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

2009

Department of the Treasury
Internal Revenue Service

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

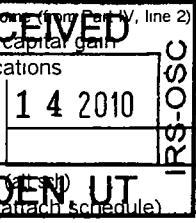
For calendar year 2009, or tax year beginning _____, **2009, and ending** _____,

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 TIPPINS FOUNDATION Number and street (or P O box number if mail is not delivered to street address) Room/suite THREE GATEWAY CENTER 13 EAST City or town State ZIP code PITTSBURGH PA 15222	A Employer identification number 25-6282382 B Telephone number (see the instructions) (412) 391-0300
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, column (c), line 16) ▶ \$ 706,977.	C If exemption application is pending, check here ▶ <input type="checkbox"/> D 1 Foreign organizations, check here ▶ <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation ▶ <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ <input type="checkbox"/>
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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 the instructions))				
REVENUE				
1 Contributions, gifts, grants, etc., received (att sch)	430,007.			
2 Ck ▶ <input type="checkbox"/> if the foundn is not req to att Sch B				
3 Interest on savings and temporary cash investments	10,075.	10,075.		
4 Dividends and interest from securities	9,608.	9,608.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	4,493.			
b Gross sales price for all assets on line 6a				
7 Capital gains net income (from Part IV, line 2)		4,493.		
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 (loss) (att sch)				
11 Other income (attach schedule)				
UNREALIZED GAINS				
12 Total. Add lines 1 through 11	544,576.	24,176.		
ADMINISTRATIVE AND EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	1,920.	960.		960.
c Other prof fees (attach sch) L-16c Stmt	1,188.	1,188.		
17 Interest				
18 Taxes (attach schedule)(see instr.) See Line 18 Stmt	165.	165.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) See Line 23 Stmt	341.	164.		178.
24 Total operating and administrative expenses. Add lines 13 through 23	3,614.	2,477.		1,138.
25 Contributions, gifts, grants paid	532,710.			532,710.
26 Total expenses and disbursements. Add lines 24 and 25	536,324.	2,477.		533,848.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	8,252.			
b Net investment income (if negative, enter -0-)		21,699.		
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		14,273.	6,350.	6,350.
	2	Savings and temporary cash investments		96,188.	5,120.	5,120.
	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 the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		3,290.	3,290.	3,290.
	10a	Investments — U.S. and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) L-10b Stmt		214,698.	149,762.	149,762.
	c	Investments — corporate bonds (attach schedule) L-10c Stmt		235,575.	102,947.	102,947.
	11	Investments — land, buildings, and equipment, basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) L-13 Stmt		134,701.	439,508.	439,508.	
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 instructions. Also, see page 1, item l)		698,725.	706,977.	706,977.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)				
FUNDS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted		698,725.	706,977.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances (see the instructions)		698,725.	706,977.		
31	Total liabilities and net assets/fund balances (see the instructions)		698,725.	706,977.		

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	698,725.
2	Enter amount from Part I, line 27a	2	8,252.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	706,977.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	706,977.

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 shares MLC Company)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE ATTACHED	P	Various	Various
b SEE ATTACHED	P	Various	Various
c CAPITAL GAIN DISTRIBUTIONS	P	Various	Various
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 178,469.		178,352.	117.
b 451,536.		448,663.	2,873.
c 1,503.		0.	1,503.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	117.
b 0.	0.	0.	2,873.
c 0.	0.	0.	1,503.
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	4,493.
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 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 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 (column (b) divided by column (c))
	2008	524,188.	1,028,272.	0.509776
	2007	537,975.	1,291,335.	0.416604
	2006	514,689.	1,439,579.	0.357527
	2005	528,089.	1,142,546.	0.462204
	2004	546,855.	1,118,583.	0.488882

2 Total of line 1, column (d)	2	2.234993
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	0.446999
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	706,161.
5 Multiply line 4 by line 3	5	315,653.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	217.
7 Add lines 5 and 6	7	315,870.
8 Enter qualifying distributions from Part XII, line 4	8	533,848.

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

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

1	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)	
2	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	217.
3	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)	
4	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.
5	Add lines 1 and 2	217.
6	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	0.
7	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	217.
8	Credits/Payments.	
9	2009 estimated tax pmts and 2008 overpayment credited to 2009	3,290.
10	Exempt foreign organizations - tax withheld at source	
11	Tax paid with application for extension of time to file (Form 8868)	
12	Backup withholding erroneously withheld	
13	Total credits and payments. Add lines 8a through 8d	3,290.
14	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	
15	Tax due. If the total of lines 7 and 14 is more than line 13, enter amount owed	
16	Overpayment. If line 13 is more than the total of lines 7 and 14, enter the amount overpaid	3,073.
17	Enter the amount of line 16 to be Credited to 2010 estimated tax <input type="checkbox"/> 3,073. Refunded <input type="checkbox"/>	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
1c Did the foundation file Form 1120-POL for this year?		X
1d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
1e 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? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b If 'Yes,' has it filed a tax return on Form 990-T for this year?		X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions)		
8b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2009)

Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address		X	
Telephone no. N/A Located at 3 GATEWAY CENTER, 13 E ST ZIP + 4 15222 Telephone no. (412) 391-0300				
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			<input type="checkbox"/>
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If 'Yes,' list the years 20__ , 20__ , 20__ , 20__		
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 the instructions)	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 20__ , 20__ , 20__ , 20__		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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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)? (see 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 instructions)? Yes No

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? Yes No

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? Yes No

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 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
GEORGE R KNAPP THREE GATEWAY CENTER, 13E PITTSBURGH PA 15220	EXE DIR & TRUSTEE 2.00	0.	0.	0.
CAROLYN H TIPPINS 1090 FREEPORT ROAD PITTSBURGH PA 15215	TRUSTEE 1.00	0.	0.	0.
JOHN H TIPPINS THREE GATEWAY CENTER, 13E PITTSBURGH PA 15222	TRUSTEE 1.00	0.	0.	0.
WILLIAM H TIPPINS 1090 FREEPORT ROAD PITTSBURGH PA 15215	TRUSTEE 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
0				
0				
0				
0				

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 instructions). If none, enter **NONE**.

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

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 N/A	
-----	0.
2	

3	

4	

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

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

2	

All other program-related investments. See instructions	
3	

Total. Add lines 1 through 3	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a Average monthly fair market value of securities	1a	603,260.
b Average of monthly cash balances	1b	110,365.
c Fair market value of all other assets (see instructions)	1c	3,290.
d Total (add lines 1a, b, and c)	1d	716,915.
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	
3 Subtract line 2 from line 1d	3	716,915.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	10,754.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	706,161.
6 Minimum investment return. Enter 5% of line 5	6	35,308.

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	35,308.
2a Tax on investment income for 2009 from Part VI, line 5	2a	217.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b	2c		217.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		35,091.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		35,091.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		35,091.

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	533,848.
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	
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	533,848.
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 instructions)	5	217.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	533,631.

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				35,091.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years 20 __, 20 __, 20 __				
3 Excess distributions carryover, if any, to 2009				
a From 2004	493,406.			
b From 2005	474,494.			
c From 2006	448,460.			
d From 2007	476,771.			
e From 2008	473,408.			
f Total of lines 3a through e	2,366,539.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 533,848.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2009 distributable amount				35,091.
e Remaining amount distributed out of corpus	498,757.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	2,865,296.			
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				
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 instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	493,406.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,371,890.			
10 Analysis of line 9				
a Excess from 2005	474,494.			
b Excess from 2006	448,460.			
c Excess from 2007	476,771.			
d Excess from 2008	473,408.			
e Excess from 2009	498,757.			

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

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

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year – see 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))

CAROLYN H. TIPPINS

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc, (see 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.

TIPPINS FOUNDATION
 THREE GATEWAY CENTER, 13 EAST
 PITTSBURGH PA 15222 (412) 391-0300

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

WRITTEN REQUEST INCLUDING SPECIFIC INFORMATION REGARDING THE REQUESTED GRANT.

c Any submission deadlines

NONE

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

NONE

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
<p><i>a Paid during the year</i></p> <p>SEE ATTACHED SCHEDULE</p>		Public	SEE ATTACHED	532,710.
Total				▶ 3a 532,710.
<i>b Approved for future payment</i>				
Total				▶ 3b

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

TIPPINS FOUNDATION

Employer identification number

25-6282382

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- 501(c)(____) (enter number) organization
 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
 527 political organization

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

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

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

General Rule –

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

Special Rules –

- For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/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 their 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)

BAA 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

TIPPINS FOUNDATION

25-6282382

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	TMC INVESTMENT COMPANY 1300 MARKET STREET WILMINGTON DE 19801	\$ 250,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	CAROLYN H TIPPINS 110 HICKORY HILL ROAD PITTSBURGH PA 15238	\$ 180,007.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES	165.	165.		
EXCISE TAX				
Total	<u>165.</u>	<u>165.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
PA REGISTRATION FEE	15.			15.
OFFICE SUPPLIES	326.	164.		163.
Total	<u>341.</u>	<u>164.</u>		<u>178.</u>

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ROBERT M CONNOLLY CPA	ACCOUNTING AND TAX	1,920.	960.		960.
Total		<u>1,920.</u>	<u>960.</u>		<u>960.</u>

Form 990-PF, Page 1, Part I

Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
BNY MELLON	MONEY MANAGEMENT	1,188.	1,188.		
Total		<u>1,188.</u>	<u>1,188.</u>		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	149,762.	149,762.
Total	<u>149,762.</u>	<u>149,762.</u>

Form 990-PF, Page 2, Part II, Line 10c

L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
SEE ATTACHED SCHEDULE	102,947.	102,947.
Total	<u>102,947.</u>	<u>102,947.</u>

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
1,329.921 BNY Mellon Small Cap Stock Fund	12,433.	12,433.
2,698.092 BNY Mellon Mid Cap Stock Fund	25,740.	25,740.
2,444.954 BNY Mellon International Fund	25,501.	25,501.
5,714.307 BNY Mellon Emerging Markets Fund	58,229.	58,229.
1,508.588 DREYFUS Newton International Equity	25,118.	25,118.
908.017 Strategic Global Stock Fund	11,396.	11,396.
4,424.779 BNY MELLON U.S. CORE EQUITY	44,558.	44,558.
70 VALE SA	2,032.	2,032.
2,067.567 BNY MELLON SMALL/MID CAP FUND	22,743.	22,743.
4,36.744 BNY MELLON FOCUSED EQUITY	44,760.	44,760.
10,450.77 BNY MELLON INTERMEDIATE BOND FUND	133,352.	133,352.
1,205.788 DREYFUS INFLATION ADJUSTED SECURITIES	15,012.	15,012.
2,135.722 DREYFUS PREMIER LIMITED TERM HIGH YIELD	13,861.	13,861.
150 ISHARES S&P GACI COMMODITY INDEXED	4,773.	4,773.
Total	<u>439,508.</u>	<u>439,508.</u>

