4 08	May 27 09	15,672.24	9,795.50	5,876.74
45	GOLDMAN SACHS GRP13/SB	Nov 6 08	May 27 09	6,411.37	3,897.07	2,514.30
65	GOLDMAN SACHS GRP14/SB	Dec 22 08	May 27 09	9,260.87	5,162.30	4,098.57
145	GOLDMAN SACHS GRP15/SB	May 11 09	May 27 09	20,658.86	19,948.91	709.95
25	GOOGLE INC11/SB	Oct 9 08	May 27 09	10,140.00	8,592.86	1,547.14

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
75	HARTFORD FINANCIAL5/SB	Jul 17 08	Feb 4 09	1,138.89	4,441.62	-3,302.73
245	HARTFORD FINANCIAL6/SB	Oct 31 08	May 27 09	3,686.78	2,464.07	1,222.71
55	HARTFORD FINANCIAL6/SB_S#1	Oct 31 08	Feb 4 09	835.19	553.15	282.04
100	HEWLETT PACKARD CO7/SB	May 30 08	May 27 09	3,446.37	4,724.71	-1,278.34
100	HEWLETT PACKARD CO8/SB	Jun 16 08	May 27 09	3,446.37	4,743.54	-1,297.17
100	HEWLETT PACKARD CO9/SB	Sep 29 08	May 27 09	3,446.37	4,658.74	-1,212.37
225	HOME DEPOT INC1/SB	Oct 23 08	May 12 09	5,521.88	4,313.14	1,208.74
50	HOME DEPOT INC2/SB	Feb 10 09	May 27 09	1,194.00	1,123.12	70.88
50	HOME DEPOT INC2/SB_SLD#1	Feb 10 09	May 12 09	1,227.09	1,123.12	103.97
275	HOME DEPOT INC3/SB	Feb 25 09	May 27 09	6,567.00	5,595.76	971.24
80	HONEYWELL INTL6/SB	Jan 20 09	May 6 09	2,627.51	2,607.38	20.13
85	HONEYWELL INTL7/SB	Apr 2 09	May 6 09	2,791.73	2,485.17	306.56
75	ILLINOIS TOOL WORKS1/SB	May 21 09	May 27 09	2,526.00	2,452.71	73.29
12,400	INTEL CALLS EXP 10-17-09/US	Oct 16 09	Sep 21 09	7,253.58	7,253.58	0.00
250	INTEL CORP7/SB	Sep 10 08	May 27 09	3,852.72	5,115.35	-1,262.63
200	INTEL CORP8/SB	Mar 31 09	May 27 09	3,082.18	3,028.34	53.84
450	INTEL CORP9/SB	Apr 30 09	May 27 09	6,934.91	7,104.65	-169.74
225	J C PENNEY CO3/SB	Nov 11 08	May 27 09	5,960.25	4,329.43	1,630.82
225	J P MORGAN & CO15/SB	Jun 6 08	May 27 09	8,202.74	9,271.15	-1,068.41
80	J P MORGAN & CO16/SB	Sep 26 08	May 27 09	2,916.53	3,240.00	-323.47
525	J P MORGAN & CO17/SB	Sep 26 08	May 27 09	19,139.72	21,262.50	-2,122.78
80	J P MORGAN & CO18/SB	Apr 28 09	May 27 09	2,916.53	2,628.67	287.86
575	J P MORGAN & CO19/SB	May 7 09	May 27 09	20,962.55	21,434.79	-472.24
115	J P MORGAN & CO20/SB	May 14 09	May 27 09	4,192.51	4,031.65	160.86
65	JACOBS ENGINEERING1/SB	Jan 9 09	May 20 09	2,626.05	3,373.16	-747.11
75	KOHL'S CORP5/SB	Jun 24 08	May 27 09	3,262.50	3,129.86	132.64
100	KOHL'S CORP6/SB	Aug 29 08	May 27 09	4,350.00	4,949.21	-599.21
175	KOHL'S CORP7/SB	Jan 23 09	May 27 09	7,612.50	6,585.43	1,027.07
50	KOHL'S CORP8/SB	May 12 09	May 27 09	2,175.00	2,195.87	-20.87
200	LIBERTY MEDIA1/SB	Apr 28 09	May 27 09	4,936.00	4,762.74	173.26

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
425	LIMITED BRANDS INC1/SB	Nov 17 08	May 27 09	5,299.75	3,855.64	1,444.11
375	LINCOLN NATL CORP1/SB	Jan 26 09	May 27 09	6,638.03	5,931.41	706.62
30	LOCKHEED MARTIN1/SB	Sep 24 08	Apr 21 09	2,282.15	3,251.33	-969.18
35	LOCKHEED MARTIN2/SB	Oct 21 08	May 7 09	2,777.08	3,034.08	-257.00
200	LOWES CO INC3/SB	Oct 28 08	May 27 09	4,036.00	3,466.24	569.76
50	LOWES CO INC4/SB	Feb 24 09	May 27 09	1,009.00	779.16	229.84
100	LOWES CO INC4/SB_SLD#1	Feb 24 09	May 27 09	2,018.00	1,558.31	459.69
120	LOWES CO INC5/SB	Apr 22 09	May 27 09	2,421.60	2,495.93	-74.33
105	LOWES CO INC6/SB	Apr 28 09	May 27 09	2,118.90	2,175.38	-56.48
200	MACYS INC6/SB	Jul 11 08	May 27 09	2,316.00	3,133.94	-817.94
100	MACYS INC7/SB	Jul 16 08	May 27 09	1,158.00	1,675.16	-517.16
425	MASCO CORP3/SB	May 21 09	May 27 09	4,471.00	4,184.00	287.00
50	MC DONALDS CORP10/SB	Aug 1 08	May 27 09	2,939.50	3,001.38	-61.88
125	MC DONALDS CORP6/SB	Oct 6 08	May 27 09	7,348.75	7,286.78	61.97
75	MC DONALDS CORP7/SB	Oct 9 08	May 27 09	4,409.25	4,095.20	314.05
50	MC DONALDS CORP8/SB	Nov 11 08	May 27 09	2,939.50	2,817.99	121.51
50	MC DONALDS CORP9/SB	Jan 28 09	May 27 09	2,939.50	2,962.06	-22.56
200	MERCK & CO INC10/SB	Jul 31 08	May 27 09	5,312.00	6,628.32	-1,316.32
100	MERCK & CO INC7/SB	Jun 2 08	May 27 09	2,656.00	3,823.90	-1,167.90
200	MERCK & CO INC8/SB	Jun 20 08	May 27 09	5,312.00	7,036.18	-1,724.18
200	MERCK & CO INC9/SB	Jul 7 08	May 27 09	5,312.00	7,357.44	-2,045.44
225	METLIFE INC6/SB	Oct 8 08	May 27 09	7,035.44	5,962.50	1,072.94
95	METLIFE INC7/SB	Oct 31 08	May 27 09	2,970.52	2,923.52	47.00
100	METLIFE INC8/SB	Jan 14 09	May 27 09	3,126.86	2,756.26	370.60
100	METLIFE INC9/SB	Feb 27 09	May 27 09	3,126.86	1,970.37	1,156.49
16,700	MICROSOFT CALLS EXP 11-21-09/US_SLD#1	Nov 16 09	Sep 22 09	13,359.23	13,359.23	0.00
400	MICROSOFT CALLS EXP 11-21-09/US_SLD#2	Nov 17 09	Sep 22 09	319.98	319.98	0.00
75	MICROSOFT CORP10/SB	Mar 19 09	May 1 09	1,500.19	1,293.55	206.64
100	MICROSOFT CORP10/SB_SLD#1	Mar 19 09	Apr 28 09	2,007.90	1,724.73	283.17
105	MICROSOFT CORP11/SB	Mar 31 09	May 27 09	2,136.75	1,937.78	198.97

