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Return of Private Foundation

Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

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

For calendar year 2009, or tax year beginning

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

Name of foundation

THE PAULEY FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

C/O S. F. PAULEY, 314 ST. DAVID'S LANE

City or town, state, and ZIP code

RICHMOND, VA 23221

A Employer identification number

54-1685158

B Telephone number (see page 10 of the instructions)

(804) 359-0800

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

H Check type of organization

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col (c), line

16) ☐ \$ 55,972,078.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis)

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

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

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

b Gross sales price for all
assets on line 6a 21,925,029.

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)

12 Total. Add lines 1 through 11.

13 Compensation of officers, directors, trustees, etc.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) ATCH 4

b Accounting fees (attach schedule) ATCH 5

c Other professional fees (attach schedule) *

17 Interest

18 Taxes (attach schedule) (see page 14 of the instructions) *

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) ATCH 8

24 Total operating and administrative expenses.

Add lines 13 through 23

25 Contributions, gifts, grants paid

26 Total expenses and disbursements. Add lines 24 and 25

27 Subtract line 26 from line 12

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

12.

12.

ATCH 1

934,254.

934,254.

ATCH 2

-3,750,093.

12,391.

12,391.

ATCH 3

-2,803,436.

946,657.

1,335.

1,335.

0.

0.

11,325.

11,325.

0.

0.

406,445.

406,445.

12,296.

12,296.

30,812.

462,213.

431,401.

0.

0.

3,005,000.

3,467,213.

431,401.

0.

3,005,000.

-6,270,649.

515,256.

-0-

SCANNED Revenue & 2010

Operating and Administrative Expenses

Part II Balance Sheets

Attached schedule and amounts in the description column should be for end-of-year amounts only. (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	10,108,961.	3,321,984.	3,321,984.
	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) <u>ATTCH 9</u>	54,940,622.	55,528,783.	52,650,094.
	c Investments - corporate bonds (attach schedule)			
	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)	65,049,583.	58,850,767.	55,972,078.	
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	65,049,583.	58,850,767.	
	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)	65,049,583.	58,850,767.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	65,049,583.	58,850,767.		

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	65,049,583.
2 Enter amount from Part I, line 27a	2	-6,270,649.
3 Other increases not included in line 2 (itemize) ▶ <u>ATTACHMENT 10</u>	3	98,362.
4 Add lines 1, 2, and 3	4	58,877,296.
5 Decreases not included in line 2 (itemize) ▶ <u>ATTACHMENT 11</u>	5	26,529.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	58,850,767.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a 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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			-3,750,093.		
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.

(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	4,730,532.	53,871,571.	0.087811
2007	4,393,306.	53,792,135.	0.081672
2006	3,407,984.	40,196,360.	0.084783
2005	1,181,622.	26,706,132.	0.044245
2004	204,000.	20,714,268.	0.009848
2 Total of line 1, column (d)			0.308359
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			0.061672
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			49,003,189.
5 Multiply line 4 by line 3			3,022,125.
6 Enter 1% of net investment income (1% of Part I, line 27b)			5,153.
7 Add lines 5 and 6			3,027,278.
8 Enter qualifying distributions from Part XII, line 4 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.			3,005,000.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), and 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 ☐ and enter 1% of Part I, line 27b	1	10,305.
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	10,305.
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	10,305.
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	35,179.
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	35,179.
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	24,874.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ 24,874. Refunded ☐ 11	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?		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)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ (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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ☐ 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 **S. F. PAULEY** Telephone no **804-359-0800**
 Located at **314 ST. DAVID'S LANE, RICHMOND, VA** ZIP + 4 **23221**

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		
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		
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		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? ☐ 4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? ☐ 4b		X

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

- 5a** During the year did the foundation pay or incur any amount to
- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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** ☐
- 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? ☐ Yes ☒ No
- If "Yes," attach the statement required by Regulations section 53.4945-5(d)
- 6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No
- b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** ☐ X
- If "Yes" to 6b, file Form 8870
- 7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No
- b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (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 12		-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 ☐

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (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
ATTACHMENT 13		406,445.
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 THE PAULEY FAMILY FOUNDATION MAKES CONTRIBUTIONS TO QUALIFYING CHARITABLE ORGANIZATIONS AND DOES NOT CARRY ON ANY CHARITABLE ACTIVITIES DIRECTLY.	
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	

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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	44,277,209.
b	Average of monthly cash balances	1b	5,472,221.
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	49,749,430.
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	49,749,430.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	746,241.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,003,189.
6	Minimum investment return. Enter 5% of line 5	6	2,450,159.

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	2,450,159.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	10,305.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,305.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,439,854.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	2,439,854.
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	2,439,854.

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	3,005,000.
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	3,005,000.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,005,000.

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				2,439,854.
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				
b From 2005				
c From 2006 1,472,198.				
d From 2007 1,812,087.				
e From 2008 2,047,889.				
f Total of lines 3a through e	5,332,174.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 3,005,000.				
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				2,439,854.
e Remaining amount distributed out of corpus	565,146.			
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	5,897,320.			
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)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	5,897,320.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006 1,472,198.				
c Excess from 2007 1,812,087.				
d Excess from 2008 2,047,889.				
e Excess from 2009 565,146.				

