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Form 990-PF

Return of Private Foundation

OMB No 1545-0052

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

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning , 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 THE GEORGE H. SCANLON FOUNDATION		A Employer identification number 42-6100764
	Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 323	Room/suite	B Telephone number 617-734-0446
	City or town, state, and ZIP code OKOBOJI, IA 51355		C If exemption application is pending, check here <input type="checkbox"/> D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part K, col (c), line 16) \$ 3,821,616.		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		20,602.	20,602.		
4 Dividends and interest from securities		89,978.	89,978.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<137,601.>			
b Gross sales price for all assets on line 6a		1,084,534.			
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		<27,021.>	110,580.		
13 Compensation of officers, directors, trustees, etc		12,000.	6,000.		6,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees		2,460.	1,230.		1,230.
b Accounting fees					
c Other professional fees					
17 Interest					
18 Taxes		1,471.	1,110.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		3,955.	0.		3,955.
22 Printing and publications					
23 Other expenses		7,818.	7,735.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		27,704.	16,075.		11,185.
25 Contributions, gifts, grants paid		181,685.			181,685.
26 Total expenses and disbursements. Add lines 24 and 25		209,389.	16,075.		192,870.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<236,410.>			
b Net investment income (if negative, enter -0-)			94,505.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	203,200.	136,618.	136,618.
	2 Savings and temporary cash investments	153,735.	159,137.	159,137.
	3 Accounts receivable ▶ 5,000.			
	Less: allowance for doubtful accounts ▶	5,000.	5,000.	5,000.
	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 4	2,897,409.	2,722,179.	3,520,861.
	c Investments - corporate bonds			
Liabilities	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)	3,259,344.	3,022,934.	3,821,616.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>	23 Total liabilities (add lines 17 through 22)	0.	0.	
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	3,259,344.	3,022,934.	
	30 Total net assets or fund balances	3,259,344.	3,022,934.	
	31 Total liabilities and net assets/fund balances	3,259,344.	3,022,934.	

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	3,259,344.
2 Enter amount from Part I, line 27a	2	<236,410.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	3,022,934.
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	3,022,934.

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 RBC WEALTH MGMT.-ST CAPITAL GAINS S/A	P	VARIOUS	VARIOUS
b RBC WEALTH MGMT.-LT CAPITAL GAINS S/A	P	VARIOUS	VARIOUS
c RBC WEALTH MGMT.-CAPITAL GAIN DISTRIBUTIONS	P	VARIOUS	VARIOUS
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 563,480.		545,078.	18,402.
b 520,387.		677,057.	<156,670.>
c 667.			667.
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			18,402.
b			<156,670.>
c			667.
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	<137,601.>
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	185,807.	3,796,467.	.048942
2007	239,247.	3,975,141.	.060186
2006	213,600.	4,497,616.	.047492
2005	181,000.	4,043,497.	.044763
2004	228,250.	3,940,726.	.057921

2 Total of line 1, column (d)	2	.259304
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	.051861
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,309,343.
5 Multiply line 4 by line 3	5	171,626.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	945.
7 Add lines 5 and 6	7	172,571.
8 Enter qualifying distributions from Part XII, line 4	8	192,870.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	945.
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	945.
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	945.
6 Credits/Payments: STMT 8&9 SHOWS AMENDED/ORIGINAL			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	6,284.	
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	6,284.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,339.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 5,339. Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 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?	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) <input checked="" type="checkbox"/> IA		
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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>ROBERT DOWNER</u> Telephone no. ► <u>617-734-0446</u> Located at ► <u>122 S LINN ST, IOWA CITY, IA</u> ZIP+4 ► <u>52240</u>			
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	► <u>15</u> <u>N/A</u>		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If "Yes," list the years ► _____, _____, _____, _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	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

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

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ 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

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
CLARKE W. SCANLON 9525 CENTURY WOODS CIRCLE JOHNSTON, IA 50131	PRESIDENT, DIRECTOR 1.00	0.	0.	0.
JAMES P. SCANLON, JR. 71 FRANCIS STREET BROOKLINE, MA 02446	TREASURER, DIRECTOR 15.00	12,000.	0.	0.
JANE A. SCANLON 2836 N. MILDRED AVE., #3 CHICAGO, IL 60657	SECRETARY, DIRECTOR 1.00	0.	0.	0.
MARCIA E. SCANLON 1345 N. HAYWORTH AVE., #314 LOS ANGELES, CA 90046	VP, DIRECTOR 1.00	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

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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.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	3,102,340.
b	Average of monthly cash balances	1b	257,399.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,359,739.
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	3,359,739.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	50,396.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,309,343.
6	Minimum investment return. Enter 5% of line 5	6	165,467.

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	165,467.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	945.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	945.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	164,522.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	164,522.
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	164,522.

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	192,870.
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	192,870.
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	945.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	191,925.

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				164,522.
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				
c From 2006	13,948.			
d From 2007	256,128.			
e From 2008				
f Total of lines 3a through e	270,076.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$	192,870.			
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				164,522.
e Remaining amount distributed out of corpus	28,348.			
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	298,424.			
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	298,424.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006	13,948.			
c Excess from 2007	256,128.			
d Excess from 2008				
e Excess from 2009	28,348.			

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)

- 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.

[illegible]

- 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).)

NONE

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

NONE

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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 5				
Total			3a	181,685.
b Approved for future payment				
NONE				
Total			3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

- 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		

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.

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. No preparation of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
Sign Here	<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> Signature of officer or trustee </div> </div>	<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> Date </div> </div>	<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> Title </div> </div>
Paid Preparer's Use Only	<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> Preparer's signature </div> </div>		<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> Date </div> </div>
<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> Firm's name (or yours if self-employed) </div> </div>		<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> Check if self-employed <input type="checkbox"/> </div> </div>	<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> Preparer's identifying number </div> </div>
<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> address, and ZIP code </div> </div>		<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> EIN </div> </div>	
<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> address, and ZIP code </div> </div>		<div style="border-bottom: 1px solid black; height: 40px; position: relative;"> <div style="position: absolute; top: 0; left: 0; width: 100%; height: 100%; background: repeating-linear-gradient(45deg, transparent, transparent 2px, black 2px, black 4px); opacity: 0.5;"></div> <div style="position: absolute; bottom: 5px; left: 5px;"> Phone no. </div> </div>	

FORM 990-PF	LEGAL FEES	STATEMENT	1
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PHELAN, TUCKER MEARDON	2,410. 50.	1,205. 25.		1,205. 25.
TO FM 990-PF, PG 1, LN 16A	2,460.	1,230.		1,230.

FORM 990-PF	TAXES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID FEDERAL EXCISE TAXES PAID	1,110. 361.	1,110. 0.		0. 0.
TO FORM 990-PF, PG 1, LN 18	1,471.	1,110.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES POSTAGE	7,735. 83.	7,735. 0.		0. 0.
TO FORM 990-PF, PG 1, LN 23	7,818.	7,735.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	4
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT	2,722,179.	3,520,861.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,722,179.	3,520,861.

FORM 990-PF	GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR	STATEMENT	5
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RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
UNIVERSITY OF IOWA FOUNDATION P.O. BOX 4550 IOWA CITY, IA 52244	EDUCATIONAL	PUBLIC	30,000.
MIDWEST LUMBER MUSEUM 2230 GRANT STREET CLINTON, IA 52732	EDUCATIONAL	PUBLIC	2,675.
OPERATION WALK CHICAGO 680 NORTH SHORE DR. CHICAGO, IL 60611	MEDICAL	PUBLIC	12,250.
MULTIPLE SCLEROSIS 733 THIRD AVENUE NEW YORK, NY 10017	MEDICAL	PUBLIC	425.
STEPPENWOLF THEATER 1650 HALSTED ST CHICAGO, IL 60601	EDUCATIONAL	PUBLIC	11,000.
HARMONY HOUSE 602 GIRARD STREET HOUSTON, TX 77007	EDUCATIONAL	PUBLIC	5,000.
NEIGHBORHOOD JUNIOR TENNIS 13083 HUBBARD SYLMAR, CA 91342	EDUCATIONAL	PUBLIC	500.
OCEANA 2501 M ST. N.W. WASHINGTON, DC 20037	EDUCATIONAL	PUBLIC	18,000.

THE GEORGE H. SCANLON FOUNDATION		42-6100764
NRDC		
40 WEST 20TH ST. NEW YORK, NY	EDUCATIONAL	PUBLIC 5,000.
10011		
SEE ATTACHMENT		
	VARIES	PUBLIC 96,835.
TOTAL TO FORM 990-PF, PART XV, LINE 3A		181,685.

GENERAL EXPLANATION
FORM AND LINE REFERENCES

STATEMENT 6

FORM/LINE IDENTIFIER

DESCRIPTION/RETURN REFERENCE

AMENDED RETURN

DESCRIPTION OF AMENDMENTS

GENERAL EXPLANATION

STATEMENT 7

THE FOLLOWING PARTS OF THIS FORM 990-PF ARE BEING AMENDED FOR THE REASONS STATED:

PART I, COLUMN (C): DELETED

REASON: COLUMN (C) IS NOT APPLICABLE FOR THIS TYPE OF FILER.

PART I, LINE 7, COLUMN (B): CHANGED FROM (137,601) TO ZERO.

REASON: CAPITAL LOSSES CANNOT BE DEDUCTED FOR NET INVESTMENT INCOME.

PART I, LINES 13-23: EXPENSES WERE RE-ALLOCATED AMONG COLUMNS (A)-(D)

REASON: ORIGINAL ALLOCATION DID NOT PROPERLY REFLECT PURPOSE OF EXPENSES.

PART V, LINE 1, 2008: UPDATED COLUMN (A)-(D)

REASON: PER 2008 AMENDED FORM 990-PF

PART V, LINES 2-8: UPDATED CALCULATIONS

REASON: PER OTHER ITEMS AMENDED

PART VI, LINES 1-11: UPDATED CALCULATIONS

REASON: PER OTHER ITEMS AMENDED

PART VII-B, LINE 1(A)(4) AND 1(B): CHANGED TO YES AND NO, RESPECTIVELY.

REASON: OFFICER RECEIVES REASONABLE COMPENSATION FOR SERVICES TO THE FOUNDATION.

PART XI AND PART XII: UPDATED CALCULATIONS

REASON: PER OTHER ITEMS AMENDED

PART XIII: UPDATED SCHEDULE

REASON: PER PRIOR YEAR AMENDED, PER OTHER ITEMS AMENDED, AND SCHEDULE WAS ORIGINALLY COMPLETED INCORRECTLY.

