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POSTMARK DATE MAY 17 2010

SCANNED JUN 29 2010

Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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

OMB No 1545-0052

2009

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

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation MATTHEW T MELLON FOUNDATION-IMA		A Employer identification number 31-1734222
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (412)234-2332
	City or town, state, and ZIP code Pittsburgh PA		C If exemption application is pending, 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			D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 2,646,005		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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	0	0		
	4 Dividends and interest from securities	42,672	42,122		
	5 a Gross rents			0	
	b Net rental income or (loss) 0				
	6 a Net gain or (loss) from sale of assets not on line 10	-161,677			
	b Gross sales price for all assets on line 6a 629,483				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances 0				
b Less Cost of goods sold 0					
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	0	0	0		
12 Total. Add lines 1 through 11	-119,005	42,122	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	138	0	0	138
	b Accounting fees (attach schedule)	7,743	4,646	0	3,097
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	992	992	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	29	29	0	0
	24 Total operating and administrative expenses. Add lines 13 through 23	8,902	5,667	0	3,235
	25 Contributions, gifts, grants paid	46,000			46,000
26 Total expenses and disbursements. Add lines 24 and 25	54,902	5,667	0	49,235	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-173,907				
b Net investment income (if negative, enter -0-)		36,455			
c Adjusted net income (if negative, enter -0-)			0		

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

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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		0	
	2 Savings and temporary cash investments	195,401	166,375	166,375
	3 Accounts receivable ☐			
	Less allowance for doubtful accounts ☐	0	0	0
	4 Pledges receivable ☐			
	Less allowance for doubtful accounts ☐	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule) ☐			
	Less allowance for doubtful accounts ☐	0	0	0
	8 Inventories for sale or use		0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	0	0
	c Investments—corporate bonds (attach schedule)	0	0	0
Liabilities	11 Investments—land, buildings, and equipment basis ☐			
	Less accumulated depreciation (attach schedule) ☐	0	0	0
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	2,569,969	2,414,848	2,479,630
	14 Land, buildings, and equipment basis ☐			
	Less accumulated depreciation (attach schedule) ☐	0	0	0
	15 Other assets (describe ☐)	0	0	0
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	2,765,370	2,581,223	2,646,005
	17 Accounts payable and accrued expenses		0	
	18 Grants payable			
	19 Deferred revenue		0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe ☐)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	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	2,765,370	2,581,223	
	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)	2,765,370	2,581,223	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,765,370	2,581,223	

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	2,765,370
2 Enter amount from Part I, line 27a	2	-173,907
3 Other increases not included in line 2 (itemize) ☐	3	0
4 Add lines 1, 2, and 3	4	2,591,463
5 Decreases not included in line 2 (itemize) ☐ See Attached Statement	5	10,240
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,581,223

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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 Attached Statement				
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-161,677
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	-90,679

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	64,596	2,918,281	0.022135
2007			0.000000
2006			0.000000
2005			0.000000
2004			0.000000

2 Total of line 1, column (d)	2	0.022135
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	0.022135
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	0

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		1	729
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	729
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	729
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009		6a	629
b Exempt foreign organizations—tax withheld at source		6b	
c Tax paid with application for extension of time to file (Form 8868)		6c	0
d Backup withholding erroneously withheld		6d	
7 Total credits and payments. Add lines 6a through 6d		7	629
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	100
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	0
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 0 Refunded ☐		11	0

Part VII-A Statements Regarding Activities

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

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				
14	The books are in care of	BNY Mellon, N A		
	Located at	P O Box 185 Pittsburgh PA		
	Telephone no	(412)234-2332		
	ZIP+4	15230-0185		
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)? Organizations relying on a current notice regarding disaster assistance check here	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes	☒ No
If "Yes," list the years	20____, 20____, 20____, 20____	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	20____, 20____, 20____, 20____	
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ 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	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here

**5b**

N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7b**

N/A

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**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
BNY Mellon, N A P O Box 185 Pittsburgh PA 15230-0185	ADMINISTRATOR 40 00	0	0	0
JAMES R MELLON, II 1107 FIFTH AVE NEW YORK NY 10128	CO-TRUSTEE 10 00	0	0	0
VIVIAN R MELLON 1107 FIFTH AVE NEW YORK NY 10128	CO-TRUSTEE 5 00	0	0	0
DIANA MELLON 1107 FIFTH AVE NEW YORK NY 10128	CO-TRUSTEE 2 00	0	0	0

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

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

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



1

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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

0

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
3 All other program-related investments See page 24 of the instructions	
	0
Total. Add lines 1 through 3	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	2,093,330
b	Average of monthly cash balances	1b	193,264
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,286,594
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	2,286,594
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	34,299
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,252,295
6	Minimum investment return. Enter 5% of line 5	6	112,615

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	112,615
2a	Tax on investment income for 2009 from Part VI, line 5	2a	729
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	729
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	111,886
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	111,886
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	111,886

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	49,235
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	49,235
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	49,235

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				111,886
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			139,445	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 49,235				
a Applied to 2008, but not more than line 2a			49,235	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				0
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			90,210	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				111,886
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2005	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

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

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

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

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

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

Tax year	Prior 3 years			(e) Total
(a) 2009	(b) 2008	(c) 2007	(d) 2006	
0				0
0	0	0	0	0
0				0
				0
0	0	0	0	0
				0
0				0
				0
				0
				0
				0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

BNY MELLON, N A P O BOX 185 PITTSBURGH PA 15230 412-234-5892

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

N/A

c Any submission deadlines

NONE

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

NONE

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 Attached Statement				0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Total			▶ 3a	46,000
b Approved for future payment NONE				0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0
Total			▶ 3b	0

