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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

OMB No 1545 0052

2009

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

THE TEWKESBURY FOUNDATION
685 SPRING ST., #176
FRIDAY HARBOR, WA 98250

A Employer identification number: 33-0730787

B Telephone number (see the instructions): (949) 582-2100

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, column (c), line 16) ► $ 6,720,125.

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 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 (att sch)	4,631,436.			
	2 Ck ► ☐ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	2,403.	2,403.		
	4 Dividends and interest from securities	94,336.	88,116.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-125,039.			
	b Gross sales price for all assets on line 6a 260,238.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	4,603,136.	90,519.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 1	4,180.	3,762.		418.
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 2	670.			
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) SEE STATEMENT 3	7,833.	7,049.		784.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,683.	10,811.		1,202.
	25 Contributions, gifts, grants paid PART XV	115,500.			115,500.
	26 **Total expenses and disbursements.** Add lines 24 and 25	128,183.	10,811.	0.	116,702.
	27 Subtract line 26 from line 12:				
	Excess of revenue over expenses and disbursements	4,474,953.			
	b **Net investment income** (if negative, enter -0-)		79,708.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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TEEA0504L 02/02/10 Form **990-PF** (2009)

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	1,668.	1,767.	1,767.
	2 Savings and temporary cash investments	97,239.	95,931.	95,931.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	1,814,821.	1,740,012.	1,878,352.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)	203,008.	60,126.	50,222.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 4)		4,693,853.	4,693,853.
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	2,116,736.	6,591,689.	6,720,125.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ 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	2,116,736.	6,591,689.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	2,116,736.	6,591,689.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	2,116,736.	6,591,689.	

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	2,116,736.
2	Enter amount from Part I, line 27a	2	4,474,953.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	6,591,689.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,591,689.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 5			
b				
c				
d				
e				

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

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

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

2	Capital gain net income or (net capital loss). — If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7	2	-125,039.
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 the instructions) If (loss), enter -0- in Part I, line 8	3	-11,674.

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 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 (column (b) divided by column (c))
2008	136,690.	2,331,894.	0.058618
2007	125,595.	2,870,525.	0.043753
2006	112,984.	2,495,320.	0.045278
2005	101,000.	2,290,212.	0.044101
2004	80,000.	1,981,436.	0.040375

2	**Total** of line 1, column (d)	2	0.232125
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	0.046425
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,675,095.
5	Multiply line 4 by line 3	5	170,616.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	797.
7	Add lines 5 and 6	7	171,413.
8	Enter qualifying distributions from Part XII, line 4	8	116,702.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see 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 instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b	1	1,594.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	1,594.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,594.
6	Credits/Payments:		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 — 6a: 1,633.		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,633.
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	0.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	39.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ► 39. **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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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 ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
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	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*	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, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► CA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? 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)? *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 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 ► LETWAK & BENNETT Telephone no ► 949-582-2100

Located at ► 26400 LA ALAMEDA, MISSION VIEJO, CA ZIP + 4 ► 92691

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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 the instructions)?	1b	N/A	
	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 ► 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 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 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 instructions)? **5b** N/A

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

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

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** 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** N/A

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 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
APRIL PHELPS FORD 685 SPRING ST., #176 FRIDAY HARBOR, WA 98250	V PRESIDENT 5.00	0.	0.	0.
JOHN W. PHELPS P. O. BOX 10127 FULLERTON, CA 92838	PRESIDENT 1.00	0.	0.	0.
ARTHUR D PHELPS 685 SPRING ST., #176 FRIDAY HARBOR, WA 98250	DIRECTOR 1.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		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 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	1,673,597.
b Average of monthly cash balances		1b	99,244.
c Fair market value of all other assets (see instructions)		1c	1,958,220.
d **Total** (add lines 1a, b, and c)		1d	3,731,061.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2 Acquisition indebtedness applicable to line 1 assets		2	0.
3 Subtract line 2 from line 1d		3	3,731,061.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	55,966.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	3,675,095.
6 **Minimum investment return.** Enter 5% of line 5		6	183,755.

Part XI Distributable Amount (see 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	183,755.
2a Tax on investment income for 2009 from Part VI, line 5	2a 1,594.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	1,594.
3 Distributable amount before adjustments Subtract line 2c from line 1		3	182,161.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	182,161.
6 Deduction from distributable amount (see instructions)		6	
7 **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	182,161.

Part XII Qualifying Distributions (see 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	116,702.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 **Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	116,702.
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 instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	116,702.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				182,161.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			113,631.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 116,702.				
a Applied to 2008, but not more than line 2a			113,631.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				3,071.
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		0.		
d Subtract line 6c from line 6b Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				179,090.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see 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				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see 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)

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] 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 instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines·

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

Part XV Supplementary Information (continued)

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

Recipient 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 6				
Total			► **3a**	115,500.
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		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	2,403.	
4 Dividends and interest from securities			14	94,336.	
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	-125,039.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-28,300.	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-28,300.

(See worksheet in the instructions for line 13 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 the instructions)
N/A	

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
N/A			

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
N/A		

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 ► April Phelps Ford — Signature of officer or trustee — Date 10SEP2010 — Title Secretary

Paid Preparer's Use Only				
Preparer's signature ►		Date 10/12/10	Check if self employed ► ☐	Preparer's Identifying number (See Signature in the instrs) [redacted]
Firm's name (or yours if self employed), address, and ZIP code ►	LETWAK & BENNETT 26400 LA ALAMEDA, STE. 200 MISSION VIEJO, CA 92691		EIN ► 95-3590699 Phone no ► (949) 582-2100	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► **Attach to Form 990, 990-EZ, or 990-PF**

OMB No 1545-0047

2009

Name of the organization	Employer identification number
THE TEWKESBURY FOUNDATION	33-0730787

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)(_____) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**
Note: Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule –

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

Special Rules –

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

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

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

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990EZ, or 990-PF.

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

Name of organization: THE TEWKESBURY FOUNDATION

Employer identification number: 33-0730787

Part I Contributors (see instructions)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	ARTHUR D PHELPS TRUST A 685 SPRING ST., #176 FRIDAY HARBOR, WA 98250	$ 4,631,436.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization: THE TEWKESBURY FOUNDATION

Employer identification number: 33-0730787

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	DISTRIBUTION DUE FROM ARTHUR D. PHELPS TRUST A CONSISTING OF VARIOUS STOCK, SECURITIES, BONDS AND LAND	$ 4,631,436.	VARIOUS

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization: THE TEWKESBURY FOUNDATION

Employer identification number: 33-0730787

Part III ***Exclusively*** **religious, charitable, etc, individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than $1,000 for the year.** (Complete cols **(a)** through **(e)** and the following line entry)

For organizations completing Part III, enter total of *exclusively* religious, charitable, etc, contributions of **$1,000 or less** for the year (Enter this information once – see instructions) ► $ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift	
Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

THE TEWKESBURY FOUNDATION 33-0730787

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 4,180.	$ 3,762.		$ 418.
TOTAL	$ 4,180.	$ 3,762.	$ 0.	$ 418.

STATEMENT 2
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS TAXES	$ 670.			
TOTAL	$ 670.	$ 0.	$ 0.	$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNT FEES	$ 7,507.	$ 6,756.		$ 751.
FILING FEES	20.	18.		2.
MISCELLANEOUS	306.	275.		31.
TOTAL	$ 7,833.	$ 7,049.	$ 0.	$ 784.

STATEMENT 4
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
ASSETS HELD BY ARTHUR D PHELPS TR A		$ 4,693,853.
INVESTMENTS HELD BY ARTHUR D PHELPS TR A	$ 4,693,853.	
TOTAL	$ 4,693,853.	$ 4,693,853.