GENERAL EXPLANATION
FORM AND LINE REFERENCES

STATEMENT 8

FORM/LINE IDENTIFIER

DESCRIPTION/RETURN REFERENCE

PART VI, TAX, AMOUNT DUE, OVERPAYMENT
APPLIEDRECONCILIATION OF ORIGINAL AMOUNTS TO
AMENDED AMOUNTS

GENERAL EXPLANATIONSTATEMENT 9

ORIGINAL RETURN-TAX LIABILITY	\$ 0.00
ORIGINAL OVERPAYMENT CREDITED FROM PRIOR YEAR	-\$8,245.00
ORIGINAL OVERPAYMENT APPLIED TO NEXT YEAR	\$8,245.00

REVERSE ORIGINAL RETURN-TAX LIABILITY	-\$ 0.00
AMENDED RETURN-TAX LIABILITY	\$ 945.00

REVERSE ORIGINAL OVERPAYMENT CREDITED FROM PRIOR YEAR	\$8,245.00
OVERPAYMENT CREDITED FROM PRIOR YEAR AMENDED RETURN	-\$6,284.00

REVERSE ORIGINAL OVERPAYMENT APPLIED TO NEXT YEAR	-\$8,245.00
AMENDED OVERPAYMENT APPLIED TO NEXT YEAR	\$5,339.00

AMENDED ACCOUNT BALANCE:	0.00
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GEORGE H SCANLON FOUNDATION
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RECIPIENT'S ACCOUNT NUMBER
307-70360

Schedule of Realized Gains and Losses

This section includes a summary of the short- or long-term gain or loss from the sale of selected securities in non-retirement accounts. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides cost basis information as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or contact your tax Advisor for additional information.

Long-Term

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
500.000	DTE ENERGY CO SYMBOL: DTE	04/18/81	461.63	12/08/09	20,610.26	20,148.63
2,000.000	FRONTIER COMMUNICATIONS CORP SER B SYMBOL: FTR	01/23/08	20,843.30	12/08/09	15,665.51	-5,177.79
2,000.000	WINDSTREAM CORP COM SYMBOL: WIN	08/21/08	24,035.50	12/08/09	20,897.42	-3,138.08
Long-Term Subtotal					57,173.19	11,832.76
Total Gains and Losses					57,173.19	11,832.76
Short-Term						0.00
Long-Term						11,832.76
Term Unknown						0.00

GEORGE H SCANLON FOUNDATION
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Schedule of Realized Gains and Losses

This section includes a summary of the short- or long-term gain or loss from the sale of selected securities in non-retirement accounts. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides cost basis information as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or contact your Tax Advisor for additional information.

Short-Term

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
13,000	ACE LIMITED	07/14/08	64,053	06/05/09	59,820	(4,233)
	SYMBOL: ACE					
90,000	ALL STATE CORP	12/31/08	2,920.89	06/05/09	2,231.71	(689.18)
	SYMBOL: ALL					
12,000	ALL STATE CORP	02/26/09	2,088.76	06/05/09	2,189.18	100.42
	SYMBOL: ALL					
250,000	ALL STATE CORP	04/08/09	16,295.63	06/05/09	16,358.99	63.36
	SYMBOL: ALL					
99,000	APACHE CORP	04/24/09	13,731.00	09/15/09	18,168.28	4,437.28
	SYMBOL: APA					
1,000	APPLE INC	10/22/08	300.00	06/23/09	240.10	(59.90)
	SYMBOL: AAPL					
25,000	APPLE INC	09/18/08	4,510.63	06/23/09	3,777.42	(733.21)
	SYMBOL: AAPL					
52,000	APPLE INC	10/22/08	15,200.00	07/16/09	17,545.42	2,345.42
	SYMBOL: AAPL					
10,000	APPLE INC	10/09/09	1,637.32	11/18/09	1,210.11	(427.21)
	SYMBOL: AAPL					
27,000	APPLE INC	09/09/09	2,332.08	12/17/09	1,528.36	(803.72)
	SYMBOL: AAPL					
23,000	AT&T INC	10/01/08	14,584.79	05/26/09	10,021.15	(4,563.64)
	SYMBOL: T					
289,000	CHARLES SCHWAB CORP NEW	10/02/09	3,613.79	06/05/09	5,265.70	1,651.91
	SYMBOL: SCHW					
245,000	CHARLES SCHWAB CORP NEW	03/17/09	2,056.10	06/08/09	2,619.59	563.49
	SYMBOL: SCHW					
455,000	CHARLES SCHWAB CORP NEW	03/17/09	18,617.60	06/08/09	18,247.96	(369.64)
	SYMBOL: SCHW					
299,000	CINCINNATI FINANCIAL CORP	07/24/08	18,202.01	01/27/09	17,261.95	(940.06)
	SYMBOL: CIN					
244,000	CINCINNATI FINANCIAL CORP	09/02/08	17,316.52	01/27/09	16,497.99	(818.53)
	SYMBOL: CIN					
119,000	CINCINNATI FINANCIAL CORP	09/02/08	13,684.75	01/27/09	12,837.51	(847.24)
	SYMBOL: CIN					
172,000	COCA COLA CO	10/24/09	3,166.66	11/18/09	2,972.39	(194.27)
	SYMBOL: KO					

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Schedule of Realized Gains and Losses (cont)

Short term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
15,100	COCA COLA CO SYMBOL: KO	02/13/09	12,242.98	01/14/09	12,891.70	648.72
128,000	COMMUNITY HEALTH SYSTEM INC NEW SYMBOL: CYH	01/20/09	12,065.79	06/27/09	12,825.49	759.70
17,000	DISH NETWORK CORP CL A SYMBOL: DISH	12/17/08	1,528.10	02/17/09	1,600.24	72.10
18,000	DR PEPPER SNAPPLE GROUP INC SYMBOL: DPS	09/10/08	1,626.92	08/17/09	1,652.18	25.26
140,000	DR PEPPER SNAPPLE GROUP INC SYMBOL: DPS	09/10/08	11,247.76	08/27/09	11,979.53	731.77
177,000	DR PEPPER SNAPPLE GROUP INC SYMBOL: DPS	09/10/08	14,524.67	08/27/09	14,884.12	359.45
98,000	DR PEPPER SNAPPLE GROUP INC SYMBOL: DPS	09/10/08	8,276.01	08/25/09	8,380.85	104.84
104,000	ECLIPSE CORP SYMBOL: ECLP	12/04/08	1,356.75	07/27/09	1,375.75	19.00
92,000	ECLIPSE CORP SYMBOL: ECLP	12/03/08	1,200.21	09/27/09	1,210.61	10.40
103,000	ECLIPSE CORP SYMBOL: ECLP	12/04/08	1,357.65	07/27/09	1,330.67	(26.98)
141,000	ECLIPSE CORP SYMBOL: ECLP	12/04/08	1,552.36	07/27/09	1,361.35	(191.01)
123,000	FIFTH THIRD BANCORP SYMBOL: FITB	09/09/08	1,398.57	04/05/09	1,475.95	77.38
132,000	FIFTH THIRD BANCORP SYMBOL: FITB	10/06/08	1,377.01	04/05/09	1,401.58	24.57
159,000	FIFTH THIRD BANCORP SYMBOL: FITB	10/09/08	1,546.86	05/05/09	1,521.35	(25.51)
189,000	FIFTH THIRD BANCORP SYMBOL: FITB	10/09/08	2,174.64	05/05/09	1,895.87	(278.77)
156,000	FIFTH THIRD BANCORP SYMBOL: FITB	07/18/08	1,343.73	05/05/09	1,374.64	30.91
180,000	FIFTH THIRD BANCORP SYMBOL: FITB	12/01/08	1,426.25	05/05/09	1,543.63	117.38
158,000	FIFTH THIRD BANCORP SYMBOL: FITB	08/26/09	1,134.40	05/05/09	1,252.77	118.37
121,000	FIFTH THIRD BANCORP SYMBOL: FITB	09/28/09	1,101.40	05/05/09	1,366.96	265.56
166,000	FRANCE TELECOM SPONSORED ADR SYMBOL: FTE	06/29/08	18,367.24	03/03/09	19,801.75	1,434.51

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Schedule of Realized Gains and Losses (cont)

Short-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
13,000	GENENTECH INC COM NEW CUSIP: 368710406	12/16/08	33.31387	03/12/09	71,050.15	736.28
38,000	GOLDMAN SACHS GROUP INC SYMBOL: GS	09/18/08	17.7700	02/23/09	73,176.09	500.91
7,000	GOLDMAN SACHS GROUP INC SYMBOL: GS	09/24/08	12.817	02/23/09	18,656	24.59
18,000	GOLDMAN SACHS GROUP INC SYMBOL: GS	09/24/08	10.2539	04/06/09	22,922.55	1,027.6
24,000	GOLDMAN SACHS GROUP INC SYMBOL: GS	09/24/08	27.35266	04/08/09	36,844.07	2,479.26
13,000	GOLDMAN SACHS GROUP INC SYMBOL: GS	09/25/08	21.7957	04/08/09	18,279.6	1,351.60
6,000	GOOGLE INC CL A SYMBOL: GOOG	08/13/09	21.6894	09/08/09	27,469.2	22.02
15,000	GOOGLE INC CL A SYMBOL: GOOG	04/22/09	5.02166	09/08/09	27,615.67	930.01
10,000	GOOGLE INC CL A SYMBOL: GOOG	03/17/09	9.99129	09/08/09	13,734.63	2,374.34
21,000	HELMERICH & PAYNE INC SYMBOL: HP	09/22/08	6.04143	04/23/09	16,810.01	731.58
32,000	HELMERICH & PAYNE INC SYMBOL: HP	02/17/09	11.91184	04/23/09	21,674.26	1,762.42
178,000	HELMERICH & PAYNE INC SYMBOL: HP	02/17/08	3.84653	04/29/09	25,666.89	1,920.38
90,000	INFOSYS TECHNOLOGIES LTD SPONS ADR REPSTG 1 ORD SHRS SYMBOL: INFY	04/27/09	2.42559	08/06/09	13,920.83	1,194.56
105,000	INFOSYS TECHNOLOGIES LTD SPONS ADR REPSTG 1 ORD SHRS SYMBOL: INFY	04/27/09	2.29084	08/07/09	13,762.87	1,120.4
35,000	INFOSYS TECHNOLOGIES LTD SPONS ADR REPSTG 1 ORD SHRS SYMBOL: INFY	04/27/09	1.94329	08/10/09	11,530.89	585.81
55,000	INFOSYS TECHNOLOGIES LTD SPONS ADR REPSTG 1 ORD SHRS SYMBOL: INFY	04/27/09	1.48231	08/11/09	12,351.82	889.62
139,000	INFOSYS TECHNOLOGIES LTD SPONS ADR REPSTG 1 ORD SHRS SYMBOL: INFY	04/27/09	2.39884	08/12/09	13,866.33	1,437.69