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

ARIEL'S LEGACY

☐ Person☐ Business

Street

City

NEW YORK

State

NY

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

CHARITABLE EDUCATIONAL

Amount

1,000

Name

SOUTHAMPTON FRESH AIR HOME

☐ Person☐ Business

Street

City

SOUTHAMPTON

State

NY

Zip code

11968

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

CHARTIABLE GENERAL

Amount

1,000

Name

NEW YORK TIMES NEEDIST CASES FUND

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

CHARTIABLE GENERAL

Amount

15,000

Name

NIGHTINGALE-BAMFORD SCHOOL

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

CHARITABLE EDUCATIONAL

Amount

20,000

Name

ROMAN CATHOLIC CHURCH, DIOCESE OF HELENA MO

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

CHARITABLE RELIGIOUS

Amount

3,000

Name

HUMANE SOCIETY OF THE UNITED STATES

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

CHARTIABLE GENERAL

Amount

2,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

ANIMAL RESCUE FUND OF THE HAMPTONS

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

CHARTIABLE GENERAL

Amount

2,000

Name

UNITED WAY OF LONG ISLAND

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

CHARTIABLE GENERAL

Amount

2,000

Name

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

☐ Person☐ Business

Street

City

State

Zip code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount				Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		Long Term CG Distributions		Short Term CG Distributions				629,483		791,160		-161,677	
						Other sales		0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only)		Expense of Sale and Cost of Improvements	Depreciation
										Cost	Donated Value		
1	X	ROSS STORES INC	778296103			4/16/2008		6/26/2009	2,392	2,041			
2	X	ST JUDE MEDICAL INC	790849103			11/6/2007		6/19/2009	3,216	3,237			
3	X	ST JUDE MEDICAL INC	790849103			11/6/2007		6/19/2009	4,019	4,037			
4	X	ST JUDE MEDICAL INC	790849103			11/6/2007		6/19/2009	2,409	2,428			
5	X	ST JUDE MEDICAL INC	790849103			11/6/2007		10/7/2009	892	1,085			
6	X	ST JUDE MEDICAL INC	790849103			11/6/2007		10/7/2009	4,951	6,055			
7	X	ST JUDE MEDICAL INC	790849103			11/6/2007		10/7/2009	1,749	2,130			
8	X	SCHERING PLOUGH CORP	806605101			2/7/2007		11/3/2009	15,225	15,146			
9	X	STATE STREET CORP	857477103			5/21/2009		12/11/2009	7,112	7,749			
10	X	STATE STREET CORP	857477103			5/21/2009		12/11/2009	9,625	10,332			
11	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		9/9/2009	2	1			
12	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		11/3/2009	483	392			
13	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		11/3/2009	3,605	2,988			
14	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		11/3/2009	1,070	869			
15	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		11/4/2009	896	714			
16	X	TAIWAN SEMICONDUCTOR M	874039100			3/3/2009		11/4/2009	1,878	1,497			
17	X	THERMO FISHER SCIENTIFIC	883556102			2/7/2007		12/1/2009	6,831	9,443			
18	X	THERMO FISHER SCIENTIFIC	883556102			2/7/2007		3/5/2009	3,415	4,970			
19	X	TIME WARNER CABLE INC	887321207			12/4/2008		4/22/2009	15	15			
20	X	TIME WARNER CABLE INC	887321207			12/4/2008		6/1/2009	3,971	3,650			
21	X	US BANCORP	902973304			2/29/2008		12/1/2009	3,041	7,788			
22	X	US BANCORP	902973304			2/29/2008		1/21/2009	1,140	2,920			
23	X	WAL MART STORES INC	931142103			11/22/2000		5/7/2009	17,978	16,627			
24	X	WAL MART STORES INC	931142103			11/22/2000		5/28/2009	3,461	3,233			
25	X	WAL MART STORES INC	931142103			11/20/2007		5/28/2009	4,450	4,071			
26	X	WAL MART STORES INC	931142103			11/20/2007		6/1/2009	4,471	4,071			
27	X	WAL MART STORES INC	931142103			11/20/2007		6/10/2009	10,519	9,498			
28	X	WELLS FARGO & COMPANY	949746101			3/6/2001		1/21/2009	4,374	7,774			
29	X	WYETH	983024100			1/21/2009		7/7/2009	3,022	2,598			
30	X	WYETH	983024100			1/21/2009		7/7/2009	7,807	6,709			
31	X	WYETH	983024100			1/21/2009		7/7/2009	5,960	5,119			
32	X	WYETH	983024100			1/21/2009		7/8/2009	3,075	2,637			
33	X	FIFTH THIRD BANCORP	316773100			10/14/2008		1/26/2009	1,208	5,553			
34	X	FIFTH THIRD BANCORP	316773100			10/15/2008		1/26/2009	253	1,173			
35	X	JUNIPER NETWORKS INC	48203R104			10/28/2008		6/8/2009	2,111	1,603			
36	X	KBR INC	48242W106			2/7/2007		9/2/2009	152	130			
37	X	KBR INC	48242W106			2/7/2007		9/2/2009	173	149			
38	X	KBR INC	48242W106			2/7/2007		9/2/2009	412	354			
39	X	KBR INC	48242W106			2/7/2007		9/3/2009	109	93			
40	X	KBR INC	48242W106			2/7/2007		9/3/2009	2,462	2,125			
41	X	KBR INC	48242W106			2/7/2007		9/3/2009	651	559			
42	X	KBR INC	48242W106			2/7/2007		9/4/2009	4,705	4,045			
43	X	KEYCORP NEW	493267108			10/14/2008		5/21/2009	1,129	2,455			
44	X	KEYCORP NEW	493267108			10/14/2008		5/21/2009	378	818			
45	X	KEYCORP NEW	493267108			10/14/2008		5/22/2009	944	2,104			
46	X	KEYCORP NEW	493267108			10/15/2008		5/22/2009	1,206	2,684			
47	X	KEYCORP NEW	493267108			10/14/2008		5/22/2009	952	2,104			
48	X	KEYCORP NEW	493267108			10/15/2008		5/26/2009	2,175	4,900			
49	X	LABORATORY CORP AMER H	50540R409			4/23/2008		1/21/2009	58	77			

