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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.

COPY

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
PROCTOR PATTERSON FOUNDATION
PNC BANK NA

A Employer identification number
30-6081504

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P O BOX 94651

B Telephone number (see page 10 of the instructions)
(216) 257-4731

City or town, state, and ZIP code
CLEVELAND, OH 44101

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 13,098,604.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 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	414,468.	414,468.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-346,276.			
	b Gross sales price for all assets on line 6a 1,825,540.				
	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)	2,268.			
	12 Total. Add lines 1 through 11	70,460.	414,468.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	76,664.	38,332.		38,332.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 1	5,308.	2,013.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 2	49,000.	26.		48,974.
	24 Total operating and administrative expenses. Add lines 13 through 23	130,972.	40,371.	NONE	87,306.
	25 Contributions, gifts, grants paid	1,005,193.			1,005,193.
	26 Total expenses and disbursements Add lines 24 and 25	1,136,165.	40,371.	NONE	1,092,499.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-1,065,705.			
	b Net investment income (if negative, enter -0-)		374,097.		
	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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	698,437.	459,159.	459,159.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)	6,159,357.	6,126,770.	6,810,215.
	c Investments - corporate bonds (attach schedule)	5,895,613.	5,119,171.	5,409,480.
	11 Investments - land, buildings, and equipment: basis ▶ Less: accumulated depreciation ▶ (attach schedule)			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)	505,000.	505,000.	419,750.
	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)	13,258,407.	12,210,100.	13,098,604.
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. ▶ X			
	27 Capital stock, trust principal, or current funds	13,258,407.	12,210,100.	
	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)	13,258,407.	12,210,100.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	13,258,407.	12,210,100.	

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	13,258,407.
2	Enter amount from Part I, line 27a	2	-1,065,705.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 3	3	17,745.
4	Add lines 1, 2, and 3	4	12,210,447.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	347.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	12,210,100.

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			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				
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	-346,276.
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	1,154,463.	14,728,916.	0.07838071722
2007	1,062,220.	16,457,584.	0.06454288795
2006	720,883.	15,661,328.	0.04602949380
2005	657,747.	15,529,843.	0.04235374434
2004	277,642.	15,114,200.	0.01836961268

2	**Total** of line 1, column (d)	2	0.24967645599
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	0.04993529120
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	12,258,984.
5	Multiply line 4 by line 3	5	612,156.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,741.
7	Add lines 5 and 6	7	615,897.
8	Enter qualifying distributions from Part XII, line 4	8	1,092,499.

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	3,741.
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	3,741.
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	3,741.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 7,705.		
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	7,705.
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	3,964.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 3,745. **Refunded** ▶	11	219.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 5	8a		
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)*

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 ▶ PNC BANK NA Telephone no. ▶ (216)257-4731

Located at ▶ P O BOX 94651, CLEVELAND, OH ZIP + 4 ▶ 44101-4651

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

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No		
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	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

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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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		76,664.	-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	12,445,669.
b	Average of monthly cash balances	1b	NONE
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	12,445,669.
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	12,445,669.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	186,685.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,258,984.
6	**Minimum investment return.** Enter 5% of line 5	6	612,949.

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	612,949.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,741.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	3,741.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	609,208.
4	Recoveries of amounts treated as qualifying distributions			4	15,697.
5	Add lines 3 and 4			5	624,905.
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	624,905.

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	1,092,499.
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	1,092,499.
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	3,741.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,088,758.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				624,905.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			NONE	
b Total for prior years: 20____, 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 63,455.				
e From 2008 413,977.				
f Total of lines 3a through e	477,432.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 1,092,499.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				624,905.
e Remaining amount distributed out of corpus	467,594.			
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	945,026.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010:** Subtract lines 7 and 8 from line 6a	945,026.			
10 Analysis of line 9:				
a Excess from 2005 NONE				
b Excess from 2006 NONE				
c Excess from 2007 63,455.				
d Excess from 2008 413,977.				
e Excess from 2009 467,594.				

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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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.

SEE STATEMENT 7

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 8				
Total ▶ 3a				1,005,193.
b *Approved for future payment*				
Total ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	414,468.	
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	-346,276.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue. a					
b PR YR TAX REFUND				2,268.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				70,460.	
13 **Total.** *Add line 12, columns (b), (d), and (e)*				13	70,460.

(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

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.

Sign Here

Signature of officer or trustee — Date: 11/05/2010 — Title

Paid Preparer's Use Only

Preparer's signature — Date — Check if self-employed ☐ — Preparer's identifying number (See Signature on page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code — EIN — Phone no

75-15-0151-1-1-01

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . . ▶ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of Exempt Organization	Employer identification number
File by the extended due date for filing the return. See instructions.	PROCTOR PATTERSON FOUNDATION . PNC BANK NA	30-6081504
	Number, street, and room or suite no If a P O. box, see instructions P O BOX 94651	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CLEVELAND, OH 44101	

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

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ PNC BANK NA
  Telephone No. ▶ (216) 257-4731 FAX No. ▶ 216-257-5064
- If the organization does not have an office or place of business in the United States, check this box . . . . . ▶ ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box . . . ▶ ☐. If it is for part of the group, check this box . . . ▶ ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until 11/15/2010.

5 For calendar year 2009, or other tax year beginning _____, and ending _____.

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

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO GATHER INFORMATION NECESSARY TO PREPARE AND FILE A COMPLETE AND ACCURATE RETURN

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$	3,741.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$	7,705.
c	**Balance Due.** Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	8c	$	

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ _____ Title ▶ TAX MANAGER Date ▶ 8/9/10

75-75-073-9584269

Form **8868** (Rev April 2009)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

► File a separate application for each return.