Form 990-PF (2009)

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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 14

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

N/A

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

Check here ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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	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
Name and address (home or business)				
a Paid during the year				
ATTACHMENT 15				
Total. ▶ 3a				3,005,000.
b Approved for future payment				
Total. ▶ 3b				

Form 990-PF (2009)

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			14	12.	
4 Dividends and interest from securities			14	934,254.	
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	-3,750,093.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b MISCELLANEOUS INCOME			14	12,391.	
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				-2,803,436.	
13 Total. Add line 12, columns (b), (d), and (e)					-2,803,436.

(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

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

[illegible]

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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.

Sign Here

Signature of officer or trustee

Date _____

Title

Preparer's
signature

Date _____

Check if
self-employed

Preparer's identifying
number (See **Signature** on
page 30 of the instructions)

Firm's name (or yours if self-employed), address, and ZIP code

HERITAGE WEALTH ADVISORS, LLC

FIN ▶ 36-4579334

901 E. BYRD STREET, SUITE 1300

23219

Phone no 804-643-4080

Form **990-PF** (2009)

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 LONG-TERM CAPITAL GAIN DIVIDENDS					11,205.	
2,887,122.		MS 04-G1150-LT - PUBLICLY TRADED SECURIT 5,558,230.					VAR -2671108.	VAR
170,145.		MS 04-G8959-LT - PUBLICLY TRADED SECURIT 51,096.					VAR 119,049.	VAR
1,986,308.		UBS Y1 08366-ST - PUBLICLY TRADED SECURI 1,921,822.					VAR 64,486.	VAR
2,497,438.		UBS Y1 08373-ST - PUBLICLY TRADED SECURI 2,052,059.					VAR 445,379.	VAR
176,190.		UBS Y1 08372-ST - PUBLICLY TRADED SECURI 154,740.					VAR 21,450.	VAR
5,897,167.		UBS Y1 08371-ST - PUBLICLY TRADED SECURI 6,001,325.					VAR -104,158.	VAR
2,608,434.		UBS Y1 08377-ST - PUBLICLY TRADED SECURI 2,128,365.					VAR 480,069.	VAR
3,073,933.		UBS Y1 08366-LT - PUBLICLY TRADED SECURI 3,936,805.					VAR -862,872.	VAR
2,155,206.		UBS Y1 08373-LT - PUBLICLY TRADED SECURI 3,269,818.					VAR -1114612.	VAR
314,177.		UBS Y1 08372-LT - PUBLICLY TRADED SECURI 399,558.					VAR -85,381.	VAR
147,704.		UBS Y1 08371-LT - PUBLICLY TRADED SECURI 201,304.					VAR -53,600.	VAR
TOTAL GAIN(LOSS)							<u>-3750093.</u>	

ATTACHMENT 1FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
WACHOVIA MMKT INTEREST	12.	12.
TOTAL	<u>12.</u>	<u>12.</u>

ATTACHMENT 2FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FROM METALMARK CAPITAL PARTNERS K-1	36,077.	36,077.
MORGAN STANLEY 04-G7476	819.	819.
MORGAN STANLEY 04-G8959	9,007.	9,007.
UBS Y1 08371	14,570.	14,570.
UBS Y1 08367	185,119.	185,119.
UBS Y1 08365	19,877.	19,877.
UBS Y1 08368	120,684.	120,684.
UBS Y1 08366	220,233.	220,233.
UBS Y1 08372	55,118.	55,118.
UBS Y1 08370	65,896.	65,896.
UBS Y1 08373	121,398.	121,398.
UBS Y1 08377	85,456.	85,456.
TOTAL	<u>934,254.</u>	<u>934,254.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME - UBS Y1 08373	8,978.	8,978.
MISCELLANEOUS INCOME - UBS Y1 08371	3,057.	3,057.
MISCELLANEOUS INCOME - UBS Y1 08365	356.	356.
TOTALS	12,391.	12,391.

ATTACHMENT 4FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
MCGUIRE WOODS LLP	1,335.	1,335.		
TOTALS	<u>1,335.</u>	<u>1,335.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 5FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
HERITAGE WEALTH ADVISORS	11,325.	11,325.		
TOTALS	<u>11,325.</u>	<u>11,325.</u>	<u>0.</u>	<u>0.</u>

ATTACHMENT 6FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
MORGAN STANLEY & CO, INC	116,165.	116,165.
METALMARK MANAGEMENT FEES		
UBS	290,280.	290,280.
WACHOVIA		
TOTALS	<u>406,445.</u>	<u>406,445.</u>

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	12,296.	12,296.
TOTALS	12,296.	12,296.