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Schedule of Realized Gains and Losses (cont)

Short-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
159,000	INFOSYS TECHNOLOGIES LTD SPONS ADR REPSTG 1 ORD SHRS SYMBOL: INFY	04/21/09	159,000	08/13/09	252,184	93,184
27,000	INFOSYS TECHNOLOGIES LTD SPONS ADR REPSTG 1 ORD SHRS SYMBOL: INFY	04/21/09	27,000	08/13/09	40,743	13,743
10,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	08/19/09	10,000	02/26/09	13,833	3,833
50,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	08/19/09	50,000	02/26/09	74,495	24,495
106,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	12/31/08	106,000	03/25/09	199,024	93,024
65,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	01/14/09	65,000	03/26/09	83,164	18,164
50,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	01/14/09	50,000	04/22/09	65,665	15,665
69,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	01/21/09	69,000	04/22/09	84,801	15,801
126,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	03/17/09	126,000	06/05/09	199,203	73,203
149,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	01/21/09	149,000	06/05/09	247,136	98,136
16,000	LIFE TIME FITNESS INC SYMBOL: LTM	01/10/09	16,000	07/23/09	20,533	4,533
115,000	MARATHON OIL CORP SYMBOL: MRO	07/10/08	115,000	09/17/09	185,688	70,688
45,000	MARATHON OIL CORP SYMBOL: MRO	07/10/08	45,000	09/09/09	68,154	23,154

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Short-Term (con)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
58,000	PRICELINE.COM INC.COM NEW	07/29/08	13,212.22	01/16/09	14,128.18	915.96
	SYMBOL: PCLN					
16,000	PRICELINE.COM INC.COM NEW	03/09/09	13,237.01	01/05/09	12,711.90	(525.11)
	SYMBOL: PCLN					
15,000	RESEARCH IN MOTION LTD.	01/16/09	16,883.99	12/21/09	17,280.81	396.82
	SYMBOL: RIMM					
20,000	RESEARCH IN MOTION LTD.	08/17/08	17,124.20	12/22/09	17,061.65	(62.55)
	SYMBOL: RIMM					
53,000	RESEARCH IN MOTION LTD.	10/16/08	26,195.83	12/22/09	28,589.25	2,393.42
	SYMBOL: RIMM					
243,000	RESEARCH IN MOTION LTD.	03/09/09	16,654.21	12/22/09	2,912,021.11	2,895,366.90
	SYMBOL: RIMM					
54,000	TOYOTA MOTOR CORP. ADRIAN	01/17/08	11,724.82	01/23/09	9,526.08	(2,198.74)
	REPSTG 2 COM					
	SYMBOL: TM					
16,000	TOYOTA MOTOR CORP. ADRIAN	01/15/08	11,140.20	01/23/09	7,175.72	(3,964.48)
	REPSTG 2 COM					
	SYMBOL: TM					
16,000	TRANSOCEAN LTD.	09/19/08	7,813.33	06/11/09	5,630.35	(2,182.98)
	US LISTED					
	SYMBOL: RIG					
25,000	TRANSOCEAN LTD.	09/19/08	3,161.25	06/11/09	2,109.97	(1,051.28)
	US LISTED					
	SYMBOL: RIG					
16,000	TRANSOCEAN LTD.	09/19/08	6,282.53	06/11/09	4,201.73	(2,080.80)
	US LISTED					
	SYMBOL: RIG					
17,000	TRANSOCEAN LTD.	09/19/08	4,121.94	01/08/09	5,888.90	1,766.96
	US LISTED					
	SYMBOL: RIG					
12,000	US BANCORP DEL.	02/20/09	10,140.00	04/06/09	12,231.63	2,091.63
	COM NEW					
	SYMBOL: USB					
48,000	US BANCORP DEL.	02/20/09	45,125.17	04/22/09	53,223.33	8,098.16
	COM NEW					
	SYMBOL: USB					
17,000	US BANCORP DEL.	01/23/09	13,431.16	04/22/09	22,187.72	8,756.56
	COM NEW					
	SYMBOL: USB					
Short-Term Subtotal					306,353.42	15,795.00

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Long-Term

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
92,000	ACE LIMITED	04/22/06	135,378.34	06/05/09	122,637.42	12,740.92
	SYMBOL: ACE					
76,000	ACE LIMITED	07/14/08	13,744.69	01/21/09	13,618.90	125.79
	SYMBOL: ACE					
107,000	ALLSTATE CORP	09/17/07	15,813.30	01/13/09	15,820.10	6.80
	SYMBOL: ALL					
185,000	ALLSTATE CORP	09/17/07	10,105.36	01/21/09	19,767.77	9,662.41
	SYMBOL: ALL					
204,000	ALLSTATE CORP	09/17/07	11,088.30	06/05/09	15,471.88	4,383.58
	SYMBOL: ALL					
30,000	APPLE INC	05/28/05	1,927.24	06/23/09	1,404.40	(522.84)
	SYMBOL: AAPL					
9,000	APPLE INC	09/22/08	1,906.00	07/18/09	1,855.65	(50.35)
	SYMBOL: AAPL					
45,000	AT&T INC	06/20/08	18,629.89	01/29/09	11,211.08	(7,418.81)
	SYMBOL: T					
127,000	AT&T INC	01/02/08	14,954.32	05/25/09	2,956.56	(11,997.76)
	SYMBOL: T					
122,000	CONOCOPHILIPS	09/17/07	10,333.26	02/23/09	7,788.47	(2,544.79)
	SYMBOL: COP					
223,000	CORNING INC	09/17/07	5,656.97	02/02/09	3,536.83	(2,120.14)
	SYMBOL: GLW					
236,000	CORNING INC	09/17/07	5,495.90	02/11/09	2,408.88	(3,087.02)
	SYMBOL: GLW					
236,000	CROWN CASTLE INTL CORP	09/17/07	18,367.77	03/13/09	14,510.61	(3,857.16)
	SYMBOL: CCI					
248,000	DIRECTV	09/17/07	15,469.40	02/11/09	10,193.95	(5,275.45)
	CLASS A NEW					
	SYMBOL: DTV					
303,000	DIRECTV GROUP INC	09/17/07	16,895.39	02/10/09	7,091.19	(9,804.20)
	CUSIP: 25459L106					
326,000	DISH NETWORK CORP	10/27/08	15,528.97	11/17/09	7,363.43	(8,165.54)
	CL A					
	SYMBOL: DISH					
223,000	EMINILLY	07/09/08	15,409.29	01/03/09	11,871.45	(3,537.84)
	SYMBOL: LLY					
223,000	GENENTECH INC	09/20/07	11,036.90	02/23/09	2,002.98	(9,033.92)
	COM NEW					
	CUSIP: 368710406					
223,000	GENENTECH INC	09/20/07	11,492.88	03/12/09	1,695.41	(9,797.47)
	COM NEW					
	CUSIP: 368710406					

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Long-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
183.000	GENENTECH INC COM NEW CUSIP: 368710406	11/08/07	6,212.35	06/12/09	7,781.72	1,569.37
163.000	GILEAD SCIENCES INC SYMBOL: GILD	11/05/07	2,939.95	01/27/09	3,039.73	99.78
294.000	GILEAD SCIENCES INC SYMBOL: GILD	11/05/07	13,719.77	10/22/09	13,162.04	(557.73)
175.000	HARTFORD FINANCIAL SERVICES GROUP INC SYMBOL: HIG	03/17/08	12,421.13	12/14/09	14,226.13	1,805.00
664.000	INTEL CORP SYMBOL: INTX	09/17/07	29,070.39	02/03/09	27,861.00	(1,209.39)
612.000	INTEL CORP SYMBOL: INTX	09/24/07	28,887.04	06/04/09	27,004.18	(1,882.86)
283.000	INTEL CORP SYMBOL: INTX	09/17/07	17,051.81	03/04/09	16,632.06	(419.75)
161.000	JETBLUE AIRWAYS CORP SYMBOL: JBLU	09/17/07	5,902.20	01/07/09	4,596.40	(1,305.80)
34.000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	01/24/08	1,642.17	02/26/09	1,797.25	155.08
163.000	LEVEL 3 COMMUNICATIONS INC SYMBOL: LVLT	09/17/07	15,708.22	03/25/09	15,843.01	134.79
274.000	LEVEL 3 COMMUNICATIONS INC SYMBOL: LVLT	09/17/07	9,001.16	09/26/09	11,600.40	2,599.24
46.000	LEVEL 3 COMMUNICATIONS INC SYMBOL: LVLT	09/17/07	2,000.74	03/27/09	1,366.35	(634.39)
162.000	LEVEL 3 COMMUNICATIONS INC SYMBOL: LVLT	01/17/08	18,447.06	03/27/09	14,951.03	(3,496.03)
235.000	LIFE TIME FITNESS INC SYMBOL: LTM	05/30/08	9,401.18	07/29/09	16,364.57	6,963.39
230.000	MICROSOFT CORP SYMBOL: MSFT	09/17/07	16,812.13	12/14/09	16,875.42	63.29
21.000	PRICE LINE COMM INC COM NEW SYMBOL: PCLN	02/19/08	1,352.33	06/05/09	1,281.52	(70.81)
25.000	PRICE LINE COMM INC COM NEW SYMBOL: PCLN	01/29/08	2,745.34	06/05/09	3,010.81	265.47
21.000	PRICE LINE COMM INC COM NEW SYMBOL: PCLN	06/11/08	1,352.24	10/14/09	1,887.45	535.21
32.000	PRICE LINE COMM INC COM NEW SYMBOL: PCLN	02/19/08	1,476.29	10/14/09	1,210.59	(265.70)

