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

2009

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

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

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

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

Name of foundation: **R M ECCLES & E M ECCLES FDN**
PNC BANK, NA

Number and street (or P O box number if mail is not delivered to street address): **P O BOX 94651**
 Room/suite: _____
 City or town, state, and ZIP code: **CLEVELAND, OH 44101-4651**

A Employer identification number: **23-7261807**

B Telephone number (see page 10 of the instructions): **(216) 257-4699**

C If exemption application is pending, check here

D 1 Foreign organizations, check here
 2 Foreign organizations meeting the 85% test, check here and attach computation

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

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

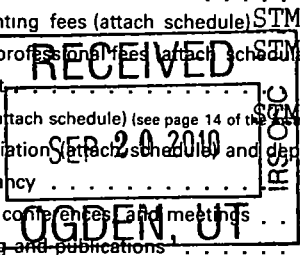
H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundation

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ **3,333,381.**

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	108,297.	108,297.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	16,068.			
b	Gross sales price for all assets on line 6a 2,436,628.				
7	Capital gain net income (from Part IV, line 2)		16,068.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	1,459.			
12	Total. Add lines 1 through 11	125,824.	124,365.		
13	Compensation of officers, directors, trustees, etc.	27,735.	13,867.		13,867.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT. 1	750.	NONE	NONE	750.
c	Other professional fees (attach schedule)	8,792.			8,792.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	868.	868.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT. 4	6.	6.		
24	Total operating and administrative expenses. Add lines 13 through 23	38,151.	14,741.	NONE	23,409.
25	Contributions, gifts, grants paid	127,458.			127,458.
26	Total expenses and disbursements. Add lines 24 and 25	165,609.	14,741.	NONE	150,867.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-39,785.			
b	Net investment income (if negative, enter -0-)		109,624.		
c	Adjusted net income (if negative, enter -0-)				

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 SCANNED SEP 29 2010



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	201,597.	67,277.	67,277.
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			NONE
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	321,624.	149,385.	158,478.
	b	Investments - corporate stock (attach schedule)	1,082,705.	1,551,836.	1,873,001.
	c	Investments - corporate bonds (attach schedule)	1,502,958.	1,038,405.	1,066,465.
	11	Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	STMT 5	203,120.	168,160.
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	3,108,884.	3,010,023.	3,333,381.	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)				
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	3,108,884.	3,010,023.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see page 17 of the instructions)	3,108,884.	3,010,023.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	3,108,884.	3,010,023.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,108,884.
2	Enter amount from Part I, line 27a	2	-39,785.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 6	3	388.
4	Add lines 1, 2, and 3	4	3,069,487.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	59,464.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,010,023.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)				(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL						
b						
c						
d						
e						
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)			
a						
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) 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						
2 Capital gain net income or (net capital loss)				2	16,068.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	234,039.	3,618,827.	0.06467261353
2007	312,597.	4,136,418.	0.07557190787
2006	183,287.	3,966,335.	0.04621067056
2005	150,801.	3,843,198.	0.03923841551
2004	144,763.	3,765,471.	0.03844485856
2 Total of line 1, column (d)			0.26413846603
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			0.05282769321
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			2,981,460.
5 Multiply line 4 by line 3			157,504.
6 Enter 1% of net investment income (1% of Part I, line 27b)			1,096.
7 Add lines 5 and 6			158,600.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18			150,867.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,192.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,192.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	2,192.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	980.
b	Exempt foreign organizations-tax withheld at source	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868)	6c	1,212.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	2,192.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions) 11 X
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X
Website address N/A
14 The books are in care of PNC BANK NA Telephone no (216) 257-4699
Located at PO BOX 94651, CLEVELAND, OH ZIP + 4 44101-4651
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year 15

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

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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **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? 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** If "Yes" to 6b, file Form 8870. X

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		27,735.	-0-	-0-

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

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

Total number of other employees paid over \$50,000 NONE

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

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

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

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,026,863.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,026,863.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,026,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	45,403.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,981,460.
6	Minimum investment return Enter 5% of line 5	6	149,073.

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

1	Minimum investment return from Part X, line 6	1	149,073.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,192.
b	Income tax for 2009. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,192.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	146,881.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	146,881.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	146,881.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	150,867.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	150,867.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	150,867.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				146,881.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	18,994.			
e From 2008	55,052.			
f Total of lines 3a through e	74,046.			
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ _____ 150,867.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				146,881.
e Remaining amount distributed out of corpus	3,986.			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	78,032.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010.				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	78,032.			
10 Analysis of line 9:				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	18,994.			
d Excess from 2008	55,052.			
e Excess from 2009	3,986.			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

Table with 5 main columns: (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include 2a-e (Qualifying distributions) and 3a-c (Alternative tests).

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

a The name, address, and telephone number of the person to whom applications should be addressed: SEE STATEMENT 10

b The form in which applications should be submitted and information and materials they should include: SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines: SEE ATTACHED STATEMENT FOR LINE 2

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors: SEE ATTACHED STATEMENT FOR LINE 2

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> SEE STATEMENT 12				
Total				▶ 3a 127,458.
b <i>Approved for future payment</i>				
Total				▶ 3b

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code... a Transfers from the reporting foundation to a noncharitable exempt organization of: (1) Cash... (2) Other assets... b Other transactions: (1) Sales of assets... (2) Purchases of assets... (3) Rental of facilities... (4) Reimbursement arrangements... (5) Loans or loan guarantees... (6) Performance of services... c Sharing of facilities... d If the answer to any of the above is "Yes," complete the following schedule...

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code... [] Yes [X] No

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge. Signature of officer or trustee, Date 08/30/2010, Title TAX MANAGER, Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name (or yours if self-employed), address, and ZIP code, EIN, Phone no.

