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

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
CAMPBELL, ESTELLE S CHAR FOUNDATION . PNC BANK NA

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O BOX 94651

City or town, state, and ZIP code
CLEVELAND, OH 44101-4651

A Employer identification number
25-1809360

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 14,107,886.

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	327,761.	327,761.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-1,882,993.			
	b Gross sales price for all assets on line 6a 7,467,047.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	6,441.			
	12 **Total** Add lines 1 through 11	-1,548,791.	327,761.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	78,302.	39,151.		39,151.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 1	750.	NONE	NONE	750.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 2	5,316.	2,761.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 3	2,179.	9.		2,170.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	86,547.	41,921.	NONE	42,071.
	25 Contributions, gifts, grants paid	751,500.			751,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	838,047.	41,921.	NONE	793,571.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-2,386,838.			
	b **Net investment income** (if negative, enter -0-)		285,840.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	769,658.	220,103.	220,103.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	2,750,582.	154,529.	157,547.
b	Investments - corporate stock (attach schedule)	8,148,718.	8,046,626.	10,374,805.
c	Investments - corporate bonds (attach schedule)	2,531,673.	3,169,354.	3,355,431.
11	Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	14,200,631.	11,590,612.	14,107,886.
Liabilities				
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances				
	Foundations that follow SFAS 117, check here ▶ ☐ 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	14,200,631.	11,590,612.	
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	***Total net assets or fund balances*** (see page 17 of the instructions)	14,200,631.	11,590,612.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	14,200,631.	11,590,612.	

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	14,200,631.
2	Enter amount from Part I, line 27a	2	-2,386,838.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 4	3	1,896.
4	Add lines 1, 2, and 3	4	11,815,689.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	225,077.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,590,612.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(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) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-1,882,993.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	641,439.	16,662,378.	0.03849624585
2007	508,139.	19,260,014.	0.02638310647
2006	701,695.	17,104,701.	0.04102351745
2005	923,867.	15,943,986.	0.05794454411
2004	635,144.	15,312,103.	0.04147986727

2 **Total** of line 1, column (d)	2	0.20532728115
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.04106545623
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,602,432.
5 Multiply line 4 by line 3	5	517,525.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,858.
7 Add lines 5 and 6	7	520,383.
8 Enter qualifying distributions from Part XII, line 4	8	793,571.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	2,858.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	2,858.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,858.
6	Credits/Payments.		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 5,215.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	5,215.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	2,357.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 2,357. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 6			
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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PNC BANK Telephone no ▶ (216)257-4699

Located at ▶ PO BOX 94651, CLEVELAND, OH ZIP + 4 ▶ 44101-4651

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 7		78,302.	-0-	-0-

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	12,794,347.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	12,794,347.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	12,794,347.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	191,915.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,602,432.
6	**Minimum investment return.** Enter 5% of line 5	6	630,122.

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

1	Minimum investment return from Part X, line 6			1	630,122.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,858.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,858.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	627,264.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	627,264.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	627,264.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	793,571.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	793,571.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,858.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	790,713.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				627,264.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			750,752.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 ... NONE				
b From 2005 ... NONE				
c From 2006 ... NONE				
d From 2007 ... NONE				
e From 2008 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 793,571.				
a Applied to 2008, but not more than line 2a			750,752.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				42,819.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				584,445.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2005 ... NONE				
b Excess from 2006 ... NONE				
c Excess from 2007 ... NONE				
d Excess from 2008 ... NONE				
e Excess from 2009 ... NONE				

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

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

SEE STATEMENT 8

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 19				
Total . . . . ▶ **3a**				751,500.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	327,761.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-1,882,993.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b PRIOR YEAR TAX REF				6,441.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-1,548,791.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -1,548,791.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions)
	NOT APPLICABLE

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		X
(2) Other assets	1a(2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
(3) Rental of facilities, equipment, or other assets	1b(3)		X
(4) Reimbursement arrangements	1b(4)		X
(5) Loans or loan guarantees	1b(5)		X
(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

▶ Signature of officer or trustee | 07/07/2010 Date | ▶ TAX MANAGER Title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code ▶			EIN ▶ Phone no

