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

OMB No 1545 0052

2009

Department of the Treasury  
Internal Revenue Service

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

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

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>Lion's Pride Foundation</b>		A Employer identification number <b>41-1289414</b>
	Number and street (or P O box number if mail is not delivered to street address) Room/suite <b>115 Cottage Road</b>		B Telephone number (see the instructions) <b>(603) 253-8554</b>
	City or town <b>Moultonborough</b>	State ZIP code <b>NH 03254</b>	C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> 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"/>

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) **\$ 3,893,877.**  
J Accounting method ☒ Cash ☐ Accrual  
☐ Other (specify) \_\_\_\_\_ (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc., received (att sch)				
	2 <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	18,180.			
	4 Dividends and interest from securities	26,286.			
	5a Gross rents				
	b Net rental income or (loss) -11,569.				
	6a Net gain/(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/(loss) (att sch)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	44,466.	0.			
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) L-16a Stmt	2,945.			
	b Accounting fees (attach sch) L-16b Stmt	2,000.			
	c Other prof fees (attach sch) L-16c Stmt	2,363.			
	17 Interest				
	18 Taxes (attach schedule)(see instr)				
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Line 23 Stmt	620.			
	24 Total operating and administrative expenses. Add lines 13 through 23	7,928.			
	25 Contributions, gifts, grants paid	114,885.			
26 Total expenses and disbursements. Add lines 24 and 25	122,813.				
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-78,347.				
b Net investment income (if negative, enter -0)		0.			
c Adjusted net income (if negative, enter -0)					

to

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
A S S E T S	1	Cash – non-interest-bearing	34,352.	56,698.	56,698.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less allowance for doubtful accounts			
	4	Pledges receivable			
		Less allowance for doubtful accounts			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less allowance for doubtful accounts			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – US and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) L-10b Stmt	2,553,288.	2,405,595.	3,387,179.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis			
L I A B I L I T I E S		Less accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	450,000.	450,000.	450,000.
	14	Land, buildings, and equipment basis			
		Less accumulated depreciation (attach schedule)			
	15	Other assets (describe )			
	16	<b>Total assets</b> (to be completed by all filers – see instructions Also, see page 1, item I)	3,037,640.	2,912,293.	3,893,877.
	17	Accounts payable and accrued expenses			
	18	Grants payable	158,000.	111,000.	
	19	Deferred revenue			
F U N D A S E T A N C E S	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe )			
	23	<b>Total liabilities</b> (add lines 17 through 22)	158,000.	111,000.	
		<b>Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.</b>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,879,640.	2,801,293.	
	30	<b>Total net assets or fund balances</b> (see the instructions)	2,879,640.	2,801,293.	
	31	<b>Total liabilities and net assets/fund balances</b> (see the instructions)	3,037,640.	2,912,293.	

## Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,879,640.
2	Enter amount from Part I, line 27a	2	-78,347.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	2,801,293.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	2,801,293.

**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a Wells Fargo (statement attached)		P	various	various
b J P Morgan		P	various	various
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 282,605.	0.	302,241.	-19,636.
b 1,198,100.	0.	1,335,745.	-137,645.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			-19,636.
b			-137,645.
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 7            If (loss), enter -0- in Part I, line 7         </div>		2	-157,281.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;">           If gain, also enter in Part I, line 8, column (c) (see the instructions). If (loss), enter -0-            in Part I, line 8         </div>		3	

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008		3,055,503.	
2007	370,222.	1,300,375.	0.284704
2006	99,690.	3,412,332.	0.029215
2005	212,672.	3,391,555.	0.062706
2004	217,928.	4,106,258.	0.053072

2 Total of line 1, column (d)	2	0.429697
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.107424
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,916,233.
5 Multiply line 4 by line 3	5	313,273.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7 Add lines 5 and 6	7	313,273.
8 Enter qualifying distributions from Part XII, line 4	8	0.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter <u>n/a</u> (attach copy of letter if necessary - see instr.)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input 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, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
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	0.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 131.		
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	131.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	131.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	131.	Refunded

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

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**Part VII-A Statements Regarding Activities Continued**

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see 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 <u>N/A</u>	13	X	
14	The books are in care of <u>BUCKNAM ASSOCIATES</u> Telephone no. <u>(603) 253-8554</u> Located at <u>115 Cottage Road</u> <u>Moultonborough NH</u> ZIP + 4 <u>03254</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			