COPY

OMB No 1545-1709

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	PROCTOR PATTERSON FOUNDATION	30 6081504
	Number, street, and room or suite no If a P.O box, see instructions PNC BANK, NA PO BOX 94651	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. CLEVELAND OH 44101-4651	

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

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

- The books are in the care of ► PNC BANK NA PO BOX 94651, CLEVELAND OH 44101-4651

Telephone No. ► (216) 257-4731 FAX No. ► (216) 257-5064

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 10, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☑ calendar year 20 09 or

► ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 7,500
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 7,700
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$ 0.00

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

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					7,042.	
		11315.764 ALLEGIANT INTL EQUITY FD CL I PROPERTY TYPE: SECURITIES					VAR	02/02/2009
95,958.00		127,500.00					-31,542.00	
		17372.719 MASTERS SELECT FDS INTERNATION PROPERTY TYPE: SECURITIES					VAR	02/02/2009
147,494.00		285,750.00					-138256.00	
		3500. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					VAR	02/02/2009
42,249.00		50,781.00					-8,532.00	
		2500. FOSTER WHEELER LTD PROPERTY TYPE: SECURITIES					VAR	02/02/2009
50,012.00		52,256.00					-2,244.00	
		500. CALL ON PG 4/18/2009 @ 72.5 PROPERTY TYPE: SECURITIES					12/19/2008	02/13/2009
358.00		20.00					338.00	
		1500. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES					VAR	02/19/2009
15,567.00		79,749.00					-64,182.00	
		275000. ATLANTIC RICHFIELD CO NT DTD 4-2 PROPERTY TYPE: SECURITIES					05/02/2001	04/15/2009
275,000.00		272,346.00					2,654.00	
		2900. FOSTER WHEELER AG SEDOL B4Y5TZ6 PROPERTY TYPE: SECURITIES					VAR	04/16/2009
60,647.00		58,885.00					1,762.00	
		300000. FHLB 5.5% 6/1 PROPERTY TYPE: SECURITIES					05/24/2007	06/11/2009
300,000.00		300,000.00						
		3000. AUTOLIV INC COM PROPERTY TYPE: SECURITIES					VAR	06/19/2009
59,968.00		155,805.00					-95,837.00	

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)	
		3000. CALL ON ALV 6/20/2009 @ 20 PROPERTY TYPE: SECURITIES					02/19/2009	06/19/2009
3,862.00							3,862.00	
		500. CALL ON PG 7/18/2009 @ 57.5 PROPERTY TYPE: SECURITIES					02/13/2009	07/21/2009
760.00							760.00	
		275000. WAL MART STORES INC NT DTD 8-10- PROPERTY TYPE: SECURITIES					09/27/1999	08/10/2009
275,000.00		277,511.00					-2,511.00	
		3300. VARIAN MED SYS INC COM PROPERTY TYPE: SECURITIES					01/29/2004	09/08/2009
140,531.00		133,325.00					7,206.00	
		275000. PROCTER & GAMBLE CO UNSUB NT DTD PROPERTY TYPE: SECURITIES					09/27/1999	09/15/2009
275,000.00		277,888.00					-2,888.00	
		2584.647 T ROWE PRICE EMERGING MARKETS S PROPERTY TYPE: SECURITIES					03/12/2008	10/21/2009
76,092.00		100,000.00					-23,908.00	
TOTAL GAIN(LOSS)		.....					-346,276.	

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	707.	707.
FEDERAL ESTIMATES - INCOME	3,295.	
FOREIGN TAXES ON QUALIFIED FOR	1,046.	1,046.
FOREIGN TAXES ON NONQUALIFIED	260.	260.
TOTALS	5,308.	2,013.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MISC FOUNDATION EXPENSES	48,774.		48,774.
STATE FILING FEES	200.		200.
ADR SERVICE FEES	26.	26.	
TOTALS	49,000.	26.	48,974.

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

DESCRIPTION	AMOUNT
RECOVERY OF PRIOR YEAR DISTRIBUTION	16,421.
ROUNDING ADJUSTMENT	2.
POSTED CURR YR FOR PR YR	1,322.
TOTAL	17,745.

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

DESCRIPTION	AMOUNT
POSTED SUBSEQ YR FOR CURR YR	347.
TOTAL	347.

STATE(S) WHERE THE FOUNDATION IS REGISTERED

OH

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

OFFICER NAME:
PNC BANK NA
ADDRESS:
P O BOX 94651
CLEVELAND, OH 44101-4651
TITLE:
TRUSTEE
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10
COMPENSATION ..... 76,664.

TOTAL COMPENSATION: 76,664.

FORM 990PF, PART XV - LINES 2a - 2d

RECIPIENT NAME:
KEVIN MCMANAMON
ADDRESS:
1900 E NINTH ST., B7-YB13-13-2
CLEVELAND, OH 44114
RECIPIENT'S PHONE NUMBER: 216-222-5853
FORM, INFORMATION AND MATERIALS:
SEE ATTACHED APPLICATION
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
N/A

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

RECIPIENT NAME:
SEE ATTACHED SCHEDULE
AMOUNT OF GRANT PAID ..... 1,005,193.

TOTAL GRANTS PAID: 1,005,193.

PROCTOR PATTERSON
FOUNDATION APPLICATION

Former Employee Name_____ Social Security No._____
Last First MI

Current Status: Single___Married___Widowed___Divorced___Deceased___If deceased date of death_____

Date of birth_____ Employment Dates_____ _____Reason for termination_____
From To

No. of Current Dependents_____ Name _____ DOB _____Relationship_____

Name_____DOB_____Relationship_____

Name_____DOB_____Relationship_____

Applicant Name_____ Social Sec. No_____
(If not former employee) Last First M.

