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

2009

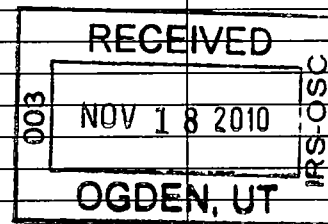
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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

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

Use the IRS label. Otherwise, print or type See Specific Instructions	Name of foundation AMELIA PEABODY CHARITABLE FUND TRUST		A Employer identification number 23-7364949
	Number and street (or P O box number if mail is not delivered to street address) 185 DEVONSHIRE STREET	Room/suite 600	B Telephone number (617) 451-6178
	City or town, state, and ZIP code BOSTON, MA 02110		C If exemption application is pending, check here ☐
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 145,509,443. (Part I, column (d) must be on cash basis)		J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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	99,433.		N/A	
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	21,773.	21,773.		STATEMENT 1
4	Dividends and interest from securities	3,538,486.	3,502,110.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-8,520,982.			
b	Gross sales price for all assets on line 6a 74,126,059.				
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	183,388.	175,881.		STATEMENT 3
12	Total Add lines 1 through 11	-4,677,902.	3,699,764.		
13	Compensation of officers, directors, trustees, etc	400,000.	160,000.		240,000.
14	Other employee salaries and wages	232,500.	93,000.		139,500.
15	Pension plans, employee benefits	58,289.	23,316.		34,973.
16a	Legal fees STMT 4	65,832.	26,333.		39,499.
b	Accounting fees STMT 5	61,351.	44,337.		16,739.
c	Other professional fees STMT 6	199,622.	125,822.		73,800.
17	Interest				
18	Taxes STMT 7	45,925.	23,925.		0.
19	Depreciation and depletion	42,056.	0.		
20	Occupancy	25,748.	10,299.		15,449.
21	Travel, conferences, and meetings	8,577.	0.		8,577.
22	Printing and publications				
23	Other expenses STMT 8	90,100.	74,380.		15,720.
24	Total operating and administrative expenses. Add lines 13 through 23	1,230,000.	581,412.		584,257.
25	Contributions, gifts, grants paid	4,759,635.			4,759,635.
26	Total expenses and disbursements Add lines 24 and 25	5,989,635.	581,412.		5,343,892.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-10667537.			
b	Net investment income (if negative, enter -0-)		3,118,352.		
c	Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		307,193.	15,873.	15,873.
	2	Savings and temporary cash investments		7,687,214.	14,477,900.	14,471,601.
	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 11		16,668,656.	18,660,883.	19,787,794.
	b	Investments - corporate stock STMT 12		42,561,338.	70,952,101.	90,364,069.
	c	Investments - corporate bonds STMT 13		7,038,575.	13,718,239.	14,383,441.
11	Investments - land, buildings, and equipment, basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 14		52,481,473.	5,727,765.	5,797,456.	
14	Land, buildings, and equipment, basis ▶ 1,436,297.					
	Less: accumulated depreciation STMT 15 ▶ 110,791.		1,367,562.	1,325,506.	689,209.	
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		128,112,011.	124,878,267.	145,509,443.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		127,375,720.	124,551,900.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		736,291.	326,367.		
30	Total net assets or fund balances		128,112,011.	124,878,267.		
31	Total liabilities and net assets/fund balances		128,112,011.	124,878,267.		

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	128,112,011.
2	Enter amount from Part I, line 27a	2	-10,667,537.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	8,962,976.
4	Add lines 1, 2, and 3	4	126,407,450.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	1,529,183.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	124,878,267.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENTS				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 74,126,059.		79,287,061.	-8,520,982.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e			-8,520,982.	
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 -8,520,982.		
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	9,000,783.	156,255,934.	.057603
2007	6,250,911.	176,936,868.	.035328
2006	7,804,025.	163,859,970.	.047626
2005	5,878,948.	161,694,041.	.036358
2004	8,181,584.	160,957,939.	.050831
2 Total of line 1, column (d)			2 .227746
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 .045549
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 127,858,399.
5 Multiply line 4 by line 3			5 5,823,822.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 31,184.
7 Add lines 5 and 6			7 5,855,006.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 5,343,892.

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	62,367.
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	62,367.
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	62,367.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	92,000.	
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	92,000.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	986.	
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	28,647.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ☒ 28,647. 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
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☒ \$ 0. (2) On foundation managers. ☒ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☒ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ MA		
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

STMT 16

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? Website address ► WWW.APCFUND.ORG	13	X	
14	The books are in care of ► CHERYL GIDEON Telephone no. ► (617) 451-6178 Located at ► 185 DEVONSHIRE STREET, SUITE 600, BOSTON, MA ZIP+4 ► 02110			
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		1b X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

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

☐ Yes ☒ No

6b

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

X

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

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

☐ Yes ☒ No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 17		400,000.	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
EVAN C. PAGE - 185 DEVONSHIRE STREET, SUITE 600, BOSTON, MA 02110	EXECUTIVE DIRECTOR 40.00	150,000.	21,364.	0.
CHERYL A. GIDEON - 185 DEVONSHIRE STREET, SUITE 600, BOSTON, MA 02110	ADMINISTRATOR 40.00	82,500.	16,174.	0.

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

0

Form 990-PF (2009)

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	119,202,334.
b	Average of monthly cash balances	1b	10,603,147.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	129,805,481.
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	129,805,481.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,947,082.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	127,858,399.
6	Minimum investment return. Enter 5% of line 5	6	6,392,920.

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	6,392,920.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	62,367.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	62,367.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	6,330,553.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	6,330,553.
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	6,330,553.

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	5,343,892.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,343,892.
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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,343,892.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				6,330,553.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,202,505.	
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: ▶ \$ 5,343,892.				
a Applied to 2008, but not more than line 2a			1,202,505.	
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				4,141,387.
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				2,189,166.
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				

N/A

- ▶

☐ 4942(j)(3) or ☐ 4942(j)(5)

- [illegible]

Form **990-PF** (2009)

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of:		
	(1) Cash		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>Caleb Song, Trustee</i>		Date <i>11/10/2010</i>	Title TRUSTEE	
	Paid Preparer's Use Only	Preparer's signature <i>[Signature]</i>	Date <i>11/5/10</i>	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code CHOATE HALL & STEWART LLP P O BOX 961019 BOSTON, MA 02196				EIN [Redacted] Phone no. (617) 248-5255	

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

AMELIA PEABODY CHARITABLE FUND TRUST

23-7364949

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 foundationCheck 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

AMELIA PEABODY CHARITABLE FUND TRUST

23-7364949

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	AMELIA PEABODY ANNUITY TRUST SUSAN B. RICE, TRUSTEE CHOATE LLP TWO INT'L PLACE BOSTON, MA 02110	\$ 99,433.	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 FIDUCIARY TRUST - SEE SCHEDULE ATTACHED		P	VARIOUS	VARIOUS
b NORTHERN TRUST - SEE SCHEDULE ATTACHED		P	VARIOUS	VARIOUS
c NORTHERN TRUST - SEE SCHEDULE ATTACHED		P	VARIOUS	VARIOUS
d NORTHERN TRUST - VANGUARD REIT VIPER INDEX ETF -		P	VARIOUS	VARIOUS
e WTC - CTF DIVERSIFIED INFL HEDGES PORTFOLIO VIA K		P	VARIOUS	VARIOUS
f WTC - CTF DIVERSIFIED INFL HEDGES PORTFOLIO VIA K		P	VARIOUS	VARIOUS
g WTC - CTF DIVERSIFIED INFL HEDGES PORTFOLIO - 869		P	09/01/06	02/02/09
h WTC - CTF DIVERSIFIED INFL HEDGES PORTFOLIO - 729		P	09/01/06	05/01/09
i WTC - CTF DIVERSIFIED INFL HEDGES PORTFOLIO - 740		P	09/01/06	08/03/09
j WTC - CTF DIVERSIFIED INFL HEDGES PORTFOLIO - 764		P	09/01/06	11/02/09
k WTC - CTF DIVERSIFIED INFL HEDGES PORTFOLIO - 284		P	09/01/06	11/02/09
l WTC - CTF DIVERSIFIED INFL HEDGES PORTFOLIO - 354		P	09/01/06	11/02/09
m MSCI EAFE INDEX SECURITIES LENDING CTF - VIA K-1		P	VARIOUS	VARIOUS
n MSCI EAFE INDEX SECURITIES LENDING CTF - VIA K-1		P	VARIOUS	VARIOUS
o MSCI EAFE INDEX SECURITIES LENDING CTF - 932,816.		P	VARIOUS	10/21/09

(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 3,000,000.		2,984,063.	15,937.
b 6,384,212.		5,896,326.	487,886.
c 42,141,681.		42,190,553.	-48,872.
d			12,860.
e			-30,047.
f			-1,916,460.
g 8,257.		11,907.	-3,650.
h 7,566.		9,995.	-2,429.
i 9,019.		10,145.	-1,126.
j 9,972.		10,477.	-505.
k 3,713.		3,900.	-187.
l 4,622,941.		3,448,373.	1,174,568.
m			-744.
n			-1,430,402.
o 13,000,000.		19,806,506.	-6,806,506.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			15,937.
b			487,886.
c			-48,872.
d			12,860.
e			-30,047.
f			-1,916,460.
g			-3,650.
h			-2,429.
i			-1,126.
j			-505.
k			-187.
l			1,174,568.
m			-744.
n			-1,430,402.
o			-6,806,506.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

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

3

AMELIA PEABODY CHARITABLE FUND TRUST

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	MSCI EAFE INDEX SECURITIES LENDING CTF - 38,980.2	P	VARIOUS	10/21/09
b	TREASURY INFLATION PROTECTED SEC INDEX CTF - VIA	P	VARIOUS	VARIOUS
c	TREASURY INFLATION PROTECTED SEC INDEX CTF - VIA	P	VARIOUS	VARIOUS
d	TREASURY INFLATION PROTECTED SEC INDEX CTF - 56.8	P	11/08/06	01/06/09
e	TREASURY INFLATION PROTECTED SEC INDEX CTF - 58.2	P	11/08/06	03/31/09
f	TREASURY INFLATION PROTECTED SEC INDEX CTF - 68.8	P	11/08/06	06/17/09
g	TREASURY INFLATION PROTECTED SEC INDEX CTF - 58.1	P	11/08/06	09/23/09
h	TREASURY INFLATION PROTECTED SEC INDEX CTF - 347,	P	11/08/06	10/16/09
i	CTF LIQUIDATING TRUST - 130,695.913 SHS	P	11/12/09	12/16/09
j	CAPITAL GAINS DIVIDENDS			
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 543,463.		827,669.	-284,206.
b			-3,237.
c			8,050.
d 616.		653.	-37.
e 671.		669.	2.
f 784.		791.	-7.
g 690.		668.	22.
h 4,145,087.		3,953,670.	191,417.
i 129,896.		130,696.	-800.
j 117,491.			117,491.
k			
l			
m			
n			
o			

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			-284,206.
b			-3,237.
c			8,050.
d			-37.
e			2.
f			-7.
g			22.
h			191,417.
i			-800.
j			117,491.
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	-8,520,982.
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

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Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	PRINTER	01/29/03	SL	5.00		HY16	949.				949.	949.		0.	949.
2	MONITORS	01/29/02	SL	5.00		HY16	843.				843.	843.		0.	843.
3	HOT WATER HEATER	06/20/02	SL	5.00		HY16	806.				806.	806.		0.	806.
4	SHREDDER	12/10/01	SL	5.00		HY16	839.				839.	839.		0.	839.
5	COPY MACHINE	04/02/01	SL	5.00		HY16	7,173.				7,173.	7,173.		0.	7,173.
6	DRAWERS - LIBRARY	01/11/01	SL	5.00		HY16	204.				204.	204.		0.	204.
7	LEASEHOLD IMPROVEMENTS	07/01/00	SL	5.00		HY16	1,166.				1,166.	1,166.		0.	1,166.
8	EQUIPMENT	07/01/00	SL	5.00		HY16	7,250.				7,250.	7,250.		0.	7,250.
9	FURNITURE	07/01/00	SL	5.00		HY16	18,261.				18,261.	18,261.		0.	18,261.
10	FACSIMILE MACHINE AND INSURANCE	07/02/98	SL	5.00		HY16	2,244.				2,244.	2,244.		0.	2,244.
11	COMPUTER AND PERIPHERAL	01/22/98	SL	5.00		HY16	4,004.				4,004.	4,004.		0.	4,004.
12	COMPUTER AND PERIPHERAL	01/08/98	SL	5.00		HY16	4,852.				4,852.	4,852.		0.	4,852.
13	COMPUTER AND PERIPHERAL	06/03/04	SL	5.00		HY16	3,260.				3,260.	2,988.		272.	3,260.
14	PRINTER	07/12/06	SL	5.00		HY16	1,300.				1,300.	650.		260.	910.
15	COMPUTER MONITOR	09/08/06	SL	5.00		HY16	325.				325.	152.		65.	217.
16	COMPUTER SCANNER, BACKUP SERVER, SOFTWARE & MANUAL	04/10/06	SL	5.00		HY16	670.				670.	369.		134.	503.
17	185 DEVONSHIRE STREET, UNIT 600	08/01/08	SL	39.00		MM17	1,248,641.				1,248,641.	12,006.		32,016.	44,022.
28	DESKS AND CHAIRS	09/01/08	SL	5.00		HY16	9,147.				9,147.	610.		1,829.	2,439.

928111
04-24-08

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

2009 DEPRECIATION AND AMORTIZATION REPORT

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Asset No	Description	Date Acquired	Method	Life	Convention	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
29	CONFERENCE TABLE	10/14/08	SL	5.00		HY16	2,318.				2,318.	116.		464.	580.
30	BOOKCASES	12/22/08	SL	5.00		HY16	822.				822.			164.	164.
41	TELEPHONES	08/18/08	SL	5.00		HY16	4,804.				4,804.	320.		961.	1,281.
42	COMPUTER HARDWARE	09/12/08	SL	5.00		HY16	6,308.				6,308.	421.		1,262.	1,683.
53	185 DEVONSHIRE STREET, UNIT 600	08/01/08	SL	39.00		MM17	99,755.				99,755.	959.		2,558.	3,517.
64	COLOR COPIER	03/17/08	SL	5.00		HY16	10,356.				10,356.	1,553.		2,071.	3,624.
	* TOTAL 990-PF PG 1 DEPR						1,436,297.				1,436,297.	68,735.		42,056.	110,791.

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

SOURCE	AMOUNT
FIDUCIARY TRUST COMPANY	18,715.
NORTHERN TRUST COMPANY	3,058.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	21,773.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDUCIARY TRUST COMPANY	2,017,596.	66,725.	1,950,871.
MSCI EAFE INDEX SECURITIES LENDING CTF - INTEREST & DIVIDENDS VIA K-1	303,296.	0.	303,296.
MSCI EAFE INDEX SECURITIES LENDING CTF - SECURITIES LENDING INCOME	11,387.	0.	11,387.
NORTHERN TRUST COMPANY	1,227,715.	50,766.	1,176,949.
TREASURY INFLATION PROTECTED SEC INDEX CTF - VIA K-1	45,395.	0.	45,395.
WTC - CTF DIVERSIFIED INFL HEDGES PORTFOLIO - INTEREST & DIVIDENDS VIA K-1	50,588.	0.	50,588.
TOTAL TO FM 990-PF, PART I, LN 4	3,655,977.	117,491.	3,538,486.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WTC - CTF DIVERSIFIED INFLATION HEDGES PORTFOLIO - VIA K-1	142,401.	142,401.	
MSCI EAFE INDEX SECURITIES LENDING CTF - VIA K-1	29,441.	29,441.	
CITY OF BOSTON - REAL ESTATE TAX REFUND	7,270.	2,908.	
INSURANCE PROCEEDS - DAMAGED COMPUTER	1,448.	0.	
SSGA FINANCE - FEE REFUND	2,828.	1,131.	
TOTAL TO FORM 990-PF, PART I, LINE 11	183,388.	175,881.	

FORM 990-PF	LEGAL FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CASNER & EDWARDS - LEGAL FEES	18,767.	7,507.		11,260.
BINGHAM MCCUTCHEN LLP - LEGAL FEES	1,140.	456.		684.
PIERCE & MANDELL, P.C. - LEGAL FEES	45,925.	18,370.		27,555.
TO FM 990-PF, PG 1, LN 16A	65,832.	26,333.		39,499.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY TRUST - CUSTODY FEES & TAX LETTER FEE	33,452.	33,177.		0.
CHOATE HALL & STEWART LLP - TAX AND RELATED ACCOUNTING	9,599.	3,840.		5,759.
RUSSELL, BRIER & CO LLP - AUDIT AND RELATED ACCOUNTING	18,300.	7,320.		10,980.
TO FORM 990-PF, PG 1, LN 16B	61,351.	44,337.		16,739.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WILLIAM B. SMITH - FIXED INCOME INVESTMENT ADVICE	7,700.	7,700.		0.
BOSTON FINANCIAL - INVESTMENT ADVICE	17,500.	17,500.		0.
COMPLETE NETWORK - COMPUTER CONSULTANT	3,000.	1,200.		1,800.
PRIME BUCHHOLZ & ASSOCIATES - INVESTMENT ADVICE	31,422.	31,422.		0.

AMELIA PEABODY CHARITABLE FUND TRUST

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WILLIAM M. DOUGHERTY - INVESTMENT ADVICE	20,000.	20,000.	0.
J. ELISABETH RICE - CONSULTING	120,000.	48,000.	72,000.
TO FORM 990-PF, PG 1, LN 16C	199,622.	125,822.	73,800.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX - ESTIMATED TAX FOR 2009	22,000.	0.		0.
WTC - CTF DIVERSIFIED INFLATION HEDGES PORTFOLIO - FOREIGN TAXES VIA K-1	3,231.	3,231.		0.
FOREIGN TAXES PAID ON FOREIGN DIVIDENDS	20,694.	20,694.		0.
TO FORM 990-PF, PG 1, LN 18	45,925.	23,925.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	8.	3.		5.
INSURANCE	3,787.	1,515.		2,272.
POSTAGE	1,205.	482.		723.
UTILITIES AND TELEPHONE	3,003.	1,201.		1,802.
OFFICE SUPPLIES & EXPENSES	13,621.	5,448.		8,173.
DUES	2,495.	0.		2,495.
COMMONWEALTH OF MASSACHUSETTS - FORM PC FILING FEE	250.	0.		250.
WTC - CTF DIVERSIFIED INFLATION HEDGES PORTFOLIO - VIA K-1	16,595.	16,595.		0.
MSCI EAFE INDEX SECURITIES LENDING CTF - VIA K-1	4,903.	4,903.		0.
TREASURY INFLATION PROTECTED SEC INDEX CTF - VIA K-1	864.	864.		0.
WTC - CTF DIVERSIFIED INFLATION HEDGES PORTFOLIO - MANAGEMENT FEES	38,527.	38,527.		0.

AMELIA PEABODY CHARITABLE FUND TRUST

23-7364949

TREASURY INFLATION PROTECTED SEC INDEX CTF - MANAGEMENT FEE	2,762.	2,762.	0.
NORTHERN TRUST COMPANY - ADR FEES	2,080.	2,080.	0.
TO FORM 990-PF, PG 1, LN 23	90,100.	74,380.	15,720.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	9
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DESCRIPTION	AMOUNT
2008 INCOME RECEIVED IN 2009	5,814.
ACCRUED INTEREST PAID IN 2008 ON MASS ST HEALTH & EDL FACS MUNI BOND	4,722.
MSCI EAFE INDEX SECURITIES LENDING CTF - DIFFERENCE ON K-1 VS CASH REC'D	1,437,174.
MSCI EAFE INDEX SECURITIES LENDING CTF - BOOK BASIS TO TAX BASIS ADJUSTMENT	5,597,814.
WTC - CTF DIVERSIFIED INFL HEDGES PORT - DIFFERENCE ON K-1 VS CASH REC'D	1,917,452.
TOTAL TO FORM 990-PF, PART III, LINE 3	8,962,976.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	10
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DESCRIPTION	AMOUNT
2009 INCOME RECEIVED IN 2010	2,374.
TREASURY INFLATION PROTECTED SEC INDEX CTF - DIFFERENCE ON K-1 VS CASH REC'D	13,288.
TREASURY INFLATION PROTECTED SEC INDEX CTF - BOOK BASIS TO TAX BASIS ADJUSTM	39,646.
WTC - CTF DIVERSIFIED INFL HEDGES PORT - BOOK BASIS TO TAX BASIS ADJUSTMENT	1,408,551.
BASIS ADJUSTMENT FOR 2008 NONTAXABLE DIVIDENDS	46,762.
BASIS ADJUSTMENT FOR 2009 NONTAXABLE DIVIDENDS	18,562.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,529,183.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT 11
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - U.S. GOVERNMENT OBLIGATIONS	X		18,229,863.	19,259,324.
SEE SCHEDULE ATTACHED - MUNICIPAL BONDS		X	431,020.	528,470.
TOTAL U.S. GOVERNMENT OBLIGATIONS			18,229,863.	19,259,324.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			431,020.	528,470.
TOTAL TO FORM 990-PF, PART II, LINE 10A			18,660,883.	19,787,794.

FORM 990-PF	CORPORATE STOCK	STATEMENT 12
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - CORPORATE STOCKS	70,952,101.	90,364,069.
TOTAL TO FORM 990-PF, PART II, LINE 10B	70,952,101.	90,364,069.

FORM 990-PF	CORPORATE BONDS	STATEMENT 13
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - CORPORATE BONDS	13,718,239.	14,383,441.
TOTAL TO FORM 990-PF, PART II, LINE 10C	13,718,239.	14,383,441.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	14
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE SCHEDULE ATTACHED - MUTUAL FUNDS	COST	5,727,765.	5,797,456.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,727,765.	5,797,456.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	15
DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
PRINTER	949.	949.	0.
MONITORS	843.	843.	0.
HOT WATER HEATER	806.	806.	0.
SHREDDER	839.	839.	0.
COPY MACHINE	7,173.	7,173.	0.
DRAWERS - LIBRARY	204.	204.	0.
LEASEHOLD IMPROVEMENTS	1,166.	1,166.	0.
EQUIPMENT	7,250.	7,250.	0.
FURNITURE	18,261.	18,261.	0.
FACSIMILE MACHINE AND INSURANCE	2,244.	2,244.	0.
COMPUTER AND PERIPHERAL EQUIPMENT	4,004.	4,004.	0.
COMPUTER AND PERIPHERAL EQUIPMENT	4,852.	4,852.	0.
COMPUTER AND PERIPHERAL EQUIPMENT	3,260.	3,260.	0.
PRINTER	1,300.	910.	390.
COMPUTER MONITOR	325.	217.	108.
COMPUTER SCANNER, BACKUP SERVER, SOFTWARE & MANUAL	670.	503.	167.
185 DEVONSHIRE STREET, UNIT 600	1,248,641.	44,022.	1,204,619.
DESKS AND CHAIRS	9,147.	2,439.	6,708.
CONFERENCE TABLE	2,318.	580.	1,738.
BOOKCASES	822.	164.	658.
TELEPHONES	4,804.	1,281.	3,523.
COMPUTER HARDWARE	6,308.	1,683.	4,625.
185 DEVONSHIRE STREET, UNIT 600	99,755.	3,517.	96,238.
COLOR COPIER	10,356.	3,624.	6,732.
TOTAL TO FM 990-PF, PART II, LN 14	1,436,297.	110,791.	1,325,506.

