Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
PAULINE K. ANDERSON FDN., INC.

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
901 SOUTH BOND STREET

City or town, state, and ZIP code
BALTIMORE, MD 21231

A Employer identification number
30-0021069

B Telephone number (see page 10 of the instructions)
(410) 537-5482

C If exemption application is pending, check here ▶ [ ]
D 1 Foreign organizations, check here ▶ [ ]
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,511,187.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	123,186.	122,909.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-582,068.			
	b Gross sales price for all assets on line 6a 1,949,715.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	115.			STMT 4
	12 **Total.** Add lines 1 through 11	-458,767.	122,909.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	12,000.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 5	34,609.	34,609.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 6	3,293.	3,293.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 7	1,952.			1,952.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	51,854.	37,902.		1,952.
	25 Contributions, gifts, grants paid	288,000.			288,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	339,854.	37,902.		289,952.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-798,621.			
	b **Net investment income** (if negative, enter -0-)		85,007.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	260.	11,308.	11,308.
	2 Savings and temporary cash investments	123,619.	366,033.	366,033.
	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			
	10 a Investments - U S and state government obligations (attach schedule) STMT 8	230,667.	228,440.	247,943.
	b Investments - corporate stock (attach schedule) STMT 9	4,275,834.	3,602,839.	3,869,906.
	c Investments - corporate bonds (attach schedule) STMT 10	1,349,697.	972,839.	1,015,997.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,980,077.	5,181,459.	5,511,187.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27 Capital stock, trust principal, or current funds	5,980,077.	5,181,459.	
	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)	5,980,077.	5,181,459.	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	5,980,077.	5,181,459.	

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	5,980,077.
2 Enter amount from Part I, line 27a	2	-798,621.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	3.
4 Add lines 1, 2, and 3	4	5,181,459.
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	5,181,459.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-582,068.
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	345,490.	5,990,801.	0.05767008452
2007	313,474.	7,039,989.	0.04452762639
2006	211,743.	6,520,332.	0.03247426665
2005	299,067.	4,563,929.	0.06552840765
2004	295,327.	6,082,557.	0.04855310028

2 **Total** of line 1, column (d) . . .	2	0.24875348549
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	0.04975069710
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 . . .	4	4,851,299.
5 Multiply line 4 by line 3 . . .	5	241,356.
6 Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	850.
7 Add lines 5 and 6 . . .	7	242,206.
8 Enter qualifying distributions from Part XII, line 4 . . .	8	289,952.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	850.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	850.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	850.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 1,284.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	1,284.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	434.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 434. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ ROBERT L. HARRELL Telephone no ▶ (301)733-5741
Located at ▶ 13007 WOODBURN DRIVE, HAGERSTOWN, MD ZIP + 4 ▶ 21742

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.

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**

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

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 13		12,000.	-0-	-0-

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

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

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

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

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

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

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,555,543.
b	Average of monthly cash balances	1b	369,634.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	4,925,177.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	4,925,177.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	73,878.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,851,299.
6	**Minimum investment return.** Enter 5% of line 5	6	242,565.

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	242,565.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 850.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	850.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	241,715.
4	Recoveries of amounts treated as qualifying distributions		4	NONE
5	Add lines 3 and 4		5	241,715.
6	Deduction from distributable amount (see page 25 of the instructions)		6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	241,715.

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	289,952.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	289,952.
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	850.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	289,102.

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.

30-0021069

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				241,715.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			287,949.	
b Total for prior years 20 07 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004 . . . NONE				
b From 2005 . . . NONE				
c From 2006 . . . NONE				
d From 2007 . . . NONE				
e From 2008 . . . NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 289,952.				
a Applied to 2008, but not more than line 2a			287,949.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				2,003.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				239,712.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005 . . . NONE				
b Excess from 2006 . . . NONE				
c Excess from 2007 . . . NONE				
d Excess from 2008 . . . NONE				
e Excess from 2009 . . . NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

Check here ▶ ☐ 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 18				
Total . . . . ▶ **3a**				288,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

30-0021069

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions.)
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	123,186.	
5 Net rental income or (loss) from real estate.					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-582,068.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b TAX REFUND			14	115.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-458,767.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -458,767.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

R L Harrell — 5/4/10 — President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date 04/27/2010	Check if self-employed ☐	Preparer's identifying number (See **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	BROWN INVESTMENT ADVISORY & TRUST 901 SOUTH BOND STREET BALTIMORE, MD 21231	EIN ▶ 52-1811121	Phone no. 410-537-5484

