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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

LYON FOUNDATION

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

PO BOX 546

Room/suite

City or town, state, and ZIP code

BARTLESVILLE, OK 74005

A Employer identification number

23-7299980

B Telephone number

(918) 336-0066

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col (c), line 16)

\$ 35,186,427. (Part I, column (d) must be on cash basis)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)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)

1 Contributions, gifts, grants, etc., received

1,302,775.

N/A

2 Check ☐ if the foundation is not required to attach Sch. B

3 Interest on savings and temporary cash investments

14,640.

14,640.

STATEMENT 1

4 Dividends and interest from securities

1,039,198.

1,039,198.

STATEMENT 2

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a 11,137,383.

7 Capital gain net income (from Part IV, line 2)

0.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit or (loss)

11 Other income

12 Total. Add lines 1 through 11

409,604.

1,053,838.

13 Compensation of officers, directors, trustees, etc

79,000.

19,750.

59,250.

14 Other employee salaries and wages

21,900.

0.

21,900.

15 Pension plans, employee benefits

16a Legal fees

b Accounting fees

STMT 3

18,828.

0.

18,828.

c Other professional fees

STMT 4

114,412.

114,412.

0.

17 Interest

18 Taxes

STMT 5

8,074.

2,232.

5,842.

19 Depreciation and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses

STMT 6

7,282.

0.

7,282.

24 Total operating and administrative expenses. Add lines 13 through 23

249,496.

136,394.

113,102.

25 Contributions, gifts, grants paid

1,715,407.

1,715,407.

26 Total expenses and disbursements. Add lines 24 and 25

1,964,903.

136,394.

1,828,509.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

<1,555,299.>

b Net investment income (if negative, enter -0-)

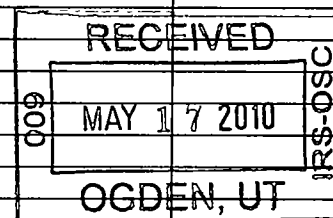
917,444.

c Adjusted net income (if negative, enter -0-)

N/A

SCANNED MAY 17 2010

Operating and Administrative Expenses



B CME

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	94,216.	66,155.	66,155.
	2 Savings and temporary cash investments	1,725,170.	1,925,549.	1,925,549.
	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 STMT 7	1,833,360.	1,176,993.	1,176,993.
	b Investments - corporate stock STMT 8	12,433,573.	14,539,508.	14,539,508.
	c Investments - corporate bonds STMT 9	6,059,717.	7,180,544.	7,180,544.
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	8,540,569.	10,276,151.	10,276,151.
	14 Land, buildings, and equipment: basis ▶ 45,047.			
	Less accumulated depreciation ▶ 23,520.	7,593.	21,527.	21,527.
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	30,694,198.	35,186,427.	35,186,427.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	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	30,694,198.	35,186,427.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
28 Paid-in or capital surplus, or land, bldg., and equipment fund				
29 Retained earnings, accumulated income, endowment, or other funds				
30 Total net assets or fund balances	30,694,198.	35,186,427.		
31 Total liabilities and net assets/fund balances	30,694,198.	35,186,427.		

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	30,694,198.
2 Enter amount from Part I, line 27a	2	<1,555,299.>
3 Other increases not included in line 2 (itemize) ▶ UNREALIZED GAINS	3	6,050,208.
4 Add lines 1, 2, and 3	4	35,189,107.
5 Decreases not included in line 2 (itemize) ▶ NON INCOME PRODUCING DEPRECIATION	5	2,680.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	35,186,427.

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 11,137,383.		13,084,392.	<1,947,009.>		
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			<1,947,009.>		
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	<1,947,009.>	
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	1,733,604.	35,890,964.	.048302
2007	1,257,764.	37,807,527.	.033268
2006	1,149,760.	25,469,316.	.045143
2005	1,088,173.	23,899,096.	.045532
2004	991,803.	22,568,988.	.043945
2 Total of line 1, column (d)			.216190
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			.043238
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			31,686,870.
5 Multiply line 4 by line 3			1,370,077.
6 Enter 1% of net investment income (1% of Part I, line 27b)			9,174.
7 Add lines 5 and 6			1,379,251.
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.			1,845,123.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	9,174.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	9,174.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	9,174.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	26,233.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	26,233.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ 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	17,059.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ Refunded ☒	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b 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) ☒ OK		
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

N/A

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)	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 ► JOHN F KANE Telephone no. ► 918-336-0066
 Located at ► 416 E FIFTH STREET, BARTLESVILLE, OK ZIP+4 ► 74003

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		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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	
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b****X****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**6b****X****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
SEE STATEMENT 11		79,000.	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
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
	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 N/A	
2	
All other program-related investments. See instructions.	
3	
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	30,414,435.
b	Average of monthly cash balances	1b	1,733,449.
c	Fair market value of all other assets	1c	21,527.
d	Total (add lines 1a, b, and c)	1d	32,169,411.
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	32,169,411.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	482,541.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	31,686,870.
6	Minimum investment return. Enter 5% of line 5	6	1,584,344.

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	1,584,344.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	9,174.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,174.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,575,170.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,575,170.
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	1,575,170.

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	1,828,509.
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	16,614.
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	1,845,123.
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	9,174.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,835,949.

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				1,575,170.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,782,741.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 1,845,123.				
a Applied to 2008, but not more than line 2a			1,782,741.	
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				62,382.
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))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
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				1,512,788.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

N/A

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

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 12				
Total			3a	1,715,407.
b Approved for future payment				
OKLAHOMA WESLEYAN UNIVERSITY 2201 SE SILVERLAKE ROAD BARTLESVILLE, OK 74006	NONE	PUBLIC	RESTORE LAQUINTA MANSION	500,000.
ARC INDUSTRIES 501 SW VIRGINIA BARTLESVILLE, OK 74003	NONE	PUBLIC	NEW GROUP HOME	62,286.
Total			3b	562,286.

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 (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|--|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | | X |
| (2) Other assets | | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | | X |
| (2) Purchases of assets from a noncharitable exempt organization | | | X |
| (3) Rental of facilities, equipment, or other assets | | | X |
| (4) Reimbursement arrangements | | | X |
| (5) Loans or loan guarantees | | | X |
| (6) Performance of services or membership or fundraising solicitations | | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

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

- b If "Yes," complete the following schedule.**

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

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.

Sign Here	Signature of officer or trustee <i>John F. Kone</i>		Date 5/12/10	Title PRESIDENT	
	Preparer's signature <i>James L. Rude CPA</i>		Date 5-11-10	Check if self-employed ☐	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code BRYAN & LITTLE CPAS PC PO BOX 2306 BARTLESVILLE, OK 74005			EIN ☐	
				Phone no. 918-336-1433	

Form **990-PF** (2009)

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

LYON FOUNDATION

23-7299980

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions
for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

LYON FOUNDATION

23-7299980

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHARLES W. SELBY TRUST PO BOX DRAWER Z BARTLESVILLE, OK 74005	\$ 1,300,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	ARVEST CAPITAL GAINS-PER ATTACHED	P	VARIOUS	VARIOUS
b	ARVEST SHORT-TERM CAPITAL GAIN	P	VARIOUS	VARIOUS
c	ARVEST LONG-TERM CAPITAL LOSS	P	VARIOUS	VARIOUS
d	HARRIS CAPITAL GAINS-PER ATTACHED	P	VARIOUS	VARIOUS
e	HARRIS SHORT-TERM CAPITAL GAINS	P	VARIOUS	VARIOUS
f	UMB CAPITAL GAINS-PER ATTACHED	P	VARIOUS	VARIOUS
g	UMB LONG-TERM CAPITAL GAINS	P	VARIOUS	VARIOUS
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 1,764,108.		2,520,197.	<756,089.>
b 4,814.			4,814.
c		5,184.	<5,184.>
d 7,847,170.		8,750,001.	<902,831.>
e 154.			154.
f 1,521,134.		1,809,010.	<287,876.>
g 3.			3.
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			<756,089.>
b			4,814.
c			<5,184.>
d			<902,831.>
e			154.
f			<287,876.>
g			3.
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	<1,947,009.>
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
CASH AT BROKERS	14,365.
MONEY MARKET	275.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	14,640.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BONDS AND DEMAND NOTES	325,941.	0.	325,941.
DIVIDENDS-MUTUAL FUNDS	327,999.	0.	327,999.
DIVIDENDS-STOCK	301,109.	0.	301,109.
INTEREST-US OBLIGATIONS	62,970.	0.	62,970.
OTHER	21,179.	0.	21,179.
TOTAL TO FM 990-PF, PART I, LN 4	1,039,198.	0.	1,039,198.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BRYAN AND LITTLE	18,828.	0.		18,828.
TO FORM 990-PF, PG 1, LN 16B	18,828.	0.		18,828.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
HARRIS BANK - INVESTMENT MGMT	78,098.	78,098.		0.
UMB - INVESTMENT MGMT	20,099.	20,099.		0.
ARVEST - INVESTMENT MGMT	16,215.	16,215.		0.
TO FORM 990-PF, PG 1, LN 16C	114,412.	114,412.		0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL TAXES	7,183.	1,406.		5,777.
PROPERTY TAXES	65.	0.		65.
TAXES WITHHELD ON DIVIDENDS	826.	826.		0.
TO FORM 990-PF, PG 1, LN 18	8,074.	2,232.		5,842.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DIRECTORS' LIABILITY INSURANCE	1,033.	0.		1,033.
OFFICE & ADMINISTRATIVE	3,438.	0.		3,438.
ANNUAL MEETING	1,475.	0.		1,475.
INSURANCE EXPENSE	1,336.	0.		1,336.
TO FORM 990-PF, PG 1, LN 23	7,282.	0.		7,282.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US TREASURIES-UMB-SEE ATTACHED	X		267,866.	267,866.
US TREASURIES-HARRIS-SEE ATTACHED	X		909,127.	909,127.
TOTAL U.S. GOVERNMENT OBLIGATIONS			1,176,993.	1,176,993.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			1,176,993.	1,176,993.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK-BARTLESVILLE-SEE ATTACHED	557,430.	557,430.
CORPORATE STOCK-UMB-STOCK	1,835,292.	1,835,292.
CORPORATE STOCK-HARRIS-SEE ATTACHED	8,056,810.	8,056,810.
CORPORATE STOCK-ARVEST-SEE ATTACHED	4,089,976.	4,089,976.
TOTAL TO FORM 990-PF, PART II, LINE 10B	14,539,508.	14,539,508.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-UMB-SEE ATTACHED	1,204,939.	1,204,939.
CORPORATE BONDS-ARVEST-SEE ATTACHED	2,657.	2,657.
CORPORATE BONDS-HARRIS-SEE ATTACHED	5,972,948.	5,972,948.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,180,544.	7,180,544.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-HARRIS-SEE ATTACHED	FMV	5,414,617.	5,414,617.
MUTUAL FUNDS-ARVEST-SEE ATTACHED	FMV	3,440,970.	3,440,970.
MUTUAL FUNDS-UMB-SEE ATTACHED	FMV	1,420,564.	1,420,564.
TOTAL TO FORM 990-PF, PART II, LINE 13		10,276,151.	10,276,151.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT	
DON DONALDSON/DECEASED PO BOX 366 WELLINGTON, TX 79095	DIRECTOR 1.00	0.	0.	0.
WALTER ALLISON 1800 SE WAYLAND CT BARTLESVILLE, OK 74006	VICE PRESIDENT 1.00	1,000.	0.	0.
THOMAS JANER 416 EAST FIFTH ST BARTLESVILLE, OK 74003	SECRETARY 1.00	1,000.	0.	0.
JOHN F KANE PO BOX 729 BARTLESVILLE, OK 74006	PRESIDENT/MANAGER 10.00	73,000.	0.	0.
LARRY G MARKEL 2200 KRISTIN BARTLESVILLE, OK 74006	VICE PRESIDENT 1.00	1,000.	0.	0.
BRUCE W ROBINETT 2317 SE LONDON LN BARTLESVILLE, OK 74006	TREASURER 1.00	1,000.	0.	0.
MARK A MYERS 3750 E MOUNTAIN RD BARTLESVILLE, OK 74003	DIRECTOR 1.00	1,000.	0.	0.
JOHN B KANE 2225 DEERFIELD PL BARTLESVILLE, OK 74006	ASSISTANT SECRETARY 1.00	1,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		79,000.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AGAPE MISSION 309 SW BUCY BARTLESVILLE, OK 74003	NONE GENERAL SUPPORT	PUBLIC	3,000.
AGAPE MISSION 309 SW BUCY BARTLESVILLE, OK 74003	NONE AC/CONCRETE WORK/VAN TRANSMISSION	PUBLIC	8,100.
CHELSEA POTTER 5225 NOWATA RD, APT E-101 BARTLESVILLE, OK 74006	NONE SCHOLARSHIP	NONE	12,441.
CONCERN INC 333 SW PENN BARTLESVILLE, OK 74003	NONE GENERAL SUPPORT	PUBLIC	5,000.
GIRL SCOUTS OF EASTERN OKLAHOMA 511 SE 11TH STREET BARTLESVILLE, OK 74003	NONE REPAIRS AND EQUIPMENT FOR CAMP WAH-SHA-SHE	PUBLIC	58,098.
GREEN COUNTRY FREE CLINIC 500 SE FRANK PHILLIPS BLVD BARTLESVILLE, OK 74003	NONE GENERAL SUPPORT	PUBLIC	10,000.
INDEPENDENT SCHOOL DISTRICT #30 PO BOX 1357 BARTLESVILLE, OK 74005	NONE ARTIFICIAL TURF FOR STADIUM	PUBLIC	400,000.
JUSTIN M KIRK 615 SE ELMHURST BARTLESVILLE, OK 74006	NONE SCHOLARSHIP	NONE	14,390.

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MARY MARTHA OUTREACH PO BOX 314 BARTLESVILLE, OK 74005	NONE PURCHASE NEW BUILDING	PUBLIC	39,600.
MARY MARTHA OUTREACH PO BOX 314 BARTLESVILLE, OK 74005	NONE GENERAL SUPPORT	PUBLIC	5,000.
MOUNTAIN STATES LEGAL FOUNDATION 2596 S LEWIS WAY LAKEWOOD, CO 80227	NONE GENERAL SUPPORT	PUBLIC	10,000.
MUTUAL GIRLS CLUB 321 SW PENN BARTLESIVLLE, OK 74003	NONE GENERAL SUPPORT	PUBLIC	5,000.
OKLAHOMA WESLEYAN UNIVERSITY 2201 SILVERLAKE RD BARTLESVILLE, OK 74006	NONE RESTORATION OF LAQUINTA	PUBLIC	300,000.
ON THE ROCK MINISTRIES 122 SW PARK BARTLESVILLE, OK 74003	NONE GENERAL SUPPORT	PUBLIC	5,000.
SALVATION ARMY 101 N. BUCY BARTLESVILLE, OK 74003	NONE GENERAL SUPPORT	PUBLIC	12,500.
SAMARITAN COUNSELING 245 SE MADISON BLVD BARTLESVILLE, OK 74006	NONE GENERAL SUPPORT	PUBLIC	5,000.
WASHINGTON COUNTY 4-H LEADERS & SUPPORT PO BOX 10 AG CENTER DEWEY, OK 74029	NONE GENERAL SUPPORT	PUBLIC	5,000.
WASHINGTON COUNTY ELDERCARE 1223 SE SWAN DRIVE BARTLESVILLE, OK 74006	NONE GENERAL SUPPORT	PUBLIC	15,000.

LYON FOUNDATION

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ARC-INDUSTRIES 501 SW VIRGINIA BARTLESVILLE, OK 74003	NONE NEW GROUP HOME	PUBLIC	187,714.
RAY OF HOPE ADVOCACY CENTER 415 SE DEWEY BARTLESVILLE, OK 74003	NONE REMODEL DONATED HOME	PUBLIC	70,641.
AMERICAN LEGION - POST 105 501 NE WASHINGTON BLVD BARTLESVILLE, OK 74006	NONE RESURFACE PARKING LOT	PUBLIC	80,795.
AD LIB SINGERS 4835 SE BARLOW DR BARTLESVILLE, OK 74006	NONE SOUND EQUIPMENT	PUBLIC	3,161.
BARTLESVILLE COMMUNITY FOUNDATION 501 S JOHNSTONE BARTLESVILLE, OK 74003	NONE RELOCATE, PRESERVE TRAIN ENGINE	PUBLIC	50,000.
BARTLESVILLE AREA FRIENDS OF THE PARKS PO BOX 1001 BARTLESVILLE, OK 74005	NONE REPAIR METAL ROOFS/DEPOT/CONCESSION STAND	PUBLIC	15,507.
BARTLESVILLE POLICE RESERVES P.O. BOX 63 BARTLESVILLE, OK 74005	NONE RADIOS, BATTERIES, CHARGERS, VESTS	PUBLIC	10,655.
BARTLESVILLE SYMPHONY ORCHESTRA 300 SE ADAM BLVD BARTLESVILLE, OK 74003	NONE INSTRUMENTS	PUBLIC	20,000.
BLUESTEM REGIONAL MEDICAL FOUNDATION 3500 SE FRANK PHILLIPS BLVD BARTLESVILLE, OK 74006	NONE GENERAL SUPPORT	PUBLIC	5,000.
CRISIS PREGNANCY OUTREACH PO BOX 1113 JENKS, OK 74037	NONE GENERAL SUPPORT	PUBLIC	5,000.

LYON FOUNDATION

23-7299980

GRAND LAKE MENTAL HEALTH CENTER 114 W DELAWARE NOWATA, OK 74048	NONE PURCHASE BUILDING	PUBLIC	64,200.
GREEN COUNTRY VILLAGE 1025 SWAN DRIVE BARTLESVILLE, OK 74006	NONE RENOVATIONS	PUBLIC	120,000.
LIGHTHOUSE OUTREACH CENTER 1411 W HENSLEY BARTLESVILLE, OK 74003	NONE GENERAL SUPPORT	PUBLIC	12,500.
MARTHA'S TASK 718 S JOHNSTONE AVE BARTLESVILLE, OK 74003	NONE GENERAL SUPPORT	PUBLIC	7,000.
MARTHA'S TASK 718 S JOHNSTONE AVE BARTLESVILLE, OK 74003	NONE CONSTRUCTION PROJECTS	PUBLIC	10,000.
OLDER CITIZENS SERVICES 301 E ANGUS DEWEY, OK 74029	NONE PURCHASE FREEZERS	PUBLIC	10,000.
RAY OF HOPE ADVOCACY CENTER 415 SE DEWEY BARTLESVILLE, OK 74003	NONE GENERAL SUPPORT	PUBLIC	10,000.
ROGERS STATE UNIVERSITY 401 SE DEWEY BARTLESVILLE, OK 74003	NONE CLASSROOM RENOVATION	PUBLIC	60,000.
SALVATION ARMY 101 N. BUCY BARTLESVILLE, OK 74003	NONE EQUIPMENT DISASTER CANTEEN	PUBLIC	4,105.
WASHINGTON COUNTY ELDERCARE 1223 SE SWAN DRIVE BARTLESVILLE, OK 74006	NONE TRANSMISSION FOR VAN AND EDUCATION DISPLAY	PUBLIC	11,000.

LYON FOUNDATION

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WESLEYAN CHRISTIAN SCHOOL
1780 SILVER LAKE ROAD
BARTLESVILLE, OK 74006

NONE
GENERAL SUPPORT

PUBLIC

25,000.

YMCA OF BARTLESVILLE
101 NE OSAGE BARTLESVILLE, OK
74003

NONE
GENERAL SUPPORT

PUBLIC

20,000.

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

1,715,407.

