Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

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

Name of foundation
THE CORNWALL FOUNDATION MARY ANN J. BAKER, TRUSTEE - C/O LOWRY HILL 11895900

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
90 S. 7TH STREET, SUITE 5300

City or town, state, and ZIP code
MINNEAPOLIS, MN 55402

A Employer identification number
41-1956489

B Telephone number (see page 10 of the instructions)
(612) 343-6561

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 1,388,294.

J Accounting method: [X] Cash ☐ Accrual
☐ Other (specify) ______
(Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	26,590.	26,590.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-77,297.			
	b Gross sales price for all assets on line 6a 357,550.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total** Add lines 1 through 11	-50,707.	26,590.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 2	2,686.	1,880.		806.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	11,854.	671.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 4	39.	14.		25.
	24 **Total operating and administrative expenses** Add lines 13 through 23	14,579.	2,565.	NONE	831.
	25 Contributions, gifts, grants paid	53,500.			53,500.
	26 Total expenses and disbursements Add lines 24 and 25	68,079.	2,565.	NONE	54,331.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-118,786.			
	b **Net investment income** (if negative, enter -0-)		24,025.		
	c **Adjusted net income** (if negative, enter -0-)				

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16

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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	116,331.	84,811.	84,811.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule) STMT 5	174,421.	190,995.	201,652.
	b Investments - corporate stock (attach schedule) STMT 6	714,348.	604,373.	1,091,813.
	c Investments - corporate bonds (attach schedule) STMT 10	NONE	10,048.	10,018.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,005,100.	890,227.	1,388,294.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27 Capital stock, trust principal, or current funds	1,005,100.	890,227.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see page 17 of the instructions)	1,005,100.	890,227.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,005,100.	890,227.	

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	1,005,100.
2	Enter amount from Part I, line 27a	2	-118,786.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	4,240.
4	Add lines 1, 2, and 3	4	890,554.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	327.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	890,227.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P Purchase D Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

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

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } | 2 | -77,297.

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

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	57,362.	1,443,783.	0.03973034729
2007	30,471.	557,182.	0.05468769630
2006	24,160.	448,396.	0.05388094452
2005	38,028.	463,040.	0.08212681410
2004	27,215.	460,901.	0.05904738762

2	**Total** of line 1, column (d)	2	0.28947318983
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	0.05789463797
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,252,699.
5	Multiply line 4 by line 3	5	72,525.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	240.
7	Add lines 5 and 6	7	72,765.
8	Enter qualifying distributions from Part XII, line 4	8	54,331.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	481.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	481.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	481.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 8,604.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	8,604.
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	8,123.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 484. **Refunded** ▶	11	7,639.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶$ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ STMT 13			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ WELLS FARGO DBA LOWRY HILL Telephone no ▶ (612)316-3901

Located at ▶ 90 S. 7TH STREET, STE 5300, MINNEAPOLIS, MN ZIP + 4 ▶ 55402

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____ , ____ , ____ , ____				
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.) STMT 14		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*		3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ [ ]

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . . 6b No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		-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
SEE STATEMENT 16		NONE	NONE	NONE

Total number of other employees paid over $50,000 . . . . . . ▶ NONE

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
SEE STATEMENT 17		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 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes:		
a	Average monthly fair market value of securities	1a	1,150,513.
b	Average of monthly cash balances	1b	121,263.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,271,776.
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	NONE
3	Subtract line 2 from line 1d	3	1,271,776.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	19,077.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,252,699.
6	**Minimum investment return.** Enter 5% of line 5	6	62,635.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	62,635.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	481.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	481.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	62,154.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	62,154.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	62,154.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	54,331.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	54,331.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	54,331.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					62,154.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				NONE	
b Total for prior years 20____,20____,20____			NONE		
3 Excess distributions carryover, if any, to 2009					
a From 2004	NONE				
b From 2005	14,565.				
c From 2006	2,204.				
d From 2007	8,635.				
e From 2008	NONE				
f **Total** of lines 3a through e		25,404.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 54,331.					
a Applied to 2008, but not more than line 2a				NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)			NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)		NONE			
d Applied to 2009 distributable amount					54,331.
e Remaining amount distributed out of corpus		NONE			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		7,823.			7,823.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		17,581.			
b Prior years' undistributed income Subtract line 4b from line 2b			NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions			NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				NONE	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)		NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		17,581.			
10 Analysis of line 9					
a Excess from 2005	6,742.				
b Excess from 2006	2,204.				
c Excess from 2007	8,635.				
d Excess from 2008	NONE				
e Excess from 2009	NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc. (see 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 19				
Total . . . . ▶ 3a				53,500.
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	26,590.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-77,297.	
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)				-50,707.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 -50,707.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Mary Anne J Baker | 4-3-2010 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature Jeffrey E Kuhlen	Date 03/11/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP 2020 N CENTRAL AVE, STE 700 PHOENIX, AZ 85004	EIN ▶ 13-5565207	Phone no 602-776-4746

