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Form **990-PF**

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

OMB No 1545-0052

**2009**

Department of the Treasury  
 Internal Revenue Service (77)

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

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

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

Use the IRS label. Otherwise, print or type See Specific Instructions	Name of foundation <b>OLIVER FELTON CHARITABLE TRUST 72390200</b>		A Employer identification number <b>39-6792654</b>
	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) <b>(800) 352-3705</b>
	City or town, state, and ZIP code <b>Omaha NE 68102</b>		C If exemption application is pending, check here <input type="checkbox"/>
H Check type of organization <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input checked="" type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,177,966</b>		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

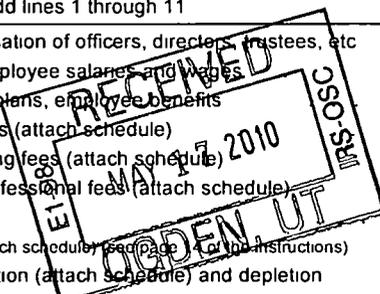
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	0	0		
	4 Dividends and interest from securities	38,322	37,415		
	5 a Gross rents		0		
	b Net rental income or (loss)	0			
	6 a Net gain or (loss) from sale of assets not on line 10	-90,458			
	b Gross sales price for all assets on line 6a	424,117			
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0				
c Gross profit or (loss) (attach schedule)	0				
11 Other income (attach schedule)	483	0	0		
12 Total. Add lines 1 through 11	-51,653	37,415	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)	0	0	0	0
	b Accounting fees (attach schedule)	925	0	0	925
	c Other professional fees (attach schedule)	0	0	0	0
	17 Interest				
	18 Taxes (attach schedule) (see page 4 of the instructions)	1,059	409	0	0
	19 Depreciation (attach schedule) and depletion	0	0	0	
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	13,079	9,862	0	3,217
	24 Total operating and administrative expenses. Add lines 13 through 23	15,063	10,271	0	4,142
	25 Contributions, gifts, grants paid	65,466			65,466
26 Total expenses and disbursements Add lines 24 and 25	80,529	10,271	0	69,608	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-132,182				
b Net investment income (if negative, enter -0-)		27,144			
c Adjusted net income (if negative, enter -0-)			0		

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

Form 990-PF (2009)

(HTA)

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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 (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash—non-interest-bearing	85,781	3,755	3,755
	2	Savings and temporary cash investments		37,570	37,570
	3	Accounts receivable ▶	0	0	0
		Less allowance for doubtful accounts ▶	0	0	0
	4	Pledges receivable ▶	0	0	0
		Less allowance for doubtful accounts ▶	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶	0	0	0
		Less allowance for doubtful accounts ▶	0	0	0
	8	Inventories for sale or use		0	0
	9	Prepaid expenses and deferred charges		0	0
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	0	399,180	383,943
	c	Investments—corporate bonds (attach schedule)	0	573,796	594,257
	11	Investments—land, buildings, and equipment basis ▶	0	0	0
	Less accumulated depreciation (attach schedule) ▶	0	0	0	
12	Investments—mortgage loans				
13	Investments—other (attach schedule)	1,224,365	159,588	158,441	
14	Land, buildings, and equipment basis ▶	0	0	0	
	Less accumulated depreciation (attach schedule) ▶	0	0	0	
15	Other assets (describe ▶)	0	0	0	
16	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item l)	1,310,146	1,173,889	1,177,966	
Liabilities	17	Accounts payable and accrued expenses		0	
	18	Grants payable			
	19	Deferred revenue		0	
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	23	<b>Total liabilities</b> (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>				
	27	Capital stock, trust principal, or current funds	1,310,146	1,173,889	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds				
30	<b>Total net assets or fund balances</b> (see page 17 of the instructions)	1,310,146	1,173,889		
31	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions)	1,310,146	1,173,889		

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	1,310,146
2	Enter amount from Part I, line 27a	2	-132,182
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	4,601
4	Add lines 1, 2, and 3	4	1,182,565
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	8,676
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,173,889

**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.)
<b>1a</b> See Attached Statement				
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
<b>a</b>	0	0	0	
<b>b</b>	0	0	0	
<b>c</b>	0	0	0	
<b>d</b>	0	0	0	
<b>e</b>	0	0	0	
<b>2</b> 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                 }	<b>2</b>	-90,458
<b>3</b> 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			<b>3</b>	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	88,865	1,221,566	0.072747
2007	1,085	551,436	0.001968
2006			0.000000
2005			0.000000
2004			0.000000
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.074715
<b>3</b> 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			<b>3</b> 0.037358
<b>4</b> Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			<b>4</b> 1,046,867
<b>5</b> Multiply line 4 by line 3			<b>5</b> 39,109
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 271
<b>7</b> Add lines 5 and 6			<b>7</b> 39,380
<b>8</b> 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			<b>8</b> 69,608

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

1	a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/> 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-)	271	
3	Add lines 1 and 2	0	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	271	
5	Tax based on investment income Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
	a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	321
	b Exempt foreign organizations—tax withheld at source	6b	
	c Tax paid with application for extension of time to file (Form 8868)	6c	0
	d Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	321
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	0
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	50
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
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		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? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> MI		
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

**Part VII-A Statements Regarding Activities (continued)**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ Wells Fargo Bank, N A, Trust Tax De Telephone no ▶ (800) 352-3705 Located at ▶ 1919 Douglas St 2nd Fl MAC N8000-027 Omaha NE ZIP+4 ▶ 68102			
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 N/A			

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

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

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

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

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

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

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

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

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

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

**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  
 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

	<b>5b</b>	N/A
	<b>6b</b>	X
	<b>7b</b>	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
Wells Fargo Bank, N.A., Trust Tax De 1919 Douglas St 2nd Fl MAC N8000-027 Omaha	TRUSTEE 4 00	12,870	0	0
.....	00	0	0	0
.....	00	0	0	0
.....	00	0	0	0

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
.....		0
.....		0
.....		0
.....		0
.....		0
<b>Total number of others receiving over \$50,000 for professional services</b>		<b>0</b>

**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	
All other program-related investments See page 24 of the instructions	
<b>Total. Add lines 1 through 3</b>	<b>0</b>

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,018,461
<b>b</b>	Average of monthly cash balances	<b>1b</b>	44,348
<b>c</b>	Fair market value of all other assets (see page 24 of the instructions)	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1,062,809
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,062,809
<b>4</b>	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see page 25 of the instructions)	<b>4</b>	15,942
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1,046,867
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	52,343

**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.)

<b>1</b>	Minimum investment return from Part X, line 6		<b>1</b>	52,343
<b>2a</b>	Tax on investment income for 2009 from Part VI, line 5	<b>2a</b>	271	
<b>b</b>	Income tax for 2009 (This does not include the tax from Part VI)	<b>2b</b>		
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	271	
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	52,072	
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>		
<b>5</b>	Add lines 3 and 4	<b>5</b>	52,072	
<b>6</b>	Deduction from distributable amount (see page 25 of the instructions)	<b>6</b>		
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	52,072	

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	<b>1a</b>	69,608
<b>b</b>	Program-related investments—total from Part IX-B	<b>1b</b>	0
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	0
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	69,608
<b>5</b>	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)	<b>5</b>	271
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	69,337

**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
<b>1</b> Distributable amount for 2009 from Part XI, line 7				52,072
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			0	
<b>b</b> Total for prior years 20____, 20____, 20____		0		
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004	NONE			
<b>b</b> From 2005	NONE			
<b>c</b> From 2006	NONE			
<b>d</b> From 2007	NONE			
<b>e</b> From 2008	1,942			
<b>f</b> Total of lines 3a through e	1,942			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 69,608				
<b>a</b> Applied to 2008, but not more than line 2a			0	
<b>b</b> Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
<b>c</b> Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
<b>d</b> Applied to 2009 distributable amount				52,072
<b>e</b> Remaining amount distributed out of corpus	17,536			
<b>5</b> Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0			0
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	19,478			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0		
<b>c</b> 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				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0
<b>7</b> 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)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	19,478			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2005				0
<b>b</b> Excess from 2006				0
<b>c</b> Excess from 2007				0
<b>d</b> Excess from 2008			1,942	
<b>e</b> Excess from 2009			17,536	

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

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

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
<b>b</b> 85% of line 2a	0	0	0	0	0
<b>c</b> Qualifying distributions from Part XII, line 4 for each year listed	0				0
<b>d</b> Amounts included in line 2c not used directly for active conduct of exempt activities					0
<b>e</b> Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	0	0	0	0	0
<b>3</b> Complete 3a, b, or c for the alternative test relied upon					
<b>a</b> "Assets" alternative test—enter					
<b>(1)</b> Value of all assets					0
<b>(2)</b> Value of assets qualifying under section 4942(j)(3)(B)(i)					0
<b>b</b> "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
<b>c</b> "Support" alternative test—enter					
<b>(1)</b> Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
<b>(2)</b> Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
<b>(3)</b> Largest amount of support from an exempt organization					0
<b>(4)</b> Gross investment income					0

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

**1 Information Regarding Foundation Managers:**

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

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

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

**c** Any submission deadlines

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

**Part XV** Supplementary Information (continued)

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

Recipient	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)				
<b>a</b> <i>Paid during the year</i> See Attached Statement				0 0
<b>Total</b>			<b>▶ 3a</b>	65,466
<b>b</b> <i>Approved for future payment</i> NONE				0 0
<b>Total</b>			<b>▶ 3b</b>	0





Account Statement For:  
 FELTON, OLIVER - CHARITABLE UNITRUST

Period Covered December 1, 2009 - December 31, 2009

Account Number 72390200



**ASSET DETAIL**

**ASSET DESCRIPTION**

**Cash & Equivalents**

**CASH**

**INCOME**

Total Cash

**MONEY MARKET**

FIDELITY INSTITUTIONAL MONEY MARKET  
 PORTFOLIO CLASS I #59

Total Money Market

Total Cash & Equivalents

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
			\$3,755.15	\$3,755.15	\$0.00		
			<b>\$3,755.15</b>	<b>\$3,755.15</b>	<b>\$0.00</b>		
	37,569.890		\$37,569.89	\$37,569.89	\$0.00	\$94.62	0.25%
			<b>\$37,569.89</b>	<b>\$37,569.89</b>	<b>\$0.00</b>	<b>\$94.62</b>	<b>0.25%</b>
			<b>\$41,325.04</b>	<b>\$41,325.04</b>	<b>\$0.00</b>	<b>\$94.62</b>	<b>0.23%</b>

