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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 , 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
Joseph H. Thompson Fund

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
c/o C.E. Bartter, 440 Old Reservoir Road

City or town, state, and ZIP code
Berea, OH 44017-2561

A Employer identification number
34-6520252

B Telephone number (see page 10 of the instructions)
216-771-3450

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)* ▶ $ 1,911,955.53

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	6,241.47	6,241.47	n/a	
	4	Dividends and interest from securities	49,946.89	49,946.89	n/a	
	5a	Gross rents				
	b	Net rental income or (loss) _____				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a _____				
	7	Capital gain net income (from Part IV, line 2)		-0-		
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	56,188.36	56,188.36	n/a	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	3,714.53	1,857.27		1,857.26
	c	Other professional fees (attach schedule)	9,082.00	4,541.00		4,541.00
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)				
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	3,689.13	3,689.13		-0-
	22	Printing and publications	316.00	158.00		158.00
	23	Other expenses (attach schedule)				
	24	**Total operating and administrative expenses.** Add lines 13 through 23	16,801.66	10,245.40	n/a	6,556.26
	25	Contributions, gifts, grants paid	119,700.00			119,700.00
	26	**Total expenses and disbursements.** Add lines 24 and 25	136,501.66	10,245.40	n/a	126,256.26
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(80,313.30)			
	b	**Net investment income** (if negative, enter -0-)		45,942.96		
	c	**Adjusted net income** (if negative, enter -0-)			n/a	

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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	16,516.18	-0-	-0-
	2	Savings and temporary cash investments		13,419 49	13,419.49
	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			
	10a	Investments—U.S. and state government obligations (attach schedule)	116,559.05	101,339.41	108,189.08
	b	Investments—corporate stock (attach schedule)	1,199,000.60	1,113,387.67	1,790,346.96
	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)	1,332,075.83	1,228,146.57	1,911,955.53
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			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	1,332,075.83	1,228,146.57	
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,332,075.83	1,228,146.57	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,332,075.83	1,228,146.57	

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	1,332,075.83
2	Enter amount from Part I, line 27a	2	(80,313.30)
3	Other increases not included in line 2 (itemize) ▶ Capital Losses	3	(21,271.45)
4	Add lines 1, 2, and 3	4	1,230,491.08
5	Decreases not included in line 2 (itemize) ▶ Excise Tax	5	(2,344.51)
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,228,146.57

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—[illegible]	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a	225 shs. Covidien	P	5/14/02	4/29/09
b	1,000 shs. Molson Coors	P	7/24/07	4/29/09
c	1,000 shs. Mylan Labs	P	8/14/06	4/29/09
d	225 shs. Tyco Electronics	P	5/14/02	4/29/09
e	500 shs. Bank of America	P	9/20/06	9/15/09
f	1,000 shs. Wells Fargo	P	9/20/06	9/15/09
g	700 shs. Western Union	P	8/12/07	9/15/09
h	1,800 shs. Wyeth	P	4/ 3/02	9/15/09
i	225 shs. Tyco Int'l	P	5/14/02	9/15/09

	(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	7 611 55	-0-	9 515 48	(1 903.93)
b	36 425.06	-0-	34 265 00	2,160 06
c	14 449.62	-0-	22 790 00	(8,340 38)
d	4 027 39	-0-	8 760 23	(4 732 84)
e	8,399 78	-0-	23 332 50	(14 932 72)
f	27,829.28	-0-	30 475.00	(2 645 72)
g	13 096.86	-0-	13 669 43	(572.77)
h	85,821 79	-0-	69 682 00	16 139 79
i	5 047 24	-0-	11 694 29	(6 647.05)

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

	(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a	n/a	n/a	n/a	(1,903.93)
b				2,160 06
c				(8,340.38)
d				(4,732.84)
e				(14 932 72)
f				(2,645 72)
g				(572.77)
h				25,359 79
i				(6 647 05)
			GNMA Accretion	204 11

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	(21,271.45)
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	-0-

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	128,019.28	2,198,220.56	.0582376
2007	171,258.40	2,546,303.80	.0672575
2006	167,539.28	2,421,392.01	.0691913
2005	168,141.42	2,452,998.99	.0685452
2004	171,041.05	2,518,169.24	.0679228