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					979.	
		165. AT & T INC				P	02/06/2008	09/22/2009
		PROPERTY TYPE: SECURITIES						
4,365.00		5,929.00					-1,564.00	
		250. ALLSTATE CORP				P	01/16/2009	04/20/2009
		PROPERTY TYPE: SECURITIES						
5,659.00		7,329.00					-1,670.00	
		190. ALLSTATE CORP				P	07/28/2009	09/22/2009
		PROPERTY TYPE: SECURITIES						
5,733.00		4,982.00					751.00	
		185. AMERICAN REPROGRAPHICS CO				P	01/24/2008	01/26/2009
		PROPERTY TYPE: SECURITIES						
1,166.00		3,255.00					-2,089.00	
		475. ANALOG DEVICES INC				P	02/06/2008	06/17/2009
		PROPERTY TYPE: SECURITIES						
11,685.00		13,494.00					-1,809.00	
		28. ANSYS INC				P	03/31/2008	08/06/2009
		PROPERTY TYPE: SECURITIES						
1,014.00		992.00					22.00	
		7. ANSYS INC				P	03/31/2008	08/07/2009
		PROPERTY TYPE: SECURITIES						
253.00		240.00					13.00	
		25. ANSYS INC				P	03/31/2008	10/12/2009
		PROPERTY TYPE: SECURITIES						
1,042.00		858.00					184.00	
		15. APACHE CORP				P	01/24/2007	06/30/2009
		PROPERTY TYPE: SECURITIES						
1,071.00		783.00					288.00	
		5. ARBITRON INC				P	01/24/2008	01/26/2009
		PROPERTY TYPE: SECURITIES						
72.00		204.00					-132.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		85. BP PLC - ADR PROPERTY TYPE: SECURITIES				P	07/28/2009	09/22/2009
4,711.00		4,228.00					483.00	
		20. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES				P	06/13/2008	01/26/2009
178.00		554.00					-376.00	
		68. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES				P	06/12/2008	09/28/2009
1,343.00		1,868.00					-525.00	
		67. BE AEROSPACE INC COM PROPERTY TYPE: SECURITIES				P	06/12/2008	09/28/2009
1,326.00		1,836.00					-510.00	
		515. CBS CORP NEW PROPERTY TYPE: SECURITIES				P	10/14/2008	04/01/2009
1,997.00		6,851.00					-4,854.00	
		85. CBS CORP NEW PROPERTY TYPE: SECURITIES				P	10/14/2008	04/02/2009
353.00		787.00					-434.00	
		115. CENOVUS ENERGY INC PROPERTY TYPE: SECURITIES				P	08/12/2009	12/21/2009
2,755.00		2,343.00					412.00	
		215. CHEVRON CORP PROPERTY TYPE: SECURITIES				P	02/06/2008	07/28/2009
14,611.00		17,573.00					-2,962.00	
		140. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES				P	01/24/2008	06/30/2009
2,594.00		3,800.00					-1,206.00	
		70. COCA COLA CO PROPERTY TYPE: SECURITIES				P	01/24/2008	09/22/2009
3,699.00		4,159.00					-460.00	
		40. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES				P	02/06/2008	07/28/2009
3,006.00		3,001.00					5.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		65. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES				P	01/24/2008	09/22/2009
4,919.00		4,535.00					384.00	
		6. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	04/30/2009
93.00		104.00					-11.00	
		19. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	04/30/2009
290.00		329.00					-39.00	
		18. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	05/01/2009
269.00		311.00					-42.00	
		12. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/10/2008	05/01/2009
179.00		207.00					-28.00	
		16. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/07/2008	08/21/2009
342.00		271.00					71.00	
		19. DEALERTRACK HLDGS INC PROPERTY TYPE: SECURITIES				P	03/07/2008	08/21/2009
405.00		322.00					83.00	
		300. DU PONT E I DE NEMOURS & CO PROPERTY TYPE: SECURITIES				P	01/16/2009	04/17/2009
8,517.00		7,515.00					1,002.00	
		20. EDISON INTL COM PROPERTY TYPE: SECURITIES				P	01/16/2009	07/28/2009
648.00		662.00					-14.00	
		10. ENCANA CORP PROPERTY TYPE: SECURITIES				P	03/06/2009	06/30/2009
494.00		375.00					119.00	
		45. FMC TECHNOLOGIES INC PROPERTY TYPE: SECURITIES				P	07/16/2007	06/30/2009
1,676.00		1,908.00					-232.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. FAIRFAX FINANCIAL HOLDINGS LTD PROPERTY TYPE: SECURITIES				P	06/11/2008	07/31/2009
3,044.00		2,570.00					474.00	
		10. FAIRFAX FINANCIAL HOLDINGS LTD PROPERTY TYPE: SECURITIES				P	06/11/2008	10/27/2009
3,483.00		2,570.00					913.00	
		640. GENERAL ELECTRIC CO PROPERTY TYPE: SECURITIES				P	02/06/2008	03/10/2009
5,574.00		21,159.00					-15,585.00	
		22. GENTEX CORP PROPERTY TYPE: SECURITIES				P	03/24/2004	04/22/2009
276.00		443.00					-167.00	
		48. GENTEX CORP PROPERTY TYPE: SECURITIES				P	06/03/2004	04/22/2009
603.00		916.00					-313.00	
		66. GENTEX CORP PROPERTY TYPE: SECURITIES				P	01/24/2008	07/22/2009
943.00		1,107.00					-164.00	
		10. GENTEX CORP PROPERTY TYPE: SECURITIES				P	01/26/2009	08/27/2009
139.00		84.00					55.00	
		125. GENTEX CORP PROPERTY TYPE: SECURITIES				P	01/24/2008	08/27/2009
1,742.00		1,892.00					-150.00	
		55. HARTE-HANKS COMMUNICATIONS INC PROPERTY TYPE: SECURITIES				P	07/12/2007	01/26/2009
411.00		1,278.00					-867.00	
		150. HOME DEPOT INC PROPERTY TYPE: SECURITIES				P	02/06/2008	04/22/2009
4,002.00		4,282.00					-280.00	
		20. HOME DEPOT INC PROPERTY TYPE: SECURITIES				P	02/06/2008	06/30/2009
470.00		571.00					-101.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		230. HOME DEPOT INC PROPERTY TYPE: SECURITIES				P	07/11/2008	09/17/2009
6,410.00		5,430.00					980.00	
		48. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	09/12/2008	06/12/2009
456.00		529.00					-73.00	
		64. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	09/12/2008	06/12/2009
608.00		705.00					-97.00	
		64. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	09/12/2008	06/15/2009
599.00		705.00					-106.00	
		32. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	09/12/2008	06/15/2009
300.00		353.00					-53.00	
		162. ISHARES MSCI JAPAN PROPERTY TYPE: SECURITIES				P	09/12/2008	06/16/2009
1,502.00		1,785.00					-283.00	
		5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	12/16/2008	02/27/2009
420.00		424.00					-4.00	
		10. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	12/16/2008	03/02/2009
841.00		848.00					-7.00	
		15. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	04/02/2009	04/22/2009