**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
<b>1 a</b> 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 type="checkbox"/> Yes <input checked="" 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>b</b> If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1 b	
<b>c</b> 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?	1 c	X
<b>2</b> 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)).		
<b>a</b> 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 <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u> .		
<b>b</b> Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2 b	
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
<b>3 a</b> 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>b</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)	3 b	
<b>4 a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	X
<b>b</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?	4 b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

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

5b

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

X

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 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
STATEMENT 1	0	0.00	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				
0				
0				
0				
0				

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 instructions). If none, enter **NONE**.

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

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

None

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

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

	Expenses
1 N/A	
	0.
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	None

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	2,948,235.
b Average of monthly cash balances	1b	12,408.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	2,960,643.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	2,960,643.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	44,410.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,916,233.
6 Minimum investment return. Enter 5% of line 5	6	145,812.

**Part XI Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6		1	145,812.
2a Tax on investment income for 2009 from Part VI, line 5	2a	0.	
b Income tax for 2009 (This does not include the tax from Part VI)	2b		
c Add lines 2a and 2b		2c	0.
3 Distributable amount before adjustments. Subtract line 2c from line 1		3	145,812.
4 Recoveries of amounts treated as qualifying distributions		4	
5 Add lines 3 and 4		5	145,812.
6 Deduction from distributable amount (see instructions)		6	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	145,812.

**Part XII Qualifying Distributions** (see instructions)

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

**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

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**Part XIII** Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
<b>1</b> Distributable amount for 2009 from Part XI, line 7				145,812.
<b>2</b> Undistributed income, if any, as of the end of 2009				
<b>a</b> Enter amount for 2008 only			152,152.	
<b>b</b> Total for prior years 20__, 20__, 20__				
<b>3</b> Excess distributions carryover, if any, to 2009				
<b>a</b> From 2004	0.			
<b>b</b> From 2005	0.			
<b>c</b> From 2006	0.			
<b>d</b> From 2007	374,179.			
<b>e</b> From 2008	0.			
<b>f</b> Total of lines 3a through e	374,179.			
<b>4</b> Qualifying distributions for 2009 from Part XII, line 4: \$ 0.				
<b>a</b> Applied to 2008, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)				
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)				
<b>d</b> Applied to 2009 distributable amount				
<b>e</b> Remaining amount distributed out of corpus	0.			
<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) )				
<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	374,179.			
<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 instructions		0.		
<b>e</b> Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions			152,152.	
<b>f</b> Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				145,812.
<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 instructions)				
<b>8</b> Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
<b>9</b> Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	374,179.			
<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	374,179.			
<b>d</b> Excess from 2008	0.			
<b>e</b> Excess from 2009	0.			



**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 STATEMENT 2		ex	various	114,885.
Total				▶ 3a 114,885.
b Approved for future payment				
Total				▶ 3b

**Part XVI-A Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion 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	525990		14	18,180.	
4 Dividends and interest from securities	525990		14	26,286.	
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	525990		16		
8 Gain or (loss) from sales of assets other than inventory	900001		18		
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)				44,466.	
13 Total. Add line 12, columns (b), (d), and (e)				44,466.	

(See worksheet in the instructions for line 13 to verify calculations )

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

[illegible]



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**Additional Information**

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**STMT 1**

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The investment firms do not provide book value for the investment assets. Taxpayer had been carrying book value and marked to market annually. However, since book value is not available, the valuation method was changed in 2006 to FMV. This did not affect the cash method of accounting used. No change in accounting methodology was required.

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Therefore, at year end 2006, book value has been converted to FMV.

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Form 990-PF, Page 1, Part I, Line 23

**Line 23 Stmt**

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Charter	595.			
State of MN -filing	25.			
Total	620.			

Form 990-PF, Page 10, Part XV, Line 2

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

Name Bucknam Associates  
 Address 115 Cottage Road  
 City, St, Zip, Phone Moultonboro NH 03254 (603) 253-8554

The form in which applications should be submitted and information and materials they should include  
Application may be made by letter, but all donees are required to

Any submission deadlines:

No submission deadline. Applications are accepted at any time

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

None

Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 City, St, Zip, Phone \_\_\_\_\_

The form in which applications should be submitted and information and materials they should include  
complete a Statement of Potential Donee. See copy attached.