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
1,000	PRICELINE.COM INC.COM NEW	09/10/08	325.60	10/28/09	662.44	336.84
	SYMBOL: PCLN					
26,000	PRICELINE.COM INC.COM NEW	06/17/08	119.21	10/28/09	305.87	109.66
	SYMBOL: PCLN					
13,000	PRICELINE.COM INC.COM NEW	09/10/08	119.60	10/30/09	2309.94	1170.34
	SYMBOL: PCLN					
26,000	PRICELINE.COM INC.COM NEW	09/10/08	227.20	11/05/09	7451.87	2466.67
	SYMBOL: PCLN					
1,009,000	RITE AID CORP	09/17/07	954.28	08/17/09	1597.90	366.38
	SYMBOL: RAD					
1,133,000	RITE AID CORP	09/17/07	573.36	08/18/09	1786.92	3797.42
	SYMBOL: RAD					
1,583,000	RITE AID CORP	09/17/07	712.19	09/16/09	3001.24	811.72
	SYMBOL: RAD					
54,000	RITE AID CORP	09/17/07	276.48	09/21/09	3319.31	1542.65
	SYMBOL: RAD					
405,000	RITE AID CORP	09/17/07	192.60	09/22/09	798.99	199.61
	SYMBOL: RAD					
187,000	SWISS REINSURANCE CO	10/22/06	513.69	11/06/09	4086.01	572.08
	SPONSORED ADR					
	SYMBOL: SWCEY					
229,000	TEVA PHARMACEUTICAL	09/17/07	328.61	04/21/09	11077.22	2401.61
	INDUSTRIES LTD-ADR					
	SYMBOL: TEVA					
16,000	TRANSOCEAN LTD	09/17/08	200.00	11/18/09	1406.50	1597.70
	US LISTED					
	SYMBOL: RIG					
	Long-Term Subtotal				196,423.78	-81,560.01
Total Gains and Losses					502,777.20	-85,765.01
	Short-Term					15,795.00
	Long-Term					-81,560.01
	Term Unknown					0.00

Schedule of Realized Gains and Losses

This section includes a summary of the short- or long-term gain or loss from the sale of selected securities in non-retirement accounts. "Short-term" refers to securities held for one year or less, "long-term" refers to securities held more than one year. RBC provides cost basis information as a service to its clients, the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or contact your Tax Advisor for additional information.

Short-Term

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
0.760	VOTORANTIN CELLULOSE E PAPEL SA SPONSORED ADR REPSTG COM SHS CUSIP: 92906P205	11/18/09	11.52	11/20/09	11.77	0.25
Short-Term Subtotal					11.77	0.25

Long-Term

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
80.000	PARACRUZ CELLULOSE SA SPONSORED ADR REPTSG 10 CL B SHARES CUSIP: 038496204	09/13/07	5,193.68	11/18/09	1,633.10	-3,560.58
Long-Term Subtotal					1,633.10	-3,560.58

Total Gains and Losses					1,644.87	-3,560.33
Short-Term						0.25
Long-Term						-3,560.58
Term Unknown						0.00

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Schedule of Realized Gains and Losses

This section includes a summary of the short- or long-term gain or loss from the sale of selected securities in non-retirement accounts. "Short-term" refers to securities held for one year or less; "long-term" refers to securities held more than one year. RBC provides cost basis information as a service to its clients; the information may not be accurate for tax reporting or other purposes and may rely on information, such as the original cost basis for a security, that you or another source at your direction provided to RBC. Cost basis information may reflect a change in the value of certain fixed income and other securities that return or amortize principal over time. In the case of bonds purchased at a premium, cost basis information may be amortized. In addition, cost basis information may reflect accretion for zero coupon and OID bonds. Please refer to IRS Publications 1212 and 550 or contact your Tax Advisor for additional information.

Short-Term

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
16,000	ACCENTURE PLC IRELAND SHS CL A SYMBOL: ACN	12/10/09	168,150	12/16/09	665,92	5166
79,000	ACCENTURE PLC IRELAND SHS CL A SYMBOL: ACN	07/06/09	5,863,97	12/16/09	7,449,9	1,685,97
85,000	ACTIVISION BLIZZARD INC SYMBOL: ATVI	09/22/09	2,288,45	11/12/09	2,128,47	59,98
315,000	ADVANCED MICRO DEVICES INC SYMBOL: AMD	04/10/08	2,025,45	04/02/09	297,14	1,705,41
162,000	AELAG INC SYMBOL: AFL	10/21/08	7,097,55	10/04/09	2,290,05	4,807,50
93,000	AELAG INC SYMBOL: AFL	01/27/09	2,000,66	03/04/09	1,314,56	686,10
16,000	ALCON INC SYMBOL: ACL	02/18/09	1,212,18	07/06/09	1,247,51	293,26
94,000	ALTERA CORP SYMBOL: ALTR	05/01/09	1,517,37	10/22/09	1,986,3	468,97
329,000	AMR CORP DEL SYMBOL: AMR	04/02/08	3,274,56	05/04/09	1,000,74	2,274,06
132,000	APACHE CORP SYMBOL: APA	12/02/08	2,275,52	08/06/09	2,786,76	511,24
86,000	APACHE CORP SYMBOL: APA	12/17/08	2,748,67	10/14/09	3,606,80	860,13
34,000	APACHE CORP SYMBOL: APA	12/02/08	2,457,74	10/14/09	3,408,31	490,57
6,000	APACHE CORP SYMBOL: APA	12/17/08	1,458,44	11/19/09	569,80	1,111,69
36,000	APACHE CORP SYMBOL: APA	07/06/09	2,405,27	11/09/09	3,411,78	1,006,51
145,000	APACHE CORP SYMBOL: APA	04/02/09	3,087,21	11/10/09	5,272,47	2,185,76
21,000	APPLE INC SYMBOL: AAPL	07/09/09	3,745,51	07/06/09	2,881,76	863,75
1,000	APPLE INC SYMBOL: AAPL	07/23/08	165,16	07/06/09	113,23	52,93

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Short-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
32.000	BANK OF AMERICA CORP SYMBOL: BAC	09/19/08	9708.65	01/23/09	1952.80	7763.85
92.000	BORG WARNER AUTOMOTIVE INC SYMBOL: BWA	06/19/08	14414.36	05/01/09	2650.54	11763.82
6.000	BORG WARNER AUTOMOTIVE INC SYMBOL: BWA	06/19/08	3070.86	05/12/09	1824.24	1246.62
38.000	BORG WARNER AUTOMOTIVE INC SYMBOL: BWA	07/26/08	719.25	07/21/09	1178.86	459.61
116.000	BORG WARNER AUTOMOTIVE INC SYMBOL: BWA	06/21/08	1204.39	07/21/09	1868.35	663.96
98.000	CHARLES SCHWAB CORP NEW SYMBOL: SCHW	09/22/09	1843.86	11/30/09	1791.41	52.45
151.000	CHARLES SCHWAB CORP NEW SYMBOL: SCHW	06/04/08	1770.77	11/09/09	2732.36	961.59
7.000	CONSOL ENERGY INC SYMBOL: CNX	01/16/08	1192.80	05/28/09	1351.72	158.92
299.000	CORNING INC SYMBOL: GLW	07/16/08	1594.74	04/02/09	1475.23	119.51
52.000	CORNING INC SYMBOL: GLW	09/05/08	821.35	04/02/09	778.32	43.03
167.000	CORNING INC SYMBOL: GLW	09/05/08	22716.66	05/07/09	1916.58	1800.08
221.000	CORNING INC SYMBOL: GLW	10/01/08	6655.56	05/12/09	3308.76	3346.80
27.000	CORNING INC SYMBOL: GLW	08/05/08	760.46	05/12/09	1650.16	889.70
158.000	CORNING INC SYMBOL: GLW	12/17/08	11475.52	10/51/09	2185.62	9289.90
291.000	CSX CORP SYMBOL: CSX	06/11/08	11136.48	08/03/09	2020.63	8915.85
21.000	CSX CORP SYMBOL: CSX	08/18/08	9920.77	09/08/09	1874.11	8046.66
61.000	CSX CORP SYMBOL: CSX	06/16/08	1277.05	09/11/09	2841.04	1563.99
48.000	CSX CORP SYMBOL: CSX	04/15/09	1212.97	09/22/09	2201.89	988.92
60.000	CSX CORP SYMBOL: CSX	06/16/08	1210.63	09/22/09	2294.66	1084.03
64.000	CSX CORP SYMBOL: CSX	05/19/08	11842.48	10/22/09	2535.85	9306.63
60.000	GLUMKINS INC SYMBOL: CMI	01/07/09	11597.02	10/08/09	2798.59	8798.43

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Short-Term (cont.)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
6,000	DR HORTON INC SYMBOL: DHI	06/03/08	65.21	05/04/09	68.01	2.20
7,500	EOG RES INC SYMBOL: EOG	11/18/08	6,298.52	06/06/09	5,605.51	793.01
11,000	EOG RES INC SYMBOL: EOG	11/25/08	920.69	06/03/09	807.48	113.21
23,000	EOG RES INC SYMBOL: EOG	12/17/08	6,061.04	07/06/09	2,667.01	3,394.03
28,000	EOG RES INC SYMBOL: EOG	11/25/08	1,669.59	07/06/09	1,496.19	173.40
8,000	EOG RES INC SYMBOL: EOG	02/11/09	2,652.39	07/06/09	2,197.12	52.17
30,000	EOG RES INC SYMBOL: EOG	03/02/09	1,582.40	07/06/09	1,116.70	328.36
97,000	EXXON MOBIL CORP SYMBOL: XOM	11/16/08	6,444.61	01/06/09	7,573.72	1,129.11
97,000	EXXON MOBIL CORP SYMBOL: XOM	06/09/09	6,155.23	09/08/09	5,132.60	1,255.55
72,000	FREEPORT-MCMORAN COPPER & GOLD INC SYMBOL: FCX	07/08/08	2,023.29	02/02/09	1,910.56	112.73
36,000	FREEPORT-MCMORAN COPPER & GOLD INC SYMBOL: FCX	07/09/08	1,067.85	05/12/09	1,183.86	116.01
72,000	FREEPORT-MCMORAN COPPER & GOLD INC SYMBOL: FCX	07/08/08	1,180.25	08/06/09	1,211.52	31.27
73,000	FREEPORT-MCMORAN COPPER & GOLD INC SYMBOL: FCX	07/09/08	1,167.70	09/23/09	1,206.09	38.39
27,000	FREEPORT-MCMORAN COPPER & GOLD INC SYMBOL: FCX	07/08/08	1,158.70	09/23/09	1,185.13	26.43
49,000	FREEPORT-MCMORAN COPPER & GOLD INC SYMBOL: FCX	07/09/08	1,122.56	08/22/09	1,101.15	21.41
76,000	GENENTECH INC COM NEW CUSIP: 368710406	12/02/08	1,690.26	02/18/09	1,613.82	76.44
25,000	GILD SCIENTIFIC INC SYMBOL: GILD	07/09/08	1,458.97	02/11/09	1,113.51	345.46
78,000	GOOGLE INC CL A SYMBOL: GOOG	12/17/08	1,181.00	05/12/09	1,212.71	31.71