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
80	MICROSOFT CORP11/SB_SLD#1	Mar 31 09	May 1 09	1,600.20	1,476.40	123.80
140	MICROSOFT CORP11/SB_SLD#2	Mar 31 09	May 7 09	2,704.58	2,583.70	120.88
150	MICROSOFT CORP9/SB	Feb 23 09	Apr 28 09	3,011.85	2,698.31	313.54
60	MOLSON COORS BREW1/SB	Nov 26 08	May 5 09	2,524.55	2,618.06	-93.51
65	MOLSON COORS BREW2/SB	Mar 25 09	May 5 09	2,734.93	2,312.89	422.04
35	MONSANTO CO5/SB	Jul 24 08	May 27 09	2,870.00	4,022.64	-1,152.64
25	MONSANTO CO6/SB	Sep 29 08	May 27 09	2,050.00	2,552.41	-502.41
100	MORGAN STANLEY6/SB	Jul 31 08	May 27 09	2,879.06	3,955.01	-1,075.95
900	MOTOROLA INC2/SB	Jun 10 08	May 27 09	5,391.00	8,137.17	-2,746.17
500	MOTOROLA INC3/SB	Jun 18 08	May 27 09	2,995.00	4,336.20	-1,341.20
800	MOTOROLA INC4/SB	Sep 24 08	May 27 09	4,792.00	6,040.88	-1,248.88
225	NETAPP INC1/SB	Apr 23 09	May 27 09	4,429.46	4,140.34	289.12
400	NEWS CORP CLA1/SB	Dec 9 08	May 27 09	3,748.00	3,369.28	378.72
600	NEWS CORP CLA2/SB	Dec 9 08	May 27 09	5,622.00	5,053.92	568.08
800	NEWS CORP CLA3/SB	Jan 14 09	May 27 09	7,496.00	6,540.88	955.12
300	NEWS CORP CLA4/SB	Jan 30 09	May 27 09	2,811.00	1,956.48	854.52
500	NEWS CORP CLA5/SB	Apr 17 09	May 27 09	4,685.00	4,077.60	607.40
250	NEXEN INC1/SB	May 22 09	May 27 09	5,730.00	5,508.08	221.92
200	NOKIA CORP10/SB	Feb 18 09	May 27 09	3,012.00	2,198.90	813.10
200	NOKIA CORP11/SB	Mar 10 09	May 27 09	3,012.00	1,934.52	1,077.48
300	NOKIA CORP6/SB	Oct 13 08	Apr 22 09	4,458.30	4,905.39	-447.09
200	NOKIA CORP6/SB_SLD#1	Oct 13 08	Mar 25 09	2,391.18	3,270.26	-879.08
400	NOKIA CORP7/SB	Dec 4 08	May 27 09	6,024.00	5,522.64	501.36
300	NOKIA CORP8/SB	Feb 4 09	May 27 09	4,518.00	3,808.86	709.14
200	NOKIA CORP9/SB	Feb 10 09	May 27 09	3,012.00	2,548.80	463.20
115	NORTHROP CORP6/SB	Mar 25 09	May 27 09	5,635.00	4,940.35	694.65
55	NORTHROP CORP7/SB	Apr 17 09	May 27 09	2,695.00	2,638.57	56.43
65	NUCOR CORP1/SB	May 5 09	May 27 09	2,707.90	2,865.76	-157.86
355	NVIDIA CORP9/SB	Sep 4 08	May 8 09	3,544.53	4,077.18	-532.65
145	NVIDIA CORP9/SB_SLD#1	Sep 4 08	Mar 26 09	1,492.04	1,665.32	-173.28

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
95	OCCIDENT PETE CORP3/SB	Dec 4 08	May 27 09	6,080.00	4,292.60	1,787.40
35	OCCIDENT PETE CORP4/SB	Jan 29 09	May 27 09	2,240.00	2,017.87	222.13
135	PACCAR INC1/SB	Apr 22 09	May 8 09	4,587.87	4,512.90	74.97
47	PEPSICO INC4/SB	Sep 22 08	May 27 09	2,414.86	3,413.92	-999.06
50	PEPSICO INC5/SB	Oct 9 08	May 27 09	2,569.00	3,181.91	-612.91
50	PEPSICO INC6/SB	Nov 18 08	May 27 09	2,569.00	2,617.79	-48.79
50	PEPSICO INC7/SB	Mar 25 09	May 27 09	2,569.00	2,618.12	-49.12
49	PHILIP MORRIS INTL10/SB	Jul 22 08	May 27 09	2,062.90	2,525.38	-462.48
11	PHILIP MORRIS INTL10/S_S#1	Jul 22 08	May 1 09	405.80	566.92	-161.12
66	PHILIP MORRIS INTL11/SB	Nov 18 08	May 27 09	2,778.60	2,537.18	241.42
65	PHILIP MORRIS INTL9/SB	Jul 8 08	May 1 09	2,397.93	3,394.14	-996.21
50	PROCTER & GAMBLE10/SB	Nov 18 08	May 27 09	2,678.00	3,089.30	-411.30
110	PROCTER & GAMBLE11/SB	Apr 16 09	May 27 09	5,891.60	5,536.97	354.63
41	PROCTER & GAMBLE8/SB	Sep 10 08	May 27 09	2,195.96	2,972.99	-777.03
109	PROCTER & GAMBLE8/SB_SLD#1	Sep 10 08	May 27 09	5,838.04	7,903.81	-2,065.77
50	PROCTER & GAMBLE9/SB	Oct 3 08	May 27 09	2,678.00	3,555.68	-877.68
275	PRUDENTIAL FINANCIAL1/SB	Feb 27 09	May 18 09	10,743.45	4,836.56	6,106.89
75	PRUDENTIAL FINANCIAL1/SB_SLD#1	Feb 27 09	May 7 09	2,873.03	1,264.51	1,608.52
100	QUALCOMM INC10/SB	Jul 3 08	May 27 09	4,320.00	4,522.44	-202.44
75	QUALCOMM INC11/SB	Aug 12 08	May 27 09	3,240.00	4,066.12	-826.12
75	QUALCOMM INC12/SB	Sep 29 08	May 27 09	3,240.00	3,257.02	-17.02
150	QUALCOMM INC13/SB	Oct 3 08	May 27 09	6,480.00	6,104.49	375.51
100	QUALCOMM INC14/SB	Nov 13 08	May 27 09	4,320.00	3,282.41	1,037.59
100	QUALCOMM INC15/SB	Jan 21 09	May 27 09	4,320.00	3,519.86	800.14
125	QUALCOMM INC16/SB	Mar 31 09	May 27 09	5,400.00	4,892.00	508.00
55	QUALCOMM INC8/SB	Jun 12 08	May 27 09	2,376.00	2,683.43	-307.43
70	QUALCOMM INC8/SB_SLD#1	Jun 12 08	May 7 09	2,933.69	3,415.26	-481.57
75	QUALCOMM INC9/SB	Jun 20 08	May 27 09	3,240.00	3,729.03	-489.03
975	REGIONS FINANCIAL CORP1/SB	May 21 09	May 27 09	3,904.49	3,900.00	4.49
8,000	REGIONS FINANCIAL(1)/CS	Jul 31 09	Oct 23 09	43,989.91	35,448.15	8,541.76

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
350	RELIANT ENERGY1/SB	Sep 3 08	May 27 09	1,855.00	5,539.38	-3,684.38
450	RELIANT ENERGY2/SB	Dec 23 08	May 27 09	2,385.00	2,354.81	30.19
50	ROYAL DUTCH SHELL6/SB	Apr 17 09	May 27 09	2,603.50	2,153.76	449.74
475	SAFEWAY INC3/SB	Dec 4 08	May 27 09	9,531.49	10,578.06	-1,046.57
250	SANOFI AVENTIS1/SB	Dec 22 08	May 27 09	7,726.83	8,157.33	-430.50
375	SCHERING PLOUGH2/SB	May 4 09	May 27 09	8,906.25	8,614.50	291.75
100	SCHERING PLOUGH3/SB	May 21 09	May 27 09	2,375.00	2,356.80	18.20
100	SCHLUMBERGER LTD7/SB	Nov 13 08	May 27 09	5,472.00	4,623.46	848.54
100	SCHLUMBERGER LTD8/SB	Feb 10 09	May 27 09	5,472.00	4,628.42	843.58
120	SCHWAB CHARLES2/SB	Oct 21 08	May 26 09	2,091.51	2,483.45	-391.94
120	SCHWAB CHARLES3/SB	Dec 4 08	May 27 09	2,103.68	1,990.78	112.90
10	SCHWAB CHARLES3/SB_SLD#1	Dec 4 08	May 26 09	174.29	165.89	8.40
700	SPRINT NEXTEL CORP7/SB	Sep 22 08	May 27 09	3,640.00	4,719.89	-1,079.89
125	SUPERVALU INC4/SB	Apr 11 08	Apr 8 09	1,817.92	3,769.86	-1,951.94
350	SYMANTEC CORP2/SB	Dec 4 08	May 27 09	5,139.44	3,977.93	1,161.51
150	SYMANTEC CORP3/SB	Mar 20 09	May 27 09	2,202.61	2,088.32	104.29
225	SYMANTEC CORP4/SB	Apr 2 09	May 27 09	3,303.92	3,534.98	-231.06
225	TAIWAN SEMICONDUCTOR1/SB	May 5 09	May 27 09	2,475.76	2,496.74	-20.98
225	TAIWAN SEMICONDUCTOR2/SB	May 18 09	May 27 09	2,475.77	2,347.11	128.66
110	TARGET CORP5/SB	Apr 17 09	May 27 09	4,515.50	4,425.49	90.01
165	TARGET CORP6/SB	May 13 09	May 27 09	6,773.25	6,685.32	87.93
200	TEVA PHARM10/SB	Jul 30 08	May 27 09	9,270.00	8,922.72	347.28
95,000	TEXAS CAPITAL BK .3% DUE 8-10-09/CS	Jun 4 09	Aug 10 09	95,000.00	95,000.00	0.00
250	TEXTRON INC6/SB	Dec 22 08	Feb 3 09	2,081.15	3,805.73	-1,724.58
100	TIME WARNER CABLE10/SB	Apr 2 09	May 27 09	3,300.00	2,540.41	759.59
100	TIME WARNER CABLE11/SB	Apr 20 09	May 27 09	3,300.00	2,805.78	494.22
0.808	TIME WARNER CABLE12/SB	Apr 2 09	Apr 6 09	20.82	0.00	20.82
120	TIME WARNER CABLE13/SB	May 5 09	May 27 09	3,960.00	4,065.60	-105.60
41	TIME WARNER CABLE7/SB	Nov 6 08	May 27 09	1,353.00	1,269.76	83.24
33	TIME WARNER CABLE8/SB	Nov 24 08	May 27 09	1,089.00	819.26	269.74