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					16,001.	
		3500. BORG WARNER AUTOMOTIVE INC COM PROPERTY TYPE: SECURITIES					12/20/2005	01/21/2009
61,075.00		99,733.00					-38,658.00	
		5500. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES					05/10/2007	01/21/2009
76,780.00		195,567.00					-118787.00	
		3200. COGNIZANT TECHNOLOGY SOLUTIONS PROPERTY TYPE: SECURITIES					01/27/2006	01/21/2009
62,560.00		93,026.00					-30,466.00	
		1770. COLGATE-PALMOLIVE CO COM PROPERTY TYPE: SECURITIES					08/07/2006	01/21/2009
112,217.00		105,923.00					6,294.00	
		5300. CORNING INC COM PROPERTY TYPE: SECURITIES					09/24/2007	01/21/2009
49,078.00		127,200.00					-78,122.00	
		1000. ENERGEN CORP COM PROPERTY TYPE: SECURITIES					04/03/2008	01/21/2009
26,620.00		63,640.00					-37,020.00	
		2600. ENERGEN CORP COM PROPERTY TYPE: SECURITIES					01/23/2007	01/21/2009
69,212.00		133,847.00					-64,635.00	
		500. FRANKLIN RESOURCES INC COM PROPERTY TYPE: SECURITIES					01/23/2007	01/21/2009
25,145.00		62,874.00					-37,729.00	
		8700. HOLOGIC INC PROPERTY TYPE: SECURITIES					11/17/2006	01/21/2009
99,057.00		249,014.00					-149957.00	
		1505. ISHARES NASDAQ BIOTECH INDEX ETF PROPERTY TYPE: SECURITIES					03/13/2006	01/21/2009
103,062.00		124,923.00					-21,861.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3200. JOHNSON CONTROLS INC COM PROPERTY TYPE: SECURITIES					01/18/2008	01/21/2009
48,512.00		102,637.00					-54,125.00	
		3900. JOY GLOBAL INC PROPERTY TYPE: SECURITIES					08/07/2006	01/21/2009
82,680.00		160,803.00					-78,123.00	
		400. MARATHON OIL CORP COM PROPERTY TYPE: SECURITIES					09/24/2007	01/21/2009
11,056.00		23,295.00					-12,239.00	
		1900. MARATHON OIL CORP COM PROPERTY TYPE: SECURITIES					10/01/2008	01/21/2009
52,516.00		74,024.00					-21,508.00	
		2500. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES					01/23/2007	01/21/2009
47,125.00		76,625.00					-29,500.00	
		1100. NII HOLDINGS INC CL B PROPERTY TYPE: SECURITIES					01/18/2008	01/21/2009
20,548.00		42,564.00					-22,016.00	
		1400. NII HOLDINGS INC CL B PROPERTY TYPE: SECURITIES					10/01/2008	01/21/2009
26,152.00		53,858.00					-27,706.00	
		800. NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES					09/24/2007	01/21/2009
18,400.00		57,616.00					-39,216.00	
		1100. NOVARTIS AG SPONSORED ADR PROPERTY TYPE: SECURITIES					08/07/2006	01/21/2009
50,534.00		62,051.00					-11,517.00	
		3000. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES					07/19/2007	01/21/2009
68,280.00		141,479.00					-73,199.00	
		1000. PEPSICO INC COM PROPERTY TYPE: SECURITIES					03/21/2003	01/21/2009
50,890.00		42,355.00					8,535.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3900. PRINCIPAL FINANCIAL GROUP COM PROPERTY TYPE: SECURITIES					10/01/2008	01/21/2009
57,174.00		170,937.00					-113763.00	
		500. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES					10/07/2004	01/21/2009
28,975.00		26,980.00					1,995.00	
		1300. QUANTA SVCS INC PROPERTY TYPE: SECURITIES					04/03/2008	01/21/2009
24,908.00		32,084.00					-7,176.00	
		4400. QUANTA SVCS INC PROPERTY TYPE: SECURITIES					10/01/2008	01/21/2009
84,304.00		117,744.00					-33,440.00	
		850. RESEARCH IN MOTION LTD PROPERTY TYPE: SECURITIES					01/18/2008	01/21/2009
43,260.00		74,988.00					-31,728.00	
		3300. STATE STR CORP COM PROPERTY TYPE: SECURITIES					11/16/2007	01/21/2009
51,843.00		250,322.00					-198479.00	
		5000. TEXAS INSTRUMENTS INC COM PROPERTY TYPE: SECURITIES					11/17/2006	01/21/2009
73,100.00		156,265.00					-83,165.00	
		2500. TRINITY INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					06/06/2008	01/21/2009
31,800.00		96,826.00					-65,026.00	
		2600. TRINITY INDUSTRIES INC COM PROPERTY TYPE: SECURITIES					10/01/2008	01/21/2009
33,072.00		66,775.00					-33,703.00	
		900. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES					07/02/2008	01/21/2009
45,117.00		51,795.00					-6,678.00	
		900. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES					10/01/2008	01/21/2009
45,117.00		53,505.00					-8,388.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10000. YAMANA GOLD INC PROPERTY TYPE: SECURITIES					11/16/2007	01/21/2009
69,143.00		132,186.00					-63,043.00	
		6800. WEATHERFORD INTL LTD INC BERMUDA C PROPERTY TYPE: SECURITIES					07/19/2007	01/21/2009
64,856.00		211,172.00					-146316.00	
		400. EXELON CORP COM PROPERTY TYPE: SECURITIES					04/03/2008	02/19/2009
19,911.00		33,220.00					-13,309.00	
		5835. ISHARES TR MSCI EMERGING MKTS INDE PROPERTY TYPE: SECURITIES					01/21/2009	02/19/2009
130,587.00		128,825.00					1,762.00	
		5643.564 ARTIO GLOBAL INVT INTL EQUITY F PROPERTY TYPE: SECURITIES					08/02/2004	02/19/2009
114,169.00		217,091.00					-102922.00	
		1000. KROGER CO COM PROPERTY TYPE: SECURITIES					04/26/2007	02/19/2009
22,021.00		29,570.00					-7,549.00	
		3900. METLIFE INC COM PROPERTY TYPE: SECURITIES					10/01/2008	02/19/2009
90,879.00		205,881.00					-115002.00	
		3100. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					07/02/2008	02/19/2009
33,236.00		74,958.00					-41,722.00	
		350. OCCIDENTAL PETROLEUM CORP COM PROPERTY TYPE: SECURITIES					09/22/2003	02/19/2009
18,150.00		7,325.00					10,825.00	
		1000. OMNICOM GROUP INC COM PROPERTY TYPE: SECURITIES					09/24/2007	02/19/2009
25,260.00		48,293.00					-23,033.00	
		3519.481 T ROWE PRICE MID-CAP GROWTH FUN PROPERTY TYPE: SECURITIES					04/28/2003	02/19/2009
106,957.00		119,324.00					-12,367.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		6200. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES					01/21/2009	02/19/2009
68,386.00		100,812.00					-32,426.00	
		2113.88 VANGUARD TRUSTEES EQUITY FUND IN PROPERTY TYPE: SECURITIES					04/03/2008	02/19/2009
41,686.00		85,000.00					-43,314.00	
		500. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					04/03/2008	02/19/2009
17,571.00		24,545.00					-6,974.00	
		2500. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					07/28/2003	02/19/2009
87,854.00		85,899.00					1,955.00	
		300. VARIAN MEDICAL SYSTEMS INC PROPERTY TYPE: SECURITIES					10/01/2008	02/19/2009
10,542.00		16,977.00					-6,435.00	
		2800. INVESCO LTD ISIN BMG491BT1088 SEDO PROPERTY TYPE: SECURITIES					10/01/2008	02/19/2009
35,242.00		58,937.00					-23,695.00	
		400. APACHE CORP COM PROPERTY TYPE: SECURITIES					10/01/2008	06/01/2009
34,267.00		40,936.00					-6,669.00	
		600. APACHE CORP COM PROPERTY TYPE: SECURITIES					01/27/2006	06/01/2009
51,401.00		42,810.00					8,591.00	
		1000. DEERE & CO COM PROPERTY TYPE: SECURITIES					11/07/2005	06/01/2009
46,836.00		31,618.00					15,218.00	
		1100. EQT CORPORATION PROPERTY TYPE: SECURITIES					01/21/2009	06/01/2009
42,703.00		34,782.00					7,921.00	
		2100. EXELON CORP COM PROPERTY TYPE: SECURITIES					06/09/2004	06/01/2009
103,338.00		99,723.00					3,615.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		6500. ISHARES TR MSCI EMERGING MKTS INDE PROPERTY TYPE: SECURITIES					01/21/2009	06/01/2009
224,504.00		143,506.00					80,998.00	
		800. JACOBS ENGINEERING GROUP INC PROPERTY TYPE: SECURITIES					09/28/2005	06/01/2009
36,241.00		25,878.00					10,363.00	
		5100. QUANTA SVCS INC PROPERTY TYPE: SECURITIES					01/18/2008	06/01/2009
120,099.00		101,308.00					18,791.00	
		2000. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					01/21/2009	06/01/2009
38,340.00		21,580.00					16,760.00	
		1400. FOSTER WHEELER AG SEDOL B4Y5TZ6 PROPERTY TYPE: SECURITIES					11/17/2006	06/01/2009
39,191.00		35,265.00					3,926.00	
		4502.542 ASTON TAMRO SMALL CAP FUND CL I PROPERTY TYPE: SECURITIES					06/06/2008	06/02/2009
64,792.00		82,847.00					-18,055.00	
		8089.888 ROYCE TOTAL RETURN FUND INV FUN PROPERTY TYPE: SECURITIES					02/15/2005	06/02/2009
75,236.00		99,263.00					-24,027.00	
		14519.197 ASTON TAMRO SMALL CAP FUND CL PROPERTY TYPE: SECURITIES					06/06/2008	08/10/2009
220,256.00		267,153.00					-46,897.00	
		5502.568 ARTIO INTERNATIONAL EQUITY FUND PROPERTY TYPE: SECURITIES					08/02/2004	08/10/2009
149,395.00		147,139.00					2,256.00	
		600. DEERE & CO COM PROPERTY TYPE: SECURITIES					11/07/2005	08/10/2009
27,587.00		18,971.00					8,616.00	
		2200. ISHARES TR MSCI EMERGING MKTS INDE PROPERTY TYPE: SECURITIES					01/21/2009	08/10/2009
79,616.00		48,571.00					31,045.00	

