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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 , 2009, and ending , 20

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

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

Name of foundation

E. MANDELL AND BETSY DEWINDT FOUNDATION

A Employer identification number

34-1536552

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)

36 RIVERVIEW ROAD

City or town, state, and ZIP code

HOBE SOUND, FL 33455

C If exemption application is pending, check here ☐

D 1 Foreign organizations check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 363,146.
J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)

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

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule) if the foundation is not required to attach Sch. B.				
2 Check ☐				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	6,572.	6,551.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-22,230.			
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)				
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 Total. Add lines 1 through 11	-15,658.	6,551.		
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)				
b Accounting fees (attach schedule)	2,001.	2,001.		
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	27.	27.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	2,028.	2,028.		
25 Contributions, gifts, grants paid	31,500.			31,500.
26 Total expenses and disbursements. Add lines 24 and 25	33,528.	2,028.		31,500.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-49,186.			
b Net investment income (if negative, enter -0-)		4,523.		
c Adjusted net income (if negative, enter -0-)			-0-	

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

* ATCH 2 JSA ** ATCH 3

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments	33,353.	14,418.	14,418.	
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)				
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule)	417,475.	387,224.	348,728.	
	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)				
	14	Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	450,828.	401,642.	363,146.		
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)					
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒					
	27	Capital stock, trust principal, or current funds	450,828.	401,642.		
	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)	450,828.	401,642.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	450,828.	401,642.			

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	450,828.
2	Enter amount from Part I, line 27a	2	-49,186.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	401,642.
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	401,642.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
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) 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			
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	-22,230
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	If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8 3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	20,525.	278,815.	0.073615
2007	21,468.	318,103.	0.067488
2006	14,750.	306,273.	0.048160
2005	29,868.	308,917.	0.096686
2004	18,420.	336,476.	0.054744

2 Total of line 1, column (d)	2	0.340693
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	0.068139
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	346,839.
5 Multiply line 4 by line 3	5	23,633.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45.
7 Add lines 5 and 6	7	23,678.
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	31,500.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	45.
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	
3 Add lines 1 and 2		3	45.
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	45.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	84.	
b Exempt foreign organizations-tax withheld at source	6b	0.	
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	84.	
8 Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	39.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 39. Refunded	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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?		
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
4a 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?		
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	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) OH,		
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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ CONNER & ASSOCIATES Telephone no ☐ 440-617-0391			
Located at ☐ 26016 DETROIT RD., STE. 3 WESTLAKE, OH ZIP + 4 ☐ 44145				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐			
and enter the amount of tax-exempt interest received or accrued during the year ☐ 15				

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No **5b**

Organizations relying on a current notice regarding disaster assistance check here ☒

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

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

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

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

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** X

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
E. MANDELL DE WINDT HOBE SOUND, FL 33455	PRES/TRES 1.00	0.	0.	0.
PAMELA BURKE GATES MILLS, OH 44040	VICE PRES 2.00	0.	0.	0.
DANA DE WINDT PALM CITY, FL 33490	SECRETARY .25	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 ☐

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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		

Total number of others receiving over \$50,000 for professional services **NONE**

Part IX-A Summary of Direct Charitable Activities

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

1 N/A

2

3

4

Expenses

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

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

1 NONE

2

All other program-related investments See page 24 of the instructions

3 NONE

Amount

Total. Add lines 1 through 3

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	327,340.
b	Average of monthly cash balances	1b	24,781.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	352,121.
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	0.
3	Subtract line 2 from line 1d	3	352,121.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	5,282.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	346,839.
6	Minimum investment return. Enter 5% of line 5	6	17,342.

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	17,342.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	45.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	45.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	17,297.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	17,297.
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	17,297.

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	31,500.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
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	31,500.
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	45.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,455.

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				17,297.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 .20 06 .20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				1,687.
c From 2006				
d From 2007				5,627.
e From 2008				6,734.
f Total of lines 3a through e	14,048.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$				31,500.
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				17,297.
e Remaining amount distributed out of corpus	14,203.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	28,251.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
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)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	28,251.			
10 Analysis of line 9				
a Excess from 2005				1,687.
b Excess from 2006				
c Excess from 2007				5,627.
d Excess from 2008				6,734.
e Excess from 2009				14,203.

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

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

E. M. DEWINDT, 36 RIVERVIEW ROAD, HOBE SOUND, FL 33455

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

NONE

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

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

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

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year ATTACHMENT 4				
Total			▶ 3a	31,500.
b Approved for future payment				
Total			▶ 3b	

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

- | | | | | |
|----------|--|--------------|------------|-----------|
| 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? | | Yes | No |
| 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. | | | |

[illegible]

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

- b** If "Yes," complete the following schedule

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. I am the preparer (other than taxpayer or fiduciary) of this return.

Signature of officer or trustee

Date _____

Title

Paid Preparer's Use Only	
---	--

Preparer's

Firm's name (or yours if self-employed), address, and ZIP code

Date _____

7/28/10

☐ Check if self-employed

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)
P00533581

20-4363538

Phone no 440-617-0390

Form **990-PF** (2009)

Form **8868**

(Rev April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

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

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

Type or print	Name of Exempt Organization	Employer identification number
	E. MANDELL AND BETSY DEWINDT FOUNDATION	34-1536552
	Number, street, and room or suite no. If a P.O. box, see instructions	
File by the due date for filing your return. See instructions	36 RIVERVIEW ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	HOBE SOUND, FL 33455	

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

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

- The books are in the care of ► CONNER & ASSOCIATES

Telephone No ► 440 617-0391FAX No ► 440 617-0395

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ☒ calendar year 2009 or
 ► ☐ tax year beginning _____, _____, and ending _____, _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	84.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	84.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev 4-2009)

