Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
DENNIS M. JONES FAMILY FOUNDATION
FORMERLY DENNIS & JUDITH JONES CHAR FD T

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
1700 SOUTH WARSON ROAD

City or town, state, and ZIP code
ST. LOUIS, MO 63124

A Employer identification number
43-6786094

B Telephone number
3145766100

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶$ 39,238,988.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ▶ ☒ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	322,569.	322,569.		STATEMENT 1
4	Dividends and interest from securities	580,941.	580,941.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	<2,279,243.>			
b	Gross sales price for all assets on line 6a 7,379,387.				
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	62,778.	0.		STATEMENT 3
12	**Total.** Add lines 1 through 11	<1,312,955.>	903,510.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees STMT 4	4,340.	4,340.		0.
c	Other professional fees STMT 5	285,127.	285,127.		0.
17	Interest				
18	Taxes STMT 6	18,972.	4,012.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	**Total operating and administrative expenses.** Add lines 13 through 23	308,439.	293,479.		0.
25	Contributions, gifts, grants paid	2,048,500.			2,048,500.
26	**Total expenses and disbursements.** Add lines 24 and 25	2,356,939.	293,479.		2,048,500.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<3,669,894.>			
b	**Net investment income** (if negative, enter -0-)		610,031.		
c	**Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED MAY 19 2010

RECEIVED
MAY 18 2010
IRS-OSC
OGDEN, UT

923501
02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.**

Form **990-PF** (2009)

P

15

	Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,212,320.	1,613,055.	1,613,055.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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 STMT 7	5,152,615.	5,694,675.	5,586,972.
	b Investments - corporate stock STMT 8	32,848,531.	28,231,351.	30,967,510.
	c Investments - corporate bonds STMT 9	1,020,880.	1,020,880.	1,066,960.
	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 ▶ STATEMENT 10)	0.	4,491.	4,491.
	16 **Total assets** (to be completed by all filers)	40,234,346.	36,564,452.	39,238,988.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here** ▶ ☐ **and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ **and complete lines 27 through 31.**			
	27 Capital stock, trust principal, or current funds	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	40,234,346.	36,564,452.	
	30 **Total net assets or fund balances**	40,234,346.	36,564,452.	
	31 **Total liabilities and net assets/fund balances**	40,234,346.	36,564,452.	

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	40,234,346.
2	Enter amount from Part I, line 27a	2	<3,669,894.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	36,564,452.
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	36,564,452.

Form **990-PF** (2009)

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	MORGAN STANLEY SEE ATTACHED	P		
b	MORGAN STANLEY SEE ATTACHED	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	1,220,731.		767,893.	452,838.
b	6,158,656.		8,890,737.	<2,732,081.>
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(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	
a				452,838.
b				<2,732,081.>
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } 2 <2,279,243.>

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	1,523,300.	40,322,689.	.037778
2007	1,459,200.	45,751,700.	.031894
2006	1,174,500.	42,664,410.	.027529
2005	2,956,750.	41,156,274.	.071842
2004	889,700.	40,546,358.	.021943

2	**Total** of line 1, column (d)	2	.190986
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	.038197
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	34,429,275.
5	Multiply line 4 by line 3	5	1,315,095.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,100.
7	Add lines 5 and 6	7	1,321,195.
8	Enter qualifying distributions from Part XII, line 4	8	2,048,500.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	6,100.
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	6,100.
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	6,100.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	14,960.		
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	14,960.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	8,860.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 6,120. **Refunded** ▶			11	2,740.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to **1a** *or* **1b**, *attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MO			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ DENNIS JONES Telephone no. ▶ 314-993-9521

Located at ▶ 1700 SOUTH WARSON ROAD, ST. LOUIS, MO ZIP+4 ▶ 63124

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

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

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

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

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

Form **990-PF** (2009)

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
J. DENISE FRANZ 2220 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.
DENNIS M. JONES 1700 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 4.00	0.	0.	0.
DENNIS M. JONES, JR 670 OLD RIVERWOODS LANE ST LOUIS, MO 63017	TRUSTEE 0.00	0.	0.	0.
JUDITH A. JONES 1700 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 0.00	0.	0.	0.

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

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

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

Form **990-PF** (2009)

923551
02-02-10

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.

Form **990-PF** (2009)

923561
02-02-10

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	32,747,688.
b	Average of monthly cash balances			1b	2,205,891.
c	Fair market value of all other assets			1c	
d	**Total** (add lines 1a, b, and c)			1d	34,953,579.
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	34,953,579.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	524,304.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	34,429,275.
6	**Minimum investment return**. Enter 5% of line 5			6	1,721,464.

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	1,721,464.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	6,100.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	6,100.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1,715,364.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	1,715,364.
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	1,715,364.

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	2,048,500.
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	2,048,500.
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	6,100.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	2,042,400.

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.

Form **990-PF** (2009)

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				1,715,364.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			2,000,141.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 2,048,500.				
a Applied to 2008, but not more than line 2a			2,000,141.	
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				48,359.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				1,667,005.
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	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

DENNIS M. JONES

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:

SEE STATEMENT 11

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 12				
Total			▶ 3a	2048500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	322,569.	
4 Dividends and interest from securities			14	580,941.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<2,279,243.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a FEDERAL INCOME TAX					
b REFUND					62,778.
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<1,375,733.>	62,778.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 <1,312,955.>

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
11A	FEDERAL INCOME TAX REFUND

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

x D. M. Jones, Trustee | x 5/12/10 | Trustee
Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature		Date 5/12/10	Check if self-employed ▶ ☐	Preparer's identifying number 499-50-8334
Firm's name (or yours if self-employed), address, and ZIP code	STONE CARLIE & COMPANY, LLC 101 S. HANLEY ROAD, SUITE 800 ST. LOUIS, MO 63105-3437		EIN ▶	Phone no. 314-889-1100

Form **990-PF** (2009)