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
25	TIME WARNER CABLE9/SB	Jan 26 09	May 27 09	825.00	741.05	83.95
300	TIME WARNER INC10/SB	Apr 2 09	May 27 09	7,071.00	6,356.34	714.66
168	TIME WARNER INC7/SB	Nov 6 08	May 27 09	3,912.62	3,590.89	321.73
133	TIME WARNER INC8/SB	Nov 24 08	May 27 09	3,134.81	2,316.86	817.95
100	TIME WARNER INC9/SB	Jan 26 09	May 27 09	2,357.00	2,095.69	261.31
140	TJX COMPANIES INC1/SB	Dec 18 08	May 18 09	3,863.99	2,912.30	951.69
180	TJX COMPANIES INC1/SB_S#1	Dec 18 08	Apr 8 09	4,227.36	3,328.33	899.03
75	TJX COMPANIES INC1/SB_S#2	Dec 18 08	Apr 29 09	2,114.92	1,560.16	554.76
135	TORCHMARK CORP1/SB	May 1 09	May 27 09	5,101.99	3,967.15	1,134.84
40	TOYOTA MOTOR CORP5/SB	Jun 24 08	Apr 17 09	3,074.91	3,861.18	-786.27
35	TOYOTA MOTOR CORP5/SB_S#1	Jun 24 08	Jan 13 09	2,226.37	3,378.52	-1,152.15
50	TOYOTA MOTOR CORP6/SB	Aug 14 08	Apr 17 09	3,843.64	4,468.35	-624.71
65	TOYOTA MOTOR CORP7/SB	May 7 09	May 27 09	5,064.80	5,330.05	-265.25
475	TYCO ELECTRONICS3/SB	Apr 28 09	May 27 09	8,337.77	7,992.35	345.42
225	TYCO ELECTRONICS4/SB	May 14 09	May 27 09	3,949.47	3,840.98	108.49
425	TYSON FOODS INC CL A2/SB	Dec 22 08	May 27 09	5,737.50	3,385.04	2,352.46
85	UNION PACIFIC2/SB	Apr 28 09	May 27 09	4,064.70	3,994.44	70.26
225	UNUM GROUP1/SB	Apr 21 09	May 27 09	3,917.34	3,170.66	746.68
450	US BANCORP1/SB	May 11 09	May 27 09	8,513.64	8,100.00	413.64
250	US BANCORP2/SB	May 13 09	May 27 09	4,729.80	4,383.98	345.82
125	VERIZON COMMUNICATIONS3/SB	Apr 17 08	Feb 13 09	3,741.94	4,495.79	-753.85
70	VERIZON COMMUNICATIONS_S#1	Apr 23 08	Mar 25 09	2,137.10	2,539.26	-402.16
350	VIACOM INC-CL B3/SB	Dec 22 08	May 27 09	7,881.30	5,997.43	1,883.87
70	VISA INC1/SB	Apr 30 09	May 27 09	4,661.64	4,696.10	-34.46
115	VISA INC2/SB	May 6 09	May 27 09	7,658.42	7,694.33	-35.91
425	VODAFONE GROUP5/SB	Apr 27 09	May 27 09	8,045.25	7,778.10	267.15
70	WAL-MART STORES5/SB	Aug 5 08	Apr 28 09	3,412.55	4,135.40	-722.85
10	WAL-MART STORES6/SB	Aug 27 08	May 27 09	502.50	593.97	-91.47
40	WAL-MART STORES6/SB_SLD#1	Aug 27 08	Apr 28 09	1,950.03	2,375.84	-425.81
50	WAL-MART STORES7/SB	Oct 3 08	May 27 09	2,512.50	2,968.53	-456.03

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
125	WAL-MART STORES8/SB	Oct 9 08	May 27 09	6,281.25	6,822.74	-541.49
50	WAL-MART STORES9/SB	Mar 31 09	May 27 09	2,512.50	2,589.71	-77.21
8,500	WALGREEN CALL EXP 10-17-09/US	Oct 16 09	Aug 27 09	9,859.74	9,859.74	0.00
600	WALGREEN CO3/US_SLD#1	Sep 29 08	Sep 29 09	22,619.42	18,924.00	3,695.42
2,500	WALGREEN CO4/US	Nov 17 08	Oct 16 09	87,772.74	72,400.01	15,372.73
2,500	WALGREEN CO5/US	Nov 21 08	Oct 16 09	87,772.74	72,400.02	15,372.72
120	WALT DISNEY CO1/SB	Oct 17 08	May 26 09	2,882.97	2,893.02	-10.05
105	WALT DISNEY CO2/SB	Nov 26 08	May 26 09	2,522.59	2,254.43	268.16
300	WALT DISNEY CO3/SB	Dec 17 08	May 27 09	7,377.00	7,053.00	324.00
175	WALT DISNEY CO4/SB	Feb 23 09	May 27 09	4,303.25	3,092.32	1,210.93
200	WELLS FARGO & CO1/SB	Feb 10 09	Mar 11 09	2,397.72	3,609.88	-1,212.16
550	WELLS FARGO & CO2/SB	May 8 09	May 27 09	14,193.74	12,100.00	2,093.74
275	WESTERN DIGITAL CORP2/SB	Aug 21 08	May 27 09	6,828.17	7,789.10	-960.93
200	WESTERN DIGITAL CORP3/SB	Sep 8 08	May 27 09	4,965.94	5,070.18	-104.24
150	WYETH2/SB	Aug 27 08	Apr 9 09	6,344.62	6,402.11	-57.49
50	WYETH2/SB_SLD#1	Aug 27 08	Mar 25 09	2,124.00	2,134.03	-10.03
150	WYETH3/SB	Dec 4 08	Apr 9 09	6,344.63	5,115.80	1,228.83
300	XL CAPITAL LTD1/SB	Aug 29 08	May 27 09	2,998.53	6,057.45	-3,058.92
	Total Short-term			2,102,933.40	2,126,495.84	-23,562.44
<u>Long-Term Capital Gains and Losses</u>						
30	ABBOTT LABS4/SB	May 4 07	Apr 8 09	1,305.78	1,740.46	-434.68
5	ABBOTT LABS5/SB	Jun 19 07	Apr 16 09	212.52	272.88	-60.36
95	ABBOTT LABS5/SB_SLD#1	Jun 19 07	Apr 8 09	4,134.95	5,184.64	-1,049.69
20	ABBOTT LABS6/SB	Nov 1 07	Apr 28 09	863.66	1,091.89	-228.23
80	ABBOTT LABS6/SB_SLD#1	Nov 1 07	Apr 16 09	3,400.35	4,367.53	-967.18
25	ABBOTT LABS7/SB	Dec 6 07	May 20 09	1,089.16	1,451.25	-362.09
75	ABBOTT LABS7/SB_SLD#1	Dec 6 07	Apr 28 09	3,238.73	4,353.72	-1,114.99
60	AIR PRODUCT & CHEM5/SB	Nov 7 07	May 27 09	3,843.60	5,953.05	-2,109.45
5	ALCON INC2/SB	Feb 12 04	May 8 09	481.17	317.05	164.12