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SEE ML #02016 STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS SHORT TERM (6,228) LONG TERM (2,598)	VARIOUS
		SEE ML #02015 STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS SHORT TERM -207.	VARIOUS
		SEE ML #02015 STATEMENT ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS LONG TERM -13,197.	VARIOUS
TOTAL GAIN (LOSS)							<u>-22,230</u>	



EMATM Fiscal Statement

SUMMARY OF CHECKING ACTIVITY

Date Cleared	Date Written	Check Number	Payee	Amount
01/02/09	12/22/08	00001006	BOYS & GIRLS CLUB OF MARTIN CO	10,000.00
04/13/09	03/23/09	00001007	UNITED WAY OF MARTIN CO	1,500.00
06/18/09	06/01/09	00001009	CATCH	10,000.00
09/01/09	08/27/09	00001010	HUGGINS HOSPITAL CAPITAL DRIVE	10,000.00
12/23/09	11/23/09	00001013	UNITED WAY OF CLEVELAND	10,000.00
Total Checking Activity				41,500.00

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
2,274.0000	VAN KAMPEN 704 SELECT 5	10/15/07	01/08/09	12,514.88	19,489.77	(6,974.89) LT
11.0000	VAN KAMPEN 704 SELECT 5	11/25/07	01/06/09	60.53	93.58	(33.03) LT
9.0000	VAN KAMPEN 704 SELECT 5	12/25/07	01/06/09	49.53	78.52	(28.99) LT
13.0000	VAN KAMPEN 704 SELECT 5	02/25/08	01/06/09	71.54	103.63	(32.09) ST
11.0000	VAN KAMPEN 704 SELECT 5	03/25/08	01/06/09	60.54	82.33	(21.79) ST
14.0000	VAN KAMPEN 704 SELECT 5	05/25/08	01/06/09	77.05	107.94	(30.89) ST
12.0000	VAN KAMPEN 704 SELECT 5	06/25/08	01/06/09	66.06	80.28	(14.22) ST
1,112.0000	VAN KAMPEN 724 SELECT	01/07/08	04/06/09	6,638.93	9,922.70	(3,283.77) LT
986.1930	DEL INFL PRCTD BD CL A	04/21/09	08/19/09	10,000.00	10,108.46	(108.46) ST
1,506.0240	GABELLI UTILITIES CL A	08/28/08	12/28/09	10,000.00	12,876.49	(2,876.49) LT

PLEASE SEE REVERSE SIDE
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 Statement Period Year Ending 12/31/09
 Account No. 617-02015





EMATM Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
11/09/09	Fgn Div Tax		POTASH CORP SASKATCHEWAN		0.08	
12/04/09	Fgn Div Tax		TEVA PHARMACTCL INDS ADR		0.28	
12/07/09	Fgn Div Tax		PETROLEO BRAS VTG SPD ADR		0.56	
12/08/09	Fgn Div Tax		TOTAL S.A. SP ADR		5.34	
12/08/09	Fgn Div Tax		TOTAL S.A. SP ADR		3.56	
12/24/09	Cash in Lieu		AOL INC			17.23
12/29/09	Fgn Div Tax		PETROLEO BRAS VTG SPD ADR		0.37	
	Net Total				2,027.96	20.85

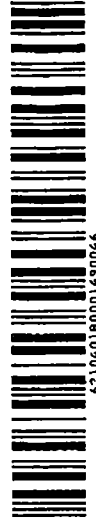
REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
11 0000	ADOBE SYS DEL PV\$ 0.001	07/18/08	01/15/09	229.75	461.12	(231.37) ST
4 0000	ADOBE SYS DEL PV\$ 0.001	09/18/08	01/15/09	83.55	151.03	(67.48) ST
1 0000	BARD C R INC	07/18/08	01/26/09	86.32	91.05	(4.73) ST
1 0000	CSX CORP	07/18/08	01/26/09	27.89	60.53	(32.64) ST
6 0000	CVS CAREMARK CORP	03/07/07	01/27/09	165.61	188.53	(22.92) LT
13 0000	COVENTRY HEALTH CARE INC	07/18/08	01/27/09	195.14	388.83	(193.69) ST
1 0000	COVENTRY HEALTH CARE INC	10/14/08	01/27/09	15.02	28.26	(13.24) ST
1 0000	EXPRESS SCRIPTS INC COM	07/18/08	01/26/09	53.75	62.80	(9.05) ST
2 0000	GOLDMAN SACHS GROUP INC	07/18/08	01/27/09	173.41	364.06	(190.65) ST
3 0000	W W GRAINGER INCORP	07/18/08	01/26/09	213.46	265.68	(52.22) ST
1 0000	HARRIS CORP DEL	07/18/08	01/26/09	43.66	50.25	(6.59) ST
5 0000	HOVANIAN ENTRPRSES CL A	07/18/08	01/22/09	8.10	32.65	(24.55) ST
12 0000	INTEL CORP	07/18/08	01/23/09	156.95	263.96	(107.01) ST
6 0000	JOHNSON AND JOHNSON COM	07/18/08	01/06/09	355.51	407.82	(52.31) ST
12 0000	MEDLIFE INC COM	10/25/04	01/15/09	337.32	419.71	(82.39) LT
6 0000	MEDTRONIC INC COM	07/18/08	01/06/09	187.84	320.05	(132.21) ST
3 0000	MEDTRONIC INC COM	09/10/08	01/06/09	93.93	162.89	(68.96) ST
5 0000	PNC FINCL SERVICES GROUP	08/07/08	01/20/09	127.28	358.37	(231.09) ST
2 0000	PNC FINCL SERVICES GROUP	08/13/08	01/20/09	50.92	140.15	(89.23) ST
2 0000	PROCTER & GAMBLE CO	07/18/08	01/07/09	122.64	127.16	(4.52) ST