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Totals			Expense of Sale and Cost of Improvements	Net Gain or Loss
								Gross Sales	Cost, Other Basis and Expenses			
									Other sales	Securities		
Long Term CG Distributions			Amount									
Short Term CG Distributions <td>3,673</td> <td colspan="9"></td>			3,673									
50	X	LABORATORY CORP AMER H	50540R409			4/23/2008						
51	X	LABORATORY CORP AMER H	50540R409			4/23/2008		1/21/2009	577	629,483	770	
52	X	LABORATORY CORP AMER H	50540R409			4/24/2008		1/21/2009	3,460	791,160	4,602	
53	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/3/2009	7,440		9,550	
54	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/3/2009	637		1,538	
55	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/3/2009	2,337		5,586	
56	X	ESTEE LAUDER COMPANIES	518439104			8/15/2008		3/3/2009	1,105		2,672	
57	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/3/2009	722		1,719	
58	X	ESTEE LAUDER COMPANIES	518439104			8/14/2008		3/4/2009	558		1,315	
59	X	LORILLARD INC	544147101			1/21/2009		3/4/2009	4,934		11,612	
60	X	LORILLARD INC	544147101			1/21/2009		10/5/2009	10,422		8,532	
61	X	LORILLARD INC	544147101			1/21/2009		10/5/2009	3,302		2,701	
62	X	LORILLARD INC	544147101			1/21/2009		10/6/2009	4,900		3,990	
63	X	MCAFEES INC	579064106			1/21/2009		10/6/2009	904		737	
64	X	MCAFEES INC	579064106			6/1/2007		7/29/2009	3,571		2,934	
65	X	MCAFEES INC	579064106			5/31/2007		7/30/2009	8,215		6,960	
66	X	MC DONALD'S CORPORATION	580135101			6/1/2007		7/30/2009	3,459		2,934	
67	X	MC DONALD'S CORPORATION	580135101			4/2/2008		3/17/2009	12,768		13,698	
68	X	MC DONALD'S CORPORATION	580135101			4/1/2008		3/17/2009	532		570	
69	X	MERCK & CO INC	58933Y105			4/1/2008		5/7/2009	12,769		13,675	
70	X	MOLSON COORS BREWING CO	60871R209			3/13/2009		12/8/2009	8		6	
71	X	MOLSON COORS BREWING CO	60871R209			10/3/2008		3/13/2009	943		1,395	
72	X	MOLSON COORS BREWING CO	60871R209			10/6/2008		3/13/2009	4,714		6,791	
73	X	MOSAIC CO	61945A107			10/6/2008		3/13/2009	1,886		2,726	
74	X	NATIONAL OILWELL VARCO INC	637071101			6/10/2008		4/14/2009	5,306		16,916	
75	X	ESTEE LAUDER COMPANIES	518439104			12/30/2008		4/23/2009	5,566		4,540	
76	X	ESTEE LAUDER COMPANIES	518439104			8/15/2008		3/3/2009	210		515	
77	X	NATIONAL OILWELL VARCO INC	637071101			8/15/2008		3/3/2009	168		411	
78	X	NATIONAL OILWELL VARCO INC	637071101			12/29/2008		4/24/2009	2,152		1,672	
79	X	NATIONAL OILWELL VARCO INC	637071101			12/29/2008		4/24/2009	738		571	
80	X	NOKIA CORP-SPON ADR	654902204			12/30/2008		4/24/2009	3,873		3,011	
81	X	NOKIA CORP-SPON ADR	654902204			7/28/2008		7/16/2009	3,201		6,757	
82	X	NOKIA CORP-SPON ADR	654902204			7/28/2008		7/16/2009	1,467		3,102	
83	X	NORTEL NETWORKS CORP	656568508			7/28/2008		7/16/2009	3,864		8,178	
84	X	NORTHERN TR CORP	665859104			7/25/2008		1/15/2009	9		0	
85	X	NORTHERN TR CORP	665859104			1/21/2009		5/21/2009	976		1,015	
86	X	NORTHERN TR CORP	665859104			1/21/2009		5/21/2009	2,552		2,672	
87	X	NORTHERN TR CORP	665859104			2/4/2009		5/21/2009	512		605	
88	X	NORTHERN TR CORP	665859104			2/4/2009		5/21/2009	1,537		1,814	
89	X	NORTHERN TR CORP	665859104			1/21/2009		5/21/2009	2,562		2,672	
90	X	NOVARTIS AG-ADR	66987V109			1/21/2009		5/22/2009	3,179		3,260	
91	X	NOVARTIS AG-ADR	66987V109			9/24/2008		4/24/2009	5,892		8,723	
92	X	NOVARTIS AG-ADR	66987V109			9/25/2008		4/24/2009	663		995	
93	X	NOVARTIS AG-ADR	66987V109			9/25/2008		4/24/2009	1,548		2,324	
94	X	NOVARTIS AG-ADR	66987V109			9/24/2008		4/24/2009	369		545	
95	X	NOVARTIS AG-ADR	66987V109			10/7/2008		4/27/2009	3,527		5,240	
96	X	NOVARTIS AG-ADR	66987V109			10/7/2008		4/27/2009	2,392		3,511	
97	X	NOVARTIS AG-ADR	66987V109			9/24/2008		4/27/2009	2,943		4,362	
98	X	NOVARTIS AG-ADR	66987V109			9/24/2008		4/27/2009	1,103		1,635	
99	X	NOVARTIS AG-ADR	66987V109			10/7/2008		4/27/2009	2,869		4,213	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