923622
02-02-10

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

SOURCE	AMOUNT
ACCRUED INTEREST ADJUSTMENT	28,468.
IRS	559.
MORGAN STANLEY 20525	295,834.
MORGAN STANLEY 20525 ACCRUED INTEREST	<2,292.>
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	322,569.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY 20408	159.	0.	159.
MORGAN STANLEY 20525	580,782.	0.	580,782.
TOTAL TO FM 990-PF, PART I, LN 4	580,941.	0.	580,941.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL INCOME TAX REFUND	62,778.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	62,778.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	4,340.	4,340.		0.
TO FORM 990-PF, PG 1, LN 16B	4,340.	4,340.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY #20525	285,127.	285,127.		0.
TO FORM 990-PF, PG 1, LN 16C	285,127.	285,127.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	4,012.	4,012.		0.
FEDERAL ESTIMATE PAID	14,960.	0.		0.
TO FORM 990-PF, PG 1, LN 18	18,972.	4,012.		0.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS-ATTACHED	X		2,010,031.	2,098,130.
MUNICIPAL BONDS-ATTACHED		X	3,684,644.	3,488,842.
TOTAL U.S. GOVERNMENT OBLIGATIONS			2,010,031.	2,098,130.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			3,684,644.	3,488,842.
TOTAL TO FORM 990-PF, PART II, LINE 10A			5,694,675.	5,586,972.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SYNERGY HOLDING CORP.	650,000.	205,405.
CORPORATE STOCK - ATTACHED	24,317,117.	26,873,239.
CLOSED END FUNDS-ATTACHED	3,264,234.	3,888,866.
TOTAL TO FORM 990-PF, PART II, LINE 10B	28,231,351.	30,967,510.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS-ATTACHED	1,020,880.	1,066,960.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,020,880.	1,066,960.

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST CARRYOVER TO 2010	0.	4,491.	4,491.
TO FORM 990-PF, PART II, LINE 15	0.	4,491.	4,491.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DENNIS M. JONES
1700 SOUTH WARSON ROAD
ST LOUIS, MO 63124

TELEPHONE NUMBER

FORM AND CONTENT OF APPLICATIONS

WRITTEN REQUEST ON FIRM'S LETTERHEAD WITH EXPLANATION OF CHARITABLE ACTIVITY

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

501(C) QUALIFICATION OR PUBLIC CIVIC IMPROVEMENTS WITHIN THE U.S. OR POSSESSIONS

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
CHARACTER PLUS 1460 CRAIG ROAD ST. LOUIS, MO 63146	NONE CHARITABLE	501(C)3	25,000.
THE BACKSTOPPERS INC. 10411 CLAYTON ROAD SUITE A5 ST. LOUIS, MO 63131	NONE CHARITABLE	501(C)3	1,000.
CITY OF MARSHALL 201 S. MICHIGAN AVENUE MARSHALL, IL 62441	NONE CHARITABLE	501(C)3	10,000.
CONNECTIONS TO SUCCESS 1431 KINGSLAND AVENUE ST LOUIS, MO 63133	NONE CHARITABLE	501(C)3	500,000.
FOREST PARK FOREVER 5595 GRAND DRIVE ST LOUIS, MO 63112	NONE CHARITABLE	501(C)3	55,000.
UNIVERSITY OF TAMPA 401 W. KENNEDY BLVD., BOX N TAMPA, FL 33606	NONE CHARITABLE	501(C)3	10,000.
GIRLS INC. 3801 NELSON DRIVE ST LOUIS, MO 63121	NONE CHARITABLE	501(C)3	10,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY 1867 LACKLAND HILL PARKWAY ST LOUIS, MO 63146	NONE CHARITABLE	501(C)3	10,000.

GEORGE W. BUSH FOUNDATION P.O. BOX 600610 DALLAS, TX 75206	NONE CHARITABLE	501(C)3	1,000,000.
FAMILY SUPPORT NETWORK 7514 BIG BEND BLVD ST. LOUIS, MO 63119	NONE CHARITABLE	501(C)3	6,000.
INJURED MARINE FUND 825 COLLEGE BLVD., SUITE 102 PMB 609 OCEANSIDE, CA 92057	NONE CHARITABLE	501(C)3	25,000.
FOUNDATION FIGHTING BLINDNESS 11435 CRONHILL DRIVE OWINGS MILLS, MD 21117-2220	NONE CHARITABLE	501(C)3	5,000.
MARINE CORPS LAW ENFORCEMENT P.O. BOX 37 MOUNTAIN LAKES, NJ 07046	NONE CHARITABLE	501(C)3	25,000.
FERRIS STATE UNIVERSITY 1201 S. STATE STREET BIG RAPIDS, MI 49307	NONE CHARITABLE	501(C)3	12,500.
THE ORDER OF ST. JOHN 1875 K ST NW, STE 603 WASHINGTON, DC 20006-1251	NONE CHARITABLE	501(C)3	1,000.
NEEDIEST CASES ST. LOUIS POST DISPATCH ST LOUIS, MO 63101	NONE CHARITABLE	501(C)3	15,000.
NORTHWESTERN MICHIGAN COLLEGE 1701 EAST FRONT STREET TRAVERSE CITY, MI 49686	NONE CHARITABLE	501(C)3	20,000.
OPERATION FOOD SEARCH 6282 OLIVE BLVD ST LOUIS, MO 63130	NONE CHARITABLE	501(C)3	10,000.

PETER AND PAUL COMMUNITY SERVICES 1025 PARK AVENUE ST LOUIS, MO 631043720	NONE CHARITABLE	501(C)3	100,000.
JUNGLEMASTER MINISTRIES 1323 LINCOLN ST BELLINGHAM, WA 98226	NONE CHARITABLE	501(C)3	3,000.
ST. LOUIS AREA FOODBANK 70 CORPORATE WOODS DRIVE ST LOUIS, MO 63044	NONE CHARITABLE	501(C)3	25,000.
ST. LOUIS ZOO FOREST PARK ST LOUIS, MO 63110	NONE CHARITABLE	501(C)3	20,000.
ST. PATRICK'S CENTER 800 NORTH TUCKER BLVD. ST LOUIS, MO 63101	NONE CHARITABLE	501(C)3	100,000.
USO USO WORLD HEADQUARTERS DEPT. WS P.O. BOX 96860 WASHINGTON, DC 200906860	NONE CHARITABLE	501(C)3	25,000.
VARIETY ST. LOUIS 2200 WESTPORT PLAZA DR. ST LOUIS, MO 63146	NONE CHARITABLE	501(C)3	25,000.
WHITFIELD 1175 S. MASON ROAD CREVE COEUR, MO 63141	NONE CHARITABLE	501(C)3	10,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			2,048,500.