UMB Portfolio Value

As of 12/31/2009

2/12/2010

Page 1

Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Bond						
Federal Farm Credit Bank 3 7...	100,000 000	1 047		99,963 00	4,757.00	104,720 00
Federal Farm Credit Bank 4 6 .	100,000 000	1 015		100,840 00	690 00	101,530 00
Federal Home Ln Mtg Corp 4 ..	75,000 000	1 094		75,527 25	6,551 25	82,078 50
Federal Home Ln Mtg Corp 5	75,000 000	1 086		76,363.50	5,105 25	81,468 75
Federal Home Loan BAnk 4 7	25,000 000	1 088		25,395 50	1,815 50	27,211 00
Federal Home Loan Mortgage . .	100,000 000	1 100		102,350 00	7,650 00	110,000 00
Fed'l Home Loan Mort Corp 4 .	100,000 000	1 010		100,000 00	972 00	100,972 00
FHLB 5% 9/12/2016	100,000 000	1 049		101,567 00	3,371.00	104,938 00
FHLB 5 3% 4/11/2017	100,000 000	1 053		101,670 00	3,670.00	105,340 00
FNMA 4 25% due 8/15/2010	50,000 000	1 024		49,831 60	1,387 40	51,219 00
General Electric Co @5% due ...	50,000 000	1 058		52,674 00	224 00	52,898 00
GNMA II 5% due 3/15/2019	15,068 635	1 056		15,275 83	642 77	15,918 60
GNMA II 5 5% due 12/20/2017	8,374 588	1 065		8,589 17	333 70	8,922 87
GNMA II Pool #3915 5 5% 11/	42,294 370	1 060		42,664 44	2,174 20	44,838 64
Government National Mortgag	75,000 000	1 038		73,880 86	3,999 59	77,880 45
Gov't National Mtg Assn 5 5% .	29,878 287	1 064		30,587 88	1,213.82	31,801 70
Merrill Lynch & Co @4% due .	50,000 000	0 999		50,000 00	-71 50	49,928 50
Wal-mart Stores @4 55% due	50,000 000	1 065		51,314 00	1,959 00	53,273 00
TOTAL Bond				1,158,494.03	46,444.98	1,204,939.01
MTL Fds						
Dodge & Cox Funds	8,888 266	31 850		259,528 33	23,562 94	283,091 27
ETF Barclays 1-3 Year Credit	950 000	103 960		96,413 89	2,348 11	98,762 00
IShares TR S&P Midcap 400 I	5,925.000	72 410		359,561 16	69,468 09	429,029 25
LKCM Small Cap Equity Fund	12,698 190	16 160		170,374 46	34,828 29	205,202 75
S&P Smlcp 600/Barra Growth	2,575.000	57 140		119,300 23	27,835 27	147,135 50
Scout International Fund	8,831 272	29 140		210,176 64	47,166 63	257,343 27
TOTAL MTL Fds				1,215,354.71	205,209.33	1,420,564.04
Stock						
Abbott Laboratories	650 000	53 990		37,647 95	-2,554 45	35,093 50
Adobe Sys Inc	1,450.000	36 780		54,802 02	-1,471.02	53,331 00
Altera Corp	1,250 000	22 630		25,325 00	2,962 50	28,287 50
AT & T Inc	1,555 000	28 030		59,135 41	-15,548 76	43,586 65
Baxter International	700.000	58 680		36,235 44	4,840 56	41,076 00
Becton Dickinson & Co	525 000	78 860		43,950 56	-2,549 06	41,401 50
Boeing Co	700 000	54 130		36,155 08	1,735 92	37,891 00
Cerner Corp	350 000	82 440		15,511 94	13,342 06	28,854 00
Chevron Corp	495 000	76 990		37,138 25	971 80	38,110 05
Cisco Systems Inc	2,000 000	23 940		49,827 98	-1,947 98	47,880.00
Coca Cola Co	1,000 000	57 000		47,738 10	9,261 90	57,000 00
ConocoPhillips	625 000	51 070		39,809 49	-7,890 74	31,918 75
CVS Caremark Corp	975 000	32 210		35,947.58	-4,542 83	31,404 75
Danaher Corp Del	500 000	75 200		35,779 40	1,820 60	37,600 00
Dover	850 000	41 610		28,574 79	6,793 71	35,368 50
Duke Energy Hldg Corp	2,400 000	17 210		34,656 00	6,648 00	41,304 00
Ebay Inc	2,100 000	23 530		37,695 00	11,718 00	49,413 00
Emerson Electric Co	625 000	42 600		21,225 00	5,400 00	26,625 00
EOG Resources	300 000	97 300		19,438 89	9,751 11	29,190 00
Exelon Corp	635 000	48 870		43,564 83	-12,532 38	31,032 45

UMB Portfolio Value

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
ExxonMobile Corp	880 000	68 190		62,520 96	-2,513 76	60,007 20
FPL Group Inc	650 000	52 820		33,369.22	963.78	34,333 00
Genzyme Corp	550 000	49.010		38,888 75	-11,933 25	26,955 50
Gilead Sciences Inc	550 000	43 270		21,882 13	1,916 37	23,798 50
Google Inc	80 000	619 980		38,838.62	10,759 78	49,598.40
H&R Block Inc	2,400 000	22 620		36,143 28	18,144 72	54,288 00
Home Depot	1,275 000	28.930		32,215 00	4,670 75	36,885 75
Illinois Tool Works Inc	600 000	47 990		24,271 63	4,522 37	28,794 00
Intel Corp	2,170 000	20 400		52,349 43	-8,081 43	44,268 00
International Business Machin	200 000	130 900		17,680 00	8,500 00	26,180 00
Marathon Oil Corp	850 000	31 220		28,424 00	-1,887 00	26,537 00
McDonalds Corp	540 000	62 440		25,021 03	8,696 57	33,717 60
Microsoft Corp	1,400 000	30 480		41,187 35	1,484 65	42,672 00
Nokia Corp ADR	1,800 000	12 850		28,254 00	-5,124 00	23,130 00
Norfolk Southern Corp	700 000	52 420		29,274 95	7,419 05	36,694 00
Northern Tr Corp	675 000	52 400		40,163 28	-4,793 28	35,370 00
Occidental Petroleum Corp	370 000	81 350		25,737.20	4,362 30	30,099 50
Oracle Corp	1,050 000	24.530		16,502 26	9,254 24	25,756 50
Peabody Energy Corp	575 000	45 210		20,623 58	5,372 17	25,995 75
Philip Morris International Inc	800 000	48 190		34,807 43	3,744 57	38,552 00
Praxair Inc	450 000	80 310		28,656 68	7,482 82	36,139 50
Proctor & Gamble	1,000 000	60 630		60,982 11	-352 11	60,630 00
Roche Holding Ltd	1,100 000	42 520		37,949 46	8,822 54	46,772 00
Target Corp	700 000	48 370		36,035 68	-2,176 68	33,859.00
TJX Cos	1,000 000	36 550		33,383 91	3,166 09	36,550 00
Toronto Dominion Bank	500.000	62 720		25,156 25	6,203 75	31,360 00
United Technologies Corp	500 000	69 410		27,432 50	7,272.50	34,705 00
US Bancorp Del	1,750.000	22 510		33,218.75	6,173 75	39,392 50
Wells Fargo & Co	1,700 000	26 990		25,568 00	20,315 00	45,883 00
TOTAL Stock				1,696,696.15	138,595.20	1,835,291.35

T.Notes

U S Treasury Note 4% due 11/	100,000 000	1 068		99,492 19	7,327 81	106,820 00
U S Treasury Note 4 25% due .	50,000 000	1 080		50,337 89	3,677 61	54,015 50
U S Treasury Note 4 25% due	100,000.000	1 070		100,531 25	6,499 75	107,031 00
TOTAL T.Notes				250,361.33	17,505.17	267,866.50

TOTAL Investments				4,320,906.22	407,754.68	4,728,660.90
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Harris Portfolio Value 12/31/09

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Bond						
Amer Express CR 5 125% 8/2	65,000 000	1 054		64,937 60	3,554 85	68,492.45
Avalonbay Commun Mtn 6 1%	65,000 000	1 021		64,904 45	1,470 95	66,375.40
Bank of Amer CRP 2 1% 4/30/	130,000 000	1 009		129,961 00	1,238 90	131,199.90
Bank of America 6 25% 4/15/2	60,000 000	1.071		62,257 80	2,021 40	64,279 20
Bear Stearns CMO 5 201% 12	50,000 000	0 961		34,593.75	13,450 75	48,044 50
Boeing Cap Corp 3 25% 10/27	25,000 000	0 993		24,945 00	-130 00	24,815 00
Burlington CA 7 95% 8/15/2030	50,000 000	1 234		56,685 50	5,027 50	61,713 00
Capital One ABS 4 94% 7/15/12	62,483 440	1 018		60,555 24	3,079 14	63,634 38
Carmax Auto ABS 5 14% 11/1	23,127 000	1.023		21,334.66	2,321 02	23,655 68
Cisco Systems Inc 5 25% 2/22	75,000 000	1 049		76,869.00	1,830 75	78,699.75
Citigroup Inc 6 5% 1/18/2011	60,000 000	1.046		61,771 80	971 40	62,743 20
Cntrywide Alt CMO 5 25% 7/2	57,122 420	0 902		52,267 03	-771 17	51,495 86
Conoco Inc 6 95% 4/15/2029	60,000 000	1 134		66,436 20	1,576 80	68,013 00
CRH America Inc 5 62% 9/30/	60,000 000	1 051		59,221 20	3,850 80	63,072 00
FHLMC 4 125% 9/27/13	100,000 000	1 066		102,461 20	4,101 80	106,563 00
FHLMC GD PL #G08193 6% 4	171,293.460	1 062		173,113 44	8,832 76	181,946 20
First Horizon CMO 5 5% 8/25/	57,637.890	0 807		50,955 49	-4,457 85	46,497 64
FNMA #889757 5% 2/1/38	81,381.770	1 028		83,810 50	-135.39	83,675 11
FNMA 3 375% 5/19/2011	120,000 000	1 035		119,851 32	4,385 88	124,237 20
FNMA 3 625% 2/12/13	100,000 000	1 049		100,748 30	4,126 70	104,875 00
FNMA 3 625% 8/15/2011	120,000 000	1 042		120,640 08	4,385 52	125,025 60
FNMA PL #254591 5 5% 1/1/2	188,369 190	1 065		191,577.39	9,000 01	200,577 40
FNMA PL #254800 5 5% 7/1/23	152,790 720	1 060		156,658 23	5,254 10	161,912 33
FNMA PL #357909 5 5% 8/01/	178,962 070	1 050		176,613 19	11,372.15	187,985 34
FNMA PL #555880 5 5& 11/01	187,678 410	1 051		185,625 69	11,631.83	197,257 52
FNMA PL #725232 5% 3/1/2034	214,580 480	1 030		205,840 11	15,257.18	221,097.29
FNMA PL #745730 5 5% 3/01/	206,466.620	1 051		202,272 79	14,731 89	217,004 68
FNMA PL #804292 5% 11/01/	152,295 150	1 029		146,488 90	10,288 30	156,777 20
FNMA PL #838736 4 5% 9/1/35	58,853 120	1 003		60,094 57	-1,069 60	59,024 97
FNMA PL #934262 6% 6/1/38	217,775 080	1 060		221,620 18	9,256 25	230,876 43
FNMA PL#889579	187,240 310	1 061		186,889 23	11,731 55	198,620 78
Ford Crdt Auto ABS 2 42% 11/	100,000 000	0 988		99,997 69	-1,188 69	98,809 00
Ford Credit ABS 4 5% 7/15/14	100,000.000	1 050		104,722 66	306 34	105,029 00
FPL Group Captl 7 875% 12/1	75,000 000	1 204		75,000 00	15,262.50	90,262 50
GE Cap Coml V-M 5 51234%	85,000 000	0 977		64,692 97	18,317 18	83,010 15
General Elec Cap Corp 4 87%	75,000 000	1 039		74,423 25	3,486 75	77,910 00
General Electric Cap Corp 2 2	120,000 000	1 014		119,952 00	1,786 80	121,738 80
General Mills 5 25% 8/15/2013	65,000 000	1 079		64,859 60	5,265 00	70,124 60
GNMA Ser 78 CMO 4 42% 1/1	120,000 000	1 034		115,518 75	8,561 25	124,080 00
Goldman Sachs 6 34% 2/15/2	60,000 000	0 936		51,721 80	4,453 80	56,175 60
Greenwich Cap CMO 5 381%	100,000 000	1 013		81,500 00	19,805 00	101,305 00
Greenwich CMO V-A 5 224%	90,000 000	0 947		64,585 55	20,663 35	85,248 90
John Deere Cap Corp 5 1% 1/	75,000 000	1 063		75,665 25	4,059 00	79,724 25
JP Morgan Chase 5 125% 9/1	60,000 000	1 055		57,016 20	6,269.40	63,285 60
Kinder Morgan LP 6 5% 2/1/2	60,000 000	1 008		56,940 60	3,514 20	60,454 80
LB-UBS CMO 5 661% 3/15/39	65,000 000	0 926		43,605 86	16,608 19	60,214 05
Mastr Asset Sec CMO 5 5% 1	76,047 200	1 007		75,619 45	938 79	76,558 24
Mercedes-Benz ABS 1 67% 1/	55,000 000	0 999		54,998 63	-3 58	54,995 05
Natl City Bank 4 625% 5/1/13	65,000 000	1 025		60,531 25	6,062 55	66,593 80
Proctor & Gamble Co 4 6% 1/	75,000 000	1 065		74,983 50	4,875 00	79,858 50

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
PSEG Power LLC 7 75% 4/15/	45,000 000	1 070		48,562 65	-410 40	48,152 25
Residential Fun CMO 5% 5/25.	63,445 930	1 015		65,151.04	-753.42	64,397 62
Safeway Inc 5% 8/15/19	65,000 000	0.992		64,463 75	-5 20	64,458 55
Schering-Plough 5 5% 12/01/2	60,000 000	1.099		60,765.60	5,178.00	65,943 60
Simon Prop GP LP 6 75% 5/1	75,000 000	1 066		80,593.50	-667.50	79,926 00
Southern Pwr Co 4 87% matur	60,000 000	1 041		56,684 40	5,764 80	62,449 20
United Tech Corp 6 12% 2/1/19	75,000 000	1 105		74,878 50	8,000 25	82,878 75
USAA Auto Owner ABS 2 53%	65,000 000	0 994		64,998 67	-369 82	64,628 85
Verizon Global 5 85% 9/15/2035	50,000 000	0 975		44,532 00	4,224 50	48,756 50
Virginia Elec PWR 4.75% 3/1/..	60,000.000	1 046		59,288 40	3,490 20	62,778 60
Vodafone Group PLC 3 375%	110,000 000	0 968		109,120 00	-2,656 50	106,463 50
Wachovia Corp 5 3% 10/15/20	75,000 000	1 062		70,269 00	9,345 00	79,614 00
Wellpoint Inc 5 875% 6/15/17	100,000 000	1 030		97,534 00	5,491 00	103,025 00
TOTAL Bond				5,635,177.36	333,859.89	5,969,037.25

Mtl Fds

Virtus Discipl Small-Cap Opt F	72,360 999	10 340		1,293,440 72	-545,227 99	748,212 73
Virtus Discipl Sm-cap Value F	33,902.651	24 890		1,336,381 26	-492,544 28	843,836 98
Virtus Foreign Opportunites I	126,806.078	20 110		2,562,734.86	-12,664 63	2,550,070 23
Virtus High Yield Income Fund I	124,754 626	10 200		1,375,515.11	-103,017 92	1,272,497.19
TOTAL Mtl Fds				6,568,071.95	-1,153,454.83	5,414,617.12

Stock

Accenture PLC CL A	2,200 000	41 500		76,261 51	15,038 49	91,300 00
American Express	1,100 000	40 520		45,155 65	-583.65	44,572 00
American Financial Inc Ohio	3,200 000	24 950		74,093 87	5,746 13	79,840 00
Amerisourcebergen Corp	5,900 000	26 070		138,346 62	15,466 38	153,813.00
Amgen Inc	2,750 000	56 570		161,114 85	-5,547.35	155,567 50
Apple Inc	550 000	210 730		98,671 20	17,230 30	115,901.50
Arch Capital Group Ltd	2,850 000	71 550		188,617 42	15,300 08	203,917 50
Archer Daniels Midland Co	5,500 000	31 310		149,388 70	22,816 30	172,205 00
Arrow Electrs Inc	2,600 000	29 610		91,377 55	-14,391 55	76,986 00
Ashland Inc	2,100 000	39.620		58,846 55	24,355.45	83,202 00
Astrazeneca PLC ADR	4,200 000	46 940		167,341 30	29,806 70	197,148 00
AT&T	4,066 000	28 030		154,959 62	-40,989 64	113,969 98
Autonation Inc	4,000 000	19 150		70,471 06	6,128 94	76,600 00
Avnet Inc	3,200 000	30 160		81,961 85	14,550 15	96,512 00
Bank America Corp	6,800 000	15 060		204,822 74	-102,414 74	102,408 00
Berkley W R Corp	2,100 000	24 640		46,207 08	5,536 92	51,744 00
Best Buy Company Inc	1,600 000	39 460		59,702 72	3,433 28	63,136 00
Big Lots Inc	3,200 000	28 980		89,081 33	3,654 67	92,736 00
Broadcom Corp Com	1,500 000	31 470		41,696 08	5,508 92	47,205 00
Capital One Financial Corp	1,200 000	38 340		47,775 72	-1,767 72	46,008 00
Centurytel Inc	6,144.000	36 210		254,238 84	-31,764 60	222,474 24
Chevron Corp	1,400 000	76 990		118,620 74	-10,834 74	107,786 00
Cisco Systems Inc	5,900 000	23 940		150,027 78	-8,781 78	141,246 00
Coca Cola Enterprises Inc	5,400 000	21 200		112,130 72	2,349 28	114,480 00
Colgate-Palmolive Co	1,550 000	82 150		89,851 52	37,480 98	127,332 50
Computer Sciences Corp	1,700 000	57 530		87,540 91	10,260 09	97,801 00
Crown Holdings Inc	4,800 000	25 580		126,140 94	-3,356 94	122,784 00
Del Monte Foods Co	13,200 000	11 340		149,697 68	-9 68	149,688 00
Dollar Tree Inc	2,000 000	48 300		80,565 09	16,034 91	96,600 00

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Ensco International Spons ADR	800 000	39 940		33,740 00	-1,788.00	31,952 00
Exxon Mobil Corp	3,900.000	68 190		209,766 84	56,174 16	265,941.00
Family Dollar Stores Inc	1,900 000	27.830		51,612 22	1,264 78	52,877 00
Freeport-McMoran Copper & .	1,700 000	80 290		105,954 55	30,538 45	136,493.00
General Electric Co	6,050 000	15 130		203,746 72	-112,210.22	91,536.50
Goldman Sachs Group Inc	1,050 000	168 840		162,066 44	15,215 56	177,282 00
Google Inc-CL A	130 000	619 980		76,256 42	4,340 98	80,597 40
Hewlett Packard Company	3,200 000	51 510		98,951 16	65,880 84	164,832 00
Humana Inc	500 000	43 890		14,937 34	7,007 66	21,945 00
IBM	2,050 000	130 900		227,237 80	41,107 20	268,345 00
Ingram Micro Inc	6,500 000	17.450		122,839 07	-9,414 07	113,425 00
International Paper Co	2,500 000	26 780		59,156 41	7,793 59	66,950 00
Johnson & Johnson	2,300.000	64 410		154,617 80	-6,474 80	148,143 00
JP Morgan Chase & Co	3,900 000	41 670		173,385 16	-10,872 16	162,513 00
KBR Inc	4,400 000	19 000		100,473 05	-16,873 05	83,600 00
Lender Processing	700 000	40 660		20,985 54	7,476 46	28,462 00
Liberty W/I A	3,900 000	10 840		44,894 92	-2,618 92	42,276 00
Life Technologies Corp	1,400 000	52 220		62,346 52	10,761.48	73,108 00
Lockheed Martin Corp	1,800 000	75 350		157,275 22	-21,645 22	135,630.00
Lorillard, Inc	2,050 000	80 230		160,912 07	3,559 43	164,471.50
Lubrizol Corp	1,500 000	72 950		94,875 77	14,549 23	109,425 00
Macy's Inc	3,950 000	16 760		64,832 41	1,369 59	66,202 00
Manpower Inc Wisconsin	900 000	54 580		47,306 12	1,815 88	49,122 00
McKesson Corp	3,250 000	62 500		189,857 92	13,267 08	203,125 00
Medco Health Solutions Inc	1,050 000	63 910		46,597 69	20,507 81	67,105 50
Microsoft Corp	4,200 000	30 480		118,914 68	9,101 32	128,016 00
National Oilwell Inc	1,000 000	44 090		73,102 88	-29,012 88	44,090.00
Newfield Exploration Co	1,400 000	48 230		54,299 50	13,222 50	67,522 00
Noble Corp	3,900 000	40 700		151,466 12	7,263 88	158,730 00
Northrop Grumman Corp	1,000 000	55 850		69,398 48	-13,548 48	55,850 00
Occidental Pete Corp	1,150 000	81 350		94,505 87	-953 37	93,552 50
Oracle Corporation	6,700 000	24 530		94,765 79	69,585 21	164,351 00
Pfizer Inc	5,600 000	18 190		131,764 51	-29,900 51	101,864 00
Prudential Finl Inc	1,300 000	49 760		44,139 03	20,548 97	64,688.00
Rock-Tenn Co CL A	1,300 000	50 410		51,642 50	13,890 50	65,533 00
Supervalu Inc	5,550 000	12 710		229,941 10	-159,400 60	70,540 50
Symantec Corp	4,100 000	17.890		55,359 43	17,989 57	73,349 00
Teva Pharmaceutical Inds LT	800 000	56 180		41,014 96	3,929 04	44,944.00
Timken Co	1,700 000	23 710		42,295 00	-1,988 00	40,307 00
TJX COS Inc	2,950 000	36 550		93,635 39	14,187 11	107,822 50
Total S A Spon ADR	700 000	64 040		38,991 32	5,836 68	44,828 00
Transatlantic Hldgs Inc	800 000	52 110		43,631 43	-1,943 43	41,688 00
TRW Automotive Holdings Corp	2,900 000	23 880		51,051 79	18,200 21	69,252 00
URS Corp	1,000 000	44 520		50,076 97	-5,556 97	44,520 00
Watson Pharmaceuticals Inc	3,200 000	39 610		115,051 64	11,700 36	126,752 00
Wells Fargo & Co	3,200 000	26 990		92,676 93	-6,308 93	86,368 00
Western Digital Corp	3,800 000	44 150		116,979 67	50,790 33	167,770 00
Western Union-WI	5,050 000	18 850		106,681 56	-11,489 06	95,192 50
Yum Brands Inc	1,400 000	34 970		54,576 39	-5,618 39	48,958 00
TOTAL Stock				7,915,295.74	141,514.38	8,056,810.12