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Statement Period Year Ending 12/31/09
Account No 617-02016

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Merrill Lynch



Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
12 0000	ROYAL CARIBBEAN CRUISES	07/18/08	01/08/09	148.85	289.67	(140.82) ST
42 0000	SANMINA-SCI CORP	07/18/08	01/20/09	14.52	59.22	(44.70) ST
2 0000	SANMINA-SCI CORP	10/06/08	01/20/09	0.69	2.60	(1.91) ST
47 0000	SANMINA-SCI CORP	10/15/08	01/20/09	16.27	49.30	(33.03) ST
2 0000	XTO ENERGY INC	07/18/08	01/26/09	72.40	111.70	(39.30) ST
18 0000	WELLS FARGO & CO NEW DEL	12/08/08	01/15/09	355.58	566.37	(210.79) ST
14 0000	BANK OF AMERICA CORP	03/11/04	02/11/09	82.97	562.32	(479.35) LT
8 0000	GILEAD SCIENCES INC COM	07/18/08	02/05/09	417.14	398.56	18.58 ST
3 0000	GILEAD SCIENCES INC COM	07/18/08	02/13/09	152.04	149.46	2.58 ST
1 0000	W W GRAINGER INCORP	07/18/08	02/18/09	71.42	88.57	(17.15) ST
1 0000	W W GRAINGER INCORP	07/31/08	02/18/09	71.42	90.73	(19.31) ST
1 0000	LOCKHEED MARTIN CORP	07/18/08	02/09/09	79.94	100.60	(20.66) ST
9 0000	MARSH & MCLENNAN COS INC	07/18/08	02/04/09	173.41	255.87	(82.46) ST
4 0000	MARSH & MCLENNAN COS INC	07/18/08	02/06/09	80.86	113.71	(32.85) ST
2 0000	MCDONALDS CORP COM	07/18/08	02/04/09	115.79	120.82	(5.03) ST
5 0000	PG&E CORP	08/29/08	02/18/09	179.36	208.08	(28.72) ST
3 0000	RAYTHEON CO DELAWARE NEW	07/18/08	02/09/09	144.08	168.26	(24.18) ST
15 0000	ROYAL CARIBBEAN CRUISES	07/18/08	02/11/09	103.11	362.11	(259.00) ST
6 0000	3M COMPANY	10/23/08	02/09/09	323.84	364.21	(40.37) ST
1 0000	AFFILIATED COMP SVCS A	07/18/08	03/16/09	47.12	50.39	(3.27) ST
11 0000	BANK OF AMERICA CORP	03/11/04	03/05/09	48.03	441.84	(393.81) LT
1 0000	BANK OF AMERICA CORP	03/09/05	03/05/09	4.36	45.79	(41.43) LT
7 0000	BANK OF AMERICA CORP	09/13/05	03/05/09	30.57	299.04	(268.47) LT
7 0000	BANK OF AMERICA CORP	09/17/08	03/05/09	30.57	193.23	(162.66) ST
2 0000	BANK OF AMERICA CORP	10/06/08	03/05/09	8.74	66.54	(57.80) ST
2 0000	EXPRESS SCRIPTS INC COM	07/18/08	02/25/09	114.07	125.62	(11.55) ST
1 0000	EXPRESS SCRIPTS INC COM	07/18/08	03/16/09	48.94	62.81	(13.87) ST
5 0000	GENENTECH INC NEW	07/18/08	03/13/09	469.99	407.00	62.99 ST
3 0000	GENENTECH INC NEW	11/13/08	03/13/09	282.00	240.16	41.84 ST
4 0000	GENZYME CORPORATION	07/18/08	03/03/09	207.43	314.43	(107.00) ST
2 0000	W W GRAINGER INCORP	07/31/08	03/05/09	127.71	181.49	(53.78) ST
9 0000	HEWLETT PACKARD CO DEL	03/11/04	02/25/09	263.89	199.25	64.64 LT
2 0000	INTL BUSINESS MACHINES	10/20/04	03/05/09	166.15	177.88	(11.73) LT
1 0000	INTL BUSINESS MACHINES	10/20/04	03/05/09	88.42	88.93	(0.51) LT
7 0000	KOHL'S CORP WISC PV 1CT	10/23/08	03/13/09	266.75	208.45	58.30 ST
3 0000	MCDONALDS CORP COM	07/18/08	03/13/09	155.82	181.23	(25.41) ST
3 0000	MCDONALDS CORP COM	07/18/08	03/23/09	163.52	181.24	(17.72) ST
10 0000	ORACLE CORP \$0.01 DEL	07/18/08	03/12/09	149.12	211.88	(62.76) ST
3 0000	PG&E CORP	08/29/08	03/05/09	113.96	124.85	(10.89) ST
1 0000	PG&E CORP	10/02/08	03/05/09	37.99	39.13	(1.14) ST