ATTACHMENT 8FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
PENALTY PAYMENT	
FROM METALMARK CAPITAL K-1	
FUNDS - OTHER DEDUCTIONS	28,459.
OTHER MISC. EXPENSES	2,353.
TOTALS	<u>30,812.</u>

FORM 990PF, PART II - CORPORATE STOCKATTACHMENT 9

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MORGAN STANLEY 04-G1150		
MS 04-G1151 / UBS 08370	1,479,164.	970,868.
MORGAN STANLEY 04-G1320	2,000,000.	2,087,055.
MORGAN STANLEY 04-G1482	987,774.	1,403,693.
MORGAN STANLEY 04-G4123	1,212,124.	1,129,990.
MS 32-78FJ2 / UBS 08366	11,959,111.	12,503,936.
MS 690010954 / UBS 08373	7,488,984.	8,771,743.
MS 690010955 / UBS 08372	3,709,878.	3,580,953.
FRONTPOINT ALPHA 04-H05P8	4,000,000.	3,923,845.
MS 690012923 / UBS 08371	2,818,583.	3,323,371.
MORGAN STANLEY 04-G7476	3,298,589.	474,068.
MORGAN STANLEY 04-G8959	1,179,671.	1,036,491.
MS 04-G8679 / UBS 08367	5,239,731.	3,952,929.
MS 04-G9661 / UBS Y1 08368	6,242,851.	4,798,023.
UBS Y1 08377	3,912,323.	4,693,129.
TOTALS	<u>55,528,783.</u>	<u>52,650,094.</u>

ATTACHMENT 10FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
CUSTODIAL COST BASIS ADJUSTMENT	98,361.
ROUNDING	1.
TOTAL	<u>98,362.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

BEGINNING BALANCE ADJUSTMENTS

ROUNDING

UNSETTLED GAIN/LOSS

23,699.

MISCELLANEOUS ADJUSTMENT

2,830.

TOTAL

26,529.

THE PAULEY FAMILY FOUNDATION

54-1685158

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

ATTACHMENT 12

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

CHAIRMAN & DIRECTOR

STANLEY F. PAULEY
314 ST. DAVID'S LANE
RICHMOND, VA 23221

PRES/TREAS & DIRECTOR

DOROTHY A. PAULEY
314 ST. DAVID'S LANE
RICHMOND, VA 23221

VICE PRESIDENT & DIRECTOR

KATHARINE PAULEY HICKOK
302 ST. DAVID'S LANE
RICHMOND, VA 23221

VICE PRESIDENT & DIRECTOR

LORNA PAULEY JORDAN
4233 MERIDIAN AVENUE, NORTH
SEATTLE, WA 98103

SECRETARY

W. BIRCH DOUGLASS, III
P.O. BOX 397
RICHMOND, VA 23218

GRAND TOTALS

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
MORGAN STANLEY PRIVATE WEALTH MANAGEMENT 1221 AVENUE OF THE AMERICAS NEW YORK, NY 10020	INVESTMENT ADVISORY	116,165.
UBS INSTITUTIONAL CONSULTING 299 PARK AVENUE, 25TH FLOOR NEW YORK, NY 10171		290,280.
TOTAL COMPENSATION		<u>406,445.</u>

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

STANLEY F. PAULEY
DOROTHY A. PAULEY

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

ATTACHMENT 15

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE RICHMOND SYMPHONY 300 WEST FRANKLIN STREET, #103E RICHMOND, VA 23220	NONE PUBLIC		CHARITABLE SUPPORT	135,000
VCU SCHOOL OF ENGINEERING FOUNDATION 809 W BROAD ST PO BOX 943075 RICHMOND, VA 23284	NONE COLLEGE		EDUCATIONAL SUPPORT	25,000
VIRGINIA MUSEUM OF FINE ARTS FOUNDATION 200 N BOULEVARD RICHMOND, VA 23220	NONE PUBLIC		CHARITABLE SUPPORT	25,000
RICHMOND BALLET 407 EAST CANAL STREET RICHMOND, VA 23219	NONE PUBLIC		CHARITABLE SUPPORT	25,000
UNIVERSITY OF RICHMOND 28 WESTHAMPTON WAY RICHMOND, VA 23173	NONE COLLEGE		EDUCATIONAL SUPPORT	25,000
HEALING PLACE 700 DINWIDDIE AVENUE RICHMOND, VA 23201	NONE PUBLIC		CHARITABLE SUPPORT	10,000

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HAMPDEN-SYDNEY COLLEGE DEVELOPMENT OFFICE HAMPDEN-SYDNEY, VA 23901-9900	NONE	COLLEGE	EDUCATIONAL SUPPORT	25,000
THE VISUAL ARTS CENTER OF RICHMOND 1812 WEST MAIN STREET RICHMOND, VA 23220	NONE	PUBLIC	CHARITABLE SUPPORT	25,000
CIRCLE CENTER ADULT DAY SERVICES 4900 WEST MARSHALL STREET RICHMOND, VA 23230	NONE	PRIVATE, NON-PROFIT	CHARITABLE SUPPORT	100,000
MEDICAL COLLEGE OF VIRGINIA FOUNDATION, INC PO BOX 980234 RICHMOND, VA 23298	NONE	PUBLIC	HEALTH	1,275,000
RICHMOND SPCA 2519 HERMITAGE ROAD RICHMOND, VA 23220	NONE	PUBLIC	CHARITABLE SUPPORT	5,000
VALENTINE MUSEUM 1015 EAST CLAY STREET RICHMOND, VA 23219	NONE	PUBLIC	CHARITABLE SUPPORT	5,000

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
VIRGINIA OPERA ASSOCIATION, INC PO BOX 2580 NORFOLK, VA 23501	NONE PUBLIC		CHARITABLE SUPPORT	25,000
MEDICAL COLLEGE OF VIRGINIA FOUNDATION, INC VCU INSTITUTE FOR WOMEN'S HEALTH PO BOX 980234 RICHMOND, VA 23298	NONE PUBLIC		HEALTH	100,000
SPARC 2106 N HAMILTON ST RICHMOND, VA 23230	NONE PUBLIC		CHARITABLE SUPPORT	25,000
CONFEDERATE MEMORIAL LITFRARY SOCIETY 1201 EAST CLAY ST RICHMOND, VA 23219	NONE PUBLIC		CHARITABLE SUPPORT	125,000
UNITED WAY OF GREATER RICHMOND & PETERSBURG - Alexis PO BOX 12209 RICHMOND, VA 23241-0209	NONE PUBLIC		CHARITABLE SUPPORT	10,000
CENTERSTAGE 111 VIRGINIA ST SUITE 100-M RICHMOND, VA 23286-0798	NONE PUBLIC		CHARITABLE SUPPORT	1,025,000.