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,712.	
10,849.00		500. STATE STR CORP COM PROPERTY TYPE: SECURITIES 29,595.00					07/10/2008	01/22/2009
							-18,746.00	
150,000.00		150000. MERRILL LYNCH & CO INC NT DTD 2- PROPERTY TYPE: SECURITIES 152,651.00					10/16/2001	02/17/2009
							-2,651.00	
2,894.00		200. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 4,070.00					04/25/2006	02/26/2009
							-1,176.00	
6,894.00		300. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 10,218.00					07/10/2008	02/26/2009
							-3,324.00	
11,490.00		500. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 19,200.00					10/19/2004	02/26/2009
							-7,710.00	
2,067.00		100. KROGER CO COM PROPERTY TYPE: SECURITIES 3,029.00					06/20/2007	02/26/2009
							-962.00	
14,492.00		400. NOVARTIS AG SPONSORED ADR PROPERTY TYPE: SECURITIES 21,941.00					09/03/2008	02/26/2009
							-7,449.00	
1,710.00		50. PHILIP MORRIS INTERNAT-W/I PROPERTY TYPE: SECURITIES 2,513.00					04/18/2008	02/26/2009
							-803.00	
17,143.00		350. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 5,838.00					03/09/1995	02/26/2009
							11,305.00	
1,685.00		50. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 808.00					05/05/2003	02/26/2009
							877.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,215.00		50. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 1,564.00					03/30/2004	02/26/2009
						651.00		
12,473.00		400. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES 17,965.00					04/18/2008	02/26/2009
						-5,492.00		
48,452.00		5138.101 ALLEGIANT GOVT MORTGAGE FD CL I PROPERTY TYPE: SECURITIES 46,267.00					06/15/2005	02/27/2009
						2,185.00		
60,665.00		4713.696 ASTON TAMRO SMALL CAP FUND CL I PROPERTY TYPE: SECURITIES 58,000.00					12/31/2008	04/27/2009
						2,665.00		
20,573.00		950.243 ARTIO INTERNATIONAL EQUITY FUND PROPERTY TYPE: SECURITIES 27,129.00					10/21/2004	04/27/2009
						-6,556.00		
89,599.00		100000. CITIGROUP INC SR NTS PROPERTY TYPE: SECURITIES 100,753.00					04/30/2007	04/27/2009
						-11,154.00		
39,811.00		1823.682 DODGE & COX INTERNATIONAL STOCK PROPERTY TYPE: SECURITIES 56,771.00					06/15/2005	04/27/2009
						-16,960.00		
21,589.00		988.947 DODGE & COX INTERNATIONAL STOCK PROPERTY TYPE: SECURITIES 17,000.00					02/27/2009	04/27/2009
						4,589.00		
22,459.00		650. ENERGEN CORP COM PROPERTY TYPE: SECURITIES 19,007.00					12/31/2008	04/27/2009
						3,452.00		
60,836.00		1633.174 HARBOR FUND INTERNATIONAL FUND PROPERTY TYPE: SECURITIES 67,683.00					10/21/2004	04/27/2009
						-6,847.00		
21,487.00		1600. PFIZER INC COM PROPERTY TYPE: SECURITIES 26,646.00					10/07/2008	04/27/2009
						-5,159.00		

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
24,888.00		1329.489					07/10/2008	04/27/2009
		T ROWE PRICE NEW HORIZONS FUND PROPERTY TYPE: SECURITIES						
		34,979.00					-10,091.00	
35,560.00		1899.552					12/31/2008	04/27/2009
		T ROWE PRICE NEW HORIZONS FUND PROPERTY TYPE: SECURITIES						
		31,000.00					4,560.00	
26,033.00		3095.525					10/21/2004	04/27/2009
		ROYCE TOTAL RETURN FUND INV FUN PROPERTY TYPE: SECURITIES						
		34,979.00					-8,946.00	
34,201.00		4066.722					12/31/2008	04/27/2009
		ROYCE TOTAL RETURN FUND INV FUN PROPERTY TYPE: SECURITIES						
		31,000.00					3,201.00	
20,469.00		20000.		4.625%	11/15		12/08/2006	04/27/2009
		US TREAS NT PROPERTY TYPE: SECURITIES						
		20,051.00					418.00	
61,541.00		2321.					12/31/2008	04/27/2009
		VANGUARD EMERGING MARKETS ETF PROPERTY TYPE: SECURITIES						
		54,718.00					6,823.00	
9,030.00		350.					08/05/2008	08/05/2009
		AT&T INC PROPERTY TYPE: SECURITIES						
		10,887.00					-1,857.00	
3,870.00		150.					04/27/2009	08/05/2009
		AT&T INC PROPERTY TYPE: SECURITIES						
		3,817.00					53.00	
24,338.00		550.					03/28/2007	08/05/2009
		ABBOTT LABS COM PROPERTY TYPE: SECURITIES						
		29,560.00					-5,222.00	
15,488.00		350.					02/26/2009	08/05/2009
		ABBOTT LABS COM PROPERTY TYPE: SECURITIES						
		17,028.00					-1,540.00	
6,283.00		100.					12/31/2008	08/05/2009
		AMGEN INC CO COM PROPERTY TYPE: SECURITIES						
		5,797.00					486.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
13,112.00		150. APACHE CORP COM PROPERTY TYPE: SECURITIES 10,431.00					04/25/2006	08/05/2009
							2,681.00	
5,565.00		100. BAXTER INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 5,499.00					02/26/2009	08/05/2009
							66.00	
28,725.00		835. CVS CORPORATION (DEL) COM PROPERTY TYPE: SECURITIES 10,185.00					05/05/2003	08/05/2009
							18,540.00	
8,600.00		250. CVS CORPORATION (DEL) COM PROPERTY TYPE: SECURITIES 7,580.00					04/27/2009	08/05/2009
							1,020.00	
22,680.00		400. CELGENE CORP PROPERTY TYPE: SECURITIES 27,378.00					09/03/2008	08/05/2009
							-4,698.00	
14,175.00		250. CELGENE CORP PROPERTY TYPE: SECURITIES 11,069.00					02/26/2009	08/05/2009
							3,106.00	
23,604.00		400. CHURCH & DWIGHT INC COM PROPERTY TYPE: SECURITIES 19,448.00					02/26/2009	08/05/2009
							4,156.00	
19,908.00		900. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 18,315.00					04/25/2006	08/05/2009
							1,593.00	
26,568.00		600. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES 25,884.00					12/16/2003	08/05/2009
							684.00	
20,216.00		450. DEERE & CO COM PROPERTY TYPE: SECURITIES 15,496.00					12/09/2005	08/05/2009
							4,720.00	
2,246.00		50. DEERE & CO COM PROPERTY TYPE: SECURITIES 2,004.00					04/27/2009	08/05/2009
							242.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
25,259.00		650. EQT CORPORATION PROPERTY TYPE: SECURITIES 22,584.00					04/27/2009	08/05/2009
						2,675.00		
2,493.00		50. EXELON CORP COM PROPERTY TYPE: SECURITIES 3,647.00					09/03/2008	08/05/2009
						-1,154.00		
14,961.00		300. EXELON CORP COM PROPERTY TYPE: SECURITIES 23,434.00					09/11/2007	08/05/2009
						-8,473.00		
7,480.00		150. EXELON CORP COM PROPERTY TYPE: SECURITIES 7,027.00					02/26/2009	08/05/2009
						453.00		
12,219.00		300. FIRSTENERGY CORP COM PROPERTY TYPE: SECURITIES 14,485.00					12/31/2008	08/05/2009
						-2,266.00		
4,073.00		100. FIRSTENERGY CORP COM PROPERTY TYPE: SECURITIES 4,198.00					02/26/2009	08/05/2009
						-125.00		
27,402.00		300. FRANKLIN RESOURCES INC COM PROPERTY TYPE: SECURITIES 28,166.00					04/25/2006	08/05/2009
						-764.00		
9,434.00		200. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 10,270.00					12/31/2008	08/05/2009
						-836.00		
9,434.00		200. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 9,491.00					02/26/2009	08/05/2009
						-57.00		
13,494.00		30. GOOGLE INC-CL A PROPERTY TYPE: SECURITIES 14,164.00					08/05/2008	08/05/2009
						-670.00		
27,911.00		650. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 20,531.00					02/26/2009	08/05/2009
						7,380.00		

