Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: THE LEVMAR FOUNDATION, INC.

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 10705 — Room/suite

City or town, state, and ZIP code: MCLEAN, VA 22102

A Employer identification number: 51-0387146

B Telephone number (see page 10 of the instructions): ( ) -

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 2,224,579.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	45,665.	45,649.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-86,823.			
	b Gross sales price for all assets on line 6a 277,159.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	117.	117.		ATCH 2
	12 **Total.** Add lines 1 through 11	-41,041.	45,766.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 3	360.	360.	0.	0.
	b Accounting fees (attach schedule) ATCH 4	3,140.	3,140.	0.	0.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	514.	514.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	2,649.			
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	5,188.	5,188.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	11,851.	9,202.	0.	0.
	25 Contributions, gifts, grants paid	154,130.			154,130.
	26 **Total expenses and disbursements.** Add lines 24 and 25	165,981.	9,202.	0.	154,130.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-207,022.			
	b **Net investment income** (if negative, enter -0-)		36,564.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets — Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash - non-interest-bearing	395,670.	115,848.	115,848.
2 Savings and temporary cash investments			
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less: allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less: allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule) ATCH 7	392,742.	455,637.	1,462,099.
c Investments - corporate bonds (attach schedule) ATCH 8	381,756.	542,942.	646,632.
11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
12 Investments - mortgage loans			
13 Investments - other (attach schedule)			
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,170,168.	1,114,427.	2,224,579.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
27 Capital stock, trust principal, or current funds	1,170,168.	1,114,427.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 **Total net assets or fund balances** (see page 17 of the instructions)	1,170,168.	1,114,427.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,170,168.	1,114,427.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,170,168.
2 Enter amount from Part I, line 27a	2	-207,022.
3 Other increases not included in line 2 (itemize) ▶ ATTACHMENT 9	3	151,281.
4 Add lines 1, 2, and 3	4	1,114,427.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,114,427.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-86,823.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? . . . . ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	144,600.	2,375,865.	0.060862
2007	147,800.	2,577,225.	0.057349
2006	211,987.	2,495,349.	0.084953
2005	166,443.	2,387,186.	0.069724
2004	160,896.	2,664,417.	0.060387

2 **Total** of line 1, column (d)	2	0.333275
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.066655
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,006,477.
5 Multiply line 4 by line 3	5	133,742.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	366.
7 Add lines 5 and 6	7	134,108.
8 Enter qualifying distributions from Part XII, line 4	8	154,130.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	366.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3	Add lines 1 and 2		3	366.
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	366.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 11,102.		
b	Exempt foreign organizations-tax withheld at source	6b 0.		
c	Tax paid with application for extension of time to file (Form 8868)	6c 0.		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	11,102.
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	10,736.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 10,736. **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 page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ DE, VA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ LEV VOLFTSUN Telephone no. ▶ 202-822-5601

Located at ▶ P.O. BOX 10705 MCLEAN, VA ZIP + 4 ▶ 20172

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		X
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)? (see page 22 of the instructions)	☐ 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 page 22 of the instructions)?		5b		X
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? *If "Yes," attach the statement required by Regulations section 53.4945-5(d).*	☐ Yes ☒ No			
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? *If "Yes" to 6b, file Form 8870.*		6b		X
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?		7b		X

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 10		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,765,805.
b	Average of monthly cash balances	1b	271,227.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	2,037,032.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,037,032.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	30,555.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,006,477.
6	**Minimum investment return.** Enter 5% of line 5	6	100,324.

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

1	Minimum investment return from Part X, line 6			1	100,324.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	366.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	366.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	99,958.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	99,958.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	99,958.

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

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	154,130.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	154,130.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	366.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	153,764.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				99,958.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years: 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . . . . 0.				
b From 2005				
c From 2006 . . . . . . 82,517.				
d From 2007 . . . . . . 20,302.				
e From 2008 . . . . . . 26,407.				
f Total of lines 3a through e	129,226.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 154,130.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				99,958.
e Remaining amount distributed out of corpus	54,172.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	183,398.			
b Prior years' undistributed income Subtract line 4b from line 2b				
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				
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	183,398.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006 . . . 82,517.				
c Excess from 2007 . . . 20,302.				
d Excess from 2008 . . . 26,407.				
e Excess from 2009 . . . 54,172.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

ATTACHMENT 11

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 12				
Total ▶ **3a**				154,130.
b *Approved for future payment*				
Total ▶ **3b**				

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 (See page 28 of the instructions.)
	(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					
4 Dividends and interest from securities	14		14	45,665.	
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		18	-86,823.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b OTHER REVENUE			01	117.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-41,041.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 -41,041.

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

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

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

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

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?

			Yes	No
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		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

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

Signature of officer or trustee — Date 5/12/10 — Title President

Paid Preparer's Use Only

Preparer's signature: Kristen L McKeown	Date 5/12/10	Check if self-employed ☒
Preparer's identifying number (See Signature on page 30 of the instructions)	P00708363	
Firm's name (or yours if self-employed), address, and ZIP code	ROSE & ASSOCIATES, PLLC 919 EIGHTEENTH STREET, NW STE 400 WASHINGTON, DC 20006	EIN 20-2194463 Phone no 202-862-1880

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					40.	
		MORGAN STANLEY 89576 - SEE ATTACHED					VAR	VAR
20,443.		39,964.					-19,521.	
		MORGAN STANLEY 90402 - SEE ATTACHED					VAR	VAR
40,524.		34,274.					6,250.	
		MORGAN STANLEY 93463 - SEE ATTACHED					VAR	VAR
41,227.		66,147.					-24,920.	
		MORGAN STANLEY 93463 - SEE ATTACHED					VAR	VAR
7,434.		12,144.					-4,710.	
		MORGAN STANLEY 90404 - SEE ATTACHED					VAR	VAR
30,717.		33,424.					-2,707.	
		MORGAN STANLEY 90404 - SEE ATTACHED					VAR	VAR
4,463.		4,213.					250.	
		MORGAN STANLEY 90405 - SEE ATTACHED					VAR	VAR
68,368.		84,945.					-16,577.	
		MORGAN STANLEY 90405 - SEE ATTACHED					VAR	VAR
21,388.		28,008.					-6,620.	
		MORGAN STANLEY 90403 - SEE ATTACHED					VAR	VAR
26,138.		41,234.					-15,096.	
		MORGAN STANLEY 90403 - SEE ATTACHED					VAR	VAR
16,417.		19,629.					-3,212.	
TOTAL GAIN(LOSS)		....					-86,823.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MORGAN STANLEY 090402 (DIV)	114.	114.
MORGAN STANLEY 090402 (INT)	32,664.	32,664.
MORGAN STANLEY 090402 (TAX EXEMPT INT)	16.	
MORGAN STANLEY 090403 (DIV)	5,729.	5,729.
MORGAN STANLEY 090404 (DIV)	2,600.	2,600.
MORGAN STANLEY 090404 (INT)	18.	18.
MORGAN STANLEY 090405 (DIV)	1,197.	1,197.
MORGAN STANLEY 089576 (INT)	20.	20.
MORGAN STANLEY 093463 (DIV)	4,574.	4,574.
MORGAN STANLEY 090402 (ACCD INT PAID)	-1,267.	-1,267.
TOTAL	45,665.	45,649.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
HUGOTON ROYALTY TRUST	117.	117.
TOTALS	117.	117.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	360.	360.		
TOTALS	360.	360.	0.	0.

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ROSE & ASSOCIATES PLLC	3,140.	3,140.		
TOTALS	3,140.	3,140.	0.	0.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID (MS 90405)	63.	63.
FOREIGN TAXES PAID (MS 90404)	238.	238.
FOREIGN TAXES PAID (MS 90403)	201.	201.
HUGOTON ROYALTY TRUST	12.	12.
TOTALS	514.	514.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVSMT MGMT FEES - 93463	1,039.	1,039.
INVSMT MGMT FEES - 90405	1,428.	1,428.
INVSMT MGMT FEES - 90404	955.	955.
INVSMT MGMT FEES - 90403	1,466.	1,466.
INVSMT MGMT FEES - 90402	150.	150.
HUGOTON ROYALTY TRUST - ADMIN	5.	5.
REGISTRATION FEE	145.	145.
TOTALS	5,188.	5,188.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 7

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MS 089576 - SEE ATTACHED	-129,255.	844,732.
MS 090403 - SEE ATTACHED	150,779.	154,603.
MS 090404 - SEE ATTACHED	101,234.	103,712.
MS 090405 - SEE ATTACHED	170,665.	199,208.
MS 090463 - SEE ATTACHED	137,214.	134,844.
MS 090402 - SEE ATTACHED	25,000.	25,000.
TOTALS	455,637.	1,462,099.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 8

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MS 090402 - SEE ATTACHED	542,942.	646,632.
TOTALS	542,942.	646,632.

MorganStanley SmithBarney

Holdings

THE LEVMAR FOUNDATION, INC.
PO BOX 10705

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the period shown above which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Disclosures section at the end of this statement
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate
If you hold structured products, please refer to the Special Considerations Regarding Structured Products section of the Disclosure section
Gain / loss information is provided for informational purposes only and should not be used for tax preparation Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	**$(4.00)**			
MORGAN STANLEY BANK N.A. #	**17,247.22**	34 00	—	0 200

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Income
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	**2.0%**	**$17,243.22**	**$34.00** **$0.00**

TOTAL CASH, DEPOSITS, MMFS (CREDIT)	$17,247 22
TOTAL CASH, DEPOSITS, MMFS (DEBIT)	$(4 00)

 # Bank deposits are at Morgan Stanley Bank, N A and Morgan Stanley Trust (Members FDIC), affiliates of Morgan Stanley & Co Incorporated and Morgan Stanley Smith Barney
Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CISCO SYS INC (CSCO)	39,703 000	$0 00	$23 94	**$950,489.82**	$950,489 82	—	—

MorganStanley SmithBarney

Holdings

THE LEVMAR FOUNDATION, INC.
PO BOX 10705

STOCKS

OPTIONS

Security Description	Number of Contracts	Total Cost	Contract Price	Market Value	Unrealized Gain/(Loss)
CALL CISCO SYS INC AT 20.000 EXPIRES 01/16/2010 (CYQ 100116C00020000) *Short Position*	(141 000)	$(74,955 17)	$3 95	**$(55,695.00)**	$19,260 17
CALL CISCO SYS INC AT 25.000 EXPIRES 04/17/2010 (CYQ 100417C00025000) *Short Position*	(86 000)	(11,153 79)	0 83	**(7,138.00)**	4,015 79
CALL CISCO SYS INC AT 24.000 EXPIRES 04/17/2010 (CYQ 100417C00024000) *Short Position*	(85 000)	(16,375 21)	1 30	**(11,050.00)**	5,325 21
CALL CISCO SYS INC AT 22.500 EXPIRES 01/22/2011 (VYC 110122C00022500) *Short Position*	(85 000)	(26,771 30)	3 75	**(31,875.00)**	(5,103 70)
TOTAL OPTIONS		**$(129,255.47)**		**$(105,758.00)**	**$23,497.47**

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Income*	Yield %
TOTAL STOCKS	**98.0%**	**$(129,255.47)**	**$844,731.82**	**$973,987.29**	**$0.00** **$0.00**	—
TOTAL STOCKS (LONG)			$950,489 82			
TOTAL STOCKS (SHORT)			$(105,758 00)			

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income *Accrued Income*	Yield %
TOTAL ENDING MARKET VALUE	**100.0%**	**$(129,255.47)**	**$861,975.04**	**$973,987.29**	**$34.00** **$0.00**	—

MorganStanley SmithBarney

Holdings

THE LEVMAR FOUNDATION, INC.
PO BOX 10705

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the period shown above which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Disclosures section at the end of this statement
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate
If you hold structured products, please refer to the Special Considerations Regarding Structured Products section of the Disclosure section
Gain / loss information is provided for informational purposes only and should not be used for tax preparation Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	**$62.58**			
MS ACTIVE ASSETS TAX FR TRUST	**2,690.66**	0 26	0 010	—

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Income
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	**1.8%**	**$2,753.24**	**$0.26** **$0.00**

Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement
Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ABBOTT LABORATORIES (ABT)	85 000	$4,550 53	$53 99	**$4,589.15**	$38 62	$136 00	2 96
Next Dividend Payable 02/10							
ALEXANDRIA REAL ESTATE EQ INC (ARE)	55 000	2,127 24	64 29	**3,535.95**	1,408 71	77 00	2 17
Next Dividend Payable 01/15/10							
ALLSTATE CORP (ALL)	120 000	3,230 63	30 04	**3,604.80**	374 17	96 00	2 66
Next Dividend Payable 01/05/10							
AMERICAN WATER WORKS CO (AWK)	205 000	3,839 90	22 41	**4,594.05**	754 15	172 20	3 74
Next Dividend Payable 03/10							

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AT&T INC (T)	139 000	4,891 39	28 03	**3,896.17**	(995 22)	233 52	5 99
Next Dividend Payable 02/10							
BCE INC (NEW) (BCE)	50 000	1,784 04	27 61	**1,380.50**	(403 54)	—	—
Next Dividend Payable 01/15/10							
BK MONTREAL (BMO)	40 000	1,120 16	53 08	**2,123.20**	1,003 04	106 08	4 99
Next Dividend Payable 02/10							
BP PLC ADS (BP)	65 000	3,575 49	57 97	**3,768.05**	192 56	218 40	5 79
BRISTOL MYERS SQUIBB CO (BMY)	110 000	2,568 37	25 25	**2,777.50**	209 13	140 80	5 06
Next Dividend Payable 02/01/10							
CHINA MOBILE LTD (CHL)	50 000	2,374 31	46 43	**2,321.50**	(52 81)	79 80	3 43
CINCINNATI FINANCIAL OHIO (CINF)	115 000	2,903 12	26 24	**3,017.60**	114 48	181 70	6 02
Next Dividend Payable 01/15/10							
CMS ENERGY CP (CMS)	180 000	1,925 46	15 66	**2,818.80**	893 34	90 00	3 19
Next Dividend Payable 02/10							
COLGATE PALMOLIVE CO (CL)	60 000	4,609 80	82 15	**4,929.00**	319 20	105 60	2 14
Next Dividend Payable 02/10							
DIAMOND OFFSHORE DRILLING INC (DO)	40 000	3,671 98	98 42	**3,936.80**	264 82	20 00	0 50
Next Dividend Payable 03/10							
DONNELLEY R R & SONS CO (RRD)	120 000	3,316 56	22 27	**2,672.40**	(644 16)	124 80	4 66
Next Dividend Payable 03/10							
ELI LILLY & CO (LLY)	145 000	5,269 80	35 71	**5,177.95**	(91 85)	284 20	5 48
Next Dividend Payable 03/10							
ENERPLUS RES FD TR UT NEW (ERF)	220 000	8,960 23	22 96	**5,051.20**	(3,909 03)	445 72	8 82
Next Dividend Payable 01/20/10							
GENUINE PARTS CO (GPC)	85 000	2,806 86	37 96	**3,226.60**	419 74	136 00	4 21
Next Dividend Payable 01/04/10							
HCP INCORPORATED (HCP)	100 000	2,915 73	30 54	**3,054.00**	138 27	184 00	6 02
Next Dividend Payable 02/10							
HSBC HOLDINGS PLC SPON ADR NEW (HBC)	40 000	1,396 67	57 09	**2,283.60**	886 93	68 00	2 97

