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 , **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
THE CHARLES E. AND
MARY ELIZABETH SCRIPPS FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
334 BEECHWOOD RD, SUITE 400

City or town, state, and ZIP code
FT. MITCHELL, KY 41017

A Employer identification number 26-1541507

B Telephone number 859-655-4514

C If exemption application is pending, check here ▶☐

D 1. Foreign organizations, check here ▶☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 8,975,617.

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

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

	Line		(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			N/A	
	2	Check ▶ [X] if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	255,149.	255,149.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	<418,200.>			STATEMENT 1
	b	Gross sales price for all assets on line 6a 1,921,977.				
	7	Capital gain net income (from Part IV, line 2)		0.		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss)				
	11	Other income				
	12	**Total.** Add lines 1 through 11	<163,051.>	255,149.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees STMT 3	270.	0.		0.
	b	Accounting fees				
	c	Other professional fees STMT 4	63,827.	27,811.		0.
	17	Interest				
	18	Taxes STMT 5	119,339.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	18,366.	18,215.		126.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	201,802.	46,026.		126.
	25	Contributions, gifts, grants paid	411,000.			411,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	612,802.	46,026.		411,126.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	<775,853.>			
	b	**Net investment income** (if negative, enter -0-)		209,123.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	878,797.	264,318.	264,318.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations STMT 7	100,377.	0.	0.
	b Investments - corporate stock STMT 8	8,403,797.	7,550,092.	6,502,845.
	c Investments - corporate bonds STMT 9	1,158,533.	1,794,504.	1,846,274.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	230,728.	387,464.	362,180.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	10,772,232.	9,996,378.	8,975,617.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	10,772,232.	9,996,378.	
	30 **Total net assets or fund balances**	10,772,232.	9,996,378.	
	31 **Total liabilities and net assets/fund balances**	10,772,232.	9,996,378.	

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	10,772,232.
2 Enter amount from Part I, line 27a	2	<775,853.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	9,996,379.
5 Decreases not included in line 2 (itemize) ▶ ROUNDING ADJUSTMENT	5	1.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,996,378.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	1,921,977.		2,275,606.	<353,629.>

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				<353,629.>

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 — <353,629.>

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	24,556.	9,336,903.	.002630
2007	0.	452,440.	.000000
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	.002630
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	.001315
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,038,547.
5	Multiply line 4 by line 3	5	10,571.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,091.
7	Add lines 5 and 6	7	12,662.
8	Enter qualifying distributions from Part XII, line 4	8	411,126.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	2,091.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,091.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	2,091.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 58,560.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	58,560.
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	56,469.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 0. **Refunded** ▶		11	56,469.

Part VII-A | Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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? N/A	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 instructions) ▶ NV			
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)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	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 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 ▶ TRACY TUNNEY WARD Telephone no. ▶859-581-5758

Located at ▶334 BEECHWOOD ROAD, SUITE 400, FT. MITCHELL, KY ZIP+4 ▶41017

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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

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

			Line	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)?	N/A	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 instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | **6b** | | X (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? N/A | **7b** |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		0.	0.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
N/A	0.00	0.	0.	0.

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
N/A		0.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

923561 02-02-10

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	8,160,961.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	8,160,961.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	8,160,961.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	122,414.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4		5	8,038,547.
6	**Minimum investment return**. Enter 5% of line 5		6	401,927.

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	401,927.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 2,091.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	2,091.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	399,836.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	399,836.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	399,836.

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	411,126.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions**. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	411,126.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	2,091.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	409,035.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				399,836.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			406,388.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 411,126.				
a Applied to 2008, but not more than line 2a			406,388.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				4,738.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				395,098.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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					
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 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).)

MRS. MARY ELIZABETH BYRNE

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 ▶ [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 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 12				
Total			▶ 3a	411,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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
	(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					
4 Dividends and interest from securities			14	255,149.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<418,200.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<163,051.>	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 <163,051.>

(See worksheet in line 13 instructions 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).

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	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
		N/A	

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

b If "Yes," complete the following schedule.