Asset detail

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value
30	Apache Corp (APA)	\$ 103.1700	\$ 3,095.10
50	Conocophillips (COP)	51.0700	2,553.50
72	Exxon Mobil Corp (XOM)	68.1900	4,909.68
47	Halliburton Co (HAL)	30.0900	1,414.23
46	Hess Corporation (HES)	60.5000	2,783.00
20	Occidental Petroleum Corp (OXY)	81.3500	1,627.00
61	Xto Energy Inc (XTO)	46.5300	2,838.33
Total energy			\$ 19,220.84

Materials

Shares/par value	Description	Market price	Market value
30	DU Pont (E I) De Nemours And (DD) Company	\$ 33.6700	\$ 1,010.10
20	Praxair Inc (PX)	80.3100	1,606.20
Total materials			\$ 2,616.30

Industrials

Shares/par value	Description	Market price	Market value
70	Tyco International LTD (TYC)	\$ 35.6800	\$ 2,497.60
30	Cummins Inc (CMI)	45.8600	1,375.80
10	Danaher Corp (DHR)	75.2000	752.00
20	Fedex Corp (FDX)	83.4500	1,669.00
160	General Electric Company (GE)	15.1300	2,420.80

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Industrials
continued

Shares/par value	Description	Market price	Market value
40	Honeywell Intl Inc (HON)	39.2000	1,568.00
47	Kbr Inc (KBR)	19.0000	893.00
30	Norfolk Southern Corporation (NSC)	52.4200	1,572.60
20	Parker Hannifin Corp (PH)	53.8800	1,077.60
20	Raytheon Co (RTN)	51.5200	1,030.40
80	Textron Inc (TXT)	18.8100	1,504.80
Total industrials			\$ 16,361.60

Consumer discretionary

Shares/par value	Description	Market price	Market value
40	Autoliv Inc (ALV)	\$ 43.3600	\$ 1,734.40
120	Home Depot Inc (HD)	28.9300	3,471.60
90	Limited Brands Inc (LTD)	19.2400	1,731.60
190	News Corp Inc (NWS) Cls B	15.9200	3,024.80
40	Omnicom Group Inc (OMC)	39.1500	1,566.00
60	Target Corp (TGT)	48.3700	2,902.20
40	Time Warner Inc (TWX)	29.1400	1,165.60
20	Whirlpool Corp (WHR)	80.6600	1,613.20
Total consumer discretionary			\$ 17,209.40

Consumer staples

Shares/par value	Description	Market price	Market value
110	Cvs Caremark Corporation (CVS)	\$ 32.2100	\$ 3,543.10
60	Coca Cola Enterprises Inc (CCE)	21.2000	1,272.00
44	Pepsico Inc (PEP)	60.8000	2,675.20
50	Philip Morris International Inc (PM)	48.1900	2,409.50

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Consumer staples
continued

Shares/par value	Description	Market price	Market value
40	The Procter & Gamble Company (PG)	60.6300	2,425.20
40	Unilever PLC (UL) Spnsrd ADR New	31.9000	1,276.00
Total consumer staples			\$ 13,601.00

Healthcare

Shares/par value	Description	Market price	Market value
40	Amgen Inc (AMGN)	\$ 56.5700	\$ 2,262.80
30	Cigna Corp (CI)	35.2700	1,058.10
40	Hospira Inc (HSP)	51.0000	2,040.00
40	Human Genome Sciences Inc (HGS)	30.5800	1,223.20
20	McKesson Corporation (MCK)	62.5000	1,250.00
30	Medtronic Inc (MDT)	43.9800	1,319.40
83	Merck & Co Inc (MRK)	36.5400	3,032.82
247	Pfizer Inc (PFE)	18.1900	4,492.93
50	Thermo Fisher Scientific Inc. (TMO)	47.6900	2,384.50
50	Vertex Pharmaceuticals Inc (VRTX)	42.8500	2,142.50
Total healthcare			\$ 21,206.25

Financials

Shares/par value	Description	Market price	Market value
30	Ameriprise Financial Inc (AMP)	\$ 38.8200	\$ 1,164.60
210	Bank Of America Corporation (BAC)	15.0600	3,162.60
10	Blackrock Inc (BLK)	232.2000	2,322.00
30	Chubb Corp (CB)	49.1800	1,475.40
91	First Horizon National Corp (FHN)	13.3980	1,219.22
10	Franklin Res Inc (BEN)	105.3500	1,053.50
87	JP Morgan Chase & Co (JPM)	41.6700	3,625.29

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Financials
continued

Shares/par value	Description	Market price	Market value
60	Morgan Stanley (MS)	29.6000	1,776.00
50	Schwab Charles Corp New (SCHW)	18.8200	941.00
60	Wells Fargo & Company (WFC)	26.9900	1,619.40
Total financials			\$ 18,359.01

Information technology

Shares/par value	Description	Market price	Market value
40	Accenture PLC (ACN)	\$ 41.5000	\$ 1,660.00
3	Aol Inc (AOL)	23.2800	69.84
30	Alliance Data Sys Corp (ADS)	64.5900	1,937.70
20	Apple Inc (AAPL)	210.7320	4,214.64
170	Cisco Systems Inc (CSCO)	23.9400	4,069.80
140	E M C Corp Mass (EMC)	17.4700	2,445.80
10	Google Inc (GOOG)	619.9800	6,199.80
70	Hewlett Packard Co (HPQ)	51.5100	3,605.70
20	International Business Machines (IBM) Corporation	130.9000	2,618.00
30	Juniper Networks Inc (JNPR)	26.6700	800.10
88	Microsoft Corporation (MSFT)	30.4800	2,682.24
100	Oracle Corp (ORCL)	24.5300	2,453.00
10	Visa Inc-Class A Shrs (V)	87.4600	874.60
Total information technology			\$ 33,631.22

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Telcommunications services

Shares/par value	Description	Market price	Market value
100	At & T Inc (T)	\$ 28.0300	\$ 2,803.00
Total telcommunications services			\$ 2,803.00

Utilities

Shares/par value	Description	Market price	Market value
40	Exelon Corp (EXC)	\$ 48.8700	\$ 1,954.80
50	Sempra Energy (SRE)	55.9800	2,799.00
Total utilities			\$ 4,753.80

Total U.S. common stocks *PAGE 2 Part II, LINE 106* **\$ 149,762.42**

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Fixed income

Taxable

Individual holdings Corporate

Shares/par value	Description	Market price	Market value
50,000	E I DU Pont De Nemours DTD 4/30/2004 4.125% 4/30/2010 Moody's: A2 S&P: A	\$ 101.3430	\$ 50,671.50
25,000	Bear Stearns Co Inc DTD 10/28/2003 4.50% 10/28/2010 Moody's: AA3 S&P: A+	103.2500	25,812.50
25,000	JP Morgan Chase & Co DTD 5/16/2006 5.6% 6/1/2011 Moody's: AA3 S&P: A+	105.8530	26,463.25

Total taxable individual holdings PAGE 2 PART II LINE 10c \$ 102,947.25

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Form 990PF PAGE 3 PART II

Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
WELLS FARGO & CO NEW	949746101	10	12/15/08	01/21/09	\$141.09	\$259.00	\$-117.91
WELLS FARGO & CO NEW	949746101	30	12/30/08	01/21/09	\$423.28	\$849.91	\$-426.63
COACH INC	189754104	30	10/21/08	01/21/09	\$423.44	\$628.99	\$-205.55
COACH INC	189754104	10	10/21/08	01/21/09	\$141.15	\$209.48	\$-68.33
LABORATORY CORP AMER HLDGS	50540R409	10	12/15/08	01/21/09	\$576.71	\$621.80	\$-45.09
LABORATORY CORP AMER HLDGS	50540R409	10	04/23/08	01/21/09	\$576.71	\$767.08	\$-190.37
LABORATORY CORP AMER HLDGS	50540R409	10	04/23/08	01/21/09	\$576.71	\$770.08	\$-193.37
JOHNSON & JOHNSON COM	478160104	10	12/30/08	01/21/09	\$558.44	\$585.06	\$-26.62
JOHNSON & JOHNSON COM	478160104	10	12/15/08	01/21/09	\$558.44	\$570.77	\$-12.33
JOHNSON & JOHNSON COM	478160104	20	02/05/08	01/21/09	\$1,116.89	\$1,266.16	\$-149.27
US BANCORP DEL	902973304	30	02/29/08	01/21/09	\$380.14	\$973.53	\$-593.39
US BANCORP DEL	902973304	10	02/29/08	01/21/09	\$126.71	\$324.43	\$-197.72
US BANCORP DEL	902973304	10	12/15/08	01/21/09	\$126.71	\$248.87	\$-122.16
US BANCORP DEL	902973304	10	12/30/08	01/21/09	\$126.71	\$237.38	\$-110.67