2	**Total** of line 1, column (d)	2	.3311544
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	.0662309
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,747,378.18
5	Multiply line 4 by line 3	5	115,730.43
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	459.43
7	Add lines 5 and 6	7	116,189.86
8	Enter qualifying distributions from Part XII, line 4	8	128,256.28

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	459	43
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	-0-	
3	Add lines 1 and 2	3	459	43
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	459	43
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a			
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	-0-	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	-0-	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	459	43
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	-0-	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ **Refunded** ▶	11	-0-	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		✓
	*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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ _____ (2) On foundation managers. ▶ $ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ OHIO			
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	✓	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ C E. Bartter Telephone no. ▶ 216-771-3450

Located at ▶ 440 Old Reservoir Road, Berea, OH ZIP+4 ▶ 44017-2561

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? *	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____, 20____, 20____, 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b		✓
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		✓
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

*** See code section 4941(d), (2), (e), and Part VIII, Line 1 of original return.**

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☑ No	
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☑ No	
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☑ No	
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	☐ Yes	☑ No	
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☑ No	
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?			5b
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☑ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b ✓
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☑ No	
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Schedule Attached		-0-	-0-	3,689.13

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 ▶ None

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
		None
Total *number of others receiving over $50,000 for professional services* ▶		

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

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,773,988.00
b	Average of monthly cash balances	1b	-0-
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	1,773,988.00
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	1,773,988.00
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	26,609.82
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,747,378.18
6	**Minimum investment return.** Enter 5% of line 5	6	87,368.91

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	87,368.91
2a	Tax on investment income for 2009 from Part VI, line 5	2a	459.43		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	459.43
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	86,909.48
4	Recoveries of amounts treated as qualifying distributions			4	-0-
5	Add lines 3 and 4			5	86,909.48
6	Deduction from distributable amount (see page 25 of the instructions)			6	-0-
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	86,909.48

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	126,256.26
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	126,256.26
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	-0-
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	126,256.26

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				86,909.48
2	Undistributed income, if any, as of the end of 2009:				
a	Enter amount for 2008 only			-0-	
b	Total for prior years: 20___,20___,20___		-0-		
3	Excess distributions carryover, if any, to 2009:				
a	From 2004 46,138.15				
b	From 2005 46,061.95				
c	From 2006 48,257.32				
d	From 2007 38,590.97				
e	From 2008 20,452.76				
f	**Total** of lines 3a through e	199,501.15			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 126,256.26				
a	Applied to 2008, but not more than line 2a			-0-	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		-0-		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	-0-			
d	Applied to 2009 distributable amount				86,909.48
e	Remaining amount distributed out of corpus	39,346.78			
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	238,847.93			
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 page 27 of the instructions		-0-		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions			-0-	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				-0-
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)	-0-			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	46,138.15			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	192,709.78			
10	Analysis of line 9:				
a	Excess from 2005 46,061.95				
b	Excess from 2006 48,257.32				
c	Excess from 2007 38,590.97				
d	Excess from 2008 20,452.76				
e	Excess from 2009 39,346.78				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

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

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

n/a

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

n/a

c Any submission deadlines:

n/a

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

n/a

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Schedule Attached	**No Individual**	**See Schedule**	**See Schedule**	**119,700.00**
Total ▶ **3a**				**119,700.00**
b *Approved for future payment*				**None**
Total ▶ **3b**				**None**

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	56,188.36	
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				(21,271.45)	
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)				34,916.91	
13 **Total.** Add line 12, columns (b), (d), and (e)				13	34,916.91

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	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)		✓
	(2) Other assets	1a(2)		✓
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		✓
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		✓
	(3) Rental of facilities, equipment, or other assets	1b(3)		✓
	(4) Reimbursement arrangements	1b(4)		✓
	(5) Loans or loan guarantees	1b(5)		✓
	(6) Performance of services or membership or fundraising solicitations	1b(6)		✓
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		✓

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

X Robert A. Toepfer, TRUSTEE | 4/8/2010 | Vice President-Secretary

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 4/6/10	Check if self-employed ▶ ☒
Preparer's identifying number (see **Signature** on page 30 of the instructions)	279-30-6824		
Firm's name (or yours if self-employed), address, and ZIP code	C.E. Bartter 440 Old Reservoir Road, Berea, OH 44017-2561	EIN ▶	Phone no. 216-771-3450