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

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: [signature] Date: 5/10/10 Title: TREASURER

Paid Preparer's Use Only

Preparer's signature: [signature] Date: 5/10/10 Check if self-employed ☐ Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: MIRAMAR SERVICES, INC.
334 BEECHWOOD ROAD, SUITE 400
FT. MITCHELL, KY 41017-2086

EIN ▶

Phone no. (859) 581-5758

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	25 SHS APACHE CORP	P	07/08/09	10/15/09
b	5460 SHS APPLIED MATERIAL INC	P	05/08/08	02/10/09
c	50000 SHS AVON PRODUCTS INC	P	12/08/08	11/15/09
d	255 SHS CISCO SYSTEMS	P	02/10/09	06/05/09
e	415 SHS CISCO SYSTEMS	P	02/10/09	10/15/09
f	25000 FEDERAL HOME LN MTG	P	06/11/09	11/30/09
g	100000 FEDERAL HOME LOAN BKS	P	01/07/09	08/24/09
h	125000 FHLB	P	01/28/09	03/06/09
i	45000 FHLB	P	01/06/09	02/11/09
j	100000 FEDERAL FARM CR BKS	P	01/06/09	02/06/09
k	50000 FEDERAL FARM CR BKS	P	12/08/08	01/07/09
l	50000 FED NATL MTG ASSN	P	06/09/09	12/07/09
m	100000 FEDERAL NATL MTG ASSN	P	12/09/08	01/09/09
n	55 SHS FREEPORT MCMORMAN COPPER	P	09/23/08	06/05/09
o	1325 HARTFORD FINL SVCS GROUP	P	08/06/08	05/13/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,563.		1,689.	874.
b	53,777.		107,729.	<53,952.>
c	50,000.		50,000.	0.
d	5,065.		4,109.	956.
e	10,052.		6,687.	3,365.
f	25,000.		24,794.	206.
g	100,000.		100,008.	<8.>
h	125,000.		125,031.	<31.>
i	45,000.		45,000.	0.
j	100,000.		100,000.	0.
k	50,000.		50,000.	0.
l	50,000.		49,838.	162.
m	100,000.		99,999.	1.
n	3,151.		3,949.	<798.>
o	17,446.		89,216.	<71,770.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				874.
b				<53,952.>
c				0.
d				956.
e				3,365.
f				206.
g				<8.>
h				<31.>
i				0.
j				0.
k				0.
l				162.
m				1.
n				<798.>
o				<71,770.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	55 SHS ITT INDUSTRIES	P	05/13/09	10/15/09
b	1925 SHS SUNTRUST BKS INC	P	05/08/08	02/03/09
c	235 SHS COVIDIEN PLC	P	05/08/08	08/05/09
d	2510 SHS INGERSOLL-RAND CO	P	05/08/08	05/13/09
e	100000 AMERICAN GEN FINCL CORP	P	05/22/08	10/01/09
f	400 SHS AMERIPRISE FINANCIAL	P	05/08/08	10/15/09
g	1020 SHS AMGEN	P	05/08/08	06/05/09
h	1590 SHS BLACK & DECKER	P	05/08/08	12/01/09
i	355 SHS BOEING CO	P	05/08/08	11/03/09
j	900 SHS BOEING CO	D	01/14/08	11/03/09
k	690 COMPUTER SCIENCES CORP	P	05/08/08	06/05/09
l	165 COMPUTER SCIENCES CORP	P	05/08/08	10/15/09
m	300 CONOCOPHILLIPS	D	12/27/07	10/15/09
n	135 EXXON MOBIL CORP	D	12/27/07	06/05/09
o	265 FOREST LABS INC	P	05/08/08	10/15/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,983.		2,217.	766.
b	20,295.		107,696.	<87,401.>
c	9,054.		11,590.	<2,536.>
d	49,528.		107,675.	<58,147.>
e	100,000.		98,362.	1,638.
f	14,945.		19,322.	<4,377.>
g	51,672.		43,058.	8,614.
h	98,192.		108,320.	<10,128.>
i	17,033.		30,179.	<13,146.>
j	43,183.		39,704.	3,479.
k	30,402.		30,284.	118.
l	8,822.		7,242.	1,580.
m	15,531.		20,152.	<4,621.>
n	9,834.		6,624.	3,210.
o	7,919.		9,071.	<1,152.>