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Short term gains and losses

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
COACH INC	189754104	10	10/22/08	01/23/09	\$143.58	\$195.25	\$-51.67
COACH INC	189754104	20	10/22/08	01/23/09	\$287.16	\$392.67	\$-105.51
COACH INC	189754104	10	12/15/08	01/23/09	\$143.58	\$199.57	\$-55.99
COACH INC	189754104	10	12/30/08	01/23/09	\$143.58	\$199.50	\$-55.92
FIFTH THIRD BANCORP	316773100	50	10/14/08	01/26/09	\$140.42	\$645.75	\$-505.33
FIFTH THIRD BANCORP	316773100	10	10/15/08	01/26/09	\$28.08	\$130.30	\$-102.22
FIFTH THIRD BANCORP	316773100	40	10/15/08	01/26/09	\$112.34	\$523.60	\$-411.26
FIFTH THIRD BANCORP	316773100	30	12/30/08	01/26/09	\$84.25	\$233.12	\$-148.87
FIFTH THIRD BANCORP	316773100	30	12/15/08	01/26/09	\$84.25	\$225.00	\$-140.75
GAP INC	364760108	30	12/30/08	02/04/09	\$318.98	\$391.14	\$-72.16
GAP INC	364760108	20	12/15/08	02/04/09	\$212.65	\$261.41	\$-48.76
PNC FINANCIAL SERVICES GROUP INC	693475105	10	02/29/08	02/04/09	\$293.52	\$625.69	\$-332.17
BANK AMER CORP	060505104	24	10/15/08	02/06/09	\$147.14	\$616.61	\$-469.47
BANK AMER CORP	060505104	3	10/14/08	02/06/09	\$18.39	\$77.72	\$-59.33
BANK AMER CORP	060505104	23	10/14/08	02/06/09	\$141.01	\$597.99	\$-456.98
BANK AMER CORP	060505104	30	12/15/08	02/06/09	\$183.92	\$430.20	\$-246.28
BANK AMER CORP	060505104	50	12/30/08	02/06/09	\$306.53	\$639.87	\$-333.34
ADOBE SYS INC COM	00724F101	30	03/26/08	02/23/09	\$513.82	\$1,102.26	\$-588.44
ADOBE SYS INC COM	00724F101	20	03/26/08	02/23/09	\$342.55	\$737.90	\$-395.35
ADOBE SYS INC COM	00724F101	10	12/15/08	02/23/09	\$171.27	\$217.81	\$-46.54
ADOBE SYS INC COM	00724F101	20	12/30/08	02/23/09	\$342.55	\$418.02	\$-75.47
CISCO SYS INC	17275R102	40	07/23/08	02/23/09	\$589.68	\$880.63	\$-290.95
FIRST HORIZON NATL CORP	320517105	02	10/15/08	02/25/09	\$1.97	\$2.33	\$-0.36
ESTEE LAUDER COMPANIES INC CL A	518439104	3	08/15/08	03/03/09	\$62.86	\$154.16	\$-91.30
ESTEE LAUDER COMPANIES INC CL A	518439104	10	08/14/08	03/03/09	\$212.45	\$512.65	\$-300.20
ESTEE LAUDER COMPANIES INC CL A	518439104	10	08/14/08	03/03/09	\$212.45	\$505.59	\$-293.14
ESTEE LAUDER COMPANIES INC CL A	518439104	10	08/14/08	03/03/09	\$212.45	\$507.83	\$-295.38

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Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
ESTEE LAUDER COMPANIES INC CL A	518439104	7	08/15/08	03/03/09	\$148.71	\$359.69	\$-210.98
ESTEE LAUDER COMPANIES INC CL A	518439104	4	08/14/08	03/03/09	\$84.98	\$201.95	\$-116.97
ESTEE LAUDER COMPANIES INC CL A	518439104	26	08/14/08	03/04/09	\$557.75	\$1,312.70	\$-754.95
ESTEE LAUDER COMPANIES INC CL A	518439104	20	12/30/08	03/04/09	\$429.03	\$602.51	\$-173.48
AETNA INC	00817Y108	6	08/08/08	03/05/09	\$116.14	\$265.17	\$-149.03
AETNA INC	00817Y108	24	08/11/08	03/05/09	\$464.54	\$1,047.96	\$-583.42
PRAXAIR INC	74005P104	10	12/15/08	03/10/09	\$575.11	\$565.08	\$10.03
PRAXAIR INC	74005P104	10	12/30/08	03/10/09	\$575.11	\$579.70	\$-4.59
MOLSON COORS BREWING CO	60871R209	10	10/06/08	03/13/09	\$314.27	\$454.36	\$-140.09
MOLSON COORS BREWING CO	60871R209	10	10/06/08	03/13/09	\$314.27	\$452.76	\$-138.49
MOLSON COORS BREWING CO	60871R209	10	10/03/08	03/13/09	\$314.27	\$465.01	\$-150.74
MOLSON COORS BREWING CO	60871R209	10	12/30/08	03/13/09	\$314.27	\$479.00	\$-164.73
MC DONALDS CORPORATION COMMON	580135101	10	12/30/08	03/17/09	\$532.01	\$610.66	\$-78.65
MC DONALDS CORPORATION COMMON	580135101	20	04/02/08	03/17/09	\$1,064.02	\$1,141.50	\$-77.48
EMERSON ELECTRIC COMPANY	291011104	10	12/15/08	03/17/09	\$264.64	\$322.13	\$-57.49
MC DONALDS CORPORATION COMMON	580135101	10	12/15/08	03/17/09	\$532.01	\$603.89	\$-71.88
CONOCOPHILLIPS	20825C104	10	12/30/08	03/17/09	\$373.29	\$504.58	\$-131.29
EMERSON ELECTRIC COMPANY	291011104	10	12/30/08	03/17/09	\$264.64	\$354.96	\$-90.32
CONOCOPHILLIPS	20825C104	10	12/15/08	03/17/09	\$373.03	\$527.09	\$-154.06
CONOCOPHILLIPS	20825C104	10	12/30/08	03/17/09	\$373.03	\$504.59	\$-131.56
WYETH (WYE)	983024100	10	01/21/09	04/03/09	\$425.30	\$387.78	\$37.52
ROSS STORES INC	778296103	10	04/17/08	04/03/09	\$369.00	\$330.09	\$38.91
PROCTER & GAMBLE CO COM	742718109	10	12/30/08	04/03/09	\$493.20	\$609.63	\$-116.43
VISA INC	92826C839	10	01/27/09	04/03/09	\$592.20	\$438.78	\$153.42
QUALCOMM INC	747525103	20	11/10/08	04/03/09	\$819.94	\$707.58	\$112.36
NATIONAL-OILWELL INC	637071101	10	12/30/08	04/03/09	\$315.80	\$238.96	\$76.84
GILEAD SCIENCES INC	375558103	10	01/21/09	04/03/09	\$463.50	\$487.44	\$-23.94

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Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
EXXON MOBIL CORP	30231G102	10	12/30/08	04/03/09	\$698.80	\$783.85	\$-85.05
EXXON MOBIL CORP	30231G102	10	12/15/08	04/03/09	\$698.80	\$812.70	\$-113.90
CISCO SYS INC	17275R102	20	07/23/08	04/03/09	\$362.60	\$440.32	\$-77.72
CISCO SYS INC	17275R102	40	07/18/08	04/03/09	\$725.19	\$865.89	\$-140.70
JUNIPER NETWORKS INC	48203R104	20	10/29/08	04/03/09	\$339.41	\$372.55	\$-33.14
NOVARTIS AG SPNSRD ADR	66987V109	3	09/25/08	04/03/09	\$112.53	\$165.78	\$-53.25
NOVARTIS AG SPNSRD ADR	66987V109	7	09/25/08	04/03/09	\$262.57	\$387.32	\$-124.75
NOVARTIS AG SPNSRD ADR	66987V109	10	09/24/08	04/03/09	\$375.10	\$545.20	\$-170.10
INTEL CORPORATION	458140100	20	05/15/08	04/03/09	\$312.80	\$498.30	\$-185.50
INTEL CORPORATION	458140100	10	05/16/08	04/03/09	\$156.40	\$248.90	\$-92.50
ALLIANCE DATA SYS CORP	018581108	10	07/23/08	04/03/09	\$373.90	\$630.87	\$-256.97
TAIWAN SEMICONDUCTOR ADR	874039100	20	03/03/09	04/03/09	\$202.82	\$157.31	\$45.51
EXELON CORP	30161N101	10	12/15/08	04/03/09	\$481.41	\$543.51	\$-62.10
EXELON CORP	30161N101	10	12/30/08	04/03/09	\$481.41	\$535.22	\$-53.81
PFIZER INC COM	717081103	50	12/30/08	04/03/09	\$672.50	\$878.58	\$-206.08
NOKIA CORP ADR-A SHS	654902204	20	07/28/08	04/03/09	\$259.80	\$563.99	\$-304.19
FEDEX CORPORATION	31428X106	10	10/31/08	04/03/09	\$494.90	\$654.49	\$-159.59
SCHWAB CHARLES CORP NEW	808513105	10	12/15/08	04/03/09	\$159.10	\$167.53	\$-8.43
SCHWAB CHARLES CORP NEW	808513105	10	11/20/08	04/03/09	\$159.10	\$152.21	\$6.89
MCKESSON CORPORATION	58155Q103	10	02/04/09	04/03/09	\$336.80	\$455.70	\$-118.90
ORACLE CORPORATION	68389X105	40	12/30/08	04/03/09	\$769.95	\$709.64	\$60.31
HOME DEPOT INC USD 0 05	437076102	10	12/15/08	04/03/09	\$249.00	\$235.40	\$13.60
TYCO INTERNATIONAL LTD	H89128104	20	08/11/08	04/03/09	\$416.99	\$906.17	\$-489.18
WAL MART STORES INC	931142103	30	12/30/08	04/03/09	\$1,595.09	\$1,635.99	\$-40.90
BEST BUY INC COM	086516101	20	03/17/09	04/03/09	\$798.20	\$631.40	\$166.80
BROADCOM CORP CL A	11320107	10	02/23/09	04/03/09	\$218.50	\$160.47	\$58.03
TIME WARNER INC	887317303	16.67	12/30/08	04/03/09	\$362.07	\$374.95	\$-12.88

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Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
TIME WARNER INC	887317303	3 33	12/15/08	04/03/09	\$72.33	\$74.45	\$-2.12
KEYCORP NEW COM	493267108	30	10/14/08	04/03/09	\$244.50	\$350.66	\$-106.16
ABBOTT LABORATORIES	002824100	10	12/30/08	04/03/09	\$443.90	\$527.90	\$-84.00
FIRST HORIZON NATL CORP	320517105	30	10/15/08	04/03/09	\$324.90	\$332.96	\$-8.06
APACHE CORPORATION COM	037411105	10	12/30/08	04/03/09	\$679.60	\$725.60	\$-46.00
PARKER HANNIFIN CORP	701094104	10	12/30/08	04/03/09	\$383.80	\$411.56	\$-27.76
COLGATE PALMOLIVE CO COM	194162103	7	08/08/08	04/03/09	\$422.38	\$546.27	\$-123.89
COLGATE PALMOLIVE CO COM	194162103	3	08/08/08	04/03/09	\$181.02	\$232.86	\$-51.84
J P MORGAN CHASE & CO	46625H100	10	12/15/08	04/03/09	\$276.60	\$292.00	\$-15.40
J P MORGAN CHASE & CO	46625H100	20	12/30/08	04/03/09	\$553.20	\$608.76	\$-55.56
AMERIPRISE FINL INC	03076C106	10	01/21/09	04/03/09	\$221.30	\$191.68	\$29.62
NORTHERN TRUST CORP	665859104	10	02/04/09	04/03/09	\$595.60	\$604.51	\$-8.91
VERTEX PHARMACEUTICALS INC	92532F100	10	12/30/08	04/03/09	\$273.40	\$295.02	\$-21.62
AETNA INC	00817Y108	3	07/23/08	04/03/09	\$71.58	\$122.08	\$-50.50
AETNA INC	00817Y108	7	07/24/08	04/03/09	\$167.02	\$280.40	\$-113.38
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	04/03/09	\$354.80	\$366.43	\$-11.63
PEPSICO INC	713448108	10	12/30/08	04/03/09	\$523.60	\$545.15	\$-21.55
HESS CORP	42809H107	10	03/17/09	04/03/09	\$592.50	\$614.75	\$-22.25
XTO ENERGY INC	98385X106	10	12/15/08	04/03/09	\$344.30	\$366.70	\$-22.40
XTO ENERGY INC	98385X106	10	12/30/08	04/03/09	\$344.30	\$344.08	\$0.22
MOSAIC CO	61945A107	10	06/10/08	04/14/09	\$442.14	\$1,409.66	\$-967.52
EXELON CORP	30161N101	10	12/30/08	04/14/09	\$466.74	\$535.21	\$-68.47
MOSAIC CO	61945A107	10	12/15/08	04/14/09	\$442.14	\$330.10	\$112.04
STRATEGIC GLOBAL STOCK -R	86271F818	304.58	12/29/08	04/15/09	\$2,920.88	\$2,786.89	\$133.99
STRATEGIC GLOBAL STOCK -R	86271F818	8.25	12/31/08	04/15/09	\$79.12	\$77.11	\$2.01
MELLON-NEWTON INTERNATIONAL EQUITY	26203E604	469.48	12/29/08	04/15/09	\$6,000.00	\$6,366.20	\$-366.20
TIME WARNER CABLE INC.	88732J207	0.59	12/30/08	04/22/09	\$16.32	\$17.45	\$-1.13

