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 , 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
WILL BRACKEN FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) Room/suite
750 SECOND STREET SOUTH #502

City or town, state, and ZIP code
MINNEAPOLIS, MN 55401

A Employer identification number
41-2022611

B Telephone number
9524761608

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 [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,029,753.

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

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

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))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	10,758.	10,758.		STATEMENT 1
	4 Dividends and interest from securities	19,247.	19,247.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-65,476.			
	b Gross sales price for all assets on line 6a 574,325.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	-35,471.	30,005.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	2,290.	1,145.		1,145.
	c Other professional fees STMT 4	11,498.	11,498.		0.
	17 Interest				
	18 Taxes STMT 5	5,884.	322.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	25.	0.		25.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	19,697.	12,965.		1,170.
	25 Contributions, gifts, grants paid	55,600.			55,600.
	26 **Total expenses and disbursements.** Add lines 24 and 25	75,297.	12,965.		56,770.
	27 Subtract line 26 from line 12.				
	a Excess of revenue over expenses and disbursements	-110,768.			
	b **Net investment income** (if negative, enter -0-)		17,040.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		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	156,903.	71,579.	71,579.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ 96.			
	Less: allowance for doubtful accounts ▶		96.	96.
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	955,391.	928,926.	958,078.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,112,294.	1,000,601.	1,029,753.
Liabilities	17 Accounts payable and accrued expenses	925.		
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	925.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,111,369.	1,000,601.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,111,369.	1,000,601.	
	31 **Total liabilities and net assets/fund balances**	1,112,294.	1,000,601.	

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	1,111,369.
2	Enter amount from Part I, line 27a	2	-110,768.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,000,601.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,000,601.

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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	PUBLICLY TRADED SECURITIES			
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	574,325.		639,801.	-65,476.
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				-65,476.
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	-65,476.
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 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	104,855.	1,303,822.	.080421
2007	93,332.	1,213,576.	.076907
2006	116,945.	1,151,742.	.101537
2005	174,747.	1,169,416.	.149431
2004	38,518.	1,081,331.	.035621

2	**Total** of line 1, column (d)	2	.443917
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	.088783
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,030,875.
5	Multiply line 4 by line 3	5	91,524.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	170.
7	Add lines 5 and 6	7	91,694.
8	Enter qualifying distributions from Part XII, line 4	8	56,770.

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 instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	341.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	341.
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	341.
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	3,240.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	3,240.
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	2,899.
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 2,899. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
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? N/A	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 instructions) ▶ MN			
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)? *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)*

			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 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 ▶ WILLIAM M. BRACKEN Telephone no ▶952-476-1608

Located at ▶750 SECOND STREET SOUTH #502, MPLS, MN ZIP+4 ▶55401

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

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	N/A	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 instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (**1**) any purchase by the foundation or disqualified persons after May 26, 1969; (**2**) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (**3**) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	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 ☒ 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)? ☐ 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)? N/A	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? N/A ☐ 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		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 ☒ No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	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.

(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
WILLIAM M. BRACKEN 750 SECOND STREET SOUTH #502 MINNEAPOLIS, MN 55401	PRESIDENT/TREASURER 0.00	0.	0.	0.
MARGARET BRACKEN 750 SECOND STREET SOUTH #502 MINNEAPOLIS, MN 55401	VICE PRES/SECRETARY 0.00	0.	0.	0.

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

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

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

Form **990-PF** (2009)

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

3 Five highest-paid independent contractors for professional services. 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 ▶		0

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	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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	958,078.
b	Average of monthly cash balances	1b	88,496.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,046,574.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	1,046,574.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	15,699.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,030,875.
6	**Minimum investment return.** Enter 5% of line 5	6	51,544.

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	51,544.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 341.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	341.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	51,203.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	51,203.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	51,203.