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 16
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
AMELIA PEABODY ANNUITY TRUST	SUSAN B. RICE, TRUSTEE CHOATE LLP TWO INT'L PLACE BOSTON, MA 02110

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 17
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN EXPENSE CONTRIB ACCOUNT
CALEB LORING, III 185 DEVONSHIRE STREET, SUITE 600 BOSTON, MA 02110	TRUSTEE 7.00	80,000.	0. 0.
J. ELISABETH RICE 185 DEVONSHIRE STREET, SUITE 600 BOSTON, MA 02110	TRUSTEE (RESIGNED EFFECTIVE 12/31/09) 7.00	80,000.	0. 0.
ROBERT G. BANNISH 185 DEVONSHIRE STREET, SUITE 600 BOSTON, MA 02110	TRUSTEE 7.00	80,000.	0. 0.
KATHERINE L. BABSON, JR. 185 DEVONSHIRE STREET, SUITE 600 BOSTON, MA 02110	TRUSTEE 7.00	80,000.	0. 0.
JO ANNE BOREK 185 DEVONSHIRE STREET, SUITE 600 BOSTON, MA 02110	TRUSTEE 7.00	80,000.	0. 0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		400,000.	0. 0.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 18

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHERYL GIDEON, ADMINISTRATOR
185 DEVONSHIRE STREET, SUITE 600
BOSTON, MA 02110

TELEPHONE NUMBER

(617) 451-6178

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED APPLICATION PROCESS, GUIDELINES, AND PREPARING PROPOSAL
STATEMENTS WITH PROPOSAL CHECKLIST, SUMMARY FORM, SELECTION CRITERIA AND
FREQUENTLY ASKED QUESTIONS

ANY SUBMISSION DEADLINES

SEE ATTACHED APPLICATION PROCESS FOR DEADLINES

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED GUIDELINES AND SELECTION CRITERIA FOR RESTRICTIONS AND
LIMITATIONS

Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
Equities - Large Cap								
#REORG/SMITH INTERNATIONAL INC COMMON STOCK C832110100	27.170	345 00	\$9,535.11	(\$161.46)	\$41.40	\$165.60	1.8%	0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		345 00	9,535 11	(161 46)	41 40	165 60		100 0%
ABBOTT LABORATORIES, COMMON STOCK, NO PAR C002824100	53.990	34,000.00	1,835,660.00	419,178.90		59,840.00	3.3%	2.0%
26-97016 PEABODY - LARGE CAP, AMELIA		34,000.00	1,835,660.00	419,178 90		59,840 00		100 0%
AIR PRODUCTS AND CHEMICALS, INC., COMMON STOCK, \$1 PAR C009158106	81.060	14,000 00	1,134,840.00	416,857.70	6,300.00	27,440.00	2.4%	1.3%
26-97016 PEABODY - LARGE CAP, AMELIA		14,000 00	1,134,840 00	416,857 70	6,300 00	27,440 00		100 0%
AMERICAN ELECTRIC POWER CO., INC., COMMON STOCK, \$6.50 PAR C025537101	34.790	1,820.00	63,317.80	7,338.40		3,348.80	5.3%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,820 00	55,979 40	7,338 40		3,348 80		100 0%
AMERICAN TOWER CORP CL A C029912201	43.210	1,070.00	46,234.70	7,243.90				0.1%
26-79593 PEABODY - FRONTIER, AMELIA		1,070 00	38,990 80	7,243 90				100 0%
AMERIPRISE FINL INC COM C03076C106	38.820	1,845.00	71,622.90	2,024.38		1,328.40	1.9%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,845 00	69,598 52	2,024 38		1,328 40		100 0%
ANNALY CAPITAL MANAGEMENT INC COM C035710409	17.350	0.00	0.00	0.00	1,155 00			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		0 00	0 00	0 00	1,155 00			0 0%
ARCELORMITAL SA LUXEMBOURG N Y REGISTRY SHS C03938L104	45.750	3,075.00	140,681.25	23,941.06		1,958.78	1.4%	0.2%
26-79597 PEABODY - EAGLE, AMELIA		3,075 00	116,740 19	23,941 06		1,958 78		100 0%
AUTOMATIC DATA PROCESSING INC COM C053015103	42.820	62,000.00	2,654,840.00	1,107,275.16	21,080.00	84,320.00	3.2%	2.9%
26-97016 PEABODY - LARGE CAP, AMELIA		62,000 00	1,547,564 84	1,107,275 16	21,080 00	84,320 00		100 0%

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December 31, 2009 - December 31, 2009

Consolidation Overview

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
AVON PRODUCTS INC COM USD0.25	31.500	1,635.00	\$53,595.30	(\$2,092.80)		\$1,438.80	2.8%	0.1%
C054303102								
26-79593 PEABODY - FRONTIER, AMELIA	15.060	67,000.00	53,595.30	(2,092.80)		1,438.80	100.0%	1.1%
BANK OF AMERICA CORP C060505104			2,254,550.00	(1,245,530.00)		2,680.00	0.3%	1.1%
26-97016 PEABODY - LARGE CAP, AMELIA	38.630	67,000.00	2,254,550.00	(1,245,530.00)		2,680.00	100.0%	0.1%
BED BATH BEYOND INC COM C075896100		1,420.00	53,314.15	1,540.45				
26-79593 PEABODY - FRONTIER, AMELIA	67.070	1,420.00	53,314.15	1,540.45			100.0%	0.0%
BOSTON PPYS INC C101121101	31.450	1,580.00	40,094.58	1,153.47	307.50	1,230.00	3.0%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA	41.800	615.00	40,094.58	1,153.47		1,230.00	100.0%	0.1%
BROADCOM CORP CL A C111320107		1,580.00	46,634.84	3,056.16				
26-79593 PEABODY - FRONTIER, AMELIA	41.800	1,580.00	46,634.84	3,056.16			100.0%	0.0%
CAMERON INTL CORP COM STK		465.00	17,292.42	2,144.58				
C133428105								
26-79593 PEABODY - FRONTIER, AMELIA	56.990	21,000.00	17,292.42	2,144.58		36,960.00	3.1%	1.3%
CATERPILLAR INC., COMMON STOCK, NO			698,034.00	498,756.00				
PAR C149123101								
26-97016 PEABODY - LARGE CAP, AMELIA	23.940	42,000.00	698,034.00	498,756.00		36,960.00	100.0%	1.1%
CISCO SYSTEMS INC COMMON STOCK			689,171.58	316,308.42				
C17275R102								
26-97016 PEABODY - LARGE CAP, AMELIA	45.300	42,000.00	689,171.58	316,308.42			100.0%	0.1%
COGNIZANT TECHNOLOGY SOLUTIONS		1,760.00	70,618.90	9,109.10				
CORP CL ACL A C192446102								
26-79593 PEABODY - FRONTIER, AMELIA	82.150	19,000.00	70,618.90	9,109.10		40,280.00	2.6%	1.7%
COLGATE-PALMOLIVE CO., COMMON			325,091.28	1,235,758.72				
STOCK, \$1 PAR C194162103								
26-97016 PEABODY - LARGE CAP, AMELIA		19,000.00	325,091.28	1,235,758.72		40,280.00	100.0%	0.0%

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Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
COSTCO WHOLESALE CORP NEW COM C22160K105	59.170	9,000.00	\$532,530.00	\$430,267.50	\$102,262.50	\$7,380.00	1.4%	0.6%
26-97016 PEABODY - LARGE CAP. AMELIA		9,000.00	532,530.00	430,267.50		7,380.00		100.0%
ECOLAB INC COMMON STOCK C278865100	44.580	415.00	18,500.70	18,811.12	64.32	257.30	1.4%	0.0%
26-79593 PEABODY - FRONTIER. AMELIA		415.00	18,500.70	18,811.12	64.32	257.30		100.0%
EMERSON ELECTRIC CO COM C291011104	42.600	90,000.00	3,834,000.00	2,274,240.00		120,600.00	3.1%	4.2%
26-97016 PEABODY - LARGE CAP. AMELIA		90,000.00	3,834,000.00	2,274,240.00		120,600.00		100.0%
EXXON MOBIL CORP COM C30231G102	68.190	37,000.00	2,523,030.00	86,192.85		65,120.00	2.6%	2.8%
26-97016 PEABODY - LARGE CAP. AMELIA		37,000.00	2,523,030.00	86,192.85		65,120.00		100.0%
FRANKLIN RES INC. COMMON STOCK, C354613101	105.350	790.00	83,226.50	81,572.64	173.80	695.20	0.8%	0.1%
26-79593 PEABODY - FRONTIER. AMELIA		790.00	83,226.50	81,572.64	173.80	695.20		100.0%
GENERAL ELECTRIC CO C389604103	15.130	0.00	0.00	0.00	12,480.00		0.0%	0.0%
26-97016 PEABODY - LARGE CAP. AMELIA		0.00	0.00	0.00	12,480.00		0.0%	0.0%
GENZYME CORP COM C372917104	49.010	270.00	13,232.70	15,105.45	(1,872.75)		0.0%	0.0%
26-79593 PEABODY - FRONTIER. AMELIA		270.00	13,232.70	15,105.45	(1,872.75)			100.0%
GILEAD SCIENCES INC C375558103	43.280	17,000.00	735,760.00	740,077.23	(4,317.23)		0.8%	0.8%
26-97016 PEABODY - LARGE CAP. AMELIA		17,000.00	735,760.00	740,077.23	(4,317.23)			100.0%
INGERSOLL-RAND PLC COM STK CG47791101	35.740	1,675.00	59,864.50	52,252.98	7,611.52	469.00	0.8%	0.1%
26-79593 PEABODY - SYSTEMATIC. AMELIA		1,675.00	59,864.50	52,252.98	7,611.52	469.00		100.0%
INTERNATIONAL BUSINESS MACHS CORP COM C459200101	130.900	13,000.00	1,701,700.00	347,954.75	1,353,745.25	33,800.00	2.0%	1.9%
26-97016 PEABODY - LARGE CAP. AMELIA		13,000.00	1,701,700.00	347,954.75	1,353,745.25	33,800.00		100.0%
INTUIT COM C461202103	30.710	965.00	29,635.15	27,259.32	2,375.83		0.0%	0.0%

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Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
INTUIT COM C461202103	30.710	965.00	\$29,635.15	\$27,259.32		\$2,375.83		0.0%
26-79593 PEABODY - FRONTIER, AMELIA		965.00	29,635.15	2,375.83				100.0%
INVECO LTD COM STK USD0.10	23.490	1,615.00	37,936.35	95.12		662.15	1.7%	0.0%
CG491BT108								
26-79593 PEABODY - FRONTIER, AMELIA		1,615.00	37,936.35	95.12		662.15		100.0%
JOHNSON & JOHNSON COM USD1	64.410	45,000.00	2,898,450.00	1,181,821.67		97,200.00	3.4%	3.2%
C478160104								
26-797016 PEABODY - LARGE CAP, AMELIA		45,000.00	2,898,450.00	1,181,821.67		97,200.00		100.0%
KOHL'S CORP COMMON STOCK	53.930	1,405.00	75,771.65	79,017.20	(3,245.55)			0.1%
C500255104								
26-79593 PEABODY - FRONTIER, AMELIA		905.00	48,806.65	50,897.20	(2,090.55)			64.4%
26-79594 PEABODY - SYSTEMATIC, AMELIA		500.00	26,965.00	28,120.00	(1,155.00)			35.6%
LOEWS CORP COM C540424108	36.350	1,130.00	41,075.50	40,220.20	855.30	282.50	0.7%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,130.00	41,075.50	40,220.20	855.30	282.50		100.0%
MARVELL TECH GROUP COM USD0.002	20.750	1,735.00	36,001.25	26,579.51	9,421.74			0.0%
CG5876H105								
26-79593 PEABODY - FRONTIER, AMELIA		1,735.00	36,001.25	26,579.51	9,421.74			100.0%
MC DONALDS CORP. COMMON STOCK, NO	62.440	43,000.00	2,684,920.00	1,203,460.00	1,481,460.00	104,920.00	3.9%	3.0%
PAR C580135101								
26-797016 PEABODY - LARGE CAP, AMELIA		43,000.00	2,684,920.00	1,203,460.00	1,481,460.00	104,920.00		100.0%
MEDTRONIC, INC., COMMON STOCK, \$.10 PAR C585055106	43.980	32,000.00	1,407,360.00	1,381,631.30	25,728.70	28,800.00	2.0%	1.6%
26-797016 PEABODY - LARGE CAP, AMELIA		32,000.00	1,407,360.00	1,381,631.30	25,728.70	28,800.00		100.0%
MICROSOFT CORP COM C594918104	30.490	91,000.00	2,774,590.00	441,087.92	2,333,502.08	58,240.00	2.1%	3.1%
26-797016 PEABODY - LARGE CAP, AMELIA		91,000.00	2,774,590.00	441,087.92	2,333,502.08	58,240.00		100.0%
OMNICOM GROUP INC., COMMON STOCK \$.50 PAR C681919106	39.150	32,775.00	1,283,141.25	1,319,309.05	(36,167.80)	26,220.00	4.1%	1.4%
26-797016 PEABODY - LARGE CAP, AMELIA		32,775.00	1,283,141.25	1,319,309.05	(36,167.80)	26,220.00		100.0%

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Northern Trust

Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
OMNICOM GROUP INC., COMMON STOCK \$50 PAR C681919106	39.150	32,775.00	\$1,283,141.25	\$1,319,309.05	(\$36,167.80)	\$4,916.25	4.1%	1.4%
26-79593 PEABODY - FRONTIER, AMELIA		775.00	30,341.25	28,053.45	2,287.80	620.00		2.4%
26-97016 PEABODY - LARGE CAP, AMELIA		32,000.00	1,252,800.00	1,291,255.60	(38,455.60)	25,600.00		97.6%
PEPSICO INC COM C713448108	60.800	29,000.00	1,763,200.00	1,267,566.80	495,633.20	13,050.00	3.2%	2.0%
26-97016 PEABODY - LARGE CAP, AMELIA		29,000.00	1,763,200.00	1,267,566.80	495,633.20	13,050.00		100.0%
PROCTER & GAMBLE COM NPV C742718109	60.630	52,000.00	3,152,760.00	1,657,563.98	1,495,196.02	91,520.00	2.9%	3.5%
26-97016 PEABODY - LARGE CAP, AMELIA		52,000.00	3,152,760.00	1,657,563.98	1,495,196.02	91,520.00		100.0%
PRUDENTIAL FINL INC COM C744320102	49.760	1,375.00	68,420.00	65,545.43	2,874.57	797.50	1.2%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,375.00	68,420.00	65,545.43	2,874.57	797.50		100.0%
QWEST COMMUNICATIONS INTL INC COM C749121109	4.210	10,800.00	45,468.00	42,089.50	3,378.50	3,456.00	7.6%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		10,800.00	45,468.00	42,089.50	3,378.50	3,456.00		100.0%
REPUBLIC SVCS INC COM C760759100	28.310	655.00	18,543.05	16,911.05	1,632.00	524.00	2.8%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		655.00	18,543.05	16,911.05	1,632.00	524.00		100.0%
REYNOLDS AMERICAN INC COM C761713106	52.970	725.00	38,403.25	38,519.94	(116.69)	2,842.00	7.4%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		725.00	38,403.25	38,519.94	(116.69)	2,842.00		100.0%
SCHLUMBERGER LTD COM COM C806857108	65.090	15,000.00	976,350.00	700,111.00	276,239.00	3,150.00	1.3%	1.1%
26-97016 PEABODY - LARGE CAP, AMELIA		15,000.00	976,350.00	700,111.00	276,239.00	3,150.00		100.0%
SIMON PROPERTY GROUP INC COM C828806109	79.800	846.67	67,564.26	57,435.84 *	0.00 *	2,032.01	3.0%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		846.67	67,564.26	57,435.84 *	0.00 *	2,032.01		100.0%
STARBUCKS CORP COM C855244109	23.060	1,395.00	32,168.70	28,024.85	4,143.85	725.40	2.3%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,395.00	32,168.70	28,024.85	4,143.85	725.40		100.0%

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Consolidation Overview

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Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
STATE STR CORP COM C857477103	43.540	50,000.00	\$2,177,000.00	\$2,174,037.00	\$500.00	\$2,000.00	0.1%	2.4%
26-97016 PEABODY - LARGE CAP, AMELIA		50,000.00	2,177,000.00	2,963.00	500.00	2,000.00		100.0%
STATOIL ASA C85771P102	24.910	5,200.00	129,532.00	121,981.56		4,050.80	3.1%	0.1%
26-79597 PEABODY - EAGLE, AMELIA		5,200.00	129,532.00	7,550.44				
STRYKER CORP C863667101	50.370	38,000.00	1,914,060.00	1,162,142.40	5,700.00	4,050.80	1.2%	2.1%
26-97016 PEABODY - LARGE CAP, AMELIA		38,000.00	1,914,060.00	751,917.60				100.0%
TARGET CORP COM STK C87612E106	48.370	56,000.00	2,708,720.00	2,435,405.20	5,700.00	22,800.00	2.1%	3.0%
26-97016 PEABODY - LARGE CAP, AMELIA		56,000.00	2,708,720.00	273,314.80				100.0%
THERMO FISHER CORP C88355A102	47.690	1,230.00	58,658.70	55,222.77		56,000.00		100.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,230.00	58,658.70	273,314.80				0.1%
TJX COS INC COMMON NEW C872540109	36.550	1,690.00	61,769.50	55,222.77		56,000.00		100.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,690.00	61,769.50	3,435.93				
TRANSOCEAN LTD CH8817H100	82.800	12,000.00	993,600.00	62,935.60	811.20	811.20	1.3%	0.1%
26-97016 PEABODY - LARGE CAP, AMELIA		12,000.00	993,600.00	(1,166.10)				100.0%
TYCO ELECTRONICS LTD F CH8912P106	24.550	4,415.00	108,388.25	62,935.60		811.20		1.1%
26-79593 PEABODY - FRONTIER, AMELIA		4,415.00	108,388.25	212,435.40				
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,705.00	41,857.75	212,435.40		2,825.60	5.2%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		2,710.00	66,530.50	4,992.89				38.6%
VIACOM INC NEW CL B C92553P201	29.730	1,180.00	35,081.40	58,163.13	1,734.40	1,734.40	2.0%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,180.00	35,081.40	(771.96)				
XEROX CORP. COMMON STOCK, \$1 PAR C984121103	8.460	2,745.00	23,222.70	35,853.36	708.00	708.00	2.0%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		2,745.00	23,222.70	(771.96)				100.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		2,745.00	23,222.70	1,756.80		466.65	2.0%	0.0%
Total Large Cap			\$46,168,806.81	\$17,333,702.39	\$69,406.88	\$1,065,475.68	2.3%	51.1%
Equities - Mid Cap								

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Consolidation Overview

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Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
#REORG ST MARY LAND & EXPL CO NAME CHANGE SM ENERGY CO 2060483 EFF C792228108	34.240	785 00	\$26,878.40	\$1,277.82		\$78.50	0.3%	0.0%
26-79596 PEABODY - DENVER, AMELIA		785 00	26,878.40	1,277.82		78.50		100.0%
#REORG/MILLIPORE CORP COM CASH MERGER EFF 7/14/10 C601073109	72.350	260.00	18,811.00	687.44		114.40	0.6%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		260 00	18,811 00	687.44		114.40		100.0%
#REORG/SEAGATE TECHNOLOGY COM SCHEME OF ARRANGEMENT SEAGATE TECHNOLOGY PLC COM CG7945J104	18.190	1,525.00	27,739.75	4,491.65				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,525 00	27,739.75	4,491.65				100.0%
#REORG/STANLEY COM N/C & CUSIP CHG STANLEY BLK & DECKR INC COM 2058894 EFF C854616109	51.510	820.00	42,238.20	2,104.55		1,082.40	2.6%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		820 00	42,238.20	2,104.55		1,082.40		100.0%
#REORG/XL CAPITAL LTD N/C WITH CUSIP CHNG XL GROUP PLC 2061745 EFF	18.330	2,635.00	48,601.24	(301.69)		1,054.00	2.2%	0.1%
07/01/2010 CG98255105						1,054.00		100.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		2,635 00	48,299.55	(301.69)		876.60	3.2%	0.1%
ADTRAN INC COM C00738A106	22.550	2,435.00	54,909.25	(2,507.81)				
26-79593 PEABODY - FRONTIER, AMELIA		590 00	13,304.50	(607.64)		212.40		24.2%
26-79596 PEABODY - DENVER, AMELIA		1,845 00	41,604.75	(1,900.17)		664.20		75.8%
AECOM TECHNOLOGY CORP DELAWARE COM C00766T100	27.500	795 00	21,862.50	859.00				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		795 00	21,862.50	859.00				100.0%
AES CORP COMMON STOCK C00130H105	13.310	3,045 00	40,528.95	(3,988.95)				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		3,045 00	40,528.95	(3,988.95)				100.0%
AIRGAS INC COM C009363102	47.600	1,575 00	74,970.00	(256.14)		1,575.00	4.2%	0.1%

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Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
AIRGAS INC COM C009363102	47.600	1,575.00	\$74,970.00	(\$256.14)		\$1,575.00	4.2%	0.1%
26-79593 PEABODY - FRONTIER, AMELIA		635.00	30,194.25	31.75		635.00		40.3%
26-79594 PEABODY - SYSTEMATIC, AMELIA		940.00	44,744.00	(287.89)		940.00		59.7%
ALBEMARLE CORP COM C012653101	36.370	1,600.00	58,192.00	5,261.59	200.00	896.00	1.5%	0.1%
26-79593 PEABODY - FRONTIER, AMELIA		1,600.00	58,192.00	5,261.59	200.00	896.00		100.0%
ALBERTO-CULVER CO NEW COM STK C013078100	29.290	920.00	26,946.80	1,777.44		312.80	1.2%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		920.00	26,946.80	1,777.44		312.80		100.0%
ALLEGHENY TECHNOLOGIES INC COM C01741R102	44.770	490.00	21,937.30	1,764.46		352.80	1.6%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		490.00	21,937.30	1,764.46		352.80		100.0%
ALLSCRIPTS HEALTHCARE SOLUTIONS INC C01988P108	20.230	2,045.00	41,370.35	773.16				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		2,045.00	41,370.35	773.16				100.0%
ALPHA NAT RES INC COM STK C02076X102	43.380	1,310.00	56,827.80	4,449.00				0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,310.00	56,827.80	4,449.00				100.0%
AMDOCS ORD G8P0.01 CG02602103	28.530	1,655.00	47,217.15	3,604.40				0.1%
26-79593 PEABODY - FRONTIER, AMELIA		905.00	25,819.65	2,398.25				54.7%
26-79594 PEABODY - SYSTEMATIC, AMELIA		750.00	21,397.50	1,206.15				45.3%
AMERICAN EAGLE OUTFITTERS INC NEW COM C02553E106	16.980	1,375.00	23,347.50	605.00	137.50	605.00	2.6%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,375.00	23,347.50	605.00	137.50	605.00		100.0%
AMETEK INC NEW COM C031100100	38.240	1,075.00	41,108.00	4,649.05		258.00	0.6%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,075.00	41,108.00	4,649.05		258.00		100.0%
AMPHENOL CORP NEW CL A C032095101	46.180	1,040.00	48,027.20	10,013.64	15.60	62.40	0.1%	0.1%
26-79593 PEABODY - FRONTIER, AMELIA		1,040.00	48,027.20	10,013.64	15.60	62.40		100.0%

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Northern Trust

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
ANALOG DEVICES, INC., COMMON STOCK, \$ 16 2/3 PAR C032654105	31.580	\$42,790.90	\$37,433.85	\$5,357.05		\$1,192.40	2.8%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,355.00	37,433.85	5,357.05		1,192.40		100.0%
ANSYS INC COM C03662Q105	43.460	35,854.50	33,035.66	2,818.84				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		825.00	33,035.66	2,818.84				100.0%
ARCH CAPITAL GROUP COM STK CG0450A105	71.550	44,718.75	42,005.00	2,713.75				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		625.00	42,005.00	2,713.75				100.0%
ASSURED GUARANTY LTD COMMON STK CG0585R106	21.760	11,424.00	10,325.70	1,098.30		94.50	0.8%	0.0%
26-79596 PEABODY - DENVER, AMELIA		525.00	10,325.70	1,098.30		94.50		100.0%
AUTOLIV INC COM STK C052800109	43.360	35,772.00	26,080.14	9,691.86		1,155.00	3.2%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		825.00	26,080.14	9,691.86		1,155.00		100.0%
BE AEROSPACE INC COM C073302101	23.500	20,562.50	21,181.56	(619.06)				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		875.00	21,181.56	(619.06)				100.0%
BECKMAN COULTER INC COM C075811109	65.440	40,900.00	41,895.00	(995.00)		450.00	1.1%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		625.00	41,895.00	(995.00)		450.00		100.0%
CABOT CORP., COMMON STOCK, PAR C127055101	26.230	22,295.50	20,851.61	1,443.89		612.00	2.7%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		850.00	20,851.61	1,443.89		612.00		100.0%
26-79596 PEABODY - DENVER, AMELIA		850.00	20,851.61	1,443.89		612.00		100.0%
CABOT OIL & GAS CORP COM C127077103	43.590	17,436.00	13,986.40	3,449.60		48.00	0.3%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		400.00	13,986.40	3,449.60		48.00		100.0%
CELANESE CORP DEL COM SER A STK C150870103	32.100	82,015.50	62,034.13	19,981.37		511.00	1.2%	0.1%
26-79593 PEABODY - FRONTIER, AMELIA		2,555.00	62,034.13	19,981.37		511.00		100.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,690.00	41,032.36	13,216.64		338.00		66.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		865.00	21,001.77	6,764.73		173.00		33.9%