STATEMENT 5
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	HIGHLAND FLOATING RT ADV C	PURCHASED	4/27/2006	8/17/2009
2	HIGHLAND FLOATING RT ADV C	PURCHASED	12/27/2006	8/17/2009
3	HIGHLAND FLOATING RT ADV C	PURCHASED	12/27/2006	8/17/2009
4	HIGHLAND FLOATING RT ADV C	PURCHASED	5/09/2008	8/17/2009
5	PFIZER INC	PURCHASED	1/08/2001	10/15/2009
6	SEPRACOR TNDR	PURCHASED	6/22/1998	10/16/2009
7	UNIT VK EAFE SELECT 20 2008-1	PURCHASED	1/09/2008	1/25/2009
8	UNIT VK EAFE SELECT 20 2008-1	PURCHASED	1/09/2008	4/06/2009
9	WELLS FARGO & CO NEW	PURCHASED	9/18/1997	1/02/2009
10	WYETH	PURCHASED	8/10/1998	10/15/2009
11	WYETH	PURCHASED	8/10/1998	10/15/2009
12	A A R CORPORATION	PURCHASED	2/02/2009	5/15/2009
13	ABB LTD	PURCHASED	12/05/2008	1/06/2009
14	ABB LTD	PURCHASED	3/24/2009	9/09/2009
15	ACCENTURE PLC IRELAND CL A	PURCHASED	6/04/2009	12/11/2009
16	ACTIVISION BLIZZARD INC	PURCHASED	3/20/2009	9/15/2009
17	ALLEGIANT TRAVEL CO	PURCHASED	11/14/2008	7/14/2009
18	ALLEGIANT TRAVEL CO	PURCHASED	3/19/2009	7/14/2009
19	ALTRIA GROUP INC	PURCHASED	2/25/2009	7/08/2009
20	ALTRIA GROUP INC	PURCHASED	2/25/2009	7/15/2009
21	ALTRIA GROUP INC	PURCHASED	4/01/2009	7/15/2009
22	ALTRIA GROUP INC	PURCHASED	4/01/2009	7/22/2009
23	AMAZON COM INC	PURCHASED	2/14/2008	1/30/2009
24	AMDOCS LIMITED ORD	PURCHASED	11/26/2008	7/21/2009
25	AMDOCS LIMITED ORD	PURCHASED	1/29/2009	12/10/2009
26	AMEDISYS INC	PURCHASED	5/15/2008	4/27/2009
27	AMEDISYS INC	PURCHASED	3/04/2009	4/27/2009
28	AMEREN CORP (HLDG CO)	PURCHASED	2/14/2008	1/23/2009
29	AMERISTAR CASINOS	PURCHASED	4/27/2009	7/28/2009
30	ANDERSONS INC	PURCHASED	7/21/2009	11/16/2009
31	ANHEUSER BUSCH INBEV SA SPON	PURCHASED	7/06/2009	7/31/2009
32	AON CORP	PURCHASED	2/14/2008	2/06/2009
33	ARM HOLDINGS PLC ADS	PURCHASED	5/12/2009	7/06/2009
34	ASML HOLDING N.V. NEW	PURCHASED	7/16/2008	3/19/2009
35	ASML HOLDING N.V. NEW	PURCHASED	7/29/2008	3/19/2009
36	ASML HOLDING N.V. NEW	PURCHASED	7/29/2008	5/06/2009
37	ASML HOLDING N.V. NEW	PURCHASED	7/29/2008	5/06/2009
38	ATHENAHEALTH INC COM	PURCHASED	1/26/2009	8/21/2009
39	AXSYS TECH INC	PURCHASED	12/29/2008	7/21/2009
40	BANCO SANTANDER CHILE	PURCHASED	11/06/2008	2/11/2009
41	BANCO SANTANDER CHILE	PURCHASED	11/06/2008	2/12/2009
42	BANCO SANTANDER S.A.	PURCHASED	5/28/2009	12/07/2009
43	BANCO SANTANDER S.A.	PURCHASED	5/28/2009	12/11/2009
44	BANCO SANTANDER S.A.	PURCHASED	7/16/2009	12/11/2009
45	BANK OF AMERICA CORP	PURCHASED	2/14/2008	1/02/2009
46	BANK OF AMERICA CORP	PURCHASED	2/14/2008	2/11/2009
47	BANK OF AMERICA CORP	PURCHASED	9/17/2008	2/25/2009
48	BANK YOKOHAMA LTD JPN ADR	PURCHASED	1/28/2009	4/02/2009
49	BANKRATE INC	PURCHASED	11/11/2008	7/28/2009
50	BIG LOTS INC OHIO	PURCHASED	4/21/2008	1/09/2009
51	BNP PARIBAS SP ADR REPSTG	PURCHASED	2/14/2008	1/22/2009
52	BRISTOW GROUP INC	PURCHASED	1/09/2009	3/03/2009
53	BRISTOW GROUP INC	PURCHASED	2/23/2009	3/03/2009
54	CARBO CERAMICS INC	PURCHASED	1/09/2009	6/26/2009
55	CARBO CERAMICS INC	PURCHASED	5/05/2009	6/26/2009
56	CARRIZO OIL & GAS INC	PURCHASED	5/13/2008	2/20/2009

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
57	CARRIZO OIL & GAS INC	PURCHASED	8/01/2008	2/20/2009
58	CARRIZO OIL & GAS INC	PURCHASED	10/17/2008	2/20/2009
59	CARRIZO OIL & GAS INC	PURCHASED	11/03/2008	2/20/2009
60	CENTRAL EUROPEAN DIST CORP	PURCHASED	10/31/2008	3/04/2009
61	CENTRAL EUROPEAN DIST CORP	PURCHASED	11/10/2008	3/04/2009
62	CENTRAL EUROPEAN DIST CORP	PURCHASED	1/08/2009	3/04/2009
63	CHECK POINT SOFTWARE TECH LTD	PURCHASED	12/16/2008	8/25/2009
64	CHECK POINT SOFTWARE TECH LTD	PURCHASED	12/16/2008	11/12/2009
65	CHECK POINT SOFTWARE TECH LTD	PURCHASED	7/08/2009	11/12/2009
66	CHEMED CORPORATION	PURCHASED	5/04/2009	11/25/2009
67	CHESAPEAKE ENERGY CORP	PURCHASED	2/19/2008	1/09/2009
68	CHESAPEAKE ENERGY CORP	PURCHASED	2/25/2008	1/09/2009
69	CHESAPEAKE ENERGY CORP	PURCHASED	2/29/2008	1/09/2009
70	CHILDRENS PLC RETAIL STORES	PURCHASED	8/01/2008	1/26/2009
71	CHUNGHWA TELECOM LTD ADR	PURCHASED	6/17/2009	9/25/2009
72	CHUNGHWA TELECOM LTD ADR	PURCHASED	6/17/2009	11/05/2009
73	CIRCOR INTERNATIONAL INC	PURCHASED	5/27/2008	2/12/2009
74	CIRCOR INTERNATIONAL INC	PURCHASED	10/20/2008	2/12/2009
75	CITI TRENDS INC	PURCHASED	5/12/2009	9/11/2009
76	CITI TRENDS INC	PURCHASED	5/26/2009	9/11/2009
77	CNOOC LTD ADS	PURCHASED	12/01/2008	10/20/2009
78	COACH INC	PURCHASED	7/31/2008	4/23/2009
79	COACH INC	PURCHASED	7/31/2008	7/09/2009
80	COACH INC	PURCHASED	11/07/2008	10/22/2009
81	COCA COLA HELLENIC BOTTLING	PURCHASED	10/16/2008	5/13/2009
82	COCA COLA HELLENIC BOTTLING	PURCHASED	10/16/2008	6/05/2009
83	COCA COLA HELLENIC BOTTLING	PURCHASED	11/26/2008	6/05/2009
84	COMP DE BEB AMBEV SP ADR	PURCHASED	2/14/2008	1/08/2009
85	COMP DE BEB AMBEV SP ADR	PURCHASED	9/09/2008	4/28/2009
86	COMTECH TELECOMMUNICATIONS NEW	PURCHASED	3/16/2009	6/01/2009
87	CREDICORP LTD	PURCHASED	10/21/2008	2/25/2009
88	CRYOLIFE INC	PURCHASED	9/14/2009	10/27/2009
89	CUBIC CORP	PURCHASED	3/10/2009	11/09/2009
90	CVS CAREMARK CORP	PURCHASED	2/14/2008	1/28/2009
91	DATADOMAIN,INC	PURCHASED	1/16/2009	6/22/2009
92	DATADOMAIN,INC	PURCHASED	1/16/2009	7/14/2009
93	DELL INC	PURCHASED	9/04/2008	7/14/2009
94	DEVON ENERGY CORP NEW	PURCHASED	11/19/2008	10/16/2009
95	DIAGEO PLC SPON ADR NEW	PURCHASED	10/02/2008	7/02/2009
96	DIAGEO PLC SPON ADR NEW	PURCHASED	10/02/2008	8/21/2009
97	DIEBOLD INC	PURCHASED	12/08/2008	2/20/2009
98	DR REDDY'S LABORATORIES LTD	PURCHASED	11/26/2008	9/10/2009
99	DXP ENTERPRISES INC NEW	PURCHASED	9/23/2008	3/24/2009
100	DXP ENTERPRISES INC NEW	PURCHASED	1/16/2009	3/24/2009
101	EAST JAPAN RY CO ADR	PURCHASED	12/19/2008	8/24/2009
102	ENERGY CONVERSION DEV	PURCHASED	10/20/2008	4/20/2009
103	ENERGY CONVERSION DEV	PURCHASED	2/23/2009	4/20/2009
104	ERESEARCH TECH INC	PURCHASED	6/02/2008	3/09/2009
105	ERESEARCH TECH INC	PURCHASED	2/06/2009	3/09/2009
106	ERESEARCH TECH INC	PURCHASED	3/04/2009	3/09/2009
107	ESSILOR INTL SA SPONS ADR	PURCHASED	10/01/2008	7/17/2009
108	ESSILOR INTL SA SPONS ADR	PURCHASED	10/01/2008	9/08/2009
109	EXPRESS SCRIPTS INC COMMON	PURCHASED	6/08/2009	12/02/2009
110	EXPRESS SCRIPTS INC COMMON	PURCHASED	6/08/2009	12/16/2009
111	EXPRESS SCRIPTS INC COMMON	PURCHASED	6/08/2009	12/17/2009
112	EXPRESS SCRIPTS INC COMMON	PURCHASED	7/17/2009	12/17/2009