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	56,770.
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	56,770.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	56,770.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				51,203.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years: ___, ___, ___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005 73,341.				
c From 2006 61,312.				
d From 2007 33,552.				
e From 2008 46,108.				
f **Total** of lines 3a through e	214,313.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 56,770.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				51,203.
e Remaining amount distributed out of corpus	5,567.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	219,880.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	219,880.			
10 Analysis of line 9:				
a Excess from 2005 73,341.				
b Excess from 2006 61,312.				
c Excess from 2007 33,552.				
d Excess from 2008 46,108.				
e Excess from 2009 5,567.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

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

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

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

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

WILLIAM M. BRACKEN

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 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				
BRIDGING AZ 25 N. EXTENSION RD. MESA, AZ 85201	NONE	501(C)(3)	TO PROVIDE FOR OPERATIONS	1,000.
CARLETON COLLEGE 1 N COLLEGE ST. NORTHFIELD, MN 55057	NONE	501(C)(3)	TO PROVIDE FOR OPERATIONS	25,000.
MN OPERA 620 NORTH FIRST STREET MINNEAPOLIS, MN 55401	NONE	501(C)3	TO PROVIDE FOR OPERATIONS	2,500.
PLYMOUTH CONGREGATIONAL CHURCH 1900 NICOLLET AVENUE MINNEAPOLIS, MN 55403	NONE	501(C)(3)	TO PROVIDE FOR OPERATIONS	19,500.
SCIENCE MUSEUM OF MINNESOTA 120 KELLOGG BOULEVARD ST. PAUL, MN 55102	NONE	501(C)(3)	TO PROVIDE FOR OPERATIONS	100.
MACPHAIL CENTER FOR MUSIC 501 SOUTH 2ND STREET MINNEAPOLIS, MN 55401	NONE	501(C)(3)	TO PROVIDE FOR OPERATIONS	7,500.
Total			▶ 3a	55,600.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
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			14	10,758.	
4 Dividends and interest from securities			14	19,247.	
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	-65,476.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a CONTRIBUTION					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-35,471.	0.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-35,471.

(See worksheet in line 13 instructions 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).
	N/A

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of:			
(1) Cash	1a(1)		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
		N/A	

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
N/A		

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

William J Bracken | 4/1/10 | President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	David E. Brauer, CPA	Date MAR 1 2 2010	Check if self-employed ☐	Preparer's identifying number P00179457
Firm's name (or yours if self-employed), address, and ZIP code	BOULAY, HEUTMAKER, ZIBELL & CO. P.L.L.P. 7500 FLYING CLOUD DRIVE, SUITE 800 MINNEAPOLIS, MN 55344	EIN ▶ 41-0887288	Phone no. 952-893-9320

Schedule B (Form 990, 990-EZ, or 990-PF) Department of the Treasury Internal Revenue Service	**Schedule of Contributors** ▶ Attach to Form 990, 990-EZ, or 990-PF.	OMB No 1545-0047 **2009**

Name of the organization	Employer identification number
WILL BRACKEN FAMILY FOUNDATION	41-2022611

Organization type (check one):

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year. ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization	Employer identification number
WILL BRACKEN FAMILY FOUNDATION	41-2022611

Part I **Contributors** (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	WILLIAM BRACKEN 750 SECOND STREET SOUTH #502 MINNEAPOLIS, MN 55401	$	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CHARLES SCHWAB - XX1041	12,381.
LESS: BOND AMORTIZATION	-942.
LESS: PURCHASED INTEREST	-681.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	10,758.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB - ACCOUNT XX1041	29.	0.	29.
CHARLES SCHWAB - ACCOUNT XX8028	94.	0.	94.
CHARLES SCHWAB - ACCOUNT XX9623	19,124.	0.	19,124.
TOTAL TO FM 990-PF, PART I, LN 4	19,247.	0.	19,247.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,290.	1,145.		1,145.
TO FORM 990-PF, PG 1, LN 16B	2,290.	1,145.		1,145.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	11,498.	11,498.		0.
TO FORM 990-PF, PG 1, LN 16C	11,498.	11,498.		0.

FORM 990-PF | TAXES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	322.	322.		0.
TAX PAID	5,562.	0.		0.
TO FORM 990-PF, PG 1, LN 18	5,884.	322.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MN REGISTRATION FEE	25.	0.		25.
TO FORM 990-PF, PG 1, LN 23	25.	0.		25.

FORM 990-PF | CORPORATE STOCK | STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VARIOUS SECURITIES	928,926.	958,078.
TOTAL TO FORM 990-PF, PART II, LINE 10B	928,926.	958,078.