Part VIII
Line 1
Officers, Directors & Trustees 2009

	B - Title	C - Contribution to Employee Benefit Plans	D - Expense Account Other Allowances	Compensation
William J. Clark Jr. 1470 S. Quebec Way #48 Denver, CO 80231	Vice President & Trustee 3 Hours	-0-	$ 780.57	-0-
Mary Clark Talbot 1875 Cherryville Road Littleton, CO 80121	Vice President, Treasurer & Trustee 3 Hours	-0-	-0-	-0-
Catherine Clark Shopneck 450 Circle Drive Denver, CO 80296	Vice President & Trustee 3 Hours	-0-	$ 1,221.85	-0-
Lacey Neuhaus Dorn 421 Morningside Drive San Antonio, TX 78209	Trustee 3 Hours	-0-	-0-	-0-
Elizabeth N. Armstrong #1 High Point Road Scarborough, ME 04074	Trustee 3 Hours	-0-	-0-	-0-
Joan T. Neuhaus-Schaan 4240 Round Rock Ct. Colorado Springs, CO 80904	President & Trustee 3 Hours	-0-	$ 1,686.71	-0-
Robert A. Toepfer 304 Apple Blossom Lane Cleveland, OH 44140	Vice President Secretary & Trustee 3 Hours	-0-	-0-	-0-
TOTAL		**-0-**	**$ 3,689.13**	**-0-**

Part 1
Line 16b

Accounting Fees 2009

National City Bank - Accounting & Custodial Fees	$ 3,514.53
State of Ohio - Registration Fee	$ 200.00
TOTAL	$ 3,714.53

Part I
Line 16c

Other Professional Fees 2009

Boyd Watterson Asset Management LLC - Investment Counsel Fees	$ 9,082.00

Part 1
Line 21

Travel, Conferences, and Meetings 2009	$ 3,689.13

Part XV - Line 3a
JOSEPH H. THOMPSON FUND
CONTRIBUTIONS FOR THE YEAR 2009

NAME OF DONEE	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF CONTRIBUTION
Alzheimer's Assn. - Colorado Chapter 455 Sherman Street, Suite 500 Denver, CO 80203	Public	$6,500.00	$3,250.00 Research $3,250 00 Operating Expenses
The Baker Institute Attn: Ambassador Edward P Djerejian Rice University-MS 40 6100 Main Street Houston, TX 77005-1892	Public	$3,000.00	$2,000 00 "Terrorism Program" $1,000 00 "Rabin Fund"
Barbara Bush Foundation for Family Literacy Attn· Benita Somerfield 1201 15th Street N.W., Suite 420 Washington, DC 20005	Public	$1,200.00	Operating Expenses
Bay Village Education Foundation P.O. Box 40262 Bay Village, OH 44140	Public	$5,000.00	Joseph H. Thompson Fund
Baylor College of Medicine For Alzheimer Attn: Lisa Kennedy MS 160, Suite 171A 1 Baylor Plaza Houston, TX 77030	Public	$500.00	In Memory of Lacey Thompson Neuhaus Operating Expenses
Boys and Girls Club of Denver, Inc Attn· Amy Robinson 2017 West 9th Street Denver, CO 80204	Public	$2,500.00	Operating Expenses
Cheekwood Tennessee Botanical Gardens and Museum of Art Attn. Development Director 1200 Forrest Park Drive Nashville, TN 37205-4242	Public	$1,000.00	Annual Fund
Cleveland Animal Protective League 1729 Willey Avenue Cleveland, OH 44113	Public	$500.00	Operating Expenses
Douglas County Educational Foundation 801 South Perry, Suite 100 Castle Rock, CO 08104	Public	$8,700.00	Art Department at Pine Grove Elementary School
The Fay School Attn: Development Office 105 North Post Lane Houston, TX 77024	Public	$7,000.00	Annual Fund