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
9,111.00		350. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 9,004.00					08/05/2008	08/05/2009 107.00
5,206.00		200. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 5,246.00					04/27/2009	08/05/2009 -40.00
13,265.00		700. INTEL CORP COM PROPERTY TYPE: SECURITIES 15,988.00					08/05/2008	08/05/2009 -2,723.00
22,730.00		447. ISHARES MSCI EAFE INDEX FUND ETF PROPERTY TYPE: SECURITIES 18,564.00					04/27/2009	08/05/2009 4,166.00
15,878.00		220. ISHARES RUSSELL MIDCAP INDEX FD ETF PROPERTY TYPE: SECURITIES 13,583.00					04/27/2009	08/05/2009 2,295.00
5,916.00		105. ISHARES TR RUSSELL 2000 INDEX FD ET PROPERTY TYPE: SECURITIES 5,006.00					04/27/2009	08/05/2009 910.00
14,784.00		350. JACOBS ENGINEERING GROUP INC PROPERTY TYPE: SECURITIES 6,718.00					01/15/2003	08/05/2009 8,066.00
4,224.00		100. JACOBS ENGINEERING GROUP INC PROPERTY TYPE: SECURITIES 3,435.00					02/26/2009	08/05/2009 789.00
23,595.00		1100. KROGER CO COM PROPERTY TYPE: SECURITIES 30,925.00					04/19/2007	08/05/2009 -7,330.00
4,290.00		200. KROGER CO COM PROPERTY TYPE: SECURITIES 4,360.00					04/27/2009	08/05/2009 -70.00
22,327.00		300. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES 29,124.00					10/08/2008	08/05/2009 -6,797.00

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
14,885.00		200. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES 14,765.00					02/26/2009	08/05/2009
						120.00		
12,608.00		400. MARATHON OIL CORP COM PROPERTY TYPE: SECURITIES 13,417.00					09/15/2005	08/05/2009
						-809.00		
7,880.00		250. MARATHON OIL CORP COM PROPERTY TYPE: SECURITIES 6,050.00					02/26/2009	08/05/2009
						1,830.00		
13,755.00		250. MCDONALD'S CORP COM PROPERTY TYPE: SECURITIES 15,564.00					12/31/2008	08/05/2009
						-1,809.00		
13,755.00		250. MCDONALD'S CORP COM PROPERTY TYPE: SECURITIES 13,707.00					04/27/2009	08/05/2009
						48.00		
26,296.00		500. MEDCO HEALTH SOLUTIONS INC PROPERTY TYPE: SECURITIES 21,144.00					04/27/2009	08/05/2009
						5,152.00		
21,703.00		600. METLIFE INC COM PROPERTY TYPE: SECURITIES 21,011.00					12/31/2008	08/05/2009
						692.00		
14,418.00		600. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 4,647.00					06/14/1996	08/05/2009
						9,771.00		
7,209.00		300. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 5,795.00					02/26/2009	08/05/2009
						1,414.00		
5,684.00		100. NIKE INC COM CLASS B PROPERTY TYPE: SECURITIES 5,098.00					12/31/2008	08/05/2009
						586.00		
2,842.00		50. NIKE INC COM CLASS B PROPERTY TYPE: SECURITIES 2,737.00					04/27/2009	08/05/2009
						105.00		

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,842.00		600. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 15,333.00					08/05/2008	08/05/2009
							-7,491.00	
6,535.00		500. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 5,725.00					08/10/2004	08/05/2009
							810.00	
7,188.00		550. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES 6,538.00					02/26/2009	08/05/2009
							650.00	
3,561.00		50. OCCIDENTAL PETROLEUM CORP COM PROPERTY TYPE: SECURITIES 2,757.00					04/27/2009	08/05/2009
							804.00	
37,512.00		800. PHILIP MORRIS INTERNAT-W/I PROPERTY TYPE: SECURITIES 39,369.00					04/19/2007	08/05/2009
							-1,857.00	
9,378.00		200. PHILIP MORRIS INTERNAT-W/I PROPERTY TYPE: SECURITIES 7,514.00					04/27/2009	08/05/2009
							1,864.00	
2,283.00		50. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 808.00					05/05/2003	08/05/2009
							1,475.00	
4,566.00		100. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 4,389.00					04/27/2009	08/05/2009
							177.00	
17,969.00		800. QUANTA SVCS INC PROPERTY TYPE: SECURITIES 21,036.00					04/18/2008	08/05/2009
							-3,067.00	
5,615.00		250. QUANTA SVCS INC PROPERTY TYPE: SECURITIES 6,172.00					04/27/2009	08/05/2009
							-557.00	
5,431.00		100. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 5,679.00					10/10/2008	08/05/2009
							-248.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
8,146.00		150. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 7,339.00					04/27/2009	08/05/2009
						807.00		
29,387.00		984. MATERIALS SELECT SECTOR SPDR ETF LA PROPERTY TYPE: SECURITIES 22,375.00					12/31/2008	08/05/2009
						7,012.00		
12,663.00		424. MATERIALS SELECT SECTOR SPDR ETF LA PROPERTY TYPE: SECURITIES 9,872.00					02/26/2009	08/05/2009
						2,791.00		
28,662.00		1181. INDUSTRIAL SELECT SECTOR SPDR ETF PROPERTY TYPE: SECURITIES 27,604.00					12/31/2008	08/05/2009
						1,058.00		
10,412.00		429. INDUSTRIAL SELECT SECTOR SPDR ETF L PROPERTY TYPE: SECURITIES 9,291.00					04/27/2009	08/05/2009
						1,121.00		
18,441.00		1000. SPECTRA ENERGY CORP PROPERTY TYPE: SECURITIES 14,589.00					04/27/2009	08/05/2009
						3,852.00		
8,412.00		400. STAPLES INC COM PROPERTY TYPE: SECURITIES 9,045.00					08/05/2008	08/05/2009
						-633.00		
16,824.00		800. STAPLES INC COM PROPERTY TYPE: SECURITIES 21,112.00					04/19/2007	08/05/2009
						-4,288.00		
6,309.00		300. STAPLES INC COM PROPERTY TYPE: SECURITIES 6,578.00					04/27/2009	08/05/2009
						-269.00		
20,875.00		500. TARGET CORP PROPERTY TYPE: SECURITIES 13,945.00					02/26/2009	08/05/2009
						6,930.00		
26,274.00		500. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 14,229.00					03/30/2004	08/05/2009
						12,045.00		