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
115	ALCON INC2/SB_SLD#3	Feb 12 04	Jan 21 09	9,658.64	7,292.03	2,366.61
30	ALCON INC3/SB	Jul 6 06	May 8 09	2,887.05	3,022.05	-135.00
45	ALCON INC4/SB	Aug 15 06	May 27 09	4,621.50	5,144.57	-523.07
5	ALCON INC4/SB_SLD#1	Aug 15 06	May 8 09	481.18	571.61	-90.43
1,170.685	ALLIANCE SB REIT1/SB	Jul 30 07	May 27 09	7,188.01	18,450.00	-11,261.99
33,842.574	ALLIANCE SB REIT2/SB	Feb 12 04	May 27 09	207,793.39	377,344.71	-169,551.32
2,189.349	ALLIANCE SB REIT3/SB	Apr 29 04	May 27 09	13,442.60	22,200.00	-8,757.40
12,208.931	ALLIANCE SB REIT4/SB	Dec 27 07	May 27 09	74,962.84	141,257.33	-66,294.49
200	ALLSTATE CORP2/SB	Sep 4 07	May 1 09	4,678.46	11,014.84	-6,336.38
75	ALLSTATE CORP3/SB	Sep 17 07	May 1 09	1,754.42	4,089.68	-2,335.26
50	ALLSTATE CORP4/SB	Nov 26 07	May 22 09	1,323.41	2,484.68	-1,161.27
25	ALLSTATE CORP4/SB_SLD#1	Nov 26 07	May 1 09	584.81	1,242.34	-657.53
75	ALLSTATE CORP5/SB	Dec 6 07	May 22 09	1,985.12	3,940.88	-1,955.76
25	ALLSTATE CORP6/SB	Mar 5 08	May 27 09	654.75	1,198.79	-544.04
50	ALLSTATE CORP6/SB_SLD#1	Mar 5 08	May 22 09	1,323.41	2,397.58	-1,074.17
150	ALTRIA GROUP INC2/SB	Feb 12 04	Mar 25 09	2,586.97	1,927.57	659.40
90	ALTRIA GROUP INC3/SB	Jun 16 06	Mar 25 09	1,552.19	1,480.19	72.00
45	ALTRIA GROUP INC4/SB	Oct 9 06	Mar 25 09	776.09	825.57	-49.48
115	ALTRIA GROUP INC5/SB	Jun 4 07	Mar 25 09	1,983.35	2,521.51	-538.16
25	ALTRIA GROUP INC6/SB	Aug 6 07	May 7 09	420.40	519.54	-99.14
75	ALTRIA GROUP INC6/SB_SLD#1	Aug 6 07	Mar 25 09	1,293.49	1,558.62	-265.13
70	ALTRIA GROUP INC7/SB	Jan 15 08	May 7 09	1,177.11	1,684.81	-507.70
30	ALTRIA GROUP INC8/SB	Jan 22 08	May 7 09	504.48	660.43	-155.95
350	AMERICAN INTL GRP3/SB	Jan 9 06	Mar 23 09	513.55	24,406.76	-23,893.21
150	AMERICAN INTL GRP4/SB	May 18 06	Mar 23 09	220.10	9,307.49	-9,087.39
90	AMERICAN INTL GRP5/SB	Sep 12 06	Mar 23 09	132.06	5,859.43	-5,727.37
105	AMERICAN INTL GRP6/SB	Sep 18 06	Mar 23 09	154.07	6,889.06	-6,734.99
95	AMERICAN INTL GRP7/SB	Oct 13 06	Mar 23 09	139.39	6,376.59	-6,237.20
110	AMERICAN INTL GRP8/SB	Feb 13 08	Mar 23 09	161.40	5,032.40	-4,871.00
25	APPLE INC10/SB	Mar 4 08	May 27 09	3,280.39	3,066.87	213.52

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
25	APPLE INC11/SB	Mar 27 08	May 27 09	3,280.39	3,562.76	-282.37
80	APPLE INC5/SB	May 26 06	Jan 15 09	6,628.27	5,120.22	1,508.05
15	APPLE INC6/SB	Jun 26 06	May 27 09	1,968.21	883.82	1,084.39
30	APPLE INC6/SB_SLD#1	Jun 26 06	Jan 15 09	2,485.60	1,767.61	717.99
5	APPLE INC6/SB_SLD#2	Jun 26 06	Jan 15 09	414.27	294.60	119.67
100	APPLE INC7/SB	Aug 15 06	May 27 09	13,121.54	6,533.00	6,588.54
65	APPLE INC8/SB	Mar 12 07	May 27 09	8,529.00	5,795.26	2,733.74
70	APPLE INC9/SB	Feb 21 08	May 27 09	9,185.08	8,610.12	574.96
200	AT&T INC3/SB	Sep 4 07	May 27 09	4,908.00	8,041.74	-3,133.74
100	AT&T INC4/SB	Sep 20 07	May 27 09	2,454.00	4,213.47	-1,759.47
200	AT&T INC5/SB	Sep 28 07	May 27 09	4,908.00	8,476.26	-3,568.26
200	AT&T INC6/SB	Oct 2 07	May 27 09	4,908.00	8,475.78	-3,567.78
100	AT&T INC7/SB	Oct 15 07	May 27 09	2,454.00	4,233.78	-1,779.78
100	AT&T INC8/SB	Oct 24 07	May 27 09	2,454.00	4,116.54	-1,662.54
200	AT&T INC9/SB	Mar 5 08	May 27 09	4,908.00	7,055.84	-2,147.84
120	AUTOLIV INC1/SB	Mar 1 07	May 8 09	2,960.50	6,787.24	-3,826.74
3,000	AVX CORPORATION2/US_SLD#1	Sep 24 02	Sep 17 09	36,324.55	28,078.80	8,245.75
200	AVX CORPORATION2/US_SLD#2	Sep 24 02	Sep 18 09	2,427.93	1,871.92	556.01
100	BANK OF AMERICA10/SB	Jul 31 07	Feb 20 09	351.95	4,794.53	-4,442.58
100	BANK OF AMERICA11/SB	Dec 26 07	Feb 20 09	351.95	4,202.22	-3,850.27
200	BANK OF AMERICA12/SB	Feb 7 08	Feb 20 09	703.90	8,620.18	-7,916.28
100	BANK OF AMERICA13/SB	Feb 13 08	Feb 20 09	351.95	4,328.13	-3,976.18
50	BANK OF AMERICA7/SB	Mar 29 07	Feb 20 09	175.97	2,551.15	-2,375.18
100	BANK OF AMERICA8/SB	Apr 9 07	Feb 20 09	351.95	5,078.11	-4,726.16
100	BANK OF AMERICA9/SB	Jun 5 07	Feb 20 09	351.95	5,063.01	-4,711.06
443.74	BERNSTEIN EMERGING1/SB	Feb 9 04	May 27 09	9,239.52	11,985.53	-2,746.01
134.255	BERNSTEIN EMERGING2/SB	Dec 10 04	May 27 09	2,795.44	4,357.94	-1,562.50
93.481	BERNSTEIN EMERGING3/SB	Dec 7 05	May 27 09	1,946.45	3,208.26	-1,261.81
58.581	BERNSTEIN EMERGING4/SB	Dec 7 05	May 27 09	1,219.77	2,010.51	-790.74
1,404.548	BERNSTEIN EMERGING5/SB	Dec 7 05	May 27 09	29,245.33	48,204.10	-18,958.77

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
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<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
964.604	BERNSTEIN EMERGING6/SB	Dec 12 06	May 27 09	20,084.87	35,391.30	-15,306.43
1,326.563	BERNSTEIN EMERGING7/SB	Dec 11 07	May 27 09	27,621.54	54,335.99	-26,714.45
42,725.25	BERNSTEIN INTERMED1/SB	Feb 12 04	May 27 09	522,633.81	578,499.91	-55,966.10
235.125	BERNSTEIN INTERMED2/SB	Dec 10 04	May 27 09	2,875.60	3,157.73	-282.13
5,911.145	BERNSTEIN INTERMED3/SB	Aug 2 05	May 27 09	72,293.85	78,500.00	-6,206.15
27.25	BERNSTEIN INTERMED4/SB	Dec 7 05	May 27 09	333.27	356.98	-23.71
3,586.546	BERNSTEIN INTERMED5/SB	Jan 17 06	May 27 09	43,863.79	47,450.00	-3,586.21
4,463.878	BERNSTEIN INTERMED6/SB	Feb 28 06	May 27 09	54,593.64	58,700.00	-4,106.36
12,895.349	BERNSTEIN INTERMED7/SB	May 2 06	May 27 09	157,711.32	166,350.00	-8,638.68
1,553.03	BERNSTEIN INTERMED8/SB	Feb 23 07	May 27 09	18,993.70	20,500.00	-1,506.30
4,797.864	BERNSTEIN INTERMED9/SB	May 24 07	May 27 09	58,678.32	62,900.00	-4,221.68
12,222.584	BERNSTEIN INTERNTL1/SB	Feb 9 04	May 27 09	151,315.81	225,384.47	-74,068.66
15,747.312	BERNSTEIN INTERNTL2/SB	Feb 12 04	May 27 09	194,952.00	292,900.00	-97,948.00
352.35	BERNSTEIN INTERNTL3/SB	Dec 10 04	May 27 09	4,362.10	7,106.89	-2,744.79
548.163	BERNSTEIN INTERNTL4/SB	Dec 7 05	May 27 09	6,786.27	12,909.24	-6,122.97
1,236.581	BERNSTEIN INTERNTL5/SB	Jul 20 06	May 27 09	15,308.89	31,100.00	-15,791.11
5,727.413	BERNSTEIN INTERNTL6/SB	Dec 12 06	May 27 09	70,905.47	146,908.13	-76,002.66
5,538.358	BERNSTEIN INTERNTL7/SB	Dec 11 07	May 27 09	68,564.97	139,898.92	-71,333.95
583.333	BERNSTEIN INTERNTL8/SB	Mar 6 08	May 27 09	7,221.67	12,950.00	-5,728.33
80	BLACK & DECKER1/SB	Oct 31 06	Jan 13 09	3,255.61	6,689.96	-3,434.35
40	BLACK & DECKER2/SB	Nov 8 06	Jan 13 09	1,627.81	3,413.92	-1,786.11
125	BP P L C SPONSORED4/SB	Dec 12 06	Jan 29 09	5,325.50	8,544.18	-3,218.68
80	BP P L C SPONSORED5/SB	Oct 16 07	May 27 09	3,904.80	6,122.38	-2,217.58
95	BP P L C SPONSORED5/SB_S#1	Oct 16 07	Jan 29 09	4,047.38	7,270.32	-3,222.94
20	BP P L C SPONSORED5/SB_S#2	Oct 16 07	Jan 29 09	852.08	1,530.59	-678.51
100	BP P L C SPONSORED6/SB	Jan 29 08	May 27 09	4,881.00	6,335.27	-1,454.27
90	CAMERON INTL1/SB	Nov 19 07	May 27 09	2,751.30	4,030.06	-1,278.76
85	CAMERON INTL2/SB	Apr 15 08	May 27 09	2,598.45	4,052.13	-1,453.68
250	CARDINAL HEALTH1/SB	Apr 22 08	May 27 09	8,755.00	12,907.53	-4,152.53
75	CARDINAL HEALTH2/SB	May 7 08	May 27 09	2,626.50	4,108.51	-1,482.01