**ASSET DESCRIPTION**

**Fixed Income**

**GOVERNMENT OBLIGATIONS**

FED HOME LN BK  
 DTD 02/06/04 4.000 02/15/2011

CUSIP 3133X42H3  
 MOODY'S RATING AAA  
 STANDARD & POOR'S RATING AAA

FED HOME LN BK  
 DTD 07/24/03 4.125 08/13/2010

CUSIP 3133X06Q7  
 MOODY'S RATING AAA  
 STANDARD & POOR'S RATING AAA

Total Government Obligations

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
	15,000,000	\$103.688	\$15,553.20	\$14,355.47	\$1,197.73	\$600.00	0.70%
	15,000,000	102.156	15,323.40	14,470.31	853.09	618.75	0.62
			<b>\$30,876.60</b>	<b>\$28,825.78</b>	<b>\$2,050.82</b>	<b>\$1,218.75</b>	

Account Statement For:  
**FELTON, OLIVER - CHARITABLE UNITRUST**

Period Covered December 1, 2009 - December 31, 2009

Account Number 72390200



**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Fixed Income</b>							
<b>MUTUAL FUNDS</b>							
ISHARES IBOXX \$ INVESTMENT GRADE CORPORATE BOND FUND CUSIP: 464287242	415 000	\$104.150	\$43,222.25	\$41,354.03	\$1,868.22	\$2,375.88	5.50%
RIDGEMOUTH SEIX HIGH YIELD BOND FUND CLASS I #855 CUSIP: 76628T645	7,736.424	9.280	71,794.01	70,549.42	1,244.59	5,864.21	8.17
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP: 880208400	7,475.889	12.690	94,869.03	88,998.79	5,870.24	4,253.78	4.48
VANGUARD BD INDEX FD INC SHORT TERM BD ETF CUSIP: 921937827	3,475.000	79.540	276,401.50	272,056.39	4,345.11	6,936.10	2.51
VANGUARD INTERMEDIATE TERM B CUSIP: 921937819	975.000	79.070	77,093.25	72,011.30	5,081.95	3,483.68	4.52
<b>Total Mutual Funds</b>			<b>\$563,380.04</b>	<b>\$544,969.93</b>	<b>\$18,410.11</b>	<b>\$22,913.65</b>	<b>4.07%</b>
<b>Total Fixed Income</b>			<b>\$594,256.64</b>	<b>\$573,795.71</b>	<b>\$20,460.93</b>	<b>\$24,132.40</b>	

Account Statement For:  
 FELTON, OLIVER - CHARITABLE UNITRUST

Period Covered December 1, 2009 - December 31, 2009

Account Number 72390200



**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities</b>							
<b>CONSUMER DISCRETIONARY</b>							
COMCAST CORP CLASS A SYMBOL CMCSA CUSIP: 20030N101	255 000	\$16 860	\$4,299 30	\$4,011 15	\$288 15	\$96 39	2 24%
FORTUNE BRANDS INC SYMBOL: FO CUSIP: 349631101	45 000	43 200	1,944 00	3,184 48	- 1,240 48	34 20	1 76
HOME DEPOT INC SYMBOL: HD CUSIP: 437076102	40 000	28 930	1,157 20	972 00	185 20	36 00	3 11
MCDONALDS CORP SYMBOL: MCD CUSIP: 580135101	61 000	62 440	3,808 84	3,336 20	472 64	134 20	3 52
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	76 000	48 370	3,676 12	4,008 48	- 332 36	51 68	1 41
<b>Total Consumer Discretionary</b>			<b>\$14,885.46</b>	<b>\$15,512.31</b>	<b>-\$626.85</b>	<b>\$352.47</b>	<b>2.37%</b>
<b>CONSUMER STAPLES</b>							
COLGATE PALMOLIVE CO SYMBOL CL CUSIP: 194162103	24 000	\$82 150	\$1,971 60	\$1,314 00	\$657 60	\$42 24	2 14%
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	57 000	32 210	1,835 97	1,742 96	93 01	17 39	0 95
DIAGEO PLC - ADR SPONSORED ADR SYMBOL: DEO CUSIP: 25243Q205	65 000	69 410	4,511 65	4,496 05	15 60	147 23	3 26
NESTLE S A REGISTERED SHARES - ADR SPONSORED ADR SYMBOL: NSRGY CUSIP: 641069406	100 000	48 350	4,835 00	4,760 02	74 98	80 40	1 66
PROCTER & GAMBLE CO SYMBOL PG CUSIP: 742718109	61 000	60 630	3,698 43	3,702 11	- 3 68	107 36	2 90
SYSCO CORP SYMBOL: SY CUSIP: 871829107	60 000	27 940	1,676 40	1,868 25	- 191 85	60 00	3 58
<b>Total Consumer Staples</b>			<b>\$18,529.05</b>	<b>\$17,883.39</b>	<b>\$645.66</b>	<b>\$454.62</b>	<b>2.45%</b>



**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities</b> (continued)							
<b>ENERGY</b>							
APACHE CORP SYMBOL APA CUSIP 037411105	30 000	\$103 170	\$3,095 10	\$3,003 00	\$92 10	\$18 00	0 58%
BAKER HUGHES INC COM SYMBOL BHI CUSIP:057224107	80 000	40 480	3,238 40	3,465 60	- 227 20	48 00	1 48
CHEVRON CORP SYMBOL CVX CUSIP: 166764100	69 000	76 990	5,312 31	5,662 22	- 349 91	187 68	3 53
CONOCOPHILLIPS SYMBOL COP CUSIP 20825C104	64 000	51 070	3,268 48	4,277 63	- 1,009 15	128 00	3 92
PETROLEO BRASILEIRO S A - COMM - ADR SPONSORED ADR SYMBOL PBR CUSIP 71654V408	40 000	47 680	1,907 20	2,037 60	- 130 40	14 24	0 75
SCHLUMBERGER LTD SYMBOL SLB CUSIP: 806857108	30 000	65 090	1,952 70	2,024 10	- 71 40	25 20	1 29
<b>Total Energy</b>			<b>\$18,774.19</b>	<b>\$20,470.15</b>	<b>- \$1,695.96</b>	<b>\$421.12</b>	<b>2.24%</b>

Account Statement For:  
 FELTON, OLIVER - CHARITABLE UNITRUST

Period Covered December 1, 2009 - December 31, 2009

Account Number 72390200



**ASSET DETAIL** (continued)

ASSET DESCRIPTION

**Equities** (continued)

FINANCIALS

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
AFLAC INC SYMBOL: AFL CUSIP: 001055102	100 000	\$46.250	\$4,625.00	\$4,507.00	\$118.00	\$112.00	2.42%
BANK NEW YORK MELLON CORP COM COM	148 000	27.970	4,139.56	5,025.15	- 885.59	53.28	1.29
SYMBOL: BK CUSIP: 064058100							
BANK OF AMERICA CORP SYMBOL: BAC CUSIP: 060505104	206 000	15.060	3,102.36	4,424.89	- 1,322.53	8.24	0.27
CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105	75 000	38.340	2,875.50	2,982.75	- 107.25	15.00	0.52
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	73 000	41.670	3,041.91	2,703.40	338.51	14.60	0.48
STATE STREET CORP SYMBOL: STT CUSIP: 857477103	32 000	43.540	1,393.28	2,149.26	- 755.98	1.28	0.09
TRAVELERS COMPANIES, INC SYMBOL: TRV CUSIP: 89417E109	83 000	49.860	4,138.38	3,484.56	653.82	109.56	2.65
US BANCORP DEL NEW SYMBOL: USB CUSIP: 902973304	130 000	22.510	2,926.30	3,814.18	- 887.88	26.00	0.89
<b>Total Financials</b>			<b>\$26,242.29</b>	<b>\$29,091.19</b>	<b>- \$2,848.90</b>	<b>\$339.96</b>	<b>1.30%</b>



**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities (continued)</b>							
<b>HEALTH CARE</b>							
ABBOTT LABS SYMBOL ABT CUSIP 002824100	63 000	\$53 990	\$3,401 37	\$2,757 82	\$643 55	\$100 80	2 965%
JOHNSON & JOHNSON SYMBOL JNJ CUSIP 478160104	43 000	64 410	2,769 63	2,508 53	261 10	84 28	3 04
NOVARTIS AG - ADR SPONSORED ADR SYMBOL NVS CUSIP 66987V109	50 000	54 430	2,721 50	2,666 00	55 50	72 70	2 67
PFIZER INC SYMBOL PFE CUSIP 717081103	140 000	18 190	2,546 60	3,050 47	- 503 87	100 80	3 96
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR SYMBOL TEVA CUSIP 881624209	30 000	56 180	1,685 40	1,596 90	88 50	14 46	0 86
THERMO FISHER SCIENTIFIC INC SYMBOL TMO CUSIP 883556102	40 000	47 690	1,907 60	1,814 00	93 60	0 00	0 00
<b>Total Health Care</b>			<b>\$15,032.10</b>	<b>\$14,393.72</b>	<b>\$638.38</b>	<b>\$373.04</b>	<b>2.48%</b>
<b>INDUSTRIALS</b>							
COOPER INDUSTRIES PLC NEW IRELAND SYMBOL CBE CUSIP G24140108	80 000	\$42 640	\$3,411 20	\$3,488 60	- \$77 40	\$80 00	2 34%
GENERAL ELECTRIC CO SYMBOL GE CUSIP 369604103	173 000	15 130	2,617 49	5,338 56	- 2,721 07	69 20	2 64
L-3 COMMUNICATIONS CORP COM SYMBOL LLL CUSIP 502424104	55 000	86 950	4,782 25	4,358 20	424 05	77 00	1 61
<b>Total Industrials</b>			<b>\$10,810.94</b>	<b>\$13,185.36</b>	<b>-\$2,374.42</b>	<b>\$226.20</b>	<b>2.09%</b>