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Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
7,882.00		150. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 6,736.00					04/27/2009	08/05/2009
20,615.00		450. THE TRAVELERS COS INC PROPERTY TYPE: SECURITIES 19,138.00					12/31/2008	08/05/2009
13,743.00		300. THE TRAVELERS COS INC PROPERTY TYPE: SECURITIES 11,776.00					02/26/2009	08/05/2009
8,834.00		248. VANGUARD EMERGING MARKETS ETF PROPERTY TYPE: SECURITIES 5,131.00					02/26/2009	08/05/2009
3,143.00		100. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 3,389.00					12/31/2008	08/05/2009
9,870.00		200. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES 11,982.00					09/03/2008	08/05/2009
2,468.00		50. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES 2,832.00					04/18/2008	08/05/2009
19,834.00		1000. INVESCO LTD ISIN BMG491BT1088 SEDO PROPERTY TYPE: SECURITIES 21,850.00					07/10/2008	08/05/2009
16,859.00		850. INVESCO LTD ISIN BMG491BT1088 SEDOL PROPERTY TYPE: SECURITIES 10,961.00					02/26/2009	08/05/2009
4,973.00		100. ACE LIMITED ISIN CH0044328745 SEDOL PROPERTY TYPE: SECURITIES 5,242.00					09/03/2008	08/05/2009
14,919.00		300. ACE LIMITED ISIN CH0044328745 SEDOL PROPERTY TYPE: SECURITIES 17,400.00					04/19/2007	08/05/2009

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,433.00		250. ACE LIMITED ISIN CH0044328745 SEDOL PROPERTY TYPE: SECURITIES 10,671.00					02/26/2009	08/05/2009
							1,762.00	
2,584.00		100. AT&T INC PROPERTY TYPE: SECURITIES 2,545.00					04/27/2009	09/09/2009
							39.00	
2,837.00		100. AECOM TECHNOLOGY CORP PROPERTY TYPE: SECURITIES 3,128.00					08/05/2009	09/09/2009
							-291.00	
2,802.00		50. ALLERGAN INC COM PROPERTY TYPE: SECURITIES 2,760.00					08/05/2009	09/09/2009
							42.00	
1,905.00		50. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES 1,668.00					08/05/2009	09/09/2009
							237.00	
2,802.00		50. BAXTER INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 2,750.00					02/26/2009	09/09/2009
							52.00	
11,950.00		170. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES 11,037.00					08/05/2009	09/09/2009
							913.00	
1,468.00		50. BROADCOM CORP CL A PROPERTY TYPE: SECURITIES 1,431.00					08/05/2009	09/09/2009
							37.00	
2,575.00		100. CELANESE CORP-SERIES A PROPERTY TYPE: SECURITIES 2,688.00					08/05/2009	09/09/2009
							-113.00	
2,930.00		50. CLOROX CO COM PROPERTY TYPE: SECURITIES 2,906.00					08/05/2009	09/09/2009
							24.00	
1,358.00		50. DISCOVERY COMMUNICATIONS CL A PROPERTY TYPE: SECURITIES 1,245.00					08/05/2009	09/09/2009
							113.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,393.00		50. FREEPORT MCMORAN COPPER&GOLD CL B PROPERTY TYPE: SECURITIES 3,167.00				08/05/2009	09/09/2009	226.00
3,027.00		50. GENERAL MILLS INC COM PROPERTY TYPE: SECURITIES 2,898.00				08/05/2009	09/09/2009	129.00
2,322.00		5. GOOGLE INC-CL A PROPERTY TYPE: SECURITIES 2,361.00				08/05/2008	09/09/2009	-39.00
2,733.00		100. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 2,446.00				08/05/2008	09/09/2009	287.00
12,980.00		1000. HUDSON CITY BANCORP INC PROPERTY TYPE: SECURITIES 14,380.00				08/05/2009	09/09/2009	-1,400.00
2,572.00		50. ITT INDUSTRIES INC COM PROPERTY TYPE: SECURITIES 2,399.00				08/05/2009	09/09/2009	173.00
12,128.00		160. ISHARES RUSSELL MIDCAP INDEX FD ETF PROPERTY TYPE: SECURITIES 9,879.00				04/27/2009	09/09/2009	2,249.00
2,142.00		50. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 2,061.00				08/05/2009	09/09/2009	81.00
2,804.00		50. KOHLS CORP COM PROPERTY TYPE: SECURITIES 2,440.00				08/05/2009	09/09/2009	364.00
2,668.00		40. LUBRIZOL CORP PROPERTY TYPE: SECURITIES 2,383.00				08/05/2009	09/09/2009	285.00
3,141.00		15. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 3,004.00				08/05/2009	09/09/2009	137.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12,243.00		450. MCGRAW - HILL COMPANIES INC PROPERTY TYPE: SECURITIES 13,729.00					08/05/2009	09/09/2009
							-1,486.00	
2,488.00		100. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 773.00					06/17/1996	09/09/2009
							1,715.00	
13,775.00		250. NIKE INC COM CLASS B PROPERTY TYPE: SECURITIES 12,252.00					12/31/2008	09/09/2009
							1,523.00	
3,345.00		150. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 3,238.00					04/18/2008	09/09/2009
							107.00	
1,794.00		50. OWENS ILLINOIS COM NEW PROPERTY TYPE: SECURITIES 1,730.00					08/05/2009	09/09/2009
							64.00	
2,896.00		50. PEPSICO INC COM PROPERTY TYPE: SECURITIES 2,935.00					08/05/2009	09/09/2009
							-39.00	
2,322.00		50. QUALCOMM INC COM PROPERTY TYPE: SECURITIES 808.00					05/05/2003	09/09/2009
							1,514.00	
1,967.00		50. ST JUDE MEDICAL INC COM PROPERTY TYPE: SECURITIES 1,907.00					08/05/2009	09/09/2009
							60.00	
13,262.00		300. URS CORP NEW PROPERTY TYPE: SECURITIES 15,038.00					08/05/2009	09/09/2009
							-1,776.00	
3,148.00		50. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 2,962.00					08/05/2009	09/09/2009
							186.00	
12,356.00		400. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 13,288.00					12/31/2008	09/09/2009
							-932.00	

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,633.00		150. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES 4,634.00					04/27/2009	09/09/2009 -1.00
2,560.00		50. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES 2,832.00					04/18/2008	09/09/2009 -272.00
2,244.00		50. WISCONSIN ENERGY CORP COM PROPERTY TYPE: SECURITIES 2,167.00					08/05/2009	09/09/2009 77.00
3,949.00		100. XTO ENERGY INC PROPERTY TYPE: SECURITIES 4,268.00					08/05/2009	09/09/2009 -319.00
12,054.00		150. TRANSOCEAN LTD SEDOL B3KFWW1 PROPERTY TYPE: SECURITIES 11,615.00					08/05/2009	09/09/2009 439.00
130,000.00		130000. US TREAS NT PROPERTY TYPE: SECURITIES 130,330.00		4.625% 11/1			12/08/2006	11/15/2009 -330.00
3,000.00		50. ALLERGAN INC COM PROPERTY TYPE: SECURITIES 2,760.00					08/05/2009	11/18/2009 240.00
15,080.00		350. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES 11,678.00					08/05/2009	11/18/2009 3,402.00
10,205.00		70. AUTOZONE INC COM PROPERTY TYPE: SECURITIES 10,192.00					08/05/2009	11/18/2009 13.00
5,557.00		100. BAXTER INTERNATIONAL INC COM PROPERTY TYPE: SECURITIES 5,499.00					02/26/2009	11/18/2009 58.00
2,935.00		100. CELANESE CORP-SERIES A PROPERTY TYPE: SECURITIES 2,688.00					08/05/2009	11/18/2009 247.00