Any submission deadlines

and acted upon periodically

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

Form 990-PF, Page 1, Part I

**Line 16a - Legal Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Paralegal Services	Legal	2,000.			
Gray Plant	Legal	945.			
Total		2,945.			



Form 990-PF, Page 1, Part I

**Line 16b - Accounting Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bucknam Assoc	Accounting	2,000.			
Total		<u>2,000.</u>			

Form 990-PF, Page 1, Part I

**Line 16c - Other Professional Fees**

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Premier	corporate svcs	194.			
Bucknam Assoc	management	2,000.			
Nat'l Registration Ag	management	169.			
Total		<u>2,363.</u>			

Form 990-PF, Page 2, Part II, Line 10b

**L-10b Stmt**

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See attached schedule	2,405,595.	3,387,179.
Total	<u>2,405,595.</u>	<u>3,387,179.</u>

**Supporting Statement of:**

Form 990-PF, p2/Line 18(b)

Description	Amount
Mayo Clinic	20,000.
Sacred Heart School	40,000.
Phillips Andover Academy	20,000.
Shattuck School Learning Center	30,000.
St James Episcopal	1,000.
Total	<u>111,000.</u>

**LION'S PRIDE FOUNDATION  
2009 990PF  
GRANTS 2008**

**STATEMENT 2  
TIN 41-1289414**

		Public (X)	Restrictions			Public	Restrictions
Metropolitan Museum of Art Gracie Station POB 814 New York, NY 10130-0087	8,000 00	X	none	Central Park Conservancy 14 East 60th St New York, NY 10022	1,850 00	X	none
Phillips Andover Academy Andover, MA	20,000 00	X	none	Shattuck School 1000 Shumway Ave Farbault, MN 55021	1,500 00	X	none
St James Episcopal Church Attn Rev Mary Moore Gaines 4620 California St San Francisco CA 94118	5,100 00	X	none	McLean Hospital 115 Mill St Belmont, MA 02478	35,000 00	X	none
Juan Cabrillo Elementary School 30237 Morning View Dr Malibu CA 90265	5,000 00	X	none	University of Puget Sound Parents Fund 1500 N Warner St #1067 Tacoma, WA 98416	1,000 00	X	none
San Domenico School 1500 Butterfield Rd San Anselmo, CA 94960	1,000 00	X	none	Valley Vineyard 224 Mt Herman Rd Scotts Valley, CA 95066	10,000 00	X	none
Yale University P O Box 1890 New Haven, CT 06508	26,000 00	X	none	The Boys' Club of New York 287 East 10th St New York, NY 10009	435 00	X	none
	65,100 00				49,785 00		
				Total	114,885 00		

April 2010

LION'S PRIDE FOUNDATION

2009

**TRUSTEES AND OFFICERS**

Form 990 PF Page 6

Part VIII Line 1

41-1289414 Compensation over \$50,000

**Name and Title**

**Address**

**Telephone**

Louis F. Polk Jr  
Trustee, President

435 East 52nd St  
New York, NY 10022

212-832-2662

0

Susan Bucknam  
Vice President, Treasurer

Bucknam Associates  
115 Cottage Road  
Moultonborough, NH 03254

603/253-8554

0

Richard N. Flint  
Secretary

Gray Plant Mooty Mooty Bennett  
500 IDS Center  
80 South Eighth St  
Minneapolis, MN 55402

612/632-3065

0

Christy P. Goldspink  
Trustee

1005 Granite Ridge Dr  
Santa Cruz, CA 95065

831/426-7971

0

Anna C. Polk  
Trustee

435 East 52nd Street  
New York, NY 10022

212-832-2662

0

LFPTRUSTEES 2005  
Revised Oct 26, 2008  
Revised 4/24/2010



Wells Fargo Investments, LLC  
Northstar West Building  
625 Marquette Ave, 13th Floor  
Minneapolis, MN 55402  
Payer's Federal ID 91-1374280

Recipient's  
Tax Identification Number:  
**41-1289414**

Account Number: 5152-4020  
LIONS PRIDE FOUNDATION

**TAX YEAR 2009**

Page 17 of 1

## DETAIL OF AMOUNTS ON INFORMATIONAL YEAR END FORM

### REALIZED PROFIT AND LOSS TAX YEAR 2009

Please contact a tax professional regarding possible IRS reporting of this information