NAME OF DONEE	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF CONTRIBUTION
Friends of Scarborough Marsh P.O. Box 7049 Scarborough, MA 04070	Public	$2,000 00	Land Conservation
Gulf of Maine Research Institute Attn. Development Director 350 Commercial Street Portland, ME 04101	Public	$2,000.00	Annual Fund
Homework Helpers, Inc. 4040 Broadway, Suite 603 San Antonio, TX 78209	Public	$6,700.00	Operating Expenses
Hotchkiss School Attn. Development Director P.O. Box 800 Lakeville, CT 06039	Public	$2,300.00	$1,000.00 English Department $1,300 00 Martha Virden Fund
MetroHealth Foundation, Inc. Towers 135A 2500 MetroHealth Drive Cleveland, OH 44109-9902	Public	$1,000.00	Operating Expenses
Miss Porter's School Attn Gift Administrator 60 Main Street Farmington, CT 06032	Public	$800 00	Operating Expenses
Planned Parenthood of Houston and Southeast Texas Attn Development Director 3601 Fannin Street Houston, TX 77004	Public	$15,000 00	Building Fund Capital Campaign
St. Anne's Episcopal School Attn· Mimi Stone 2701 South York Street Denver, CO 80210	Public	$6,550.00	$500 00 Lofgren Fund $4,550.00 Endowment Campaign $1,000.00 Annual Fund $500.00 Sam & Gracie Masudi Scholarship Fund
St. Elizabeth School Attn Walter T. McCoy 3605 Martin Luther King Blvd. Denver, CO 80205	Public	$1,000.00	Operating Expenses
St. John's School Attn: Ms. Joann Johnson Gift Records Coordinator 2401 Claremont Lane Houston, TX 77019	Public	$2,500.00	Quadrangle Club Operating Expenses
St Mary's Academy Attn: Charlie Arbogast Director of Advancement 4545 South University Blvd. Englewood, CO 80113	Public	$6,800 00	$4,000 00 Annual Fund $2,800 00 Endowment Fund

NAME OF DONEE	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF CONTRIBUTION
Scarborough Public Library Corporation Attn: Mrs. Nancy Crowell 48 Gorham Road Scarborough, ME 04074	Public	$500 00	Operating Expenses
Southwest Community Health Foundation Attn: Linda Allen 18697 Bagley Road Middleburg Heights, OH 44130	Public	$6,500.00	Operating Expenses
Tall Timbers Research, Inc Attn: Executive Director 13093 Henry Beadel Drive Tallahassee, FL 32312	Public	$5,000.00	Controlled Burning Project in Memory of Mr. & Mrs Joseph H Thompson
Texas Children's Hospital Attn: Development Department 1919 Braeswood MC4-4483 Houston, TX 77030	Public	$1,000.00	In Honor of Philip R Neuhaus Operating Expenses
The Independence Institute Attn: Julie Mallon 13952 Denver West Parkway, Suite 400 Golden, CO 80401	Public	$4,400 00	Operating Expenses
The Park People 715 South Franklin Denver, CO 80209	Public	$1,000 00	Operating Expenses
The Salvation Army of Greater Cleveland Attn: Finance Department 2507 East 22nd Street Cleveland, OH 44115	Public	$2,000 00	Operating Expenses
The Waynflete School Attn: Sally Price 360 Spring Street Portland, ME 04102	Public	$8,000.00	Annual Fund
The Women's Foundation of Colorado 1901 East Asbury Avenue Denver, CO 80208	Public	$250 00	Operating Expenses
University of Denver - Colorado Seminary University Advancement Dept 585 2190 South High Street Denver, CO 80291	Public	$5,000.00	Academic Commons Project
Williams College Attn: Development Office/Kathy Themen Hopkins Hall P.O. Box 67 Williamstown, MA 01267	Public	$1,000.00	Operating Expenses

NAME OF DONEE	FOUNDATION STATUS OF RECIPIENT	AMOUNT	PURPOSE OF CONTRIBUTION
Yellowstone Association Attn: Pat Cole, Executive Director P.O Box 117 Yellowstone National Park, WY 82190	Public	$2,500.00	Operating Expenses
TOTAL		**$119,700.00**	

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Investment Detail

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This is a printable page only and may require the Landscape print layout (see the FAQ for more details).

