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Form **990-PF**

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

OMB No 1545-0052

2009Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 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 CROSSROADS MILL FOUNDATION		A Employer identification number 26-1610723
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) 434-951-9055
	City or town, state, and ZIP code CHARLOTTESVILLE VA 22902		C If exemption application is pending, check here <input type="checkbox"/>
			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,263,648		J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,424	1,424		
	4 Dividends and interest from securities	15,760	15,760		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
Operating and Administrative Expenses	9 Income modifications				
	10a Gross sales less returns & allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-512,158			
	12 Total. Add lines 1 through 11	-494,974	17,184	0	
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	988	889		99
	c Other professional fees (attach schedule)	1,795	1,795		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	161	161		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	275	275		
	24 Total operating and administrative expenses. Add lines 13 through 23	3,219	3,120		99
	25 Contributions, gifts, grants paid	49,300			49,300
	26 Total expenses and disbursements. Add lines 24 and 25	52,519	3,120	0	49,399
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-547,493			
	b Net investment income (if negative, enter -0-)		14,064		
	c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Form 990-PF (2009)

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash—non-interest-bearing	18,942	4,734	4,734
	2 Savings and temporary cash investments		250,451	250,451
	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 ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments—U S and state government obligations (attach schedule)			
	b Investments—corporate stock (attach schedule) SEE STMT 6	1,300,310	1,008,463	1,008,463
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)			
Liabilities	14 Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach sch) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	1,319,252	1,263,648	1,263,648
	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)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,319,252	1,263,648	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	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)	1,319,252	1,263,648	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,319,252	1,263,648	

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	1,319,252
2 Enter amount from Part I, line 27a	2	-547,493
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	491,889
4 Add lines 1, 2, and 3	4	1,263,648
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,263,648

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 N/A				
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) FMV 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)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	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) (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	130,212	1,693,925	0.076870
2007			
2006			
2005			
2004			

2 Total of line 1, column (d)	2	0.076870
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	0.038435
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,271,202
5 Multiply line 4 by line 3	5	48,859
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	141
7 Add lines 5 and 6	7	49,000
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	49,399

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	141
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	141
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	141
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	500
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	500
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	359
11	Enter the amount of line 10 to be Credited to 2010 estimated tax Refunded	11	

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► N/A	13	X	
14	The books are in care of ► CARLSON WOO & COMPANY P.C. 611 NORTH COURTHOUSE ROAD Located at ► RICHMOND, VA	Telephone no ► 804-794-8403 ZIP+4 ► 23236		
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A ► <input type="checkbox"/>	
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?	1b	
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))	1c	X
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► 20 , 20 , 20 , 20	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20	2b	
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b	
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?	4a	X
		4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ 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** ☐ Yes ☒ No ☒

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ 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 (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
CHARLES LUNSFORD 4769 PLANK ROAD NORTH GARDEN VA 22959	DIRECTOR 1.00	0	0	0
FLEMING C LUNSFORD 4769 PLANK ROAD NORTH GARDEN VA 22959	DIRECTOR 1.00	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				

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

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		

Total number of others receiving over \$50,000 for professional services

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 THE ORGANIZATION IS A GRANT MAKING PRIVATE FOUNDATION. THE ORGANIZATION MAKES GRANTS TO PUBLIC CHARITIES.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
All other program-related investments See page 24 of the instructions	
3	
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	915,878
b	Average of monthly cash balances	1b	374,682
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,290,560
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	1,290,560
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	19,358
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,271,202
6	Minimum investment return. Enter 5% of line 5	6	63,560

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	63,560
2a	Tax on investment income for 2009 from Part VI, line 5	2a	141
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	141
3	Distributable amount before adjustments Subtract line 2c from line 1	3	63,419
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	63,419
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	63,419

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	49,399
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	49,399
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	141
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	49,258

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				63,419
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				46,293
f Total of lines 3a through e	46,293			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 49,399				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				49,399
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	14,020			14,020
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	32,273			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
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)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	32,273			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				32,273
e Excess from 2009				

DAA

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
UNIVERSITY OF VIRGINIA		PUBLIC	GENERAL OPERATION	300
ST PAULS MEMORIAL CHURCH		PUBLIC	GENERAL OPERATION	12,000
PEABODY SCHOOL		PUBLIC	ANNUAL DRIVE	10,000
LEUKEMIA & LYMPHOMA SOC.		PUBLIC	GENERAL OPERATION	2,000
BIG BROTHERS & BIG SISTER		PUBLIC	GENERAL OPERATION	15,000
LEGAL AID JUSTICE CENTER		PUBLIC	GENERAL OPERATIONS	10,000
Total			3a	49,300
b Approved for future payment				
N/A				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

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			14	1,424	
4	Dividends and interest from securities			14	15,760	
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					
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue a					
b	LT CAP LOSS-SEE LINE 11 SCHED					-512,158
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)		0		17,184	-512,158
13	Total. Add line 12, columns (b), (d), and (e)				13	-494,974

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

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

[illegible]

Statement 1 - Form 990-PF, Part I, Line 11 - Other Income

Description	Revenue per Books	Net Investment Income	Adjusted Net Income
LT CAP LOSS-SEE LINE 11 SCHED	\$ -512,158	\$	\$
TOTAL	\$ -512,158	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
CHARITABLE ENTITY ADM	\$ 988	\$ 889	\$	\$ 99
TOTAL	\$ 988	\$ 889	\$ 0	\$ 99

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT ADVISOR FEES	\$ 1,795	\$ 1,795	\$	\$
TOTAL	\$ 1,795	\$ 1,795	\$ 0	\$ 0

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX W/H ON DIVIDENDS	\$ 161	\$ 161	\$	\$
TOTAL	\$ 161	\$ 161	\$ 0	\$ 0