**ASSET DETAIL** (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
<b>Equities</b> (continued)							
<b>INFORMATION TECHNOLOGY</b>							
FISERV INC SYMBOL: FISV CUSIP: 337738108	65,000	\$48,480	\$3,151,200	\$3,160,950	-\$975	\$0,000	0.00%
HEWLETT PACKARD CO SYMBOL: HPQ CUSIP: 428236103	82,000	51,510	4,223,820	3,631,660	592,160	2,624	0.62
INTEL CORP COMM	124,000	20,400	2,529,600	2,408,850	120,750	69,440	2.74
SYMBOL: INTC CUSIP: 458140100							
INTERNATIONAL BUSINESS MACHS CORP COM	31,000	130,900	4,057,900	2,487,750	1,570,150	68,200	1.68
SYMBOL: IBM CUSIP: 459200101							
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	112,000	30,480	3,413,760	2,945,860	467,900	58,240	1.71
<b>Total Information Technology</b>			<b>\$17,376.28</b>	<b>\$14,635.07</b>	<b>\$2,741.21</b>	<b>\$222.12</b>	<b>1.28%</b>
<b>TELECOMMUNICATION SERVICES</b>							
VERIZON COMMUNICATIONS SYMBOL: VZ CUSIP: 92343V104	103,000	\$33,130	\$3,412,390	\$3,332,510	\$79,880	\$195,700	5.73%
VODAFONE GROUP PLC NEW SYMBOL: VOD CUSIP: 92857W209	115,000	23,090	2,655,350	2,699,050	-43,700	148,470	5.59
<b>Total Telecommunication Services</b>			<b>\$6,067.74</b>	<b>\$6,031.56</b>	<b>\$36.18</b>	<b>\$344.17</b>	<b>5.67%</b>
<b>UTILITIES</b>							
DOMINION RES INC VA SYMBOL: D CUSIP: 25746U109	62,000	\$38,920	\$2,413,040	\$2,724,830	-\$311,790	\$108,500	4.50%
EXELON CORPORATION SYMBOL: EXC CUSIP: 30161N101	15,000	48,870	733,050	857,400	-124,350	31,500	4.30
FPL GROUP INC SYMBOL: FPL CUSIP: 302571104	47,000	52,820	2,482,540	2,800,770	-318,230	88,830	3.58
PUBLIC SVC ENTERPRISE GROUP INC SYMBOL: PEG CUSIP: 744573106	69,000	33,250	2,294,250	2,371,890	-77,640	91,770	4.00
<b>Total Utilities</b>			<b>\$7,922.88</b>	<b>\$8,754.89</b>	<b>-\$832.01</b>	<b>\$320.60</b>	<b>4.05%</b>

Account Statement For:

FELTON, OLIVER - CHARITABLE UNITRUST

Period Covered December 1, 2009 - December 31, 2009

Account Number 72390200

**WELLS  
FARGO**

**ASSET DETAIL** (continued)

ASSET DESCRIPTION

**Equities** (continued)

MUTUAL FUNDS

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
CEF ISHARES S&P 500 VALUE INDEX FUND SYMBOL IVE CUSIP 464287408	569,000	\$53.010	\$30,162.69	\$35,687.35	-\$5,524.66	\$771.00	2.56%
ISHARES MSCI EAFE SYMBOL EFA CUSIP 464287465	1,638,000	55.280	90,548.64	103,089.37	-12,540.73	2,360.36	2.61
ISHARES S&P 500 INDEX FUND SYMBOL IVV CUSIP 464287200	110,000	111.810	12,299.10	12,248.50	50.60	263.12	2.14
ISHARES TR S & P MIDCAP 400 INDEX FD SYMBOL IJH CUSIP 464287507	613,000	72.410	44,387.33	45,019.63	-632.30	825.10	1.86
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL IJR CUSIP 464287804	805,000	54.720	44,049.60	43,101.11	948.49	545.79	1.24
VANGUARD EMERGING MARKETS ETF SYMBOL VWO CUSIP 922042858	655,000	41.000	26,855.00	20,076.52	6,778.48	356.98	1.33
<b>Total Mutual Funds</b>			<b>\$248,302.36</b>	<b>\$259,222.48</b>	<b>-\$10,920.12</b>	<b>\$5,122.35</b>	<b>2.06%</b>
<b>Total Equities</b>			<b>\$383,943.29</b>	<b>\$399,180.12</b>	<b>-\$15,236.83</b>	<b>\$8,176.65</b>	<b>2.13%</b>

ASSET DESCRIPTION

**Alternative Investments**

OTHER

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL HSGFX CUSIP 448108100	2,666,847	\$12.780	\$34,082.30	\$39,093.31	-\$5,011.01	\$66.67	0.20%
POWERSHARES DB COMMODITY INDEX SYMBOL DBC CUSIP 739355105	1,780,000	24.620	43,823.60	38,010.35	5,813.25	0.00	0.00
<b>Total Other</b>			<b>\$77,905.90</b>	<b>\$77,103.66</b>	<b>\$802.24</b>	<b>\$66.67</b>	<b>0.09%</b>
<b>Total Alternative Investments</b>			<b>\$77,905.90</b>	<b>\$77,103.66</b>	<b>\$802.24</b>	<b>\$66.67</b>	<b>0.09%</b>

Account Statement For:  
**FELTON, OLIVER - CHARITABLE UNITRUST**

Period Covered December 1, 2009 - December 31, 2009

Account Number 72390200



**ASSET DETAIL** *(continued)*

ASSET DESCRIPTION

**Real Estate & Specialty Assets**

**REAL ESTATE FUNDS**

SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF  
 SYMBOL: RWX CUSIP: 78463X863  
 VANGUARD REIT VIPER  
 SYMBOL VNQ CUSIP 922908553

Total Real Estate Funds

Total Real Estate & Specialty Assets

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF	531 000	\$34 890	\$22,015.59	\$27,591.71	-\$5,676.12	\$1,484.74	6.74%
VANGUARD REIT VIPER	1,308 000	44 740	58,519.92	54,793.23	3,726.69	3,055.49	5.22
<b>Total Real Estate Funds</b>			<b>\$80,535.51</b>	<b>\$82,484.94</b>	<b>-\$1,949.43</b>	<b>\$4,540.23</b>	<b>5.64%</b>
<b>Total Real Estate &amp; Specialty Assets</b>			<b>\$80,535.51</b>	<b>\$82,484.94</b>	<b>-\$1,949.43</b>	<b>\$4,540.23</b>	<b>5.64%</b>

TOTAL ASSETS

ACCOUNT VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
\$1,177,966.38	\$1,173,889.47	\$4,076.91	\$37,010.57

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

Recipient(s) paid during the year

Name HOLY NAME ENDOWMENT FUND				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 409 SOUTH 22ND ST					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 7,014

Name HOLY NAME SCHOLARSHIP TRUST FUND				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 409 SOUTH 22ND ST					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 8,768

Name ESCANABA ROTARY TRUST FND FOR CHILDREN WITH SPECIAL NEEDS				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 205 LUDINGTON ST					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 2,923

Name OSF HEALTHCARE FOUNDATION				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 3401 LUDINGTON ST					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 5,845

Name BAY DE NOC COMMUNITY COLLEGE FDN				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street COLLEGE AVENUE					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 8,768

Name ST JOSEPH & ST PATRICK CHURCH				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 709 1ST AVENUE SOUTH					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 5,845

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

Recipient(s) paid during the year

Name DELTA CTY ASSOC FOR RETARDED CITIZEN				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street PO BOX 651					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 2,923

Name WILLIAM BONIFAS FINE ARTS CENTER				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 700 1ST AVE SOUTH					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 5,845

Name UNITED WAY OF DELTA COUNTY				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 1100 LUDINGTON ST SUITE 300					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 5,845

Name ST VINCENT DE PAUL SOCIETY				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 1014 LUDINGTON ST					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 5,845

Name ESCANABA AREA PUBLIC SCHOOLS				<input type="checkbox"/> Person	<input checked="" type="checkbox"/> Business
Street 1500 LUDINGTON ST					
City ESCANABA		State MI	Zip code 49829	Foreign Country	
Relationship NONE		Foundation Status 501 (c)(3) PUBLIC CHARITY			
Purpose of grant/contribution GENERAL SUPPORT GRANT					Amount 5,845

Name				<input type="checkbox"/> Person	<input type="checkbox"/> Business
Street					
City		State	Zip code	Foreign Country	
Relationship		Foundation Status			
Purpose of grant/contribution					Amount 0