Asset Types: Cash, Cash Equivalents, Equities, Fixed Income, Liabilities, Miscellaneous Assets, Real Estate
Data Current as of: 31-Dec-2009

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash	0.000%	$0.00	$0.00	$0.00
Cash Equivalents	0.700%	$13,419.49	$13,419.49	$0.00
Equities	93.640%	$1,790,346.96	$1,113,387.67	$676,959.29
Fixed Income	5.659%	$108,189.08	$101,339.41	$6,849.67
Totals		**$1,911,955.53**	**$1,228,146.57**	**$683,808.96**

DETAIL

Cash: 0.000%

Asset Name	CUSIP / ISIN / SEDOL / Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
CASH - INCOME	-	0.700%	12,884.4900	1.0000		$12,884.49	$12,884.49	$0.00
CASH - PRINCIPAL	-	(0.700)%	(12,884.4900)	1.0000		($12,884.49)	($12,884.49)	$0.00
Subtotal		**0.000%**				**$0.00**	**$0.00**	**$0.00**

Cash Equivalents: 0.700%

Asset Name	CUSIP / ISIN / SEDOL / Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
ALLEGIANT MONEY MARKET FD I SHS Asset ID:99ARMONY7	99ARMONY7 - - -	0.700%	13,419.4900	100.0000%	31-Dec-2009	$13,419.49	$13,419.49	$0.00
Subtotal		**0.700%**				**$13,419.49**	**$13,419.49**	**$0.00**

Equities: 93.640%

Asset Name	CUSIP / ISIN / SEDOL / Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
3M COMPANY Ticker:MMM | Asset ID:88579Y101	88579Y101 - - MMM	2.200%	500.0000	82.6700	31-Dec-2009	$41,335.00	$36,830.00	$4,505.00
AMERICAN EXPRESS CO Ticker:AXP | Asset ID:025816109	025816109 - - AXP	3.800%	1,800.0000	40.5200	31-Dec-2009	$72,936.00	$23,363.51	$49,572.49
BERKSHIRE HATHAWAY INC DEL CL B Asset ID:084670207	084670207 - - -	17.200%	100.0000	3,286.0000	31-Dec-2009	$328,600.00	$39,298.34	$289,301.66

BOEING CO Ticker:BA | Asset ID:097023105	097023105 - - BA	1.400%	500.0000	54.1300	31-Dec-2009	$27,065.00	$25,736.00	$1,329.00
EATON CORP COM Ticker:ETN | Asset ID:278058102	278058102 - - ETN	5.000%	1,500.0000	63.6200	31-Dec-2009	$95,430.00	$84,376.02	$11,053.98
EXXON MOBIL CORP Ticker:XOM | Asset ID:30231G102	30231G102 - - XOM	5.600%	1,584.0000	68.1900	31-Dec-2009	$108,012.96	$20,252.52	$87,760.44
FASTENAL CO COM Ticker:FAST | Asset ID:311900104	311900104 - - FAST	4.400%	2,000.0000	41.6400	31-Dec-2009	$83,280.00	$82,536.80	$743.20
HEWLETT PACKARD CO COM Ticker:HPQ | Asset ID:428236103	428236103 - - HPQ	1.300%	500.0000	51.5100	31-Dec-2009	$25,755.00	$22,815.00	$2,940.00
HOME DEPOT INC COM Ticker:HD | Asset ID:437076102	437076102 - - HD	0.900%	600.0000	28.9300	31-Dec-2009	$17,358.00	$21,508.98	($4,150.98)
INTEL CORP COM Ticker:INTC | Asset ID:458140100	458140100 - - INTC	3.200%	3,000.0000	20.4000	31-Dec-2009	$61,200.00	$39,282.50	$21,917.50
INTERNATIONAL BUSINESS MACHS CORP Ticker:IBM | Asset ID:459200101	459200101 - - IBM	2.700%	400.0000	130.9000	31-Dec-2009	$52,360.00	$33,548.88	$18,811.12
JOHNSON & JOHNSON Ticker:JNJ | Asset ID:478160104	478160104 - - JNJ	3.400%	1,000.0000	64.4100	31-Dec-2009	$64,410.00	$64,233.34	$176.66
KELLOGG CO COM Ticker:K | Asset ID:487836108	487836108 - - K	1.400%	500.0000	53.2000	31-Dec-2009	$26,600.00	$21,390.00	$5,210.00
KIMBERLY-CLARK CORP COM Ticker:KMB | Asset ID:494368103	494368103 - - KMB	5.000%	1,500.0000	63.7100	31-Dec-2009	$95,565.00	$76,125.26	$19,439.74
KRAFT FOODS INC-A Ticker:KFT | Asset ID:50075N104	50075N104 - - KFT	1.400%	1,000.0000	27.1800	31-Dec-2009	$27,180.00	$26,140.00	$1,040.00
LILLY ELI & CO COM Ticker:LLY | Asset ID:532457108	532457108 - - LLY	3.200%	1,700.0000	35.7100	31-Dec-2009	$60,707.00	$54,802.73	$5,904.27
MERCK & CO INC NEW Ticker:MRK | Asset ID:58933Y105	58933Y105 US58933Y1055 - MRK	3.100%	1,600.0000	36.5400	31-Dec-2009	$58,464.00	$36,149.12	$22,314.88
MICROSOFT CORP Ticker:MSFT | Asset ID:594918104	594918104 - - MSFT	4.800%	3,000.0000	30.4800	31-Dec-2009	$91,440.00	$34,689.93	$56,750.07
PEPSICO INC Ticker:PEP | Asset ID:713448108	713448108 - - PEP	6.400%	2,000.0000	60.8000	31-Dec-2009	$121,600.00	$27,387.74	$94,212.26
PFIZER INC Ticker:PFE | Asset ID:717081103	717081103 - - PFE	3.300%	3,500.0000	18.1900	31-Dec-2009	$63,665.00	$56,525.00	$7,140.00
PROCTER & GAMBLE CO Ticker:PG | Asset ID:742718109	742718109 - - PG	3.200%	1,000.0000	60.6300	31-Dec-2009	$60,630.00	$61,950.00	($1,320.00)