Additional summary information

	This period	This year Taxable	Non-taxable
Accrued interest you paid	$ 0.00	$ 6,783.89	$ 0.00

Gain/loss summary

		This period	This year
Original Realized gain or (loss)		$ 395,668.69	($ 2,732,080.96) LT $ 452,838 03 ST
Adjusted Realized gain or (loss)		395,668.69	(2 728,550 96) LT 452,838 03 ST
Capital gain or (loss) (realized)		395,668 69	(2,275,712 93)
Unrealized gain or (loss) to date	3,152,659.27		

PORTFOLIO DETAILS

Your holdings are valued using the most current prices available to Citigroup Global Markets Inc. (CGMI). In most cases, these values are as of 12/31/09, but in some cases CGMI's sources are unable to provide timely information. To see the date of the most recent price update, please view your account online at www.smithbarney.com.

Securities purchased or sold are included or excluded in this section as of the trade-date. This section may include securities that have not settled as of this statement closing date Please see the "Unsettled Purchases/Sales" section for more information Dividend yield is the estimated annual income, assuming the current dividend, divided by the security's market price at the end of the statement period We do not guarantee the accuracy of the prices reflected on the statement nor do these prices represent levels at which securities can be bought or sold

Please Note: *unrealized gain/(loss) is being shown for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor*

Money fund

An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at $1 00 per share, there can be no assurance that will occur and it is possible to lose money should the fund value per share fall. Moreover, in some circumstances money market funds may be forced to cease operations when the value of a fund drops below $1 00 per share. In that event, the fund's holdings would be liquidated and distributed to the fund's shareholders This liquidation process could take up to one month or more. During that time, these funds would not be available to you to support purchases, withdrawals, and if applicable, check writing or ATM debits from your account.

Number of shares	Description	Current value	Accrued dividends	Annualized % dividend yield	Anticipated Income (annualized)
1,436,883 47	WESTERN ASSET GOVERNMENT MONEY MARKET FUND CLASS A	$ 1,436,883.47		01 %	$ 143 68
Total money fund		**$ 1,436,883.47**	**$ 0.00**	**.01 %**	**$ 143 68**

Common stocks & options

Equity Weighting by Economic Sector

The "Equity Weighting by Economic Sector" represents the common stocks in your account. It does not include convertible preferred or other types of equity securities that you may own Citi Investment Research & Analysis (CIRA) Sector recommendations are intended for capital appreciation oriented investors seeking to outperform the S&P 500. These Sector allocation recommendations may not be appropriate for all investors. Past performance is no guarantee of future results.

Sector	% of assets	Citi Sector weight	Sector	% of assets	Citi Sector weight
Energy	6 66	13.00	Consumer discretionary	18 19	10 50
Consumer staples	16 80	11.00	Health Care	18.09	10.40
Financials	18 26	13 60	Information technology	22.01	20 90

Energy

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
8,520	CHEVRON CORP	CVX	01/13/03	$ 290,306.23	$ 34.073	$ 76.99	$ 655,954 80	$ 365,648.57	LT	125.95		
4,200			04/15/03	133,560.00	31.80	76.99	323,358.00	189,798.00	LT	142.11		
2,795			10/24/08	176,643 72	63.199	76.99	215,187 05	38,543.33	LT	21.82		
15,515				**600,509.95**	**38.705**		**1,194,499 85**	**593,989.90**		**98.91**	**3.532**	**42,200 80**
14,969	HALLIBURTON CO HOLDINGS CO	HAL	10/18/06	434,371.94	29.018	30.09	450,417.21	16,045 27	LT	3 69		
4,790			10/24/08	87,029.99	18.169	30 09	144,131.10	57,101.11	LT	65.61		
19,759				**521,401.93**	**26 388**		**594,548.31**	**73,146.38**		**14 03**	**1.196**	**7,113.24**
Subtotal for energy				**$ 1,121,911.88**			**$ 1,789,048.16**	**$ 667,136.28**			**2.75**	**$ 49,314 04**

Consumer discretionary

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
15,900	GARMIN LTD	GRMN	05/05/08	$ 671,387.04	$ 42.225	$ 30.70	$ 488,130 00	($ 183,257 04)	LT	(27.30)		
11,952			09/10/08	396,285 29	33 156	30.70	366,926.40	(29,358.89)	LT	(7 41)		
5,600			10/24/08	118,380.20	21.139	30.70	171,920 00	53,539.80	LT	45 23		
33,452				**1,186,052 53**	**35 455**		**1,026,976.40**	**(159,076 13)**		**(13.41)**	**2 442**	**25,089 00**
12,310	CARNIVAL CORP (PAIRED STOCK)	CCL	03/03/05	662,042.88	53.78	31.69	390,103 90	(271,938.98)	LT	(41 08)		
7,090			10/17/05	332,913.79	46.955	31 69	224,682.10	(108,231.69)	LT	(32 51)		
3,785			10/24/08	100,033.77	26.429	31.69	119,946.65	19,912.88	LT	19 91		
23,185				**1,094,990.44**	**47.228**		**734,732 65**	**(360,257.79)**		**(32 90)**		