			Amount				Totals		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
			3,673						629,483		791,160		-161,677	
									0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only)		Expense of Sale and Cost of Improve-ments	Depreciation	
										Cost	Donated Value			
99	X	PNC FINANCIAL SERVICES G	693475105			2/29/2008		2/4/2009	2,055	4,380				
100	X	PRAXAIR INC	74005P104			2/7/2005		3/10/2009	4,601	3,582				
101	X	PRAXAIR INC	74005P104			2/8/2005		3/10/2009	1,725	1,342				
102	X	QUALCOMM INC	747525103			11/10/2008		8/21/2009	20,646	15,567				
103	X	QUALCOMM INC	747525103			12/19/2003		8/21/2009	5,631	3,048				
104	X	QUALCOMM INC	747525103			12/19/2003		9/3/2009	8,078	4,572				
105	X	ROSS STORES INC	778296103			4/17/2008		6/25/2009	2,337	1,981				
106	X	ROSS STORES INC	778296103			4/16/2008		6/25/2009	1,675	1,415				
107	X	ROSS STORES INC	778296103			4/17/2008		6/25/2009	1,948	1,650				
108	X	ROSS STORES INC	778296103			4/16/2008		6/26/2009	8,277	7,077				
109	X	AOL INC	00184X105			12/4/2008		12/29/2009	6	4				
110	X	ABBOTT LABORATORIES	002824100			12/19/2003		5/1/2009	14,087	14,812				
111	X	ADOBE SYSTEMS INC	00724F101			3/26/2008		2/23/2009	4,624	9,920				
112	X	ADOBE SYSTEMS INC	00724F101			3/26/2008		2/23/2009	3,083	6,641				
113	X	AETNA INC	00817Y108			8/8/2008		3/5/2009	832	1,900				
114	X	AETNA INC	00817Y108			8/11/2008		3/5/2009	2,265	5,109				
115	X	AETNA INC	00817Y108			7/23/2008		6/15/2009	566	1,017				
116	X	AETNA INC	00817Y108			8/11/2008		6/15/2009	905	1,747				
117	X	AETNA INC	00817Y108			7/24/2008		6/15/2009	3,575	6,329				
118	X	AETNA INC	00817Y108			7/24/2008		6/15/2009	3,555	6,289				
119	X	BANK OF AMERICA CORP	060505104			2/7/2007		1/26/2009	3,061	22,786				
120	X	BANK OF AMERICA CORP	060505104			11/22/2000		2/6/2009	579	4,210				
121	X	BANK OF AMERICA CORP	060505104			2/21/2003		2/6/2009	1,965	9,274				
122	X	BANK OF AMERICA CORP	060505104			5/2/2006		2/6/2009	858	6,798				
124	X	BANK OF AMERICA CORP	060505104			10/14/2008		2/6/2009	1,257	5,330				
125	X	BANK OF AMERICA CORP	060505104			10/14/2008		2/6/2009	135	570				
126	X	BANK OF AMERICA CORP	060505104			10/15/2008		2/6/2009	1,367	5,729				
127	X	BEST BUY INC	086516101			3/17/2009		9/11/2009	17,386	13,891				
128	X	BROADCOM CORP CL A	111320107			2/23/2009		11/3/2009	12,431	7,703				
129	X	CHUBB CORP	171232101			7/23/2007		1/21/2009	13,085	16,355				
130	X	CISCO SYSTEMS INC	17275R102			10/21/2008		2/23/2009	3,833	5,724				
131	X	COACH INC	189754104			10/21/2008		1/21/2009	3,811	5,661				
132	X	COACH INC	189754104			10/21/2008		1/23/2009	574	838				
133	X	COACH INC	189754104			10/22/2008		1/23/2009	718	976				
134	X	COLGATE-PALMOLIVE CO	189754104			10/22/2008		1/23/2009	2,441	3,338				
135	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/28/2009	3,564	3,824				
136	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/28/2009	2,691	2,872				
137	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/31/2009	2,033	2,173				
138	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/31/2009	1,887	2,018				
139	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		8/31/2009	2,177	2,324				
140	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		9/1/2009	2,161	2,324				
141	X	COLGATE-PALMOLIVE CO	194162103			8/7/2008		9/1/2009	216	228				
142	X	COLGATE-PALMOLIVE CO	194162103			8/8/2008		9/1/2009	3,301	3,564				
143	X	COLGATE-PALMOLIVE CO	194162103			8/7/2008		9/2/2009	2,508	2,658				
144	X	COLGATE-PALMOLIVE CO	194162103			8/7/2008		9/2/2009	430	456				
145	X	CONOCOPHILLIPS	20825C104			2/7/2007		3/17/2009	3,730	6,602				
146	X	CONOCOPHILLIPS	20825C104			12/19/2003		3/17/2009	373	317				
147	X	CONOCOPHILLIPS	20825C104			12/19/2003		3/17/2009	373	317				
Totals									791,160					
Securities									0				-161,677	
Other sales									0				0	

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

		Amount				Totals							
		Long Term CG Distributions		Short Term CG Distributions				Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
		3,673						629,483		791,160		-161,677	
								0		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis (Enter one field only)		Expense of Sale and Cost of Improve-ments	Depreciation
										Cost	Donated Value		
148	X	CONOCOPHILLIPS	20825C104			11/15/2001		3/17/2009	2,240	1,543			
149	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/21/2009	6,058	6,596			
150	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/22/2009	1,639	1,813			
151	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/22/2009	2,622	2,907			
152	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/22/2009	656	730			
153	X	DARDEN RESTAURANTS INC	237194105			5/8/2008		5/22/2009	1,639	1,832			
154	X	EMERSON ELECTRIC CO	291011104			2/7/2007		3/16/2009	4,356	7,210			
155	X	EMERSON ELECTRIC CO	291011104			2/7/2007		3/17/2009	4,208	7,120			
156	X	EXELON CORP	30161N101			11/22/2000		4/14/2009	4,201	2,826			
157	X	FIFTH THIRD BANCORP	316773100			10/15/2008		1/26/2009	1,123	5,236			
158	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		2/25/2009	0	0			
159	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		5/22/2009	7	7			
160	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		8/27/2009	13	11			
161	X	FIRST HORIZON NATIONAL C	320517105			10/15/2008		10/29/2009	5	4			
162	X	GAP INC	364760108			11/20/2007		1/21/2009	6,352	11,225			
163	X	GAP INC	364760108			11/20/2007		2/4/2009	2,935	5,533			
164	X	GAP INC	364760108			11/21/2007		2/4/2009	851	1,600			
165	X	GAP INC	364760108			11/20/2007		2/4/2009	769	1,403			
166	X	GAP INC	364760108			11/20/2007		2/4/2009	2,927	5,292			
167	X	GILEAD SCIENCES INC	375558103			1/21/2009		12/1/2009	11,817	12,430			
168	X	GILEAD SCIENCES INC	375558103			1/21/2009		12/2/2009	4,419	4,631			
169	X	GOLDMAN SACHS GROUP INC	38141G104			11/22/2000		3/10/2009	4,187	3,997			
170	X	HEWLETT PACKARD CO	428236103			8/21/2009		9/4/2009	446	444			
171	X	INTEL CORP	458140100			3/10/2009		6/5/2009	3,404	2,954			
172	X	INTEL CORP	458140100			5/15/2008		6/5/2009	1,900	2,990			
173	X	INTEL CORP	458140100			5/16/2008		6/5/2009	6,652	10,454			
174	X	INTEL CORP	458140100			3/10/2009		6/5/2009	8,631	7,487			
175	X	INTERNATIONAL BUSINESS M	459200101			1/23/2008		8/21/2009	17,956	15,940			
176	X	JOHNSON & JOHNSON	478160104			11/9/2007		1/21/2009	11,727	13,661			
177	X	JOHNSON & JOHNSON	478160104			2/5/2008		1/21/2009	11,727	13,295			
178	X	JUNIPER NETWORKS INC	48203R104			10/29/2008		6/5/2009	6,019	4,657			
179	X	JUNIPER NETWORKS INC	48203R104			10/29/2008		6/8/2009	1,173	931			
Totals									629,483	791,160	0		
Securities									0	0	0		
Other sales													