PROGRESSIVE CORP OHIO Ticker:PGR | Asset ID:743315103	743315103 - - PGR	2.800%	3,000.0000	17.9900	31-Dec-2009	$53,970.00	$70,740.00	($16,770.00)
UNITED PARCEL SERVICE INC Ticker:UPS | Asset ID:911312106	911312106 - - UPS	3.000%	1,000.0000	57.3700	31-Dec-2009	$57,370.00	$74,400.00	($17,030.00)
WAL MART STORES INC Ticker:WMT | Asset ID:931142103	931142103 - - WMT	2.800%	1,000.0000	53.4500	31-Dec-2009	$53,450.00	$48,130.00	$5,320.00
YUM BRANDS INC Ticker:YUM | Asset ID:988498101	988498101 - - YUM	2.200%	1,200.0000	34.9700	31-Dec-2009	$41,964.00	$31,176.00	$10,788.00
Subtotal		**93.640%**				**$1,790,348.96**	**$1,113,387.67**	**$676,959.29**

Fixed Income: 5.659%								
Asset Name	CUSIP ISIN SEDOL Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
GNMA POOL #437267 6% 7/15/26 Ticker:437267X | Asset ID:36207NW42	36207NW42 - - 437267X	0.500%	9,115.2700	114.7200%	31-Dec-2009	$10,457.04	$9,189.70	$1,267.34
GNMA POOL #483452 6% 9/15/28 Ticker:483452X | Asset ID:36209WBV3	36209WBV3 - - 483452X	1.500%	27,690.6200	106.8280%	31-Dec-2009	$29,581.34	$27,595.42	$1,985.92
GNMA POOL #495163 6% 4/15/29 Ticker:495163X | Asset ID:36210LB85	36210LB85 - - 495163X	1.100%	19,895.9700	106.8280%	31-Dec-2009	$21,254.47	$19,467.00	$1,787.47
GNMA POOL #565158 5% 9/15/33 Ticker:565158X | Asset ID:36213UZX1	36213UZX1 - - 565158X	2.500%	45,257.0200	103.6220%	31-Dec-2009	$46,896.23	$45,087.29	$1,808.94
Subtotal		**5.659%**				**$108,189.08**	**$101,339.41**	**$6,849.67**