CONTINUED

MorganStanley SmithBarney

Holdings

THE LEVMAR FOUNDATION, INC.
PO BOX 10705

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
INTEL CORP (INTC)	185 000	3,656 53	20 40	**3,774.00**	117 47	103 60	2 74
Next Dividend Payable 03/10							
JOHNSON & JOHNSON (JNJ)	85 000	5,433 56	64 41	**5,474.85**	41 29	166 60	3 04
Next Dividend Payable 03/10							
KINDER MORGAN MGMT LLC (KMR)	171 000	8,197 73	54 64	**9,343.44**	1,145 71	—	—
MC DONALDS CORP (MCD)	45 000	2,551 39	62 44	**2,809.80**	258 41	99 00	3 52
Next Dividend Payable 03/10							
MERCK & CO INC NEW COM (MRK)	145 000	6,940 05	36 54	**5,298.30**	(1,641 75)	220 40	4 15
Next Dividend Payable 01/08/10							
MICROCHIP TECHNOLOGY INC (MCHP)	135 000	3,978 18	29 05	**3,921.75**	(56 43)	183 60	4 68
Next Dividend Payable 03/10							
NATL GRID TRANSCO PLC ADS (NGG)	100 000	5,626 31	54 38	**5,438.00**	(188 31)	289 20	5 31
NISOURCE INC (NI)	320 000	5,093 89	15 38	**4,921.60**	(172 29)	294 40	5 98
Next Dividend Payable 02/10							
NORTHEAST UTILITIES (NU)	110 000	2,290 64	25 79	**2,836.90**	546 26	104 50	3 68
Next Dividend Payable 03/10							
ONEOK INC NEW (OKE)	110 000	3,231 65	44 57	**4,902.70**	1,671 05	184 80	3 76
Next Dividend Payable 02/10							
PAYCHEX INC (PAYX)	100 000	3,339 80	30 64	**3,064.00**	(275 80)	124 00	4 04
Next Dividend Payable 02/10							
PEPCO HLDGS INC (POM)	135 000	3,156 03	16 85	**2,274.75**	(881 28)	145 80	6 40
Next Dividend Payable 03/10							
PFIZER INC (PFE)	170 000	3,115 03	18 19	**3,092.30**	(22 73)	122 40	3 95
Next Dividend Payable 03/10							
PROCTER & GAMBLE (PG)	75 000	5,270 10	60 63	**4,547.25**	(722 85)	132 00	2 90
Next Dividend Payable 02/10							
SPECTRA ENERGY CORP COM (SE)	205 000	5,091 79	20 51	**4,204.55**	(887 24)	205 00	4 87
Next Dividend Payable 03/10							
STHN UN CO NEW (SUG)	200 000	2,672 88	22 70	**4,540.00**	1,867 12	120 00	2 64
Next Dividend Payable 01/08/10							
TAIWAN SMCNDCTR MFG CO LTD ADR (TSM)	386 000	3,406 63	11 44	**4,415.84**	1,009 21	140 50	3 18

CONTINUED

MorganStanley SmithBarney

Holdings

THE LEVMAR FOUNDATION, INC.
PO BOX 10705

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
TELE NORTE LESTE PART SA ADR (TNE)	75 000	1,469 39	21 42	1,606.50	137 11	184 50	11 48
THOMSON REUTERS CORP (TRI)	90 000	2,271 63	32 25	2,902.50	630 87	100 80	3 47
Next Dividend Payable 03/10							
UNILEVER NV NY SH NEW (UN)	100 000	2,551 11	32 33	3,233.00	681 89	92 40	2 85
WINDSTREAM CORP (WIN)	295 000	3,596 05	10 99	3,242.05	(354 00)	295 00	9 09
Next Dividend Payable 01/15/10							

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL STOCKS	98.2%	$150,778.64	$154,602.90	$3,824.26	$6,208.32 $0.00	4 02%

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL ENDING MARKET VALUE	100.0%	$150,778.64	$157,356.14	$3,824.26	$6,208.58 $0.00	3.95%

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Holdings

THE LEVMAR FOUNDATION, INC.
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CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MS ACTIVE ASSETS TAX FR TRUST	$9,040.67	$0 90	0 010	—

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Income
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	8.0%	$9,040.67	$0.90 $0.00

Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement
Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AEGON NV ADR (AEG)	201 000	$1,544 29	$6 41	**$1,288.41**	$(255 88)	—	—
ALCATEL-LUCENT ADS (ALU)	590 000	3,102 93	3 32	**1,958.80**	(1,144 13)	—	—
ALUMINA LTD (AWC)	131 000	1,567 32	6 55	**858.05**	(709 27)	—	—
ANGLOGOLD ASHANTI LIMITED (AU)	65 000	1,557 84	40 18	**2,611.70**	1,053 86	8 26	0 31
AXIS CAPITAL HOLDINGS LTD (AXS)	38 000	1,153 57	28 41	**1,079.58**	(73 99)	31 92	2 95
Next Dividend Payable 01/15/10							
BARRICK GOLD CORP (ABX)	103 000	3,272 40	39 38	**4,056.14**	783 74	41 20	1 01
Next Dividend Payable 06/10							
BP PLC ADS (BP)	47 000	2,553 88	57 97	**2,724.59**	170 71	157 92	5 79

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Holdings

THE LEVMAR FOUNDATION, INC.
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CAMECO CORP (CCJ)	39 000	1,012 36	32 17	**1,254.63**	242 27	8 85	0 70
Next Dividend Payable 01/15/10							
CARREFOUR SA UNPSON ADR (CRERY)	251 000	2,240 96	9 48	**2,379.48**	138 52	55 72	2 34
DAI NIPPPN PRGT LTD JAPAN (DNPLY)	225 000	3,234 99	12 76	**2,871.00**	(363 99)	58 28	2 02
DAIWA HOUSE IND LTD ADR (DWAHY)	17 000	1,522 08	107 25	**1,823.25**	301 17	39 08	2 14
EMBRAER EMPRESA BRAS DD ADS (ERJ)	53 000	1,099 90	22 11	**1,171.83**	71 93	—	—
FUJIFILM HLDGS CORP ADR (FUJIY)	97 000	2,711 17	30 20	**2,929.40**	218 23	20 08	0 68
GOLD FIELDS LTD. SP. ADR (GFI)	188 000	1,501 74	13 11	**2,464.68**	962 94	24 82	1 00
HACHIJUNI BANK LTD ADR (HACBY)	20 000	1,122 43	58 70	**1,174.00**	51 57	9 14	0 77
IMPALA PLATINUM HLDGS LTD ADR (IMPUY)	45 000	1,060 64	27 30	**1,228.50**	167 86	15 93	1 29
IVANHOE MINES LTD (IVN)	109 000	1,023 40	14 61	**1,592.49**	569 09	—	—
KAO CORP SPONS ADR (KCRPY)	110 000	2,328 22	23 36	**2,569.60**	241 38	62 26	2 42
KINROSS GOLD CORP NEW (KGC)	149 000	2,712 29	18 40	**2,741.60**	29 31	14 90	0 54
Next Dividend Payable 03/10							
KOREA ELECTRIC POWER CORP ADS (KEP)	148 000	1,208 45	14 54	**2,151.92**	943 47	—	—
MAGNA INTL A COM (MGA)	42 000	2,350 67	50 58	**2,124.36**	(226 31)	—	—
MITSUI SUMITOMO UNSPON ADR (MSIGY)	120 000	1,968 26	12 75	**1,530.00**	(438 26)	27 48	1 79
NEWCREST MINING LTD SPONS ADR (NCMGY)	62 000	1,212 09	31 65	**1,962.30**	750 21	7 50	0 38
NEXEN INC (NXY)	97 000	2,073 06	23 93	**2,321.21**	248 15	17 95	0 77
Next Dividend Payable 01/01/10							
NINTENDO CO LTD ADR NEW (NTDOY)	51 000	1,676 72	29 82	**1,520.82**	(155 90)	63 85	4 19
NIPPON TELEGRAPH&TELEPHONE ADS (NTT)	157 000	3,499 17	19 74	**3,099.18**	(399 99)	90 12	2 90
NOKIA CP ADR (NOK)	167 000	2,112 44	12 85	**2,145.95**	33 51	65 63	3 05
NOVARTIS AG ADR (NVS)	60 000	2,371 96	54 43	**3,265.80**	893 84	87 24	2 67
PANASONIC CORP - SPON ADR (PC)	78 000	1,558 64	14 35	**1,119.30**	(439 34)	9 59	0 85
REXAM PLC ADR NEW (REXMY)	23 000	528 51	23 79	**547.17**	18 66	38 53	7 04
ROHM CO LTD UNSPONS ADR (ROHCY)	28 000	716 08	33 01	**924.28**	208 20	16 91	1 82

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THE LEVMAR FOUNDATION, INC.
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Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
ROYAL DUTCH SHELL PLC CL B (RDS'B) *Next Dividend Payable 03/10*	52 000	3,148 50	58 13	**3,022.76**	(125 74)	174 72	5 78
SANOFI AVENTIS ADS (SNY)	86 000	2,770 58	39 27	**3,377.22**	606 64	96 06	2 84
SEGA SAMMY HOLDINGS SPONS ADR (SGAMY)	468 000	1,008 89	3 05	**1,427.40**	418 51	54 76	3 83
SEKISUI HOUSE LTD ADR (SKHSY)	157 000	1,428 70	9 22	**1,447.54**	18 84	29 36	2 02
SEVEN & I HLDGS CO LTD ADR (SVNDY)	67 000	3,507 69	41 40	**2,773.80**	(733 89)	73 23	2 64
SHISEIDO LTD SPON ADR (SSDOY)	138 000	2,879 78	19 27	**2,659.26**	(220 52)	63 07	2 37
SIEMENS AKTIENGESELLSCHAFT (SI)	23 000	1,671 86	91 70	**2,109.10**	437 24	40 37	1 91
SK TELECOM CO LTD (SKM)	202 000	3,905 09	16 26	**3,284.52**	(620 57)	118 98	3 62
SOCIETE GENERALE SP ADR (SCGLY)	69 000	632 41	14 05	**969.45**	337 04	19 80	2 04
SUMITOMO TR & BK CO SPON ADR (STBUY)	174 000	1,044 00	4 93	**857.82**	(186 18)	10 27	1 19
SWISSCOM AG ADR (SCMWY)	77 000	2,470 16	37 96	**2,922.92**	452 76	107 03	3 66
TDK CP ADR NEW (TTDKY)	19 000	633 80	61 15	**1,161.85**	528 05	16 02	1 37
TECHNIP-COFLEXIP (TKPPY)	17 000	406 95	70 25	**1,194.25**	787 30	20 84	1 74
TELECOM ITALIA SPA(NEW)SVGS SH (TI'A)	273 000	3,194 26	11 00	**3,003.00**	(191 26)	189 74	6 31
UBS AG NEW (UBS)	91 000	5,322 82	15 51	**1,411.41**	(3,911 41)	—	—
UNITED UTILITIES GROUP PLC (UUGRY) *Next Dividend Payable 02/10/10*	98 000	1,872 41	16 22	**1,589.56**	(282 85)	105 35	6 62
VODAFONE GP PLC ADS NEW (VOD) *Next Dividend Payable 02/05/10*	125 000	2,819 72	23 09	**2,886.25**	66 53	161 38	5 59
WACOAL CP ADR (WACLY)	26 000	1,485 51	54 86	**1,426.36**	(59 15)	30 76	2 15
WOLTERS KLUWER NV SPON ADR (WTKWY)	114 000	2,029 37	21 85	**2,490.90**	461 53	81 17	3 25
TOTAL COMMON STOCKS		**$99,830.96**		**$101,505.39**	**$1,674.43**	**$2,366.07**	**2.33%**

PREFERRED STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CENTRAIS ELEC BRAS ADR PREF (EBR'B)	118 000	$1,403 21	$18 70	**$2,206.60**	$803 39	—	—

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL STOCKS	**92.0%**	**$101,234.17**	**$103,711.99**	**$2,477.82**	**$2,366.07** / **$0.00**	**2.28%**

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Holdings

THE LEVMAR FOUNDATION, INC.
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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
TOTAL ENDING MARKET VALUE	100.0%	$101,234.17	$112,752.66	$2,477.82	$2,366.97 $0.00	2.10%

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Holdings

THE LEVMAR FOUNDATION, INC.
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CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
MS ACTIVE ASSETS TAX FR TRUST	**$2,544.74**	$0 25	0 010	—

	Percentage of Assets %	Market Value	Estimated Annual Income Accrued Income
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	**1.3%**	**$2,544.74**	**$0.25** **$0.00**

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STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AKAMAI TECHNOLOGIES INC (AKAM)	233 000	$3,990 70	$25 34	**$5,904.22**	$1,913 52	—	—
ALCON INC (ACL)	34 000	4,709 69	164 35	**5,587.90**	878 21	123 93	2 21
ALLERGAN INC (AGN)	128 000	7,008 64	63 01	**8,065.28**	1,056 64	25 60	0 31
Next Dividend Payable 02/10							
AMAZON COM INC (AMZN)	62 000	4,967 73	134 52	**8,340.24**	3,372 51	—	—
AMERICA MOVIL SA DE CV ADR L (AMX)	139 000	6,709 30	46 98	**6,530.22**	(179 08)	63 11	0 96
APOLLO GROUP INC A (APOL)	139 000	9,281 15	60 58	**8,420.62**	(860 53)	—	—
APPLE INC (AAPL)	41 000	5,204 24	210 73	**8,640.01**	3,435 77	—	—
CARNIVAL CP NEW PAIRED COM (CCL)	142 000	3,943 24	31 69	**4,499.98**	556 74	—	—
CELGENE CORP (CELG)	140 000	7,720 02	55 68	**7,795.20**	75 18	—	—