Consumer discretionary *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
24,100	WALT DISNEY CO	DIS	03/30/06	$ 663,322 70	$ 27 523	$ 32 25	$ 777,225 00	$ 113,902 30	LT	17.17		
4,625			10/24/08	105,075.84	22.719	32.25	149,156 25	44.080 41	LT	41 95		
14,087			04/16/09	281,311 76	19.969	32.25	454,305.75	172,993 99	ST	61 50		
42,812				**1,049,710.30**	**24 519**		**1,380,687.00**	**330,976.70**		31 53	1 085	14,984 20
2,158	HOME DEPOT INC	HD	11/20/02	51,946 73	24 071	28 93	62,430 94	10,484 21	LT	20.18		
4,630			04/15/03	123,865 00	26 752	28.93	133,945 90	10,080 90	LT	8.14		
5,670			10/31/06	211,400 28	37.284	28.93	164,033 10	(47,367.18)	LT	(22.41)		
4,105			10/24/08	76,841.91	18.719	28.93	118,757.65	41,915.74	LT	54.55		
16,563				**464,053.92**	**28.018**		**479,167 59**	**15,113 67**		3.26	3.11	14,906 70
15,900	NIKE INC CL B	NKE	03/29/06	678,406.10	42 672	66 07	1,050,513.00	372,106.90	LT	54.85		
3,270			10/24/08	159,038.41	48 635	66.07	216,048 90	57,010 49	LT	35.85		
19,170				**837,444.51**	**43 685**		**1,266,561.90**	**429,117.39**		51.24	1 634	20,703 60
Subtotal for consumer discretionary				**$ 4,632,251 70**			**$ 4,888,125.54**	**$ 255,873 84**			1.54	
												$ 75,683 50

Consumer staples

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
11,838	COCA-COLA CO	KO	09/30/09	**$ 628,943 47**	$ 53 129	$ 57.00	**$ 674,766 00**	**$ 45,822 53**	ST	7.29	2.877%	$ 19,414 32
19,427	CONSTELLATION BRANDS INC CL A	STZ	10/05/09	308,079 19	15 858	15.93	309,472.11	1,392 92	ST	.45		
18,748			10/06/09	306,544.80	16 35	15 93	298,655 64	(7,889.16)	ST	(2 57)		
38,175				**614,623 99**	**16.10**		**608,127.75**	**(6,496 24)**		(1 06)		
16,499	PROCTER & GAMBLE CO	PG	09/21/09	**943,315.48**	57 174	60.63	**1,000,334 37**	**57,018.89**	ST	6.04	2.902	29,038 24
897	WAL-MART STORES INC	WMT	04/15/03	48,922.38	54 54	53 45	47,944.65	(977 73)	LT	(2 00)		
14,028			03/06/07	673,829 37	48.034	53 45	749,796.60	75,967 23	LT	11.27		
2,620			10/24/08	135,739 84	51 809	53.45	140.039.00	4,299 16	LT	3.17		
17,545				**858,491 59**	**48 931**		**937,780.25**	**79,288.66**		9.24	2 039	19,124 05
14,700	WALGREEN CO NEW	WAG	08/21/07	665,598 36	45.278	36.72	539,784.00	(125,814.36)	LT	(18.90)		
14,700			10/16/07	566,952 54	38 568	36 72	539,784 00	(27,168 54)	LT	(4 79)		
5,805			10/24/08	130,728 02	22.519	36.72	213,159.60	82,431.58	LT	63.06		
35,205				**1,363,278.92**	**38 724**		**1,292,727.60**	**(70,551 32)**		(5 18)	1.497	19,362 75
Subtotal for consumer staples				**$ 4,408,653.45**			**$ 4,513,735.97**	**$ 105,082.52**			1.92	
												$ 86,939 36

DENNIS M. JONES **Account number 596-20525-19 681**

Health care

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
1,413	AMGEN INC	AMGN	02/16/01	$ 101,206.13	$ 71.625	$ 56 57	$ 79,933 41	($ 21,272.72)	LT	(21 02)		
2,200			02/01/02	127,398.04	57.908	56.57	124,454.00	(2,944.04)	LT	(2 31)		
1,640			04/15/03	97,744.00	59.60	56.57	92,774.80	(4,969.20)	LT	(5.08)		
10,650			01/17/08	508,170 08	47.715	56.57	602,470 50	94,300.42	LT	18 56		
3,875			10/24/08	215,935.75	55.725	56.57	219,208.75	3,273 00	LT	1.52		
19,778				**1,050,454.00**	**53.112**		**1,118,841 46**	**68,387 46**		6 51		
13,700	DAVITA INC	DVA	03/12/07	703,796.40	51 372	58.74	804,738.00	100,941.60	LT	14.34		
2,295			10/24/08	113,310.12	49.372	58.74	134,808 30	21,498.18	LT	18 97		
15,995				**817,106.52**	**51 085**		**939,546 30**	**122,439 78**		14 98		
37,600	PFIZER INC	PFE	10/21/05	784,542.80	20 865	18 19	683,944.00	(100,598.80)	LT	(12.82)		
6,720			10/24/08	113,029.73	16 819	18 19	122,236.80	9,207.07	LT	8.15		
44,320				**897,572 53**	**20.252**		**806,180.80**	**(91,391.73)**		(10 18)	**3 958**	**31,910 40**
11,800	STRYKER CORP	SYK	06/28/06	495,749.86	42 012	50.37	594,366.00	98,616.14	LT	19.89		
2,230			10/24/08	105,188.21	47.169	50 37	112,325.10	7,136 89	LT	6 78		
14,030				**600,938.07**	**42.832**		**706,691 10**	**105,753.03**		17 60	**1.191**	**8,418 00**
9,450	WELLPOINT INC	WLP	07/27/05	646,485.84	68.411	58.29	550,840 50	(95,645.34)	LT	(14 79)		
9,450			03/11/08	456,259.23	48 281	58.29	550,840.50	94,581.27	LT	20.73		
3,225			10/24/08	130,723.12	40 534	58.29	187,985 25	57,262 13	LT	43.80		
22,125				**1,233,468 19**	**55.75**		**1,289,666.25**	**56,198 06**		4.56		
Subtotal for health care				**$ 4,599,539.31**			**$ 4,860,925 91**	**$ 261,386.60**			**82**	
												$ 40,328 40