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Account No
617-02016

X

00135227





Merrill Lynch



Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
1.0000	PEPSICO INC	07/18/08	02/27/09	48.71	65.44	(16.73) ST
7.0000	PROCTER & GAMBLE CO	07/18/08	03/24/09	333.99	445.06	(111.07) ST
8.0000	PROTECTIVE LIFE CORP COM	07/18/08	03/30/09	48.55	281.12	(232.57) ST
11.0000	PROTECTIVE LIFE CORP COM	10/15/08	03/30/09	66.76	180.44	(113.68) ST
6.0000	RAYTHEON CO DELAWARE NEW	07/18/08	03/16/09	208.05	336.55	(128.50) ST
2.0000	RAYTHEON CO DELAWARE NEW	09/11/08	03/16/09	69.36	118.40	(49.04) ST
9.0000	STAPLES INC	07/18/08	02/27/09	144.35	202.02	(57.67) ST
4.0000	UNITED TECHS CORP COM	10/14/08	02/27/09	163.95	213.03	(49.08) ST
1.0000	XTO ENERGY INC	07/18/08	03/16/09	30.97	55.85	(24.88) ST
6.0000	APOLLO GROUP INC CL A	01/16/09	03/27/09	460.61	534.07	(73.46) ST
2.0000	AMAZON COM INC COM	12/04/08	03/27/09	140.83	98.10	42.73 ST
8.0000	BHP BILLITON LTD ADR	02/10/09	04/13/09	375.74	360.28	15.46 ST
4.0000	BAXTER INTERNL INC	07/18/08	04/13/09	201.30	274.32	(73.02) ST
5.0000	COSTCO WHOLESALE CRP DEL	07/30/08	04/21/09	226.73	314.09	(87.36) ST
2.0000	COSTCO WHOLESALE CRP DEL	08/07/08	04/21/09	90.70	132.02	(41.32) ST
2.0000	COSTCO WHOLESALE CRP DEL	10/06/08	04/21/09	90.70	121.00	(30.30) ST
22.0000	CARMAX INC	07/18/08	04/03/09	268.48	297.55	(29.07) ST
12.0000	COVIDIEN LTD	07/18/08	04/03/09	375.16	588.60	(213.44) ST
4.0000	CHUBB CORP	03/11/04	04/01/09	168.05	139.77	28.28 LT
12.0000	EXXON MOBIL CORP COM	07/18/08	04/13/09	819.74	970.32	(150.58) ST
9.0000	FPL GROUP INC	07/18/08	04/14/09	453.96	585.12	(131.16) ST
5.0000	FREERT-MCMRAN CPR & GLD	02/05/09	04/07/09	208.18	142.69	65.49 ST
11.0000	INTEL CORP	07/18/08	04/08/09	170.94	241.97	(71.03) ST
19.0000	JUNIPER NETWORKS INC	11/20/08	04/07/09	300.04	273.35	26.69 ST
10.0000	JUNIPER NETWORKS INC	12/09/08	04/07/09	157.92	169.23	(11.31) ST
4.0000	KOHL'S CORP WISC PV 1CT	10/30/08	03/30/09	167.37	135.24	32.13 ST
1.0000	LOCKHEED MARTIN CORP	07/18/08	04/22/09	75.64	100.60	(24.96) ST
5.0000	MARSH & MCLENNAN COS INC	07/18/08	04/23/09	100.45	142.16	(41.71) ST
4.0000	MARSH & MCLENNAN COS INC	09/10/08	04/23/09	80.36	130.00	(49.64) ST
5.0000	NESTLE S A REP RG SH ADR	07/18/08	04/08/09	172.80	212.55	(39.75) ST
9.0000	ORACLE CORP \$0.01 DEL	07/18/08	04/22/09	173.33	190.69	(17.36) ST
12.0000	PRUDENTIAL FINANCIAL INC	07/18/08	04/20/09	312.19	733.44	(421.25) ST
6.0000	PHILIP MORRIS INTL INC	03/11/04	04/13/09	223.86	183.87	39.99 LT
7.0000	PROCTER & GAMBLE CO	07/18/08	04/01/09	325.88	445.06	(119.18) ST
4.0000	WAL-MART STORES INC	06/20/05	04/09/09	203.90	195.44	8.46 LT
1.0000	WYETH	03/11/04	04/13/09	42.36	38.22	4.14 LT
7.0000	WYETH	01/09/07	04/13/09	296.53	363.65	(67.12) LT
25.0000	ABB LTD SPON ADR	03/25/09	05/13/09	365.00	349.15	15.85 ST
7.0000	AMERICAN TOWER CORP CL A	07/18/08	05/05/09	214.53	276.43	(61.90) ST
1.0000	APPLE INC	12/06/05	05/13/09	120.84	74.06	46.78 LT

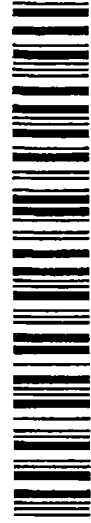
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617-02016