CONTINUED

Holdings

THE LEVMAR FOUNDATION, INC.
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
CME GROUP INC (CME)	21 000	6,848 05	335 96	**7,055.16**	207 11	96 60	1 36
Next Dividend Payable 03/10							
COSTCO WHOLESALE CORP NEW (COST)	131 000	6,862 93	59 17	**7,751.27**	888 34	94 32	1 21
Next Dividend Payable 02/10							
COVANCE INC (CVD)	73 000	3,869 61	54 57	**3,983.61**	114 00	—	—
EMC CORP MASS (EMC)	328 000	5,535 03	17 47	**5,730.16**	195 13	—	—
EXPEDITORS INTL WASH INC (EXPD)	181 000	6,016 97	34 77	**6,293.37**	276 40	68 78	1 09
Next Dividend Payable 06/10							
FMC TECHNOLOGIES INC (FTI)	108 000	3,454 40	57 84	**6,246.72**	2,792 32	—	—
GAMESTOP CORP CL A NEW (GME)	265 000	6,652 68	21 94	**5,814.10**	(838 58)	—	—
GILEAD SCIENCE (GILD)	178 000	8,113 78	43 27	**7,702.06**	(411 72)	—	—
GOOGLE INC-CL A (GOOG)	13 000	5,719 05	619 98	**8,059.74**	2,340 69	—	—
ILLUMINA INC (ILMN)	181 000	4,744 33	30 68	**5,553.08**	808 75	—	—
MASTERCARD INC CL A (MA)	34 000	7,281 45	255 98	**8,703.32**	1,421 87	20 40	0 23
Next Dividend Payable 02/10							
MEDCO HEALTH SOLUTIONS INC (MHS)	108 000	5,208 41	63 91	**6,902.28**	1,693 87	—	—
MOSAIC COMPANY (THE) (MOS)	129 000	5,231 57	59 73	**7,705.17**	2,473 60	25 80	0 33
Next Dividend Payable 02/10							
PRICELINE.COM INC NEW (PCLN)	23 000	2,753 67	218 41	**5,023.43**	2,269 76	—	—
QIAGEN NV ORD (QGEN)	234 000	4,099 50	22 40	**5,240.76**	1,141 26	—	—
QUALCOMM INC (QCOM)	166 000	7,195 15	46 26	**7,679.16**	484 01	112 88	1 46
Next Dividend Payable 03/10							
RESEARCH IN MOTION (RIMM)	125 000	8,656 51	67 54	**8,442.50**	(214 01)	—	—
ST JUDE MEDICAL INC (STJ)	182 000	6,524 49	36 78	**6,693.96**	169 47	—	—
STAPLES INC (SPLS)	294 000	6,019 11	24 59	**7,229.46**	1,210 35	97 02	1 34
Next Dividend Payable 01/14/10							
T ROWE PRICE GROUP INC (TROW)	143 000	6,343 80	53 25	**7,614.75**	1,270 95	143 00	1 87
Next Dividend Payable 03/10							

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
TOTAL STOCKS	**98.7%**	**$170,665.20**	**$199,207.73**	**$28,542.53**	**$871.44** / **$0.00**	**0.44%**

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Holdings

THE LEVMAR FOUNDATION, INC.
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	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL ENDING MARKET VALUE	100.0%	$170,665.20	$201,752.47	$28,542.53	$871.69 $0.00	0.43%

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Holdings

THE LEVMAR FOUNDATION, INC.
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CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	**$22.50**			
MS ACTIVE ASSETS TAX FR TRUST	**3,334.61**	0 33	0 010	—

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Income
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	**2.4%**	**$3,357.11**	**$0.33** / **$0.00**

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STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
3M COMPANY (MMM)	20 000	$1,414 80	$82 67	**$1,653.40**	$238 60	$40 80	2 46
Next Dividend Payable 03/10							
ALLSTATE CORP (ALL)	85 000	3,470 45	30 04	**2,553.40**	(917 05)	68 00	2 66
Next Dividend Payable 01/05/10							
ALTRIA GROUP INC (MO)	125 000	2,616 00	19 63	**2,453.75**	(162 25)	170 00	6 92
Next Dividend Payable 01/11/10							
ANNALY CAPITAL MNGMT INC (NLY)	210 000	3,025 08	17 35	**3,643.50**	618 42	630 00	17 29
Next Dividend Payable 01/28/10							

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Holdings

THE LEVMAR FOUNDATION, INC.
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
APACHE CORP (APA)	45 000	4,930 65	103 17	**4,642.65**	(288 00)	27 00	0 58
Next Dividend Payable 02/10							
AT&T INC (T)	140 000	4,334 51	28 03	**3,924.20**	(410 31)	235 20	5 99
Next Dividend Payable 02/10							
CARDINAL HEALTH INC (CAH)	70 000	1,651 82	32 24	**2,256.80**	604 98	49 00	2 17
Next Dividend Payable 01/15/10							
CBS CORP NEW CL B SHRS (CBS)	170 000	2,682 61	14 05	**2,388.50**	(294 11)	34 00	1 42
Next Dividend Payable 01/01/10							
CENTURYTEL INC (CTL)	75 000	2,438 85	36 21	**2,715.75**	276 90	210 00	7 73
Next Dividend Payable 03/10							
CHESAPEAKE ENERGY CORP (CHK)	115 000	2,606 46	25 88	**2,976.20**	369 74	34 50	1 15
Next Dividend Payable 01/15/10							
CHEVRON CORP (CVX)	70 000	5,244 52	76 99	**5,389.30**	144 78	190 40	3 53
Next Dividend Payable 03/10							
CIGNA CP (CI)	45 000	1,309 39	35 27	**1,587.15**	277 76	1 80	0 11
Next Dividend Payable 04/10							
CONAGRA FOODS INC (CAG)	120 000	2,644 92	23 05	**2,766.00**	121 08	96 00	3 47
Next Dividend Payable 03/10							
CONOCOPHILLIPS (COP)	80 000	5,562 75	51 07	**4,085.60**	(1,477 15)	160 00	3 91
Next Dividend Payable 03/10							
CVS CAREMARK CORP (CVS)	65 000	2,225 28	32 21	**2,093.65**	(131 63)	19 83	0 94
Next Dividend Payable 02/10							
DIAMOND OFFSHORE DRILLING INC (DO)	40 000	3,821 95	98 42	**3,936.80**	114 85	20 00	0 50
Next Dividend Payable 03/10							
DOMINION RES INC (NEW) (D)	35 000	1,483 30	38 92	**1,362.20**	(121 10)	61 25	4 49
Next Dividend Payable 03/10							
EDISON INTERNATIONAL (EIX)	105 000	4,248 72	34 78	**3,651.90**	(596 82)	132 30	3 62
Next Dividend Payable 01/31/10							
ELI LILLY & CO (LLY)	75 000	2,589 93	35 71	**2,678.25**	88 32	147 00	5 48
Next Dividend Payable 03/10							

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Holdings

THE LEVMAR FOUNDATION, INC.
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STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
EMERSON ELECTRIC CO (EMR)	35 000	992 38	42 60	**1,491.00**	498 62	46 90	3 14
Next Dividend Payable 03/10							
FEDEX CORP (FDX)	20 000	1,684 00	83 45	**1,669.00**	(15 00)	8 80	0 52
Next Dividend Payable 01/04/10							
FORTUNE BRANDS INC (FO)	30 000	1,818 60	43 20	**1,296.00**	(522 60)	22 80	1 75
Next Dividend Payable 03/10							
FREEPORT MCMORAN CP&GLD (FCX)	15 000	1,246 01	80 29	**1,204.35**	(41 66)	9 00	0 74
GAP INC (GPS)	65 000	1,047 96	20 95	**1,361.75**	313 79	22 10	1 62
Next Dividend Payable 01/10							
GOLDMAN SACHS GRP INC (GS)	7 000	1,143 89	168 84	**1,181.88**	37 99	9 80	0 82
Next Dividend Payable 03/10							
HALLIBURTON CO (HAL)	55 000	1,398 48	30 09	**1,654.95**	256 47	19 80	1 19
Next Dividend Payable 03/10							
HARLEY DAVIDSON INC (HOG)	60 000	1,932 15	25 20	**1,512.00**	(420 15)	24 00	1 58
Next Dividend Payable 03/10							
HEWLETT PACKARD (HPQ)	30 000	1,355 40	51 51	**1,545.30**	189 90	9 60	0 62
Next Dividend Payable 01/06/10							
HOME DEPOT INC (HD)	45 000	1,346 40	28 93	**1,301.85**	(44 55)	40 50	3 11
Next Dividend Payable 03/10							
INTL BUSINESS MACHINES CORP (IBM)	21 000	2,470 39	130 90	**2,748.90**	278 51	46 20	1 68
Next Dividend Payable 03/10							
JOHNSON & JOHNSON (JNJ)	40 000	2,877 20	64 41	**2,576.40**	(300 80)	78 40	3 04
Next Dividend Payable 03/10							
JOHNSON CONTROLS INCORPORATED (JCI)	55 000	1,687 40	27 24	**1,498.20**	(189 20)	28 60	1 90
Next Dividend Payable 01/04/10							
JPMORGAN CHASE & CO (JPM)	65 000	2,624 05	41 67	**2,708.55**	84 50	13 00	0 47
Next Dividend Payable 01/10							
KIMBERLY CLARK CORP (KMB)	40 000	2,537 60	63 71	**2,548.40**	10 80	96 00	3 76
Next Dividend Payable 01/05/10							

CONTINUED

MorganStanley SmithBarney

Holdings

THE LEVMAR FOUNDATION, INC.
PO BOX 10705

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
LOEWS CORPORATION (L)	35 000	1,132 10	36 35	**1,272.25**	140 15	8 75	0 68
Next Dividend Payable 03/10							
MARATHON OIL CO (MRO)	115 000	5,011 70	31 22	**3,590.30**	(1,421 40)	110 40	3 07
Next Dividend Payable 03/10							
MARSH & MCLENNAN COS INC (MMC)	55 000	1,051 99	22 08	**1,214.40**	162 41	44 00	3 62
Next Dividend Payable 02/10							
MC DONALDS CORP (MCD)	20 000	1,163 75	62 44	**1,248.80**	85 05	44 00	3 52
Next Dividend Payable 03/10							
MEDTRONIC INC (MDT)	35 000	1,084 37	43 98	**1,539.30**	454 93	28 70	1 86
Next Dividend Payable 01/10							
MERCK & CO INC NEW COM (MRK)	80 000	2,374 64	36 54	**2,923.20**	548 56	121 60	4 15
Next Dividend Payable 01/08/10							
METLIFE INCORPORATED (MET)	75 000	4,293 75	35 35	**2,651.25**	(1,642 50)	55 50	2 09
Next Dividend Payable 12/10							
MICROSOFT CORP (MSFT)	95 000	2,397 70	30 48	**2,895.60**	497 90	49 40	1 70
Next Dividend Payable 03/10							
MOLSON COORS BREWING CO (TAP)	25 000	892 51	45 16	**1,129.00**	236 49	24 00	2 12
Next Dividend Payable 03/10							
MORGAN STANLEY (MS)	40 000	1,127 12	29 60	**1,184.00**	56 88	8 00	0 67
Next Dividend Payable 02/10							
NORTHROP GRUMMAN CP(HLDG CO) (NOC)	75 000	4,057 00	55 85	**4,188.75**	131 75	129.00	3 07
Next Dividend Payable 03/10							
NUCOR CORPORATION (NUE)	25 000	1,162 50	46 65	**1,166.25**	3 75	36 00	3 08
Next Dividend Payable 02/11/10							
PFIZER INC (PFE)	220 000	4,074 24	18 19	**4,001.80**	(72 44)	158 40	3 95
Next Dividend Payable 03/10							
PPG INDUSTRIES INC (PPG)	25 000	1,649 00	58 54	**1,463.50**	(185 50)	54 00	3 68
Next Dividend Payable 03/10							
PRUDENTIAL FINANCIAL INC (PRU)	65 000	2,144 39	49 76	**3,234.40**	1,090 01	45 50	1 40
Next Dividend Payable 12/10							

CONTINUED

MorganStanley SmithBarney

Holdings

THE LEVMAR FOUNDATION, INC.
PO BOX 10705

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
SAFEWAY INC COM NEW (SWY)	110 000	2,288 04	21 29	**2,341.90**	53 86	44 00	1 87
Next Dividend Payable 01/14/10							
SIMON PPTY GROUP INC (SPG)	20 000	1,694 25	79 80	**1,596.00**	(98 25)	48 00	3 00
STATE STREET CORP (STT)	30 000	1,234 02	43 54	**1,306.20**	72 18	1 20	0 09
Next Dividend Payable 01/19/10							
TIME WARNER INC NEW (TWX)	85 000	2,289 68	29 14	**2,476.90**	187 22	63 75	2 57
Next Dividend Payable 03/10							
TRAVELERS COMPANIES INC COM (TRV)	50 000	2,102 26	49 86	**2,493.00**	390 74	66 00	2 64
Next Dividend Payable 03/10							
VALERO ENERGY CP DELA NEW (VLO)	130 000	2,499 24	16 75	**2,177.50**	(321 74)	78 00	3 58
Next Dividend Payable 03/10							
VERIZON COMMUNICATIONS (VZ)	85 000	2,962 93	33 13	**2,816.05**	(146 88)	161 50	5 73
Next Dividend Payable 02/10							
XEROX CORP (XRX)	340 000	4,062 96	8 46	**2,876.40**	(1,186 56)	57 80	2 00
Next Dividend Payable 01/29/10							

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL STOCKS	**97.6%**	**$137,214.04**	**$134,844.28**	**$(2,369.76)**	**$4,240.08** **$0.00**	**3.14%**

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
TOTAL ENDING MARKET VALUE	**100.0%**	**$137,214.04**	**$138,201.39**	**$(2,369.76)**	**$4,240.41** **$0.00**	**3.07%**

MorganStanley SmithBarney

Holdings

THE LEVMAR FOUNDATION, INC.
PO BOX 10705

The "Market Value" and "Unrealized Gain/(Loss)" figures shown are representative values as of the last business day of the period shown above which may not reflect the value that could actually be obtained in the market See "Pricing of Securities" in the Disclosures section at the end of this statement
Estimated annual income and estimated yield for certain securities can include return of principal or capital gains which could overstate such estimates Estimated yield and estimated annual income are estimates and the actual income or yield may be lower or higher than the estimates Estimated yield reflects only the income generated by an investment It does not reflect changes in its price, which may fluctuate
If you hold structured products, please refer to the Special Considerations Regarding Structured Products section of the Disclosure section
Gain / loss information is provided for informational purposes only and should not be used for tax preparation Please refer to the gain / loss section of the disclosures for important information about gain / loss reporting

CASH, DEPOSITS AND MONEY MARKET FUNDS

Description	Value	Estimated Annual Income	7-Day Current Yield %	Annual Percentage Yield %
CASH	$218.70			
MS ACTIVE ASSETS TAX FR TRUST	80,689.90	8 06	0 010	—

	Percentage of Assets %	Market Value	Estimated Annual Income / Accrued Income
TOTAL CASH, DEPOSITS AND MONEY MARKET FUNDS	10.8%	$80,908.60	$8.06 $0.00

Cash holdings shown exclude cash holdings in custody at another firm for which you receive a separate statement
Money market funds seek to maintain a share price of $1 00, therefore the dollar amounts listed equal the number of shares Additional information concerning these transactions is available upon request For more information about the pricing of Money Market Funds, please see the Disclosures section of the statement
The money market funds reflected above include the balances in your automatic sweep feature, if any, and may include other money market funds that have been purchased in your account

STOCKS

COMMON STOCKS

Security Description	Quantity	Total Cost	Share Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
8% ELKS ON JPMORGAN CHASE (JPM) DUE JUNE 29,2010 BY MS (SPFAA)	2,500 000	$25,000 00	$10 00	$25,000.00	$0 00	—	—

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
TOTAL STOCKS	3.3%	$25,000.00	$25,000.00	$0.00	$0.00 $0.00	—

