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Form **990-PF**
 Department of the Treasury
 Internal Revenue Service (77)

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

OMB No 1545-0052

2009

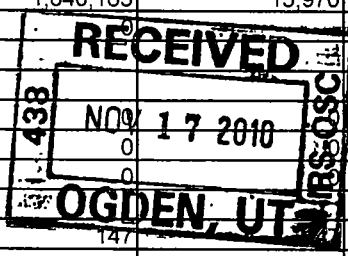
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2009, or tax year beginning 9/21/2009, and ending 12/31/2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation PRITCHETT FOUNDATION TRUST - IMA		A Employer identification number 26-3538717
	Number and street (or P O box number if mail is not delivered to street address) 45 S Peak	Room/suite	B Telephone number (see page 10 of the instructions) (949)310-4366
	City or town, state, and ZIP code Laguna Niguel CA 92677-2903		C If exemption application is pending, check here <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			D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 1,644,583		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)	
E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	1,623,972			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	13,568	13,345		
	5 a Gross rents		0		
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	2,624			
	b Gross sales price for all assets on line 6a 107,867				
	7 Capital gain net income (from Part IV, line 2)		2,624		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances 0				
b Less Cost of goods sold 0					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	1	1	0		
12 Total. Add lines 1 through 11	1,640,165	15,970	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)			0	0
	b Accounting fees (attach schedule)			0	0
	c Other professional fees (attach schedule)			0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)			0	0
	19 Depreciation (attach schedule) and depletion			0	0
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses (attach schedule)	3,946	3,611	0	335	
24 Total operating and administrative expenses. Add lines 13 through 23	4,093	3,758	0	335	
25 Contributions, gifts, grants paid	0			0	
26 Total expenses and disbursements. Add lines 24 and 25	4,093	3,758	0	335	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	1,636,072				
b Net investment income (if negative, enter -0-)		12,212			
c Adjusted net income (if negative, enter -0-)			0		



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

Form 990-PF (2009)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing		0	
	2	Savings and temporary cash investments		514,341	514,341
	3	Accounts receivable	0		
		Less allowance for doubtful accounts	0	0	0
	4	Pledges receivable	0		
		Less allowance for doubtful accounts	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule)	0		
		Less allowance for doubtful accounts	0	0	0
	8	Inventories for sale or use		0	
	9	Prepaid expenses and deferred charges		0	
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	545,148	565,979
	c	Investments—corporate bonds (attach schedule)	0	398,088	382,954
	11	Investments—land, buildings, and equipment basis	0		
	Less accumulated depreciation (attach schedule)	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	0	225,751	181,309	
14	Land, buildings, and equipment basis	0			
	Less accumulated depreciation (attach schedule)	0	0	0	
15	Other assets (describe)	0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	0	1,683,328	1,644,583	
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe)	0	0	
	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. <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds		1,683,328	
	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)	0	1,683,328		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	0	1,683,328		

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	0
2	Enter amount from Part I, line 27a	2	1,636,072
3	Other increases not included in line 2 (itemize) DIFFERENCE BETWEEN FMV AND BOOK FOR CON	3	58,339
4	Add lines 1, 2, and 3	4	1,694,411
5	Decreases not included in line 2 (itemize) See Attached Statement	5	11,083
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,683,328

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 THE ENDOWMENT TEI FUND LP			11/30/2009	12/31/2009
b EXELON CORPORATION			7/27/2009	12/9/2009
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 105,361	0	102,615	2,746	
b 2,506	0	2,628	-122	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(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		
a 0	0	0	2,746	
b 0	0	0	-122	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	2,624
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	0

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	210,476	1,656,164	0.127086
2007	42,504	1,710,813	0.024844
2006	93,701	1,641,001	0.057100
2005	57,759	1,478,046	0.039078
2004	0	8,074	0.000000

Part V will not calculate when a first year return.

