EXTENSION GRANTED UNTIL 8-15-10

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

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

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

OMB No 1545-0052
2009

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

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

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

Name of foundation: FRANK W. LAWSON CHARITABLE TRUST

Number and street (or P O box number if mail is not delivered to street address): P O BOX 630858 — Room/suite:

City or town, state, and ZIP code: CINCINNATI, OH 45263-0858

A Employer identification number: 26-1094646

B Telephone number (see page 10 of the instructions): (513) 579-5324

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 3,520,531.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc , received (attach schedule)	2,800.			
2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments	406.	406.		STMT 1
4	Dividends and interest from securities	91,914.	88,790.		STMT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-144,648.			
b	Gross sales price for all assets on line 6a 628,501.				
7	Capital gain net income (from Part IV, line 2)				
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	8,002.			STMT 3
12	**Total.** Add lines 1 through 11	-41,526.	89,196.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc				
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 4	550.	275.	NONE	275.
c	Other professional fees (attach schedule) STMT 5	508.	254.		254.
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions) STMT 6	293.	293.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 7	41,113.	40,913.		200.
24	**Total operating and administrative expenses.** Add lines 13 through 23	42,464.	41,735.	NONE	729.
25	Contributions, gifts, grants paid	196,266.			196,266.
26	**Total expenses and disbursements** Add lines 24 and 25	238,730.	41,735.	NONE	196,995.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-280,256.			
b	**Net investment income** (if negative, enter -0-)		47,461.		
c	**Adjusted net income** (if negative, enter -0-)				

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For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. JSA Form **990-PF** (2009)

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	40,028.	13,418.	13,418.
3	Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 8	2,101,653.	1,919,320.	1,741,993.
c	Investments - corporate bonds (attach schedule) STMT 9	1,998,772.	1,922,678.	1,765,120.
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule)			
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	4,140,453.	3,855,416.	3,520,531.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27	Capital stock, trust principal, or current funds	4,140,453.	3,855,416.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	4,140,453.	3,855,416.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	4,140,453.	3,855,416.	

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	4,140,453.
2	Enter amount from Part I, line 27a	2	-280,256.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	3,860,197.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	4,781.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,855,416.

Part IV · Capital Gains and Losses for Tax on Investment Income

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

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

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

	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-144,648.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	236,624.	3,243,100.	0.07296228917
2007	87,139.	4,423,725.	0.01969810510
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	0.09266039427
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	0.04633019714
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,080,275.
5	Multiply line 4 by line 3	5	142,710.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	475.
7	Add lines 5 and 6	7	143,185.
8	Enter qualifying distributions from Part XII, line 4	8	196,995.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	475.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	475.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	475.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 600.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	600.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	125.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 125. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 11			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* STMT 12	10	X	

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

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

Website address ▶ n/a

14 The books are in care of ▶ FIFTH THIRD BANK, TRUSTEE Telephone no ▶ (513)579-5324

Located at ▶ 38 FOUNTAIN SQUARE PLAZA, CINCINNATI, OH ZIP + 4 ▶ 45263

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

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		-0-	-0-	-0-

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,070,095.
b	Average of monthly cash balances	1b	57,088.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	3,127,183.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,127,183.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	46,908.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,080,275.
6	**Minimum investment return.** Enter 5% of line 5	6	154,014.

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

1	Minimum investment return from Part X, line 6			1	154,014.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	475.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	475.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	153,539.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	153,539.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	153,539.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	196,995.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	196,995.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	475.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	196,520.

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

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

			(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7					153,539.
2	Undistributed income, if any, as of the end of 2009:					
a	Enter amount for 2008 only				NONE	
b	Total for prior years 20 07 ,20 ,20			NONE		
3	Excess distributions carryover, if any, to 2009:					
a	From 2004	NONE				
b	From 2005	NONE				
c	From 2006	NONE				
d	From 2007	NONE				
e	From 2008	75,265.				
f	**Total** of lines 3a through e		75,265.			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 196,995.					
a	Applied to 2008, but not more than line 2a				NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d	Applied to 2009 distributable amount					153,539.
e	Remaining amount distributed out of corpus		43,456.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		NONE			NONE
6	**Enter the net total of each column as indicated below:**					
a	Corpus Add lines 3f, 4c, and 4e. Subtract line 5		118,721.			
b	Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d	Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				NONE	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		118,721.			
10	Analysis of line 9:					
a	Excess from 2005	NONE				
b	Excess from 2006	NONE				
c	Excess from 2007	NONE				
d	Excess from 2008	75,265.				
e	Excess from 2009	43,456.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 14				
Total . . . . ▶ 3a				196,266.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments				NONE	406.
4 Dividends and interest from securities				NONE	91,914.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory				NONE	-144,648.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b EXCISE TAX REFUND					8,002.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				NONE	-44,326.

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -44,326.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
4	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
4	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
4	IN THE GOVERNING AGREEMENT.
8	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
8	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
8	IN THE GOVERNING AGREEMENT.
3	INVESTMENT INCOME EARNED BY THIS TRUST IS USED TO MAKE
3	CHARITABLE CONTRIBUTIONS TO ORGANIZATIONS AS SPECIFIED
3	IN THE GOVERNING AGREEMENT.