#### LONG TERM CERTIFICATE OF DEPOSIT (CD) GAIN/LOSS

SHARE QUANTITY	SECURITY DESCRIPTION	ACQUIRE DATE	ACQUIRE PRICE	SOLD DATE	SOLD PRICE	GROSS PROCEEDS	COST BASIS	REALIZED GAIN/LOSS
65,000 0000	BEAL BANK NV 3 35 061709	06/11/08	100 00	06/17/09	100.00	65,000 00	65,000 00	0 00
50,000 0000	FIRST CHATHAM 5 0 113009	05/17/07	100 00	11/30/09	100 00	50,000 00	50,000 00	0 00
52,000 0000	LEHMAN BROS 5 05 032309	05/21/07	100 00	03/23/09	100 00	52,000 00	52,000 00	0 00
50,000 0000	MIDWEST CMNTY 5 0 052909	05/17/07	100 00	05/29/09	100 00	50,000 00	50,000 00	0 00
50,000 0000	REGAL BK&TR 3 5 030609	02/27/08	100 00	03/06/09	100 00	50,000 00	50,000 00	0 00
						267,000 00	267,000 00	0 00

#### LONG TERM GAIN/LOSS SECURITIES OTHER THAN CD'S

SHARE QUANTITY	SECURITY DESCRIPTION	ACQUIRE DATE	ACQUIRE PRICE	SOLD DATE	SOLD PRICE	GROSS PROCEEDS	COST BASIS	REALIZED GAIN/LOSS
199 8031	CLAYMORE DIV & INCOME FD	05/17/07	110 00	12/22/09	15 37	2,987 40	22,331 43	-19,344 03
3 1969	CLAYMORE DIV & INCOME FD	09/13/07	99 94	12/22/09	15 37	47 80	319 49	-271 69
						3,035.20	22,650 92	-19,615 72

#### CASH IN LIEU OF FRACTIONAL SHARES

SHARE QUANTITY	SECURITY DESCRIPTION	ACQUIRE DATE	ACQUIRE PRICE	SOLD DATE	SOLD PRICE	GROSS PROCEEDS	COST BASIS	REALIZED GAIN/LOSS
0 1968	DREMAN CLY DIV & INC NEW	05/17/07	110 00	06/08/09	10 41	2 05	22 00	-19 95
0 0032	DREMAN CLY DIV & INC NEW	09/13/07	99 94	06/08/09	12 70	0 04	0 31	-0 27
0 2500	PFIZER INC	10/16/09	17 52	10/16/09	17 88	4 47	4 37	0 10
						6 56	26 68	-20 12

Information continued on the next page



Recipient's  
Tax Identification Number:  
**41-1289414**

Account Number: 5152-4020  
LIONS PRIDE FOUNDATION

Wells Fargo Investments, LLC  
Northstar West Building  
625 Marquette Ave., 13th Floor  
Minneapolis, MN 55402  
Payer's Federal ID: 91-1374280

Page 18 of 18

# REALIZED PROFIT AND LOSS TAX YEAR 2009 - continued

## COST BASIS NOT AVAILABLE

SHARE SECURITY QUANTITY DESCRIPTION	ACQUIRE DATE	SOLD DATE	SOLD PRICE	GROSS PROCEEDS
250 0000 WYETH	09/10/09	10/16/09	0 00	12,563 06
				12,563 06

## \*GRAND TOTAL - REALIZED PROFIT AND LOSS TAX YEAR 2009

GROSS PROCEEDS	COST BASIS	REALIZED GAIN/LOSS
282,604 82	289,677 60	-19,635 84

\*The total amounts may differ slightly due to rounding

Information presented under "Realized Profit and Loss" is gathered from sources deemed to be reliable

Wells Fargo Investments, LLC does not attest to its accuracy and is not responsible for errors and/or omissions

Realized Profit and Loss for fixed income securities purchased at a premium or discount has not been adjusted

for amortization of premium or accretion of discount

Unless you provided instructions for manual adjustments to be made to your basis information prior to year end,

this information was calculated using the First-In, First-Out (FIFO) method of accounting

See the insert "Wells Fargo Investments LLC Customer Guide to 1099 Tax Reporting Form" for more information

Please consult a tax professional with questions regarding this information

This information is provided to you as a service and is not reported to the IRS.