Holdings

THE LEVMAR FOUNDATION, INC.
PO BOX 10705

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Face Value	Orig. Total Cost / Adj. Total Cost	Unit Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
17.50% REVCONS ON WELLS FARGO (WFC)	15,000 000	$13,959 81				—	—
DUE 2/26/10 BY EXPT		$13,959 81	$101 76	**$15,264.75**	$1,304 94	—	
CUSIP 282645RH5							
Coupon Rate 17 50%, Matures 02/26/10, Interest Paid Monthly Oct 26, Yield to Maturity 5 515%, Convertible, Issued 08/27/09							
17.85% REVCONS ON CHK DUE 3/15/2010	15,000 000	14,356 08				—	—
BY JPM		14,356 08	100 11	**15,016.50**	660 42	—	
CUSIP 48123L5B6							
Coupon Rate 17 85%, Matures 03/15/10, Interest Paid Monthly Nov 15, Yield to Maturity 16 433%, Convertible, Issued 09/14/09							
15% REVCONS ON GE DUE 03/15/2010 BY	15,000 000	14,462 97				—	—
JPM		14,462 97	99 78	**14,967.00**	504 03	—	
CUSIP 48123L5A8							
Coupon Rate 15 00%, Matures 03/15/10, Interest Paid Monthly Nov 15, Yield to Maturity 15 423%, Convertible, Issued 09/14/09							
TYCO INTERNATIONAL GROUP NOTE	15,000 000	15,305 55				1,012 50	6 43
CUSIP 902118AY4		15,188 70	104 95	**15,743.25**	554 55	382 50	
Coupon Rate 6 750%, Matures 02/15/11, Int Semi-Annually Feb/Aug 15, Yield to Maturity 2 251%, Moody BAA1 S&P BBB+, Issued 02/21/01							
DOW CHEMICAL NOTE	15,000 000	14,515 65				918 75	5 87
CUSIP 260543BL6		14,515 65	104 25	**15,637.05**	1,121 40	382 81	
Coupon Rate 6 125%, Matures 02/01/11, Int Semi-Annually Feb/Aug 01, Yield to Maturity 2 136%, Moody BAA3 S&P BBB-, Issued 02/08/01							
WASHINGTON MUTUAL FINANCE	15,000 000	14,595 00				1,031 25	6 54
CUSIP 939333AC4		14,595 00	105 07	**15,760.80**	1,165 80	131 77	
Coupon Rate 6 875%, Matures 05/15/11, Int Semi-Annually May/Nov 15, Yield to Maturity 3 068%, Moody A3 S&P A, Issued 05/24/01							
VIACOM INC CBS	15,000 000	13,179 15				993 75	6 32
CUSIP 925524AQ3		13,179 15	104 80	**15,719.40**	2,540 25	126 97	
Coupon Rate 6 625%, Matures 05/15/11, Int Semi-Annually May/Nov 15, Yield to Maturity 3 027%, Moody BAA3 S&P BBB-, Issued 05/17/01							
HSBC FINANCE CORP	15,000 000	15,310 05				855 00	5 45
CUSIP 40429CFQ0		15,223 27	104 47	**15,670.65**	447 38	71 24	
Coupon Rate 5 700%, Matures 06/01/11, Int Semi-Annually Jun/Dec 01, Yield to Maturity 2 467%, Moody A3 S&P A, Issued 05/30/06							
DUANE READE INC	15,000 000	8,371 50				1,462 50	9 57
CUSIP 263578AE6		8,371 50	101 87	**15,281.25**	6,909 75	609 37	
Coupon Rate 9 750%, Matures 08/01/11, Int Semi-Annually Feb/Aug 01, Callable $102 43 on 01/30/10, Yield to Maturity 8 450%, Moody CAA3 S&P CCC, Issued 07/30/04							

CONTINUED

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Face Value	Orig. Total Cost / Adj. Total Cost	Unit Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
XEROX CORP	15,000 000	15,271 95				1,031 25	6 43
CUSIP 984121BN2		15,197 55	106 86	**16,028.40**	830 85	389 58	
Coupon Rate 6 875%, Matures 08/15/11, Int Semi-Annually Feb/Aug 15, Yield to Maturity 2 532%, Moody BAA2 S&P BBB (-), Issued 08/10/04							
MAY DEPT STORES CO DEB	20,000 000	14,605 25				1,490 00	7 16
CUSIP 577778BE2		14,605 25	104 00	**20,800.00**	6,194 75	438 72	
Coupon Rate 7 450%, Matures 09/15/11, Int Semi-Annually Mar/Sep 15, Yield to Maturity 4 968%, Moody BA2 S&P BB, Issued 09/15/96							
AMERICAN INTL GROUP	25,000 000	16,083 75				1,343 75	5 41
CUSIP 02687QBE7		16,083 75	99 31	**24,828.00**	8,744 25	272 48	
Coupon Rate 5 375%, Matures 10/18/11, Int Semi-Annually Apr/Oct 18, Yield to Maturity 5 778%, Moody A3 S&P A-, Issued 10/18/06							
WEYERHAEUSER CO	15,000 000	13,205 25				1,012 50	6 37
CUSIP 962166BP8		13,205 25	105 95	**15,892.05**	2,686 80	298 12	
Coupon Rate 6 750%, Matures 03/15/12, Int Semi-Annually Mar/Sep 15, Yield to Maturity 3 906%, Moody BA1 S&P BBB-, Issued 09/15/02							
KRAFT FOODS INC	15,000 000	14,592 75				937 50	5 79
CUSIP 50075NAH7		14,592 75	107 77	**16,165.95**	1,573 20	78 12	
Coupon Rate 6 250%, Matures 06/01/12, Int Semi-Annually Jun/Dec 01, Yield to Maturity 2 895%, Moody BAA2 (-) S&P BBB+ (-), Issued 05/20/02							
MARRIOTT INTERNATIONAL	15,000 000	12,381 30				693 75	4 59
CUSIP 571903AE3		12,381 30	100 55	**15,081.90**	2,700 60	30 83	
Coupon Rate 4 625%, Matures 06/15/12, Int Semi-Annually Jun/Dec 15, Yield to Maturity 4 387%, Moody BAA3 S&P BBB-, Issued 06/14/05							
PRUDENTIAL FINL INC	15,000 000	14,232 75				870 00	5 50
CUSIP 74432QAX3		14,232 75	105 40	**15,810.00**	1,577 25	38 66	
Coupon Rate 5 800%, Matures 06/15/12, Int Semi-Annually Jun/Dec 15, Yield to Maturity 3 486%, Moody BAA2 S&P A, Issued 06/19/07							
BLOCKBUSTER INC	15,000 000	7,805 25				1,350 00	15 78
CUSIP 093679AC2		7,805 25	57 00	**8,550.00**	744 75	449 99	
Coupon Rate 9 000%, Matures 09/01/12, Int Semi-Annually Mar/Sep 01, Callable $102 25 on 01/30/10, Moody CAA3 S&P CCC+, Issued 03/01/06							
TARGET CORP	15,000 000	14,289 00				768 75	4 72
CUSIP 87612EAT3		14,289 00	108 58	**16,287.00**	1,998 00	354 47	
Coupon Rate 5 125% Matures 01/15/13, Int Semi-Annually Jan/Jul 15, Yield to Maturity 2 191%, Moody A2 S&P A+, Issued 01/17/08							
AT&T BROADBAND CORP	15,000 000	15,392 25				1,256 25	7 26
CUSIP 00209TAA3		15,302 79	115 27	**17,290.50**	1,987 71	369 89	
Coupon Rate 8 375%, Matures 03/15/13, Int Semi-Annually Mar/Sep 15, Yield to Maturity 3 312%, Moody BAA1 S&P BBB+, Issued 11/18/02							

CONTINUED

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Face Value	Orig. Total Cost / Adj. Total Cost	Unit Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / *Accrued Income*	Yield %
NATIONAL CITY BANK	15,000 000	12,605 25				693 75	4 51
CUSIP 63534PAD9		12,605 25	102 45	**15,367.80**	2,762 55	115 62	
Coupon Rate 4 625%, Matures 05/01/13, Int Semi-Annually May/Nov 01, Yield to Maturity 3 833%, Moody A2 S&P A, Issued 05/08/03							
GOLDMAN SACHS GROUP LP	20,000 000	17,455 25				950 00	4 54
CUSIP 38141GDK7		17,455 25	104 62	**20,924.80**	3,469 55	438 05	
Coupon Rate 4 750%, Matures 07/15/13, Int Semi-Annually Jan/Jul 15, Yield to Maturity 3 353%, Moody A1 S&P A, Issued 07/15/03							
CSX CORP	5,000 000	5,119 55				275 00	5 12
CUSIP 126408GD9		5,101 02	107 41	**5,370.75**	269 73	114 58	
Coupon Rate 5 500%, Matures 08/01/13, Int Semi-Annually Feb/Aug 01, Yield to Maturity 3 289%, Moody BAA3 S&P BBB-, Issued 08/05/03							
ALTRIA GROUP INC	15,000 000	15,512 40				1,275 00	7 35
CUSIP 02209SAC7		15,412 89	115 56	**17,334.45**	1,921 56	180 62	
Coupon Rate 8 500%, Matures 11/10/13, Int Semi-Annually May/Nov 10, Yield to Maturity 4 096%, Moody BAA1 S&P BBB, Issued 11/10/08							
FORTUNE BRANDS INC	15,000 000	14,034 30				731 25	4 77
CUSIP 349631AK7		14,034 30	102 14	**15,321.45**	1,287 15	60 93	
Coupon Rate 4 875%, Matures 12/01/13, Int Semi-Annually Jun/Dec 01, Yield to Maturity 4 274%, Moody BAA3 S&P BBB-, Issued 11/20/03							
WELLPOINT INC	15,000 000	15,154 20				900 00	5 53
CUSIP 94973VAQ0		15,129 97	108 45	**16,267.35**	1,137 38	340 00	
Coupon Rate 6 000%, Matures 02/15/14, Int Semi-Annually Feb/Aug 15, Yield to Maturity 3 767%, Moody BAA1 S&P A-, Issued 02/05/09							
CVS CORP	15,000 000	13,457 10				731 25	4 60
CUSIP 126650AV2		13,457 10	105 94	**15,891.15**	2,434 05	215 31	
Coupon Rate 4 875%, Matures 09/15/14, Int Semi-Annually Mar/Sep 15, Yield to Maturity 3 494%, Moody BAA2 S&P BBB+, Issued 09/14/04							
WACHOVIA BANK NA	20,000 000	16,755 25				1,000 00	4 89
CUSIP 92976GAA9		16,755 25	102 17	**20,434.00**	3,678 75	377 77	
Coupon Rate 5 000%, Matures 08/15/15, Int Semi-Annually Feb/Aug 15, Yield to Maturity 4 557%, Moody AA3 S&P AA-, Issued 07/25/03							
AMERICAN INTL GROUP	35,000 000	14,486 50				1,767 50	6 05
CUSIP 026874AX5		14,486 50	83 43	**29,199.10**	14,712 60	441 87	
Coupon Rate 5 050%, Matures 10/01/15, Int Semi-Annually Apr/Oct 01, Yield to Maturity 8 779%, Moody A3 S&P A-, Issued 04/01/06							
HOME DEPOT INC SR NOTES	20,000 000	16,386 05				1,080 00	5 15
CUSIP 437076AP7		16,386 05	104 69	**20,937.20**	4,551 15	359 99	
Coupon Rate 5 400%, Matures 03/01/16, Int Semi-Annually Mar/Sep 01, Yield to Maturity 4 520%, Moody BAA1 S&P BBB+, Issued 03/24/06							

CONTINUED

CORPORATE FIXED INCOME

CORPORATE BONDS (CONTINUED)

Security Description	Face Value	Orig. Total Cost / Adj. Total Cost	Unit Price	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
BANK OF AMERICA CORPORATION	20,000 000	16,578 45				1,084 00	5 49
CUSIP 060505DA9		16,578 45	98 71	**19,742.00**	3,163 55	319 17	
Coupon Rate 5 420%, Matures 03/15/17, Int Semi-Annually Mar/Sep 15, Yield to Maturity 5 639%, Moody A3 S&P A-, Issued 03/15/07							
AMERICAN EXPRESS	20,000 000	15,218 85				1,230 00	5 88
CUSIP 025816AX7		15,218 85	104 51	**20,902.00**	5,683 15	420 25	
Coupon Rate 6 150%, Matures 08/28/17, Int Semi-Annually Feb/Aug 28, Yield to Maturity 5 421%, Moody A3 S&P BBB+, Issued 08/28/07							
WAL-MART STORES INC	15,000 000	14,896 50				870 00	5 22
CUSIP 931142CJ0		14,896 50	110 97	**16,646.25**	1,749 75	328 66	
Coupon Rate 5 800%, Matures 02/15/18, Int Semi-Annually Feb/Aug 15, Yield to Maturity 4 191%, Moody AA2 S&P AA, Issued 08/24/07							
ANHEUSER BUSCH COS INC	20,000 000	16,554 65				900 00	4 76
CUSIP 035229CS0		16,554 65	94 45	**18,890.80**	2,336 15	225 00	
Coupon Rate 4 500%, Matures 04/01/18, Int Semi-Annually Apr/Oct 01, Yield to Maturity 5 339%, Moody BAA2 S&P BBB+, Issued 03/11/03							
AT&T INC	20,000 000	17,386 25				1,120 00	5 34
CUSIP 00206RAM4		17,386 25	104 80	**20,959.20**	3,572 95	143 11	
Coupon Rate 5 600%, Matures 05/15/18, Int Semi-Annually May/Nov 15, Yield to Maturity 4 894%, Moody A2 S&P A, Issued 05/13/08							
PEPSICO INC	15,000 000	13,254 00				750 00	4 81
CUSIP 713448BH0		13,254 00	103 82	**15,573.45**	2,319 45	62 49	
Coupon Rate 5 000%, Matures 06/01/18, Int Semi-Annually Jun/Dec 01, Yield to Maturity 4 450%, Moody AA2 (-) S&P A+, Issued 05/28/08							
KIMBERLY CLARK	15,000 000	15,959 40				1,125 00	6 19
CUSIP 494368BD4		15,877 77	120 98	**18,147.30**	2,269 53	187 50	
Coupon Rate 7 500%, Matures 11/01/18, Int Semi-Annually May/Nov 01 Yield to Maturity 4 584%, Moody A2 S&P A, Issued 11/04/08							
VERIZON COMMUNICATIONS	15,000 000	15,874 20				1,312 50	7 00
CUSIP 92343VAQ7		15,804 24	124 90	**18,735.30**	2,931 06	218 75	
Coupon Rate 8 750%, Matures 11/01/18, Int Semi-Annually May/Nov 01, Yield to Maturity 5 197%, Moody A3 S&P A, Issued 11/04/08							
FIXED RATE STEP-UP CALLABLE CPN BY MS	15,000 000	15,000 00				750 00	5 28
DUE 2024		15,000 00	94 62	**14,192.70**	(807 30)	270 83	
CUSIP 61745E4N8							
Coupon Rate 5 000%, Matures 08/21/24, Int Semi-Annually Feb/Aug 21, Callable $100 00 on 08/21/14, Yield to Maturity 5 541%, First Coupon 02/21/10, Stepped, Moody A2 S&P Ac, Issued 08/21/09							

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THE LEVMAR FOUNDATION, INC.
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Holdings

	Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
TOTAL CORPORATE FIXED INCOME	85.9%	$543,603.41			$35,572.75	5.50%
		$542,942.06	$646,631.50	$103,689.44	$9,246.02	

Watchlist and CreditWatch Indicators (*) = developing/uncertain (+) = On Watchlist/CreditWatch Upgrade (-) = On Watchlist/CreditWatch Downgrade For more information on Watchlist and CreditWatch Indicators, please go to our website at www morganstanley com/bondratings or contact your financial advisor

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Income	Yield %
TOTAL ENDING MARKET VALUE	100.0%	$567,942.06	$752,540.10	$103,689.44	$35,580.81	4.73%
					$9,246.02	

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

DESCRIPTION		AMOUNT
PRIOR PERIOD ADJUSTMENT		151,281.
	TOTAL	151,281.