TNOTES

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
US Treasury Bonds 4 75% 2/1	205,000 000	1 022		211,431 09	-1,945 69	209,485 40
US Treasury Bonds 5 375% 2/	30,000 000	1 105		33,151 17	-1.17	33,150 00
US Treasury Bonds 6% 2/15/2	120,000.000	1 170		140,255 17	125.63	140,380.80
US Treasury Notes 1.375% 11	20,000.000	0 993		20,037.57	-181 37	19,856 20
US Treasury Notes 4% 2/15/2	125,000 000	1 063		133,286 63	-435 38	132,851 25
US Treasury Notes 4% 8/15/18	100,000 000	1 021		102,258 21	-125 21	102,133 00
US Treasury Notes 4 75% 8/1	250,000 000	1 085		265,098 66	6,171 34	271,270 00
TOTAL TNOTES				905,518.50	3,608.15	909,126.65
TOTAL Investments				21,024,063.55	-674,472.38	20,349,591.17

Bartlesville Portfolio Value

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Stock						
ConocoPhillips	3,000 00	51 07		67,947.13	85,262.87	153,210 00
DTE Energy Co	4,400 00	43 59		99,645 80	92,150 20	191,796.00
Progress Energy Inc	5,165 00	41 01		90,164.74	121,651 91	211,816 65
Progress Energy-Contgnt val ob	4,050 00	0.15		2,207 25	-1,599 75	607 50
TOTAL Stock				259,964.92	297,465.23	557,430.15
TOTAL Investments				259,964.92	297,465.23	557,430.15

Arvest Portfolio Value

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
Bond						
FHLMC Pool	1,023 460	1.037		1,007.02	54.78	1,061 80
GNMA Pool	1,559 280	1.023		1,559.28	36.11	1,595 39
TOTAL Bond				2,566.30	90.89	2,657.19
Mutual Fund						
ABG Bond Fund lot 1	3,767 488	109 139		396,178 98	15,002 44	411,181 42
ABG Bond Fund lot 5	3,279 695	109 139		329,301 15	28,642 83	357,943 98
ABG Bond Fund lot 6	7,058 038	109.139		695,715 32	74,594 79	770,310 11
ABG Bond Fund lot 7	4,804 910	109 139		497,016 83	27,388 22	524,405 05
ABG Bond Fund lot 8	2,388 018	109 139		248,438.55	12,188 33	260,626 88
Goldman Sach TR Mid Cp Val	18,630.210	29 170		383,891 72	159,551 51	543,443 23
MFS Instl TR Intl Equity FD #4	34,963 804	16 390		401,973 70	171,083 05	573,056 75
TOTAL Mutual Fund				2,952,516.25	488,452.91	3,440,969.16
Stock						
Accenture PLC	2,851 000	41 500		105,454 78	12,861 72	118,316.50
Adobe Systems Inc	2,838 000	36 780		83,406 55	20,975 09	104,381 64
AECOM Technology Corp	3,185 000	27.500		89,055 50	-1,468.00	87,587 50
Alcoa Inc	9,687.000	16 120		86,719 77	69,434 67	156,154 44
Allstate Corp	2,854 000	30 040		93,507 45	-7,773 29	85,734 16
Apollo Group Inc Cl A	1,338 000	60 580		92,731 30	-11,675 26	81,056 04
Apple Computer Inc	665 000	210 732		83,733 68	56,403 10	140,136 78
AT&T Inc	4,365 000	28 030		119,976.39	2,374 56	122,350 95
Bank of Amer Corp	7,663 000	15 060		95,279 87	20,124.91	115,404 78
Baxter International Inc	1,670.000	58 680		104,917 08	-6,921 48	97,995 60
Becton Dickinson & Co	1,332 000	78.860		113,087 07	-8,045 55	105,041 52
BP Amoco PLC	1,933 000	57 970		72,649 43	39,406 58	112,056 01
Cisco Systems Inc	5,041 000	23.940		95,438.23	25,243 31	120,681 54
Coco Cola Co	1,927.000	57 000		83,742 60	26,096 40	109,839 00
ConocoPhillips	2,021 000	51.070		98,665 09	4,547 38	103,212 47
Corning Inc	5,530 000	19 310		47,385 46	59,398 84	106,784 30
Devon Energy Corp	1,587 000	73 500		131,824.19	-15,179 69	116,644 50
Disney Com Stk	4,175 000	32 250		123,685.83	10,957 92	134,643 75
General Electric	6,727 000	15.130		131,381.70	-29,602 19	101,779 51
General Mills	1,623.000	70 810		111,201.15	3,723 48	114,924 63
Helmerich & Payne Inc	2,199 000	39 880		77,308 04	10,388 08	87,696 12
Hewlett Packard Co	2,319 000	51 510		109,433 61	10,018 08	119,451 69
HJ Heinz	2,411 000	42 760		79,711 78	23,382 58	103,094 36
IBM	810 000	130.900		98,875 97	7,153 03	106,029 00
J P Morgan Chase & Co	1,926 000	41 670		73,168.74	7,087 68	80,256.42
Johnson & Johnson	1,633 000	64 410		99,072 20	6,109 33	105,181 53
Lockheed Martin Corp	1,047 000	75.350		109,763 19	-30,871.74	78,891.45
Lowes Cos Inc	3,851 000	23 390		74,806 45	15,268 44	90,074 89
Manulife Finl Corp	3,887 000	18 340		60,185 92	11,101 66	71,287 58
Morgan Stanley Dean Witter &	3,078 000	29 600		92,143 01	-1,034 21	91,108 80
Noble Corp	2,303 000	40 700		95,298.14	-1,566.04	93,732 10
NYSE Euronext	3,857 000	25 300		86,525 24	11,056 86	97,582.10
Pfizer	1,933.000	18.190		34,136.78	1,024 49	35,161 27
Proctor & Gamble	1,642 000	60 630		96,155 78	3,398 68	99,554 46
Southern Co	2,737 000	33 320		93,900 90	-2,704 06	91,196 84

Arvest Portfolio Value

As of 12/31/2009

2/12/2010

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Security	Shares	Quote/Price	est	Cost Basis	Gain/Loss	Balance
TJX Companies Inc	2,936 000	36.550		60,086 41	47,224.39	107,310 80
Transocean LTD Switzerland	1,231 000	82.800		76,652 85	25,273 95	101,926 80
United Technologies	1,695 000	69.410		84,156 75	33,493.20	117,649.95
Verizon Communications	2,714.000	33 130		97,663 29	-7,748 47	89,914 82
Wells Fargo & Co	3,266.000	26.990		89,831 56	-1,682 22	88,149 34
TOTAL Stock				3,652,719.73	437,256.21	4,089,975.94
TOTAL Investments				6,607,802.28	925,798.27	7,533,600.55

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Harris Capital Gains

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Arrow Electrs Inc	200 000	6/12/2006	12/28/2009	5,908 84	6,473 88	-565 04
				5,908.84	6,473.88	-565.04
Ashland Inc						
Ashland Inc	350 000	6/1/2009	11/1/2009	11,965 49	9,915 78	2,049.71
Ashland Inc	100 000	6/2/2009	11/1/2009	3,418 71	2,845 28	573 43
Ashland Inc	250 000	6/2/2009	11/1/2009	8,546 78	7,119 88	1,426 90
				23,930.98	19,880.94	4,050.04
Assurant Inc						
Assurant Inc	300.000	3/9/2005	6/1/2009	7,142 00	10,248 99	-3,106 99
Assurant Inc	550.000	3/9/2005	6/1/2009	13,214 78	18,789 82	-5,575 04
Assurant Inc	150 000	3/9/2005	6/2/2009	3,598.05	5,124 50	-1,526 45
Assurant Inc	600 000	6/8/2005	6/2/2009	14,392 18	21,498 12	-7,105 94
Assurant Inc	750 000	6/8/2005	7/1/2009	18,092 68	26,872 65	-8,779 97
Assurant Inc	50 000	6/8/2005	7/1/2009	1,211.82	1,791 51	-579 69
Assurant Inc	200 000	6/8/2005	7/2/2009	4,687.87	7,166 04	-2,478 17
Assurant Inc	400 000	9/14/2005	7/2/2009	9,429 07	15,180 92	-5,751 85
Assurant Inc	300 000	4/11/2007	7/2/2009	7,071 81	16,752 00	-9,680 19
Assurant Inc	200.000	4/11/2007	7/6/2009	4,585 24	11,168 00	-6,582.76
Assurant Inc	100 000	11/5/2008	7/6/2009	2,292 62	2,641 87	-349 25
				85,718.12	137,234.42	-51,516.30
Astrazeneca PLC ADR						
Astrazeneca PLC ADR	400 000	1/7/2009	12/28/2009	18,733 51	16,532 68	2,200 83
				18,733.51	16,532.68	2,200.83
AT&T						
AT&T	2,300 000	9/15/2006	4/1/2009	59,665.80	72,923.19	-13,257.39
AT&T	1,257 250	9/15/2006	4/1/2009	32,694 35	39,862 04	-7,167 69
AT&T	1,258.750	10/13/2006	4/1/2009	32,733 36	42,132 79	-9,399 43
AT&T	284 000	4/2/2007	4/1/2009	7,385.32	11,127 21	-3,741 89
AT&T	300 000	4/2/2007	12/28/2009	8,452.28	11,754 09	-3,301 81
				140,931.11	177,799.32	-36,868.21
Autonation Inc						
Autonation Inc	400 000	6/1/2009	12/28/2009	7,801 79	6,731 20	1,070 59
				7,801.79	6,731.20	1,070.59
Autozone Inc						
Autozone Inc	255 000	3/26/2008	11/1/2009	34,912 71	30,214 06	4,698 65
Autozone Inc	135.000	3/26/2008	11/1/2009	18,401 68	15,995 68	2,406 00
Autozone Inc	10 000	3/26/2008	11/2/2009	1,366 33	1,184 87	181 46
Autozone Inc	190 000	10/9/2008	11/2/2009	25,960 30	20,262.67	5,697 63
Autozone Inc	135 000	10/9/2008	11/2/2009	18,491 15	14,397 16	4,093 99
				99,132.17	82,054.44	17,077.73
Avnet Inc						
Avnet Inc	700 000	2/2/2007	1/7/2009	13,059.40	22,570.73	-9,511 33
Avnet Inc	100 000	2/2/2007	1/7/2009	1,879 49	3,224 39	-1,344 90
Avnet Inc	200 000	2/2/2007	1/7/2009	3,758 97	6,442 96	-2,683 99
Avnet Inc	1,800 000	2/2/2007	1/7/2009	33,396 11	57,986 64	-24,590 53

Harris Capital Gains
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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L.
Avnet Inc	200 000	2/2/2007	12/28/2009	5,934 84	6,442 96	-508 12
				58,028.81	96,667.68	-38,638.87

Bank America Corp

Bank America Corp	800.000	11/10/2004	12/28/2009	12,203 68	37,110 24	-24,906 56
				12,203.68	37,110.24	-24,906.56

Baxter Int'l Inc

Baxter Int'l Inc	1,600 000	11/14/2005	7/1/2009	83,951 76	61,378.88	22,572 88
Baxter Int'l Inc	100.000	4/11/2007	7/1/2009	5,246 98	5,403 00	-156 02
Baxter Int'l Inc	100 000	4/11/2007	7/1/2009	5,274 47	5,403 00	-128 53
Baxter Int'l Inc	590 000	5/1/2007	7/1/2009	31,119 40	34,063.65	-2,944.25
Baxter Int'l Inc	160 000	5/1/2007	7/1/2009	8,439 16	9,234.40	-795 24
				134,031.77	115,482.93	18,548.84

Berkley W R Corp

Berkley W R Corp	450 000	7/1/2009	12/17/2009	10,915 99	9,862 07	1,053 92
Berkley W R Corp	50.000	7/1/2009	12/17/2009	1,213.71	1,095 79	117 92
Berkley W R Corp	500 000	7/1/2009	12/17/2009	12,051 09	10,957 85	1,093 24
Berkley W R Corp	200 000	7/1/2009	12/28/2009	4,798 87	4,383 14	415 73
				28,979.66	26,298.85	2,680.81

Boeing Cap Corp 6.5% 2/15/2012

Boeing Cap Corp 6 5% 2/15/	60,000 000	7/1/2008	10/22/2009	66,187 80	63,257 40	2,930 40
				66,187.80	63,257.40	2,930.40

Bucyrus International Inc-A

Bucyrus International Inc-A	300 000	7/1/2008	1/7/2009	6,644 15	21,561.54	-14,917 39
Bucyrus International Inc-A	223 000	7/1/2008	1/7/2009	4,997 40	16,027.42	-11,030.02
Bucyrus International Inc-A	127 000	7/1/2008	1/7/2009	2,846 05	8,992 87	-6,146 82
Bucyrus International Inc-A	200 000	7/1/2008	1/7/2009	4,481 97	14,539 70	-10,057 73
				18,969.57	61,121.53	-42,151.96

Bunge Limited

Bunge Limited	750 000	3/1/2009	11/19/2009	46,396 43	36,555 83	9,840 60
				46,396.43	36,555.83	9,840.60

Cablevision NY Group CI A

Cablevision NY Group CI A	150 000	10/9/2008	5/1/2009	2,382 88	2,637 69	-254 81
Cablevision NY Group CI A	250 000	10/9/2008	5/1/2009	4,002 82	4,396.15	-393 33
Cablevision NY Group CI A	200 000	10/9/2008	5/1/2009	3,178 00	3,516 92	-338 92
Cablevision NY Group CI A	650 000	10/9/2008	5/1/2009	10,328 49	11,562 01	-1,233 52
Cablevision NY Group CI A	350 000	10/9/2008	5/1/2009	5,561 49	6,276 10	-714 61
Cablevision NY Group CI A	700 000	10/9/2008	6/1/2009	13,418 44	12,552.19	866 25
Cablevision NY Group CI A	200 000	10/9/2008	6/2/2009	3,904 15	3,586 34	317 81
Cablevision NY Group CI A	100 000	11/5/2008	6/2/2009	1,952 08	1,807 84	144 24
Cablevision NY Group CI A	2,050 000	11/5/2008	8/1/2009	38,747 08	37,060 72	1,686 36
				83,475.43	83,395.96	79.47

Capital One ABS 4.94% 7/15/12

Capital One ABS 4 94% 7/15	294 650	3/6/2009	5/15/2009	294 65	285.56	9 09
Capital One ABS 4 94% 7/15	5,903 450	3/6/2009	6/15/2009	5,903.45	5,721 27	182 18

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Capital One ABS 4 94% 7/15	5,929 180	3/6/2009	7/15/2009	5,929 18	5,746 21	182 97
Capital One ABS 4 94% 7/15	5,508 940	3/6/2009	8/15/2009	5,508.94	5,338 94	170.00
Capital One ABS 4 94% 7/15	5,440 750	3/6/2009	9/15/2009	5,440 75	5,272.85	167 90
Capital One ABS 4 94% 7/15	5,014.950	3/6/2009	10/15/2009	5,014 95	4,860 19	154 76
Capital One ABS 4.94% 7/15	4,885 030	3/6/2009	11/15/2009	4,885.03	4,734 28	150 75
Capital One ABS 4 94% 7/15	4,539 610	3/6/2009	12/15/2009	4,539.61	4,399 52	140 09
				37,516.56	36,358.82	1,157.74

Capitol Federal Financial

Capitol Federal Financial	376 000	11/5/2008	6/1/2009	15,789.71	17,707 16	-1,917 45
Capitol Federal Financial	24 000	11/6/2008	6/1/2009	1,007 85	1,105 47	-97 62
Capitol Federal Financial	100 000	11/6/2008	6/2/2009	4,274 17	4,606.13	-331 96
Capitol Federal Financial	179 000	11/6/2008	6/3/2009	7,512.63	8,244 98	-732.35
Capitol Federal Financial	21 000	11/6/2008	6/3/2009	881 37	977 87	-96.50
Capitol Federal Financial	100 000	11/6/2008	6/4/2009	4,161 15	4,656 50	-495 35
				33,626.88	37,298.11	-3,671.23

Carmax Auto ABS 5.14% 11/15/11

Carmax Auto ABS 5 14% 11/	1,873 000	1/7/2009	12/15/2009	1,873.00	1,727 84	145 16
				1,873.00	1,727.84	145.16

Centurytel Inc

Centurytel Inc	0 500	3/6/2007	7/1/2009	14 79	18 87	-4 08
Centurytel Inc	109 100	3/6/2007	12/28/2009	3,968 41	4,117 67	-149 26
Centurytel Inc	95 900	3/7/2007	12/28/2009	3,488 27	3,640 09	-151 82
Centurytel Inc	295 000	3/7/2007	12/28/2009	10,730 35	11,259 83	-529 48
				18,201.82	19,036.46	-834.64

Cephalon Inc

Cephalon Inc	100 000	3/1/2009	8/1/2009	5,889 49	7,072 73	-1,183 24
Cephalon Inc	1,000 000	3/1/2009	8/1/2009	58,894 88	70,451 40	-11,556 52
				64,784.37	77,524.13	-12,739.76

CF Industries Holdings Inc

CF Industries Holdings Inc	450 000	3/1/2008	3/1/2009	28,585 86	56,697 12	-28,111 26
				28,585.86	56,697.12	-28,111.26

Chevron Corp

Chevron Corp	400 000	12/1/2007	9/23/2009	28,820.57	33,891 64	-5,071 07
				28,820.57	33,891.64	-5,071.07

Cigna Corp

Cigna Corp	700 000	4/2/2007	8/1/2009	18,519 98	33,743.08	-15,223 10
Cigna Corp	650 000	4/2/2007	8/1/2009	18,651 33	31,332 86	-12,681 53
Cigna Corp	50 000	5/24/2007	8/1/2009	1,434 72	2,731 16	-1,296 44
Cigna Corp	200 000	5/24/2007	11/19/2009	5,939 76	10,924 65	-4,984 89
Cigna Corp	1,160 000	5/24/2007	11/19/2009	34,155 90	63,362 99	-29,207 09
				78,701.69	142,094.74	-63,393.05