FORM 990-PF - PART IV
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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		6600. KROGER CO COM PROPERTY TYPE: SECURITIES					04/26/2007	08/10/2009
137,144.00		189,910.00					-52,766.00	
		2500. OMNICOM GROUP INC COM PROPERTY TYPE: SECURITIES					09/24/2007	08/10/2009
89,073.00		110,834.00					-21,761.00	
		22550.224 ROYCE TOTAL RETURN FUND INV FU PROPERTY TYPE: SECURITIES					02/15/2005	08/10/2009
223,022.00		274,640.00					-51,618.00	
		7000. INVESCO LTD ISIN BMG491BT1088 SEDO PROPERTY TYPE: SECURITIES					10/01/2008	08/10/2009
141,746.00		147,342.00					-5,596.00	
		3800. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					01/21/2009	08/10/2009
66,916.00		41,002.00					25,914.00	
		1000. ACE LIMITED ISIN CH0044328745 SEDO PROPERTY TYPE: SECURITIES					01/02/2004	08/10/2009
50,599.00		58,011.00					-7,412.00	
		3000. FOSTER WHEELER AG SEDOL B4Y5TZ6 PROPERTY TYPE: SECURITIES					11/17/2006	08/10/2009
87,448.00		74,999.00					12,449.00	
		150000. PROCTER & GAMBLE CO UNSUB NT DTD PROPERTY TYPE: SECURITIES					10/30/2000	09/15/2009
150,000.00		149,433.00					567.00	
		200000. FHLB 5% 9/1 PROPERTY TYPE: SECURITIES					05/11/2007	09/18/2009
200,000.00		200,531.00					-531.00	
		2200. AT&T INC PROPERTY TYPE: SECURITIES					10/01/2008	12/29/2009
62,434.00		62,282.00					152.00	
		1500. ABBOTT LABS COM PROPERTY TYPE: SECURITIES					10/01/2008	12/29/2009
81,763.00		85,935.00					-4,172.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		800. AECOM TECHNOLOGY CORP PROPERTY TYPE: SECURITIES					06/01/2009	12/29/2009
22,615.00		24,943.00					-2,328.00	
		2100. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES					06/01/2009	12/29/2009
96,451.00		73,749.00					22,702.00	
		2300. CVS CORPORATION (DEL) COM PROPERTY TYPE: SECURITIES					01/02/2004	12/29/2009
74,909.00		56,201.00					18,708.00	
		3650. CISCO SYS INC COM PROPERTY TYPE: SECURITIES					01/23/2007	12/29/2009
87,598.00		96,360.00					-8,762.00	
		2200. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					03/21/2003	12/29/2009
112,549.00		78,626.00					33,923.00	
		1600. DEERE & CO COM PROPERTY TYPE: SECURITIES					11/07/2005	12/29/2009
89,550.00		50,588.00					38,962.00	
		2000. EQT CORPORATION PROPERTY TYPE: SECURITIES					01/21/2009	12/29/2009
90,318.00		63,240.00					27,078.00	
		1800. FIRSTENERGY CORP COM PROPERTY TYPE: SECURITIES					01/21/2009	12/29/2009
85,192.00		89,856.00					-4,664.00	
		1800. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					01/21/2009	12/29/2009
77,866.00		86,292.00					-8,426.00	
		2500. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES					10/01/2008	12/29/2009
72,948.00		64,225.00					8,723.00	
		2100. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES					01/21/2009	12/29/2009
159,512.00		167,601.00					-8,089.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1000. MARATHON OIL CORP COM PROPERTY TYPE: SECURITIES					09/28/2005	12/29/2009
31,559.00		37,476.00					-5,917.00	
		2500. MCGRAW - HILL COMPANIES INC PROPERTY TYPE: SECURITIES					08/10/2009	12/29/2009
84,573.00		75,175.00					9,398.00	
		2500. NOVARTIS AG SPONSORED ADR PROPERTY TYPE: SECURITIES					02/15/2005	12/29/2009
137,571.00		125,275.00					12,296.00	
		2500. PHILIP MORRIS INTERNAT-W/I PROPERTY TYPE: SECURITIES					01/18/2008	12/29/2009
122,272.00		128,840.00					-6,568.00	
		2250. MATERIALS SELECT SECTOR SPDR ETF L PROPERTY TYPE: SECURITIES					01/21/2009	12/29/2009
75,148.00		48,803.00					26,345.00	
		4300. MATERIALS SELECT SECTOR SPDR ETF L PROPERTY TYPE: SECURITIES					01/23/2007	12/29/2009
143,616.00		159,339.00					-15,723.00	
		1400. STAPLES INC COM PROPERTY TYPE: SECURITIES					01/21/2009	12/29/2009
34,971.00		23,548.00					11,423.00	
		5800. STAPLES INC COM PROPERTY TYPE: SECURITIES					07/02/2008	12/29/2009
144,880.00		132,970.00					11,910.00	
		3000. VERIZON COMMUNICATIONS COM PROPERTY TYPE: SECURITIES					01/21/2009	12/29/2009
100,557.00		90,870.00					9,687.00	
		1000. WAL-MART STORES INC COM PROPERTY TYPE: SECURITIES					01/18/2008	12/29/2009
53,939.00		52,970.00					969.00	
		750. XTO ENERGY INC PROPERTY TYPE: SECURITIES					08/10/2009	12/29/2009
35,572.00		30,143.00					5,429.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3000. ACE LIMITED ISIN CH0044328745 SEDO PROPERTY TYPE: SECURITIES					04/28/2003	12/29/2009
150,686.00		102,040.00					48,646.00	
		1000. TRANSOCEAN LTD SEDOL B3KFWW1 PROPERTY TYPE: SECURITIES					06/01/2009	12/29/2009
85,628.00		83,351.00					2,277.00	
TOTAL GAIN(LOSS)							-1882993.	