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

ATTACHMENT 10

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
MARGARITA VOLFTSUN P.O. BOX 10705 MCLEAN, VA 22102	PRESIDENT 2.00	0.	0.	0.
LEV VOLFTSUN P.O. BOX 10705 MCLEAN, VA 22102	DIRECTOR 2.00	0.	0.	0.
AMY ROSENBLATT LUI P.O. BOX 10705 MCLEAN, VA 22102	DIRECTOR 2.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

MARGARITA VOLFTSUN
LEV VOLFTSUN

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JEWISH FEDERATION OF GREATER WASHINGTON 6101 MONTROSE ROAD ROCKVILLE, MD 20852	NONE PUBLIC CHARITY	GENERAL USE	52,500
JEWISH FUNDERS NETWORK 15 EAST 26TH STREET SUITE 918 NEW YORK, NEW YORK 10010	NONE PUBLIC CHARITY	GENERAL USE	850
THE ISRAEL PROJECT 2020 K STREET NW, STE 7600 WASHINGTON, DC 20006	NONE PUBLIC CHARITY	GENERAL USE	50,000
HERITAGE CHRISTIAN SERVICES 349 W COMMERCIAL STREET, STE 2795 EAST ROCHESTER, NY 14445	NONE PUBLIC CHARITY	GENERAL USE	10,000
SHALOM EDUCATION CENTER 11140 ROCKVILLE PIKE STE 100 ROCKVILLE, MD 20852	NONE PUBLIC CHARITY	GENERAL USE	9,000
BIRTHRIGHT ISRAEL FOUNDATION 521 5TH AVE FL 27 NEW YORK, NY 10175	NONE PUBLIC CHARITY	GENERAL USE	2,600

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
WASHINGTON UNIVERSITY OF ST LOUIS 1 BROOKINGS DRIVE ST LOUIS, MO 63130	NONE PUBLIC CHARITY	GENERAL USE	2,500
TEMPLE BETH EMETH 12523 LAWYERS ROAD HERNDON, VA 20171	NONE PUBLIC CHARITY	GENERAL USE	9,200
NCSJ 2020 K STREET, NW STE 7800 WASHINGTON, DC 20006	NONE PUBLIC CHARITY	GENERAL USE	1,000
KINGS BAY YMCA 3495 NOSTRAND AVENUE BROOKLYN, NY 11229	NONE PUBLIC CHARITY	GENERAL	3,800
JCH OF BENSONHURST 7802 BAY PARKWAY BROOKLYN, NY 11214	NONE PUBLIC CHARITY	GENERAL	1,000
JEWISH COMMUNITY RELATIONS COUNCIL 6101 MONTROSE ROAD, SUITE 205 ROCKVILLE, MD 20852	NONE PUBLIC CHARITY	GENERAL	500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 12 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BBYO 2020 K ST NW WASHINGTON, DC 20006	NONE PUBLIC CHARITY	GENERAL	180.
PARTNERSHIP FOR JEWISH LIFE AND LEARNING 12230 WILKINS AVENUE ROCKVILLE, MD 20852	NONE PUBLIC CHARITY	GENERAL	10,000.
THE HEBREW IMMIGRANT AID SOCIETY 333 SEVENTH AVENUE 16TH FLOOR NEW YORK, NY 10001-5019	NONE PUBLIC CHARITY	GENERAL	1,000
		TOTAL CONTRIBUTIONS PAID	154,130

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: THE LEVMAR FOUNDATION, INC.

Employer identification number: 51-0387146

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	-72,571.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	-72,571.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-14,292.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	40.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-14,252.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-72,571.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-14,252.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-86,823.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.*

Part IV **Capital Loss Limitation**

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:		
a	The loss on line 15, column (3) **or** **b** $3,000	16	(3,000)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20. If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).
▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: THE LEVMAR FOUNDATION, INC.

Employer identification number: 51-0387146

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a MORGAN STANLEY 89576 - SEE ATTACHED			20,443.	39,964.	-19,521.
MORGAN STANLEY 90402 - SEE ATTACHED			40,524.	34,274.	6,250.
MORGAN STANLEY 93463 - SEE ATTACHED			41,227.	66,147.	-24,920.
MORGAN STANLEY 90404 - SEE ATTACHED			30,717.	33,424.	-2,707.
MORGAN STANLEY 90405 - SEE ATTACHED			68,368.	84,945.	-16,577.
MORGAN STANLEY 90403 - SEE ATTACHED			26,138.	41,234.	-15,096.

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . -72,571.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a MORGAN STANLEY 93463 - SEE ATTACHED			7,434.	12,144.	-4,710.
MORGAN STANLEY 90404 - SEE ATTACHED			4,463.	4,213.	250.
MORGAN STANLEY 90405 - SEE ATTACHED			21,388.	28,008.	-6,620.
MORGAN STANLEY 90403 - SEE ATTACHED			16,417.	19,629.	-3,212.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -14,292.

The LevMar Foundation, Inc
PO BOX 10705
MCLEAN VA 22102-8705

Home:
Mobile:
Business: (703) 855-4512
lev@volftsun com

TIER: RESERVED SELECT

ACCT 731-89576-130 AAA
Sweep Fund BDPS

Realized Gain and Loss for Year 2009

Security Name	Quantity	Date Acquired	Date Sold	Total Cost	Adjusted Cost	Proceeds	G/(L) Amount	Holding Period
Short-Term Gain/Loss								
CISCO SYS INC 20 000 OCT C	85	7/27/2009	3/27/2009	21,166 91	21,166 91	9,178 84	-11,988 07	Short
CISCO SYS INC 22.500 OCT C	85	3/30/2009	3/27/2009	3,830 25	3,830 25	4,316 68	486 43	Short
	85	10/13/2009	3/31/2009	13,272 81	13,272 81	3,654 97	-9,617 84	Short
Sub-Totals	**170**			**17,103.06**	**17,103.06**	**7,971.65**	**-9,131.41**	
CISCO SYS INC 25 000 OCT C	86	3/30/2009	3/27/2009	1,693 79	1,693 79	1,805 98	112 19	Short
	86	10/19/2009	3/31/2009	0	0	1,486 58	1,486 58	Short
Sub-Totals	**172**			**1,693.79**	**1,693 79**	**3,292.56**	**1,598.77**	
Short Term Total				**39,963.76**	**39,963.76**	**20,443.05**	**-19,520.71**	
GRAND TOTAL				**39,963.76**	**39,963.76**	**20,443.05**	**-19,520.71**	

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Home:
Mobile:
Business: (703) 855-4512
lev@volftsun com

TIER: RESERVED SELECT

ACCT 731-90402-130 AAA
Sweep Fund AATF

Realized Gain and Loss for Year 2009

Security Name	Quantity	Date Acquired	Date Sold	Total Cost	Adjusted Cost	Proceeds	G/(L) Amount	Holding Period
Short-Term Gain/Loss								
DOLE FOODS CO 8 5/8 5-01-09	10,000 00	12/10/2008	5/1/2009	9,142 75	9,142 75	10,000 00	857 25	Short
NEW YORK TIMES CO 4 1/2 3-15-10	15,000 00	12/10/2008	4/8/2009	11,855 25	11,855 25	15,523 81	3,668 56	Short
REV CVT ON CHK 17 1/2 11-12-09	15,000 00	5/22/2009	11/12/2009	13,276 03	13,276 03	15,000 00	1,723 97	Short
Short Term Total				**34,274.03**	**34,274.03**	**40,523.81**	**6,249.78**	
GRAND TOTAL				**34,274.03**	**34,274.03**	**40,523.81**	**6,249.78**	

The LevMar Foundation, Inc
PO BOX 10705
MCLEAN VA 22102-8705

Home:
Mobile:
Business: (703) 623-6275
lev@volftsun com

TIER: RESERVED SELECT

ACCT 731-93463-130 ACCESS
Sweep Fund AATF

Realized Gain and Loss for Year 2009

Security Name	Quantity	Date Acquired	Date Sold	Total Cost		Adjusted Cost	Proceeds	G/(L) Amount	Holding Period
Short-Term Gain/Loss									
ALCOA INC	55	9/8/2008	2/6/2009	1,510 30		1,510 30	462 09	-1,048 21	Short
	65	9/8/2008	2/17/2009	1,784 90		1,784 90	442 08	-1,342 82	Short
Sub-Totals	**120**			**3,295.20**		**3,295.20**	**904.17**	**-2,391.03**	
ALLSTATE CORP	50	9/8/2008	8/13/2009	2,295 30		2,295 30	1,423 66	-871 64	Short
ALTRIA GROUP INC	40	9/8/2008	3/10/2009	837 12		837 12	647 99	-189 13	Short
AOL INC	3	7/13/2009	12/18/2009	53		53	70 36	17 36	Short
AT&T INC	30	9/8/2008	1/7/2009	965 34		965 34	813 91	-151 43	Short
	10	9/8/2008	1/13/2009	321 78		321 78	255 3	-66 48	Short
	20	9/8/2008	3/10/2009	643 56		643 56	460 2	-183 36	Short
	40	9/8/2008	7/17/2009	1,287 12		1,287 12	951 14	-335 98	Short
Sub-Totals	**100**			**3,217.80**		**3,217.80**	**2,480.55**	**-737.25**	
BANK OF AMERICA CORP	60	2/19/2008	1/28/2009	2,583 82	P	2,583 82	440 35	-2,143 47	Short ADJ 9/2/08
	11	9/8/2008	1/28/2009	373 78		373 78	80 73	-293 05	Short
	24	9/8/2008	2/4/2009	815 52		815 52	125 24	-690 28	Short
	10	12/9/2008	2/4/2009	169 89		169 89	52 19	-117 7	Short
	80	1/13/2009	2/4/2009	894 46		894 46	417 48	-476 98	Short
Sub-Totals	**185**			**4,837.47**		**4,837.47**	**1,115.99**	**-3,721.48**	
BANK OF NEW YORK MELLON CORP	35	6/18/2009	11/24/2009	1,004 13		1,004 13	928 45	-75 68	Short
CAREFUSION CORP	8	12/8/2008	9/11/2009	132 5		132 5	155 77	23 27	Short
	10	12/11/2008	9/11/2009	179 9		179 9	194 71	14 81	Short
	3	12/23/2008	9/11/2009	45 88		45 88	58 41	12 53	Short
	14	12/29/2008	9/11/2009	275 11		275 11	272 59	-2 52	Short
Sub-Totals	**35**			**633.39**		**633.39**	**681.48**	**48.09**	
CATERPILLAR INC	55	9/8/2008	5/22/2009	3,526 60		3,526 60	1,895 21	-1,631 39	Short
CBS CORP NEW CL B SHRS	55	9/8/2008	7/8/2009	927 85		927 85	318 24	-609 61	Short
	5	9/8/2008	7/13/2009	84 35		84 35	29 49	-54 86	Short

Sub-Totals	**60**			**1,012.20**	**1,012.20**	**347.73**	**-664.47**	
CONOCOPHILLIPS	5	9/8/2008	6/18/2009	370 8	370 8	212 45	-158 35	Short
CVS CAREMARK CORP	10	10/1/2008	7/13/2009	339 54	339 54	316 59	-22 95	Short
DOMINION RES INC (NEW)	5	9/8/2008	7/13/2009	211 9	211 9	164 59	-47 31	Short
DOW CHEMICAL CO	20	9/8/2008	2/12/2009	698 96	698 96	194 85	-504 11	Short
	50	9/8/2008	2/18/2009	1,747 40	1,747 40	430 05	-1,317 35	Short
	50	9/8/2008	2/23/2009	1,747 40	1,747 40	403 98	-1,343 42	Short
	35	9/8/2008	3/2/2009	1,223 18	1,223 18	254 28	-968 9	Short
	25	1/13/2009	3/2/2009	390 86	390 86	181 63	-209 23	Short
Sub-Totals	**180**			**5,807.80**	**5,807.80**	**1,464.79**	**-4,343.01**	
EDISON INTERNATIONAL	20	9/8/2008	7/13/2009	878	878	609 82	-268 18	Short
GENERAL ELECTRIC CO	20	5/20/2009	6/19/2009	276 2	276 2	240 6	-35 6	Short
HALLIBURTON CO	65	9/8/2008	7/8/2009	2,444 65	2,444 65	1,185 82	-1,258 83	Short
HEWLETT PACKARD	5	9/8/2008	7/13/2009	225 9	225 9	185 74	-40 16	Short
HOME DEPOT INC	15	9/8/2008	7/13/2009	448 8	448 8	345 77	-103 03	Short
INTERNATIONAL PAPER CO	25	9/8/2008	3/3/2009	723 25	723 25	121 17	-602 08	Short
	35	9/8/2008	3/4/2009	1,012 55	1,012 55	161 43	-851 12	Short
Sub-Totals	**60**			**1,735.80**	**1,735 80**	**282.6**	**-1,453.20**	
INTL BUSINESS MACHINES CORP	4	9/8/2008	7/13/2009	465 8	465 8	412 74	-53 06	Short
JOHNSON & JOHNSON	10	9/8/2008	1/13/2009	719 3	719 3	587 4	-131 9	Short
JPMORGAN CHASE & CO	5	9/8/2008	7/13/2009	201 85	201 85	170 94	-30 91	Short
KIMBERLY CLARK CORP	10	9/8/2008	1/13/2009	634 4	634 4	520 27	-114 13	Short
	5	9/8/2008	7/13/2009	317 2	317 2	265 34	-51 86	Short
Sub-Totals	**15**			**951.6**	**951.6**	**785.61**	**-165.99**	
MARATHON OIL CO	5	9/8/2008	7/13/2009	217 9	217 9	143 94	-73 96	Short
MARSH & MCLENNAN COS INC	5	5/27/2009	7/13/2009	95 88	95 88	95 14	-0 74	Short
METLIFE INCORPORATED	20	9/8/2008	7/8/2009	1,145 00	1,145 00	554 32	-590 68	Short
NORTHROP GRUMMAN CP(HLDG CO)	20	9/8/2008	2/17/2009	1,432 20	1,432 20	903 04	-529 16	Short