Part I Line 11 Statement

Open Date	Close Date	Quantity	Description	Total Proceeds	Total Cost	Gain or Loss
10/21/2008	04/21/2009	1	LOCKHEED MARTIN CORP	76.07	86.68	-10.61
01/25/2008	04/22/2009	25	HEWLETT-PACKARD CO	873.25	1,098.39	-225.14
03/28/2008	04/23/2009	45	AUTOLIV INC	1,076.40	2,267.75	-1,191.35
12/26/2008	04/23/2009	40	AUTOLIV INC	956.80	817.82	138.98
01/25/2008	04/23/2009	35	***ALCON INC	3,285.10	5,049.90	-1,764.80
01/25/2008	04/23/2009	210	ALTRIA GROUP INC	3,536.65	4,775.77	-1,239.12
09/10/2008	04/23/2009	190	ALTRIA GROUP INC	3,199.83	3,953.88	-754.05
01/25/2008	04/23/2009	500	AT&T INC	12,709.45	17,694.90	-4,985.45
01/25/2008	04/23/2009	40	ABBOTT LABORATORIES	1,727.60	2,243.44	-515.84
08/12/2008	04/23/2009	25	ABBOTT LABORATORIES	1,079.75	1,480.09	-400.34
04/20/2009	04/23/2009	70	***ACE LTD	3,050.60	3,105.77	-55.17
01/28/2008	04/23/2009	22	AIR PRODUCTS & CHEMICALS IN	1,353.00	1,992.08	-639.08
07/14/2008	04/23/2009	35	ANGEN INC	1,828.29	1,797.78	169.49
01/25/2008	04/23/2009	140	ALLSTATE CORP	3,052.14	7,158.55	-4,106.41
12/26/2008	04/23/2009	85	ALLSTATE CORP	1,853.09	2,575.03	-721.94
06/30/2008	04/23/2009	6	APACHE CORP	402.57	830.70	-428.13
07/23/2008	04/23/2009	41	APACHE CORP	2,750.91	4,580.85	-1,829.94
08/08/2008	04/23/2009	20	APACHE CORP	1,341.90	2,105.93	-764.03
09/18/2008	04/23/2009	10	APACHE CORP	670.95	1,105.03	-434.08
10/10/2008	04/23/2009	18	APACHE CORP	1,207.71	1,193.12	14.59
10/10/2008	04/23/2009	2	APACHE CORP	134.19	132.57	1.62
01/15/2009	04/23/2009	15	APACHE CORP	1,006.43	1,078.99	-72.56
03/31/2009	04/23/2009	22	APACHE CORP	1,476.10	1,424.04	52.06
01/25/2008	04/23/2009	100	APPLE INC	12,518.38	13,593.23	-1,074.85
01/30/2008	04/23/2009	10	APPLE INC	1,251.84	1,317.72	-65.88
09/24/2008	04/23/2009	25	APPLE INC	3,129.59	3,175.82	-46.23
01/06/2009	04/23/2009	50	ARCHER-DANIELS-MIDLAND CO	1,187.07	1,436.53	-249.46
01/18/2009	04/23/2009	45	ARCHER-DANIELS-MIDLAND CO	1,068.36	1,132.83	-64.47
01/20/2009	04/23/2009	40	ARCHER-DANIELS-MIDLAND CO	949.65	1,025.14	-75.49
02/02/2009	04/23/2009	40	ARCHER-DANIELS-MIDLAND CO	949.65	1,074.16	-124.51
02/04/2009	04/23/2009	50	ARCHER-DANIELS-MIDLAND CO	1,187.06	1,272.10	-85.04
01/25/2008	04/23/2009	75	***BP PLC-SPONS ADR	3,049.50	4,753.39	-1,703.89
11/06/2008	04/23/2009	40	BUNGE LTD	1,880.17	1,659.36	220.81
12/01/2008	04/23/2009	25	BUNGE LTD	1,175.10	974.79	200.31
04/20/2009	04/23/2009	50	BANK OF NEW YORK MELLON COR	1,309.50	1,495.64	-186.14
04/29/2008	04/23/2009	10	BAXTER INTERNATIONAL INC	490.08	629.66	-139.58
10/10/2008	04/23/2009	20	BAXTER INTERNATIONAL INC	980.15	1,130.46	-150.31
11/11/2008	04/23/2009	55	BAXTER INTERNATIONAL INC	2,695.43	3,346.18	-650.75
03/31/2009	04/23/2009	25	BAXTER INTERNATIONAL INC	1,225.19	1,276.55	-51.36
07/15/2008	04/23/2009	10	BECTON DICKINSON & CO	642.30	798.26	-155.96
10/09/2008	04/23/2009	40	BECTON DICKINSON & CO	2,569.20	3,062.46	-493.26
02/19/2009	04/23/2009	15	BECTON DICKINSON & CO	963.45	1,049.36	-85.91
01/29/2008	04/23/2009	10	COSTCO WHOLESALE CORP	466.41	663.62	-197.21
02/12/2008	04/23/2009	30	COSTCO WHOLESALE CORP	1,399.22	1,942.24	-543.02
07/02/2008	04/23/2009	25	COSTCO WHOLESALE CORP	1,166.02	1,822.53	-656.51
12/17/2008	04/23/2009	55	COSTCO WHOLESALE CORP	2,565.24	2,959.80	-394.56
02/10/2009	04/23/2009	20	COSTCO WHOLESALE CORP	932.81	889.03	43.78
03/31/2009	04/23/2009	20	COSTCO WHOLESALE CORP	932.81	915.13	17.68
01/25/2008	04/23/2009	139	CHEVRON CORP	9,085.04	11,498.00	-2,412.96

Part I Line 11 Statement

Open Date	Close Date	Quantity	Description	Total Proceeds	Total Cost	Gain or Loss
10/09/2008	02/27/2009	10	***ERICSSON (LM) TEL-SP ADR	82.71	64.82	17.89
01/28/2008	03/03/2009	5	CATERPILLAR INC	113.81	337.14	-223.33
04/28/2008	03/03/2009	25	CATERPILLAR INC	569.05	2,063.55	-1,494.50
01/25/2008	03/04/2009	25	DEERE & CO	665.97	2,085.40	-1,419.43
01/25/2008	03/05/2009	10	APPLE INC	894.44	1,359.32	-464.88
09/26/2008	03/05/2009	50	JPMORGAN CHASE & CO	861.30	2,025.00	-1,163.70
02/10/2009	03/10/2009	80	WELLS FARGO & COMPANY	919.36	1,443.95	-524.59
10/07/2008	03/13/2009	5	BANK OF AMERICA CORP	29.42	110.00	-80.58
12/18/2008	03/13/2009	70	BANK OF AMERICA CORP	411.91	963.88	-551.97
12/30/2008	03/13/2009	30	BANK OF AMERICA CORP	176.53	384.52	-207.99
01/28/2008	03/13/2009	35	JPMORGAN CHASE & CO	846.21	1,553.90	-707.69
12/22/2008	03/18/2009	300	FIFTH THIRD BANCORP	847.58	2,291.70	-1,444.12
01/25/2008	03/19/2009	86	PHILIP MORRIS INTERNATIONAL	3,249.71	4,421.51	-1,171.80
01/25/2008	03/19/2009	55	TRAVELERS COS INC/THE	2,212.90	2,520.72	-307.82
01/25/2008	03/23/2009	275	AMERICAN INTERNATIONAL GROUP	403.50	14,967.76	-14,564.26
02/11/2008	03/23/2009	50	AMERICAN INTERNATIONAL GROUP	73.37	2,253.16	-2,179.79
02/22/2008	03/23/2009	50	AMERICAN INTERNATIONAL GROUP	73.37	2,373.18	-2,299.81
04/28/2008	03/23/2009	25	AMERICAN INTERNATIONAL GROUP	36.68	1,172.58	-1,135.90
05/12/2008	03/23/2009	100	AMERICAN INTERNATIONAL GROUP	146.73	3,800.00	-3,653.27
01/28/2008	03/23/2009	25	JPMORGAN CHASE & CO	663.30	1,109.93	-446.63
12/30/2008	03/24/2009	195	BANK OF AMERICA CORP	1,515.64	2,499.44	-983.80
01/25/2008	03/26/2009	80	GENENTECH INC	7,600.00	5,465.51	2,134.49
03/27/2008	03/26/2009	15	GENENTECH INC	1,425.00	1,214.45	210.55
10/09/2008	03/26/2009	45	GENENTECH INC	4,275.00	3,637.03	837.97
11/18/2008	03/26/2009	10	GENENTECH INC	950.00	808.49	141.51
01/16/2009	03/26/2009	25	GENENTECH INC	2,375.00	2,120.55	254.45
01/25/2008	03/26/2009	95	PFIZER INC	1,371.01	2,149.77	-778.76
02/11/2008	03/27/2009	35	J.C. PENNEY CO INC	742.14	1,718.80	-976.66
01/28/2008	04/03/2009	90	SUPERVALU INC	1,346.74	2,608.26	-1,261.52
	04/06/2009		TIME WARNER INC	7.17		7.17
	04/06/2009		TIME WARNER CABLE INC	17.27		17.27
01/25/2008	04/08/2009	50	ABBOTT LABORATORIES	2,176.29	2,804.29	-628.00
01/25/2008	04/08/2009	22	COLGATE-PALMOLIVE CO	1,324.98	1,625.45	-300.47
12/22/2008	04/09/2009	75	CORNING INC	1,140.74	653.77	486.97
01/25/2008	04/09/2009	30	MORGAN STANLEY	722.21	1,536.75	-814.54
10/07/2008	04/09/2009	225	***NOKIA CORP-SPON ADR	3,070.78	3,840.93	-770.15
08/26/2008	04/09/2009	40	WYETH	1,691.90	1,692.54	-0.64
01/28/2008	04/13/2009	20	JPMORGAN CHASE & CO	665.84	887.94	-222.10
01/25/2008	04/14/2009	25	METLIFE INC	675.24	1,394.38	-719.14
02/11/2008	04/14/2009	25	J.C. PENNEY CO INC	844.81	1,227.72	-582.91
01/25/2008	04/16/2009	30	ABBOTT LABORATORIES	1,275.13	1,682.57	-407.44
01/25/2008	04/16/2009	28	COLGATE-PALMOLIVE CO	1,654.97	2,068.77	-413.80
01/25/2008	04/16/2009	3	***DEUTSCHE BANK AG-REGISTERED	156.87	341.95	-185.08
01/25/2008	04/16/2009	45	***DEUTSCHE BANK AG-REGISTERED	2,352.99	5,129.25	-2,776.26
12/23/2008	04/16/2009	60	TJX COMPANIES INC	1,826.04	1,174.23	451.81
12/23/2008	04/16/2009	5	TJX COMPANIES INC	135.50	97.85	37.65
05/28/2008	04/17/2009	30	***TOYOTA MOTOR CORP -SPON ADR	2,308.18	2,933.84	-627.66
01/25/2008	04/20/2009	6	GOOGLE INC-CL A	2,280.38	3,480.09	-1,199.71
09/24/2008	04/21/2009	10	LOCKHEED MARTIN CORP	760.72	1,083.78	-323.06