2 Total of line 1, column (d)	2	0.248108
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	0.049622
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,067,885
5 Multiply line 4 by line 3	5	52,991
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	122
7 Add lines 5 and 6	7	53,113
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	335

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

1 a 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 type="checkbox"/> and enter 1% of Part I, line 27b	1		244
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		244
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5		244
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a		0
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		250
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7		250
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		0
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		6
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 6 Refunded	11		0

Part VII-A Statements Regarding Activities

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

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 ▶ HENRY & KAREN PRITCHETT Telephone no ▶ (949)310-4366 Located at ▶ 45 S Peak LAGUNA NIGUEL CA ZIP+4 ▶ 92677-2903			
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 checked="" type="checkbox"/> Yes <input 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 ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20____, 20____, 20____, 20____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	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____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? Yes No
Organizations relying on a current notice regarding disaster assistance check here ▶

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
If "Yes," attach the statement required by Regulations section 53.4945–5(d) N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

	5b	N/A
	6b	X
	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
Henry Pritchett 45 S Peak Laguna Niguel CA 92677-2903	Trustee 2 00	0	0	0
Karen Pritchett 45 S Peak Laguna Niguel CA 92677-2903	Trustee 2 00	0	0	0
.....	.....	00	0	0
.....	.....	00	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

0

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		0
.....		0
.....		0
.....		0
.....		0
.....		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 NONE	
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 NONE	
2	
All other program-related investments. See page 24 of the instructions. 3 NONE	0

Total. Add lines 1 through 3 ▶ 0

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	795,814
b	Average of monthly cash balances	1b	288,333
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,084,147
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,084,147
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	16,262
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,067,885
6	Minimum investment return. Enter 5% of line 5	6	14,921

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	14,921
2a	Tax on investment income for 2009 from Part VI, line 5	2a	244
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	244
3	Distributable amount before adjustments Subtract line 2c from line 1	3	14,677
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	14,677
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	14,677

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	335
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	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	335
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	335

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				14,677
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	174,381			
f Total of lines 3a through e	174,381			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 335				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				335
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))	14,342			14,342
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	160,039			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see 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)		0		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	160,039			
10 Analysis of line 9				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	160,039			
e Excess from 2009	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

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

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

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

Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007		(d) 2006
0				0
b 85% of line 2a	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0			0
d Amounts included in line 2c not used directly for active conduct of exempt activities				0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon				
a "Assets" alternative test—enter				
(1) Value of all assets				0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0			0
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)				0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				0
(3) Largest amount of support from an exempt organization				0
(4) Gross investment income				0

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient	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 NONE				
Total			▶ 3a	0
b Approved for future payment NONE				
Total			▶ 3b	0

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

PRITCHETT FOUNDATION TRUST - IMA

26-3538717

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

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

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

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Pritchett Family Foundation Trust ----- 45 S Peak Laguna Niguel CA 92677-2903 Foreign State or Province CA Foreign Country	\$ 883,784	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Pritchett Family Foundation Trust ----- 45 S Peak Laguna Niguel CA 92677-2903 Foreign State or Province CA Foreign Country	\$ 740,188	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	----- ----- Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	----- ----- Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	----- ----- Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	----- ----- Foreign State or Province Foreign Country	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	125 SHARES ABBOTT LABS	\$ 5,815	9/22/2009
2	50 SHARES AT&T	\$ 1,344	9/22/2009
2	100 SHARES OF BAKER HUGHES	\$ 4,310	9/22/2009
2	150 SHARES OF BANK OF NEW YORK	\$ 4,445	9/22/2009
2	175 SHARES OF BANK OF AMERICA	\$ 3,019	9/22/2009
2	1 SHARE BERKSHIRE HATHAWAY	\$ 3,321	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1 SHARE BERKSHIRE HATHAWAY	\$ 3,321	9/22/2009
2	50 SHARES OF BEST BUY	\$ 1,923	9/22/2009
2	50 SHARES OF BEST BUY	\$ 1,923	9/22/2009
2	50 SHARES OF BEST BUY	\$ 1,923	9/22/2009
2	100 SHARES OF BOEING	\$ 5,286	9/22/2009
2	50 SHARES OF BOEING	\$ 2,643	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	300 SHARES OF CISCO	\$ 7,089	9/22/2009
2	50 SHARES OF CISCO	\$ 1,182	9/22/2009
2	100 SHARES OF COLGATE PALMOLIVE	\$ 7,570	9/22/2009
2	25 SHARES OF COLGATE PALMOLIVE	\$ 1,893	9/22/2009
2	50 SHARES OF DEERE & CO	\$ 2,244	9/22/2009
2	50 SHARES OF ECOLAB	\$ 2,334	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	50 SHARES EXELON	\$ 2,547	9/22/2009
2	250 SHARES GE	\$ 4,190	9/22/2009
2	100 SHARES GE	\$ 1,676	9/22/2009
2	25 SHARES GOLDMAN SACHS	\$ 4,560	9/22/2009
2	25 SHARES GOLDMAN SACHS	\$ 4,560	9/22/2009
2	5 SHARES GOOGLE	\$ 2,485	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	10 SHARES GOOGLE	\$ 4,970	9/22/2009
2	150 SHARES HEWLETT PACKARD	\$ 6,953	9/22/2009
2	975 SHARES OF ING CLARION	\$ 6,679	9/22/2009
2	400 SHARES OF ING CLARION	\$ 2,740	9/22/2009
2	200 SHARES OF ING CLARION	\$ 1,370	9/22/2009
2	800 SHARES OF ING CLARION	\$ 5,480	9/22/2009