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Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
NATIONAL-OILWELL INC	637071101	30	12/30/08	04/23/09	\$878.78	\$716.86	\$161.92
NATIONAL-OILWELL INC	637071101	7	12/30/08	04/24/09	\$211.88	\$167.27	\$44.61
NATIONAL-OILWELL INC	637071101	10	12/30/08	04/24/09	\$302.68	\$238.84	\$63.84
NOVARTIS AG SPNSRD ADR	66987V109	10	09/24/08	04/24/09	\$368.58	\$545.19	\$-176.61
NOVARTIS AG SPNSRD ADR	66987V109	10	09/24/08	04/24/09	\$368.26	\$544.87	\$-176.61
NOVARTIS AG SPNSRD ADR	66987V109	10	10/07/08	04/24/09	\$368.26	\$540.17	\$-171.91
NATIONAL-OILWELL INC	637071101	10	12/29/08	04/24/09	\$302.68	\$238.85	\$63.83
NATIONAL-OILWELL INC	637071101	3	12/29/08	04/24/09	\$90.80	\$71.39	\$19.41
NOVARTIS AG SPNSRD ADR	66987V109	20	10/07/08	04/27/09	\$735.65	\$1,080.33	\$-344.68
NOVARTIS AG SPNSRD ADR	66987V109	7	12/30/08	04/27/09	\$257.48	\$348.84	\$-91.36
NOVARTIS AG SPNSRD ADR	66987V109	4	12/30/08	04/27/09	\$145.46	\$199.34	\$-53.88
NOVARTIS AG SPNSRD ADR	66987V109	10	12/15/08	04/27/09	\$363.66	\$462.31	\$-98.65
NOVARTIS AG SPNSRD ADR	66987V109	9	12/30/08	04/27/09	\$331.22	\$448.51	\$-117.29
ABBOTT LABORATORIES	002824100	10	12/15/08	05/01/09	\$414.31	\$508.20	\$-93.89
WAL MART STORES INC	931142103	10	12/15/08	05/07/09	\$499.40	\$544.46	\$-45.06
NORTHERN TRUST CORP	665859104	2	01/21/09	05/21/09	\$102.79	\$106.87	\$-4.08
NORTHERN TRUST CORP	665859104	10	01/21/09	05/21/09	\$508.13	\$534.38	\$-26.25
NORTHERN TRUST CORP	665859104	10	01/21/09	05/21/09	\$512.49	\$534.37	\$-21.88
KEYCORP NEW COM	493267108	30	10/14/08	05/21/09	\$161.27	\$350.65	\$-189.38
KEYCORP NEW COM	493267108	10	10/14/08	05/21/09	\$54.07	\$116.89	\$-62.82
KEYCORP NEW COM	493267108	40	10/15/08	05/22/09	\$209.72	\$466.71	\$-256.99
DARDEN RESTAURANTS INC COM	237194105	10	12/15/08	05/22/09	\$327.77	\$217.67	\$110.10
DARDEN RESTAURANTS INC COM	237194105	20	12/30/08	05/22/09	\$655.55	\$554.77	\$100.78
KEYCORP NEW COM	493267108	30	10/15/08	05/22/09	\$158.62	\$350.04	\$-191.42
FIRST HORIZON NATL CORP	320517105	0	12	10/15/08	\$1.36	\$1.35	\$0.01
NORTHERN TRUST CORP	665859104	8	01/21/09	05/22/09	\$415.70	\$427.50	\$-11.80
KEYCORP NEW COM	493267108	20	12/30/08	05/22/09	\$104.86	\$158.48	\$-53.62

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Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
KEYCORP NEW COM	493267108	20	12/30/08	05/26/09	\$103.59	\$158.47	\$-54.88
KEYCORP NEW COM	493267108	40	12/15/08	05/26/09	\$207.19	\$304.26	\$-97.07
TIME WARNER CABLE INC	88732J207	15.73	12/04/08	06/01/09	\$480.45	\$441.82	\$38.63
TIME WARNER CABLE INC	88732J207	1.67	12/15/08	06/01/09	\$51.01	\$49.07	\$1.94
TIME WARNER CABLE INC	88732J207	3.59	12/30/08	06/01/09	\$109.65	\$106.09	\$3.56
JUNIPER NETWORKS INC	48203R104	10	10/29/08	06/05/09	\$240.76	\$186.27	\$54.49
INTEL CORPORATION	458140100	31	03/10/09	06/05/09	\$490.84	\$425.88	\$64.96
JUNIPER NETWORKS INC	48203R104	10	12/30/08	06/05/09	\$240.76	\$174.27	\$66.49
JUNIPER NETWORKS INC	48203R104	20	10/28/08	06/05/09	\$481.51	\$356.13	\$125.38
INTEL CORPORATION	458140100	99	03/10/09	06/05/09	\$1,567.89	\$1,360.05	\$207.84
INTEL CORPORATION	458140100	10	12/30/08	06/05/09	\$158.37	\$146.24	\$12.13
INTEL CORPORATION	458140100	10	12/15/08	06/05/09	\$158.37	\$145.88	\$12.49
JUNIPER NETWORKS INC	48203R104	10	12/15/08	06/08/09	\$234.53	\$169.74	\$64.79
JUNIPER NETWORKS INC	48203R104	10	12/30/08	06/08/09	\$234.53	\$174.26	\$60.27
AETNA INC	00817Y108	1	07/24/08	06/15/09	\$22.64	\$40.06	\$-17.42
AETNA INC	00817Y108	10	12/30/08	06/15/09	\$226.41	\$286.79	\$-60.38
AETNA INC	00817Y108	29	07/24/08	06/15/09	\$656.15	\$1,161.64	\$-505.49
AETNA INC	00817Y108	10	12/15/08	06/15/09	\$226.41	\$225.86	\$0.55
ROSS STORES INC	778296103	10	12/30/08	06/26/09	\$384.97	\$291.12	\$93.85
WYETH (WYE)	983024100	18	01/21/09	07/07/09	\$812.66	\$698.00	\$114.66
WYETH (WYE)	983024100	24	01/21/09	07/07/09	\$1,083.11	\$930.66	\$152.45
WYETH (WYE)	983024100	9	01/21/09	07/07/09	\$405.88	\$349.00	\$56.88
WYETH (WYE)	983024100	9	01/21/09	07/08/09	\$407.04	\$348.99	\$58.05
NOKIA CORP ADR-A SHS	654902204	20	07/28/08	07/16/09	\$266.46	\$563.11	\$-296.65
NOKIA CORP ADR-A SHS	654902204	20	07/28/08	07/16/09	\$266.46	\$563.99	\$-297.53
NOKIA CORP ADR-A SHS	654902204	30	12/15/08	07/16/09	\$400.07	\$457.80	\$-57.73
NOKIA CORP ADR-A SHS	654902204	20	12/30/08	07/16/09	\$266.72	\$312.62	\$-45.90

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Short term gains and losses

This category includes all assets held 12 months or less

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
MCAFFEE INC	579064106	10	12/15/08	07/30/09	\$432.36	\$292.84	\$139.52
MCAFFEE INC	579064106	10	12/30/08	07/30/09	\$432.36	\$333.56	\$98.80
QUALCOMM INC	747525103	30	11/10/08	08/21/09	\$1,407.71	\$1,061.37	\$346.34
QUALCOMM INC	747525103	10	12/15/08	08/21/09	\$469.24	\$336.44	\$132.80
QUALCOMM INC	747525103	30	12/30/08	08/21/09	\$1,407.71	\$1,037.15	\$370.56
FIRST HORIZON NATL CORP	320517105	0.64	10/15/08	08/27/09	\$8.63	\$6.94	\$1.69
COLGATE PALMOLIVE CO COM	194162103	5	12/30/08	09/01/09	\$360.21	\$339.17	\$21.04
COLGATE PALMOLIVE CO COM	194162103	5	12/30/08	09/02/09	\$358.32	\$339.17	\$19.15
KBR INC	48242W106	10	12/15/08	09/04/09	\$216.81	\$154.22	\$62.59
KBR INC	48242W106	30	12/30/08	09/04/09	\$650.43	\$450.63	\$199.80
KBR INC	48242W106	3	12/12/08	09/04/09	\$65.04	\$44.65	\$20.39
TAIWAN SEMICONDUCTOR ADR	874039100	0.6	03/03/09	09/09/09	\$6.58	\$4.70	\$1.88
BEST BUY INC COM	086516101	60	03/17/09	09/11/09	\$2,370.76	\$1,894.19	\$476.57
LORILLARD INC	544147101	7	01/21/09	10/05/09	\$625.33	\$429.66	\$95.67
LORILLARD INC	544147101	21	01/21/09	10/05/09	\$1,574.60	\$1,288.99	\$285.61
LORILLARD INC	544147101	2	01/21/09	10/06/09	\$150.65	\$122.76	\$27.89
LORILLARD INC	544147101	10	01/21/09	10/06/09	\$753.78	\$613.80	\$139.98
ST JUDE MEDICAL INC	790849103	7	12/30/08	10/07/09	\$231.04	\$224.99	\$6.05
ST JUDE MEDICAL INC	790849103	3	12/30/08	10/07/09	\$99.10	\$96.43	\$2.67
SCHWAB CHARLES CORP NEW	808513105	40	11/20/08	10/23/09	\$712.78	\$608.85	\$103.93
CUMMINS/ENGINE INC	231021106	9	05/01/09	10/23/09	\$434.69	\$307.24	\$127.45
CUMMINS ENGINE INC	231021106	1	05/01/09	10/23/09	\$48.30	\$34.18	\$14.12
CUMMINS ENGINE INC	231021106	20	05/01/09	10/23/09	\$965.97	\$682.64	\$283.33
HEWLETT PACKARD COMPANY	428236103	10	09/04/09	10/23/09	\$484.79	\$447.53	\$37.26
HEWLETT PACKARD COMPANY	428236103	40	08/21/09	10/23/09	\$1,939.15	\$1,775.44	\$163.71
APACHE CORPORATION COM	037411105	10	12/30/08	10/23/09	\$986.37	\$725.60	\$260.77
PFIZER INC COM	717081103	30	12/15/08	10/23/09	\$514.19	\$509.36	\$4.83