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

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

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

d If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Signature of officer or trustee: TRUST TAX OFFICER | Date: 08/05/2010 | Title: Trustee

Paid Preparer's Use Only

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

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM GAIN FROM FORM 6781					2,956.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					5.	
		TOTAL LONG-TERM GAIN FROM FORM 6781					4,435.	
		236. AFLAC INC PROPERTY TYPE: SECURITIES					05/13/2008	02/20/2009
3,769.00		15,734.00					-11,965.00	
		72. ABBOTT LABS PROPERTY TYPE: SECURITIES					10/23/2008	03/17/2009
3,456.00		4,050.00					-594.00	
		450. ALCOA INC PROPERTY TYPE: SECURITIES					05/13/2008	10/08/2009
6,484.00		18,765.00					-12,281.00	
		54. AMAZON COM INC COM PROPERTY TYPE: SECURITIES					05/13/2008	12/22/2009
7,337.00		4,010.00					3,327.00	
		232. AMGEN INC PROPERTY TYPE: SECURITIES					06/19/2009	11/03/2009
12,179.00		12,328.00					-149.00	
		100. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					12/30/2008	11/03/2009
5,769.00		7,754.00					-1,985.00	
		40. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES					02/27/2009	11/03/2009
2,308.00		2,913.00					-605.00	
		44. AUTOZONE INC COM PROPERTY TYPE: SECURITIES					05/13/2008	03/24/2009
6,954.00		5,536.00					1,418.00	
		18. BAIDU, INC SPONSORED ADR REPSTG ORD PROPERTY TYPE: SECURITIES					06/02/2008	06/19/2009
5,346.00		6,156.00					-810.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.293 BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					05/13/2008	01/15/2009
4.00		17.00					-13.00	
		241. BAXTER INTL INC PROPERTY TYPE: SECURITIES					05/13/2008	04/08/2009
11,736.00		14,848.00					-3,112.00	
		204. C.H. ROBINSON WORLDWIDE, INC. PROPERTY TYPE: SECURITIES					08/24/2009	12/22/2009
11,950.00		11,823.00					127.00	
		348. C S X CORP PROPERTY TYPE: SECURITIES					05/13/2008	02/27/2009
8,779.00		22,408.00					-13,629.00	
		160. CAMPBELL SOUP CO PROPERTY TYPE: SECURITIES					09/30/2008	01/05/2009
4,682.00		6,173.00					-1,491.00	
		263. CAMPBELL SOUP CO PROPERTY TYPE: SECURITIES					09/30/2008	01/13/2009
7,718.00		10,147.00					-2,429.00	
		110. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					02/27/2009	08/24/2009
7,764.00		6,848.00					916.00	
		35. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					05/13/2008	01/05/2009
2,393.00		2,490.00					-97.00	
		86. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES					05/13/2008	02/20/2009
5,155.00		6,117.00					-962.00	
		74. CIA SIDERURGICA NACL-SP ADR PROPERTY TYPE: SECURITIES					02/20/2009	06/19/2009
1,659.00		1,032.00					627.00	
		26. ECOLAB INC COM PROPERTY TYPE: SECURITIES					09/30/2008	01/05/2009
904.00		1,245.00					-341.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		298. ECOLAB INC COM PROPERTY TYPE: SECURITIES					09/30/2008	01/13/2009
10,060.00		14,272.00					-4,212.00	
		70. EXPRESS SCRIPTS INC-CL A PROPERTY TYPE: SECURITIES					05/13/2008	05/14/2009
4,201.00		4,999.00					-798.00	
		62. FEDEX CORPORATION PROPERTY TYPE: SECURITIES					05/13/2008	05/01/2009
3,423.00		5,644.00					-2,221.00	
		52. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					08/06/2008	11/03/2009
6,399.00		13,996.00					-7,597.00	
		24. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					02/20/2009	11/03/2009
2,953.00		3,096.00					-143.00	
		2558.84 FIFTH THIRD STRATEGIC INCOME FD PROPERTY TYPE: SECURITIES					02/15/2007	09/22/2009
23,976.00		29,887.00					-5,911.00	
		74. FREEPORT COPPER & GOLD INC CLASS B PROPERTY TYPE: SECURITIES					05/13/2008	12/01/2009
6,262.00		8,366.00					-2,104.00	
		416. GAP INC PROPERTY TYPE: SECURITIES					05/14/2009	12/22/2009
8,769.00		6,547.00					2,222.00	
		143. GENENTECH INC PROPERTY TYPE: SECURITIES					11/21/2008	02/27/2009
12,249.00		9,947.00					2,302.00	
		72. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					08/06/2008	01/05/2009
4,289.00		4,757.00					-468.00	
		70. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					08/06/2008	01/13/2009
4,145.00		4,625.00					-480.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		89. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					08/06/2008	02/20/2009
4,897.00		5,880.00					-983.00	
		44. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					08/19/2008	02/20/2009
2,421.00		2,902.00					-481.00	
		142. GENERAL MILLS INC PROPERTY TYPE: SECURITIES					05/13/2008	03/11/2009
7,035.00		8,690.00					-1,655.00	
		110. GENZYME CORP COM-GEN DIV PROPERTY TYPE: SECURITIES					08/19/2008	01/13/2009
7,010.00		9,081.00					-2,071.00	
		114. GENZYME CORP COM-GEN DIV PROPERTY TYPE: SECURITIES					08/19/2008	03/17/2009
6,453.00		9,411.00					-2,958.00	
		114. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					05/13/2008	05/14/2009
5,054.00		6,140.00					-1,086.00	
		216. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES					05/13/2008	08/24/2009
9,915.00		11,634.00					-1,719.00	
		120. GOLDCORP INC NEW SEDOL 2676302 PROPERTY TYPE: SECURITIES					08/24/2009	12/22/2009
4,576.00		4,381.00					195.00	
		140. HEINZ H J CO PROPERTY TYPE: SECURITIES					08/19/2008	01/13/2009
5,065.00		7,304.00					-2,239.00	
		204. HEINZ H J CO PROPERTY TYPE: SECURITIES					08/19/2008	02/20/2009
6,596.00		10,643.00					-4,047.00	
		114. HESS CORP PROPERTY TYPE: SECURITIES					03/17/2009	06/19/2009
6,077.00		6,835.00					-758.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. INTUITIVE SURGICAL INC PROPERTY TYPE: SECURITIES					08/06/2008	01/13/2009
5,131.00		15,345.00					-10,214.00	
		94. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					05/13/2008	01/08/2009
5,544.00		6,275.00					-731.00	
		550. JUNIPER NETWORKS INC PROPERTY TYPE: SECURITIES					06/19/2009	12/22/2009
14,620.00		12,434.00					2,186.00	
		110. KOHLS CORP PROPERTY TYPE: SECURITIES					01/13/2009	12/22/2009
6,105.00		4,079.00					2,026.00	
		338. KROGER CO PROPERTY TYPE: SECURITIES					11/21/2008	02/20/2009
7,419.00		8,402.00					-983.00	
		312. LEUCADIA NATL CORP COM PROPERTY TYPE: SECURITIES					05/13/2008	02/27/2009
4,628.00		16,573.00					-11,945.00	
		156. LOCKHEED MARTIN CORP PROPERTY TYPE: SECURITIES					08/19/2008	03/17/2009