Will Bracken Family Foundation
41-2022611
Form 990-PF - Part IV Detail of Capital Gains and Losses

Description	Date Acquired	Date Sold	Sales Price	Cost or Other Basis	Gain/(Loss) for the Entire Year
4000 SH US TREASURY NOTE 4 25% 11/15/17	10/15/2008	7/10/2009	4,300 77	4,053 64	247.13
5000 SH US TREASURY NOTE 3 625% 1/15/10	7/23/2009	12/15/2009	5,014 24	5,013.66	0 58
10000 SH US TREASURY NOTE 3 625% 1/15/10	7/23/2009	12/23/2009	10,020.67	10,020 04	0 63
15000 SH FED NATL MTG 6 375% 6/15/09	2/21/2002	6/15/2009	15,000 00	15,000.00	-
5000 SH US TREASURY NOTE 4 5% 2/15/16	5/24/2007	7/10/2009	5,512.28	4,900 87	611.41
10000 SH HOUSEHOLD FIN NOTE 6 375% 10/11/11	3/1/2007	7/14/2009	10,275 30	10,272.39	2 91
5000 SH CITIGROUP INC 4 25% 7/29/09	2/8/2005	7/29/2009	5,000.00	5,000 00	-
10000 SH INTL LEASE FIN NOTE 4 875% 9/1/10	10/17/2006	8/18/2009	9,100.00	9,959 55	(859 55)
49 SH ACE LIMITED	10/31/2008	4/29/2009	2,314 21	2,773 30	(459 09)
60 SH ACE LIMITED	10/31/2008	7/10/2009	2,507.96	3,395 88	(887 92)
41 SH ACE LIMITED	10/31/2008	10/26/2009	2,207 38	2,320 52	(113.14)
145 SH AETNA INC	10/31/2008	3/11/2009	3,291 19	3,594 26	(303 07)
140 SH AETNA INC	10/31/2008	5/18/2009	3,564 41	3,470 32	94 09
281 SH AFLAC INC	99/99/9999	1/30/2009	6,498.31	12,183 78	(5,685 47)
13 SH AIR PROD & CHEMICALS INC	10/31/2008	1/7/2009	740.60	751 36	(10 76)
19 SH AMER ELECTRIC PWR CO INC	4/17/2009	11/12/2010	596.39	512 81	83.58
58 SH AMGEN INC	10/31/2008	4/23/2009	2,702 25	3,446 94	(744 69)
44 SH AMGEN INC	10/31/2008	7/10/2009	2,538 44	2,614 92	(76 48)
113 SH AT&T INC	10/31/2008	5/18/2009	2,768 13	3,054 28	(286 15)
803 SH BANK OF AMERICA CORP	99/99/9999	1/14/2009	8,259 61	23,675 77	(15,416 16)
110 SH BIOGEN IDEC INC	99/99/9999	8/3/2009	5,293 87	5,239 06	54 81
9 SH BOSTON PROPERTIES INC	11/20/2008	11/12/2009	581.20	405 04	176 16
65 SH BOSTON SCIENTIFIC CORP	12/22/2008	11/12/2009	531.75	483 89	47 86
29 SH BRISTOL-MYERS SQUIBB CO	4/9/2009	11/12/2009	670 46	583 78	86 68
12 SH BURLINGTON NTH SANTA FE	1/7/2009	11/11/2009	1,172 68	925 92	246 76
115 SH CAPITAL ONE FINANCIAL	3/31/2009	5/27/2009	2,734 62	1,432 42	1,302.20
158 SH CAPITAL ONE FINANCIAL	99/99/9999	6/25/2009	3,452 46	2,166.43	1,286.03
182 SH CATERPILLAR INC	99/99/9999	2/4/2009	5,560 06	7,039 26	(1,479.20)
332 SH CHUBB CORPORATION	99/99/9999	4/29/2009	13,427 42	16,421 02	(2,993 60)
65 SH CLOROX COMPANY	2/26/2009	5/18/2009	3,357.81	3,169 68	188 13
170 SH COMCAST CORP	10/31/2008	4/23/2009	2,303 42	2,660.33	(356 91)
356 SH COMCAST CORP	10/31/2008	5/18/2009	5,332 53	5,571 04	(238 51)
452 SH COMCAST CORP	99/99/9999	8/25/2009	6,912.98	6,677.93	235.05
348 SH CONOCOPHILLIPS	99/99/9999	3/24/2009	13,950 47	17,783 17	(3,832 70)
60 SH COVIDIEN PLC	1/14/2009	10/26/2009	2,598.11	2,147 38	450 73
61 SH CVS CAREMARK CORP	10/31/2008	4/23/2009	1,786 64	1,858.55	(71.91)
81 SH CVS CAREMARK CORP	10/31/2008	8/25/2009	2,989 71	2,467.91	521.80
77 SH CVS CAREMARK CORP	10/31/2008	9/9/2009	2,811.91	2,346 04	465 87
198 SH CVS CAREMARK CORP	10/31/2008	10/26/2009	7,249 09	6,032 66	1,216.43
125 SH CVS CAREMARK CORP	99/99/9999	11/30/2009	3,870.43	3,427 49	442 94
24 SH DEERE & CO	10/31/2008	1/7/2009	1,017.35	913.92	103.43
37 SH DEVON ENERGY CP	12/15/2008	3/24/2009	1,842 41	2,468 41	(626 00)
70 SH DEVON ENERGY CP	99/99/9999	6/25/2009	3,947 25	4,485.25	(538 00)
77 SH DIAMOND OFFSHR DRILLING	99/99/9999	6/25/2009	6,693 45	4,760 28	1,933 17
72 SH DIAMOND OFFSHR DRILLING	99/99/9999	11/11/2009	7,304.27	4,714 95	2,589.32
413 SH DISCOVER FINANCIAL SVCS	5/18/2009	10/19/2009	6,482 98	3,718.78	2,764 20
305 SH DISNEY WALT CO	10/31/2008	2/26/2009	5,273 24	7,874 80	(2,601 56)
209 SH DOW CHEMICAL COMPANY	3/26/2008	1/7/2009	3,356 73	7,889 75	(4,533.02)
281 SH EDISON INTERNATIONAL	10/31/2008	4/17/2009	7,920 84	9,921 83	(2,000 99)
133 SH EDISON INTERNATIONAL	99/99/9999	5/27/2009	3,894 61	4,419 22	(524 61)
64 SH EMERSON ELECTRIC CO	11/20/2008	5/18/2009	2,218.82	1,931.89	286 93
28 SH EXXON MOBIL CORPORATION	10/31/2008	3/24/2009	1,960 57	2,085.13	(124.56)
72 SH FIRSTENERGY CORP	10/31/2008	7/22/2009	2,946 89	3,731 54	(784 65)
230 SH FIRSTENERGY CORP	99/99/9999	10/19/2009	10,889 62	11,840 03	(950 41)
188 SH FRANKLIN RESOURCES INC	99/99/9999	1/14/2009	10,508 73	12,622.46	(2,113 73)
5 SH FREEPORT MCMORAN COPPER	5/18/2009	11/12/2009	403 73	242 19	161 54
12 SH GENERAL DYNAMICS CORP	10/31/2008	1/7/2009	702 71	717 44	(14 73)