1,259.00		1,266.00					-7.00	
		10. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	04/02/2009	05/22/2009
839.00		841.00					-2.00	
		12. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	04/02/2009	08/18/2009
1,004.00		1,008.00					-4.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	02/06/2009	08/19/2009
419.00		420.00					-1.00	
		8. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	04/30/2009	08/20/2009
670.00		672.00					-2.00	
		10. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	04/03/2009	10/30/2009
840.00		839.00					1.00	
		15. ISHARES BARCLAYS 1-3 YEAR TREAS BOND PROPERTY TYPE: SECURITIES				P	05/01/2009	12/10/2009
1,254.00		1,258.00					-4.00	
		14. ISHARES MSCI EAFE PROPERTY TYPE: SECURITIES				P	09/12/2008	03/31/2009
521.00		829.00					-308.00	
		110. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	02/06/2008	07/28/2009
6,707.00		6,988.00					-281.00	
		80. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	02/06/2008	09/22/2009
4,884.00		5,057.00					-173.00	
		198. KEY ENERGY SERVICES INC PROPERTY TYPE: SECURITIES				P	01/24/2008	01/26/2009
729.00		2,804.00					-2,075.00	
		25. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	01/24/2008	12/10/2009
337.00		562.00					-225.00	
		2. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	03/15/2006	12/10/2009
27.00		39.00					-12.00	
		24. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	03/15/2006	12/11/2009
314.00		465.00					-151.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		34. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	06/28/2006	12/14/2009
452.00		635.00					-183.00	
		55. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	01/26/2009	12/15/2009
712.00		572.00					140.00	
		7. MARINER ENERGY INC PROPERTY TYPE: SECURITIES				P	06/28/2006	12/15/2009
91.00		129.00					-38.00	
		10. MCKESSON CORP PROPERTY TYPE: SECURITIES				P	12/05/2008	06/30/2009
439.00		327.00					112.00	
		60. MCKESSON CORP PROPERTY TYPE: SECURITIES				P	12/05/2008	12/14/2009
3,778.00		1,959.00					1,819.00	
		50. MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	01/24/2008	03/13/2009
1,373.00		2,522.00					-1,149.00	
		50. MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	01/24/2008	07/24/2009
1,743.00		2,343.00					-600.00	
		70. MEDTRONIC INC PROPERTY TYPE: SECURITIES				P	05/03/2002	12/07/2009
3,021.00		3,063.00					-42.00	
		55. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	01/24/2008	03/12/2009
720.00		1,373.00					-653.00	
		29. MENS WEARHOUSE INC COM PROPERTY TYPE: SECURITIES				P	01/24/2008	08/27/2009
720.00		684.00					36.00	
		15. METTLER-TOLEDO INTL INC PROPERTY TYPE: SECURITIES				P	10/24/2008	10/30/2009
1,478.00		1,092.00					386.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		394. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	01/24/2008	03/16/2009
6,629.00		11,613.00					-4,984.00	
		262. MICROCHIP TECHNOLOGY INC COM PROPERTY TYPE: SECURITIES				P	01/24/2008	01/26/2009
4,586.00		8,302.00					-3,716.00	
		6. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/18/2007	04/02/2009
217.00		378.00					-161.00	
		8. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	07/18/2007	04/02/2009
288.00		497.00					-209.00	
		5. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	11/08/2007	04/03/2009
177.00		302.00					-125.00	
		23. MIDDLEBY CORP PROPERTY TYPE: SECURITIES				P	01/24/2008	04/03/2009
800.00		1,332.00					-532.00	
		115. NII HLDGS INC PROPERTY TYPE: SECURITIES				P	02/06/2008	12/03/2009
3,584.00		4,634.00					-1,050.00	
		108. NEUSTAR INC PROPERTY TYPE: SECURITIES				P	09/08/2008	07/15/2009
2,341.00		2,399.00					-58.00	
		5. NIKE INC CL B PROPERTY TYPE: SECURITIES				P	01/24/2008	06/30/2009
259.00		290.00					-31.00	
		300. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES				P	02/06/2008	03/10/2009
8,389.00		15,906.00					-7,517.00	
		120. NUCOR CORP PROPERTY TYPE: SECURITIES				P	08/12/2008	06/30/2009
5,349.00		5,888.00					-539.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES				P	12/16/2008	01/26/2009
320.00		259.00					61.00	
		10. OCEANEERING INTL INC PROPERTY TYPE: SECURITIES				P	12/16/2008	04/30/2009
460.00		259.00					201.00	
		170. OMNICOM GROUP PROPERTY TYPE: SECURITIES				P	05/13/2008	09/22/2009
6,428.00		8,356.00					-1,928.00	
		20. PEPSICO INC PROPERTY TYPE: SECURITIES				P	01/24/2008	01/29/2009
1,034.00		1,402.00					-368.00	
		10. PEPSICO INC PROPERTY TYPE: SECURITIES				P	01/24/2008	06/30/2009
547.00		701.00					-154.00	
		10. QUALCOMM INC PROPERTY TYPE: SECURITIES				P	06/07/2006	06/30/2009
454.00		455.00					-1.00	
		38. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES				P	07/12/2007	02/06/2009
383.00		761.00					-378.00	
		20. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES				P	01/26/2009	02/06/2009
201.00		188.00					13.00	
		197. REGAL ENTERTAINMENT GROUP- CL A PROPERTY TYPE: SECURITIES				P	01/24/2008	02/06/2009
1,984.00		3,025.00					-1,041.00	
		10. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES				P	10/06/2008	06/30/2009
716.00		563.00					153.00	
		60. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES				P	04/28/2008	06/30/2009
4,293.00		7,399.00					-3,106.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		50. RESEARCH IN MOTION PROPERTY TYPE: SECURITIES				P	10/06/2008	10/07/2009
3,357.00		2,814.00					543.00	
		20. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	06/30/2009	09/30/2009
2,122.00		1,836.00					286.00	
		35. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	10/22/2009	11/19/2009
3,838.00		3,759.00					79.00	
		30. SPDR S & P 500 ETF TRUST PROPERTY TYPE: SECURITIES				P	10/07/2009	11/20/2009
3,286.00		2,965.00					321.00	
		5. SPDR BARCLAYS CAPITAL HIGH YIELD BD PROPERTY TYPE: SECURITIES				P	02/13/2009	06/30/2009
174.00		156.00					18.00	
		120. SPDR BARCLAYS CAPITAL HIGH YIELD BD PROPERTY TYPE: SECURITIES				P	02/13/2009	08/12/2009