10,047.00		18,098.00					-8,051.00	
		28. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES					05/13/2008	05/14/2009
4,754.00		8,089.00					-3,335.00	
		64. MASTERCARD INC CL A PROPERTY TYPE: SECURITIES					05/13/2008	06/19/2009
10,392.00		18,490.00					-8,098.00	
		82. MCDONALDS CORP PROPERTY TYPE: SECURITIES					02/15/2007	01/05/2009
5,019.00		3,693.00					1,326.00	
		198. MCDONALDS CORP PROPERTY TYPE: SECURITIES					02/15/2007	08/24/2009
11,098.00		8,918.00					2,180.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		.986 MERCK & CO INC NEW PROPERTY TYPE: SECURITIES					07/29/2009	11/30/2009
36.00		26.00					10.00	
		90. MONSANTO CO NEW PROPERTY TYPE: SECURITIES					02/20/2009	07/29/2009
7,371.00		6,994.00					377.00	
		122. NEWMONT MINING CORPORATION PROPERTY TYPE: SECURITIES					11/03/2009	12/22/2009
5,700.00		5,494.00					206.00	
		254. NIKE INC CL B PROPERTY TYPE: SECURITIES					05/13/2008	02/20/2009
10,779.00		16,507.00					-5,728.00	
		340. NIPPON TELEG & TEL CORP SPONSORED A PROPERTY TYPE: SECURITIES					12/30/2008	04/08/2009
6,456.00		9,258.00					-2,802.00	
		172. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES					11/21/2008	07/29/2009
7,196.00		7,554.00					-358.00	
		70. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES					03/17/2009	11/03/2009
3,526.00		4,021.00					-495.00	
		142. NORTHERN TR CORP COM PROPERTY TYPE: SECURITIES					02/20/2009	11/03/2009
7,153.00		7,769.00					-616.00	
		35.75 PIMCO HIGH YIELD FUND D PROPERTY TYPE: SECURITIES					01/30/2009	03/05/2009
220.00		245.00					-25.00	
		40.764 PIMCO HIGH YIELD FUND D PROPERTY TYPE: SECURITIES					12/31/2008	03/05/2009
251.00		273.00					-22.00	
		40.618 PIMCO HIGH YIELD FUND D PROPERTY TYPE: SECURITIES					02/27/2009	03/05/2009
250.00		262.00					-12.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		40.708 PIMCO HIGH YIELD FUND D PROPERTY TYPE: SECURITIES					07/31/2009	08/07/2009
331.00		326.00					5.00	
		32.306 PIMCO HIGH YIELD FUND D PROPERTY TYPE: SECURITIES					06/30/2009	08/07/2009
263.00		243.00					20.00	
		35.528 PIMCO HIGH YIELD FUND D PROPERTY TYPE: SECURITIES					05/29/2009	08/07/2009
289.00		263.00					26.00	
		31.959 PIMCO HIGH YIELD FUND D PROPERTY TYPE: SECURITIES					04/30/2009	08/07/2009
260.00		225.00					35.00	
		32.907 PIMCO HIGH YIELD FUND D PROPERTY TYPE: SECURITIES					03/31/2009	08/07/2009
268.00		216.00					52.00	
		34.643 PIMCO HIGH YIELD FUND D PROPERTY TYPE: SECURITIES					08/31/2009	09/08/2009
282.00		282.00						
		116. PNC BANK CORP PROPERTY TYPE: SECURITIES					11/24/2008	03/25/2009
3,719.00		5,712.00					-1,993.00	
		88. PNC BANK CORP PROPERTY TYPE: SECURITIES					02/18/2009	03/25/2009
2,821.00		2,226.00					595.00	
		78. PEPSICO INC PROPERTY TYPE: SECURITIES					05/13/2008	01/05/2009
4,256.00		5,249.00					-993.00	
		127. PEPSICO INC PROPERTY TYPE: SECURITIES					02/15/2007	01/05/2009
6,929.00		8,113.00					-1,184.00	
		272. PFIZER INC PROPERTY TYPE: SECURITIES					02/15/2007	06/02/2009
4,066.00		7,198.00					-3,132.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		68. POTASH CORP SASK INC COM PROPERTY TYPE: SECURITIES					05/13/2008	07/29/2009
6,224.00		13,464.00					-7,240.00	
		20. POTASH CORP SASK INC COM PROPERTY TYPE: SECURITIES					03/17/2009	07/29/2009
1,831.00		1,516.00					315.00	
		. POWERSHARES DB COMMODITY IND [LP] PROPERTY TYPE: SECURITIES						12/31/2009
617.00							617.00	
		. POWERSHARES DB COMMODITY IND [LP] PROPERTY TYPE: SECURITIES						12/31/2009
-2,805.00							-2,805.00	
		20. PUBLIC STORAGE INC COM PROPERTY TYPE: SECURITIES					09/30/2008	01/05/2009
1,463.00		1,868.00					-405.00	
		158. PUBLIC STORAGE INC COM PROPERTY TYPE: SECURITIES					09/30/2008	02/20/2009
8,193.00		14,757.00					-6,564.00	
		120. QUALCOMM INC PROPERTY TYPE: SECURITIES					08/19/2008	08/24/2009
5,692.00		6,616.00					-924.00	
		226. QUALCOMM INC PROPERTY TYPE: SECURITIES					08/06/2008	08/24/2009
10,720.00		12,452.00					-1,732.00	
		117.22 T ROWE PRICE RL EST FUND(122) PROPERTY TYPE: SECURITIES					06/29/2009	08/07/2009
1,423.00		1,125.00					298.00	
		265.763 T ROWE PRICE RL EST FUND(122) PROPERTY TYPE: SECURITIES					03/30/2009	08/07/2009
3,226.00		1,913.00					1,313.00	
		222. SPDR GOLD TRUST PROPERTY TYPE: SECURITIES					06/25/2008	06/23/2009
20,018.00		19,365.00					653.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		208. ST JUDE MED INC PROPERTY TYPE: SECURITIES					02/27/2009	10/07/2009
6,960.00		6,978.00					-18.00	
		171.013 SCHERING PLOUGH CORP PROPERTY TYPE: SECURITIES					07/29/2009	11/03/2009
4,242.00		4,525.00					-283.00	
		216. SOUTHERN CO PROPERTY TYPE: SECURITIES					12/30/2008	03/17/2009
6,089.00		7,840.00					-1,751.00	
		558. SYMANTEC CORP PROPERTY TYPE: SECURITIES					01/13/2009	06/19/2009
8,862.00		7,613.00					1,249.00	
		684. TD AMERITRADE HLDG CORP PROPERTY TYPE: SECURITIES					04/08/2009	12/22/2009
13,080.00		9,578.00					3,502.00	
		250. TAIWAN SEMICONDUCTOR ADR PROPERTY TYPE: SECURITIES					03/17/2009	06/19/2009
2,330.00		2,183.00					147.00	
		.669 TAIWAN SEMICONDUCTOR ADR PROPERTY TYPE: SECURITIES					03/17/2009	08/24/2009
7.00		6.00					1.00	
		24. UNION PAC CORP PROPERTY TYPE: SECURITIES					09/30/2008	01/05/2009
1,115.00		1,689.00					-574.00	
		206. UNION PAC CORP PROPERTY TYPE: SECURITIES					09/30/2008	11/03/2009
11,972.00		14,494.00					-2,522.00	
		50000. US TREASURY N/B 1/18/2005 3.625 1 PROPERTY TYPE: SECURITIES					02/15/2007	03/26/2009
51,219.00		49,662.00					1,557.00	
		88. WAL MART STORES INC PROPERTY TYPE: SECURITIES					08/06/2008	01/05/2009
4,808.00		5,301.00					-493.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		40. WAL MART STORES INC PROPERTY TYPE: SECURITIES					08/06/2008	05/14/2009
1,974.00		2,410.00					-436.00	
		121. WAL MART STORES INC PROPERTY TYPE: SECURITIES					08/06/2008	07/29/2009
5,945.00		7,289.00					-1,344.00	
		70. WAL MART STORES INC PROPERTY TYPE: SECURITIES					08/19/2008	07/29/2009
3,439.00		4,109.00					-670.00	
		122. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES					11/21/2008	02/20/2009
3,448.00		3,496.00					-48.00	
		252. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES					11/21/2008	06/19/2009
7,134.00		7,222.00					-88.00	
		152. ACE LIMITED PROPERTY TYPE: SECURITIES					01/13/2009	06/19/2009
6,529.00		7,395.00					-866.00	
TOTAL GAIN(LOSS)							-144,648.	