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				766.
b				<87,401.>
c				<2,536.>
d				<58,147.>
e				1,638.
f				<4,377.>
g				8,614.
h				<10,128.>
i				<13,146.>
j				3,479.
k				118.
l				1,580.
m				<4,621.>
n				3,210.
o				<1,152.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	250 FREEPORT MCMORMAN COPPER	P	09/23/08	10/15/09
b	160 HEINZ H J CO	P	05/08/08	06/05/09
c	80 HEWLETT PACKARD CO	D	01/14/08	06/05/09
d	335 HEWLETT PACKARD CO	D	01/14/08	10/15/09
e	35 IBM	P	05/08/08	06/05/09
f	110 IBM	D	01/14/08	06/05/09
g	40 IBM	D	01/14/08	10/15/09
h	350 ISHARES MSCI EAFE INDEX	P	05/08/08	10/15/09
i	75 JP MORGAN CHASE	P	05/08/08	06/05/09
j	445 JP MORGAN CHASE	P	05/08/08	10/15/09
k	225 JOHNSON & JOHNSON	P	05/08/08	06/05/09
l	225 KIMBERLY CLARK CORP	P	05/08/08	06/05/09
m	80 KIMBERLY CLARK CORP	P	05/08/08	10/15/09
n	670 KROGER CO	P	05/08/08	06/05/09
o	320 LINCOLN NATIONAL CORP	P	05/08/08	10/15/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	19,073.		17,949.	1,124.
b	5,877.		7,598.	<1,721.>
c	2,978.		2,161.	817.
d	16,044.		9,048.	6,996.
e	3,777.		4,373.	<596.>
f	11,872.		9,281.	2,591.
g	5,095.		3,375.	1,720.
h	19,897.		26,859.	<6,962.>
i	2,608.		3,492.	<884.>
j	20,932.		20,719.	213.
k	12,593.		15,048.	<2,455.>
l	11,772.		14,194.	<2,422.>
m	4,730.		5,047.	<317.>
n	15,376.		17,862.	<2,486.>
o	8,630.		17,097.	<8,467.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1,124.
b				<1,721.>
c				817.
d				6,996.
e				<596.>
f				2,591.
g				1,720.
h				<6,962.>
i				<884.>
j				213.
k				<2,455.>
l				<2,422.>
m				<317.>
n				<2,486.>
o				<8,467.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	100000 MERRILL LYNCH & CO	P	06/05/08	11/20/09
b	145 MICROSOFT	P	05/08/08	06/05/09
c	325 MICROSOFT	P	05/08/08	10/15/09
d	140 MIDCAP SPIDER TRUST UNIT	P	05/08/08	10/15/09
e	100 OCCIDENTAL PETE CORP	P	05/08/08	06/05/09
f	115 OCCIDENTAL PETE CORP	P	05/08/08	10/15/09
g	325 PPG INDUSTRIES	P	05/08/08	10/15/09
h	950 PEPSI BOTTLING GROUP	P	05/08/08	06/05/09
i	820 PEPSI BOTTLING CORP	P	05/08/08	06/17/09
j	515 PFIZER INC	P	05/08/08	10/15/09
k	465 NASDAQ	P	05/08/08	10/15/09
l	305 SHERWIN WILLIAMS CO	P	05/08/08	06/05/09
m	160 SHERWIN WILLIAMS CO	D	01/14/08	06/05/09
n	95 SHERWIN WILLIAMS CO	D	01/14/08	10/15/09
o	2455 SUNOCO INC	P	05/08/08	09/01/09

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	100,000.		99,626.	374.
b	3,219.		4,246.	<1,027.>
c	8,635.		9,516.	<881.>
d	18,158.		21,702.	<3,544.>
e	6,826.		8,699.	<1,873.>
f	9,553.		10,004.	<451.>
g	20,185.		20,509.	<324.>
h	31,654.		31,350.	304.
i	27,088.		27,060.	28.
j	9,064.		10,300.	<1,236.>
k	20,033.		22,590.	<2,557.>
l	16,528.		17,200.	<672.>
m	8,670.		6,872.	1,798.
n	5,989.		4,080.	1,909.
o	63,565.		107,471.	<43,906.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				374.
b				<1,027.>
c				<881.>
d				<3,544.>
e				<1,873.>
f				<451.>
g				<324.>
h				304.
i				28.
j				<1,236.>
k				<2,557.>
l				<672.>
m				1,798.
n				1,909.
o				<43,906.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	