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	733.	733.
FEDERAL ESTIMATES - INCOME	2,555.	
FOREIGN TAXES ON QUALIFIED FOR	1,779.	1,779.
FOREIGN TAXES ON NONQUALIFIED	249.	249.
TOTALS	5,316.	2,761.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MISC FOUNDATION EXPENSES	2,170.		2,170.
ADR SERVICE FEES	9.	9.	
TOTALS	2,179.	9.	2,170.

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

DESCRIPTION	AMOUNT
POSTED CURR YR, TAXED PRIOR YR	660.
ITEMS POSTED IN PR YR FOR CURR YR/ ACCRU	1,236.
TOTAL	1,896.

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

DESCRIPTION		AMOUNT
POSTED SUBSEQ YR,TAXED CURR YR		1,090.
TRADE DT/SETTLE DT		223,980.
ROUNDING ADJUSTMENT		7.
	TOTAL	225,077.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
PA

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

OFFICER NAME:
PNC BANK NA
ADDRESS:
PO BOX 94561
CLEVELAND, OH 44101-4651
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION .... 78,302.
COMPENSATION EXPLANATION:
INVESTMENT AND ADMINISTRATION

TOTAL COMPENSATION: 78,302.

RECIPIENT NAME:
WILLIAM M. SCHMIDT, PNC BANK, NA
ADDRESS:
249 FIFTH AVE, 3RD FL, ONE PNC PLAZA
PITTSBURGH, PA 15222
RECIPIENT'S PHONE NUMBER: 412-768-8366
FORM, INFORMATION AND MATERIALS:
3 COPIES OF THE GRANTMAKERS OF WESTERN PENNSYLVANIA COMMON GRANT APPLICATIONS FORMAT. APPLICATION CAN BE FOUND AT WWW.GWPA.ORG INCLUDING A COPY OF THE DETERMINATION LETTER.
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
NONE

RECIPIENT NAME:
CHILDREN'S FESTIVAL
CHORUS
ADDRESS:
401 WOOD STREET,SUITE 810
PITTSBURGH, PA 15222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
BIG BROTHERS AND BIG
SISTERS OF PITTSBURGH
ADDRESS:
5989 PENN CIRCLE
PITTSBURGH, PA 15206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 27,500.

RECIPIENT NAME:
BOYS AND GIRLS CLUBS OF
WESTERN PA
ADDRESS:
5432 BUTLER STREET
PITTSBURGH, PA 15201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 53,500.

RECIPIENT NAME:
ALICE LLOYD COLLEGE
ADDRESS:
100 PURPOSE ROAD
PIPPA PASSES, KY 41844
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 50,000.

RECIPIENT NAME:
INDEPENDENT PRESBYTERIAN CHURCH
DAY SCHOOL
ADDRESS:
3100 HIGHLAND AVENUE
BIRMINGHAM, AL 35205-1408
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
CENTER OF LIFE, INC
ADDRESS:
161 HAZELWOOD AVENUE
PITTSBURGH, PA 15207
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CIRCLE C YOUTH AND FAMILY SERVICES
ADDRESS:
212 NOBLESTOWN ROAD, SUITE 100
PITTSBURGH, PA 15205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
EXTRA MILE EDUCATION FOUNDATION
ADDRESS:
111 BOULEVARD OF THE ALLIES
PITTSBURGH, PA 15222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FIRST LIGHT, INC
ADDRESS:
2230 FOURTH AVENUE NORTH
BIRMINGHAM, AL 35203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
GREATER PITTSBURGH COMMUNITY
FOOD BANK
ADDRESS:
1 NORTH LINDEN STREET
DUQUESNE, PA 15110
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 40,000.

RECIPIENT NAME:
HOMELESS CHILDREN'S EDUCATION FUND
ADDRESS:
2100 SMALLMAN STREET, 2ND FLOOR
PITTSBURGH, PA 15222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
EAST END COOPERATIVE MINISTRY INC
ADDRESS:
250 NORTH HIGHLAND AVENUE
PITTSBURGH, PA 15206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
YOUNG WOMEN'S CHRISTIAN
ASSOCIATION OF BIRMINGHAM
ADDRESS:
309 23RD STREET NORTH
BIRMINGHAM, AL 35203
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 60,000.

RECIPIENT NAME:
MANCHESTER YOUTH DEVELOPMENT CENTER
ADDRESS:
1214 LIVERPOOL STREET
PITTSBURGH, PA 15233
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
THE NEIGHBORHOOD ACADEMY
ADDRESS:
5231 PENN AVENUE, SUITE 200
PITTSBURGH, PA 15224
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
RESTORATION ACADEMY
ADDRESS:
4600 CARNEGIE AVENUE
FAIRFIELD, AL 35064
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
URBAN MINISTRY INC
ADDRESS:
1229 COTTON AVE SW
BIRMINGHAM, AL 35211
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
VOLUNTEERS OF AMERICA OF
PENNSYLVANIA
ADDRESS:
1650 MAIN STREET
PITTSBURGH, PA 15215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
JONES VALLEY URBAN FARM
ADDRESS:
PO BOX 55357
BIRMINGHAM, AL 35255
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
KID ONE TRANSPORT INC
ADDRESS:
3535 7TH COURT SOUTH
BIRMINGHAM, AL 35222
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CHRIST HEALTH CENTER INC
DBA THE FOUNDRY MEDICAL CENTER
ADDRESS:
608 18TH STREET NORTH
BESSEMER, AL 35020
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,500.