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
CLIFFS NAT RES INC COM STK C18483K101	46.090	825.00	\$38,024.25	\$26,579.85	\$11,444.40	\$462.00	1.2%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		825.00	38,024.25	26,579.85	11,444.40	462.00		100.0%
CMS ENERGY CORP COMMON STOCK \$10 PAR C125896100	15.660	5,240.00	82,058.40	69,796.80	12,261.60	4,401.60	5.4%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		5,240.00	82,058.40	69,796.80	12,261.60	4,401.60		100.0%
COMMScope INC COM C203372107	26.530	660.00	17,509.80	18,276.06	(766.26)			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		660.00	17,509.80	18,276.06	(766.26)			100.0%
CONCHO RES INC COM STK C20605P101	44.900	700.00	31,430.00	28,754.28	2,675.72			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		700.00	31,430.00	28,754.28	2,675.72			100.0%
CONCUR TECHNOLOGIES INC COM C206708109	42.750	440.00	18,810.00	16,776.50	2,033.50			0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		440.00	18,810.00	16,776.50	2,033.50			100.0%
CONTINENTAL RES INC COM C212015101	42.890	1,025.00	43,962.25	40,642.59	3,319.66			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,025.00	43,962.25	40,642.59	3,319.66			100.0%
COOPER COS INC COM NEW C216648402	38.120	640.00	24,396.80	18,461.44	5,935.36	38.40	0.2%	0.0%
26-79596 PEABODY - DENVER, AMELIA		640.00	24,396.80	18,461.44	5,935.36	38.40		100.0%
COOPER INDUSTRIES PLC NEW IRELAND COM STK CG24140108	42.640	1,180.00	50,315.20	43,105.40	7,209.80	295.00	2.3%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,180.00	50,315.20	43,105.40	7,209.80	295.00		100.0%
CROWN HLDGS INC COM C228368106	25.580	1,430.00	36,579.40	38,266.80	(1,687.40)			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,430.00	36,579.40	38,266.80	(1,687.40)			100.0%
DENBURY RES INC HLDG CO COM NEW C247916208	14.800	1,500.00	22,200.00	21,360.00	840.00			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,500.00	22,200.00	21,360.00	840.00			100.0%
DISCOVER FINL SVCS COM STK C254709108	14.710	4,125.00	60,678.75	65,975.16	(5,296.41)	82.50	0.5%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		4,125.00	60,678.75	65,975.16	(5,296.41)	82.50		100.0%

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
DOLLAR TREE INC COM STK C256746108	48.300	520.00	\$25,116.00	(\$61.88)				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		520.00	25,116.00	(61.88)				100.0%
DR PEPPER SNAPPLE GROUP INC COM STK C26138E109	28.300	675.00	18,967.23	135.27	101.25	675.00	3.5%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		675.00	18,967.23	135.27	101.25	675.00		100.0%
DTE ENERGY CO COMMON STOCK C233331107	43.590	945.00	41,192.55	4,974.37	500.85	2,116.80	5.1%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		945.00	41,192.55	4,974.37	500.85	2,116.80		100.0%
EASTMAN CHEMICAL CO COMMON STOCK C277432100	60.240	470.00	28,312.80	1,348.76	206.80	827.20	2.9%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		470.00	28,312.80	1,348.76	206.80	827.20		100.0%
EDUCATION MGMT CORP NEW COM C28140M103	22.010	1,225.00	26,962.25	(1,209.93)				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,225.00	26,962.25	(1,209.93)				100.0%
EDWARDS LIFESCIENCES CORP COM C28176E108	86.850	345.00	29,963.25	6,147.21				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		345.00	29,963.25	6,147.21				100.0%
EL PASO CORP COM C283361109	9.830	3,125.00	30,718.75	(312.50)	48.85	125.00	0.4%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		3,125.00	30,718.75	(312.50)	48.85	125.00		100.0%
EQUINIX INC COM NEW COM NEW C29444U502	106.150	790.00	83,858.50	12,638.56				0.1%
26-79593 PEABODY - FRONTIER, AMELIA		790.00	83,858.50	12,638.56				100.0%
F5 NETWORKS INC COM STK C315616102	52.980	835.00	44,238.30	11,373.53				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		835.00	44,238.30	11,373.53				100.0%
FACTSET RESH SYS INC COM STK C303075105	65.870	290.00	19,102.30	0.14		266.80	1.4%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		290.00	19,102.30	0.14		266.80		100.0%

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
FIRST NIAGARA FINL GROUP INC NEW COM C33582V108	13.910	5,265.00	\$73,236.15	\$5,000.18		\$3,159.00	4.3%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		5,265.00	73,236.15	5,000.18		3,159.00		100.0%
FLUOR CORP NEW COM C343412102	45.040	870.00	39,184.80	(2,571.72)	108.75	435.00	1.1%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		870.00	39,184.80	(2,571.72)	108.75	435.00		100.0%
FMC CORP., COMMON STOCK, NO PAR, (NEW) C302491303	55.760	610.00	34,013.60	938.18	76.25	305.00	0.9%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		610.00	34,013.60	938.18	76.25	305.00		100.0%
FOOT LOCKER INC COM C344849104	11.140	2,265.00	25,232.10	(792.75)		1,359.00	5.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		2,265.00	25,232.10	(792.75)		1,359.00		100.0%
FORTUNE BRANDS INC COM USD3.125 C349631101	43.200	870.00	37,584.00	1,546.37		661.20	1.8%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		870.00	37,584.00	1,546.37		661.20		100.0%
GANNETT INC COM C364730101	14.850	2,395.00	35,565.75	6,022.84	95.80	383.20	1.1%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		2,395.00	35,565.75	6,022.84	95.80	383.20		100.0%
GENTEX CORP COM C371901109	17.850	2,875.00	51,318.75	10,746.46		1,265.00	2.5%	0.1%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		2,875.00	51,318.75	10,746.46		1,265.00		100.0%
GLOBAL PMTS INC COM C37940X102	53.860	315.00	16,965.90	246.05		25.20	0.1%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		315.00	16,965.90	246.05		25.20		100.0%
GRAINGER, W. W., INC., COMMON STOCK, \$1 PAR C384802104	96.830	340.00	32,922.20	225.48		734.40	2.2%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		340.00	32,922.20	225.48		734.40		100.0%
GUESS INC COM C401617105	42.300	500.00	21,150.00	1,946.98		320.00	1.5%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		500.00	21,150.00	1,946.98		320.00		100.0%
HARMAN INTL INDS INC NEW COM STK USD0.01 C413086109	35.280	635.00	22,402.80	478.70		31.75	0.1%	0.0%

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
HARMAN INTL INDS INC NEW COM STK USD0.01 C413086109	35.280	\$22,402.80	\$21,924.10	\$478.70		\$31.75	0.1%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		635.00	21,924.10	478.70		31.75		100.0%
HEALTH CARE REIT INC COM C42217K106	44.320	325.00	13,769.80	634.20		897.00	6.2%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		325.00	13,769.80	634.20		897.00		100.0%
HUDSON CITY BANCORP INC COM STK C443683107	13.730	4,640.00	60,180.80	3,526.40		2,784.00	4.4%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		4,640.00	60,180.80	3,526.40		2,784.00		100.0%
ILLUMINA INC COM C452327109	30.650	550.00	18,584.75	(1,727.25)				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		550.00	18,584.75	(1,727.25)				100.0%
INFORMATICA CORP COM C45666Q102	25.860	525.00	11,728.50	1,848.00				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		525.00	11,728.50	1,848.00				100.0%
INTEROIL CORP COM C460951106	76.810	595.00	25,291.07	20,410.88				0.1%
26-79593 PEABODY - FRONTIER, AMELIA		595.00	25,291.07	20,410.88				100.0%
ITT CORP INC COM C450911102	49.740	530.00	26,410.86	(48.66)	112.62	530.00	2.0%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		530.00	26,410.86	(48.66)	112.62	530.00		100.0%
JABIL CIRCUIT INC COM C466313103	17.370	2,560.00	35,182.58	9,284.62		716.80	1.6%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		2,560.00	35,182.58	9,284.62		716.80		100.0%
JARDEN CORP COM C471109108	30.910	1,370.00	38,432.16	3,914.54	102.75	452.10	1.1%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,370.00	38,432.16	3,914.54	102.75	452.10		100.0%
JDS UNIPHASE CORP COM PAR \$0.001 COM PAR\$0.001 C46612J507	8.250	4,425.00	32,148.66	4,357.59				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		4,425.00	32,148.66	4,357.59				100.0%
LIFE TECHNOLOGIES CORP COM STK C53217V109	52.230	570.00	26,469.15	3,301.95				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		570.00	26,469.15	3,301.95				100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
LINCOLN ELEC HLDGS INC COM C533900106	53.460	240.00	\$10,828.56	\$2,001.84	\$67.20	\$268.80	2.1%	0.0%
26-79596 PEABODY - DENVER, AMELIA		240.00	10,828.56	2,001.84	67.20	268.80		100.0%
LKQ CORP COM LKQ CORP C501889208	19.590	4,615.00	86,194.85	4,213.00				0.1%
26-79593 PEABODY - FRONTIER, AMELIA		2,470.00	45,375.71	3,011.59				53.5%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		2,145.00	40,819.14	1,201.41				46.5%
MACK CALI RITY CORP COM REIT C554489104	34.570	1,140.00	35,925.56	3,484.24		2,052.00	10.4%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		710.00	22,512.14	2,032.56		1,278.00		62.3%
26-79596 PEABODY - DENVER, AMELIA		430.00	13,413.42	1,451.68		774.00		37.7%
MASSEY ENERGY CO COM C576206106	42.010	460.00	15,142.79	4,181.81		110.40	0.6%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		460.00	15,142.79	4,181.81		110.40		100.0%
MCATEE INC COM C579064106	40.570	575.00	24,732.13	(1,404.38)				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		575.00	24,732.13	(1,404.38)				100.0%
MCDERMOTT INTL INC COM STK \$1 PAR C580037109	24.010	1,210.00	30,238.87	(1,186.77)		242.00	0.8%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,210.00	30,238.87	(1,186.77)		242.00		100.0%
MEDNAX INC COM C585028106	60.110	775.00	41,178.15	5,407.10				0.1%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		775.00	41,178.15	5,407.10				100.0%
MFA FINL INC C55272X102	7.350	3,195.00	25,719.75	(2,236.50)	862.65	2,875.50	12.2%	0.0%
26-79596 PEABODY - DENVER, AMELIA		3,195.00	25,719.75	(2,236.50)	862.65	2,875.50		100.0%
MICRON TECHNOLOGY, INC., COMMON STOCK, \$10 PAR C595112103	10.560	4,525.00	34,316.39	13,467.61				0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		4,525.00	34,316.39	13,467.61				100.0%
NATIONAL INSTRS CORP COM C636518102	29.450	1,800.00	48,617.46	4,392.54		936.00	1.8%	0.1%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,800.00	48,617.46	4,392.54		936.00		100.0%

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
NEWELL RUBBERMAID INC COM C651229106	15.010	\$29,794.85	\$30,130.12	(\$335.27)		\$397.00	1.3%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,985.00	1,985.00					
NEWFIELD EXPLORATION C651290108	48.230	29,794.85	30,130.12	(335.27)		397.00		100.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,595.00	76,926.85	7,432.22				0.1%
NII HDGS INC COM NEW CL B NEW C62913F201	33.580	76,926.85	69,494.63	7,432.22				100.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,595.00	69,494.63	7,432.22				0.0%
NOBLE CORPORATION (SWITZERLAND) COM USD0.10 CH5833N103	40.700	29,550.40	27,027.90	2,522.50				100.0%
26-79593 PEABODY - FRONTIER, AMELIA		880.00	29,550.40	2,522.50				0.1%
26-79593 PEABODY - FRONTIER, AMELIA		1,610.00	65,527.00	5,912.40				
26-79594 PEABODY - SYSTEMATIC, AMELIA		375.00	15,262.50	1,377.11				23.3%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,235.00	50,264.50	4,535.29				76.7%
NSTAR COM C67019E107	36.800	23,920.00	21,625.63	2,294.37		1,040.00	4.3%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		650.00	23,920.00	2,294.37		1,040.00		100.0%
NV ENERGY INC COM C67073Y106	12.380	16,898.70	15,588.30	1,310.40		600.60	3.6%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,365.00	16,898.70	1,310.40		600.60		100.0%
O REILLY AUTOMOTIVE INC COM C686091109	38.120	20,775.40	19,498.52	1,276.88				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		545.00	20,775.40	1,276.88				100.0%
OIL STS INTL INC COM ISIN US6780261052 C678026105	39.290	30,449.75	28,602.98	1,846.77				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		775.00	30,449.75	1,846.77				100.0%
OWENS CORNING NEW COM STK C690742101	25.640	21,794.00	21,929.54	(135.54)				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		850.00	21,794.00	(135.54)				100.0%
PALL CORP. COMMON STOCK, \$.25 PAR C696429307	36.200	94,663.00	83,435.22	11,227.78		1,673.60	1.8%	0.1%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
PALL CORP. COMMON STOCK, \$25 PAR C696429307	36.200	2,615.00	\$83,435.22	\$11,227.78		\$1,673.60	1.8%	0.1%
26-79593 PEABODY - FRONTIER, AMELIA		2,615.00	83,435.22	11,227.78		1,673.60		100.0%
PHILLIPS VAN HEUSEN CORP COM C718592108	40.480	1,665.00	70,465.76	(2,733.56)		249.75	0.4%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,665.00	70,465.76	(2,733.56)		249.75		100.0%
PRINCIPAL FINL GROUP INC COM STK C74251V102	24.040	1,500.00	38,891.71	(2,831.71)		750.00	2.1%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,500.00	38,891.71	(2,831.71)		750.00		100.0%
QUESTAR CORP., COMMON STOCK, \$5 PAR C748356102	41.570	710.00	30,000.27	(485.57)		369.20	1.3%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		710.00	30,000.27	(485.57)		369.20		100.0%
RAYMOND JAMES FINANCIAL INC COMMON STK C754730109	23.770	2,680.00	62,110.63	1,592.97	294.80	1,179.20	1.9%	0.1%
26-79593 PEABODY - FRONTIER, AMELIA		2,680.00	62,110.63	1,592.97	294.80	1,179.20		100.0%
ROLLINS INC COM C775711104	19.280	2,535.00	47,907.19	967.61		709.80	1.5%	0.1%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		2,535.00	47,907.19	967.61		709.80		100.0%
SARA LEE CORP COM C803111103	12.180	2,195.00	23,879.84	2,855.26	241.45	965.80	3.6%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		2,195.00	23,879.84	2,855.26	241.45	965.80		100.0%
SEI INVTs CO COM C784117103	17.520	0.00	0.00	0.00	245.25			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		0.00	0.00	0.00	245.25			0.0%
SKYWORKS SOLUTIONS INC COM C83088M102	14.190	6,315.00	76,162.82	13,447.03				0.1%
26-79593 PEABODY - FRONTIER, AMELIA		6,315.00	76,162.82	13,447.03				100.0%
SMITH A O CORP COM C831865209	43.390	1,025.00	40,222.17	4,252.58		861.00	1.9%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,025.00	40,222.17	4,252.58		861.00		100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
SMUCKER J M CO COM NEW COM NEW C832696405	61.750	885.00	\$54,648.75	\$47,777.71	\$6,871.04	\$1,416.00	2.6%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		885.00	54,648.75	6,871.04		1,416.00		100.0%
TECHNE CORP COM C878377100	68.560	510.00	34,965.60	2,763.33		530.40	1.5%	0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		510.00	34,965.60	2,763.33		530.40		100.0%
TEXTRON, INC., COMMON STOCK, \$.25 PAR C883203101	18.810	1,350.00	25,393.50	(694.79)	27.00	108.00	0.4%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,350.00	25,393.50	(694.79)		108.00		100.0%
TIDEWATER, INC., COMMON STOCK, \$.1 PAR C886423102	47.950	390.00	18,700.50	797.16		390.00	2.1%	0.0%
26-79596 PEABODY - DENVER, AMELIA		390.00	18,700.50	797.16		390.00		100.0%
TUPPERWARE BRANDS CORPORATION C899896104	46.570	950.00	44,241.50	7,049.95	237.50	950.00	2.1%	0.0%
26-79596 PEABODY - DENVER, AMELIA		950.00	44,241.50	7,049.95		950.00		100.0%
UNITED THERAPEUTICS CORP DEL COM STK C91307C102	52.650	925.00	48,701.25	4,166.09				0.1%
26-79593 PEABODY - FRONTIER, AMELIA		925.00	48,701.25	4,166.09				100.0%
UNUM GROUP C91529Y106	19.520	745.00	14,542.40	(1,157.21)		275.65	1.9%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		745.00	14,542.40	(1,157.21)		275.65		100.0%
WABCO HDGS INC COM STK C92927K102	25.790	1,830.00	47,195.70	2,470.38		512.40	1.1%	0.1%
26-79593 PEABODY - FRONTIER, AMELIA		1,830.00	47,195.70	2,470.38		512.40		100.0%
WADDELL & REED FINL INC CL A COMMON STOCK C930059100	30.540	855.00	26,111.70	427.50	162.45	649.80	2.5%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		855.00	26,111.70	427.50		649.80		100.0%
WESTERN DIGITAL CORP., COMMON STOCK, \$.10 PAR C958102105	44.150	1,435.00	72,185.25	12,315.39				0.1%
26-79593 PEABODY - FRONTIER, AMELIA		1,435.00	72,185.25	12,315.39				100.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,100.00	48,565.00	8,147.74				67.3%

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Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
WESTERN DIGITAL CORP., COMMON STOCK, \$.10 PAR C958102105	44.150	1,635.00	\$72,185.25	\$59,869.86	\$12,315.39			0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		535.00	23,620.25	19,452.60	4,167.65			32.7%
WHITING PETE CORP COM STK C966387102	71.450	750.00	53,587.50	42,623.93	10,963.57			0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		750.00	53,587.50	42,623.93	10,963.57			100.0%
WMS INDS INC COM STK C929297109	40.000	315.00	12,600.00	14,028.87	(1,428.87)			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		315.00	12,600.00	14,028.87	(1,428.87)			100.0%
WYNDHAM WORLDWIDE CORP COM STK C98310W108	20.170	3,490.00	70,393.30	56,782.46	13,610.84	1,675.20	2.4%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		3,490.00	70,393.30	56,782.46	13,610.84	1,675.20		100.0%
Total Mid Cap			\$4,298,276.95	\$3,934,888.21	\$363,388.74	\$4,222.82	1.3%	4.8%
Equities - Small Cap								
#REORG/BARE ESSENTIALS INC CASH MERGER EFF 3/22/10 C067511105	12.230	1,745.00	21,341.35	24,128.00	(2,786.65)			0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,745.00	21,341.35	24,128.00	(2,786.65)			100.0%
#REORG/ECIPSYS CORP COM STOCK MERGER ALLSCRIPTS HEALTHCARE SOLUTIONS INC COM C278856109	18.520	1,890.00	35,002.80	38,180.35	(3,177.55)			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,890.00	35,002.80	38,180.35	(3,177.55)			100.0%
#REORGMAX CAP GROUP LTD NAM CHAN W/C CHAATERRA CAPITAL HOLDINGS INC 2060090 CG6052F103	22.300	1,120.00	24,976.00	23,577.34	1,398.66	448.00	1.8%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,120.00	24,976.00	23,577.34	1,398.66	448.00		100.0%
AARONS INC C002535201	27.730	545.00	15,112.85	14,367.24	745.61	9.81	0.2%	0.0%
26-79596 PEABODY - DENVER, AMELIA		545.00	15,112.85	14,367.24	745.61	9.81		100.0%
ABAXIS INC COM C002567105	25.550	955.00	24,400.25	25,318.77	(918.52)			0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		955.00	24,400.25	25,318.77	(918.52)			100.0%

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Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
ALBANY INTL CORP NEW CL A C012348108	22.460	\$15,160.50	\$12,763.98	\$2,396.52	\$81.00	\$324.00	2.1%	0.0%
26-79596 PEABODY - DENVER, AMELIA		675.00	15,160.50	2,396.52	81.00	324.00		100.0%
AMERICAN CAMPUS CMNTYS INC COM C024835100	28.100	735.00	20,653.50	1,196.58		992.25	4.8%	0.0%
26-79596 PEABODY - DENVER, AMELIA		735.00	19,456.92	1,196.58		992.25		100.0%
AMERICAN EQUITY INVT LIFE HLDG CO COM C025676206	7.440	3,125.00	20,531.25	2,718.75		250.00	1.1%	0.0%
26-79596 PEABODY - DENVER, AMELIA		3,125.00	20,531.25	2,718.75		250.00		100.0%
ANGIODYNAMICS INC COM STK C03475V101	16.080	2,250.00	31,624.88	4,555.12				0.0%
26-79596 PEABODY - RIVERBRIDGE, AMELIA		2,250.00	31,624.88	4,555.12				100.0%
ARKANSAS BEST CORP DEL COM C040790107	29.430	560.00	15,342.88	1,137.92		67.20	0.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		560.00	15,342.88	1,137.92		67.20		100.0%
ASTORIA FINL CORP COMMON STOCK C046265104	12.430	1,720.00	19,057.77	2,321.83		894.40	4.2%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,720.00	19,057.77	2,321.83		894.40		100.0%
BANK OF THE OZARKS INC COM C063904106	29.270	260.00	6,654.00	956.20		166.40	2.2%	0.0%
26-79596 PEABODY - DENVER, AMELIA		260.00	6,654.00	956.20		166.40		100.0%
BEACON ROOFING SUPPLY INC COM C073685109	16.000	2,060.00	31,982.53	977.47				0.0%
26-79596 PEABODY - RIVERBRIDGE, AMELIA		2,060.00	31,982.53	977.47				100.0%
BELDEN INC COM C077454106	21.920	1,985.00	46,468.06	(2,956.86)	99.25	397.00	0.9%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,985.00	46,468.06	(2,956.86)	99.25	397.00		100.0%
BIO-REFERENCE LABS INC COM PAR \$0.01 NEW C09057G602	39.190	570.00	20,137.47	2,200.83				0.0%

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Consolidation Overview

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
BIO-REFERENCE LABS INC COM PAR \$0.01	39.190	\$22,338.30	\$20,137.47	\$2,200.83				0.0%
NEW C09057G602								
26-79595 PEABODY - RIVERBRIDGE, AMELIA	570.00	22,338.30	20,137.47	2,200.83				100.0%
BLACKBAUD INC COM C09227Q100	23.630	33,082.00	32,856.04	225.96		616.00	1.9%	0.0%
26-79596 PEABODY - DENVER, AMELIA	1,400.00	33,082.00	32,856.04	225.96		616.00		100.0%
BOB EVANS FARMS INC COM C096761101	28.950	32,568.75	32,210.44	358.31		900.00	2.8%	0.0%
26-79596 PEABODY - DENVER, AMELIA	1,125.00	32,568.75	32,210.44	358.31		900.00		100.0%
26-79596 PEABODY - DENVER, AMELIA	1,125.00	32,568.75	32,210.44	358.31		900.00		100.0%
BRANDYWINE RITY TR SH BEN INT NEW REIT	11.400	20,520.00	18,652.84	1,867.16		1,080.00	5.3%	0.0%
C105368203								
26-79596 PEABODY - DENVER, AMELIA	1,800.00	20,520.00	18,652.84	1,867.16		1,080.00		100.0%
BRINKS CO COM STOCK C109696104	24.340	22,514.50	23,519.05	(1,004.55)		370.00	1.6%	0.0%
26-79596 PEABODY - DENVER, AMELIA	925.00	22,514.50	23,519.05	(1,004.55)		370.00		100.0%
C DI CORP COM C125071100	12.950	16,122.75	16,452.05	(329.30)		647.40	4.0%	0.0%
26-79596 PEABODY - DENVER, AMELIA	1,245.00	16,122.75	16,452.05	(329.30)		647.40		100.0%
CABOT MICROELECTRONICS CORP COM	32.960	21,918.40	22,714.41	(796.01)				0.0%
C12709P103								
26-79595 PEABODY - RIVERBRIDGE, AMELIA	665.00	21,918.40	22,714.41	(796.01)				100.0%
CASEYS GEN STORES INC COM	31.920	20,748.00	20,280.26	467.74		351.00	1.7%	0.0%
C147528103								
26-79596 PEABODY - DENVER, AMELIA	650.00	20,748.00	20,280.26	467.74		351.00		100.0%
CASH AMER INVTS INC COM C14754D100	34.960	31,813.60	27,448.79	4,364.81		127.40	0.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA	910.00	31,813.60	27,448.79	4,364.81		127.40		100.0%
CASS INFORMATION SYS INC COM	30.400	21,584.00	21,914.01	(330.01)		454.40	2.1%	0.0%
C14808P109								
26-79595 PEABODY - RIVERBRIDGE, AMELIA	710.00	21,584.00	21,914.01	(330.01)		454.40		100.0%
CATALYST HEALTH SOLUTIONS INC COM	36.470	31,364.20	24,626.48	6,737.72				0.0%
STK C14888B103								