129 SH GENERAL DYNAMICS CORP	10/31/2008	1/23/2009	6,933 57	7,712 52	(778 95)
108 SH HEWLETT-PACKARD COMPANY	10/31/2008	9/9/2009	4,950 59	4,139 64	810 95
8 SH INTL BUSINESS MACHINES	10/31/2008	1/7/2009	699.35	739.33	(39 98)
25 SH INTL BUSINESS MACHINES	10/31/2008	3/24/2009	2,470 81	2,310 40	160.41
54 SH INTL BUSINESS MACHINES	10/31/2008	9/9/2009	6,336.77	4,990 46	1,346 31
46 SH INVESCO LTD	3/31/2009	11/12/2009	1,085.16	642 41	442 75
324 SH JOHNSON CONTROLS INC	10/31/2008	1/23/2009	4,484 00	5,672 92	(1,188 92)
145 SH JPMORGAN CHASE & CO	10/31/2008	4/9/2009	4,625.42	5,824 65	(1,199 23)
93 SH JPMORGAN CHASE & CO	10/31/2008	8/25/2009	4,055 62	3,735 81	319 81
56 SH KIMBERLY-CLARK CORP	3/26/2009	3/11/2009	2,515.00	3,646.31	(1,131 31)
71 SH KIMBERLY-CLARK CORP	12/5/2008	4/9/2009	3,405 25	3,886 16	(480 91)
83 SH KROGER COMPANY	10/31/2008	4/23/2009	1,767 02	2,273.29	(506 27)
82 SH KROGER COMPANY	10/31/2008	5/18/2009	1,766 23	2,245 90	(479 67)
109 SH KROGER COMPANY	10/31/2008	6/25/2009	2,424 09	2,985 40	(561 31)
148 SH KROGER COMPANY	10/31/2008	7/10/2009	3,203 95	4,053.57	(849 62)
137 SH KROGER COMPANY	10/31/2008	8/3/2009	2,945.42	3,752.29	(806 87)
176 SH KROGER COMPANY	99/99/9999	8/10/2009	3,678 32	4,074 23	(395 91)
31 SH LOCKHEED MARTIN CORP	10/31/2008	4/23/2009	2,393 28	2,608 53	(215 25)
124 SH LOCKHEED MARTIN CORP	99/99/9999	10/19/2009	9,551 72	10,408.04	(856 32)
182 SH METLIFE INC	10/31/2008	3/11/2009	2,744 61	6,087 72	(3,343 11)
105 SH METLIFE INC	10/31/2008	5/18/2009	3,197 00	3,512.14	(315 14)
111 SH METLIFE INC	10/31/2008	8/10/2009	4,017 59	3,712.84	304 75
61 SH NESTLE SA REG B	10/31/2008	8/25/2009	2,479 58	2,357.65	121 93
133 SH NESTLE SA REG B	10/31/2008	9/9/2009	5,536 77	5,140 45	396 32
33 SH NORTHERN TRUST CORP	1/14/2009	11/12/2009	1,628 17	1,551 33	76 84
177 SH NRG ENERGY INC	3/11/2009	9/18/2009	4,989.02	2,801 17	2,187 85
117 SH NUCOR CORP	99/99/9999	11/11/2009	4,891 49	4,962 55	(71 06)
29 SH PEPSICO INCORPORATED	3/11/2009	11/12/2009	1,773 33	1,367.28	406 05
157 SH PG&E CORP	99/99/9999	5/18/2009	5,541 34	5,762 33	(220.99)
206 SH PHILIP MORRIS INTL INC	10/31/2008	4/23/2009	7,623.57	8,851 82	(1,228.25)
133 SH PHILIP MORRIS INTL INC	99/99/9999	5/18/2009	5,666 43	5,605.51	60 92