RECIPIENT NAME:
RONALD MCDONALD HOUSE CHARITIES
OF ALABAMA INC
ADDRESS:
1700 4TH AVENUE SOUTH
BIRMINGHAM, AL 35233
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
SAFE HARBOR INC
ADDRESS:
PO BOX 381386
BIRMINGHAM, AL 35238
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
STRONG WOMEN, STRONG GIRLS INC
ADDRESS:
2934 SMALLMAN ST, 2ND FLOOR
PITTSBURGH, PA 15201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
RED MOUNTAIN THEATRE COMPANY
ADDRESS:
2900 1ST ALABAMA SOUTH, SUITE A
BIRMINGHAM, AL 35233
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
PITTSBURGH LEADERSHIP FOUNDATION
ADDRESS:
100 ROSS STREET
PITTSBURGH, PA 15219-2013
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
BRIDGE TO INDEPENDENCE
ADDRESS:
20 HOLLAND AVENUE
BRADDOCK, PA 15104
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
FOCUS ON RENEWAL STO-ROX
NEIGHBORHOOD CORPORATION
ADDRESS:
701 CHARTIERS AVENUE
MCKEES ROCKS, PA 15136
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 15,000.

RECIPIENT NAME:
STAIR OF BIRMINGHAM INC
ADDRESS:
3100 HIGHLAND AVENUE
BIRMINGHAM, AL 35205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE PITTSBURGH PROJECT
ADDRESS:
2801 NORTH CHARLES STREET
PITTSBURGH, PA 15214
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
WOMEN'S CENTER & SHELTER OF
GREATER PITTSBURGH
ADDRESS:
PO BOX 9024
PITTSBURGH, PA 15224
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
PRESCHOOL PARTNERS
ADDRESS:
3736 MONTROSE ROAD
BIRMINGHAM, AL 35213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
FAMILY RESOURCES
ADDRESS:
141 SOUTH HIGHLAND AVENUE
PITTSBURGH, PA 15206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 30,000.

TOTAL GRANTS PAID: 751,500.
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ACCOUNT STATEMENT

1 TO 5 YEARS	1,742,171 30	1,860,481 00	58 82%		85,164	4 58%
6 TO 10 YEARS	723,626.00	787,544 00	24 90%		37,175	4 72%
TOTAL BOND MATURITIES	**$2,972,906.35**	**$3,162,698.50**	**100.00%**		**$145,214**	**4.59%**

STATEMENT OF INVESTMENT POSITION

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
EQUITIES									
DOMESTIC COMMON EQUITY									
ABBOTT LABS COM 07/08 - 01/09				ABT					
	4,500 000	$240,873.92	$242,955 00	$53.99	$2,081.08	2 34%	1 72%	$7,200	2 96%
ACE LIMITED 04/03 - 06/03				ACE					
	3,000.000	$102,040 00	$151,200 00	$50 40	$49,160 00	1 46%	1 07%	$3,720	2.46%
AECOM TECHNOLOGY CORP 06/09 - 06/09				ACM					
	800 000	$24,943 12	$22,000 00	$27 50	-$2,943 12	0 21%	0.16%		
AMGEN INC COM 01/09 - 01/09				AMGN					
	1,500 000	$82,680.00	$84,855 00	$56 57	$2,175 00	0.82%	0.60%		
AMPHENOL CORP NEW CL A 06/09 - 06/09				APH					
	2,100 000	$73,749 15	$96,978 00	$46 18	$23,228 85	0 93%	0 69%	$126	0 13%
APACHE CORP COM 01/06 - 03/06				APA					
	700 000	$48,490 00	$72,219 00	$103 17	$23,729 00	0 70%	0 51%	$420	0 58%
APPLE INC 06/09 - 06/09				AAPL					
	700 000	$97,594 00	$147,512 40	$210 73	$49,918 40	1 42%	1 05%		
AT & T INC COM 10/08 - 01/09				T					
	5,900 000	$163,298 00	$165,377 00	$28 03	$2,079 00	1.59%	1 17%	$9,912	5 99%
BROADCOM CORP CL A 08/09 - 08/09				BRCM					
	2,700 000	$74,628 00	$84,969 00	$31 47	$10,341 00	0 82%	0 60%		