Financials

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
2,890	AMERICAN EXPRESS CO	AXP	02/16/01	$ 119,135.60	$ 41.223	$ 40 52	$ 117,102 80	($ 2,032 80)	LT	(1 71)		
8,700			02/01/02	268,019.13	30 806	40 52	352,524 00	84,504 87	LT	31 53		
3,100			02/01/02	94,970.05	30.635	40.52	125,612.00	30,641 95	LT	32.26		
6,190			04/15/03	194,823.75	31.473	40 52	250,818.80	55,995.05	LT	28 74		
8,371			09/18/08	288,343 28	34.445	40.52	339,192 92	50,849 64	LT	17.64		
5,605			10/24/08	133,160.79	23.757	40.52	227,114 60	93,953 81	LT	70 56		
34,856				**1,098,452.60**	**31 514**		**1,412,365.12**	**313,912 52**		28 58	**1.776**	**25,096 32**
6,170	GOLDMAN SACHS GROUP INC	GS	10/10/08	**473,425 95**	76 73	168.84	**1,041,742 80**	**568,316 85**	LT	120.04	**.829**	**8,638 00**
8,986 56	JPMORGAN CHASE & CO	JPM	01/13/03	259,367.10	28 861	41.67	374,469.96	115,102 86	LT	44 38		
7,381 44			04/15/03	202,989.60	27 50	41.67	307,584 60	104,595 00	LT	51.53		

Financials *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
7,582	JPMORGAN CHASE & CO	JPM	08/31/05	$ 254,883 34	$ 33.616	$ 41.67	$ 315,941.94	$ 61,058 60	LT	23 96		
5,390			10/24/08	192,479.60	35.71	41 67	224,601.30	32,121.70	LT	16 69		
29,340				**909,719.64**	**31.006**		**1,222,597 80**	**312,878.16**		34 39	.479	5,868 00
10,740	METLIFE INC	MET	06/28/07	697,623.14	64.955	35.35	379,659.00	(317,964 14)	LT	(45.58)		
13,513			11/01/07	903,989 97	66 897	35.35	477,684 55	(426,305 42)	LT	(47.16)		
3,675			10/24/08	104,327 00	28 388	35 35	129,911.25	25,584 25	LT	24.52		
27,928				**1,705,940 11**	**61 084**		**987,254.80**	**(718,685 31)**		(42 13)	2.093	20,666 72
3,852	NORTHERN TRUST CORP	NTRS	04/15/03	127,040 67	32.98	52 40	201,844 80	74,804.13	LT	58.88		
790			10/24/08	38,399 99	48 607	52 40	41,396 00	2,996 01	LT	7.80		
4,642				**165,440 66**	**35.64**		**243,240.80**	**77,800 14**		47 03	2 137	5,199 04
Subtotal for financials				**$ 4,352,978.96**			**$ 4,907,201.32**	**$ 554,222.36**			1.33	
												$ 65,468 08

Information technology

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
31,000	CISCO SYS INC	CSCO	10/10/08	$ 532,223 50	$ 17.168	$ 23 94	$ 742,140 00	$ 209,916.50	LT	39 44		
6,720			10/24/08	110,476.80	16 44	23.94	160,876.80	50,400.00	LT	45 62		
37,720				**642,700.30**	**17 039**		**903,016.80**	**260,316 50**		40 50		
37,475	CORNING INC	GLW	08/24/09	**605,329 93**	16.152	19 31	**723,642.25**	**118,312.32**	ST	19.55	1 035	7,495 00
10,965	INTEL CORP	INTC	05/21/01	326,087.04	29.738	20 40	223,686.00	(102,401 04)	LT	(31.40)		
10,330			01/13/03	180,846.85	17.506	20 40	210,732 00	29,885.15	LT	16.53		
7,250			04/15/03	124,260.00	17.139	20.40	147,900 00	23,640 00	LT	19.02		
28,545			01/29/07	599,216.64	20.992	20.40	582,318.00	(16,898.64)	LT	(2.82)		
9,655			10/24/08	138,356 15	14 33	20.40	196,962 00	58,605.85	LT	42 36		
66,745				**1,368,766 68**	**20.507**		**1,361,598 00**	**(7,168.68)**		(52)	2 745	37,377 20
28,010	INTUIT INC	INTU	01/10/07	818,071.26	29.206	30 73	860,747 30	42,676 04	LT	5.22		
4,995			10/24/08	115,184.70	23 06	30.73	153,496 35	38,311 65	LT	33.26		
33,005				**933,255.96**	**28 276**		**1,014,243.65**	**80,987.69**		8 68		
4,255	MICROSOFT CORP	MSFT	02/15/01	124,857.66	29.343	30 48	129,692.40	4,834 74	LT	3.87		
7,550			02/16/01	213,995.31	28 343	30.48	230,124 00	16,128.69	LT	7 54		
450			05/21/01	15,606.00	34.68	30 48	13,716.00	(1,890 00)	LT	(12.11)		
970			01/13/03	27,315 20	28.16	30.48	29,565 60	2,250.40	LT	8.24		
6,925			04/15/03	170,424 25	24 61	30.48	211,074 00	40,649.75	LT	23 85		
20,810			10/09/08	489,986 02	23 545	30 48	634,288 80	144,302.78	LT	29.45		

Information technology *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Percent gain/(loss)	Average % yield	Anticipated Income (annualized)
6 570	MICROSOFT CORP	MSFT	10/24/08	$ 146,248 20	$ 22 26	$ 30 48	$ 200,253 60	$ 54,005 40	LT	36.93		
47,530				1,188,432.64	25 004		1,448,714 40	260,281.76		21 90	1.706	24,715 60
6,855	RESEARCH IN MOTION LTD-CAD Exchange rate .9521995 Shares traded in. Canadian dollars	RIMM	09/28/09	463,296 55	67.585	67.54	462,986 70	(309 85)	ST	(07)		
Subtotal for information technology				**$ 5,201,782.06**			**$ 5,914,201 80**	**$ 712,419.74**			**1 17**	
												$ 69,587.80
Total common stocks				**$ 24,317,117.36**			**$ 26,873,238.70**	**$ 387,341 64**	**ST**	**10 51**	**1 44**	
								$ 2,168,779 70	**LT**			**$ 387,321.18**
Total common stocks and options				**$ 24,317,117.36**			**$ 26,873,238.70**	**$ 387,341 64**	**ST**		**1.44**	
								$ 2,168,779.70	**LT**			**$ 387,321.18**

Exchange traded & closed end funds

Citi Investment Research & Analysis (CIRA) ratings may be shown for certain closed-end funds. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Because the research report contains more complete information regarding the analyst's opinions, analysis, and rating, you should read the entire research report and not infer its contents from the rating CIRA closed-end fund recommendations include an investment rating and a risk rating The Investment Rating code (1,2, 3) is based upon CIRA's expectation of the security's performance relative to its peer group of closed-end funds The Risk Rating (L, M, H or S) represents the fund's expected risk, taking into account the quality and liquidity of the underlying securities, financial leverage and foreign currency exposure Please refer to the end of this statement for a guide describing CIRA ratings

Closed end investment companies are grouped below by portfolio designations. Gain/Loss is provided to assist in tax preparation. It is not intended to calculate investment returns or performance.