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Page 6 of 15 of Part II

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	1600 SHARES OF ING CLARION	\$ 10,960	9/22/2009
2	200 SHARES INTEL	\$ 3,908	9/22/2009
2	100 SHARES OF INTEL	\$ 1,954	9/22/2009
2	25 SHARES INTERNATIONAL BUSINESS MACHS	\$ 3,039	9/22/2009
2	150 SHARES OF ISHARES MSCI	\$ 8,252	9/22/2009
2	300 SHARES OF ISHARES MSCI	\$ 16,503	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	300 SHARES OF ISHARES MSCI	\$ 16,503	9/22/2009
2	200 SHARES OF ISHARES MSCI	\$ 11,002	9/22/2009
2	1000 SHARES OF ISHARES MSCI	\$ 55,010	9/22/2009
2	250 SHARES OF ISHARES MSCI	\$ 13,753	9/22/2009
2	600 SHARES OF ISHARES MSCI	\$ 33,006	9/22/2009
2	200 SHARES OF ISHARES MSCI	\$ 7,738	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	400 SHARES OF ISHARES MSCJ	\$ 15,476	9/22/2009
2	25 SHARES TR SMALLCAP 600	\$ 1,334	9/22/2009
2	400 SHARES ISHARES TR SMALLCAP 600	\$ 21,340	9/22/2009
2	175 SHARES ISHARES TR SMALLCAP	\$ 9,336	9/22/2009
2	100 SHARES OF JOHNSON & JOHNSON	\$ 6,067	9/22/2009
2	25 SHARES OF JOHNSON & JOHNSON	\$ 1,517	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	50 SHARES OF JP MORGAN CHASE	\$ 2,228	9/22/2009
2	100 SHARES OF MCDONALDS	\$ 5,614	9/22/2009
2	150 SHARES OF MEDTRONIC	\$ 5,622	9/22/2009
2	50 SHARES OF JP MORGAN CHASE	\$ 2,228	9/22/2009
2	25 SHARES MEDTRONIC	\$ 937	9/22/2009
2	150 SHARES OF MICROSOFT	\$ 3,795	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	25 SHARES OF MICROSOFT	\$ 633	9/22/2009
2	25 SHARES OF MICROSOFT	\$ 633	9/22/2009
2	100 SHARES OF MIDCAP SPDR	\$ 12,701	9/22/2009
2	50 SHARES OF MIDCAP SPDR	\$ 6,351	9/22/2009
2	150 SHARES OF MIDCAP SPDR	\$ 19,052	9/22/2009
2	25000 SHARES OF MLN LEHMAN BROTHERS	\$ 4,375	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	25 SHARES OF MONSANTO	\$ 1,974	9/22/2009
2	200 SHARES ORACLE	\$ 4,314	9/22/2009
2	25 SHARES PEPSICO	\$ 1,476	9/22/2009
2	100 SHARES PEPSICO	\$ 5,902	9/22/2009
2	25 SHARES PEPSICO	\$ 1,476	9/22/2009
2	1425 SHARES POWERSHARES PRIVATE EQUITY	\$ 13,281	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	375 SHARES OF POWERSHARES WILDER HILL CLE/	\$ 4,163	9/22/2009
2	25 SHARES OF POWERSHARES WILDER HILL CLEA/	\$ 278	9/22/2009
2	300 SHARES OF POWERSHARES WILDER HILL CLE/	\$ 3,330	9/22/2009
2	125 SHARES OF PROCTOR & GAMBLE	\$ 7,138	9/22/2009
2	50 SHARES OF SCHLUMBERGER LTD	\$ 3,040	9/22/2009
2	100 SHARES OF TARGET CORP	\$ 4,884	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	100 SHARES OF TRANSOCEAN LTD ----- ----- -----	\$ 8,459	9/22/2009
2	125 SHARES OF UTC ----- ----- -----	\$ 7,834	9/22/2009
2	100 SHARES OF VANGUARD ----- ----- -----	\$ 4,292	9/22/2009
2	350 SHARES OF VANGUARD ----- ----- -----	\$ 15,022	9/22/2009
2	150 SHARES OF VANGUARD ----- ----- -----	\$ 6,438	9/22/2009
2	300 SHARES OF VANGUARD ----- ----- -----	\$ 12,876	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	100 SHARES OF VERIZON	\$ 2,949	9/22/2009
2	150 SHARES OF WALT DISNEY CO	\$ 4,200	9/22/2009
2	50 SHARES OF WALT DISNEY CO	\$ 1,400	9/22/2009
2	50 SHARES 3M CO	\$ 3,727	9/22/2009
2	50 SHARES 3M CO	\$ 3,727	9/22/2009
2	25 SHARES 3M CO	\$ 1,864	9/22/2009