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
CATALYST HEALTH SOLUTIONS INC COM STK C14888B103	36.470	860.00	\$31,364.20	\$24,626.48	\$6,737.72			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		860.00	31,364.20	6,737.72				100.0%
CENTRAL EUROPEAN DISTR CORP COM STK C153435102	28.410	6,800.00	193,188.00	204,835.58	(11,647.58)			0.2%
26-79597 PEABODY - EAGLE, AMELIA		6,800.00	193,188.00	204,835.58				100.0%
CEPHEID INC COM C15670R107	12.480	4,530.00	56,534.40	60,339.60	(3,805.20)			0.1%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		4,530.00	56,534.40	60,339.60	(3,805.20)			100.0%
CHEESECAKE FACTORY INC COM C163072101	21.590	1,685.00	36,379.15	30,397.40	5,981.75			0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,685.00	36,379.15	30,397.40	5,981.75			100.0%
CHEMED CORP NEW COM C16359R103	47.970	1,085.00	52,047.45	48,098.59	3,948.86	607.60	1.2%	0.1%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,085.00	52,047.45	48,098.59	3,948.86	607.60		100.0%
CHICOS FAS INC COM C168615102	14.050	3,275.00	46,013.75	43,370.58	2,643.17	524.00	1.1%	0.1%
26-79593 PEABODY - FRONTIER, AMELIA		3,275.00	46,013.75	43,370.58	2,643.17	524.00		100.0%
CLARCOR INC COM C179895107	32.440	495.00	16,057.80	16,569.48	(511.68)	207.90	1.3%	0.0%
26-79593 PEABODY - FRONTIER, AMELIA		495.00	16,057.80	16,569.48	(511.68)	207.90		100.0%
COLUMBIA SPORTSWEAR CO COM C198516106	39.040	530.00	20,691.20	20,554.39	136.81	424.00	2.0%	0.0%
26-79596 PEABODY - DENVER, AMELIA		530.00	20,691.20	20,554.39	136.81	424.00		100.0%
COMMUNITY BK SYS INC COM C203607106	19.310	990.00	19,116.90	17,452.61	1,664.29	950.40	5.0%	0.0%
26-79596 PEABODY - DENVER, AMELIA		990.00	19,116.90	17,452.61	1,664.29	950.40		100.0%
COSTAR GROUP INC COM C22160N109	41.770	455.00	19,005.35	18,326.54	678.81			0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		455.00	19,005.35	18,326.54	678.81			100.0%
CVB FINL CORP COM C126600105	8.640	865.00	7,473.60	6,469.34	1,004.26	294.10	3.9%	0.0%
26-79596 PEABODY - DENVER, AMELIA		865.00	7,473.60	6,469.34	1,004.26	294.10		100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
DEALERTRACK HLDGS INC COM STK C242309102	18.790	1,400.00	\$26,306.00	\$392.00				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,400.00	26,306.00	392.00				100.0%
DIAMONDROCK HOSPITALITY CO COM STK C252784301	8.470	2,630.00	22,276.10	534.15		867.90	3.9%	0.0%
26-79596 PEABODY - DENVER, AMELIA		2,630.00	22,276.10	534.15				100.0%
DIGI INTL INC COM C253798102	9.120	3,150.00	28,728.00	1,575.00				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		3,150.00	28,728.00	1,575.00				100.0%
DYNAMEX INC COM STK C26784F103	18.100	685.00	12,398.50	295.23				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		685.00	12,398.50	295.23				100.0%
ECHELON CORP OC-COM STK C27874N105	11.560	1,755.00	20,287.80	(2,843.63)				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,755.00	20,287.80	(2,843.63)				100.0%
ENDURANCE SPECIALTY HOLDINGS LTD COM USD1 CG30397106	37.230	425.00	15,822.75	280.50		425.00	2.7%	0.0%
26-79596 PEABODY - DENVER, AMELIA		425.00	15,822.75	280.50				100.0%
ENERGY SOLUTIONS INC COMMON C292756202	8.490	1,740.00	14,772.60	(998.41)		174.00	1.2%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,740.00	14,772.60	(998.41)				100.0%
ENNIS INC COM C293389102	16.790	1,415.00	23,757.85	266.73		877.30	3.7%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,415.00	23,757.85	266.73				100.0%
EQUITY LIFESTYLE PPTYS INC REIT C29472R108	50.470	315.00	15,898.05	2,196.56	94.50	378.00	2.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		315.00	15,898.05	2,196.56				100.0%
ESTERLINE TECHNOLOGIES CORP COMMON STK C297425100	40.770	365.00	14,881.05	881.84				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		365.00	14,881.05	881.84				100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
FARO TECHNOLOGIES INC COM C311642102	21.440	\$15,329.60	\$12,475.53	\$2,854.07				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		715.00	12,475.53	2,854.07				100.0%
FINISH LINE INC CL A C317923100	12.550	1,305.00	15,156.14	1,221.61		208.80	1.3%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,305.00	15,156.14	1,221.61		208.80		100.0%
FORRESTER RESH INC COM C346563109	25.950	825.00	21,611.62	(202.87)				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		825.00	21,611.62	(202.87)				100.0%
FORWARD AIR CORP COM C349853101	25.050	780.00	17,899.21	1,639.79		218.40	1.1%	0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		780.00	17,899.21	1,639.79		218.40		100.0%
FULTON FINL CORP PA COM C360271100	8.720	4,150.00	34,393.24	1,794.76	124.50	498.00	1.4%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		4,150.00	34,393.24	1,794.76	124.50	498.00		100.0%
GUIDANCE SOFTWARE INC COM C401692108	5.250	1,525.00	7,291.03	715.22				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,525.00	7,291.03	715.22				100.0%
HEALTH MANAGEMENT ASSOCIATES INC NEW CL A COMMON STOCK C421933102	7.270	8,365.00	64,327.69	(3,514.14)		2,007.60	3.3%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		8,365.00	64,327.69	(3,514.14)		2,007.60		100.0%
HEALTHSOUTH CORP COM NEW STK C421924309	18.770	2,285.00	38,289.23	4,600.22				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		2,285.00	38,289.23	4,600.22				100.0%
HOLLY CORP COM PAR \$0.01 C435758305	25.630	885.00	22,421.56	260.99	132.75	531.00	2.3%	0.0%
26-79596 PEABODY - DENVER, AMELIA		885.00	22,421.56	260.99	132.75	531.00		100.0%
HOME PROPERTIES INC COMMON STOCK C437306103	47.710	475.00	20,063.34	2,598.91		1,102.00	4.9%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		475.00	20,063.34	2,598.91		1,102.00		100.0%
HUB GROUP INC CL A C443320106	26.830	1,355.00	32,876.49	3,478.16				0.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
HUB GROUP INC CL A C443320106	26.830	1,355.00	\$36,354.65	\$3,478.16				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		1,355.00	36,354.65	3,478.16				100.0%
INDEPENDENT BK CORP MASS COM C453836108	20.890	285.00	5,953.65	(156.72)	51.30	205.20	3.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		285.00	5,953.65	(156.72)				100.0%
INFINITY PPTY & CAS CORP COM C45665Q103	40.440	155.00	6,299.20	(225.29)	51.30	205.20	1.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		155.00	6,299.20	(225.29)				100.0%
INNERWORKINGS INC COM C45773Y105	5.900	2,990.00	17,641.00	2,712.24		86.80		0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		2,990.00	17,641.00	2,712.24				100.0%
IPC THE HOSPITALIST CO INC STK C44984A105	33.250	795.00	26,433.75	967.59				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		795.00	26,433.75	967.59				100.0%
KNOLL INC COM NEW COM C498904200	10.330	1,600.00	16,528.00	456.00		128.00	0.8%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,600.00	16,528.00	456.00				100.0%
LANCASTER COLONY CORP. COMMON STOCK \$1 PAR C513847103	49.700	545.00	27,086.50	(541.73)		654.00	2.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		545.00	27,086.50	(541.73)				100.0%
LANDEC CORP COM C514766104	6.240	1,955.00	12,199.20	(1,282.68)				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,955.00	12,199.20	(1,282.68)				100.0%
MAXIMUS INC COM C577933104	50.000	575.00	28,750.00	1,849.77		276.00	1.0%	0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		575.00	28,750.00	1,849.77				100.0%
MEDTOX SCIENTIFIC INC COM NEW COM NEW C584977201	7.750	725.00	5,618.75	(783.15)		276.00		0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		725.00	5,618.75	(783.15)				100.0%
MERIDIAN BIOSCIENCE INC COM C589584101	21.550	1,035.00	22,304.25	(2,535.75)		786.60	3.5%	0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,035.00	22,304.25	(2,535.75)				100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
MERIDIAN BIOSCIENCE INC COM C589584101	21.550	1,035.00	\$22,304.25	(\$2,535.75)		\$786.60	3.5%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,035.00	22,304.25	(2,535.75)		786.60		100.0%
MOBILE MINI INC COM C60740F105	14.090	990.00	13,949.10	(2,507.77)				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		990.00	13,949.10	(2,507.77)				100.0%
NAPCO SECURITY TECHNOLOGIES INC C630402105	1.670	1,175.00	1,962.25	221.13				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,175.00	1,962.25	221.13				100.0%
NEOGEN CORP COM C640491106	23.610	1,350.00	31,873.50	3,483.72				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,350.00	31,873.50	3,483.72				100.0%
NORTHWEST NAT GAS CO COM C667655104	45.040	535.00	24,096.40	2,013.53		930.90	3.9%	0.0%
26-79596 PEABODY - DENVER, AMELIA		535.00	24,096.40	2,013.53		930.90		100.0%
NTELOS HLDGS CORP COM C67020Q107	17.820	2,500.00	44,550.00	875.00	700.00	2,800.00	6.3%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		2,500.00	44,550.00	875.00	700.00	2,800.00		100.0%
NU SKIN ENTERPRISES INC CL A C67018T105	26.870	1,160.00	31,169.20	3,795.92		580.00	1.9%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,160.00	31,169.20	3,795.92		580.00		100.0%
OLD DOMINION FGHT LINE INC COM C679580100	30.700	515.00	15,810.50	1,342.19				0.0%
26-79593 PEABODY - FRONTIER, AMELIA		515.00	15,810.50	1,342.19				100.0%
OWENS & MINOR INC NEW COM C690732102	42.930	865.00	37,134.45	(1,773.94)		612.42	1.6%	0.0%
26-79596 PEABODY - DENVER, AMELIA		865.00	37,134.45	(1,773.94)		612.42		100.0%
PACWEST BANCORP DEL COM C695263103	20.150	1,100.00	22,165.00	1,438.03		44.00	0.2%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,100.00	22,165.00	1,438.03		44.00		100.0%
PARK ELECTROCHEMICAL CORP COM C700416209	27.640	1,130.00	31,233.20	4,514.58		452.00	1.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,130.00	31,233.20	4,514.58		452.00		100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
PARK ELECTROCHEMICAL CORP COM C700416209	27.640	1,130.00	\$31,233.20	\$26,718.62	\$4,514.58	\$452.00	1.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,130.00	31,233.20	4,514.58		452.00		100.0%
PARKWAY PPTYS INC REIT C70159Q104	20.820	710.00	14,782.20	13,900.74	881.46	213.00	1.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		710.00	14,782.20	881.46		213.00		100.0%
PLATINUM UNDERWRITERS HLDGS INC COM USD0.01 CG7127P100	38.290	675.00	25,845.75	24,339.15	1,506.60	216.00	0.8%	0.0%
26-79596 PEABODY - DENVER, AMELIA		675.00	25,845.75	1,506.60		216.00		100.0%
PORTFOLIO RECOVERY ASSOCS INC COM C73640Q105	44.880	1,055.00	47,348.40	49,460.09	(2,111.69)			0.1%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,055.00	47,348.40	(2,111.69)				100.0%
POWER INTEGRATIONS INC COM C739276103	36.360	1,075.00	39,087.00	34,869.35	4,217.65	107.50	0.3%	0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,075.00	39,087.00	4,217.65		107.50		100.0%
PROSPERITY BANCSHARES INC COM C743606105	40.470	860.00	34,804.20	29,335.89	5,468.31	602.00	1.7%	0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		860.00	34,804.20	5,468.31		602.00		100.0%
QUALITY SYS INC COM STK C747582104	62.790	355.00	22,290.45	21,646.94	643.51	426.00	1.9%	0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		355.00	22,290.45	643.51		426.00		100.0%
REGIS CORP MINN COM C758932107	15.570	985.00	15,336.45	15,117.78	218.67	157.60	1.0%	0.0%
26-79596 PEABODY - DENVER, AMELIA		985.00	15,336.45	218.67		157.60		100.0%
RESOURCES CONNECTION INC COM C76122Q105	21.220	1,930.00	40,954.60	33,956.03	6,998.57			0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,930.00	40,954.60	6,998.57				100.0%
RUDOPH TECHNOLOGIES INC COM C781270103	6.720	865.00	5,812.80	6,348.67	(535.87)			0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		865.00	5,812.80	(535.87)				100.0%

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
SAFETY INS GROUP INC COM C78648T100	36.230	\$12,137.05	\$10,949.01	\$1,188.04		\$670.00	5.5%	0.0%
26-79596 PEABODY - DENVER, AMELIA		335.00	12,137.05	1,188.04		670.00		100.0%
SCHNITZER STEEL INDS INC CL A	47.700	21,703.50	23,378.68	(1,675.18)		30.94	0.1%	0.0%
C806882106								
26-79596 PEABODY - DENVER, AMELIA		455.00	21,703.50	(1,675.18)		30.94		100.0%
SCHWEITZER-MAUDUIT INTL INC COM	70.350	20,049.75	19,456.65	593.10		171.00	0.9%	0.0%
C808541106								
26-79594 PEABODY - SYSTEMATIC, AMELIA		285.00	20,049.75	593.10		171.00		100.0%
SEMETECH CORP COM C816850101	17.010	44,566.20	42,590.72	1,975.48				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		2,620.00	44,566.20	1,975.48				100.0%
SOUTH JERSEY INDS INC COM C838518108	38.180	31,116.70	29,235.68	1,881.02		1,075.80	3.5%	0.0%
26-79596 PEABODY - DENVER, AMELIA		815.00	31,116.70	1,881.02		1,075.80		100.0%
STAGE STORES INC COM NEW COM NEW	12.360	23,669.40	24,481.36	(811.96)		574.50	2.4%	0.0%
C85254C305								
26-79596 PEABODY - DENVER, AMELIA		1,915.00	23,669.40	(811.96)		574.50		100.0%
STANCORP FINL GROUP INC COM	40.020	21,210.60	20,677.05	533.55		424.00	2.0%	0.0%
C852891100								
26-79596 PEABODY - DENVER, AMELIA		530.00	21,210.60	533.55		424.00		100.0%
STERIS CORP COM C859152100	27.970	19,159.45	20,451.63	(1,292.18)		301.40	1.6%	0.0%
26-79596 PEABODY - DENVER, AMELIA		685.00	19,159.45	(1,292.18)		301.40		100.0%
STIFEL FINL CORP COM C860630102	59.240	61,017.20	56,085.36	4,931.84				0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,030.00	61,017.20	4,931.84				100.0%
STRATASYS INC COM C862685104	17.280	22,809.60	22,919.82	(110.22)				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,320.00	22,809.60	(110.22)				100.0%
SWS GROUP INC COM C78503N107	12.100	10,829.50	12,760.91	(1,931.41)	80.55	322.20	3.0%	0.0%
26-79596 PEABODY - DENVER, AMELIA		895.00	10,829.50	(1,931.41)	80.55	322.20		100.0%

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
TEMPLE INLAND INC., COMMON STOCK C879868107	21.110	4,255.00	\$70,853.84	\$18,969.21		\$1,702.00	3.8%	0.1%
26-79594 PEABODY - SYSTEMATIC, AMELIA		2,475.00	52,247.25	11,033.79		990.00		58.2%
26-79596 PEABODY - DENVER, AMELIA		1,780.00	37,575.80	7,935.42		712.00		41.8%
TERADYNE INC COM C880770102	10.730	1,420.00	15,420.21	(183.61)				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		1,420.00	15,420.21	(183.61)				100.0%
TORO CO COM C891092108	41.810	490.00	20,486.90	1,483.72	88.20	352.80	1.7%	0.0%
26-79596 PEABODY - DENVER, AMELIA		490.00	20,486.90	1,483.72	88.20	352.80		100.0%
TRIUMPH GROUP INC NEW COM C896818101	48.250	670.00	32,327.50	1,130.69		107.20	0.3%	0.0%
26-79596 PEABODY - DENVER, AMELIA		670.00	32,327.50	1,130.69		107.20		100.0%
UIL HLDGS CORP COM C902748102	28.080	600.00	16,848.00	996.00	259.20	1,036.80	6.2%	0.0%
26-79596 PEABODY - DENVER, AMELIA		600.00	16,848.00	996.00	259.20	1,036.80		100.0%
ULTIMATE SOFTWARE GROUP INC COM C90385D107	29.370	1,345.00	39,502.65	1,906.00				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,345.00	39,502.65	1,906.00				100.0%
UNITED NAT FOODS INC COM C911163103	26.740	1,860.00	49,736.40	5,840.03				0.1%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,860.00	49,736.40	5,840.03				100.0%
UNITED STATIONERS INC COM C913004107	56.850	275.00	15,633.75	406.04				0.0%
26-79594 PEABODY - SYSTEMATIC, AMELIA		275.00	15,633.75	406.04				100.0%
UNIVERSAL TECHNICAL INST INC COM C913915104	20.200	625.00	12,625.00	327.50				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		625.00	12,625.00	327.50				100.0%
USANA HEALTH SCIENCES INC CDT-SHS C90328M107	31.900	250.00	8,708.75	(733.75)				0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		250.00	8,708.75	(733.75)				100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
VCA ANTECH INC COM STK C918194101	24.920	940.00	\$23,424.80	\$24,610.89	(\$1,186.09)			0.0%
26-79593 PEABODY - FRONTIER, AMELIA		940.00	23,424.80	24,610.89	(1,186.09)			100.0%
VERINT SYS INC COM C92343X100	19.250	1,055.00	20,308.75	16,299.75	4,009.00			0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,055.00	20,308.75	16,299.75	4,009.00			100.0%
WESTAMERICA BANCORPORATION COM	55.370	415.00	22,978.55	21,099.80	1,878.75	597.60	2.8%	0.0%
C957090103								
26-79596 PEABODY - DENVER, AMELIA		415.00	22,978.55	21,099.80	1,878.75	597.60		100.0%
WHITNEY HLDG CORP COM C966612103	9.110	1,675.00	15,259.25	15,092.02	167.23	67.00	0.4%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,675.00	15,259.25	15,092.02	167.23	67.00		100.0%
WINTRUST FINL CORP COM C97650W108	30.790	800.00	24,632.00	22,044.00	2,588.00	144.00	0.6%	0.0%
26-79596 PEABODY - DENVER, AMELIA		800.00	24,632.00	22,044.00	2,588.00	144.00		100.0%
WORTHINGTON INDS INC COM	13.070	1,545.00	20,193.15	21,425.13	(1,231.98)	618.00	3.1%	0.0%
C981811102								
26-79596 PEABODY - DENVER, AMELIA		1,545.00	20,193.15	21,425.13	(1,231.98)	618.00		100.0%
ZOITEK COS INC COM C98975W104	9.500	1,515.00	14,392.50	15,808.87	(1,416.37)			0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,515.00	14,392.50	15,808.87	(1,416.37)			100.0%
Total Small Cap		\$2,975,154.20	\$2,863,323.95	\$111,830.25	\$2,268.93	\$35,880.87	1.2%	3.3%
Equities - International Developed								
BHP BILLITON LTD SPONSORED ADR	76.580	2,500.00	191,450.00	168,382.86	23,067.14	4,100.00	2.1%	0.2%
C088606108								
26-79598 PEABODY - LAZARD, AMELIA		2,500.00	191,450.00	168,382.86	23,067.14	4,100.00		100.0%
Australia - USD			\$191,450.00	\$168,382.86	\$23,067.14	\$4,100.00	2.14	0.21
ANHEUSER BUSCH INBEV SA/NV	52.030	6,175.00	321,285.25	302,162.99	19,122.26	2,383.55	0.7%	0.4%
SPONSOREDADR C03524A108								
26-79598 PEABODY - LAZARD, AMELIA		6,175.00	321,285.25	302,162.99	19,122.26	2,383.55		100.0%
Belgium - USD			\$302,162.99	\$302,162.99	\$19,122.26	\$2,383.55	0.74	0.36

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Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
#REORG/BIOVAIL CORP COM N/C WITH CUSIP CHNG VALEANT PHARMACEUTICALS C09067J109	13.960	1,115.00	\$15,565.40	\$16,423.95	(\$858.55)	\$100.35	2.7%	0.0%
26-79596 PEABODY - DENVER, AMELIA		1,115.00	15,565.40	16,423.95	(858.55)	100.35	423.70	100.0%
AGRIUM INC COM C008916108	61.500	3,270.00	201,105.00	157,849.12	43,255.88	179.85	359.70	0.2%
26-79597 PEABODY - EAGLE, AMELIA		3,270.00	201,105.00	157,849.12	43,255.88	179.85	359.70	100.0%
BARRICK GOLD CORP C067901108	39.380	6,500.00	255,970.00	238,555.60	17,414.40		3,120.00	0.3%
26-79598 PEABODY - LAZARD, AMELIA		6,500.00	255,970.00	238,555.60	17,414.40		3,120.00	100.0%
RITCHIE BROS AUCTIONEERS INC COM C767744105	22.430	1,400.00	31,402.00	32,670.38	(1,268.38)		588.00	0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,400.00	31,402.00	32,670.38	(1,268.38)		588.00	100.0%
ROGERS COMMUNICATIONS INC CL B NON VTG CL B C775109200	31.000	3,900.00	120,900.00	117,144.66	3,755.34	887.21	4,898.40	0.1%
26-79598 PEABODY - LAZARD, AMELIA		3,900.00	120,900.00	117,144.66	3,755.34	887.21	4,898.40	100.0%
THOMPSON CREEK METALS CO INC COM STK C884768102	11.720	24,080.00	282,217.60	277,840.26	4,377.34			0.3%
26-79594 PEABODY - SYSTEMATIC, AMELIA		2,005.00	23,498.60	23,573.59	(74.99)			8.3%
26-79597 PEABODY - EAGLE, AMELIA		22,075.00	258,719.00	254,266.67	4,452.33			91.7%
Canada - USD			\$907,160.00	\$840,483.97	\$66,676.03	\$1,167.41	\$9,389.80	1.04
NOVO-NORDISK A S ADR C670100205	63.850	3,000.00	191,550.00	192,023.25	(473.25)		2,937.00	1.5%
26-79598 PEABODY - LAZARD, AMELIA		3,000.00	191,550.00	192,023.25	(473.25)		2,937.00	100.0%
Denmark - USD			\$191,550.00	\$192,023.25	(\$473.25)	\$0.00	\$2,937.00	1.53
NOKIA CORP SPONSORED ADR C654902204	12.850	10,050.00	129,142.50	136,034.58	(6,892.08)		3,527.55	2.7%
26-79598 PEABODY - LAZARD, AMELIA		10,050.00	129,142.50	136,034.58	(6,892.08)		3,527.55	100.0%
Finland - USD			\$129,142.50	\$136,034.58	(\$6,892.08)	\$0.00	\$3,527.55	2.73
AXA SA SPONSORED ADR C054536107	23.680	10,900.00	258,112.00	278,380.54	(20,268.54)		6,376.50	2.5%