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					463.	
		40. AIR PRODUCTS & CHEMICALS INC. PROPERTY TYPE: SECURITIES					01/12/2009	08/27/2009
3,024.00		2,275.00					749.00	
		65. AIR PRODUCTS & CHEMICALS INC. PROPERTY TYPE: SECURITIES					01/12/2009	09/18/2009
5,230.00		3,697.00					1,533.00	
		60. AIR PRODUCTS & CHEMICALS INC. PROPERTY TYPE: SECURITIES					01/12/2009	09/25/2009
4,613.00		3,406.00					1,207.00	
		35. AIR PRODUCTS & CHEMICALS INC. PROPERTY TYPE: SECURITIES					01/12/2009	09/30/2009
2,697.00		1,985.00					712.00	
		115. ALBERTO CULVER CO NEW PROPERTY TYPE: SECURITIES					03/17/2009	09/18/2009
3,173.00		2,697.00					476.00	
		57. ALLERGAN INC PROPERTY TYPE: SECURITIES					06/23/2006	09/18/2009
3,275.00		2,961.00					314.00	
		103. AMETEK INC (NEW) COM PROPERTY TYPE: SECURITIES					05/16/2007	03/27/2009
3,279.00		3,725.00					-446.00	
		150. AMETEK INC (NEW) COM PROPERTY TYPE: SECURITIES					05/16/2007	04/20/2009
5,093.00		5,315.00					-222.00	
		71. AMETEK INC (NEW) COM PROPERTY TYPE: SECURITIES					03/16/2007	09/18/2009
2,520.00		2,453.00					67.00	
		45. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES					10/30/2008	04/17/2009
5,523.00		4,897.00					626.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES					10/17/2008	09/18/2009
4,628.00		2,607.00					2,021.00	
		29. APPLE COMPUTER INC. PROPERTY TYPE: SECURITIES					10/17/2008	09/23/2009
5,457.00		2,896.00					2,561.00	
		240. BB&T CORP PROPERTY TYPE: SECURITIES					12/31/2008	02/17/2009
3,476.00		7,055.00					-3,579.00	
		75. BB&T CORP PROPERTY TYPE: SECURITIES					01/08/2009	10/13/2009
2,063.00		1,789.00					274.00	
		160. BB&T CORP PROPERTY TYPE: SECURITIES					06/25/2008	10/13/2009
4,401.00		4,183.00					218.00	
		110. BB&T CORP PROPERTY TYPE: SECURITIES					01/08/2009	10/23/2009
2,849.00		2,604.00					245.00	
		30. BB&T CORP PROPERTY TYPE: SECURITIES					07/09/2008	10/23/2009
777.00		698.00					79.00	
		115. BB&T CORP PROPERTY TYPE: SECURITIES					05/18/2009	10/28/2009
2,856.00		2,574.00					282.00	
		90. BB&T CORP PROPERTY TYPE: SECURITIES					07/09/2008	10/28/2009
2,235.00		2,095.00					140.00	
		395. BB&T CORP PROPERTY TYPE: SECURITIES					07/24/2009	10/30/2009
9,427.00		8,579.00					848.00	
		60. BAC CAPITAL TRUST XII 6.875% PFD PROPERTY TYPE: SECURITIES					01/22/2009	06/02/2009
1,074.00		912.00					162.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. BAC CAPITAL TRUST XII 6.875% PFD PROPERTY TYPE: SECURITIES					01/22/2009	06/03/2009
178.00		152.00					26.00	
		16. BAC CAPITAL TRUST XII 6.875% PFD PROPERTY TYPE: SECURITIES					01/22/2009	06/05/2009
291.00		243.00					48.00	
		54. BAC CAPITAL TRUST XII 6.875% PFD PROPERTY TYPE: SECURITIES					01/22/2009	06/08/2009
964.00		820.00					144.00	
		80. BAC CAPITAL TRUST XII 6.875% PFD PROPERTY TYPE: SECURITIES					01/20/2009	06/09/2009
1,422.00		1,214.00					208.00	
		37. BAC CAPITAL TRUST XII 6.875% PFD PROPERTY TYPE: SECURITIES					01/20/2009	06/10/2009
656.00		556.00					100.00	
		57. BAC CAPITAL TRUST XII 6.875% PFD PROPERTY TYPE: SECURITIES					01/23/2009	06/10/2009
998.00		854.00					144.00	
		236. BAC CAPITAL TRUST XII 6.875% PFD PROPERTY TYPE: SECURITIES					01/23/2009	06/11/2009
4,135.00		3,509.00					626.00	
		476. BANK OF AMERICA CORPORATION PROPERTY TYPE: SECURITIES					01/24/2006	01/20/2009
2,883.00		21,247.00					-18,364.00	
		30. BANK OF AMERICA CORPORATION PROPERTY TYPE: SECURITIES					09/15/2008	01/20/2009
178.00		879.00					-701.00	
		164. BANK OF AMERICA CORPORATION PROPERTY TYPE: SECURITIES					12/31/2007	01/20/2009
973.00		6,937.00					-5,964.00	
		249. BANK OF AMERICA CORPORATION PROPERTY TYPE: SECURITIES					10/10/2008	01/20/2009
1,441.00		6,694.00					-5,253.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		391. BANK OF AMERICA CORPORATION PROPERTY TYPE: SECURITIES					11/24/2008	01/20/2009
2,239.00		6,248.00					-4,009.00	
		65. BANK OF NEW YORK MELLON CORP. PROPERTY TYPE: SECURITIES					09/17/2008	02/13/2009
1,660.00		2,210.00					-550.00	
		146. BANK OF NEW YORK MELLON CORP. PROPERTY TYPE: SECURITIES					11/09/2007	02/20/2009
3,333.00		6,613.00					-3,280.00	
		70. BANK OF NEW YORK MELLON CORP. PROPERTY TYPE: SECURITIES					09/17/2008	04/16/2009
2,171.00		2,380.00					-209.00	
		62. BANK OF NEW YORK MELLON CORP. PROPERTY TYPE: SECURITIES					11/09/2007	09/18/2009
1,896.00		2,490.00					-594.00	
		70. BHP LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					03/10/2009	07/29/2009
4,168.00		2,755.00					1,413.00	
		75. BHP LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					03/06/2009	09/11/2009
5,001.00		2,768.00					2,233.00	
		145. BHP LIMITED SPONSORED ADR PROPERTY TYPE: SECURITIES					03/05/2009	09/18/2009
9,729.00		5,307.00					4,422.00	
		75000. BRANCH BANKING & TRUST CO VAR. RA PROPERTY TYPE: SECURITIES					11/26/2007	06/05/2009
75,000.00		74,997.00					3.00	
		50. CANADIAN NATURAL RESOURCES LTD PROPERTY TYPE: SECURITIES					05/04/2009	09/18/2009
3,461.00		2,514.00					947.00	
		180. CAPITAL ONE FINL CORP. PROPERTY TYPE: SECURITIES					12/31/2007	02/02/2009
2,890.00		9,375.00					-6,485.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. CAPITAL ONE FINL CORP. PROPERTY TYPE: SECURITIES					08/28/2008	02/02/2009
804.00		2,208.00					-1,404.00	
		129. CAPITAL ONE FINL CORP. PROPERTY TYPE: SECURITIES					01/14/2008	02/02/2009
2,074.00		5,505.00					-3,431.00	
		1. CAPITAL ONE FINL CORP. PROPERTY TYPE: SECURITIES					01/09/2008	02/04/2009
15.00		42.00					-27.00	
		165. CHEVRONTEXACO CORP PROPERTY TYPE: SECURITIES					01/03/2005	09/04/2009
11,289.00		8,455.00					2,834.00	
		445. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					08/19/2008	05/04/2009
8,774.00		10,802.00					-2,028.00	
		50. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					01/22/2008	05/04/2009
986.00		1,185.00					-199.00	
		161. CISCO SYSTEMS PROPERTY TYPE: SECURITIES					02/07/2008	09/18/2009
3,785.00		3,757.00					28.00	
		135. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES					06/02/2008	07/22/2009
4,651.00		4,559.00					92.00	
		28. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES					06/16/2008	09/04/2009
993.00		942.00					51.00	
		44. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES					06/16/2008	09/04/2009
1,558.00		1,469.00					89.00	
		80. CITRIX SYSTEMS INC PROPERTY TYPE: SECURITIES					06/16/2008	09/18/2009
2,979.00		2,669.00					310.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		260. COACH INC. PROPERTY TYPE: SECURITIES					05/13/2008	05/20/2009
6,458.00		8,938.00					-2,480.00	
		84. COACH INC. PROPERTY TYPE: SECURITIES					04/02/2008	09/18/2009
2,831.00		2,691.00					140.00	
		198. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES					10/21/2008	07/28/2009
5,988.00		3,910.00					2,078.00	
		117. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES					10/21/2008	09/04/2009
4,058.00		2,311.00					1,747.00	
		84. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES					10/21/2008	09/18/2009
3,239.00		1,659.00					1,580.00	
		64. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES					10/21/2008	12/02/2009
2,900.00		1,264.00					1,636.00	
		102. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES					10/21/2008	12/31/2009
4,660.00		2,014.00					2,646.00	
		313. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					07/26/2007	05/29/2009
4,167.00		8,612.00					-4,445.00	
		194. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					07/26/2007	09/18/2009
3,341.00		5,251.00					-1,910.00	
		1298. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					09/07/2007	10/02/2009
19,900.00		29,527.00					-9,627.00	
		611. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					03/06/2006	10/09/2009
9,450.00		11,047.00					-1,597.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		375. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					10/22/2008	10/26/2009
5,518.00		6,352.00					-834.00	
		231. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					10/22/2008	10/26/2009
3,405.00		3,286.00					119.00	
		20. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					11/28/2008	03/05/2009
720.00		1,032.00					-312.00	
		145. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					09/27/2006	03/05/2009
5,218.00		8,521.00					-3,303.00	
		210. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					11/28/2008	05/19/2009
9,663.00		10,490.00					-827.00	
		73. COSTCO WHOLESALE CORPORATION PROPERTY TYPE: SECURITIES					05/29/2009	09/18/2009
4,201.00		3,506.00					695.00	
		45. COVANCE INC PROPERTY TYPE: SECURITIES					07/16/2009	09/18/2009
2,593.00		2,198.00					395.00	
		44. DANAHER CORP PROPERTY TYPE: SECURITIES					04/04/2008	09/18/2009
3,002.00		3,465.00					-463.00	
		29. DANAHER CORP PROPERTY TYPE: SECURITIES					04/04/2008	10/30/2009
1,981.00		2,284.00					-303.00	
		39. DANAHER CORP PROPERTY TYPE: SECURITIES					05/13/2008	11/18/2009
2,832.00		3,069.00					-237.00	
		38. DANAHER CORP PROPERTY TYPE: SECURITIES					05/13/2008	12/02/2009
2,740.00		2,978.00					-238.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		47. DAVITA INC PROPERTY TYPE: SECURITIES					11/29/2007	09/18/2009
2,603.00		2,847.00					-244.00	
		90. DEERE & CO. PROPERTY TYPE: SECURITIES					07/29/2009	12/22/2009
5,018.00		3,650.00					1,368.00	
		260. DELL INC. PROPERTY TYPE: SECURITIES					05/14/2008	05/05/2009
3,149.00		5,217.00					-2,068.00	
		55. DELL INC. PROPERTY TYPE: SECURITIES					04/18/2008	05/05/2009
666.00		1,075.00					-409.00	
		310. DELL INC. PROPERTY TYPE: SECURITIES					04/18/2008	05/05/2009
3,701.00		6,040.00					-2,339.00	
		290. DELL INC. PROPERTY TYPE: SECURITIES					04/29/2008	05/11/2009
3,160.00		5,637.00					-2,477.00	
		195. DELL INC. PROPERTY TYPE: SECURITIES					05/01/2008	05/18/2009
2,177.00		3,725.00					-1,548.00	
		120. DEVON ENERGY CORP PROPERTY TYPE: SECURITIES					02/02/2009	05/07/2009
7,293.00		7,215.00					78.00	
		200. DEVON ENERGY CORP PROPERTY TYPE: SECURITIES					03/04/2009	11/06/2009
13,635.00		10,941.00					2,694.00	
		70. DIAGEO PLC-SPONSORED ADR NEW REPSTG PROPERTY TYPE: SECURITIES					09/02/2008	02/05/2009
3,875.00		5,265.00					-1,390.00	
		75. DIAGEO PLC-SPONSORED ADR NEW REPSTG PROPERTY TYPE: SECURITIES					09/02/2008	03/03/2009
3,277.00		5,641.00					-2,364.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		110. DIAGEO PLC-SPONSORED ADR NEW REPSTG					09/15/2008	03/06/2009
		PROPERTY TYPE: SECURITIES						
4,725.00		8,265.00					-3,540.00	
		75. DIAGEO PLC-SPONSORED ADR NEW REPSTG					09/15/2008	03/09/2009
		PROPERTY TYPE: SECURITIES						
3,104.00		5,542.00					-2,438.00	
		70. DIAGEO PLC-SPONSORED ADR NEW REPSTG					09/11/2008	03/19/2009
		PROPERTY TYPE: SECURITIES						
3,042.00		5,110.00					-2,068.00	
		205. DIAGEO PLC-SPONSORED ADR NEW REPSTG					10/07/2008	06/30/2009
		PROPERTY TYPE: SECURITIES						
11,702.00		14,063.00					-2,361.00	
		57. DOVER CORP.					10/26/2007	01/15/2009
		PROPERTY TYPE: SECURITIES						
1,778.00		2,632.00					-854.00	
		183. DOVER CORP.					01/09/2008	01/15/2009
		PROPERTY TYPE: SECURITIES						
5,661.00		7,271.00					-1,610.00	
		480. E I DU PONT DE NEMOURS & CO.					10/11/2007	03/19/2009
		PROPERTY TYPE: SECURITIES						
10,320.00		20,159.00					-9,839.00	
		90. EATON CORP.					12/09/2008	04/02/2009
		PROPERTY TYPE: SECURITIES						
3,713.00		4,196.00					-483.00	
		85. EATON CORP.					12/18/2008	04/06/2009
		PROPERTY TYPE: SECURITIES						
3,482.00		3,779.00					-297.00	
		60. EATON CORP.					12/18/2008	11/09/2009
		PROPERTY TYPE: SECURITIES						
3,909.00		2,662.00					1,247.00	
		155. EATON CORP.					11/24/2008	11/19/2009
		PROPERTY TYPE: SECURITIES						
9,707.00		6,876.00					2,831.00	