STATEMENT 5 (CONTINUED)
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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
113	FOMENTO ECONOMICO MEXICANO	PURCHASED	2/27/2009	10/14/2009
114	FRANCE TELECOM	PURCHASED	7/22/2009	11/27/2009
115	GENENTECH INC	PURCHASED	2/14/2008	1/30/2009
116	GENENTECH INC	PURCHASED	5/27/2008	3/09/2009
117	GENTIVA HEALTH SVS INC	PURCHASED	8/11/2008	4/27/2009
118	GIVAUDAN SA ADR	PURCHASED	7/08/2009	7/08/2009
119	GIVAUDAN SA ADR	PURCHASED	7/08/2009	7/08/2009
120	GLAXOSMITHKLINE PLC ADS	PURCHASED	2/14/2008	2/06/2009
121	GOLD FIELDS LTD. SP. ADR	PURCHASED	2/02/2009	8/19/2009
122	GOLD FIELDS LTD. SP. ADR	PURCHASED	3/20/2009	8/19/2009
123	GOLDMAN SACHS GRP INC	PURCHASED	2/14/2008	1/07/2009
124	GOOGLE INC-CL A	PURCHASED	2/14/2008	1/09/2009
125	GRAND CANYON ED INC COM	PURCHASED	7/07/2009	10/27/2009
126	GREEN MOUNTAIN COFFE INC	PURCHASED	11/21/2008	5/01/2009
127	GREEN MOUNTAIN COFFE INC	PURCHASED	11/21/2008	6/08/2009
128	GRUPO AEROPORTARIO DEL ADS	PURCHASED	2/02/2009	4/21/2009
129	HEINEKEN NV ADR	PURCHASED	7/31/2008	7/02/2009
130	HEINEKEN NV ADR	PURCHASED	1/12/2009	7/02/2009
131	HESS CORPORATION	PURCHASED	2/14/2008	3/19/2009
132	HESS CORPORATION	PURCHASED	2/14/2008	3/23/2009
133	HESS CORPORATION	PURCHASED	2/14/2008	8/19/2009
134	HESS CORPORATION	PURCHASED	7/03/2008	8/19/2009
135	HESS CORPORATION	PURCHASED	7/03/2008	9/15/2009
136	HESS CORPORATION	PURCHASED	7/09/2008	9/15/2009
137	HESS CORPORATION	PURCHASED	8/13/2008	9/15/2009
138	HEWLETT PACKARD	PURCHASED	9/24/2008	7/01/2009
139	HIBBERT SPORTS INC	PURCHASED	4/06/2009	8/10/2009
140	HMS HOLDINGS CORP	PURCHASED	8/26/2008	3/16/2009
141	HSBC HOLDINGS PLC SPON ADR NEW	PURCHASED	4/21/2009	10/07/2009
142	HUB GROUP INC CL A	PURCHASED	2/14/2008	1/16/2009
143	INFINERA CORP	PURCHASED	5/19/2008	5/15/2009
144	INFINERA CORP	PURCHASED	6/25/2008	5/15/2009
145	INTERACTIVE BROKERS GROUP INC	PURCHASED	11/03/2008	5/19/2009
146	INTERDIGITAL INC	PURCHASED	12/22/2008	10/20/2009
147	INTL BUSINESS MACHINES CORP	PURCHASED	4/21/2009	6/26/2009
148	INTL BUSINESS MACHINES CORP	PURCHASED	4/21/2009	7/02/2009
149	JDA SOFTWARE GROUP INC	PURCHASED	2/14/2008	2/06/2009
150	KENDLE INTL INC	PURCHASED	8/19/2008	3/09/2009
151	KENDLE INTL INC	PURCHASED	12/08/2008	3/09/2009
152	KNIGHT CAP GRP INC	PURCHASED	2/14/2008	2/02/2009
153	LOGITECH INTL SA	PURCHASED	10/02/2008	3/12/2009
154	LOGITECH INTL SA	PURCHASED	11/26/2008	3/12/2009
155	LOTTMATICA SPA SPONSORED	PURCHASED	1/30/2009	11/27/2009
156	LUXOTTICA GROUP SPA SPON ADR	PURCHASED	6/19/2008	3/23/2009
157	MACY'S INC	PURCHASED	8/12/2009	12/22/2009
158	MANTECH INTL CORP CL A	PURCHASED	8/20/2008	2/20/2009
159	MARRIOTT INTL INC NEW CL A	PURCHASED	8/07/2008	5/05/2009
160	MARRIOTT INTL INC NEW CL A	PURCHASED	8/07/2008	5/07/2009
161	MARRIOTT INTL INC NEW CL A	PURCHASED	10/08/2008	5/07/2009
162	MARRIOTT INTL INC NEW CL A	PURCHASED	10/08/2008	7/30/2009
163	MARRIOTT INTL INC NEW CL A	PURCHASED	10/08/2008	8/11/2009
164	MARRIOTT INTL INC NEW CL A	PURCHASED	10/08/2008	9/03/2009
165	MASTERCARD INC CL A	PURCHASED	7/21/2009	10/30/2009
166	MAXIMUS INC	PURCHASED	2/14/2008	2/02/2009
167	MERCK & CO INC NEW COM	PURCHASED	4/22/2009	12/16/2009
168	MICROSEMI CORP	PURCHASED	2/14/2008	2/02/2009

STATEMENT 5 (CONTINUED)
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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
169	MICROSEMI CORP	PURCHASED	2/19/2008	2/02/2009
170	MOBILE TELESYSTEMS OJSC	PURCHASED	7/29/2008	7/01/2009
171	MONSANTO CO/NEW	PURCHASED	6/24/2009	11/16/2009
172	MONSANTO CO/NEW	PURCHASED	7/02/2009	11/16/2009
173	NATL BK GREECE SA	PURCHASED	9/08/2009	12/17/2009
174	NATL BK GREECE SA	PURCHASED	10/23/2009	12/17/2009
175	NITTO DENKO CORPORATION ADR	PURCHASED	7/28/2008	2/20/2009
176	NITTO DENKO CORPORATION ADR	PURCHASED	8/07/2008	2/20/2009
177	NTT DOCOMO INC SP ADR	PURCHASED	4/27/2009	7/02/2009
178	OMNICOM GROUP	PURCHASED	2/11/2009	10/02/2009
179	OMNITURE, INC	PURCHASED	2/12/2009	7/07/2009
180	OMNITURE, INC	PURCHASED	4/28/2009	7/07/2009
181	ORBITAL SCIENCE CORP	PURCHASED	10/20/2008	7/14/2009
182	PAREXEL INTL CORP	PURCHASED	10/16/2008	9/29/2009
183	PETE DEV CP NEV	PURCHASED	5/02/2008	1/16/2009
184	PETE DEV CP NEV	PURCHASED	8/04/2008	1/16/2009
185	PETE DEV CP NEV	PURCHASED	9/22/2008	1/16/2009
186	PETMEDEXPRESS.COM INC	PURCHASED	11/14/2008	10/27/2009
187	PG&E CORPORATION	PURCHASED	8/27/2008	2/18/2009
188	PG&E CORPORATION	PURCHASED	8/27/2008	3/04/2009
189	PG&E CORPORATION	PURCHASED	10/02/2008	3/04/2009
190	PNC FINL SVCS GP	PURCHASED	8/06/2008	6/02/2009
191	PNC FINL SVCS GP	PURCHASED	8/13/2008	6/02/2009
192	PROCTER & GAMBLE	PURCHASED	2/14/2008	1/07/2009
193	PRUDENTIAL FINANCIAL INC	PURCHASED	6/04/2008	4/15/2009
194	PSS WORLD MEDICAL INC	PURCHASED	11/03/2008	8/21/2009
195	PSS WORLD MEDICAL INC	PURCHASED	12/08/2008	8/21/2009
196	PSS WORLD MEDICAL INC	PURCHASED	12/12/2008	8/21/2009
197	PSS WORLD MEDICAL INC	PURCHASED	2/23/2009	8/21/2009
198	PSYCHIATRIC SOLUTIONS INC	PURCHASED	3/04/2009	4/06/2009
199	RESEARCH IN MOTION	PURCHASED	10/08/2008	6/22/2009
200	RESEARCH IN MOTION	PURCHASED	10/08/2008	8/07/2009
201	RESEARCH IN MOTION	PURCHASED	10/08/2008	9/25/2009
202	RESEARCH IN MOTION	PURCHASED	12/22/2008	9/25/2009
203	ROFIN-SINAR TECH INC OLD	PURCHASED	9/09/2008	1/09/2009
204	ROWAN COMPANIES INC	PURCHASED	10/16/2008	8/24/2009
205	ROYAL CARIBBEAN CRUISES LTD	PURCHASED	2/14/2008	1/07/2009
206	ROYAL CARIBBEAN CRUISES LTD	PURCHASED	2/14/2008	2/11/2009
207	ROYAL CARIBBEAN CRUISES LTD	PURCHASED	3/10/2008	2/11/2009
208	SCHERING PLOUGH CORP	PURCHASED	2/14/2008	2/13/2009
209	SCHERING PLOUGH CORP	PURCHASED	2/21/2008	2/13/2009
210	SCHERING PLOUGH CORP	PURCHASED	3/25/2008	3/09/2009
211	SECOM LTD ADR	PURCHASED	3/18/2009	8/26/2009
212	SECOM LTD ADR	PURCHASED	4/08/2009	8/26/2009
213	SEVEN & I HLDGS CO LTD ADR	PURCHASED	4/03/2009	6/24/2009
214	SHANDA INTERACTIVE ENMTNT ADR	PURCHASED	4/28/2009	9/11/2009
215	SHERWIN WILLIAMS COMPANY OHIO	PURCHASED	10/08/2008	5/20/2009
216	SHISEIDO LTD SPON ADR	PURCHASED	10/01/2008	6/25/2009
217	SHISEIDO LTD SPON ADR	PURCHASED	10/14/2008	6/25/2009
218	SHISEIDO LTD SPON ADR	PURCHASED	1/15/2009	6/25/2009
219	SIGNATURE BANK	PURCHASED	3/16/2009	6/01/2009
220	SMITH & WESSON HLDG CORP	PURCHASED	7/21/2009	10/05/2009
221	SMUCKER JM CO COM NEW	PURCHASED	11/12/2008	5/20/2009
222	SMUCKER JM CO COM NEW	PURCHASED	11/19/2008	5/20/2009
223	SMUCKER JM CO COM NEW	PURCHASED	7/15/2009	9/30/2009
224	SOCIETE GENERALE SP ADR	PURCHASED	11/09/2009	11/09/2009