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Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrued	Estimated Annual Income	Yield	% of Asset
AXA SA SPONSORED ADR C054536107	23.680	10,900.00	\$258,112.00	(\$20,268.54)		\$6,376.50	2.5%	0.3%
26-79597 PEABODY - EAGLE, AMELIA		10,900.00	258,112.00	(20,268.54)		6,376.50		100.0%
BNP PARIBAS SPONSORED ADR REPSTG	40.160	8,075.00	324,292.00	808.40		5,571.75	1.7%	0.4%
C05565A202								
26-79598 PEABODY - LAZARD, AMELIA		8,075.00	324,292.00					
FRANCE TELECOM C35177Q105	25.240	6,400.00	161,536.00	(7,681.77)		9,452.80	5.9%	0.2%
26-79597 PEABODY - EAGLE, AMELIA		6,400.00	161,536.00	(7,681.77)		9,452.80		100.0%
LVMH MOET HENNESSY LOUIS VUITTON ADR	22.450	8,295.00	186,222.75	18,274.80		3,127.22	1.7%	0.2%
C502441306								
26-79598 PEABODY - LAZARD, AMELIA		8,295.00	186,222.75	18,274.80		3,127.22		100.0%
SANOFI-AVENTIS SPONSORED ADR	39.270	17,075.00	670,535.25	25,838.99		18,816.65	5.6%	0.7%
C80105N105								
26-79597 PEABODY - EAGLE, AMELIA		4,100.00	161,007.00	6,330.73		4,518.20		24.0%
26-79598 PEABODY - LAZARD, AMELIA		12,975.00	509,528.25	19,508.26		14,298.45		76.0%
SOCIETE GENERALE FRANCE SPONSORED	14.050	32,100.00	451,005.00	(16,535.15)		9,167.76	4.1%	0.5%
ADR C833641109								
26-79597 PEABODY - EAGLE, AMELIA		9,250.00	129,962.50	(3,798.28)		2,641.80		28.8%
26-79598 PEABODY - LAZARD, AMELIA		22,850.00	321,042.50	(12,736.87)		6,525.96		71.2%
TOTAL SA C89151E109	64.040	13,000.00	832,520.00	51,181.97		32,825.00	7.9%	0.9%
26-79597 PEABODY - EAGLE, AMELIA		8,025.00	513,921.00	31,932.18		20,263.13		61.7%
26-79598 PEABODY - LAZARD, AMELIA		4,975.00	318,599.00	19,249.79		12,561.88		38.3%
France - USD			\$2,884,223.00	\$51,618.70	\$0.00	\$85,337.68	2.9%	3.1%
ALLIANZ SE ADR EACH REP 1/10 ORD SHS	12.450	15,600.00	194,220.00	9,253.43		5,959.20	3.1%	0.2%
C018805101								
26-79598 PEABODY - LAZARD, AMELIA		15,600.00	194,220.00	9,253.43		5,959.20		100.0%
E ON AG SPONSORED ADR C268780103	41.750	3,900.00	162,825.00	4,755.47		5,444.40	3.3%	0.2%
26-79597 PEABODY - EAGLE, AMELIA		3,900.00	162,825.00	4,755.47		5,444.40		100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
MERCK KGAA ADR C589339100	30.830	4,150.00	\$127,944.50	\$134,696.78		\$1,298.95	1.0%	0.1%
26-79598 PEABODY - LAZARD, AMELIA		4,150.00	127,944.50	134,696.78		1,298.95		100.0%
QIAGEN N V COMMON STOCK CN72482107	22.320	3,120.00	69,638.40	65,860.40		3,778.00		0.1%
26-79593 PEABODY - FRONTIER, AMELIA		3,120.00	69,638.40	65,860.40		3,778.00		100.0%
RWE AKTIENGESSELLSCHAF C74975E303	96.900	3,025.00	293,122.50	277,960.70		12,969.36	4.4%	0.3%
26-79597 PEABODY - EAGLE, AMELIA		3,025.00	293,122.50	277,960.70		12,969.36		100.0%
SAP AG SPONSORED ADR C803054204	46.810	2,725.00	127,557.25	130,611.48		1,658.71	1.3%	0.1%
26-79598 PEABODY - LAZARD, AMELIA		2,725.00	127,557.25	130,611.48		1,658.71		100.0%
Germany - USD								
BOC HONG KONG HLDGS LTD SPONSORED ADR C096813209	45.440	6,400.00	\$975,307.65	\$952,165.46	\$0.00	\$27,330.62	2.80	1.08
26-79597 PEABODY - EAGLE, AMELIA		6,400.00	290,816.00	285,397.90		15,712.00	5.4%	0.3%
SUN HUNG KAI PROP LTD NEW C86676H302	14.850	8,110.00	120,433.50	117,083.28		2,291.32	1.9%	0.1%
26-79598 PEABODY - LAZARD, AMELIA		8,110.00	120,433.50	117,083.28		2,291.32		100.0%
Hong Kong - USD								
CRH PLC ADR C12626K203	27.330	4,515.00	\$411,249.50	\$402,481.18	\$0.00	\$18,003.32	4.38	0.46
26-79598 PEABODY - LAZARD, AMELIA		4,515.00	123,394.95	117,130.60		3,566.85	2.9%	0.1%
Ireland - USD								
ENI S P A SPONSORED ADR C26874R108	50.610	3,800.00	\$123,394.95	\$117,130.60	\$0.00	\$3,566.85	2.89	0.14
26-79598 PEABODY - LAZARD, AMELIA		3,800.00	192,318.00	191,114.35		7,090.80	3.7%	0.2%
INTESA SANPAOLO S P A SPONSORED ADR REPSTG ORD SHS ADR C46115H107	27.100	9,625.00	260,837.50	248,044.88		3,917.38	1.5%	0.3%
26-79597 PEABODY - EAGLE, AMELIA		9,625.00	260,837.50	248,044.88		3,917.38		100.0%
TENARIS S A SPONSORED ADR C88031M109	42.650	3,015.00	128,589.75	106,600.54		2,050.20	1.6%	0.1%
26-79597 PEABODY - EAGLE, AMELIA		3,015.00	128,589.75	106,600.54		2,050.20		100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
Italy - USD								
CANON INC ADR REPSTG 5 SHS	42.320	\$581,745.25	\$545,759.77	\$35,985.48	\$0.00	\$13,058.38	2.24	0.64
C138006309			\$538,229.44	\$64,618.96		\$16,239.30	5.4%	0.7%
26-79597 PEABODY - EAGLE, AMELIA		3,180.00	120,118.94	14,458.66		3,625.20		22.3%
26-79598 PEABODY - LAZARD, AMELIA		11,065.00	418,110.50	50,160.30		12,614.10		77.7%
FANUC LTD JAPAN ADR C307305102	47.000	4,365.00	205,155.00	20,503.32		1,148.00	0.6%	0.2%
26-79598 PEABODY - LAZARD, AMELIA		4,365.00	205,155.00	20,503.32		1,148.00		100.0%
FUJIFILM HLDGS CORP ADR 2 ORD ADR	30.200	8,600.00	259,720.00	15,221.60		1,857.60	0.7%	0.3%
C35958N107			244,498.40					
26-79597 PEABODY - EAGLE, AMELIA		8,600.00	259,720.00	15,221.60		1,857.60		100.0%
HONDA MTR LTD ADR REPRESENTING 2	33.900	6,665.00	225,943.50	24,230.40		2,919.27	1.3%	0.3%
ORDSHS C438128308			201,713.10					
26-79597 PEABODY - EAGLE, AMELIA		6,665.00	225,943.50	24,230.40		2,919.27		100.0%
HOYA CORP SPONSORED ADR C443251103	26.600	9,725.00	258,685.00	43,411.85		6,058.68	2.3%	0.3%
26-79598 PEABODY - LAZARD, AMELIA		9,725.00	258,685.00	43,411.85		6,058.68		100.0%
MITSUBISHI ESTATE LTD ADR MITSUBISHIEST	160.050	1,205.00	192,860.25	12,667.60		1,471.31	0.8%	0.2%
ADR + C606783207			180,192.65					
26-79598 PEABODY - LAZARD, AMELIA		1,205.00	192,860.25	12,667.60		1,471.31		100.0%
MITSUBISHI UFJ FINL GROUP INC	4.920	46,050.00	226,566.00	(9,587.50)		5,710.20	2.5%	0.3%
SPONSORED ADR C606822104			236,153.50					
26-79597 PEABODY - EAGLE, AMELIA		46,050.00	226,566.00	(9,587.50)		5,710.20		100.0%
MITSUI & CO LTD ADR ISIN	285.660	1,375.00	392,782.50	29,794.56		5,084.75	1.3%	0.4%
#US6068272029 C606827202			362,987.94					
26-79597 PEABODY - EAGLE, AMELIA		1,375.00	392,782.50	29,794.56		5,084.75		100.0%
NISSAN MTR LTD SPONSORED ADR	17.630	7,275.00	128,258.25	9,835.83		3,732.08	2.9%	0.1%
C654744408			118,422.42					
26-79597 PEABODY - EAGLE, AMELIA		7,275.00	128,258.25	9,835.83		3,732.08		100.0%

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Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
NOMURA HLDGS INC SPONSORED ADR C65535H208	7.400	\$193,325.00	\$203,735.17	(\$10,410.17)		\$2,142.25	1.1%	0.2%
26-79598 PEABODY - LAZARD, AMELIA		193,325.00	203,735.17	(10,410.17)		2,142.25		100.0%
ORIX CORP SPONSORED ADR C686330101	34.160	122,292.80	114,161.63	8,131.17		4,020.47	3.3%	0.1%
26-79597 PEABODY - EAGLE, AMELIA		122,292.80	114,161.63	8,131.17		4,020.47		100.0%
SUMITOMO MITSUI FINL GROUP INC ADR C86562M100	2.850	255,858.75	293,711.47	(37,852.72)		6,471.88	2.5%	0.3%
26-79598 PEABODY - LAZARD, AMELIA		255,858.75	293,711.47	(37,852.72)		6,471.88		100.0%
TOKIO MARINE HLDGS INC ADR COM STK C889094108	27.210	192,510.75	188,924.64	3,586.11		3,374.78	1.8%	0.2%
26-79597 PEABODY - EAGLE, AMELIA		192,510.75	188,924.64	3,586.11		3,374.78		100.0%
TOYOTA MTR CORP SPONSORED ADR C892331307	84.160	161,587.20	146,537.97	15,049.23		1,800.96	1.1%	0.2%
26-79597 PEABODY - EAGLE, AMELIA		161,587.20	146,537.97	15,049.23		1,800.96		100.0%
Japan - USD		\$3,418,393.40	\$3,229,193.16	\$189,200.24	\$0.00	\$62,031.51	1.81	3.78
CHICAGO BRDG & IRON CO N V N Y REGISTRY SH NV C167250109	20.220	71,679.90	65,439.45	6,240.45		567.20	1.6%	0.1%
26-79593 PEABODY - FRONTIER, AMELIA		43,270.80	40,141.02	3,129.78		342.40		60.4%
26-79596 PEABODY - DENVER, AMELIA		28,409.10	25,298.43	3,110.67		224.80		39.6%
HEINEKEN N V ADR C423012202	23.810	127,978.75	121,859.70	6,119.05		1,757.63	1.4%	0.1%
26-79598 PEABODY - LAZARD, AMELIA		127,978.75	121,859.70	6,119.05		1,757.63		100.0%
ROYAL KPN NV SPONSORED ADR C780641205	17.050	194,796.25	200,813.42	(6,017.17)		7,389.54	3.8%	0.2%
26-79597 PEABODY - EAGLE, AMELIA		194,796.25	200,813.42	(6,017.17)		7,389.54		100.0%
Netherlands - USD		\$394,454.90	\$388,112.57	\$6,342.33	\$0.00	\$9,714.37	2.46	0.44
DBS GROUP HLDGS LTD SPONSORED ADR C23304Y100	44.000	293,700.00	250,447.74	43,252.26		10,846.88	3.7%	0.3%

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Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
DBS GROUP HLDGS LTD SPONSORED ADR C23304Y100	44.000	6,675.00	\$293,700.00	\$250,447.74	\$43,252.26	\$10,846.88	3.7%	0.3%
26-79597 PEABODY - EAGLE, AMELIA		6,675.00	293,700.00	43,252.26		10,846.88		100.0%
KEPPEL LTD SPONSORED C492051305	11.760	36,000.00	423,360.00	414,769.77	8,590.23	20,448.00	4.8%	0.5%
26-79597 PEABODY - EAGLE, AMELIA		36,000.00	423,360.00	414,769.77		20,448.00		100.0%
SINGAPORE TELECOMMUNICATIONS LTD SPONSORED ADR NEW 2006 C82929R304	21.950	8,775.00	192,611.25	192,722.23	(110.98)	8,731.13	4.5%	0.2%
26-79598 PEABODY - LAZARD, AMELIA		8,775.00	192,611.25	192,722.23		8,731.13		100.0%
Singapore - USD		8,775.00	192,611.25	192,722.23	(110.98)	8,731.13		100.0%
BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR C05946K101	18.040	17,675.00	318,857.00	316,597.26	2,257.74	8,183.53	2.6%	0.4%
26-79598 PEABODY - LAZARD, AMELIA		17,675.00	318,857.00	316,597.26		8,183.53		100.0%
BANCO SANTANDER S.A. C05944H105	16.440	31,425.00	516,627.00	510,359.36	6,267.64	20,174.85	3.9%	0.6%
26-79597 PEABODY - EAGLE, AMELIA		31,425.00	516,627.00	510,359.36		20,174.85		100.0%
TELEFONICA S A SPONSORED C879382208	83.520	4,250.00	354,960.00	359,244.04	(4,284.04)	10,115.75	2.9%	0.4%
26-79597 PEABODY - EAGLE, AMELIA		4,250.00	354,960.00	359,244.04		10,115.75		100.0%
TELVENT GIT SA ORD EUR3.00505 CE90215109	38.980	740.00	28,845.20	24,086.73	4,758.47	362.60	1.3%	0.0%
26-79595 PEABODY - RIVERBRIDGE, AMELIA		740.00	28,845.20	24,086.73		362.60		100.0%
Spain - USD			\$1,219,289.20	\$1,210,287.39	\$9,001.81	\$38,836.72	3.1%	1.35
ATLAS COPCO AB SPONSORED ADR NEW REPSTG CL B C049255805	13.050	7,325.00	95,591.25	86,026.69	9,564.56	1,999.73	2.1%	0.1%
26-79597 PEABODY - EAGLE, AMELIA		7,325.00	95,591.25	86,026.69		1,999.73		100.0%
Sweden - USD			\$95,591.25	\$86,026.69	\$9,564.56	\$1,999.73	2.0%	0.11
ABB LTD SPONSORED ADR C000375204	19.100	13,550.00	258,805.00	262,864.54	(4,059.54)	6,422.70	2.5%	0.3%
26-79597 PEABODY - EAGLE, AMELIA		13,550.00	258,805.00	262,864.54		6,422.70		100.0%

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Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
CREDIT SUISSE GROUP SPONSORED ADR ISIN US2254011081 C225401108	49.160	6,525.00	\$347,627.58	(\$26,858.58)		\$7,562.48	2.4%	0.4%
26-79598 PEABODY - LAZARD, AMELIA		6,525.00	347,627.58	(26,858.58)		7,562.48		100.0%
NESTLE S A SPONSORED ADR REPSTG REG SH C641069406	48.350	14,775.00	657,430.35	56,940.90		16,095.59	4.5%	0.8%
26-79597 PEABODY - EAGLE, AMELIA		10,775.00	479,497.25	41,474.00		11,738.07		72.9%
26-79598 PEABODY - LAZARD, AMELIA		4,000.00	177,933.10	15,466.90		4,357.52		27.1%
NOVARTIS AG C66987V109	54.430	13,075.00	675,078.68	36,593.57		21,612.98	6.1%	0.8%
26-79597 PEABODY - EAGLE, AMELIA		8,350.00	430,997.19	23,493.31		13,802.55		63.9%
26-79598 PEABODY - LAZARD, AMELIA		4,725.00	244,081.49	13,100.26		7,810.43		36.1%
ROCHE HLDG LTD SPONSORED ADR ISIN #US771195104 C771195104	42.200	12,200.00	493,866.12	20,973.88		8,115.33	3.2%	0.6%
26-79597 PEABODY - EAGLE, AMELIA		4,600.00	186,064.52	8,055.48		3,059.88		37.7%
26-79598 PEABODY - LAZARD, AMELIA		7,600.00	307,801.60	12,918.40		5,055.45		62.3%
UBS AG SHS COM CH89231338	15.510	16,675.00	289,157.15	(30,527.90)				0.3%
26-79598 PEABODY - LAZARD, AMELIA		16,675.00	289,157.15	(30,527.90)				100.0%
ZURICH FINL SVCS SPONSORED ADR C98982M107	21.740	20,725.00	477,551.42	(26,989.92)		25,347.30	11.3%	0.5%
26-79597 PEABODY - EAGLE, AMELIA		5,975.00	137,374.60	(7,478.10)		7,307.60		28.8%
26-79598 PEABODY - LAZARD, AMELIA		14,750.00	340,176.82	(19,511.82)		18,039.69		71.2%
Switzerland - USD		\$3,229,648.25	\$3,203,575.84	\$26,072.41	\$0.00	\$85,156.36	2.64	3.57
ANGLO AMERN PLC ADR NEW C03485P201	21.680	6,050.00	103,083.89	28,080.11		635.25	0.5%	0.1%
26-79597 PEABODY - EAGLE, AMELIA		6,050.00	103,083.89	28,080.11		635.25		100.0%
ASTRAZENECA PLC SPONSORED ADR UNITEDKINGDOM C046353108	46.940	5,550.00	249,571.45	10,945.55		13,375.50	5.1%	0.3%
26-79597 PEABODY - EAGLE, AMELIA		5,550.00	249,571.45	10,945.55				100.0%
BAE SYS PLC SPONSORED ADR C05523R107	23.180	11,150.00	240,736.30	17,720.70		10,748.60	4.2%	0.3%

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Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
BAE SYS PLC SPONSORED ADR C05523R107	23.180	11,150.00	\$258,457.00	\$17,720.70		\$10,748.60	4.2%	0.3%
26-79598 PEABODY - LAZARD, AMELIA		11,150.00	258,457.00	17,720.70		10,748.60		100.0%
BARCLAYS PLC AMERICAN DEPOSITORY RECEIPT C06738E204	17.600	31,625.00	556,600.00	(108,323.03)		8,728.50	3.1%	0.6%
26-79597 PEABODY - EAGLE, AMELIA		14,800.00	260,480.00	(49,534.36)		4,084.80		46.8%
26-79598 PEABODY - LAZARD, AMELIA		16,825.00	296,120.00	(58,788.67)		4,643.70		53.2%
BG PLC ADR FINAL INSTALLMENT NEW C055434203	90.500	2,150.00	194,575.00	5,153.55		2,091.95	1.1%	0.2%
26-79598 PEABODY - LAZARD, AMELIA		2,150.00	194,575.00	5,153.55		2,091.95		100.0%
BP PLC SPONSORED ADR C055622104	57.970	26,625.00	1,543,451.25	(59,741.17)				1.7%
26-79598 PEABODY - LAZARD, AMELIA		6,625.00	384,051.25	22,448.83				24.9%
26-97016 PEABODY - LARGE CAP, AMELIA		20,000.00	1,159,400.00	(82,190.00)				75.1%
BRITISH AMERN TOB PLC SPONSORED COM STK C110448107	64.660	14,450.00	934,337.00	27,520.35		45,806.50	9.8%	1.0%
26-79597 PEABODY - EAGLE, AMELIA		7,525.00	486,566.50	13,875.62		23,854.25		52.1%
26-79598 PEABODY - LAZARD, AMELIA		6,925.00	447,770.50	13,644.73		21,952.25		47.9%
DIAGEO PLC SPONSORED ADR NEW C25243Q205	69.410	1,875.00	130,143.75	11,896.18		4,432.50	3.4%	0.1%
26-79597 PEABODY - EAGLE, AMELIA		1,875.00	130,143.75	11,896.18		4,432.50		100.0%
GLAXOSMITHKLINE PLC SPONSORED ADR C37733W105	42.250	13,700.00	578,825.00	27,055.22	5,169.71	34,099.30	11.8%	0.6%
26-79597 PEABODY - EAGLE, AMELIA		4,600.00	194,350.00	9,232.74	1,715.07	11,449.40		33.6%
26-79598 PEABODY - LAZARD, AMELIA		9,100.00	384,475.00	17,822.48	3,454.64	22,649.90		66.4%
H58C HLDGS PLC SPONSORED ADR NEW C404280406	57.090	5,625.00	321,131.25	5,200.98		9,562.50	3.0%	0.4%
26-79598 PEABODY - LAZARD, AMELIA		5,625.00	321,131.25	5,200.98		9,562.50		100.0%

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Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
IMPERIAL TOB GROUP PLC SPONSORED ADR C453142101	63.380	\$384,082.80	\$355,404.90	\$28,677.90		\$14,241.00	3.7%	0.4%
26-79598 PEABODY - LAZARD, AMELIA		384,082.80	355,404.90	28,677.90		14,241.00		100.0%
LLOYDS BANKING GROUP PLC-ADR C539439109	3.270	389,865.75	547,811.23	(157,945.48)		96,095.35	24.6%	0.4%
26-79598 PEABODY - LAZARD, AMELIA		389,865.75	547,811.23	(157,945.48)		96,095.35		100.0%
NATIONAL GRID TRANSCO PLC SPONSORED ADR NEW C636274300	54.380	161,780.50	147,247.87	14,532.63		8,692.95	5.4%	0.2%
26-79597 PEABODY - EAGLE, AMELIA		161,780.50	147,247.87	14,532.63		8,692.95		100.0%
PRUDENTIAL PLC ADR ISIN #U574435K2042 C74435K204	20.390	389,449.00	362,502.38	26,946.62		12,041.42	3.1%	0.4%
26-79598 PEABODY - LAZARD, AMELIA		389,449.00	362,502.38	26,946.62		12,041.42		100.0%
RIO TINTO PLC SPONSORED ADR C767204100	215.390	156,157.75	130,323.74	25,834.01		3,944.00	2.5%	0.2%
26-79597 PEABODY - EAGLE, AMELIA		156,157.75	130,323.74	25,834.01		3,944.00		100.0%
TESCO PLC SPONSORED ADR C881575302	20.570	258,667.75	246,241.64	12,426.11		7,664.46	3.0%	0.3%
26-79598 PEABODY - LAZARD, AMELIA		258,667.75	246,241.64	12,426.11		7,664.46		100.0%
TULLOW OIL PLC ADR C899415202	10.800	61,074.00	59,529.05	1,544.95		203.58	0.3%	0.1%
26-79598 PEABODY - LAZARD, AMELIA		61,074.00	59,529.05	1,544.95		203.58		100.0%
UNILEVER PLC SPONSORED ADR NEW C904767704	31.900	572,605.00	516,885.33	55,719.67		18,325.15	6.4%	0.6%
26-79597 PEABODY - EAGLE, AMELIA		572,605.00	516,885.33	55,719.67		18,325.15		100.0%
26-79598 PEABODY - LAZARD, AMELIA		317,245.50	285,225.83	32,019.67		10,152.85	5.5%	0.4%
VODAFONE GROUP PLC NEW SPONSORED ADR C92857W209	23.090	385,025.75	379,797.14	5,228.61		21,160.58	5.5%	0.4%
26-79598 PEABODY - LAZARD, AMELIA		385,025.75	379,797.14	5,228.61		21,160.58		100.0%
WM MORRISON ADR C92933J107	22.230	128,378.25	134,520.61	(6,142.36)		4,175.67	3.3%	0.1%