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		80. EATON CORP. PROPERTY TYPE: SECURITIES					11/24/2008	12/07/2009
5,261.00		3,549.00					1,712.00	
		45. EATON CORP. PROPERTY TYPE: SECURITIES					11/25/2008	12/08/2009
2,870.00		1,995.00					875.00	
		195. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					11/13/2008	08/31/2009
3,538.00		3,908.00					-370.00	
		845. ELECTRONIC ARTS PROPERTY TYPE: SECURITIES					02/01/2007	08/31/2009
15,330.00		43,277.00					-27,947.00	
		72. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					08/05/2008	04/27/2009
2,515.00		3,923.00					-1,408.00	
		165. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					09/09/2008	05/04/2009
6,060.00		8,651.00					-2,591.00	
		50. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					09/09/2008	09/18/2009
2,725.00		2,215.00					510.00	
		14. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					09/09/2008	09/25/2009
725.00		620.00					105.00	
		129. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					12/18/2008	09/25/2009
6,693.00		2,974.00					3,719.00	
		29. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					09/09/2008	09/25/2009
1,505.00		1,285.00					220.00	
		706.17 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	01/15/2009
706.00		705.00					1.00	

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		856.78 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	02/15/2009
857.00		856.00					1.00	
		990.75 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	03/15/2009
991.00		990.00					1.00	
		1137.42 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	04/15/2009
1,137.00		1,136.00					1.00	
		1224.12 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	05/15/2009
1,224.00		1,223.00					1.00	
		1144.66 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	06/15/2009
1,145.00		1,143.00					2.00	
		1199.09 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	07/15/2009
1,199.00		1,198.00					1.00	
		1062.85 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	08/15/2009
1,063.00		1,062.00					1.00	
		1005.75 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	09/15/2009
1,006.00		1,004.00					2.00	
		849.91 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	10/15/2009
850.00		849.00					1.00	
		944.25 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	11/15/2009
944.00		943.00					1.00	
		926.74 FHLMC POOL G11649 GOLD 4.50% DUE PROPERTY TYPE: SECURITIES					02/15/2005	12/15/2009
927.00		926.00					1.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		781.73 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	01/15/2009
782.00		784.00					-2.00	
		1733.49 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	02/15/2009
1,733.00		1,738.00					-5.00	
		2666.12 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	03/15/2009
2,666.00		2,674.00					-8.00	
		2483.95 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	04/15/2009
2,484.00		2,491.00					-7.00	
		3186.14 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	05/15/2009
3,186.00		3,195.00					-9.00	
		1868.86 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	06/15/2009
1,869.00		1,874.00					-5.00	
		1937.99 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	07/15/2009
1,938.00		1,943.00					-5.00	
		1466.93 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	08/15/2009
1,467.00		1,471.00					-4.00	
		637.73 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	09/15/2009
638.00		640.00					-2.00	
		830.12 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	10/15/2009
830.00		832.00					-2.00	
		1308.85 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	11/15/2009
1,309.00		1,313.00					-4.00	

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		1191.35 FREDDIE MAC GIANT POOL G30412 6% PROPERTY TYPE: SECURITIES					08/07/2008	12/15/2009
1,191.00		1,195.00					-4.00	
		1117.34 FHLMC POOL A40782 GOLD 5% DUE 12 PROPERTY TYPE: SECURITIES					12/13/2005	01/15/2009
1,117.00		1,077.00					40.00	
		76.07 FHLMC POOL A40782 GOLD 5% DUE 12/1 PROPERTY TYPE: SECURITIES					12/13/2005	02/15/2009
76.00		73.00					3.00	
		76.44 FHLMC POOL A40782 GOLD 5% DUE 12/1 PROPERTY TYPE: SECURITIES					12/13/2005	03/15/2009
76.00		74.00					2.00	
		1263.4 FHLMC POOL A40782 GOLD 5% DUE 12/ PROPERTY TYPE: SECURITIES					12/13/2005	04/15/2009
1,263.00		1,218.00					45.00	
		2671.07 FHLMC POOL A40782 GOLD 5% DUE 12 PROPERTY TYPE: SECURITIES					12/13/2005	05/15/2009
2,671.00		2,576.00					95.00	
		72.93 FHLMC POOL A40782 GOLD 5% DUE 12/1 PROPERTY TYPE: SECURITIES					12/13/2005	06/15/2009
73.00		70.00					3.00	
		74.26 FHLMC POOL A40782 GOLD 5% DUE 12/1 PROPERTY TYPE: SECURITIES					12/13/2005	07/15/2009
74.00		72.00					2.00	
		74.63 FHLMC POOL A40782 GOLD 5% DUE 12/1 PROPERTY TYPE: SECURITIES					12/13/2005	08/15/2009
75.00		72.00					3.00	
		75.01 FHLMC POOL A40782 GOLD 5% DUE 12/1 PROPERTY TYPE: SECURITIES					12/13/2005	09/15/2009
75.00		72.00					3.00	
		77.57 FHLMC POOL A40782 GOLD 5% DUE 12/1 PROPERTY TYPE: SECURITIES					12/13/2005	10/15/2009
78.00		75.00					3.00	

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		1028.05 FHLMC POOL A40782 GOLD 5% DUE 12 PROPERTY TYPE: SECURITIES					12/13/2005	11/15/2009
1,028.00		991.00					37.00	
		73.81 FHLMC POOL A40782 GOLD 5% DUE 12/1 PROPERTY TYPE: SECURITIES					12/13/2005	12/15/2009
74.00		71.00					3.00	
		855.72 FHLMC POOL #C90993 5.5% DUE 10/01 PROPERTY TYPE: SECURITIES					08/27/2007	01/15/2009
856.00		846.00					10.00	
		1187.91 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	02/15/2009
1,188.00		1,175.00					13.00	
		2339.24 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	03/15/2009
2,339.00		2,314.00					25.00	
		2963.16 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	04/15/2009
2,963.00		2,931.00					32.00	
		2482.44 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	05/15/2009
2,482.00		2,455.00					27.00	
		2570.44 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	06/15/2009
2,570.00		2,542.00					28.00	
		1584.54 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	07/15/2009
1,585.00		1,567.00					18.00	
		2254.31 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	08/15/2009
2,254.00		2,230.00					24.00	
		2183.47 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	09/15/2009
2,183.00		2,160.00					23.00	

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		1221.89 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	10/15/2009
1,222.00		1,209.00					13.00	
		1098.9 FHLMC POOL #C90993 5.5% DUE 10/01 PROPERTY TYPE: SECURITIES					08/27/2007	11/15/2009
1,099.00		1,087.00					12.00	
		1148.31 FHLMC POOL #C90993 5.5% DUE 10/0 PROPERTY TYPE: SECURITIES					08/27/2007	12/15/2009
1,148.00		1,136.00					12.00	
		420.08 FHLB 00-0606 SERIES Y 5.27% DUE 1 PROPERTY TYPE: SECURITIES					03/27/2007	01/28/2009
420.00		422.00					-2.00	
		814.05 FHLB 00-0606 SERIES Y 5.27% DUE 1 PROPERTY TYPE: SECURITIES					03/27/2007	02/28/2009
814.00		818.00					-4.00	
		1327.96 FHLB 00-0606 SERIES Y 5.27% DUE PROPERTY TYPE: SECURITIES					03/27/2007	03/28/2009
1,328.00		1,335.00					-7.00	
		1480.63 FHLB 00-0606 SERIES Y 5.27% DUE PROPERTY TYPE: SECURITIES					03/27/2007	04/28/2009
1,481.00		1,488.00					-7.00	
		1426.27 FHLB 00-0606 SERIES Y 5.27% DUE PROPERTY TYPE: SECURITIES					03/27/2007	05/28/2009
1,426.00		1,433.00					-7.00	
		1408.58 FHLB 00-0606 SERIES Y 5.27% DUE PROPERTY TYPE: SECURITIES					03/27/2007	06/28/2009
1,409.00		1,416.00					-7.00	
		1458.66 FHLB 00-0606 SERIES Y 5.27% DUE PROPERTY TYPE: SECURITIES					03/27/2007	07/28/2009
1,459.00		1,466.00					-7.00	
		1174.89 FHLB 00-0606 SERIES Y 5.27% DUE PROPERTY TYPE: SECURITIES					03/27/2007	08/28/2009
1,175.00		1,181.00					-6.00	