STATEMENT 5 (CONTINUED)
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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
225	SPSS INC	PURCHASED	4/22/2009	8/10/2009
226	STANTEC INC	PURCHASED	2/14/2008	1/22/2009
227	STARENT NETWORKS, CORP	PURCHASED	2/06/2009	10/20/2009
228	STARWOOD HTLS & RSTS WW INC	PURCHASED	5/07/2009	6/03/2009
229	STARWOOD HTLS & RSTS WW INC	PURCHASED	5/07/2009	8/11/2009
230	STARWOOD HTLS & RSTS WW INC	PURCHASED	5/07/2009	10/15/2009
231	SUEZ ENVIRONNEMENT UNSPON ADR	PURCHASED	12/19/2008	8/06/2009
232	SUEZ ENVIRONNEMENT UNSPON ADR	PURCHASED	12/19/2008	10/23/2009
233	SUEZ ENVIRONNEMENT UNSPON ADR	PURCHASED	12/19/2008	12/18/2009
234	SUEZ ENVIRONNEMENT UNSPON ADR	PURCHASED	2/06/2009	12/18/2009
235	SWEDBANK AB SPONS ADR	PURCHASED	10/23/2009	10/23/2009
236	SWISS REINSURANCE CO SPON ADR	PURCHASED	2/14/2008	2/11/2009
237	SYKES ENTERPRISES INC	PURCHASED	9/03/2008	4/01/2009
238	SYNAPTICS INC	PURCHASED	2/20/2009	8/31/2009
239	SYNAPTICS INC	PURCHASED	7/15/2009	8/31/2009
240	TAIWAN SMCNDCTR MFG CO LTD ADR	PURCHASED	8/26/2008	2/09/2009
241	TAIWAN SMCNDCTR MFG CO LTD ADR	PURCHASED	8/26/2008	5/05/2009
242	TAIWAN SMCNDCTR MFG CO LTD ADR	PURCHASED	8/26/2008	8/14/2009
243	TAIWAN SMCNDCTR MFG CO LTD ADR	PURCHASED	11/10/2008	9/08/2009
244	TAIWAN SMCNDCTR MFG CO LTD ADR	PURCHASED	11/10/2008	9/22/2009
245	TAIWAN SMCNDCTR MFG CO LTD ADR	PURCHASED	7/08/2009	9/22/2009
246	TAKEDA PHARMACEUTICAL CO LTD	PURCHASED	6/19/2008	3/10/2009
247	TAKEDA PHARMACEUTICAL CO LTD	PURCHASED	9/10/2008	3/10/2009
248	TEAM INC	PURCHASED	8/19/2008	4/21/2009
249	TEAM INC	PURCHASED	10/16/2008	4/21/2009
250	TELECOMMUNICATION SYS CL A	PURCHASED	6/01/2009	9/21/2009
251	TELEFONICA SA ADR	PURCHASED	2/25/2009	7/21/2009
252	TESSERA TECHNOLOGIES INC	PURCHASED	3/16/2009	7/07/2009
253	TEVA PHARMACEUTICALS ADR	PURCHASED	10/17/2008	8/17/2009
254	TEVA PHARMACEUTICALS ADR	PURCHASED	11/25/2008	8/17/2009
255	TEXAS INDUSTRIES	PURCHASED	4/27/2009	12/09/2009
256	THE PANTRY INC	PURCHASED	11/11/2008	8/21/2009
257	THE PANTRY INC	PURCHASED	4/22/2009	8/21/2009
258	THE 9 LTD	PURCHASED	6/06/2008	5/05/2009
259	THE 9 LTD	PURCHASED	9/09/2008	5/05/2009
260	THERMO FISHER SCIENTIFIC INC	PURCHASED	2/14/2008	2/05/2009
261	TOMKINS PLC ADS	PURCHASED	2/14/2008	1/22/2009
262	TOYOTA MOTOR CP ADR NEW	PURCHASED	8/11/2008	3/13/2009
263	TOYOTA MOTOR CP ADR NEW	PURCHASED	8/11/2008	3/18/2009
264	TRINA SOLAR LTD	PURCHASED	5/05/2009	7/31/2009
265	TURKCELL ILETISM HIZM AS NEW	PURCHASED	10/02/2008	2/24/2009
266	TURKCELL ILETISM HIZM AS NEW	PURCHASED	10/02/2008	7/01/2009
267	TURKCELL ILETISM HIZM AS NEW	PURCHASED	10/13/2008	7/01/2009
268	UBS AG NEW	PURCHASED	11/26/2008	8/19/2009
269	UBS AG NEW	PURCHASED	4/21/2009	8/19/2009
270	ULTRALIFE CORP	PURCHASED	4/02/2008	3/03/2009
271	UNITED NATURAL FOODS INC	PURCHASED	8/31/2009	9/29/2009
272	UTD OVERSEAS BK LTD SPON ADR	PURCHASED	10/08/2008	7/22/2009
273	VEOLIA ENVIRONMENT	PURCHASED	9/29/2008	8/05/2009
274	VEOLIA ENVIRONMENT	PURCHASED	9/29/2008	9/22/2009
275	VEOLIA ENVIRONMENT	PURCHASED	10/15/2008	9/22/2009
276	VEOLIA ENVIRONMENT	PURCHASED	11/26/2008	9/22/2009
277	VERIFONE HOLDINGS INC	PURCHASED	9/21/2009	11/16/2009
278	VIROPHARMA INC	PURCHASED	1/05/2009	11/09/2009
279	VIROPHARMA INC	PURCHASED	2/20/2009	11/09/2009
280	VIVENDI SA SPONSORED ADR	PURCHASED	4/16/2009	7/17/2009

STATEMENT 5 (CONTINUED)
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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
281	VIVENDI SA SPONSORED ADR	PURCHASED	6/18/2009	7/17/2009
282	VIVO PARTICIP SA ADR PFD NEW	PURCHASED	7/29/2009	11/18/2009
283	VIVO PARTICIP SA ADR PFD NEW	PURCHASED	7/29/2009	12/23/2009
284	W W GRAINGER INC	PURCHASED	6/04/2008	1/21/2009
285	W W GRAINGER INC	PURCHASED	6/11/2008	1/21/2009
286	W W GRAINGER INC	PURCHASED	6/11/2008	2/18/2009
287	W W GRAINGER INC	PURCHASED	7/30/2008	2/18/2009
288	W W GRAINGER INC	PURCHASED	7/30/2008	3/04/2009
289	WARNACO GP INC	PURCHASED	2/14/2008	1/05/2009
290	WARNACO GP INC	PURCHASED	3/10/2008	1/05/2009
291	WEATHERFORD INTERNATIONAL LTD	PURCHASED	10/22/2008	5/01/2009
292	WEATHERFORD INTERNATIONAL LTD	PURCHASED	3/20/2009	8/04/2009
293	WESTERN UN CO	PURCHASED	6/11/2009	7/30/2009
294	WOLTERS KLUWER NV SPON ADR	PURCHASED	3/30/2009	7/09/2009
295	ZIMMER HLDGS INC	PURCHASED	7/24/2008	7/24/2009
296	ZIMMER HLDGS INC	PURCHASED	10/13/2008	9/29/2009
297	ZIMMER HLDGS INC	PURCHASED	12/19/2008	10/22/2009
298	3M COMPANY	PURCHASED	12/10/2008	7/29/2009
299	ACTIVISION BLIZZARD INC	PURCHASED	3/10/2008	7/21/2009
300	ACTIVISION BLIZZARD INC	PURCHASED	3/10/2008	9/15/2009
301	ACTIVISION BLIZZARD INC	PURCHASED	4/11/2008	9/15/2009
302	ACTIVISION BLIZZARD INC	PURCHASED	4/15/2008	9/15/2009
303	ACTIVISION BLIZZARD INC	PURCHASED	7/15/2008	9/15/2009
304	AEROPOSTALE INC	PURCHASED	2/14/2008	4/20/2009
305	ALLSTATE CORP	PURCHASED	2/14/2008	9/09/2009
306	AMAZON COM INC	PURCHASED	2/14/2008	3/04/2009
307	AMAZON COM INC	PURCHASED	2/28/2008	3/04/2009
308	AMDOCS LIMITED ORD	PURCHASED	11/26/2008	12/10/2009
309	AMEDISYS INC	PURCHASED	2/14/2008	4/27/2009
310	AMER ORIENTAL BIO INC	PURCHASED	6/13/2008	8/31/2009
311	AMYLIN PHARMACEUTICALS INC	PURCHASED	2/14/2008	9/10/2009
312	AMYLIN PHARMACEUTICALS INC	PURCHASED	3/11/2008	9/10/2009
313	AMYLIN PHARMACEUTICALS INC	PURCHASED	6/10/2008	9/10/2009
314	AON CORP	PURCHASED	2/14/2008	2/18/2009
315	AXSYS TECH INC	PURCHASED	5/02/2008	7/21/2009
316	BALLY TECHNOLOGIES INC	PURCHASED	2/14/2008	8/21/2009
317	BANK OF AMERICA CORP	PURCHASED	2/14/2008	2/25/2009
318	BAXTER INTL INC	PURCHASED	2/14/2008	7/21/2009
319	CHEMED CORPORATION	PURCHASED	11/03/2008	11/25/2009
320	CHUBB CORP	PURCHASED	2/14/2008	4/01/2009
321	CME GROUP INC	PURCHASED	2/14/2008	5/29/2009
322	CME GROUP INC	PURCHASED	3/20/2008	12/03/2009
323	COACH INC	PURCHASED	7/31/2008	10/22/2009
324	COMCAST CORP (NEW) CLASS A	PURCHASED	2/14/2008	12/08/2009
325	COMCAST CORP (NEW) CLASS A	PURCHASED	3/31/2008	12/08/2009
326	COMP DE BEB AMBEV SP ADR	PURCHASED	2/14/2008	4/28/2009
327	COMPANIA VALE ADR	PURCHASED	2/14/2008	2/17/2009
328	COMTECH TELECOMMUNICATIONS NEW	PURCHASED	2/14/2008	6/01/2009
329	CONS EDISON INC (HLDG CO)	PURCHASED	5/15/2008	11/06/2009
330	CUBIST PHARMACEUTICALS INC	PURCHASED	2/14/2008	10/13/2009
331	CVS CAREMARK CORP	PURCHASED	2/14/2008	5/13/2009
332	CVS CAREMARK CORP	PURCHASED	2/14/2008	12/02/2009
333	CVS CAREMARK CORP	PURCHASED	5/15/2008	12/02/2009
334	DECKER OUTDOOR CORPORATION	PURCHASED	2/14/2008	5/05/2009
335	DELL INC	PURCHASED	2/14/2008	7/14/2009
336	DELL INC	PURCHASED	4/18/2008	7/14/2009