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Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
PFIZER INC COM	717081103	10	07/07/09	10/23/09	\$171.40	\$146.74	\$24.66
PFIZER INC COM	717081103	7	07/07/09	10/23/09	\$119.98	\$102.82	\$17.16
PFIZER INC COM	717081103	38	07/07/09	10/23/09	\$651.31	\$558.69	\$92.62
PFIZER INC COM	717081103	2	07/08/09	10/23/09	\$34.28	\$29.52	\$4.76
PFIZER INC COM	717081103	7	07/08/09	10/23/09	\$119.98	\$103.20	\$16.78
PFIZER INC COM	717081103	28	07/08/09	10/23/09	\$479.91	\$412.47	\$67.44
PFIZER INC COM	717081103	68	07/07/09	10/23/09	\$1,165.50	\$995.73	\$169.77
STATE ST CORP COM	857477103	30	05/21/09	10/23/09	\$1,365.86	\$1,291.48	\$74.38
PEPSICO INC	713448108	10	12/15/08	10/23/09	\$607.39	\$512.90	\$94.49
MORGAN STANLEY DEAN WITTER & CO	617446448	20	05/21/09	10/23/09	\$694.98	\$562.52	\$132.46
MORGAN STANLEY DEAN WITTER & CO	617446448	10	05/21/09	10/23/09	\$347.49	\$281.51	\$65.98
MORGAN STANLEY DEAN WITTER & CO	617446448	10	05/07/09	10/23/09	\$347.49	\$269.37	\$78.12
FRANKLIN RES INC COM	354613101	10	01/21/09	10/23/09	\$1,123.67	\$511.20	\$612.47
THERMO ELECTRON CORP	883556102	10	12/30/08	10/23/09	\$475.89	\$334.60	\$141.29
LIMITED INC	532716107	10	10/06/09	10/23/09	\$191.70	\$180.81	\$10.89
LIMITED INC	532716107	70	10/06/09	10/23/09	\$1,341.87	\$1,264.04	\$77.83
E I DU PONT DE NEMOURS & CO COMM	263534109	20	04/14/09	10/23/09	\$660.18	\$536.16	\$124.02
AUTOLIV INC COM	052800109	20	06/10/09	10/23/09	\$740.98	\$628.25	\$112.73
DREYFUS PREM LT TRM HI YLD-R	261980759	10.11	04/30/09	10/23/09	\$64.40	\$57.20	\$7.20
DREYFUS PREM LT TRM HI YLD-R	261980759	21.81	05/29/09	10/23/09	\$138.93	\$125.60	\$13.33
DREYFUS PREM LT TRM HI YLD-R	261980759	21.74	06/30/09	10/23/09	\$138.48	\$126.74	\$11.74
DREYFUS PREM LT TRM HI YLD-R	261980759	23.15	07/31/09	10/23/09	\$147.46	\$141.21	\$6.25
DREYFUS PREM LT TRM HI YLD-R	261980759	24.39	08/31/09	10/23/09	\$155.36	\$148.06	\$7.30
DREYFUS PREM LT TRM HI YLD-R	261980759	23.13	09/30/09	10/23/09	\$147.34	\$145.05	\$2.29
DREYFUS PREM LT TRM HI YLD-R	261980759	817.59	04/15/09	10/23/09	\$5,208.02	\$4,488.56	\$719.46
BNY MELLON EMERGING MKTS FD CL M SHS	05569M855	483.09	12/15/08	10/23/09	\$4,835.74	\$5,000.00	\$-164.26
BNY MELLON EMERGING MKTS FD CL M SHS	05569M855	315.39	12/22/08	10/23/09	\$3,157.06	\$1,819.78	\$1,337.28

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Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
STRATEGIC GLOBAL STOCK -R	86271F818	132.58	12/29/08	10/23/09	\$1,630.73	\$1,213.11	\$417.62
STRATEGIC GLOBAL STOCK -R	86271F818	517.83	12/15/08	10/23/09	\$6,369.27	\$4,686.34	\$1,682.93
MELLON-NEWTON INTERNATIONAL EQUITY	26203E604	120.49	12/29/08	10/23/09	\$2,002.55	\$1,633.80	\$368.75
MELLON-NEWTON INTERNATIONAL EQUITY	26203E604	11.39	06/24/09	10/23/09	\$189.30	\$161.30	\$28.00
MELLON-NEWTON INTERNATIONAL EQUITY	26203E604	590.14	12/15/08	10/23/09	\$9,808.15	\$7,907.93	\$1,900.22
BNY MELLON SMALL CAP STK FD CL M SHS	05569M806	34.56	12/03/08	10/23/09	\$313.81	\$256.76	\$57.05
BNY MELLON SMALL CAP STK FD CL M SHS	05569M806	39.94	04/15/09	10/23/09	\$362.66	\$291.92	\$70.74
ISHARES GSCI COMMODITY-INDEXED	46428R107	85	04/15/09	10/23/09	\$2,794.73	\$2,176.00	\$618.73
EMC CORP(MASS) USD 0.01	268648102	110	07/29/09	10/23/09	\$1,917.25	\$1,687.77	\$229.48
BANK AMER CORP	060505104	150	05/07/09	10/23/09	\$2,410.44	\$2,031.84	\$378.60
TIME WARNER INC	887317303	3.33	12/15/08	10/23/09	\$102.23	\$74.48	\$27.75
TIME WARNER INC.	887317303	26.67	12/04/08	10/23/09	\$818.75	\$570.46	\$248.29
TAIWAN SEMICONDUCTOR ADR	874039100	39.6	03/03/09	10/23/09	\$396.39	\$309.92	\$86.47
TAIWAN SEMICONDUCTOR ADR	874039100	10.4	03/03/09	10/23/09	\$104.10	\$79.83	\$24.27
HESS CORP	42809H107	10	12/30/08	10/23/09	\$586.19	\$527.10	\$59.09
HESS CORP	42809H107	30	01/23/09	10/23/09	\$1,758.56	\$1,654.59	\$103.97
WHIRLPOOL CORPORATION COM	963320106	10	08/28/09	10/23/09	\$771.08	\$659.31	\$111.77
VISA INC	92826C839	10	01/27/09	10/23/09	\$736.68	\$438.78	\$297.90
TYCO INTERNATIONAL LTD	H89128104	10	12/30/08	10/23/09	\$349.49	\$210.88	\$138.61
TYCO INTERNATIONAL LTD	H89128104	10	03/16/09	10/23/09	\$349.49	\$194.69	\$154.80
MCKESSON CORPORATION	58155Q103	10	10/07/09	10/23/09	\$600.78	\$590.13	\$10.65
VERTEX PHARMACEUTICALS INC	92532F100	20	03/05/09	10/23/09	\$648.79	\$559.31	\$89.48
VERTEX PHARMACEUTICALS INC	92532F100	10	03/06/09	10/23/09	\$324.39	\$281.69	\$42.70
VERTEX PHARMACEUTICALS INC	92532F100	10	03/06/09	10/23/09	\$324.39	\$278.89	\$45.50
EXXON MOBIL CORP	30231G102	20	12/30/08	10/23/09	\$1,463.36	\$1,567.71	\$-104.35
GILEAD SCIENCES INC	375558103	20	01/21/09	10/23/09	\$875.58	\$974.88	\$-99.30
PROCTER & GAMBLE CO COM	742718109	10	12/15/08	10/23/09	\$573.19	\$589.88	\$-16.69

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Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
AMGEN INC	031162100	10	10/28/08	10/23/09	\$559.59	\$583.25	\$-23.66
AMGEN INC	031162100	20	10/29/08	10/23/09	\$1,119.17	\$1,202.80	\$-83.63
OCCIDENTAL PETROLEUM CORPORATION C	674599105	10	04/23/09	10/23/09	\$815.48	\$555.33	\$260.15
TEXTRON INCORPORATED COMMON	883203101	20	09/02/09	10/23/09	\$381.19	\$351.23	\$28.96
TEXTRON INCORPORATED COMMON	883203101	20	09/02/09	10/23/09	\$381.19	\$349.22	\$31.97
XTO ENERGY INC	98385X106	20	12/30/08	10/23/09	\$871.38	\$688.15	\$183.23
JUNIPER NETWORKS INC	48203R104	10	12/15/08	10/23/09	\$272.59	\$169.73	\$102.86
JUNIPER NETWORKS INC	48203R104	20	02/23/09	10/23/09	\$545.19	\$295.66	\$249.53
FEDEX CORPORATION	31428X106	10	10/31/08	10/23/09	\$767.28	\$654.48	\$112.80
TARGET CORP	87612E106	30	06/01/09	10/23/09	\$1,467.26	\$1,247.05	\$220.21
TARGET CORP	87612E106	20	06/10/09	10/23/09	\$978.18	\$811.69	\$166.49
AMERIPRISE FINL INC	03076C106	20	01/21/09	10/23/09	\$740.58	\$383.36	\$357.22
PARKER HANNIFIN CORP	701094104	10	12/24/08	10/23/09	\$566.09	\$393.70	\$172.39
PARKER HANNIFIN CORP	701094104	10	12/23/08	10/23/09	\$566.09	\$389.12	\$176.97
HOME DEPOT INC USD 0 05	437076102	30	08/28/09	10/23/09	\$785.08	\$831.65	\$-46.57
HOME DEPOT INC USD 0 05	437076102	20	09/11/09	10/23/09	\$523.39	\$547.65	\$-24.26
HOME DEPOT INC USD 0 05	437076102	30	09/11/09	10/23/09	\$785.08	\$823.36	\$-38.28
TIME WARNER CABLE INC	88732J207	1	12/04/08	10/23/09	\$41.12	\$28.08	\$13.04
J P MORGAN CHASE & CO	46625H100	30	02/06/09	10/23/09	\$1,349.07	\$820.16	\$528.91
BROADCOM CORP CL A	111320107	30	02/23/09	10/23/09	\$854.98	\$481.42	\$373.56
MERCK & CO INC	589331107	30	03/13/09	10/23/09	\$967.78	\$823.33	\$144.45
CIGNA CORP COM	125509109	30	06/19/09	10/23/09	\$852.88	\$748.68	\$104.20
SCHERING-PLOUGH CORP COM	806605101	20	12/15/08	11/03/09	\$210.00	\$144.60	\$65.40
SCHERING-PLOUGH CORP COM	806605101	40	12/30/08	11/03/09	\$420.00	\$285.38	\$134.62
TAIWAN SEMICONDUCTOR ADR	874039100	42	03/03/09	11/03/09	\$396.66	\$322.42	\$74.24
TAIWAN SEMICONDUCTOR ADR	874039100	4	03/03/09	11/03/09	\$37.86	\$30.71	\$7.15
BROADCOM CORP CL A	111320107	40	02/23/09	11/03/09	\$1,035.88	\$641.89	\$393.99