139 SH PNC FINL SERVICES GP INC	10/31/2008	1/23/2009	4,203 79	9,101 58	(4,897 79)
45 SH PNC FINL SERVICES GP INC	4/23/2009	11/12/2009	2,439 83	1,728 55	711 28
50 SH PROCTER & GAMBLE	4/23/2009	6/17/2009	2,509 48	2,469.34	40 14
87 SH PROCTER & GAMBLE	4/23/2009	7/10/2009	4,544.76	4,296 64	248 12
133 SH PUB SVC ENT GROUP INC	10/31/2008	4/23/2009	3,755 93	3,703.78	52.15
357 SH PUB SVC ENT GROUP INC	10/31/2008	10/19/2009	11,250 28	9,941 74	1,308 54
127 SH RAYTHEON COMPANY	1/23/2009	4/23/2009	5,561 84	6,416 57	(854 73)
39 SH SCHERING PLOUGH CORP	1/7/2009	5/18/2009	916 29	689 09	227 20
42 SH SCHLUMBERGER LTD	10/31/2008	1/7/2009	1,897 54	2,155 40	(257 86)
100 SH SCHLUMBERGER LTD	10/31/2008	1/23/2009	4,115 06	5,131 90	(1,016 84)
141 SH SIMON PPTY GROUP	99/99/9999	1/14/2009	6,054 13	9,076 43	(3,022.30)
129 SH STAPLES INC	10/31/2008	8/3/2009	2,758 07	2,497 44	260.63
0 08967 SH TIME WARNER CABLE INC	99/99/9999	4/17/2009	24.54	26 48	(1 94)
77 SH TIME WARNER CABLE INC	99/99/9999	4/9/2009	2,112.97	2,287 88	(174.91)
0 333 SH TIME WARNER INC	10/31/2008	4/2/2009	7.21	7 49	(0 28)
116 SH TIME WARNER INC	10/31/2008	6/17/2009	2,967 32	2,609 44	357 88
194 SH TIME WARNER INC	99/99/9999	7/10/2009	4,660.40	4,407.24	253.16
68 SH TJX COS INC	10/31/2008	10/26/2009	2,724 07	1,816.21	907.86
126 SH TOTAL S A	99/99/9999	10/2/2009	7,225.96	6,534 70	691 26
87 SH TRANSOCEAN INC	99/99/9999	1/23/2009	4,601.79	6,599 28	(1,997 49)
86 SH TRAVELERS COMPANIES INC	10/31/2008	4/29/2009	3,618 11	3,580 01	38 10
141 SH TRAVELERS COMPANIES INC	10/31/2008	5/18/2009	5,606 17	5,869.55	(263.38)
104 SH TRAVELERS COMPANIES INC	10/31/2008	8/10/2009	4,832 77	4,329 32	503 45
29 SH U S BANCORP	3/26/2008	1/7/2009	682 07	988 03	(305 96)
451 SH U S BANCORP	99/99/9999	1/23/2009	6,573.51	14,394 12	(7,820 61)
41 SH UNITED TECHNOLOGIES	3/26/2009	3/24/2009	1,788 03	2,846 96	(1,058 93)
109 SH UNITEDHEALTH GROUP	3/11/2009	7/22/2009	2,862.41	2,168 80	693.61
70 SH UNITEDHEALTH GROUP	99/99/9999	11/12/2009	2,009 01	1,562 56	446 45
153 SH VERIZON COMMUNICATIONS	10/31/2008	5/18/2009	4,553 27	4,559.25	(5 98)
250 SH WELLS FARGO & CO	3/26/2009	2/26/2009	3,715 75	7,796 98	(4,081 23)
154 SH WELLS FARGO & CO	10/31/2008	5/18/2009	4,039 47	5,203 51	(1,164 04)
141 SH XTO ENERGY INC	3/26/2009	3/11/2009	4,270 31	8,689.83	(4,419 52)