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		790.34 FHLB 00-0606 SERIES Y 5.27% DUE 1 PROPERTY TYPE: SECURITIES					03/27/2007	09/28/2009
790.00		794.00					-4.00	
		623.08 FHLB 00-0606 SERIES Y 5.27% DUE 1 PROPERTY TYPE: SECURITIES					03/27/2007	10/28/2009
623.00		626.00					-3.00	
		40290.45 FHLB 00-0606 SERIES Y 5.27% DUE PROPERTY TYPE: SECURITIES					03/27/2007	10/30/2009
42,733.00		40,492.00					2,241.00	
		1003.37 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	01/25/2009
1,003.00		1,020.00					-17.00	
		2106.41 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	02/25/2009
2,106.00		2,142.00					-36.00	
		1999.51 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	03/25/2009
2,000.00		2,033.00					-33.00	
		2106.22 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	04/27/2009
2,106.00		2,141.00					-35.00	
		1854.67 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	05/26/2009
1,855.00		1,886.00					-31.00	
		1843.69 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	06/25/2009
1,844.00		1,875.00					-31.00	
		2176.97 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	07/27/2009
2,177.00		2,213.00					-36.00	
		1801.81 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	08/25/2009
1,802.00		1,832.00					-30.00	

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		1655.97 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	09/25/2009
1,656.00		1,684.00					-28.00	
		1841.31 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	10/26/2009
1,841.00		1,872.00					-31.00	
		1731.47 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	11/25/2009
1,731.00		1,760.00					-29.00	
		1447.76 FNMA PASS-THRU POOL 257048 6% DU PROPERTY TYPE: SECURITIES					12/18/2007	12/28/2009
1,448.00		1,472.00					-24.00	
		1089.99 FHLMC SERIES R005 5.5% DUE 3/15/ PROPERTY TYPE: SECURITIES					05/08/2006	01/15/2009
1,090.00		1,080.00					10.00	
		1094.98 FHLMC SERIES R005 5.5% DUE 3/15/ PROPERTY TYPE: SECURITIES					05/08/2006	02/15/2009
1,095.00		1,085.00					10.00	
		1100. FHLMC SERIES R005 5.5% DUE 3/15/16 PROPERTY TYPE: SECURITIES					05/08/2006	03/15/2009
1,100.00		1,090.00					10.00	
		1105.04 FHLMC SERIES R005 5.5% DUE 3/15/ PROPERTY TYPE: SECURITIES					05/08/2006	04/15/2009
1,105.00		1,095.00					10.00	
		1110.11 FHLMC SERIES R005 5.5% DUE 3/15/ PROPERTY TYPE: SECURITIES					05/08/2006	05/15/2009
1,110.00		1,100.00					10.00	
		1115.2 FHLMC SERIES R005 5.5% DUE 3/15/1 PROPERTY TYPE: SECURITIES					05/08/2006	06/15/2009
1,115.00		1,105.00					10.00	
		1120.31 FHLMC SERIES R005 5.5% DUE 3/15/ PROPERTY TYPE: SECURITIES					05/08/2006	07/15/2009
1,120.00		1,110.00					10.00	

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		1125.44 FHLMC SERIES R005 5.5% DUE 3/15/ PROPERTY TYPE: SECURITIES					05/08/2006	08/15/2009
1,125.00		1,115.00					10.00	
		1130.6 FHLMC SERIES R005 5.5% DUE 3/15/1 PROPERTY TYPE: SECURITIES					05/08/2006	09/15/2009
1,131.00		1,120.00					11.00	
		1135.78 FHLMC SERIES R005 5.5% DUE 3/15/ PROPERTY TYPE: SECURITIES					05/08/2006	10/15/2009
1,136.00		1,125.00					11.00	
		1140.99 FHLMC SERIES R005 5.5% DUE 3/15/ PROPERTY TYPE: SECURITIES					05/08/2006	11/15/2009
1,141.00		1,131.00					10.00	
		1146.22 FHLMC SERIES R005 5.5% DUE 3/15/ PROPERTY TYPE: SECURITIES					05/08/2006	12/15/2009
1,146.00		1,136.00					10.00	
		1226.73 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	01/26/2009
1,227.00		1,198.00					29.00	
		6684.93 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	02/25/2009
6,685.00		6,528.00					157.00	
		5630.91 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	03/25/2009
5,631.00		5,499.00					132.00	
		2611.34 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	04/27/2009
2,611.00		2,550.00					61.00	
		4043.35 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	05/26/2009
4,043.00		3,949.00					94.00	
		3323.2 FNMA POOL # 831413 PASS THRU 5.5% PROPERTY TYPE: SECURITIES					04/06/2006	06/25/2009
3,323.00		3,245.00					78.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		4109.07 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	07/27/2009
4,109.00		4,013.00					96.00	
		2470.44 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	08/25/2009
2,470.00		2,413.00					57.00	
		1545.41 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	09/25/2009
1,545.00		1,509.00					36.00	
		1381.07 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	10/26/2009
1,381.00		1,349.00					32.00	
		2393.76 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	11/25/2009
2,394.00		2,338.00					56.00	
		1641.06 FNMA POOL # 831413 PASS THRU 5.5 PROPERTY TYPE: SECURITIES					04/06/2006	12/28/2009
1,641.00		1,603.00					38.00	
		167.4 FNMA POOL 871084 PASS THRU 5.50% D PROPERTY TYPE: SECURITIES					11/09/2006	01/25/2009
167.00		166.00					1.00	
		1225.27 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	02/25/2009
1,225.00		1,214.00					11.00	
		5838.44 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	03/25/2009
5,838.00		5,786.00					52.00	
		1328.93 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	04/25/2009
1,329.00		1,317.00					12.00	
		2159.13 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	05/25/2009
2,159.00		2,140.00					19.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2527.29 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	06/25/2009
2,527.00		2,505.00					22.00	
		5561.38 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	07/25/2009
5,561.00		5,512.00					49.00	
		1386.39 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	08/25/2009
1,386.00		1,374.00					12.00	
		1343.87 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	09/25/2009
1,344.00		1,332.00					12.00	
		2239.31 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	10/25/2009
2,239.00		2,219.00					20.00	
		2318.67 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	11/25/2009
2,319.00		2,298.00					21.00	
		95219.62 FNMA POOL 871084 PASS THRU 5.50 PROPERTY TYPE: SECURITIES					11/09/2006	12/18/2009
101,111.00		94,379.00					6,732.00	
		3356.11 FNMA POOL 871084 PASS THRU 5.50% PROPERTY TYPE: SECURITIES					11/09/2006	12/28/2009
3,356.00		3,327.00					29.00	
		7782.101 BROWN ADVISORY CORE INTERNATION PROPERTY TYPE: SECURITIES					12/12/2007	05/21/2009
40,000.00		127,862.00					-87,862.00	
		23. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					09/30/2008	08/05/2009
2,103.00		2,090.00					13.00	
		102. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					10/02/2008	08/05/2009
9,323.00		9,253.00					70.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					10/07/2008	08/05/2009
2,277.00		2,141.00					136.00	
		55. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					10/07/2008	08/07/2009
5,087.00		3,942.00					1,145.00	
		45. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					10/10/2008	08/27/2009
4,168.00		2,756.00					1,412.00	
		30. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					10/10/2008	09/25/2009
2,962.00		1,837.00					1,125.00	
		45. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					10/28/2008	10/16/2009
4,922.00		2,531.00					2,391.00	
		10. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					10/10/2008	10/16/2009
1,094.00		608.00					486.00	
		95. FRANKLIN RESOURCES INC. PROPERTY TYPE: SECURITIES					02/19/2009	10/23/2009
10,690.00		5,102.00					5,588.00	
		229. GENENTECH INC NEW PROPERTY TYPE: SECURITIES					06/01/2007	03/11/2009
21,135.00		18,523.00					2,612.00	
		271. GENENTECH INC NEW PROPERTY TYPE: SECURITIES					01/14/2008	03/17/2009
25,412.00		19,808.00					5,604.00	
		45. GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES					02/26/2008	01/07/2009
747.00		1,525.00					-778.00	
		27. GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES					07/12/2006	01/07/2009
448.00		893.00					-445.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		93. GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES					07/12/2006	01/07/2009
1,539.00		3,059.00					-1,520.00	
		645. GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES					02/07/2006	02/05/2009
7,077.00		20,899.00					-13,822.00	
		465. GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES					09/25/2008	03/30/2009
4,634.00		11,221.00					-6,587.00	
		215. GENERAL ELECTRIC CO. PROPERTY TYPE: SECURITIES					02/07/2006	03/30/2009
2,143.00		6,960.00					-4,817.00	
		7. GOOGLE INC CL A PROPERTY TYPE: SECURITIES					02/12/2009	09/18/2009
3,456.00		2,470.00					986.00	
		69. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES					09/03/2008	07/16/2009
3,106.00		3,911.00					-805.00	
		34. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES					09/03/2008	07/16/2009
1,540.00		1,923.00					-383.00	
		67. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES					09/03/2008	09/18/2009
3,613.00		3,781.00					-168.00	
		9. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES					09/03/2008	10/30/2009
463.00		508.00					-45.00	
		12. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES					09/03/2008	11/02/2009
614.00		677.00					-63.00	
		35. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES					09/03/2008	11/03/2009
1,778.00		1,975.00					-197.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES					09/03/2008	11/04/2009
257.00		282.00					-25.00	
		14. IDEXX LABORATORIES CORP PROPERTY TYPE: SECURITIES					09/03/2008	11/05/2009
717.00		789.00					-72.00	
		130. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					09/11/2008	04/03/2009
4,152.00		6,146.00					-1,994.00	
		80. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					09/11/2008	04/16/2009
2,665.00		3,782.00					-1,117.00	
		115. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					08/04/2008	07/29/2009
4,560.00		5,406.00					-846.00	
		85. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					08/04/2008	11/09/2009
4,203.00		3,994.00					209.00	
		60. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					08/04/2008	11/10/2009
2,956.00		2,815.00					141.00	
		105. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					08/04/2008	12/07/2009
5,098.00		4,926.00					172.00	
		35. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					09/29/2008	12/08/2009
1,661.00		1,514.00					147.00	
		115. ILLINOIS TOOL WORKS PROPERTY TYPE: SECURITIES					09/29/2008	12/22/2009
5,461.00		4,903.00					558.00	
		190. INTEL CORP. PROPERTY TYPE: SECURITIES					09/08/2008	03/09/2009
2,435.00		3,947.00					-1,512.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		120. INTEL CORP. PROPERTY TYPE: SECURITIES					02/17/2006	03/09/2009
1,538.00		2,491.00					-953.00	
		115. INTEL CORP. PROPERTY TYPE: SECURITIES					09/05/2008	03/27/2009
1,759.00		2,324.00					-565.00	
		17. INTEL CORP. PROPERTY TYPE: SECURITIES					01/16/2008	03/27/2009
260.00		343.00					-83.00	
		358. INTEL CORP. PROPERTY TYPE: SECURITIES					01/16/2008	03/27/2009
5,511.00		7,217.00					-1,706.00	
		185. INTEL CORP. PROPERTY TYPE: SECURITIES					01/16/2008	04/23/2009
2,826.00		3,719.00					-893.00	
		210. INTEL CORP. PROPERTY TYPE: SECURITIES					04/24/2006	05/12/2009
3,154.00		4,088.00					-934.00	
		135. INTEL CORP. PROPERTY TYPE: SECURITIES					03/29/2007	05/18/2009
2,086.00		2,552.00					-466.00	
		387. INTEL CORP. PROPERTY TYPE: SECURITIES					03/29/2007	06/16/2009
6,127.00		7,203.00					-1,076.00	
		30. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES					10/21/2008	05/20/2009
4,556.00		7,929.00					-3,373.00	
		25. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES					11/20/2008	07/28/2009
5,507.00		3,600.00					1,907.00	
		14. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES					02/09/2009	09/18/2009
3,457.00		1,612.00					1,845.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		18. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES					02/09/2009	10/09/2009
4,574.00		2,048.00					2,526.00	
		10. INTUITIVE SURGICAL INC COM NEW PROPERTY TYPE: SECURITIES					02/09/2009	11/18/2009
2,816.00		1,138.00					1,678.00	
		58. JACOBS ENGINEERING GROUP INC PROPERTY TYPE: SECURITIES					04/27/2009	09/18/2009
2,822.00		2,672.00					150.00	
		100. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					02/09/2006	02/13/2009
5,728.00		5,924.00					-196.00	
		260. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES					04/21/2006	03/02/2009
12,753.00		15,258.00					-2,505.00	
		82. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					08/10/2007	01/07/2009
1,899.00		4,660.00					-2,761.00	
		180. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					09/15/2008	01/07/2009
3,973.00		9,731.00					-5,758.00	
		23. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					08/10/2007	01/07/2009
508.00		1,307.00					-799.00	
		35. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					07/30/2008	02/11/2009
513.00		1,648.00					-1,135.00	
		15. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					02/05/2008	02/11/2009
220.00		773.00					-553.00	
		5. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					07/30/2008	02/11/2009
74.00		235.00					-161.00	