STATEMENT 5 (CONTINUED)
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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
337	DIAGEO PLC SPON ADR NEW	PURCHASED	10/02/2008	11/12/2009
338	DIAGEO PLC SPON ADR NEW	PURCHASED	10/09/2008	11/12/2009
339	DOMINION RES INC (NEW)	PURCHASED	2/14/2008	10/15/2009
340	DOMINION RES INC (NEW)	PURCHASED	2/27/2008	10/15/2009
341	DOMINION RES INC (NEW)	PURCHASED	6/18/2008	10/15/2009
342	DR REDDY'S LABORATORIES LTD	PURCHASED	2/14/2008	5/06/2009
343	DR REDDY'S LABORATORIES LTD	PURCHASED	2/14/2008	5/22/2009
344	DR REDDY'S LABORATORIES LTD	PURCHASED	2/14/2008	9/10/2009
345	EAST JAPAN RY CO ADR	PURCHASED	6/02/2008	6/23/2009
346	EAST JAPAN RY CO ADR	PURCHASED	6/02/2008	8/24/2009
347	EAST JAPAN RY CO ADR	PURCHASED	6/23/2008	8/24/2009
348	EAST JAPAN RY CO ADR	PURCHASED	8/07/2008	8/24/2009
349	EATON CORPORATION	PURCHASED	2/14/2008	10/21/2009
350	ELECTRONIC ARTS INC	PURCHASED	2/14/2008	5/29/2009
351	ELECTRONIC ARTS INC	PURCHASED	2/14/2008	11/02/2009
352	ELECTRONIC ARTS INC	PURCHASED	10/31/2008	11/02/2009
353	EMERGENCY MED SRV CORP CL A	PURCHASED	9/03/2008	11/16/2009
354	ESTERLINE TECHNOLOGIES CP	PURCHASED	2/14/2008	6/22/2009
355	ESTERLINE TECHNOLOGIES CP	PURCHASED	3/10/2008	6/22/2009
356	EZCORP INC A	PURCHASED	2/14/2008	6/22/2009
357	FORTUNE BRANDS INC	PURCHASED	2/14/2008	4/17/2009
358	FPL GROUP INC	PURCHASED	4/16/2008	8/19/2009
359	FPL GROUP INC	PURCHASED	4/30/2008	8/19/2009
360	FPL GROUP INC	PURCHASED	4/30/2008	9/16/2009
361	GENENTECH INC	PURCHASED	2/14/2008	3/09/2009
362	GILEAD SCIENCE	PURCHASED	2/14/2008	3/30/2009
363	GILEAD SCIENCE	PURCHASED	2/14/2008	10/26/2009
364	GOLDMAN SACHS GRP INC	PURCHASED	2/14/2008	5/13/2009
365	GOLDMAN SACHS GRP INC	PURCHASED	2/14/2008	10/16/2009
366	GOLDMAN SACHS GRP INC	PURCHASED	7/02/2008	10/16/2009
367	GOOGLE INC-CL A	PURCHASED	2/14/2008	4/17/2009
368	GOOGLE INC-CL A	PURCHASED	2/14/2008	6/09/2009
369	GYMBOREE CORPORATION	PURCHASED	2/14/2008	5/05/2009
370	HALLIBURTON CO	PURCHASED	4/23/2008	4/30/2009
371	HALLIBURTON CO	PURCHASED	4/24/2008	4/30/2009
372	HEINEKEN NV ADR	PURCHASED	5/09/2008	6/16/2009
373	HEINEKEN NV ADR	PURCHASED	5/09/2008	6/24/2009
374	HEINEKEN NV ADR	PURCHASED	6/18/2008	6/24/2009
375	HEINEKEN NV ADR	PURCHASED	6/18/2008	7/02/2009
376	HENRY SCHEIN INC	PURCHASED	2/14/2008	6/17/2009
377	HUTCHISON TELECOM INTL LTD	PURCHASED	2/14/2008	12/03/2009
378	ICON PLC SP ADR	PURCHASED	2/14/2008	5/22/2009
379	ICON PLC SP ADR	PURCHASED	3/10/2008	5/22/2009
380	INTEL CORP	PURCHASED	2/14/2008	4/08/2009
381	INTEL CORP	PURCHASED	2/14/2008	5/06/2009
382	INTL BUSINESS MACHINES CORP	PURCHASED	2/14/2008	2/25/2009
383	INTL BUSINESS MACHINES CORP	PURCHASED	2/14/2008	3/04/2009
384	KNIGHT CAP GRP INC	PURCHASED	2/14/2008	4/27/2009
385	LADBROKES PLC SPONS ADR	PURCHASED	2/14/2008	7/07/2009
386	LADBROKES PLC SPONS ADR	PURCHASED	6/18/2008	7/07/2009
387	LINEAR TECHNOLOGY CORPORATION	PURCHASED	2/14/2008	7/21/2009
388	LOCKHEED MARTIN CORP	PURCHASED	2/14/2008	4/22/2009
389	LOCKHEED MARTIN CORP	PURCHASED	2/14/2008	12/02/2009
390	LOGITECH INTL SA	PURCHASED	2/14/2008	3/12/2009
391	LOTTMATICA SPA SPONSORED	PURCHASED	6/19/2008	11/27/2009
392	LOTTMATICA SPA SPONSORED	PURCHASED	10/31/2008	11/27/2009

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
393	LOWES COMPANIES INC	PURCHASED	2/14/2008	4/21/2009
394	LOWES COMPANIES INC	PURCHASED	2/14/2008	5/01/2009
395	LOWES COMPANIES INC	PURCHASED	2/14/2008	12/23/2009
396	LUXOTTICA GROUP SPA SPON ADR	PURCHASED	2/14/2008	3/23/2009
397	MANTECH INTL CORP CL A	PURCHASED	2/14/2008	2/20/2009
398	MARRIOTT INTL INC NEW CL A	PURCHASED	10/08/2008	12/03/2009
399	MAXIMUS INC	PURCHASED	2/14/2008	10/20/2009
400	MERCK & CO	PURCHASED	2/14/2008	5/18/2009
401	MERCK & CO	PURCHASED	2/14/2008	7/29/2009
402	MERCK & CO	PURCHASED	2/14/2008	10/13/2009
403	MERCK & CO	PURCHASED	2/14/2008	10/28/2009
404	MERCK & CO INC NEW COM	PURCHASED	2/14/2008	11/11/2009
405	MERCK & CO INC NEW COM	PURCHASED	2/14/2008	12/16/2009
406	MICROSOFT CORP	PURCHASED	2/14/2008	7/01/2009
407	MICROSOFT CORP	PURCHASED	2/14/2008	10/26/2009
408	MINDRAY MEDICAL INTL LTD	PURCHASED	2/28/2008	8/21/2009
409	NATCO GRP INC	PURCHASED	2/14/2008	7/21/2009
410	NESTLE SPON ADR REP REG SHR	PURCHASED	2/14/2008	4/08/2009
411	NESTLE SPON ADR REP REG SHR	PURCHASED	2/14/2008	7/07/2009
412	NESTLE SPON ADR REP REG SHR	PURCHASED	2/14/2008	8/20/2009
413	NESTLE SPON ADR REP REG SHR	PURCHASED	2/14/2008	10/21/2009
414	NESTLE SPON ADR REP REG SHR	PURCHASED	2/14/2008	11/11/2009
415	NEWELL RUBBERMAID INC	PURCHASED	2/14/2008	4/28/2009
416	NIDEC CORP	PURCHASED	2/14/2008	5/19/2009
417	NIDEC CORP	PURCHASED	2/14/2008	5/29/2009
418	NIKE INC B	PURCHASED	2/14/2008	4/29/2009
419	NIKE INC B	PURCHASED	2/14/2008	6/10/2009
420	NOBLE ENERGY INC	PURCHASED	2/14/2008	2/19/2009
421	NOKIA CP ADR	PURCHASED	2/14/2008	8/19/2009
422	NOKIA CP ADR	PURCHASED	3/14/2008	8/19/2009
423	NOKIA CP ADR	PURCHASED	4/17/2008	8/19/2009
424	NOKIA CP ADR	PURCHASED	7/01/2008	8/19/2009
425	NORTHROP GRUMMAN CP(HLDG CO)	PURCHASED	2/14/2008	8/26/2009
426	NORTHROP GRUMMAN CP(HLDG CO)	PURCHASED	2/14/2008	11/04/2009
427	OMNICOM GROUP	PURCHASED	4/09/2008	8/12/2009
428	OMNICOM GROUP	PURCHASED	4/09/2008	10/02/2009
429	OMNICOM GROUP	PURCHASED	5/21/2008	10/02/2009
430	ORACLE CORP	PURCHASED	2/14/2008	3/11/2009
431	ORACLE CORP	PURCHASED	2/14/2008	4/22/2009
432	ORACLE CORP	PURCHASED	2/14/2008	8/19/2009
433	ORBITAL SCIENCE CORP	PURCHASED	2/14/2008	7/14/2009
434	PAREXEL INTL CORP	PURCHASED	2/14/2008	9/29/2009
435	PENTAIR INC	PURCHASED	2/14/2008	7/10/2009
436	PENTAIR INC	PURCHASED	2/14/2008	10/29/2009
437	PERFECT WORLD CO LTD ADR	PURCHASED	4/08/2008	6/24/2009
438	PHARMERICA CORP COM	PURCHASED	8/01/2008	11/25/2009
439	PHILIP MORRIS INTL INC	PURCHASED	2/14/2008	9/30/2009
440	PIONEER NATURAL RESOURCES CO	PURCHASED	2/14/2008	4/02/2009
441	PRECISION CASTPARTS CORP	PURCHASED	5/08/2008	6/08/2009
442	PRECISION CASTPARTS CORP	PURCHASED	5/08/2008	6/08/2009
443	PROCTER & GAMBLE	PURCHASED	2/14/2008	4/01/2009
444	PRUDENTIAL FINANCIAL INC	PURCHASED	2/14/2008	4/15/2009
445	PSYCHIATRIC SOLUTIONS INC	PURCHASED	2/14/2008	4/06/2009
446	PUBLICIS GROUPE SA ADS	PURCHASED	2/14/2008	4/07/2009
447	RESEARCH IN MOTION	PURCHASED	2/14/2008	4/01/2009
448	RESEARCH IN MOTION	PURCHASED	2/14/2008	5/18/2009