4,402.00		3,736.00					666.00	
		100. SPDR BARCLAYS CAP 1-3 MONTH T-BILL PROPERTY TYPE: SECURITIES				P	06/30/2009	07/07/2009
4,586.00		4,589.00					-3.00	
		60. SPDR BARCLAYS CAP 1-3 MONTH T-BILL PROPERTY TYPE: SECURITIES				P	07/31/2009	09/01/2009
2,751.00		2,755.00					-4.00	
		85. SPDR BARCLAYS CAP 1-3 MONTH T-BILL PROPERTY TYPE: SECURITIES				P	08/12/2009	10/23/2009
3,897.00		3,900.00					-3.00	
		70. SPDR BARCLAYS CAP 1-3 MONTH T-BILL PROPERTY TYPE: SECURITIES				P	12/16/2009	12/18/2009
3,209.00		3,211.00					-2.00	
		24. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	07/12/2007	06/11/2009
551.00		877.00					-326.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		48. SCHOOL SPECIALTY INC COM PROPERTY TYPE: SECURITIES				P	01/24/2008	06/11/2009
1,072.00		1,628.00					-556.00	
		125. SCHWAB CHARLES CORP NEW PROPERTY TYPE: SECURITIES				P	01/24/2008	10/22/2009
2,231.00		2,823.00					-592.00	
		50. SHERWIN WILLIAMS CO PROPERTY TYPE: SECURITIES				P	06/11/2008	03/16/2009
2,358.00		2,453.00					-95.00	
		85. SHERWIN WILLIAMS CO PROPERTY TYPE: SECURITIES				P	06/11/2008	06/30/2009
4,558.00		4,170.00					388.00	
		25. STERICYCLE INC COM PROPERTY TYPE: SECURITIES				P	01/24/2008	01/26/2009
1,227.00		1,378.00					-151.00	
		230. TAIWAN SEMICONDUCTOR MANUFACTU - AD PROPERTY TYPE: SECURITIES				P	09/12/2008	04/03/2009
2,318.00		1,985.00					333.00	
		.4993 TAIWAN SEMICONDUCTOR MANUFACTU - A PROPERTY TYPE: SECURITIES				P	09/12/2008	08/17/2009
5.00		4.00					1.00	
		45. TARGET CORP PROPERTY TYPE: SECURITIES				P	01/24/2008	04/23/2009
1,754.00		2,550.00					-796.00	
		5. TARGET CORP PROPERTY TYPE: SECURITIES				P	01/24/2008	06/30/2009
197.00		267.00					-70.00	
		350. TEXTRON INC PROPERTY TYPE: SECURITIES				P	09/04/2008	02/04/2009
2,218.00		13,772.00					-11,554.00	
		5. THERMO FISHER SCIENTIFIC INC PROPERTY TYPE: SECURITIES				P	07/25/2008	06/30/2009
204.00		295.00					-91.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20. 3M CO PROPERTY TYPE: SECURITIES				P	10/01/2004	07/28/2009
1,401.00		1,602.00					-201.00	
		65. 3M CO PROPERTY TYPE: SECURITIES				P	02/06/2008	09/22/2009
4,868.00		5,197.00					-329.00	
		145. TOYOTA MOTOR CORPORATION - ADR PROPERTY TYPE: SECURITIES				P	02/06/2008	03/10/2009
8,686.00		14,501.00					-5,815.00	
		85. UGI CORP NEW COM PROPERTY TYPE: SECURITIES				P	01/24/2008	01/26/2009
2,103.00		2,138.00					-35.00	
		175. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES				P	01/16/2009	04/20/2009
8,078.00		7,364.00					714.00	
		25000. U S TREAS INFL INDX NOTES 3.875 PROPERTY TYPE: SECURITIES				P	04/02/2002	01/15/2009
32,729.00		33,930.00					-1,201.00	
		32. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	01/24/2008	02/13/2009
981.00		1,491.00					-510.00	
		18. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	01/07/2008	02/13/2009
554.00		786.00					-232.00	
		10. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	01/26/2009	02/17/2009
290.00		297.00					-7.00	
		16. UNITED STATIONERS INC COM PROPERTY TYPE: SECURITIES				P	09/27/2004	02/17/2009
463.00		639.00					-176.00	
		300. VALERO ENERGY CORP PROPERTY TYPE: SECURITIES				P	03/12/2009	04/20/2009
6,031.00		5,089.00					942.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		85. WEYERHAEUSER CO PROPERTY TYPE: SECURITIES				P	10/29/2008	12/16/2009
3,776.00		3,134.00					642.00	
		8. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	06/11/2007	03/31/2009
148.00		271.00					-123.00	
		2. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	06/11/2007	03/31/2009
37.00		68.00					-31.00	
		23. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	01/24/2008	04/01/2009
423.00		724.00					-301.00	
		13. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	01/24/2008	04/01/2009
239.00		389.00					-150.00	
		46. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	01/24/2008	04/02/2009
877.00		1,376.00					-499.00	
		2. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	07/22/2008	07/15/2009
51.00		48.00					3.00	
		38. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	02/27/2007	07/15/2009
973.00		1,116.00					-143.00	
		29. WRIGHT EXPRESS CORP PROPERTY TYPE: SECURITIES				P	07/22/2008	08/27/2009
884.00		689.00					195.00	
		175. WYETH PROPERTY TYPE: SECURITIES				P	03/26/2008	01/26/2009
7,598.00		7,317.00					281.00	
		75. WYETH PROPERTY TYPE: SECURITIES				P	03/26/2008	02/13/2009
3,274.00		3,136.00					138.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. WYETH PROPERTY TYPE: SECURITIES				P	03/26/2008	06/22/2009
4,495.00		4,181.00					314.00	
		35. XTO ENERGY INC PROPERTY TYPE: SECURITIES				P	07/11/2008	03/13/2009
1,030.00		2,126.00					-1,096.00	
		52. ACCENTURE PLC PROPERTY TYPE: SECURITIES				P	01/24/2008	12/15/2009
2,167.00		1,752.00					415.00	
		43. ACCENTURE PLC PROPERTY TYPE: SECURITIES				P	01/24/2008	12/15/2009
1,786.00		1,393.00					393.00	
		105. NOBLE CORPORATION PROPERTY TYPE: SECURITIES				P	01/24/2008	06/30/2009
3,199.00		3,669.00					-470.00	
		1945. WAL MART DE MEXICO SAB DE CV PROPERTY TYPE: SECURITIES				P	09/17/2008	09/14/2009
7,057.00		6,589.00					468.00	
TOTAL GAIN(LOSS)							-77,297.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
US GOVERNMENT INT REPORTED AS NONQUALIFI	225.	225.
FOREIGN DIVIDENDS	4,755.	4,755.
DOMESTIC DIVIDENDS	15,466.	15,466.
U.S. GOVERNMENT INTEREST(FEDERAL TAXABLE	4,028.	4,028.
OID INCOME ON USGI	832.	832.
NONQUALIFIED FOREIGN DIVIDENDS	391.	391.
NONQUALIFIED DOMESTIC DIVIDENDS	893.	893.
TOTAL	26,590.	26,590.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES (A	2,686.	1,880.	806.
TOTALS	2,686.	1,880.	806.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX PAID	671.	671.
FED TAX PRIOR YR	2,579.	
FED TAX CURR YR	8,604.	
TOTALS	11,854.	671.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MINN ST FILING FEE	25.		25.
MISC INVEST FEES	14.	14.	
TOTALS	39.	14.	25.