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		41. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					01/03/2005	02/11/2009
604.00		1,902.00					-1,298.00	
		44. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					01/03/2005	02/11/2009
637.00		2,041.00					-1,404.00	
		30. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					01/03/2005	02/11/2009
435.00		1,392.00					-957.00	
		70. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					06/06/2005	02/11/2009
1,015.00		3,142.00					-2,127.00	
		46. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					10/02/2008	02/17/2009
609.00		1,868.00					-1,259.00	
		70. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					06/06/2005	02/17/2009
926.00		3,126.00					-2,200.00	
		264. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					11/04/2008	02/17/2009
3,446.00		7,615.00					-4,169.00	
		270. LINCOLN NATIONAL CORP IND PROPERTY TYPE: SECURITIES					11/28/2008	02/17/2009
3,510.00		4,363.00					-853.00	
		105. M & T BK CORP COM PROPERTY TYPE: SECURITIES					07/15/2008	02/17/2009
3,687.00		7,414.00					-3,727.00	
		17. MASTERCARD INC. PROPERTY TYPE: SECURITIES					09/25/2008	09/18/2009
3,772.00		3,340.00					432.00	
		9. MASTERCARD INC. PROPERTY TYPE: SECURITIES					09/25/2008	11/18/2009
2,060.00		1,768.00					292.00	

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		86. MEDTRONIC INC. PROPERTY TYPE: SECURITIES					01/03/2005	02/09/2009
2,828.00		4,254.00					-1,426.00	
		121. MEDTRONIC INC. PROPERTY TYPE: SECURITIES					01/03/2005	02/27/2009
3,633.00		5,985.00					-2,352.00	
		488. MEDTRONIC INC. PROPERTY TYPE: SECURITIES					09/28/2006	04/29/2009
15,449.00		23,349.00					-7,900.00	
		91. MERCK & CO. INC. PROPERTY TYPE: SECURITIES					02/26/2008	04/21/2009
2,152.00		4,219.00					-2,067.00	
		485. MERCK & CO. INC. PROPERTY TYPE: SECURITIES					05/06/2008	04/21/2009
11,491.00		18,567.00					-7,076.00	
		389. MERCK & CO. INC. PROPERTY TYPE: SECURITIES					04/08/2008	04/21/2009
9,216.00		16,033.00					-6,817.00	
		190. MERCK & CO. INC. PROPERTY TYPE: SECURITIES					07/24/2008	04/23/2009
4,373.00		6,643.00					-2,270.00	
		5. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES					05/06/2008	03/27/2009
99.00		150.00					-51.00	
		139. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES					06/18/2007	03/27/2009
2,746.00		3,701.00					-955.00	
		60. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES					06/18/2007	09/18/2009
1,863.00		1,597.00					266.00	
		89. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES					06/18/2007	12/31/2009
2,786.00		2,369.00					417.00	

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		34. MICROS SYSTEMS INC PROPERTY TYPE: SECURITIES					06/18/2007	12/31/2009
1,076.00		905.00					171.00	
		253. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					01/03/2005	05/22/2009
4,951.00		6,780.00					-1,829.00	
		155. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					02/26/2008	05/27/2009
3,135.00		4,189.00					-1,054.00	
		135. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					08/02/2005	06/05/2009
2,973.00		3,580.00					-607.00	
		135. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					08/02/2005	06/25/2009
3,197.00		3,580.00					-383.00	
		165. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					04/28/2006	07/23/2009
4,130.00		4,176.00					-46.00	
		54. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					01/03/2005	09/18/2009
1,369.00		1,447.00					-78.00	
		703. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					01/03/2005	09/25/2009
17,955.00		18,840.00					-885.00	
		110. MICROSOFT CORP. PROPERTY TYPE: SECURITIES					04/28/2006	10/23/2009
3,126.00		2,672.00					454.00	
		130. MILLIPORE CORP. PROPERTY TYPE: SECURITIES					12/07/2007	05/04/2009
7,733.00		9,967.00					-2,234.00	
		55. MILLIPORE CORP. PROPERTY TYPE: SECURITIES					10/12/2007	07/16/2009
3,706.00		4,181.00					-475.00	