Line 16a (990-PF) - Legal Fees

		138	0	0	138
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	REED SMITH LLP	138			138
2	3				
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		7,743	4,646	0	3,097
1	BNY MELLON	7,743	4,646		3,097
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		992		992	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes	
1	Foreign Taxes	992	992			
2						
3						
4						
5						
6						
7						
8						
9						
10						

Line 23 (990-PF) - Other Expenses

		29	29	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	ADR Fee	29	29		
3					
4					
5					
6					
7					
8					
9					
10					

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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	2,569,969	2,414,848	2,479,630
1			2,569,969	2,414,848	2,479,630	
2						
3						
4						
5						
6						
7						
8						
9						
10						

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

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

1	2008 SALES POSTED IN 2009	1	10,237
2	TAX COST ADJUSTMENT	2	3
3	Total	3	10,240

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

	Long Term CG Distributions Short Term CG Distributions	Amount		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FM V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		3.673	0									
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold							
1	ROSS STORES INC	778296103		4/16/2008	6/26/2009	2,392	0	2,041	351		0	-165,350
2	ST JUDE MEDICAL INC	790849103		11/6/2007	6/19/2009	3,216	0	3,237	-21	3,237	0	-18
3	ST JUDE MEDICAL INC	790849103		11/6/2007	6/19/2009	4,019	0	4,037	-18		0	-19
4	ST JUDE MEDICAL INC	790849103		11/6/2007	6/19/2009	2,409	0	2,428	-19		0	-193
5	ST JUDE MEDICAL INC	790849103		11/6/2007	10/7/2009	892	0	1,085	-193		0	-1,104
6	ST JUDE MEDICAL INC	790849103		11/6/2007	10/7/2009	4,951	0	6,055	-1,104		0	-381
7	ST JUDE MEDICAL INC	790849103		11/6/2007	10/7/2009	1,749	0	2,130	-381		0	79
8	SCHERING PLOUGH CORP	806605101		2/7/2007	11/3/2009	15,225	0	15,146	79		0	-637
9	STATE STREET CORP	857477103		5/21/2009	12/11/2009	7,112	0	7,749	-637		0	-707
10	STATE STREET CORP	857477103		5/21/2009	12/11/2009	9,635	0	10,332	-707		0	1
11	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	9/9/2009	2	0	1	1		0	91
12	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/3/2009	483	0	392	91		0	617
13	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/3/2009	3,605	0	2,988	617		0	201
14	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/3/2009	1,070	0	869	201		0	182
15	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/4/2009	896	0	714	182		0	381
16	TAIWAN SEMICONDUCTOR MFG CO AD	874039100		3/3/2009	11/4/2009	1,878	0	1,497	381		0	-2,612
17	THERMO FISHER SCIENTIFIC INC	883556102		2/7/2007	1/21/2009	6,831	0	9,443	-2,612		0	-1,555
18	THERMO FISHER SCIENTIFIC INC	883556102		2/7/2007	3/5/2009	3,415	0	4,970	-1,555		0	0
19	TIME WARNER CABLE INC	887321207		12/4/2008	4/22/2009	15	0	15	0		0	321
20	TIME WARNER CABLE INC	887321207		12/4/2008	6/1/2009	3,971	0	3,650	321		0	-4,747
21	US BANCORP	902973304		2/29/2008	1/21/2009	3,041	0	7,788	-4,747		0	-1,780
22	US BANCORP	902973304		2/29/2008	1/21/2009	1,140	0	2,920	-1,780		0	1,351
23	WAL MART STORES INC	931142103		11/22/2000	5/7/2009	17,978	0	16,627	1,351		0	228
24	WAL MART STORES INC	931142103		11/22/2000	5/28/2009	3,461	0	3,233	228		0	379
25	WAL MART STORES INC	931142103		11/20/2007	5/28/2009	4,450	0	4,071	379		0	400
26	WAL MART STORES INC	931142103		11/20/2007	6/1/2009	4,471	0	4,071	400		0	1,021
27	WAL MART STORES INC	931142103		11/20/2007	6/10/2009	10,519	0	9,498	1,021		0	-3,400
28	WELLS FARGO & COMPANY	949746101		3/6/2001	1/21/2009	4,374	0	7,774	-3,400		0	424
29	WYETH	983024100		1/21/2009	7/7/2009	3,022	0	2,598	424		0	1,098
30	WYETH	983024100		1/21/2009	7/7/2009	7,807	0	6,709	1,098		0	841
31	WYETH	983024100		1/21/2009	7/7/2009	5,960	0	5,119	841		0	438
32	WYETH	983024100		1/21/2009	7/8/2009	3,075	0	2,637	438		0	-4,345
33	FIFTH THIRD BANCORP	316773100		10/14/2008	1/26/2009	1,208	0	5,553	-4,345		0	-920
34	FIFTH THIRD BANCORP	316773100		10/15/2008	1/26/2009	253	0	1,173	-920		0	508
35	JUNIPER NETWORKS INC	48203R104		10/28/2008	6/8/2009	2,111	0	1,603	508		0	22
36	KBR INC	48242W106		2/7/2007	9/2/2009	152	0	130	22		0	24
37	KBR INC	48242W106		2/7/2007	9/2/2009	173	0	149	24		0	58
38	KBR INC	48242W106		2/7/2007	9/2/2009	412	0	354	58		0	16
39	KBR INC	48242W106		2/7/2007	9/3/2009	109	0	93	16		0	337
40	KBR INC	48242W106		2/7/2007	9/3/2009	2,462	0	2,125	337		0	92
41	KBR INC	48242W106		2/7/2007	9/3/2009	651	0	559	92		0	660
42	KBR INC	48242W106		2/7/2007	9/4/2009	4,705	0	4,045	660		0	-1,326
43	KEYCORP NEW	493267108		10/14/2008	5/21/2009	1,129	0	2,455	-1,326		0	-440
44	KEYCORP NEW	493267108		10/14/2008	5/21/2009	944	0	818	-440		0	-1,160
45	KEYCORP NEW	493267108		10/14/2008	5/22/2009	378	0	2,104	-1,160		0	-1,478
46	KEYCORP NEW	493267108		10/15/2008	5/22/2009	1,206	0	2,684	-1,478		0	-1,152
47	KEYCORP NEW	493267108		10/14/2008	5/22/2009	952	0	2,104	-1,152		0	-2,725
48	KEYCORP NEW	493267108		10/15/2008	5/26/2009	2,175	0	4,900	-2,725		0	-19
49	LABORATORY CORP AMER HLDGS	50540R409		4/23/2008	1/21/2009	58	0	77	-19		0	-193
50	LABORATORY CORP AMER HLDGS	50540R409		4/23/2008	1/21/2009	577	0	770	-193		0	-2,110
51	LABORATORY CORP AMER HLDGS	50540R409		4/23/2008	1/21/2009	3,460	0	4,602	-1,142		0	-901
52	LABORATORY CORP AMER HLDGS	50540R409		4/24/2008	1/21/2009	7,440	0	9,550	-2,110		0	-3,245
53	ESTEE LAUDER COMPANIES CLASS A	518439104		8/14/2008	3/3/2009	637	0	1,538	-901		0	-997
54	ESTEE LAUDER COMPANIES CLASS A	518439104		8/14/2008	3/3/2009	2,337	0	5,586	-3,249		0	-757
55	ESTEE LAUDER COMPANIES CLASS A	518439104		8/15/2008	3/3/2009	1,105	0	2,672	-1,567		0	-6,678
56	ESTEE LAUDER COMPANIES CLASS A	518439104		8/14/2008	3/3/2009	722	0	1,719	-997		0	1,890
57	ESTEE LAUDER COMPANIES CLASS A	518439104		8/14/2008	3/4/2009	558	0	1,315	-757		0	601
58	ESTEE LAUDER COMPANIES CLASS A	518439104		8/14/2008	3/4/2009	4,934	0	11,612	-6,678		0	
59	LORILLARD INC	544147101		1/21/2009	10/5/2009	10,422	0	8,532	1,890		0	
60	LORILLARD INC	544147101		1/21/2009	10/5/2009	3,302	0	2,701	601		0	