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QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
50.000	ILLINOIS TOOL WORKS INC SYMBOL: ITW	11/18/08	1657.94	08/08/09	2088.34	575.40
246.000	ILLINOIS TOOL WORKS INC SYMBOL: ITW	11/18/08	1591.62	11/11/09	21370.74	1779.12
76.000	ILLUMINATING SYMBOL: ILMN	02/25/09	21867.91	02/18/09	21609.10	258.81
38.000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	10/24/09	11899.22	12/16/09	21115.27	5672.05
16.000	KELLOGG CO SYMBOL: K	07/30/08	7600.62	02/02/09	81290.61	13691.99
66.000	KELLOGG CO SYMBOL: K	07/16/08	3398.11	02/02/09	24157.09	20758.98
9.000	MEDCO HEALTH SOLUTIONS INC SYMBOL: MHS	09/02/08	2679.27	08/19/09	2862.15	282.88
15.000	NASDAQ OMX GROUP INC (THE) SYMBOL: NDAQ	05/01/09	997.79	10/14/09	11057.76	1005.97
124.000	NATIONAL OILWELL VARCO INC SYMBOL: NOV	01/07/09	2460.41	10/22/09	4029.88	1569.47
295.000	NEWELL RUBBERMAID INC SYMBOL: NWL	09/24/08	15548.10	01/07/09	29761.63	24213.53
226.000	NEWELL RUBBERMAID INC SYMBOL: NWL	09/06/08	14170.86	01/07/09	27497.84	13326.98
148.000	NUCOR CORP SYMBOL: NUE	08/08/08	26901.52	11/02/09	31616.28	4715.76
76.000	NUCOR CORP SYMBOL: NUE	08/09/08	3238.58	11/02/09	2592.70	525.85
130.000	PARCAR INC SYMBOL: PCAR	11/18/08	3612.46	10/26/09	5082.85	1470.39
131.000	PARCAR INC SYMBOL: PCAR	06/23/09	2111.55	12/03/09	31035.41	28923.86
10.000	PARCAR INC SYMBOL: PCAR	03/04/09	1870.27	12/03/09	2925.70	1055.43
10.000	PEPSICO INC SYMBOL: PEP	10/06/08	21678.82	12/16/09	31884.59	10205.77
58.000	PEPSICO INC SYMBOL: PEP	10/14/09	7231.05	12/16/09	32111.83	24880.78
27.000	ROLO FALCH LAUREN CORP (LA) SYMBOL: RL	10/29/08	2021.90	10/06/09	3392.51	1370.61
192.000	PRAXAIR INC SYMBOL: PX	10/23/08	11711.81	10/23/09	16285.61	4573.80

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26.000	PRAXAIR INC	09/10/08	2,160.06	06/23/09	1,776.37	383.68
	SYMBOL: PX					
19.000	SALESFORCE.COM INC	09/10/08	1,080.95	03/11/09	626.45	454.50
	SYMBOL: CRM					
13.000	SALESFORCE.COM INC	10/01/08	761.02	08/11/09	426.57	334.45
	SYMBOL: CRM					
51.000	SALESFORCE.COM INC	10/01/08	2,396.21	06/23/09	1,187.12	1,209.09
	SYMBOL: CRM					
16.000	SALESFORCE.COM INC	10/17/08	1,517.22	06/23/09	687.27	830.00
	SYMBOL: CRM					
75.000	SEMPRA ENERGY	10/02/08	3,558.54	07/06/09	1,537.02	2,021.52
	SYMBOL: SRE					
23.000	TAIWAN SEMICONDUCTOR MFG CO	10/18/08	2,427.71	03/18/09	251.10	2,176.61
	LTD-SPONSORED ADR REPSTG 5 COM					
	SYMBOL: TSM					
10.97	TAIWAN SEMICONDUCTOR MFG CO	10/23/08	1,150.70	08/17/09	87.49	1,063.21
	LTD-SPONSORED ADR REPSTG 5 COM					
	SYMBOL: TSM					
16.714	TAIWAN SEMICONDUCTOR MFG CO	10/23/08	1,367.63	10/06/09	1,896.52	528.89
	LTD-SPONSORED ADR REPSTG 5 COM					
	SYMBOL: TSM					
13.000	UNION PACIFIC CORP	11/18/08	3,729.72	03/18/09	2,427.84	1,301.88
	SYMBOL: UNP					
10.000	UNION PACIFIC CORP	12/02/08	2,741.06	09/11/09	622.54	2,118.52
	SYMBOL: UNP					
13.000	UNION PACIFIC CORP	11/18/08	2,680.73	09/11/09	2,662.75	17.98
	SYMBOL: UNP					
12.000	UNION PACIFIC CORP	12/19/08	1,567.70	09/11/09	776.81	790.89
	SYMBOL: UNP					
9.000	UNION PACIFIC CORP	12/19/08	1,428.51	10/22/09	540.11	888.40
	SYMBOL: UNP					
30.000	UNION PACIFIC CORP	04/15/09	1,425.22	10/22/09	1,800.36	375.14
	SYMBOL: UNP					
79.000	UNION PACIFIC CORP	02/18/09	1,132.01	10/22/09	774.40	357.61
	SYMBOL: UNP					
123.000	UNITED PARCEL SVCS INC	09/11/08	7,206.27	12/08/09	7,120.32	85.95
	CL B					
	SYMBOL: UPS					
29.000	UNITED PARCEL SVCS INC	10/06/08	3,508.30	12/08/09	1,157.77	2,350.53
	CL B					
	SYMBOL: UPS					
43.000	VERIZON COMMUNICATIONS	12/17/08	1,584.69	10/14/09	1,365.74	218.95
	SYMBOL: VZ					

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QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
117,000	VERIZON COMMUNICATIONS	06/03/09	3,452.18	10/14/09	3,396.65	55.53
	SYMBOL: VZ					
12,000	VISA INC	12/17/08	26,420.1	10/29/09	3,172.11	830.30
	CL A COMMON STOCK					
	SYMBOL: V					
Short-Term Subtotal					257,114.38	2,606.49

Long-Term

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
148,000	ABB LTD	09/14/07	3,517.96	10/06/09	2,945.86	568.11
	SPONSORED ADR					
	SYMBOL: ABB					
18,000	ACTIVISION BLIZZARD INC	04/02/08	2,482.26	04/15/09	783.67	352.66
	SYMBOL: ATVI					
229,000	ACTIVISION BLIZZARD INC	04/02/08	23,143.03	05/19/09	2,629.32	3,816.71
	SYMBOL: ATVI					
124,000	ACTIVISION BLIZZARD INC	04/02/08	17,430.8	06/29/09	1,622.16	3,120.92
	SYMBOL: ATVI					
159,000	ACTIVISION BLIZZARD INC	04/02/08	21,627.85	07/16/09	798.32	2,568.94
	SYMBOL: ATVI					
156,000	ACTIVISION BLIZZARD INC	06/19/08	2,814.99	11/12/09	1,179.18	1,020.17
	SYMBOL: ATVI					
144,000	ACTIVISION BLIZZARD INC	05/15/08	2,353.66	11/12/09	1,656.76	2,698.80
	SYMBOL: ATVI					
144,000	ACTIVISION BLIZZARD INC	07/09/08	2,304.69	11/12/09	1,656.76	2,484.3
	SYMBOL: ATVI					
88,000	ACTIVISION BLIZZARD INC	04/02/08	52,165.7	11/12/09	737.20	3,400
	SYMBOL: ATVI					
245,000	ACTIVISION BLIZZARD INC	10/27/08	2,707.96	11/12/09	2,181.79	1,161
	SYMBOL: ATVI					
727,000	ADVANCED MICRO DEVICES INC	09/14/07	9,247.37	10/10/09	2,231.89	7,015.48
	SYMBOL: AMD					
313,000	ADVANCED MICRO DEVICES INC	09/16/07	21,040.86	10/10/09	1,960.90	3,079.96
	SYMBOL: AMD					
364,000	ADVANCED MICRO DEVICES INC	07/16/08	2,306.16	10/10/09	1,117.47	1,188.69
	SYMBOL: AMD					
39,000	AIR PRODUCTS & CHEMICALS INC	11/09/07	9,822.57	03/18/09	2,101.59	7,720.98
	SYMBOL: APD					
134,000	AIR PRODUCTS & CHEMICALS INC	11/09/07	9,832.62	10/20/09	2,792.81	7,039.81
	SYMBOL: APD					

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67,000	AMAZON.COM INC SYMBOL: AMZN	01/27/07	5309.17	01/27/09	8226.67	2085.99
22,000	AMAZON.COM INC SYMBOL: AMZN	01/16/08	1757.30	01/27/09	1658.66	698.94
28,000	AMAZON.COM INC SYMBOL: AMZN	01/16/08	1697.17	02/18/09	1257.12	420.05
21,000	AMAZON.COM INC SYMBOL: AMZN	01/16/08	1524.66	02/18/09	1293.89	729.76
38,000	AMAZON.COM INC SYMBOL: AMZN	01/13/08	2757.09	03/16/09	2694.70	62.39
24,000	AMAZON.COM INC SYMBOL: AMZN	01/16/08	1721.32	04/15/09	1764.71	73.99
28,000	AMAZON.COM INC SYMBOL: AMZN	01/16/08	2051.51	04/26/09	2253.20	22.66
11,000	AMAZON.COM INC SYMBOL: AMZN	01/13/08	1298.11	05/07/09	1870.17	72.04
10,000	AMAZON.COM INC SYMBOL: AMZN	02/06/08	1721.95	05/07/09	1791.04	68.55
30,000	AMAZON.COM INC SYMBOL: AMZN	02/06/08	1674.77	06/17/09	2506.20	838.73
12,000	AMAZON.COM INC SYMBOL: AMZN	02/06/08	1854.99	07/28/09	1467.59	619.61
13,000	AMAZON.COM INC SYMBOL: AMZN	03/05/08	1723.47	07/28/09	1845.60	620.83
31,000	AMAZON.COM INC SYMBOL: AMZN	03/05/08	1249.63	07/12/09	2297.88	1248.26
15,000	AMAZON.COM INC SYMBOL: AMZN	03/05/08	1328.65	07/28/09	1676.45	347.80
12,000	AMAZON.COM INC SYMBOL: AMZN	09/10/08	1318.14	07/28/09	1622.77	304.62
71,000	AMR CORP DEL SYMBOL: AMR	09/18/07	71055.92	01/27/09	1098.95	2958.97
99,000	AMR CORP DEL SYMBOL: AMR	02/06/08	16199.45	06/04/09	1218.67	4985.76
27,000	AMR CORP DEL SYMBOL: AMR	01/08/07	5665.05	08/04/09	842.47	322.78
127,000	AMR CORP DEL SYMBOL: AMR	01/12/07	12722.49	03/04/09	186.31	2335.88
15,000	AMR CORP DEL SYMBOL: AMR	09/18/07	11257.10	06/04/09	1612.11	1095.88
61,000	APPLE INC SYMBOL: AAPL	09/17/07	71286.06	07/29/09	2349.40	1506.63