Date of birth_____Relationship to Employee_____Telephone No_____

Address_____
Street City State Zip

E-mail address_____ (This information will be helpful if applying for scholarship program)

Student:_____Yes _____ No (you may be required to provide proof of status)

Reason for Applying for Grant: Medical_____Dental_____Catastrophic Exepenses_____Scholarship_____

Other_____

Amount Requested_____ **Attach all pertinent information related to this request**

Living Arrangements: Own Home: Yes No Home Value:_____ Mortgage Amt.: _____ Insured: Yes No

Rent: Yes No Insurance on contents: Yes No Other Living Arrangements:_____

Other real property owned: Yes No Value: _____Mortgage Amt.:_____ Insured: Yes No

Investments and Other Assets: Attach a list of all investments and other assets showing current market value and annual income (IncludeIRA's, 401k's, Savings Account, stocks, bonds, mutual funds, trusts and other business interests).

Income: (Per month)	**Applicant**	**Dependents**
Social Security	_____	_____
Pension Benefit	_____	_____
Veteran Benefit	_____	_____
Disability	_____	_____
Workers Compensation	_____	_____
Child Support	_____	_____
Welfare Benefits	_____	_____
Food Stamps	_____	_____
Unemployment	_____	_____
Other Government Programs	_____	_____
Employment Income	_____	_____
Rental Income	_____	_____
Other income (Specify)	_____	_____

ALL APPLICATIONS MUST INCLUDE YOUR RECENT FEDERAL AND STATE INCOME TAX RETURNS

Insurance Information

Do you have Medicare Part B? Yes_____ No_____ Monthly Cost_____ Do you receive Medicaid? Yes___ No___

Type of Coverage	Carrier Name	Your Monthly Cost
Medical Insurance	_____	_____
Supplemental Insurance	_____	_____
Other Supplemental Ins.	_____	_____
Dental Insurance	_____	_____
Homeowners Carrier	_____	_____
Life Insurance Provider	_____	_____

Please provide insurance information applicable to this request

Monthly Expenses – please attach an itemized statement of your monthly expenses.

Failure to disclose financial data to the Committee will result in denial of application approval and may make individual ineligible for future requests. The information furnished is to the best of my knowledge is true, correct and complete. All applications must include your most recent Federal and State Income Tax returns.

_____ _____

Signature Date

Additional Dependent Information or comments

_____

_____

Please return this application to Proctor Patterson Foundation, c/o National City Bank, P. O. Box 5756, LOC 01-2030, Cleveland, OH 44101-9957.You can call 216-222-8422 to check current status of the Foundation, or leave a message for a return reply, please include reason for inquiry. E-mails can be sent to proctortrust@aol.com or fax information to 704-629-4420

_____

For Foundation use only:

Verified Employment_____ Source of Verification_____Employment Dates_____

Reason for Application_____Approved Yes_____ No_____

Requested Amount_____ Approved Amount_____

Reason Denied_____

Date_____

_____

PROCTOR PATTERSON FOUNDATION APPLICATION

Former Employee Name_____ Social Security No._____
Last First MI

Current Status: Single____Married____Widowed____Divorced____Deceased____If deceased date of death_____

Date of birth_____ Employment Dates_____ _____Reason for termination_____
From To

No. of Current Dependents_____ Name _____ DOB _____Relationship_____

Name_____DOB_____Relationship_____

Name_____DOB_____Relationship_____

Applicant Name_____ Social Sec. No_____
(If not former employee) Last First M.

Date of birth_____Relationship to Employee_____Telephone No_____

Address_____
Street City State Zip

E-mail address_____ (This information will be helpful if applying for scholarship program)

Student:_____Yes _____ No (you may be required to provide proof of status)

Reason for Applying for Grant: Medical_____Dental_____Catastrophic Exepenses_____Scholarship_____

Other_____

Amount Requested_____ **Attach all pertinent information related to this request**

Living Arrangements: Own Home: Yes No Home Value:_____ Mortgage Amt.: _____ Insured: Yes No

Rent: Yes No Insurance on contents: Yes No Other Living Arrangements:_____

Other real property owned: Yes No Value: _____Mortgage Amt.:_____ Insured: Yes No

Investments and Other Assets: Attach a list of all investments and other assets showing current market value and annual income (IncludeIRA's, 401k's, Savings Account, stocks, bonds, mutual funds, trusts and other business interests).

Income: (Per month)	**Applicant**	**Dependents**
Social Security	_____	_____
Pension Benefit	_____	_____
Veteran Benefit	_____	_____
Disability	_____	_____
Workers Compensation	_____	_____
Child Support	_____	_____
Welfare Benefits	_____	_____
Food Stamps	_____	_____
Unemployment	_____	_____
Other Government Programs	_____	_____
Employment Income	_____	_____
Rental Income	_____	_____
Other income (Specify)	_____	_____

ALL APPLICATIONS MUST INCLUDE YOUR RECENT FEDERAL AND STATE INCOME TAX RETURNS

Insurance Information

Do you have Medicare Part B? Yes_____ No_____ Monthly Cost_____ Do you receive Medicaid? Yes___ No___

Type of Coverage	Carrier Name	Your Monthly Cost
Medical Insurance	_____	_____
Supplemental Insurance	_____	_____
Other Supplemental Ins.	_____	_____
Dental Insurance	_____	_____
Homeowners Carrier	_____	_____
Life Insurance Provider	_____	_____

Please provide insurance information applicable to this request

Monthly Expenses – please attach an itemized statement of your monthly expenses.

Failure to disclose financial data to the Committee will result in denial of application approval and may make individual ineligible for future requests. The information furnished is to the best of my knowledge is true, correct and complete. All applications must include your most recent Federal and State Income Tax returns.