Part I Line 11 Statement

Open Date	Close Date	Quantity	Description	Total Proceeds	Total Cost	Gain or Loss
01/25/2008	01/13/2009	15	***ALCON INC	1,329.69	2,164.24	-834.5
04/29/2008	01/13/2009	30	BAXTER INTERNATIONAL INC	1,582.24	1,888.95	-306.7
04/16/2008	01/13/2009	25	BECTON DICKINSON & CO	1,804.19	2,094.39	-290.2
07/15/2008	01/13/2009	5	BECTON DICKINSON & CO	360.84	399.12	-38.2
01/25/2008	01/13/2009	150	GENERAL ELECTRIC CO	2,278.41	5,156.64	-2,878.2
01/25/2008	01/13/2009	25	***TEVA PHARMACEUTICAL-SP AD	1,052.63	1,120.59	-67.9
01/25/2008	01/15/2009	21	APPLE INC	1,739.92	2,854.57	-1,114.6
01/25/2008	01/15/2009	34	APPLE INC	2,817.02	4,621.69	-1,804.6
01/29/2008	01/15/2009	200	CITIGROUP INC	761.90	5,554.55	-4,792.6
02/11/2008	01/15/2009	5	CITIGROUP INC	19.05	129.13	-110.0
01/25/2008	01/20/2009	838	BERNSTEIN INTERMEDIATE	10,000.00	11,162.16	-1,162.1
		.000	DURATION PORTFOLIO			
01/25/2008	01/20/2009		BERNSTEIN INTERMEDIATE	0.00	2.97	-2.9
		.223	DURATION PORTFOLIO			
01/25/2008	01/22/2009	150	AMERISOURCEBERGEN CORP	5,635.52	6,770.25	-1,134.7
01/25/2008	01/22/2009	30	MCKESSON CORP	1,194.40	1,824.42	-630.0
01/25/2008	01/23/2009	30	***ALCON INC	2,462.36	4,328.48	-1,866.1
01/25/2008	01/28/2009	70	CONOCOPHILLIPS	3,502.25	5,250.49	-1,748.2
01/25/2008	01/28/2009	30	CONOCOPHILLIPS	1,500.96	2,250.21	-749.2
01/25/2008	01/29/2009	100	CISCO SYSTEMS INC	1,605.68	2,457.39	-851.7
01/25/2008	01/30/2009	7	CHE GROUP INC	1,216.36	4,458.07	-3,241.7
01/25/2008	01/30/2009	3	GOOGLE INC-CL A	1,021.63	1,740.04	-718.4
01/25/2008	01/30/2009	115	VERIZON COMMUNICATIONS INC	3,442.62	4,361.48	-918.8
12/24/2008	02/02/2009	30	AFLAC INC	694.62	1,314.95	-620.3
06/30/2008	02/02/2009	9	APACHE CORP	662.95	1,246.04	-583.0
07/23/2008	02/02/2009	4	APACHE CORP	294.65	446.91	-152.2
01/25/2008	02/03/2009	85	***BP PLC-SPONS ADR	3,571.74	5,387.16	-1,815.4
06/06/2008	02/04/2009	15	HARTFORD FINANCIAL SVCS GRP	227.78	1,083.90	-856.1
07/25/2008	02/04/2009	30	HARTFORD FINANCIAL SVCS GRP	455.55	1,838.01	-1,382.4
01/25/2008	02/06/2009	8	CHE GROUP INC	1,514.03	5,094.95	-3,580.9
01/25/2008	02/08/2009	30	GILEAD SCIENCES INC	1,577.21	1,322.58	254.6
01/25/2008	02/06/2009	14	MONSANTO CO	1,178.00	1,528.72	-350.7
01/25/2008	02/11/2009	25	MEDCO HEALTH SOLUTIONS INC	1,147.03	1,180.59	-33.5
05/28/2008	02/11/2009	15	***TOYOTA MOTOR CORP -SPON	1,023.93	1,466.91	-442.9
10/21/2008	02/17/2009	85	ACTIVISION BLIZZARD INC	809.73	1,122.19	-312.4
12/19/2008	02/17/2009	140	ACTIVISION BLIZZARD INC	1,333.67	1,326.79	6.8
02/11/2008	02/20/2009	195	CITIGROUP INC	391.15	5,036.09	-4,644.9
02/27/2008	02/20/2009	150	CITIGROUP INC	300.89	3,819.30	-3,518.4
01/27/2009	02/20/2009	225	DELL INC	1,829.86	2,289.40	-459.5
01/28/2008	02/24/2009	300	BANK OF AMERICA CORP	1,358.88	12,019.12	-10,660.2
10/07/2008	02/24/2009	100	BANK OF AMERICA CORP	452.96	2,200.00	-1,747.0
01/28/2008	02/24/2009	90	JPMORGAN CHASE & CO	1,869.11	3,995.74	-2,126.6
10/09/2008	02/27/2009	10	***ERICSSON (LM) TEL-SP ADR	82.71	64.82	17.8
10/09/2008	02/27/2009	5	***ERICSSON (LM) TEL-SP ADR	41.36	32.41	8.9
10/09/2008	02/27/2009	325	***ERICSSON (LM) TEL-SP ADR	2,688.17	2,106.65	581.5
10/09/2008	02/27/2009	5	***ERICSSON (LM) TEL-SP ADR	41.36	32.41	8.9