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Merrill Lynch



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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
6 0000	BECTON DICKINSON CO	07/18/08	05/12/09	381.10	508.20	(127.10) ST
6 0000	CANADIAN NATL RAILWAY CO	04/06/09	05/13/09	235.85	223.31	12.54 ST
4 0000	CANADIAN NATL RAILWAY CO	04/13/09	05/13/09	157.24	161.00	(3.76) ST
2 0000	CVS CAREMARK CORP	03/07/07	05/13/09	63.59	62.85	0.74 LT
2 0000	CVS CAREMARK CORP	04/17/08	05/13/09	63.59	80.51	(16.92) LT
2 0000	CHUBB CORP	03/11/04	05/01/09	78.48	69.89	8.59 LT
6 0000	CHUBB CORP	10/28/04	05/01/09	235.46	213.62	21.84 LT
3 0000	CHUBB CORP	09/22/08	05/01/09	117.73	170.44	(52.71) ST
3 0000	COCA COLA COM	12/21/05	04/30/09	130.64	123.85	6.79 LT
2 0000	COCA COLA COM	01/09/07	04/30/09	87.10	97.29	(10.19) LT
4 0000	CUMMINS INC COM	04/23/09	05/13/09	118.59	125.22	(6.63) ST
2 0000	DEERE CO	07/18/08	05/13/09	82.02	134.53	(52.51) ST
4 0000	DEERE CO	08/13/08	05/22/09	169.75	256.72	(86.97) ST
5 0000	DEERE CO	03/23/09	05/22/09	212.21	165.40	46.81 ST
3 0000	EXELON CORPORATION	07/18/08	04/30/09	139.73	249.08	(109.35) ST
8 0000	EXELON CORPORATION	07/18/08	05/06/09	379.38	664.25	(284.87) ST
2 0000	FREERT-MCMRAN CPR & GLD	02/05/09	05/13/09	94.47	57.08	37.39 ST
2 0000	FREERT-MCMRAN CPR & GLD	02/05/09	05/13/09	92.42	57.07	35.35 ST
2 0000	GOLDMAN SACHS GROUP INC	07/18/08	05/13/09	262.93	364.07	(101.14) ST
7 0000	GENZYME CORPORATION	07/18/08	05/01/09	366.88	550.28	(183.40) ST
6 0000	HEWLETT PACKARD CO DEL	03/11/04	05/08/09	205.97	132.84	73.13 LT
11 0000	INTEL CORP	07/18/08	05/06/09	177.03	241.97	(64.94) ST
2 0000	KOHL'S CORP WISC PV 1CT	10/30/08	05/01/09	85.62	67.63	17.99 ST
5 0000	KOHL'S CORP WISC PV 1CT	11/21/08	05/01/09	214.05	128.14	85.91 ST
3 0000	NIKE INC CL B	07/18/08	04/29/09	163.77	172.96	(9.19) ST
2 0000	PHILIP MORRIS INTL INC	03/11/04	05/19/09	84.32	61.29	23.03 LT
1 0000	PHILIP MORRIS INTL INC	07/18/08	05/19/09	42.16	50.39	(8.23) ST
4 0000	PEPSICO INC	07/18/08	04/30/09	200.85	261.75	(60.90) ST
2 0000	POTASH CORP SASKATCHEWAN	12/16/08	05/04/09	189.86	152.81	37.05 ST
2 0000	POTASH CORP SASKATCHEWAN	02/04/09	05/04/09	189.86	158.26	31.60 ST
3 0000	QUALCOMM INC	07/31/08	05/08/09	124.85	167.36	(42.51) ST
1 0000	QUALCOMM INC	07/31/08	05/13/09	39.97	55.79	(15.82) ST
3 0000	QUALCOMM INC	09/25/08	05/13/09	119.91	138.33	(18.42) ST
1 0000	QUALCOMM INC	10/06/08	05/13/09	39.98	39.58	0.40 ST
5 0000	J M SMUCKER CO	11/12/08	05/20/09	202.37	200.26	2.11 ST
2 0000	J M SMUCKER CO	11/19/08	05/20/09	80.95	79.92	1.03 ST
2 0000	SHERWIN WILLIAMS	10/08/08	05/20/09	112.62	106.39	6.23 ST
3 0000	STAPLES INC	07/18/08	04/29/09	62.54	67.34	(4.80) ST
2 0000	TOTAL S.A SP ADR	07/18/08	05/13/09	111.20	150.87	(39.67) ST
5 0000	TARGET CORP COM	03/13/09	05/13/09	203.30	149.16	54.14 ST

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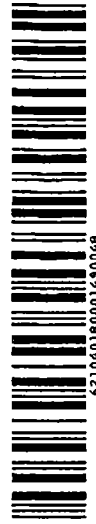
REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
6 0000	APOLLO GROUP INC CL A	05/13/09	06/01/09	363.63	364.44	(0.81) ST
5.0000	BAXTER INTERNTL INC	07/18/08	06/03/09	247.68	342.90	(95.22) ST
19.0000	CA INC	03/02/09	06/01/09	323.96	321.83	2.33 ST
5.0000	COLGATE PALMOLIVE	07/18/08	06/25/09	356.70	344.59	12.11 ST
5.0000	HES CORP	07/18/08	06/18/09	268.32	488.15	(219.83) ST
2.0000	HARRIS STRATEX NETWORKS	05/27/09	06/05/09	11.42	10.68	0.74 ST
4.0000	HEWLETT PACKARD CO DEL	03/11/04	06/24/09	150.02	88.57	61.45 LT
6.0000	JOHNSON AND JOHNSON COM	07/18/08	05/27/09	326.45	407.82	(81.37) ST
8.0000	KROGER CO	10/22/08	06/03/09	181.56	213.55	(31.99) ST
6.0000	KROGER CO	10/22/08	06/15/09	129.58	160.18	(30.60) ST
7.0000	KROGER CO	11/06/08	06/15/09	151.19	189.54	(38.35) ST
8.0000	NIKE INC CL B	07/18/08	06/12/09	457.32	461.25	(3.93) ST
2.0000	PNC FINCL SERVICES GROUP	08/13/08	06/02/09	83.22	140.16	(56.94) ST
7.0000	PNC FINCL SERVICES GROUP	12/09/08	06/02/09	291.29	389.05	(97.76) ST
7.0000	STAPLES INC	07/18/08	06/17/09	143.66	157.13	(13.47) ST
6.0000	TARGET CORP COM	03/13/09	06/01/09	247.65	179.01	68.64 ST
6.0000	TARGET CORP COM	03/26/09	06/01/09	247.65	204.97	42.68 ST
4.0000	VERIZON COMMUNICATNS COM	10/27/08	06/01/09	117.19	111.54	5.65 ST
7.0000	VERIZON COMMUNICATNS COM	11/12/08	06/01/09	205.10	205.72	(0.62) ST
12.0000	ALTRIA GROUP INC	02/25/09	07/08/09	195.89	186.07	9.82 ST
1.0000	ALTRIA GROUP INC	02/25/09	07/15/09	16.76	15.51	1.25 ST
5.0000	ALTRIA GROUP INC	04/01/09	07/15/09	83.80	81.17	2.63 ST
7.0000	ALTRIA GROUP INC	04/01/09	07/22/09	120.79	113.64	7.15 ST
19.0000	AETNA INC NEW	01/08/09	07/22/09	469.11	562.87	(93.76) ST
6.0000	AETNA INC NEW	01/29/09	07/22/09	148.14	198.01	(49.87) ST
8.0000	BOEING COMPANY	06/01/09	07/07/09	318.53	376.26	(57.73) ST
10.0000	BRISTOL-MYERS SQUIBB CO	11/17/08	07/20/09	198.41	198.17	0.24 ST
4.0000	BRISTOL-MYERS SQUIBB CO	11/17/08	07/21/09	79.98	79.28	0.70 ST
12.0000	BRISTOL-MYERS SQUIBB CO	02/26/09	07/21/09	239.96	245.82	(5.86) ST
1.0000	CNOOC LTD ADR	04/14/09	06/29/09	125.97	115.43	10.54 ST
2.0000	CNOOC LTD ADR	04/14/09	06/30/09	248.51	230.88	17.63 ST
4.0000	CELGENE CORP COM	05/28/09	07/20/09	187.65	168.00	19.65 ST
1.0000	CME GROUP INC	06/01/09	07/22/09	275.60	330.81	(55.21) ST
10.0000	COVIDIEN PLC SHS	05/14/09	07/22/09	356.25	357.34	(1.09) ST
8.0000	CISCO SYSTEMS INC COM	07/18/08	06/29/09	152.31	172.72	(20.41) ST
3.0000	COCA COLA COM	01/09/07	07/24/09	147.38	145.95	1.43 LT
6.0000	COCA COLA COM	04/03/07	07/24/09	294.77	294.24	0.53 LT
3.0000	COCA COLA COM	04/17/08	07/24/09	147.39	181.80	(34.41) LT
6.0000	COLGATE PALMOLIVE	07/18/08	07/21/09	439.25	413.53	25.72 LT
4.0000	DANAHER CORP DEL COM	07/18/08	07/21/09	253.84	331.92	(78.08) LT