56 SH KIMBERLY-CLARK CORP	3/26/2008	3/31/2009	2,580 22	3,646.32	(1,066 10)
29 SH KIMBERLY-CLARK CORP	3/26/2008	4/9/2009	1,390 88	1,888.27	(497.39)
279 SH SCHERING PLOUGH CORP	3/26/2008	4/9/2009	6,458 68	5,316 51	1,142 17
93 SH JOHNSON & JOHNSON	3/26/2008	4/23/2009	4,747.53	5,999 26	(1,251 73)
124 SH SCHERING PLOUGH CORP	3/26/2008	4/23/2009	2,689 49	2,362.89	326.60
37 SH UNITED TECHNOLOGIES CORP	3/26/2008	4/23/2009	1,772.62	2,569 21	(796 59)
108 SH SCHERING PLOUGH CORP	3/26/2008	5/18/2009	2,537 40	2,058 01	479 39
76 SH WELLS FARGO & CO	3/26/2008	5/18/2009	1,993 50	2,370 28	(376 78)
54 SH JOHNSON & JOHNSON	3/26/2008	6/17/2009	2,992 06	3,483 44	(491 38)
143 SH JOHNSON & JOHNSON	3/26/2008	8/25/2009	8,770 93	9,224 68	(453 75)
34 SH ANADARKO PETROLEUM CORP	3/26/2008	10/26/2009	2,205.55	2,177 57	27 98
40 SH AMGEN INC	10/31/2008	11/11/2009	2,181 98	2,377.20	(195 22)
140 SH BURLINGTON NTH SANTA FE	10/31/2008	11/11/2009	13,681.30	12,369 98	1,311.32
113 SH DEERE & CO	10/31/2008	11/11/2009	5,437 76	4,303 04	1,134 72
65 SH AT&T INC	10/31/2008	11/12/2009	1,704 32	1,756 88	(52 56)
14 SH ABBOTT LABORATORIES	3/26/2008	11/12/2009	744 64	760 29	(15 65)
20 SH AIR PROD & CHEMICALS INC	10/31/2008	11/12/2009	1,646 75	1,155 94	490 81
10 SH BEST BUY INC	10/31/2008	11/12/2009	417.38	265 79	151 59
10 SH HEWLETT-PACKARD COMPANY	10/31/2008	11/12/2009	496 48	383 30	113.18
21 SH OCCIDENTAL PETE CORP	3/26/2008	11/12/2009	1,711 89	1,518 52	193 37
101 SH PFIZER INCORPORATED	99/99/9999	11/12/2009	1,776.64	1,787 69	(11.05)
24 SH VERIZON COMMUNICATIONS	10/31/2009	11/12/2009	721 42	715.18	6 24
40 SH CVS CAREMARK CORP	10/31/2008	11/30/2009	1,238 54	1,218 72	19 82
			574,324 53	639,800 88	(65,476.35)