Name of organization PRITCHETT FOUNDATION TRUST - IMA	Employer identification number 26-3538717
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	3809 524 SHARES OF GOLDMAN SACHS	\$ 24,000	10/27/2009
2	3430 532 SHARES OF GOLDMAN SACHS	\$ 21,612	10/27/2009
2	Endowment Fund	\$ 102,883	12/31/2009
2	Noonan Investments	\$ 57,000	12/31/2009
-----	..... ..... .....	\$ ..... 0	-----
-----	..... ..... .....	\$ ..... 0	-----

Organization: PRITCHETT FAMILY FND - IMA

TIN: 26-3538717

Tax Year Ended: 12/31/09

Form 990-PF, Part VII-A, Line 10

During the current year the following trust became a substantial contributor. The contributions were made due to the foundation switching from corporate form to trust form. See below for the contributor's name and EIN.

Donor's Name and Address	Assets Contributed	FMV
Pritchett Family Foundation EIN: 20-2068462 Wells Fargo Account: 713413000 45 S. Peak Laguna Niguel, CA 92677-2903	Cash	\$883,784
Pritchett Family Foundation EIN: 20-2068462 Wells Fargo Account: 713413000 45 S Peak Laguna Niguel, CA 92677-2903	Assets	\$740,188

Statement A

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	DIFFERENCE BETWEEN FMV AND BOOK FOR CONTRIBUTION OF ASSETS	1	58,339
2	Total	2	58,339

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	3,337
2	PARTNERSHIP INCOME ADJUSTMENT	2	2,478
3	CONTRIBUTION FROM 71341300	3	5,268
4	Total	4	11,083

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Long Term CG Distributions					0							2,624
	Short Term CG Distributions					0							0
1	THE ENDOWMENT TRUST FUND LP	29299D444		11/30/2009	12/31/2009	105,361		102,615	2,746			0	2,746
2	EXELON CORPORATION	30161N101		7/27/2009	12/9/2009	2,506		2,628	-122			0	-122
3						0		0	0			0	0
4						0		0	0			0	0
5						0		0	0			0	0
6						0		0	0			0	0
7						0		0	0			0	0
8						0		0	0			0	0
9						0		0	0			0	0
10						0		0	0			0	0

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours	Compensation
1	Henry Pritchett		45 S Peak	Laguna Niguel	CA	92677-2903		Trustee	2	
2	Karen Pritchett		45 S Peak	Laguna Niguel	CA	92677-2903		Trustee	2	
3										
4										
5										
6										
7										
8										
9										
10										

0

Part XVI-A, Lines 11a-11e (990-PF) - Other Revenue

	Unrelated Business Income		Excluded by Section 512, 513, or 514			
	Program Service Revenue	Business Code	Amount	Exclusion Code	Amount	Related or Exempt Function Income
1	ENDOWMENT FUND			01	1	
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
20						

Line 11 (990-PF) - Other Income

		1	1	1	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	
1	Endowment Fund Other Income	1	1		
2			0		
3			0		
4			0		
5			0		
6			0		
7			0		
8			0		
9			0		
10			0		

Line 18 (990-PF) - Taxes

		147	147	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Foreign Tax Withheld	147	147		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		3,946	3,611	0	335
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	Wells Fargo Management Fees	1,339	1,004		335
3	Investment Expense	88	88		
4	Partnership Expense	269	269		
5	Quarterly Investment Fee	2,250	2,250		
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