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
449	RESEARCH IN MOTION	PURCHASED	2/14/2008	6/22/2009
450	ROWAN COMPANIES INC	PURCHASED	2/14/2008	7/27/2009
451	ROWAN COMPANIES INC	PURCHASED	2/14/2008	8/24/2009
452	SCHERING PLOUGH CORP	PURCHASED	2/21/2008	3/09/2009
453	SCHERING PLOUGH CORP	PURCHASED	3/03/2008	3/09/2009
454	SCHERING PLOUGH CORP	PURCHASED	3/25/2008	4/23/2009
455	SCHERING PLOUGH CORP	PURCHASED	3/31/2008	4/23/2009
456	SCHLUMBERGER LTD	PURCHASED	2/14/2008	10/21/2009
457	SHANDA INTERACTIVE ENMTNT ADR	PURCHASED	2/14/2008	3/03/2009
458	SHANDA INTERACTIVE ENMTNT ADR	PURCHASED	2/14/2008	9/11/2009
459	SOHU.COM INC	PURCHASED	2/14/2008	12/01/2009
460	SOHU.COM INC	PURCHASED	10/17/2008	12/01/2009
461	SPSS INC	PURCHASED	2/28/2008	4/27/2009
462	SPSS INC	PURCHASED	2/28/2008	8/10/2009
463	ST JUDE MEDICAL INC	PURCHASED	2/14/2008	6/03/2009
464	ST JUDE MEDICAL INC	PURCHASED	2/14/2008	6/24/2009
465	STANLEY INC	PURCHASED	2/14/2008	8/31/2009
466	STATE STREET CORP	PURCHASED	2/14/2008	11/04/2009
467	SUN HEALTHCARE GRP INC NEW	PURCHASED	2/14/2008	7/14/2009
468	SUN HEALTHCARE GRP INC NEW	PURCHASED	2/19/2008	7/14/2009
469	SUNCOR ENERGY INC	PURCHASED	2/14/2008	3/12/2009
470	SUNCOR ENERGY INC	PURCHASED	2/14/2008	5/12/2009
471	TAIWAN SMCNDCTR MFG CO LTD ADR	PURCHASED	8/26/2008	9/08/2009
472	TARGET CORPORATION	PURCHASED	2/14/2008	10/13/2009
473	TELEFONICA SA ADR	PURCHASED	2/14/2008	7/16/2009
474	TELEFONICA SA ADR	PURCHASED	2/14/2008	7/21/2009
475	TELEFONICA SA ADR	PURCHASED	5/08/2008	7/21/2009
476	TELEFONICA SA ADR	PURCHASED	5/21/2008	7/21/2009
477	TEVA PHARMACEUTICALS ADR	PURCHASED	2/14/2008	2/18/2009
478	TEVA PHARMACEUTICALS ADR	PURCHASED	2/14/2008	3/19/2009
479	TEVA PHARMACEUTICALS ADR	PURCHASED	2/14/2008	8/03/2009
480	TEVA PHARMACEUTICALS ADR	PURCHASED	2/14/2008	8/17/2009
481	THERMO FISHER SCIENTIFIC INC	PURCHASED	2/14/2008	7/24/2009
482	THERMO FISHER SCIENTIFIC INC	PURCHASED	2/14/2008	9/21/2009
483	THERMO FISHER SCIENTIFIC INC	PURCHASED	2/14/2008	9/30/2009
484	THERMO FISHER SCIENTIFIC INC	PURCHASED	6/30/2008	9/30/2009
485	TIME WARNER CABLE INC NEW	PURCHASED	2/14/2008	3/12/2009
486	TNT N.V. ADS	PURCHASED	2/14/2008	4/28/2009
487	TOTAL FINA ELF SA	PURCHASED	2/14/2008	5/13/2009
488	TOTAL FINA ELF SA	PURCHASED	2/14/2008	8/20/2009
489	TOTAL FINA ELF SA	PURCHASED	2/14/2008	10/28/2009
490	TOWER GRP INC	PURCHASED	2/14/2008	4/01/2009
491	TRUE RELIGION APPAREL INC	PURCHASED	9/15/2008	10/20/2009
492	UDR INC COM	PURCHASED	2/14/2008	10/28/2009
493	ULTRALIFE CORP	PURCHASED	2/14/2008	3/03/2009
494	ULTRALIFE CORP	PURCHASED	2/19/2008	3/03/2009
495	ULTRAPAR PART SA ADS PFD SHS	PURCHASED	5/12/2008	7/06/2009
496	UNILEVER NV NY SH NEW	PURCHASED	6/19/2008	7/07/2009
497	UNITED THERAPEUTICS CORP	PURCHASED	2/14/2008	11/09/2009
498	VISA INC CL A	PURCHASED	5/15/2008	7/21/2009
499	VISA INC CL A	PURCHASED	6/23/2008	7/21/2009
500	VISA INC CL A	PURCHASED	10/10/2008	12/23/2009
501	VISTAPRINT LIMITED	PURCHASED	2/14/2008	4/27/2009
502	VODAFONE GP PLC ADS NEW	PURCHASED	2/14/2008	9/17/2009
503	WALT DISNEY CO HLDG CO	PURCHASED	8/20/2008	9/16/2009
504	WEATHERFORD INTERNATIONAL LTD	PURCHASED	2/14/2008	5/01/2009