Cimarex Energy Co

Cimarex Energy Co	50 000	7/1/2008	3/1/2009	1,004 66	3,492 67	-2,488 01
Cimarex Energy Co	269 000	7/1/2008	3/1/2009	5,480 33	18,790 57	-13,310 24

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Cimarex Energy Co	381.000	7/1/2008	3/1/2009	7,762.11	26,687.64	-18,925.53
				14,247.10	48,970.88	-34,723.78

Cisco Systems Inc

Cisco Systems Inc	600.000	10/13/2006	12/28/2009	14,390.62	14,725.14	-334.52
				14,390.62	14,725.14	-334.52

Clorox Co

Clorox Co	550.000	12/3/2008	8/26/2009	32,372.93	31,587.11	785.82
Clorox Co	150.000	12/3/2008	8/26/2009	8,846.05	8,700.96	145.09
Clorox Co	800.000	1/7/2009	8/26/2009	47,178.94	44,338.80	2,840.14
				88,397.92	84,626.87	3,771.05

Cntrywide Alt CMO 5.25% 7/25/20

Cntrywide Alt CMO 5.25% 7/	1,299.230	9/10/2008	1/25/2009	1,299.23	1,188.80	110.43
Cntrywide Alt CMO 5.25% 7/	714.810	9/10/2008	2/25/2009	714.81	654.05	60.76
Cntrywide Alt CMO 5.25% 7/	1,451.860	9/10/2008	3/25/2009	1,451.86	1,328.45	123.41
Cntrywide Alt CMO 5.25% 7/	1,081.990	9/10/2008	4/25/2009	1,081.99	990.02	91.97
Cntrywide Alt CMO 5.25% 7/	777.790	9/10/2008	5/25/2009	777.79	711.68	66.11
Cntrywide Alt CMO 5.25% 7/	1,473.610	9/10/2008	6/25/2009	1,473.61	1,348.35	125.26
Cntrywide Alt CMO 5.25% 7/	1,173.910	9/10/2008	7/25/2009	1,173.91	1,074.13	99.78
Cntrywide Alt CMO 5.25% 7/	939.450	9/10/2008	8/25/2009	939.45	859.60	79.85
Cntrywide Alt CMO 5.25% 7/	846.670	9/10/2008	9/25/2009	846.67	774.70	71.97
Cntrywide Alt CMO 5.25% 7/	579.970	9/10/2008	10/26/2009	579.97	530.67	49.30
Cntrywide Alt CMO 5.25% 7/	379.960	9/10/2008	11/25/2009	379.96	347.66	32.30
Cntrywide Alt CMO 5.25% 7/	574.910	9/10/2008	12/25/2009	574.91	526.04	48.87
				11,294.16	10,334.15	960.01

Coca Cola Enterprises Inc

Coca Cola Enterprises Inc	500.000	8/26/2009	12/28/2009	10,587.22	10,357.65	229.57
				10,587.22	10,357.65	229.57

Colgate-Palmolive Co

Colgate-Palmolive Co	500.000	5/11/2005	12/17/2009	41,706.93	24,496.85	17,210.08
				41,706.93	24,496.85	17,210.08

ConocoPhillips

ConocoPhillips	199.020	11/10/2004	5/1/2009	8,079.59	8,635.48	-555.89
ConocoPhillips	504.980	4/3/2006	5/1/2009	20,500.60	29,216.39	-8,715.79
ConocoPhillips	96.000	4/11/2007	5/1/2009	3,897.30	6,653.76	-2,756.46
ConocoPhillips	304.000	4/11/2007	8/26/2009	13,751.20	21,070.24	-7,319.04
ConocoPhillips	196.000	8/24/2007	8/26/2009	8,865.91	15,784.92	-6,919.01
ConocoPhillips	1,804.000	8/24/2007	9/23/2009	83,399.84	145,285.68	-61,885.84
				138,494.44	226,646.47	-88,152.03

Constellation Energy 6.125% 9/1/2009

Constellation Energy 6.125%	60,000.000	7/2/2008	3/1/2009	60,075.00	60,996.00	-921.00
				60,075.00	60,996.00	-921.00

Crown Holdings Inc

Crown Holdings Inc	300.000	11/1/2009	12/28/2009	7,711.30	7,974.30	-263.00
				7,711.30	7,974.30	-263.00

Harris Capital Gains

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Darden Restaurants Inc						
Darden Restaurants Inc	625 000	7/1/2009	11/1/2009	19,202 56	21,288.94	-2,086 38
Darden Restaurants Inc	170.000	7/1/2009	11/2/2009	5,196 17	5,790 59	-594 42
Darden Restaurants Inc	55 000	7/1/2009	11/2/2009	1,677 96	1,873.43	-195.47
Darden Restaurants Inc	450 000	7/2/2009	11/2/2009	13,728 74	15,012 23	-1,283 49
				39,805.43	43,965.19	-4,159.76
Del Monte Foods Co						
Del Monte Foods Co	1,700 000	9/23/2009	12/28/2009	19,512 94	19,749 41	-236 47
				19,512.94	19,749.41	-236.47
Dun & Bradstreet Corp						
Dun & Bradstreet Corp	150 000	12/3/2008	8/26/2009	11,070 81	11,599 86	-529 05
Dun & Bradstreet Corp	100 000	12/3/2008	8/26/2009	7,395 97	7,733 24	-337 27
Dun & Bradstreet Corp	50 000	12/3/2008	9/1/2009	3,640 72	3,866 62	-225 90
Dun & Bradstreet Corp	200 000	12/3/2008	9/1/2009	14,530 62	15,466 48	-935 86
				36,638.12	38,666.20	-2,028.08
Embarq Corp						
Embarq Corp	480 000	3/6/2007	3/1/2009	16,692 10	24,924 14	-8,232 04
Embarq Corp	440 000	3/6/2007	3/1/2009	15,301 09	22,750 99	-7,449 90
Embarq Corp	80 000	3/6/2007	3/1/2009	2,782 02	4,136.54	-1,354 52
Embarq Corp	300 000	3/6/2007	4/1/2009	11,217 53	15,512 04	-4,294 51
				45,992.74	67,323.71	-21,330.97
Ensco International Inc						
Ensco International Inc	800 000	12/17/2009	12/28/2009	33,740 00	33,574.48	165 52
				33,740.00	33,574.48	165.52
Express Scripts Inc Cl A						
Express Scripts Inc Cl A	350.000	12/1/2007	3/1/2009	18,953 20	23,539 25	-4,586 05
Express Scripts Inc Cl A	400 000	12/1/2007	3/1/2009	20,743 36	26,902 00	-6,158 64
				39,696.56	50,441.25	-10,744.69
Exxon Mobil Corp						
Exxon Mobil Corp	200 000	1/15/2003	4/1/2009	13,996 32	6,997 68	6,998 64
Exxon Mobil Corp	250 000	1/15/2003	12/28/2009	17,240 18	8,747 10	8,493 08
Exxon Mobil Corp	100 000	1/16/2003	12/28/2009	6,896 07	3,495 21	3,400 86
Exxon Mobil Corp	50 000	1/17/2003	12/28/2009	3,448.04	1,741 30	1,706 74
				41,580.61	20,981.29	20,599.32
F5 Networks Inc						
F5 Networks Inc	750 000	1/7/2009	6/1/2009	24,326 52	17,199.38	7,127 14
F5 Networks Inc	1,550 000	1/7/2009	6/1/2009	50,274 82	35,944 35	14,330 47
				74,601.34	53,143.73	21,457.61
Family Dollar Stores Inc						
Family Dollar Stores Inc	700 000	12/3/2008	12/17/2009	19,657 38	17,381 00	2,276 38
Family Dollar Stores Inc	400 000	12/3/2008	12/17/2009	11,232 79	10,228 56	1,004 23
Family Dollar Stores Inc	200 000	12/3/2008	12/28/2009	5,578 85	5,114 28	464 57
				36,469.02	32,723.84	3,745.18

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FHLMC GD PL #G08193 6% 4/1/2037						
FHLMC GD PL #G08193 6%	3,712 630	7/1/2008	1/15/2009	3,712 63	3,752.08	-39 45
FHLMC GD PL #G08193 6%	7,434 110	7/1/2008	2/17/2009	7,434.11	7,513 10	-78 99
FHLMC GD PL #G08193 6%	8,631 730	7/1/2008	3/16/2009	8,631.73	8,723.44	-91 71
FHLMC GD PL #G08193 6%	7,496 150	7/1/2008	4/15/2009	7,496.15	7,575.80	-79 65
FHLMC GD PL #G08193 6%	7,171 080	7/1/2008	5/15/2009	7,171.08	7,247.27	-76 19
FHLMC GD PL #G08193 6%	8,221 700	7/1/2008	6/15/2009	8,221.70	8,309.06	-87 36
FHLMC GD PL #G08193 6%	7,236 800	7/1/2008	7/15/2009	7,236 80	7,313 69	-76 89
FHLMC GD PL #G08193 6%	4,447 090	7/1/2008	8/15/2009	4,447 09	4,494 34	-47 25
FHLMC GD PL #G08193 6%	2,245 300	7/1/2008	9/15/2009	2,245 30	2,269 16	-23 86
FHLMC GD PL #G08193 6%	2,507 940	7/1/2008	10/15/2009	2,507.94	2,534 59	-26.65
FHLMC GD PL #G08193 6%	3,378 380	7/1/2008	11/15/2009	3,378 38	3,414 28	-35.90
FHLMC GD PL #G08193 6%	2,805 660	7/1/2008	12/15/2009	2,805 66	2,835 47	-29 81
				65,288.57	65,982.28	-693.71

First Horizon CMO 5.5% 8/25/2035

First Horizon CMO 5 5% 8/25	13 800	7/7/2008	1/25/2009	13 80	12.20	1 60
First Horizon CMO 5 5% 8/25	1,291 940	7/7/2008	2/25/2009	1,291 94	1,142 16	149 78
First Horizon CMO 5 5% 8/25	1,897 930	7/7/2008	3/25/2009	1,897.93	1,677 89	220.04
First Horizon CMO 5 5% 8/25	587 120	7/7/2008	4/27/2009	587.12	519.05	68 07
First Horizon CMO 5 5% 8/25	1,516 000	7/7/2008	5/25/2009	1,516 00	1,340 24	175.76
First Horizon CMO 5 5% 8/25	782 340	7/7/2008	6/25/2009	782 34	691.64	90 70
First Horizon CMO 5 5% 8/25	1,408 810	7/7/2008	7/25/2009	1,408 81	1,245 48	163 33
First Horizon CMO 5 5% 8/25	193 570	7/7/2008	8/25/2009	193 57	171 13	22 44
First Horizon CMO 5 5% 8/25	542 780	7/7/2008	9/25/2009	542.78	479 85	62 93
First Horizon CMO 5 5% 8/25	303 310	7/7/2008	10/26/2009	303 31	268 14	35 17
First Horizon CMO 5 5% 8/25	108 660	7/7/2008	11/25/2009	108 66	96 06	12 60
First Horizon CMO 5 5% 8/25	233 850	7/7/2008	12/25/2009	233 85	206.74	27.11
				8,880.11	7,850.58	1,029.53

First Horizon National Corp

First Horizon National Corp	0 500	6/1/2009	7/8/2009	5 63	6 34	-0 71
First Horizon National Corp	100 000	6/1/2009	8/1/2009	1,252 90	1,267.95	-15 05
First Horizon National Corp	1,050 000	6/1/2009	8/1/2009	13,063 66	13,313 48	-249 82
First Horizon National Corp	750 000	6/1/2009	8/1/2009	9,211.34	9,509.63	-298 29
First Horizon National Corp	1,299 500	6/1/2009	8/1/2009	16,407 84	16,477.01	-69 17
First Horizon National Corp	50 500	7/1/2009	8/1/2009	637 63	0 00	637 63
				40,579.00	40,574.41	4.59

Flowserve Corp

Flowserve Corp	183.000	7/1/2008	5/1/2009	11,350 58	24,601.46	-13,250 88
Flowserve Corp	167 000	7/1/2008	5/1/2009	10,358 18	22,324.65	-11,966 47
				21,708.76	46,926.11	-25,217.35

FNMA #889757 5% 2/1/38

FNMA #889757 5% 2/1/38	1,760 130	4/1/2009	5/25/2009	1,760 13	1,812 66	-52 53
FNMA #889757 5% 2/1/38	1,886 670	4/1/2009	6/25/2009	1,886 67	1,942 98	-56 31
FNMA #889757 5% 2/1/38	1,747 810	4/1/2009	7/25/2009	1,747 81	1,799 97	-52 16
FNMA #889757 5% 2/1/38	1,449 080	4/1/2009	8/25/2009	1,449 08	1,492 33	-43 25
FNMA #889757 5% 2/1/38	1,095 460	4/1/2009	9/25/2009	1,095 46	1,128.15	-32 69
FNMA #889757 5% 2/1/38	928 990	4/1/2009	10/25/2009	928 99	956 71	-27 72

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FNMA #889757 5% 2/1/38	1,069 210	4/1/2009	11/25/2009	1,069 21	1,101.12	-31.91
FNMA #889757 5% 2/1/38	1,016 220	4/1/2009	12/25/2009	1,016.22	1,046 55	-30 33
				10,953.57	11,280.47	-326.90

FNMA PL #254591 5.5% 1/1/2018

FNMA PL #254591 5 5% 1/1/	2,830 040	10/21/2008	1/25/2009	2,830 04	2,878 24	-48.20
FNMA PL #254591 5 5% 1/1/	3,931 250	10/21/2008	2/25/2009	3,931 25	3,998 20	-66 95
FNMA PL #254591 5 5% 1/1/	4,988 130	10/21/2008	3/25/2009	4,988 13	5,073 08	-84 95
FNMA PL #254591 5 5% 1/1/	4,651 080	10/21/2008	4/25/2009	4,651 08	4,730 29	-79 21
FNMA PL #254591 5 5% 1/1/	4,829 210	10/21/2008	5/25/2009	4,829 21	4,911 46	-82.25
FNMA PL #254591 5 5% 1/1/	4,054 360	10/21/2008	6/25/2009	4,054 36	4,123 41	-69 05
FNMA PL #254591 5 5% 1/1/	4,504 410	10/21/2008	7/25/2009	4,504 41	4,581 13	-76 72
FNMA PL #254591 5 5% 1/1/	6,407 800	10/21/2008	8/25/2009	6,407 80	6,516.93	-109 13
FNMA PL #254591 5 5% 1/1/	5,193 470	10/21/2008	9/25/2009	5,193 47	5,281 92	-88.45
FNMA PL #254591 5 5% 1/1/	4,681 890	10/21/2008	10/25/2009	4,681 89	4,761 63	-79 74
FNMA PL #254591 5 5% 1/1/	3,371 660	10/21/2008	11/25/2009	3,371.66	3,429 08	-57 42
FNMA PL #254591 5 5% 1/1/	3,507 190	10/21/2008	12/25/2009	3,507 19	3,566 92	-59 73
				52,950.49	53,852.29	-901.80

FNMA PL #254800 5.5% 7/1/23

FNMA PL #254800 5 5% 7/1/	2,343 900	1/1/2009	2/25/2009	2,343 90	2,403 23	-59 33
FNMA PL #254800 5 5% 7/1/	3,740 670	1/1/2009	3/25/2009	3,740 67	3,835 36	-94 69
FNMA PL #254800 5 5% 7/1/	5,122 340	1/1/2009	4/25/2009	5,122 34	5,252 00	-129 66
FNMA PL #254800 5 5% 7/1/	4,971 680	1/1/2009	5/25/2009	4,971.68	5,097 53	-125 85
FNMA PL #254800 5 5% 7/1/	3,919 720	1/1/2009	6/25/2009	3,919.72	4,018.94	-99 22
FNMA PL #254800 5 5% 7/1/	5,889 260	1/1/2009	7/25/2009	5,889 26	6,038 33	-149 07
FNMA PL #254800 5 5% 7/1/	3,464 320	1/1/2009	8/25/2009	3,464 32	3,552 01	-87 69
FNMA PL #254800 5 5% 7/1/	2,955 440	1/1/2009	9/25/2009	2,955 44	3,030 25	-74 81
FNMA PL #254800 5.5% 7/1/	2,953 620	1/1/2009	10/25/2009	2,953 62	3,028.38	-74 76
FNMA PL #254800 5 5% 7/1/	2,419 940	1/1/2009	11/25/2009	2,419 94	2,481 19	-61 25
FNMA PL #254800 5 5% 7/1/	3,067 520	1/1/2009	12/25/2009	3,067 52	3,145 17	-77.65
				40,848.41	41,882.39	-1,033.98

FNMA PL #357909 5.5% 8/01/2035

FNMA PL #357909 5 5% 8/0	1,668 090	7/1/2008	1/25/2009	1,668 09	1,646.20	21.89
FNMA PL #357909 5 5% 8/0	6,924 200	7/1/2008	2/25/2009	6,924 20	6,833 32	90 88
FNMA PL #357909 5 5% 8/0	9,257 470	7/1/2008	3/25/2009	9,257.47	9,135.97	121 50
FNMA PL #357909 5 5% 8/0	6,647 030	7/1/2008	4/25/2009	6,647 03	6,559 79	87 24
FNMA PL #357909 5 5% 8/0	7,527 420	7/1/2008	5/25/2009	7,527 42	7,428 62	98 80
FNMA PL #357909 5 5% 8/0	8,906 830	7/1/2008	6/25/2009	8,906 83	8,789 93	116 90
FNMA PL #357909 5 5% 8/0	6,187 110	7/1/2008	7/25/2009	6,187 11	6,105 90	81.21
FNMA PL #357909 5 5% 8/0	4,322 170	7/1/2008	8/25/2009	4,322.17	4,265 44	56 73
FNMA PL #357909 5.5% 8/0	3,009 540	7/1/2008	9/25/2009	3,009 54	2,970 04	39.50
FNMA PL #357909 5 5% 8/0	3,060 180	7/1/2008	10/25/2009	3,060 18	3,020 02	40 16
FNMA PL #357909 5 5% 8/0	1,554 410	7/1/2008	11/25/2009	1,554 41	1,534 01	20 40
FNMA PL #357909 5 5% 8/0	3,817 760	7/1/2008	12/25/2009	3,817 76	3,767 65	50 11
				62,882.21	62,056.89	825.32

FNMA PL #555880 5.5% 11/01/2033

FNMA PL #555880 5.5% 11/0	1,681 660	7/1/2008	1/25/2009	1,681 66	1,663 27	18 39
FNMA PL #555880 5 5% 11/0	3,631 320	7/1/2008	2/25/2009	3,631 32	3,591 60	39 72
FNMA PL #555880 5 5% 11/0	5,755 950	7/1/2008	3/25/2009	5,755 95	5,692.99	62 96

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FNMA PL #555880 5 5& 11/0 .	6,167 980	7/1/2008	4/25/2009	6,167 98	6,100 52	67.46
FNMA PL #555880 5 5& 11/0 .	6,454 660	7/1/2008	5/25/2009	6,454.66	6,384 06	70 60
FNMA PL #555880 5.5& 11/0 .	6,898 310	7/1/2008	6/25/2009	6,898.31	6,822.86	75 45
FNMA PL #555880 5.5& 11/0	6,459.700	7/1/2008	7/25/2009	6,459 70	6,389 05	70.65
FNMA PL #555880 5.5& 11/0	4,877.490	7/1/2008	8/25/2009	4,877 49	4,824.14	53 35
FNMA PL #555880 5 5& 11/0	3,758 300	7/1/2008	9/25/2009	3,758 30	3,717 19	41 11
FNMA PL #555880 5 5& 11/0	3,090 570	7/1/2008	10/25/2009	3,090 57	3,056 77	33 80
FNMA PL #555880 5 5& 11/0 .	3,218 150	7/1/2008	11/25/2009	3,218 15	3,182 95	35 20
FNMA PL #555880 5 5& 11/0	3,105 910	7/1/2008	12/25/2009	3,105 91	3,071 94	33 97
				55,100.00	54,497.34	602.66

