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: DOUG RILEY FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 4400 N. SCOTTSDALE RD, #9-333

City or town, state, and ZIP code: SCOTTSDALE, AZ 85251

A Employer identification number 47-0700057

B Telephone number 213-925-0853

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)* ▶$ 2059870.

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))

	Line	Description	(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				
	4	Dividends and interest from securities	148487.	148487.		STATEMENT 1
	5a	Gross rents	-15176.	-15176.		STATEMENT 2
	b	Net rental income or (loss) -15176.				
	6a	Net gain or (loss) from sale of assets not on line 10	-372923.			
	b	Gross sales price for all assets on line 6a 354809.				
	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	-18.	-18.		STATEMENT 3
	12	Total. Add lines 1 through 11	-239630.	133293.		
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 STMT 4	370.	0.		0.
	b	Accounting fees STMT 5	1500.	0.		0.
	c	Other professional fees				
	17	Interest				
	18	Taxes STMT 6	4422.	1143.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	1253.	1209.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	7545.	2352.		0.
	25	Contributions, gifts, grants paid	163924.			163924.
	26	**Total expenses and disbursements.** Add lines 24 and 25	171469.	2352.		163924.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	-411099.			
	b	**Net investment income** (if negative, enter -0-)		130941.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

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Part II **Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	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	18900.	171027.	171027.
	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 ▶ 640000.			
	Less: allowance for doubtful accounts ▶	640000.	640000.	640000.
	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 8	653761.	102982.	181268.
	c Investments - corporate bonds STMT 9	500000.	500000.	500000.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	581072.	567575.	567575.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	2393733.	1981584.	2059870.
Liabilities	17 Accounts payable and accrued expenses	24550.	23500.	
	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)	24550.	23500.	
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 ▶ [X] 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	2369183.	1958084.	
	30 **Total net assets or fund balances**	2369183.	1958084.	
	31 **Total liabilities and net assets/fund balances**	2393733.	1981584.	

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	2369183.
2	Enter amount from Part I, line 27a	2	-411099.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1958084.
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	1958084.

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Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	354809.		727732.	-372923.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				-372923.

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 -372923.

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	210948.	2443743.	.086322
2007	213758.	2518657.	.084870
2006	198032.	2596109.	.076280
2005	173448.	2224304.	.077979
2004	162515.	2140876.	.075911

2	**Total** of line 1, column (d)	2	.401362
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	.080272
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2206564.
5	Multiply line 4 by line 3	5	177125.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1309.
7	Add lines 5 and 6	7	178434.
8	Enter qualifying distributions from Part XII, line 4	8	163924.

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	2619.
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	2619.
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	2619.
6	Credits/Payments:				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1880.		
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	1880.
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	739.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶		Refunded ▶	11	

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) ▶ NE			
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 ▶ H. DOUGLAS RILEY Telephone no. ▶ 213-925-0853

Located at ▶ 4400 N. SCOTTSDALE RD SUITE 9-333, SCOTTSDALE, AZ ZIP+4 ▶ 85251

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ 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
H. DOUGLAS RILEY 2623 SOUTH 96TH CIRCLE OMAHA, NE 68124	CHAIRMAN 0.25	0.	0.	0.
KAREN M. RILEY 2623 SOUTH 96TH CIRCLE OMAHA, NE 68124	VICE PRESIDENT 0.25	0.	0.	0.
FRED HAWKINS, JR. 701 SOUTH 96TH ST OMAHA, NE 68114	DIRECTOR 0.25	0.	0.	0.
DAREN RILEY 4400 SCOTTSDALE RD SUITE 9-333 SCOTTSDALE, AZ 85251	PRESIDENT 0.25	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.

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	246650.
b	Average of monthly cash balances	1b	63159.
c	Fair market value of all other assets	1c	1930357.
d	**Total** (add lines 1a, b, and c)	1d	2240166.
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	2240166.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	33602.
5	**Net value of noncharitable-use assets**. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2206564.
6	**Minimum investment return**. Enter 5% of line 5	6	110328.