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
505	WEATHERFORD INTERNATIONAL LTD	PURCHASED	2/14/2008	6/04/2009
506	WEATHERFORD INTERNATIONAL LTD	PURCHASED	2/14/2008	6/25/2009
507	WEATHERFORD INTERNATIONAL LTD	PURCHASED	2/14/2008	8/04/2009
508	WESTERN UN CO	PURCHASED	2/14/2008	4/24/2009
509	WESTERN UN CO	PURCHASED	2/14/2008	10/06/2009
510	WYETH	PURCHASED	2/14/2008	7/08/2009
511	WYETH	PURCHASED	2/14/2008	8/05/2009
512	WYETH	PURCHASED	2/14/2008	9/02/2009
513	WYETH	PURCHASED	2/14/2008	10/07/2009
514	ZIMMER HLDGS INC	PURCHASED	6/27/2008	7/24/2009
515	ZIMMER HLDGS INC	PURCHASED	7/24/2008	9/29/2009
516	ZIMMER HLDGS INC	PURCHASED	9/23/2008	9/29/2009
517	ZIMMER HLDGS INC	PURCHASED	10/13/2008	10/22/2009
518	ZOLL MEDICAL CORPORATION	PURCHASED	5/16/2008	5/19/2009
519	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
520	CAPITAL GAIN DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
521	VARIOUS	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	47,818.		100,000.	-52,182.				$ -52,182.
2	4.		9.	-5.				-5.
3	255.		533.	-278.				-278.
4	49.		84.	-35.				-35.
5	9.		22.	-13.				-13.
6	6,900.		6,400.	500.				500.
7	1,085.		1,085.	0.				0.
8	13,172.		41,674.	-28,502.				-28,502.
9	16.		134.	-118.				-118.
10	9,900.		10,267.	-367.				-367.
11	5,167.		5,358.	-191.				-191.
12	204.		248.	-44.				-44.
13	486.		374.	112.				112.
14	621.		435.	186.				186.
15	378.		272.	106.				106.
16	150.		131.	19.				19.
17	258.		253.	5.				5.
18	129.		114.	15.				15.
19	458.		434.	24.				24.
20	134.		124.	10.				10.
21	134.		130.	4.				4.
22	293.		276.	17.				17.
23	412.		533.	-121.				-121.
24	254.		198.	56.				56.
25	406.		253.	153.				153.
26	97.		154.	-57.				-57.
27	130.		113.	17.				17.
28	33.		44.	-11.				-11.
29	326.		254.	72.				72.
30	265.		293.	-28.				-28.
31	236.		229.	7.				7.
32	163.		166.	-3.				-3.
33	717.		621.	96.				96.
34	409.		527.	-118.				-118.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
35	53.		69.	-16.				$ -16.
36	296.		321.	-25.				-25.
37	254.		275.	-21.				-21.
38	236.		230.	6.				6.
39	107.		94.	13.				13.
40	291.		285.	6.				6.
41	395.		391.	4.				4.
42	720.		437.	283.				283.
43	751.		491.	260.				260.
44	131.		102.	29.				29.
45	11.		33.	-22.				-22.
46	225.		1,605.	-1,380.				-1,380.
47	109.		608.	-499.				-499.
48	602.		762.	-160.				-160.
49	258.		283.	-25.				-25.
50	184.		307.	-123.				-123.
51	532.		1,572.	-1,040.				-1,040.
52	89.		140.	-51.				-51.
53	107.		124.	-17.				-17.
54	265.		295.	-30.				-30.
55	99.		103.	-4.				-4.
56	63.		449.	-386.				-386.
57	32.		150.	-118.				-118.
58	32.		64.	-32.				-32.
59	21.		42.	-21.				-21.
60	99.		439.	-340.				-340.
61	93.		435.	-342.				-342.
62	66.		228.	-162.				-162.
63	398.		272.	126.				126.
64	646.		389.	257.				257.
65	226.		156.	70.				70.
66	91.		83.	8.				8.
67	117.		306.	-189.				-189.
68	117.		321.	-204.				-204.
69	100.		272.	-172.				-172.
70	231.		460.	-229.				-229.
71	11.		0.	11.				11.
72	685.		699.	-14.				-14.
73	174.		409.	-235.				-235.
74	44.		70.	-26.				-26.
75	125.		120.	5.				5.
76	200.		209.	-9.				-9.
77	317.		159.	158.				158.
78	309.		356.	-47.				-47.
79	260.		280.	-20.				-20.
80	512.		258.	254.				254.
81	589.		405.	184.				184.
82	485.		300.	185.				185.
83	148.		105.	43.				43.
84	439.		763.	-324.				-324.
85	314.		347.	-33.				-33.
86	119.		89.	30.				30.
87	618.		673.	-55.				-55.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
88	244.		290.	-46.				$ -46.
89	280.		212.	68.				68.
90	452.		641.	-189.				-189.
91	129.		75.	54.				54.
92	334.		188.	146.				146.
93	332.		561.	-229.				-229.
94	570.		566.	4.				4.
95	236.		272.	-36.				-36.
96	319.		340.	-21.				-21.
97	276.		333.	-57.				-57.
98	265.		145.	120.				120.
99	135.		423.	-288.				-288.
100	48.		71.	-23.				-23.
101	321.		414.	-93.				-93.
102	99.		312.	-213.				-213.
103	156.		264.	-108.				-108.
104	148.		493.	-345.				-345.
105	29.		44.	-15.				-15.
106	129.		135.	-6.				-6.
107	377.		376.	1.				1.
108	479.		451.	28.				28.
109	523.		381.	142.				142.
110	532.		381.	151.				151.
111	258.		191.	67.				67.
112	515.		401.	114.				114.
113	1,038.		557.	481.				481.
114	1,354.		1,236.	118.				118.
115	568.		507.	61.				61.
116	450.		341.	109.				109.
117	287.		465.	-178.				-178.
118	1.		0.	1.				1.
119	32.		0.	32.				32.
120	849.		1,000.	-151.				-151.
121	465.		410.	55.				55.
122	286.		294.	-8.				-8.
123	694.		1,422.	-728.				-728.
124	955.		1,605.	-650.				-650.
125	337.		302.	35.				35.
126	360.		155.	205.				205.
127	29.		0.	29.				29.
128	438.		429.	9.				9.
129	609.		763.	-154.				-154.
130	305.		265.	40.				40.
131	843.		1,198.	-355.				-355.
132	388.		553.	-165.				-165.
133	562.		1,014.	-452.				-452.
134	204.		480.	-276.				-276.
135	54.		120.	-66.				-66.
136	161.		337.	-176.				-176.
137	269.		488.	-219.				-219.
138	624.		750.	-126.				-126.
139	242.		253.	-11.				-11.
140	419.		302.	117.				117.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
141	24.		0.	24.				$ 24.
142	314.		501.	-187.				-187.
143	277.		499.	-222.				-222.
144	49.		56.	-7.				-7.
145	206.		305.	-99.				-99.
146	217.		284.	-67.				-67.
147	527.		508.	19.				19.
148	919.		914.	5.				5.
149	297.		485.	-188.				-188.
150	138.		422.	-284.				-284.
151	31.		46.	-15.				-15.
152	228.		229.	-1.				-1.
153	141.		361.	-220.				-220.
154	149.		234.	-85.				-85.
155	320.		296.	24.				24.
156	252.		449.	-197.				-197.
157	540.		494.	46.				46.
158	172.		175.	-3.				-3.
159	503.		577.	-74.				-74.
160	551.		659.	-108.				-108.
161	344.		300.	44.				44.
162	4.		0.	4.				4.
163	164.		140.	24.				24.
164	4.		0.	4.				4.
165	1,094.		901.	193.				193.
166	221.		223.	-2.				-2.
167	113.		69.	44.				44.
168	182.		475.	-293.				-293.
169	8.		21.	-13.				-13.
170	381.		691.	-310.				-310.
171	893.		909.	-16.				-16.
172	521.		512.	9.				9.
173	816.		1,036.	-220.				-220.
174	262.		408.	-146.				-146.
175	359.		649.	-290.				-290.
176	359.		624.	-265.				-265.
177	631.		616.	15.				15.
178	357.		279.	78.				78.
179	299.		262.	37.				37.
180	127.		129.	-2.				-2.
181	29.		40.	-11.				-11.
182	28.		43.	-15.				-15.
183	120.		449.	-329.				-329.
184	40.		104.	-64.				-64.
185	20.		49.	-29.				-29.
186	256.		291.	-35.				-35.
187	395.		457.	-62.				-62.
188	266.		291.	-25.				-25.
189	76.		78.	-2.				-2.
190	416.		737.	-321.				-321.
191	416.		701.	-285.				-285.
192	307.		335.	-28.				-28.
193	208.		597.	-389.				-389.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
194	61.		55.	6.				$ 6.
195	20.		18.	2.				2.
196	121.		111.	10.				10.
197	101.		75.	26.				26.
198	73.		75.	-2.				-2.
199	204.		181.	23.				23.
200	311.		241.	70.				70.
201	138.		120.	18.				18.
202	484.		294.	190.				190.
203	228.		446.	-218.				-218.
204	291.		207.	84.				84.
205	420.		1,236.	-816.				-816.
206	213.		1,236.	-1,023.				-1,023.
207	14.		64.	-50.				-50.
208	407.		455.	-48.				-48.
209	39.		44.	-5.				-5.
210	126.		120.	6.				6.
211	429.		376.	53.				53.
212	515.		461.	54.				54.
213	237.		229.	8.				8.
214	49.		46.	3.				3.
215	282.		266.	16.				16.
216	546.		802.	-256.				-256.
217	265.		343.	-78.				-78.
218	250.		314.	-64.				-64.
219	244.		228.	16.				16.
220	241.		335.	-94.				-94.
221	405.		401.	4.				4.
222	243.		243.	0.				0.
223	317.		297.	20.				20.
224	68.		0.	68.				68.
225	150.		93.	57.				57.
226	749.		1,213.	-464.				-464.
227	608.		268.	340.				340.
228	419.		347.	72.				72.
229	378.		286.	92.				92.
230	519.		306.	213.				213.
231	205.		188.	17.				17.
232	405.		291.	114.				114.
233	252.		188.	64.				64.
234	561.		407.	154.				154.
235	193.		0.	193.				193.
236	686.		2,923.	-2,237.				-2,237.
237	379.		472.	-93.				-93.
238	282.		243.	39.				39.
239	77.		97.	-20.				-20.
240	243.		292.	-49.				-49.
241	470.		423.	47.				47.
242	5.		0.	5.				5.
243	110.		77.	33.				33.
244	281.		200.	81.				81.
245	465.		392.	73.				73.
246	866.		1,430.	-564.				-564.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
247	278.		442.	-164.				$ -164.
248	87.		234.	-147.				-147.
249	44.		87.	-43.				-43.
250	302.		283.	19.				19.
251	140.		108.	32.				32.
252	176.		85.	91.				91.
253	254.		203.	51.				51.
254	509.		425.	84.				84.
255	269.		252.	17.				17.
256	210.		301.	-91.				-91.
257	105.		154.	-49.				-49.
258	161.		439.	-278.				-278.
259	66.		131.	-65.				-65.
260	387.		568.	-181.				-181.
261	414.		848.	-434.				-434.
262	241.		370.	-129.				-129.
263	188.		277.	-89.				-89.
264	87.		53.	34.				34.
265	159.		185.	-26.				-26.
266	337.		369.	-32.				-32.
267	267.		267.	0.				0.
268	905.		718.	187.				187.
269	437.		327.	110.				110.
270	50.		85.	-35.				-35.
271	291.		325.	-34.				-34.
272	474.		470.	4.				4.
273	416.		514.	-98.				-98.
274	278.		300.	-22.				-22.
275	397.		322.	75.				75.
276	159.		101.	58.				58.
277	185.		203.	-18.				-18.
278	158.		295.	-137.				-137.
279	181.		139.	42.				42.
280	392.		410.	-18.				-18.
281	270.		279.	-9.				-9.
282	207.		153.	54.				54.
283	1,139.		833.	306.				306.
284	71.		91.	-20.				-20.
285	285.		359.	-74.				-74.
286	214.		269.	-55.				-55.
287	214.		268.	-54.				-54.
288	255.		358.	-103.				-103.
289	78.		141.	-63.				-63.
290	97.		176.	-79.				-79.
291	303.		277.	26.				26.
292	57.		37.	20.				20.
293	788.		755.	33.				33.
294	433.		388.	45.				45.
295	220.		337.	-117.				-117.
296	161.		169.	-8.				-8.
297	595.		442.	153.				153.
298	486.		401.	85.				85.
299	974.		1,105.	-131.				-131.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
300	46.		54.	-8.				$ -8.
301	346.		407.	-61.				-61.
302	185.		217.	-32.				-32.
303	300.		448.	-148.				-148.
304	324.		301.	23.				23.
305	544.		889.	-345.				-345.
306	63.		76.	-13.				-13.
307	569.		617.	-48.				-48.
308	649.		433.	216.				216.
309	162.		220.	-58.				-58.
310	208.		429.	-221.				-221.
311	449.		1,044.	-595.				-595.
312	125.		250.	-125.				-125.
313	62.		138.	-76.				-76.
314	235.		249.	-14.				-14.
315	215.		227.	-12.				-12.
316	197.		210.	-13.				-13.
317	179.		1,731.	-1,552.				-1,552.
318	590.		665.	-75.				-75.
319	273.		270.	3.				3.
320	756.		927.	-171.				-171.
321	632.		1,063.	-431.				-431.
322	334.		459.	-125.				-125.
323	784.		586.	198.				198.
324	685.		761.	-76.				-76.
325	205.		230.	-25.				-25.
326	209.		305.	-96.				-96.
327	765.		1,663.	-898.				-898.
328	179.		277.	-98.				-98.
329	458.		455.	3.				3.
330	528.		493.	35.				35.
331	286.		361.	-75.				-75.
332	62.		80.	-18.				-18.
333	462.		650.	-188.				-188.
334	245.		478.	-233.				-233.
335	819.		1,377.	-558.				-558.
336	309.		502.	-193.				-193.
337	201.		204.	-3.				-3.
338	268.		229.	39.				39.
339	447.		557.	-110.				-110.
340	516.		634.	-118.				-118.
341	481.		653.	-172.				-172.
342	223.		277.	-54.				-54.
343	606.		622.	-16.				-16.
344	315.		263.	52.				52.
345	399.		513.	-114.				-114.
346	161.		205.	-44.				-44.
347	442.		555.	-113.				-113.
348	281.		366.	-85.				-85.
349	580.		731.	-151.				-151.
350	516.		1,117.	-601.				-601.
351	711.		1,894.	-1,183.				-1,183.
352	419.		536.	-117.				-117.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
353	411.		271.	140.				$ 140.
354	162.		282.	-120.				-120.
355	54.		104.	-50.				-50.
356	313.		357.	-44.				-44.
357	1,140.		2,127.	-987.				-987.
358	397.		465.	-68.				-68.
359	114.		132.	-18.				-18.
360	440.		528.	-88.				-88.
361	629.		507.	122.				122.
362	485.		495.	-10.				-10.
363	614.		629.	-15.				-15.
364	526.		711.	-185.				-185.
365	372.		355.	17.				17.
366	186.		177.	9.				9.
367	394.		535.	-141.				-141.
368	875.		1,070.	-195.				-195.
369	183.		201.	-18.				-18.
370	262.		610.	-348.				-348.
371	221.		516.	-295.				-295.
372	471.		796.	-325.				-325.
373	181.		284.	-103.				-103.
374	199.		302.	-103.				-103.
375	38.		55.	-17.				-17.
376	624.		843.	-219.				-219.
377	157.		1,084.	-927.				-927.
378	98.		192.	-94.				-94.
379	66.		132.	-66.				-66.
380	435.		577.	-142.				-142.
381	435.		556.	-121.				-121.
382	249.		322.	-73.				-73.
383	354.		429.	-75.				-75.
384	231.		264.	-33.				-33.
385	445.		1,008.	-563.				-563.
386	75.		149.	-74.				-74.
387	1,269.		1,418.	-149.				-149.
388	225.		322.	-97.				-97.
389	313.		430.	-117.				-117.
390	281.		941.	-660.				-660.
391	721.		1,035.	-314.				-314.
392	240.		268.	-28.				-28.
393	372.		447.	-75.				-75.
394	254.		282.	-28.				-28.
395	446.		447.	-1.				-1.
396	546.		1,034.	-488.				-488.
397	459.		356.	103.				103.
398	4.		0.	4.				4.
399	330.		260.	70.				70.
400	537.		984.	-447.				-447.
401	448.		703.	-255.				-255.
402	261.		375.	-114.				-114.
403	515.		750.	-235.				-235.
404	534.		750.	-216.				-216.
405	453.		563.	-110.				-110.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
406	241.		287.	-46.				$ -46.
407	575.		574.	1.				1.
408	409.		481.	-72.				-72.
409	285.		358.	-73.				-73.
410	622.		773.	-151.				-151.
411	382.		429.	-47.				-47.
412	202.		215.	-13.				-13.
413	316.		300.	16.				16.
414	570.		515.	55.				55.
415	263.		734.	-471.				-471.
416	426.		551.	-125.				-125.
417	464.		568.	-104.				-104.
418	437.		500.	-63.				-63.
419	1,086.		1,187.	-101.				-101.
420	149.		229.	-80.				-80.
421	111.		329.	-218.				-218.
422	272.		694.	-422.				-422.
423	235.		551.	-316.				-316.
424	346.		671.	-325.				-325.
425	536.		877.	-341.				-341.
426	304.		478.	-174.				-174.
427	454.		579.	-125.				-125.
428	606.		757.	-151.				-151.
429	321.		444.	-123.				-123.
430	343.		443.	-100.				-100.
431	443.		443.	0.				0.
432	470.		424.	46.				46.
433	286.		514.	-228.				-228.
434	222.		461.	-239.				-239.
435	191.		273.	-82.				-82.
436	516.		579.	-63.				-63.
437	240.		206.	34.				34.
438	291.		457.	-166.				-166.
439	432.		457.	-25.				-25.
440	246.		622.	-376.				-376.
441	259.		378.	-119.				-119.
442	259.		380.	-121.				-121.
443	698.		1,006.	-308.				-308.
444	520.		1,416.	-896.				-896.
445	219.		477.	-258.				-258.
446	411.		509.	-98.				-98.
447	501.		1,062.	-561.				-561.
448	520.		676.	-156.				-156.
449	204.		290.	-86.				-86.
450	305.		527.	-222.				-222.
451	179.		301.	-122.				-122.
452	545.		567.	-22.				-22.
453	357.		365.	-8.				-8.
454	195.		180.	15.				15.
455	520.		348.	172.				172.
456	487.		591.	-104.				-104.
457	345.		315.	30.				30.
458	343.		201.	142.				142.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
459	453.		380.	73.				$ 73.
460	57.		54.	3.				3.
461	216.		276.	-60.				-60.
462	249.		197.	52.				52.
463	766.		834.	-68.				-68.
464	364.		395.	-31.				-31.
465	514.		470.	44.				44.
466	463.		909.	-446.				-446.
467	264.		452.	-188.				-188.
468	19.		34.	-15.				-15.
469	270.		535.	-265.				-265.
470	586.		923.	-337.				-337.
471	242.		221.	21.				21.
472	706.		749.	-43.				-43.
473	623.		761.	-138.				-138.
474	908.		1,099.	-191.				-191.
475	489.		606.	-117.				-117.
476	349.		438.	-89.				-89.
477	462.		471.	-9.				-9.
478	393.		424.	-31.				-31.
479	856.		754.	102.				102.
480	153.		141.	12.				12.
481	576.		739.	-163.				-163.
482	819.		1,023.	-204.				-204.
483	262.		341.	-79.				-79.
484	219.		278.	-59.				-59.
485	17.		0.	17.				17.
486	15.		0.	15.				15.
487	334.		438.	-104.				-104.
488	1,708.		2,262.	-554.				-554.
489	498.		584.	-86.				-86.
490	126.		142.	-16.				-16.
491	190.		197.	-7.				-7.
492	133.		203.	-70.				-70.
493	209.		483.	-274.				-274.
494	43.		85.	-42.				-42.
495	683.		852.	-169.				-169.
496	293.		357.	-64.				-64.
497	515.		529.	-14.				-14.
498	66.		81.	-15.				-15.
499	531.		654.	-123.				-123.
500	346.		196.	150.				150.
501	221.		249.	-28.				-28.
502	326.		480.	-154.				-154.
503	479.		541.	-62.				-62.
504	353.		684.	-331.				-331.
505	369.		586.	-217.				-217.
506	717.		1,204.	-487.				-487.
507	570.		977.	-407.				-407.
508	515.		639.	-124.				-124.
509	709.		809.	-100.				-100.
510	451.		400.	51.				51.
511	560.		480.	80.				80.