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	590 SYMANTEC CORP	P	05/08/08	06/05/09
b	345 TRAVELERS CO	P	05/08/08	06/05/09
c	80 UNITED TECHNOLOGIES CORP	P	05/08/08	06/05/09
d	65 UNITED TECHNOLOGIES CORP	P	05/08/08	10/15/09
e	135 VF CORP	P	05/08/08	06/05/09
f	220 VF CORP	P	05/08/08	10/15/09
g	155 VERIZON COMMUNICATIONS	P	05/08/08	06/05/09
h	405 WELLPOINT INC	P	05/08/08	06/05/09
i	1960 ROHM & HAAS	P	VARIOUS	01/05/09
j	CAPITAL GAINS DIVIDENDS			
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	9,475.		11,741.	<2,266.>
b	15,300.		17,512.	<2,212.>
c	4,534.		5,929.	<1,395.>
d	4,176.		4,818.	<642.>
e	7,916.		9,980.	<2,064.>
f	16,934.		16,264.	670.
g	4,531.		5,935.	<1,404.>
h	19,368.		21,410.	<2,042.>
i	111,985.		107,144.	4,841.
j	890.			890.
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<2,266.>
b				<2,212.>
c				<1,395.>
d				<642.>
e				<2,064.>
f				670.
g				<1,404.>
h				<2,042.>
i				4,841.
j				890.
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<353,629.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25 SHS APACHE CORP			PURCHASED	07/08/09	10/15/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	2,563.	1,689.	0.	0.	874.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
5460 SHS APPLIED MATERIAL INC			PURCHASED	05/08/08	02/10/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	53,777.	107,729.	0.	0.	<53,952.>

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 SHS AVON PRODUCTS INC			PURCHASED	12/08/08	11/15/09
	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
	50,000.	51,074.	0.	0.	<1,074.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
255 SHS CISCO SYSTEMS	PURCHASED	02/10/09	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,065.	4,109.	0.	0.	956.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
415 SHS CISCO SYSTEMS	PURCHASED	02/10/09	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
10,052.	6,687.	0.	0.	3,365.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
25000 FEDERAL HOME LN MTG	PURCHASED	06/11/09	11/30/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
25,000.	24,794.	0.	0.	206.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 FEDERAL HOME LOAN BKS	PURCHASED	01/07/09	08/24/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	102,350.	0.	0.	<2,350.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
125000 FHLB	PURCHASED	01/28/09	03/06/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
125,000.	125,031.	0.	0.	<31.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
45000 FHLB	PURCHASED	01/06/09	02/11/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
45,000.	45,113.	0.	0.	<113.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 FEDERAL FARM CR BKS	PURCHASED	01/06/09	02/06/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,388.	0.	0.	<388.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 FEDERAL FARM CR BKS	PURCHASED	12/08/08	01/07/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	50,095.	0.	0.	<95.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
50000 FED NATL MTG ASSN	PURCHASED	06/09/09	12/07/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
50,000.	49,838.	0.	0.	162.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 FEDERAL NATL MTG ASSN	PURCHASED	12/09/08	01/09/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	100,377.	0.	0.	<377.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
55 SHS FREEPORT MCMORMAN COPPER	PURCHASED	09/23/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,151.	3,949.	0.	0.	<798.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1325 HARTFORD FINL SVCS GROUP	PURCHASED	08/06/08	05/13/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,446.	89,216.	0.	0.	<71,770.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
55 SHS ITT INDUSTRIES	PURCHASED	05/13/09	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,983.	2,217.	0.	0.	766.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1925 SHS SUNTRUST BKS INC	PURCHASED	05/08/08	02/03/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,295.	107,696.	0.	0.	<87,401.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
235 SHS COVIDIEN PLC	PURCHASED	05/08/08	08/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,054.	11,590.	0.	0.	<2,536.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2510 SHS INGERSOLL-RAND CO	PURCHASED	05/08/08	05/13/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
49,528.	107,675.	0.	0.	<58,147.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 AMERICAN GEN FINCL CORP	PURCHASED	05/22/08	10/01/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	98,362.	0.	0.	1,638.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
400 SHS AMERIPRISE FINANCIAL	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,945.	19,322.	0.	0.	<4,377.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1020 SHS AMGEN	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
51,672.	43,058.	0.	0.	8,614.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1590 SHS BLACK & DECKER	PURCHASED	05/08/08	12/01/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
98,192.	108,320.	0.	0.	<10,128.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
355 SHS BOEING CO	PURCHASED	05/08/08	11/03/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
17,033.	30,179.	0.	0.	<13,146.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
900 SHS BOEING CO	DONATED	01/14/08	11/03/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