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Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
WM MORRISON ADR C92933J107	22.230	5,775.00	\$128,378.25	\$134,520.61	(\$6,142.36)	\$4,175.67	3.3%	0.1%
26-79598 PEABODY - LAZARD, AMELIA		5,775.00	128,378.25	134,520.61	(6,142.36)	4,175.67		100.0%
United Kingdom - USD		\$7,796,287.80	\$7,823,956.70	(\$27,668.90)	\$10,729.03	\$316,024.77	4.05	8.63
Total International Developed		\$23,779,844.15	\$23,288,321.05	\$491,523.10	\$17,092.61	\$723,424.19	3.0%	26.3%
Equities - International Emerging								
ESPRIT HDGS LTD SPONSORED ADR C29666V204	13.350	19,300.00	257,655.00	260,145.57	(2,490.57)	7,254.65	2.4%	0.3%
26-79598 PEABODY - LAZARD, AMELIA		19,300.00	257,655.00	260,145.57	(2,490.57)	7,254.65		100.0%
Bermuda - USD		\$257,655.00	\$260,145.57	(\$2,490.57)	\$7,254.65	\$6,233.90	2.42	0.29
PETROLEO BRASILEIRO SA PETROBRAS SPONSORED ADR NON VTG C71654V101	42.390	8,375.00	355,016.25	338,528.74	16,487.51	1,256.25	0.4%	0.4%
26-79597 PEABODY - EAGLE, AMELIA		8,375.00	355,016.25	338,528.74	16,487.51	1,256.25		100.0%
VALE S A ADR REPSTG PFD PREF ADR C91912E204	24.820	7,925.00	196,698.50	174,049.58	22,648.92	1,513.68	0.8%	0.2%
26-79597 PEABODY - EAGLE, AMELIA		7,925.00	196,698.50	174,049.58	22,648.92	1,513.68		100.0%
Brazil - USD		\$551,714.75	\$512,578.32	\$39,136.43	\$1,417.47	\$2,769.93	0.50	0.61
CENTRAL EUROPEAN MEDIA ENTERPRISES CENTRAL EUROPEAN MEDIA ENTERPRISES LTD CG20045202	23.610	2,350.00	55,483.50	64,691.83	(9,208.33)			0.1%
26-79597 PEABODY - EAGLE, AMELIA		2,350.00	55,483.50	64,691.83	(9,208.33)			100.0%
Czech Republic - USD		\$55,483.50	\$64,691.83	(\$9,208.33)	\$0.00	\$0.00	0.00	0.06
MFB NORTHERN FUNDS EMERGING MKTS EQUITY INDEX FUND C665162582	11.040	979,546.19	10,814,189.93	9,723,105.00	1,091,084.93	115,586.45	1.1%	12.0%
26-79169 PEABODY CHARITABLE FUND, AMELIA		979,546.19	10,814,189.93	9,723,105.00	1,091,084.93	115,586.45		100.0%
Emerging Markets Region - USD		\$10,814,189.93	\$9,723,105.00	\$1,091,084.93	\$0.00	\$115,586.45	1.07	11.97
NATIONAL BK GREECE S A SPONSORED ADR C633643408	5.210	50,200.00	261,542.00	319,018.13	(57,476.13)	6,275.00	2.4%	0.3%
26-79597 PEABODY - EAGLE, AMELIA		50,200.00	261,542.00	319,018.13	(57,476.13)	6,275.00		100.0%

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AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
Greece - USD		\$261,542.00	\$319,018.13	(\$57,476.13)	\$0.00	\$6,275.00	2.40	0.29
STERLITE INDS INDIA LTD ADS C859737207	18.220	7,100.00	\$129,362.00	\$113,949.50	\$15,412.50	\$534.52	0.4%	0.1%
26-79597 PEABODY - EAGLE, AMELIA		7,100.00	129,362.00	113,949.50	15,412.50	534.52		100.0%
India - USD			\$129,362.00	\$113,949.50	\$15,412.50	\$534.52	0.41	0.14
CHECK POINT SOFTWARE TECHNOLOGIES	33.880	670.00	22,699.60	19,086.36	3,613.24			0.0%
ORD ILS 01 CM22465104								
26-79593 PEABODY - FRONTIER, AMELIA		670.00	22,699.60	19,086.36	3,613.24	\$0.00	0.00	100.0%
Israel - USD			\$22,699.60	\$19,086.36	\$3,613.24	\$0.00	0.00	0.03
DESARROLLADORA HOMEX SAB DE CV	33.420	4,875.00	163,897.50	172,523.87	(8,626.37)			0.2%
SPONSORED ADR C25030W100								
26-79597 PEABODY - EAGLE, AMELIA	47.880	5,315.00	254,482.20	237,589.66	16,892.54	3,321.88	1.3%	0.3%
FOMENTO ECONOMICO MEXICANA SAB								
DE CV C344419106								
26-79597 PEABODY - EAGLE, AMELIA		5,315.00	254,482.20	237,589.66	16,892.54	3,321.88		100.0%
Mexico - USD			\$418,379.70	\$410,113.53	\$8,266.17	\$3,321.88	0.79	0.46
OIL CO LUKOIL SPONSORED ADR	56.400	3,475.00	195,990.00	197,715.32	(1,725.32)	2,502.00	1.3%	0.2%
C677862104								
26-79597 PEABODY - EAGLE, AMELIA		3,475.00	195,990.00	197,715.32	(1,725.32)	2,502.00		100.0%
Russian Federation - USD			\$195,990.00	\$197,715.32	(\$1,725.32)	\$0.00	1.28	0.22
TURKCELL ILETISIM HIZMETLERI A S	17.490	17,280.00	302,227.20	285,828.64	16,398.56	10,193.14	3.4%	0.3%
SPONSORED ADR NEW C900111204								
26-79597 PEABODY - EAGLE, AMELIA		17,280.00	302,227.20	285,828.64	16,398.56	10,193.14	3.37	0.33
Turkey - USD			\$302,227.20	\$285,828.64	\$16,398.56	\$10,193.14	3.37	0.33
Total International Emerging		\$13,009,243.68	\$11,906,232.20	\$1,103,011.48	\$8,672.12	\$147,416.82	1.1%	14.4%
Equities - Other Equity								
MTN GROUP LTD SPONSORED ADR	16.090	8,250.00	132,742.50	134,360.14	(1,617.64)	3,580.50	2.7%	0.1%
C62474M108								
26-79597 PEABODY - EAGLE, AMELIA		8,250.00	132,742.50	134,360.14	(1,617.64)	3,580.50		100.0%

Continued on next page.

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Northern Trust

Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
Total Other Equity		\$132,742.50	\$134,360.14	(\$1,617.64)	\$0.00	\$3,580.50	2.7%	0.1%
Total Equities		\$90,364,068.29	\$70,952,101.55	\$19,401,838.32	\$101,663.36	\$2,033,378.40	2.3%	100.0%

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Asset
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Fixed Income - Government Bonds

2010								
UNITED STATES TREAS NTS 5.75% DUE 08-15-2010 REG C9128276J6	103.332	1,000,000.00	\$1,033,320.00	\$1,092,402.34	\$21,718.75	\$57,500.00	5.6%	3.0%
26-47511 PEABODY - CUSTODY ACCT. A		NR					0.4%	
2011								
UNITED STATES TREAS NTS 5% DUE 08-15-2011 REG C9128277B2	106.625	1,500,000.00	1,599,375.00	1,582,421.87	28,328.80	75,000.00	4.7%	4.7%
26-47511 PEABODY - CUSTODY ACCT. A		Aaa					0.9%	
UNITED STATES TREAS NTS DTD 02/15/2001 5.0% DUE 02-15-2011 BEO C9128276T4	104.801	1,500,000.00	1,572,012.00	1,567,187.50	28,328.80	75,000.00	4.8%	4.6%
26-47511 PEABODY - CUSTODY ACCT. A		Aaa					0.7%	
2012								
UNITED STATES TREAS NTS 4.875% DUE 02-15-2012 REG C9128277L0	107.602	1,000,000.00	1,076,016.00	1,038,417.97	18,413.72	48,750.00	4.5%	3.1%
26-47511 PEABODY - CUSTODY ACCT. A		Aaa					1.2%	
UNITED STATES TREAS NTS DTD 00009 4.375% DUE 08-15-2012 REG C912828AJ9	107.586	1,000,000.00	1,075,859.00	1,010,000.00	16,525.14	43,750.00	4.1%	3.1%
26-47511 PEABODY - CUSTODY ACCT. A		Aaa					1.4%	
2013								
UNITED STATES TREAS NTS DTD 00032 4.25% DUE 08-15-2013 REG C912828BH2	107.906	1,000,000.00	1,079,062.00	1,005,996.09	16,052.99	42,500.00	3.9%	3.2%
		Aaa					2.0%	

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Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID: APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Asset
UNITED STATES TREAS NTS DTD 00032 4.25% DUE 08-15-2013 REG C912828BH2	107.906	1,000,000.00	\$1,079,062.00	\$73,065.91	\$16,052.99	\$42,500.00	3.9%	3.2%
26-47511 PEABODY - CUSTODY ACCT., A 2014		Aaa					2.0%	
UNITED STATES TREAS NTS NT 4.25% DUE 08-15-2014 REG C912828CT5	107.883	1,500,000.00	1,618,242.00	142,988.09	24,079.48	63,750.00	3.9%	4.7%
26-47511 PEABODY - CUSTODY ACCT., A		Aaa					2.4%	
US TSY 4.75% 15MAY14 C912828CJ7	110.031	1,500,000.00	1,650,468.00	119,940.66	9,250.69	71,250.00	4.3%	4.8%
26-47511 PEABODY - CUSTODY ACCT., A 2015		Aaa					2.3%	
UNITED STATES TREAS NTS DTD 00109 4.5% DUE 11-15-2015 REG C912828EN6	108.289	1,500,000.00	1,624,336.50	151,934.16	8,763.81	67,500.00	4.2%	4.8%
26-47511 PEABODY - CUSTODY ACCT., A 2016		Aaa					3.0%	
UNITED STATES TREAS BDS USD1000 7.25% DUE 05-15-2016 REG C912810DW5	123.789	500,000.00	618,945.50	118,400.59	4,706.49	36,250.00	5.9%	1.8%
26-47511 PEABODY - CUSTODY ACCT., A		Aaa					3.1%	
UNITED STATES TREAS NTS DTD 00117 4.5% DUE 02-15-2016 REG C912828EW6	107.867	1,000,000.00	1,078,672.00	121,640.75	16,997.28	45,000.00	4.2%	3.2%
26-47511 PEABODY - CUSTODY ACCT., A		Aaa					3.1%	
UNITED STATES TREAS NTS NT 5.125% DUE 05-15-2016 REG C912828FF2	111.531	2,000,000.00	2,230,624.00	232,946.98	13,308.02	102,500.00	4.6%	6.5%
26-47511 PEABODY - CUSTODY ACCT., A		Aaa					3.1%	
Total Government Bonds			\$16,256,932.00	\$1,027,069.46	\$206,473.97	\$728,750.00	4.5%	47.6%

Fixed Income - Government Agencies

FUNDS

Continued on next page.
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Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Asset
MFO VANGUARD FIXED INCOME SECS FD	12.550	239,234.45	\$3,002,392.34	\$2,392.34		\$85,167.46	2.8%	8.8%
INC INFLATION-PROTECTED SECS FD #119		*AGY						
C922031869								
26-79169 PEABODY CHARITABLE FUND, AMELIA		239,234.45	3,002,392.34	2,392.34		85,167.46		100.0%
Total Government Agencies			\$3,002,392.34	\$2,392.34	\$0.00	\$85,167.46	2.8%	8.8%
Fixed Income - Municipal/Provincial Bonds								
2038								
MASSACHUSETTS ST HEALTH & EDL FACS	105.694	500,000.00	528,470.00	97,450.00	12,500.00	25,000.00	4.7%	1.5%
AUTH REV 5 0% DUE 07-01-2038		Aaa					4.6%	
/07-01-2017 BEO C57586C8G3								
26-47511 PEABODY - CUSTODY ACCT., A		500,000.00	528,470.00	97,450.00	12,500.00	25,000.00		100.0%
Total Municipal/Provincial Bonds			\$528,470.00	\$97,450.00	\$12,500.00	\$25,000.00	4.7%	1.5%
Fixed Income - Corporate Bonds								
2010								
ANHEUSER-BUSCH COS INC MEDIUM TERM	103.413	1,000,000.00	1,034,130.00	(24,070.00)	18,750.00	56,250.00	5.4%	3.0%
NTS BTRANCHE # TR 00003 5.625% DUE		NR					1.0%	
10-01-2010 C03522QAC9								
26-47511 PEABODY - CUSTODY ACCT., A		1,000,000.00	1,034,130.00	(24,070.00)	18,750.00	56,250.00		100.0%
2012								
BOTTING GROUP LLC 4.625% DUE	107.198	1,000,000.00	1,071,979.00	86,779.00	5,909.72	46,250.00	4.3%	3.1%
11-15-2012/11-14-2012 BEO C10138MAB1		Aa3					2.0%	
26-47511 PEABODY - CUSTODY ACCT., A		1,000,000.00	1,071,979.00	86,779.00	5,909.72	46,250.00		100.0%
2013								
GENERAL ELEC CO NT 5 0% DUE 02-01-2013	105.796	1,000,000.00	1,057,960.00	61,860.00	20,833.33	50,000.00	4.7%	3.1%
BEO C369604AY9		Aa2					3.0%	
26-47511 PEABODY - CUSTODY ACCT., A		1,000,000.00	1,057,960.00	61,860.00	20,833.33	50,000.00		100.0%
2015								

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Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Asset
NIKE INC MEDIUM TERM NTS BOOK ENTRY 5.15% DUE 10-15-2015 C653922AH7	109.187	1,000,000.00	\$1,091,870.00	\$994,620.00	\$10,872.22	\$51,500.00	4.7% 3.4%	3.2%
26-47511 PEABODY - CUSTODY ACCT. A FUNDS		A1 1,000,000.00	1,091,870.00	994,620.00	10,872.22	51,500.00		100.0%
MF8 NORTHERN HIGH YIELD FIXED INCOME FUND C665162699	6.970	1,453,013.17	10,127,501.79	9,684,119.00	443,382.79	879,072.97	8.7%	29.6%
26-79169 PEABODY CHARITABLE FUND, AMELIA Total Corporate Bonds		B 1,453,013.17	10,127,501.79	9,684,119.00	443,382.79	879,072.97		100.0%
Total Fixed Income			\$14,383,440.79	\$13,718,239.00	\$56,365.27	\$1,083,072.97	7.5%	42.1%
			\$34,171,235.13	\$32,379,121.54	\$275,339.24	\$1,921,990.43	5.6%	100.0%

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
Real Estate - FUNDS - REAL ESTATE MF8 NORTHERN FDS GLOBAL REAL ESTATE INDEX FD C665162541	7.130	215,362.20	1,535,532.48	1,477,384.68	58,147.80	38,980.56	2.5%	100.0%
26-79169 PEABODY CHARITABLE FUND, AMELIA Total FUNDS - REAL ESTATE		215,362.20	1,535,532.48	1,477,384.68	58,147.80	38,980.56		100.0%
Total Real Estate			\$1,535,532.48	\$1,477,384.68	\$58,147.80	\$38,980.56	2.5%	100.0%

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
Commodities - Commodity Linked Funds MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL C722005667	8.280	514,725.16	4,261,924.32	4,250,379.66	11,544.66			100.0%

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Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Asset
MFO PIMCO FDS PAC INVT MGMT SER	8.280	514,725.16	\$4,250,379.66	\$11,544.66				100.0%
COMMODITY REALRETURN STRATEGY FD								
INSTL C722005667								
26-79169 PEABODY CHARITABLE FUND, AMELIA		514,725.16	4,250,379.66	11,544.66				100.0%
Total Commodity Linked Funds		\$4,261,924.32	\$4,250,379.66	\$11,544.66	\$0.00	\$0.00	0.0%	100.0%
Total Commodities		\$4,261,924.32	\$4,250,379.66	\$11,544.66	\$0.00	\$0.00	0.0%	100.0%

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Asset
Cash and Short Term Investments - Cash								
MFB NORTHERN INSTL FDS GOVT SELECT	1.000	15,034,654.99	15,034,654.99	0.00				
PORTFOLIO		15,034,654.99						
26-47511 PEABODY - CUSTODY ACCT. A		5,145,086.55	5,145,086.55					
26-79169 PEABODY CHARITABLE FUND, AMELIA		5,581,302.25	5,581,302.25					
26-79593 PEABODY - FRONTIER, AMELIA		33,602.20	33,602.20					
26-79594 PEABODY - SYSTEMATIC, AMELIA		58,987.87	58,987.87					
26-79595 PEABODY - RIVERBRIDGE, AMELIA		20,361.43	20,361.43					
26-79596 PEABODY - DENVER, AMELIA		32,776.04	32,776.04					
26-79597 PEABODY - EAGLE, AMELIA		1,298,062.89	1,298,062.89					
26-79598 PEABODY - LAZARD, AMELIA		1,381,788.39	1,381,788.39					
26-97016 PEABODY - LARGE CAP, AMELIA		1,482,687.37	1,482,687.37					
Total PRINCIPAL CASH		\$15,034,654.99	\$15,034,654.99	\$0.00	\$0.00			

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Asset
Cash and Short Term Investments - Cash								
MFB NORTHERN INSTL FDS GOVT SELECT	1.000	310,492.57	310,492.57	0.00	260.50			
PORTFOLIO								
26-47511 PEABODY - CUSTODY ACCT. A.		0.00	0.00		97.63			

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Consolidation Overview

December 31, 2009 - December 31, 2009

Consolidation ID APCON
AMELIA PEABODY CONSOLIDATION

Consolidated Portfolio Details (continued)

Description/ Account Number and Name	Market Price	Market Value/ Market Price	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Asset
MFB NORTHERN INSTL FDS GOVT SELECT PORTFOLIO	1.000	\$310,492.57	\$310,492.57	\$0.00	\$260.50			
26-79169 PEABODY CHARITABLE FUND, AMELIA		241,235.45	241,235.45		105.41			
26-79593 PEABODY - FRONTIER, AMELIA		5,353.81	5,353.81		2.08			
26-79594 PEABODY - SYSTEMATIC, AMELIA		9,973.25	9,973.25		0.62			
26-79595 PEABODY - RIVERBRIDGE, AMELIA		1,036.93	1,036.93		0.56			
26-79596 PEABODY - DENVER, AMELIA		7,710.89	7,710.89		0.73			
26-79597 PEABODY - EAGLE, AMELIA		24,101.54	24,101.54		11.66			
26-79598 PEABODY - LAZARD, AMELIA		21,080.70	21,080.70		13.80			
26-97016 PEABODY - LARGE CAP, AMELIA		0.00	0.00		28.01			
Total INCOME CASH		\$310,492.57	\$310,492.57	\$0.00	\$260.50			
Total Cash and Short Term Investments		\$15,345,147.56	\$15,345,147.56	\$0.00	\$260.50	\$1,560.84	0.0%	100.0%
Net Unsettled Trades		(\$2,031,457.12)	(\$2,031,457.12)	\$0.00	\$0.00	\$0.00		
Total Portfolio Details		\$143,646,450.66	\$122,372,677.87	\$21,263,644.37	\$377,263.10	\$3,995,910.23	2.8%	
Total Accrual		\$377,263.10						
Total Value		\$144,023,713.76						

* Complete cost information not available

Please note that this report has been prepared using best available data. This report may also contain information provided by third parties, derived by third parties or derived from third party data and/or data that may have been categorized or otherwise reported based upon client direction. Northern Trust assumes no responsibility for the accuracy, timeliness or completeness of any such information. Northern Trust assumes no responsibility for the consequences of investment decisions made in reliance on information contained in this report. If you have questions regarding third party data or direction as it relates to this report, please contact your Northern Trust relationship team.

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Northern Trust

AMELIA PEABODY CHARITABLE FUND

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
15% RATE CAPITAL GAINS (LOSSES)					
1000000. U S TREAS NOTES DTD 2/15/2004 3.0000% 2/15/200	04/01/2004	02/17/2009	1000000.00	1007773.44	-7,773.44
1000000. EMERSON ELECTRIC DTD 3/15/1999 5.8500% 3/15/200	03/10/1999	03/16/2009	1000000.00	999,030.00	970.00
1000000. WAL-MART STORES DTD 8/10/1999 6.8750% 8/10/200	08/11/1999	08/10/2009	1000000.00	977,260.00	22,740.00
TOTAL 15% RATE CAPITAL GAINS (LOSSES)			3000000.00	2984063.00	15,937.00
Totals			3000000.00	2984063.00	15,937.00

2009 Tax Information Statement

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 Recipient's Name and Address
 Ref: TDM
 AMELIA PEABODY CHARITABLE FUND
 EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

2009 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
Short Term Sales								
25000.0000	452308109	ILLINOIS TOOL WORKS INC.	10/24/2008	08/19/2009	1,032,073.45	776,196.00	255,877.45	0.00
18000.0000	883556102	THERMO ELECTRON CORP.	10/24/2008	08/19/2009	805,236.29	673,133.81	132,102.48	0.00
1400.0000	268780103	ADR E ON AG SPONSORED ADR	10/05/2009	10/06/2009	58,042.51	57,450.54	591.97	0.00
615.0000	833034101	SNAP ON INC.	10/05/2009	10/06/2009	21,203.67	20,958.59	245.08	0.00
420.0000	00738A106	ADTRAN INC COM	10/05/2009	10/07/2009	10,104.06	9,903.56	200.50	0.00
1200.0000	150870103	CELANESE CORP DEL COM SER A STK	10/05/2009	10/07/2009	30,273.54	29,135.40	1,138.14	0.00
1255.0000	242370104	DEAN FOODS CO NEW	10/05/2009	10/08/2009	23,509.44	23,744.60	-235.16	0.00
325.0000	369300108	GENERAL CABLE CORP DEL NEW COM	10/05/2009	10/08/2009	12,353.58	12,274.54	79.04	0.00
290.0000	369300108	GENERAL CABLE CORP DEL NEW COM	10/05/2009	10/08/2009	10,912.07	10,952.66	-40.59	0.00
1680.0000	67073Y106	NV ENERGY INC COM	10/05/2009	10/09/2009	19,437.10	19,185.60	251.50	0.00
225.0000	934390402	WARNACO GROUP INC COM NEW COM NEW	10/05/2009	10/09/2009	9,776.27	9,609.41	166.86	0.00
550.0000	26138E109	DR PEPPER SNAPPLE GROUP INC COM STK	10/05/2009	10/12/2009	16,167.77	15,454.78	712.99	0.00
1160.0000	423012202	ADR HEINEKEN N.V. NETHERLANDS AMERICAN DEPOSITARY RECEIPT FOR BEARER	10/05/2009	10/13/2009	25,342.45	26,076.80	-734.35	0.00
1030.0000	760759100	REPUBLIC SVCS INC	10/05/2009	10/13/2009	27,397.40	26,592.95	804.45	0.00
90.0000	13342B105	CAMERON INT'L CORP COM	10/05/2009	10/15/2009	3,721.54	3,346.92	374.62	0.00

This is important tax information and is being furnished to you.