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
10	CATERPILLAR INC2/SB	Dec 26 07	Jan 5 09	465.14	734.90	-269.76
475	CBS CORP2/SB	Apr 27 06	May 27 09	3,415.25	12,117.44	-8,702.19
225	CBS CORP3/SB	Jun 28 06	May 27 09	1,617.75	5,964.37	-4,346.62
75	CELGENE CORP1/SB	May 8 07	May 27 09	3,025.50	4,716.73	-1,691.23
100	CELGENE CORP1/SB_SLD#1	May 8 07	May 22 09	3,977.32	6,288.97	-2,311.65
150	CELGENE CORP2/SB	Jul 18 07	May 27 09	6,051.00	8,844.44	-2,793.44
75	CELGENE CORP3/SB	Nov 6 07	May 27 09	3,025.50	4,859.12	-1,833.62
100	CELGENE CORP4/SB	Mar 4 08	May 27 09	4,034.00	5,631.76	-1,597.76
40	CHEVRON CORP2/SB	Feb 13 04	May 27 09	2,632.40	1,737.27	895.13
140	CHEVRON CORP3/SB	Jul 12 06	May 27 09	9,213.40	9,133.71	79.69
85	CHEVRON CORP4/SB	Jul 21 06	May 27 09	5,593.85	5,529.89	63.96
75	CHEVRON CORP5/SB	Mar 23 07	May 27 09	4,935.75	5,516.99	-581.24
115	CISCO SYSTEMS INC4/SB	Nov 2 06	May 13 09	2,088.47	2,757.51	-669.04
85	CISCO SYSTEMS INC5/SB	Nov 8 06	May 27 09	1,564.85	2,128.59	-563.74
85	CISCO SYSTEMS INC5/SB_SLD#1	Nov 8 06	May 13 09	1,543.65	2,128.57	-584.92
180	CISCO SYSTEMS INC5/SB_SLD#2	Nov 8 06	May 26 09	3,330.63	4,507.58	-1,176.95
505	CISCO SYSTEMS INC6/SB	Nov 21 06	May 27 09	9,297.05	13,612.33	-4,315.28
200	CISCO SYSTEMS INC7/SB	Jan 8 07	May 27 09	3,682.00	5,724.48	-2,042.48
200	CISCO SYSTEMS INC8/SB	Feb 20 07	May 27 09	3,682.00	5,513.50	-1,831.50
230	CISCO SYSTEMS INC9/SB	Oct 29 07	May 27 09	4,234.30	7,432.50	-3,198.20
200	CITIGROUP INC3/SB	Dec 7 04	Jan 15 09	761.90	9,273.47	-8,511.57
20	CME GROUP INC10/SB	Feb 14 08	May 27 09	6,063.32	10,723.95	-4,660.63
10	CME GROUP INC11/SB	Mar 27 08	May 27 09	3,031.66	4,974.27	-1,942.61
16	CME GROUP INC6/SB	Aug 2 07	Feb 6 09	3,028.07	8,935.17	-5,907.10
1	CME GROUP INC7/SB	Aug 10 07	Feb 6 09	189.25	595.57	-406.32
7	CME GROUP INC8/SB	Aug 21 07	Feb 6 09	1,324.78	3,821.63	-2,496.85
10	CME GROUP INC9/SB	Jan 25 08	Feb 6 09	1,892.54	6,368.68	-4,476.14
25	COCA COLA CO2/SB	Jan 10 08	May 11 09	1,070.73	1,628.65	-557.92
65	COCA COLA CO2/SB_SLD#1	Jan 10 08	May 1 09	2,752.22	4,234.49	-1,482.27
10	COLGATE PALMOLIVE1/SB	Jul 9 07	Apr 16 09	591.06	661.61	-70.55

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
70	COLGATE PALMOLIVE1/SB_S#1	Jul 9 07	Apr 18 09	4,215.85	4,631.21	-415.36
50	COLGATE PALMOLIVE2/SB	Nov 13 07	Apr 16 09	2,955.31	3,837.54	-882.23
30	COLGATE PALMOLIVE3/SB	Apr 2 08	May 27 09	1,942.80	2,341.81	-399.01
10	COLGATE PALMOLIVE3/SB_S#1	Apr 2 08	Apr 16 09	591.06	780.60	-189.54
55	COLGATE PALMOLIVE3/SB_SLD#1	Apr 2 08	May 5 09	3,393.71	4,293.31	-899.60
55	CONOCOPHILLIPS3/SB	Nov 8 06	Jan 28 09	2,751.76	3,394.29	-642.53
75	CONOCOPHILLIPS4/SB	Jan 8 07	Jan 28 09	3,752.41	5,097.94	-1,345.53
50	CONOCOPHILLIPS5/SB	Jan 18 07	Jan 28 09	2,501.61	3,161.14	-659.53
50	CONOCOPHILLIPS5/SB_SLD#1	Jan 18 07	Jan 28 09	2,501.61	3,161.14	-659.53
85	CONOCOPHILLIPS6/SB	Aug 27 07	May 27 09	3,849.65	6,867.96	-3,018.31
15	CONOCOPHILLIPS6/SB_SLD#1	Aug 27 07	Jan 28 09	750.48	1,211.99	-461.51
100	CONOCOPHILLIPS7/SB	Sep 20 07	May 27 09	4,529.00	8,856.95	-4,327.95
200	CONOCOPHILLIPS8/SB	Jan 23 08	May 27 09	9,058.00	14,241.44	-5,183.44
75	DEERE & CO4/SB	Oct 17 07	Mar 4 09	1,997.90	5,680.69	-3,682.79
45	DEUTSCHE BANK1/SB	Aug 28 07	Apr 9 09	2,194.55	5,522.90	-3,328.35
40	DEUTSCHE BANK2/SB	Sep 5 07	Apr 9 09	1,950.70	5,038.78	-3,088.08
10	DEUTSCHE BANK3/SB	Nov 26 07	May 27 09	673.38	1,233.98	-560.60
20	DEUTSCHE BANK3/SB_SLD#1	Nov 26 07	Apr 9 09	975.35	2,467.95	-1,492.60
30	DEUTSCHE BANK4/SB	Feb 7 08	May 27 09	2,020.14	3,321.31	-1,301.17
30	DEUTSCHE BANK5/SB	Feb 15 08	May 27 09	2,020.14	3,266.93	-1,246.79
50	DEUTSCHE BANK6/SB	Mar 24 08	May 27 09	3,366.90	5,788.16	-2,421.26
50	EMERSON ELECTRIC2/SB	May 25 07	May 27 09	1,666.00	2,364.73	-698.73
125	EMERSON ELECTRIC3/SB	Dec 6 07	May 27 09	4,165.00	7,210.04	-3,045.04
40	EOG RES INC1/SB	Oct 9 07	May 1 09	2,643.24	3,115.45	-472.21
10	EOG RES INC2/SB	Dec 11 07	May 27 09	695.50	891.40	-195.90
35	EOG RES INC2/SB_SLD#1	Dec 11 07	May 1 09	2,312.83	3,119.88	-807.05
115	EOG RES INC3/SB	Jan 10 08	May 27 09	7,998.25	10,171.57	-2,173.32
3,000	ETHAN ALLEN INC1/US	Jun 10 04	Sep 21 09	50,789.59	109,959.30	-59,169.71
3,600	ETHAN ALLEN INC2/US	Mar 31 05	Sep 21 09	60,947.51	116,460.00	-55,512.49
50	EXXON MOBIL CORP2/SB	Oct 26 05	May 27 09	3,490.00	2,859.23	630.77