Consulting Group Research (CGR) conducts on-going research on a wide variety of exchange-traded funds for certain investment advisory programs Your individual exchange-traded fund holdings in your brokerage account may or may not be covered by CGR. Please contact your Financial Advisor for further information regarding whether your exchange-traded fund holdings are covered by CGR.

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)		Average % yield	Anticipated Income (annualized)
26,790	ISHARES TR MSCI EAFE INDEX FD	EFA	08/03/04	$ 1,228,689 42	$ 45 863	$ 55.28	$ 1,480,951 20	$ 252,261.78	LT		
5,965	Equity portfolio		10/24/08	238,991.90	40.065	55.28	329,745.20	90,753 30	LT		
32,755				1,467,681.32	44 808		1,810,696 40	343,015.08		2 606	47,199 96
9,529	S&P NORTH AMERICAN TECH	IGM	11/01/04	413,952.80	43 483	54 22	516,662 38	102,709 58	LT		
6,085	3/28/2008 SECTOR INDEX FD		10/24/08	207,968.26	34.177	54 22	329,928.70	121,960 44	LT		
15,614	Equity portfolio			621,921 06	39 831		846,591 08	224,670 02		374	3,169 64

DENNIS M. JONES *Account number 596-20525-19 681*

Exchange traded & closed end funds *continued*

Quantity	Description	Symbol	Date acquired	Cost	Share cost	Current price	Current value	Unrealized gain/(loss)	Average % yield	Anticipated Income (annualized)
28,638	ISHARES S&P U S PREFERRED STK	PFF	08/25/08	$ 1,035,710 45	$ 36.165	$ 36 70	$ 1,051,014 60	$ 15,304.15 LT		
4,920	INDEX FD		10/24/08	138,921.12	28.236	36.70	180,564 00	41 642 88 LT		
33,558	Taxable bond portfolio			1,174,631 57	35.003		1,231,578 60	56,947.03	7 869	96,915 50
Total closed end fund equity allocation							**$ 2,657,287 48**			
Total closed end fund taxable bond allocation							**$ 1,231,578.60**			
Total exchange traded funds and closed end funds				**$ 3,264,233.95**			**$ 3,888,866.08**	**$ 0.00 ST** **$ 624,632.13 LT**	**3.78**	**$ 147,285 10**

Bonds

Unrealized gains & losses have been adjusted to account for the accretion of OID (original issue discount), the amortization of premium, and/or the accretion of market discount

Call features shown indicate the next regularly scheduled call date and price Your holdings may be subject to other redemption features including sinking funds or extraordinary calls

The research rating for Moody's Investors Service and Standard & Poor's may be shown for certain fixed income securities All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance Your Financial Advisor will be pleased to provide you with further information or assistance in interpreting research ratings

Corporate bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted	Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
500,000	GEN ELEC CAP CORP DTD 09/24/07 INT· 05 625% MATY. 09/15/2017 Rating AA2/AA+	10/19/07 36962G3H5	$ 507,330 00 **$ 506,005.00**	$ 101 466 $ 101 201	103 023 **$ 8,281.25**	**$ 515,115 00**	$ 7,785 00 LT **$ 9,110 00** LT	5 459 **$ 28,125 00**	$ 0 00 $ 9,110 00
500,000	TARGET CORP BOOK/ENTRY DTD 01/17/2008 INT 06 000% MATY 01/15/2018 Rating. A2/A+	01/24/08 87612EAS5	513,550 00 **511,480 00**	102 71 102 296	110.369 **13,833.33**	**551,845 00**	38,295.00 LT **40,365 00** LT	5 436 **30,000 00**	0 00 40,365 00
Total corporate bonds **1,000,000**			$ 1,020,880.00 **$ 1,017,485.00**		**$ 22,114.58**	**$ 1,066,960.00**	**$ 0.00 ST** **$ 49,475.00 LT**	**5.44** **$ 58,125.00**	**$ 0 00** **$ 49,475.00**

DENNIS M. JONES **Account number 596-20525-19 681**

Government & government sponsored entity (GSE) bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
1,000,000	FEDERAL HOME LOAN BANK CONS	04/22/05	$ 1,006,300 00	$ 100 63	100 844	$ 1,008,440 00	$ 2,140 00	LT	4 338	$ 0 00
	BONDS BOOK/ENTRY	3133XBB20	$ 1,000,180 00	$ 100.018	$ 12,638.89		$ 8,260.00	LT	$ 43,750.00	$ 8,260 00
	DTD 03/17/2005									
	INT 04 375% MATY 03/17/2010									
1,000,000	FEDERAL FARM CREDIT BANK CONS	10/18/07	1,003,730.77	100.373	108.969	1,089,690 00	85,959 23	LT	4 45	0 00
	BDS BOOK/ENTRY	31331XKR2	1,002,440 00	100.244	404.17		87,250.00	LT	48,500 00	87,250 00
	DTD 12/28/2006									
	INT: 04 850% MATY. 06/28/2013									
Total government & government sponsored entity (GSE) bonds			$ 2,010,030.77		$ 13,043.06	$ 2,098,130.00	$ 0.00	ST	4.39	$ 0.00
2,000,000			$ 2,002,620.00				$ 95,510.00	LT	$ 92,250.00	$ 95,510.00