43,183.	73,134.	0.	0.	<29,951.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
690 COMPUTER SCIENCES CORP	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
30,402.	30,284.	0.	0.	118.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
165 COMPUTER SCIENCES CORP	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,822.	7,242.	0.	0.	1,580.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
300 CONOCOPHILLIPS	DONATED	12/27/07	10/15/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,531.	26,661.	0.	0.	<11,130.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
135 EXXON MOBIL CORP	DONATED	12/27/07	06/05/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,834.	12,735.	0.	0.	<2,901.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
265 FOREST LABS INC	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,919.	9,071.	0.	0.	<1,152.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
250 FREEPORT MCMORMAN COPPER	PURCHASED	09/23/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,073.	17,949.	0.	0.	1,124.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
160 HEINZ H J CO	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,877.	7,598.	0.	0.	<1,721.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
80 HEWLETT PACKARD CO	DONATED	01/14/08	06/05/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,978.	3,711.	0.	0.	<733.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
335 HEWLETT PACKARD CO	DONATED	01/14/08	10/15/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,044.	15,541.	0.	0.	503.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
35 IBM	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,777.	4,373.	0.	0.	<596.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
110 IBM	DONATED	01/14/08	06/05/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,872.	11,381.	0.	0.	491.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
40 IBM	DONATED	01/14/08	10/15/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,095.	4,138.	0.	0.	957.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
350 ISHARES MSCI EAFE INDEX	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,897.	26,859.	0.	0.	<6,962.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
75 JP MORGAN CHASE	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,608.	3,492.	0.	0.	<884.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
445 JP MORGAN CHASE	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,932.	20,719.	0.	0.	213.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
225 JOHNSON & JOHNSON	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,593.	15,048.	0.	0.	<2,455.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
225 KIMBERLY CLARK CORP	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
11,772.	14,194.	0.	0.	<2,422.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
80 KIMBERLY CLARK CORP	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,730.	5,047.	0.	0.	<317.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
670 KROGER CO	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,376.	17,862.	0.	0.	<2,486.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
320 LINCOLN NATIONAL CORP	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,630.	17,097.	0.	0.	<8,467.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100000 MERRILL LYNCH & CO	PURCHASED	06/05/08	11/20/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
100,000.	99,626.	0.	0.	374.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
145 MICROSOFT	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,219.	4,246.	0.	0.	<1,027.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
325 MICROSOFT	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,635.	9,516.	0.	0.	<881.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
140 MIDCAP SPIDER TRUST UNIT	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
18,158.	21,702.	0.	0.	<3,544.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
100 OCCIDENTAL PETE CORP	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
6,826.	8,699.	0.	0.	<1,873.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
115 OCCIDENTAL PETE CORP	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,553.	10,004.	0.	0.	<451.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
325 PPG INDUSTRIES	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,185.	20,509.	0.	0.	<324.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
950 PEPSI BOTTLING GROUP	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
31,654.	31,350.	0.	0.	304.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
820 PEPSI BOTTLING CORP	PURCHASED	05/08/08	06/17/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
27,088.	27,060.	0.	0.	28.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
515 PFIZER INC	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,064.	10,300.	0.	0.	<1,236.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
465 NASDAQ	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
20,033.	22,590.	0.	0.	<2,557.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
305 SHERWIN WILLIAMS CO	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,528.	17,200.	0.	0.	<672.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
160 SHERWIN WILLIAMS CO	DONATED	01/14/08	06/05/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
8,670.	8,895.	0.	0.	<225.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
95 SHERWIN WILLIAMS CO	DONATED	01/14/08	10/15/09