THE CORNWALL FOUNDATION MARY ANN J. BAKER, 41-1956489

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
US TREASURY INFL #9128275W8	34,021.	32,171.
US TREASURY INFL #9128276R8	31,607.	32,240.
US TREASURY INFL #9128277J5	30,739.	32,580.
US TREASURY INFL #912828HW3	23,613.	26,028.
US TREASURY INFL #912828JE1	21,694.	25,152.
US TREASURY INFL #912828JX9	49,321.	53,481.
TOTALS	190,995.	201,652.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BHP BILLITON LIMITED- ADR	7,084.	9,190.
MOSAIC CO	3,661.	5,077.
NUCOR CORP	5,015.	6,065.
WEYERHAEUSER CO	2,613.	3,883.
ABB LTD- ADR	4,244.	5,730.
ALEXANDER & BALDWIN INC	5,299.	4,553.
C H ROBINSON WORLDWIDE INC	73.	411,110.
GRACO INC	3,206.	2,771.
ILLINOIS TOOL WORKS INC	7,363.	7,438.
MIDDLEBY CORP	3,050.	3,873.
ORBITAL SCIENCES CORP	3,384.	3,586.
REPUBLIC SERVICES INC CL A	11,978.	10,899.
STERICYCLE INC	2,202.	3,586.
UNION PACIFIC CORP	8,402.	8,627.
UNITED TECHNOLOGIES CORP	8,204.	13,188.
3M CO	9,013.	9,507.
AT&T INC	10,478.	8,829.
NEUTRAL TANDEM INC	3,414.	3,640.
NII HLDGS INC CL B	8,506.	8,563.
TELEFONICA SA- ADR	8,735.	10,022.
ARBITRON INC	4,890.	4,871.
ATC TECHNOLOGIES CORP	2,693.	3,244.
GAMESTOP CORP NEW CL A	4,150.	3,752.
HARTE-HANKS COMMUNICATIONS INC	3,972.	3,105.
LOWES COS INC	6,511.	5,848.
MC DONALDS CORP	7,130.	7,805.
MENS WEARHOUSE INC COM	2,564.	2,654.
MORNINGSTAR INC	2,209.	3,384.
NIKE INC CL B	5,960.	9,580.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
OMNICOM GROUP	9,516.	7,830.
SCHOOL SPECIALTY INC COM	2,719.	2,527.
SCIENTIFIC GAMES CORP- A	4,479.	3,783.
SHERWIN WILLIAMS CO	5,641.	7,090.
TARGET CORP	5,570.	6,772.
V F CORP	3,781.	4,761.
WILEY JOHN & SONS INC	3,219.	4,188.
COCA COLA CO	8,191.	10,545.
COLGATE PALMOLIVE CO	4,746.	7,804.
DEAN FOODS COMPANY	6,796.	7,306.
DIAGEO PLC- ADR	9,552.	9,717.
ENERGIZER HOLDINGS INC	4,080.	3,983.
KELLOGG CO	6,259.	6,650.
NESTLE S.A.- ADR	13,083.	14,263.
PEPSICO INC	6,605.	6,384.
UNILEVER N.V.- ADR	5,406.	7,274.
APACHE CORP	2,159.	5,159.
BP PLC- ADR	8,208.	9,565.
CHEVRON CORP	7,648.	8,084.
CORE LABORATORIES N.V. COM	3,613.	4,725.
ENCANA CORP	2,539.	3,725.
EXXON MOBIL CORPORATION	6,199.	5,455.
FMC TECHNOLOGIES INC	4,379.	6,073.
NOBLE CORPORATION	1,952.	5,291.
OCEANEERING INTL INC	1,557.	3,511.
TOTAL S.A.- ADR	8,952.	8,966.
TRANSOCEAN LTD	5,349.	5,382.
XTO ENERGY INC	6,778.	5,816.
AFLAC INC	10,404.	8,325.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ALLSTATE CORP	7,079.	8,111.
BANK NEW YORK MELLON	7,050.	6,573.
BERKSHIRE HATHAWAY INC CL B	5,714.	6,572.
HSBC- ADR	5,137.	4,853.
LEUCADIA NATL CORP COM	13,351.	9,754.
MARKEL HOLDINGS	3,510.	4,080.
PNC FINANCIAL SERVICES GROUP	4,510.	7,127.
SCHWAB CHARLES CORP NEW	4,219.	7,058.
TCF FINANCIAL	3,583.	3,623.
WRIGHT EXPRESS CORP	1,515.	3,313.
ABBOTT LABS	6,091.	7,019.
JOHNSON & JOHNSON	7,291.	8,051.
MCKESSON CORP	2,612.	5,000.
MEDCO HEALTH SOLUTIONS INC	8,133.	10,865.
MEDNAX INC	3,329.	4,809.
PHARMACEUTICAL PROD DEV INC	2,230.	2,813.
QUEST DIAGNOSTICS INC	7,203.	7,487.
SANOFI-AVENTIS- ADR	5,579.	5,891.
THERMO FISHER SCIENTIFIC INC	9,967.	8,584.
UNITEDHEALTH GROUP INC	5,327.	6,248.
VCA ANTECH INC	4,791.	4,361.
ACCENTURE PLC	4,964.	9,130.
ANSYS INC	2,275.	3,911.
CISCO SYSTEMS INC	8,740.	8,618.
DEALERTRACK HLDGS INC	2,370.	2,781.
FISERV INC	5,859.	5,818.
GOOGLE INC	4,465.	8,060.
IBM CORP	6,086.	6,545.
METTLER-TOLEDO INTL INC	2,566.	3,990.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
NEUSTAR INC	2,820.	3,617.
NINTENDO CO LTD- ADR	7,520.	6,710.
NOKIA CORP- ADR	5,677.	3,534.
QUALCOMM INC	7,269.	7,864.
ROFIN SINAR TECHNOLOGIES INC	3,089.	2,479.
SAP AG- ADR	6,324.	5,617.
TAIWAN SEMICONDUCTOR- ADR	6,037.	8,042.
ZEBRA TECHNOLOGIES CORP CL A	4,819.	4,933.
EDISON INTL COM	9,590.	9,912.
UGI CORP NEW COM	3,868.	4,016.
XCEL ENERGY INC	6,772.	7,321.
C H ROBINSON WORLDWIDE- CALL	-4,240.	-100.
KOMATSU JPY 50.0	5,876.	7,167.
RECKITT BENCKISER PLC GBP	9,318.	9,755.
TESCO PLC 5P	7,151.	7,499.
ISHARES MSCI- BRAZIL	4,313.	5,223.
ISHARES MSCI- EAFE	10,424.	9,729.
ISHARES MSCI- JAPAN	9,863.	8,717.
SPDR TRUST SERIES 1 FD	7,613.	8,024.
VANGUARD EMERGING MARKETS ETF	9,341.	15,375.
TOTALS	604,373.	1,091,813.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ISHARES BARCLAYS	5,920.	5,890.
SPDR BARCLAYS	4,128.	4,128.
TOTALS	10,048.	10,018.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
CALL OPTION SALE PROCEEDS		4,240.
	TOTAL	4,240.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
INCOME TIMING DIFF		327.
	TOTAL	327.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
MN