FNMA PL #725232 5% 3/1/2034

FNMA PL #725232 5% 3/1/2	1,674.770	7/1/2008	1/25/2009	1,674 77	1,612 49	62 28
FNMA PL #725232 5% 3/1/2	2,846 580	7/1/2008	2/25/2009	2,846 58	2,740 72	105.86
FNMA PL #725232 5% 3/1/2	4,255 230	7/1/2008	3/25/2009	4,255 23	4,096 99	158 24
FNMA PL #725232 5% 3/1/2	4,501 960	7/1/2008	4/25/2009	4,501 96	4,334 54	167 42
FNMA PL #725232 5% 3/1/2 .	4,837 740	7/1/2008	5/25/2009	4,837 74	4,657 84	179 90
FNMA PL #725232 5% 3/1/2	5,452 840	7/1/2008	6/25/2009	5,452 84	5,250 06	202 78
FNMA PL #725232 5% 3/1/2 .	5,124 160	7/1/2008	7/25/2009	5,124 16	4,933.61	190 55
FNMA PL #725232 5% 3/1/2	3,952.570	7/1/2008	8/25/2009	3,952 57	3,805 58	146 99
FNMA PL #725232 5% 3/1/2 .	2,816 740	7/1/2008	9/25/2009	2,816 74	2,711 99	104 75
FNMA PL #725232 5% 3/1/2	2,653 880	7/1/2008	10/25/2009	2,653.88	2,555 19	98 69
FNMA PL #725232 5% 3/1/2	3,016 370	7/1/2008	11/25/2009	3,016 37	2,904 20	112 17
FNMA PL #725232 5% 3/1/2	3,009.780	7/1/2008	12/25/2009	3,009 78	2,897 85	111 93
				44,142.62	42,501.06	1,641.56

FNMA PL #745730 5.5% 3/01/2035

FNMA PL #745730 5 5% 3/0	1,687.470	8/1/2008	1/25/2009	1,687 47	1,653 19	34 28
FNMA PL #745730 5 5% 3/0.	4,105 540	8/1/2008	2/25/2009	4,105 54	4,022 15	83 39
FNMA PL #745730 5 5% 3/0	6,748 890	8/1/2008	3/25/2009	6,748 89	6,611 80	137 09
FNMA PL #745730 5 5% 3/0	6,059 170	8/1/2008	4/25/2009	6,059 17	5,936 09	123 08
FNMA PL #745730 5 5% 3/0	6,920 870	8/1/2008	5/25/2009	6,920 87	6,780 29	140 58
FNMA PL #745730 5 5% 3/0.	7,241.010	8/1/2008	6/25/2009	7,241 01	7,093 93	147 08
FNMA PL #745730 5 5% 3/0 ..	6,615.420	8/1/2008	7/25/2009	6,615.42	6,481.04	134.38
FNMA PL #745730 5 5% 3/0..	4,939.080	8/1/2008	8/25/2009	4,939 08	4,838.75	100 33
FNMA PL #745730 5 5% 3/0	3,513 310	8/1/2008	9/25/2009	3,513 31	3,441 95	71 36
FNMA PL #745730 5 5% 3/0	3,046 350	8/1/2008	10/25/2009	3,046 35	2,984 47	61 88
FNMA PL #745730 5 5% 3/0	4,307 560	8/1/2008	11/25/2009	4,307 56	4,220 06	87 50
FNMA PL #745730 5 5% 3/0	3,085 600	8/1/2008	12/25/2009	3,085 60	3,022 92	62 68
				58,270.27	57,086.64	1,183.63

FNMA PL #804292 5% 11/01/2034

FNMA PL #804292 5% 11/01	2,199 080	7/1/2008	1/25/2009	2,199.08	2,115 24	83.84
FNMA PL #804292 5% 11/01...	4,367.860	7/1/2008	2/25/2009	4,367 86	4,201 34	166 52
FNMA PL #804292 5% 11/01	1,649.930	7/1/2008	3/25/2009	1,649.93	1,587 03	62 90
FNMA PL #804292 5% 11/01	2,130 830	7/1/2008	4/25/2009	2,130 83	2,049 59	81 24
FNMA PL #804292 5% 11/01	4,777 830	7/1/2008	5/25/2009	4,777 83	4,595 68	182 15
FNMA PL #804292 5% 11/01	4,542 640	7/1/2008	6/25/2009	4,542 64	4,369 45	173 19
FNMA PL #804292 5% 11/01	2,612 910	7/1/2008	7/25/2009	2,612 91	2,513.29	99 62
FNMA PL #804292 5% 11/01	1,952 700	7/1/2008	8/25/2009	1,952 70	1,878 25	74 45
FNMA PL #804292 5% 11/01	1,831 980	7/1/2008	9/25/2009	1,831 98	1,762 14	69 84
FNMA PL #804292 5% 11/01	300 890	7/1/2008	10/25/2009	300 89	289 42	11 47

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FNMA PL #804292 5% 11/01	1,420 550	7/1/2008	11/25/2009	1,420 55	1,366 39	54 16
FNMA PL #804292 5% 11/01	3,412 380	7/1/2008	12/25/2009	3,412 38	3,282 28	130.10
				31,199.58	30,010.10	1,189.48

FNMA PL #838736 4.5% 9/1/35

FNMA PL #838736 4 5% 9/1/	1,148 860	4/1/2009	5/25/2009	1,148 86	1,173 09	-24 23
FNMA PL #838736 4 5% 9/1/	1,015 900	4/1/2009	6/25/2009	1,015 90	1,037.33	-21 43
FNMA PL #838736 4 5% 9/1/	1,335 200	4/1/2009	7/25/2009	1,335 20	1,363 36	-28 16
FNMA PL #838736 4 5% 9/1/	1,730 410	4/1/2009	8/25/2009	1,730.41	1,766.91	-36 50
FNMA PL #838736 4 5% 9/1/	94 480	4/1/2009	9/25/2009	94 48	96.47	-1 99
FNMA PL #838736 4 5% 9/1/	94 990	4/1/2009	10/25/2009	94 99	96 99	-2 00
FNMA PL #838736 4 5% 9/1/	99 500	4/1/2009	11/25/2009	99.50	101 60	-2 10
FNMA PL #838736 4 5% 9/1/	98 020	4/1/2009	12/25/2009	98.02	100 09	-2 07
				5,617.36	5,735.84	-118.48

FNMA PL #934262 6% 6/1/38

FNMA PL #934262 6% 6/1/38	243.280	10/1/2008	1/25/2009	243 28	247 58	-4 30
FNMA PL #934262 6% 6/1/38	241 440	10/1/2008	2/25/2009	241 44	245 70	-4.26
FNMA PL #934262 6% 6/1/38	262 790	10/1/2008	3/25/2009	262 79	267 43	-4.64
FNMA PL #934262 6% 6/1/38	7,664 140	10/1/2008	4/25/2009	7,664 14	7,799 46	-135.32
FNMA PL #934262 6% 6/1/38	2,558 580	10/1/2008	5/25/2009	2,558 58	2,603.75	-45.17
FNMA PL #934262 6% 6/1/38	2,478 830	10/1/2008	6/25/2009	2,478 83	2,522 60	-43.77
FNMA PL #934262 6% 6/1/38	2,486 000	10/1/2008	7/25/2009	2,486 00	2,529 89	-43 89
FNMA PL #934262 6% 6/1/38	259 280	10/1/2008	8/25/2009	259 28	263 86	-4.58
FNMA PL #934262 6% 6/1/38	4,533 740	10/1/2008	9/25/2009	4,533 74	4,613.79	-80 05
FNMA PL #934262 6% 6/1/38	234 510	10/1/2008	10/25/2009	234 51	238.65	-4 14
FNMA PL #934262 6% 6/1/38	2,447 970	10/1/2008	11/25/2009	2,447 97	2,491 19	-43 22
FNMA PL #934262 6% 6/1/38	5,041 550	10/1/2008	12/25/2009	5,041.55	5,130.56	-89 01
				28,452.11	28,954.46	-502.35

FNMA PL#889579

FNMA PL#889579	2,824 970	9/1/2008	1/25/2009	2,824 97	2,819 67	5 30
FNMA PL#889579	5,286 280	9/1/2008	2/25/2009	5,286 28	5,276 37	9 91
FNMA PL#889579	6,565.840	9/1/2008	3/25/2009	6,565 84	6,553 53	12 31
FNMA PL#889579	5,969 370	9/1/2008	4/27/2009	5,969 37	5,958.18	11 19
FNMA PL#889579	5,158 610	9/1/2008	5/25/2009	5,158 61	5,148.94	9 67
FNMA PL#889579	5,338 190	9/1/2008	6/25/2009	5,338 19	5,328.18	10 01
FNMA PL#889579	5,526 340	9/1/2008	7/25/2009	5,526 34	5,515 98	10 36
FNMA PL#889579	5,253 700	9/1/2008	8/25/2009	5,253 70	5,243 85	9 85
FNMA PL#889579	5,306 870	9/1/2008	9/25/2009	5,306 87	5,296 92	9 95
FNMA PL#889579	4,703 360	9/1/2008	10/25/2009	4,703 36	4,694 54	8 82
FNMA PL#889579	5,360 090	9/1/2008	11/25/2009	5,360 09	5,350 04	10 05
FNMA PL#889579	4,081.690	9/1/2008	12/25/2009	4,081 69	4,074 04	7 65
				61,375.31	61,260.24	115.07

General Cable Corp Del

General Cable Corp Del	300 000	8/26/2009	11/19/2009	9,693 26	10,477 41	-784 15
General Cable Corp Del	100 000	8/26/2009	11/19/2009	3,225 32	3,492 47	-267 15
General Cable Corp Del	50 000	8/26/2009	11/20/2009	1,561 16	1,760 46	-199 30
General Cable Corp Del	200 000	9/1/2009	11/20/2009	6,244 64	7,056 00	-811 36
General Cable Corp Del	500 000	9/1/2009	11/20/2009	15,611 60	17,501 75	-1,890 15
General Cable Corp Del	50 000	9/1/2009	11/20/2009	1,562 55	1,750 18	-187 63

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	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
					37,898.53	42,038.27	-4,139.74
General Electric Co							
General Electric Co		450 000	12/10/2003	1/7/2009	7,479.86	13,356.81	-5,876.95
General Electric Co		250 000	7/14/2004	1/7/2009	4,155.48	8,288.75	-4,133.27
General Electric Co		350 000	7/14/2004	12/28/2009	5,353.11	11,604.25	-6,251.14
General Electric Co		250 000	3/9/2005	12/28/2009	3,823.65	8,985.43	-5,161.78
					20,812.10	42,235.24	-21,423.14
General Mls Inc							
General Mls Inc		477 000	11/5/2008	7/1/2009	27,472.39	32,108.78	-4,636.39
General Mls Inc		485 000	11/5/2008	7/1/2009	27,933.15	32,542.34	-4,609.19
General Mls Inc		438 000	11/5/2008	7/1/2009	25,226.22	29,570.12	-4,343.90
General Mls Inc		300,000	12/3/2008	7/1/2009	17,278.24	18,555.75	-1,277.51
General Mls Inc		1,100 000	12/3/2008	7/1/2009	63,353.53	68,135.76	-4,782.23
					161,263.53	180,912.75	-19,649.22
Gilead Sciences Inc							
Gilead Sciences Inc		552 000	7/1/2008	11/1/2009	23,768.18	28,717.36	-4,949.18
Gilead Sciences Inc		348 000	7/1/2008	11/1/2009	14,984.28	18,184.43	-3,200.15
Gilead Sciences Inc		302 000	7/1/2008	11/19/2009	13,984.26	15,780.74	-1,796.48
Gilead Sciences Inc		698,000	7/1/2008	11/19/2009	32,321.24	36,387.79	-4,066.55
					85,057.96	99,070.32	-14,012.36
Goldman Sachs Group Inc							
Goldman Sachs Group Inc		100 000	6/1/2009	7/1/2009	14,716.82	14,467.49	249.33
					14,716.82	14,467.49	249.33
Granite Construction Inc							
Granite Construction Inc		450 000	3/1/2009	9/23/2009	13,906.76	15,173.96	-1,267.20
Granite Construction Inc		50 000	3/1/2009	9/23/2009	1,545.20	1,728.41	-183.21
Granite Construction Inc		50 000	3/1/2009	9/24/2009	1,504.91	1,728.41	-223.50
Granite Construction Inc		150 000	3/1/2009	9/24/2009	4,537.41	5,185.22	-647.81
Granite Construction Inc		350,000	3/1/2009	9/24/2009	10,503.12	12,193.51	-1,690.39
Granite Construction Inc		150 000	3/1/2009	10/1/2009	4,511.09	5,225.79	-714.70
					36,508.49	41,235.30	-4,726.81
Hansen Natural Corp							
Hansen Natural Corp		150 000	7/1/2009	8/26/2009	4,852.37	4,701.74	150.63
Hansen Natural Corp		250 000	7/1/2009	8/26/2009	8,109.14	7,836.23	272.91
Hansen Natural Corp		150 000	7/1/2009	8/26/2009	4,865.48	4,719.74	145.74
Hansen Natural Corp		250 000	7/1/2009	9/1/2009	8,049.14	7,866.23	182.91
Hansen Natural Corp		50 000	7/1/2009	9/23/2009	1,790.53	1,573.25	217.28
Hansen Natural Corp		700 000	7/1/2009	9/23/2009	24,985.71	22,025.43	2,960.28
Hansen Natural Corp		250 000	7/1/2009	9/24/2009	8,790.12	7,866.23	923.89
					61,442.49	56,588.85	4,853.64
Hess Corp							
Hess Corp		600 000	10/23/2007	4/1/2009	35,924.97	40,016.76	-4,091.79
					35,924.97	40,016.76	-4,091.79
Hewlett Packard Company							

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Hewlett Packard Company	400 000	3/10/2004	8/26/2009	17,771.34	8,984 72	8,786 62
Hewlett Packard Company	250.000	12/8/2004	9/23/2009	11,787.04	5,266 05	6,520 99
Hewlett Packard Company	550 000	12/8/2004	9/23/2009	25,812 26	11,585 31	14,226.95
Hewlett Packard Company	800.000	12/8/2004	11/1/2009	38,707 16	16,851 36	21,855 80
Hewlett Packard Company	600.000	12/8/2004	11/19/2009	29,894.77	12,638 52	17,256 25
Hewlett Packard Company	300 000	12/8/2004	12/17/2009	15,212 31	6,319 26	8,893 05
Hewlett Packard Company	600 000	1/12/2005	12/17/2009	30,424 61	11,960 64	18,463 97
Hewlett Packard Company	100 000	1/12/2005	12/28/2009	5,275 36	1,993 44	3,281.92
				174,884.85	75,599.30	99,285.55

Hudson City Bancorp Inc

Hudson City Bancorp Inc	650 000	9/11/2008	7/1/2009	8,692 55	11,933 81	-3,241 26
Hudson City Bancorp Inc	100 000	9/11/2008	7/1/2009	1,337 32	1,873 91	-536 59
Hudson City Bancorp Inc	900 000	9/11/2008	7/1/2009	12,035 84	16,329 69	-4,293 85
Hudson City Bancorp Inc	650 000	9/11/2008	7/2/2009	8,524 73	11,793 67	-3,268 94
Hudson City Bancorp Inc	400 000	9/11/2008	7/2/2009	5,245 99	7,324 68	-2,078 69
Hudson City Bancorp Inc	100 000	9/12/2008	7/2/2009	1,311 50	1,897 80	-586 30
				37,147.93	51,153.56	-14,005.63

Humana Inc.

Humana Inc	150 000	5/1/2009	12/17/2009	6,568.33	4,481 21	2,087.12
Humana Inc	250 000	5/1/2009	12/17/2009	10,898 04	7,468 68	3,429 36
Humana Inc	100 000	5/1/2009	12/17/2009	4,313 74	2,987 47	1,326.27
				21,780.11	14,937.36	6,842.75

IBM

IBM	100 000	6/21/2007	12/28/2009	13,190 16	10,596 84	2,593 32
				13,190.16	10,596.84	2,593.32

Ingram Micro Inc

Ingram Micro Inc	800 000	8/6/2008	12/28/2009	14,339 63	15,598 24	-1,258 61
				14,339.63	15,598.24	-1,258.61

Integrys Energy Group Inc

Integrys Energy Group Inc	350 000	8/6/2008	5/1/2009	8,958 89	18,404 05	-9,445 16
Integrys Energy Group Inc	350 000	8/6/2008	5/1/2009	8,958.89	18,362 23	-9,403 34
				17,917.78	36,766.28	-18,848.50

Intel

Intel	2,400 000	12/18/2007	4/1/2009	36,958 59	62,376 00	-25,417.41
Intel	900 000	12/18/2007	4/1/2009	13,859 47	23,381 37	-9,521 90
Intel	100 000	9/11/2008	4/1/2009	1,539 94	2,000 50	-460 56
				52,358.00	87,757.87	-35,399.87

ITT Educational Services Inc

ITT Educational Services Inc	300 000	1/7/2009	11/1/2009	27,373 45	27,200 67	172 78
ITT Educational Services Inc	250 000	1/7/2009	11/1/2009	22,811 21	22,945 00	-133 79
ITT Educational Services Inc	100 000	1/8/2009	11/1/2009	9,124 48	9,557 86	-433 38
ITT Educational Services Inc	200 000	3/1/2009	11/2/2009	18,360 84	22,434 82	-4,073 98
				77,669.98	82,138.35	-4,468.37

Johnson & Johnson

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Johnson & Johnson	200 000	8/6/2008	12/28/2009	12,962 66	14,129.68	-1,167 02
				12,962.66	14,129.68	-1,167.02

JP Morgan Chase & Co

JP Morgan Chase & Co	300 000	8/28/2006	12/28/2009	12,544 17	13,645 56	-1,101 39
				12,544.17	13,645.56	-1,101.39

KBR Inc

KBR Inc	400 000	9/23/2009	12/28/2009	7,873 79	9,196 28	-1,322 49
				7,873.79	9,196.28	-1,322.49

Kellogg Co 6.6% 4/1/11

Kellogg Co 6 6% 4/1/11	50,000 000	9/23/2008	12/1/2009	53,636 00	52,568 50	1,067 50
				53,636.00	52,568.50	1,067.50

Kroger Co

Kroger Co	850 000	12/18/2007	8/26/2009	18,285 66	22,042 46	-3,756 80
Kroger Co	1,750 000	12/18/2007	8/26/2009	37,446 06	45,381.53	-7,935 47
Kroger Co	100 000	12/18/2007	9/23/2009	2,062 17	2,593 23	-531 06
Kroger Co	450 000	12/18/2007	9/23/2009	9,281 24	11,669 54	-2,388 30
Kroger Co	150 000	12/18/2007	9/23/2009	3,078 33	3,889.85	-811 52
Kroger Co	1,300 000	2/1/2008	9/23/2009	26,678.83	33,065 24	-6,386 41
Kroger Co	100 000	9/11/2008	9/23/2009	2,052 22	2,747 50	-695 28
				98,884.51	121,389.35	-22,504.84

Lender Processing

Lender Processing	250.000	6/1/2009	11/1/2009	10,095 37	7,492 78	2,602 59
Lender Processing	400 000	6/1/2009	11/1/2009	15,917.35	11,988 44	3,928 91
Lender Processing	550 000	6/1/2009	11/2/2009	22,112 62	16,484 11	5,628 51
Lender Processing	50 000	6/1/2009	11/19/2009	2,048 89	1,498 56	550 33
Lender Processing	150.000	6/1/2009	11/19/2009	6,142 18	4,495.67	1,646 51
Lender Processing	450 000	6/1/2009	11/19/2009	18,426 53	13,465 94	4,960 59
Lender Processing	50 000	6/1/2009	11/20/2009	2,026 80	1,496 22	530 58
				76,769.74	56,921.72	19,848.02

Liberty W/I A

Liberty W/I A	400 000	11/1/2009	12/28/2009	4,405 88	4,579.08	-173 20
				4,405.88	4,579.08	-173.20

Life Technologies Corp

Life Technologies Corp	100 000	10/1/2007	3/1/2009	2,887 58	4,096.45	-1,208 87
Life Technologies Corp	400 000	10/1/2007	3/1/2009	11,558.05	16,385.80	-4,827.75
Life Technologies Corp	600 000	10/23/2007	3/1/2009	17,337 08	25,075.89	-7,738 81
				31,782.71	45,558.14	-13,775.43