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18,000	APPLE INC	09/14/07	27,886.08	05/01/09	27,291.87	196.81
	SYMBOL: AAPL					
12,000	APPLE INC	09/14/07	16,591.21	06/03/09	16,827.15	235.93
	SYMBOL: AAPL					
9,000	APPLE INC	09/14/07	12,244.34	07/06/09	11,235.04	930
	SYMBOL: AAPL					
109,000	BORG-WARNER AUTOMOTIVE INC	06/18/08	5,230.05	07/24/09	3,893.83	1,336.23
	SYMBOL: BWA					
123,000	CHARLES SCHWAB CORP NEW	09/14/07	2,433.97	11/02/09	2,125.40	308.57
	SYMBOL: SCHW					
275,000	CHARLES SCHWAB CORP NEW	09/14/07	6,889.28	11/30/09	4,975.15	1,914.13
	SYMBOL: SCHW					
95,000	CHARLES SCHWAB CORP NEW	09/14/07	1,879.90	11/30/09	1,719.04	160.85
	SYMBOL: SCHW					
210,000	DIR HORTON INC	04/29/08	3,497.24	05/01/09	2,646.60	850.64
	SYMBOL: DHI					
143,000	DIR HORTON INC	04/15/08	1,656.30	05/01/09	1,035.54	620.76
	SYMBOL: DHI					
659,000	DIR HORTON INC	09/10/08	4,662.02	10/26/09	1,730.97	2,931.05
	SYMBOL: DHI					
354,000	DIR HORTON INC	06/03/08	4,617.10	11/02/09	2,242.06	2,375.04
	SYMBOL: DHI					
213,000	DENBURY RESOURCES INC NEW	09/14/07	4,740.13	03/18/09	2,983.20	1,756.93
	HOLDING COMPANY					
	SYMBOL: DNR					
146,000	DENBURY RESOURCES INC NEW	09/14/07	3,218.88	05/12/09	2,231.83	1,087.05
	HOLDING COMPANY					
	SYMBOL: DNR					
212,000	DENBURY RESOURCES INC NEW	09/14/07	4,673.99	06/03/09	3,051.35	1,622.64
	HOLDING COMPANY					
	SYMBOL: DNR					
93,000	ESTEE LAUDER COMPANIES INC	09/14/07	3,740.28	01/07/09	2,861.16	879.12
	CL A					
	SYMBOL: EL					
101,000	ESTEE LAUDER COMPANIES INC	09/14/07	4,093.00	01/23/09	2,557.90	1,535.10
	CL A					
	SYMBOL: EL					
20,000	ESTEE LAUDER COMPANIES INC	09/14/07	804.36	01/23/09	503.51	297.85
	CL A					
	SYMBOL: EL					
21,000	ESTEE LAUDER COMPANIES INC	07/16/08	1,016.68	10/26/09	710.41	306.27
	CL A					
	SYMBOL: EL					

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11,000	ESTEE LAUDER COMPANIES INC CL A SYMBOL: EL	09/18/07	11661.51	10/28/09	11715.48	53.96
12,000	EXELON CORP SYMBOL: EXC	09/18/07	11361.77	10/18/09	11791.47	429.70
29,000	EXELON CORP SYMBOL: EXC	01/30/08	2117.67	10/18/09	1266.96	907.71
34,000	EXELON CORP SYMBOL: EXC	01/30/08	2151.45	10/19/09	1886.13	265.32
26,000	EXELON CORP SYMBOL: EXC	01/30/08	1922.81	10/08/09	1268.79	654.02
18,000	GILEAD SCIENCES INC SYMBOL: GILD	09/14/07	1882.06	10/07/09	2327.07	445.01
17,000	GILEAD SCIENCES INC SYMBOL: GILD	09/14/07	1648.88	10/15/09	1767.19	118.31
63,000	ILLUMINA INC SYMBOL: ILMN	02/25/08	2377.65	10/22/09	12629.51	10251.86
60,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	04/29/08	2168.68	10/01/09	11955.95	9787.27
91,210,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	02/15/08	10147.8	05/01/09	11762.38	1614.58
10,760,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	05/15/08	13508.17	06/23/09	12582.47	925.70
18,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	04/29/08	11261.65	10/23/09	11698.80	437.15
71,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	05/15/08	3110.92	11/16/09	1059.88	2051.04
186,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	09/19/08	13764.62	11/16/09	12656.08	1108.54
106,000	JPMORGAN CHASE & CO FORMERLY J P MORGAN CHASE AND CO SYMBOL: JPM	11/20/07	13568.36	10/19/09	12319.51	1248.85

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10,000	JUNIPER NETWORKS	09/14/07	1857.38	04/15/09	184.00	174.28
	SYMBOL: JNPR					
245,000	JUNIPER NETWORKS	12/12/07	11515.30	05/07/09	892.76	1522.54
	SYMBOL: JNPR					
771,200	JUNIPER NETWORKS	01/16/08	327.71	05/07/09	264.70	252.97
	SYMBOL: JNPR					
67,000	JUNIPER NETWORKS	01/16/08	1829.10	06/03/09	11610.66	16219.04
	SYMBOL: JNPR					
25,000	JUNIPER NETWORKS	10/20/08	674.72	06/03/09	600.99	73.72
	SYMBOL: JNPR					
80,000	JUNIPER NETWORKS	10/20/08	2159.09	07/06/09	1867.21	2217.88
	SYMBOL: JNPR					
77,000	JUNIPER NETWORKS	10/20/08	2078.17	08/11/09	1919.47	158.66
	SYMBOL: JNPR					
62,000	JUNIPER NETWORKS	10/15/08	1846.09	08/11/09	1545.54	300.55
	SYMBOL: JNPR					
116,000	JUNIPER NETWORKS	10/15/08	1409.55	09/28/09	493.91	124.36
	SYMBOL: JNPR					
106,000	JUNIPER NETWORKS	10/21/08	2814.29	09/28/09	2908.56	94.28
	SYMBOL: JNPR					
100,000	NASDAQ OMX GROUP INC (THE)	11/20/07	4305.00	09/08/09	2085.60	2219.40
	SYMBOL: NDAQ					
74,000	NASDAQ OMX GROUP INC (THE)	12/25/07	6635.09	10/12/09	11544.84	2090.15
	SYMBOL: NDAQ					
31,000	NASDAQ OMX GROUP INC (THE)	09/04/08	4324.51	10/12/09	2734.96	1589.55
	SYMBOL: NDAQ					
69,000	NASDAQ OMX GROUP INC (THE)	10/29/08	18792.61	10/12/09	18358.10	434.56
	SYMBOL: NDAQ					
69,000	NASDAQ OMX GROUP INC (THE)	10/07/08	2851.22	10/12/09	17231.78	14380.56
	SYMBOL: NDAQ					
40,000	NASDAQ OMX GROUP INC (THE)	11/26/07	1722.00	10/12/09	1835.10	113.10
	SYMBOL: NDAQ					
229,000	NETAPP INC	09/14/07	3075.77	04/23/09	14220.26	11144.51
	SYMBOL: NTAP					
168,000	NETAPP INC	09/17/07	1833.85	06/17/09	11806.32	1527.55
	SYMBOL: NTAP					
107,000	NETAPP INC	09/14/07	2885.62	06/22/09	1978.48	907.10
	SYMBOL: NTAP					
26,000	NETAPP INC	03/06/08	6870.23	06/23/09	1400.75	5469.48
	SYMBOL: NTAP					
24,000	NETAPP INC	12/10/08	526.94	10/06/09	1698.36	1171.40
	SYMBOL: NTAP					

GEORGE H SCANLON FOUNDATION
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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
90,000	NETAR INC SYMBOL: NTAP	03/06/08	2,032.62	10/06/09	2,397.58	365.26
54,000	OCCIDENTAL PETE CORP SYMBOL: OXY	01/06/08	4,361.86	06/03/09	3,626.01	735.85
19,000	OCCIDENTAL PETE CORP SYMBOL: OXY	10/04/08	3,957.99	09/08/09	3,674.57	283.42
25,000	OCCIDENTAL PETE CORP SYMBOL: OXY	10/08/08	2,019.38	12/08/09	1,917.51	1,011.87
52,000	PACOR INC SYMBOL: PCAR	11/18/08	1,106.69	12/03/09	1,901.70	495.12
54,000	PACOR INC SYMBOL: PCAR	12/02/08	1,112.31	12/03/09	1,974.84	562.43
52,000	POLO RALPH LAUREN CORP SYMBOL: RL	12/28/07	6,289.88	02/23/09	2,695.76	588.12
55,000	POLO RALPH LAUREN CORP SYMBOL: RL	12/28/07	2,116.85	07/13/09	1,778.67	497.99
28,000	POLO RALPH LAUREN CORP SYMBOL: RL	10/08/08	1,535.10	07/13/09	1,422.93	712.17
7,000	POLO RALPH LAUREN CORP SYMBOL: RL	01/16/08	2,109.11	09/08/09	2,736.01	626.66
27,000	POLO RALPH LAUREN CORP SYMBOL: RL	10/08/08	1,657.67	09/08/09	2,184.75	270.08
75,000	POLO RALPH LAUREN CORP SYMBOL: RL	01/16/08	3,955.17	10/05/09	5,573.55	1,618.38
72,000	QUALCOMM INC SYMBOL: QCOM	09/17/07	2,918.68	05/07/09	3,057.81	239.13
64,000	QUALCOMM INC SYMBOL: QCOM	09/17/07	2,565.50	06/08/09	2,757.08	251.58
141,000	RED HAT INC SYMBOL: RHT	09/17/07	2,517.88	10/27/09	1,592.18	1,522.72
125,000	RED HAT INC SYMBOL: RHT	09/17/07	2,385.00	11/02/09	2,261.81	1,022.09
67,000	RED HAT INC SYMBOL: RHT	09/18/07	1,718.61	04/02/09	2,669.83	243.46
112,000	RED HAT INC SYMBOL: RHT	09/18/07	2,212.24	07/15/09	2,805.58	206.66
144,000	RED HAT INC SYMBOL: RHT	09/18/07	2,212.24	06/17/08	2,289.25	77.01
38,000	RED HAT INC SYMBOL: RHT	09/18/07	737.41	09/22/09	1,966.62	1,229.21
19,000	RED HAT INC SYMBOL: RHT	01/31/08	1,497.18	09/22/09	1,246.21	1,049.85