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost, Other Basis and Expenses		Net Gain or Loss
										Cost	Donated Value	
									Totals			
									Securities		514,575	
									Other sales		0	
									Gross Sales		417,266	
									Net Gain or Loss		-97,309	
									Amount		59	
									Long Term CG Distributions			
									Short Term CG Distributions			
1	X	VANGUARD REIT VIPER	922908553			4/11/2007		5/7/2009	1,104	2,601		
2	X	VANGUARD REIT VIPER	922908553			9/20/2007		5/7/2009	401	869		
3	X	VANGUARD REIT VIPER	922908553			9/20/2007		11/17/2009	1,840	3,103		
4	X	VANGUARD REIT VIPER	922908553			11/2/2007		11/17/2009	13,567	20,811		
5	X	VERIZON COMMUNICATIONS	92343V104			12/28/2007		7/21/2009	301	444		
6	X	VERIZON COMMUNICATIONS	92343V104			8/15/2008		7/21/2009	603	698		
7	X	VERIZON COMMUNICATIONS	92343V104			2/24/2006		7/21/2009	151	163		
8	X	WYETH	983024100			2/24/2006		7/21/2009	699	734		
9	X	WYETH ADDED CORP ACTION	983024100			2/10/2009		10/15/2009	251	216		
10	X	WYETH ADDED CORP ACTION	983024100			2/7/2008		10/15/2009	251	204		
11	X	WYETH ADDED CORP ACTION	983024100			12/28/2007		10/15/2009	251	221		
12	X	WYETH ADDED CORP ACTION	983024100			2/24/2006		10/15/2009	1,608	1,567		
13	X	WASH SALE ADJUSTMENT	WASHSALE			1/1/2008		12/31/2009	1,012	0		
14	X	AMERICAN EXPRESS CO	025816109			7/17/2008		11/17/2009	411	410		
15	X	AMERICAN EXPRESS CO	025816109			2/10/2009		11/17/2009	206	88		
16	X	AMERIPRISE FINL INC	03076C106			4/11/2007		7/21/2009	124	298		
17	X	AMERIPRISE FINL INC	03076C106			11/12/2007		7/21/2009	249	573		
18	X	AMERIPRISE FINL INC	03076C106			2/10/2009		11/17/2009	193	108		
19	X	AMERIPRISE FINL INC	03076C106			6/1/2009		11/17/2009	1,352	1,098		
20	X	ANN ARBOR MICH SCH 3 000	035519PS0			2/24/2006		5/1/2009	15,000	15,000		
21	X	BANK OF AMERICA CORP	060505104			5/15/2007		1/9/2009	3	22		
22	X	BANK OF AMERICA CORP	060505104			5/15/2007		1/28/2009	36	539		
23	X	BANK OF AMERICA CORP	060505104			5/15/2007		5/7/2009	12	87		
24	X	BANK OF AMERICA CORP	060505104			11/12/2007		5/7/2009	62	261		
25	X	BANK OF AMERICA CORP	060505104			11/12/2007		7/21/2009	105	543		
26	X	BANK OF AMERICA CORP	060505104			12/28/2007		7/21/2009	52	265		
27	X	BANK OF AMERICA CORP	060505104			2/24/2006		7/21/2009	626	2,362		
28	X	BANK NEW YORK MELLON CO	064058100			12/28/2007		7/21/2009	144	241		
29	X	BANK NEW YORK MELLON CO	064058100			11/12/2007		7/21/2009	865	1,349		
30	X	IPATH DOW JONES-AIG COMI	06738C778			4/25/2008		1/28/2009	335	650		
31	X	IPATH DOW JONES-AIG COMI	06738C778			4/25/2008		2/10/2009	16,048	30,570		
32	X	IPATH DOW JONES-AIG COMI	06738C778			10/15/2008		2/10/2009	5,122	6,506		
33	X	BECTON DICKINSON & CO	075887109			11/12/2007		7/21/2009	696	816		
34	X	BECTON DICKINSON & CO	075887109			4/11/2007		11/17/2009	733	784		
35	X	BECTON DICKINSON & CO	075887109			11/12/2007		11/17/2009	1,099	1,223		
36	X	BECTON DICKINSON & CO	075887109			2/10/2009		11/17/2009	366	360		
37	X	BRISTOL MYERS SQUIBB CO	110122108			11/21/2007		5/7/2009	99	140		
38	X	BRISTOL MYERS SQUIBB CO	110122108			11/21/2007		7/21/2009	500	699		
39	X	BRISTOL MYERS SQUIBB CO	110122108			11/21/2007		11/17/2009	49	56		
40	X	BRISTOL MYERS SQUIBB CO	110122108			12/28/2007		11/17/2009	121	136		
41	X	BRISTOL MYERS SQUIBB CO	110122108			8/15/2008		11/17/2009	1,578	1,436		
42	X	BRISTOL MYERS SQUIBB CO	110122108			2/10/2009		11/17/2009	243	230		
43	X	CVS/CAREMARK CORPORAT	126650100			6/1/2009		7/21/2009	652	612		
44	X	AMERICAN EXPRESS CO	025816109			11/12/2007		11/17/2009	2,056	2,811		
45	X	AMERICAN EXPRESS CO	025816109			12/28/2007		11/17/2009	206	255		
46	X	CHESAPEAKE ENERGY CORP	165167107			8/15/2008		7/21/2009	303	690		
47	X	CHESAPEAKE ENERGY CORP	165167107			8/15/2008		11/17/2009	999	1,840		
48	X	CHESAPEAKE ENERGY CORP	165167107			2/10/2009		11/17/2009	125	95		
49	X	CHEVRON CORP	166764100			12/28/2007		7/21/2009	328	470		

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost, Other Basis and Expenses		Net Gain or Loss
										Cost	Donated Value	
Totals									417,266	514,575	-97,309	
Long Term CG Distributions									6,851	0	6,851	
Short Term CG Distributions									0	0	0	
Amount: 59												
50	X	CHEVRON CORP	166764100			11/12/2007		7/21/2009	1,313	1,726		
51	X	CITIGROUP INC	172967101			2/24/2006		7/21/2009	105	1,876		
52	X	CITIGROUP INC	172967101			2/24/2006		11/17/2009	383	4,316		
53	X	CITIGROUP INC	172967101			12/28/2007		11/17/2009	83	583		
54	X	CITIGROUP INC	172967101			7/17/2008		11/17/2009	42	174		
55	X	CITIGROUP INC	172967101			2/10/2009		11/17/2009	62	61		
56	X	COLGATE PALMOLIVE CO	194162103			7/21/2008		7/21/2009	366	347		
57	X	CONOCOPHILLIPS	20825C104			12/28/2007		7/21/2009	215	446		
58	X	CONOCOPHILLIPS	20825C104			7/17/2008		7/21/2009	215	415		
59	X	CONOCOPHILLIPS	20825C104			11/12/2007		7/21/2009	431	817		
60	X	DOMINION RES INC VA	25746U109			12/28/2007		1/28/2009	177	238		
61	X	DOMINION RES INC VA	25746U109			12/28/2007		7/21/2009	164	238		
62	X	DOMINION RES INC VA	25746U109			11/12/2007		7/21/2009	491	693		
63	X	DU PONT E I DE NEMOURS &	263534109			4/11/2007		7/21/2009	830	1,460		
64	X	DU PONT E I DE NEMOURS &	263534109			2/24/2006		11/17/2009	1,758	2,057		
65	X	DU PONT E I DE NEMOURS &	263534109			11/12/2007		11/17/2009	345	470		
66	X	AT & T INC	00206R102			5/15/2007		7/21/2009	390	644		
67	X	AT & T INC	00206R102			02/06/2008		7/21/2009	366	634		
68	X	AT & T INC	00206R102			02/06/2008		7/21/2009	707	1,134		
69	X	AT & T INC	00206R102			4/11/2007		11/17/2009	814	1,206		
70	X	AT & T INC	00206R102			11/12/2007		11/17/2009	1,865	2,777		
71	X	AT & T INC	00206R102			11/21/2007		11/17/2009	683	982		
72	X	AT & T INC	00206R102			4/25/2008		11/17/2009	131	194		
73	X	AT & T INC	00206R102			7/17/2008		11/17/2009	394	476		
74	X	AT & T INC	00206R102			8/15/2008		11/17/2009	525	633		
75	X	AT & T INC	00206R102			2/10/2009		11/17/2009	263	256		
76	X	ABBOTT LABS	002824100			12/28/2007		1/28/2009	274	286		
77	X	ABBOTT LABS	002824100			12/28/2007		7/21/2009	224	286		
78	X	ABBOTT LABS	002824100			7/17/2008		7/21/2009	224	282		
79	X	ABBOTT LABS	002824100			2/10/2009		7/21/2009	447	567		
80	X	AIR PRODS & CHEMS INC CO	009158106			11/12/2007		7/21/2009	679	968		
81	X	DU PONT E I DE NEMOURS &	263534109			12/28/2007		11/17/2009	345	442		
82	X	DU PONT E I DE NEMOURS &	263534109			7/17/2008		11/17/2009	172	211		
83	X	DU PONT E I DE NEMOURS &	263534109			2/10/2009		11/17/2009	345	246		
84	X	EMERSON ELECTRIC CO	291011104			12/28/2007		7/21/2009	174	285		
85	X	EMERSON ELECTRIC CO	291011104			7/17/2008		7/21/2009	174	246		
86	X	EMERSON ELECTRIC CO	291011104			2/24/2006		7/21/2009	348	414		
87	X	EMERSON ELECTRIC CO	291011104			2/24/2006		11/17/2009	2,281	2,238		
88	X	EMERSON ELECTRIC CO	291011104			2/10/2009		11/17/2009	211	173		
89	X	EXELON CORPORATION	30161N101			7/17/2008		7/21/2009	265	421		
90	X	EXXON MOBIL CORPORATION	30231G102			12/28/2007		7/21/2009	348	472		
91	X	EXXON MOBIL CORPORATION	30231G102			4/25/2008		7/21/2009	348	467		
92	X	EXXON MOBIL CORPORATION	30231G102			11/12/2007		7/21/2009	1,393	1,723		
93	X	EXXON MOBIL CORPORATION	30231G102			4/11/2007		11/17/2009	2,168	2,234		
94	X	EXXON MOBIL CORPORATION	30231G102			11/12/2007		11/17/2009	4,112	4,738		
95	X	EXXON MOBIL CORPORATION	30231G102			7/17/2008		11/17/2009	748	806		
96	X	EXXON MOBIL CORPORATION	30231G102			2/10/2009		11/17/2009	374	397		
97	X	FPL GROUP INC	302571104			11/12/2007		1/28/2009	256	347		
98	X	FPL GROUP INC	302571104			11/12/2007		7/21/2009	1,161	1,388		