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,784.00		200. CISCO SYS INC COM PROPERTY TYPE: SECURITIES 4,070.00					04/25/2006	11/18/2009
						714.00		
15,158.00		250. CLOROX CO COM PROPERTY TYPE: SECURITIES 14,532.00					08/05/2009	11/18/2009
						626.00		
20,407.00		650. DISCOVERY COMMUNICATIONS CL A PROPERTY TYPE: SECURITIES 16,178.00					08/05/2009	11/18/2009
						4,229.00		
4,229.00		50. FREEPORT MCMORAN COPPER&GOLD CL B PROPERTY TYPE: SECURITIES 3,167.00					08/05/2009	11/18/2009
						1,062.00		
8,834.00		50. GOLDMAN SACHS GROUP INC COM PROPERTY TYPE: SECURITIES 8,270.00					08/05/2009	11/18/2009
						564.00		
8,641.00		15. GOOGLE INC-CL A PROPERTY TYPE: SECURITIES 7,028.00					09/03/2008	11/18/2009
						1,613.00		
7,839.00		150. ITT INDUSTRIES INC COM PROPERTY TYPE: SECURITIES 7,197.00					08/05/2009	11/18/2009
						642.00		
3,798.00		50. LUBRIZOL CORP PROPERTY TYPE: SECURITIES 2,978.00					08/05/2009	11/18/2009
						820.00		
5,673.00		25. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES 5,007.00					08/05/2009	11/18/2009
						666.00		
5,805.00		70. OCCIDENTAL PETROLEUM CORP COM PROPERTY TYPE: SECURITIES 3,860.00					04/27/2009	11/18/2009
						1,945.00		
10,224.00		450. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 8,615.00					02/26/2009	11/18/2009
						1,609.00		

**FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME**

Kind of Property		Description				P or D	Date acquired	Date sold	
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)		
5,680.00		250. ORACLE CORPORATION PROPERTY TYPE: SECURITIES 5,397.00				04/18/2008	11/18/2009	283.00	
10,503.00		300. ST JUDE MEDICAL INC COM PROPERTY TYPE: SECURITIES 11,441.00				08/05/2009	11/18/2009	-938.00	
21,261.00		500. STATE STR CORP COM PROPERTY TYPE: SECURITIES 26,855.00				08/05/2009	11/18/2009	-5,594.00	
20,407.00		310. UNION PACIFIC CORP COM PROPERTY TYPE: SECURITIES 18,367.00				08/05/2009	11/18/2009	2,040.00	
2,877.00		100. UNITEDHEALTH GROUP INC COM PROPERTY TYPE: SECURITIES 2,654.00				08/05/2009	11/18/2009	223.00	
TOTAL GAIN (LOSS)					----- 16,068. =====		

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
PNC BANK, NA	750.			750.
TOTALS	750.	NONE	NONE	750.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----
OTHER PROFESSIONAL FEES	8,792.	8,792.
	-----	-----
TOTALS	8,792.	8,792.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	281.	281.
FOREIGN TAXES ON QUALIFIED FOR	543.	543.
FOREIGN TAXES ON NONQUALIFIED	44.	44.
TOTALS	868.	868.

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
ADR SERVICE FEES	6.	6.
	-----	-----
TOTALS	6.	6.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

COST/
FMV

C OR F

DESCRIPTION

ENDING
BOOK VALUE

ENDING
FMV

ALTERNATIVE INVESTMENTS

C

203,120.

168,160.

TOTALS

=====
203,120.

=====
168,160.

=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
POSTED CURR YR, TAXED PRIOR YR	380.
ROUNDING	8.

TOTAL	388.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
POSTED SUBSEQ YR, TAXED CURR YR	3.
ADJ. TRADE/SETTLE DATE CURR YR	59,461.

TOTAL	59,464.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

PA

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

PNC BANK, NA

ADDRESS:

PO BOX 94651

CLEVELAND, OH 44101-4651

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 3

COMPENSATION 27,735.

TOTAL COMPENSATION: 27,735.
=====

RECIPIENT NAME:

SHAUN BYRNE, PNC BANK, NA

ADDRESS:

2 PNC PLAZA, 620 LIBERTY AVE
PITTSBURGH, PA 15222

RECIPIENT'S PHONE NUMBER: 412-768-8248

FORM, INFORMATION AND MATERIALS:

LETTER STATING PURPOSE FOR WHICH FUNDS WILL BE USED; ENCLOSE COPY OF
IRS DETERMINATION LETTER INDICATING EXEMPT STATUS.

SUBMISSION DEADLINES:

NONE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

RESTRICTED TO ORGANIZATIONS SERVING CLARION COUNTY.

RECIPIENT NAME:
SLIGO BOROUGH
ADDRESS:
PO BOX 241
SLIGO, PA 16255
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 30,000.

RECIPIENT NAME:
RIMERSBURG MEDICAL CENTER
ADDRESS:
PO BOX 366
RIMERSBURG, PA 16248-0366
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 29,533.

RECIPIENT NAME:
ECCLES-LESHER MEMORIAL LIBRARY
ADDRESS:
673 MAIN STREET
RIMERSBURG, PA 16248
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 63,925.

=====

RECIPIENT NAME:

RIMERSBURG UNITED METHODIST CHURCH

ADDRESS:

JAMES KIFER TREASURER

RIMERSBURG, PA 16248

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PUBLIC

AMOUNT OF GRANT PAID 4,000.

TOTAL GRANTS PAID:

127,458.

=====



PRIVATE
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NATIONAL CITY BANK
248 SENECA STREET
OIL CITY, PA 16301
NationalCity.com/PrivateClientGroup

ACCOUNT STATEMENT

ECCLES, R M & E M ECCLES FDN

Statement Period
Account Number

01/01/2009 through 12/31/2009
46 P0-6133-00-6

STATEMENT OF INVESTMENT POSITION

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
EQUITIES									
DOMESTIC COMMON EQUITY									
AECOM TECHNOLOGY CORP									
08/09 - 08/09	300 000	\$9,384 00	\$8,250 00	ACM \$27 50	-\$1,134 00	0 44%	0 25%		
ALLERGAN INC COM									
08/09 - 08/09	250 000	\$13,799 76	\$15,752 50	AGN \$63 01	\$1,952 74	0 84%	0 47%	\$50	0 32%
AMERICAN EXPRESS CO COM									
11/09 - 11/09	300 000	\$12,473 70	\$12,156 00	AXP \$40.52	-\$317 70	0 65%	0 36%	\$216	1 78%
AMERICAN TOWER CORP CL A									
08/09 - 08/09	400 000	\$13,479 24	\$17,284 00	AMT \$43 21	\$3,804 76	0 92%	0 52%		
AMERIPRISE FINL INC COM									
11/09 - 11/09	350 000	\$13,474 51	\$13,587 00	AMP \$38 82	\$112 49	0 73%	0 41%	\$238	1 75%
AMGEN INC COM									
12/08 - 04/09	200 000	\$10,887 40	\$11,314 00	AMGN \$56 57	\$426 60	0 60%	0 34%		
APACHE CORP COM									
06/06 - 06/06	150 000	\$9,261 75	\$15,475 50	APA \$103 17	\$6,213 75	0 83%	0 46%	\$90	0 58%
APPLE INC									
08/09 - 08/09	250 000	\$41,324 80	\$52,683 00	AAPL \$210 73	\$11,358 20	2 81%	1 58%		
AT & T INC COM									
09/05 - 02/09	700 000	\$16,866 04	\$19,621 00	T \$28 03	\$2,754 96	1 05%	0 59%	\$1,176	5 99%
BAXTER INTL INC COM									
02/09 - 04/09	300 000	\$15,984 80	\$17,604 00	BAX \$58 68	\$1,619 20	0 94%	0 53%	\$348	1 98%