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		19. MILLIPORE CORP. PROPERTY TYPE: SECURITIES					10/12/2007	07/16/2009
1,280.00		1,444.00					-164.00	
		55. MILLIPORE CORP. PROPERTY TYPE: SECURITIES					01/07/2008	09/18/2009
3,980.00		4,133.00					-153.00	
		47. MILLIPORE CORP. PROPERTY TYPE: SECURITIES					01/07/2008	10/30/2009
3,165.00		3,413.00					-248.00	
		38. MOLEX INC PROPERTY TYPE: SECURITIES					01/18/2007	01/07/2009
579.00		1,132.00					-553.00	
		357. MOLEX INC PROPERTY TYPE: SECURITIES					01/18/2007	01/07/2009
5,359.00		10,616.00					-5,257.00	
		315. MOLEX INC PROPERTY TYPE: SECURITIES					01/18/2007	01/12/2009
4,492.00		9,356.00					-4,864.00	
		28. MOLEX INC PROPERTY TYPE: SECURITIES					08/11/2008	01/12/2009
402.00		696.00					-294.00	
		155. MOLEX INC PROPERTY TYPE: SECURITIES					08/02/2007	01/12/2009
2,223.00		3,979.00					-1,756.00	
		347. MOLEX INC PROPERTY TYPE: SECURITIES					08/12/2008	01/12/2009
4,882.00		8,595.00					-3,713.00	
		482. NETAPP, INC PROPERTY TYPE: SECURITIES					10/24/2007	02/12/2009
7,768.00		12,868.00					-5,100.00	
		220. NETAPP, INC PROPERTY TYPE: SECURITIES					08/03/2007	04/17/2009
3,855.00		5,330.00					-1,475.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		115. NETAPP, INC PROPERTY TYPE: SECURITIES					08/03/2007	09/18/2009
2,840.00		2,786.00					54.00	
		117. NETAPP, INC PROPERTY TYPE: SECURITIES					08/03/2007	11/16/2009
3,479.00		2,834.00					645.00	
		490. NOKIA CORP. PROPERTY TYPE: SECURITIES					06/16/2008	04/06/2009
6,361.00		13,987.00					-7,626.00	
		105. NOKIA CORP. PROPERTY TYPE: SECURITIES					06/16/2008	04/17/2009
1,577.00		2,686.00					-1,109.00	
		185. NOKIA CORP. PROPERTY TYPE: SECURITIES					07/01/2008	06/05/2009
2,844.00		4,442.00					-1,598.00	
		275. NOKIA CORP. PROPERTY TYPE: SECURITIES					07/01/2008	06/16/2009
4,136.00		6,592.00					-2,456.00	
		55. NOKIA CORP. PROPERTY TYPE: SECURITIES					09/05/2008	06/25/2009
800.00		1,104.00					-304.00	
		225. NOKIA CORP. PROPERTY TYPE: SECURITIES					06/20/2008	06/25/2009
3,271.00		4,000.00					-729.00	
		190. NOKIA CORP. PROPERTY TYPE: SECURITIES					01/03/2005	09/21/2009
2,987.00		2,998.00					-11.00	
		400. NOKIA CORP. PROPERTY TYPE: SECURITIES					08/26/2009	09/22/2009
6,262.00		5,209.00					1,053.00	
		180. NOKIA CORP. PROPERTY TYPE: SECURITIES					01/03/2005	09/22/2009
2,818.00		2,840.00					-22.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		115. NORFOLK SOUTHERN CORP. PROPERTY TYPE: SECURITIES					02/05/2009	09/25/2009
5,044.00		4,530.00					514.00	
		58. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					11/09/2005	01/08/2009
638.00		902.00					-264.00	
		195. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					03/03/2006	01/08/2009
2,139.00		3,031.00					-892.00	
		120. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					03/03/2006	01/08/2009
1,341.00		1,831.00					-490.00	
		163. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					03/03/2006	01/08/2009
1,786.00		2,477.00					-691.00	
		13. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					03/03/2006	01/08/2009
143.00		198.00					-55.00	
		107. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					03/03/2006	01/08/2009
1,145.00		1,624.00					-479.00	
		87. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					11/10/2008	01/08/2009
932.00		1,043.00					-111.00	
		424. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					03/08/2006	01/08/2009
4,540.00		6,310.00					-1,770.00	
		9. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					03/03/2006	01/08/2009
100.00		137.00					-37.00	
		793. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					11/21/2008	01/08/2009
8,267.00		7,928.00					339.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		147. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					03/03/2006	01/08/2009
1,632.00		2,217.00					-585.00	
		36. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					01/03/2005	01/08/2009
396.00		520.00					-124.00	
		122. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					01/03/2005	01/08/2009
1,339.00		1,763.00					-424.00	
		76. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					02/10/2005	01/08/2009
849.00		1,094.00					-245.00	
		102. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					02/10/2005	01/08/2009
1,118.00		1,440.00					-322.00	
		8. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					02/10/2005	01/08/2009
88.00		113.00					-25.00	
		67. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					02/10/2005	01/08/2009
717.00		944.00					-227.00	
		158. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					10/30/2008	01/08/2009
1,692.00		1,956.00					-264.00	
		163. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					02/10/2005	01/08/2009
1,745.00		2,291.00					-546.00	
		312. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					10/30/2008	01/08/2009
3,253.00		3,862.00					-609.00	
		185. PARAMETRIC TECHNOLOGY CORP (NEW) PROPERTY TYPE: SECURITIES					06/26/2006	01/08/2009
1,929.00		2,228.00					-299.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		99. PEPSICO INC. PROPERTY TYPE: SECURITIES					07/01/2008	03/26/2009
5,164.00		6,526.00					-1,362.00	
		66. PEPSICO INC. PROPERTY TYPE: SECURITIES					07/01/2008	04/27/2009
3,231.00		4,250.00					-1,019.00	
		26. PEPSICO INC. PROPERTY TYPE: SECURITIES					01/03/2005	04/27/2009
1,273.00		1,356.00					-83.00	
		265. PEPSICO INC. PROPERTY TYPE: SECURITIES					01/03/2005	05/29/2009
13,582.00		13,822.00					-240.00	
		259. PEPSICO INC. PROPERTY TYPE: SECURITIES					01/03/2005	05/29/2009
13,250.00		13,509.00					-259.00	
		132. PETSMART INC PROPERTY TYPE: SECURITIES					03/08/2006	09/18/2009
2,803.00		3,274.00					-471.00	
		55. PROCTER & GAMBLE CO. PROPERTY TYPE: SECURITIES					07/01/2008	02/02/2009
2,894.00		3,366.00					-472.00	
		10. PROCTER & GAMBLE CO. PROPERTY TYPE: SECURITIES					06/29/2007	02/02/2009
526.00		615.00					-89.00	
		110. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES					08/15/2007	01/07/2009
3,724.00		9,759.00					-6,035.00	
		70. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES					11/01/2006	02/02/2009
1,798.00		5,387.00					-3,589.00	
		55. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES					11/01/2006	02/11/2009
1,424.00		4,233.00					-2,809.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		80. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES					11/01/2006	02/11/2009
2,048.00		6,145.00					-4,097.00	
		75. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES					11/04/2008	02/17/2009
1,795.00		4,484.00					-2,689.00	
		75. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES					02/07/2008	02/17/2009
1,795.00		5,455.00					-3,660.00	
		275. PRUDENTIAL FINANCIAL INC PROPERTY TYPE: SECURITIES					11/28/2008	02/19/2009
5,248.00		8,306.00					-3,058.00	
		3000. ROHM & HAAS COMPANY 5.6% DUE 03/1 PROPERTY TYPE: SECURITIES					01/29/2008	04/23/2009
2,817.00		3,089.00					-272.00	
		3000. ROHM & HAAS COMPANY 5.6% DUE 03/1 PROPERTY TYPE: SECURITIES					01/29/2008	05/01/2009
2,835.00		3,089.00					-254.00	
		5000. ROHM & HAAS COMPANY 5.6% DUE 03/1 PROPERTY TYPE: SECURITIES					01/29/2008	05/14/2009
4,750.00		5,147.00					-397.00	
		4000. ROHM & HAAS COMPANY 5.6% DUE 03/1 PROPERTY TYPE: SECURITIES					01/29/2008	05/20/2009
3,820.00		4,117.00					-297.00	
		56. ROPER INDUSTRIES INC NEW PROPERTY TYPE: SECURITIES					10/14/2008	09/18/2009
2,907.00		2,686.00					221.00	
		144. ROPER INDUSTRIES INC NEW PROPERTY TYPE: SECURITIES					10/20/2008	10/02/2009
6,845.00		6,627.00					218.00	
		54. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES					05/22/2009	09/04/2009
2,843.00		1,973.00					870.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		48. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES					05/22/2009	09/18/2009
2,801.00		1,754.00					1,047.00	
		73. SALESFORCE.COM INC PROPERTY TYPE: SECURITIES					05/22/2009	12/31/2009
5,378.00		2,488.00					2,890.00	
		54. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES					09/29/2008	09/18/2009
3,338.00		4,116.00					-778.00	
		10. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES					08/19/2008	09/18/2009
618.00		911.00					-293.00	
		66. SCHLUMBERGER LTD. PROPERTY TYPE: SECURITIES					10/24/2008	11/19/2009
4,248.00		3,191.00					1,057.00	
		138. CHARLES SCHWAB CORP. PROPERTY TYPE: SECURITIES					05/05/2008	09/18/2009
2,432.00		3,140.00					-708.00	
		85. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES					03/02/2009	07/10/2009
3,947.00		2,947.00					1,000.00	
		170. SIGMA-ALDRICH CORP. PROPERTY TYPE: SECURITIES					03/02/2009	08/20/2009
8,678.00		5,877.00					2,801.00	
		93. STAPLES INC. PROPERTY TYPE: SECURITIES					05/30/2008	02/27/2009
1,463.00		2,170.00					-707.00	
		87. STAPLES INC. PROPERTY TYPE: SECURITIES					05/30/2008	02/27/2009
1,369.00		2,030.00					-661.00	
		90. STAPLES INC. PROPERTY TYPE: SECURITIES					05/30/2008	03/02/2009
1,398.00		2,099.00					-701.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		145. STAPLES INC. PROPERTY TYPE: SECURITIES					12/31/2007	03/02/2009
2,253.00		3,326.00					-1,073.00	
		255. STAPLES INC. PROPERTY TYPE: SECURITIES					12/31/2007	04/29/2009
5,317.00		5,741.00					-424.00	
		110. STAPLES INC. PROPERTY TYPE: SECURITIES					11/06/2007	05/11/2009
2,189.00		2,452.00					-263.00	
		59. STRYKER CORP. PROPERTY TYPE: SECURITIES					11/09/2007	02/09/2009
2,463.00		4,059.00					-1,596.00	
		163. STRYKER CORP. PROPERTY TYPE: SECURITIES					11/09/2007	02/27/2009
5,597.00		8,979.00					-3,382.00	
		170. STRYKER CORP. PROPERTY TYPE: SECURITIES					06/23/2005	04/21/2009
6,251.00		8,120.00					-1,869.00	
		388. STRYKER CORP. PROPERTY TYPE: SECURITIES					03/08/2006	04/27/2009
15,143.00		17,378.00					-2,235.00	
		158. SYMANTEC CORP PROPERTY TYPE: SECURITIES					03/30/2006	02/13/2009
2,364.00		2,488.00					-124.00	
		182. SYMANTEC CORP PROPERTY TYPE: SECURITIES					03/15/2006	02/13/2009
2,710.00		2,850.00					-140.00	
		180. SYSCO CORP PROPERTY TYPE: SECURITIES					02/13/2009	09/25/2009
4,520.00		4,277.00					243.00	
		115. TJX COS INC PROPERTY TYPE: SECURITIES					02/11/2009	07/20/2009
4,062.00		2,529.00					1,533.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. TJX COS INC PROPERTY TYPE: SECURITIES					02/11/2009	07/24/2009
1,774.00		1,097.00					677.00	
		255. TJX COS INC PROPERTY TYPE: SECURITIES					03/06/2009	08/03/2009
9,301.00		5,480.00					3,821.00	
		125000. TJX COMPANIES, INC. 7.45% DUE 12 PROPERTY TYPE: SECURITIES					04/01/2003	03/27/2009
127,375.00		127,199.00					176.00	
		406. TALISMAN ENERGY INC PROPERTY TYPE: SECURITIES					06/23/2008	03/10/2009
3,897.00		9,278.00					-5,381.00	
		369. TALISMAN ENERGY INC PROPERTY TYPE: SECURITIES					06/25/2008	03/10/2009
3,543.00		8,229.00					-4,686.00	
		115. TALISMAN ENERGY INC PROPERTY TYPE: SECURITIES					07/30/2008	07/29/2009
1,708.00		2,083.00					-375.00	
		175. TALISMAN ENERGY INC PROPERTY TYPE: SECURITIES					07/23/2008	07/29/2009
2,599.00		3,287.00					-688.00	
		575. TALISMAN ENERGY INC PROPERTY TYPE: SECURITIES					09/29/2008	09/04/2009
9,113.00		8,401.00					712.00	
		90. TALISMAN ENERGY INC PROPERTY TYPE: SECURITIES					07/30/2008	09/04/2009
1,426.00		1,630.00					-204.00	
		90. TIFFANY & CO PROPERTY TYPE: SECURITIES					04/09/2009	08/28/2009
3,289.00		2,122.00					1,167.00	
		60. TIFFANY & CO PROPERTY TYPE: SECURITIES					04/09/2009	09/30/2009
2,278.00		1,415.00					863.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		85. TIFFANY & CO PROPERTY TYPE: SECURITIES					04/09/2009	10/23/2009
3,551.00		1,895.00					1,656.00	
		182. TIFFANY & CO PROPERTY TYPE: SECURITIES					03/31/2009	11/18/2009
7,689.00		3,986.00					3,703.00	
		73. TIFFANY & CO PROPERTY TYPE: SECURITIES					03/31/2009	11/19/2009
2,999.00		1,599.00					1,400.00	
		220. TRIMBLE NAVIGATION LTD PROPERTY TYPE: SECURITIES					09/17/2008	07/31/2009
5,362.00		6,306.00					-944.00	
		30. TRIMBLE NAVIGATION LTD PROPERTY TYPE: SECURITIES					09/17/2008	07/31/2009
722.00		860.00					-138.00	
		83. TRIMBLE NAVIGATION LTD PROPERTY TYPE: SECURITIES					01/07/2008	07/31/2009
1,998.00		2,275.00					-277.00	
		131. TRIMBLE NAVIGATION LTD PROPERTY TYPE: SECURITIES					01/07/2008	09/18/2009
3,300.00		3,577.00					-277.00	
		38. ULTRA PETROLEUM CORP PROPERTY TYPE: SECURITIES					07/01/2008	04/21/2009
1,427.00		3,742.00					-2,315.00	
		315. ULTRA PETROLEUM CORP PROPERTY TYPE: SECURITIES					07/24/2008	04/21/2009
11,829.00		28,349.00					-16,520.00	
		217. ULTRA PETROLEUM CORP PROPERTY TYPE: SECURITIES					09/03/2008	04/21/2009
8,246.00		13,982.00					-5,736.00	
		170. UNILEVER N V - NY SHARES PROPERTY TYPE: SECURITIES					07/01/2008	03/06/2009
2,966.00		4,805.00					-1,839.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		177. UNILEVER N V - NY SHARES PROPERTY TYPE: SECURITIES					07/31/2008	03/17/2009
3,253.00		4,958.00					-1,705.00	
		183. UNILEVER N V - NY SHARES PROPERTY TYPE: SECURITIES					10/07/2008	03/17/2009
3,369.00		5,023.00					-1,654.00	
		20. UNILEVER N V - NY SHARES PROPERTY TYPE: SECURITIES					10/07/2008	03/19/2009
376.00		541.00					-165.00	
		170. UNILEVER N V - NY SHARES PROPERTY TYPE: SECURITIES					01/14/2005	03/19/2009
3,196.00		3,673.00					-477.00	
		435. UNILEVER N V - NY SHARES PROPERTY TYPE: SECURITIES					06/15/2006	04/09/2009
8,564.00		9,336.00					-772.00	
		2350. VANGUARD REIT ETF FUND PROPERTY TYPE: SECURITIES					04/23/2008	03/10/2009
55,788.00		155,732.00					-99,944.00	
		2350. VANGUARD REIT ETF FUND PROPERTY TYPE: SECURITIES					04/23/2008	04/09/2009
66,991.00		155,732.00					-88,741.00	
		139. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					11/23/2005	01/12/2009
4,409.00		4,230.00					179.00	
		96. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					12/27/2005	01/12/2009
3,041.00		2,839.00					202.00	
		255. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES					12/27/2005	02/05/2009
7,883.00		7,354.00					529.00	
		115. WALGREEN CO. PROPERTY TYPE: SECURITIES					01/07/2008	02/13/2009
3,011.00		4,097.00					-1,086.00	