NUCOR CORPORATION	10	9/8/2008	7/13/2009	465	465	424 58	-40 42	Short
PACCAR INC	20	9/8/2008	1/28/2009	867 2	867 2	518 26	-348 94	Short
	20	9/8/2008	1/29/2009	867 2	867 2	517 6	-349 6	Short
Sub-Totals	**40**			**1,734.40**	**1,734.40**	**1,035.86**	**-698.54**	
PNC FINL SVCS GP	10	12/9/2008	3/9/2009	565 43	565 43	198 41	-367 02	Short
	20	12/9/2008	3/11/2009	1,130 85	1,130 85	503 53	-627 32	Short
	10	12/10/2008	3/11/2009	536 01	536 01	251 76	-284 25	Short
	10	12/10/2008	3/13/2009	536 01	536 01	259 78	-276 23	Short
	10	12/10/2008	7/13/2009	536 01	536 01	373 59	-162 42	Short
	5	12/10/2008	9/15/2009	268 01	268 01	223 53	-44 48	Short
	30	2/17/2009	9/15/2009	782 54	782 54	1,341 16	558 62	Short
	25	2/17/2009	10/8/2009	652 11	652 11	1,107 94	455 83	Short
Sub-Totals	**120**			**5,006.97**	**5,006.97**	**4,259.70**	**-747.27**	
PRUDENTIAL FINANCIAL INC	30	9/8/2008	7/13/2009	2,507 70	2,507 70	1,090 53	-1,417 17	Short
SAFEWAY INC COM NEW	45	10/9/2008	7/17/2009	1,070 30	1,070 30	886 64	-183 66	Short
	5	10/9/2008	7/20/2009	118 92	118 92	98 8	-20 12	Short
Sub-Totals	**50**			**1,189.22**	**1,189.22**	**985.44**	**-203.78**	
TIME WARNER CABLE INC NEW	0 387	9/8/2008	3/27/2009	17 48	17 48	9 74	-7 74	Short
	9	9/8/2008	5/29/2009	406 65	406 65	269 07	-137 58	Short
	4	12/17/2008	5/29/2009	129 26	129 26	119 58	-9 68	Short
Sub-Totals	**13.387**			**553.39**	**553.39**	**398.39**	**-155**	
TIME WARNER INC NEW	0 333	9/8/2008	3/27/2009	15 68	15 68	6 26	-9 42	Short
TRAVELERS COMPANIES INC COM	30	9/8/2008	8/12/2009	1,325 22	1,325 22	1,389 90	64 68	Short
VALERO ENERGY CP DELA NEW	50	4/8/2009	8/27/2009	963 57	963 57	950 85	-12 72	Short
	20	4/14/2009	8/27/2009	412 72	412 72	380 34	-32.38	Short
Sub-Totals	**70**			**1,376.29**	**1,376.29**	**1,331.19**	**-45.1**	
VERIZON COMMUNICATIONS	45	9/8/2008	1/13/2009	1,568 61	1,568 61	1,395 05	-173 56	Short
WASTE MGMT INC (DELA)	20	9/8/2008	7/13/2009	702 76	702 76	542 04	-160 72	Short
WELLS FARGO & CO NEW	20	9/8/2008	3/3/2009	649 36	649 36	213 39	-435 97	Short
	25	9/8/2008	3/9/2009	811 7	811 7	238 08	-573 62	Short
	50	9/8/2008	3/12/2009	1,623 40	1,623 40	680 97	-942 43	Short
Sub-Totals	**95**			**3,084.46**	**3,084.46**	**1,132.44**	**-1,952.02**	
WYETH	40	9/8/2008	1/13/2009	1,662 00	1,662 00	1,497 99	-164 01	Short

	20	9/8/2008	2/17/2009	831		831	862 03	31 03	Short
	35	9/8/2008	4/3/2009	1,454 25		1,454 25	1,490 85	36 6	Short
	35	9/8/2008	4/7/2009	1,454 25		1,454 25	1,486 52	32 27	Short
Sub-Totals	**130**			**5,401.50**		**5,401.50**	**5,337.39**	**-64.11**	
XTO ENERGY INC	15	1/20/2009	12/8/2009	514 45		514 45	609 8	95 35	Short
	10	1/28/2009	12/8/2009	382 3		382 3	406 54	24 24	Short
	15	2/6/2009	12/8/2009	573 83		573 83	609 8	35 97	Short
	15	2/17/2009	12/8/2009	534 77		534 77	609 8	75 03	Short
	5	7/13/2009	12/8/2009	175 3		175 3	203 27	27 97	Short
Sub-Totals	**60**			**2,180.65**		**2,180.65**	**2,439.21**	**258.56**	
3M COMPANY	5	9/8/2008	7/13/2009	353 7		353 7	301 44	-52 26	Short
Short Term Total				**66,146 68**		**66,146.68**	**41,226.91**	**-24,919.77**	
Long-Term Gain/Loss									
AOL INC	0	9/8/2008	12/9/2009	0		0	17 81	17 81	Cash in Lieu
	3	9/8/2008	12/18/2009	87 74		87 74	70 36	-17 38	Long
	1	12/17/2008	12/18/2009	26 74		26 74	23 45	-3.29	Long
Sub-Totals	**4**			**114.48**		**114.48**	**111.62**	**-2.86**	
BANK OF AMERICA CORP	35	2/6/2006	1/28/2009	1,517 78	P	1,517 78	256 87	-1,260 91	Long ADJ 9/2/08
	22	6/16/2006	1/28/2009	1,045 99	P	1,045 99	161 46	-884.53	Long ADJ 9/2/08
	12	9/18/2006	1/28/2009	622 53	P	622 53	88 07	-534 46	Long ADJ 9/2/08
Sub-Totals	**69**			**3,186.30**		**3,186.30**	**506.4**	**-2,679.90**	
BURLINGTON NO SANTA FE CP	15	9/8/2008	11/11/2009	1,530 30		1,530 30	1,465 02	-65 28	Long
ELI LILLY & CO	15	10/28/2008	11/11/2009	475 25		475 25	523 94	48 69	Long
	5	10/29/2008	11/11/2009	167 26		167 26	174 65	7 39	Long
Sub-Totals	**20**			**642.51**		**642.51**	**698.59**	**56.08**	
GENERAL ELECTRIC CO	60	6/26/2007	6/19/2009	2,240 58	P	2,240 58	721 8	-1,518 78	Long ADJ 9/2/08
MICROSOFT CORP	17	2/6/2006	7/13/2009	463 08	P	463 08	393 23	-69 85	Long ADJ 9/2/08
	8	10/26/2007	7/13/2009	284 45	P	284 45	185 05	-99 4	Long ADJ 9/2/08

Sub-Totals	**25**			**747.53**	**747 53**	**578.28**	**-169.25**	
VERIZON COMMUNICATIONS	25	9/8/2008	11/20/2009	871 45	871 45	759 45	-112	Long
WASTE MGMT INC (DELA)	80	9/8/2008	11/11/2009	2,811 04	2,811 04	2,593 04	-218	Long
Long Term Total				**12,144.19**	**12,144 19**	**7,434.20**	**-4,709 99**	
GRAND TOTAL				**78,290.87**	**78,290.87**	**48,661.11**	**-29,629.76**	

P - You have provided the trade history for this transaction, it was not available through Morgan Stanley Smith Barney LLC records

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ACCT 731-90404-130 ACCESS
Sweep Fund AATF

Realized Gain and Loss for Year 2009

Security Name	Quantity	Date Acquired	Date Sold	Total Cost	Adjusted Cost	Proceeds	G/(L) Amount	Holding Period
Short-Term Gain/Loss								
ANGLOGOLD ASHANTI LIMITED	11	9/8/2008	2/17/2009	263 64	263 64	345 64	82	Short
	13	9/8/2008	3/11/2009	311 57	311 57	411 93	100 36	Short
	12	9/8/2008	3/13/2009	287 6	287 6	409 82	122 22	Short
	7	9/8/2008	9/8/2009	167 77	167 77	301 45	133 68	Short
Sub-Totals	**43**			**1,030.58**	**1,030.58**	**1,468.84**	**438.26**	
CURRENCY SHARES EURO TR	13	9/8/2008	2/26/2009	1,834 04	1,834 04	1,658 25	-175 79	Short
	9	9/8/2008	8/6/2009	1,269 72	1,269 72	1,290 42	20 7	Short
Sub-Totals	**22**			**3,103.76**	**3,103.76**	**2,948.67**	**-155.09**	
CURRENCYSHARES JAPANESE YEN	6	9/8/2008	7/9/2009	553 98	553 98	642 61	88 63	Short
DAIWA HOUSE IND LTD ADR	6	9/8/2008	4/8/2009	537 2	537 2	511 6	-25 6	Short
ERICSSON LM TEL ADR CL B NEW	102	9/8/2008	1/30/2009	1,056 52	1,056 52	809 93	-246 59	Short
FUJIFILM HLDGS CORP ADR	17	9/8/2008	7/20/2009	475 15	475 15	521 65	46 5	Short
GOLD FIELDS LTD. SP. ADR	132	9/8/2008	1/30/2009	1,054 41	1,054 41	1,415 64	361 23	Short
	20	9/8/2008	3/6/2009	159 76	159 76	222 23	62 47	Short
	44	9/8/2008	3/12/2009	351 47	351 47	540 4	188 93	Short
Sub-Totals	**196**			**1,565.64**	**1,565.64**	**2,178.27**	**612 63**	
HACHIJUNI BANK LTD ADR	4	9/9/2008	3/18/2009	227 2	227 2	228 95	1 75	Short
KIRIN BREWERY CO LTD SPONS ADR	141	9/9/2008	4/20/2009	2,119 23	2,119 23	1,554 84	-564 39	Short
LIHIR GOLD LTD ADR	31	9/8/2008	2/23/2009	512 62	512 62	717 66	205 04	Short
	16	9/8/2008	5/20/2009	264 58	264 58	367 71	103 13	Short
	20	9/8/2008	5/29/2009	330 72	330 72	515 2	184 48	Short
Sub-Totals	**67**			**1,107.92**	**1,107.92**	**1,600.57**	**492.65**	
LONMIN PLC SPONS ADR NEW	11	9/16/2008	3/11/2009	536 59	536 59	194 24	-342 35	Short
	10	9/16/2008	4/2/2009	487 81	487 81	220 86	-266 95	Short
	12	9/24/2008	4/2/2009	584 26	584 26	265 03	-319 23	Short
Sub-Totals	**33**			**1,608.66**	**1,608.66**	**680.13**	**-928.53**	

MAGNA INTL A COM	16	9/8/2008	8/4/2009	901 25		901 25	798 14	-103 11	Short
NEWCREST MINING LTD SPONS ADR	20	9/9/2008	1/27/2009	336 37		336 37	438 86	102 49	Short
NEWMONT MINING CORP (NEW)	14	9/8/2008	2/5/2009	561 77		561 77	574 69	12 92	Short
	8	9/8/2008	2/27/2009	321 01		321 01	337 31	16 3	Short
	7	9/8/2008	3/20/2009	280 88		280 88	308 16	27 28	Short
	11	9/8/2008	7/6/2009	441 39		441 39	432 05	-9 34	Short
	23	9/8/2008	8/17/2009	922 9		922 9	895 63	-27 27	Short
	11	3/18/2009	10/29/2009	394 77		394 77	467 77	73	Short
Sub-Totals	**74**			**2,922.72**		**2,922.72**	**3,015.61**	**92.89**	
NEXEN INC	22	9/8/2008	6/2/2009	585 42		585 42	559	-26 42	Short
NOKIA CP ADR	29	1/30/2009	4/23/2009	354 81		354 81	432 99	78 18	Short
NOVARTIS AG ADR	14	2/17/2009	12/2/2009	589 99		589 99	787 56	197 57	Short
PETRO CANADA COMMON	40	9/8/2008	1/30/2009	1,556 16		1,556 16	866 62	-689 54	Short
PROMISE CO ADR	32	9/8/2008	3/4/2009	354 85		354 85	207 62	-147 23	Short
	48	9/8/2008	5/1/2009	532 28		532 28	313 38	-218 9	Short
	69	9/8/2008	6/11/2009	765 15		765 15	453 48	-311 67	Short
Sub-Totals	**149**			**1,652.28**		**1,652.28**	**974.48**	**-677.8**	
ROHM CO LTD UNSPONS ADR	7	1/9/2009	7/1/2009	179 02		179 02	249 34	70 32	Short
SANOFI AVENTIS ADS	13	9/8/2008	1/21/2009	425 95		425 95	402 48	-23 47	Short
SEKISUI HOUSE LTD ADR	47	9/9/2008	4/9/2009	427 7		427 7	390 42	-37 28	Short
	29	9/9/2008	5/15/2009	263 9		263 9	272 34	8 44	Short
Sub-Totals	**76**			**691.6**		**691.6**	**662.76**	**-28.84**	
SILVER STANDARD RESOURCES INC	53	9/8/2008	3/19/2009	1,020 89		1,020 89	834 17	-186 72	Short
SOCIETE GENERALE SP ADR	34	10/20/2008	10/2/2009	384 95		384 95	522 33	137 38	Short
	0	11/9/2009	11/9/2009	0	A	0	54 82	54 82	Sale of Foreign Rights
Sub-Totals	**34**			**384.95**		**384.95**	**577.15**	**192.2**	
STORA ENSO SP ADR SER R	162	9/9/2008	8/5/2009	1,739 48		1,739 48	1,044 29	-695 19	Short
	89	9/9/2008	8/24/2009	955 64		955 64	612 29	-343 35	Short
	30	6/2/2009	9/15/2009	187 34		187 34	216 43	29 09	Short
Sub-Totals	**281**			**2,882.46**		**2,882.46**	**1,873.01**	**-1,009.45**	
SUNCOR ENERGY INC	20	9/8/2008	3/11/2009	934 72		934 72	480 5	-454 22	Short