Municipal bonds

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
460,000	NAUGATUCK CONN PENSION	06/22/05	$ 478,740 40	$ 104.074	98.454	$ 452,888 40	($ 25,852 00)	LT	5.312	$ 0 00
	FGIC U/T B/E DD 10/23/03	639064RJ5	$ 468,896.40	$ 101 934	$ 2,004 83		($ 16,008.00)	LT	$ 24,058 00	($ 16,008 00)
	INT. 05 230% MATY: 06/01/2014									
	Rating Moody A1									
	Next call on 06/01/13 @ 100.000									
535,000	HARRISON CNTY MISS RFDG-SER B	07/18/05	533,871 15	99.789	91.935	491,852.25	(42,018.90)	LT	5.302	0.00
	AMBAC OID BE/ DD 8/17/05	4150367S5	533,871.15	99 789 ##	6,520 31		(42,018.90)	LT	26,081.25	(42,018 90)
	INT: 04 875% MATY· 04/01/2016									
	Next call on 04/01/12 @ 100 000									
585,000	RANCHO MIRAGE CALIF REDEV AGY	05/26/05	617,017.05	105 473	95.155	556,656.75	(60,360.30)	LT	5 727	0 00
	TAX ALLOCATION REDEV PLAN-1984	752131QP0	607,774 05	103 893	7,970 63		(51,117.30)	LT	31,882.50	(51,117 30)
	PJ-A-T MBIA S/F B/E DD 12/4/03									
	INT 05.450% MATY 04/01/2018									
	Rating. A3/A+									
500,000	INDUSTRY CALIF SALES TAX REV	05/12/05	509,425 00	101.885	92 74	463,700.00	(45,725.00)	LT	5.66	0 00
	MBIA OID B/E	45656RAP7	506,525 00	101 305 ##	13,125 00		(42,825.00)	LT	26,250 00	(42,825 00)
	DD 4/20/05 FC 1/1/06									
	INT 05 250% MATY: 01/01/2019									
	Rating. A1/A+									
	Next call on 01/01/15 @ 100 500									

Municipal bonds *continued*

Amount	Description	Date acquired/ CUSIP #	Cost/ Adjusted cost	Share cost/ Adjusted share cost	Current share price/Accrued Interest	Current value	Unrealized Gain/(loss) Original/ Adjusted		Current % Yield/ Anticip Income (annualized)	Ordinary Income/ Capital gain/(loss)
1,000,000	SEDGWICK CNTY KANS UNI SCH	05/12/09	$ 1,036,000 00	$ 103.60	103 474	$ 1,034,740.00	($ 1 260 00)	ST	6 011	$ 0 00
	DIST NO 259 WICHITA SER	815626GQ3	$ 1,035,370.00	$ 103.537	$ 41,466 67		($ 630 00)	ST	$ 62,200.00	($ 630 00)
	TXBLE B/E REV D5/1/09 FC4/1/10									
	INT 06 220% MATY: 10/01/2028									
	Int rate eff 05/01/09									
	Rating AA3/AA									
500,000	CALIFORNIA ST GENL OBLIG BDS	05/15/09	509,590 00	101 918	97.801	489,005 00	(20.585 00)	ST	7.668	0 00
	TXBL B/E DD 04/28/2009	13063A5E0	509,485.00	101.897	9,375.00		(20,480.00)	ST	37,500 00	(20,480 00)
	F/C 10/01/2009									
	INT 07.500% MATY 04/01/2034									
	Int rate eff· 04/28/09									
	Rating BAA1/A									
Total municipal bonds			$ 3,684,643.60		$ 80,462.44	$ 3,488,842.40	($ 21,110 00)	ST	5.96	$ 0.00
3,580,000			$ 3,661,921.60				($ 151,969.20)	LT	$ 207,971.75	($ 173,079.20)
Total portfolio value			$ 35,700,261.38			$ 38,852,920.65	$ 366,231.64	ST	2.29	$ 0 00
							$ 2,786,427.63	LT	$ 893,096.71	($ 28,094 20)

Original Issue Discount

TRANSACTION DETAILS *All transactions appearing are based on trade-date*

Investment activity

Date	Activity	Description	Quantity	Price	Amount
12/01/09	Sold	FEDEX CORP MorganStanley SmithBarney LLC acted as your agent in this transaction	-14,310	$ 85.4022	$ 1,222,074 07
Total securities bought and other subtractions					$ 0 00
Total securities sold and other additions					$ 1,222,074.07

Deposits

Date	Description	Amount	Date	Description	Amount
12/31/09	INVESTMENT AND MGMT SERVICES FROM 12/03/09 TO 12/31/09	134.13			

DENNIS M. JONES
***Account Number** 596-20525-19 681*

Details of Earnings 2009 - *continued*

Dividends and Distributions, Section 2

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax

Reference number	Description	Nondividend distributions	Foreign tax paid	Cash liquidation distributions	Non cash liquidation distributions	Investment expense	NRA Withholding
160001400	ISHARES TR MSCI EAFE INDEX FD THIS AMOUNT INCLUDES TAXES PAID TO A FOREIGN GOVERNMENT A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED		$ 4,011.78				
Totals			**$ 4,011 78**				

Details of Short Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor. For additional information regarding this section see enclosed brochure.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000020	2,384	APPLE INC Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	01/15/09	06/15/09	$ 322,363 34	$ 194,057 36 **$ 194,057.36**	$ 128,305 98 **$ 128,305 98**	$ 0 00 $ 0 00
125000030	3,772	APPLE INC Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	01/15/09	08/25/09	641,544.13	307,040 42 **307,040 42**	334,503.71 **334,503 71**	0 00 0.00
125000040	3,480	BANK OF AMERICA CORP	10/24/08	01/15/09	28,261.76	74,584.40 **74,584 40**	(46,322 64) **(46,322 64)**	0 00 0 00
125000050	2,455	CATERPILLAR INC Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	10/24/08	07/29/09	102,031.60	81,872 04 **81,872 04**	20,159 56 **20,159.56**	0 00 0.00