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
4 0000	FREERT-MCMRAN CPR & GLD	02/05/09	07/07/09	180.93	114.17	66.76 ST
6.0000	FREERT-MCMRAN CPR & GLD	02/09/09	07/07/09	271.41	181.65	89.76 ST
2 0000	FREERT-MCMRAN CPR & GLD	05/01/09	07/07/09	90.47	88.05	2.42 ST
2 0000	GOLDMAN SACHS GROUP INC	09/17/08	07/08/09	273.82	203.46	70.36 ST
7.0000	GENERAL MILLS	03/30/09	07/21/09	408.49	350.33	58.16 ST
3 0000	GENERAL MILLS	05/13/09	07/21/09	175.07	159.85	15.22 ST
3 0000	HEWLETT PACKARD CO DEL	04/17/08	07/01/09	116.51	141.69	(25.18) LT
5.0000	HEWLETT PACKARD CO DEL	09/24/08	07/01/09	194.20	234.39	(40.19) ST
4.0000	LOCKHEED MARTIN CORP	07/18/08	07/20/09	325.26	402.40	(77.14) LT
2.0000	OCCIDENTAL PETE CORP CAL	07/18/08	07/24/09	143.14	154.62	(11.48) LT
6.0000	PHILIP MORRIS INTL INC	07/18/08	07/20/09	262.37	302.39	(40.02) LT
9.0000	SCHLUMBERGER LTD	07/18/08	07/07/09	446.96	911.41	(464.45) ST
3 0000	SCHLUMBERGER LTD	11/24/08	07/07/09	148.99	138.03	10.96 ST
3 0000	UNITED PARCEL SVC CL B	11/26/08	07/21/09	157.29	166.48	(9.19) ST
9.0000	XTO ENERGY INC	07/18/08	06/30/09	344.93	502.64	(157.71) ST
1 0000	WAL-MART STORES INC	06/20/05	07/20/09	48.54	48.86	(0.32) LT
3 0000	WAL-MART STORES INC	12/07/05	07/20/09	145.63	143.28	2.35 LT
1 0000	WYETH	01/09/07	07/08/09	45.13	51.95	(6.82) LT
4 0000	WYETH	03/01/07	07/08/09	180.52	196.88	(16.36) LT
4 0000	EMERSON ELEC CO	04/13/09	08/04/09	144.54	127.65	16.89 ST
4.0000	FPL GROUP INC	07/18/08	08/19/09	227.08	260.06	(32.98) LT
4 0000	GILEAD SCIENCES INC COM	07/18/08	08/24/09	183.46	199.27	(15.81) LT
11 0000	INTEL CORP	07/18/08	08/07/09	205.22	241.97	(36.75) LT
3 0000	LOCKHEED MARTIN CORP	07/18/08	08/24/09	222.09	301.80	(79.71) LT
7.0000	LOWE'S COMPANIES INC	12/04/08	08/05/09	157.42	155.41	2.01 ST
3 0000	MERCK&CO INC	07/18/08	07/29/09	208.74	263.55	(54.81) LT
3 0000	NORTHROP GRUMMAN CORP	07/18/08	08/26/09	146.36	196.51	(50.15) LT
6.0000	OMNICOM GROUP COM	07/18/08	08/12/09	209.36	253.54	(44.18) LT
11 0000	ORACLE CORP \$0.01 DEL	07/18/08	08/07/09	236.10	233.07	3.03 LT
9 0000	ORACLE CORP \$0.01 DEL	07/18/08	08/19/09	193.04	190.69	2.35 LT
10.0000	STAPLES INC	07/18/08	07/31/09	208.58	224.48	(15.90) LT
22 0000	SYMANTEC CORP COM	05/06/09	08/05/09	335.03	378.81	(43.78) ST
3 0000	3M COMPANY	12/10/08	07/29/09	205.68	172.07	33.61 ST
1 0000	3M COMPANY	12/17/08	07/29/09	68.56	58.61	9.95 ST
11 0000	WESTERN UN CO	06/10/09	07/29/09	199.25	193.25	6.00 ST
6 0000	WESTERN UN CO	06/10/09	07/30/09	110.01	105.42	4.59 ST
3.0000	WYETH	03/01/07	08/05/09	140.22	147.67	(7.45) LT
2.0000	WYETH	05/02/07	08/05/09	93.49	111.68	(18.19) LT
8 0000	ALLSTATE CORP DEL COM	07/18/08	09/09/09	229.50	358.91	(129.41) LT
3 0000	AMAZON COM INC COM	12/04/08	09/02/09	237.14	147.16	89.98 ST