	11	9/8/2008	7/1/2009	514 1		514 1	328 26	-185 84	Short
	3	1/29/2009	7/1/2009	60 42		60 42	89 52	29 1	Short
Sub-Totals	**34**			**1,509.24**		**1,509.24**	**898.28**	**-610.96**	
SUNCOR ENERGY INC NEW COM	16	1/29/2009	8/20/2009	322 22		322 22	509 69	187 47	Short
	16	1/29/2009	10/1/2009	322 22		322 22	536 05	213 83	Short
Sub-Totals	**32**			**644.44**		**644.44**	**1,045.74**	**401.3**	
TDK CP ADR NEW	8	9/8/2008	1/16/2009	427 52		427 52	300 77	-126 75	Short
	16	9/8/2008	7/30/2009	855 04		855 04	824 54	-30 5	Short
	5	9/8/2008	8/21/2009	267 2		267 2	283 7	16 5	Short
	6	10/22/2008	8/21/2009	208 46		208 46	340 44	131 98	Short
Sub-Totals	**35**			**1,758.22**		**1,758.22**	**1,749.45**	**-8.77**	
TECHNIP-COFLEXIP	6	9/9/2008	2/9/2009	403 5		403 5	225 06	-178.44	Short
	5	9/9/2008	5/12/2009	336 25		336 25	226 34	-109 91	Short
	12	9/9/2008	7/24/2009	807		807	715 78	-91 22	Short
	4	11/20/2008	7/24/2009	95 75		95 75	238 59	142 84	Short
Sub-Totals	**27**			**1,642.50**		**1,642.50**	**1,405.77**	**-236.73**	
Short Term Total				**33,424.11**		**33,424.11**	**30,717.47**	**-2,706.64**	
Long-Term Gain/Loss									
BARRICK GOLD CORP	11	9/8/2008	10/20/2009	328 22		328 22	416 83	88 61	Long
	14	9/8/2008	11/18/2009	417 74		417 74	613 73	195 99	Long
Sub-Totals	**25**			**745.96**		**745.96**	**1,030.56**	**284.6**	
BP PLC ADS	11	9/8/2008	10/27/2009	597 72		597 72	637 61	39 89	Long
IMPALA PLATINUM HLDGS LTD ADR	19	9/10/2008	9/11/2009	447 83		447 83	468 77	20 94	Long
NEWMONT MINING CORP (NEW)	15	9/8/2008	10/29/2009	601 89		601.89	637 88	35 99	Long
SANOFI AVENTIS ADS	15	9/8/2008	10/28/2009	491 48		491 48	576 8	85 32	Long
SIEMENS AKTIENGESELLSCHAFT	5	9/29/2008	10/29/2009	464 84		464 84	478 4	13 56	Long
STORA ENSO SP ADR SER R	47	9/9/2008	9/15/2009	504 66		504 66	339 07	-165 59	Long
VODAFONE GP PLC ADS NEW	13	1/26/2006	11/24/2009	358 21	P	358 21	294 31	-63 9	Long ADJ 8/4/08

Long Term Total	**4,212.59**	**4,212.59**	**4,463.40**	**250 81**
GRAND TOTAL	**37,636.70**	**37,636.70**	**35,180.87**	**-2,455.83**

A - Information for this transaction reflects your requested adjustments to existing Morgan Stanley Smith Barney LLC trade history

P - You have provided the trade history for this transaction, it was not available through Morgan Stanley Smith Barney LLC records

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ACCT 731-90405-130 ACCESS
Sweep Fund AATF

Realized Gain and Loss for Year 2009

Security Name	Quantity	Date Acquired	Date Sold	Total Cost	Adjusted Cost	Proceeds	G/(L) Amount	Holding Period
Short-Term Gain/Loss								
AKAMAI TECHNOLOGIES INC	13	7/30/2009	9/25/2009	214 55	214 55	246 58	32 03	Short
	15	7/30/2009	10/27/2009	247 56	247 56	315 02	67 46	Short
	78	7/30/2009	10/29/2009	1,287 33	1,287 33	1,784 56	497 23	Short
Sub-Totals	**106**			**1,749.44**	**1,749.44**	**2,346.16**	**596.72**	
ALCON INC	3	9/8/2008	4/28/2009	494 16	494 16	288 47	-205 69	Short
	4	9/8/2008	6/12/2009	658 88	658 88	449 02	-209 86	Short
	4	9/8/2008	7/2/2009	658 88	658 88	463 66	-195 22	Short
	3	9/8/2008	8/31/2009	494 16	494 16	384 06	-110 1	Short
Sub-Totals	**14**			**2,306.08**	**2,306.08**	**1,585.21**	**-720.87**	
ALLERGAN INC	7	9/8/2008	4/21/2009	387 3	387 3	323 34	-63 96	Short
	12	9/8/2008	8/31/2009	663 94	663 94	667	3 06	Short
Sub-Totals	**19**			**1,051.24**	**1,051.24**	**990.34**	**-60.9**	
AMAZON COM INC	20	9/8/2008	2/13/2009	1,659 80	1,659 80	1,261 39	-398 41	Short
	9	9/8/2008	3/3/2009	746 91	746 91	560 98	-185 93	Short
	5	9/8/2008	4/3/2009	414 95	414 95	388 62	-26 33	Short
	8	9/8/2008	4/21/2009	663 92	663 92	627 14	-36 78	Short
	6	9/8/2008	4/28/2009	497 94	497 94	501 99	4 05	Short
	3	9/8/2008	6/12/2009	248 97	248 97	250 59	1 62	Short
	2	9/8/2008	6/17/2009	165 98	165 98	164 62	-1 36	Short
	4	9/8/2008	7/22/2009	331 96	331 96	355 72	23 76	Short
Sub-Totals	**57**			**4,730.43**	**4,730.43**	**4,111.05**	**-619.38**	
AMERICA MOVIL SA DE CV ADR L	22	9/8/2008	6/2/2009	1,118 04	1,118 04	835 7	-282 34	Short
	16	9/8/2008	7/2/2009	813 12	813 12	611 76	-201 36	Short
	7	9/8/2008	8/31/2009	355 74	355 74	316 98	-38 76	Short
	1	9/8/2008	9/1/2009	50 82	50 82	43 93	-6 89	Short
Sub-Totals	**46**			**2,337.72**	**2,337.72**	**1,808.37**	**-529.35**	
APOLLO GROUP INC A	8	2/17/2009	7/22/2009	642 51	642 51	550 4	-92 11	Short
APPLE INC	5	9/8/2008	3/3/2009	811 6	811 6	446 76	-364 84	Short
	4	9/8/2008	4/21/2009	649 28	649 28	487 18	-162 1	Short
	3	9/8/2008	5/6/2009	486 96	486 96	395 34	-91 62	Short

	2	9/8/2008	6/17/2009	324 64	324 64	271 65	-52 99	Short
	3	9/8/2008	7/2/2009	486 96	486 96	423 91	-63 05	Short
	2	9/8/2008	7/28/2009	324 64	324 64	316 5	-8 14	Short
	2	9/8/2008	8/31/2009	324 64	324 64	335 55	10 91	Short
Sub-Totals	**21**			**3,408.72**	**3,408.72**	**2,676.89**	**-731.83**	
CARNIVAL CP NEW PAIRED COM	46	9/8/2008	4/1/2009	1,820 22	1,820 22	1,053 95	-766 27	Short
	8	9/8/2008	4/21/2009	316 56	316 56	203 2	-113 36	Short
	29	9/8/2008	4/28/2009	1,147 53	1,147 53	747 04	-400 49	Short
	34	9/8/2008	7/30/2009	1,345 38	1,345 38	956 12	-389 26	Short
	2	9/8/2008	9/1/2009	79 14	79 14	57 17	-21 97	Short
Sub-Totals	**119**			**4,708.83**	**4,708.83**	**3,017.48**	**-1,691.35**	
CELGENE CORP	11	9/8/2008	7/22/2009	731 5	731 5	529 45	-202 05	Short
	3	9/8/2008	8/31/2009	199 5	199 5	156 28	-43 22	Short
Sub-Totals	**14**			**931**	**931**	**685.73**	**-245.27**	
COACH INC	61	9/8/2008	3/9/2009	1,826 95	1,826 95	723 11	-1,103 84	Short
	32	11/25/2008	3/9/2009	557 79	557 79	379 33	-178 46	Short
	10	3/5/2009	3/9/2009	123 7	123 7	118 54	-5 16	Short
Sub-Totals	**103**			**2,508.44**	**2,508.44**	**1,220.98**	**-1,287.46**	
COSTCO WHOLESALE CORP NEW	6	10/29/2008	10/1/2009	350 43	350 43	333 18	-17 25	Short
COVANCE INC	27	9/8/2008	4/3/2009	2,567 43	2,567 43	970 4	-1,597 03	Short
	11	9/8/2008	6/12/2009	1,045 99	1,045 99	503 33	-542 66	Short
	2	9/8/2008	7/22/2009	190 18	190 18	95 78	-94 4	Short
	24	9/8/2008	7/30/2009	2,282 16	2,282 16	1,295 64	-986 52	Short
Sub-Totals	**64**			**6,085.76**	**6,085.76**	**2,865.15**	**-3,220.61**	
EXPEDITORS INTL WASH INC	5	9/8/2008	3/5/2009	168	168	124 89	-43 11	Short
	11	9/8/2008	4/21/2009	369 6	369 6	346 54	-23 06	Short
	13	9/8/2008	7/2/2009	436 8	436 8	422 63	-14 17	Short
Sub-Totals	**29**			**974.4**	**974.4**	**894.06**	**-80.34**	
FIRST SOLAR, INC.	4	9/8/2008	1/28/2009	961 52	961 52	581 74	-379 78	Short
	7	9/8/2008	4/21/2009	1,682 66	1,682 66	986 78	-695 88	Short
	4	9/8/2008	5/6/2009	961 52	961 52	793 34	-168 18	Short
	9	9/8/2008	7/30/2009	2,163 42	2,163 42	1,564 16	-599 26	Short
	4	11/25/2008	10/29/2009	448 05	448 05	507 2	59 15	Short
	10	12/1/2008	10/29/2009	1,143 84	1,143 84	1,268 00	124 16	Short
	5	6/12/2009	10/29/2009	918 81	918 81	634	-284 81	Short
	3	8/25/2009	10/29/2009	380 13	380 13	380 4	0 27	Short
	7	8/31/2009	10/29/2009	845 53	845 53	887 6	42 07	Short
Sub-Totals	**53**			**9,505.48**	**9,505.48**	**7,603.22**	**-1,902.26**	

FMC TECHNOLOGIES INC	5	11/3/2008	3/5/2009	179 95	179 95	119 39	-60 56	Short
	14	11/3/2008	4/3/2009	503 87	503 87	488 6	-15 27	Short
	18	11/3/2008	4/21/2009	647 83	647 83	636 31	-11 52	Short
	14	11/3/2008	5/28/2009	503 87	503 87	535 33	31.46	Short
	15	11/3/2008	7/30/2009	539 86	539 86	639 61	99 75	Short
	11	11/3/2008	9/25/2009	395 9	395 9	568 8	172 9	Short
Sub-Totals	**77**			**2,771.28**	**2,771.28**	**2,988.04**	**216.76**	
GAMESTOP CORP CL A NEW	28	3/26/2009	8/31/2009	727 97	727 97	668 93	-59 04	Short
	8	3/26/2009	10/1/2009	207 99	207 99	209 83	1 84	Short
	126	3/26/2009	12/29/2009	3,275 86	3,275 86	2,792 99	-482 87	Short
	50	5/6/2009	12/29/2009	1,358 18	1,358 18	1,108 33	-249 85	Short
	7	5/7/2009	12/29/2009	184 7	184 7	155 17	-29 53	Short
	18	6/2/2009	12/29/2009	439 17	439 17	399	-40 17	Short
	64	7/2/2009	12/29/2009	1,394 77	1,394 77	1,418 66	23 89	Short
Sub-Totals	**301**			**7,588.64**	**7,588.64**	**6,752.91**	**-835.73**	
GILEAD SCIENCE	29	9/8/2008	1/28/2009	1,342 58	1,342 58	1,442 88	100 3	Short
	5	9/8/2008	4/28/2009	231 48	231 48	239 88	8 4	Short
	4	9/8/2008	7/22/2009	185 18	185 18	189 45	4 27	Short
Sub-Totals	**38**			**1,759.24**	**1,759.24**	**1,872.21**	**112.97**	
ILLUMINA INC	43	10/29/2008	2/13/2009	1,229 29	1,229 29	1,536 98	307 69	Short
	22	10/29/2008	4/3/2009	628 94	628 94	768 73	139 79	Short
	10	10/29/2008	5/28/2009	285 88	285 88	352 65	66 77	Short
	12	10/29/2008	6/17/2009	343 06	343 06	436 56	93 5	Short
	11	10/29/2008	9/25/2009	314 47	314 47	444 57	130 1	Short
Sub-Totals	**98**			**2,801.64**	**2,801.64**	**3,539.49**	**737.85**	
INFOSYS TECH LIMITED	5	9/8/2008	3/5/2009	202 01	202 01	115 09	-86 92	Short
	169	9/8/2008	4/21/2009	6,827 97	6,827 97	4,555 91	-2,272 06	Short
	19	12/1/2008	4/21/2009	466 73	466 73	512 2	45 47	Short
Sub-Totals	**193**			**7,496.71**	**7,496.71**	**5,183.20**	**-2,313.51**	
INTUITIVE SURGICAL INC	7	9/8/2008	4/28/2009	1,922 69	1,922 69	978 57	-944 12	Short
	6	9/8/2008	6/2/2009	1,648 02	1,648 02	955 09	-692 93	Short
	13	9/8/2008	7/15/2009	3,570 71	3,570 71	2,021 17	-1,549 54	Short
	3	10/14/2008	7/15/2009	674 91	674 91	466 42	-208 49	Short
	11	11/25/2008	7/15/2009	1,388 72	1,388 72	1,710 22	321 5	Short
	8	12/1/2008	7/15/2009	995 94	995 94	1,243 80	247 86	Short
Sub-Totals	**48**			**10,200.99**	**10,200.99**	**7,375.27**	**-2,825.72**	
MASTERCARD INC CL A	5	9/8/2008	2/23/2009	1,153 55	1,153 55	777 55	-376	Short
	3	9/8/2008	3/3/2009	692 13	692 13	459 38	-232 75	Short
	3	9/8/2008	6/2/2009	692 13	692 13	506 26	-185.87	Short
	2	9/8/2008	6/12/2009	461 42	461 42	333 49	-127 93	Short