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

ATTACHMENT 15 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MEDICAL COLLEGE OF VIRGINIA FOUNDATION, INC - <i>Massen</i> 401 COLLEGE ST PO BOX 980037 RICHMOND, VA 23298-0037	NONE PUBLIC		5,000
FRIENDS ASSOCIATION FOR CHILDREN 1004 SAINT JOHN STREET RICHMOND, VA 23220	NONE PUBLIC	CHARITABLE SUPPORT	10,000
TOTAL CONTRIBUTIONS PAID			3,905,000

FEDERAL CAPITAL GAIN DIVIDENDSLONG-TERM CAPITAL GAIN DIVIDENDSATTACHMENT 16

15% RATE CAPITAL GAIN DIVIDENDS

UBS Y1 08370 - LTCG DIVIDEND

11,205.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

11,205.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

11,205.

The Pauley Family Foundation
12/31/2009

Account Name	Account Number	Holdings	Book Value	Market Value
Morgan Stanley Real Estate Fund VI Offshore	04-G7476	Alternative Investments	3,298,589	474,068
Morgan Stanley Liquid Markets Fund II	04-G1320	Alternative Investments	2,000,000	2,087,055
Morgan Stanley Private Markets Fund II	04-G1482	Alternative Investments	987,774	1,403,693
Morgan Stanley Private Equity Asia III	04-G8959	Alternative Investments	1,179,671	1,036,491
Frontpoint Onshore Alpha Funds	04-H0SP8	Alternative Investments	4,000,000	3,923,845
Metalmark Capital Partners	04-G4123	Alternative Investments	1,212,124	1,129,990



Commercial Money Market Deposit Account

01 2000037424880 072 130 0 40 19,572

WACHOVIA

00004216 01 AV 0.335 01 SDG 19



THE PAULEY FAMILY FOUNDATION
C/O HERITAGE WEALTH ADVISORS
11 S 12TH ST STE 401
RICHMOND VA 23219-4035

CB

Commercial Money Market Deposit Account

12/01/2009 thru 12/31/2009

Account number: 2000037424880
Account owner(s): THE PAULEY FAMILY FOUNDATION

Account Summary

Opening balance 12/01	\$24,605.51
Interest paid	1.04 +
Closing balance 12/31	\$24,606.55

Deposits and Other Credits

Date	Amount	Description
12/31	1.04	INTEREST FROM 12/01/2009 THROUGH 12/31/2009
Total	\$1.04	

Interest

Number of days this statement period	31
Annual percentage yield earned	0.05%
Interest earned this statement period	\$1.04
Interest paid this statement period	\$1.04
Interest paid this year	\$12.28

Daily Balance Summary

Dates	Amount	Dates	Amount	Dates	Amount
12/31	24,606.55				



ISVAA001 004216 001033218074 NNNNN NNNNN NNNNN NNNNN NNNNN NNNNN NNNNN NNNNN



UBS Institutional Consulting
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF Cash
Account number: Y1 08365 1C

Your Financial Advisor:
DUNNYAMIN
212-821-7000

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	0.20	0.00				
RMA MONEY MKT PORTFOLIO	0.00	72,521.06	1.00	0.01%	Nov 23 to Dec 23	31
Total	\$0.20	\$72,521.06				

Cash alternatives

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized gain or loss is the difference between the current value and the cost basis. The unrealized gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.

Holding	Number of shares	Purchase price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Investment return (\$)	Holding period
UBS SELECT PRIME INSTITUTIONAL FUND	3,224,856.140	1.000	3,224,856.14	3,224,856.14	1.000	3,224,856.14			

EAI \$3,225 Current yield 0.10%

Your total assets

Cash	Cash and money balances	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
		72,521.06	2.20%	72,521.06		
Cash alternatives	Mutual funds	3,224,856.14	97.80%	3,224,856.14	3,225.00	
Total		\$3,297,377.20	100.00%	\$3,297,377.20	\$3,225.00	



UBS Institutional Consulting
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF PIMCO Cndty
Account number: Y1 08370 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Broad commodities

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized gain or loss is the difference between the current value and the cost basis. The unrealized gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.