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

Long Term CG Distributions										Amount						
Short Term CG Distributions										3,673	0					
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	-165,350	Gains Minus Excess of FMV Over Adjusted Basis or Losses
61	LORILLARD INC	544147101		1/21/2009	10/6/2009		4,900	0	3,990	910			0	0	910	-165,350
62	LORILLARD INC	544147101		1/21/2009	10/6/2009		904	0	737	167			0	0	167	
63	MCAFFEE INC	579064106		6/1/2007	7/29/2009		3,571	0	2,934	637			0	0	637	
64	MCAFFEE INC	579064106		5/31/2007	7/30/2009		8,215	0	6,960	1,255			0	0	1,255	
65	MCAFFEE INC	579064106		6/1/2007	7/30/2009		3,459	0	2,934	525			0	0	525	
66	MC DONALD'S CORPORATION	580135101		4/2/2008	3/17/2009		12,768	0	13,698	-930			0	0	-930	
67	MC DONALD'S CORPORATION	580135101		4/1/2008	3/17/2009		532	0	570	-38			0	0	-38	
68	MC DONALD'S CORPORATION	580135101		4/1/2008	5/7/2009		12,769	0	13,675	-906			0	0	-906	
69	MERCK & CO INC	58933Y105		3/13/2009	12/8/2009		8	0	6	2			0	0	2	
70	MOLSON COORS BREWING CO-B	60871R209		10/3/2008	3/13/2009		943	0	1,395	-452			0	0	-452	
71	MOLSON COORS BREWING CO-B	60871R209		10/6/2008	3/13/2009		4,714	0	6,791	-2,077			0	0	-2,077	
72	MOLSON COORS BREWING CO-B	60871R209		10/6/2008	3/13/2009		1,886	0	2,726	-840			0	0	-840	
73	MOSAIC CO	61945A107		6/10/2008	4/14/2009		5,306	0	16,916	-11,610			0	0	-11,610	
74	NATIONAL OILWELL VARCO INC	637071101		12/30/2008	4/23/2009		5,566	0	4,540	1,026			0	0	1,026	
75	ESTEE LAUDER COMPANIES CLASS A	518439104		8/15/2008	3/3/2009		210	0	515	-305			0	0	-305	
76	ESTEE LAUDER COMPANIES CLASS A	518439104		8/15/2008	3/3/2009		168	0	411	-243			0	0	-243	
77	NATIONAL OILWELL VARCO INC	637071101		12/29/2008	4/24/2009		2,152	0	1,672	480			0	0	480	
78	NATIONAL OILWELL VARCO INC	637071101		12/29/2008	4/24/2009		738	0	571	167			0	0	167	
79	NATIONAL OILWELL VARCO INC	637071101		12/30/2008	4/24/2009		3,873	0	3,011	862			0	0	862	
80	NOKIA CORP-SPON ADR	654902204		7/28/2008	7/16/2009		3,201	0	6,757	-3,556			0	0	-3,556	
81	NOKIA CORP-SPON ADR	654902204		7/28/2008	7/16/2009		1,467	0	3,102	-1,635			0	0	-1,635	
82	NOKIA CORP-SPON ADR	654902204		7/28/2008	7/16/2009		3,864	0	8,178	-4,314			0	0	-4,314	
83	NORTEL NETWORKS CORP	656568508		7/25/2008	1/15/2009		9	0	0	9			0	0	9	
84	NORTHERN TR CORP	665859104		1/21/2009	5/21/2009		976	0	1,015	-39			0	0	-39	
85	NORTHERN TR CORP	665859104		1/21/2009	5/21/2009		2,552	0	2,672	-120			0	0	-120	
86	NORTHERN TR CORP	665859104		2/4/2009	5/21/2009		512	0	605	-93			0	0	-93	
87	NORTHERN TR CORP	665859104		2/4/2009	5/21/2009		1,537	0	1,814	-277			0	0	-277	
88	NORTHERN TR CORP	665859104		1/21/2009	5/21/2009		2,562	0	2,672	-110			0	0	-110	