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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost, Other Basis and Expenses		Net Gain or Loss
										Cost	Other Basis (Enter one field only)	
									417,266	514,575	-97,309	
									6,851	0	6,851	
Totals												
Securities												
Other sales												
99	X	FED HOME LN BK 5 375%	3133MNZF1			2/24/2006		5/15/2009	30,000	30,342		
100	X	FED HOME LN BK 3 750%	3133X8EL2			2/24/2006		8/18/2009	15,000	15,000		
101	X	FED NATL MTG ASSN 5 250	31359MEK5			2/24/2006		1/15/2009	25,000	25,207		
102	X	FORTUNE BRANDS INC	349631101			11/12/2007		7/21/2009	542	1,192		
103	X	GENERAL ELECTRIC CO	369604103			12/28/2007		1/28/2009	67	186		
104	X	GENERAL ELECTRIC CO	369604103			12/28/2007		7/21/2009	57	186		
105	X	GENERAL ELECTRIC CO	369604103			2/24/2006		7/21/2009	622	1,838		
106	X	HALLIBURTON CO	406216101			7/17/2008		7/21/2009	327	702		
107	X	HALLIBURTON CO	406216101			11/12/2007		7/21/2009	655	1,144		
108	X	HALLIBURTON CO	406216101			4/11/2007		11/17/2009	786	815		
109	X	HALLIBURTON CO	406216101			5/1/2007		11/17/2009	283	281		
110	X	HALLIBURTON CO	406216101			9/20/2007		11/17/2009	314	379		
111	X	HALLIBURTON CO	406216101			11/12/2007		11/17/2009	1,886	2,288		
112	X	HALLIBURTON CO	406216101			12/28/2007		11/17/2009	472	571		
113	X	HALLIBURTON CO	406216101			2/10/2009		11/17/2009	314	197		
114	X	HEWLETT PACKARD CO	428236103			12/28/2007		7/21/2009	200	258		
115	X	HEWLETT PACKARD CO	428236103			11/12/2007		7/21/2009	800	962		
116	X	HOME DEPOT INC	437076102			6/1/2009		7/21/2009	362	364		
117	X	HONEYWELL INTERNATIONAL	438516106			12/28/2007		7/21/2009	328	613		
118	X	AIR PRODS & CHEMS INC CO	009158106			4/11/2007		11/17/2009	842	737		
119	X	AIR PRODS & CHEMS INC CO	009158106			11/12/2007		11/17/2009	1,263	1,452		
120	X	AIR PRODS & CHEMS INC CO	009158106			2/10/2009		11/17/2009	421	277		
121	X	ALLSTATE CORP	020002101			2/24/2006		7/21/2009	245	545		
122	X	ALLSTATE CORP	020002101			2/24/2006		11/17/2009	905	1,691		
123	X	ALLSTATE CORP	020002101			12/28/2007		11/17/2009	292	520		
124	X	ALLSTATE CORP	020002101			2/10/2009		11/17/2009	146	109		
125	X	ALTRIA GROUP INC	02209S103			12/28/2007		1/28/2009	83	116		
126	X	ALTRIA GROUP INC	02209S103			4/11/2007		6/1/2009	275	340		
127	X	ALTRIA GROUP INC	02209S103			10/15/2008		6/1/2009	516	664		
128	X	ALTRIA GROUP INC	02209S103			2/10/2009		6/1/2009	86	97		
129	X	AMERICAN EXPRESS CO	025816109			4/11/2007		7/21/2009	720	1,406		
130	X	AMERICAN EXPRESS CO	025816109			2/10/2009		11/17/2009	107	68		
131	X	TIME WARNER INC	887317303			4/11/2007		4/6/2009	3	7		
132	X	TIME WARNER CABLE INC	88732J207			4/11/2007		7/21/2009	46	91		
133	X	TIME WARNER CABLE INC	88732J207			11/12/2007		7/21/2009	111	180		
134	X	TIME WARNER CABLE INC	88732J207			11/12/2007		11/17/2009	82	98		
135	X	TIME WARNER CABLE INC	88732J207			12/28/2007		11/17/2009	36	42		
136	X	TIME WARNER CABLE INC	88732J207			10/15/2008		11/17/2009	18	13		
137	X	TIME WARNER CABLE INC	88732J207			2/10/2009		11/17/2009	36	22		
138	X	TRAVELERS COMPANIES, INC	89417E109			12/28/2007		1/28/2009	205	271		
139	X	TRAVELERS COMPANIES, INC	89417E109			4/11/2007		7/21/2009	647	851		
140	X	TRAVELERS COMPANIES, INC	89417E109			4/11/2007		7/21/2009	364	397		
141	X	US BANCORP DEL NEW	902973304			4/11/2007		7/21/2009	108	173		
142	X	US BANCORP DEL NEW	902973304			4/11/2007		7/21/2009	537	1,037		
143	X	US BANCORP DEL NEW	902973304			12/28/2007		7/21/2009	179	318		
144	X	UNITED TECHNOLOGIES COF	913017109			8/15/2008		7/21/2009	268	385		
145	X	UNITED TECHNOLOGIES COF	913017109			7/17/2008		7/21/2009	268	333		
146	X	UNITED TECHNOLOGIES COF	913017109			7/17/2008		7/21/2009	328	506		
147	X	HONEYWELL INTERNATIONAL	438516106			7/17/2008		7/21/2009	328	506		





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

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost, Other Basis and Expenses		Net Gain or Loss	
										Cost	Donated Value		
Totals								514,575		-97,309			
Long Term CG Distributions								417,266		6,851		-97,309	
Short Term CG Distributions								6,851		0		6,851	
246	X	PROCTER & GAMBLE CO	742718109			7/12/2009		275	317				
247	X	PROCTER & GAMBLE CO	742718109			10/15/2008		275	315				
248	X	PUBLIC SVC ENTERPRISE GR	744573106			12/28/2007		165	245				
249	X	PUBLIC SVC ENTERPRISE GR	744573106			4/11/2007		267	350				
250	X	PUBLIC SVC ENTERPRISE GR	744573106			7/17/2009		668	854				
251	X	PUBLIC SVC ENTERPRISE GR	744573106			2/24/2006		935	972				
252	X	PUBLIC SVC ENTERPRISE GR	744573106			2/24/2006		802	868				
253	X	STI CLASSIC SEIX HIGH YIELD	76628T645			11/14/2007		685	897				
254	X	STI CLASSIC SEIX HIGH YIELD	76628T645			11/14/2007		3,000	3,852				
255	X	ROCKWELL AUTOMATION INC	773903109			11/21/2007		180	330				
256	X	ROCKWELL AUTOMATION INC	773903109			11/21/2007		902	1,319				
257	X	ROCKWELL AUTOMATION INC	773903109			7/17/2008		225	215				
258	X	ROHM & HAAS CO	775371107			4/11/2007		777	502				
259	X	ROHM & HAAS CO	775371107			2/10/2009		388	286				
260	X	ROHM & HAAS CO	775371107			11/12/2007		233	146				
261	X	ROHM & HAAS CO	775371107			11/12/2007		1,716	1,071				
262	X	SPDR DJ WILSHIRE INTERNA	78463X863			6/12/2007		244	666				
263	X	SPDR DJ WILSHIRE INTERNA	78463X863			6/12/2007		27	67				
264	X	SPDR DJ WILSHIRE INTERNA	78463X863			9/20/2007		245	562				
265	X	SPDR DJ WILSHIRE INTERNA	78463X863			9/20/2007		1,491	2,560				
266	X	SPDR DJ WILSHIRE INTERNA	78463X863			11/12/2007		2,691	4,407				
267	X	SAFEWAY INC NEW	786514208			11/21/2007		928	1,466				
268	X	SAFEWAY INC NEW	786514208			12/28/2007		105	175				
269	X	SAFEWAY INC NEW	786514208			2/10/2009		105	105				
270	X	STATE STREET CORP	857477103			11/21/2007		467	772				
271	X	SYSCO CORP	871829107			4/11/2007		343	505				
272	X	SYSCO CORP	871829107			11/12/2007		114	167				
273	X	TARGET CORP	87612E106			4/11/2007		236	358				
274	X	TARGET CORP	87612E106			2/24/2006		551	759				
275	X	TEMPLETON GLOBAL BOND F	880208400			11/14/2007		820	859				
276	X	TEMPLETON GLOBAL BOND F	880208400			11/14/2007		12,960	14,013				
277	X	3M CO	88579Y101			11/12/2007		317	397				
278	X	3M CO	88579Y101			4/11/2007		780	761				
279	X	3M CO	88579Y101			11/12/2007		1,170	1,190				
280	X	3M CO	88579Y101			11/12/2007		390	345				
281	X	TIME WARNER INC	887317303			4/11/2007		7	16				
282	X	TIME WARNER INC	887317303			4/11/2007		160	283				
283	X	TIME WARNER INC	887317303			11/12/2007		107	156				
284	X	TIME WARNER INC	887317303			11/12/2007		566	688				
285	X	TIME WARNER INC	887317303			12/28/2007		107	126				
286	X	TIME WARNER INC	887317303			10/15/2008		53	39				
287		LT GAIN POWERSHARES				1/1/2009		2,710					
288		LT GAIN POWERSHARES				1/1/2008		4,141					

**Line 11 (990-PF) - Other Income**

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	STATE TAX REFUND	483		
2			0	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	
		483	0	0

**Line 16b (990-PF) - Accounting Fees**

		925	0	0	925
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	925			925
2					
3					
4					
5					
6					
7					
8					
9					
10					

**Line 18 (990-PF) - Taxes**

		1,059	409	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	409	409		
2	2008 EXCISE TAX PAID	329			
3	2009 FEDERAL ESTIMATED EXCISE PA	321			
4					
5					
6					
7					
8					
9					
10					

**Line 23 (990-PF) - Other Expenses**

		13,079	9,862	0	3,217
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	WF TRUSTEE FEES	12,870	9,653		3,217
3	POWERSHARES PARTNERSHIP FEES	209	209		
4					
5					
6					
7					
8					
9					
10					

**Part II, Line 10b (990-PF) - Investments - Corporate Stock**

	Description	Num Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	SEE ATTACHED STMT			399,180	0	383,943
2						
3						
4						
5						
6						
7						
8						
9						
10						



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

	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	PRIOR YEAR		1,224,365	159,588	158,441
2	SEE ATTACHED STMT		1,224,365	159,588	158,441
3					
4					
5					
6					
7					
8					
9					
10					

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

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**Line 3 - Other increases not included in Part III, Line 2**

1	MUTUAL FUND TIMING DIFFERENCE	1	77
2	FEDERAL EXCISE TAX REFUND	2	4,524
3	Total	3	4,601

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

1	COST BASIS ADJUSTMENT	1	810
2	POWERSHARES PARTNERSHIP INCOME ADJUSTMENT	2	6,670
3	PY RETURN OF CAPITAL ADJUSTMENT	3	1,196
4	Total	4	8,676