Lockheed Martin Corp

Lockheed Martin Corp	200 000	12/12/2005	4/1/2009	14,390 31	12,428 04	1,962 27
Lockheed Martin Corp	200 000	12/12/2005	12/17/2009	15,333 99	12,428 04	2,905 95
Lockheed Martin Corp	200 000	12/12/2005	12/28/2009	15,072 61	12,428 04	2,644 57
				44,796.91	37,284.12	7,512.79

Lorillard, Inc

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Lorillard, Inc	100 000	11/1/2009	12/28/2009	7,904.29	7,809.12	95.17
				7,904.29	7,809.12	95.17

Macy's Inc

Macy's Inc	400 000	8/26/2009	12/28/2009	7,173.81	6,301.24	872.57
				7,173.81	6,301.24	872.57

Manpower Inc Wisconsin

Manpower Inc Wisconsin	100 000	8/1/2009	12/17/2009	5,393.04	4,721.36	671.68
Manpower Inc Wisconsin	550 000	8/1/2009	12/17/2009	29,806.26	25,967.48	3,838.78
Manpower Inc Wisconsin	150 000	8/1/2009	12/17/2009	8,104.29	7,082.04	1,022.25
				43,303.59	37,770.88	5,532.71

Mantech International Corp-A

Mantech International Corp-A	450 000	4/1/2009	6/1/2009	17,324.73	19,331.15	-2,006.42
Mantech International Corp-A	50 000	4/1/2009	6/1/2009	1,954.64	2,147.91	-193.27
Mantech International Corp-A	250 000	4/1/2009	6/2/2009	9,811.32	10,739.53	-928.21
Mantech International Corp-A	50 000	4/1/2009	6/3/2009	1,936.82	2,147.91	-211.09
				31,027.51	34,366.50	-3,338.99

Mastercard Inc - A

Mastercard Inc - A	100 000	8/6/2008	9/23/2009	22,242.77	23,037.61	-794.84
Mastercard Inc - A	100 000	8/6/2008	9/24/2009	21,567.15	23,037.61	-1,470.46
				43,809.92	46,075.22	-2,265.30

Mastr Asset Sec CMO 5.5% 11/25/33

Mastr Asset Sec CMO 5.5%	1,373 490	8/6/2009	9/25/2009	1,373.49	1,365.76	7.73
Mastr Asset Sec CMO 5.5%	1,258 560	8/6/2009	10/25/2009	1,258.56	1,251.48	7.08
Mastr Asset Sec CMO 5.5%	915 210	8/6/2009	11/25/2009	915.21	910.06	5.15
Mastr Asset Sec CMO 5.5%	697 150	8/6/2009	12/25/2009	697.15	693.23	3.92
				4,244.41	4,220.53	23.88

McDonalds

McDonalds	150 000	3/26/2008	9/23/2009	8,353.10	8,374.41	-21.31
McDonalds	350 000	3/26/2008	9/23/2009	19,612.97	19,540.29	72.68
McDonalds	431 000	5/6/2008	9/23/2009	24,151.97	25,975.25	-1,823.28
McDonalds	19 000	5/6/2008	9/23/2009	1,064.70	1,145.51	-80.81
McDonalds	177 000	5/6/2008	9/23/2009	9,899.73	10,671.33	-771.60
McDonalds	645 000	5/6/2008	9/23/2009	36,075.28	39,045.47	-2,970.19
McDonalds	328 000	5/6/2008	9/23/2009	18,345.26	19,788.80	-1,443.54
McDonalds	300 000	5/6/2008	9/23/2009	16,790.57	18,099.51	-1,308.94
McDonalds	150 000	11/5/2008	9/23/2009	8,395.28	8,617.74	-222.46
McDonalds	150 000	11/5/2008	9/24/2009	8,349.28	8,617.74	-268.46
				151,038.14	159,876.05	-8,837.91

McKesson Corp

McKesson Corp	300 000	9/14/2005	12/28/2009	18,940.01	13,761.60	5,178.41
				18,940.01	13,761.60	5,178.41

MetLife Inc

MetLife Inc	400 000	1/20/2004	1/7/2009	13,588.56	13,344.48	244.08
MetLife Inc	200 000	4/14/2004	1/7/2009	6,794.28	7,143.00	-348.72

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
MetLife Inc	200 000	4/14/2004	1/7/2009	6,794.28	7,149.10	-354.82
MetLife Inc	300 000	4/14/2004	7/1/2009	9,002.23	10,723.65	-1,721.42
MetLife Inc	100 000	3/9/2005	7/1/2009	3,000.74	4,067.27	-1,066.53
MetLife Inc	500 000	3/9/2005	7/6/2009	14,180.88	20,336.35	-6,155.47
MetLife Inc	300.000	3/9/2005	8/1/2009	9,704.33	12,201.81	-2,497.48
MetLife Inc	500 000	4/11/2007	8/1/2009	16,173.88	31,725.00	-15,551.12
MetLife Inc	100 000	4/11/2007	11/19/2009	3,433.96	6,345.00	-2,911.04
MetLife Inc	200 000	5/24/2007	11/19/2009	6,867.92	13,594.00	-6,726.08
MetLife Inc	100 000	9/11/2008	11/19/2009	3,433.96	5,651.50	-2,217.54
MetLife Inc	500 000	11/5/2008	11/19/2009	17,169.81	18,622.90	-1,453.09
				110,144.83	150,904.06	-40,759.23

Microsoft Corp

Microsoft Corp	300 000	3/1/2008	12/28/2009	9,292.26	8,486.37	805.89
				9,292.26	8,486.37	805.89

Morgan Stanley

Morgan Stanley	300 000	4/1/2009	11/19/2009	9,702.44	7,485.21	2,217.23
Morgan Stanley	650 000	4/1/2009	11/19/2009	21,078.24	16,217.96	4,860.28
Morgan Stanley	250.000	4/1/2009	11/19/2009	8,094.17	6,237.68	1,856.49
Morgan Stanley	800 000	4/1/2009	11/19/2009	25,901.33	20,185.36	5,715.97
				64,776.18	50,126.21	14,649.97

Mosaic Co

Mosaic Co	800 000	8/27/2007	8/1/2009	39,514.10	32,702.88	6,811.22
				39,514.10	32,702.88	6,811.22

National Health PPTYS Inc

National Health PPTYS Inc	1,350 000	6/3/2008	1/7/2009	35,572.30	46,606.05	-11,033.75
National Health PPTYS Inc	650 000	6/3/2008	1/7/2009	17,127.40	22,431.05	-5,303.65
National Health PPTYS Inc	300 000	6/3/2008	1/7/2009	7,904.96	10,321.50	-2,416.54
National Health PPTYS Inc	100 000	11/5/2008	1/7/2009	2,634.99	2,915.91	-280.92
				63,239.65	82,274.51	-19,034.86

New Jersey Res Corp

New Jersey Res Corp	350 000	3/1/2009	9/23/2009	12,785.49	12,618.66	166.83
New Jersey Res Corp	500 000	3/1/2009	9/24/2009	18,115.18	18,026.65	88.53
New Jersey Res Corp	150 000	3/1/2009	9/25/2009	5,400.94	5,408.00	-7.06
				36,301.61	36,053.31	248.30

Noble Corp

Noble Corp	400 000	7/1/2009	12/28/2009	16,673.57	12,294.88	4,378.69
				16,673.57	12,294.88	4,378.69

Norfolk Southern Corp

Norfolk Southern Corp	200 000	9/11/2008	6/1/2009	7,843.36	13,558.50	-5,715.14
Norfolk Southern Corp	650 000	9/11/2008	6/1/2009	25,490.91	43,276.94	-17,786.03
Norfolk Southern Corp	200 000	9/11/2008	6/1/2009	7,843.36	13,405.00	-5,561.64
Norfolk Southern Corp	50 000	9/12/2008	6/1/2009	1,960.84	3,384.75	-1,423.91
				43,138.47	73,625.19	-30,486.72

Occidental Pete Corp

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Occidental Pete Corp	700 000	2/1/2008	1/7/2009	40,748 52	48,221 67	-7,473 15
Occidental Pete Corp	350 000	2/1/2008	1/7/2009	20,989 73	24,110 84	-3,121 11
				61,738.25	72,332.51	-10,594.26

Omnicare Inc

Omnicare Inc	419 000	11/5/2008	8/26/2009	9,862 25	11,113 89	-1,251 64
Omnicare Inc	231 000	11/5/2008	8/26/2009	5,437 18	6,124.57	-687 39
Omnicare Inc	100 000	11/5/2008	9/1/2009	2,303 00	2,651 33	-348 33
Omnicare Inc	550 000	11/5/2008	9/1/2009	12,672 44	14,582 32	-1,909.88
				30,274.87	34,472.11	-4,197.24

Oneok Inc.

Oneok Inc	700 000	12/10/2003	1/7/2009	21,060 99	14,321 65	6,739 34
Oneok Inc	650 000	12/10/2003	1/7/2009	19,654 32	13,298 68	6,355 64
Oneok Inc	250 000	12/10/2003	1/8/2009	7,525 76	5,114 88	2,410 88
Oneok Inc	200 000	12/11/2003	1/8/2009	6,020 61	4,111 30	1,909 31
Oneok Inc	300 000	2/11/2004	1/8/2009	9,030 91	6,731 16	2,299 75
Oneok Inc	250.000	2/11/2004	6/1/2009	7,489.18	5,609 30	1,879 88
Oneok Inc	250 000	2/11/2004	6/1/2009	7,496 60	5,609 30	1,887 30
Oneok Inc	700 000	2/11/2004	6/1/2009	20,973.84	15,706.04	5,267 80
Oneok Inc	100 000	11/13/2006	6/1/2009	2,996.26	4,171 75	-1,175 49
Oneok Inc	300 000	11/13/2006	6/2/2009	8,932 48	12,515 25	-3,582.77
Oneok Inc	300 000	11/14/2006	6/2/2009	8,932 48	12,490 32	-3,557 84
Oneok Inc	550 000	4/11/2007	6/2/2009	16,376 21	24,926 00	-8,549 79
Oneok Inc	250 000	4/11/2007	6/2/2009	7,467 01	11,330 00	-3,862 99
Oneok Inc	100 000	11/5/2008	6/2/2009	2,986 80	3,110 77	-123 97
				146,943.45	139,046.40	7,897.05

Oracle Corporation

Oracle Corporation	600 000	7/9/2003	5/1/2009	11,856 11	7,641 42	4,214 69
Oracle Corporation	800 000	7/9/2003	12/28/2009	19,931 48	10,188.56	9,742.92
				31,787.59	17,829.98	13,957.61

Owens III Inc

Owens III Inc	1,500 000	8/1/2009	11/1/2009	48,511 75	45,461 70	3,050 05
				48,511.75	45,461.70	3,050.05

Parker Hannifin Corp

Parker Hannifin Corp	300 000	12/18/2007	1/7/2009	12,933 55	22,579 62	-9,646 07
Parker Hannifin Corp	400 000	12/18/2007	1/8/2009	17,106 94	30,106 16	-12,999 22
				30,040.49	52,685.78	-22,645.29

Perrigo Co

Perrigo Co	1,300 000	5/6/2008	5/1/2009	33,220 90	49,144 16	-15,923 26
Perrigo Co	250 000	6/3/2008	5/1/2009	6,388 64	8,916 50	-2,527 86
Perrigo Co	50 000	6/3/2008	5/1/2009	1,282 22	1,783 30	-501 08
Perrigo Co	600 000	6/3/2008	5/1/2009	15,386 60	21,423 24	-6,036 64
				56,278.36	81,267.20	-24,988.84

Pfizer Inc.

Pfizer Inc	300 000	8/12/2005	12/28/2009	5,572 36	7,941 75	-2,369 39
Pfizer Inc	200 000	10/17/2005	12/28/2009	3,714 90	4,995 68	-1,280 78

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
				9,287.26	12,937.43	-3,650.17
Residential Fun CMO 5% 5/25/18						
Residential Fun CMO 5% 5/2	2,315 500	11/5/2009	12/25/2009	2,315 50	2,377 73	-62 23
				2,315.50	2,377.73	-62.23
Ryder System Inc						
Ryder System Inc	150 000	9/11/2008	1/7/2009	5,899 80	9,566 33	-3,666 53
Ryder System Inc	550 000	9/11/2008	1/7/2009	21,632 58	35,611.13	-13,978 55
				27,532.38	45,177.46	-17,645.08
Sepracor Inc						
Sepracor Inc	850 000	4/1/2009	9/23/2009	19,389 79	12,300 52	7,089 27
Sepracor Inc	1,650 000	4/1/2009	9/23/2009	37,639 00	23,914 44	13,724 56
Sepracor Inc	750 000	4/1/2009	9/23/2009	17,108 64	10,777 95	6,330 69
Sepracor Inc	500 000	4/1/2009	9/23/2009	11,417 21	7,185.30	4,231 91
Sepracor Inc	250 000	4/1/2009	9/23/2009	5,708 60	3,594 35	2,114 25
Sepracor Inc	200 000	4/1/2009	9/23/2009	4,566 88	2,954 92	1,611 96
Sepracor Inc	450 000	4/6/2009	9/23/2009	10,275 49	6,515.51	3,759 98
Sepracor Inc	150 000	4/6/2009	9/23/2009	3,425 16	2,171 52	1,253 64
Sepracor Inc	100 000	5/1/2009	9/23/2009	2,283 44	1,430 60	852.84
Sepracor Inc	300 000	5/1/2009	9/24/2009	6,865 32	4,291 80	2,573 52
Sepracor Inc	650 000	5/1/2009	9/24/2009	14,874 86	9,222 46	5,652 40
Sepracor Inc	550 000	5/1/2009	9/24/2009	12,586 42	7,864 51	4,721 91
				146,140.81	92,223.88	53,916.93
Southwest Airlines Co						
Southwest Airlines Co	700.000	9/11/2008	3/1/2009	4,238 05	11,166.05	-6,928 00
Southwest Airlines Co	1,200 000	9/11/2008	3/1/2009	7,368 07	19,141.80	-11,773.73
Southwest Airlines Co	1,300 000	9/11/2008	3/1/2009	8,008 21	20,736 95	-12,728 74
				19,614.33	51,044.80	-31,430.47
Starent Networks Corp						
Starent Networks Corp	354 000	8/1/2009	11/1/2009	11,984 57	7,989.78	3,994 79
Starent Networks Corp	946 000	8/1/2009	11/1/2009	32,026 57	21,370 14	10,656 43
				44,011.14	29,359.92	14,651.22
Supervalu Inc						
Supervalu Inc	500 000	6/21/2007	1/7/2009	7,495 96	22,978.85	-15,482 89
Supervalu Inc	200 000	6/21/2007	1/7/2009	2,998 38	9,329.00	-6,330 62
Supervalu Inc	250 000	6/21/2007	12/28/2009	3,203 67	11,661 25	-8,457 58
Supervalu Inc	250 000	6/21/2007	12/28/2009	3,203.67	11,596 70	-8,393.03
				16,901.68	55,565.80	-38,664.12
Symantec Corp						
Symantec Corp	300 000	11/5/2008	12/28/2009	5,395 36	4,050 69	1,344 67
				5,395.36	4,050.69	1,344.67
Tellabs Inc						
Tellabs Inc	1,800 000	8/1/2009	12/17/2009	9,877.06	10,443 24	-566 18
Tellabs Inc	2,350 000	8/1/2009	12/17/2009	12,818 92	13,634 23	-815 31
Tellabs Inc	2,550 000	8/1/2009	12/17/2009	13,909 89	14,830 29	-920 40

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
				36,605.87	38,907.76	-2,301.89
Tesoro Corp						
Tesoro Corp	1,950 000	4/1/2009	8/26/2009	26,879 09	29,858 99	-2,979 90
Tesoro Corp	350 000	4/1/2009	8/26/2009	4,751 13	5,359.31	-608 18
Tesoro Corp	350.000	4/1/2009	8/26/2009	4,751 13	5,410 55	-659 42
Tesoro Corp	1,550 000	4/1/2009	8/26/2009	21,223 45	23,960.99	-2,737 54
				57,604.80	64,589.84	-6,985.04
Timken Co						
Timken Co	200 000	11/19/2009	12/28/2009	4,910 87	4,964.84	-53 97
				4,910.87	4,964.84	-53.97
TJX COS Inc						
TJX COS Inc	750 000	9/11/2008	4/1/2009	19,796 66	25,710 15	-5,913 49
TJX COS Inc	350 000	9/11/2008	4/1/2009	9,258 14	12,073 99	-2,815 85
TJX COS Inc	200 000	9/11/2008	12/28/2009	7,372 81	6,899 42	473 39
				36,427.61	44,683.56	-8,255.95
TRW Automotive Holdings Corp						
TRW Automotive Holdings C .	50 000	9/23/2009	12/17/2009	1,258 48	887 21	371 27
TRW Automotive Holdings C	350 000	9/23/2009	12/17/2009	8,821 10	6,210 44	2,610 66
TRW Automotive Holdings C	600 000	9/23/2009	12/17/2009	15,094 41	10,646 46	4,447 95
				25,173.99	17,744.11	7,429.88
Union Pac Corp						
Union Pac Corp	350 000	8/6/2008	8/1/2009	19,463 10	28,650 65	-9,187 55
Union Pac Corp	450 000	8/6/2008	8/1/2009	25,181 49	36,836 55	-11,655.06
				44,644.59	65,487.20	-20,842.61
URS Corp						
URS Corp	100 000	5/1/2009	11/19/2009	4,428 90	4,256 64	172 26
URS Corp	550 000	5/1/2009	11/19/2009	24,363 99	23,411 52	952.47
URS Corp	150 000	5/1/2009	11/20/2009	6,427 50	6,384 96	42 54
URS Corp	150 000	8/1/2009	11/20/2009	6,427 50	7,401 14	-973 64
URS Corp	50 000	8/1/2009	11/20/2009	2,142 50	2,483 55	-341 05
				43,790.39	43,937.81	-147.42
US Treasury Bonds 2% 11/30/13						
US Treasury Bonds 2% 11/3	80,000 000	1/26/2009	3/9/2009	80,859 11	81,300 27	-441 16
				80,859.11	81,300.27	-441.16
US Treasury Bonds 4.75% 2/15/2037						
US Treasury Bonds 4 75% 2/	65,000 000	7/1/2008	1/26/2009	79,893 88	67,039.13	12,854.75
				79,893.88	67,039.13	12,854.75
US Treasury Notes 1.875% 2/28/14						
US Treasury Notes 1 875% 2	100,000 000	5/1/2009	7/27/2009	97,405 92	99,305 02	-1,899 10
				97,405.92	99,305.02	-1,899.10
US Treasury Notes 1.875% 4/30/14						
US Treasury Notes 1 875% 4	65,000 000	7/27/2009	8/20/2009	63,725 17	63,095 92	629 25

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
US Treasury Notes 1 875% 4	70,000 000	7/27/2009	10/1/2009	69,171 25	67,949 45	1,221 80
US Treasury Notes 1 875% 4..	35,000 000	7/27/2009	11/17/2009	34,854.96	33,974 73	880 23
				167,751.38	165,020.10	2,731.28

US Treasury Notes 4% 2/15/2015

US Treasury Notes 4% 2/15/..	50,000 000	7/2/2008	3/9/2009	55,085 74	51,480 67	3,605 07
US Treasury Notes 4% 2/15/	40,000 000	7/2/2008	3/16/2009	43,910 78	41,184 53	2,726 25
US Treasury Notes 4% 2/15/	25,000 000	7/2/2008	3/25/2009	27,793 85	25,740 33	2,053 52
US Treasury Notes 4% 2/15/	25,000 000	7/2/2008	3/26/2009	27,976 46	25,740 33	2,236 13
				154,766.83	144,145.86	10,620.97

US Treasury Notes 4% 8/15/18

US Treasury Notes 4% 8/15/18	55,000 000	4/1/2009	8/1/2009	57,223 41	60,987 92	-3,764 51
US Treasury Notes 4% 8/15/18	10,000 000	6/12/2009	8/1/2009	10,404 26	10,215 67	188 59
US Treasury Notes 4% 8/15/18	50,000 000	6/12/2009	9/8/2009	52,179 49	51,078 33	1,101 16
				119,807.16	122,281.92	-2,474.76