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,989.	5,282.	0.	0.	707.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2455 SUNOCO INC	PURCHASED	05/08/08	09/01/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
63,565.	107,471.	0.	0.	<43,906.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
590 SYMANTEC CORP	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
9,475.	11,741.	0.	0.	<2,266.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
345 TRAVELERS CO	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
15,300.	17,512.	0.	0.	<2,212.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
80 UNITED TECHNOLOGIES CORP	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,534.	5,929.	0.	0.	<1,395.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
65 UNITED TECHNOLOGIES CORP	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,176.	4,818.	0.	0.	<642.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
135 VF CORP	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
7,916.	9,980.	0.	0.	<2,064.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
220 VF CORP	PURCHASED	05/08/08	10/15/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
16,934.	16,264.	0.	0.	670.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
155 VERIZON COMMUNICATIONS	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
4,531.	5,935.	0.	0.	<1,404.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
405 WELLPOINT INC	PURCHASED	05/08/08	06/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
19,368.	21,410.	0.	0.	<2,042.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
1960 ROHM & HAAS	PURCHASED	VARIOUS	01/05/09

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
111,985.	107,144.	0.	0.	4,841.

CAPITAL GAINS DIVIDENDS FROM PART IV	890.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<418,200.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
VARIOUS	890.	890.	0.
VARIOUS DIVIDEND	139,801.	0.	139,801.
VARIOUS INTEREST	115,348.	0.	115,348.
TOTAL TO FM 990-PF, PART I, LN 4	256,039.	890.	255,149.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BAKER & HOSTETLER	270.	0.		0.
TO FM 990-PF, PG 1, LN 16A	270.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UBS INVESTMENT MANAGEMENT FEES	27,811.	27,811.		0.
MIRAMAR ADMINISTRATIVE FEE	36,016.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	63,827.	27,811.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2008 TAXES PAID	60,779.	0.		0.
2009 ESTIMATED TAXES PAID	58,560.	0.		0.
TO FORM 990-PF, PG 1, LN 18	119,339.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	126.	0.		126.
STATE FILING FEE	25.	0.		0.
ACCRUED INTEREST PAID	18,215.	18,215.		0.
TO FORM 990-PF, PG 1, LN 23	18,366.	18,215.		126.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
100000 FNMA 5.5% DUE 7/9/10	X		0.	0.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			0.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
907 SHS CONOCOPHILLIPS	80,605.	46,320.
922 SHS DEVON ENERGY	83,819.	67,767.
1071 SHS EXXON MOBIL	101,027.	73,031.
1116 SHS FREEPORT COPPER	109,827.	89,604.
1820 SHS HONEYWELL INTL	111,548.	71,344.
1297 SHS PARKER HANNIFIN	98,416.	69,882.
2725 ALLSTATE CORP	72,548.	81,859.
2290 AMERIPRISE FINCL	101,348.	88,898.
1660 AMGEN	72,599.	93,906.
5460 APPLIED MATERIAL INC	0.	0.
2755 AT&T INC	67,980.	77,223.
2430 BANK OF NEW YORK MELLON	107,698.	67,967.
1590 BLACK & DECKER CORP	0.	0.
900 BOEING CORP	0.	0.
355 BOEING CORP	0.	0.
1975 CARDINAL HEALTH INC	77,548.	63,674.

1070 CHEVRON TEXACO	89,387.	82,379.
1800 CIGNA CORP	99,612.	63,486.
800 CIGNA CORP	32,966.	28,216.
1590 COMPUTER SCIENCES CORP	69,784.	91,473.
1345 CONSTELLATION ENERGY	108,595.	47,304.
1945 COVIDIEN PLC	95,924.	93,146.
2080 EDISON INT'L	107,602.	72,342.
1600 EMERSON ELECTRIC	82,928.	68,160.
350 EMERSON ELECTRIC	19,285.	14,910.
2865 FOREST LABS	98,065.	91,995.
1100 GENERAL DYNAMICS CORP	95,612.	74,987.
70 GENERAL DYNAMICS CORP	6,416.	4,772.
1325 HARTFORD FINCL SVCS	0.	0.
1425 HEINZ H J CO	66,149.	60,933.
685 HEINZ H J CO	32,529.	29,291.
1775 HEWLETT PACKARD	82,342.	91,430.
2510 INGERSOLL-RAND CO	0.	0.
3910 INTEL CORP	86,960.	79,764.
675 IBM	69,836.	88,358.
35 IBM	0.	0.
5905 ISHARES EAFE INDEX FUND	450,699.	326,428.
12235 ISHARES EAFE INDEX FUND	938,914.	676,351.
1800 JP MORGAN CHASE	83,808.	75,006.
1100 JOHNSON & JOHNSON	74,580.	70,851.
285 JOHNSON & JOHNSON	19,061.	18,357.
1400 KIMBERLY CLARK CORP	88,315.	89,194.
3375 KROGER CO	89,977.	69,289.
3055 LINCOLN NATIONAL CORP	116,017.	76,008.
3200 MICROSOFT CORP	109,840.	97,536.
20 MICROSOFT CORP	585.	610.
1875 MIDCAP SPIDER TRUST	272,859.	247,013.
1510 MIDCAP SPIDER TRUST	234,076.	198,927.
6010 NASDAQ	286,437.	274,958.
2515 NASDAQ	122,178.	115,061.
5345 NEWELL RUBBERMAID	108,885.	80,228.
1020 OCCIDENTAL PETE	88,730.	82,977.
2245 OMNICOM GROUP	108,336.	87,892.
1500 PEPSI BOTTLING GP	49,500.	56,250.
4845 PFIZER INC	96,900.	88,131.
2815 PITNEY BOWES INC	107,306.	67,069.
1375 PPG INDUSTRIES INC	86,770.	80,493.
1960 ROHM & HAAS CO	0.	0.
7300 SARA LEE CORP	70,709.	88,914.
1345 SHERWIN WILLIAMS	74,775.	82,919.
305 SHERWIN WILLIAMS	0.	0.
2110 STATE STREET CORP	123,396.	91,869.
2455 SUNOCO INC	0.	0.
1925 SUNTRUST BKS INC	0.	0.
4830 SYMANTEC CORP	96,117.	86,409.
3580 TEXAS INSTRS INC	107,113.	93,295.
1760 TRAVELERS CO	89,338.	87,754.
2780 TYCO ELECTRONICS LTD	107,127.	68,249.
1050 UNITED TECHNOLOGIES	75,658.	72,880.
250 UNITED TECHNOLOGIES CORP	18,530.	17,353.