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

	Long Term CG Distributions		Short Term CG Distributions		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired									
61	DOMINION RES INC VA	25746U109		12/28/2007	7/21/2009	184	0	238	-74	0	0	0	-74
62	DOMINION RES INC VA	25746U109		11/12/2007	7/21/2009	491	0	693	-202	0	0	0	-202
63	DU PONT E IDE NEMOURS & CO	263534109		4/11/2007	7/21/2009	830	0	1,460	-630	0	0	0	-630
64	DU PONT E IDE NEMOURS & CO	263534109		2/24/2006	11/17/2009	1,758	0	2,057	-299	0	0	0	-299
65	DU PONT E IDE NEMOURS & CO	263534109		11/12/2007	11/17/2009	345	0	470	-125	0	0	0	-125
66	AT & T INC	00206R102		5/15/2007	7/21/2009	390	0	644	-254	0	0	0	-254
67	AT & T INC	00206R102		12/28/2007	7/21/2009	366	0	634	-268	0	0	0	-268
68	AT & T INC	00206R102		11/12/2007	7/21/2009	814	0	1,134	-427	0	0	0	-427
69	AT & T INC	00206R102		4/11/2007	11/17/2009	814	0	1,206	-392	0	0	0	-392
70	AT & T INC	00206R102		11/12/2007	11/17/2009	1,865	0	2,777	-912	0	0	0	-912
71	AT & T INC	00206R102		11/12/2007	11/17/2009	693	0	982	-299	0	0	0	-299
72	AT & T INC	00206R102		4/25/2008	11/17/2009	131	0	194	-63	0	0	0	-63
73	AT & T INC	00206R102		7/17/2008	11/17/2009	394	0	476	-82	0	0	0	-82
74	AT & T INC	00206R102		8/15/2008	11/17/2009	525	0	633	-108	0	0	0	-108
75	AT & T INC	00206R102		2/10/2009	11/17/2009	263	0	256	7	0	0	0	7
76	ABBOTT LABS	002824100		12/28/2007	1/28/2009	274	0	286	-12	0	0	0	-12
77	ABBOTT LABS	002824100		12/28/2007	7/21/2009	224	0	286	-62	0	0	0	-62
78	ABBOTT LABS	002824100		7/17/2008	7/21/2009	224	0	282	-58	0	0	0	-58
79	ABBOTT LABS	002824100		2/10/2009	7/21/2009	447	0	567	-120	0	0	0	-120
80	AIR PRODS & CHEMS INC COM	009158106		11/12/2007	7/21/2009	679	0	968	-289	0	0	0	-289
81	DU PONT E IDE NEMOURS & CO	263534109		12/28/2007	11/17/2009	345	0	442	-97	0	0	0	-97
82	DU PONT E IDE NEMOURS & CO	263534109		7/17/2008	11/17/2009	172	0	211	-39	0	0	0	-39
83	DU PONT E IDE NEMOURS & CO	263534109		2/10/2009	11/17/2009	345	0	246	99	0	0	0	99
84	EMERSON ELECTRIC CO	291011104		12/28/2007	7/21/2009	174	0	285	-111	0	0	0	-111
85	EMERSON ELECTRIC CO	291011104		7/17/2008	7/21/2009	174	0	246	-72	0	0	0	-72
86	EMERSON ELECTRIC CO	291011104		2/24/2006	7/21/2009	348	0	414	-66	0	0	0	-66
87	EMERSON ELECTRIC CO	291011104		2/24/2006	11/17/2009	2,281	0	2,238	43	0	0	0	43
88	EMERSON ELECTRIC CO	291011104		7/17/2008	11/17/2009	211	0	173	38	0	0	0	38
89	EXELON CORPORATION	30161N101		7/17/2008	7/21/2009	265	0	421	-156	0	0	0	-156
90	EXXON MOBIL CORPORATION	30231G102		12/28/2007	7/21/2009	348	0	472	-124	0	0	0	-124
91	EXXON MOBIL CORPORATION	30231G102		4/25/2008	7/21/2009	348	0	467	-119	0	0	0	-119
92	EXXON MOBIL CORPORATION	30231G102		11/12/2007	7/21/2009	1,393	0	1,723	-330	0	0	0	-330
93	EXXON MOBIL CORPORATION	30231G102		4/11/2007	11/17/2009	2,168	0	2,234	-66	0	0	0	-66
94	EXXON MOBIL CORPORATION	30231G102		11/12/2007	11/17/2009	4,112	0	4,738	-626	0	0	0	-626
95	EXXON MOBIL CORPORATION	30231G102		7/17/2008	11/17/2009	748	0	806	-58	0	0	0	-58
96	EXXON MOBIL CORPORATION	30231G102		2/10/2009	11/17/2009	374	0	397	-23	0	0	0	-23
97	FPL GROUP INC	302571104		11/12/2007	1/28/2009	256	0	347	-91	0	0	0	-91
98	FPL GROUP INC	302571104		11/12/2007	7/21/2009	1,161	0	1,388	-227	0	0	0	-227
99	FED HOME LN BK 5.375% 5/15/09	3133MNZF1		2/24/2006	5/15/2009	30,000	0	30,342	-342	0	0	0	-342
100	FED HOME LN BK 3.750% 8/18/09	3133X8ELZ		2/24/2006	8/18/2009	15,000	0	15,000	0	0	0	0	0
101	FED NATL MTG ASSN 5.250% 1/15/09	31359MEK5		2/24/2006	1/15/2009	25,000	0	25,207	-207	0	0	0	-207
102	FORTUNE BRANDS INC	349631101		11/12/2007	7/21/2009	542	0	1,192	-650	0	0	0	-650
103	GENERAL ELECTRIC CO	369604103		12/28/2007	1/28/2009	67	0	186	-119	0	0	0	-119
104	GENERAL ELECTRIC CO	369604103		12/28/2007	7/21/2009	57	0	186	-129	0	0	0	-129
105	GENERAL ELECTRIC CO	369604103		2/24/2006	7/21/2009	622	0	1,838	-1,216	0	0	0	-1,216
106	HALLIBURTON CO	406216101		7/17/2008	7/21/2009	327	0	702	-375	0	0	0	-375
107	HALLIBURTON CO	406216101		11/12/2007	7/21/2009	655	0	1,144	-489	0	0	0	-489
108	HALLIBURTON CO	406216101		4/11/2007	11/17/2009	786	0	815	-29	0	0	0	-29
109	HALLIBURTON CO	406216101		9/20/2007	11/17/2009	283	0	281	2	0	0	0	2
110	HALLIBURTON CO	406216101		11/12/2007	11/17/2009	314	0	379	-65	0	0	0	-65
111	HALLIBURTON CO	406216101		11/12/2007	11/17/2009	1,886	0	2,288	-402	0	0	0	-402
112	HALLIBURTON CO	406216101		12/28/2007	11/17/2009	472	0	571	-99	0	0	0	-99
113	HALLIBURTON CO	406216101		2/10/2009	11/17/2009	314	0	197	117	0	0	0	117
114	HEWLETT PACKARD CO	428236103		12/28/2007	7/21/2009	200	0	258	-58	0	0	0	-58
115	HEWLETT PACKARD CO	428236103		11/12/2007	7/21/2009	800	0	962	-162	0	0	0	-162
116	HOME DEPOT INC	437076102		6/1/2009	7/21/2009	362	0	364	-2	0	0	0	-2
117	HONEYWELL INTERNATIONAL INC	438516106		12/28/2007	7/21/2009	328	0	613	-285	0	0	0	-285
118	AIR PRODS & CHEMS INC COM	009158106		11/12/2007	11/17/2009	842	0	737	105	0	0	0	105
119	AIR PRODS & CHEMS INC COM	009158106		11/12/2007	11/17/2009	1,263	0	1,452	-189	0	0	0	-189
120	AIR PRODS & CHEMS INC COM	009158106		2/10/2009	11/17/2009	421	0	277	144	0	0	0	144