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		239. WALGREEN CO. PROPERTY TYPE: SECURITIES					01/07/2008	02/26/2009
5,623.00		8,367.00					-2,744.00	
		176. WALGREEN CO. PROPERTY TYPE: SECURITIES					01/14/2008	02/26/2009
4,145.00		5,964.00					-1,819.00	
		170. WALGREEN CO. PROPERTY TYPE: SECURITIES					01/03/2005	02/26/2009
3,962.00		6,863.00					-2,901.00	
		300. WALGREEN CO. PROPERTY TYPE: SECURITIES					01/03/2005	02/26/2009
6,987.00		12,111.00					-5,124.00	
		150. WATERS CORP PROPERTY TYPE: SECURITIES					04/16/2008	06/02/2009
7,204.00		7,952.00					-748.00	
		25. WATERS CORP PROPERTY TYPE: SECURITIES					04/15/2008	06/30/2009
1,271.00		1,306.00					-35.00	
		61. WATERS CORP PROPERTY TYPE: SECURITIES					10/30/2008	07/10/2009
3,000.00		2,728.00					272.00	
		19. WATERS CORP PROPERTY TYPE: SECURITIES					04/15/2008	07/10/2009
934.00		992.00					-58.00	
		15000. XEROX CORPORATION 5.65% DUE 05/15 PROPERTY TYPE: SECURITIES					07/14/2008	10/02/2009
15,609.00		14,900.00					709.00	
		123. ACCENTURE PLC PROPERTY TYPE: SECURITIES					12/07/2007	09/18/2009
4,422.00		4,394.00					28.00	
		134. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					04/16/2008	01/22/2009
462.00		2,534.00					-2,072.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		65. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					01/18/2008	01/22/2009
224.00		1,283.00					-1,059.00	
		6. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					04/16/2008	01/22/2009
21.00		113.00					-92.00	
		354. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					10/12/2005	01/22/2009
1,217.00		5,549.00					-4,332.00	
		189. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					11/10/2008	01/22/2009
650.00		1,202.00					-552.00	
		351. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					10/12/2005	01/22/2009
1,207.00		5,301.00					-4,094.00	
		631. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					11/10/2008	01/22/2009
2,090.00		4,008.00					-1,918.00	
TOTAL GAIN(LOSS)							-582,068.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AIR PRODUCTS & CHEMICALS INC.	581.	581.
ALBERTO CULVER CO NEW	361.	361.
ALLERGAN INC	141.	141.
AMERICAN EXPRESS CO.	752.	752.
AMETEK INC (NEW) COM	202.	202.
ASSURANT INC COM	340.	340.
BB&T CORP	695.	695.
BJ SERVICES COMPANY	72.	72.
BAC CAPITAL TRUST XII 6.875% PFD	473.	473.
BANK OF NEW YORK MELLON CORP.	939.	939.
BECTON DICKINSON & CO.	211.	211.
BHP LIMITED SPONSORED ADR	180.	180.
BLOCK FINANCIAL CORP. 5.125% DUE 10/30/1	1,484.	1,484.
BRANCH BANKING & TRUST CO VAR. RATE DUE	811.	811.
CANADIAN NATURAL RESOURCES LTD	190.	190.
CHEVRONTEXACO CORP	327.	327.
CHUBB CORP.	693.	693.
COACH INC.	261.	261.
COMCAST CORP NEW CL A	658.	658.
COMCAST CORP. 6.50% DUE 1/15/2017	3,251.	3,251.
CONOCOPHILLIPS	176.	176.
COSTCO WHOLESALE CORPORATION	353.	353.
DANAHER CORP	75.	75.
DEERE & CO.	468.	468.
DEVON ENERGY CORP	115.	115.
DIAGEO PLC-SPONSORED ADR NEW REPSTG 4 OR	377.	377.
DIAMOND OFFSHORE DRILLING	2,820.	2,820.
DOVER CORP.	1,133.	1,133.
E I DU PONT DE NEMOURS & CO.	1,468.	1,468.
EATON CORP.	1,398.	1,398.
EXXON MOBIL CORP	118.	118.
FHLMC POOL G11649 GOLD 4.50% DUE 02/01/2	2,328.	2,328.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FREDDIE MAC GIANT POOL G30412 6% 03/01/2	3,687.	3,687.
FHLMC POOL A40782 GOLD 5% DUE 12/1/35	2,747.	2,747.
FHLMC POOL #C90993 5.5% DUE 10/01/26	3,429.	3,429.
FED. HOME LOAN BANKS 6% DUE 05/13/11	6,878.	6,878.
FHLB 00-0606 SERIES Y 5.27% DUE 12/28/20	2,070.	2,070.
FNMA PASS-THRU POOL 257048 6% DUE 01/01/	4,713.	4,713.
FHLMC SERIES R005 5.5% DUE 3/15/16	6,032.	6,032.
FNMA POOL # 831413 PASS THRU 5.5% DUE 4/	5,415.	5,415.
FNMA POOL 871084 PASS THRU 5.50% DUE 11/	6,518.	6,518.
BROWN CARDINAL SMALL COMPANIES FUND	157.	157.
BROWN ADVISORY CORE INTERNATIONAL FUND I	11,498.	11,498.
BROWN ADVISORY INTERMEDIATE BOND FUND IN	4,218.	4,218.
FRANKLIN RESOURCES INC.	294.	294.
FUND AMERN COS. INC. 5.875% DUE 05/15/13	7,162.	7,162.
GENERAL ELECTRIC CO.	727.	727.
HARRIS CORP.	336.	336.
ILLINOIS TOOL WORKS	1,136.	1,136.
INTEL CORP.	343.	343.
ICT TREASURY PORTFOLIO INSTITUTIONAL	309.	309.
JOHNSON & JOHNSON	648.	648.
KRAFT FOODS INC	689.	689.
KRAFT FOODS, INC. 6% DUE 02/11/13	813.	813.
LAUDUS MONDRIAN EMERGING MARKETS FUND -	2,125.	2,125.
LINCOLN NATIONAL CORP IND	247.	247.
M & T BK CORP COM	993.	993.
MBNA AMER. BK. NA (MTN) 7.125% DUE 11/15	2,708.	2,708.
MASTERCARD INC.	136.	136.
MEDTRONIC INC.	550.	550.
MERCK & CO. INC.	2,135.	2,135.
MICROSOFT CORP.	963.	963.
MOLEX INC	189.	189.
NOKIA CORP.	712.	712.
NORFOLK SOUTHERN CORP.	570.	570.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PPL ENERGY SUPPLY LLC 6.5% 05/01/18	1,312.	1,312.
PEPSICO INC.	608.	608.
PETSMART INC	459.	459.
PROCTER & GAMBLE CO.	428.	428.
QUALCOMM CORP.	174.	174.
ROHM & HAAS COMPANY 5.6% DUE 03/15/13	515.	515.
ROPER INDUSTRIES INC NEW	231.	231.
SCHLUMBERGER LTD.	727.	727.
CHARLES SCHWAB CORP.	442.	442.
SHERWIN WILLIAMS CO	202.	202.
SIGMA-ALDRICH CORP.	37.	37.
SNAP-ON INC	908.	908.
STAPLES INC.	147.	147.
STRYKER CORP.	312.	312.
SYSCO CORP	394.	394.
TJX COS INC	50.	50.
TJX COMPANIES, INC. 7.45% DUE 12/15/09	1,863.	1,863.
TALISMAN ENERGY INC	79.	79.
3M COMPANY	581.	581.
TIDEWATER INC	214.	214.
TIFFANY & CO	151.	151.
TOTAL FINA ELF S.A. ADS REPSTG 1/2 OF A	1,912.	1,912.
U.S. TREASURY NOTE 2.5% (TIPS) DUE 07/15	1,888.	1,888.
VANGUARD REIT ETF FUND	1,123.	846.
VERIZON COMMUNICATIONS	225.	225.
WALGREEN CO.	113.	113.
WEATHERFORD INTERNATIONAL LTD. 5.15% DUE	796.	796.
XEROX CORPORATION 5.65% DUE 05/15/2013	779.	779.
ACCENTURE PLC	1,741.	1,741.
ACE LIMITED ORD	177.	177.
TOTAL	123,186.	122,909.