2009 Tax Information Statement

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 Recipient's Name and Address
 Ref: TDM
 AMELIA PEABODY CHARITABLE FUND
 EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
880.0000	562750109	MANHATTAN ASSOCS INC COM	10/05/2009	10/15/2009	20,820.26	17,820.18	3,000.08	0.00
968.0000	654624105	ADR NIPPON TELEG & TEL CORP SPONSORED ADR	10/05/2009	10/15/2009	20,649.52	22,294.88	-1,645.36	0.00
4075.0000	654902204	NOKIA CORP SPONSORED ADR	10/05/2009	10/15/2009	55,432.02	57,899.64	-2,467.62	0.00
425.0000	857477103	STATE STREET CORP	10/05/2009	10/15/2009	22,801.55	22,209.65	591.90	0.00
1380.0000	879664100	TELLABS INC	10/05/2009	10/15/2009	9,632.15	9,397.38	234.77	0.00
125.0000	212015101	CONTINENTAL RES INC COM	10/05/2009	10/16/2009	5,370.80	4,956.41	414.39	0.00
395.0000	60871R209	MOLSON COORS BREWING CO CL B CL	10/05/2009	10/16/2009	19,732.70	19,129.06	603.64	0.00
932.0000	654624105	ADR NIPPON TELEG & TEL CORP SPONSORED ADR	10/05/2009	10/16/2009	19,540.28	21,465.73	-1,925.45	0.00
125.0000	G3223R108	EVEREST RE GROUP LTD	10/05/2009	10/16/2009	11,414.59	10,984.25	450.34	0.00
282.0000	361268105	G & K SVCS INC CL A CL A	10/05/2009	10/19/2009	5,939.31	5,932.74	6.57	0.00
292.0000	624580106	MOVADO GROUP INC	10/05/2009	10/19/2009	4,214.09	3,834.72	379.37	0.00
40.0000	640491106	NEOGEN CORP COM	10/05/2009	10/19/2009	1,236.54	1,261.77	-25.23	0.00
430.0000	934390402	WARNACO GROUP INC COM NEW COM NEW	10/05/2009	10/19/2009	18,479.37	18,364.66	114.71	0.00
775.0000	D18190898	DEUTSCHE BK AG COM STK ISIN DE0005140008 SD1 505964X	10/05/2009	10/19/2009	64,485.08	57,991.47	6,493.61	0.00
560.0000	H27013103	WEATHERFORD INTL LTD	10/05/2009	10/19/2009	11,148.47	10,869.60	278.87	0.00
445.0000	228368106	CROWN HLDGS INC COM	10/05/2009	10/20/2009	11,992.53	11,908.20	84.33	0.00
603.0000	361268105	G & K SVCS INC CL A CL A	10/05/2009	10/20/2009	12,597.07	12,685.98	-88.91	0.00

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2009 Tax Information Statement

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 Recipient's Name and Address
 Ref: TDM
 AMELIA PEABODY CHARITABLE FUND

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
280.0000	364730101	GANNETT INC	10/05/2009	10/20/2009	3,829.91	3,536.37	293.54	0.00
80.0000	372917104	GENZYME CORP GENL DIV	10/05/2009	10/20/2009	4,391.35	4,475.69	-84.34	0.00
660.0000	456660102	INFORMATICA CORP COM	10/05/2009	10/20/2009	15,174.99	14,744.40	430.59	0.00
459.0000	624580106	MOVADO GROUP INC	10/05/2009	10/20/2009	6,328.21	6,027.86	300.35	0.00
345.0000	640491106	NEOGEN CORP COM	10/05/2009	10/20/2009	10,642.29	10,882.75	-240.46	0.00
810.0000	707569109	PENN NATL GAMING INC COM	10/05/2009	10/20/2009	21,958.21	21,901.59	56.62	0.00
620.0000	790849103	ST JUDE MEDICAL INC	10/05/2009	10/20/2009	20,456.99	23,750.96	-3,293.97	0.00
95.0000	933170105	WALTER INDUS INC	10/05/2009	10/20/2009	6,229.79	5,413.67	816.12	0.00
1285.0000	G4918T108	INVESCO LTD COM STK USD 0.10	10/05/2009	10/20/2009	30,079.92	30,108.97	-29.05	0.00
419.0000	624580106	MOVADO GROUP INC	10/05/2009	10/21/2009	5,863.50	5,502.56	360.94	0.00
350.0000	203372107	COMMSCOPE INC COM	10/05/2009	10/22/2009	10,179.91	9,691.85	488.06	0.00
2195.0000	595137100	MICROSEMI CORP COM	10/05/2009	10/22/2009	32,693.69	33,561.55	-867.86	0.00
1325.0000	361608105	ADR GDF SUEZ SPONSORED ADR	10/05/2009	10/23/2009	58,445.44	58,260.25	185.19	0.00
960.0000	580645109	MCGRAW HILL COMPANIES INC	10/05/2009	10/23/2009	29,365.64	24,269.38	5,096.26	0.00
505.0000	253868103	DIGITAL RLTY TR INC COM	10/05/2009	10/26/2009	23,148.65	22,212.93	935.72	0.00
305.0000	369300108	GENERAL CABLE CORP DEL NEW COM	10/05/2009	10/26/2009	10,523.51	11,519.18	-995.67	0.00
290.0000	415864107	HARSCO CORPORATION	10/05/2009	10/26/2009	10,340.64	9,931.34	409.30	0.00
335.0000	544147101	LORILLARD INC COM STK	10/05/2009	10/27/2009	25,878.78	25,157.93	720.85	0.00
615.0000	55264U108	MB FINL INC NEW COM	10/08/2009	10/27/2009	11,366.20	12,547.17	-1,180.97	0.00
1075.0000	74433H108	PSYCHIATRIC SOLUTIONS INC COM	10/05/2009	10/27/2009	26,159.35	28,242.72	-2,083.37	0.00

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2009 Tax Information Statement

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Ref: TDM

Account Number: 26-79169
Recipient's Tax ID number: XX-XXX4949

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Recipient's Name and Address
AMELIA PEABODY CHARITABLE FUND
EVAN C. PAGE
185 DEVONSHIRE STREET
SUITE 600
BOSTON, MA 02110

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
5975.0000	756255105	ADR RECKITT BENCKISER GROUP PLC ADR ADR	10/05/2009	10/28/2009	58,447.14	58,314.81	132.33	0.00
550.0000	228368106	CROWN HLDGS INC COM	10/05/2009	10/29/2009	14,499.28	14,718.00	-218.72	0.00
320.0000	415864107	HARSCO CORPORATION	10/05/2009	10/29/2009	10,380.47	10,958.72	-578.25	0.00
265.0000	500255104	KOHL'S CORP	10/05/2009	10/29/2009	15,507.21	14,903.60	603.61	0.00
760.0000	629377508	NRG ENERGY INC COM	10/05/2009	10/29/2009	18,474.21	20,875.68	-2,401.47	0.00
935.0000	983898100	XCEL ENERGY INC	10/05/2009	10/30/2009	17,803.81	18,099.73	-295.92	0.00
525.0000	580645109	MCGRAW HILL COMPANIES INC	10/05/2009	11/02/2009	14,836.33	13,272.31	1,564.02	0.00
420.0000	G3223R108	EVEREST RE GROUP LTD	10/05/2009	11/02/2009	36,524.70	36,839.88	-315.18	0.00
735.0000	H27013103	WEATHERFORD INTL LTD	10/05/2009	11/02/2009	12,944.93	14,266.35	-1,321.42	0.00
365.0000	15670R107	CEPHEID INC COM	10/05/2009	11/03/2009	4,772.91	4,861.80	-88.89	0.00
605.0000	664397106	NORTHEAST UTILITIES COM	10/05/2009	11/04/2009	13,647.06	14,042.05	-394.99	0.00
715.0000	82028K200	SHAW COMMUNICATIONS INC CL B NON-VOTING PARTICIPATING SHARES	10/05/2009	11/04/2009	12,953.97	12,975.96	-21.99	0.00
500.0000	42217K106	HEALTH CARE REIT INC COM COM	10/05/2009	11/05/2009	21,360.35	21,123.50	236.85	0.00
300.0000	42217K106	HEALTH CARE REIT INC COM COM	10/05/2009	11/05/2009	12,634.68	12,674.10	-39.42	0.00
415.0000	497266106	KIRBY CORP COM	VARIOUS	11/05/2009	14,224.25	14,614.93	-390.68	0.00
795.0000	847560109	SPECTRA ENERGY CORP COM STK	VARIOUS	11/05/2009	15,215.91	15,286.08	-70.17	0.00
990.0000	91529Y106	UNUMPROVIDENT CORP	10/05/2009	11/05/2009	18,779.03	20,862.57	-2,083.54	0.00
395.0000	918194101	VCA ANTECH INC COM STK	10/05/2009	11/05/2009	9,074.34	10,341.81	-1,267.47	0.00
180.0000	G02602103	AMDOCS LTD ORD	10/05/2009	11/05/2009	4,813.03	4,658.40	154.63	0.00

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2009 Tax Information Statement

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 Recipient's Name and Address
 AMELIA PEABODY CHARITABLE FUND
 EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
705.0000	26138E109	DR PEPPER SNAPPLE GROUP INC COM STK	10/05/2009	11/06/2009	18,701.34	19,810.22	-1,108.88	0.00
9280.0000	294821608	ERICSSON L M TEL CO ADR CL B	VARIOUS	11/06/2009	95,016.40	94,244.78	771.62	0.00
870.0000	55264U108	MB FINL INC NEW COM	VARIOUS	11/06/2009	14,681.39	17,742.52	-3,061.13	0.00
2195.0000	743674103	PROTECTIVE LIFE CORPORATION	10/05/2009	11/06/2009	36,042.73	47,359.10	-11,316.37	0.00
860.0000	816850101	SEMTECH CORP	10/05/2009	11/06/2009	13,202.21	13,980.16	-777.95	0.00
755.0000	82028K200	SHAW COMMUNICATIONS INC CL B NON-VOTING PARTICIPATING SHARES	10/05/2009	11/06/2009	13,823.54	13,701.89	121.65	0.00
.0000	05565A202	ADR BNP PARIBAS SPONSORED ADR REPSTG		11/09/2009	2,217.04	0.00	2,217.04	0.00
6180.0000	82929R304	ADR SINGAPORE TELECOMMUNICATIONS LTD SPONSORED ADR NEW 2006	10/05/2009	11/09/2009	129,308.23	139,651.31	-10,343.08	0.00
.0000	05565A202	ADR BNP PARIBAS SPONSORED ADR REPSTG		11/10/2009	1,360.55	0.00	1,360.55	0.00
925.0000	636274300	ADR NATIONAL GRID TRANSCO PLC SPONSORED ADR NEW	10/28/2009	11/10/2009	47,898.51	46,064.82	1,833.69	0.00
830.0000	82028K200	SHAW COMMUNICATIONS INC CL B NON-VOTING PARTICIPATING SHARES	10/05/2009	11/10/2009	15,562.68	15,063.01	499.67	0.00
.0000	83364L109	ADR SOCIETE GENERALE FRANCE SPONSORED ADR		11/10/2009	11,202.03	0.00	11,202.03	0.00
.0000	83364L109	ADR SOCIETE GENERALE FRANCE SPONSORED ADR		11/10/2009	5,561.29	0.00	5,561.29	0.00
12790.0000	018805101	ALLIANZ SE ADR EACH REP 1/10 ORD SHS ADR REPSTG 1/10 SH	10/05/2009	11/11/2009	157,750.36	155,801.39	1,948.97	0.00

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2009 Tax Information Statement

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 Recipient's Name and Address
 Ref: TDM

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

AMELIA PEABODY CHARITABLE FUND
 EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
285.0000	497266106	KIRBY CORP COM	10/05/2009	11/11/2009	10,153.09	9,836.63	316.46	0.00
655.0000	55264U108	MB FINL INC NEW COM	10/05/2009	11/11/2009	11,608.00	13,357.74	-1,749.74	0.00
1025.0000	636274300	ADR NATIONAL GRID TRANSCO PLC SPONSORED ADR NEW	VARIOUS	11/11/2009	52,901.35	50,603.40	2,297.95	0.00
2105.0000	879664100	TELLABS INC	10/05/2009	11/11/2009	12,650.72	14,334.42	-1,683.70	0.00
1310.0000	00766T100	AECOM TECHNOLOGY CORP DELAWARE COM	10/05/2009	11/12/2009	35,678.63	34,609.55	1,069.08	0.00
640.0000	032654105	ANALOG DEVICES INC	10/05/2009	11/12/2009	17,683.20	16,900.10	783.10	0.00
1285.0000	228368106	CROWN HLDGS INC COM	10/05/2009	11/12/2009	33,706.86	34,386.60	-679.74	0.00
1045.0000	651229106	NEWELL RUBBERMAID INC	10/05/2009	11/12/2009	15,175.62	15,861.95	-686.33	0.00
735.0000	847560109	SPECTRA ENERGY CORP COM STK	10/05/2009	11/12/2009	14,080.48	13,906.20	174.28	0.00
485.0000	693506107	PPG INDS INC COM	10/05/2009	11/13/2009	29,033.34	27,905.93	1,127.41	0.00
730.0000	032654105	ANALOG DEVICES INC	10/05/2009	11/16/2009	20,462.98	19,276.67	1,186.31	0.00
250.0000	127097103	CABOT OIL & GAS CORP CL A	10/05/2009	11/16/2009	10,112.02	8,741.50	1,370.52	0.00
120.0000	579064106	MCAFFEE INC COM	10/05/2009	11/16/2009	5,095.73	5,161.49	-65.76	0.00
120.0000	63934E108	NAVISTAR INTL CORP NEW COM	10/05/2009	11/16/2009	4,330.16	4,383.36	-53.20	0.00
90.0000	G16962105	BUNGE LIMITED	10/05/2009	11/16/2009	5,228.74	5,517.54	-288.80	0.00
1050.0000	847560109	SPECTRA ENERGY CORP COM STK	10/05/2009	11/17/2009	20,142.05	19,866.00	276.05	0.00
355.0000	G0585R106	ASSURED GUARANTY LTD COMMON STK	10/05/2009	11/17/2009	9,058.91	6,982.14	2,076.77	0.00
400.0000	497266106	KIRBY CORP COM	10/05/2009	11/18/2009	13,829.40	13,805.80	23.60	0.00

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2009 Tax Information Statement

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 Recipient's Name and Address
 AMELIA PEABODY CHARITABLE FUND
 EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Bonds, etc.	Stocks	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1110.0000	91529Y106	UNUMPROVIDENT CORP	10/05/2009	11/18/2009	21,640.67		23,391.35	-1,750.69	0.00
230.0000	958102105	WESTERN DIGITAL CORP COM	10/05/2009	11/18/2009	8,783.95		8,362.80	421.15	0.00
5585.0000	98982M107	ADR ZURICH FINL SVCS SPONSORED ADR	10/05/2009	11/18/2009	127,986.48		133,034.70	-5,048.22	0.00
950.0000	02553E106	AMERICAN EAGLE OUTFITTERS INC NEW COMMON	VARIOUS	11/19/2009	14,103.25		16,361.77	-2,258.52	0.00
670.0000	228368106	CROWN HLDGS INC COM	10/05/2009	11/19/2009	17,158.19		17,929.20	-771.01	0.00
3035.0000	904767704	UNILEVER PLC SPONSORED ADR NEW	10/28/2009	11/19/2009	89,622.45		90,425.70	-803.25	0.00
755.0000	G5876H105	MARVELL TECH GROUP COM USD0.002 GROUP INC	10/05/2009	11/19/2009	11,429.96		11,566.30	-136.34	0.00
625.0000	G491BT108	INVESCO LTD.COM STK USD0.10	10/05/2009	11/20/2009	13,797.70		14,644.44	-846.74	0.00
1300	29666V204	ADR ESPRIT HLDGS LTD SPONSORED ADR	10/22/2009	11/23/2009	1.72		1.77	-0.05	0.00
490.0000	63934E108	NAVISTAR INTL CORP NEW COM	10/05/2009	11/23/2009	16,906.48		17,898.72	-992.24	0.00
600.0000	H5833N103	NOBLE CORPORATION (SWITZERLAND) COM USD0.10	10/05/2009	11/23/2009	24,630.87		22,216.62	2,414.25	0.00
134492.0300	665162541	MEB NORTHERN FDS GLOBAL REAL ESTATE INDEX FD	09/24/2009	11/25/2009	945,479.00		922,615.32	22,863.68	0.00
480.0000	784635104	SPX CORP COM	10/05/2009	11/25/2009	26,008.61		27,820.80	-1,812.19	0.00
855.0000	356108100	FREDS INC CL A	10/05/2009	11/27/2009	8,585.60		10,630.39	-2,044.79	0.00
465.0000	524901105	LEGG MASON	10/05/2009	12/01/2009	13,173.81		14,089.50	-915.69	0.00
495.0000	579064106	MCAFEES INC COM	10/05/2009	12/01/2009	19,614.02		21,291.14	-1,677.12	0.00

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2009 Tax Information Statement

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 Recipient's Name and Address
 Ref: TDM
 AMELIA PEA BODY CHARITABLE FUND
 EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
845.0000	147528103	CASEYS GEN STORES INC	10/05/2009	12/02/2009	26,003.87	26,364.34	-360.47	0.00
290.0000	42217K106	HEALTH CARE REIT INC COM	10/05/2009	12/02/2009	13,098.96	12,251.63	847.33	0.00
600.0000	664397106	NORTHEAST UTILITIES COM	10/05/2009	12/02/2009	14,610.46	13,926.00	684.46	0.00
0.0000	054536107	ADR AXA SA SPONSORED ADR		12/04/2009	5,521.91	0.00	5,521.91	0.00
2930.0000	67020Q107	NTELOS HLDGS CORP COM	10/05/2009	12/04/2009	50,807.23	51,187.10	-379.87	0.00
410.0000	744320102	PRUDENTIAL FINL INC	10/05/2009	12/04/2009	19,603.49	20,234.81	-631.32	0.00
215.0000	884768102	THOMPSON CREEK METALS CO INC COM STK	10/05/2009	12/04/2009	2,515.40	2,527.84	-12.44	0.00
4680.0000	018805101	ALLIANZ SE ADR EACH REP 1/10 ORD SHS ADR REPSTG 1/10 SH	VARIOUS	12/07/2009	57,702.91	57,477.19	225.72	0.00
740.0000	67018T105	NU SKIN ENTERPRISES INC CL A	VARIOUS	12/07/2009	20,523.89	17,837.10	2,686.79	0.00
80.0000	966387102	WHITING PETE CORP COM STK	10/05/2009	12/09/2009	5,061.91	4,546.55	515.36	0.00
7956.0000	007924103	AEGON NV ADR ORD AMER REG	10/05/2009	12/10/2009	52,588.60	63,819.06	-11,230.46	0.00
1760.0000	28336L109	EL PASO CORP COM	VARIOUS	12/10/2009	16,379.37	17,524.27	-1,144.90	0.00
3070.0000	35177Q105	ADR FRANCE TELECOM	10/05/2009	12/10/2009	78,473.01	82,252.67	-3,779.66	0.00
165.0000	743606105	PROSPERITY BANCSHARES INC COM	10/05/2009	12/10/2009	6,411.44	5,628.40	783.04	0.00
2785.0000	859737207	ADR STERILITE INDS INDIA LTD ADS	VARIOUS	12/10/2009	49,939.05	49,297.41	641.64	0.00
16584.0000	007924103	AEGON NV ADR ORD AMER REG	VARIOUS	12/11/2009	110,066.82	122,772.31	-12,705.49	0.00
175.0000	35177Q105	ADR FRANCE TELECOM	10/05/2009	12/11/2009	4,488.67	4,688.67	-200.00	0.00
2490.0000	859737207	ADR STERILITE INDS INDIA LTD ADS	10/05/2009	12/11/2009	44,578.57	39,691.85	4,886.72	0.00
480.0000	052800109	AUTOLIV INC COM STK	VARIOUS	12/14/2009	20,593.29	15,240.64	5,352.65	0.00

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2009 Tax Information Statement

Page 14 of 40
 Recipient's Name and Address
 AMELIA PEABODY CHARITABLE FUND
 EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks, etc. Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
345.0000	18683K101	CLIFFS NAT RES INC COM STK	VARIOUS	12/14/2009	15,416.75	13,209.77	2,206.98	0.00
355.0000	60871R209	MOLSON COORS BREWING CO CL B CL B	10/05/2009	12/15/2009	15,642.25	17,191.94	-1,549.69	0.00
1250.0000	884768102	THOMPSON CREEK METALS CO INC COM STK	10/05/2009	12/15/2009	13,702.15	14,696.75	-994.60	0.00
835.0000	405217100	HAIN CELESTIAL GROUP INC	10/05/2009	12/17/2009	12,949.43	15,688.82	-2,739.39	0.00
445.0000	884768102	THOMPSON CREEK METALS CO INC COM STK	10/05/2009	12/17/2009	4,665.35	5,232.04	-566.69	0.00
225.0000	93317Q105	WALTER INDS INC	10/05/2009	12/17/2009	16,563.17	12,821.85	3,741.32	0.00
365.0000	G16962105	BUNGE LIMITED	10/05/2009	12/17/2009	23,169.45	22,376.69	792.76	0.00
480.0000	G5876H105	MARVELL TECH GROUP COM USD0.002 GROUP INC	10/05/2009	12/17/2009	9,283.01	7,353.41	1,929.60	0.00
.0000	539439109	LLOYDS TSB GROUP PLC SPONSORED ADR		12/18/2009	90,284.12	0.00	90,284.12	0.00
855.0000	G5876H105	MARVELL TECH GROUP COM USD0.002 GROUP INC	10/05/2009	12/18/2009	16,877.27	13,098.25	3,779.02	0.00
3200.0000	53071M104	LIBERTY MEDIA CORP NEW INTERACTIVE COM SER A	VARIOUS	12/21/2009	33,478.18	38,356.54	-4,878.36	0.00
650.0000	G491BT108	INVESCO LTD COM STK USD0.10	10/05/2009	12/21/2009	14,347.99	15,230.21	-882.22	0.00
3485.0000	00507V109	ACTIVISION BLIZZARD INC COM STK	10/05/2009	12/23/2009	38,930.98	41,541.20	-2,610.22	0.00
1540.0000	035710409	ANALYTICAL MTG MGMT INC COM	10/05/2009	12/28/2009	27,339.23	27,442.80	-103.57	0.00
260.0000	401617105	GUESS INC COM	10/19/2009	12/28/2009	11,116.87	10,260.33	856.54	0.00
500.0000	45666Q102	INFORMATICA CORP COM	10/05/2009	12/28/2009	13,243.51	11,170.00	2,073.51	0.00

This is important tax information and is being furnished to you.

2009 Tax Information Statement

Page 15 of 40
 Recipient's Name and Address
 AMELIA PEABODY CHARITABLE FUND
 EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
1125.0000	879868107	TEMPLE INLAND INC	VARIOUS	12/28/2009	24,714.04	19,339.14	5,374.90	0.00
200.0000	125071100	C.D.I. CORP COM	10/05/2009	12/29/2009	2,456.68	2,642.90	-186.22	0.00
2725.0000	784117103	SEI INVESTMENTS CO	10/05/2009	12/31/2009	47,892.28	51,836.86	-3,944.58	0.00
Total Short Term Sales						6,384,211.95	487,885.98	0.00
Long Term 15% Sales								
76000.0000	032511107	ANADARKO PETROLEUM CORP	VARIOUS	08/19/2009	3,894,907.42	2,051,574.40	1,843,333.02	0.00
20000.0000	055622104	BP AMOCO P L C SPONSORED ADR	03/29/2005	08/19/2009	1,015,837.88	1,241,590.00	-225,752.12	0.00
45000.0000	126650100	CVS CORP	VARIOUS	08/19/2009	1,548,135.68	912,201.75	635,933.93	0.00
15000.0000	22160K105	COSTCO WHSL CORP NEW	10/25/2005	08/19/2009	718,199.53	717,112.50	1,087.03	0.00
20000.0000	585055106	MEDTRONIC INC	02/09/2000	08/19/2009	740,080.96	982,983.15	-242,902.19	0.00
32000.0000	681919106	OMNICOM GRP INC COM	07/28/2005	08/19/2009	1,123,491.10	1,348,000.00	-224,508.90	0.00
65000.0000	891027104	TORCHMARK CORP	VARIOUS	08/19/2009	2,618,340.66	3,343,678.00	-725,337.34	0.00
1000000.0000	459200AZ4	INTL BUSINESS 4.25% DUE 09-15-2009 09/10/2002 4.25 DUE 09-15-2009 BEQ	VARIOUS	09/15/2009	1,000,000.00	1,028,165.00	-28,165.00	0.00
54000.0000	922908553	MFC VANGUARD REIT ETF	11/06/2006	09/24/2009	2,203,764.33	3,896,824.46	-1,693,060.13	0.00
104458.9400	922042783	MFO VANGUARD FTSE ALL-WORLD EX-US FUND INST	VARIOUS	10/02/2009	8,540,563.26	11,000,000.00	-2,459,436.74	0.00
415281.3200	922908835	MFO VANGUARD INDEX TR MID CAPITALIZATION STK PORT INSTL CL	VARIOUS	10/02/2009	6,187,691.70	8,000,000.00	-1,812,308.30	0.00
176083.1600	922908876	MFO VANGUARD INDEX TR SMALL CAPITALIZATION STK PORT INSTL SHS	VARIOUS	10/02/2009	4,507,728.95	5,600,000.00	-1,092,271.05	0.00

This is important tax information and is being furnished to you.