BELLWETHER FOUNDATION, INC.
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<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
225	EXXON MOBIL CORP3/SB	Feb 22 06	May 27 09	15,705.00	13,615.25	2,089.75
75	EXXON MOBIL CORP4/SB	Mar 21 07	May 27 09	5,235.00	5,425.00	-190.00
100	EXXON MOBIL CORP5/SB	Mar 23 07	May 27 09	6,980.00	7,492.46	-512.46
50	FLUOR CORP3/SB	Nov 13 07	May 27 09	2,275.00	3,281.16	-1,006.16
35	FRANKLIN RESOURCES2/SB	Jan 12 06	May 27 09	2,242.25	3,473.24	-1,230.99
50	FRANKLIN RESOURCES3/SB	Dec 11 06	May 27 09	3,203.22	5,596.52	-2,393.30
25	FRANKLIN RESOURCES4/SB	Aug 23 07	May 27 09	1,601.61	3,326.49	-1,724.88
50	FRANKLIN RESOURCES5/SB	Nov 19 07	May 27 09	3,203.22	5,825.68	-2,622.46
55	GENENTECH INC2/SB	May 23 05	Mar 26 09	5,225.00	4,169.43	1,055.57
75	GENENTECH INC4/SB	Jan 25 06	Mar 26 09	7,125.00	6,509.58	615.42
70	GENENTECH INC5/SB	Jul 5 07	Mar 26 09	6,650.00	5,362.92	1,287.08
50	GENENTECH INC6/SB	Mar 13 08	Mar 26 09	4,750.00	4,020.15	729.85
75	GENERAL ELECTRIC2/SB	Dec 21 04	Jan 13 09	1,139.21	2,789.61	-1,650.40
350	GENERAL ELECTRIC7/SB	Aug 10 06	Jan 13 09	5,316.29	11,372.13	-6,055.84
300	GENWORTH FINANCIAL1/SB	Sep 6 05	May 27 09	1,501.56	9,594.99	-8,093.43
200	GENWORTH FINANCIAL2/SB	Nov 15 06	May 27 09	1,001.04	6,567.68	-5,566.64
45	GILEAD SCIENCES1/SB	May 23 05	May 27 09	1,921.95	906.16	1,015.79
85	GILEAD SCIENCES1/SB_SLD#2	May 23 05	Feb 6 09	4,468.77	1,711.61	2,757.16
70	GILEAD SCIENCES1/SB_SLD#3	May 23 05	Apr 30 09	3,177.87	1,409.57	1,768.30
200	GILEAD SCIENCES2/SB	Jun 6 06	May 27 09	8,542.00	5,660.72	2,881.28
350	GILEAD SCIENCES3/SB	Aug 15 06	May 27 09	14,948.50	10,842.63	4,105.87
150	GILEAD SCIENCES4/SB	Mar 12 07	May 27 09	6,406.50	5,308.83	1,097.67
8	GOLDMAN SACHS GRP2/SB	Feb 12 04	Apr 9 09	952.30	860.60	91.70
2	GOLDMAN SACHS GRP4/SB	Jul 6 06	Apr 9 09	238.08	303.81	-65.73
3	GOLDMAN SACHS GRP5/SB	Sep 19 06	Apr 9 09	357.11	488.62	-131.51
20	GOLDMAN SACHS GRP8/SB	Aug 27 07	Apr 9 09	2,380.77	3,571.76	-1,190.99
8	GOLDMAN SACHS GRP9/SB	Aug 29 07	May 27 09	1,139.80	1,371.93	-232.13
2	GOLDMAN SACHS GRP9/SB_S#1	Aug 29 07	Apr 9 09	238.08	342.98	-104.90
10	GOLDMAN SACHS GRP9/SB_SLD#1	Aug 29 07	May 27 09	1,424.75	1,714.91	-290.16
15	GOOGLE INC10/SB	Feb 7 08	May 27 09	6,084.00	7,591.49	-1,507.49

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
11	GOOGLE INC3/SB	May 24 05	Apr 20 09	4,180.70	2,848.31	1,332.39
16	GOOGLE INC3/SB_SLD#3	May 24 05	Jan 26 09	5,230.11	4,142.98	1,087.13
10	GOOGLE INC3/SB_SLD#4	May 24 05	Jan 30 09	3,405.42	2,589.37	816.05
16	GOOGLE INC4/SB	Aug 1 05	May 27 09	6,489.60	4,642.91	1,846.69
4	GOOGLE INC4/SB_SLD#1	Aug 1 05	Apr 20 09	1,520.25	1,160.72	359.53
20	GOOGLE INC5/SB	Feb 22 06	May 27 09	8,112.00	7,330.51	781.49
23	GOOGLE INC6/SB	Aug 15 06	May 27 09	9,328.80	8,639.98	688.82
10	GOOGLE INC8/SB	Jan 8 07	May 27 09	4,056.00	4,855.53	-799.53
25	GOOGLE INC9/SB	Jun 18 07	May 27 09	10,140.00	12,808.64	-2,668.64
185	HEWLETT PACKARD CO2/SB	Feb 12 04	May 27 09	5,686.51	3,838.76	1,847.75
85	HEWLETT PACKARD CO2/SB_S#4	Feb 12 04	May 1 09	3,046.67	1,977.54	1,069.13
450	HEWLETT PACKARD CO3/SB	Nov 21 06	May 27 09	15,508.67	17,913.96	-2,405.29
300	HEWLETT PACKARD CO4/SB	Mar 12 07	May 27 09	10,339.11	12,048.66	-1,709.55
100	HEWLETT PACKARD CO5/SB	Apr 24 08	May 27 09	3,446.37	4,843.86	-1,397.49
100	HEWLETT PACKARD CO6/SB	Apr 29 08	May 27 09	3,446.37	4,787.32	-1,340.95
10,650	INTEL CORP2/US	Apr 11 06	Oct 16 09	218,691.91	204,966.71	13,725.20
550	INTEL CORP3/US	Mar 5 07	Oct 16 09	11,293.95	10,642.50	651.45
1,200	INTEL CORP4/US_SLD#1	Sep 29 08	Oct 16 09	24,641.34	21,518.76	3,122.58
2,000	IPC HOLDINGS LTD1/US	Feb 17 04	Sep 8 09	77,099.60	77,099.60	0.00
1,500	IPC HOLDINGS LTD2/US	Feb 23 04	Sep 8 09	57,592.65	57,592.65	0.00
600	IPC HOLDINGS LTD3/US	Jul 19 07	Sep 8 09	19,195.55	18,245.12	950.43
550	IPC HOLDINGS LTD4/US	Aug 16 07	Sep 8 09	17,198.50	13,292.69	3,905.81
15	J C PENNEY CO1/SB	Feb 8 08	Apr 13 09	396.20	720.86	-324.66
5	J C PENNEY CO1/SB_SLD#1	Feb 8 08	Mar 16 09	81.91	240.28	-158.37
5	J C PENNEY CO1/SB_SLD#2	Feb 8 08	Mar 16 09	81.91	240.28	-158.37
100	J C PENNEY CO1/SB_SLD#3	Feb 8 08	Mar 16 09	1,638.27	4,805.67	-3,167.40
5	J C PENNEY CO2/SB	Feb 13 08	May 27 09	132.45	238.93	-106.48
70	J C PENNEY CO2/SB_SLD#1	Feb 13 08	Apr 13 09	1,848.96	3,344.89	-1,495.93
20	J P MORGAN & CO10/SB	Oct 25 06	May 27 09	729.12	943.38	-214.26
55	J P MORGAN & CO10/SB_SLD#1	Oct 25 06	Feb 20 09	1,064.51	2,594.29	-1,529.78