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Form **6781**

Department of the Treasury
Internal Revenue Service

Gains and Losses From Section 1256 Contracts and Straddles

▶ Attach to your tax return.

OMB No 1545-0644

2009

Attachment Sequence No **82**

Name(s) shown on tax return: FRANK W. LAWSON CHARITABLE TRUST

Identifying number: 26-1094646

Check all applicable boxes (see instructions).
A ☐ Mixed straddle election
B ☐ Straddle-by-straddle identification election
C ☐ Mixed straddle account election
D ☐ Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

	(a) Identification of account	(b) (Loss)	(c) Gain
1	SEE STATEMENT 15		7,391.

2	Add the amounts on line 1 in columns (b) and (c)	2 ( )	7,391.
3	Net gain or (loss) Combine line 2, columns (b) and (c)	3	7,391.
4	Form 1099-B adjustments. See instructions and attach schedule	4	
5	Combine lines 3 and 4	5	7,391.
	Note: *If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions*		
6	If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back Enter the loss as a positive number	6	
7	Combine lines 5 and 6	7	7,391.
8	**Short-term capital gain or (loss).** Multiply line 7 by 40% (40) Enter here and include on the appropriate line of Schedule D (see instructions)	8	2,956.
9	**Long-term capital gain or (loss)** Multiply line 7 by 60% (60) Enter here and include on the appropriate line of Schedule D (see instructions)	9	4,435.