2009 Tax Information Statement

Page 16 of 40
 Recipient's Name and Address
 AMELIA PEABODY CHARITABLE FUND
 EVAN C. PAGE
 185 DEVONSHIRE STREET
 SUITE 600
 BOSTON, MA 02110

Account Number: 26-79169
 Recipient's Tax ID number: XX-XXX4949

☐ Corrected ☐ 2nd TIN notice

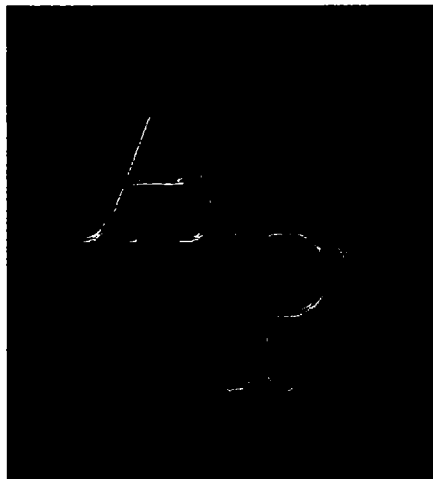
THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

Number of shares	CUSIP	Description	Date Acquired	Date of Sale	Stocks Bonds, etc.	Cost or other Basis	Net Gain or Loss	Federal Income Tax Withheld
20000.0000	194162103	COLGATE PALMOLIVE CO	VARIOUS	12/23/2009	1,665,115.18	500,526.01	1,164,589.17	0.00
18000.0000	30231G102	EXXON MOBIL CORP	VARIOUS	12/23/2009	1,235,797.82	72,859.43	1,162,938.39	0.00
124800.0000	369604103	GENERAL ELECTRIC CO	VARIOUS	12/23/2009	1,922,257.41	269,152.00	1,653,105.41	0.00
15000.0000	459200101	INTL BUSINESS MACHINES CORP	05/30/1984	12/23/2009	1,944,221.52	401,486.25	1,542,735.27	0.00
10000.0000	478160104	JOHNSON & JOHNSON	05/20/2003	12/23/2009	646,734.37	540,200.00	106,534.37	0.00
10000.0000	580135101	MCDONALDS CORP	06/19/2001	12/23/2009	628,812.83	284,200.00	344,612.83	0.00
Total Long Term 15% Sales					42,141,680.60	42,190,552.95	-48,872.35	0.00

This is important tax information and is being furnished to you.

AMELIA PEABODY CHARITABLE FUND

[Amelia Peabody](#) | [Guidelines](#) | [Application Process](#) | [Preparing Your Proposal](#) | [Selection Criteria](#)

**Mission:**

To continue Amelia Peabody's legacy of philanthropy through grants to qualified non-profit organizations in New England that further her life-long interests in health (human and animal), visual arts, land conservation and historic preservation. The Fund also makes grants in support of capital projects and purchases to social service and youth service organizations in Massachusetts only.

The Amelia Peabody Charitable Fund is an independent private foundation, established by Amelia Peabody in 1964 and dedicated to continuing her philanthropy.

In the 20 years until her death in 1984, Amelia Peabody personally directed more than \$8 million in charitable giving from the Fund. Since then, the trustees have reviewed more than 5,000 applications and awarded more than \$140 million in grants.

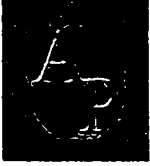
Today, the trustees seek to perpetuate the interests and work of Amelia Peabody—and to keep something of her intellect, gentility, compassion, curiosity, and artistic spirit alive in the world.

All grants are made in support of specific capital projects and purchases to achieve specific objectives.

For more information on the types of grant requests considered, how to submit a request, and how funding decisions are made, please read the following:

- [Application Deadlines](#)
- [Guidelines for Grant Seekers](#)
- [Application Process](#)
- [Preparing Your Proposal](#)
- [Selection Criteria](#)

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AMELIA PEABODY CHARITABLE FUND – Application Process

Application Process

If your project and organizational purpose fit the interests of the Amelia Peabody Charitable Fund as stated in the Guidelines, the trustees invite you to apply for a grant.

Application Deadlines

Proposals are accepted throughout the year, with two deadlines dates:

- **February 1st** (by end of business day)
- **July 1st** (by end of business day)

Mailing Your Proposal

Please send all application materials together in one package to:

Amelia Peabody Charitable Fund
185 Devonshire Street, Suite 600
Boston, MA 02110-1414

Please note that proposals are not accepted if sent by fax or e-mail.

Acknowledgement of Receipt

The Amelia Peabody Charitable Fund will confirm receipt of your proposal by mail. If your proposal is incomplete, you will be notified and asked to provide the missing information. If your request falls outside of the guidelines, you will be notified that your request cannot be considered by the trustees.

Decision Notification

- Notification of the trustees' decisions on proposals received by February 1st are sent by the end of May
- Notification of the trustees' decisions on proposals received by July 1st are sent by the end of October

How Best to Work with the Fund

As much as possible, the Fund prefers to conduct all business in writing. If necessary, you may call the Grant Office at 617-451-6178. To maintain the consistency, impartiality and fairness of the process, the trustees ask that you do not contact them about any aspect of your grant request.

Decisions are made based on the information provided in the application materials, so clarity and completeness are important. If the trustees have questions or require more information to make a decision, you will be contacted.

In general, the trustees do not schedule interviews, offer technical assistance, meet with applicants, provide advice, or make formal site visits. Letters of inquiry are not necessary.



AMELIA PEABODY CHARITABLE FUND - Guidelines

Guidelines for Grant Seekers

Thank you for your interest in applying for a grant from the Amelia Peabody Charitable Fund. Please read the following carefully before submitting your proposal.

Areas of Interest

The mission of the Amelia Peabody Charitable Fund is to continue Amelia Peabody's legacy of philanthropy through grants to qualified non-profit organizations in New England that further her life-long interests in health (human and animal), visual arts, land conservation and historic preservation. The Fund also makes grants in support of capital projects and purchases to social service and youth service organizations in Massachusetts only.

Exclusions

The Fund does not make unrestricted grants, emergency immediate funding grants or multi-year funding grants. In addition, we do not fund:

- Individuals
- Start-up organizations
- Annual fund drives
- Operating budgets
- Salaries
- Scholarships
- Events, performances, film/video/radio, theatrical productions, publications, exhibits or conferences
- Other private or grant-making foundations
- Educational institutions
- Organizations funded principally with tax dollars, including any state or municipal agency, public school, public library, or other public institution
- Religious organizations for religious purposes
- Non-profit organizations outside New England and the United States
- Political lobbying efforts
- Programs

Frequency of Application

If a request is not funded, grant seekers may re-apply in the second calendar year following a denial.

If a request is funded, the trustees will not consider subsequent requests from that organization for a minimum of three years. In the cases of a major grant as defined by the trustees (on a case-by-case basis) or a grant of any size made to a youth service organization, the trustees will not consider subsequent requests for a minimum of four years.



AMELIA PEABODY CHARITABLE FUND – Application Process

Application Process

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AMELIA PEABODY CHARITABLE FUND – Preparing Proposal

Preparing Your Proposal

Your grant proposal to the Amelia Peabody Charitable Fund does not have to be elaborate. In fact, the clearer, more straight-forward, and concise you can be when presenting your grant request, the stronger your proposal will be.

General Information

The trustees ask that you complete and submit the Proposal Checklist (see Page 3) and Grant Request Summary Form (see Page 4).

Please note the following helpful hints:

- Double-space the text in your document
- Number all pages of narrative
- Provide a table of contents
- Separate all copies with clips
- Limit clippings or other background materials to five pages or less
- Do not send any DVDs, CDs, videotapes, flyers, brochures and news clippings
- Mail all proposals together (e-mail and fax submissions are not accepted)
- Include a self-addressed and stamped envelope for any re-usable materials which you would like returned

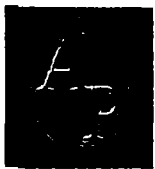
Grant Request Summary Form

Please complete the two-page form (see Page 4) and include it at the front of your proposal.

Proposal Narrative

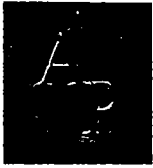
As concisely and clearly as possible, please describe your request. The trustees ask that you keep the narrative part of your proposal to **10 pages or less**. Your narrative should include the following:

- **A brief description of your organization and its objectives**
- **A clear and concise description of your request**
 - **The need**
 - Evidence of the need
 - How the requested funds will meet or address the need
 - **Proposed capital projects or purchases**
 - Goals and objectives of the initiative
 - Population served, size of constituency and expected impact
 - Time-frame (including start date and anticipated end date)
 - How will you know if you are successful? Please list three ways you will measure whether the capital project has accomplished its goals
 - **The funding request**



AMELIA PEABODY CHARITABLE FUND – Preparing Proposal

- The amount requested from the Fund
- Total cost of the proposed capital projects or purchases
- All sources of funding approached for this request
 - Please include the names of the funding organizations and/or foundations and the dollar amounts requested from each
- Committed funding
 - Please list the names of other funding organizations and/or foundations and dollar amounts received to-date for this request
 - Individual contributors need not be named, but please provide dollar amounts received
- Please indicate pending requests for which you are still waiting for a decision
- Please indicate if members of your organization's Board of Directors/Trustees are financially contributing to the project or capital purchases
- **A detailed budget for your request**
 - Please describe how funds will be allocated
 - Be specific. Requests for equipment, for example, should include a quote; projects should be broken down into components with itemized price estimates
- **A projected operating budget for duration of proposed initiative**
 - Please provide a projected operating budget for your organization for the time period during which your capital project will be carried out
- **A brief description of future plans**
 - What is your plan for continuing support of your capital project objectives after funding from the Amelia Peabody Charitable Fund ends?



AMELIA PEABODY CHARITABLE FUND – Preparing Proposal

PROPOSAL CHECKLIST

A COMPLETE PROPOSAL SHOULD HAVE THE FOLLOWING:

- ☐ **Amelia Peabody Charitable Fund Grant Request Summary Form**
- ☐ **Proposal Checklist**
- ☐ **Proposal Narrative** – Clear description of the need, what you are proposing to do about the need, what you are requesting, and what results you expect, including a detailed budget of how funds will be spent.
- ☐ **Copy of your determination letter from the IRS** classifying your organization as a non-profit organization under Section 501(c)(3) and as a public charity under Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code.
- ☐ **Letter, dated and signed by your director on your letterhead, affirming that your organization’s “determination letter from the IRS continues in full force and effect”** and that a grant from the Amelia Peabody Charitable Fund as applied for would not adversely affect your public charity status”.
- ☐ **Copy of your most recent IRS Form 990 & Schedule A**
- ☐ **Financial statement**, clearly showing all income sources and expenses for your organization for the most recent tax year.
- ☐ **List of your Board of Directors/Trustees**

ADDITIONALLY, PLEASE MAKE SURE YOU INCLUDE:

- ☐ **Four (4) separate copies of the proposal narrative with the Grant Request Summary Form stapled to the front of each set.**



AMELIA PEABODY CHARITABLE FUND – Summary Form

Please fill in the following form completely. Please do not exceed two pages.

GRANT REQUEST SUMMARY FORM	
Date:	
Organization Name:	
Address:	
Telephone:	
Fax:	
Contact Name:	
Title:	
Total amount required to fund this initiative:	
Amount requested from the Amelia Peabody Charitable Fund:	
Brief description of your organization – (1 paragraph):	
Brief description of what the requested funds will be used for; what results are expected; who will benefit. - (1-3 paragraphs):	
Please list the top 1-3 objectives that you expect to achieve as the result of this initiative.	
Approximate starting date and duration of the proposed initiative:	



AMELIA PEABODY CHARITABLE FUND - Selection Criteria

Selection Criteria

The Amelia Peabody Charitable Fund grant-making process is conducted by the Board of Trustees in an impartial manner and decisions are made in the sole judgment and discretion of the Board. Decisions are made based on the information provided in your proposal. If the trustees have questions or require more information to make a decision, you will be contacted.

The Amelia Peabody Charitable Fund receives many more applications than it can fund. Even though a grant request meets the Fund's criteria, it may not be funded because of more pressing needs, because the Fund has recently funded a similar request, or other reasons.

Primary Considerations

The trustees review all completed applications. Final grant award decisions are based on their judgment, discretion, and the following general considerations:

- **Mission Specific.** The Board seeks to apply funds where they will make the most difference in furthering the philanthropic legacy and interests of Amelia Peabody.
- **Geography.** The Board focuses its giving in New England. (For social service and youth service organizations, **Massachusetts only**.)
- **Urgency of Need.** The Board favors capital projects and purchases where the need is time-sensitive and is evident to the community served, and where a large area or number of people will benefit.
- **Lasting Impact.** The Board favors initiatives with measurable, significant, and lasting impact.
- **Specifics and Focused.** The Board funds specific needs to achieve a specific objective. As a matter of policy, general fund-raising, annual drives, salaries, startups, or operating budgets are not funded.
- **Likelihood of Success.** The Board looks for well conceived and researched projects with specific and well defined outcome(s). A logical implementation plan, with a realistic and appropriately detailed supporting budget, appropriate, realistic timeframes, multiple sources of funding for the undertaking, and the credibility of the organization are important elements in evaluating the proposal.
- **Proportional and Appropriate.** The Board expects the dollar amount requested to be in proportion to size of the project, the size of the organization, and to the size of the Fund.



AMELIA PEABODY CHARITABLE FUND - Selection Criteria

- **Well Leveraged.** The Board looks favorably on organizations that can secure funding from multiple sources to achieve their objectives. The Board does not grant “lead gifts” nor is it the sole funder of any initiative. In a major capital campaign, the Trustees prefer that your campaign goal is at least halfway funded before you approach the Fund. Challenge grants are sometimes considered by the Trustees to help grant seekers secure funding from other sources.
- **Community Support.** The Board looks for evidence that the organization and its work are valued by the constituents it serves and surrounding community.
- **Soundness of Organization.** The Board favors supporting transparently managed organizations with good oversight and relatively low administration and other overhead expenses.

Amelia Peabody Charitable Fund Trust

Form 990-PF

Tax Year Ending December 31, 2009

EIN 23-7364949

ORGANIZATION	ADDRESS	CITY	ST	ZIP	AMOUNT	PURPOSE
3rd Eye Youth Empowerment	48 Union Street	New Bedford	MA	02740	\$6,500	technology
Addison Gilbert Hospital - Northeast Hospital Corp	298 Washington Street	Gloucester	MA	01930	\$75,000	construction
Alzheimer's Association	311 Arsenal Street	Watertown	MA	02472	\$7,500	technology
Androscoegin Home Health Services	P O Box 819	Lewiston	ME	04243-0819	\$50,000	technology
Artists for Humanity	100 West Second Street	Boston	MA	02127	\$35,000	technology
Ballet Theatre of Boston	400 Harvard Street	Cambridge	MA	02138	\$35,000	restoration
Baystate Franklin Medical Center	164 High Street	Greenfield	MA	01301	\$45,000	equipment
Boston Learning Center	208 Ashmont Street	Dorchester	MA	02124	\$17,000	technology
Bostonian Society	206 Washington Street	Boston	MA	02109	\$125,000	equipment
Boys & Girls Club of MetroWest	169 Pleasant Street	Marlborough	MA	01752	\$50,000	renovations
Boys & Girls Club of Taunton	31 Court Street	Taunton	MA	02780	\$25,000	renovations
Cape Cod Repertory Theatre Company	3299 Route 6A, P O Box 1305	Brewster	MA	02631	\$25,000	restoration
Career Collaborative	77 Summer Street, 11th Floor	Boston	MA	02111	\$20,000	furniture & technology
Caritas Communities	150 Wood Road, Suite 300	Brantree	MA	02184	\$25,000	construction
Casa Myrna Vazquez	PO Box 180019	Boston	MA	02118	\$75,000	renovations
Center for Community Dental Health	276 Canco Road	Portland	ME	04103	\$25,000	equipment
Coalition for Buzzards Bay	620 Belleville Avenue	New Bedford	MA	02745	\$75,000	renovations
Colonial Theatre Association	111 South Street	Pittsfield	MA	01201	\$50,000	restoration
Community Workshops	174 Portland Street	Boston	MA	02114	\$25,000	equipment
Cooperative Elder Services	9 Meriam Street, Suite 28	Lexington	MA	02420	\$25,000	construction
Dana-Farber Cancer Institute	10 Brookline Place West, 6th Floor	Brookline	MA	02445	\$150,000	equipment
Dismas House of Massachusetts	P O Box 30125	Worcester	MA	01603	\$50,000	facility renovations
Eastern Maine Medical Center	The Clanchette Building, 43 Whiting Hill Road	Brewer	ME	04412	\$100,000	construction
Eater Seals Society of New Hampshire	555 Auburn Street	Manchester	NH	03103-4800	\$25,000	Based on Dental Health
Essex County Greenbelt	82 Eastern Avenue	Essex	MA	01929	\$35,000	land conservation
Falmouth Hospital - Cape Cod Health Care Fdn	Post Office Box 370	Hyannis	MA	02601	\$50,000	construction
Family Services - Lawrence	430 North Canal Street	Lawrence	MA	01840	\$19,000	technology
Father Bills & Mansprng	422 Washington Street	Quincy	MA	02169	\$50,000	construction
For Kids only Afterschool	244 Essex Street, Unit C	Salem	MA	01970	\$20,000	renovations
Friends of Boxford Boy Scout Park	P O Box 206	Boxford	MA	01921	\$5,000	renovations
Friends of Casco Bay	43 Slocum Drive	South Portland	ME	04106	\$5,000	computers
Gavin Foundation	675 East Fourth Street, P O Box E-15	South Boston	MA	02127	\$28,000	facility renovations
Generation Excel Youth Program	215 Forest Hills Street	Boston	MA	02130-3302	\$35,000	technology
Girls Inc of Lynn	88 Broad Street	Lynn	MA	01902	\$100,000	construction
Gloucester Maritime Heritage Center	23 Harbor Loop	Gloucester	MA	01930	\$13,500	equipment
Greater Boston Golden Age Center	75 Kneeland Street, Suite 204	Boston	MA	02111	\$100,000	construction
Greater Worcester Land Trust	101 Water Street	Worcester	MA	01604	\$10,000	land conservation
Greyhound Friends	167 Saddle Hill Road	Hopkinton	MA	01748	\$20,000	equipment
Habitat for Humanity - Merrimack Valley	60 Island Street, 2nd Floor East	Lawrence	MA	01840	\$50,000	construction
Habitat for Humanity - South Shore	28 River Street	Brantree	MA	02184-3235	\$25,000	construction
Hillcrest Educational Centers	P O Box 4699	Pittsfield	MA	01202	\$20,000	equipment & renovations
Hospice of the Northshore	75 Sylvan Street, Suite B-102	Danvers	MA	01923	\$100,000	construction

11/3/2010

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ALL GRANTS - 2009

Amelia Peabody Charitable Fund Trust

Form 990-PF

Tax Year Ending December 31, 2009

EIN 23-7364949

Hull Life Saving Museum	PO Box 221, 1117 Nantasket Avenue	Hull	MA	02045		\$14,000	equipment
Hyde Square Task Force	P O Box 301871	Jamaica Plain	MA	02130		\$20,000	technology
Jeanne Geiger Crisis Center	Two Harris Street	Newburyport	MA	01950		\$18,000	technology
Latham Centers	1646 Route 6A, P O Box 1879	Brewster	MA	02631		\$56,000	windows
Life Resources	100 River Street	Brantree	MA	02184		\$30,000	renovation
Lifeflight Foundation	PO Box 1007	Union	ME	04862		\$50,000	technology
LynnArts	25 Exchange Street	Lynn	MA	01901		\$22,075	facility renovations
Manet Community Health Center	110 West Squantum Street	N Quincy	MA	02171		\$30,000	technology
Metacommet Land Trust	P O Box 231	Franklin	MA	02038		\$40,000	conservation
Minuteman Senior Services	24 Third Avenue	Burlington	MA	01803		\$69,500	technology
Mount Grace Land Conservation Trust	1461 Old Keene Road	Athol	MA	01331-9734		\$36,000	land protection
Mount Pleasant Home	301 South Huntington Avenue	Jamaica Plain	MA	02130		\$100,000	renovations
Mount Vernon Ladies Association	P O Box 110	Mount Vernon	VA	22121		\$29,400	materials
Natuck Community Farm	117 Elliot Street	Natuck	MA	01760		\$5,000	equipment
National Education for Assistance Dog Services	P O Box 213	West Boylston	MA	01583		\$20,000	ventilation
Nature Conservancy - Massachusetts Chapter	205 Portland Street, Suite 400	Boston	MA	02114		\$200,000	conservation
New Bedford Symphony Orchestra	P O Box 2053	New Bedford	MA	02741		\$24,000	facility renovations
New England Baptist Hospital	125 Parker Hill Avenue	Boston	MA	02120		\$250,000	construction
New England Shelter for Homeless Veterans	17 Court Street	Boston	MA	02108		\$100,000	renovations
New England Wildflower Society	180 Hemenway Road	Framingham	MA	01701-2699		\$75,000	construction
North Bennet Street School	39 North Bennet Street	Boston	MA	02113		\$12,560	equipment
North Shore ARC	64 Holton Street	Danvers	MA	01923-1973		\$50,000	renovations
North Shore Medical Center	Development Office, 81 Highland Ave	Salem	MA	01970		\$100,000	renovations
Plimoth Plantation	P O Box 1620	Plymouth	MA	02362		\$300,000	roof replacement
Presentation School Foundation	P O Box 35834	Brighton	MA	02135		\$75,000	windows
Project Cope	P O Box 390	Lynn	MA	01903		\$100,000	renovations
Reach Beyond Domestic Violence	P O Box 540024	Waltham	MA	02110		\$50,000	construction
Saint Francis House	39 Boylston Street	Boston	MA	02116		\$100,000	renovations
Salvation Army	147 Berkeley Street	Boston	MA	02111-5197		\$500,000	construction
Springfield Day Nursery Corp -Square One	947 Main Street	Springfield	MA	01103		\$25,000	roof
Springwell	125 Walnut Street	Watertown	MA	02472		\$10,000	technology
Travelers Aid Family Services - Boston	17 East Street	Boston	MA	02111-2842		\$25,000	renovations
Vietnamese American Initiative for Development	42 Charles Street, Suite E	Dorchester	MA	02122		\$25,000	renovation
Visiting Nurse Association - Middlesex-East	607 North Ave, Suite 17	Wakfield	MA	01880		\$15,000	computers
Visiting Nurse Association - Natick	209 West Central Street, Suite 313	Natick	MA	01760		\$20,000	equipment
VNA Care & Hospice	5 Federal Street	Danvers	MA	01923		\$75,000	renovations
Wellnet Project	130 Bishop Allen Drive	Cambridge	MA	02139		\$11,600	facility renovations
Wildlands Trust of Southeastern Massachusetts	P O Box 2282	Duxbury	MA	02331		\$55,000	equipment
YMCA - Greenfield	451 Main Street	Greenfield	MA	01301		\$40,000	construction
YMCA - Old Colony	320 Main Street	Brockton	MA	02301-5389		\$75,000	construction
YMCA - Pittsfield	292 North Street	Pittsfield	MA	01201		\$30,000	renovations
YMCA - South Shore, Quincy	79 Coddington Street	Quincy	MA	02169		\$50,000	construction

11/3/2010

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ALL GRANTS - 2009

\$4,759,635

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the extended due date for filing the return See instructions	Name of Exempt Organization	Employer identification number
	AMELIA PEABODY CHARITABLE FUND TRUST	23-7364949
	Number, street, and room or suite no. If a P O box, see instructions. CHOATE HALL & STEWART P O BOX 961019	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions BOSTON, MA 02196	

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

☐ Form 990 ☐ Form 990-EZ ☐ Form 990-T (sec 401(a) or 408(a) trust) ☐ Form 1041-A ☐ Form 5227 ☐ Form 8870
☐ Form 990-BL ☒ Form 990-PF ☐ Form 990-T (trust other than above) ☐ Form 4720 ☐ Form 6069

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

CHERYL GIDEON

• The books are in the care of ► 185 DEVONSHIRE STREET, SUITE 600 - BOSTON, MA 02110

Telephone No ► (617) 451-6178

FAX No ► (617) 451-3801

• If the organization does not have an office or place of business in the United States, check this box ☐ **X**

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010

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

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

7 State in detail why you need the extension

ADDITIONAL INFORMATION NEEDED IN ORDER TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	92,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	92,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$	0.

Signature and Verification

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

Signature ► Michael J. Lovella Title ► CPA

Date ► 8/9/2010

Form 8868 (Rev. 4-2009)

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

► File a separate application for each return.

OFFICE COPY

OMB No. 1545-1709

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ **X**
- If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

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

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

Part I only ☐

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

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

Type or print	Name of Exempt Organization	Employer identification number
	AMELIA PEABODY CHARITABLE FUND TRUST	23-7364949
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions	
	185 DEVONSHIRE STREET, NO. 600	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	BOSTON, MA 02110	

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

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

CHERYL GIDEON

- The books are in the care of ► 185 DEVONSHIRE STREET, SUITE 600 - BOSTON, MA 02110
Telephone No ► (617) 451-6178 FAX No. ► (617) 451-3801

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

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

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	92,000.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	22,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	70,000.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)