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Short term gains and losses

This category includes all assets held 12 months or less.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
TAIWAN SEMICONDUCTOR ADR	874039100	16	03/03/09	11/04/09	\$154.11	\$122.82	\$31.29
TAIWAN SEMICONDUCTOR ADR	874039100	8	03/03/09	11/04/09	\$77.04	\$61.41	\$15.63
GILEAD SCIENCES INC	375558103	22	01/21/09	12/01/09	\$1,019.47	\$1,072.36	\$-52.89
GILEAD SCIENCES INC	375558103	8	01/21/09	12/02/09	\$372.14	\$389.95	\$-17.81
MERCK & CO INC	58933Y105	0.44	03/13/09	12/08/09	\$15.99	\$11.99	\$4.00
BNY MELLON INTERMEDIATE BOND FD CL M	05569M814	39.85	11/30/09	12/09/09	\$515.26	\$516.42	\$-1.16
BNY MELLON INTERMEDIATE BOND FD CL M	05569M814	346.85	10/02/09	12/09/09	\$4,484.74	\$4,470.91	\$13.83
STATE ST CORP COM	857477103	20	05/21/09	12/11/09	\$802.09	\$860.98	\$-58.89
STATE ST CORP COM	857477103	10	05/21/09	12/11/09	\$395.12	\$430.49	\$-35.37
BNY MELLON EMERGING MKTS FD CL M SHS	05569M855	20.02	12/22/09	12/29/09	\$202.20	\$197.57	\$4.63
Total short term gain/loss:					\$178,469.27	\$178,351.53	\$117.74

Part II

Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
WELLS FARGO & CO NEW	949746101	10	04/10/00	01/21/09	\$141.09	\$193.74	\$-52.65
GAP INC	364760108	90	11/20/07	01/21/09	\$1,020.86	\$1,804.10	\$-783.24
JOHNSON & JOHNSON COM	478160104	30	11/09/07	01/21/09	\$1,675.33	\$1,951.63	\$-276.30
THERMO ELECTRON CORP	883556102	30	03/07/07	01/21/09	\$1,078.59	\$1,361.34	\$-282.75
CHUBB CORPORATION COM	171232101	20	11/21/07	01/21/09	\$844.17	\$1,041.35	\$-197.18
CHUBB CORPORATION COM	171232101	30	03/08/07	01/21/09	\$1,266.26	\$1,513.60	\$-247.34
BANK AMER CORP	060505104	50	05/02/06	01/26/09	\$332.70	\$2,476.73	\$-2,144.03
BANK AMER CORP	060505104	30	05/22/06	01/26/09	\$199.62	\$1,456.71	\$-1,257.09
BANK AMER CORP	060505104	60	01/31/03	01/26/09	\$399.24	\$2,002.03	\$-1,602.79
GAP INC	364760108	10	11/20/07	02/04/09	\$109.90	\$200.46	\$-90.56

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Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
GAP INC	364760108	47	11/20/07	02/04/09	\$521 07	\$942 13	\$-421 06
GAP INC	364760108	3	11/20/07	02/04/09	\$31 90	\$60.14	\$-28.24
GAP INC	364760108	10	11/21/07	02/04/09	\$106 33	\$199 96	\$-93.63
BANK AMER CORP	060505104	35	01/31/03	02/06/09	\$214 57	\$1,167 85	\$-953 28
GANNETT CO INC	364725AE1	25000	08/17/06	02/12/09	\$17,375 00	\$25,038.50	\$-7,663.50
THERMO ELECTRON CORP	883556102	20	03/07/07	03/05/09	\$682 94	\$907.56	\$-224.62
GOLDMAN SACHS GROUP INC	38141G104	10	08/18/03	03/10/09	\$837.47	\$881.08	\$-43.61
EMERSON ELECTRIC COMPANY	291011104	30	03/08/07	03/16/09	\$811.67	\$1,290.49	\$-478.82
EMERSON ELECTRIC COMPANY	291011104	10	03/08/07	03/17/09	\$264.64	\$430 16	\$-165.52
NEWS CORP	65248E203	30	10/29/03	04/03/09	\$261 90	\$535 50	\$-273.60
NEWS CORP	65248E203	30	06/23/04	04/03/09	\$261 90	\$534.10	\$-272.20
THERMO ELECTRON CORP	883556102	10	03/07/07	04/03/09	\$357 30	\$453.78	\$-96 48
COCA COLA ENTERPRISES INC COM	191219104	10	06/20/07	04/03/09	\$139 80	\$234.30	\$-94 50
COCA COLA ENTERPRISES INC COM	191219104	10	06/15/07	04/03/09	\$139.80	\$230.45	\$-90.65
TEXTRON INCORPORATED COMMON	883203101	10	03/17/06	04/03/09	\$72 72	\$465 58	\$-392.86
OMNICOM GROUP INC COM	681919106	10	03/08/07	04/03/09	\$266 50	\$524.72	\$-258 22
HOSPIRA INC	441060100	10	03/08/07	04/03/09	\$305.00	\$400 93	\$-95 93
MC DONALDS CORPORATION COMMON	580135101	10	04/02/08	04/03/09	\$558 70	\$570.75	\$-12.05
ACCENTURE LTD CLASS A	G1150G111	10	02/27/08	04/03/09	\$281 90	\$367 10	\$-85 20
PHILIP MORRIS INTERNATIONAL	718172109	10	03/08/07	04/03/09	\$360 40	\$450.52	\$-90 12
ST JUDE MEDICAL INC	790849103	10	11/06/07	04/03/09	\$346 15	\$402 09	\$-55.94
MICROSOFT CORP COM	594918104	30	07/18/03	04/03/09	\$563.10	\$810.22	\$-247 12
COMPANHIA VALE DO RIO DOCE	204412209	20	05/10/06	04/03/09	\$305.60	\$288 20	\$17 40
SCHERING-PLOUGH CORP COM	806605101	40	03/08/07	04/03/09	\$933 19	\$946.11	\$-12.92
MCAFEE INC	579064106	10	06/01/07	04/03/09	\$346 60	\$366 74	\$-20.14

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Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
HONEYWELL INTL INC	438516106	20	01/14/04	04/03/09	\$602.40	\$719.84	\$-117.44
HALLIBURTON COMPANY COM	406216101	20	03/08/07	04/03/09	\$337.60	\$637.82	\$-300.22
MEDTRONIC INC	585055106	10	05/03/04	04/03/09	\$296.60	\$512.45	\$-215.85
GENERAL ELECTRIC CO	369604103	50	02/20/04	04/03/09	\$544.50	\$1,640.18	\$-1,095.68
PRAXAIR INC	74005P104	10	02/08/05	04/03/09	\$690.50	\$447.44	\$243.06
CHUBB CORPORATION COM	171232101	10	03/08/07	04/03/09	\$422.10	\$504.54	\$-82.44
SEMPRA ENERGY	816851109	20	03/08/07	04/03/09	\$931.99	\$1,198.70	\$-266.71
AT&T INC	00206R102	30	03/08/07	04/03/09	\$804.00	\$1,098.34	\$-294.34
WELLS FARGO & CO NEW	949746101	20	04/10/00	04/03/09	\$311.00	\$387.48	\$-76.48
CONOCOPHILLIPS	20825C104	20	09/04/03	04/03/09	\$828.80	\$570.42	\$258.38
CVS CORP	126650100	20	10/30/07	04/03/09	\$567.80	\$828.92	\$-261.12
CVS CORP	126650100	20	04/25/07	04/03/09	\$567.80	\$731.56	\$-163.76
INTERNATIONAL BUSINESS MACHINES CORP	459200101	10	01/23/08	04/03/09	\$1,017.19	\$1,062.70	\$-45.51
KBR INC	48242W106	20	03/08/07	04/03/09	\$298.80	\$401.02	\$-102.22
BNY MELLON INTL FD CL M SHSS	05569M871	789.47	01/27/04	04/15/09	\$6,000.00	\$11,242.11	\$-5,242.11
ABBOTT LABORATORIES	002824100	40	01/19/06	05/01/09	\$1,657.24	\$1,667.60	\$-10.36
MC DONALDS CORPORATION COMMON	580135101	30	04/01/08	05/07/09	\$1,596.15	\$1,709.36	\$-113.21
WAL MART STORES INC	931142103	40	01/19/06	05/07/09	\$1,997.59	\$1,831.20	\$166.39
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	05/21/09	\$336.56	\$362.63	\$-26.07
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	05/21/09	\$336.56	\$364.91	\$-28.35
DARDEN RESTAURANTS INC COM	237194105	10	05/08/08	05/21/09	\$336.56	\$363.36	\$-26.80
WAL MART STORES INC	931142103	15	01/19/06	05/28/09	\$741.65	\$686.70	\$54.95
WAL MART STORES INC	931142103	5	11/20/07	05/28/09	\$247.22	\$226.15	\$21.07
WAL MART STORES INC	931142103	20	11/20/07	06/01/09	\$993.63	\$904.62	\$89.01
INTEL CORPORATION	458140100	40	05/16/08	06/05/09	\$633.49	\$995.59	\$-362.10