1100 VF CORP	81,322.	80,564.
1750 VERIZON COMMUN INC	74,711.	57,978.
895 VERIZON COMMUNIC INC	34,268.	29,651.
1640 WELLPOINT INC	86,695.	95,596.
7440 XEROX CORP	108,097.	62,942.
825 APACHE CORP	55,750.	85,115.
3500 CISCO SYSTEMS	56,397.	83,790.
450 GOLDMAN SACHS GROUP	77,874.	75,978.
2900 HOME DEPOT INC	81,857.	83,897.
1575 ITT INDUSTRIES INC	63,474.	78,341.
1310 PROCTER & GAMBLE CO	65,278.	79,425.
1565 WAL MART STORES INC	75,900.	83,649.
988 CAREFUSION CORP	29,745.	24,710.
745 CONOCOPHILLIPS	33,233.	38,517.
TOTAL TO FORM 990-PF, PART II, LINE 10B	7,550,092.	6,502,845.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
100000 AMERICAN GEN 3.875% 10/1/09	0.	0.
50000 GENERAL ELEC 5.72% 8/22/11	50,750.	50,846.
50000 KEYCORP 6.5% 5/14/13	49,491.	51,607.
100000 LINCOLN NATL 5.65% 8/27/12	100,500.	103,494.
100000 MERRILL LYNCH 4.75% 11/20/09	0.	0.
100000 ANHEUSER BUSCH 5.75% DUE 4/1/10	100,971.	101,256.
50000 AVON 7.15% DUE 11/15/09	0.	0.
50000 BELLSOUTH 7.75% 2/15/10	51,568.	50,399.
50000 CG&E 5.7% 9/15/12	49,961.	54,227.
50000 FEDERAL FARM 4.4% 1/7/11	0.	0.
100000 FIFTH THIRD 4.2% 2/23/10	97,985.	100,397.
100000 GE 5.5% 11/15/11	100,849.	101,190.
50000 GENERAL MILLS 6.0% 2/15/12	50,895.	53,984.
50000 JP MORGAN 6.625% 3/15/12	51,256.	54,583.
100000 JP MORGAN 6.75% 2/1/11	103,279.	105,485.
50000 VERIZON 7.25% 12/1/10	51,871.	52,839.
50000 ABBOTT LABS	53,651.	55,150.
50000 ALLSTATE 6.2% 5/16/14	52,221.	55,296.
50000 AMGEN 6.15% 6/1/18	53,552.	55,385.
25000 AT&T 5.6% 5/15/18	25,415.	26,199.
50000 AT&T 6.7% 11/15/13	54,441.	56,413.
50000 BERKSHIRE HATHAWAY	51,709.	52,240.
45000 CONSOL EDISON 5.5% 9/15/16	45,866.	47,458.
50000 DUKE ENERGY 6.25% 1/15/12	52,823.	54,056.
55000 EMERSON ELEC 5.375% 10/15/17	56,342.	58,126.
29000 LOWES 5.4% 10/16/16	29,784.	31,071.
50000 LOWES 5.6% 9/15/12	52,327.	54,954.
25000 MIDAMERICAN ENERGY 5.3%	25,510.	25,763.
50000 PACIFIC GAS & ELEC 4.2%	50,455.	51,597.