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
==

This question does not apply. The foundation does not have any undistributed income from prior years.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
MARY ANN BAKER
ADDRESS:
8 SPUR ROAD
EDINA, MN 55436
TITLE:
PRESIDENT/SEC/TREAS
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
LOOE BAKER III
ADDRESS:
8 SPUR ROAD
EDINA, MN 55436
TITLE:
VICE PRES/DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
LOOE BAKER
ADDRESS:
8 SPUR ROAD
EDINA, MN 55436
TITLE:
DIRECTOR
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
===

EMPLOYEE NAME:
NONE

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
NONE

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
YMCA OF MINNEAPOLIS
ADDRESS:
30 SOUTH 9TH STREET
MINNEAPOLIS, MN 55402
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 8,000.

RECIPIENT NAME:
UNIVERSITY OF NOTRE DAME
ADDRESS:
1100 GRACE HALL
NOTRE DAME, IN 46556
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
THE CHURCH OF ST PATRICK
OF EDINA
ADDRESS:
6820 SAINT PATRICKS LANE
MINNEAPOLIS, MN 55439
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 2,500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DRAKE UNIVERSITY
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
DESERT FOOTHILLS YMCA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
WHISPERING HOPE RANCH FDN
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
MINNEAPOLIS CHILDREN'S HOSPITAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
EXEMPT
AMOUNT OF GRANT PAID .... 30,000.

TOTAL GRANTS PAID: 53,500.

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
250. ALLSTATE CORP	01/16/2009	04/20/2009	5,659.00	7,329.00	-1,670.00
190. ALLSTATE CORP	07/28/2009	09/22/2009	5,733.00	4,982.00	751.00
85. BP PLC - ADR	07/28/2009	09/22/2009	4,711.00	4,228.00	483.00
20. BE AEROSPACE INC COM	06/13/2008	01/26/2009	178.00	554.00	-376.00
515. CBS CORP NEW	10/14/2008	04/01/2009	1,997.00	6,851.00	-4,854.00
85. CBS CORP NEW	10/14/2008	04/02/2009	353.00	787.00	-434.00
115. CENOVUS ENERGY INC	08/12/2009	12/21/2009	2,755.00	2,343.00	412.00
300. DU PONT E I DE	01/16/2009	04/17/2009	8,517.00	7,515.00	1,002.00
20. EDISON INTL COM	01/16/2009	07/28/2009	648.00	662.00	-14.00
10. ENCANA CORP	03/06/2009	06/30/2009	494.00	375.00	119.00
10. GENTEX CORP	01/26/2009	08/27/2009	139.00	84.00	55.00
48. ISHARES MSCI JAPAN	09/12/2008	06/12/2009	456.00	529.00	-73.00
64. ISHARES MSCI JAPAN	09/12/2008	06/12/2009	608.00	705.00	-97.00
64. ISHARES MSCI JAPAN	09/12/2008	06/15/2009	599.00	705.00	-106.00
32. ISHARES MSCI JAPAN	09/12/2008	06/15/2009	300.00	353.00	-53.00
162. ISHARES MSCI JAPAN	09/12/2008	06/16/2009	1,502.00	1,785.00	-283.00
5. ISHARES BARCLAYS 1-3	12/16/2008	02/27/2009	420.00	424.00	-4.00
10. ISHARES BARCLAYS 1-3	12/16/2008	03/02/2009	841.00	848.00	-7.00
15. ISHARES BARCLAYS 1-3	04/02/2009	04/22/2009	1,259.00	1,266.00	-7.00
10. ISHARES BARCLAYS 1-3	04/02/2009	05/22/2009	839.00	841.00	-2.00
12. ISHARES BARCLAYS 1-3	04/02/2009	08/18/2009	1,004.00	1,008.00	-4.00
5. ISHARES BARCLAYS 1-3	02/06/2009	08/19/2009	419.00	420.00	-1.00
8. ISHARES BARCLAYS 1-3	04/30/2009	08/20/2009	670.00	672.00	-2.00
10. ISHARES BARCLAYS 1-3	04/03/2009	10/30/2009	840.00	839.00	1.00
15. ISHARES BARCLAYS 1-3	05/01/2009	12/10/2009	1,254.00	1,258.00	-4.00
14. ISHARES MSCI EAFE	09/12/2008	03/31/2009	521.00	829.00	-308.00
55. MARINER ENERGY INC	01/26/2009	12/15/2009	712.00	572.00	140.00
10. MCKESSON CORP	12/05/2008	06/30/2009	439.00	327.00	112.00
108. NEUSTAR INC	09/08/2008	07/15/2009	2,341.00	2,399.00	-58.00
120. NUCOR CORP	08/12/2008	06/30/2009	5,349.00	5,888.00	-539.00
10. OCEANEERING INTL INC	12/16/2008	01/26/2009	320.00	259.00	61.00
10. OCEANEERING INTL INC	12/16/2008	04/30/2009	460.00	259.00	201.00
Totals					

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THE CORNWALL FOUNDATION MARY ANN J. BAKER, 41-1956489