US Treasury Notes 4.5% 3/31/2012

US Treasury Notes 4 5% 3/3.	110,000 000	7/1/2008	1/1/2009	121,700 02	115,221 07	6,478 95
US Treasury Notes 4 5% 3/3 .	45,000 000	7/1/2008	1/27/2009	49,624 65	47,135 89	2,488 76
US Treasury Notes 4 5% 3/3	65,000 000	7/1/2008	1/27/2009	71,680 06	68,085 18	3,594 88
				243,004.73	230,442.14	12,562.59

US Treasury Notes 4.75% 8/15/2017

US Treasury Notes 4 75% 8/	40,000 000	7/2/2008	4/6/2009	46,865 47	42,415 78	4,449 69
				46,865.47	42,415.78	4,449.69

US Treasury Notes 4.875% 4/30/2011

US Treasury Notes 4 875% 4.	50,000 000	7/2/2008	10/6/2009	53,294 75	52,791.18	503 57
US Treasury Notes 4 875% 4	100,000 000	7/2/2008	11/18/2009	106,304 35	105,582 37	721 98
US Treasury Notes 4 875% 4	60,000 000	7/2/2008	11/19/2009	63,813 08	63,349 42	463 66
				223,412.18	221,722.97	1,689.21

Valero Energy Corp

Valero Energy Corp	1,500 000	3/1/2009	8/1/2009	26,714 31	30,647 85	-3,933 54
Valero Energy Corp	800 000	3/1/2009	8/1/2009	14,247 63	16,370 16	-2,122 53
Valero Energy Corp	465.000	3/1/2009	8/1/2009	8,281 44	9,630 99	-1,349 55
Valero Energy Corp	335 000	3/1/2009	8/1/2009	5,972.90	6,938 45	-965 55
Valero Energy Corp	500 000	4/1/2009	8/1/2009	8,914.77	9,647 55	-732.78
Valero Energy Corp	600 000	4/1/2009	8/1/2009	10,697 72	11,570 10	-872 38
				74,828.77	84,805.10	-9,976.33

Virtus Discipl Small-Cap Opt FD I

Virtus Discipl Small-Cap Opt	189 358	12/20/1999	12/28/2009	1,976 89	4,145 04	-2,168 15
Virtus Discipl Small-Cap Opt	62 973	6/27/2000	12/28/2009	657.44	1,470 43	-812 99
Virtus Discipl Small-Cap Opt	1,615 490	6/27/2000	12/28/2009	16,865 68	37,721 68	-20,856 00
				19,500.01	43,337.15	-23,837.14

Virtus Foreign Opportunites I

Virtus Foreign Opportunites I	1,936 409	5/29/2001	12/28/2009	38,824 98	36,275 48	2,549 50
Virtus Foreign Opportunites I	0 001	6/4/2001	12/28/2009	0 02	0.02	0 00
				38,825.00	36,275.50	2,549.50

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Virtus High Yield Income Fund I						
Virtus High Yield Income Fun..	9,990.010	7/1/2008	11/9/2009	100,000.00	111,588.41	-11,588.41
Virtus High Yield Income Fun	30,973.450	7/1/2008	12/28/2009	315,000.00	345,973.44	-30,973.44
				415,000.00	457,561.85	-42,561.85
Walmart Stores Inc						
Walmart Stores Inc	200.000	5/6/2008	1/7/2009	11,042.33	11,307.00	-264.67
Walmart Stores Inc	4.000	5/6/2008	7/1/2009	193.46	226.14	-32.68
Walmart Stores Inc	1,012.000	5/6/2008	7/1/2009	48,946.24	57,390.72	-8,444.48
Walmart Stores Inc	284.000	5/6/2008	7/1/2009	13,735.90	16,124.36	-2,388.46
Walmart Stores Inc	350.000	5/6/2008	8/1/2009	17,248.08	19,871.56	-2,623.48
Walmart Stores Inc	250.000	7/1/2008	8/1/2009	12,320.05	14,027.27	-1,707.22
Walmart Stores Inc	369.000	7/1/2008	8/26/2009	19,134.22	20,704.26	-1,570.04
Walmart Stores Inc	368.000	7/1/2008	8/26/2009	19,082.37	20,809.08	-1,726.71
Walmart Stores Inc	713.000	7/1/2008	8/26/2009	36,972.09	39,695.57	-2,723.48
Walmart Stores Inc	200.000	8/6/2008	8/26/2009	10,370.85	12,011.36	-1,640.51
Walmart Stores Inc	700.000	8/6/2008	9/1/2009	35,903.55	42,039.76	-6,136.21
Walmart Stores Inc	200.000	12/3/2008	9/1/2009	10,258.16	10,527.60	-269.44
Walmart Stores Inc	100.000	3/1/2009	9/1/2009	5,129.08	4,915.04	214.04
				240,336.38	269,649.72	-29,313.34
Watson Pharmaceuticals Inc						
Watson Pharmaceuticals Inc	200.000	9/23/2009	12/28/2009	7,994.79	7,194.12	800.67
				7,994.79	7,194.12	800.67
Wells Fargo & Co						
Wells Fargo & Co	550.000	10/9/2008	8/26/2009	14,880.64	16,401.00	-1,520.36
Wells Fargo & Co	250.000	10/9/2008	8/26/2009	6,763.93	7,848.28	-1,084.35
Wells Fargo & Co	200.000	10/9/2008	12/28/2009	5,354.86	6,278.62	-923.76
				26,999.43	30,527.90	-3,528.47
Western Digital Corp						
Western Digital Corp	350.000	12/1/2007	3/1/2009	4,975.01	9,902.41	-4,927.40
Western Digital Corp	650.000	12/1/2007	3/1/2009	9,123.28	17,925.05	-8,801.77
Western Digital Corp	50.000	12/1/2007	3/1/2009	701.79	1,413.50	-711.71
Western Digital Corp	350.000	12/1/2007	3/1/2009	4,959.47	9,894.50	-4,935.03
Western Digital Corp	1,000.000	12/1/2007	3/1/2009	13,933.12	28,270.00	-14,336.88
Western Digital Corp	450.000	6/3/2008	3/1/2009	6,269.90	17,089.56	-10,819.66
Western Digital Corp	50.000	6/3/2008	3/1/2009	696.66	1,930.25	-1,233.59
Western Digital Corp	300.000	6/4/2008	3/1/2009	4,179.94	11,413.65	-7,233.71
Western Digital Corp	50.000	11/5/2008	3/1/2009	696.66	854.74	-158.08
Western Digital Corp	200.000	7/1/2009	12/28/2009	8,860.77	5,434.08	3,426.69
				54,396.60	104,127.74	-49,731.14
Western Union-WI						
Western Union-WI	600.000	6/3/2008	3/1/2009	6,865.16	14,359.92	-7,494.76
Western Union-WI	1,500.000	6/3/2008	5/1/2009	24,819.26	35,899.80	-11,080.54
Western Union-WI	550.000	6/3/2008	5/1/2009	9,091.10	13,163.26	-4,072.16
Western Union-WI	350.000	6/3/2008	5/1/2009	5,760.85	8,376.62	-2,615.77
Western Union-WI	400.000	6/3/2008	12/28/2009	7,653.80	9,573.28	-1,919.48
				54,190.17	81,372.88	-27,182.71

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L
Yum Brands Inc						
Yum Brands Inc	3,000 000	5/6/2008	3/1/2009	81,762 14	121,571.40	-39,809 26
Yum Brands Inc	100 000	5/6/2008	3/1/2009	2,785 14	4,052 38	-1,267 24
Yum Brands Inc	100 000	5/6/2008	3/1/2009	2,774.48	4,052 38	-1,277 90
Yum Brands Inc	200 000	5/6/2008	12/17/2009	6,897 40	8,104 76	-1,207 36
Yum Brands Inc	700 000	6/3/2008	12/17/2009	24,140 91	27,506 85	-3,365 94
Yum Brands Inc	100 000	6/3/2008	12/17/2009	3,454 41	3,929.55	-475 14
				121,814.48	169,217.32	-47,402.84
				7,847,170.21	8,750,001.18	-902,830.97

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/
ABG Bond Fund lot 5						
ABG Bond Fund lot 5	186.642	9/30/1999	5/27/2009	20,000.00	18,728.08	1,271.92
				20,000.00	18,728.08	1,271.92
ABG Equity Fund Lot 1						
ABG Equity Fund Lot 1	1,790.484	5/8/2007	2/10/2009	100,000.00	151,885.84	-51,885.84
ABG Equity Fund Lot 1	5,977.312	5/8/2007	2/24/2009	300,000.00	507,052.30	-207,052.30
ABG Equity Fund Lot 1	5,122.322	5/8/2007	3/17/2009	249,272.39	434,523.94	-185,251.55
				649,272.39	1,093,462.08	-444,189.69
Accenture PLC						
Accenture PLC	284.000	4/9/2008	5/1/2009	8,417.54	10,504.79	-2,087.25
				8,417.54	10,504.79	-2,087.25
Allstate Corp						
Allstate Corp	1,107.000	6/1/2008	5/1/2009	24,973.94	56,606.89	-31,632.95
				24,973.94	56,606.89	-31,632.95
Analog Devices						
Analog Devices	708.000	1/15/2009	5/1/2009	14,676.46	13,551.12	1,125.34
Analog Devices	4,011.000	1/15/2009	12/9/2009	121,580.71	76,770.54	44,810.17
				136,257.17	90,321.66	45,935.51
Apple Computer Inc						
Apple Computer Inc	125.000	3/14/2008	4/13/2009	15,059.60	15,739.41	-679.81
Apple Computer Inc	99.000	3/14/2008	5/1/2009	12,428.89	12,465.61	-36.72
				27,488.49	28,205.02	-716.53
Baxter International Inc						
Baxter International Inc	247.000	5/6/2008	5/1/2009	12,264.30	15,517.68	-3,253.38
				12,264.30	15,517.68	-3,253.38
Becton Dickinson & Co						
Becton Dickinson & Co	1.000	3/14/2008	5/1/2009	60.99	84.90	-23.91
				60.99	84.90	-23.91
BP Amoco PLC						
BP Amoco PLC	15.000	3/11/2009	5/1/2009	644.83	557.11	87.72
				644.83	557.11	87.72
ChevronTexaco						
ChevronTexaco	1,197.000	6/2/2008	11/4/2009	91,384.89	118,537.35	-27,152.46
ChevronTexaco	46.000	5/1/2009	11/4/2009	3,511.87	3,097.18	414.69
				94,896.76	121,634.53	-26,737.77
Coco Cola Co						
Coco Cola Co	173.000	2/6/2009	5/1/2009	7,362.69	7,518.15	-155.46
				7,362.69	7,518.15	-155.46
Corning Inc						
Corning Inc	644.000	12/3/2008	5/1/2009	9,535.59	5,518.31	4,017.28

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/
				9,535.59	5,518.31	4,017.28
Dow Chemical						
Dow Chemical	2,954.000	5/1/2008	4/7/2009	29,510.72	119,402.75	-89,892.03
				29,510.72	119,402.75	-89,892.03
FHLMC Pool						
FHLMC Pool	116.750	3/31/2007	1/15/2009	116.75	114.88	1.87
FHLMC Pool	126.620	3/31/2007	2/17/2009	126.62	124.59	2.03
FHLMC Pool	130.810	3/31/2007	3/16/2009	130.81	128.71	2.10
FHLMC Pool	148.160	3/31/2007	4/15/2009	148.16	145.78	2.38
FHLMC Pool	167.850	3/31/2007	5/15/2009	167.85	165.16	2.69
FHLMC Pool	124.670	3/31/2007	6/15/2009	124.67	122.67	2.00
FHLMC Pool	99.780	3/31/2007	7/15/2009	99.78	98.18	1.60
FHLMC Pool	116.190	3/31/2007	8/17/2009	116.19	114.33	1.86
FHLMC Pool	144.910	3/31/2007	9/15/2009	144.91	142.59	2.32
FHLMC Pool	104.610	3/31/2007	10/15/2009	104.61	102.93	1.68
FHLMC Pool	107.350	3/31/2007	11/16/2009	107.35	105.63	1.72
FHLMC Pool	92.240	3/31/2007	12/15/2009	92.24	90.76	1.48
				1,479.94	1,456.21	23.73
General Electric						
General Electric	815.000	6/1/2008	5/1/2009	9,942.74	25,118.30	-15,175.56
				9,942.74	25,118.30	-15,175.56
General Mills						
General Mills	17.000	9/11/2008	5/1/2009	861.21	1,164.77	-303.56
				861.21	1,164.77	-303.56
Genzyme Corp						
Genzyme Corp	1,458.000	9/1/2008	8/4/2009	72,161.12	114,405.62	-42,244.50
Genzyme Corp	42.000	5/1/2009	8/4/2009	2,078.72	2,296.43	-217.71
				74,239.84	116,702.05	-42,462.21
GNMA Pool						
GNMA Pool	347.930	3/31/2007	1/15/2009	347.93	347.93	0.00
GNMA Pool	144.530	3/31/2007	2/17/2009	144.53	144.53	0.00
GNMA Pool	146.260	3/31/2007	3/16/2009	146.26	146.26	0.00
GNMA Pool	143.420	3/31/2007	4/15/2009	143.42	143.42	0.00
GNMA Pool	148.110	3/31/2007	5/15/2009	148.11	148.11	0.00
GNMA Pool	148.970	3/31/2007	6/15/2009	148.97	148.97	0.00
GNMA Pool	148.390	3/31/2007	7/15/2009	148.39	148.39	0.00
GNMA Pool	371.470	3/31/2007	8/17/2009	371.47	371.47	0.00
GNMA Pool	131.930	3/31/2007	9/15/2009	131.93	131.93	0.00
GNMA Pool	139.020	3/31/2007	10/15/2009	139.02	139.02	0.00
GNMA Pool	112.770	3/31/2007	11/16/2009	112.77	112.77	0.00
GNMA Pool	113.430	3/31/2007	12/15/2009	113.43	113.43	0.00
				2,096.23	2,096.23	0.00
Hewlett Packard Co						
Hewlett Packard Co	214.000	4/25/2008	5/1/2009	7,821.91	10,098.66	-2,276.75
				7,821.91	10,098.66	-2,276.75

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IBM						
IBM	173 000	5/5/2008	5/1/2009	18,017.09	21,117.95	-3,100.86
				18,017.09	21,117.95	-3,100.86
J P Morgan Chase & Co						
J P Morgan Chase & Co	1,144 000	6/24/2008	5/1/2009	38,610.38	43,460.56	-4,850.18
				38,610.38	43,460.56	-4,850.18
Kimberly Clark Corp						
Kimberly Clark Corp	1,826 000	4/9/2008	4/30/2009	90,431.97	115,893.48	-25,461.51
				90,431.97	115,893.48	-25,461.51
L-3 Communications Hldgs Inc						
L-3 Communications Hldgs	1,073 000	5/2/2008	3/11/2009	62,952.34	119,864.83	-56,912.49
				62,952.34	119,864.83	-56,912.49
Lockheed Martin Corp						
Lockheed Martin Corp	11.000	7/24/2008	5/1/2009	871.08	1,153.19	-282.11
				871.08	1,153.19	-282.11
Lowes Cos Inc						
Lowes Cos Inc	725 000	10/24/2008	4/13/2009	14,738.87	14,083.27	655.60
Lowes Cos Inc	679 000	10/24/2008	5/1/2009	14,444.27	13,189.71	1,254.56
				29,183.14	27,272.98	1,910.16
Manulife Finl Corp						
Manulife Finl Corp	418 000	12/4/2008	5/1/2009	6,984.60	6,472.27	512.33
				6,984.60	6,472.27	512.33
Microsoft Corp						
Microsoft Corp	4,001 000	4/25/2008	7/1/2009	95,027.31	119,309.82	-24,282.51
Microsoft Corp	82 000	5/1/2009	7/1/2009	1,947.57	1,657.22	290.35
				96,974.88	120,967.04	-23,992.16
Pepsico						
Pepsico	35 000	3/14/2008	5/1/2009	1,764.65	2,395.87	-631.22
Pepsico	1,617 000	3/14/2008	8/12/2009	91,809.77	110,688.98	-18,879.21
				93,574.42	113,084.85	-19,510.43
Pfizer						
Pfizer	0.555	12/8/2008	11/25/2009	10.03	9.80	0.23
				10.03	9.80	0.23
TJX Companies Inc						
TJX Companies Inc	322 000	12/10/2008	5/1/2009	8,895.05	6,589.86	2,305.19
				8,895.05	6,589.86	2,305.19
Transocean LTD Switzerland						
Transocean LTD Switzerland	81.000	11/24/2008	5/1/2009	5,457.19	5,061.69	395.50
				5,457.19	5,061.69	395.50

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United Parcel Svc Inc						
United Parcel Svc Inc	110 000	5/9/2008	5/1/2009	5,705 55	7,746 20	-2,040.65
United Parcel Svc Inc	1,598.000	5/9/2008	6/4/2009	81,483 28	112,531.16	-31,047.88
				87,188.83	120,277.36	-33,088.53
United Technologies						
United Technologies	116 000	1/15/2009	5/1/2009	5,679 80	5,759 40	-79 60
				5,679.80	5,759.40	-79.60
Verizon Communications						
Verizon Communications	424 000	4/10/2008	5/1/2009	12,880.79	15,257 64	-2,376 85
				12,880.79	15,257.64	-2,376.85
Wells Fargo & Co						
Wells Fargo & Co	1,254 000	5/1/2008	5/1/2009	24,489.99	37,494 60	-13,004 61
				24,489.99	37,494.60	-13,004.61
Wyeth Com						
Wyeth Com	1,645 000	12/8/2008	10/23/2009	54,285 00	29,968 49	24,316.51
Wyeth Com	181 000	3/19/2009	10/23/2009	5,973.00	3,297 45	2,675 55
Wyeth Com	137 000	5/1/2009	10/23/2009	4,521 00	2,495 85	2,025 15
				64,779.00	35,761.79	29,017.21
				1,764,107.86	2,520,197.46	-756,089.60

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Aflac Inc						
Aflac Inc	465.000	5/25/2005	2/17/2009	8,790.90	18,743.78	-9,952.88
Aflac Inc	20.000	4/4/2006	2/17/2009	378.10	912.97	-534.87
Aflac Inc	30.000	7/1/2006	2/17/2009	567.16	1,404.00	-836.84
Aflac Inc	625.000	3/20/2007	2/17/2009	11,815.73	29,355.50	-17,539.77
				21,551.89	50,416.25	-28,864.36
Apple Inc						
Apple Inc	192.000	5/17/2007	1/7/2009	17,733.98	20,874.70	-3,140.72
Apple Inc	50.000	9/24/2007	1/7/2009	4,618.22	7,423.00	-2,804.78
Apple Inc	108.000	11/1/2008	1/7/2009	9,975.36	11,560.27	-1,584.91
				32,327.56	39,857.97	-7,530.41
Caterpillar Inc						
Caterpillar Inc	295.000	7/1/2007	6/1/2009	11,059.26	22,953.95	-11,894.69
Caterpillar Inc	500.000	9/24/2007	6/1/2009	18,744.51	38,885.80	-20,141.29
Caterpillar Inc	25.000	3/16/2009	6/1/2009	937.23	682.50	254.73
				30,741.00	62,522.25	-31,781.25
Cerner Corp						
Cerner Corp	300.000	8/4/2008	6/1/2009	17,510.54	13,563.06	3,947.48
Cerner Corp	150.000	8/4/2008	6/18/2009	8,986.76	6,781.53	2,205.23
				26,497.30	20,344.59	6,152.71
Cisco Systems Inc						
Cisco Systems Inc	1,010.000	10/2/2006	6/18/2009	19,184.45	23,623.90	-4,439.45
Cisco Systems Inc	25.000	10/25/2006	6/18/2009	474.86	609.75	-134.89
Cisco Systems Inc	65.000	3/20/2007	6/18/2009	1,234.64	1,723.10	-488.46
				20,893.95	25,956.75	-5,062.80
Coca Cola Co						
Coca Cola Co	315.000	10/25/2006	6/1/2009	15,434.60	14,879.15	555.45
				15,434.60	14,879.15	555.45
Costco Whsl Corp						
Costco Whsl Corp	475.000	12/14/2007	6/1/2009	23,592.64	32,527.43	-8,934.79
Costco Whsl Corp	450.000	3/20/2008	6/1/2009	22,350.92	28,548.85	-6,197.93
Costco Whsl Corp	35.000	3/16/2009	6/1/2009	1,738.40	1,499.98	238.42
				47,681.96	62,576.26	-14,894.30
Covance Inc						
Covance Inc	255.000	11/15/2005	2/1/2009	9,288.32	12,130.50	-2,842.18
Covance Inc	15.000	4/3/2006	2/1/2009	546.37	897.55	-351.18
Covance Inc	15.000	4/3/2006	6/1/2009	666.78	897.55	-230.77
Covance Inc	10.000	7/1/2006	6/1/2009	444.52	613.39	-168.87
Covance Inc	475.000	3/20/2007	6/1/2009	21,114.72	28,260.74	-7,146.02
Covance Inc	50.000	3/16/2009	6/1/2009	2,222.60	1,904.36	318.24
				34,283.31	44,704.09	-10,420.78
Cullen Frost Bankers Inc						
Cullen Frost Bankers Inc	525.000	3/20/2008	2/20/2009	21,140.36	28,675.39	-7,535.03