		0	545,148	0	545,148	0	565,979
	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year	
1	CORPORATE STOCK			545,148		565,979	
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

		0	225,751	181,309
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year
1	OTHER INVESTMENTS			FMV
2			225,751	181,309
3				
4				
5				
6				
7				
8				
9				
10				



Account Statement For:
PRITCHETT FOUNDATION TRUST - IMA

Period Covered: December 1, 2009 - December 31, 2009
Account Number 77479900

ASSET DETAIL

ASSET DESCRIPTION

Cash & Equivalents

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CASH							
INCOME			\$2,209.12	\$2,209.12	\$0.00		
Total Cash			\$2,209.12	\$2,209.12	\$0.00		
MONEY MARKET							
FIDELITY INSTITUTIONAL MONEY MARKET PORTFOLIO CLASS I #59	22,498.200		\$22,498.20	\$22,498.20	\$0.00	\$56.66	0.25%
<i>Asset held in Invested Income Portfolio</i>							
FIDELITY INSTITUTIONAL MONEY MARKET PORTFOLIO CLASS I #59	34,201.820		34,201.82	34,201.82	0.00	86.14	0.25
Total Money Market			\$56,700.02	\$56,700.02	\$0.00	\$142.80	0.25%
Total Cash & Equivalents			\$58,909.14	\$58,909.14	\$0.00	\$142.80	0.24%

ASSET DESCRIPTION

Fixed Income

CORPORATE OBLIGATIONS

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
CORPORATE OBLIGATIONS							
LEHMAN BROTHERS HOLDINGS DTD 02/11/08 02/11/2010	25,000.000	\$19.250	\$4,812.50	\$25,000.00	-\$20,187.50	\$0.00	0.00%
3X XLF 39.75% CAP							
10% BUFFER THEN 1/1 SECURITY IN DEFAULT CUSIP: 52517PSZ0							
MOODY'S RATING: B3							
Total Corporate Obligations			\$4,812.50	\$25,000.00	-\$20,187.50	\$0.00	
Total Fixed Income			\$4,812.50	\$25,000.00	-\$20,187.50	\$0.00	

Account Statement For:
PRITCHETT FOUNDATION TRUST - IMA

Period Covered: December 1, 2009 - December 31, 2009
Account Number 77479900



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities							
CONSUMER DISCRETIONARY							
BEST BUY INC SYMBOL BBY CUSIP: 086516101	150,000	\$39.460	\$5,919.00	\$6,222.50	-\$303.50	\$84.00	1.42%
MCDONALDS CORP SYMBOL MCD CUSIP: 580135101	100,000	62.440	6,244.00	5,480.00	764.00	220.00	3.52
TARGET CORP SYMBOL TGT CUSIP: 87612E106	100,000	48.370	4,837.00	5,908.86	-1,071.86	68.00	1.41
WALT DISNEY CO SYMBOL DIS CUSIP: 254687106	200,000	32.250	6,450.00	5,743.00	707.00	70.00	1.08
Total Consumer Discretionary			\$23,450.00	\$23,354.36	\$95.64	\$442.00	1.86%
CONSUMER STAPLES							
COLGATE PALMOLIVE CO SYMBOL CL CUSIP: 194162103	125,000	\$82.150	\$10,268.75	\$8,213.25	\$2,055.50	\$220.00	2.14%
PEPSICO INC SYMBOL PEP CUSIP: 713448108	150,000	60.800	9,120.00	8,128.50	991.50	270.00	2.96
PROCTER & GAMBLE CO SYMBOL PG CUSIP: 742718109	125,000	60.630	7,578.75	6,480.00	1,098.75	220.00	2.90
Total Consumer Staples			\$26,967.50	\$22,821.75	\$4,145.75	\$710.00	2.63%
ENERGY							
BAKER HUGHES INC COM SYMBOL BHI CUSIP: 057224107	100,000	\$40.480	\$4,048.00	\$3,855.00	\$193.00	\$60.00	1.48%
POWERSHARES WILDER HILL CLEAN ENERGY PORTFOLIO SYMBOL PBW CUSIP: 73935X500	700,000	11.000	7,700.00	11,435.71	-3,735.71	0.00	0.00
SCHLUMBERGER LTD SYMBOL SLB CUSIP: 806857108	50,000	65.090	3,254.50	2,801.00	453.50	42.00	1.29
TRANSOCEAN LTD. SYMBOL RIG CUSIP: H8817H100	100,000	82.800	8,280.00	6,694.40	1,585.60	0.00	0.00
Total Energy			\$23,282.50	\$24,786.11	-\$1,503.61	\$102.00	0.44%