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	110328.
2a	Tax on investment income for 2009 from Part VI, line 5 2a 2619.		
b	Income tax for 2009. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	2619.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	107709.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	107709.
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	107709.

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	163924.
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	163924.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions**. Subtract line 5 from line 4	6	163924.

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					107709.
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	58299.				
b From 2005	65683.				
c From 2006	111956.				
d From 2007	92839.				
e From 2008	92451.				
f Total of lines 3a through e		421228.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $	163924.				
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					107709.
e Remaining amount distributed out of corpus		56215.			
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		477443.			
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		58299.			
9 Excess distributions carryover to 2010 Subtract lines 7 and 8 from line 6a		419144.			
10 Analysis of line 9:					
a Excess from 2005	65683.				
b Excess from 2006	111956.				
c Excess from 2007	92839.				
d Excess from 2008	92451.				
e Excess from 2009	56215.				

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 (a) 2009	Prior 3 years (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).)

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:

H. DOUGLAS RILEY 68124, 213-925-0853
4400 N. SCOTTSDALE RD #9-333, SCOTTSDALE, AZ 85251

b The form in which applications should be submitted and information and materials they should include:

LETTER OF REQUEST.

c Any submission deadlines:

NO

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

NO

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 11				
Total			▶ 3a	163924.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	148487.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	-15176.	
6 Net rental income or (loss) from personal property					
7 Other investment income			01	-18.	
8 Gain or (loss) from sales of assets other than inventory			18	-372923.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		-239630.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 -239630.

(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).

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 [X] 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

H. Douglas Riley — Signature of officer or trustee | 5/20/10 — Date | Chairman — Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 5/13/10	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	HANCOCK & DANA PC 12829 WEST DODGE ROAD #100 OMAHA, NE 68154	EIN ▶	Phone no. 402-391-1065

Form **990-PF** (2009)

923622
02-02-10

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	MUTUAL OF OMAHA BANK - SHORT TERM SEE ATTACHED ST	P	VARIOUS	VARIOUS
b	MUTUAL OF OMAHA BANK - LONG TERM SEE ATTACHED STA	P	VARIOUS	VARIOUS
c	SMITH BARNEY - SHORT TERM	P	VARIOUS	VARIOUS
d	SMITH BARNEY - LONG TERM	P	VARIOUS	VARIOUS
e	GENERAL ELECTRIC CO.	P	08/17/09	12/28/09
f	FROM ASPEN IMPERIAL II, LLC K-1 PASSTHROUGH	P	VARIOUS	VARIOUS
g	FROM US OIL FUND, LP PASSTHROUGH	P	VARIOUS	VARIOUS
h	FROM US OIL FUND, LP PASSTHROUGH	P	VARIOUS	VARIOUS
i				
j				
k				
l				
m				
n				
o				

	(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	116705.		113079.	3626.
b	101197.		152911.	-51714.
c	31136.		98518.	-67382.
d	100037.		359530.	-259493.
e	4160.		2720.	1440.
f			974.	-974.
g	630.			630.
h	944.			944.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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				3626.
b				-51714.
c				-67382.
d				-259493.
e				1440.
f				-974.
g				630.
h				944.
i				
j				
k				
l				
m				
n				
o				

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	-372923.
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

923591
04-24-09

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CAVAN OPPORTUNITY FUND	60000.	0.	60000.
FROM ASPEN IMPERIAL II, LLC K-1 PASSTHROUGH	109.	0.	109.
FROM US OIL FUND, LP PASSTHROUGH	7.	0.	7.
MUTUAL OF OMAHA BANK	2004.	0.	2004.
RAINTREE LLC	76800.	0.	76800.
SMITH BARNEY MONEY MARKET	18.	0.	18.
SMITH BARNEY STOCKS	8604.	0.	8604.
TD AMERITRADE	77.	0.	77.
TD AMERITRADE	868.	0.	868.
TOTAL TO FM 990-PF, PART I, LN 4	148487.	0.	148487.