Part I Line 11 Statement

Open Date	Close Date	Quantity	Description	Total Proceeds	Total Cost	Gain or Los
08/05/2008	04/23/2009	20	CHEVRON CORP	1,307.20	1,643.17	-335.9
03/24/2009	04/23/2009	26	CHEVRON CORP	1,699.36	1,812.32	-112.9
01/25/2008	04/23/2009	300	CBS CORP-CLASS B	1,737.99	7,141.83	-5,403.8
12/11/2008	04/23/2009	125	CBS CORP-CLASS B	724.16	971.40	-247.2
02/20/2009	04/23/2009	175	CBS CORP-CLASS B	1,013.83	858.29	155.5
01/28/2008	04/23/2009	95	CAMERON INTERNATIONAL CORP	2,381.75	4,219.26	-1,837.5
01/25/2008	04/23/2009	17	CHE GROUP INC	4,059.78	10,828.77	-6,766.9
06/05/2008	04/23/2009	10	CHE GROUP INC	2,388.10	3,892.20	-1,504.1
04/15/2008	04/23/2009	130	CARDINAL HEALTH INC	4,359.75	6,653.62	-2,293.8
01/25/2008	04/23/2009	140	CONOCOPHILLIPS	5,557.55	10,501.01	-4,943.4
03/31/2008	04/23/2009	15	CONOCOPHILLIPS	595.45	1,138.40	-542.9
01/25/2008	04/23/2009	175	CELGENE CORP	6,900.69	9,071.63	-2,170.9
03/14/2008	04/23/2009	25	CELGENE CORP	985.81	1,399.88	-414.0
01/25/2008	04/23/2009	600	CISCO SYSTEMS INC	10,482.00	14,744.35	-4,262.3
03/31/2009	04/23/2009	50	CISCO SYSTEMS INC	873.50	828.43	45.0
01/28/2008	04/23/2009	65	COCA-COLA CO/THE	2,793.70	3,829.05	-1,035.3
01/25/2008	04/23/2009	30	COLGATE-PALMOLIVE CO	1,760.70	2,216.54	-455.8
01/20/2009	04/23/2009	20	COLGATE-PALMOLIVE CO	1,173.80	1,268.79	-94.9
12/22/2008	04/23/2009	200	CORNING INC	2,990.92	1,743.41	1,247.5
08/08/2008	04/23/2009	30	DEVON ENERGY CORPORATION	1,520.53	2,710.29	-1,189.7
09/15/2008	04/23/2009	15	DEVON ENERGY CORPORATION	760.27	1,345.83	-585.5
10/01/2008	04/23/2009	15	DEVON ENERGY CORPORATION	760.27	1,340.80	-580.5
01/28/2009	04/23/2009	15	DEVON ENERGY CORPORATION	760.27	964.73	-204.4
02/03/2009	04/23/2009	25	DEVON ENERGY CORPORATION	1,267.11	1,529.71	-262.6
03/02/2009	04/23/2009	30	DEVON ENERGY CORPORATION	1,520.54	1,190.33	330.2
04/02/2009	04/23/2009	20	DEVON ENERGY CORPORATION	1,013.69	978.50	35.1
01/25/2008	04/23/2009	2	***DEUTSCHE BANK AG-REGISTERED	105.13	227.97	-122.8
02/11/2008	04/23/2009	15	***DEUTSCHE BANK AG-REGISTERED	788.41	1,640.98	-852.5
03/20/2008	04/23/2009	15	***DEUTSCHE BANK AG-REGISTERED	788.41	1,636.91	-848.5
06/17/2008	04/23/2009	15	***DEUTSCHE BANK AG-REGISTERED	788.41	1,461.92	-673.5
03/05/2009	04/23/2009	30	***DEUTSCHE BANK AG-REGISTERED	1,576.83	727.96	848.8
03/06/2009	04/23/2009	35	DANAHER CORP	2,019.15	1,748.73	270.4
01/28/2008	04/23/2009	65	THE WALT DISNEY CO.	1,271.39	1,888.49	-615.1
01/28/2008	04/23/2009	10	THE WALT DISNEY CO.	195.60	290.23	-94.6
10/22/2008	04/23/2009	40	THE WALT DISNEY CO.	782.40	972.92	-190.5
12/19/2008	04/23/2009	175	THE WALT DISNEY CO.	3,422.98	3,997.65	-574.6
02/17/2009	04/23/2009	50	THE WALT DISNEY CO.	977.99	893.68	84.3
04/17/2009	04/23/2009	55	DU PONT (E.I.) DE NEMOURS	1,499.30	1,560.25	-60.9
01/25/2008	04/23/2009	80	EOG RESOURCES INC	4,759.18	6,834.79	-2,075.6
06/30/2008	04/23/2009	10	EOG RESOURCES INC	594.90	1,321.75	-726.8
07/17/2008	04/23/2009	20	EOG RESOURCES INC	1,189.79	2,173.83	-984.0
01/20/2009	04/23/2009	25	EOG RESOURCES INC	1,487.24	1,555.05	-67.8
02/04/2009	04/23/2009	18	EOG RESOURCES INC	1,071.18	1,239.23	-168.0
02/10/2009	04/23/2009	17	EOG RESOURCES INC	1,011.67	1,193.93	-182.2
03/02/2009	04/23/2009	20	EOG RESOURCES INC	1,190.20	909.52	280.6
03/31/2009	04/23/2009	15	EOG RESOURCES INC	892.35	853.95	38.4
01/25/2008	04/23/2009	80	EXXON MOBIL CORP	5,233.87	6,861.36	-1,627.4
02/27/2008	04/23/2009	50	EXXON MOBIL CORP	3,271.18	4,480.06	-1,208.8
03/28/2008	04/23/2009	35	EXXON MOBIL CORP	2,289.81	3,011.31	-721.5