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
125	J P MORGAN & CO11/SB	Dec 6 07	Feb 20 09	2,419.34	5,709.16	-3,289.82
80	J P MORGAN & CO12/SB	Jan 7 08	Mar 18 09	2,128.58	3,282.86	-1,154.28
5	J P MORGAN & CO12/SB_SLD#1	Jan 7 08	Feb 20 09	96.77	205.17	-108.40
15	J P MORGAN & CO12/SB_SLD#2	Jan 7 08	Mar 18 09	399.10	615.54	-216.44
5	J P MORGAN & CO13/SB	Feb 20 08	May 27 09	182.28	212.91	-30.63
5	J P MORGAN & CO13/SB_SLD#1	Feb 20 08	Mar 18 09	133.04	212.90	-79.86
5	J P MORGAN & CO13/SB_SLD#2	Feb 20 08	Mar 18 09	133.04	212.90	-79.86
85	J P MORGAN & CO13/SB_SLD#3	Feb 20 08	Apr 13 09	2,829.81	3,619.37	-789.56
100	J P MORGAN & CO14/SB	Mar 5 08	May 27 09	3,645.66	3,880.18	-234.52
115	J P MORGAN & CO9/SB	Sep 26 06	Feb 20 09	2,225.79	5,367.36	-3,141.57
75	KOHL'S CORP4/SB	Jan 8 07	May 27 09	3,262.50	4,967.98	-1,705.48
225	KROGER CO2/SB	Feb 13 04	May 27 09	5,080.50	4,292.82	787.68
75	MACYS INC2/SB	Apr 30 07	May 27 09	868.50	3,334.02	-2,465.52
175	MACYS INC3/SB	May 1 07	May 27 09	2,026.50	6,952.28	-4,925.78
100	MACYS INC4/SB	Jun 4 07	May 27 09	1,158.00	4,032.80	-2,874.80
100	MACYS INC5/SB	Aug 14 07	May 27 09	1,158.00	3,245.88	-2,087.88
75	MC DONALD'S CORP4/SB	Nov 21 06	May 27 09	4,409.25	3,155.34	1,253.91
130	MEDCO HEALTH4/SB	Nov 19 07	May 27 09	5,895.50	6,325.69	-430.19
75	MEDCO HEALTH4/SB_SLD#2	Nov 19 07	Jan 13 09	3,087.03	3,649.43	-562.40
75	MEDCO HEALTH4/SB_SLD#3	Nov 19 07	Mar 25 09	2,950.64	3,649.43	-698.79
120	MEDCO HEALTH5/SB	Mar 13 08	May 27 09	5,442.00	5,105.71	336.29
100	MEDCO HEALTH6/SB	Apr 4 08	May 27 09	4,535.00	4,305.48	229.52
50	MERCK & CO INC3/SB	Mar 9 07	Mar 19 09	1,314.45	2,230.62	-916.17
100	MERCK & CO INC4/SB	Mar 23 07	Mar 25 09	2,774.55	4,442.44	-1,667.89
50	MERCK & CO INC4/SB_SLD#1	Mar 23 07	Mar 19 09	1,314.45	2,221.21	-906.76
200	MERCK & CO INC6/SB	Apr 7 08	May 27 09	5,312.00	8,213.60	-2,901.60
130	METLIFE INC2/SB	Feb 12 04	Apr 6 09	3,265.11	4,575.75	-1,310.64
50	METLIFE INC3/SB	Jan 19 07	Apr 14 09	1,350.49	3,058.13	-1,707.64
15	METLIFE INC3/SB_SLD#1	Jan 19 07	Apr 6 09	376.74	917.43	-540.69
10	METLIFE INC3/SB_SLD#2	Jan 19 07	Apr 6 09	251.16	611.62	-360.46

BELLWETHER FOUNDATION, INC.
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As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
55	METLIFE INC4/SB	Aug 9 07	May 27 09	1,719.77	3,457.22	-1,737.45
20	METLIFE INC4/SB_SLD#1	Aug 9 07	Apr 14 09	540.19	1,257.17	-716.98
100	METLIFE INC5/SB	Dec 26 07	May 27 09	3,126.86	6,248.82	-3,121.96
9,300	MICROSOFT CORP1/US_SLD#1	Apr 28 06	Nov 16 09	248,861.36	226,083.00	22,778.36
400	MICROSOFT CORP1/US_SLD#2	Apr 28 06	Nov 17 09	10,659.71	9,724.00	935.71
400	MICROSOFT CORP1/US_SLD#3	Apr 28 06	Nov 20 09	10,659.71	9,724.00	945.71
7,400	MICROSOFT CORP3/US	Jul 18 08	Nov 16 09	198,018.71	188,848.03	9,170.68
1,300	MICROSOFT CORP3/US_SLD#1	Jul 18 08	Sep 17 09	32,759.15	33,176.00	-416.85
125	MICROSOFT CORP8/SB	Dec 5 07	Apr 28 09	2,509.88	4,247.28	-1,737.40
5	MONSANTO CO2/SB	Jun 26 06	Apr 29 09	413.20	191.80	221.40
65	MONSANTO CO2/SB_SLD#1	Jun 26 06	Feb 6 09	5,469.29	2,493.37	2,975.92
230	MONSANTO CO3/SB	Jul 20 06	May 27 09	18,860.00	9,759.66	9,100.34
40	MONSANTO CO3/SB_SLD#1	Jul 20 06	Apr 29 09	3,305.59	1,697.33	1,608.26
10	MONSANTO CO4/SB	Oct 29 07	May 27 09	820.00	955.54	-135.54
30	MORGAN STANLEY1/SB	Aug 9 07	Apr 13 09	791.28	1,876.30	-1,085.02
65	MORGAN STANLEY1/SB_SLD#1	Aug 9 07	Feb 25 09	1,412.85	4,065.30	-2,652.45
105	MORGAN STANLEY1/SB_SLD#2	Aug 9 07	Mar 24 09	2,590.16	6,567.02	-3,976.86
30	MORGAN STANLEY2/SB	Sep 5 07	May 27 09	863.72	1,877.04	-1,013.32
45	MORGAN STANLEY2/SB_SLD#1	Sep 5 07	Apr 13 09	1,186.92	2,815.56	-1,628.64
75	MORGAN STANLEY3/SB	Sep 28 07	May 27 09	2,159.29	4,740.80	-2,581.51
100	MORGAN STANLEY4/SB	Oct 2 07	May 27 09	2,879.06	6,568.23	-3,689.17
150	MORGAN STANLEY5/SB	Feb 14 08	May 27 09	4,318.59	6,377.66	-2,059.07
3,975	MYLAN LABS INC10/US	Aug 23 07	Feb 20 09	49,223.74	60,243.10	-11,019.36
1,175	MYLAN LABS INC11/US	Sep 6 07	Feb 20 09	14,550.41	17,977.50	-3,427.09
6,000	MYLAN LABS INC5/US	Jul 23 04	Feb 20 09	74,299.98	111,293.40	-36,993.42
15,100	MYLAN LABS INC6/US	Jul 26 04	Feb 20 09	186,988.29	237,607.56	-50,619.27
1,750	MYLAN LABS INC8/US	Jun 6 07	Feb 20 09	21,670.83	34,212.50	-12,541.67
3,100	MYLAN LABS INC9/US	Jul 19 07	Feb 20 09	38,388.32	55,450.01	-17,061.69
75	NIKE INC-CL B2/SB	Apr 30 08	May 27 09	4,051.50	5,083.76	-1,032.26
78	PEPSICO INC2/SB	Feb 12 04	May 27 09	4,007.64	3,968.13	39.51

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
50	PEPSICO INC2/SB_SLD#3	Feb 12 04	May 8 09	2,472.51	2,543.66	-71.15
100	PEPSICO INC3/SB	Apr 30 07	May 27 09	5,138.00	6,636.74	-1,498.74
300	PFIZER INC10/SB	Nov 30 06	May 27 09	4,506.00	8,270.70	-3,764.70
200	PFIZER INC11/SB	Apr 26 07	May 27 09	3,004.00	5,319.94	-2,315.94
400	PFIZER INC12/SB	May 14 07	May 27 09	6,008.00	10,882.52	-4,874.52
200	PFIZER INC13/SB	Jun 21 07	May 27 09	3,004.00	5,169.74	-2,165.74
200	PFIZER INC14/SB	Dec 6 07	May 27 09	3,004.00	4,808.82	-1,804.82
50	PFIZER INC5/SB	Apr 6 06	Apr 9 09	671.39	1,251.65	-580.26
280	PFIZER INC6/SB	May 16 06	May 27 09	4,205.60	6,977.77	-2,772.17
70	PFIZER INC6/SB_SLD#1	May 16 06	Apr 9 09	939.95	1,744.44	-804.49
350	PFIZER INC7/SB	Jun 13 06	May 27 09	5,257.00	8,135.05	-2,878.05
150	PFIZER INC8/SB	Jul 17 06	May 27 09	2,253.00	3,369.08	-1,116.08
150	PFIZER INC9/SB	Nov 27 06	May 27 09	2,253.00	4,038.75	-1,785.75
34	PHILIP MORRIS INTL2/SB	Feb 12 04	May 27 09	1,431.40	987.75	443.65
90	PHILIP MORRIS INTL3/SB	Jun 16 06	Mar 19 09	3,400.86	3,346.31	54.55
45	PHILIP MORRIS INTL4/SB	Oct 9 06	Mar 19 09	1,700.43	1,866.40	-165.97
115	PHILIP MORRIS INTL5/SB	Jun 4 07	May 27 09	4,841.50	5,700.44	-858.94
51	PHILIP MORRIS INTL6/SB	Aug 6 07	May 27 09	2,147.10	2,396.05	-248.95
49	PHILIP MORRIS INTL6/SB_SLD#1	Aug 6 07	May 1 09	1,807.67	2,302.09	-494.42
50	PROCTER & GAMBLE7/SB	Aug 15 06	May 27 09	2,678.00	3,023.32	-345.32
95	ROYAL DUTCH SHELL1/SB	Aug 17 07	Mar 24 09	4,405.13	6,899.92	-2,494.79
80	ROYAL DUTCH SHELL2/SB	Aug 22 07	Mar 24 09	3,709.59	5,934.52	-2,224.93
50	ROYAL DUTCH SHELL3/SB	Nov 1 07	May 5 09	2,393.80	4,281.83	-1,888.03
70	ROYAL DUTCH SHELL4/SB	Apr 1 08	May 27 09	3,644.90	4,858.00	-1,213.10
55	ROYAL DUTCH SHELL4/SB_SLD#1	Apr 1 08	May 5 09	2,633.17	3,817.00	-1,183.83
50	ROYAL DUTCH SHELL5/SB	Apr 7 08	May 27 09	2,603.50	3,620.05	-1,016.55
25	SAFEWAY INC1/SB	Feb 9 04	May 27 09	501.66	554.73	-53.07
300	SAFEWAY INC2/SB	Feb 17 04	May 27 09	6,019.89	6,763.13	-743.24
1,600	SANMINA-SCI CORP/SB	Jan 24 05	Mar 23 09	491.84	11,411.70	-10,919.86
425	SCHERING PLOUGH1/SB	Apr 28 08	May 27 09	10,093.75	7,961.53	2,132.22