DENNIS M. JONES

Account Number 596-20525-19 681

Details of Short Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000120	4 000	MARRIOTT INTL INC NEW CL A	10/24/08	04/22/09	$ 76,770.83	$ 74,352 00 **$ 74,352 00**	$ 2,418 83 **$ 2,418 83**	$ 0 00 $ 0 00
125000130	3,680	WILLIAMS SONOMA INC	10/24/08	04/29/09	49,758.94	35,986 35 **35,986 35**	13,772.59 **13,772 59**	0 00 0 00
Total					**$ 1,220,730 60**	$ 767,892 57 **$ 767,892 57**	$ 452,838.03 **$ 452,838 03**	$ 0 00 $ 0 00

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note. this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor
For additional information regarding this section see enclosed brochure

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000010	206	AMGEN INC Morgan Stanley Smi	01/12/01	08/26/09	$ 12,590.05	$ 12,231 25 **$ 12,231 25**	$ 358 80 **$ 358 80**	$ 0 00 $ 0 00
	5,143	th Barney LLC acted as yo ur agent in this transa	02/15/01		314,323 34	368 367 38 **368,367 38**	(54,044.04) **(54,044 04)**	0 00 0 00
	3,748		02/16/01		229,065 50	268,450 50 **268,450 50**	(39,385 00) **(39,385 00)**	0 00 0.00
125000040	1,760	BANK OF AMERICA CORP	02/16/01	01/15/09	14.293 30	45,020 80 **45,020 80**	(30,727.50) **(30,727 50)**	0 00 0 00
	7,600		02/01/02		61,721 08	237,158 00 **237,158 00**	(175,436.92) **(175,436 92)**	0 00 0 00
	4,860		04/15/03		39,469 00	174,960.00 **174,960.00**	(135,491 00) **(135,491 00)**	0 00 0 00
125000050	10,900	CATERPILLAR INC Morgan Stanley Smi th Barney LLC acted as yo ur agent in this transa	01/18/06	07/29/09	453,011 97	676,267 61 **676,267 61**	(223,255 64) **(223,255 64)**	0 00 0 00
125000060	1,000,000	FEDERAL NATL MTG ASSN DEBS BK/ENTRY DTD 05/21/2004 DUE 05/15/2009 RATE 4 250	04/22/05	05/15/09	1,000,000 00	1,003,530.00 **1,000,000 00**	(3,530 00) **0 00**	0 00 0 00

Private Wealth Management Statement
2009 Year End Summary

DENNIS M. JONES

Account Number 596-20525-19 681

Details of Long Term Gain (Loss) 2009 - *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Original Cost Adjusted Cost	Original Gain/(Loss) Adjusted Gain/(Loss)	Ordinary Income Capital Gain/(Loss)
125000070	8,760	FEDEX CORP	01/13/03	12/01/09	$ 748,104 04	$ 504,502.42	$ 243,601.62	$ 0.00
		MorganStanley SmithBarney LLC				**$ 504,502 42**	**$ 243,601 62**	$ 0 00
	3,040	acted as your agent	04/15/03		259,616.01	178,019.97	81,596 04	0 00
		in this transaction.				**178,019 97**	**81,596 04**	0.00
	2,510		10/24/08		214,354 02	143.882 99	70,471.03	0 00
						143,882 99	**70,471.03**	0.00
125000080	9,635	GENERAL ELECTRIC CO	01/12/01	07/07/09	108,459 37	443,812 19	(335,352 82)	0 00
		Morgan Stanley Smi				**443,812.19**	**(335,352 82)**	0.00
	8,935	th Barney LLC acted as yo	05/21/01		100,579.60	476,575.92	(375,996.32)	0.00
		ur agent in this transa				**476,575 92**	**(375,996 32)**	0 00
	2,800		02/01/02		31,519 07	102,228.00	(70,708 93)	0 00
						102,228 00	**(70,708 93)**	0 00
	9.310		12/17/02		104,800.91	242,667.01	(137,866 10)	0.00
						242,667.01	**(137,866.10)**	0 00
	5,640		04/15/03		63,488.41	157,356.00	(93.867.59)	0 00
						157,356 00	**(93,867.59)**	0 00
	14,080		03/09/07		158,495.89	485,683 97	(327,188 08)	0 00
						485,683 97	**(327,188 08)**	0 00
125000090	9,731	HALLIBURTON CO HOLDINGS CO	10/18/06	10/21/09	304,119.02	282,375.13	21,743 89	0 00
		MorganStanley SmithBarney LLC				**282,375 13**	**21,743.89**	0.00
		acted as your agent						
		in this transaction						
125000100	11,042	HOME DEPOT INC	11/20/02	04/16/09	282,247 24	265,799.71	16,447.53	0 00
						265,799.71	**16,447 53**	0 00
125000110	2,394	S&P NORTH AMERICAN TECH	01/13/03	01/15/09	76,431.13	80,767.51	(4,336.38)	0 00
		3/28/2008 SECTOR INDEX FD				**80,767.51**	**(4,336 38)**	0 00
	7,520		04/15/03		240,084.43	231,596.96	8,487.47	0 00
						231,596 96	**8,487 47**	0 00
	16,471		11/01/04		525,855 15	715,522 79	(189,667 64)	0 00
						715,522 79	**(189,667.64)**	0 00
125000120	15,200	MARRIOTT INTL INC NEW CL A	09/27/07	04/22/09	291,729.14	659,483.92	(367,754 78)	0 00
						659,483.92	**(367,754.78)**	0 00
	15,200		12/19/07		291,729 14	496,755 76	(205,026 62)	0 00
						496,755.76	**(205,026.62)**	0.00
125000130	17,200	WILLIAMS SONOMA INC	10/18/05	04/29/09	232,568.98	637,720 96	(405,151 98)	0.00
						637,720.96	**(405,151.98)**	0.00
Total						$ 8,890,736.75	$\boxed{(\$ 2,732,080 96)}$	$ 0 00
					$ 6,158,655 79	**$ 8,887,206.75**	**($ 2,728,550.96)**	$ 0 00

2009 YEAR END SUMMARY