Part I Line 11 Statement

Open Date	Close Date	Quantity	Description	Total Proceeds	Total Cost	Gain or Loss
10/09/2008	04/23/2009	145	***ERICSSON (LM) TEL-SP ADR	1,313.89	939.89	374.00
12/31/2008	04/23/2009	200	***ERICSSON (LM) TEL-SP ADR	1,812.26	1,545.82	266.44
11/06/2008	04/23/2009	60	EASTMAN CHEMICAL COMPANY	1,996.20	2,390.47	-394.27
01/28/2008	04/23/2009	65	EMERSON ELECTRIC CO	2,116.35	3,329.08	-1,212.73
02/03/2009	04/23/2009	110	EMERSON ELECTRIC CO	3,581.51	3,680.03	-98.52
03/31/2009	04/23/2009	50	EMERSON ELECTRIC CO	1,627.96	1,425.83	202.13
01/25/2008	04/23/2009	20	FLUOR CORP	777.80	1,205.42	-427.62
01/25/2008	04/23/2009	60	FRANKLIN RESOURCES INC	3,668.85	5,928.00	-2,259.15
01/25/2008	04/23/2009	10	GOLDMAN SACHS GROUP INC	1,209.15	1,956.90	-747.75
03/27/2008	04/23/2009	5	GOLDMAN SACHS GROUP INC	604.58	881.09	-276.51
06/30/2008	04/23/2009	10	GOLDMAN SACHS GROUP INC	1,209.16	1,755.62	-546.46
09/10/2008	04/23/2009	25	GOLDMAN SACHS GROUP INC	3,022.90	3,972.42	-949.52
10/28/2008	04/23/2009	19	GOLDMAN SACHS GROUP INC	2,297.40	1,809.73	487.67
12/03/2008	04/23/2009	21	GOLDMAN SACHS GROUP INC	2,539.23	1,363.98	1,175.25
12/24/2008	04/23/2009	15	GOLDMAN SACHS GROUP INC	1,813.74	1,138.20	675.54
02/10/2009	04/23/2009	10	GOLDMAN SACHS GROUP INC	1,209.16	968.96	240.20
04/20/2009	04/23/2009	18	GOLDMAN SACHS GROUP INC	2,176.48	2,096.85	79.63
07/29/2008	04/23/2009	125	GENWORTH FINANCIAL INC-CL A	266.25	2,015.66	-1,749.41
07/31/2008	04/23/2009	75	GENWORTH FINANCIAL INC-CL A	159.75	1,222.67	-1,062.92
01/25/2008	04/23/2009	51	GOOGLE INC-CL A	19,649.20	29,580.78	-9,931.58
02/18/2009	04/23/2009	140	GAP INC/THE	2,100.00	1,577.73	522.27
11/08/2008	04/23/2009	19	GENERAL MILLS INC	940.50	1,246.00	-305.50
01/25/2008	04/23/2009	320	GILEAD SCIENCES INC	14,628.90	14,107.60	521.30
09/29/2008	04/23/2009	25	GILEAD SCIENCES INC	1,142.88	1,211.20	-68.32
03/31/2009	04/23/2009	30	GILEAD SCIENCES INC	1,371.46	1,383.92	-12.46
03/25/2009	04/23/2009	55	***GLAXOSMITHKLINE PLC-SPON	1,590.60	1,633.86	-43.26
07/25/2008	04/23/2009	10	HARTFORD FINANCIAL SVCS GRP	96.50	612.67	-516.17
10/31/2008	04/23/2009	90	HARTFORD FINANCIAL SVCS GRP	868.50	905.17	-36.67
01/16/2009	04/23/2009	30	HONEYWELL INTERNATIONAL INC	966.41	985.88	-19.47
01/25/2008	04/23/2009	375	HEWLETT-PACKARD CO	12,944.51	16,475.85	-3,531.34
05/02/2008	04/23/2009	75	HEWLETT-PACKARD CO	2,588.90	3,602.84	-1,013.94
07/31/2008	04/23/2009	25	HEWLETT-PACKARD CO	862.97	1,121.35	-258.38
08/04/2008	04/23/2009	100	HEWLETT-PACKARD CO	3,451.87	4,408.83	-956.96
10/17/2008	04/23/2009	80	HOME DEPOT INC	2,061.60	1,562.15	499.45
02/10/2009	04/23/2009	55	HOME DEPOT INC	1,417.35	1,235.43	181.92
02/25/2009	04/23/2009	90	HOME DEPOT INC	2,319.30	1,831.34	487.96
09/24/2008	04/23/2009	100	INTEL CORP	1,544.37	1,872.97	-328.60
01/28/2008	04/23/2009	169	JPMORGAN CHASE & CO	5,501.00	7,503.14	-2,002.14
01/28/2008	04/23/2009	1	JPMORGAN CHASE & CO	32.55	44.40	-11.85
09/26/2008	04/23/2009	140	JPMORGAN CHASE & CO	4,557.04	5,670.00	-1,112.96
10/21/2008	04/23/2009	35	JPMORGAN CHASE & CO	1,139.26	1,422.91	-283.65
04/07/2009	04/23/2009	125	JPMORGAN CHASE & CO	4,068.79	3,411.80	656.99
01/15/2009	04/23/2009	25	JACOBS ENGINEERING GROUP INC	1,097.25	1,124.88	-27.63
04/23/2008	04/23/2009	50	KOHL'S CORP	2,209.19	2,313.05	-103.86
08/21/2008	04/23/2009	45	KOHL'S CORP	1,988.27	2,121.20	-132.93
01/27/2009	04/23/2009	55	KOHL'S CORP	2,430.11	2,115.62	314.49
03/31/2009	04/23/2009	20	KOHL'S CORP	883.68	825.89	57.79
10/21/2008	04/23/2009	14	LOCKHEED MARTIN CORP	1,078.00	1,213.64	-135.64
03/20/2009	04/23/2009	95	ELI LILLY & CO	3,113.39	3,096.42	16.97