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.

Section A - Losses From Straddles

	(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus— expense of sale	(f) Loss If column (e) is more than (d), enter difference Otherwise, enter -0-	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference Otherwise, enter -0-
10								

11a	Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11a	( )
b	Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)	11b	( )

Section B - Gains From Straddles

	(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference Otherwise, enter -0-
12						

13a	Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13a	
b	Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)	13b	

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

	(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference Otherwise, enter -0-
14					

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET INTEREST	406.	406.
TOTAL	406.	406.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN DIVIDENDS	2,699.	2,699.
NONDIVIDEND DISTRIBUTIONS	3,124.	
DOMESTIC DIVIDENDS	26,507.	26,507.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	4,644.	4,644.
NONQUALIFIED FOREIGN DIVIDENDS	17.	17.
NONQUALIFIED DOMESTIC DIVIDENDS	54,923.	54,923.
TOTAL	91,914.	88,790.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		8,002.
	TOTALS	8,002.

FRANK W. LAWSON CHARITABLE TRUST 26-1094646

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	550.	275.		275.
TOTALS	550.	275.	NONE	275.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES-NOT SUBJE	508.	254.	254.
TOTALS	508.	254.	254.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	84.	84.
FOREIGN TAXES ON QUALIFIED FOR	185.	185.
FOREIGN TAXES ON NONQUALIFIED	24.	24.
TOTALS	293.	293.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
OTHER ALLOCABLE EXPENSE-INCOME	11.	11.	
BANK SERVICE FEES	15,637.	15,637.	
BANK SERVICE FEES	25,265.	25,265.	
OTHER MISC. EXPENSES	200.		200.
TOTALS	41,113.	40,913.	200.

FRANK W. LAWSON CHARITABLE TRUST 26-1094646

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	1,919,320.	1,741,993.
TOTALS	1,919,320.	1,741,993.

FRANK W. LAWSON CHARITABLE TRUST

26-1094646

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SEE SCHEDULE ATTACHED	1,922,678.	1,765,120.
TOTALS	1,922,678.	1,765,120.

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

DESCRIPTION		AMOUNT
ADJUSTMENT FOR POWERSHARES SCHEDULE K-1		4,781.
	TOTAL	4,781.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
OH

FORM 990-PF, PART VII-A - NEW SUBSTANTIAL CONTRIBUTORS

NAME AND ADDRESS

KATHERINE LAWSON ESTATE
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263

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

OFFICER NAME:
FIFTH THIRD BANK
ADDRESS:
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:
AMERICAN BIBLE SOCIETY
ADDRESS:
ATTN: LEA VELIS
NEW YORK, NY 10023
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 65,422.

RECIPIENT NAME:
THE GIDEON'S INTERNATIONAL
ADDRESS:
50 CENTURY BLVD
NASHVILLE, TN 37214
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 65,422.

RECIPIENT NAME:
WORLD RADIO MISSIONARY
FELLOWSHIP
ADDRESS:
ATTN: ED GIESBRECHT
COLORADO SPRINGS, CO 80907
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PROGRAM SUPPORT
FOUNDATION STATUS OF RECIPIENT:
CHARITY
AMOUNT OF GRANT PAID .... 65,422.

TOTAL GRANTS PAID: 196,266.

FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR BASIS	LOSS	GAIN
POWERSHARES DB COMMODITY INDEX TRAC		OPEN	7,391.			7,391.
TOTAL GAINS AND LOSSES						7,391.

Form **8868**
(Rev April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

▶ **File a separate application for each return.**

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

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

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

Type or print	Name of Exempt Organization	**Employer identification number**
	FRANK W. LAWSON CHARITABLE TRUST	26-1094646
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P O box, see instructions.	
	P O BOX 630858	
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	CINCINNATI, OH 45263-0858	

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

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

- The books are in the care of ▶ FIFTH THIRD BANK, TRUSTEE

Telephone No. ▶ (513) 579-5324 FAX No. ▶

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/16, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2009 or
▶ [ ] tax year beginning ______, ______, and ending ______, ______.

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	**3a**	$ 475.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	**3b**	$ 600.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	**3c**	$

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009)

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PORTFOLIO POSITIONS

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Cash & Equivalents									
(18,312.1000)		CASH	$1.000	$(18,312.10)	(0.5)%	$(18,312.10)			
9,340.0000		FIFTH THIRD BANKSAFE TRUST (INCOME INVESTMENT) CUSIP - 316775907	$1.000	$9,340.00	0.3%	$9,340.00		$9.34	0.1%
22,390.0000		FIFTH THIRD BANKSAFE TRUST CUSIP - 316775907	$1.000	$22,390.00	0.6%	$22,390.00		$22.40	0.1%
		Cash & Equivalents - Total		**$13,417.90**	**0.4%**	**$13,417.90**		**$31.74**	**0.2%**
Fixed Income									
51,873.5350	DODIX	DODGE & COX INCOME FD COM CUSIP - 256210105	$12.960	$672,281.01	19.1%	$657,756.42	$14,524.59	$35,118.38	5.2%
2,164.7180	MXIIX	FIFTH THIRD STRATEGIC INCOME FD INSTL SHS CUSIP - 351889969	$9.610	$20,802.94	0.6%	$25,110.02	$(4,307.08)	$1,374.60	6.6%
1,638.0000	TIP	ISHARES BARCLAYS TIPS BOND FUND CUSIP - 464287176	$103.900	$170,188.20	4.8%	$174,011.62	$(3,823.42)	$6,620.80	3.9%
5,366.0000	PFF	ISHARES S&P PFD STK INDX FN CUSIP - 464288687	$36.700	$196,932.20	5.6%	$218,932.80	$(22,000.60)	$15,497.01	7.9%
4,775.9710	PHYDX	PIMCO HIGH YIELD FUND D CUSIP - 693391716	$8.800	$42,028.54	1.2%	$43,509.10	$(1,480.56)	$3,195.12	7.6%
800,000.0000		UBS STRUCTURED NOTE MAT 12/21/12 CUSIP - 90261JBK8	$79.970	$639,760.00	18.2%	$800,000.00	$(160,240.00)		
		Fixed Income - Total		**$1,741,992.89**	**49.5%**	**$1,919,319.96**	**$(177,327.07)**	**$61,805.91**	**3.5%**