AE : DUB,PHILIP N  
AE # : 053M

Account : Lion's Pride Foundation / 220-63763

Home : 603-253-8554

Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>LONG TRANSACTIONS</b>										
<u>Common Stock</u>										
1,250 00	***BAYTEX ENERGY TRUST TR UTS		6/20/08	32 737	40,921 75	6/11/09	17 956	22,445 25	(18,476 50)	
	Symbol BTE									
250 00	***BAYTEX ENERGY TRUST TR UTS		6/26/08	32 387	8,096 75	6/11/09	17 956	4,489 05	(3,607 70)	
	Symbol BTE									
750 00	***BAYTEX ENERGY TRUST TR UTS		6/26/08	32 387	24,290 25	10/19/09	25 969	19,476 38		(4,813 87)
	Symbol BTE									
1,500 00	***BAYTEX ENERGY TRUST TR UTS		6/8/09	16 953	25,443 95	10/19/09	25 969	38,952 76	13,508 81	
	Symbol BTE									
:										
<b>Sub Total of Security</b>										
1,000 00	***HOLLYSYS AUTOMATION TECHNOLOGIES LTD US LISTED		10/17/06	8 630	8,630 00	9/24/09	9 401	9,401 09	(8,575 39)	(4,813 87)
	Symbol HOLI									
1,000 00	***HOLLYSYS AUTOMATION TECHNOLOGIES LTD US LISTED		10/17/06	8 630	8,630 00	9/24/09	9 401	9,401 09		771 09
	Symbol HOLI									
500 00	***HOLLYSYS AUTOMATION TECHNOLOGIES LTD US LISTED		7/18/07	7 723	3,861 67	9/25/09	9 265	4,632 38		770 71
	Symbol HOLI									
1,000 00	***HOLLYSYS AUTOMATION TECHNOLOGIES LTD US LISTED		7/18/07	7 723	7,723 33	9/24/09	9 401	9,401 08		1,677 75
	Symbol HOLI									
1,000 00	***HOLLYSYS AUTOMATION TECHNOLOGIES LTD US LISTED		7/18/07	7 373	7,373 33	11/9/09	10,898	10,897 72		3,524 39
	Symbol HOLI									

The information contained herein has been obtained from sources deemed to be reliable but not guaranteed for accuracy by J.P. Morgan Securities, a division of J.P. Morgan Securities Inc. All closing transactions will be treated on a FIFO basis unless an accurately specified versus purchase trailer is entered

Unless your Investment Professional has updated all acquisition costs for securities not initially purchased at J.P. Morgan Securities, has updated lots purchased prior to 1995, and reviewed the effects of corporate actions and journal entries, this report may contain inaccuracies. Please use your monthly statement as the Official record of your activity. Contact your Investment Professional for additional information.

The Grand Totals for Cost and Proceeds are using absolute values

Due to the reporting requirements of some financial transactions, the information on this report may not match the 1099.

# Realized Gain/Loss Report

( Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings )  
(From 01/01/2009 To 12/31/2009)

AE : DUB, PHILIP N.

AE # : 053M

Account : Lion's Pride Foundation / 220-63763

Home : 603-253-8554

Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>LONG TRANSACTIONS</b>										
<u>Common Stock</u>										
500 00	***HOLLYSYS AUTOMATION TECHNOLOGIES LTD US LISTED	Symbol HOLI	7/18/07	7 373	3,686 67	9/25/09	9 265	4,632 37		945 70
1,500 00	***HOLLYSYS AUTOMATION TECHNOLOGIES LTD US LISTED	Symbol HOLI	12/13/07	8 785	13,177 50	11/9/09	10 898	16,346 57		3,169 07
<b>Sub Total of Security</b>					53,082 50			64,712 30	0 00	11,629 80
5,000 00	***KAROON GAS AUSTRALIA LTD	Symbol KRNGF	9/14/09	9 363	46,813 86	12/17/09	7 431	37,155 56	(9,658 30)	
4,000 00	***MINEFINDERS CORP LTD	Symbol MFN	2/29/08	11 596	46,364 40	8/21/09	8 097	32,388 90		(13,995 50)
1,000 00	***MINEFINDERS CORP LTD	Symbol MFN	2/29/08	11 596	11,596 10	10/16/09	10 157	10,156 62		(1,439 48)
2,000 00	***MINEFINDERS CORP LTD	Symbol MFN	3/5/08	12 775	25,550 20	10/16/09	10 157	20,313 23		(5,236 97)
1,500 00	***MINEFINDERS CORP LTD	Symbol MFN	3/13/08	13 341	20,012 00	10/16/09	10 157	15,234 93		(4,777 07)
2,000 00	***MINEFINDERS CORP LTD	Symbol MFN	9/17/09	10 128	20,255 00	10/16/09	10 157	20,313 23	58 23	
<b>Sub Total of Security</b>					123,797 70			98,406 91	58 23	(25,449 02)