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
CELGENE CORP COM 10/08 - 01/09				CELG					
	2,900 000	$159,881 00	$161,472 00	$55.68	$1,591 00	1 56%	1.14%		
CHUBB CORP COM 08/09 - 08/09				CB					
	1,600 000	$76,848 00	$78,688 00	$49.18	$1,840 00	0 76%	0.56%	$2,240	2 85%
CISCO SYS INC COM 03/06 - 01/07				CSCO					
	10,650 000	$246,850 00	$254,961 00	$23 94	$8,111 00	2 46%	1 81%		
COACH INC COM 08/09 - 08/09				COH					
	2,400 000	$71,928 00	$87,672 00	$36.53	$15,744 00	0 85%	0 62%	$720	0 82%
CONOCOPHILLIPS COM 03/03 - 03/06				COP					
	2,200 000	$78,626 00	$112,354 00	$51.07	$33,728 00	1 08%	0 80%	$4,400	3 92%
CSX CORP COM 08/09 - 08/09				CSX					
	1,800 000	$79,452 00	$87,282 00	$48.49	$7,830 00	0 84%	0 62%	$1,584	1 81%
CVS/CAREMARK CORP 03/03 - 07/07				CVS					
	4,800 000	$84,627 79	$154,608 00	$32.21	$69,980 21	1 49%	1 10%	$1,464	0 95%
DEERE & CO COM 11/05 - 11/05				DE					
	1,600 000	$50,588 00	$86,544.00	$54 09	$35,956 00	0 83%	0 61%	$1,792	2 07%
DISCOVERY COMMUNICATIONS NEW COM SER A 08/09 - 08/09				DISCA					
	2,900 000	$74,762 00	$88,943 00	$30 67	$14,181 00	0.86%	0 63%		
DOLBY LABORATORIES INC - CL A COM 06/09 - 06/09				DLB					
	2,000 000	$76,079 04	$95,460 00	$47 73	$19,380.96	0.92%	0 68%		
EQT CORPORATION COM 01/09 - 01/09				EQT					
	2,000 000	$63,240 00	$87,840 00	$43 92	$24,600 00	0 85%	0 62%	$1,760	2 00%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
EXXON MOBIL CORP COM 06/09 - 08/09				XOM					
	2,400 000	$169,582 00	$163,656 00	$68 19	-$5,926 00	1 58%	1 16%	$4,032	2 46%
FIRSTENERGY CORP COM 01/09 - 01/09				FE					
	1,800 000	$89,856 00	$83,610 00	$46 45	-$6,246 00	0 81%	0 59%	$3,960	4 74%
FRANKLIN RES INC COM 05/06 - 07/08				BEN					
	2,000 000	$183,784 96	$210,700 00	$105 35	$26,915 04	2 03%	1 49%	$1,760	0 83%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 06/09 - 08/09				FCX					
	950 000	$56,753 94	$76,275 50	$80 29	$19,521 56	0 74%	0 54%	$570	0 75%
GILEAD SCIENCES INC COM 01/09 - 01/09				GILD					
	1,800 000	$86,292 00	$77,886 00	$43.27	-$8,406 00	0 75%	0 55%		
GOLDMAN SACHS GROUP INC COM 06/09 - 08/09				GS					
	900 000	$135,438 87	$151,956 00	$168 84	$16,517 13	1 46%	1 08%	$1,260	0 83%
GOOGLE INC CL A 07/08 - 07/08				GOOG					
	150 000	$80,540.40	$92,997 00	$619 98	$12,456 60	0 90%	0 66%		
HOME DEPOT INC COM 10/08 - 01/09				HD					
	5,200 000	$129,568 00	$150,436 00	$28 93	$20,868 00	1 45%	1 07%	$4,680	3 11%
HUDSON CITY BANCORP COM 08/09 - 08/09				HCBK					
	5,000 000	$72,400 00	$68,650 00	$13 73	-$3,750 00	0 66%	0 49%	$3,000	4 37%
INTERNATIONAL BUSINESS MACHS CORP COM 08/97 - 08/97				IBM					
	4,000 000	$66,560 00	$523,600 00	$130 90	$457,040 00	5 05%	3 71%	$8,800	1 68%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
ITT INDUSTRIES INC COM				ITT					
08/09 - 08/09									
	1,500 000	$73,965 00	$74,610 00	$49 74	$645 00	0 72%	0 53%	$1,275	1 71%
JACOBS ENGR GROUP INC COM				JEC					
02/03 - 02/03									
	2,000 000	$36,930 00	$75,220 00	$37 61	$38,290 00	0 73%	0 53%		
JPMORGAN CHASE & CO COM				JPM					
08/09 - 08/09									
	2,500 000	$105,175 00	$104,175 00	$41.67	-$1,000 00	1 00%	0 74%	$500	0 48%
LOCKHEED MARTIN CORP COM				LMT					
01/09 - 01/09									
	2,100 000	$167,601 00	$158,235 00	$75 35	-$9,366 00	1 53%	1 12%	$5,292	3 34%
LUBRIZOL CORP COM				LZ					
08/09 - 08/09									
	1,000 000	$59,530 00	$72,950 00	$72 95	$13,420 00	0 70%	0 52%	$1,240	1 70%
MARATHON OIL CORP COM				MRO					
12/04 - 10/08									
	4,000 000	$98,743 50	$124,880 00	$31 22	$26,136 50	1 20%	0 89%	$3,840	3 07%
MASTERCARD INC COM				MA					
06/09 - 06/09									
	500 000	$86,568 40	$127,990 00	$255 98	$41,421 60	1 23%	0 91%	$300	0 23%
MCGRAW-HILL COS INC COM				MHP					
08/09 - 08/09									
	2,500 000	$75,175 00	$83,775 00	$33 51	$8,600 00	0 81%	0 59%	$2,250	2 69%
MEDCO HEALTH SOLUTIONS INC COM				MHS					
01/08 - 01/09									
	3,800 000	$181,361 04	$242,858 00	$63 91	$61,496 96	2 34%	1 72%		
MICROSOFT CORP COM				MSFT					
04/03 - 01/07									
	6,200 000	$167,220 00	$188,976 00	$30 48	$21,756 00	1 82%	1 34%	$3,224	1 71%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
NIKE INC CL B 01/09 - 01/09				NKE					
	1,900 000	$84,436 00	$125,533 00	$66 07	$41,097 00	1 21%	0 89%	$2,052	1 63%
NOVARTIS AG SPONSORED ADR SEDOL 2620105 US 02/05 - 08/06				NVS					
	2,500 000	$125,275 16	$136,075 00	$54 43	$10,799 84	1 31%	0 96%	$3,635	2 67%
OCCIDENTAL PETE CORP COM 09/03 - 09/03				OXY					
	2,400 000	$41,928 00	$195,240 00	$81 35	$153,312 00	1 88%	1 38%	$3,168	1 62%
ORACLE CORP COM 02/03 - 05/05				ORCL					
	8,150 000	$102,977 02	$199,919 50	$24 53	$96,942 48	1 93%	1 42%	$1,630	0 81%
PEPSICO INC COM 02/03 - 03/03				PEP					
	1,500 000	$61,795 00	$91,200 00	$60 80	$29,405 00	0 88%	0 65%	$2,700	2 96%
PFIZER INC COM 01/09 - 01/09				PFE					
	5,000 000	$86,800 00	$90,950 00	$18 19	$4,150 00	0 88%	0 64%	$3,600	3 96%
PHILLIP MORRIS INTERNATIONAL INC 01/08 - 10/08				PM					
	5,000 000	$247,514 54	$240,950 00	$48 19	-$6,564 54	2 32%	1 71%	$11,600	4 81%
PRICE T ROWE GROUP INC COM 06/09 - 06/09				TROW					
	1,650 000	$68,313 50	$87,862.50	$53 25	$19,549 00	0 85%	0 62%	$1,650	1 88%
PROCTER & GAMBLE CO COM 07/03 - 02/05				PG					
	2,300 000	$110,332 00	$139,449 00	$60.63	$29,117.00	1 34%	0 99%	$4,048	2 90%
QUALCOMM INC COM 06/04 - 06/04				QCOM					
	2,000 000	$69,209 60	$92,520 00	$46 26	$23,310 40	0 89%	0 66%	$1,360	1 47%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
ROSS STORES INC COM				ROST					
08/09 - 08/09									
	1,700 000	$77,418 00	$72,607 00	$42 71	-$4,811 00	0 70%	0 51%	$748	1 03%
SCHLUMBERGER LTD COM				SLB					
01/09 - 01/09									
	2,100 000	$78,960 00	$136,689 00	$65 09	$57,729 00	1 32%	0 97%	$1,764	1 29%
SELECT SECTOR SPDR FUND MATERIALS				XLB					
01/07 - 01/09									
	6,550 000	$208,141 37	$216,084 50	$32 99	$7,943 13	2 08%	1 53%	$4,637	2 15%
STAPLES INC COM				SPLS					
07/08 - 01/09									
	7,200 000	$156,518 00	$177,048 00	$24 59	$20,530 00	1 71%	1 25%	$2,376	1 34%
TALISMAN ENERGY INC COM				TLM					
08/09 - 08/09									
	4,700 000	$74,448 00	$87,608 00	$18 64	$13,160 00	0 84%	0 62%	$987	1 13%
THE TRAVELERS COS INC				TRV					
01/09 - 01/09									
	1,800 000	$71,190 00	$89,748 00	$49 86	$18,558 00	0 87%	0 64%	$2,376	2 65%
TRANSOCEAN LTD ORD SHS				RIG					
06/09 - 06/09									
	1,000 000	$83,351 32	$82,800 00	$82 80	-$551 32	0 80%	0 59%		
UNION PAC CORP CO COM				UNP					
06/09 - 06/09									
	1,800.000	$93,571.20	$115,020 00	$63 90	$21,448 80	1 11%	0 82%	$1,944	1 69%
UNITED TECHNOLOGIES CORP COM				UTX					
06/09 - 06/09									
	1,300 000	$71,828 80	$90,233 00	$69 41	$18,404 20	0 87%	0 64%	$2,002	2 22%
VERIZON COMMUNICATIONS COM				VZ					
01/09 - 01/09									
	3,000 000	$90,870 00	$99,390 00	$33 13	$8,520 00	0 96%	0 70%	$5,700	5 73%
WAL MART STORES INC COM				WMT					
01/08 - 07/08									
	4,000 000	$196,179.08	$213,800 00	$53 45	$17,620 92	2 06%	1 52%	$4,360	2 04%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
XTO ENERGY INC				XTO					
08/09 - 08/09									
	750 000	$30,142 50	$34,897 50	$46 53	$4,755.00	0 34%	0 25%	$375	1 07%
TOTAL DOMESTIC COMMON EQUITY		**$6,325,422.22**	**$8,032,948.90**		**$1,707,526.68**	**77.42%**	**56.94%**	**$144,033**	**1.79%**
DOMESTIC MUTUAL FUNDS									
ISHARES TR RUSSELL 2000 GROWTH				IWO					
01/09 - 01/09									
	2,625 000	$121,668 75	$178,683 75	$68 07	$57,015 00	1 72%	1 27%	$1,494	0 84%
ISHARES TR RUSSELL 2000 VALUE INDEX				IWN					
01/09 - 01/09									
	2,820.000	$120,103 80	$163,672 80	$58.04	$43,569 00	1 58%	1 16%	$4,250	2 60%
ISHARES TR RUSSELL 2000 SMALL CAP				IWM					
01/04 - 11/07									
	3,100 000	$180,744 12	$193,564 00	$62 44	$12,819 88	1 87%	1 37%	$3,140	1 62%
T ROWE PRICE MID-CAP GROWTH FUND #64				RPMGX					
02/03 - 04/03									
	13,175 021	$414,783 29	$625,681 75	$47 49	$210,898 46	6 01%	4 40%		
TOTAL DOMESTIC MUTUAL FUNDS		**$837,299.96**	**$1,161,602.30**		**$324,302.34**	**11.20%**	**8.23%**	**$8,884**	**0.76%**
INTERNATIONAL MARKETS									
ARTIO INTERNATIONAL EQUITY-A				BJBIX					
08/04 - 08/04									
	3,140 441	$83,975 40	$86,581 96	$27.57	$2,606 56	0 83%	0 61%	$6,538	7.55%
ISHARES TR MSCI EAFE IDX				EFA					
01/04 - 08/04									
	5,410 000	$248,387 03	$299,064 80	$55 28	$50,677 77	2 88%	2.12%	$7,796	2 61%
MASTERS SELECT FDS INTL FD				MSILX					
03/03 - 07/03									
	36,402 837	$396,845 94	$475,057 02	$13 05	$78,211.08	4 58%	3.37%		
ISHARES TR MSCI EMERG MKT				EEM					
10/04 - 01/09									
	7,700 000	$154,695 58	$319,550 00	$41 50	$164,854 42	3 08%	2.27%	$185	0 06%
TOTAL INTERNATIONAL MARKETS		**$883,903.95**	**$1,180,253.78**		**$296,349.83**	**11.38%**	**8.37%**	**$14,519**	**1.23%**
TOTAL EQUITIES		**$8,046,626.13**	**$10,374,804.98**		**$2,328,178.85**	**100.00%**	**73.54%**	**$167,436**	**1.61%**