_____ _____

Signature Date

Additional Dependent Information or comments

_____

_____

Please return this application to Proctor Patterson Foundation, c/o National City Bank, P. O. Box 5756, LOC 01-2030, Cleveland, OH 44101-9957.You can call 216-222-8422 to check current status of the Foundation, or leave a message for a return reply, please include reason for inquiry. E-mails can be sent to proctortrust@aol.com or fax information to 704-629-4420

_____

For Foundation use only:

Verified Employment_____ Source of Verification_____ Employment Dates_____

Reason for Application_____ Approved Yes_____ No_____

Requested Amount_____ Approved Amount_____

Reason Denied_____

Date_____

_____

PROCTOR PATTERSON FOUNDATION APPLICATION

Former Employee Name_____ Social Security No._____
Last First MI

Current Status: Single____Married____Widowed____Divorced____Deceased____If deceased date of death_____

Date of birth_____ Employment Dates_____ _____Reason for termination_____
From To

No. of Current Dependents_____ Name _____ DOB _____Relationship_____

Name_____DOB_____Relationship_____

Name_____DOB_____Relationship_____

Applicant Name_____ Social Sec. No_____
(If not former employee) Last First M.

Date of birth_____Relationship to Employee_____Telephone No_____

Address_____
Street City State Zip

E-mail address_____ (This information will be helpful if applying for scholarship program)

Student:_____Yes _____ No (you may be required to provide proof of status)

Reason for Applying for Grant: Medical_____Dental_____Catastrophic Exepenses_____Scholarship_____

Other_____

Amount Requested_____ **Attach all pertinent information related to this request**

Living Arrangements: Own Home: Yes No Home Value:_____ Mortgage Amt.: _____ Insured: Yes No

Rent: Yes No Insurance on contents: Yes No Other Living Arrangements:_____

Other real property owned: Yes No Value: _____Mortgage Amt.:_____ Insured· Yes No

Investments and Other Assets: Attach a list of all investments and other assets showing current market value and annual income (IncludeIRA's, 401k's, Savings Account, stocks, bonds, mutual funds, trusts and other business interests).

Income: (Per month)	**Applicant**	**Dependents**
Social Security	_____	_____
Pension Benefit	_____	_____
Veteran Benefit	_____	_____
Disability	_____	_____
Workers Compensation	_____	_____
Child Support	_____	_____
Welfare Benefits	_____	_____
Food Stamps	_____	_____
Unemployment	_____	_____
Other Government Programs	_____	_____
Employment Income	_____	_____
Rental Income	_____	_____
Other income (Specify)	_____	_____

ALL APPLICATIONS MUST INCLUDE YOUR RECENT FEDERAL AND STATE INCOME TAX RETURNS

Insurance Information

Do you have Medicare Part B? Yes_____ No_____ Monthly Cost_____ Do you receive Medicaid? Yes___ No___

Type of Coverage	Carrier Name	Your Monthly Cost
Medical Insurance	_____	_____
Supplemental Insurance	_____	_____
Other Supplemental Ins.	_____	_____
Dental Insurance	_____	_____
Homeowners Carrier	_____	_____
Life Insurance Provider	_____	_____

Please provide insurance information applicable to this request

Monthly Expenses – please attach an itemized statement of your monthly expenses.

Failure to disclose financial data to the Committee will result in denial of application approval and may make individual ineligible for future requests. The information furnished is to the best of my knowledge is true, correct and complete. All applications must include your most recent Federal and State Income Tax returns.

_____ _____

Signature Date

Additional Dependent Information or comments

_____

_____

Please return this application to Proctor Patterson Foundation, c/o National City Bank, P. O. Box 5756, LOC 01-2030, Cleveland, OH 44101-9957.You can call 216-222-8422 to check current status of the Foundation, or leave a message for a return reply, please include reason for inquiry. E-mails can be sent to proctortrust@aol.com or fax information to 704-629-4420

_____

For Foundation use only:

Verified Employment_____ Source of Verification_____ Employment Dates_____

Reason for Application_____ Approved Yes_____ No_____

Requested Amount_____ Approved Amount_____

Reason Denied_____

Date_____

_____

PROCTOR PATTERSON FOUNDATION
FORM 990-PF

30-6081504

PART XV - GRANTS AND CONTRIBUTIONS PAID

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VARIOUS GRANTS TO NEEDY INDIVIDUALS	NONE N/A	MEDICAL, DENTAL, MEDICARE REIMB	$771,343.00
Alexander Byrd University of North Carolina at Chapel Hill 250 East Franklin St Chapel Hill NC 27599	NONE N/A	SCHOLARSHIP	$8,000.00
Joseph Chavis Rochester Institute of Technology 1 Lomb Memorial Dr Rochester NY 14623-5603	NONE N/A	SCHOLARSHIP	$8,000.00
Mary Couturier Niagara College 135 Taylor Rd Niagara-on-the-Lake Ontario L051J0	NONE N/A	SCHOLARSHIP	$5,400.00
Mackenzie Cox North Carolina State University Box 7302 Raleigh NC 27695-7302	NONE N/A	SCHOLARSHIP	$8,000.00
Evan Deighan Kent State University 800 East summit St Kent OH 44242	NONE N/A	SCHOLARSHIP	$8,000.00

PROCTOR PATTERSON FOUNDATION 30-6081504
FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS PAID

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Kyle Deighan Ohio State University 154 W 12th Avenue Columbus OH 43210	NONE N/A	SCHOLARSHIP	$8,000.00
Holly Dockery Gaston College 201 Hwy 321 S Dallas NC 28034	NONE N/A	SCHOLARSHIP	$3,900.00
Thomas Falls Gardner-Webb University MAIN ST BOILING SPRINGS, NC 28017	NONE N/A	SCHOLARSHIP	$4,000.00
Daniel Henning Baldwin-Wallace College 275 EASTLAND RD BEREA, OH 44017-2088	NONE N/A	SCHOLARSHIP	$8,000.00
Courtney Hines Brock University 500 Glenridge Ave St Catharines Ontario Canada L253A1	NONE N/A	SCHOLARSHIP	$5,800.00