FORM 990-PF RENTAL INCOME STATEMENT 2

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
FROM ASPEN IMPERIAL II, LLC K-1 PASSTHROUGH	1	-15176.
TOTAL TO FORM 990-PF, PART I, LINE 5A		-15176.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
FROM US OIL, LP PASSTHROUGH	-18.	-18.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-18.	-18.	

DOUG RILEY FAMILY FOUNDATION 47-0700057

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	370.	0.		0.
TO FM 990-PF, PG 1, LN 16A	370.	0.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	1500.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	1500.	0.		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	1143.	1143.		0.
TAXES PAID	3279.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4422.	1143.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	1209.	1209.		0.
OTHER	44.	0.		0.
TO FORM 990-PF, PG 1, LN 23	1253.	1209.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	102982.	181268.
TOTAL TO FORM 990-PF, PART II, LINE 10B	102982.	181268.

FORM 990-PF	CORPORATE BONDS	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	500000.	500000.
TOTAL TO FORM 990-PF, PART II, LINE 10C	500000.	500000.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	567575.	567575.
TOTAL TO FORM 990-PF, PART II, LINE 13		567575.	567575.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
LITERACY CENTER	N/A GENERAL OPERATIONS	EDUCATIONA FOUNDATION	100.
NATIONAL CONFERENCE FOUNDATION	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	1500.
KANEKO MUSEUM	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	500.
AZIMUTH FOUNDATION	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	250.
BELLEVUE UNIVERSITY	N/A GENERAL OPERATIONS	EDUCATIONA INSTITUTIO	75000.
NEIGHBORHOOD MINISTRIES	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	100.
BOY SCOUTS OF AMERICA	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	2000.
BOYS & GIRLS CLUBS OF OMAHA	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	240.

CALVARY BAPTIST CHURCH	N/A GENERAL OPERATIONS	CHURCH	500.
CAMP FIRE USA MIDLANDS CA	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	8334.
CHILDRENS HOSPITAL FOUNDATION	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	2000.
CYSTIC FIBROSIS	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	300.
FONTANELLE NATURE ASSOCIATION	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	500.
HEARTLAND FAMILY SERVICES	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	3000.
HOLY FAMILY CATHOLIC SCHOOL	N/A GENERAL OPERATIONS	EDUCATIONA INSTITUTIO	250.
JOSLYN ART MUSEUM	N/A GENERAL OPERATIONS	PUBLIC MUSEUM	8350.
KNIGHTS OF AKSARBEN	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	1000.
MCCALESTER COLLEGE	N/A GENERAL OPERATIONS	EDUCATIONA INSTITUTIO	20000.

NET. FOUNDATION FOR TELEVISION	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	100.
OMAHA PERFORMING ARTS	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	21000.
PHOENIX ART MUSEUM	N/A GENERAL OPERATIONS	PUBLIC MUSEUM	5900.
UNITED WAY	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	10000.
WESTSIDE ALUMNI FOUNDATION	N/A GENERAL OPERATIONS	EDUCATIONA FOUNDATION	2000.
WESLEY HOUSE	N/A GENERAL OPERATIONS	501(C)(3) PUBLIC CHARITY	1000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			163924.

Ref 00000510 00003797

MorganStanley SmithBarney

Reserved Client Statement 2009 Year End Summary

DOUG RILEY FAMILY FOUNDATION

Account Number 494-24076-12 099

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.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	50	GENERAL ELECTRIC CO TRADE AS OF 06/18/09	03/16/09	06/18/09	$ 592 48	$ 513 56		$ 78 92
125000020	2,582	PENN WEST ENERGY TR-CAD	05/23/08	03/16/09	22,720 20	90,070 59	(67,350 39)	
	218 3482		01/16/09		1,921 35	2,690 05	(768 70)	
	177.6518		02/17/09		1,563 24	1,884 94	(321 70)	
125000030	.7164	PENN WEST ENERGY TR-CAD	02/17/09	03/30/09	6 59	7.60	(1 01)	
	226 2836		03/16/09		2,082 60	1,860 05		222.55
125000040	0935	PENN WEST ENERGY TR-CAD LIQUIDATION OF FRACTIONAL SHS	03/16/09	03/31/09	83	77		06
125000070	100	WELLS FARGO & CO NEW	03/16/09	06/18/09	2,249.09	1,491 13		757.96
Total					**$ 31,136.38**	**$ 98,518 69**	**($ 68,441 80)**	**$ 1,059 49**