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
150	SCHLUMBERGER LTD1/SB	Dec 23 05	May 27 09	8,208.00	7,468.76	739.24
100	SCHLUMBERGER LTD2/SB	Jan 30 07	May 27 09	5,472.00	6,274.91	-802.91
75	SCHLUMBERGER LTD3/SB	May 10 07	May 27 09	4,104.00	5,527.58	-1,423.58
50	SCHLUMBERGER LTD4/SB	Jun 18 07	May 27 09	2,736.00	4,243.07	-1,507.07
75	SCHLUMBERGER LTD5/SB	Aug 31 07	May 27 09	4,104.00	7,275.83	-3,171.83
50	SCHLUMBERGER LTD6/SB	Nov 1 07	May 27 09	2,736.00	4,858.36	-2,122.36
500	SPRINT NEXTEL CORP2/SB	Apr 2 04	Feb 24 09	1,750.60	8,881.55	-7,130.95
400	SPRINT NEXTEL CORP3/SB	Jun 9 05	Feb 24 09	1,400.48	8,800.03	-7,399.55
250	SPRINT NEXTEL CORP4/SB	Oct 9 06	Feb 24 09	875.30	4,514.53	-3,639.23
100	SPRINT NEXTEL CORP5/SB	Jan 7 08	May 27 09	520.00	1,290.14	-770.14
250	SPRINT NEXTEL CORP5/SB_S#1	Jan 7 08	Feb 24 09	875.30	3,225.32	-2,350.02
1,300	SPRINT NEXTEL CORP6/SB	Apr 9 08	May 27 09	6,760.00	8,542.30	-1,782.30
10,700	STEIN MART INC6/US	Oct 19 07	May 26 09	75,437.34	75,019.84	417.50
6,300	STEIN MART INC6/US_SLD#1	Oct 19 07	May 21 09	40,822.94	44,170.56	-3,347.62
13,700	STEIN MART INC7/US	Nov 7 07	Jun 26 09	113,183.71	77,743.39	35,440.32
6,100	STEIN MART INC7/US_SLD#1	Nov 7 07	May 26 09	43,006.34	34,615.67	8,390.67
150	SUPERVALU INC1/SB	Nov 28 07	Jan 15 09	2,512.66	6,424.16	-3,911.50
75	SUPERVALU INC2/SB	Dec 6 07	Feb 5 09	1,408.93	2,980.74	-1,571.81
25	SUPERVALU INC2/SB_SLD#1	Dec 6 07	Jan 15 09	418.78	993.57	-574.79
70	SUPERVALU INC3/SB	Jan 17 08	Apr 8 09	1,018.04	1,964.20	-946.16
55	SUPERVALU INC3/SB_SLD#1	Jan 17 08	Feb 5 09	1,033.21	1,543.29	-510.08
75	TECH DATA CORP2/SB	Feb 12 04	Jan 6 09	1,454.31	3,110.13	-1,655.82
5	TEVA PHARM4/SB	Jun 25 07	May 4 09	221.11	203.44	17.67
40	TEVA PHARM5/SB	Jul 18 07	May 7 09	1,773.63	1,759.31	14.32
60	TEVA PHARM5/SB_SLD#1	Jul 18 07	May 4 09	2,653.32	2,638.95	14.37
80	TEVA PHARM6/SB	Nov 8 07	May 27 09	3,708.00	3,548.52	159.48
20	TEVA PHARM6/SB_SLD#1	Nov 8 07	May 7 09	886.82	887.13	-0.31
100	TEVA PHARM7/SB	Dec 5 07	May 27 09	4,635.00	4,498.77	136.23
75	TEVA PHARM8/SB	Mar 7 08	May 27 09	3,476.25	3,566.54	-90.29
100	TEVA PHARM9/SB	Apr 9 08	May 27 09	4,635.00	4,561.72	73.28

BELLWETHER FOUNDATION, INC.
Schedule D - Capital Gains and Losses
As of: December 31, 2009

<u>Quantity</u>	<u>Asset</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Proceeds</u>	<u>Tax Basis</u>	<u>Gain/Loss</u>
21	TIME WARNER CABLE1/SB	Apr 6 04	May 27 09	693.00	1,022.47	-329.47
41	TIME WARNER CABLE2/SB	Jun 9 04	May 27 09	1,353.00	2,290.27	-937.27
39	TIME WARNER CABLE6/SB	May 14 08	May 27 09	1,287.00	2,018.99	-731.99
77	TIME WARNER INC1/SB	Apr 6 04	May 27 09	1,814.89	2,891.53	-1,076.64
166	TIME WARNER INC2/SB	Jun 9 04	May 27 09	3,912.62	6,476.89	-2,564.27
158	TIME WARNER INC6/SB	May 14 08	May 27 09	3,724.06	5,709.69	-1,985.63
10	TRAVELERS CO2/SB	Feb 12 04	May 27 09	409.59	425.49	-15.90
95	TRAVELERS CO2/SB_SLD#2	Feb 12 04	Mar 23 09	3,787.59	4,042.11	-254.52
65	TRAVELERS CO4/SB	May 4 07	May 27 09	2,662.32	3,560.69	-898.37
75	TRAVELERS CO5/SB	May 17 07	May 27 09	3,071.90	4,208.94	-1,137.04
100	TRAVELERS CO6/SB	Jun 18 07	May 27 09	4,095.87	5,365.43	-1,269.56
100	TRAVELERS CO7/SB	Aug 13 07	May 27 09	4,095.87	5,131.00	-1,035.13
375	TYSON FOODS INC CL A1/SB	Apr 30 08	May 27 09	5,062.50	6,684.64	-1,622.14
0.055	VALIDUS HOLDINGS1/US_SLD#1	Feb 17 04	Sep 10 09	1.38	1.76	-0.38
130	VERIZON COMMUNICATIONS4/SB	Apr 23 08	Apr 29 09	4,016.16	4,715.78	-699.62
80	WAL-MART STORES4/SB	Feb 11 08	Apr 28 09	3,900.05	3,893.99	6.06
700	WALGREEN CO1/US	Oct 19 07	Sep 29 09	26,389.32	26,603.22	-213.90
4,000	WALGREEN CO1/US_SLD#1	Oct 19 07	Sep 21 09	138,198.05	152,018.38	-13,820.33
3,800	WALGREEN CO2/US	Jun 9 08	Sep 29 09	143,256.32	135,090.00	8,166.32
3,500	WALGREEN CO3/US	Sep 29 08	Oct 16 09	122,881.83	110,390.00	12,491.83
225	WESTERN DIGITAL CORP1/SB	May 7 08	May 27 09	5,586.68	6,762.80	-1,176.12
300	WINNEBAGO INDS INC1/US	Jun 12 08	Oct 8 09	4,478.89	3,884.97	593.92
1,700	WINNEBAGO INDS INC1/US_SLD#1	Jun 12 08	Sep 17 09	21,502.58	22,014.83	-512.25
8,200	WINNEBAGO INDS INC1/US_SLD#2	Jun 12 08	Sep 18 09	103,035.25	106,189.17	-3,153.92
4,600	WINNEBAGO INDS INC1/US_SLD#3	Jun 12 08	Sep 22 09	58,058.33	59,569.54	-1,511.21
1,800	WINNEBAGO INDS INC2/US	Jul 2 08	Oct 8 09	26,873.31	18,990.00	7,883.31
Total Long-term				5,160,047.05	6,472,150.19	-1,312,103.14
TOTAL CAPITAL GAINS				7,262,980.45	8,598,646.03	-1,335,665.58