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Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
WAL MART STORES INC	931142103	25	11/20/07	06/10/09	\$1,252.25	\$1,130.77	\$121.48
ST JUDE MEDICAL INC	790849103	10	11/06/07	06/19/09	\$401.46	\$402.09	\$-0.63
ST JUDE MEDICAL INC	790849103	30	11/06/07	06/19/09	\$1,205.82	\$1,206.28	\$-0.46
ROSS STORES INC	778296103	14	04/16/08	06/25/09	\$545.35	\$460.81	\$84.54
ROSS STORES INC	778296103	10	04/17/08	06/25/09	\$389.52	\$330.08	\$59.44
ROSS STORES INC	778296103	8	04/16/08	06/26/09	\$308.71	\$263.32	\$45.39
ROSS STORES INC	778296103	18	04/16/08	06/26/09	\$692.94	\$592.48	\$100.46
INTERNATIONAL LEASE FIN CORP	459745FS9	25000	05/22/06	07/01/09	\$22,062.50	\$24,554.75	\$-2,492.25
MCAFEЕ INC	579064106	10	05/31/07	07/29/09	\$446.38	\$366.34	\$80.04
MCAFEЕ INC	579064106	20	05/31/07	07/30/09	\$864.72	\$732.67	\$132.05
QUALCOMM INC	747525103	10	12/18/03	08/21/09	\$469.24	\$254.97	\$214.27
INTERNATIONAL BUSINESS MACHINES CORP	459200101	20	01/23/08	08/21/09	\$2,394.12	\$2,125.40	\$268.72
COLGATE PALMOLIVE CO COM	194162103	9	08/08/08	08/28/09	\$654.66	\$698.58	\$-43.92
COLGATE PALMOLIVE CO COM	194162103	3	08/08/08	08/28/09	\$218.22	\$232.42	\$-14.20
COLGATE PALMOLIVE CO COM	194162103	4	08/08/08	08/31/09	\$290.47	\$309.90	\$-19.43
COLGATE PALMOLIVE CO COM	194162103	8	08/08/08	08/31/09	\$580.54	\$619.79	\$-39.25
COLGATE PALMOLIVE CO COM	194162103	5	08/07/08	09/01/09	\$358.82	\$379.72	\$-20.90
COLGATE PALMOLIVE CO COM	194162103	1	08/07/08	09/01/09	\$71.76	\$75.94	\$-4.18
KBR INC	48242W106	5	03/08/07	09/02/09	\$108.36	\$100.25	\$8.11
KBR INC	48242W106	2	03/08/07	09/02/09	\$43.37	\$40.10	\$3.27
KBR INC	48242W106	2	03/08/07	09/02/09	\$43.38	\$40.10	\$3.28
QUALCOMM INC	747525103	30	12/18/03	09/03/09	\$1,346.38	\$764.89	\$581.49
KBR INC	48242W106	28	03/08/07	09/03/09	\$604.68	\$561.42	\$43.26
KBR INC	48242W106	10	03/08/07	09/03/09	\$216.92	\$200.51	\$16.41
KBR INC	48242W106	1	03/08/07	09/03/09	\$21.75	\$20.05	\$1.70

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Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
KBR INC	48242W106	9	03/08/07	09/04/09	\$195.13	\$180.46	\$14.67
GENERAL ELEC CAP CORP MT/N	36962GZH0	50000	02/24/05	09/15/09	\$50,000.00	\$50,854.50	\$-854.50
CIT GROUP INC NEW	125581AM0	50000	06/13/05	09/30/09	\$38,575.00	\$49,252.00	\$-10,677.00
ST JUDE MEDICAL INC	790849103	10	11/06/07	10/07/09	\$330.06	\$401.97	\$-71.91
ST JUDE MEDICAL INC	790849103	10	11/06/07	10/07/09	\$330.06	\$402.09	\$-72.03
BNY MELLON EMERGING MKTS FD CL M SHS	05569M855	1152.03	01/27/04	10/23/09	\$11,531.83	\$21,243.43	\$-9,711.60
BNY MELLON EMERGING MKTS FD CL M SHS	05569M855	447.09	06/02/08	10/23/09	\$4,475.38	\$9,000.00	\$-4,524.62
BNY MELLON INTL FD CL M SHSS	05569M871	1318.27	01/27/04	10/23/09	\$14,000.00	\$18,772.12	\$-4,772.12
BNY MELLON SMALL CAP STK FD CL M SHS	05569M806	586.3	03/18/08	10/23/09	\$5,323.63	\$6,507.94	\$-1,184.31
BNY MELLON MID CAP STK FD CL M	05569M509	2040.82	01/27/04	10/23/09	\$19,000.00	\$26,081.64	\$-7,081.64
AT&T INC	00206R102	90	03/08/07	10/23/09	\$2,300.34	\$3,295.03	\$-994.69
ORACLE CORPORATION	68389X105	90	03/08/07	10/23/09	\$1,975.45	\$1,511.32	\$464.13
SCHERING-PLOUGH CORP COM	806605101	100	03/08/07	10/23/09	\$2,884.93	\$2,365.27	\$519.66
WELLS FARGO & CO NEW	949746101	50	04/10/00	10/23/09	\$1,453.96	\$968.69	\$485.27
APPLE COMPUTER INC COM	037833100	20	07/08/08	10/23/09	\$4,066.50	\$3,539.21	\$527.29
VALE SA-SP ADR	91912E105	60	05/10/06	10/23/09	\$1,612.76	\$864.61	\$748.15
TYCO INTERNATIONAL LTD	H89128104	20	02/05/08	10/23/09	\$698.98	\$807.73	\$-108.75
TYCO INTERNATIONAL LTD	H89128104	10	02/06/08	10/23/09	\$349.49	\$410.68	\$-61.19
TYCO INTERNATIONAL LTD	H89128104	10	08/11/08	10/23/09	\$349.49	\$453.08	\$-103.59
RAYTHEON CO	755111507	20	10/07/08	10/23/09	\$927.58	\$1,039.96	\$-112.38
EXXON MOBIL CORP	30231G102	40	04/26/00	10/23/09	\$2,926.73	\$1,597.45	\$1,329.28
ACCENTURE PLC IRELAND SHS CL A	G1151C101	30	02/27/08	10/23/09	\$1,130.67	\$1,101.28	\$29.39
PROCTER & GAMBLE CO COM	742718109	20	02/01/02	10/23/09	\$1,146.37	\$821.31	\$325.06
NEWS CORP	65248E203	150	06/23/04	10/23/09	\$2,152.44	\$2,670.49	\$-518.05
NEWS CORP	65248E203	10	01/19/06	10/23/09	\$143.50	\$171.50	\$-28.00

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Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
MICROSOFT CORP COM	594918104	70	07/18/03	10/23/09	\$1,957.85	\$1,890.52	\$67.33
TEXTRON INCORPORATED COMMON	883203101	10	03/17/06	10/23/09	\$190.60	\$465.57	\$-274.97
TEXTRON INCORPORATED COMMON	883203101	20	03/21/06	10/23/09	\$381.19	\$930.87	\$-549.68
TEXTRON INCORPORATED COMMON	883203101	20	03/21/06	10/23/09	\$381.19	\$930.36	\$-549.17
OMNICOM GROUP INC COM	681919106	30	03/08/07	10/23/09	\$1,073.07	\$1,574.15	\$-501.08
XTO ENERGY INC	98385X106	7.67	06/08/04	10/23/09	\$334.17	\$118.72	\$215.45
XTO ENERGY INC	98385X106	22.33	06/09/04	10/23/09	\$972.89	\$344.51	\$628.38
ALLIANCE DATA SYS CORP	018581108	2	05/28/08	10/23/09	\$120.44	\$119.55	\$0.89
ALLIANCE DATA SYS CORP	018581108	8	05/29/08	10/23/09	\$481.75	\$485.87	\$-4.12
ALLIANCE DATA SYS CORP	018581108	10	07/23/08	10/23/09	\$602.19	\$630.87	\$-28.68
CISCO SYS INC	17275R102	80	01/19/06	10/23/09	\$1,922.35	\$1,524.00	\$398.35
CISCO SYS INC	17275R102	50	07/18/08	10/23/09	\$1,201.47	\$1,082.37	\$119.10
FIRST HORIZON NATL CORP	320517105	10.79	10/14/08	10/23/09	\$136.49	\$112.46	\$24.03
FIRST HORIZON NATL CORP	320517105	54.37	10/15/08	10/23/09	\$687.76	\$584.73	\$103.03
FIRST HORIZON NATL CORP	320517105	14.84	10/14/08	10/23/09	\$187.72	\$154.11	\$33.61
SEMPRA ENERGY	816851109	40	03/08/07	10/23/09	\$2,098.75	\$2,397.41	\$-298.66
HOSPIRA INC	441060100	30	03/08/07	10/23/09	\$1,379.36	\$1,201.30	\$178.06
MEDTRONIC INC	585055106	30	05/03/04	10/23/09	\$1,090.17	\$1,537.37	\$-447.20
CONOCOPHILLIPS	20825C104	30	09/04/03	10/23/09	\$1,549.76	\$855.63	\$694.13
J.P. MORGAN CHASE & CO	46625H100	50	11/19/02	10/23/09	\$2,248.44	\$1,092.90	\$1,155.54
EXELON CORP	30161N101	30	10/10/01	10/23/09	\$1,490.96	\$665.40	\$825.56
CVS CORP	126650100	80	04/25/07	10/23/09	\$2,969.52	\$2,926.26	\$43.26
CVS CORP	126650100	10	04/24/07	10/23/09	\$371.19	\$363.85	\$7.34
HONEYWELL INTL INC	438516106	40	01/14/04	10/23/09	\$1,523.56	\$1,439.68	\$83.88
GENERAL ELECTRIC CO	369604103	20	02/20/04	10/23/09	\$301.79	\$656.07	\$-354.28

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Long term gains and losses

This category includes all assets held more than 12 months.