Account Statement For:
PRITCHETT FOUNDATION TRUST - IMA

Period Covered: December 1, 2009 - December 31, 2009

Account Number 77479900



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
FINANCIALS							
BANK NEW YORK MELLON CORP COM	150.000	\$27.970	\$4,195.50	\$6,522.00	-\$2,326.50	\$54.00	1.29%
COM							
SYMBOL: BK CUSIP: 064058100							
BANK OF AMERICA CORP	175.000	15.060	2,635.50	6,258.00	-3,622.50	7.00	0.27
COM							
SYMBOL: BAC CUSIP: 060505104							
BERKSHIRE HATHAWAY INC DEL CL B	2.000	3,286.000	6,572.00	6,166.10	405.90	0.00	0.00
COM							
SYMBOL: BRK:B CUSIP: 084670207							
GOLDMAN SACHS GROUP INC	50.000	168.840	8,442.00	6,080.25	2,361.75	70.00	0.83
COM							
SYMBOL: GS CUSIP: 38141G104							
JPMORGAN CHASE & CO	100.000	41.670	4,167.00	3,710.40	456.60	20.00	0.48
COM							
SYMBOL: JPM CUSIP: 46625H100							
Total Financials			\$26,012.00	\$28,736.75	-\$2,724.75	\$151.00	0.58%
HEALTH CARE							
ABBOTT LABS	125.000	\$53.990	\$6,748.75	\$7,193.75	-\$445.00	\$200.00	2.96%
COM							
SYMBOL: ABT CUSIP: 002824100							
JOHNSON & JOHNSON	125.000	64.410	8,051.25	7,641.25	410.00	245.00	3.04
COM							
SYMBOL: JNJ CUSIP: 478160104							
MEDTRONIC INC	175.000	43.980	7,696.50	8,920.50	-1,224.00	143.50	1.86
COM							
SYMBOL: MDT CUSIP: 585055106							
Total Health Care			\$22,496.50	\$23,755.50	-\$1,259.00	\$588.50	2.62%



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
INDUSTRIALS							
BOEING CO SYMBOL: BA CUSIP: 097023105	150.000	\$54.130	\$8,119.50	\$10,401.00	-\$2,281.50	\$252.00	3.10%
DEERE & CO SYMBOL: DE CUSIP: 244199105	50.000	54.090	2,704.50	1,994.50	710.00	56.00	2.07
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	350.000	15.130	5,295.50	10,866.00	-5,570.50	140.00	2.64
UNITED TECHNOLOGIES CORP SYMBOL: UTX CUSIP: 913017109	125.000	69.410	8,676.25	6,246.87	2,429.38	192.50	2.22
3M CO COM SYMBOL: MMM CUSIP: 88579Y101	125.000	82.670	10,333.75	9,066.50	1,267.25	255.00	2.47
Total Industrials			\$35,129.50	\$38,574.87	-\$3,445.37	\$895.50	2.55%

Account Statement For:
PRITCHETT FOUNDATION TRUST - IMA

Period Covered: December 1, 2009 - December 31, 2009

Account Number 77479900



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
INFORMATION TECHNOLOGY							
CISCO SYSTEMS INC SYMBOL: CSCO CUSIP: 17275R102	350,000	\$23.940	\$8,379.00	\$6,157.50	\$2,221.50	\$0.00	0.00%
GOOGLE INC CL A SYMBOL: GOOG CUSIP: 38259P508	15,000	619.980	9,299.70	7,470.55	1,829.15	0.00	0.00
HEWLETT PACKARD CO SYMBOL: HPQ CUSIP: 428236103	150,000	51.510	7,726.50	5,958.00	1,768.50	48.00	0.62
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	300,000	20.400	6,120.00	5,338.00	782.00	168.00	2.74
INTERNATIONAL BUSINESS MACHS CORP COM SYMBOL: IBM CUSIP: 459200101	25,000	130.900	3,272.50	2,527.25	745.25	55.00	1.68
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	200,000	30.480	6,096.00	5,494.00	602.00	104.00	1.71
ORACLE CORPORATION SYMBOL: ORCL CUSIP: 68389X105	200,000	24.530	4,906.00	4,315.80	590.20	40.00	0.81
Total Information Technology			\$45,799.70	\$37,261.10	\$8,538.60	\$415.00	0.91%
MATERIALS							
ECOLAB INC SYMBOL: ECL CUSIP: 278865100	50,000	\$44.580	\$2,229.00	\$2,113.50	\$115.50	\$31.00	1.39%
MONSANTO CO NEW SYMBOL: MON CUSIP: 61166W101	25,000	81.750	2,043.75	2,025.00	18.75	26.50	1.30
Total Materials			\$4,272.75	\$4,138.50	\$134.25	\$57.50	1.35%
TELECOMMUNICATION SERVICES							
AT & T INC SYMBOL: T CUSIP: 00206R102	50,000	\$28.030	\$1,401.50	\$1,257.00	\$144.50	\$84.00	5.99%
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104	100,000	33.130	3,313.00	3,029.73	283.27	190.00	5.73
Total Telecommunication Services			\$4,714.50	\$4,286.73	\$427.77	\$274.00	5.81%