Schedule D Detail of Short-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term, Gain/Loss
20. REGAL ENTERTAINMENT	01/26/2009	02/06/2009	201.00	188.00	13.00
10. RESEARCH IN MOTION	10/06/2008	06/30/2009	716.00	563.00	153.00
20. SPDR S & P 500 ETF	06/30/2009	09/30/2009	2,122.00	1,836.00	286.00
35. SPDR S & P 500 ETF	10/22/2009	11/19/2009	3,838.00	3,759.00	79.00
30. SPDR S & P 500 ETF	10/07/2009	11/20/2009	3,286.00	2,965.00	321.00
5. SPDR BARCLAYS CAPITAL	02/13/2009	06/30/2009	174.00	156.00	18.00
120. SPDR BARCLAYS CAPITAL	02/13/2009	08/12/2009	4,402.00	3,736.00	666.00
100. SPDR BARCLAYS CAP 1-3	06/30/2009	07/07/2009	4,586.00	4,589.00	-3.00
60. SPDR BARCLAYS CAP 1-3	07/31/2009	09/01/2009	2,751.00	2,755.00	-4.00
85. SPDR BARCLAYS CAP 1-3	08/12/2009	10/23/2009	3,897.00	3,900.00	-3.00
70. SPDR BARCLAYS CAP 1-3	12/16/2009	12/18/2009	3,209.00	3,211.00	-2.00
50. SHERWIN WILLIAMS CO	06/11/2008	03/16/2009	2,358.00	2,453.00	-95.00
230. TAIWAN SEMICONDUCTOR	09/12/2008	04/03/2009	2,318.00	1,985.00	333.00
.4993 TAIWAN SEMICONDUCTOR					
MANUFACTU - ADR	09/12/2008	08/17/2009	5.00	4.00	1.00
350. TEXTRON INC	09/04/2008	02/04/2009	2,218.00	13,772.00	-11,554.00
5. THERMO FISHER	07/25/2008	06/30/2009	204.00	295.00	-91.00
175. UNION PACIFIC CORP	01/16/2009	04/20/2009	8,078.00	7,364.00	714.00
10. UNITED STATIONERS INC	01/26/2009	02/17/2009	290.00	297.00	-7.00
300. VALERO ENERGY CORP	03/12/2009	04/20/2009	6,031.00	5,089.00	942.00
2. WRIGHT EXPRESS CORP	07/22/2008	07/15/2009	51.00	48.00	3.00
175. WYETH	03/26/2008	01/26/2009	7,598.00	7,317.00	281.00
75. WYETH	03/26/2008	02/13/2009	3,274.00	3,136.00	138.00
35. XTO ENERGY INC	07/11/2008	03/13/2009	1,030.00	2,126.00	-1,096.00
1945. WAL MART DE MEXICO	09/17/2008	09/14/2009	7,057.00	6,589.00	468.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			122,031.00	136,029.00	-13,998.00
Totals			122,031.00	136,029.00	-13,998.00

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THE CORNWALL FOUNDATION MARY ANN J. BAKER, 41-1956489

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT	PURPOSES				
165. AT & T INC	02/06/2008	09/22/2009	4,365.00	5,929.00	-1,564.00
185. AMERICAN REPROGRAPHIC	01/24/2008	01/26/2009	1,166.00	3,255.00	-2,089.00
475. ANALOG DEVICES INC	02/06/2008	06/17/2009	11,685.00	13,494.00	-1,809.00
28. ANSYS INC	03/31/2008	08/06/2009	1,014.00	992.00	22.00
7. ANSYS INC	03/31/2008	08/07/2009	253.00	240.00	13.00
25. ANSYS INC	03/31/2008	10/12/2009	1,042.00	858.00	184.00
15. APACHE CORP	01/24/2007	06/30/2009	1,071.00	783.00	288.00
5. ARBITRON INC	01/24/2008	01/26/2009	72.00	204.00	-132.00
68. BE AEROSPACE INC COM	06/12/2008	09/28/2009	1,343.00	1,868.00	-525.00
67. BE AEROSPACE INC COM	06/12/2008	09/28/2009	1,326.00	1,836.00	-510.00
215. CHEVRON CORP	02/06/2008	07/28/2009	14,611.00	17,573.00	-2,962.00
140. CISCO SYSTEMS INC	01/24/2008	06/30/2009	2,594.00	3,800.00	-1,206.00
70. COCA COLA CO	01/24/2008	09/22/2009	3,699.00	4,159.00	-460.00
40. COLGATE PALMOLIVE CO	02/06/2008	07/28/2009	3,006.00	3,001.00	5.00
65. COLGATE PALMOLIVE CO	01/24/2008	09/22/2009	4,919.00	4,535.00	384.00
6. DEALERTRACK HLDGS INC	03/10/2008	04/30/2009	93.00	104.00	-11.00
19. DEALERTRACK HLDGS INC	03/10/2008	04/30/2009	290.00	329.00	-39.00
18. DEALERTRACK HLDGS INC	03/10/2008	05/01/2009	269.00	311.00	-42.00
12. DEALERTRACK HLDGS INC	03/10/2008	05/01/2009	179.00	207.00	-28.00
16. DEALERTRACK HLDGS INC	03/07/2008	08/21/2009	342.00	271.00	71.00
19. DEALERTRACK HLDGS INC	03/07/2008	08/21/2009	405.00	322.00	83.00
45. FMC TECHNOLOGIES INC	07/16/2007	06/30/2009	1,676.00	1,908.00	-232.00
10. FAIRFAX FINANCIAL	06/11/2008	07/31/2009	3,044.00	2,570.00	474.00
10. FAIRFAX FINANCIAL	06/11/2008	10/27/2009	3,483.00	2,570.00	913.00
640. GENERAL ELECTRIC CO	02/06/2008	03/10/2009	5,574.00	21,159.00	-15,585.00
22. GENTEX CORP	03/24/2004	04/22/2009	276.00	443.00	-167.00
48. GENTEX CORP	06/03/2004	04/22/2009	603.00	916.00	-313.00
66. GENTEX CORP	01/24/2008	07/22/2009	943.00	1,107.00	-164.00
125. GENTEX CORP	01/24/2008	08/27/2009	1,742.00	1,892.00	-150.00
55. HARTE-HANKS	07/12/2007	01/26/2009	411.00	1,278.00	-867.00
150. HOME DEPOT INC	02/06/2008	04/22/2009	4,002.00	4,282.00	-280.00
20. HOME DEPOT INC	02/06/2008	06/30/2009	470.00	571.00	-101.00
Totals					

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THE CORNWALL FOUNDATION MARY ANN J. BAKER, 41-1956489