($67,382 31)

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.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000020	9,218	PENN WEST ENERGY TR-CAD	07/11/06	03/16/09	$ 81,113 40	$ 357,983 58	($ 276,870 18)	
125000050	300	STRYKER CORP	03/31/93	01/13/09	12,004 24	1,012 57		10,991 67
	100		05/03/91		4,001 41	280 50		3,720 91[C]
125000060	75	STRYKER CORP	03/31/93	01/20/09	2,917 48	253 14		2,664 34
Total					**$ 100,036.53**	**$ 359,529 79**	**($ 276,870.18)**	**$ 17,376 92**

($259,493.26)

[C] *Based on information supplied by Client or other financial institution, not verified by us.*

2009 YEAR END SUMMARY

2009 **Realized Capital Gains/Losses**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN LOSS							
464287176/ISHARES BARCLAYS US TIPS BOND FUND							
85.00	N/A	08/10/09	8,525.28	(8,542.33)	0.00	(17.05)	0.00
464287341/ISHARES S&P GLOBAL ENERGY SECTOR INDEX FUND							
40.00	N/A	08/10/09	1,273.56	(1,137.01)	0.00	136.55	0.00
464287598/ISHARES RUSSELL 1000 VALUE							
140.00	N/A	08/10/09	7,391.80	(5,537.90)	0.00	1,853.90	0.00
464288729/ISHARES S&P GLOBAL INDUSTRIALS INDEX FD							
45.	N/A	03/04/09	1,172.46	(1,430.56)	0.00	(258.10)	0.00
57060U605/MARKET VECTORS AGRIBUSINESS							
235.00	N/A	08/10/09	8,922.72	(6,007.00)	0.00	2,915.72	0.00
74347R107/PROSHARES ULTRA S&P 500							
335.00	N/A	04/09/09	7,486.42	(7,466.45)	0.00	19.97	0.00
78462F103/SPDR TRUST SER 1							
25.00	N/A	08/10/09	2,516.44	(2,080.04)	0.00	436.40	0.00
130.00	N/A	08/10/09	13,085.46	(15,561.75)	0.00	(2,476.29)	0.00
SECURITY TOTAL:			15,601.90	(17,641.79)	0.00	(2,039.89)	0.00
78463V107/SPDR GOLD TRUST							
85.00	N/A	08/10/09	7,875.04	(7,282.56)	0.00	592.48	0.00
78464A680/SPDR BARCLAYS CAPITAL 1-3 MO T-BILL ETF							
125.00	N/A	01/26/09	5,725.62	(5,751.76)	0.00	(26.14)	0.00
5.00	N/A	04/06/09	228.90	(230.25)	0.00	(1.35)	0.00
30.00	N/A	04/06/09	1,373.39	(1,380.61)	0.00	(7.22)	0.00
100.00	N/A	04/06/09	4,577.98	(4,601.41)	0.00	(23.43)	0.00
155.00	N/A	08/10/09	7,097.26	(7,116.05)	0.00	(18.79)	0.00