Holding	Number of shares	Purchase price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Investment return (\$)	Holding period
PIMCO COMMODITY REAL									
RETURN FUND CLASS I									
Trade date Oct 7, 04	10,872 093	15 979	173,736 04	173,736 04 ¹	8 280	90,020 93	-83,715 11		LT
Trade date Nov 23, 04	31,133 250	16 060	500,000 00	500,000 00 ¹	8 280	257,783 31	-242,216 69		LT
Trade date Dec 15, 04	1,136 519	14 939	16,979 59	16,979 59 ¹	8 280	9,410 38	-7,569 21		LT
Trade date Jan 3, 05	2,248 523	14 859	33,413 05	33,413 05 ¹	8 280	18,617 77	-14,795 28		LT
Trade date Mar 30, 05	1,345 085	15 789	21,238 89	21,238 89 ¹	8 280	11,137 30	-10,101 59		LT
Trade date Jun 27, 05	1,287 883	16 200	20,863 71	20,863 71 ¹	8 280	10,663 67	-10,200 04		LT
Trade date Sep 26, 05	2,805 421	17 420	48,870 44	48,870 44 ¹	8 280	23,228 89	-25,641 55		LT
Trade date Dec 16, 05	429 428	17 329	7,441 98	7,441 98 ¹	8 280	3,555 66	-3,886 32		LT
Trade date Jan 3, 06	13,956 906	14 739	205,724 79	205,724 79 ¹	8 280	115,563 18	-90,161 61		LT
Trade date Jun 26, 06	596 664	14 060	8,389 10	8,389 10 ¹	8 280	4,940 38	-3,448 72		LT
Trade date Sep 25, 06	441 269	13 750	6,067 45	6,067 45 ¹	8 280	3,653 71	-2,413 74		LT
Trade date Dec 27, 06	2,713 824	13 909	37,749 29	37,749 29 ¹	8 280	22,470 46	-15,278 83		LT
Trade date Mar 22, 07	1,183 884	14 420	17,071 61	17,071 61 ¹	8 280	9,802 56	-7,269 05		LT
Trade date Jun 21, 07	1,653 723	14 149	23,400 18	23,400 18 ¹	8 280	13,692 83	-9,707 35		LT
Trade date Sep 20, 07	1,726 770	15 060	26,005 16	26,005 16 ¹	8 280	14,297 66	-11,707 50		LT
Trade date Dec 27, 07	1,915 097	16 119	30,871 36	30,871 36 ¹	8 280	15,857 00	-15,014 36		LT
Trade date Mar 20, 08	1,004 722	18 010	18,095 05	18,095 05 ¹	8 280	8,319 10	-9,775 95		LT
Trade date Jun 19, 08	1,058 225	19 920	21,079 85	21,079 85 ¹	8 280	8,762 10	-12,317 75		LT

continued next page



Friendly account name: PFF PIMCO Cmdty
Account number: Y1 08370 1C

Your assets • Broad commodities • Mutual funds (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Investment return (\$)	Holding period
Total reinvested	Sep 22, 08	1,404 115	14 379	20,191 17	20,191 17 ¹	8 280	11,626 07	-8,565 10		LT
EAI \$58,158 Current yield 5.99%		38,341 168	6 311		241,975 15	8 280	317,464 87	75,489 72		
Security total		117,254 569		1,237,188 71	1,479,163 86		970,867 83	-508,296 03	-266,320 88	

¹ Indicates cost basis information has been provided by a source other than UBS Financial Services

Your total assets

Broad commodities	Mutual funds	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Total		\$970,867.83	100.00%	\$1,479,163.86	\$58,158.00	-\$508,296.03

Account activity this month

For more information about the price/value shown for restricted securities, see *Important information about your statement* at the end of this document

Date	Activity	Description	Your expense code	Quantity/Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Nov 30		Cash and money balance					\$0.00
Dec 10	Lt Cap Gain	PIMCO COMMODITY REAL RETURN FUND CLASS I LONG TERM CAPITAL GAIN AS OF 12/09/09				11,204 58	
Dec 10	Reinvestment	PIMCO COMMODITY REAL RETURN FUND CLASS I LT CAP GAINS REINVESTED AT 8 06 NAV ON 12/09/09 AS OF 12/09/09		1,390 146		-11,204 58	
Dec 31	Dividend	PIMCO COMMODITY REAL RETURN FUND CLASS I AS OF 12/30/09				23,087 35	
Dec 31	Reinvestment	PIMCO COMMODITY REAL RETURN FUND CLASS I DIVIDEND REINVESTED AT 8 31 NAV ON 12/30/09 AS OF 12/30/09		2,778 261		-23,087 35	
Dec 31		Closing cash and money balance					\$0.00
		Funds used for security transactions					-\$34,291.93



UBS Institutional Consulting
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF Artio Intl
Account number: Y1 08367 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Equities

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized gain or loss is the difference between the current value and the cost basis. The unrealized gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

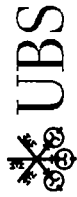
Investment return is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.

Holding	Number of shares	Purchase price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Investment return (\$)	Holding period
ARTIO INTERNATIONAL									
EQUITY FUND II CLASS I									
Trade date Apr 4, 07	300,530	646	15 989	4,805,485 02 1	11 780	3,540,251 01	-1,265,234 01		LT
Trade date Dec 28, 07	8,038	863	17 139	137,786 11	11 780	94,697 81	-43,088 30		LT
Total reinvested	26,993	262	10 982	296,460 17	11 780	317,980 63	21,520 46		
EAI \$194,290 Current yield 4.92%									
Security total	335,562	771		4,943,271 13	5,239,731 30	3,952,929 44	-1,286,801 85	-990,341 68	

¹ Indicates cost basis information has been provided by a source other than UBS Financial Services

Your total assets

Equities	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Mutual funds	3,952,929.44	100.00%	5,239,731.30	194,290.00	-1,286,801.85
Total	\$3,952,929.44	100.00%	\$5,239,731.30	\$194,290.00	-\$1,286,801.85



UBS Institutional Consulting
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF Lazard Emg
Account number: Y1 08368 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Equities

Mutual funds

Total reinvested is the total of all reinvested dividends. It does not include any cash dividends. It is not a tax lot for the purposes of determining holding periods or cost basis. The shares you receive each time you reinvest dividends become a separate tax lot.