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The Grand Totals for Cost and Proceeds are using absolute values



AE: DUB, PHILIP N

AE # . 053M

Account . Lion's Pride Foundation / 220-63763

Home . 603-253-8554

Business:

## Realized Gain/Loss Report

( Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings )  
(From 01/01/2009 To 12/31/2009)

4/12/10

Page 3

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>LONG TRANSACTIONS</b>										
<u>Common Stock</u>										
1,000 00	***RESEARCH IN MOTION LTD		11/25/09	59 991	59,991 00	12/18/09	62 863	62,862 87	2,871 87	
	Symbol RIMM									
500 00	***RESEARCH IN MOTION LTD		12/2/09	61 227	30,613 50	12/18/09	62 863	31,431 44	817 94	
	Symbol RIMM									
Sub Total of Security										
1,750 00	***SINO FOREST CORPORATION		8/19/09	13 912	24,346 00	11/17/09	18 295	32,016 50	7,670 50	0 00
	Symbol SNOFF									
250 00	***SINO FOREST CORPORATION		8/19/09	13 912	3,478 00	12/1/09	18 339	4,584 73	1 106 73	
	Symbol SNOFF									
1,750 00	***SINO FOREST CORPORATION		8/26/09	13 816	24,178 10	12/1/09	18 339	32,093 07	7,914 97	
	Symbol SNOFF									
Sub Total of Security										
2,000 00	ANADARKO PETROLEUM CORP		8/21/08	61 096	122,192 00	8/21/09	52 181	104,362 30	(17,829 70)	0 00
	Symbol APC									
7,500 00	ATMEL CORP		5/5/09	4 201	31,505 00	5/8/09	3 546	26,594 31	(4,910 69)	
	Symbol ATML									

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# Realized Gain/Loss Report

( Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings )  
(From 01/01/2009 To 12/31/2009)

AE # 053M

AE DUB, PHILIP N.

Account : Lion's Pride Foundation / 220-63763

Home : 603-253-8554

Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>LONG TRANSACTIONS</b>										
<u>Common Stock</u>										
1,500 00	BANK OF AMERICA CORP		6/4/09	11 563	17,345 00	6/12/09	13 458	20,186 47	2,841 47	
	Symbol BAC									
3,000 00	BARE ESSENTUALS INC		7/17/09	8 107	24,321 00	8/21/09	8 538	25,614 15	1 293 15	
	Cusip 067511105000									
1,250 00	CELGENE CORP		1/8/09	49 427	61,784 00	1/12/09	49 513	61,891 65	107 65	
	Symbol CELG									
2,500 00	ISIS PHARMACEUTICALS INC		7/24/08	16 436	41,090 00	1/16/09	13 466	33,664 80	(7,425 20)	
700 00	ISIS PHARMACEUTICALS INC		4/1/09	14 668	10,267 83	7/17/09	13 920	9,743 93	(523 90)	
	Symbol ISIS									
800 00	ISIS PHARMACEUTICALS INC		4/1/09	14 668	11,734 67	7/13/09	13 870	11,096 19	(638 48)	
	Symbol ISIS									
500 00	ISIS PHARMACEUTICALS INC		4/22/09	16 160	8,080 00	7/17/09	13 920	6,959 95	(1,120 05)	
	Symbol ISIS									
700 00	ISIS PHARMACEUTICALS INC		4/28/09	16 110	11,277 00	7/17/09	13 920	9,743 94	(1,533 06)	
	Symbol ISIS									

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Unless your Investment Professional has updated all acquisition costs for securities not initially purchased at J.P. Morgan Securities, has updated lots purchased prior to 1995, and reviewed the effects of corporate actions and journal entries, this report may contain inaccuracies. Please use your monthly statement as the Official record of your activity. Contact your Investment Professional for additional information.