Description (Box 7)	Cusip (Box 1b)	Units (Box 5)	Acquisition Date	Sale date (Box 1a)	Gross proceeds less commissions (Box 2)	Tax cost	Net gain or loss
GENERAL ELECTRIC CO	369604103	120	01/31/03	10/23/09	\$1,810.76	\$2,773.63	\$-962.87
HALLIBURTON COMPANY COM	406216101	30	03/08/07	10/23/09	\$895.48	\$956.73	\$-61.25
PHILIP MORRIS INTERNATIONAL	718172109	50	03/08/07	10/23/09	\$2,446.94	\$2,252.59	\$194.35
APACHE CORPORATION COM	037411105	20	03/08/07	10/23/09	\$1,972.75	\$1,374.32	\$598.43
DANAHER CORP COMMON	235851102	10	03/11/05	10/23/09	\$701.58	\$544.95	\$156.63
DANAHER CORP COMMON	235851102	3	03/11/05	10/23/09	\$210.47	\$163.70	\$46.77
DANAHER CORP COMMON	235851102	7	03/14/05	10/23/09	\$491.11	\$363.30	\$107.81
CHUBB CORPORATION COM	171232101	30	03/08/07	10/23/09	\$1,508.36	\$1,513.60	\$-5.24
PEPSICO INC	713448108	30	04/10/00	10/23/09	\$1,822.16	\$802.14	\$1,020.02
INTERNATIONAL BUSINESS MACHINES CORP	459200101	10	01/23/08	10/23/09	\$1,199.87	\$1,062.70	\$137.17
PRAXAIR INC	74005P104	10	02/24/05	10/23/09	\$823.88	\$445.40	\$378.48
THERMO ELECTRON CORP	883556102	10	03/07/07	10/23/09	\$475.89	\$453.78	\$22.11
COCA COLA ENTERPRISES INC COM	191219104	60	06/15/07	10/23/09	\$1,192.77	\$1,382.69	\$-189.92
FIRST HORIZON NATL CORP	320517105	0.69	10/14/08	10/29/09	\$8.57	\$7.14	\$1.43
SCHERING-PLOUGH CORP COM	806605101	50	03/08/07	11/03/09	\$525.00	\$500.61	\$24.39
BNY MELLON EMERGING MKTS FD CL M SHS	05569M855	14831.47	12/22/08	12/29/09	\$149,797.80	\$85,577.57	\$64,220.23
AOL INC	00184X105	0.64	12/04/08	12/29/09	\$14.68	\$10.21	\$4.47
Total long term gain/loss:					\$451,536.94	\$448,663.27	\$2,873.67

PART II

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Form 990 PF PART XV

Charity	Relationship	Purpose	Amount
Allegheny College 520 North Main Street Meadvile, PA 16335	N/A	Education	5,000.00
Allegheny Valley School 1996 Ewing Mills Road Coroapolis, PA 15108	N/A	Human Services	1,000.00
Alzheimer's Disease Research Center UPMC Health System UPMC Montefiore, 4 West 2000 Lothrop Street Pittsburgh, PA 15231-2582	N/A	Medical Research	50,000.00
Animal Friends 3643 Penn Avenue Pittsburgh, PA 15222	N/A	Animal Aid & Research	5,000.00
Animal Rescue League 6620 Hamilton Avenue Pittsburgh, PA 15206	N/A	Animal Aid & Research	2,000.00
Bethlehem Haven 905 Watson Commons Pittsburgh, PA 15219	N/A	Human Services	5,000.00
Blind and Vision Rehabilitation 1800 West Street Homestead, PA 15120	N/A	Human Services	5,000.00
Boys and Girls Club of Western PA 5432 Butler Street Pittsburgh, PA 15201	N/A	Human Services	2,500.00
Bread of Life Food Pantry 94 Locust Street Pittsburgh, PA 15223	N/A	Human Services	2,000.00
Brother's Brother Foundation 1501 Reedsdale Street Pittsburgh, PA 15233	N/A	Disaster Relief	20,000.00

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Carnegie Mellon Tepper School of Business 5000 Forbes Avenue Pittsburgh, PA 15213	N/A	Entrepreneurial Education	2,500.00
Carnegie Museums of Pittsburgh, Museum of Art 4400 Forbes Avenue Pittsburgh, PA 15213	N/A	Arts & Culture	2,500.00
Carnegie Museums, Carnegie Science Center 4400 Forbes Avenue Pittsburgh, PA 15213	N/A	Arts & Culture	2,500.00
Carnegie Museums, Museum of Natural History 4400 Forbes Avenue Pittsburgh, PA 15213	N/A	Arts & Culture	3,000.00
Center for Victims of Violence and Crime 900 Fifth Avenue Pittsburgh, PA 15219	N/A	Human Services	1,300.00
The Children's Home of Pittsburgh 5618 Kentucky Avenue Pittsburgh, PA 15232	N/A	Human Services	1,000.00
The Children's Institute 1405 Shady Avenue Pittsburgh, PA 15217	N/A	Human Services	10,000.00
Children's Hospital of Pittsburgh Foundation 3705 5 th Avenue Pittsburgh, PA 15213	N/A	Hospital	15,000.00
CCAC Educational Foundation Byers Hall 808 Ridge Avenue Pittsburgh, PA 15212	N/A	Education	1,000.00
Coro Center for Civic Leadership 33 Terminal Way Suite 429-A Pittsburgh, PA 15219	N/A	Entrepreneurial Education	500.00
Cure Alzheimer's Foundation 34 Washington Street, Suite 300 Wellesley Hills, MA 02481	N/A	Medical Research	5,000.00

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Duquesne University Chrysler Corp. SBDC Rockwell Hall, Room 208 Pittsburgh, PA 15282	N/A	Entrepreneurial Education	2,500.00
Epilepsy Foundation Western/Central PA 1501 Reedsdale Street, Suite 3002 Pittsburgh, PA 15233	N/A	Medical Research	200.00
Extra Mile Education Foundation 111 Boulevard of the Allies Pittsburgh, PA 15222	N/A	Education	500.00
Family Hospice and Palliative Care 230 Mt Lebanon Blvd. Pittsburgh, PA 15234	N/A	Health Care	2,000.00
Friends of Hospital Albert Schweitzer Haiti 6740 Reynolds Street 2nd Floor Pittsburgh, PA 15206	N/A	Hospital	2,500.00
Foundation for Free Enterprise Education 3076 West 12th Street Erie, PA 16505	N/A	Entrepreneurial Education	5,250.00
Genetics and Aging Unit MGH Department of Neurology 114 16th Street C3009 Charlestown, MA 02129-4404	N/A	Medical Research	87,500.00
Girl Scouts of S.W. Pennsylvania 606 liberty Avenue Pittsburgh, PA 15222	N/A	Human Services	5,000.00
Goodwill Industries of Pittsburgh 2600 East Carson Street Pittsburgh, PA 15203	N/A	Human Services	5,000.00
Greater Pittsburgh Community Food Bank 1 North Linden Street Pittsburgh, PA 15110	N/A	Human Services	5,000.00
Greater Pittsburgh Council, Boy Scouts of America 1275 Bedford Avenue Pittsburgh, PA 15219	N/A	Human Services	5,000.00

Habitat for Humanity 7100 St. Charles Ave. New Orleans, LA 70118	N/A	Human Services	5,000.00
Jewish Family and Children's Service of Pittsburgh 5743 Bartlett Street Pittsburgh, PA 15217	N/A	Human Services	1,500.00
Junior Achievement of Southwestern PA 120 Marshall Drive Warrendale, PA 15086	N/A	Education	5,000.00
Life's Work 1323 Forbes Avenue Pittsburgh, PA 15219	N/A	Human Services	3,000.00
The Leukemia & Lymphoma Society Western PA Chapter River Walk Corporate Centre, Suite 441 333 East Carson Street Pittsburgh, PA 15219		Medical Research	500.00
Ligonier Volunteer Hose Company 115 North Fairfield Street Ligonier, PA 15658	N/A	Public Safety	1,000.00
Loyalhanna Watershed Association PO Box 717 Ligonier, PA 15658	N/A	Conservation	960.00
Mission House 800 Shetter Avenue Jacksonville Beach, FL 32250	N/A	Human Services	4,000.00
NAMI Pennsylvania 2149 North Second Street Harrisburg, PA 17110-1005	N/A	Human Services	2,500.00
NFTE(Entrepreneuring Youth) 307 Fourth Avenue - Suite 500 Pittsburgh, PA 15222	N/A	Entrepreneurial Education	30,000.00

Parkinson Chapter of Greater Pittsburgh 6507 Wilkins Avenue Pittsburgh, PA 15217	N/A	Medical Research	5,000.00
Pittsburgh Public Theater 821 Penn Avenue Pittsburgh, PA 15222	N/A	Arts & Culture	2,500.00
Pittsburgh Opera 2425 Liberty Avenue Pittsburgh, PA 15222	N/A	Arts & Culture	20,000.00
Pittsburgh Symphony Orchestra 600 Penn Avenue Pittsburgh, PA 15222	N/A	Arts & Culture	2,500.00
Pittsburgh Zoo 1 Wild Place Pittsburgh, PA 15206	N/A	Arts & Culture	500.00
Presbyterian Senior Care 1215 Hulton Road Oakmont, PA 15139	N/A	Health Care	5,000.00
Reading is Fundamental 10 Children's Way, Suite 300 Pittsburgh, PA 15212	N/A	Human Services	2,500.00
Robert Morris University-Massey Center for Business Innovation & Development 6001 University Blvd. Moon Twp., PA 15108	N/A	Entrepreneurial Education	10,000.00
SeaMark Ranch 1 San Jose Place, Suite 31 Jacksonville, Florida 32257	N/A	Human Services	5,000.00
Shady Side Academy 423 Fox Chapel Road Pittsburgh, PA 15238	N/A	Education	1,000.00
Special Olympics of Pennsylvania 105 Pleasant Drive, Suite 104 Aliquippa, PA 15001	N/A	Human Services	1,000.00

Squirell Hill Food Pantry 5842 Forward Avenue Pittsburgh, PA 15217	N/A	Human Services	2,000.00
The Salvation Army 424 Third Avenue Pittsburgh, PA 15219	N/A	Human Services	25,000.00
Three Rivers Adoption Council 307 Fourth Ave., Suite 710 Pittsburgh, PA 15222	N/A	Human Services	1,000.00
SBDC/SBRN at UNF 12000 Alumni Drive Jacksonville, FL 32224	N/A	Entrepreneurial Education	5,000.00
University of Pittsburgh PantherLabworks 230 South Bouquet Street Wesley W. Posvar Hall, Room 1R14 Pittsburgh, PA 15260	N/A	Entrepreneurial	70,000.00
University of Pittsburgh Institute for Entrepreneurial Excellence First Floor, Wesley W. Posvar Hall Pittsburgh, PA 15260	N/A	Entrepreneurial	5,000.00
UPMC Cancer Centers, Cancer Institute 5150 Centre Avenue Pittsburgh, PA 15232	N/A	Medical Research	10,000.00
UPMC Cancer Centers, Dept. of Urology 3708 Fifth Avenue Suite 400 Pittsburgh, PA 15213-2582	N/A	Medical Research	6,000.00
Vanderbilt University School of Engineering Nashville, TN 37235	N/A	Education	2,500.00

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Western Pennsylvania Humane Society
1101 Western Avenue
Pittsburgh, PA 15233-2084

N/A

Animal Aid & Research 2,000.00

Wilksburg Baseball Association
P.O. Box 560
Pittsburgh, PA 15230

N/A

Youth Program 1,000.00

Women's Center & Shelter of Pittsburgh
PO Box 9024
Pittsburgh, PA 15224

N/A

Human Services 5,000.00

Working Order
1650 Main Street
Sharpsburg, PA 15215

N/A

Human Services 25,000.00

WQED Pittsburgh
4802 Fifth Avenue
Pittsburgh PA 15213

N/A

Arts and Culture 2,500.00

TOTAL

\$532,710

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