50000 PPG INDS 6.875% 2/15/12	52,158.	53,142.
50000 SBC COMMUN 6.25% 3/15/11	52,031.	52,949.
50000 ST PAUL TRAVELERS 5.5%	51,048.	54,164.
75000 WALT DISNEY 4.7% 12/1/12	77,945.	80,749.
95000 WYETH 5.45% 4/1/17	97,850.	101,255.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,794,504.	1,846,274.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
6248.39 VANGUARD EMERG MKTS	COST	230,728.	204,822.
500 ISHARES BARCLAYS TIPS	COST	52,402.	51,950.
1200 ISHARES IBOXX CORP BOND	COST	104,334.	105,408.
TOTAL TO FORM 990-PF, PART II, LINE 13		387,464.	362,180.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MRS. MARY ELIZABETH BYRNE 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
MR. BEN BRESLIN 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	DIRECTOR 1.00	0.	0.	0.
MR. ANDREW BRESLIN 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	DIRECTOR 1.00	0.	0.	0.
MR. DONALD E. MEIHAUS 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	TREASURER/DIRECTOR 1.00	0.	0.	0.
MR. BRUCE W. SANFORD 334 BEECHWOOD ROAD, SUITE 400 FT MITCHELL, KY 41017	SECRETARY/DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD AVE MARIA, FL 34142	NONE ROSARY SCHOLARSHIP	PUBLIC CHARITY	10,000.
BOYS & GIRLS CLUB OF COLLIER COUNTY PO BOX 8896 NAPLES, FL 34101	NONE GENERAL PURPOSES	PUBLIC CHARITY	5,000.
HUMANE SOCIETY OF NAPLES 370 AIRPORT-PULLING ROAD NAPLES, FL 34104	NONE GENERAL PUPOSES	PUBLIC CHARITY	5,000.
FURMAN UNIVERSITY 3300 PINSETT HIGHWAY GREENVILLE, SC 29613	NONE GENERAL PUPOSES	PUBLIC CHARITY	6,000.
ST MARY OF THE WOODS COLLEGE PO BOX 70 ST MARY OF THE WOODS, IN 47834	NONE FOR THE BENEFIT OF RETIRED SISTERS	PUBLIC CHARITY	10,000.
AVE MARIA UNIVERSITY 5050 AVE MARIA BLVD AVE MARIA, FL 34142	NONE MENS DISCERNMENT PROGRAM	PUBLIC CHARITY	100,000.
CASA FOR KIDS 317 SHELBY ST SUITE 206 KINGSPORT, TN 37660	NONE GENERAL PUPOSES	PUBLIC CHARITY	20,000.
HOUSE OF GOOD SHEPHERD 1114 W GRACE STREET CHICAGO, IL 60613	NONE GENERAL PUPOSES	PUBLIC CHARITY	25,000.

KENTUCKY GATEWAY MUSEUM CENTER 215 SUTTON STREET MAYSVILLE, KY 41056	NONE BIG READ PROGRAM	PUBLIC CHARITY	10,000.
MERCY HOME FOR BOYS & GIRLS 1140 W JACKSON BLVC CHICAGO, IL 60607	NONE GENERAL PUPOSES	PUBLIC CHARITY	50,000.
SALVATION ARMY 114 E CENTRAL PARKWAY CINCINNATI, OH 45201	NONE GENERAL PUPOSES	PUBLIC CHARITY	25,000.
ST PATRICK CHURCH 110 SECOND STREET MAYSVILLE, KY 41056	NONE CHURCH MAINTENANCE	PUBLIC CHARITY	64,000.
MAYSVILLE PLAYERS PO BOX 537 MAYSVILLE, KY 41056	NONE SUMMER CHILDREN'S THEATER	PUBLIC CHARITY	5,000.
OSCEOLA ELEMENTARY SCHOOL 5770 OSCEOLA TRAIL NAPLES, FL 34109	NONE INDEPENDENT READING PROGRAM	PUBLIC CHARITY	11,000.
ST PATRICK SCHOOOL 110 EAST THIRD STREET MAYSVILLE, KY 41056	NONE SCHOOL CAFETERIA	PUBLIC CHARITY	35,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W ANN LURIE PLACE CHICAGO, IL 60632	NONE GENERAL PUPOSES	PUBLIC CHARITY	7,500.
FREESTORE FOODBANK 1250 TENNESSEE AVE CINCINNATI, OH 45229	NONE GENERAL PUPOSES	PUBLIC CHARITY	7,500.
HARRY CHAPIN FOOD BANK 3760 FOWLER STREET FT MYERS, FL 33901	NONE GENERAL PUPOSES	PUBLIC CHARITY	7,500.

SECOND HARVEST FOOD BANK OF NE TENNESSEE PO BOX 37602 JOHNSON CITY, TN 37602	NONE GENERAL PUPOSES	PUBLIC CHARITY	7,500.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			411,000.