The Grand Totals for Cost and Proceeds are using absolute values

( Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings )  
(From 01/01/2009 To 12/31/2009)

AE: DUB, PHILIP N. AE # 053M

Account: Lion's Pride Foundation / 220-63763

Home: 603-253-8554

Business.

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>LONG TRANSACTIONS</b>										
<u>Common Stock</u>										
50 00	ISIS PHARMACEUTICALS INC		4/28/09	16 110	805 50	11/17/09	10 840	541 99	(263.51)	
	Symbol ISIS									
450 00	ISIS PHARMACEUTICALS INC		8/11/09	16 115	7,251 75	11/17/09	10 840	4,877 86	(2,373 89)	
	Symbol ISIS									
<b>Sub Total of Security</b>										
117 00	MACROVISION SOLUTIONS CORPORATION		10/4/07	28 858	3,376 42	4/16/09	19 239	2,251 02	(13,878 09)	(1,125 40)
	Cusip 55611C108000									
1 00	MACROVISION SOLUTIONS CORPORATION		10/4/07	28 790	28 79	4/16/09	19 240	19 24		(9 55)
	Cusip 55611C108000									
382 00	MACROVISION SOLUTIONS CORPORATION		10/26/07	30 744	11,744 18	4/16/09	19 239	7,349 48		(4,394 70)
	Cusip 55611C108000									
<b>Sub Total of Security</b>										
2,500 00	MDU RESOURCES GROUP INC		4/18/08	28 647	71,617 50	5/7/09	17 638	44,095 94	0 00	(5,529 65)
	Symbol MDU									
750 00	MDU RESOURCES GROUP INC		4/30/08	29 213	21,910 05	11/23/09	22 093	16,570 05		(5,340 00)
	Symbol MDU									
500 00	MDU RESOURCES GROUP INC		4/30/08	29 213	14,606 70	5/7/09	17 638	8,819 19		(5,787 51)
	Symbol MDU									
500 00	MDU RESOURCES GROUP INC		5/30/08	33 340	16,670 00	11/23/09	22 093	11,046 70		(5,623 30)
	Symbol MDU									

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## Realized Gain/Loss Report

( Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings )  
(From 01/01/2009 To 12/31/2009)4/12/10  
Page 10

AE DUB,PHILIP N

AE # 053M

Account : Lion's Pride Foundation / 220-63763

Home : 603-253-8554

Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>LONG TRANSACTIONS</b>										
<u>Common Stock</u>										
500 00	MDU RESOURCES GROUP INC		6/5/08	33 640	16,820 00	11/23/09	22 093	11,046 70		(5,773 30)
	Symbol MDU									
750 00	MDU RESOURCES GROUP INC		6/6/08	34 185	25,638 98	11/23/09	22 093	16,570 05		(9,068 93)
	Symbol MDU									
1,000 00	MDU RESOURCES GROUP INC		7/9/08	34 968	34,968 00	11/23/09	22 093	22,093 40		(12,874 60)
	Symbol MDU									
<u>Sub Total of Security</u>										
2,000 00	MEADWESTVACO CORP		1/9/09	12 089	24,178 00	4/24/09	14 921	29,841 22	5,663 22	(71,989 20)
	Symbol MWV									
750 00	NOBLE ENERGY INC		5/29/09	60 567	45,425 00	9/16/09	68 617	51,462 65	6,037 65	
	Symbol NBL									
3,000 00	NVIDIA CORP		10/2/09	13 973	41,920 00	10/6/09	13 882	41,647 49	(272 51)	
	Symbol NVDA									
3,000 00	UAL CORPORATION NEW		12/24/08	10 562	31,985 00	1/16/09	11 588	34,764 80	2,779 80	
	Symbol UAAUA									

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The Grand Totals for Cost and Proceeds are using absolute values