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities									
184.0000	IR	INGERSOLL RAND PLC CUSIP - G47791101	$35.740	$6,576.16	0.2%	$8,079.44	$(1,503.28)	$51.52	0.8%
894.0000	MRVL	MARVELL TECHNOLOGY GROUP CUSIP - G5876H105	$20.750	$18,550.50	0.5%	$17,960.46	$590.04		
62.0000	ACL	ALCON INC CUSIP - H01301102	$164.350	$10,189.70	0.3%	$8,722.25	$1,467.45	$225.99	2.2%
220.0000	RIG	TRANSOCEAN LTD CUSIP - H8817H100	$82.800	$18,216.00	0.5%	$24,127.22	$(5,911.22)		
386.0000	T	AT&T INC CUSIP - 00206R102	$28.030	$10,819.58	0.3%	$15,227.70	$(4,408.12)	$648.48	6.0%
310.0000	ALL	ALLSTATE CORP CUSIP - 020002101	$30.040	$9,312.40	0.3%	$10,079.70	$(767.30)	$248.00	2.7%
726.0000	MO	ALTRIA GROUP INC CUSIP - 02209S103	$19.630	$14,251.38	0.4%	$13,663.28	$588.10	$987.36	6.9%
146.0000	AMZN	AMAZON COMM INC CUSIP - 023135106	$134.520	$19,639.92	0.6%	$10,840.50	$8,799.42		
484.0000	ABC	AMERISOURCEBERGEN CORP CUSIP - 03073E105	$26.070	$12,617.88	0.4%	$10,016.38	$2,601.50	$154.88	1.2%
202.0000	APC	ANADARKO PETE CORP CUSIP - 032511107	$62.420	$12,608.84	0.4%	$7,227.70	$5,381.14	$72.72	0.6%
252.0000	APA	APACHE CORP CUSIP - 037411105	$103.170	$25,998.84	0.7%	$34,297.20	$(8,298.36)	$151.20	0.6%
43.0000	AAPL	APPLE INC CUSIP - 037833100	$210.732	$9,061.48	0.3%	$8,148.93	$912.55		
154.0000	AZO	AUTOZONE INC COM CUSIP - 053332102	$158.070	$24,342.78	0.7%	$21,932.97	$2,409.81		
28.0000	BIDU	BAIDU, INC	$411.230	$11,514.44	0.3%	$8,881.56	$2,632.88		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		SPONSORED ADR REPSTG ORD SHS CUSIP - 056752108							
940.0000	BAC	BANK AMER CORP CUSIP - 060505104	$15.060	$14,156.40	0.4%	$29,190.60	$(15,034.20)	$37.60	0.3%
498.0000	BK	BANK OF NEW YORK MELLON CORP CUSIP - 064058100	$27.970	$13,929.06	0.4%	$17,347.04	$(3,417.98)	$179.28	1.3%
158.0000	BAX	BAXTER INTL INC CUSIP - 071813109	$58.680	$9,271.44	0.3%	$7,606.89	$1,664.55	$183.28	2.0%
216.0000	BBY	BEST BUY INC CUSIP - 086516101	$39.460	$8,523.36	0.2%	$9,406.80	$(883.44)	$120.96	1.4%
168.0000	BHP	BHP BILLITON LTD SPONSORED ADR CUSIP - 088606108	$76.580	$12,865.44	0.4%	$6,837.48	$6,027.96	$275.52	2.1%
490.0000	BRCM	BROADCOM CORP CUSIP - 111320107	$31.470	$15,420.30	0.4%	$12,468.88	$2,951.42		
162.0000	BNI	BURLINGTON NORTHN SANTA FE CUSIP - 12189T104	$98.620	$15,976.44	0.5%	$17,047.26	$(1,070.82)	$259.20	1.6%
318.0000	CVX	CHEVRON CORPORATION CUSIP - 166764100	$76.990	$24,482.82	0.7%	$30,731.52	$(6,248.70)	$864.96	3.5%
328.0000	CTSH	COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A CUSIP - 192446102	$45.330	$14,868.24	0.4%	$9,800.61	$5,067.63		
114.0000	CL	COLGATE PALMOLIVE CO COM CUSIP - 194162103	$82.150	$9,365.10	0.3%	$8,108.82	$1,256.28	$200.64	2.1%
342.0000	SID	CIA SIDERURGICA NACL-SP ADR CUSIP - 20440W105	$31.930	$10,920.06	0.3%	$4,768.54	$6,151.52	$375.17	3.4%
328.0000	COP	CONOCOPHILLIPS	$51.070	$16,750.96	0.5%	$24,987.84	$(8,236.88)	$656.00	3.9%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		CUSIP - 20825C104							
156.0000	CVD	COVANCE INC CUSIP - 222816100	$54.570	$8,512.92	0.2%	$6,507.51	$2,005.41		
582.0000	DELL	DELL INC CUSIP - 24702R101	$14.360	$8,357.52	0.2%	$11,488.68	$(3,131.16)		
344.0000	DTV	DIRECTV COM CL A CUSIP - 25490A101	$33.350	$11,472.40	0.3%	$7,482.00	$3,990.40		
284.0000	DOV	DOVER CORP COM CUSIP - 260003108	$41.610	$11,817.24	0.3%	$14,995.20	$(3,177.96)	$295.36	2.5%
246.0000	EMR	EMERSON ELEC CO CUSIP - 291011104	$42.600	$10,479.60	0.3%	$11,282.30	$(802.70)	$329.64	3.1%
192.0000	ESRX	EXPRESS SCRIPTS INC COM CUSIP - 302182100	$86.420	$16,592.64	0.5%	$13,712.64	$2,880.00		
126.0000	FPL	FPL GROUP INC CUSIP - 302571104	$52.820	$6,655.32	0.2%	$8,155.98	$(1,500.66)	$238.14	3.6%
190.0000	FO	FORTUNE BRANDS INC CUSIP - 349631101	$43.200	$8,208.00	0.2%	$13,256.30	$(5,048.30)	$144.40	1.8%
184.0000	FCX	FREEPORT-MCMORAN COPPER & GOLD CL B CUSIP - 35671D857	$80.290	$14,773.36	0.4%	$13,570.38	$1,202.98	$110.40	0.7%
1,017.0000	GE	GENERAL ELECTRIC CO CUSIP - 369604103	$15.130	$15,387.21	0.4%	$15,144.68	$242.53	$406.80	2.6%
178.0000	GG	GOLDCORP INC NEW SEDOL 2676302 ISIN CA3809564097 CUSIP - 380956409	$39.340	$7,002.52	0.2%	$6,498.34	$504.18	$32.04	0.5%
29.0000	GOOG	GOOGLE INC-CL A CUSIP - 38259P508	$619.980	$17,979.42	0.5%	$17,422.33	$557.09		