Sub-Totals	**13**			**2,999.23**	**2,999.23**	**2,076 68**	**-922.55**	
MEDCO HEALTH SOLUTIONS INC	13	9/8/2008	1/28/2009	626 69	626 69	581 92	-44 77	Short
	5	9/8/2008	3/5/2009	241 04	241 04	189 69	-51 35	Short
	11	9/8/2008	4/28/2009	530 28	530 28	481 14	-49 14	Short
	10	9/8/2008	6/12/2009	482 07	482 07	448 54	-33 53	Short
	11	9/8/2008	7/30/2009	530 28	530 28	589 16	58 88	Short
Sub-Totals	**50**			**2,410.36**	**2,410.36**	**2,290.45**	**-119.91**	
MOSAIC COMPANY (THE)	3	4/21/2009	6/12/2009	118 78	118 78	166 2	47 42	Short
	2	4/21/2009	7/22/2009	79 19	79 19	95 35	16 16	Short
Sub-Totals	**5**			**197.97**	**197.97**	**261.55**	**63.58**	
PRICELINE.COM INC NEW	4	7/17/2009	9/25/2009	464 09	464 09	637 15	173 06	Short
	2	7/17/2009	12/4/2009	232 05	232 05	439 33	207 28	Short
Sub-Totals	**6**			**696.14**	**696.14**	**1,076.48**	**380.34**	
QIAGEN NV ORD	21	4/3/2009	7/22/2009	340 03	340 03	390 07	50 04	Short
	20	4/3/2009	7/30/2009	323 84	323 84	374 5	50 66	Short
	43	4/3/2009	10/27/2009	696 25	696 25	926 5	230 25	Short
Sub-Totals	**84**			**1,360.12**	**1,360.12**	**1,691.07**	**330.95**	
ST JUDE MEDICAL INC	3	4/28/2009	7/22/2009	104 4	104 4	110 96	6 56	Short
T ROWE PRICE GROUP INC	15	9/17/2008	4/21/2009	830 67	830 67	515 46	-315 21	Short
	14	9/17/2008	6/12/2009	775 29	775 29	602 41	-172 88	Short
	9	9/17/2008	7/2/2009	498 4	498 4	364 31	-134 09	Short
	21	9/17/2008	7/30/2009	1,162 94	1,162 94	979 42	-183 52	Short
Sub-Totals	**59**			**3,267.30**	**3,267.30**	**2,461.60**	**-805.7**	
Short Term Total				**84,944.50**	**84,944.50**	**68,368.13**	**-16,576.37**	
Long-Term Gain/Loss								
ALCON INC	6	9/8/2008	10/29/2009	988 32	988 32	869 58	-118 74	Long
	3	9/8/2008	11/13/2009	494 16	494 16	434 41	-59 75	Long
Sub-Totals	**9**			**1,482.48**	**1,482.48**	**1,303.99**	**-178.49**	
AMAZON COM INC	7	9/8/2008	10/26/2009	580 93	580 93	873 97	293 04	Long
AMERICA MOVIL SA DE CV ADR L	9	9/8/2008	9/25/2009	457 38	457 38	373 66	-83 72	Long
APPLE INC	2	9/8/2008	9/25/2009	324 64	324 64	366 99	42 35	Long
	3	9/8/2008	10/26/2009	486 96	486 96	607 66	120 7	Long

	1	9/8/2008	11/13/2009	162 32		162 32	202 85	40 53	Long
Sub-Totals	**6**			**973.92**		**973.92**	**1,177.50**	**203.58**	
CARNIVAL CP NEW PAIRED COM	8	9/8/2008	9/25/2009	316 56		316 56	264 74	-51 82	Long
CELGENE CORP	9	9/8/2008	9/25/2009	598 5		598 5	491 76	-106 74	Long
CME GROUP INC	4	1/28/2008	3/26/2009	2,573 24	P	2,573 24	1,025 00	-1,548 24	Long ADJ 8/12/08
	1	1/31/2008	5/28/2009	620 54	P	620 54	308 97	-311 57	Long ADJ 8/12/08
	2	2/5/2008	7/2/2009	1,229 38	P	1,229 38	611 98	-617 4	Long ADJ 8/12/08
	1	2/6/2008	8/31/2009	522 54	P	522 54	289 38	-233 16	Long ADJ 8/12/08
	1	2/7/2008	8/31/2009	531 46	P	531 46	289 38	-242 08	Long ADJ 8/12/08
	1	2/28/2008	8/31/2009	520 58	P	520 58	289 38	-231 2	Long ADJ 8/12/08
	1	2/28/2008	10/6/2009	520 58	P	520 58	287 54	-233 04	Long ADJ 8/12/08
Sub-Totals	**11**			**6,518.32**		**6,518.32**	**3,101.63**	**-3,416.69**	
COACH INC	8	8/20/2007	3/9/2009	365 71	P	365 71	94 83	-270 88	Long ADJ 8/8/08
	42	8/27/2007	3/9/2009	1,809 83	P	1,809 83	497 88	-1,311 95	Long ADJ 8/8/08
	32	10/17/2007	3/9/2009	1,377 39	P	1,377 39	379 33	-998 06	Long ADJ 8/8/08
	17	10/23/2007	3/9/2009	649 64	P	649 64	201 52	-448 12	Long ADJ 8/8/08
	34	10/29/2007	3/9/2009	1,244 23	P	1,244 23	403 04	-841 19	Long ADJ 8/8/08
	25	2/8/2008	3/9/2009	763 94	P	763 94	296 36	-467 58	Long ADJ 8/8/08
Sub-Totals	**158**			**6,210 74**		**6,210.74**	**1,872.96**	**-4,337.78**	
COSTCO WHOLESALE CORP NEW	12	10/29/2008	11/12/2009	700 86		700 86	721 39	20 53	Long
COVANCE INC	6	9/8/2008	9/25/2009	570 54		570 54	324 02	-246 52	Long
EXPEDITORS INTL WASH INC	6	9/8/2008	10/6/2009	201 6		201 6	199 16	-2.44	Long
FIRST SOLAR, INC.	2	9/8/2008	9/25/2009	480 76		480 76	301 53	-179 23	Long
	1	9/8/2008	10/6/2009	240 38		240 38	149 59	-90 79	Long
	2	9/8/2008	10/29/2009	480 76		480 76	253 6	-227 16	Long

	5	9/17/2008	10/29/2009	1,071 05		1,071 05	634	-437 05	Long
Sub-Totals	**10**			**2,272.95**		**2,272.95**	**1,338.72**	**-934.23**	
FMC TECHNOLOGIES INC	7	11/3/2008	11/12/2009	251 93		251 93	400 77	148 84	Long
	17	11/3/2008	12/4/2009	611 84		611 84	932 5	320 66	Long
Sub-Totals	**24**			**863.77**		**863.77**	**1,333.27**	**469.5**	
GOOGLE INC-CL A	1	5/12/2006	3/3/2009	375 35	P	375 35	329 22	-46 13	Long ADJ 8/8/08
	2	5/12/2006	6/2/2009	750 69	P	750 69	855 4	104.71	Long ADJ 8/8/08
	1	7/27/2006	8/31/2009	379 64	P	379 64	458 79	79 15	Long ADJ 8/8/08
	1	8/11/2006	8/31/2009	371 56	P	371 56	458 79	87 23	Long ADJ 8/8/08
Sub-Totals	**5**			**1,877.24**		**1,877.24**	**2,102.20**	**224.96**	
MEDCO HEALTH SOLUTIONS INC	5	9/8/2008	9/25/2009	241 04		241 04	270 19	29 15	Long
QUALCOMM INC	5	8/23/2004	3/5/2009	191 55	P	191 55	173 44	-18 11	Long ADJ 8/8/08
	2	8/23/2004	4/28/2009	76 62	P	76 62	85 38	8 76	Long ADJ 8/8/08
	3	2/6/2006	4/28/2009	137 58	P	137 58	128 08	-9 5	Long ADJ 8/8/08
	12	2/6/2006	6/2/2009	550 32	P	550 32	524 86	-25 46	Long ADJ 8/8/08
	9	2/6/2006	6/17/2009	412 74	P	412 74	401 2	-11 54	Long ADJ 8/8/08
Sub-Totals	**31**			**1,368.81**		**1,368.81**	**1,312.96**	**-55.85**	
RESEARCH IN MOTION	6	4/6/2006	2/5/2009	169 22	P	169 22	330 17	160 95	Long ADJ 8/12/08
	2	4/12/2006	2/5/2009	51 54	P	51 54	110 06	58.52	Long ADJ 8/12/08
	36	4/12/2006	4/3/2009	927 72	P	927 72	2,155 93	1,228 21	Long ADJ 8/12/08
	3	4/12/2006	6/12/2009	77 31	P	77 31	249 85	172 54	Long ADJ 8/12/08
	4	4/12/2006	7/2/2009	103 08	P	103 08	276 59	173 51	Long ADJ 8/12/08
	6	11/16/2007	8/31/2009	612 36	P	612 36	433 87	-178 49	Long ADJ 8/12/08
Sub-Totals	**57**			**1,941.23**		**1,941.23**	**3,556.47**	**1,615.24**	
T ROWE PRICE GROUP INC	7	9/17/2008	10/26/2009	387 65		387 65	375 83	-11 82	Long

	8	9/17/2008	12/4/2009	443 02	443 02	393 76	-49 26	Long
Sub-Totals	**15**			**830.67**	**830.67**	**769.59**	**-61.08**	
Long Term Total				**28,007.54**	**28,007.54**	**21,388.18**	**-6,619.36**	
GRAND TOTAL				**112,952 04**	**112,952.04**	**89,756.31**	**-23,195.73**	

P - You have provided the trade history for this transaction, it was not available through Morgan Stanley Smith Barney LLC records

The LevMar Foundation, Inc
PO BOX 10705
MCLEAN VA 22102-8705

Home·
Mobile:
Business: (703) 855-4512
lev@volftsun com

TIER: RESERVED SELECT

ACCT 731-90403-130 ACCESS
Sweep Fund AATF

Realized Gain and Loss for Year 2009

Security Name	Quantity	Date Acquired	Date Sold	Total Cost	Adjusted Cost	Proceeds	G/(L) Amount	Holding Period
Short-Term Gain/Loss								
ALEXANDRIA REAL ESTATE EQ INC	20	6/4/2009	9/9/2009	807 37	807 37	1,042 75	235 38	Short
APARTMENT INVT & MGMT CO A	36	9/5/2008	3/16/2009	1,050 78	1,050 78	196 55	-854 23	Short
	103	11/14/2008	3/16/2009	1,028 62	1,028 62	562 36	-466 26	Short
Sub-Totals	**139**			**2,079.40**	**2,079.40**	**758.91**	**-1,320.49**	
ARTHUR J GALLAGHER	5	9/5/2008	2/6/2009	134 07	134 07	88 73	-45 34	Short
	100	9/5/2008	3/16/2009	2,681 40	2,681 40	1,642 24	-1,039 16	Short
Sub-Totals	**105**			**2,815.47**	**2,815.47**	**1,730.97**	**-1,084.50**	
COLGATE PALMOLIVE CO	10	9/5/2008	5/19/2009	768 3	768 3	642 49	-125 81	Short
HSBC HOLDINGS PLC SPON ADR NEW	15	4/6/2009	11/19/2009	492 18	492 18	919 57	427 39	Short
	10	4/6/2009	11/30/2009	328 12	328 12	584 13	256 01	Short
Sub-Totals	**25**			**820.3**	**820.3**	**1,503.70**	**683.4**	
HUGOTON ROYALTY TR UBI	305	9/5/2008	8/26/2009	8,632 14	8,632 14	4,281 59	-4,350 55	Short
KINDER MORGAN MGMT LLC	0	9/5/2008	2/13/2009	0	0	39 09	39 09	Cash in Lieu
	0	9/5/2008	5/15/2009	0	0	3 21	3 21	Cash in Lieu
	0	9/5/2008	8/14/2009	0	0	30 24	30 24	Cash in Lieu
Sub-Totals	**0**					**72.54**	**72.54**	
MC CORMICK AND CO NON VOTING	60	9/5/2008	6/1/2009	2,385 00	2,385 00	1,829 03	-555 97	Short
	55	9/5/2008	6/2/2009	2,186 25	2,186 25	1,690 52	-495 73	Short
Sub-Totals	**115**			**4,571.25**	**4,571.25**	**3,519.55**	**-1,051.70**	
NUCOR CORPORATION	55	3/25/2008	3/18/2009	3,705 95	3,705 95	1,911 17	-1,794 78	Short ADJ 8/7/08
	25	9/5/2008	3/18/2009	1,170 50	1,170 50	868 72	-301 78	Short
Sub-Totals	**80**			**4,876.45**	**4,876.45**	**2,779.89**	**-2,096.56**	
POTLATCH CORP NEW	50	9/5/2008	3/16/2009	1,847 80	1,847 80	1,013 82	-833 98	Short
SEASPAN CORP	185	9/5/2008	6/10/2009	4,193 95	4,193 95	1,292 89	-2,901 06	Short

STHN UN CO NEW	45	1/13/2009	10/26/2009	601 4	601 4	900 18	298 78	Short
SYSCO CORP	100	9/5/2008	4/15/2009	3,207 80	3,207 80	2,216 48	-991 32	Short
	55	9/5/2008	4/30/2009	1,764 29	1,764 29	1,280 27	-484 02	Short
Sub-Totals	**155**			**4,972.09**	**4,972.09**	**3,496.75**	**-1,475.34**	
TAIWAN SMCNDCTR MFG CO LTD ADR	0	9/5/2008	8/14/2009	0	0	9 81	9 81	Cash in Lieu
THOMSON REUTERS CORP	20	2/25/2009	10/26/2009	500 34	500 34	639 75	139 41	Short
WILMINGTON TRUST CORP	90	9/5/2008	1/13/2009	2,175 95	2,175 95	1,685 82	-490 13	Short
	65	9/5/2008	2/3/2009	1,571 52	1,571 52	766 91	-804 61	Short
Sub-Totals	**155**			**3,747.47**	**3,747.47**	**2,452.73**	**-1,294.74**	
Short Term Total				**41,233.73**	**41,233.73**	**26,138.32**	**-15,095.41**	
Long-Term Gain/Loss								
APARTMENT INVT & MGMT CO A	63 849	12/17/2007	3/16/2009	1,735 43	1,735 43	348 6	-1,386 83	Long ADJ 8/7/08
	37 744	1/2/2008	3/16/2009	1,025 22	1,025 22	206 07	-819 15	Long ADJ 8/7/08
	8 407	1/31/2008	3/16/2009	276 29	276 29	45 9	-230 39	Long ADJ 8/7/08
Sub-Totals	**110**			**3,036.94**	**3,036.94**	**600.57**	**-2,436.37**	
AT&T INC	35	4/27/2007	5/19/2009	1,344 84	1,344 84	865 71	-479 13	Long ADJ 8/7/08
COLGATE PALMOLIVE CO	25	9/5/2008	9/9/2009	1,920 75	1,920 75	1,777 56	-143 19	Long
JOHNSON & JOHNSON	10	8/16/2007	10/26/2009	613 12	613 12	601 57	-11 55	Long ADJ 8/7/08
KINDER MORGAN MGMT LLC	0	9/5/2008	11/13/2009	0	0	27 94	27 94	Cash in Lieu
KRAFT FOODS INC CL A	140	9/11/2008	10/6/2009	4,624 10	4,624 10	3,655 36	-968 74	Long
MC DONALDS CORP	10	11/17/2008	11/23/2009	566 98	566 98	640 13	73 15	Long
MICROCHIP TECHNOLOGY INC	35	9/5/2008	11/23/2009	1,031 38	1,031 38	902 39	-128 99	Long
ONEOK INC NEW	20	10/17/2008	10/26/2009	587 57	587 57	752 35	164 78	Long

PAYCHEX INC	55	9/5/2008	9/9/2009	1,836 89	1,836 89	1,549 90	-286.99	Long
SPECTRA ENERGY CORP COM	45	9/5/2008	10/26/2009	1,117 71	1,117 71	895 94	-221 77	Long
TELEFONICA SA ADR	45	11/17/2008	12/18/2009	2,566 26	2,566 26	3,687 17	1,120 91	Long
UNILEVER NV NY SH NEW	15	10/17/2008	11/30/2009	382 67	382 67	460 67	78	Long
Long Term Total				**19,629.21**	**19,629.21**	**16,417.26**	**-3,211.95**	
GRAND TOTAL				**60,862 94**	**60,862 94**	**42,555 58**	**-18,307.36**	

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