Cost basis is the total purchase cost of the security, including reinvested dividends. The cost basis may need to be adjusted for return of capital payments in order to determine the adjusted cost basis for tax reporting purposes.

Unrealized gain or loss is the difference between the current value and the cost basis. The unrealized gain or loss may need to be adjusted for return of capital payments in order to determine the realized gain or loss for tax reporting purposes.

Investment return is the current value minus the amount you invested. It does not include any cash dividends that were not reinvested.

Holding	Number of shares	Purchase price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Investment return (\$)	Holding period
LAZARD EMERGING MARKETS									
FUND INSTITUTIONAL SHS									
Trade date Jul 10, 07	197,784.810	25.280	5,000,000.00	5,000,000.00 ¹	18.010	3,562,104.43	-1,437,895.57		LT
Trade date Aug 28, 07	1,970.382	23.309	45,929.59	45,929.59 ¹	18.010	35,486.58	-10,443.01		LT
Trade date Dec 27, 07	27,246.156	23.859	650,093.28	650,093.28 ¹	18.010	490,703.27	-159,390.01		LT
Trade date Aug 27, 08	8,386.889	20.159	169,079.68	169,079.68 ¹	18.010	151,047.87	-18,031.81		LT
Total reinvested	31,020.596	12.177		377,748.79	18.010	558,680.93	180,932.14		
EAI \$123,880 Current yield 2.58%			5,865,102.55	6,242,851.34		4,798,023.08	-1,444,828.26	-1,067,079.47	
Security total	266,408.833								

¹ Indicates cost basis information has been provided by a source other than UBS Financial Services.

Your total assets

Equities	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Mutual funds	4,798,023.08	100.00%	6,242,851.34	123,880.00	-1,444,828.26
Total	\$4,798,023.08	100.00%	\$6,242,851.34	\$123,880.00	-\$1,444,828.26



Portfolio Management Program
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

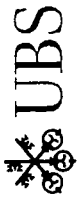
Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period
RMA MONEY MKT PORTFOLIO	131,366 10	254,253 48	1 00	0 01%	Nov 23 to Dec 23	31

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ABBOTT LABS								
Symbol ABT Exchange NYSE								
EAI \$7,168 Current yield 2 96%	Feb 23, 06	1,450 000	43 510	63,089 50 ¹	53 990	78,285 50	15,196 00	LT
	May 11, 06	1,815 000	42 060	76,338 90 ¹	53 990	97,991 85	21,652 95	LT
	Jun 15, 09	1,215 000	44 898	54,552 13	53 990	65,597 85	11,045 72	ST
Security total		4,480 000		193,980 53		241,875 20	47,894 67	
ADOBE SYSTEMS INC (DELAWARE)								
Symbol ADBE Exchange OTC								
	Jul 15, 08	4,870 000	38 859	189,243 82 ¹	36 780	179,118 60	-10,125 22	LT
	Nov 26, 08	1,835 000	23 151	42,483 38	36 780	67,491 30	25,007 92	LT
Security total		6,705 000		231,727 20		246,609 90	14,882 70	
ALCOA INC								
Symbol AA Exchange NYSE								
EAI \$2,165 Current yield 0 74%	Jan 25, 07	8,030 000	31 717	254,687 51 ¹	16 120	129,443 60	-125,243 91	LT
	Nov 26, 08	9,510 000	10 379	98,705 35	16 120	153,301 20	54,595 85	LT
	Jun 15, 09	505 000	11 171	5,641 58	16 120	8,140 60	2,499 02	ST
Security total		18,045 000		359,034 44		290,885 40	-68,149 04	
ALTRIA GROUP INC								
Symbol MO Exchange NYSE								
EAI \$8,602 Current yield 6 93%	Feb 23, 06	800 000	16 909	13,527 56 ¹	19 630	15,704 00	2,176 44	LT
	May 11, 06	1,405 000	16 542	23,241 81 ¹	19 630	27,580 15	4,338 34	LT