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
258.0000	HON	HONEYWELL INTL INC CUSIP - 438516106	$39.200	$10,113.60	0.3%	$12,233.07	$(2,119.47)	$312.18	3.1%
272.0000	HUM	HUMANA INC COM CUSIP - 444859102	$43.890	$11,938.08	0.3%	$11,868.96	$69.12		
266.0000	INFY	INFOSYS TECHNOLOGIES LTD SPONSORED ADR REPSTG 1/4 CUSIP - 456788108	$55.270	$14,701.82	0.4%	$6,515.06	$8,186 76	$121.56	0.8%
822.0000	INTC	INTEL CORP CUSIP - 458140100	$20.400	$16,768.80	0.5%	$19,580.04	$(2,811.24)	$460.32	2.7%
110.0000	IBM	INTERNATIONAL BUSINESS MACHS CUSIP - 459200101	$130.900	$14,399.00	0.4%	$9,754.14	$4,644.86	$242.00	1.7%
2,532.0000	EEM	ISHARES TR MSCI EMERGING MKTS INDEX FD CUSIP - 464287234	$41.500	$105,078.00	3.0%	$111,344.45	$(6,266.45)	$60.77	0.1%
2,997.0000	IWR	ISHARES RUSSELL MIDCAP INDEX FD CUSIP - 464287499	$82.510	$247,282.47	7.0%	$315,729.84	$(68,447.37)	$4,885.11	2.0%
1,757.0000	IJR	ISHARES TR S&P SMALLCAP 600 INDEX FD CUSIP - 464287804	$54.720	$96,143.04	2.7%	$119,012.56	$(22,869.52)	$1,191.25	1.2%
344.0000	JPM	JP MORGAN CHASE & CO CUSIP - 46625H100	$41.670	$14,334.48	0.4%	$15,999.44	$(1,664.96)	$68.80	0.5%
174.0000	KSS	KOHLS CORP COM CUSIP - 500255104	$53.930	$9,383.82	0.3%	$6,332.20	$3,051.62		
128.0000	LH	LABORATORY CORP AMER HLDGS CUSIP - 50540R409	$74.840	$9,579.52	0.3%	$9,917.44	$(337.92)		
540.0000	MRO	MARATHON OIL CORP CUSIP - 565849106	$31.220	$16,858.80	0.5%	$28,652.40	$(11,793.60)	$518.40	3.1%

PORTFOLIO POSITIONS (continued)