2009 **Realized Capital Gains/Losses (continued)**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
SHORT TERM GAIN LOSS							
78464A680/SPDR BARCLAYS CAPITAL 1-3 MO T-BILL ETF(Con't)							
490.00	N/A	08/10/09	22,436.52	(22,550.00)	0.00	(113.48)	0.00
SECURITY TOTAL:			**41,439.67**	**(41,630.08)**	**0.00**	**(190.41)**	**0.00**
81369Y803/AMEX TECHNOLOGY SELECT INDEX							
10.00	N/A	03/17/09	146.71	(250.20)	0.00	(103.49)	0.00
81369Y886/UTILITIES SELECT SECTOR SPDR							
290.00	N/A	08/05/09	8,265.37	(7,149.66)	0.00	1,115.71	0.00
91232N108/UNITED STATES OIL FUND LP							
230.00	N/A	06/08/09	8,604.31	(9003) ~~(7,439.56)~~	0.00	(398.69) 1,164.75	0.00
SUBTOTAL SHORT TERM GAIN LOSS			**116,705.24**	~~(111,515.10)~~ (113,078.54)	**0.00**	~~5,190.14~~ 3,626.70	**0.00**
LONG TERM GAIN LOSS							
464287275/ISHARES S&P GLBL TELECOMM SECTOR INDEX FUND							
10.00	N/A	08/10/09	509.79	(695.10)	0.00	(185.31)	0.00
80.00	N/A	08/10/09	4,078.29	(5,542.71)	0.00	(1,464.42)	0.00
80.00	N/A	08/10/09	4,078.29	(6,059.72)	0.00	(1,981.43)	0.00
SECURITY TOTAL:			**8,666.37**	**(12,297.53)**	**0.00**	**(3,631.16)**	**0.00**
464287341/ISHARES S&P GLOBAL ENERGY SECTOR INDEX FUND							
15.00	N/A	08/10/09	477.59	(647.39)	0.00	(169.80)	0.00
213.00	N/A	08/10/09	6,781.75	(7,091.40)	0.00	(309.65)	0.00
SECURITY TOTAL:			**7,259.34**	**(7,738.79)**	**0.00**	**(479.45)**	**0.00**
464288729/ISHARES S&P GLOBAL INDUSTRIALS INDEX FD							
190.00	N/A	03/04/09	4,950.38	(11,453.20)	0.00	(6,502.82)	0.00
595635103/MIDCAP SPDR TRUST SER 1							
75.00	N/A	08/10/09	8,852.77	(12,238.56)	0.00	(3,385.79)	0.00

2009 **Realized Capital Gains/Losses (continued)**

CUSIP/Security Description Quantity	Date Acquired	Date Sold	Sale Proceeds	Original Cost Basis	Adj/Avg Cost Basis	Gain/Loss Orig. Cost	Gain/Loss Adj/Avg Cost
LONG TERM GAIN LOSS							
78462F103/SPDR TRUST SER 1							
90.00	N/A	08/10/09	9,059.17	(13,829.30)	0.00	(4,770.13)	0.00
115.00	N/A	08/10/09	11,575.60	(16,167.85)	0.00	(4,592.25)	0.00
140.00	N/A	08/10/09	14,092.03	(19,284.12)	0.00	(5,192.09)	0.00
160.00	N/A	08/10/09	16,105.19	(23,870.16)	0.00	(7,764.97)	0.00
SECURITY TOTAL			50,831.99	(73,151.43)	0.00	(22,319.44)	0.00
78464A409/SPDR D[illegible] LARGE CAP GROWTH ETF							
95.00	N/A	01/26/09	3,330.38	(5,422.18)	0.00	(2,091.80)	0.00
15.00	N/A	03/17/09	487.96	(834.45)	0.00	(346.49)	0.00
115.00	N/A	03/17/09	3,741.04	(6,563.70)	0.00	(2,822.66)	0.00
190.00	N/A	03/17/09	6,180.86	(11,038.68)	0.00	(4,857.82)	0.00
SECURITY TOTAL:			13,740.24	(23,859.01)	0.00	(10,118.77)	0.00
81369Y803/AMEX TECHNOLOGY SELECT INDEX							
10.00	N/A	03/17/09	146.72	(244.40)	0.00	(97.68)	0.00
460.00	N/A	03/17/09	6,748.99	(11,927.80)	0.00	(5,178.81)	0.00
SECURITY TOTAL:			6,895.71	(12,172.20)	0.00	(5,276.49)	0.00
SUBTOTAL LONG TERM GAIN LOSS			101,196.80	(152,910.72)	0.00	(51,713.92)	0.00
GRAND TOTAL GAIN/LOSS			217,902.04	~~(264,425.82)~~ (265,989.26)	0.00	~~(46,523.78)~~ (48,087.22)	0.00