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
29000	RED HAT INC SYMBOL: RHT	08/12/08	1674.25	06/02/09	783.02	109.69
15000	RED HAT INC SYMBOL: RHT	01/01/08	1556.65	10/02/09	2296.98	769.66
35000	SALESFORCE.COM INC SYMBOL: CRM	02/06/08	2351.94	02/18/09	1166.93	1185.01
17000	SALESFORCE.COM INC SYMBOL: CRM	09/14/07	784.78	02/18/09	2240.84	346.94
9000	SALESFORCE.COM INC SYMBOL: CRM	02/06/08	2247.40	06/11/09	1410.96	336.44
77000	SHAW GROUP INC SYMBOL: SHAW	01/13/08	2728.59	06/18/09	2110.92	217.567
67000	SHAW GROUP INC SYMBOL: SHAW	01/13/08	2184.29	06/03/09	2296.41	234.68
28000	SHAW GROUP INC SYMBOL: SHAW	02/06/08	1116.17	06/09/09	576.89	445.29
10322	TAIWAN SEMICONDUCTOR MFG CO LTD-SPONSORED ADR REPSTG 5 COM SYMBOL: TSM	07/18/08	211.86	07/20/09	18.47	10.21
662	TAIWAN SEMICONDUCTOR MFG CO LTD-SPONSORED ADR REPSTG 5 COM SYMBOL: TSM	07/18/08	164.11	08/17/09	8.48	2.08
10178	TAIWAN SEMICONDUCTOR MFG CO LTD-SPONSORED ADR REPSTG 5 COM SYMBOL: TSM	07/18/08	11.80	08/20/09	1.85	0.03
55286	TAIWAN SEMICONDUCTOR MFG CO LTD-SPONSORED ADR REPSTG 5 COM SYMBOL: TSM	07/18/08	5992.45	10/06/09	6075.12	12.66
169000	TD AMERITRADE HLDG CORP SYMBOL: AMTD	12/12/07	2435.01	05/01/09	2712.38	262.63
109000	TD AMERITRADE HLDG CORP SYMBOL: AMTD	12/12/07	2157.23	06/29/09	1949.61	177.62
95000	THERMO FISHER SCIENTIFIC INC SYMBOL: TMO	09/11/07	5279.15	06/23/09	3768.15	151.00
77000	THERMO FISHER SCIENTIFIC INC SYMBOL: TMO	09/14/07	2400.04	09/28/09	1813.61	316.43
29000	TOYOTA MOTOR CORP ADR NEW REPSTG 2 COM SYMBOL: TM	01/18/08	1953.80	01/23/09	1259.14	1454.15
1370000	VERIZON COMMUNICATIONS INC SYMBOL: VZ	08/14/07	7736.31	02/05/09	5242.67	1893.62
1163000	VERIZON COMMUNICATIONS INC SYMBOL: VZ	01/09/08	2745.19	07/13/09	1125.13	920.08

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Schedule of Realized Gains and Losses (cont)

Long-Term (cont)

QUANTITY	DESCRIPTION	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
119,000	VERIZON COMMUNICATIONS SYMBOL: VZ	09/14/07	27,977.59	07/13/09	155,049.14	127,071.55
25,000	VERIZON COMMUNICATIONS SYMBOL: VZ	01/30/08	1,951.62	07/13/09	7,247.26	5,295.64
185,000	VERIZON COMMUNICATIONS SYMBOL: VZ	01/30/08	3,235.50	07/06/09	21,561.06	18,325.56
105,000	VERIZON COMMUNICATIONS SYMBOL: VZ	05/09/08	8,973.20	10/14/09	10,048.28	1,075.08
140,000	VERIZON COMMUNICATIONS SYMBOL: VZ	01/30/08	11,522.59	10/14/09	11,617.25	94.66
19,000	WALMART STORES INC SYMBOL: WMT	01/30/08	932.71	07/06/09	2,909.61	1,976.90
136,000	WALMART STORES INC SYMBOL: WMT	01/18/08	16,132.76	07/06/09	17,610.89	1,478.13
Long-Term Subtotal					265,157.31	-83,381.70
Total Gains and Losses					522,271.69	-80,775.21
Short-Term						2,606.49
Long-Term						-83,381.70
Term Unknown						0.00

Attachment for Stmt 4

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

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
<u>Berkshire Hathaway Cl B</u>	45,088.	32,860.
<u>DTE Energy Co</u>	16,157.	762,825.
<u>Frontier Communications Corp Ser B</u>	25,539.	15,620.
<u>Great Plains Energy Inc</u>	47,741.	38,780.
<u>Petroleum Resources Corp</u>	23,238.	16,618.
<u>Sirius XM Radio Inc</u>	11,316.	15,000.
<u>Windstream Corp</u>	24,035.	21,980.
<u>Barrick Gold Corp</u>	27,316.	27,566.
<u>Diana Shipping Inc</u>	15,849.	21,720.
<u>Third Avenue Intl Value Fd</u>	152,849.	129,678.
<u>AT&T Inc .375% Senior Note Due 2056</u>	50,198.	53,380.
<u>Comcast Corp Notes 6.625% Due 05/15/2056</u>	37,011.	48,360.

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

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Strats Tr For Bell South Telcom Ctfs 2003	40,564.	42,000.
Public Storage 7.125% Pfd Ser B Perpetual	65,359.	73,920.
Public Storage 7.25% Depository Shrs Cum Pfd	68,226.	76,500.
Xcel Energy Inc Jr Sub NT	75,741.	79,650.
AIM Invt Secs Fds Real Estate Fd Cl C	102,351.	81,158.
Amdocs Limited	16,133.	19,372.
Ansys Inc	9,326.	14,646.
AT&T Inc	16,787.	16,958.
Boeing Co	12,909.	16,943.
Coca Cola Co	5,410.	7,011.
Comcast Corp New Spl Cl A	33,067.	24,287.
Community Health System Inc New	7,241.	12,994.
Conoco Phillips	35,243.	28,446.
Corning Inc	16,759.	15,351.
Crown CastleIntl Corp	19,945.	26,118.
Dell Inc	40,802.	26,997.
Directv Cl A New	12,515.	18,509.
Dish Network Corp Cl A	12,402.	17,634.
Eclipsys Corp	2,196.	3,019.
Eli Lilly & Co	29,674.	20,033.
Entergy Corp New	32,929.	26,516.
Fifth Third Bancorp	2,290.	9,302.
Fiserv Inc	22,164.	23,319.
Gilead Sciences Inc	17,756.	16,919.
Hartford Financial Services Group Inc	12,026.	14,607.
Keycorp New	10,636.	10,556.
Leap Wireless Intl Inc New	10,227.	11,285.
Level 3 Communications Inc	7,943.	9,855.
Life Time Fitness Inc	4,815.	10,894.
Marathon Oil Corp	34,525.	28,441.
Microsoft Corp	26,114.	28,956.
Monsanto Co New	18,858.	22,727.
NCR Corp New	10,253.	8,949.
On Semiconductor Inc	12,680.	10,293.
Paychex Inc	8,755.	7,813.
Rite Aid Corp	7,523.	3,008.
Smith International Inc	16,336.	15,922.
Thermo Fisher Scientific Inc	24,281.	30,426.
Transatlantic Holdings Inc	24,212.	28,296.
United States Steel Corp New	18,201.	23,812.
US Bancorp Del Com New	16,351.	25,346.
Varian Medical Systems Inc	14,299.	17,662.
VISA Inc Cl A Com	10,842.	17,579.
Ace Limited	19,697.	22,226.
China Mobile Ltd Sponsored ADR	23,105.	18,247.
Cazprom O A O Sponsered ADR	24,516.	14,905.
ING Croep NV-Sponsored ADR	18,141.	19,296.
Mitsubishi Ufj Finl Group Sponsored ADR	18,238.	14,416.
Roche Holding Ltd Sponsored ADR16797	16,797.	16,963.
Swiss Reinsurance Co Sponsored ADR	13,553.	25,589.
Cameron International Corp	12,287.	11,704.
Schlumberger Ltd	25,081.	16,273.
Smith International Inc	12,310.	4,891.

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

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Agrium Inc	5,677.	10,763.
AXA-UAP-Sponsored ADR	5,000.	2,960.
BASF SE ADR	11,930.	10,041.
BHP Billiton Ltd Sponsored ADR	25,353.	29,483.
British American Tobacco PLC Sponsored ADR	13,006.	11,509.
Bunge Ltd	5,712.	7,340.
Cadbury PLC Sponsored ADR	11,681.	11,152.
Canadian National Railway Co	18,831.	19,570.
Canafian Pacific Railway Ltd	12,505.	9,990.
Cooper Industries PLC New Ireland	12,355.	10,234.
Core Laboratories NV	5,128.	5,315.
Diaceo PLC Sponsored ADR	13,292.	10,759.
Ensign Energy Services Inc	12,607.	9,609.
Fibria Cellulose S A Sponsored ADR	1,622.	2,444.
Ingersoll Rand PLC	3,553.	6,076.
Manulife Financial Corp	5,069.	2,384.
Nabors Industries Ltd New	25,131.	17,621.
Nestle SA Sponsored ADR	16,602.	17,579.
Noble Corporation US Listed	24,997.	21,164.
Novartis AG Sponsored ADR	27,248.	27,215.
Partnerre Ltd	5,099.	5,226.
Potash Corp of Saskatchewan Inc Canadian Listed	17,025.	18,445.
Rio Tinto PLC Sponsored ADR	27,309.	21,539.
RWE AG Sponsored ADR	5,130.	4,405.
Suncor Energy Inc New	12,632.	9,534.
Syngenta AC Sponsored ADR	1,735.	2,532.
Teck Resources Ltd Sub Voting Cl B	10,104.	8,393.
Tenatis SA Sponsored ADR	17,771.	16,207.
Transocean Ltd	29,500.	20,286.
Unilever NV New York Shrs New ADR	8,010.	7,113.
Vale SA Sponsored ADR	15,362.	16,112.
Weatherford Intl LTD Switzerland	25,071.	14,328.
Air Products & Chemicals Inc	11,290.	12,564.
Altera Corp	11,727.	16,701.
Amazon Com Inc	7,289.	17,546.
Apple Inc	12,917.	19,387.
Bank New York Mellon Corp	17,770.	17,677.
Baxter International Inc	13,523.	14,670.
Calpine Corporation	7,315.	7,106.
CME Group Inc	14,151.	15,118.
Consol Energy Inc	7,101.	11,504.
Cummins Inc	9,306.	13,804.
Danaher Corp	10,873.	12,182.
Denbury Resources Inc New	16,193.	17,893.
EOG Res Inc	9,479.	11,968.
Equinix Inc	7,834.	7,749.
Estee Lauder Companies Inc Cl A	8,676.	13,202.
Exelon Corp	10,847.	8,308.
Fluor Corp New	17,388.	16,920.
Freeport McMorran Copper & Gold Inc	10,214.	19,109.
General Mills Inc	8,650.	11,896.
Gilead Sciences Inc	16,242.	14,452.
Goldman Sachs Group Inc	13,425.	15,533.