PROCTOR PATTERSON FOUNDATION
FORM 990-PF

30-6081504

PART XV - GRANTS AND CONTRIBUTIONS PAID

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Michael Kobylka Mohawk College of Applied Arts and Tech 135 Fennell Ave. West Hamilton ON Canada L8N 3T2	NONE N/A	SCHOLARSHIP	$4,000.00
Sean Kortovich North Carolina State University Box 7302 Raleigh NC 27695-7302	NONE N/A	SCHOLARSHIP	$8,000.00
Benjamin Kuzmaski Niagara College 135 Taylor Rd Niagara-on-the-Lake Ontario L051J0	NONE N/A	SCHOLARSHIP	$5,700.00
Brian Malek Buffalo State College 1300Elmwood Ave Buffalo NY 14222	NONE N/A	SCHOLARSHIP	$8,000.00
Steven McAvoy Strathclyde University 16 Richmond St Glasgow Scotland UK	NONE N/A	SCHOLARSHIP	$5,400.00

PROCTOR PATTERSON FOUNDATION 30-6081504
FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS PAID

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Richard McAvoy Caledonian University Cowcaddens Rd Glasgow Scotland UK	NONE N/A	SCHOLARSHIP	$5,400.00
Jeffrey Milne Niagara College 135 Taylor Rd Niagara-on-the-Lake Ontario L051J0	NONE N/A	SCHOLARSHIP	$5,400.00
Mark Milne Laurentian University 935 Ramsey Lake Rd Sudbury Ontario Canada	NONE N/A	SCHOLARSHIP	$5,400.00
Heather Reed Edison State College 10501 FGCU Blvd S. Fort Myers FL 33965	NONE N/A	SCHOLARSHIP	$8,000.00
Aaron Zone Lakeland Community College 7700 Clocktower Drive Kirtland OH 44094	NONE N/A	SCHOLARSHIP	$2,700.00

PROCTOR PATTERSON FOUNDATION
FORM 990-PF

30-6081504

PART XV - GRANTS AND CONTRIBUTIONS PAID

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Ashley Weaver California University of Pennsylvania 250 University Ave California PA 15419-1394	NONE N/A	SCHOLARSHIP	$8,000.00
Nathaniel Hamelin University of Waterloo P O Box 94651 Cleveland OH 44101-4651	NONE N/A	SCHOLARSHIP	$6,700
Michael Hines Niagara College 135 Taylor Rd Niagara-on-the-Lake Ontario L051J0	NONE N/A	SCHOLARSHIP	$5,400
Matthew Jones Wingate University 220 N Camden Street Wingate NC 28174	NONE N/A	SCHOLARSHIP	$8,000
Kyle Reckart Kent State University 800 East Summit Street Kent OH 44242	NONE N/A	SCHOLARSHIP	$8,000

PROCTOR PATTERSON FOUNDATION 30-6081504
FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS PAID

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Carli Rutkowski Allegheny College 520 North Main Street Meadville PA 16335	NONE N/A	SCHOLARSHIP	$8,000
Victoria Saltenis University of Akron 302 Buchtel Mall Akron OH 44325	NONE N/A	SCHOLARSHIP	$8,000
Jennifer Venghaus Blinn College 902 College Avenue Brenham TX 77833	NONE N/A	SCHOLARSHIP	$3,400
Daniel Ware University of Alabama 801 University Blvd Tuscaloosa AL 35487	NONE N/A	SCHOLARSHIP	$8,000
Esther Moore McMaster University 1280 Main Street West Hamilton ON Canada L8S 4L8	NONE N/A	SCHOLARSHIP	$7,250

PROCTOR PATTERSON FOUNDATION 30-6081504
FORM 990-PF

PART XV - GRANTS AND CONTRIBUTIONS PAID

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
Megan Orosz Capital University East Main Street Columbus OH 43209	NONE N/A	SCHOLARSHIP	$8,000
Alex Thompson Montreat College 310 Gaither Circle Black Mountain NC 28711	NONE N/A	SCHOLARSHIP	$8,000
Kenneth Dickson Greensboro College 815 West Market Street Greensboro NC 27401	NONE N/A	SCHOLARSHIP	$8,000
Sara Katrancha c/o PNC Bank NA P O Box 94651 Cleveland OH 44101-4651	NONE N/A	SCHOLARSHIP	$8,000
Makenzie Zaborski University of Alabama - Huntsville 301 Sparkman Drive Huntsville AL 35899	NONE N/A	SCHOLARSHIP	$6,000
Total Grants and Contributions Paid			$1,005,193