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THE PRIVATE BANK



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
MUTUAL FUNDS							
GOLDMAN SACHS COMMODITY STRATEGY INSTL	7,240.056	\$6.190	\$44,815.95	\$40,000.00	\$4,815.95	\$1,143.93	2.55%
SYMBOL: GCCIX CUSIP: 38143H381							
ISHARES MSCI EAFE	2,800.000	55.280	154,784.00	157,658.50	-2,874.50	4,034.80	2.61
SYMBOL: EFA CUSIP: 464287465							
ISHARES TR MSCI EMERGING MARKETS INDEX FUND	600.000	41.500	24,900.00	16,209.33	8,690.67	14.40	0.06
SYMBOL: EEM CUSIP: 464287234							
ISHARES TR SMALLCAP 600 INDEX FD	600.000	54.720	32,832.00	34,507.45	-1,675.45	406.80	1.24
SYMBOL: IJR CUSIP: 464287804							
MIDCAP SPDR	300.000	131.740	39,522.00	32,057.50	7,464.50	585.90	1.48
SYMBOL: MDY CUSIP: 595635103							
Total Mutual Funds			\$296,853.95	\$280,432.78	\$16,421.17	\$6,185.83	2.08%
Total Equities			\$508,978.90	\$488,148.45	\$20,830.45	\$9,821.33	1.93%

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Alternative Investments							
OTHER							
POWERSHARES LISTED PRIVATE EQUITY PORTFOLIO	1,425.000	\$9.010	\$12,839.25	\$15,441.25	-\$2,602.00	\$884.93	6.89%
SYMBOL: PSP CUSIP: 73935X195							
Total Other			\$12,839.25	\$15,441.25	-\$2,602.00	\$884.93	6.89%
Total Alternative Investments			\$12,839.25	\$15,441.25	-\$2,602.00	\$884.93	6.89%

Account Statement For:
PRITCHETT FOUNDATION TRUST - IMA

Period Covered: December 1, 2009 - December 31, 2009

Account Number 77479900



ASSET DETAIL (continued)

ASSET DESCRIPTION

Real Estate & Specialty Assets

REAL ESTATE FUNDS

ING CLARION GLOBAL REAL ESTATE
INCOME FD COM

SYMBOL: IGR CUSIP: 44982G104

VANGUARD REIT VIPER

SYMBOL: VNQ CUSIP: 922908553

Total Real Estate Funds

Total Real Estate & Specialty Assets

	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
	3,975,000	\$6.370	\$25,320.75	\$64,972.41	-\$39,651.66	\$2,146.50	8.48%
	900,000	44.740	40,266.00	42,454.16	-2,188.16	2,102.40	5.22
			\$65,586.75	\$107,426.57	-\$41,839.82	\$4,248.90	6.48%
			\$65,586.75	\$107,426.57	-\$41,839.82	\$4,248.90	6.48%

	ACCOUNT VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
	\$651,126.54	\$694,925.41	-\$43,798.87	\$15,097.96

TOTAL ASSETS

Statement for Account # 928-034108
12/01/09 - 12/31/09

Income Summary Detail*

Description	Current	Year to Date
Ordinary Dividends	\$ 5,461.58	\$ 8,144.09
Interest Income Credit Balance	0.00	0.01
IDA Interest	3.10	3.10
Money Market Fund Dividends	0.00	10.18

*This section displays current and year to date taxation values for this account. The current totals may not equate to the total payments listed on this statement as corrections to tax reporting may also be included. These corrections can include changes made to previous payments and removal of payments reportable in a previous tax year (spillover dividends). The year to date totals will accurately reflect your cumulative amount for the year.