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
230. HOME DEPOT INC	07/11/2008	09/17/2009	6,410.00	5,430.00	980.00
110. JOHNSON & JOHNSON	02/06/2008	07/28/2009	6,707.00	6,988.00	-281.00
80. JOHNSON & JOHNSON	02/06/2008	09/22/2009	4,884.00	5,057.00	-173.00
198. KEY ENERGY SERVICES	01/24/2008	01/26/2009	729.00	2,804.00	-2,075.00
25. MARINER ENERGY INC	01/24/2008	12/10/2009	337.00	562.00	-225.00
2. MARINER ENERGY INC	03/15/2006	12/10/2009	27.00	39.00	-12.00
24. MARINER ENERGY INC	03/15/2006	12/11/2009	314.00	465.00	-151.00
34. MARINER ENERGY INC	06/28/2006	12/14/2009	452.00	635.00	-183.00
7. MARINER ENERGY INC	06/28/2006	12/15/2009	91.00	129.00	-38.00
60. MCKESSON CORP	12/05/2008	12/14/2009	3,778.00	1,959.00	1,819.00
50. MEDTRONIC INC	01/24/2008	03/13/2009	1,373.00	2,522.00	-1,149.00
50. MEDTRONIC INC	01/24/2008	07/24/2009	1,743.00	2,343.00	-600.00
70. MEDTRONIC INC	05/03/2002	12/07/2009	3,021.00	3,063.00	-42.00
55. MENS WEARHOUSE INC COM	01/24/2008	03/12/2009	720.00	1,373.00	-653.00
29. MENS WEARHOUSE INC COM	01/24/2008	08/27/2009	720.00	684.00	36.00
15. METTLER-TOLEDO INTL	10/24/2008	10/30/2009	1,478.00	1,092.00	386.00
394. MICROSOFT CORP	01/24/2008	03/16/2009	6,629.00	11,613.00	-4,984.00
262. MICROCHIP TECHNOLOGY	01/24/2008	01/26/2009	4,586.00	8,302.00	-3,716.00
6. MIDDLEBY CORP	07/18/2007	04/02/2009	217.00	378.00	-161.00
8. MIDDLEBY CORP	07/18/2007	04/02/2009	288.00	497.00	-209.00
5. MIDDLEBY CORP	11/08/2007	04/03/2009	177.00	302.00	-125.00
23. MIDDLEBY CORP	01/24/2008	04/03/2009	800.00	1,332.00	-532.00
115. NII HLDGS INC	02/06/2008	12/03/2009	3,584.00	4,634.00	-1,050.00
5. NIKE INC CL B	01/24/2008	06/30/2009	259.00	290.00	-31.00
300. NORFOLK SOUTHERN CORP	02/06/2008	03/10/2009	8,389.00	15,906.00	-7,517.00
170. OMNICOM GROUP	05/13/2008	09/22/2009	6,428.00	8,356.00	-1,928.00
20. PEPSICO INC	01/24/2008	01/29/2009	1,034.00	1,402.00	-368.00
10. PEPSICO INC	01/24/2008	06/30/2009	547.00	701.00	-154.00
10. QUALCOMM INC	06/07/2006	06/30/2009	454.00	455.00	-1.00
38. REGAL ENTERTAINMENT	07/12/2007	02/06/2009	383.00	761.00	-378.00
197. REGAL ENTERTAINMENT	01/24/2008	02/06/2009	1,984.00	3,025.00	-1,041.00
60. RESEARCH IN MOTION	04/28/2008	06/30/2009	4,293.00	7,399.00	-3,106.00
50. RESEARCH IN MOTION	10/06/2008	10/07/2009	3,357.00	2,814.00	543.00
24. SCHOOL SPECIALTY INC	07/12/2007	06/11/2009	551.00	877.00	-326.00
48. SCHOOL SPECIALTY INC	01/24/2008	06/11/2009	1,072.00	1,628.00	-556.00
Totals					

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THE CORNWALL FOUNDATION MARY ANN J. BAKER, 41-1956489

Schedule D Detail of Long-term Capital Gains and Losses

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
125. SCHWAB CHARLES CORP	01/24/2008	10/22/2009	2,231.00	2,823.00	-592.00
85. SHERWIN WILLIAMS CO	06/11/2008	06/30/2009	4,558.00	4,170.00	388.00
25. STERICYCLE INC COM	01/24/2008	01/26/2009	1,227.00	1,378.00	-151.00
45. TARGET CORP	01/24/2008	04/23/2009	1,754.00	2,550.00	-796.00
5. TARGET CORP	01/24/2008	06/30/2009	197.00	267.00	-70.00
20. 3M CO	10/01/2004	07/28/2009	1,401.00	1,602.00	-201.00
65. 3M CO	02/06/2008	09/22/2009	4,868.00	5,197.00	-329.00
145. TOYOTA MOTOR	02/06/2008	03/10/2009	8,686.00	14,501.00	-5,815.00
85. UGI CORP NEW COM	01/24/2008	01/26/2009	2,103.00	2,138.00	-35.00
25000. U S TREAS INFL INDX					
NOTES 3.875% 1/15/09	04/02/2002	01/15/2009	32,729.00	33,930.00	-1,201.00
32. UNITED STATIONERS INC	01/24/2008	02/13/2009	981.00	1,491.00	-510.00
18. UNITED STATIONERS INC	01/07/2008	02/13/2009	554.00	786.00	-232.00
16. UNITED STATIONERS INC	09/27/2004	02/17/2009	463.00	639.00	-176.00
85. WEYERHAEUSER CO	10/29/2008	12/16/2009	3,776.00	3,134.00	642.00
8. WRIGHT EXPRESS CORP	06/11/2007	03/31/2009	148.00	271.00	-123.00
2. WRIGHT EXPRESS CORP	06/11/2007	03/31/2009	37.00	68.00	-31.00
23. WRIGHT EXPRESS CORP	01/24/2008	04/01/2009	423.00	724.00	-301.00
13. WRIGHT EXPRESS CORP	01/24/2008	04/01/2009	239.00	389.00	-150.00
46. WRIGHT EXPRESS CORP	01/24/2008	04/02/2009	877.00	1,376.00	-499.00
38. WRIGHT EXPRESS CORP	02/27/2007	07/15/2009	973.00	1,116.00	-143.00
29. WRIGHT EXPRESS CORP	07/22/2008	08/27/2009	884.00	689.00	195.00
100. WYETH	03/26/2008	06/22/2009	4,495.00	4,181.00	314.00
52. ACCENTURE PLC	01/24/2008	12/15/2009	2,167.00	1,752.00	415.00
43. ACCENTURE PLC	01/24/2008	12/15/2009	1,786.00	1,393.00	393.00
105. NOBLE CORPORATION	01/24/2008	06/30/2009	3,199.00	3,669.00	-470.00
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			234,540.00	298,818.00	-64,278.00
Totals			234,540.00	298,818.00	-64,278.00

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FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	979.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		979.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		979.00