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Statement Period
Account Number

01/01/2009 through 12/31/2009
46 P0-6133-00-6

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
BRISTOL MYERS SQUIBB CO COM									
08/09 - 08/09	500 000	\$10,904 00	\$12,625 00	\$25 25 BMY	\$1,721 00	0 67%	0 38%	\$640	5 07%
BROADCOM CORP CL A									
08/09 - 08/09	400 000	\$11,451 56	\$12,588 00	\$31 47 BRCM	\$1,136 44	0 67%	0 38%		
CELANESE CORP DEL COM SER A									
08/09 - 08/09	400 000	\$10,750 40	\$12,840 00	\$32 10 CE	\$2,089 60	0 69%	0 39%	\$64	0 50%
CHUBB CORP COM CB									
08/09 - 08/09	300 000	\$14,378 97	\$14,754 00	\$49 18 CSCO	\$375 03	0 79%	0 44%	\$420	2 85%
CISCO SYS INC COM 04/06 - 04/09									
08/09 - 08/09	700 000	\$13,720 00	\$16,758 00	\$23 94 COH	\$3,038 00	0 89%	0 50%		
COACH INC COM									
08/09 - 08/09	400 000	\$11,623 88	\$14,612 00	\$36 53 KO	\$2,988 12	0 78%	0 44%	\$120	0 82%
COCA-COLA CO COM 08/09 - 08/09									
08/09 - 08/09	450 000	\$22,247 47	\$25,650 00	\$57 00 CL	\$3,402.53	1 37%	0 77%	\$738	2 88%
COLGATE-PALMOLIVE CO COM 08/09 - 08/09									
08/09 - 08/09	350 000	\$25,136 30	\$28,752 50	\$82 15 CSX	\$3,616 20	1 54%	0 86%	\$616	2 14%
CSX CORP COM 08/09 - 08/09									
08/09 - 08/09	350 000	\$14,414 35	\$16,971 50	\$48 49 DLB	\$2,557.15	0 91%	0 51%	\$308	1 81%
DOLBY LABORATORIES INC - CL A COM 08/09 - 08/09									
08/09 - 08/09	330 000	\$13,609 20	\$15,750 90	\$47 73 DLTR	\$2,141 70	0 84%	0 47%		
DOLLAR TREE STORES INC 08/09 - 08/09									
08/09 - 08/09	300 000	\$13,459 87	\$14,490 00	\$48 30	\$1,030.13	0 77%	0 43%		



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Statement Period
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01/01/2009 through 12/31/2009
46 P0-6133-00-6

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
EBAY INC COM 08/09 - 08/09	600 000	\$12,773 94	\$14,118 00	EBAY \$23 53	\$1,344.06	0.75%	0.42%		
EXXON MOBIL CORP COM 10/95 - 08/09	600 000	\$21,399 41	\$40,914 00	XOM \$68 19	\$19,514 59	2.18%	1.23%	\$1,008	2.46%
FPL GROUP INC COM 08/09 - 08/09	200 000	\$11,167 28	\$10,564 00	FPL \$52 82	-\$603 28	0.56%	0.32%	\$378	3.58%
FRANKLIN RES INC COM 09/09 - 09/09	150 000	\$14,495 14	\$15,802 50	BEN \$105 35	\$1,307 36	0.84%	0.47%	\$132	0.83%
FREPORT-MCMORAN COPPER & GOLD INC CL B 08/09 - 08/09	150 000	\$9,502 21	\$12,043 50	FCX \$80 29	\$2,541 29	0.64%	0.36%	\$90	0.75%
GENERAL MILLS INC COM 08/09 - 11/09	320 000	\$19,986 58	\$22,659 20	GIS \$70 81	\$2,672 62	1.21%	0.68%	\$627	2.77%
GOLDMAN SACHS GROUP INC COM 08/09 - 08/09	200 000	\$33,080 00	\$33,768 00	GS \$168 84	\$688 00	1.80%	1.01%	\$280	0.83%
GOOGLE INC CL A 09/08 - 04/09	40 000	\$16,716 75	\$24,799 20	GOOG \$619 98	\$8,082 45	1.32%	0.74%		
GRAINGER W W INC COM 08/09 - 08/09	150 000	\$13,377 28	\$14,524 50	GWW \$96 83	\$1,147 22	0.78%	0.44%	\$276	1.90%
HOME DEPOT INC COM 08/08 - 02/09	450 000	\$10,626 38	\$13,018 50	HD \$28 93	\$2,392 12	0.70%	0.39%	\$405	3.11%
ILLINOIS TOOL WORKS INC COM 11/09 - 11/09	300 000	\$15,196 92	\$14,397 00	ITW \$47 99	-\$799 92	0.77%	0.43%	\$372	2.58%



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ECCLES, R M & E M ECCLES FDN

Statement Period
Account Number

01/01/2009 through 12/31/2009
46 PO-6133-00-6

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
INTEL CORP COM 09/08 - 04/09	700 000	\$13,517 68	\$14,280 00	INTC \$20 40	\$762 32	0 76%	0 43%	\$392	2.74%
INTERNATIONAL BUSINESS MACHS CORP COM 08/09 - 08/09	200 000	\$23,658 00	\$26,180 00	IBM \$130 90	\$2,522 00	1 40%	0.79%	\$440	1 68%
INTERNATIONAL PAPER CO COM 09/09 - 09/09	600 000	\$13,953 48	\$16,068 00	IP \$26 78	\$2,114 52	0 86%	0 48%	\$60	0 37%
ITT INDUSTRIES INC COM 08/09 - 08/09	250 000	\$11,994 97	\$12,435 00	ITT \$49 74	\$440 03	0 66%	0 37%	\$213	1 71%
JOHNSON & JOHNSON COM 08/09 - 08/09	550 000	\$33,367 73	\$35,425 50	JNJ \$64 41	\$2,057 77	1 89%	1 06%	\$1,078	3 04%
JOHNSON CTLS INC COM 09/09 - 11/09	800 000	\$21,403 86	\$21,792 00	JCI \$27 24	\$388 14	1 16%	0 65%	\$416	1 91%
JPMORGAN CHASE & CO COM 08/09 - 08/09	1,000 000	\$41,228 20	\$41,670 00	JPM \$41 67	\$441 80	2 22%	1 25%	\$200	0 48%
KOHL'S CORP COM 08/09 - 08/09	220 000	\$10,737 39	\$11,864 60	KSS \$53 93	\$1,127 21	0 63%	0 36%		
LUBRIZOL CORP COM 08/09 - 08/09	150 000	\$8,934 45	\$10,942 50	LZ \$72 95	\$2,008 05	0 58%	0 33%	\$186	1 70%
MASTERCARD INC COM 08/09 - 08/09	100 000	\$20,027 09	\$25,598 00	MA \$255 98	\$5,570 91	1 37%	0 77%	\$60	0 23%
MCKESSON CORP COM (N/C FROM MCKESSON HBOC INC) 08/09 - 08/09	250 000	\$13,226 83	\$15,625 00	MCK \$62 50	\$2,398 17	0 83%	0 47%	\$120	0 77%