Account Positions

Investment Description	Symbol/ CUSIP	Quantity	Current Price	Market Value	Estimated Income	Estimated Yield
Mutual Funds - Cash						
HARTFORD MUT FDS INC HIGH YLD FD CL A	HAHAX	11,183.098	\$6.96	\$77,834.36	\$	
NORTHEAST INVS TR SH BEN INT	NTHEX	26,825.13	5.84	156,658.76		
WESTERN ASSET FDS HGH YLD PRFLO INSTNL	WAHYX	17,369.727	8.27	143,647.64		
Total Mutual Funds				\$378,140.76	\$0.00	0.0%
Total Cash Account				\$378,140.76	\$0.00	0.0%

Account Activity

Trade Date	Settle Date	Acct Type	Transaction/ Cash Activity*	Description	Symbol/ CUSIP	Quantity	Price	Amount	Balance
Opening Balance									\$0.01
12/01/09	12/01/09	Cash	Journal - Other	REDEMPTION TDAM US GOVERNMENT PORT CLASS			\$ 0.00	\$ 155,549.39	155,549.40
12/03/09	12/04/09	Cash	Buy - Securities Purchased	DIREXION FUNDS HY BEAR FUND	PHBRX	5,504.785	16.51	(90,884.00)	64,665.40
12/07/09	12/08/09	Cash	Sell - Securities Sold	DIREXION FUNDS HY BEAR FUND	PHBRX	5,504.785	16.36	90,058.28	154,723.68
12/17/09	12/17/09	Cash	Journal - Other	QUARTERLY MGMT FEE MARATHON INVESTMENT PROGRAM 9280341081			0.00	(2,250.11)	152,473.57

Statement for Account # 928-034108

12/01/09 - 12/31/09

Insured Deposit Account Activity

Date Cleared	Check Number	Date Written	Transaction	Description	Tracking Code	Expense Code	Amount	Balance
12/22/09		12/22/09	Received	FDIC INSURED DEPOSIT ACCOUNT NOT COVERED BY SIPC IDA12 PURCHASE FDIC INSURED DEPOSIT ACCOUNT N			\$ 74,974.70	\$ 0.00 74,974.70
12/31/09		12/31/09	Received	FDIC INSURED DEPOSIT ACCOUNT NOT COVERED BY SIPC IDA12 PURCHASE FDIC INSURED DEPOSIT ACCOUNT N			5,461.58	80,436.28
12/31/09		12/31/09	Received	Interest: Insured Deposit Account			3.10	80,439.38
Closing Balance								\$80,439.38

TD Bank NA

FDIC Insured Deposit Account (IDA) balances reflected in your brokerage account are FDIC-insured up to applicable limits and held by TD Bank, N.A., or TD Bank USA, N.A., or both. The IDA balances are not covered by the Securities Investor Protection Corporation (SIPC) protection applicable to your brokerage account.

Money Market Fund Account Activity

Date Cleared	Check Number	Date Written	Transaction	Description	Tracking Code	Expense Code	Amount	Balance
12/01/09		12/01/09	Delivered	TDAM US GOVERNMENT PORT CLASS A REDEMPTION TDAM US GOVERNMENT PORT CLASS			\$ (155,549.39)	\$155,549.39 0.00
Closing Balance								\$ 0.00

Important Information

The most recent statement of financial condition for TD AMERITRADE Clearing, Inc. may be obtained at no cost, via the Internet at <http://www.tdameritrade.com/financialstatement.html> on or before December 29, 2009, or by contacting TD AMERITRADE Clearing, Inc. at 1-800-237-8692. As of September 30, 2009 TD AMERITRADE Clearing, Inc. had net capital and a net capital requirement of \$855.6 million and \$137.9 million, respectively. A copy of the report and comments is currently available for customers' inspection at the principal office of the commission in Washington DC and the Denver, CO office of the Commission.

Annual Margin Disclosure

Securities purchased on margin are the firm's collateral for the loan to you. If the securities in your account decline in value, so does the value of the collateral supporting your loan. As a result, the firm can take action, such as issuing a margin call and/or selling securities or other assets in any of your accounts held with TD AMERITRADE, in order to maintain the required equity in the account.