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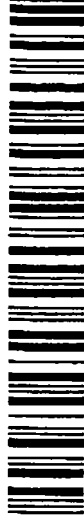
REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
5 0000	CELGENE CORP COM	05/28/09	09/17/09	264.64	210.01	54.63 ST
4 0000	CUMMINS INC COM	04/23/09	09/22/09	182.22	125.23	56.99 ST
8 0000	DISNEY (WALT) CO COM STK	08/20/08	09/16/09	225.68	254.63	(28.95) LT
3 0000	FPL GROUP INC	07/18/08	09/16/09	165.03	195.05	(30.02) LT
3 0000	HARMAN INTL INDS INC NEW	07/18/08	09/02/09	83.22	124.05	(40.83) LT
2 0000	HARMAN INTL INDS INC NEW	10/14/08	09/02/09	55.49	46.53	8.96 ST
3 0000	LOCKHEED MARTIN CORP	07/18/08	09/11/09	222.25	301.80	(79.55) LT
4 0000	NORTHN TRUST CORP	07/18/08	09/18/09	235.38	310.20	(74.82) LT
1 0000	NORTHN TRUST CORP	09/10/08	09/18/09	58.84	81.59	(22.75) LT
2 0000	NORTHN TRUST CORP	10/06/08	09/18/09	117.71	122.10	(4.39) ST
4 0000	TIME WARNER INC SHS	05/01/09	09/18/09	117.83	90.97	26.86 ST
5 0000	UNITED STS STL CORP NEW	05/04/09	09/04/09	211.34	157.42	53.92 ST
1 0000	UNITED STS STL CORP NEW	05/04/09	09/11/09	45.57	31.49	14.08 ST
4 0000	UNITED STS STL CORP NEW	06/10/09	09/11/09	182.28	155.78	26.50 ST
5 0000	UNITED STS STL CORP NEW	07/20/09	09/11/09	227.86	196.17	31.69 ST
1 0000	WAL-MART STORES INC	12/07/05	09/14/09	50.69	47.77	2.92 LT
6 0000	WAL-MART STORES INC	11/20/06	09/14/09	304.20	287.56	16.64 LT
2 0000	WAL-MART STORES INC	07/19/07	09/14/09	101.41	97.05	4.36 LT
8 0000	YUM BRANDS INC	07/18/08	09/11/09	267.53	280.48	(12.95) LT
1 0000	YUM BRANDS INC	10/06/08	09/11/09	33.44	29.20	4.24 ST
3 0000	YUM BRANDS INC	06/15/09	09/11/09	100.33	103.57	(3.24) ST
5 0000	WYETH	05/02/07	09/02/09	238.07	279.22	(41.15) LT
3 0000	WYETH	04/17/08	09/02/09	142.85	131.26	11.59 LT
1 0000	WYETH	11/17/08	09/02/09	47.62	33.87	13.75 ST
16 0000	AMERICAN TOWER CORP CL A	07/18/08	09/29/09	584.10	631.84	(47.74) LT
17 0000	ASML HLDG N V NEW YORK	08/10/09	10/21/09	510.83	432.16	78.67 ST
7 0000	BROADCOM CORP CALIF CL A	05/29/09	10/12/09	210.77	178.80	31.97 ST
4 0000	DEVON ENERGY CORP NEW	11/19/08	10/16/09	284.81	283.20	1.61 ST
14 0000	DOMINION RES INC NEW VA	07/18/08	10/15/09	481.13	620.34	(139.21) LT
4 0000	DOMINION RES INC NEW VA	07/18/08	10/16/09	137.28	177.25	(39.97) LT
4 0000	EATON CORP	07/18/08	10/21/09	258.84	288.84	(30.00) LT
1 0000	GOLDMAN SACHS GROUP INC	09/17/08	10/15/09	188.49	101.74	86.75 LT
6 0000	OMNICOM GROUP COM	07/18/08	09/30/09	222.03	253.55	(31.52) LT
2 0000	OMNICOM GROUP COM	07/18/08	10/01/09	73.06	84.52	(11.46) LT
3 0000	OMNICOM GROUP COM	09/12/08	10/01/09	109.59	122.22	(12.63) LT
4 0000	OMNICOM GROUP COM	02/11/09	10/01/09	146.13	111.73	34.40 ST
4 0000	PHILIP MORRIS INTL INC	07/18/08	09/30/09	192.13	201.59	(9.46) LT
9 0000	QUALCOMM INC	01/15/09	10/08/09	378.40	316.10	60.30 ST
5 0000	QUALCOMM INC	03/05/09	10/08/09	209.11	175.79	33.32 ST
3 0000	QUALCOMM INC	04/16/09	10/08/09	125.47	122.49	2.98 ST