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

Continued

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
Illinois Tool Works Inc	8,444.	11,758.
Illumia Inc	28,061.	26,323.
Johnson Controls Inc	11,250.	12,340.
Juniper Networks	11,373.	13,842.
Lockheed Martin Corp	15,969.	14,693.
Manpower Inc- Wisc	7,638.	8,023.
Medco Health Solutions Inc	9,466.	12,399.
Monsanto Co New	9,013.	9,074.
National-Oilwell Varco Inc	11,539.	16,710.
Netapp Inc	8,562.	13,400.
Occidental Pete Corp	14,034.	17,084.
Proctor & Gamble Co	14,465.	17,219.
Qualcomm Inc	22,053.	25,397.
Red Hat Inc	10,351.	18,447.
Salesforce Com Inc	8,443.	20,213.
Schlumberger Ltd	16,991.	13,474.
Sempra Energy	11,555.	13,099.
Shaw Group Inc	18,618.	15,525.
TD Ameritrade Hldg Corp	11,659.	12,364.
Thermo Fisher Scientific Inc	12,930.	13,401.
VISA Inc Cl A Com	6,315.	9,358.
Vmware Inc Cl A	9,516.	12,968.
Wal-Mart Stores Inc	11,687.	12,133.
Walt Disney Co	10,555.	11,997.
Weyerhaeuser Co	9,044.	9,879.
ABB Ltd Sponsored ADR	10,851.	9,168.
Alcon Inc	5,126.	9,532.
Barrick Gold Corp	19,514.	22,407.
Cameco Corp	8,001.	14,026.
Credit Suisse Group Sponsored ADR	9,887.	8,603.
Qiagen NV Eur 0.01 (NASDAQ Listed)	7,243.	7,611.
Toyota Motor Corp-ADR New	18,643.	19,188.
Prologs Sh Ben Int	12,398.	13,663.
Total	2,722,179.	3,520,861.

Attachment for Stmt 5

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Eliz Glaser Ped Aids Fdn 11050 Santa Monica Blvd. Los Angeles CA 50025		Public	Medical	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 8,175.
Soroptimist 1709 Spruce Street Philadelphia PA 19103		Public	Charitable	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
YMCA Camp Poster 316 Huntington Ave. Boston MA 02115		Public	Educational	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 1,000.
American Cancer Society Hope Lodge 30 Screed Street Farmington MA 01701		Public	Medical	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 10,000.
Childrens Hospital Boston 300 Longwood Ave. Boston MA 02115		Public	Medical	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 36,000.
Okoboji Foundation P.O. Box 593 Okoboji IA 51355		Public	Educational	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
Coralville Community Fund 320 E. Washington Street Iowa City IA 52240		Public	Educational	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 5,000.
US Green Bldg Council 2101 L Street N.W. Washington DC 20037		Public	Educational	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 65.
Longwood Symphony P.O. Box 886 Boston MA 02446		Public	Educational	Person or <input type="checkbox"/> Business <input checked="" type="checkbox"/> 500.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
<u>French Library Alliance</u>				Person or <input type="checkbox"/>
<u>53 Marlborough Street</u>				Business <input checked="" type="checkbox"/>
<u>Boston MA 02116</u>		Public	Educational	70.
<u>WBUR 5 Boston</u>				Person or <input type="checkbox"/>
<u>890 Commonwealth Ave.</u>				Business <input checked="" type="checkbox"/>
<u>Boston MA 02215</u>		Public	Educational	250.
<u>Brookline Library Foundation</u>				Person or <input type="checkbox"/>
<u>40 Webster Place</u>				Business <input checked="" type="checkbox"/>
<u>Brookline MA 02445</u>		Public	Educational	500.
<u>Boston Ballet</u>				Person or <input type="checkbox"/>
<u>19 Clarendon Street</u>				Business <input checked="" type="checkbox"/>
<u>Boston MA 02116</u>		Public	Educational	50.
<u>Childrens Hospital Trusr</u>				Person or <input type="checkbox"/>
<u>300 Longwood Ave</u>				Business <input checked="" type="checkbox"/>
<u>Boston MA 02115</u>		Public	Medical	250.
<u>American Lung Association</u>				Person or <input type="checkbox"/>
<u>1301 Pennsylvania Ave. N.W.</u>				Business <input checked="" type="checkbox"/>
<u>Washington DC 20014</u>		Public	Medical	500.
<u>Anti Defamation League</u>				Person or <input type="checkbox"/>
<u>P.O. Box 96226</u>				Business <input checked="" type="checkbox"/>
<u>Washington DC 20090</u>		Public	Educational	200.
<u>Sportsgrants Foundation</u>				Person or <input type="checkbox"/>
<u>2149 West Cascade 106A-49</u>				Business <input checked="" type="checkbox"/>
<u>Hood River OR 97031</u>		Public	Educational	100.
<u>Alzheimer Association</u>				Person or <input type="checkbox"/>
<u>P.O. Box 96001</u>				Business <input checked="" type="checkbox"/>
<u>Washington DC 96011</u>		Public	Medical	100.
<u>Active Nephcure Fdn</u>				Person or <input type="checkbox"/>
<u>15 Waterloo Avenue</u>				Business <input checked="" type="checkbox"/>
<u>Berwyn PA 19312</u>		Public	Educational	100.
<u>The Kenneth B. Schwartz</u>				Person or <input type="checkbox"/>
<u>205 Portland Street</u>				Business <input checked="" type="checkbox"/>
<u>Boston MA 02114</u>		Public	Educational	840.
<u>Women For Women Int'l</u>				Person or <input type="checkbox"/>
<u>1850 "M" Street</u>				Business <input checked="" type="checkbox"/>
<u>Washington DC 20008</u>		Public	Educational	300.
<u>Friends of World Food</u>				Person or <input type="checkbox"/>
<u>1819 L Street N.W.</u>				Business <input checked="" type="checkbox"/>
<u>Washington DC 20036</u>		Public	Educational	1,000.
<u>Juvenile Diabetes Research</u>				Person or <input type="checkbox"/>
<u>26 Broadway</u>				Business <input checked="" type="checkbox"/>
<u>New York NY 10004</u>		Public	Medical	200.
<u>Center For Nonviolent Parenting</u>				Person or <input type="checkbox"/>
<u>P.O. Box 26938</u>				Business <input checked="" type="checkbox"/>
<u>Los Angeles CA 90026</u>		Public	Educational	235.

Form 990-PF, Page 11, Part XV, line 3a

Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
PETA 500 Front Street Norfolk VA 23510		Public	Educational	Person or Business <input checked="" type="checkbox"/> 10,400.
Museum of Science Boston 1 Science Park Boston MA 02114		Public	Educational	Person or Business <input checked="" type="checkbox"/> 140.
Boston Childrens' Museum 300 Congress Street Boston MA 02210		Public	Educational	Person or Business <input checked="" type="checkbox"/> 125.
Facing History and Ourselves 16 Hurd Road Brookline MA 02445		Public	Educational	Person or Business <input checked="" type="checkbox"/> 150.
Institute of Contemporary Art 100 Northern Avenue Boston MA 02210		Public	Educational	Person or Business <input checked="" type="checkbox"/> 300.
New England Aquarium Central Wharf Boston MA 02215		Public	Educational	Person or Business <input checked="" type="checkbox"/> 250.
MFA 465 Huntington Avenue Boston MA 02115		Public	Educational	Person or Business <input checked="" type="checkbox"/> 350.
BSO Tessitura P.O. Box 670245 Dallas TX 75367		Public	Educational	Person or Business <input checked="" type="checkbox"/> 150.
Coolidge Theater 290 Harvard Street Brookline MA 02446		Public	Educational	Person or Business <input checked="" type="checkbox"/> 200.
Boston Lyric Opera 45 Franklin St. Boston MA 02110		Public	Educational	Person or Business <input checked="" type="checkbox"/> 150.
Just Give 312 Sutter Street San Francisco CA 94108		Public	Educational	Person or Business <input checked="" type="checkbox"/> 100.
Brookline Community Fund 40 Webster Place Brookline MA 02445		Public	Educational	Person or Business <input checked="" type="checkbox"/> 85.
Otis College of Art & Design 9045 Lincoln Boulevard Los Angeles CA 90045		Public	Educational	Person or Business <input checked="" type="checkbox"/> 6,000.
Brookline Education Assoc. P.O. Box 470652 Brookline MA 02447		Public	Educational	Person or Business <input checked="" type="checkbox"/> 500.
Amerocan Red Cross 2025 E Street N.W. Washington DC 20006		Public	Medical	Person or Business <input checked="" type="checkbox"/> 2,000.

Form 990-PF, Page 11, Part XV, line 3a
Line 3a statement

Continued

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Founda- tion status of re- cipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a Paid during the year				
Lawrence PTO				Person or <input type="checkbox"/>
41 Francis Street				Business <input checked="" type="checkbox"/>
Brookline MA 02446		Public	Educational	500.
Aids Legal				Person or <input type="checkbox"/>
180 N. Michigan Avunue				Business <input checked="" type="checkbox"/>
Chicago IL 60101		Public	Educational	2,000.
Christopher House				Person or <input type="checkbox"/>
2507 N. Greenview Ave.				Business <input checked="" type="checkbox"/>
Chicago IL 60614		Public	Educational	2,000.

Total

96,835.