89	NORTHERN TR CORP	665859104		1/21/2009	5/22/2009		3,179	0	3,260	-81			0	0	-81	
90	NOVARTIS AG-ADR	66987V109		9/24/2008	4/24/2009		5,892	0	8,723	-2,831			0	0	-2,831	
91	NOVARTIS AG-ADR	66987V109		9/25/2008	4/24/2009		663	0	995	-332			0	0	-332	
92	NOVARTIS AG-ADR	66987V109		9/25/2008	4/24/2009		1,548	0	2,324	-776			0	0	-776	
93	NOVARTIS AG-ADR	66987V109		9/24/2008	4/24/2009		369	0	545	-176			0	0	-176	
94	NOVARTIS AG-ADR	66987V109		10/7/2008	4/27/2009		3,527	0	5,240	-1,713			0	0	-1,713	
95	NOVARTIS AG-ADR	66987V109		10/7/2008	4/27/2009		2,392	0	3,511	-1,119			0	0	-1,119	
96	NOVARTIS AG-ADR	66987V109		9/24/2008	4/27/2009		2,943	0	4,362	-1,419			0	0	-1,419	
97	NOVARTIS AG-ADR	66987V109		9/24/2008	4/27/2009		1,103	0	1,635	-532			0	0	-532	
98	NOVARTIS AG-ADR	66987V109		10/7/2008	4/27/2009		2,869	0	4,213	-1,344			0	0	-1,344	
99	PNC FINANCIAL SERVICES GROUP	693475105		2/29/2008	2/4/2009		2,055	0	4,380	-2,325			0	0	-2,325	
100	PRAXAIR INC	74005P104		2/7/2005	3/10/2009		4,601	0	3,582	1,019			0	0	1,019	
101	PRAXAIR INC	74005P104		2/8/2005	3/10/2009		1,725	0	1,342	383			0	0	383	
102	QUALCOMM INC	747525103		11/10/2008	8/21/2009		20,646	0	15,567	5,079			0	0	5,079	
103	QUALCOMM INC	747525103		12/18/2003	8/21/2009		5,631	0	3,048	2,583			0	0	2,583	
104	QUALCOMM INC	747525103		12/19/2003	9/3/2009		8,078	0	4,572	3,506			0	0	3,506	
105	ROSS STORES INC	778296103		4/17/2008	6/25/2009		2,337	0	1,981	356			0	0	356	
106	ROSS STORES INC	778296103		4/16/2008	6/25/2009		1,675	0	1,415	260			0	0	260	
107	ROSS STORES INC	778296103		4/17/2008	6/25/2009		1,948	0	1,650	298			0	0	298	
108	ROSS STORES INC	778296103		4/16/2008	6/26/2009		8,277	0	7,077	1,200			0	0	1,200	
109	AOL INC	00184X105		12/4/2008	12/29/2009		6	0	4	2			0	0	2	
110	ABBOTT LABORATORIES	002824100		12/19/2003	5/1/2009		14,087	0	14,812	-725			0	0	-725	
111	ADOBE SYSTEMS INC	00724F101		3/26/2008	2/23/2009		4,624	0	9,920	-5,296			0	0	-5,296	
112	ADOBE SYSTEMS INC	00724F101		3/26/2008	2/23/2009		3,083	0	6,641	-3,558			0	0	-3,558	
113	AETNA INC	00817Y108		8/8/2008	3/5/2009		832	0	1,900	-1,068			0	0	-1,068	
114	AETNA INC	00817Y108		8/11/2008	3/5/2009		2,265	0	5,109	-2,844			0	0	-2,844	
115	AETNA INC	00817Y108		7/23/2008	6/15/2009		566	0	1,017	-451			0	0	-451	
116	AETNA INC	00817Y108		8/11/2008	6/15/2009		905	0	1,747	-842			0	0	-842	
117	AETNA INC	00817Y108		7/24/2008	6/15/2009		3,575	0	6,329	-2,754			0	0	-2,754	
118	AETNA INC	00817Y108		7/24/2008	6/15/2009		3,555	0	6,289	-2,734			0	0	-2,734	
119	BANK OF AMERICA CORP	060505104		5/2/2006	1/26/2009		3,061	0	22,786	-19,725			0	0	-19,725	
120	BANK OF AMERICA CORP	060505104		2/7/2007	1/26/2009		2,262	0	18,137	-15,875			0	0	-15,875	