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				21,140.36	28,675.39	-7,535.03
CVS Caremark Corp						
CVS Caremark Corp	600.000	8/27/2007	10/8/2009	21,785.91	22,127.28	-341.37
				21,785.91	22,127.28	-341.37
Danaher Corp Del						
Danaher Corp Del	230 000	8/25/2005	6/18/2009	14,164 18	12,288 90	1,875.28
Danaher Corp Del	50 000	10/4/2005	6/18/2009	3,079 17	2,693 50	385 67
Danaher Corp Del	30 000	7/5/2006	6/18/2009	1,847.50	1,922.66	-75 16
Danaher Corp Del	50 000	3/20/2007	6/18/2009	3,079 17	3,577 94	-498 77
				22,170.02	20,483.00	1,687.02
Deere & Co						
Deere & Co	800 000	6/1/2009	10/8/2009	34,826 21	37,628 64	-2,802 43
				34,826.21	37,628.64	-2,802.43
Devon Energy Corp						
Devon Energy Corp	450 000	9/24/2007	3/16/2009	21,325.83	37,351.44	-16,025 61
Devon Energy Corp	150 000	10/16/2008	3/16/2009	7,108 61	10,074.75	-2,966 14
				28,434.44	47,426.19	-18,991.75
Disney Walt Co						
Disney Walt Co	750 000	10/3/2006	6/18/2009	17,718 29	22,940.40	-5,222 11
Disney Walt Co	500 000	3/20/2007	6/18/2009	11,812.19	16,933 05	-5,120 86
Disney Walt Co	500 000	8/27/2007	6/18/2009	11,812 19	16,999 40	-5,187 21
Disney Walt Co	65 000	3/16/2009	6/18/2009	1,535 59	1,135 55	400 04
				42,878.26	58,008.40	-15,130.14
Duke Energy Hldg Corp						
Duke Energy Hldg Corp	1,500 000	8/4/2008	3/16/2009	19,934 89	26,114 55	-6,179 66
Duke Energy Hldg Corp	1,500 000	1/2/2009	3/16/2009	19,934 89	22,905 00	-2,970 11
				39,869.78	49,019.55	-9,149.77
Entergy Corp						
Entergy Corp	250.000	12/14/2007	6/1/2009	19,136 11	29,286 45	-10,150 34
Entergy Corp	75.000	1/9/2008	6/1/2009	5,740.83	9,396.75	-3,655 92
				24,876.94	38,683.20	-13,806.26
Federal Farm Credit Bank 4.75% 8/13/2013						
Federal Farm Credit Bank 4	100,000 000	9/11/2008	8/13/2009	100,000 00	100,443.00	-443 00
				100,000.00	100,443.00	-443.00
Federal Home Ln Mtg Corp 2564						
Federal Home Ln Mtg Corp	2,277.770	3/30/2004	1/15/2009	2,277 77	2,311.22	-33 45
Federal Home Ln Mtg Corp	7,460 180	3/30/2004	2/17/2009	7,460 18	7,569 75	-109 57
Federal Home Ln Mtg Corp	10,365 560	3/30/2004	3/16/2009	10,365 56	10,517 80	-152 24
Federal Home Ln Mtg Corp	11,858 930	3/30/2004	4/15/2009	11,858.93	12,033 11	-174 18
Federal Home Ln Mtg Corp	14,009 890	3/30/2004	5/15/2009	14,009 89	14,215 66	-205 77
Federal Home Ln Mtg Corp	10,271 180	3/30/2004	6/15/2009	10,271.18	10,422 04	-150 86
Federal Home Ln Mtg Corp	9,155 370	3/30/2004	7/15/2009	9,155 38	9,289 84	-134.46
				65,398.89	66,359.42	-960.53

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Fed'I Farm Credit BAnk 5% 4-8-2016						
Fed'I Farm Credit BAnk 5% ...	100,000 000	4/2/2008	1/15/2009	100,000 00	100,000 00	0 00
				100,000.00	100,000.00	0.00
Fed'I Home Loan Bank 4% 4/2/2014						
Fed'I Home Loan Bank 4%	100,000 000	4/1/2008	4/2/2009	100,000 00	100,000 00	0 00
				100,000.00	100,000.00	0.00
FHLMC ser 2608 due 7152026						
FHLMC ser 2608 due 7152	1,659 670	3/18/2004	1/15/2009	1,659 67	1,676 27	-16 60
FHLMC ser 2608 due 7152	4,389 200	3/18/2004	2/17/2009	4,389 20	4,433.09	-43 89
FHLMC ser 2608 due 7152	7,372 900	3/18/2004	3/16/2009	7,372 93	7,446.63	-73 70
				13,421.80	13,555.99	-134.19
Genentech Inc						
Genentech Inc	375.000	3/20/2007	3/16/2009	35,231 05	31,334 70	3,896 35
				35,231.05	31,334.70	3,896.35
Gilead Sciences Inc						
Gilead Sciences Inc	130 000	8/27/2007	2/1/2009	6,610.89	4,803 34	1,807.55
Gilead Sciences Inc	50.000	8/27/2007	6/18/2009	2,331 69	1,847 44	484.25
Gilead Sciences Inc	300.000	9/24/2007	6/18/2009	13,990 13	11,935 71	2,054 42
				22,932.71	18,586.49	4,346.22
GNMA II 5% due 3/15/2019						
GNMA II 5% due 3/15/2019	115.490	9/20/2005	1/15/2009	115 49	117.08	-1.59
GNMA II 5% due 3/15/2019	116 020	9/20/2005	2/17/2009	116 02	117.62	-1.60
GNMA II 5% due 3/15/2019	116 220	9/20/2005	3/16/2009	116.22	117.82	-1 60
GNMA II 5% due 3/15/2019	116 750	9/20/2005	4/15/2009	116 75	118 36	-1 61
GNMA II 5% due 3/15/2019	1,149 020	9/20/2005	5/15/2009	1,149 02	1,164 82	-15 80
GNMA II 5% due 3/15/2019	111 210	9/20/2005	6/15/2009	111 21	112 74	-1 53
GNMA II 5% due 3/15/2019	111 720	9/20/2005	7/15/2009	111 72	113 26	-1 54
GNMA II 5% due 3/15/2019	112 230	9/20/2005	8/17/2009	112.23	113.77	-1.54
GNMA II 5% due 3/15/2019	112.740	9/20/2005	9/15/2009	112 74	114 29	-1 55
GNMA II 5% due 3/15/2019	113 260	9/20/2005	10/15/2009	113.26	114 82	-1.56
GNMA II 5% due 3/15/2019	113 780	9/20/2005	11/16/2009	113 78	115 34	-1.56
GNMA II 5% due 3/15/2019	114 300	9/20/2005	12/15/2009	114 30	115 87	-1.57
				2,402.74	2,435.79	-33.05
GNMA II 5.5% due 12/20/2017						
GNMA II 5 5% due 12/20/20	110 800	9/19/2005	1/20/2009	110 80	113 64	-2.84
GNMA II 5 5% due 12/20/20	848 370	9/19/2005	2/20/2009	848 37	870 11	-21.74
GNMA II 5 5% due 12/20/20	742 940	9/19/2005	3/20/2009	742 94	761 98	-19 04
GNMA II 5 5% due 12/20/20	98 120	9/19/2005	4/20/2009	98 12	100 63	-2 51
GNMA II 5 5% due 12/20/20	658 950	9/19/2005	5/20/2009	658 95	675.84	-16 89
GNMA II 5 5% due 12/20/20	1,041.620	9/19/2005	6/22/2009	1,041 62	1,068.31	-26.69
GNMA II 5 5% due 12/20/20	86 480	9/19/2005	7/20/2009	86 48	88.70	-2.22
GNMA II 5 5% due 12/20/20	86 950	9/19/2005	8/20/2009	86 95	89 18	-2.23
GNMA II 5 5% due 12/20/20	298 990	9/19/2005	9/21/2009	298 99	306.65	-7 66
GNMA II 5 5% due 12/20/20	908.450	9/19/2005	10/20/2009	908 45	931 73	-23.28
GNMA II 5 5% due 12/20/20	78.740	9/19/2005	11/20/2009	78 74	80 76	-2.02

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GNMA II 5.5% due 12/20/20.	253 640	9/19/2005	12/21/2009	253.64	260.14	-6 50
				5,214.05	5,347.67	-133.62

GNMA II Pool #3915 5.5% 11/20/2021

GNMA II Pool #3915 5 5% 1 ..	259 200	11/30/2006	1/20/2009	259 20	261.47	-2 27
GNMA II Pool #3915 5 5% 1 .	303.880	11/30/2006	2/20/2009	303 88	306.54	-2 66
GNMA II Pool #3915 5 5% 1	296 360	11/30/2006	3/20/2009	296.36	298 95	-2 59
GNMA II Pool #3915 5 5% 1	2,170 630	11/30/2006	4/20/2009	2,170 63	2,189 62	-18 99
GNMA II Pool #3915 5 5% 1	287 780	11/30/2006	5/20/2009	287.78	290 30	-2 52
GNMA II Pool #3915 5 5% 1.	335.930	11/30/2006	6/22/2009	335 93	338.87	-2 94
GNMA II Pool #3915 5 5% 1...	302.810	11/30/2006	7/20/2009	302 81	305.46	-2 65
GNMA II Pool #3915 5 5% 1	321 240	11/30/2006	8/20/2009	321 24	324.05	-2 81
GNMA II Pool #3915 5 5% 1 .	4,100 040	11/30/2006	9/21/2009	4,100 04	4,135.92	-35 88
GNMA II Pool #3915 5 5% 1.	2,593 040	11/30/2006	10/20/2009	2,593 04	2,615 73	-22 69
GNMA II Pool #3915 5 5% 1	268 820	11/30/2006	11/20/2009	268 82	271 17	-2 35
GNMA II Pool #3915 5 5% 1 .	818 090	11/30/2006	12/21/2009	818 09	825 25	-7 16
				12,057.82	12,163.33	-105.51

Google Inc

Google Inc	70.000	5/17/2007	1/7/2009	22,545 67	33,102.29	-10,556 62
				22,545.67	33,102.29	-10,556.62

Gov't National Mtg. Assn 5.5% due 10/20/2016 Pool#003142

Gov't National Mtg Assn 5	400 140	8/29/2005	1/20/2009	400 14	409 64	-9.50
Gov't National Mtg Assn 5 .	396 430	8/29/2005	2/20/2009	396 43	405 85	-9 42
Gov't National Mtg Assn 5.	398 800	8/29/2005	3/20/2009	398 80	408.27	-9 47
Gov't National Mtg Assn 5 .	400 300	8/29/2005	4/20/2009	400 30	409.81	-9 51
Gov't National Mtg Assn 5	402 970	8/29/2005	5/20/2009	402.97	412 54	-9 57
Gov't National Mtg Assn 5....	405 130	8/29/2005	6/22/2009	405.13	414 75	-9 62
Gov't National Mtg Assn 5	636 020	8/29/2005	7/20/2009	636.02	651.13	-15 11
Gov't National Mtg Assn 5 .	389 740	8/29/2005	8/20/2009	389.74	399 00	-9.26
Gov't National Mtg Assn 5..	418 070	8/29/2005	9/21/2009	418 07	428 00	-9 93
Gov't National Mtg Assn 5 .	394 020	8/29/2005	10/20/2009	394 02	403 38	-9 36
Gov't National Mtg Assn 5 .	407.530	8/29/2005	11/20/2009	407 53	417 21	-9 68
Gov't National Mtg Assn 5	412 660	8/29/2005	12/21/2009	412.66	422.46	-9 80
				5,061.81	5,182.04	-120.23

Harris Corp

Harris Corp	530 000	2/22/2007	6/1/2009	16,540 87	26,419 86	-9,878 99
Harris Corp	690.000	3/20/2007	6/1/2009	21,534 34	33,878 93	-12,344.59
Harris Corp	40 000	9/24/2007	6/1/2009	1,248 37	2,268.70	-1,020 33
				39,323.58	62,567.49	-23,243.91

Harris Stratex Networks Inc

Harris Stratex Networks Inc	0 007	5/15/2009	6/1/2009	0 03	0 04	-0 01
Harris Stratex Networks Inc	313 000	5/15/2009	6/9/2009	1,856 00	1,671 42	184 58
				1,856.03	1,671.46	184.57

Heinz H J Co

Heinz H J Co	1,300 000	3/1/2008	6/1/2009	48,202 74	58,370 00	-10,167 26
Heinz H J Co	50 000	3/16/2009	6/1/2009	1,853 95	1,707 00	146 95
				50,056.69	60,077.00	-10,020.31

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Illinois Tool Works Inc						
Illinois Tool Works Inc	250.000	8/15/2008	6/18/2009	9,123.51	12,367.28	-3,243.77
				9,123.51	12,367.28	-3,243.77
Jacobs Engineering Group Inc						
Jacobs Engineering Group I.	425.000	3/16/2009	6/1/2009	19,259.27	17,449.35	1,809.92
				19,259.27	17,449.35	1,809.92
Johnson & Johnson						
Johnson & Johnson	400.000	8/4/2008	6/1/2009	22,367.40	27,667.52	-5,300.12
Johnson & Johnson	175.000	2/1/2009	6/1/2009	9,785.74	10,175.37	-389.63
				32,153.14	37,842.89	-5,689.75
McCormick & Co Inc						
McCormick & Co Inc	600.000	11/1/2008	6/1/2009	18,263.53	19,356.00	-1,092.47
McCormick & Co Inc	25.000	3/16/2009	6/1/2009	760.98	819.25	-58.27
				19,024.51	20,175.25	-1,150.74
McDonalds Corp						
McDonalds Corp	150.000	9/6/2006	6/1/2009	8,966.77	5,389.50	3,577.27
McDonalds Corp	350.000	3/20/2007	6/1/2009	20,922.46	15,484.00	5,438.46
				29,889.23	20,873.50	9,015.73
Monsanto Co						
Monsanto Co	200.000	6/1/2009	10/8/2009	15,021.69	16,252.70	-1,231.01
				15,021.69	16,252.70	-1,231.01
Noble Corp						
Noble Corp	1,000.000	3/1/2008	3/16/2009	24,489.85	49,984.30	-25,494.45
				24,489.85	49,984.30	-25,494.45
Oracle Corp						
Oracle Corp	800.000	1/2/2009	6/1/2009	15,959.58	14,431.04	1,528.54
				15,959.58	14,431.04	1,528.54
Peabody Energy Corp						
Peabody Energy Corp	360.000	5/17/2007	1/7/2009	9,221.49	17,515.55	-8,294.06
Peabody Energy Corp	350.000	9/24/2007	1/7/2009	8,965.34	15,635.16	-6,669.82
				18,186.83	33,150.71	-14,963.88
Praxair Inc						
Praxair Inc	200.000	12/5/2006	6/18/2009	14,498.42	12,530.00	1,968.42
Praxair Inc	50.000	3/20/2007	6/18/2009	3,624.61	3,150.49	474.12
				18,123.03	15,680.49	2,442.54
Progress Energy Inc						
Progress Energy Inc	500.000	2/1/2009	3/16/2009	16,744.90	19,762.50	-3,017.60
				16,744.90	19,762.50	-3,017.60
Raytheon Co						
Raytheon Co	150.000	9/24/2007	3/16/2009	5,220.47	9,517.31	-4,296.84

UMB Capital Gains

1/1/2009 Through 12/31/2009

2/17/2010

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Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/ .
Raytheon Co	850 000	9/24/2007	6/1/2009	38,863.29	53,931.40	-15,068.11
				44,083.76	63,448.71	-19,364.95
Schlumberger Ltd						
Schlumberger Ltd	45 000	12/5/2006	1/2/2009	2,007.89	3,049.65	-1,041.76
Schlumberger Ltd	5.000	1/11/2007	1/2/2009	223.10	284.33	-61.23
Schlumberger Ltd	485 000	3/20/2007	1/2/2009	21,640.57	32,359.20	-10,718.63
Schlumberger Ltd	30 000	7/21/2008	1/2/2009	1,338.59	3,121.63	-1,783.04
Schlumberger Ltd	750 000	3/16/2009	6/1/2009	44,466.35	31,214.03	13,252.32
				69,676.50	70,028.84	-352.34
Schwab Charles Corp						
Schwab Charles Corp	1,515 000	12/14/2007	1/2/2009	24,042.91	36,903.58	-12,860.67
Schwab Charles Corp	485 000	3/20/2008	1/2/2009	7,696.91	9,372.05	-1,675.14
				31,739.82	46,275.63	-14,535.81
Target Corp						
Target Corp	185 000	3/20/2008	6/1/2009	7,713.55	9,733.22	-2,019.67
				7,713.55	9,733.22	-2,019.67
TJX Cos						
TJX Cos	565 000	3/20/2008	6/1/2009	17,282.90	19,198.14	-1,915.24
TJX Cos	200 000	3/20/2008	6/18/2009	6,117.84	6,795.80	-677.96
				23,400.74	25,993.94	-2,593.20
U S Treasury Note 6% 8/15/09						
U S Treasury Note 6% 8/15/ .	25,000 000	11/7/2000	8/17/2009	25,000.00	25,074.22	-74.22
				25,000.00	25,074.22	-74.22
United Technologies Corp						
United Technologies Corp	375 000	3/20/2007	3/16/2009	15,633.66	24,412.50	-8,778.84
				15,633.66	24,412.50	-8,778.84
US Bancorp Del						
US Bancorp Del	750 000	10/10/2008	3/16/2009	10,904.93	22,457.03	-11,552.10
				10,904.93	22,457.03	-11,552.10
Valero Energy Corp						
Valero Energy Corp	1,500 000	3/16/2009	6/1/2009	34,109.12	27,480.00	6,629.12
				34,109.12	27,480.00	6,629.12
				1,521,133.95	1,809,009.73	-287,875.78

THE LYON FOUNDATION GRANT APPLICATION GUIDELINES

Any application should be no more than four double-spaced pages and should contain the following information about the proposed project:

- a. Formal ("legal") name of the organization requesting the grant.
- b. Brief description of history and purpose of the organization.
- c. Address and telephone number(s) of applicant.
- d. Name and title of individual responsible for grant application.
- e. Amount of grant requested.
- f. Period for which grant is requested.
- g. Purpose for which grant is requested.
- h. Copy of most current IRS determination letter.
- i. Copy of most recently filed IRS Form 990.
- j. Copy of the applicant's budget for the current year and the year(s) for which grant is requested.
- k. Identification of other public or private organizations that have been Solicited for the same purpose or grant.
- l. Names, positions and affiliations of officers and members of governing Body of applicant.
- m. Certification by applicant its exempt status has not changed since the Latest determination letter.

Based on a review of the points presented in the application, foundation staff may request additional information. If so, instructions will be provided regarding what information to include and how to present it.

Policy guidelines established by the Lyon Foundation's Board of Directors normally preclude grants for:

- Ongoing general operating expenses or existing deficits
- Grants to satisfy existing indebtedness
- Endowment funds
- Direct support to individuals
- Projects or programs outside the Bartlesville area

No grants will be made for computers or computer related items.

All applications should be addressed to:

**The Lyon Foundation
James W. Connor, President
P.O. Box 546
Bartlesville, OK 74005**