Equities (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
192.0000	MCK	MCKESSON CORPORATION COM STK CUSIP - 58155Q103	$62.500	$12,000.00	0.3%	$11,489.28	$510.72	$92.16	0.8%
232.0000	MHS	MEDCO HEALTH SOLUTIONS INC CUSIP - 58405U102	$63.910	$14,827.12	0.4%	$12,960.61	$1,866.51		
232.0000	MRK	MERCK & CO INC NEW CUSIP - 58933Y105	$36.540	$8,477.28	0.2%	$6,138.72	$2,338.56	$352.64	4.2%
398.0000	MSFT	MICROSOFT CORP CUSIP - 594918104	$30.480	$12,131.04	0.3%	$8,262.48	$3,868.56	$206.96	1.7%
506.0000	NTAP	NETAPP INC COM CUSIP - 64110D104	$34.360	$17,386.16	0.5%	$16,854.86	$531.30		
138.0000	NEM	NEWMONT MNG CORP CUSIP - 651639106	$47.310	$6,528.78	0.2%	$6,214.14	$314.64	$55.20	0.8%
151.0000	NKE	NIKE INC CL B CUSIP - 654106103	$66.070	$9,976.57	0.3%	$7,688.92	$2,287.65	$163.08	1.6%
186.0000	OXY	OCCIDENTAL PETE CORP CUSIP - 674599105	$81.350	$15,131.10	0.4%	$11,322.96	$3,808.14	$245.52	1.6%
668.0000	ORCL	ORACLE CORPORATION CUSIP - 68389X105	$24.530	$16,386.04	0.5%	$14,382.04	$2,004.00	$133.60	0.8%
156.0000	PM	PHILIP MORRIS INTL INC CUSIP - 718172109	$48.190	$7,517.64	0.2%	$8,171.28	$(653.64)	$361.92	4.8%
2,954.0000	DBC	POWERSHARES DB COMMODITY IND CUSIP - 73935S105	$24.620	$72,727.48	2.1%	$129,225.39	$(56,497.91)	$2,245.04	3.1%
184.0000	PX	PRAXAIR INC CUSIP - 74005P104	$80.310	$14,777.04	0.4%	$17,430.32	$(2,653.28)	$294.40	2.0%
152.0000	PCP	PRECISION CASTPARTS CORP CUSIP - 740189105	$110.350	$16,773.20	0.5%	$12,359.65	$4,413.55	$18.24	0.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
292.0000	PG	PROCTER & GAMBLE CO CUSIP - 742718109	$60.630	$17,703.96	0.5%	$19,009.20	$(1,305.24)	$513.92	2.9%
436.0000	PEG	PUBLIC SVC ENTERPRISE GROUP CUSIP - 744573106	$33.250	$14,497.00	0.4%	$18,237.88	$(3,740.88)	$579.88	4.0%
298.0000	DGX	QUEST DIAGNOSTICS INC CUSIP - 74834L100	$60.380	$17,993.24	0.5%	$15,658.10	$2,335.14	$119.20	0.7%
152.7450	TRREX	T ROWE PRICE RL EST FUND(122) (INCOME INVESTMENT) CUSIP - 779919109	$13.830	$2,112.46	0.1%	$2,012.98	$99.48	$84.01	4.0%
9,111.8540	TRREX	T ROWE PRICE RL EST FUND(122) CUSIP - 779919109	$13.830	$126,016.94	3.6%	$174,036.41	$(48,019.47)	$5,011.52	4.0%
1,270.0000	GLD	SPDR GOLD TRUST CUSIP - 78463V107	$107.310	$136,283.70	3.9%	$110,782.10	$25,501.60		
516.0000	PCU	SOUTHERN COPPER CORP CUSIP - 84265V105	$32.910	$16,981.56	0.5%	$6,803.20	$10,178.36	$371.52	2.2%
338.0000	SWN	SOUTHWESTERN ENERGY CO COM CUSIP - 845467109	$48.200	$16,291.60	0.5%	$9,923.14	$6,368.46	$81.12	0.5%
340.0000	STI	SUNTRUST BKS INC COM CUSIP - 867914103	$20.290	$6,898.60	0.2%	$14,039.58	$(7,140.98)	$13.60	0.2%
246.0000	TJX	TJX COS INC NEW COM CUSIP - 872540109	$36.550	$8,991.30	0.3%	$6,788.86	$2,202.44	$118.08	1.3%
536.0000	TSM	TAIWAN SEMICONDUCTOR ADR CUSIP - 874039100	$11.440	$6,131.84	0.2%	$4,656.00	$1,475.84	$195.10	3.2%
708.0000	TLM	TALISMAN ENERGY INC SEDOL 2068299	$18.640	$13,197.12	0.4%	$11,870.40	$1,326.72	$148.68	1.1%

PORTFOLIO POSITIONS (continued)

Quantity	Symbol	Description	Current Price	Market Value	% of Acct	Cost Basis	Unrealized Gain/(Loss)	Est. Annual Income	Est. Yield
Equities								(continued)	
		ISIN CA87425E1034 CUSIP - 87425E103							
328.0000	TCK	TECK RESOURCES LTD CUSIP - 878742204	$34.970	$11,470.16	0.3%	$9,319.82	$2,150.34	$323.74	2.8%
360.0000	USB	US BANCORP DEL CUSIP - 902973304	$22.510	$8,103.60	0.2%	$12,322.80	$(4,219.20)	$72.00	0.9%
186.0000	UTX	UNITED TECHNOLOGIES CORP CUSIP - 913017109	$69.410	$12,910.26	0.4%	$13,039.70	$(129.44)	$286.44	2.2%
202.0000	WMT	WAL-MART STORES INC CUSIP - 931142103	$53.450	$10,796.90	0.3%	$10,061.42	$735.48	$220.18	2.0%
294.0000	WAG	WALGREEN CO CUSIP - 931422109	$36.720	$10,795.68	0.3%	$11,404.11	$(608.43)	$161.70	1.5%
266.0000	WPI	WATSON PHARMACEUTICAL INC COM CUSIP - 942683103	$39.610	$10,536.26	0.3%	$7,687.40	$2,848.86		
424.0000	WDC	WESTERN DIGITAL CORP COM CUSIP - 958102105	$44.150	$18,719.60	0.5%	$18,560.73	$158.87		
		Equities - Total		**$1,765,120.33**	**50.1%**	**$1,922,677.99**	**$(157,557.66)**	**$27,579.38**	**1.6%**
Total Portfolio Positions				**$3,520,531.12**	**100.0%**	**$3,855,415.85**	**$(334,884.73)**	**$89,417.03**	**2.5%**