STATEMENT OF INVESTMENT POSITION

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
EQUITIES									
DOMESTIC COMMON EQUITY									
ABBOTT LABS COM 05/77 - 12/01	3,671 000	$125,836 42	$198,197.29	ABT $53.99	$72,360 87	2 91%	1 51%	$5,874	2 96%
ACE LIMITED 07/03 - 07/03	3,300 000	$113,520 00	$166,320 00	ACE $50 40	$52,800 00	2 44%	1.27%	$4,092	2 46%
ALLERGAN INC COM 12/07 - 01/08	1,700.000	$112,927 34	$107,117 00	AGN $63 01	-$5,810 34	1 57%	0 82%	$340	0 32%
ALTRIA GROUP INC COM 01/08 - 01/08	1,000.000	$23,856 94	$19,630 00	MO $19 63	-$4,226 94	0.29%	0 15%	$1,360	6 93%
APPLE INC 12/08 - 02/09	600 000	$53,946 18	$126,439 20	AAPL $210 73	$72,493.02	1 86%	0 97%		
AT & T INC COM 09/05 - 01/06	3,550 000	$86,856 50	$99,506 50	T $28 03	$12,650.00	1.46%	0 76%	$5,964	5 99%
CISCO SYS INC COM 10/06 - 02/07	4,500 000	$110,981 70	$107,730 00	CSCO $23.94	-$3,251 70	1 58%	0 82%		
COACH INC COM 07/09 - 07/09	1,500 000	$41,999 85	$54,795 00	COH $36 53	$12,795 15	0 80%	0 42%	$450	0 82%
COGNIZANT TECHNOLOGY SOLUTION CL A 08/06 - 08/06	3,000.000	$99,903 00	$135,990 00	CTSH $45 33	$36,087 00	2 00%	1 04%		
CONOCOPHILLIPS COM 01/06 - 01/06	3,000 000	$183,804 00	$153,210 00	COP $51 07	-$30,594 00	2.25%	1 17%	$6,000	3 92%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
CVS/CAREMARK CORP 02/03 - 02/03	4,596.000	$46,537 94	$148,037 16	CVS $32 21	$101,499 22	2 17%	1 13%	$1,402	0 95%
DOMINION RES INC VA NEW COM 09/04 - 09/04	2,800 000	$90,972 00	$108,976 00	D $38 92	$18,004 00	1 60%	0 83%	$4,900	4 50%
EQT CORPORATION COM 09/04 - 09/04	2,000 000	$52,889 00	$87,840.00	EQT $43 92	$34,951 00	1 29%	0.67%	$1,760	2 00%
FORTUNE BRANDS INC COM 09/04 - 07/06	3,000.000	$211,539 22	$129,600 00	FO $43.20	-$81,939-22	1 90%	0 99%	$2,280	1 76%
GENERAL ELEC CO COM 10/84 - 08/02	3,959 000	$98,571 76	$59,899 67	GE $15 13	-$38,672 09	0 88%	0 46%	$1,584	2.64%
HONDA MOTOR ADR NEW SEDOL #6435145 07/06 - 10/06	4,000 000	$131,158 00	$135,600.00	HMC $33.90	$4,442 00	1 99%	1 04%	$1,352	1.00%
HONEYWELL INTL INC COM 07/03 - 12/03	2,475 000	$72,129 75	$97,020 00	HON $39.20	$24,890 25	1 42%	0 74%	$2,995	3 09%
INTERNATIONAL BUSINESS MACHS CORP COM 08/09 - 08/09	400 000	$47,815 08	$52,360 00	IBM $130 90	$4,544 92	0 77%	0 40%	$880	1 68%
JACOBS ENGR GROUP INC COM 01/06 - 01/06	2,600 000	$101,327 98	$97,786 00	JEC $37 61	-$3,541 98	1 44%	0 75%		
JOHNSON & JOHNSON COM 07/09 - 07/09	500 000	$30,404 10	$32,205 00	JNJ $64 41	$1,800 90	0 47%	0.25%	$980	3 04%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
JOY GLOBAL INC COM 03/08 - 03/08	1,000 000	$69,779 50	$51,570 00	JOYG $51 57	-$18,209 50	0 76%	0 39%	$700	1 36%
JPMORGAN CHASE & CO COM 03/05 - 07/06	4,200.000	$162,211 11	$175,014.00	JPM $41 67	$12,802 89	2 57%	1 34%	$840	0.48%
LABORATORY CORP AMER HLDGS COM NEW 01/08 - 01/08	1,500 000	$117,150.00	$112,260 00	LH $74 84	-$4,890 00	1 65%	0 86%		
MARATHON OIL CORP COM 01/06 - 01/06	4,500 000	$157,005.00	$140,490 00	MRO $31 22	-$16,515 00	2 06%	1 07%	$4,320	3 07%
MASTERCARD INC COM 07/09 - 07/09	200 000	$37,411.68	$51,196 00	MA $255 98	$13,784 32	0 75%	0 39%	$120	0 23%
MCDONALDS CORP COM 12/08 - 04/09	1,500 000	$85,803 85	$93,660 00	MCD $62 44	$7,856 15	1 38%	0 72%	$3,300	3.52%
MICROSOFT CORP COM 09/97 - 02/02	7,700 000	$230,682 93	$234,696.00	MSFT $30 48	$4,013 07	3 45%	1 79%	$4,004	1 71%
NABORS INDUSTRIES LTD SHS 04/01 - 03/02	5,766 000	$109,852 04	$126,217 74	NBR $21 89	$16,365 70	1 85%	0 96%		
NIKE INC CL B 04/09 - 04/09	1,000 000	$52,294 77	$66,070 00	NKE $66 07	$13,775 23	0 97%	0 50%	$1,080	1 63%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
OCCIDENTAL PETE CORP COM 12/03 - 12/03	3,170 000	$63,378 13	$257,879 50	OXY $81 35	$194,501 37	3.79%	1 97%	$4,184	1 62%
ORACLE CORP COM 09/97 - 07/03	7,040.000	$94,684 70	$172,691 20	ORCL $24 53	$78,006.50	2 54%	1 32%	$1,408	0 81%
PEPSICO INC COM 07/03 - 02/04	2,750 000	$127,315 75	$167,200.00	PEP $60 80	$39,884 25	2 46%	1 28%	$4,950	2 96%
PFIZER INC COM 12/08 - 12/08	1,000.000	$17,338 10	$18,190.00	PFE $18 19	$851 90	0 27%	0 14%	$720	3 96%
PHILLIP MORRIS INTERNATIONAL INC 01/08 - 01/08	1,000.000	$54,692 96	$48,190.00	PM $48 19	-$6,502 96	0 71%	0 37%	$2,320	4.81%
PROCTER & GAMBLE CO COM 08/05 - 07/06	2,300 000	$128,240 92	$139,449 00	PG $60 63	$11,208 08	2 05%	1 06%	$4,048	2 90%
QUALCOMM INC COM 10/99 - 07/06	3,360.000	$104,992 63	$155,433.60	QCOM $46 26	$50,440 97	2.28%	1.19%	$2,285	1 47%
QUANTA SVCS INC COM 02/09 - 02/09	1,000 000	$20,775 50	$20,840.00	PWR $20 84	$64 50	0 31%	0 16%		
RESEARCH IN MOTION LTD COM 01/08 - 01/08	700 000	$69,283 48	$47,278 00	RIMM $67 54	-$22,005 48	0 69%	0 36%		