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
FIXED INCOME									
TAXABLE FIXED INCOME									
TAXABLE FIXED INCOME SECURITIES									
AMERICAN EXPRESS CREDIT CORP MTN DTD 12/2/05 5 00% DUE 12/2/10 11/06 - 11/06									
	150,000 000	$149,997 00	$154,834 50	$103 22	$4,837 50	4 41%	1 10%	$7,500	4 84%
AMERICAN EXPRESS CREDIT CORP MTN DTD 12/2/05 5 30% DUE 12/2/15 02/09 - 02/09									
	200,000 000	$180,000 00	$206,394 00	$103 20	$26,394 00	5 88%	1 46%	$10,600	5 14%
BELLSOUTH CORP DTD 11-15-04 4 75% DUE 11-15-12 10/08 - 10/08									
	150,000 000	$145,476 00	$160,171 50	$106.78	$14,695 50	4 56%	1 14%	$7,125	4 45%
CITIGROUP INC DTD 9/29/06 5 1% DUE 9/29/11 06/08 - 06/08									
	150,000 000	$151,033 50	$155,074 50	$103 38	$4,041 00	4 41%	1 10%	$7,650	4 93%
DUPONT E I DE NEMOURS & CO DTD 04-30-04 4 875% DUE 04-30-14 10/08 - 10/08									
	150,000 000	$145,969 50	$159,985 50	$106 66	$14,016 00	4 55%	1 13%	$7,313	4 57%
FEDERAL HOME LOAN BANK DTD 7/21/06 5 375% DUE 8/19/11 07/07 - 07/07									
	150,000 000	$150,843 30	$160,125 00	$106.75	$9,281 70	4 56%	1 14%	$8,063	5 03%
FEDERAL HOME LOAN BANK DTD 6/22/07 5 50% DUE 8/13/14 07/07 - 07/07									
	150,000 000	$150,973 20	$168,282 00	$112 19	$17,308 80	4 79%	1 19%	$8,250	4 90%
FEDERAL NATL MTG ASSN DTD 11-23-05 4 75% DUE 12-15-10 12/05 - 12/05									
	150,000 000	$149,794.05	$155,907 00	$103 94	$6,112.95	4 44%	1.11%	$7,125	4 57%
GENERAL ELECTRIC COMPANY DTD 01/28/03 5 00% DUE 02/01/13 02/03 - 02/03									
	150,000 000	$151,002 00	$158,694 00	$105 80	$7,692 00	4 52%	1 12%	$7,500	4 73%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
GENERAL ELEC CAP CORP MTN DTD 6/4/07 5 50% DUE 6/4/14 07/07 - 07/07									
	200,000 000	$198,970 00	$211,916 00	$105 96	$12,946 00	6 03%	1.50%	$11,000	5 19%
GOLDMAN SACHS GROUP INC SR NT DTD 2/14/07 5 3% DUE 2/14/12 04/07 - 04/07									
	150,000 000	$150,741 00	$159,150 00	$106 10	$8,409.00	4 53%	1 13%	$7,950	4 99%
JOHN DEERE CAPITAL CORP SR NTS DTD 4/03/08 4 50% DUE 4/03/13 10/08 - 10/08									
	150,000 000	$143,353 50	$157,482 00	$104 99	$14,128.50	4 48%	1 12%	$6,750	4 29%
PROCTER & GAMBLE CO NT DTD 2/6/09 3 50% DUE 2/15/15 02/09 - 02/09									
	200,000 000	$200,886 00	$204,602 00	$102 30	$3,716 00	5 82%	1 45%	$7,000	3 42%
SBC COMMUNICATIONS INC DTD 08-18-04 5 625% DUE 06-15-16 02/09 - 02/09									
	200,000 000	$202,994 00	$214,848 00	$107 42	$11,854 00	6.12%	1 52%	$11,250	5 24%
UNITED STATES TREASURY NOTES DTD 11/30/07 3 375% DUE 11/30/12 01/08 - 01/08									
	150,000 000	$154,529 30	$157,546 50	$105 03	$3,017 20	4 48%	1 12%	$5,063	3 21%
VERIZON COMMUNICATIONS DTD 02-15-06 5 55% DUE 02-15-16 10/08 - 10/08									
	150,000 000	$139,746 00	$161,700 00	$107 80	$21,954 00	4 60%	1 15%	$8,325	5 15%
WAL-MART STORES DTD 06-09-05 4 125% DUE 07-01-10 02/09 - 02/09									
	200,000 000	$207,318 00	$203,932.00	$101 97	-$3,386 00	5 81%	1 45%	$8,250	4 04%
WAL-MART STORES INC BD DTD 4/08/08 4 25% DUE 4/15/13 07/08 - 07/08									
	200,000 000	$199,280 00	$212,054 00	$106 03	$12,774 00	6 04%	1 50%	$8,500	4 01%
TOTAL TAXABLE FIXED INCOME SECURITIES		**$2,972,906.35**	**$3,162,698.50**		**$189,792 15**	**90.03%**	**22.42%**	**$145,214**	**4.59%**