continued next page



Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AMER ELECTRIC POWER CO Symbol AEP Exchange NYSE EAI \$11,710 Current yield 4.71%	Jun 8, 06 Oct 23, 06 Aug 8, 08 Nov 26, 08	1,565 000 730 000 1,815 000 10 000	16 410 18 625 20 769 15 808	25,682 52 ¹ 13,596 68 ¹ 37,697 37 ¹ 158 09	19 630 19 630 19 630 19 630	30,720 95 14,329 90 35,628 45 196 30	5,038 43 733 22 -2,068 92 38 21	LT LT LT LT
Security total		6,325 000		113,904 03		124,159 75	10,255 72	
AMERICA MOVIL S A B DE C V SER L SPON ADR Symbol AMX Exchange NYSE EAI \$2,247 Current yield 0.97%	Sep 24, 09	7,140 000	31 268	223,254 06	34 790	248,400 60	25,146 54	ST
Security total		4,950 000		262,602 80		232,551 00	-30,051 80	
APPLE INC Symbol AAPL Exchange OTC	Jun 8, 09 Jun 15, 09	1,085 000 150 000	141 705 135 369	153,750 05 20,305 48	210 732 210 732	228,644 22 31,609 80	74,894 17 11,304 32	ST ST
Security total		1,235 000		174,055 53		260,254 02	86,198 49	
AT&T INC Symbol T Exchange NYSE EAI \$22,218 Current yield 5.99%	Jul 26, 07 Aug 8, 08 Nov 26, 08 Jun 15, 09 Dec 3, 09	7,555 000 1,555 000 755 000 3,170 000 190 000	40 441 30 737 28 213 24 444 27 605	305,537 04 ¹ 47,796 97 ¹ 21,301 26 77,489 33 5,245 05	28 030 28 030 28 030 28 030 28 030	211,766 65 43,586 65 21,162 65 88,855 10 5,325 70	-93,770 39 -4,210 32 -138 61 11,365 77 80 65	LT LT LT ST ST
Security total		13,225 000		457,369 65		370,696 75	-86,672 90	
BANK OF NEW YORK MELLON CORP Symbol BK Exchange NYSE EAI \$3,209 Current yield 1.29%	Sep 27, 06 Oct 23, 06 Aug 8, 08 Jun 15, 09 Dec 3, 09	5,418 000 972 000 50 000 975 000 1,500 000	37 795 35 929 36 937 28 598 27 219	204,774 49 ¹ 34,923 05 ¹ 1,846 87 ¹ 27,883 64 40,829 63	27 970 27 970 27 970 27 970 27 970	151,541 46 27,186 84 1,398 50 27,270 75 41,955 00	-53,233 03 -7,736 21 -448 37 -612 89 1,125 37	LT LT LT ST ST

continued next page



Portfolio Management Program
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
BANK OF AMER CORP								
Symbol BAC Exchange NYSE								
EAI \$604 Current yield 0.27%	Aug 3, 09	7,680,000	15.306	117,554.40	15.060	115,660.80	-1,893.60	ST
Security total	Dec 3, 09	7,425,000	16.031	119,033.46	15.060	111,820.50	-7,212.96	ST
		15,105,000		236,587.86		227,481.30	-9,106.56	
BAXTER INTL INC								
Symbol BAX Exchange NYSE								
EAI \$4,982 Current yield 1.98%	May 11, 06	896,000	37.920	33,976.32 ¹	58.680	52,577.28	18,600.96	LT
	Jul 21, 06	2,334,000	41.180	96,114.12 ¹	58.680	136,959.12	40,845.00	LT
	Oct 23, 06	125,000	47.130	5,891.25 ¹	58.680	7,335.00	1,443.75	LT
	Jun 15, 09	940,000	48.355	45,454.17	58.680	55,159.20	9,705.03	ST
Security total		4,295,000		181,435.86		252,030.60	70,594.74	
CISCO SYSTEMS INC								
Symbol CSCO Exchange OTC								
	Nov 23, 04	1,360,000	19.090	25,962.40 ¹	23.940	32,558.40	6,596.00	LT
	Feb 23, 06	4,245,000	19.610	83,244.45 ¹	23.940	101,625.30	18,380.85	LT
	May 11, 06	2,655,000	20.230	53,710.65 ¹	23.940	63,560.70	9,850.05	LT
	Apr 17, 07	6,350,000	26.694	169,511.35 ¹	23.940	152,019.00	-17,492.35	LT
	Aug 8, 08	630,000	24.150	15,214.50 ¹	23.940	15,082.20	-132.30	LT
Security total		15,240,000		347,643.35		364,845.60	17,202.25	
COCA COLA CO COM								
Symbol KO Exchange NYSE								
EAI \$6,921 Current yield 2.88%	May 4, 07	3,795,000	53.025	201,232.54 ¹	57.000	216,315.00	15,082.46	LT
	Jun 15, 09	425,000	48.327	20,539.19	57.000	24,225.00	3,685.81	ST
Security total		4,220,000		221,771.73		240,540.00	18,768.27	
CONOCOPHILLIPS								
Symbol COP Exchange NYSE								
EAI \$9,400 Current yield 3.92%	May 6, 08	1,895,000	87.891	166,554.39 ¹	51.070	96,777.65	-69,776.74	LT
	Aug 8, 08	190,000	79.754	15,153.36 ¹	51.070	9,703.30	-5,450.06	LT
	Jun 15, 09	2,615,000	42.733	111,748.69	51.070	133,548.05	21,799.36	ST
Security total		4,700,000		293,456.44		240,029.00	-53,427.44	