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Open Date	Close Date	Quantity	Description	Total Proceeds	Total Cost	Gain or Loss
04/09/2009	04/23/2009	95	ELI LILLY & CO	3,113.40	3,092.42	20.98
12/23/2008	04/23/2009	250	LIMITED BRANDS INC	2,645.00	2,318.53	326.47
02/17/2009	04/23/2009	95	LINCOLN NATIONAL CORP	959.69	1,248.27	-288.58
03/05/2009	04/23/2009	105	LINCOLN NATIONAL CORP	1,060.71	683.40	377.31
10/17/2008	04/23/2009	90	LOWE'S COS INC	1,842.30	1,672.10	170.20
02/25/2009	04/23/2009	50	LOWE'S COS INC	1,023.50	768.30	255.20
01/25/2008	04/23/2009	110	MORGAN STANLEY	2,384.19	5,634.75	-3,250.56
02/12/2008	04/23/2009	85	MORGAN STANLEY	1,842.32	3,645.56	-1,803.24
01/25/2008	04/23/2009	111	MONSANTO CO	8,681.09	12,120.64	-3,439.55
09/29/2008	04/23/2009	20	MONSANTO CO	1,564.16	2,041.93	-477.77
01/25/2008	04/23/2009	95	METLIFE INC	2,583.78	5,298.69	-2,714.91
10/08/2008	04/23/2009	115	METLIFE INC	3,127.72	3,047.50	80.22
01/20/2009	04/23/2009	65	METLIFE INC	1,767.84	1,708.93	58.91
01/25/2008	04/23/2009	110	MEDCO HEALTH SOLUTIONS INC	4,620.37	5,194.62	-574.25
03/14/2008	04/23/2009	40	MEDCO HEALTH SOLUTIONS INC	1,680.13	1,680.10	0.03
11/25/2008	04/23/2009	20	MOLSON COORS BREWING CO -B	725.00	891.41	-166.41
02/11/2009	04/23/2009	35	MOLSON COORS BREWING CO -B	1,268.75	1,370.55	-101.80
04/22/2008	04/23/2009	35	MACY'S INC	435.40	811.10	-375.70
05/30/2008	04/23/2009	75	MACY'S INC	933.00	1,785.41	-852.41
06/06/2008	04/23/2009	75	MACY'S INC	933.00	1,704.83	-771.83
07/17/2008	04/23/2009	100	MACY'S INC	1,244.00	1,742.26	-498.26
03/14/2008	04/23/2009	40	MCDONALD'S CORP	2,204.50	2,186.12	18.38
09/22/2008	04/23/2009	20	MCDONALD'S CORP	1,102.24	1,280.52	-178.28
10/22/2008	04/23/2009	25	MCDONALD'S CORP	1,377.80	1,369.28	8.52
11/13/2008	04/23/2009	60	MCDONALD'S CORP	3,306.73	3,218.08	88.65
03/31/2009	04/23/2009	15	MCDONALD'S CORP	826.68	819.42	7.26
01/25/2008	04/23/2009	75	MERCK & CO. INC.	1,731.66	3,643.67	-1,912.01
04/10/2008	04/23/2009	65	MERCK & CO. INC.	1,500.77	2,713.91	-1,213.14
06/05/2008	04/23/2009	35	MERCK & CO. INC.	808.11	1,351.01	-542.90
06/24/2008	04/23/2009	75	MERCK & CO. INC.	1,731.66	2,757.10	-1,025.44
08/30/2008	04/23/2009	50	MERCK & CO. INC.	1,154.44	1,892.32	-737.88
07/03/2008	04/23/2009	50	MERCK & CO. INC.	1,154.44	1,920.47	-766.03
09/05/2008	04/23/2009	75	MERCK & CO. INC.	1,731.66	2,544.09	-812.43
01/25/2008	04/23/2009	50	MICROSOFT CORP	927.50	1,675.64	-748.14
02/19/2009	04/23/2009	50	MICROSOFT CORP	927.50	911.88	15.62
03/31/2009	04/23/2009	45	MICROSOFT CORP	834.75	830.48	4.27
06/10/2008	04/23/2009	250	MOTOROLA INC	1,375.00	2,260.33	-885.33
08/12/2008	04/23/2009	250	MOTOROLA INC	1,375.00	2,241.83	-866.83
09/24/2008	04/23/2009	300	MOTOROLA INC	1,650.00	2,265.33	-615.33
12/01/2008	04/23/2009	300	MOTOROLA INC	1,650.00	1,260.12	389.88
09/04/2008	04/23/2009	175	NVIDIA CORP	1,937.25	2,009.88	-72.63
12/01/2008	04/23/2009	200	NEWS CORP	1,520.00	1,432.68	87.32
01/30/2009	04/23/2009	500	NEWS CORP	3,800.00	3,260.80	539.20
03/19/2009	04/23/2009	200	NEWS CORP	1,520.00	1,285.56	234.44
04/30/2008	04/23/2009	35	NIKE INC -CL B	1,883.00	2,372.42	-489.42
01/23/2009	04/23/2009	125	***NOKIA CORP-SPON ADR	1,833.98	1,540.26	293.72
02/05/2009	04/23/2009	150	***NOKIA CORP-SPON ADR	2,200.77	1,950.20	250.57
02/10/2009	04/23/2009	100	***NOKIA CORP-SPON ADR	1,467.18	1,274.40	192.78
02/23/2009	04/23/2009	100	***NOKIA CORP-SPON ADR	1,467.18	1,020.16	447.02

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Open Date	Close Date	Quantity	Description	Total Proceeds	Total Cost	Gain or Loss
03/03/2009	04/23/2009	100	***NOKIA CORP-SPON ADR	1,467.18	924.71	542.47
04/17/2009	04/23/2009	70	NORTHROP GRUMMAN CORP	3,395.00	3,358.18	36.82
02/03/2009	04/23/2009	45	OCCIDENTAL PETROLEUM CORP	2,500.20	2,486.52	13.68
01/25/2008	04/23/2009	75	PHILIP MORRIS INTERNATIONAL	2,764.13	3,855.97	-1,091.84
01/25/2008	04/23/2009	14	PHILIP MORRIS INTERNATIONAL	516.25	719.78	-203.53
07/14/2008	04/23/2009	25	PHILIP MORRIS INTERNATIONAL	921.86	1,329.78	-407.92
07/24/2008	04/23/2009	25	PHILIP MORRIS INTERNATIONAL	921.86	1,299.43	-377.57
02/10/2009	04/23/2009	21	PHILIP MORRIS INTERNATIONAL	774.36	766.58	7.78
04/14/2009	04/23/2009	25	PACCAR INC	816.50	779.97	36.53
02/11/2008	04/23/2009	15	J.C. PENNEY CO INC	394.80	736.64	-341.84
11/14/2008	04/23/2009	75	J.C. PENNEY CO INC	1,974.00	1,315.35	658.65
01/25/2008	04/23/2009	90	PEPSICO INC	4,306.25	6,242.79	-1,936.54
09/29/2008	04/23/2009	15	PEPSICO INC	717.71	1,079.54	-361.83
11/25/2008	04/23/2009	35	PEPSICO INC	1,674.65	1,978.28	-303.63
03/09/2009	04/23/2009	35	PEPSICO INC	1,674.65	1,640.95	33.70
01/25/2008	04/23/2009	805	PFIZER INC	10,510.56	18,216.51	-7,705.95
01/25/2008	04/23/2009	15	PROCTER & GAMBLE CO	737.02	989.61	-252.59
10/03/2008	04/23/2009	19	PROCTER & GAMBLE CO	933.57	1,351.16	-417.59
10/03/2008	04/23/2009	56	PROCTER & GAMBLE CO	2,751.56	3,982.35	-1,230.79
11/25/2008	04/23/2009	20	PROCTER & GAMBLE CO	982.70	1,298.57	-313.87
04/17/2009	04/23/2009	71	PROCTER & GAMBLE CO	3,488.59	3,670.56	-181.97
06/16/2008	04/23/2009	50	QUALCOMM INC	2,026.50	2,483.83	-457.33
07/14/2008	04/23/2009	25	QUALCOMM INC	1,013.25	1,208.27	-195.02
07/17/2008	04/23/2009	35	QUALCOMM INC	1,418.55	1,653.03	-234.48
08/12/2008	04/23/2009	35	QUALCOMM INC	1,418.55	1,897.52	-478.97
10/21/2008	04/23/2009	105	QUALCOMM INC	4,255.65	4,090.97	164.68
11/18/2008	04/23/2009	25	QUALCOMM INC	1,013.25	792.24	221.01
03/09/2009	04/23/2009	25	QUALCOMM INC	1,013.25	838.10	175.15
03/31/2009	04/23/2009	50	QUALCOMM INC	2,026.50	1,958.80	69.70
08/29/2008	04/23/2009	125	RELIANT ENERGY INC	546.25	2,118.38	-1,572.13
12/23/2008	04/23/2009	175	RELIANT ENERGY INC	764.75	915.76	-151.01
01/25/2008	04/23/2009	40	***ROYAL DUTCH SHELL PLC-ADR	1,755.41	2,905.34	-1,149.93
04/03/2008	04/23/2009	35	***ROYAL DUTCH SHELL PLC-ADR	1,535.97	2,485.25	-949.28
04/08/2008	04/23/2009	15	***ROYAL DUTCH SHELL PLC-ADR	658.27	1,088.81	-430.54
12/30/2008	04/23/2009	95	***SANOFI-AVENTIS ADR	2,504.20	3,050.96	-546.76
01/25/2008	04/23/2009	100	SCHERING-PLOUGH CORP	2,176.00	1,952.88	223.12
03/23/2009	04/23/2009	100	SCHERING-PLOUGH CORP	2,176.00	2,400.45	-224.45
01/25/2008	04/23/2009	210	SCHLUMBERGER LTD	9,628.08	16,388.23	-6,760.15
11/25/2008	04/23/2009	40	SCHLUMBERGER LTD	1,833.92	1,854.64	-20.72
03/08/2009	04/23/2009	25	SCHLUMBERGER LTD	1,146.20	917.62	228.58
10/21/2008	04/23/2009	45	SCHWAB (CHARLES) CORP	797.60	931.29	-133.69
11/08/2008	04/23/2009	40	SCHWAB (CHARLES) CORP	708.97	770.14	-61.17
01/25/2008	04/23/2009	400	SPRINT NEXTEL CORP	1,677.00	3,777.16	-2,100.16
04/10/2008	04/23/2009	600	SPRINT NEXTEL CORP	2,515.50	3,905.76	-1,390.26
02/25/2009	04/23/2009	150	SYMANTEC CORP	2,568.42	2,090.90	477.52
03/13/2009	04/23/2009	100	SYMANTEC CORP	1,712.28	1,366.76	345.52
03/17/2009	04/23/2009	75	SYMANTEC CORP	1,284.21	1,007.53	276.68
04/17/2009	04/23/2009	40	TARGET CORP	1,545.60	1,609.27	-63.67
12/23/2008	04/23/2009	85	TJX COMPANIES INC	2,319.65	1,663.50	656.15