AE. DUB, PHILIP N. AE # . 053M  
Account : Lion's Pride Foundation / 220-63763  
Home : 603-253-8554  
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
<b>LONG TRANSACTIONS</b>										
<u>Common Stock</u>										
4,000.00	UNITED STATES NATURAL GAS FUND LP ETF		6/26/09	14.371	57,485.00	12/18/09	10.736	42,943.72	(14,541.28)	
	Symbol UNG									
1,250.00	VYYO INC		4/18/07	7.032	8,790.00	1/2/09	0.170	212.50		(8,577.50)
250.00	VYYO INC		4/18/07	7.034	1,758.50	1/2/09	0.170	42.50		(1,716.00)
1,500.00	VYYO INC		4/25/07	7.915	11,872.25	1/2/09	0.170	255.00		(11,617.25)
1,500.00	VYYO INC		4/25/07	7.915	11,872.25	1/2/09	0.170	255.00		(11,617.25)
<u>Sub Total of Security</u>										
1,500.00	WYETH COM		1/23/09	42.167	63,251.00	1/23/09	44.196	66,294.62	3,043.62	
<u>Sub Total of Common Stock</u>										
					1,328,624.73			1,171,485.63	(27,459.16)	(129,679.94)
<u>Sub Total of LONG TRANSACTIONS</u>										
					1,328,624.73			1,171,485.63	(27,459.16)	(129,679.94)

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# Realized Gain/Loss Report

( Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings )  
(From 01/01/2009 To 12/31/2009)

AE # : 053M

AE: DUB, PHILIP N

Account : Lion's Pride Foundation / 220-63763

Home : 603-253-8554

Business.

Quantity	Description	Maturity Date	Sale Date	Sale Unit Price	Proceeds	Purchase Date	Purchase Unit Price	Total Cost	Short Term Gain/Loss	Long Term Gain/Loss
<b>SHORT TRANSACTIONS</b>										
<u>Common Stock</u>										
(500.00)	NVIDIA CORP		10/6/09	13.883	(6,941.25)	10/22/09	13.430	(6,715.00)	226.25	
Symbol NVDA										
<u>Option</u>										
(7.00)	CALL EXXON MOB CP DEC 075 ***		10/26/09	2.116	(1,480.92)	12/21/09	0.000	0.00	1,480.92	
(5.00)	CALL QIS 04/17/10 15 ISIS PHARMACEUTICALS INC		10/22/09	1.277	(638.71)	11/19/09	0.810	(405.02)	233.69	
QQISDC QIS Apr 10 Call 15.00										
(32.00)	CALL QUANTA SERVI JUL22 50***		6/19/09	1.359	(4,349.69)	7/20/09	0.000	0.00	4,349.69	
(32.00)	CALL QUANTA SERVI JUN 025 ***		6/11/09	0.575	(1,839.76)	6/22/09	0.000	0.00	1,839.76	
(30.00)	CALL UAL CORP FEB12 50CBOE		1/20/09	1.507	(4,519.97)	2/23/09	0.000	0.00	4,519.97	

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AE # : 053M

AE. DUB, PHILIP N

Account : Lion's Pride Foundation / 220-63763

Home : 603-253-8554

Business:

Quantity	Description	Maturity Date	Sale Date	Sale Unit Price	Proceeds	Purchase Date	Purchase Unit Price	Total Cost	Short Term Gain/Loss	Long Term Gain/Loss
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SHORT TRANSACTIONS

Option

(40 00) CALL UNT ST NATAL AUG 014 \*\*\* 7/17/09 0 717 (2,869 66) 8/24/09 0 000 0 00 2 869 68

(40 00) CALL UNT ST NATAL JUL 014 \*\*\* 6/26/09 0 994 (3,974 65) 7/20/09 0 000 0 00 3 974 65

Sub Total of Option

Sub Total of SHORT TRANSACTIONS

Grand Total for Cost: 1,335,744 75

Grand Total for Proceeds: 1,198,100 26

Grand Total for Short Term Gain/Loss Proceeds: 895,191 13

Grand Total for Long Term Gain/Loss Proceeds: 302,909 13

Grand Total for Short Term Gain/Loss: (7,964 55)

Grand Total for Long Term Gain/Loss: (129,679 94)

: (19,673 38) (405 02) 19,268 36 0 00  
: (26,614 63) (7 120 02) 19,494 61 0 00

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First and Proceeds are using absolute values

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Amounts of some financial transactions, the information on this report may not match the 1099