PRIVATE CLIENT GROUP

NATIONAL CITY BANK
20 STANWIX STREET
PITTSBURGH PA 15222
NationalCity com/PrivateClientGroup

ACCOUNT STATEMENT

CAMPBELL ESTELLE S CHAR FDN

Statement Period	10/01/2009 through 12/31/2009
Account Number	46 P1-2699-00-8

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker / Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
TAXABLE FUNDS									
ISHARES TR BARCLAYS 1-3 YR CR BD FD				CSJ					
09/09 - 09/09	2,167 000	$225,518 18	$225,281 32	$103 96	-$236 86	6 41%	1 60%	$8,395	3 73%
ISHARES LEHMAN INTERMEDIATE CR BD FD				CIU					
09/09 - 09/09	1,217 000	$125,458 53	$124,998 07	$102 71	-$460 46	3 56%	0 89%	$5,911	4 73%
TOTAL TAXABLE FUNDS		**$350,976.71**	**$350,279.39**		**-$697.32**	**9.97%**	**2.48%**	**$14,306**	**4.08%**
TOTAL TAXABLE FIXED INCOME		**$3,323,883.06**	**$3,512,977.89**		**$189,094.83**	**100.00%**	**24.90%**	**$159,520**	**4.54%**
TOTAL FIXED INCOME		**$3,323,883.06**	**$3,512,977.89**		**$189,094.83**	**100.00%**	**24.90%**	**$159,520**	**4.54%**
CASH AND CASH EQUIVALENTS									
CASH EQUIVALENTS - TAXABLE									
ALLEGIANT MONEY MARKET FUND I SHARES									
09/09 - 12/09	220,103 050	$220,103 05	$220,103 05	$1 00		100 00%	1 56%	$220	0 10%
CASH									
INCOME CASH		$69,513 45	$69,513 45			31 58%	0 49%		
PRINCIPAL CASH		-$69,513 45	-$69,513 45			-31 58%	-0 49%		
TOTAL CASH									
TOTAL CASH AND CASH EQUIVALENTS		**$220,103.05**	**$220,103.05**			**100.00%**	**1.56%**	**$220**	**0.10%**
TOTAL PORTFOLIO		**$11,590,612.24**	**$14,107,885.92**		**$2,517,273.68**	**100.00%**	**100.00%**	**$327,176**	**2.32%**