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
512	999.		839.	160.				$ 160.
513	877.		719.	158.				158.
514	395.		603.	-208.				-208.
515	214.		270.	-56.				-56.
516	375.		474.	-99.				-99.
517	108.		112.	-4.				-4.
518	236.		491.	-255.				-255.
519	344.		0.	344.				344.
520	344.		0.	344.				344.
521	2,343.		0.	2,343.				2,343.
							TOTAL	$ -125,039.

STATEMENT 6
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CRITTENTON SERVICES PO BOX 9 FULLERTON, CA 92836	NONE	N/A	GENERAL OPERATIONS	$ 15,000.
CHURCH DYNAMICS INC. PO BOX 1817 VISTA, CA 92085	NONE	N/A	MINISTRY SUPPORT	5,000.
BOYS & GIRLS CLUB OF FULLERTON 348 WEST COMMONWEALTH AVE FULLERTON, CA 92632	NONE	N/A	EDUCATIONAL AND CHARITABLE	13,000.
FRIENDS CABRILLO AQUARIUM 3720 STEPHEN WHITE DRIVE SAN PEDRO, CA 90731	NONE	N/A	GENERAL OPERATIONS	15,000.
FIRST BAPTIST CHURCH OF PALOS VERDES 28 MOCCASIN LANE ROLLING HILLS ESTATE, CA 90274	NONE	N/A	YOUTH MINISTRY	60,000.
COMPASSION INTERNATIONAL INCORPORATED 12290 VOYAGER PKWY COLORADO SPRINGS, CO 80921	NONE	N/A	GENERAL OPERATIONS	7,500.
			TOTAL	$ 115,500.