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REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Price	Cost Basis	Gain or (Loss)
3 0000	J M SMUCKER CO	07/15/09	09/30/09	158.73	148.51	10.22 ST
3 0000	TRANSOCEAN LTD	07/18/08	10/13/09	263.36	429.03	(165.67) LT
7 0000	WYETH	11/17/08	10/07/09	340.97	237.12	103.85 ST
6 0000	BHP BILLITON LTD ADR	07/21/09	10/28/09	400.31	352.61	47.70 ST
8 0000	CVS CAREMARK CORP	04/17/08	11/11/09	239.69	322.05	(82.36) LT
8 0000	CVS CAREMARK CORP	07/18/08	11/11/09	239.70	299.20	(59.50) LT
2 0000	CVS CAREMARK CORP	05/04/09	11/11/09	59.93	63.43	(3.50) ST
4 0000	GOLDMAN SACHS GROUP INC	10/14/08	11/02/09	688.40	485.08	203.32 LT
4 0000	MONSANTO CO NEW DEL COM	12/08/05	10/30/09	268.68	156.29	112.39 LT
1 0000	MONSANTO CO NEW DEL COM	10/06/08	10/30/09	67.17	78.13	(10.96) LT
7 0000	MERCK AND CO INC SHS	07/18/08	11/11/09	234.32	263.55	(29.23) LT
6 0000	MERCK&CO INC	07/18/08	10/28/09	192.78	225.89	(33.11) LT
4 0000	MICROSOFT CORP	01/10/06	11/04/09	113.18	107.22	5.96 LT
5 0000	NESTLE S A REP RG SH ADR	07/18/08	11/11/09	237.56	212.55	25.01 LT
3 0000	NORTHROP GRUMMAN CORP	07/18/08	11/04/09	151.92	196.51	(44.59) LT
5 0000	STATE STREET CORP	07/18/08	11/04/09	211.07	345.19	(134.12) LT
3 0000	TOTAL S A SP ADR	07/18/08	10/28/09	183.61	226.32	(42.71) LT
3 0000	AMGEN INC COM PV \$0.0001	06/30/09	11/27/09	169.53	158.77	10.76 ST
13 0000	BRINKER INTL INC	07/18/08	12/07/09	182.00	241.02	(59.02) LT
3 0000	CSX CORP	07/18/08	12/07/09	148.37	181.59	(33.22) LT
4 0000	CVS CAREMARK CORP	05/04/09	12/02/09	123.19	126.87	(3.68) ST
3 0000	CVS CAREMARK CORP	05/05/09	12/02/09	92.40	94.70	(2.30) ST
2 0000	GILEAD SCIENCES INC COM	07/18/08	12/16/09	86.49	99.64	(13.15) LT
11 0000	HONEYWELL INTL INC DEL	09/15/09	12/11/09	450.11	439.67	10.44 ST
1 0000	INTL BUSINESS MACHINES	10/20/04	11/25/09	127.14	88.94	38.20 LT
1 0000	INTL BUSINESS MACHINES	10/20/04	12/16/09	128.74	88.95	39.79 LT
1 0000	INTL BUSINESS MACHINES	07/18/08	12/16/09	128.75	129.81	(1.06) LT
2 0000	LOCKHEED MARTIN CORP	07/18/08	12/02/09	156.62	201.20	(44.58) LT
14 0000	MACYS INC	08/12/09	12/22/09	244.00	222.73	21.27 ST
5 0000	MERCK AND CO INC SHS	07/18/08	12/16/09	188.94	188.26	0.68 LT
1 0000	MERCK AND CO INC SHS	10/29/08	12/16/09	37.80	30.00	7.80 LT
5 0000	J C PENNEY CO COM	09/14/09	12/04/09	138.88	159.65	(20.77) ST
9 0000	J C PENNEY CO COM	09/14/09	12/17/09	243.80	287.37	(43.57) ST
4 0000	J C PENNEY CO COM	09/18/09	12/17/09	108.37	135.28	(26.91) ST
14 0000	WALGREEN CO	04/21/09	12/18/09	510.67	422.00	88.67 ST
3 0000	WALGREEN CO	04/29/09	12/18/09	109.43	94.86	14.57 ST
9 0000	WELLS FARGO & CO NEW DEL	04/16/09	12/15/09	234.29	170.37	63.92 ST
11 0000	WELLS FARGO & CO NEW DEL	05/08/09	12/15/09	286.36	288.52	(2.16) ST

PLEASE SEE REVERSE SIDE
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 Statement Period Year Ending 12/31/09
 Account No 617-02016



ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MERRILL LYNCH 617-02015	4,445.	4,445.
MERRILL LYNCH 617-02016	2,106.	2,106.
NONTAXABLE DIVIDEND DISTRIB	21.	
TOTAL	<u>6,572.</u>	<u>6,551.</u>

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	2,001.	2,001.
TOTALS	2,001.	2,001.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES ON INVEST INCOME	27.	27.
TOTALS	27.	27.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 4				
RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT	
UNITED WAY SERVICES 1331 EUCLID AVE CLEVELAND, OH 44115	NONE PUBLIC CHARITY	GENERAL FUND	10,000	
CATCH P O BOX 201 JUPITER, FL 33455	NONE PUBLIC CHARITY	GENERAL FUND	10,000	
HUGGINS HOSPITAL P O BOX 910 HOBE SOUND, FL 33475	NONE PUBLIC SHARITY	GENERAL FUND	10,000	
UNITED WAY MARTIN COUNTY 341 W 38TH STREET JUPITER, FL 33455	NONE PUBLIC CHARITY	ANNUAL FUND	1,500	
TOTAL CONTRIBUTIONS PAID			31,500	

ATTACHMENT 4

ATTACHMENT 4

FEDERAL FOOTNOTES

PART VII-A - STATEMENTS REGARDING ACTIVITIES QUESTION 8B EXPLANATION

FILING IS NO LONGER REQUIRED FOR THE STATE OF OHIO.