SECTOR SPDR TR SBI INT-INDS 02/09 - 04/09	6,000 000	$121,852 80	$166,740.00	XLI $27.79	$44,887.20	2 45%	1.27%	$4,332	2 60%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
SELECT SECTOR SPDR FUND MATERIALS 04/07 - 07/07	5,700 000	$233,667 00	$188,043 00	XLB $32 99	-$45,624 00	2 76%	1 44%	$4,036	2 15%
STATE STR CORP COM 01/08 - 12/08	2,300 000	$173,348 19	$100,142 00	STT $43 54	-$73,206 19	1 47%	0 76%	$92	0 09%
TARGET CORP COM 04/09 - 04/09	1,000.000	$38,877 81	$48,370 00	TGT $48 37	$9,492 19	0 71%	0 37%	$680	1 41%
TEVA PHARMA INDS ADR 1 ADR REPRESENTS 10 SHS 02/04 - 09/04	5,000 000	$145,592.28	$280,900.00	TEVA $56 18	$135,307 72	4 12%	2 14%	$2,410	0 86%
TEXAS INSTRS INC COM 03/02 - 02/07	5,724.000	$192,981 16	$149,167 44	TXN $26 06	-$43,813 72	2 19%	1.14%	$2,748	1 84%
UNITED TECHNOLOGIES CORP COM 07/09 - 07/09	800 000	$41,314.97	$55,528 00	UTX $69.41	$14,213.03	0 82%	0 42%	$1,232	2.22%
WAL MART STORES INC COM 07/00 - 08/02	3,410 000	$171,467 36	$182,264 50	WMT $53 45	$10,797 14	2 68%	1 39%	$3,717	2 04%
WELLS FARGO & CO NEW COM 02/02 - 02/02	3,600 000	$78,918 13	$97,164.00	WFC $26 99	$18,245 87	1 43%	0 74%	$720	0 74%
TOTAL DOMESTIC COMMON EQUITY	**$4,737,889.51**	**$5,464,902.80**			**$727,013.29**	**80.25%**	**41.72%**	**$96,459**	**1.77%**
DOMESTIC MUTUAL FUNDS									
ISHARES TR RUSSELL MIDCAP 10/09 - 10/09	1,700 000	$136,395 00	$140,267.00	IWR $82 51	$3,872 00	2.06%	1 07%	$2,771	1 98%
ISHARES TR RUSSELL 2000 SMALL CAP 07/06 - 05/08	4,350 000	$305,857 44	$271,614 00	IWM $62 44	-$34,243 44	3 99%	2 07%	$4,407	1 62%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
THIRD AVE VALUE FD INC SML CAP VALUE FD #443 09/05 - 12/08	9,556.061	$234,798.79	$173,824 75	TASCX $18.19	-$60,974 04	2 55%	1 33%	$1,309	0 75%
TOTAL DOMESTIC MUTUAL FUNDS		**$677,051.23**	**$585,705.75**		**-$91,345.48**	**8.60%**	**4.47%**	**$8,487**	**1.45%**
INTERNATIONAL MARKETS									
THIRD AVE VALUE FD INC INTL VALUE FD 10/09 - 10/09	3,203 075	$50,000 00	$49,647 66	TAVIX $15 50	-$352 34	0 73%	0 38%	$577	1 16%
VANGUARD INTERNATIONAL VALUE FD #46 02/09 - 10/09	7,304.442	$165,000 01	$223,588 97	VTRIX $30 61	$58,588 96	3.28%	1 71%	$5,369	2 40%
VANGUARD TAX-MANAGED FD EUROPE PACIFIC ETF 02/09 - 10/09	5,350 000	$138,247 03	$182,970 00	VEA $34 20	$44,722 97	2 69%	1 40%	$4,366	2.39%
VANGUARD INTL EQUITY INDEX FD INC EMERGING MARKETS ETF 03/08 - 03/08	7,400.000	$358,582 17	$303,400 00	VWO $41 00	-$55,182.17	4 44%	2 32%	$4,033	1 33%
TOTAL INTERNATIONAL MARKETS		**$711,829.21**	**$759,606.63**		**$47,777.42**	**11.15%**	**5.80%**	**$14,345**	**1.89%**
TOTAL EQUITIES		**$6,126,769.95**	**$6,810,215.18**		**$683,445.23**	**100.00%**	**51.99%**	**$119,291**	**1.75%**
FIXED INCOME									
TAXABLE FIXED INCOME									
TAXABLE FIXED INCOME SECURITIES									
ANHEUSER-BUSCH COS INC NT DTD 10/14/03 5 05% DUE 10/15/16 03/08 - 03/08	300,000.000	$306,054 00	$306,468 00	$102 16	$414 00	5 67%	2.34%	$15,150	4 94%
BANK OF AMERICA CORP SR NT DTD 12/04/07 5.75% DUE 12/01/17 10/09 - 10/09	350,000 000	$351,302 00	$358,407 00	$102 40	$7,105 00	6 63%	2 74%	$20,125	5 61%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
DU PONT E I DE NEMOURS & CO DTD 11/12/02 4 75% DUE 11/15/12 04/05 - 04/05	300,000 000	$299,421 00	$322,023 00	$107 34	$22,602.00	5 95%	2.46%	$14,250	4 42%
EMERSON ELECTRIC CO NT DTD 08-11-00 7 125% DUE 08-15-10 08/00 - 08/00	275,000 000	$274,804 75	$286,935.00	$104 34	$12,130 25	5 30%	2 19%	$19,594	6 83%
FEDERAL HOME LN BKS DTD 08/13/04 4 375% DUE 08/15/11 05/05 - 05/05	250,000 000	$251,275 00	$263,437 50	$105.38	$12,162.50	4 87%	2 01%	$10,938	4 15%
FEDERAL NATL MTG ASSN DTD 03-30-05 5 00% DUE 04-15-15 07/06 - 07/06	400,000 000	$387,745 60	$439,624 00	$109 91	$51,878 40	8 11%	3 36%	$20,000	4 55%
FEDERAL NATL MTG ASSN DTD 6/05/03 4.60% DUE 6/05/18 01/08 - 01/08	300,000 000	$307,614 00	$306,750 00	$102 25	-$864.00	5 67%	2 34%	$13,800	4 50%
FEDERAL NATL MTG ASSN DTD 09/17/04 4.625% DUE 10/15/14 01/06 - 01/06	200,000 000	$197,872 40	$216,688 00	$108.34	$18,815 60	4 01%	1 65%	$9,250	4 27%
FEDERAL NATL MTG ASSN DTD 1/12/07 5% DUE 2/13/17 01/07 - 01/07	300,000 000	$297,832 80	$325,689 00	$108 56	$27,856 20	6 02%	2 49%	$15,000	4 61%
GENERAL ELEC CAP CORP MED TERM NTS DTD 1-19-2000 7 375% DUE 1-19-2010 SER A 01/00 - 01/00	275,000 000	$272,987 00	$275,668 25	$100.24	$2,681 25	5 10%	2 10%	$20,281	7 36%
GOLDMAN SACHS GROUP INC DTD 07/15/03 4 75% DUE 07/15/13 05/05 - 05/05	250,000 000	$245,345 00	$261,560 00	$104 62	$16,215 00	4 84%	2 00%	$11,875	4 54%