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

Long Term CG Distributions		Short Term CG Distributions		Totals		625,810		791,160		-165,350		0		0		0		0		0		0		-165,350	
		Amount		3,673		0																			
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses												
121	BANK OF AMERICA CORP	060505104		11/22/2000	2/6/2009	579	0	4,210	-3,631			0	-3,631												
122	BANK OF AMERICA CORP	060505104		2/21/2003	2/6/2009	1,965	0	9,274	-7,309			0	-7,309												
123	BANK OF AMERICA CORP	060505104		5/22/2006	2/6/2009	858	0	6,798	-5,940			0	-5,940												
124	BANK OF AMERICA CORP	060505104		10/14/2008	2/6/2009	1,257	0	5,330	-4,073			0	-4,073												
125	BANK OF AMERICA CORP	060505104		10/14/2008	2/6/2009	135	0	570	-435			0	-435												
126	BANK OF AMERICA CORP	060505104		10/15/2008	2/6/2009	1,367	0	5,729	-4,362			0	-4,362												
127	BEST BUY INC	086516101		3/17/2009	9/11/2009	17,366	0	13,891	3,495			0	3,495												
128	BROADCOM CORP CL A	111320107		2/23/2009	11/3/2009	12,431	0	7,703	4,728			0	4,728												
129	CHUBB CORP	171232101		2/7/2007	1/21/2009	13,085	0	16,355	-3,270			0	-3,270												
130	CISCO SYSTEMS INC	17275R102		7/23/2008	2/23/2009	3,833	0	5,724	-1,891			0	-1,891												
131	COACH INC	189754104		10/21/2008	1/21/2009	3,811	0	5,661	-1,850			0	-1,850												
132	COACH INC	189754104		10/21/2008	1/23/2009	574	0	838	-264			0	-264												
133	COACH INC	189754104		10/22/2008	1/23/2009	718	0	976	-258			0	-258												
134	COACH INC	189754104		10/22/2008	1/23/2009	2,441	0	3,338	-897			0	-897												
135	COLGATE-PALMOLIVE CO	194162103		8/8/2008	8/28/2009	3,564	0	3,824	-260			0	-260												
136	COLGATE-PALMOLIVE CO	194162103		8/8/2008	8/28/2009	2,691	0	2,872	-181			0	-181												
137	COLGATE-PALMOLIVE CO	194162103		8/8/2008	8/31/2009	2,033	0	2,173	-140			0	-140												
138	COLGATE-PALMOLIVE CO	194162103		8/8/2008	8/31/2009	1,887	0	2,018	-131			0	-131												
139	COLGATE-PALMOLIVE CO	194162103		8/8/2008	8/31/2009	2,177	0	2,324	-147			0	-147												
140	COLGATE-PALMOLIVE CO	194162103		8/8/2008	9/1/2009	2,161	0	2,324	-163			0	-163												
141	COLGATE-PALMOLIVE CO	194162103		8/7/2008	9/1/2009	216	0	228	-12			0	-12												
142	COLGATE-PALMOLIVE CO	194162103		8/8/2008	9/1/2009	3,301	0	3,564	-263			0	-263												
143	COLGATE-PALMOLIVE CO	194162103		8/7/2008	9/2/2009	2,508	0	2,658	-150			0	-150												
144	COLGATE-PALMOLIVE CO	194162103		8/7/2008	9/2/2009	430	0	456	-26			0	-26												
145	CONOCOPHILLIPS	20825C104		2/7/2007	3/17/2009	3,730	0	6,602	-2,872			0	-2,872												
146	CONOCOPHILLIPS	20825C104		12/19/2003	3/17/2009	373	0	317	56			0	56												
147	CONOCOPHILLIPS	20825C104		12/19/2003	3/17/2009	373	0	317	56			0	56												
148	CONOCOPHILLIPS	20825C104		11/15/2001	3/17/2009	2,240	0	1,543	697			0	697												
149	DARDEN RESTAURANTS INC	237194105		5/8/2008	5/21/2009	6,058	0	6,596	-538			0	-538												
150	DARDEN RESTAURANTS INC	237194105		5/8/2008	5/22/2009	1,639	0	1,813	-174			0	-174												
151	DARDEN RESTAURANTS INC	237194105		5/8/2008	5/22/2009	2,622	0	2,907	-285			0	-285												
152	DARDEN RESTAURANTS INC	237194105		5/8/2008	5/22/2009	656	0	730	-74			0	-74												
153	DARDEN RESTAURANTS INC	237194105		5/8/2008	5/22/2009	1,639	0	1,832	-193			0	-193												
154	EMERSON ELECTRIC CO	291011104		2/7/2007	3/16/2009	4,356	0	7,210	-2,854			0	-2,854												
155	EMERSON ELECTRIC CO	291011104		2/7/2007	3/17/2009	4,201	0	7,120	-2,912			0	-2,912												
156	EXELON CORP	30161N101		11/22/2000	4/14/2009	4,201	0	2,826	1,375			0	1,375												
157	FIFTH THIRD BANCORP	316773100		10/15/2008	1/26/2009	1,123	0	5,236	-4,113			0	-4,113												
158	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	2/25/2009	0	0	0	0			0	0												
159	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	5/22/2009	7	0	7	0			0	0												
160	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	8/27/2009	13	0	11	2			0	2												
161	FIRST HORIZON NATIONAL CORP	320517105		10/15/2008	10/29/2009	5	0	4	1			0	1												
162	GAP INC	364760108		11/20/2007	1/21/2009	6,352	0	11,225	-4,873			0	-4,873												
163	GAP INC	364760108		11/20/2007	2/4/2009	2,935	0	5,533	-2,598			0	-2,598												
164	GAP INC	364760108		11/21/2007	2/4/2009	851	0	1,600	-749			0	-749												
165	GAP INC	364760108		11/20/2007	2/4/2009	769	0	1,403	-634			0	-634												
166	GAP INC	364760108		11/20/2007	2/4/2009	2,927	0	5,292	-2,365			0	-2,365												
167	GILEAD SCIENCES INC	375558103		1/21/2009	12/1/2009	11,817	0	12,430	-613			0	-613												
168	GILEAD SCIENCES INC	375558103		1/21/2009	12/2/2009	4,419	0	4,631	-212			0	-212												
169	GOLDMAN SACHS GROUP INC	38141G104		11/22/2000	3/10/2009	4,187	0	3,997	190			0	190												
170	HEWLETT PACKARD CO	428236103		8/21/2009	9/4/2009	446	0	444	2			0	2												
171	INTEL CORP	458140100		3/10/2009	6/5/2009	3,404	0	2,954	450			0	450												
172	INTEL CORP	458140100		5/15/2008	6/5/2009	1,900	0	2,990	-1,090			0	-1,090												
173	INTEL CORP	458140100		5/16/2008	6/5/2009	6,652	0	10,454	-3,802			0	-3,802												
174	INTEL CORP	458140100		3/10/2008	6/5/2009	8,631	0	7,487	1,144			0	1,144												
175	INTERNATIONAL BUSINESS MACHINES	459200101		1/23/2008	8/21/2009	17,956	0	15,940	2,016			0	2,016												
176	JOHNSON & JOHNSON	478160104		11/9/2007	1/21/2009	11,727	0	13,661	-1,934			0	-1,934												
177	JOHNSON & JOHNSON	478160104		2/5/2008	1/21/2009	11,727	0	13,295	-1,568			0	-1,568												
178	JUNIPER NETWORKS INC	48203R104		10/29/2008	6/5/2009	6,019	0	4,657	1,362			0	1,362												
179	JUNIPER NETWORKS INC	48203R104		10/29/2008	6/8/2009	1,173	0	931	242			0	242												

[illegible]

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	629
2 First quarter estimated tax payment	2	0
3 Second quarter estimated tax payment	3	0
4 Third quarter estimated tax payment	4	0
5 Fourth quarter estimated tax payment	5	0
6 Other payments	6	0
7 Total	7	629

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2008 that remained undistributed at the beginning of the 2009 tax year	1	139,445
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	139,445