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

	Long Term CG Distributions		Short Term CG Distributions		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
	Amount	59	0	0									
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold								
121	ALLSTATE CORP	020002101		2/24/2006	7/21/2009	245	0	545	-300			0	-300
122	ALLSTATE CORP	020002101		2/24/2006	11/17/2009	905	0	1,691	-786			0	-786
123	ALLSTATE CORP	020002101		12/26/2007	11/17/2009	292	0	520	-228			0	-228
124	ALLSTATE CORP	020002101		2/10/2009	11/17/2009	146	0	109	37			0	37
125	ALTRIA GROUP INC	02209S103		12/28/2007	1/28/2009	83	0	116	-33			0	-33
126	ALTRIA GROUP INC	02209S103		4/1/2007	6/1/2009	275	0	340	-65			0	-65
127	ALTRIA GROUP INC	02209S103		11/12/2007	6/1/2009	516	0	664	-148			0	-148
128	ALTRIA GROUP INC	02209S103		10/15/2008	6/1/2009	86	0	97	-11			0	-11
129	ALTRIA GROUP INC	02209S103		2/10/2009	6/1/2009	172	0	168	4			0	4
130	AMERICAN EXPRESS CO	025816109		4/11/2007	7/21/2009	720	0	1,406	-686			0	-686
131	TIME WARNER INC	887317303		2/10/2009	11/17/2009	107	0	68	39			0	39
132	TIME WARNER CABLE INC	88732J207		4/11/2007	4/6/2009	3	0	7	-4			0	-4
133	TIME WARNER CABLE INC	88732J207		4/11/2007	7/21/2009	46	0	91	-45			0	-45
134	TIME WARNER CABLE INC	88732J207		11/12/2007	7/21/2009	111	0	180	-69			0	-69
135	TIME WARNER CABLE INC	88732J207		11/12/2007	11/17/2009	82	0	98	-16			0	-16
136	TIME WARNER CABLE INC	88732J207		12/28/2007	11/17/2009	36	0	42	-6			0	-6
137	TIME WARNER CABLE INC	88732J207		10/15/2008	11/17/2009	18	0	13	5			0	5
138	TIME WARNER CABLE INC	88732J207		2/10/2009	11/17/2009	36	0	22	14			0	14
139	TRAVELERS COMPANIES, INC	89417E109		12/28/2007	1/28/2009	205	0	271	-66			0	-66
140	TRAVELERS COMPANIES, INC	89417E109		4/11/2007	7/21/2009	647	0	851	-204			0	-204
141	TRAVELERS COMPANIES, INC	89417E109		7/17/2008	7/21/2009	364	0	397	-33			0	-33
142	US BANCORP DEL NEW	902973304		4/11/2007	5/7/2009	108	0	173	-65			0	-65
143	US BANCORP DEL NEW	902973304		11/12/2007	7/21/2009	537	0	1,037	-500			0	-500
144	US BANCORP DEL NEW	902973304		12/28/2007	7/21/2009	179	0	318	-139			0	-139
145	UNITED TECHNOLOGIES CORP	913017109		12/28/2007	7/21/2009	268	0	385	-117			0	-117
146	UNITED TECHNOLOGIES CORP	913017109		8/15/2008	7/21/2009	268	0	333	-65			0	-65
147	HONEYWELL INTERNATIONAL INC	438516106		7/17/2008	7/21/2009	328	0	506	-178			0	-178
148	HONEYWELL INTERNATIONAL INC	438516106		2/24/2006	11/17/2009	2,815	0	2,944	-129			0	-129
149	HUSSMAN STRATEGIC GROWTH FUND	448108100		2/7/2008	5/7/2009	1,000	0	1,185	-185			0	-185
150	INTEL CORP	458140100		12/28/2007	1/28/2009	69	0	134	-65			0	-65
151	INTEL CORP	458140100		11/12/2007	7/21/2009	649	0	891	-242			0	-242
152	INTEL CORP	458140100		12/28/2007	7/21/2009	93	0	134	-41			0	-41
153	INTERNATIONAL BUSINESS MACHS CO	459200101		12/28/2007	6/1/2009	542	0	550	-8			0	-8
154	INTERNATIONAL BUSINESS MACHS CO	459200101		7/17/2008	6/1/2009	542	0	625	-83			0	-83
155	INTERNATIONAL BUSINESS MACHS CO	459200101		2/10/2009	6/1/2009	433	0	383	50			0	50
156	INTERNATIONAL BUSINESS MACHS CO	459200101		2/10/2009	7/21/2009	116	0	96	20			0	20
157	INTERNATIONAL BUSINESS MACHS CO	459200101		2/24/2006	7/21/2009	1,040	0	722	318			0	318
158	CEF SHARES S&P 500 VALUE INDEX FUND	464287408		4/11/2007	1/28/2009	419	0	783	-364			0	-364
159	CEF SHARES S&P 500 VALUE INDEX FUND	464287408		4/11/2007	5/7/2009	452	0	783	-331			0	-331
160	CEF SHARES S&P 500 VALUE INDEX FUND	464287408		4/11/2007	7/21/2009	3,083	0	5,405	-2,322			0	-2,322
161	CEF SHARES S&P 500 VALUE INDEX FUND	464287408		11/12/2007	7/21/2009	1,385	0	2,387	-1,002			0	-1,002
162	SHARES MSCI EAFE	464287465		11/12/2007	1/28/2009	1,011	0	2,023	-1,012			0	-1,012
163	SHARES MSCI EAFE	464287465		11/12/2007	5/7/2009	676	0	1,214	-538			0	-538
164	SHARES MSCI EAFE	464287465		12/28/2007	5/7/2009	1,578	0	2,768	-1,190			0	-1,190
165	SHARES MSCI EAFE	464287465		12/28/2007	7/21/2009	6,896	0	11,470	-4,574			0	-4,574
166	SHARES MSCI EAFE	464287465		4/11/2007	7/21/2009	238	0	389	-151			0	-151
167	SHARES MSCI EAFE	464287465		4/11/2007	11/17/2009	8,502	0	11,670	-3,168			0	-3,168
168	SHARES TR S & P MIDCAP 400 ID FD	464287507		12/28/2007	1/28/2009	523	0	960	-337			0	-337
169	SHARES TR S & P MIDCAP 400 ID FD	464287507		12/28/2007	5/7/2009	1,764	0	2,579	-815			0	-815
170	SHARES TR S & P MIDCAP 400 ID FD	464287507		4/11/2007	5/7/2009	882	0	1,284	-402			0	-402
171	SHARES TR S & P MIDCAP 400 ID FD	464287507		4/11/2007	11/17/2009	4,593	0	5,564	-971			0	-971
172	SHARES TR SMALLCAP 600 INDEX FD	464287804		4/11/2007	1/28/2009	409	0	666	-277			0	-277
173	SHARES TR SMALLCAP 600 INDEX FD	464287804		4/11/2007	11/17/2009	1,358	0	2,057	-698			0	-698
174	SHARES TR SMALLCAP 600 INDEX FD	464287804		4/11/2007	7/21/2009	1,312	0	1,714	-402			0	-402
175	JPMORGAN CHASE & CO	46625H100		12/28/2007	7/21/2009	1,283	0	1,720	-437			0	-437
176	JPMORGAN CHASE & CO	46625H100		11/12/2007	7/21/2009	550	0	647	-97			0	-97
177	JPMORGAN CHASE & CO	46625H100		11/12/2007	11/17/2009	3,649	0	3,587	62			0	62
178	JPMORGAN CHASE & CO	46625H100		7/17/2008	11/17/2009	215	0	195	20			0	20
179	JOHNSON & JOHNSON	478160104		12/28/2007	1/28/2009	290	0	336	-46			0	-46
180	JOHNSON & JOHNSON	478160104		10/15/2008	7/21/2009	294	0	319	-25			0	-25

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

	Long Term CG Distributions		Short Term CG Distributions		Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
	Amount	59	0	0									
	Kind(s) of Property Sold	How Acquired	Date Acquired	Date Sold	Date Sold								
181	JOHNSON & JOHNSON		2/24/2006	7/21/2009	7/21/2009	294	0	292	2		0	0	-90,517
182	KRAFT FOODS INC		11/12/2007	7/21/2009	7/21/2009	272	0	327	-55		0	0	-55
183	KRAFT FOODS INC		4/11/2007	11/17/2009	11/17/2009	304	0	350	-46		0	0	-46
184	KRAFT FOODS INC		11/12/2007	11/17/2009	11/17/2009	415	0	490	-75		0	0	-75
185	KRAFT FOODS INC		2/10/2009	11/17/2009	11/17/2009	138	0	129	9		0	0	9
186	MARATHON OIL CORP		12/28/2007	7/21/2009	7/21/2009	154	0	314	-160		0	0	-160
187	MARATHON OIL CORP		5/15/2007	11/17/2009	11/17/2009	460	0	884	-424		0	0	-424
188	MARATHON OIL CORP		11/12/2007	11/17/2009	11/17/2009	418	0	669	-251		0	0	-251
189	MARATHON OIL CORP		11/12/2007	11/17/2009	11/17/2009	348	0	589	-241		0	0	-241
190	MARATHON OIL CORP		2/10/2009	11/17/2009	11/17/2009	174	0	141	33		0	0	33
191	MARATHON OIL CORP		6/17/2009	11/17/2009	11/17/2009	1,009	0	970	39		0	0	39
192	MCDONALDS CORP		12/28/2007	7/21/2009	7/21/2009	290	0	298	-8		0	0	-8
193	MCDONALDS CORP		7/17/2008	7/21/2009	7/21/2009	580	0	597	-17		0	0	-17
194	MCDONALDS CORP		11/12/2007	7/21/2009	7/21/2009	290	0	295	-5		0	0	-5
195	MEDTRONIC INC		8/15/2008	7/21/2009	7/21/2009	521	0	809	-288		0	0	-288
196	MEDTRONIC INC		8/15/2008	11/17/2009	11/17/2009	1,768	0	2,426	-658		0	0	-658
197	MEDTRONIC INC		2/10/2009	11/17/2009	11/17/2009	196	0	164	32		0	0	32
198	MERCK & CO INC		589331107	7/21/2009	7/21/2009	444	0	413	31		0	0	31
199	MERCK & CO INC NEW		58933Y105	11/17/2009	11/17/2009	1,278	0	1,047	231		0	0	231
200	METLIFE INC		59156R108	11/12/2007	7/21/2009	777	0	1,602	-825		0	0	-825
201	METLIFE INC		59156R108	4/11/2007	11/17/2009	560	0	1,015	-455		0	0	-455
202	METLIFE INC		59156R108	11/12/2007	11/17/2009	175	0	320	-145		0	0	-145
203	METLIFE INC		59156R108	12/28/2007	11/17/2009	175	0	307	-132		0	0	-132
204	METLIFE INC		59156R108	7/17/2008	11/17/2009	175	0	257	-82		0	0	-82
205	METLIFE INC		2/10/2009	11/17/2009	11/17/2009	175	0	148	27		0	0	27
206	METLIFE INC		6/1/2009	11/17/2009	11/17/2009	1,401	0	1,256	145		0	0	145
207	MICROSOFT CORP		12/28/2007	7/21/2009	7/21/2009	246	0	361	-115		0	0	-115
208	MICROSOFT CORP		7/17/2008	7/21/2009	7/21/2009	369	0	414	-45		0	0	-45
209	MICROSOFT CORP		2/24/2006	7/21/2009	7/21/2009	369	0	399	-30		0	0	-30
210	NOKIA CORPORATION - ADR		12/28/2007	1/28/2009	1/28/2009	64	0	194	-130		0	0	-130
211	NOKIA CORPORATION - ADR		11/12/2007	7/21/2009	7/21/2009	381	0	1,134	-753		0	0	-753
212	NOKIA CORPORATION - ADR		4/11/2007	11/17/2009	11/17/2009	558	0	960	-402		0	0	-402
213	NOKIA CORPORATION - ADR		11/12/2007	11/17/2009	11/17/2009	436	0	1,210	-774		0	0	-774
214	NOKIA CORPORATION - ADR		7/17/2008	11/17/2009	11/17/2009	136	0	270	-134		0	0	-134
215	NOKIA CORPORATION - ADR		2/10/2009	11/17/2009	11/17/2009	204	0	193	11		0	0	11
216	ORACLE CORPORATION		6/1/2009	7/21/2009	7/21/2009	324	0	301	23		0	0	23
217	ORACLE CORPORATION		6/1/2009	11/17/2009	11/17/2009	1,134	0	1,002	132		0	0	132
218	PEPSICO INC		12/28/2007	1/28/2009	1/28/2009	258	0	385	-127		0	0	-127
219	PEPSICO INC		7/17/2008	7/21/2009	7/21/2009	277	0	326	-49		0	0	-49
220	PEPSICO INC		2/24/2006	7/21/2009	7/21/2009	554	0	595	-41		0	0	-41
221	UNITED TECHNOLOGIES CORP		2/24/2006	11/17/2009	11/17/2009	1,529	0	1,289	240		0	0	240
222	UNITED TECHNOLOGIES CORP		8/15/2008	11/17/2009	11/17/2009	1,390	0	1,334	56		0	0	56
223	VANGUARD INTERMEDIATE TERM B		2/17/2008	2/10/2009	2/10/2009	7,608	0	7,931	-323		0	0	-323
224	VANGUARD INTERMEDIATE TERM B		4/25/2008	2/10/2009	2/10/2009	30,431	0	31,175	-744		0	0	-744
225	VANGUARD INTERMEDIATE TERM B		11/16/2009	2/10/2009	2/10/2009	15,215	0	15,810	-595		0	0	-595
226	VANGUARD INTERMEDIATE TERM B		7/17/2008	2/10/2009	2/10/2009	33,093	0	33,113	-20		0	0	-20
227	VANGUARD INTERMEDIATE TERM B		7/17/2008	7/21/2009	7/21/2009	2,736	0	2,664	72		0	0	72
228	VANGUARD BD INDEX FD INC		11/16/2009	1/28/2009	1/28/2009	7,985	0	8,048	-63		0	0	-63
229	VANGUARD EMERGING MARKETS ETF		4/25/2008	1/28/2009	1/28/2009	338	0	767	-429		0	0	-429
230	VANGUARD EMERGING MARKETS ETF		9/22/2004	5/7/2009	5/7/2009	5,626	0	9,464	-3,838		0	0	-3,838
231	VANGUARD EMERGING MARKETS ETF		9/22/2004	7/21/2009	7/21/2009	4,540	0	6,906	-2,366		0	0	-2,366
232	VANGUARD EMERGING MARKETS ETF		9/22/2004	11/17/2009	11/17/2009	5,166	0	6,394	-1,228		0	0	-1,228
233	VANGUARD REIT VIPER		9/22/2004	1/28/2009	1/28/2009	495	0	1,184	-689		0	0	-689
234	PEPSICO INC		2/24/2006	11/17/2009	11/17/2009	2,302	0	2,201	101		0	0	101
235	PEPSICO INC		2/10/2009	11/17/2009	11/17/2009	622	0	511	111		0	0	111
236	PFIZER INC		2/24/2006	7/21/2009	7/21/2009	467	0	788	-321		0	0	-321
237	PFIZER INC		2/24/2006	10/21/2009	10/21/2009	5	0	8	-3		0	0	-3
238	PHILIP MORRIS INTERNATIONAL IN		12/28/2007	1/28/2009	1/28/2009	198	0	264	-66		0	0	-66
239	PHILIP MORRIS INTERNATIONAL IN		7/17/2008	5/7/2009	5/7/2009	197	0	264	-67		0	0	-67
240	PHILIP MORRIS INTERNATIONAL IN		11/12/2007	7/21/2009	7/21/2009	436	0	505	-69		0	0	-69