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
MCDONALDS CORP MED TERM NT BOOK ENTRY DTD 04-17-01 6 00% DUE 04-15-11 04/01 - 04/01	275,000 000	$270,946 50	$291,403 75	$105 96	$20,457 25	5 39%	2.22%	$16,500	5 66%
UNITED STATES TREASURY NOTE DTD 11/15/02 4 00% DUE 11/15/12 10/04 - 10/04	250,000.000	$251,914 06	$267,050 00	$106 82	$15,135 94	4 94%	2 04%	$10,000	3 74%
UNITED STATES TREASURY NOTE DTD 02/18/03 3 875% DUE 02/15/13 02/05 - 02/05	250,000.000	$243,906 25	$266,250 00	$106 50	$22,343 75	4 92%	2 03%	$9,688	3 64%
UNITED STATES TREASURY NOTE DTD 08-16-04 4.25% DUE 08-15-14 03/05 - 03/05	200,000 000	$194,710 94	$215,766 00	$107 88	$21,055 06	3 99%	1.65%	$8,500	3 94%
UNITED STATES TREASURY NOTE DTD 02-15-05 4 00% DUE 02-15-15 05/05 - 05/05	250,000 000	$246,396 48	$265,702.50	$106 28	$19,306 02	4 91%	2 03%	$10,000	3 76%
UNITED STATES TREASURY NOTE DTD 01-15-06 4 25% DUE 01-15-11 01/08 - 01/08	300,000 000	$317,039 06	$311,250 00	$103 75	-$5,789 06	5 75%	2 38%	$12,750	4 10%
UNITED STATES TREAS NTS DTD 8/15/06 4 875% DUE 8/15/16 10/06 - 10/06	300,000 000	$302,003 91	$329,907 00	$109 97	$27,903 09	6 10%	2 52%	$14,625	4 43%
TOTAL TAXABLE FIXED INCOME SECURITIES		**$5,019,170.75**	**$5,310,579.00**		**$291,408.25**	**98.17%**	**40.54%**	**$252,326**	**4.75%**
TAXABLE FUNDS									
PIMCO TOTAL RETURN INSTL FUND #35 05/08 - 05/08	9,157 509	$100,000 00	$98,901 10	PTTRX $10 80	-$1,098 90	1 83%	0 76%	$5,568	5 63%
TOTAL TAXABLE FIXED INCOME		**$5,119,170.75**	**$5,409,480.10**		**$290,309.35**	**100.00%**	**41.30%**	**$257,894**	**4.77%**
TOTAL FIXED INCOME		**$5,119,170.75**	**$5,409,480.10**		**$290,309.35**	**100.00%**	**41.30%**	**$257,894**	**4.77%**

STATEMENT OF INVESTMENT POSITION CONTINUED

Acq. Date Range	Quantity	Tax Cost	Market Value	Ticker Price	Unrealized Gain/Loss	% of Asset Category	% of Account	Projected Annual Income	Yield
ALTERNATIVE INVESTMENTS									
BARCLAYS COMMODITY NOTE 20% BUFFER, 125% PARTICIPATION MATURITY 3/5/13 ISSUED 2/29/08 06/08 - 06/08	500,000 000	$505,000 00	$419,750 00	$83 95	-$85,250 00	100.00%	3 20%		
CASH AND CASH EQUIVALENTS									
CASH EQUIVALENTS - TAXABLE									
ALLEGIANT MONEY MARKET FUND I SHARES 09/09 - 12/09	459,159 010	$459,159 01	$459,159 01	$1 00		100 00%	3.48%	$459	0 10%
CASH									
INCOME CASH		-$38,476 76	-$38,476 76			-8 38%	-0 29%		
PRINCIPAL CASH		$38,476 76	$38,476.76			8 38%	0.29%		
TOTAL CASH									
TOTAL CASH AND CASH EQUIVALENTS		$459,159.01	$459,159.01			100.00%	3.51%	$459	0.10%
TOTAL PORTFOLIO		$12,210,099.71	$13,098,604.29		$888,504.58	100.00%	100.00%	$377,644	2.88%