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Open Date	Close Date	Quantity	Description	Total Proceeds	Total Cost	Gain or Loss
01/25/2008	04/23/2009	145	TRAVELERS COS INC/THE	5,732.66	6,645.55	-912.89
01/25/2008	04/23/2009	110	TIME WARNER INC	2,412.30	3,616.81	-1,204.51
06/06/2008	04/23/2009	33	TIME WARNER INC	723.69	1,158.85	-435.16
11/06/2008	04/23/2009	58	TIME WARNER INC	1,271.94	1,256.81	15.13
11/28/2008	04/23/2009	66	TIME WARNER INC	1,447.38	1,315.30	132.08
01/06/2009	04/23/2009	33	TIME WARNER INC	723.69	815.61	-91.92
03/11/2009	04/23/2009	33	TIME WARNER INC	723.69	585.72	137.97
01/25/2008	04/23/2009	29	TIME WARNER CABLE	780.68	1,278.93	-498.25
06/06/2008	04/23/2009	8	TIME WARNER CABLE	215.36	410.13	-194.77
11/06/2008	04/23/2009	14	TIME WARNER CABLE	376.88	444.42	-67.54
11/28/2008	04/23/2009	16	TIME WARNER CABLE	430.72	465.10	-34.38
01/06/2009	04/23/2009	8	TIME WARNER CABLE	215.36	288.41	-73.05
03/11/2009	04/23/2009	8	TIME WARNER CABLE	215.36	207.12	8.24
01/25/2008	04/23/2009	175	***TEVA PHARMACEUTICAL-SP ADR	7,629.47	7,844.17	-214.70
06/30/2008	04/23/2009	50	***TEVA PHARMACEUTICAL-SP ADR	2,179.85	2,275.95	-96.10
08/08/2008	04/23/2009	25	***TEVA PHARMACEUTICAL-SP ADR	1,089.93	1,173.99	-84.06
08/12/2008	04/23/2009	25	***TEVA PHARMACEUTICAL-SP ADR	1,089.93	1,163.52	-73.59
01/25/2008	04/23/2009	60	***TOTAL SA-SPON ADR	2,899.80	4,389.29	-1,489.49
04/30/2008	04/23/2009	130	TYSON FOODS INC-CL A	1,429.95	2,317.34	-887.39
12/19/2008	04/23/2009	220	TYSON FOODS INC-CL A	2,419.91	1,739.30	680.61
12/29/2008	04/23/2009	135	VIACOM INC-CLASS B	2,513.70	2,330.68	183.02
08/26/2008	04/23/2009	35	WYETH	1,478.40	1,480.98	-2.58
02/12/2008	04/23/2009	55	WAL-MART STORES INC	2,873.20	2,771.95	101.25
06/30/2008	04/23/2009	20	WAL-MART STORES INC	972.07	1,137.92	-165.85
10/06/2008	04/23/2009	50	WAL-MART STORES INC	2,430.18	2,885.23	-455.05
10/28/2008	04/23/2009	15	WAL-MART STORES INC	729.06	769.65	-40.59
03/31/2009	04/23/2009	15	WAL-MART STORES INC	729.06	776.91	-47.85
06/11/2008	04/23/2009	90	WESTERN DIGITAL CORP	1,940.80	3,431.84	-1,491.04
08/20/2008	04/23/2009	85	WESTERN DIGITAL CORP	1,832.79	2,403.43	-570.64
08/25/2008	04/23/2009	50	WESTERN DIGITAL CORP	1,078.11	1,404.68	-326.57
08/21/2008	04/23/2009	115	XL CAPITAL LTD -CLASS A	925.75	2,126.52	-1,200.77
01/25/2008	04/23/2009	37,183	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	448,072.83	495,290.81	-47,217.98
12/09/2008	04/23/2009	430	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	5,181.64	4,927.87	253.77
12/09/2008	04/23/2009	.006	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	0.00	5.49	-5.49
01/25/2008	04/23/2009	1,975	BERNSTEIN EMERGING MARKETS PORTFOLIO	35,341.19	71,230.76	-35,889.57
12/09/2008	04/23/2009	.860	BERNSTEIN EMERGING MARKETS PORTFOLIO	4,509.90	3,711.50	798.40
12/09/2008	04/23/2009	.140	BERNSTEIN EMERGING MARKETS PORTFOLIO	0.00	13.00	-13.00
01/25/2008	04/23/2009	14,910	BERNSTEIN INTERNATIONAL PORTFOLIO	165,359.74	328,477.91	-163,118.17
12/17/2008	04/23/2009	3,944	BERNSTEIN INTERNATIONAL PORTFOLIO	43,745.38	48,596.47	-4,851.09
12/17/2008	04/23/2009	.519	BERNSTEIN INTERNATIONAL PORTFOLIO	0.00	3.53	-3.53
04/23/2009	04/24/2009	7	GOLDMAN SACHS GROUP INC	850.18	852.95	-2.77
05/23/2008	04/24/2009	110	GANNETT CO	352.00	3,187.12	-2,835.12
06/18/2008	04/24/2009	65	GANNETT CO	208.00	1,581.25	-1,373.25
04/23/2009	04/24/2009	95	JPMORGAN CHASE & CO	3,150.88	3,062.80	88.08
BTOTAL FOR LONG-TERM				1,408,881.98	1,921,039.54	-512,157.56
TAL				1,408,881.98	1,921,039.54	-512,157.56

Statement 5 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES				
BANK FEES	275	275		
TOTAL	<u>275</u>	<u>275</u>	<u>0</u>	<u>0</u>

Statement 6 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
SEE ATTACHMENT	\$ 1,300,310	\$ 1,008,463	MARKET	\$ 1,008,463
TOTAL	<u>\$ 1,300,310</u>	<u>\$ 1,008,463</u>		<u>\$ 1,008,463</u>

Statement 7 - Form 990-PF, Part III, Line 3 - Other Increases

<u>Description</u>	<u>Amount</u>
UNREALIZED GAIN ON MARKETABLE SECURITIES	\$ 491,889
TOTAL	<u>\$ 491,889</u>