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Account Number 46 P0-6133-00-6

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
MEDCO HEALTH SOLUTIONS INC									
COM									
10/08 - 10/08									
	300 000	\$12,329 43	\$19,173 00	\$63 91 MHS	\$6,843 57	1 02%	0 58%		
METLIFE INC									
COM									
09/09 - 09/09									
	300 000	\$11,327 04	\$10,605 00	\$35 35 MET	-\$722.04	0 57%	0 32%	\$222	2 09%
MICROSOFT CORP									
COM									
06/96 - 06/96									
	900 000	\$6,960 93	\$27,432 00	\$30 48 MSFT	\$20,471 07	1 46%	0 82%	\$468	1 71%
NOBLE CORPORATION									
COM									
08/09 - 08/09									
	450 000	\$15,487 09	\$18,315 00	\$40 70 NE	\$2,827 91	0 98%	0 55%		
OCCIDENTAL PETE CORP									
COM									
04/09 - 04/09									
	330 000	\$18,199 20	\$26,845 50	\$81 35 OXY	\$8,646 30	1 43%	0 81%	\$436	1 62%
ORACLE CORP									
COM									
01/03 - 02/09									
	1,100 000	\$14,678 00	\$26,983 00	\$24 53 ORCL	\$12,305 00	1 44%	0 81%	\$220	0 81%
OWENS ILLINOIS INC									
COM									
08/09 - 08/09									
	350 000	\$12,109 73	\$11,504 50	\$32 87 PEP	-\$605 23	0 61%	0 35%		
PEPSICO INC									
COM									
05/03 - 08/09									
	400 000	\$19,411 75	\$24,320 00	\$60 80 PFE	\$4,908 25	1 30%	0 73%	\$720	2.96%
PFIZER INC									
COM									
08/09 - 08/09									
	750 000	\$11,811 15	\$13,642 50	\$18 19	\$1,831 35	0 73%	0 41%	\$540	3 96%



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Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
PRICE T ROWE GROUP INC COM 08/09 - 08/09	300.000	\$14,147.31	\$15,975.00	TROW \$53.25	\$1,827.69	0.85%	0.48%	\$300	1.88%
PROCTER & GAMBLE CO COM 08/09 - 08/09	320.000	\$17,218.34	\$19,401.60	PG \$60.63	\$2,183.26	1.04%	0.58%	\$563	2.90%
QUALCOMM INC COM 05/03 - 05/03	500.000	\$8,082.50	\$23,130.00	QCOM \$46.26	\$15,047.50	1.23%	0.69%	\$340	1.47%
ROCKWELL AUTOMATION INC COM NEW (N/C FROM ROCKWELL INTL CORP COM) 09/09 - 09/09	300.000	\$12,663.12	\$14,094.00	ROK \$46.98	\$1,430.88	0.75%	0.42%	\$348	2.47%
ROSS STORES INC COM 08/09 - 08/09	300.000	\$12,692.67	\$12,813.00	ROST \$42.71	\$120.33	0.68%	0.38%	\$132	1.03%
SCHLUMBERGER LTD COM 12/08 - 02/09	250.000	\$10,109.05	\$16,272.50	SLB \$65.09	\$6,163.45	0.87%	0.49%	\$210	1.29%
SCRIPPS NETWORKS INTERAC-CL A COM 11/09 - 11/09	350.000	\$14,200.55	\$14,525.00	SNI \$41.50	\$324.45	0.78%	0.44%	\$105	0.72%
TALISMAN ENERGY INC COM 08/09 - 08/09	750.000	\$11,608.80	\$13,980.00	TLM \$18.64	\$2,371.20	0.75%	0.42%	\$158	1.13%
UNITED TECHNOLOGIES CORP COM 08/09 - 09/09	325.000	\$18,121.97	\$22,558.25	UTX \$69.41	\$4,436.28	1.20%	0.68%	\$501	2.22%
UNITEDHEALTH GROUP INC COM 08/09 - 08/09	500.000	\$13,269.10	\$15,240.00	UNH \$30.48	\$1,970.90	0.81%	0.46%	\$15	0.10%
VIACOM INC NEW CL B 08/09 - 08/09	550.000	\$12,933.86	\$16,351.50	VIA/B \$29.73	\$3,417.64	0.87%	0.49%		



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STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
DOMESTIC COMMON EQUITY									
WAL MART STORES INC COM 04/08 - 04/09	450 000	\$24,331 10	\$24,052 50	WMT \$53 45	-\$278 60	1 28%	0.72%	\$491	2 04%
WELLS FARGO & CO NEW COM 08/09 - 08/09	500 000	\$13,509 00	\$13,495 00	WFC \$26 99	-\$14 00	0 72%	0 40%	\$100	0 74%
WISCONSIN ENERGY CORP COM 08/09 - 08/09	450 000	\$19,506 83	\$22,423 50	WEC \$49 83	\$2,916 67	1 20%	0 67%	\$608	2 71%
XTO ENERGY INC 08/09 - 08/09	550 000	\$23,472 02	\$25,591 50	XTO \$46 53	\$2,119 48	1 37%	0 77%	\$275	1 07%
3M COMPANY COM 08/09 - 09/09	275 000	\$19,779 90	\$22,734 25	MMM \$82 67	\$2,954 35	1 21%	0 68%	\$561	2 47%
TOTAL DOMESTIC COMMON EQUITY					\$212,501.99	68.85%	38.67%	\$19,070	1.48%
DOMESTIC MUTUAL FUNDS									
ISHARES TR RUSSELL MIDCAP 04/09 - 04/09	1,785 000	\$110,210 03	\$147,280 35	IWR \$82 51	\$37,070 32	7 86%	4 42%	\$2,910	1 98%
ISHARES TR RUSSELL 2000 SMALL CAP 04/09 - 11/09	1,238 000	\$63,823 58	\$77,300 72	IWM \$62 44	\$13,477 14	4 13%	2 32%	\$1,254	1 62%
TOTAL DOMESTIC MUTUAL FUNDS					\$50,547.46	11.99%	6.74%	\$4,164	1.85%
INTERNATIONAL MARKETS									
ISHARES TR MSCI EAFE IDX 04/09 - 11/09	5,168 000	\$248,778 42	\$285,687 04	EFA \$55 28	\$36,908 62	15.31%	8 56%	\$7,447	2 61%