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

	Long Term CG Distributions		Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis of Losses
	59	0														
241	PHILIP MORRIS INTERNATIONAL IN		718172109		4/11/2007	11/17/2009		812	0	774	38					38
242	PHILIP MORRIS INTERNATIONAL IN		718172109		1/12/2007	11/17/2009		1,015	0	1,009	6					6
243	PHILIP MORRIS INTERNATIONAL IN		718172109		2/10/2009	11/17/2009		507	0	366	141					141
244	PROCTER & GAMBLE CO		742718109		12/28/2007	1/28/2009		289	0	371	-82					-82
245	PROCTER & GAMBLE CO		742718109		4/11/2007	7/21/2009		275	0	314	-39					-39
246	PROCTER & GAMBLE CO		742718109		7/17/2008	7/21/2009		275	0	317	-42					-42
247	PUBLIC SVC ENTERPRISE GROUP INC		744573106		10/15/2008	7/21/2009		275	0	315	-40					-40
248	PUBLIC SVC ENTERPRISE GROUP INC		744573106		12/28/2007	7/21/2009		165	0	245	-80					-80
249	PUBLIC SVC ENTERPRISE GROUP INC		744573106		4/11/2007	6/1/2009		267	0	350	-83					-83
250	PUBLIC SVC ENTERPRISE GROUP INC		744573106		7/17/2008	6/1/2009		668	0	854	-186					-186
251	PUBLIC SVC ENTERPRISE GROUP INC		744573106		2/24/2006	6/1/2009		935	0	972	-37					-37
252	PUBLIC SVC ENTERPRISE GROUP INC		744573106		2/24/2006	7/21/2009		802	0	868	-66					-66
253	STI CLASSIC SEIX HIGH YIELD I #855		766281645		1/14/2007	1/28/2009		685	0	897	-212					-212
254	STI CLASSIC SEIX HIGH YIELD I #855		766281645		1/14/2007	2/10/2009		3,000	0	3,852	-852					-852
255	ROCKWELL AUTOMATION INC		773903109		1/21/2007	7/21/2009		180	0	330	-150					-150
256	ROCKWELL AUTOMATION INC		773903109		1/21/2007	11/17/2009		902	0	1,319	-417					-417
257	ROCKWELL AUTOMATION INC		773903109		7/17/2008	11/17/2009		225	0	215	10					10
258	ROHM & HAAS CO		775371107		4/11/2007	3/10/2009		777	0	502	275					275
259	ROHM & HAAS CO		775371107		2/10/2009	3/10/2009		388	0	286	102					102
260	ROHM & HAAS CO		775371107		1/12/2007	3/10/2009		1,716	0	146	87					87
261	ROHM & HAAS CO		775371107		1/12/2007	4/1/2009		1,716	0	1,071	645					645
262	SPDR DJ WILSHIRE INTERNATIONAL RE		786514208		6/12/2007	1/28/2009		244	0	666	-422					-422
263	SPDR DJ WILSHIRE INTERNATIONAL RE		786514208		6/12/2007	5/7/2009		27	0	67	-40					-40
264	SPDR DJ WILSHIRE INTERNATIONAL RE		786514208		9/20/2007	5/7/2009		245	0	562	-317					-317
265	SPDR DJ WILSHIRE INTERNATIONAL RE		786514208		9/20/2007	11/17/2009		1,491	0	2,560	-1,069					-1,069
266	SPDR DJ WILSHIRE INTERNATIONAL RE		786514208		11/12/2007	11/17/2009		2,691	0	4,407	-1,716					-1,716
267	SAFEWAY INC NEW		786514208		11/21/2007	6/1/2009		928	0	1,466	-538					-538
268	SAFEWAY INC NEW		786514208		12/28/2007	6/1/2009		105	0	175	-70					-70
269	SAFEWAY INC NEW		786514208		2/10/2009	6/1/2009		105	0	105	0					0
270	STATE STREET CORP		857477103		1/12/2007	7/21/2009		467	0	772	-305					-305
271	SYSCO CORP		871829107		4/11/2007	7/21/2009		343	0	505	-162					-162
272	SYSCO CORP		871829107		11/12/2007	7/21/2009		114	0	167	-53					-53
273	TARGET CORP		87612E106		4/11/2007	7/21/2009		236	0	358	-122					-122
274	TARGET CORP		87612E106		2/24/2006	7/21/2009		551	0	759	-208					-208
275	TEMPLETON GLOBAL BOND FD-ADV #6		880208400		1/14/2007	1/28/2009		820	0	859	-39					-39
276	TEMPLETON GLOBAL BOND FD-ADV #6		880208400		1/14/2007	2/12/2009		12,960	0	14,013	-1,053					-1,053
277	3M CO		88579Y101		11/12/2007	7/21/2009		317	0	397	-80					-80
278	3M CO		88579Y101		4/11/2007	11/17/2009		780	0	761	19					19
279	3M CO		88579Y101		1/12/2007	11/17/2009		1,170	0	1,190	-20					-20
280	3M CO		88579Y101		7/17/2008	11/17/2009		390	0	345	45					45
281	TIME WARNER INC		887317303		4/11/2007	4/6/2009		7	0	16	-9					-9
282	TIME WARNER INC		887317303		4/11/2007	7/21/2009		160	0	283	-123					-123
283	TIME WARNER INC		887317303		1/12/2007	7/21/2009		107	0	156	-49					-49
284	TIME WARNER INC		887317303		11/12/2007	11/17/2009		566	0	688	-122					-122
285	TIME WARNER INC		887317303		12/28/2007	11/17/2009		107	0	126	-19					-19
286	TIME WARNER INC		887317303		10/15/2008	11/17/2009		53	0	39	14					14
287	S/T GAIN POWERSHARES		887317303					2,710	0	0	2,710					2,710
288	S/T GAIN POWERSHARES		887317303					4,141	0	0	4,141					4,141





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

	Date		Amount
1		Credit from prior year return	
2		First quarter estimated tax payment	0
3		Second quarter estimated tax payment	0
4	9/11/2009	Third quarter estimated tax payment	321
5		Fourth quarter estimated tax payment	0
6		Other payments	0
7		Total	321

**Part XV, Lines 1a-1b (990-PF) - Information Regarding Foundation Managers**

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List Managers who contributed more than 2%  
of the total contributions received by the foundation

1 NONE \_\_\_\_\_  
2 \_\_\_\_\_  
3 \_\_\_\_\_  
4 \_\_\_\_\_  
5 \_\_\_\_\_  
6 \_\_\_\_\_  
7 \_\_\_\_\_  
8 \_\_\_\_\_  
9 \_\_\_\_\_  
10 \_\_\_\_\_

List Managers who own 10% or more of the stock  
of a corporation of which the foundation has a 10%  
or greater interest

NONE \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
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