2009 Form 990-PF

CrossRoads Mill Foundation
Part II Line 10B Attachment

EIN: 26-1610723

<u># of Shares</u>	<u>Security Name</u>	<u>FMV at 12/31/09</u>
1119.602	Vanguard 500 Index Fund	114,949.54
5271.16	Vanguard Total Intl. Stock Index Fund	75,957.42
400	Quantitative Tactical 3X Fund	405,567.16
400	Quantitative Global 3X Fund	386,989.11
	Frolic	<u>25,000.00</u>
	Total Value Part II Line 10B	<u>\$ 1,008,463.23</u>

No Shrs	Security Name	FMV 12/31/08
225.00	ALLSTATE CORP	\$ 7,371 00
400 00	ALTRIA GROUP INC	6,024 00
145.00	ABBOTT LABORATORIES	7,739 00
	Accrued income	870 00
	Accrued income	396 00
225.00	ACTIVISION BLIZZARD INC	1,944 00
30.00	AFLAC INC	1,375 00
22.00	AIR PRODUCTS & CHEMICALS INC	1,106 00
80 00	ALCON INC	7,135 00
500 00	AMERICAN INTERNATIONAL GROUP	785 00
150 00	AMERISOURCEBERGEN CORP	5,349 00
35 00	AMGEN INC	2,021.00
110 00	APACHE CORP	8,198 00
200 00	APPLE INC	17,070 00
500 00	AT&T INC	14,250 00
85 00	AUTOLIV INC	1,824 00
475 00	BANK OF AMERICA CORP	6,688 00
115.00	BAXTER INTERNATIONAL INC	6,163 00
80.00	BECTON DICKINSON & CO	5,471 00
2,228 88	BERNSTEIN EMERGING MARKETS	34,815 00
38,452.70	BERNSTEIN INTERMEDIATE	456,324 00
18,855 29	BERNSTEIN INTERNATIONAL	230,223 00
160 00	BP P L C SPONSORED ADR	7,478 00
65 00	BUNGE LTD	3,365 00
95 00	CAMERON INTERNATIONAL	1,948 00
130 00	CARDINAL HEALTH INC	4,481 00
30.00	CATERPILLAR INC	1,340.00
425.00	CBS CORP	3,481.00
200.00	CELGENE CORP	11,056.00
85 00	CHARLES SCHWAB CORP NEW	1,374.00
159 00	CHEVRON CORPORATION	11,761 00
700.00	CISCO SYSTEMS INC	11,410 00
550 00	CITIGROUP INC	3,691 00
42.00	CME GROUP INC	8,741.00
65.00	COCA COLA CO	2,943 00
80.00	COLGATE PALMOLIVE CO	5,483 00
255.00	CONOCOPHILLIPS	13,209 00
275.00	CORNING INC	2,621 00
120.00	COSTCO WHOLESALE CORP-NEW	6,300 00
25 00	DEERE & CO	958 00
95.00	DEUTSCHE BANK AG	3,866 00
60.00	DEVON ENERGY CORPORATION NEW	3,943 00
60.00	EASTMAN CHEMICAL CO	1,903 00
65.00	EMERSON ELECTRIC CO	2,380 00
110.00	EOG RES INC	7,324 00
500.00	ERICSSON L M TEL CO	3,905 00
165 00	EXXON MOBIL CORP	13,172 00
300.00	FIFTH THIRD BANCORP	2,478 00
20.00	FLUOR CORP NEW	897 00
60.00	FRANKLIN RESOURCES INC	3,827 00
175.00	GANNETT CO INC	1,400 00

<u>No Shrs</u>	<u>Security Name</u>	<u>FMV 12/31/08</u>
150.00	GENENTECH INC	12,437 00
150.00	GENERAL ELECTRIC CO	2,430 00
19.00	GENERAL MILLS INC	1,154 00
200 00	GENWORTH FINANCIAL INC	566 00
375.00	GILEAD SCIENCES INC	19,178 00
50 00	GOLDMAN SACHS GROUP INC	4,220 00
55.00	GOLDMAN SACHS GROUP INC	4,641.00
60 00	GOOGLE INC	18,459 00
145.00	HARTFORD FINANCIAL SERVICES	2,381.00
600 00	HEWLETT PACKARD CO	21,774 00
80 00	HOME DEPOT INC	1,842.00
100 00	INTEL CORP	1,466 00
150 00	J C PENNEY CO INC	2,955 00
340 00	JPMORGAN CHASE & CO	10,720 00
225 00	JPMORGAN CHASE & CO	7,094 00
95.00	KOHL'S CORP	3,439.00
250 00	LIMITED BRANDS INC	2,510.00
25 00	LOCKHEED MARTIN CORP	2,102.00
90 00	LOWE'S COMPANIES INC	1,937 00
285 00	MACY'S INC	2,950 00
145.00	MCDONALD'S CORP	9,018.00
30 00	MCKESSON CORP	1,162.00
175 00	MEDCO HEALTH SOLUTIONS INC	7,334.00
425.00	MERCK & CO INC	12,920.00
235.00	METLIFE INC	8,192 00
50.00	MICROSOFT CORP	972 00
20.00	MOLSON COORS BREWING CO	978.00
145.00	MONSANTO CO	10,201 00
225.00	MORGAN STANLEY	3,609 00
1,100.00	MOTOROLA INC	4,873 00
200.00	NEWS CORPORATION	1,818 00
35 00	NIKE INC-CL B	1,785 00
225.00	NOKIA CORPORATION	3,510 00
175 00	NVIDIA CORP	1,412.00
140.00	PEPSICO INC	7,668.00
900.00	PFIZER INC	15,939.00
161.00	PHILIP MORRIS INTERNATIONAL	7,005 00
64.00	PHILIP MORRIS INTERNATIONAL	2,785.00
110.00	PROCTER & GAMBLE CO	6,800.00
275 00	QUALCOMM INC	9,853 00
300.00	RELIANT ENERGY INC	1,734.00
90 00	ROYAL DUTCH SHELL PLC	4,765 00
100 00	SCHERING PLOUGH CORP	1,703.00
250 00	SCHLUMBERGER LTD	10,583.00
1,000 00	SPRINT NEXTEL CORPORATION	1,830 00
90.00	SUPERVALU INC	1,314.00
300.00	TEVA PHARMACEUTICAL	12,771.00
200.00	THE TRAVELERS COMPANIES INC	9,040 00
800.00	TIME WARNER INC	8,048 00
150.00	TJX COMPANIES INC NEW	3,086.00
60.00	TOTAL S.A.	3,318 00

<u>No Shrs</u>	<u>Security Name</u>	<u>FMV 12/31/08</u>
45 00	TOYOTA MOTOR CORP-ADR NEW	2,945 00
350 00	TYSON FOODS INC-CL A	3,066 00
115 00	VERIZON COMMUNICATIONS	3,899.00
140.00	WAL-MART STORES INC	7,848 00
65 00	WALT DISNEY CO HOLDING CO	1,475 00
225.00	WALT DISNEY CO HOLDING CO	5,105.00
225 00	WESTERN DIGITAL CORP	2,576 00
75 00	WYETH	2,813.00
115 00	XL CAPITAL LTD-CL A	426 00
TOTAL VALUE PART II LINE 10b		<u>\$ 1,300,310.00</u>

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or \$5,000

<u>Name of Manager</u>	<u>Amount</u>
CHARLES LUNSFORD	\$ _____
TOTAL	\$ _____ 0