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VANGUARD INTL EQUITY INDEX FD INC EMERGING MARKETS ETF 02/09 - 11/09									
	1,787 000	\$52,059 52	\$73,267 00	\$41 00	\$21,207 48	3 91%	2 20%	\$974	1 33%
TOTAL INTERNATIONAL MARKETS		\$300,837.94	\$358,954.04		\$58,116.10	19.16%	10.77%	\$8,421	2.35%
TOTAL EQUITIES		\$1,551,835.56	\$1,873,001.11		\$321,165.55	100.00%	56.19%	\$31,655	1.69%
FIXED INCOME									
TAXABLE FIXED INCOME									
TAXABLE FIXED INCOME SECURITIES									
BELLSOUTH CAP FDG CORP NT DTD 02-16-00 7 75% DUE 02-15-10 05/00 - 05/00									
	250,000 000	\$244,782 50	\$251,995 00	\$100 80	\$7,212 50	20 58%	7 56%	\$19,375	7 69%
CONOCOPHILLIPS DTD 5/8/08 4 40% DUE 5/15/13 05/08 - 05/08									
	100,000 000	\$100,530 00	\$105,509 00	\$105 51	\$4,979 00	8 61%	3 17%	\$4,400	4 17%
CREDIT SUISSE USA INC DTD 3/2/06 5 375% DUE 3/2/16 02/07 - 02/07									
	150,000 000	\$151,063 50	\$156,973.50	\$104 65	\$5,910 00	12 81%	4 71%	\$8,063	5 14%
FEDERAL HOME LOAN BANK DTD 7/21/06 5 375% DUE 8/19/11 06/07 - 06/07									
	100,000 000	\$100,081 50	\$106,750 00	\$106 75	\$6,668 50	8 71%	3 20%	\$5,375	5 03%
GOLDMAN SACHS GROUP INC SUB NT DTD 1/10/07 5 625% DUE 1/15/17 02/07 - 02/07									
	150,000 000	\$150,211 50	\$153,204 00	\$102 14	\$2,992 50	12 51%	4.60%	\$8,438	5 51%
UNITED STATES TREAS NTS DTD 5/31/06 4 875% DUE 5/31/11 06/06 - 06/06									
	150,000 000	\$149,384 77	\$158,478 00	\$105 65	\$9,093.23	12 94%	4 75%	\$7,313	4 61%
TOTAL TAXABLE FIXED INCOME SECURITIES		\$896,053.77	\$932,909.50		\$36,855.73	76.16%	27.99%	\$52,964	5.68%



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TAXABLE FUNDS									
DODGE & COX INCOME FD #147 09/09 - 11/09									
	12,254 874	\$160,000 00	\$158,823 17	\$12 96	-\$1,176 83	12 97%	4 76%	\$8,297	5 22%
VANGUARD BD INDEX FD INC TOTAL BD MARKET ETF 08/09 - 08/09									
	1,695 000	\$131,729 30	\$133,210.05	\$78 59	\$1,480 75	10 87%	4 00%	\$5,190	3 90%
TOTAL TAXABLE FUNDS									
		\$291,729.30	\$292,033.22		\$303.92	23.84%	8.76%	\$13,487	4.62%
TOTAL TAXABLE FIXED INCOME									
		\$1,187,783.07	\$1,224,942.72		\$37,159.65	100.00%	36.75%	\$66,451	5.42%
TOTAL FIXED INCOME									
		\$1,187,783.07	\$1,224,942.72		\$37,159.65	100.00%	36.75%	\$66,451	5.42%
ALTERNATIVE INVESTMENTS									
BARCLAYS COMMODITY NOTE 20% BUFFER, 125% PARTICIPATION MATURITY 3/5/13 ISSUED 2/29/08 06/08 - 06/08									
	120,000 000	\$123,120 00	\$100,740 00	\$83 95	-\$22,380 00	59 90%	3 02%		
CREDIT SUISSE ABSOLUTE RETURN NOTE 0% BUFFER 325% PARTICIPATION MATURITY 7/19/12 ISSUED 6/27/08 06/08 - 06/08									
	40,000 000	\$40,000 00	\$39,224 00	\$98 06	-\$776 00	23 33%	1 18%		
JP MORGAN ABSOLUTE RETURN NOTE 0% BUFFER 260% PARTICIPATION MATURITY 7/2/13 ISSUED 6/27/08 06/08 - 06/08									
	40,000 000	\$40,000 00	\$28,196 00	\$70 49	-\$11,804 00	16 77%	0.85%		
TOTAL ALTERNATIVE INVESTMENTS									
		\$203,120.00	\$168,160.00		-\$34,960.00	100.00%	5.04%		
CASH AND CASH EQUIVALENTS									
CASH EQUIVALENTS - TAXABLE									
ALLEGIANT MONEY MARKET FUND I SHARES 11/09 - 12/09									
	67,276 640	\$67,276 64	\$67,276 64	\$1 00		100 00%	2 02%	\$67	0 10%



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STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
CASH									
INCOME CASH									
		\$22,004.62	\$22,004.62			32.71%	0.66%		
PRINCIPAL CASH									
		-\$22,004.62	-\$22,004.62			-32.71%	-0.66%		
TOTAL CASH									
TOTAL CASH AND CASH EQUIVALENTS									
		\$67,276.64	\$67,276.64			100.00%	2.02%	\$67	0.10%
TOTAL PORTFOLIO									
		\$3,010,015.27	\$3,333,380.47		\$323,365.20	100.00%	100.00%	\$98,173	2.95%

SUMMARY OF TRANSACTIONS

	Income Cash	Principal Cash	Asset Tax Cost Basis
BEGINNING ACCOUNT BALANCES	\$19,698.06	-\$19,698.06	\$3,108,883.69
EQUITIES			
ACQUISITIONS		-\$2,488,638.87	\$2,515,768.31
DISPOSITIONS		\$2,260,294.35	-\$2,321,996.13
DIVIDENDS	\$35,513.70		
FIXED INCOME			
ACQUISITIONS		-\$291,729.30	\$291,729.30
DISPOSITIONS		\$438,519.98	-\$450,050.91
INTEREST	\$72,212.55		
CASH AND CASH EQUIVALENTS			
ACQUISITIONS		-\$771,116.82	\$771,116.82
DISPOSITIONS		\$905,435.81	-\$905,435.81
INTEREST	\$360.16		
OTHER INCOME		\$2,711.63	
MISCELLANEOUS RECEIPT		\$1,459.17	
TAX EXPENSE	-\$280.62		
FEES AND EXPENSES	-\$150,499.23	-\$14,242.51	
TRANSFERS	\$45,000.00	-\$45,000.00	
ENDING ACCOUNT BALANCES	\$22,004.62	-\$22,004.62	\$3,010,015.27