PAULINE K. ANDERSON FDN., INC. 30-0021069

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
	TOTALS	115.

STATEMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES-PRIN	34,609.	34,609.
TOTALS	34,609.	34,609.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	964.	964.
FOREIGN TAXES ON QUALIFIED FOR	2,329.	2,329.
TOTALS	3,293.	3,293.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
TRUSTEES INSURANCE		1,942.	1,942.
WIRE FEES		10.	10.
	TOTALS	1,952.	1,952.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
U.S. TREASURY AND AGENCY BONDS	228,440.	247,943.
TOTALS	228,440.	247,943.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
COMMON STOCK	1,929,906.	2,504,265.
EQUITY MUTUAL FUNDS	1,672,933.	1,365,641.
TOTALS	3,602,839.	3,869,906.

PAULINE K. ANDERSON FDN., INC. 30-0021069

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CORPORATE BONDS	301,278.	312,364.
FIXED INCOME MUTUAL FUNDS	225,128.	228,500.
ASSET BACKED SECURITIES	446,433.	475,133.
TOTALS	972,839.	1,015,997.

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

DESCRIPTION		AMOUNT
ROUNDING		3.
	TOTAL	3.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
MD

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

OFFICER NAME:
ROBERT L. HARRELL
ADDRESS:
13007 WOODBURN DRIVE
HAGERSTOWN, MD 21740
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 4,000.

OFFICER NAME:
JOHN ITELL
ADDRESS:
1110 PROFESSIONAL COURT
HAGERSTOWN, MD 21740
TITLE:
VP/TREASURER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 4,000.

OFFICER NAME:
MICHAEL G. DAY
ADDRESS:
120 WEST WASHINGTON STREET
HAGERSTOWN, MD 21740
TITLE:
SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 4,000.

TOTAL COMPENSATION: 12,000.

RECIPIENT NAME:
COMMUNITY FOUNDATION OF
WASHINGTON COUNTY
ADDRESS:
14606 PENNSYLVANIA AVE
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 99,500.

RECIPIENT NAME:
GIRLS, INC OF WASHINGTON
COUNTY
ADDRESS:
262 WASHINGTON AVENUE
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ANTIETAM HEALTHCARE FDN
ADDRESS:
251 E. ANTIETAM STREET
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BREAST CANCER AWARENESS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CHILDREN IN NEED, INC
ADDRESS:
1110 PROFESSIONAL CT, SUITE 300
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
EASTER SEALS ADULT DAY SVCS
ADDRESS:
101 E BALTIMORE STREET
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BOY SCOUTS OF AMERICA
221 MASON-DIXON COUNCIL
ADDRESS:
18600 CRESTWOOD DRIVE
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
COMMUNITY FREE CLINIC
ADDRESS:
249 MILL STREET
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 57,000.

RECIPIENT NAME:
HAGERSTOWN COMMUNITY COLLEGE
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ST. JAMES SCHOOL
ADDRESS:
17641 COLLEGE ROAD
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

RECIPIENT NAME:
ST. MARKS LUTHERAN CHURCH
ADDRESS:
601 WASHINGTON AVENUE
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
FOOD RESOURCES
ADDRESS:
220 MCRAND CT
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 15,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BARBARA INGRAM SCHOOL FOR THE ARTS
ADDRESS:
7-11 SOUTH POTOMAC STREET
HAGERSTOWN, MD 21740
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

TOTAL GRANTS PAID: 288,000.