continued next page



Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
COVIDIEN PLC								
Symbol COV Exchange NYSE								
EAI \$3,686 Current yield 1.50%	Aug 20, 09	5,120,000	40.191	205,781.16	47.890	245,196.80	39,415.64	ST
CVS CAREMARK CORP								
Symbol CVS Exchange NYSE								
EAI \$2,393 Current yield 0.95%	May 11, 06	1,156,000	30.110	34,807.16 ¹	32.210	37,234.76	2,427.60	LT
	Jul 21, 06	2,939,000	32.220	94,697.23 ¹	32.210	94,665.19	-32.04	LT
	Oct 23, 06	2,425,000	31.240	75,759.18 ¹	32.210	78,109.25	2,350.07	LT
	Jun 15, 09	585,000	29.865	17,471.03	32.210	18,842.85	1,371.82	ST
	Dec 3, 09	740,000	31.035	22,966.27	32.210	23,835.40	869.13	ST
Security total		7,845,000		245,700.87		252,687.45	6,986.58	
DEVON ENERGY CORP NEW								
Symbol DVN Exchange NYSE								
EAI \$2,320 Current yield 0.87%	Dec 20, 07	2,645,000	88.169	233,207.28 ¹	73.500	194,407.50	-38,799.78	LT
	Jun 15, 09	700,000	63.524	44,467.08	73.500	51,450.00	6,982.92	ST
	Dec 3, 09	280,000	67.063	18,777.81	73.500	20,580.00	1,802.19	ST
Security total		3,625,000		296,452.17		266,437.50	-30,014.67	
DOLLAR TREE INC								
Symbol DLTR Exchange OTC								
	Apr 7, 09	4,170,000	43.985	183,421.32	48.300	201,411.00	17,989.68	ST
	Jun 15, 09	810,000	42.633	34,533.04	48.300	39,123.00	4,589.96	ST
	Dec 3, 09	155,000	47.201	7,316.16	48.300	7,486.50	170.34	ST
Security total		5,135,000		225,270.52		248,020.50	22,749.98	
EXXON MOBIL CORP								
Symbol XOM Exchange NYSE								
EAI \$10,811 Current yield 2.46%	Oct 8, 04	935,000	50.000	46,750.00 ¹	68.190	63,757.65	17,007.65	LT
	Nov 23, 04	625,000	51.050	31,906.25 ¹	68.190	42,618.75	10,712.50	LT
	Feb 23, 06	1,090,000	60.277	65,702.26 ¹	68.190	74,327.10	8,624.84	LT
	May 11, 06	845,000	63.690	53,818.05 ¹	68.190	57,620.55	3,802.50	LT
	Nov 26, 08	1,180,000	80.024	94,429.18	68.190	80,464.20	-13,964.98	LT
	Jun 15, 09	1,175,000	72.528	85,220.92	68.190	80,123.25	-5,097.67	ST
	Dec 3, 09	585,000	75.425	44,123.92	68.190	39,891.15	-4,232.77	ST
Security total		6,435,000		421,950.58		438,802.65	16,852.07	

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Portfolio Management Program
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your Financial Advisor:
DUNNYAMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
GENL ELECTRIC CO								
Symbol GE Exchange NYSE								
EAI \$6,000 Current yield 2.64%	Feb 23, 06	465,000	33.390	15,526.35 ¹	15.130	7,035.45	-8,490.90	LT
	May 11, 06	3,445,000	34.440	118,645.80 ¹	15.130	52,122.85	-66,522.95	LT
	Oct 23, 06	940,000	35.590	33,454.60 ¹	15.130	14,222.20	-19,232.40	LT
	Aug 8, 08	4,175,000	29.383	122,677.37 ¹	15.130	63,167.75	-59,509.62	LT
	Nov 26, 08	990,000	16.029	15,869.49	15.130	14,978.70	-890.79	LT
	Jun 15, 09	4,985,000	13.129	65,452.75	15.130	75,423.05	9,970.30	ST
Security total		15,000,000		371,626.36		226,950.00	-144,676.36	
ITT CORP								
Symbol ITT Exchange NYSE								
EAI \$3,999 Current yield 1.71%	Feb 14, 08	4,225,000	59.017	249,348.94 ¹	49.740	210,151.50	-39,197.44	LT
	Nov 26, 08	460,000	40.359	18,565.14	49.740	22,880.40	4,315.26	LT
	Dec 3, 09	20,000	51.685	1,033.70	49.740	994.80	-38.90	ST
Security total		4,705,000		268,947.78		234,026.70	-34,921.08	
JOHNSON & JOHNSON COM								
Symbol JNJ Exchange NYSE								
EAI \$7,409 Current yield 3.04%	Sep 16, 08	3,115,000	69.791	217,400.52 ¹	64.410	200,637.15	-16,763.37	LT
	Jun 15, 09	665,000	55.118	36,653.87	64.410	42,832.65	6,178.78	ST
Security total		3,780,000		254,054.39		243,469.80	-10,584.59	
JPMORGAN CHASE & CO								
Symbol JPM Exchange NYSE								
EAI \$2,304 Current yield 0.48%	Oct 8, 04	100,000	39.504	3,950.40 ¹	41.670	4,167.00	216.60	LT
	Nov 23, 04	1,000,000	37.540	37,540.00 ¹	41.670	41,670.00	4,130.00	LT
	Feb 23, 06	1,810,000	41.150	74,481.50 ¹	41.670	75,422.70	941.20	LT
	May 11, 06	965,000	45.540	43,946.10 ¹	41.670	40,211.55	-3,734.55	LT
	Oct 23, 06	330,000	47.360	15,628.80 ¹	41.670	13,751.10	-1,877.70	LT
	Aug 8, 08	1,325,000	40.008	53,011.00 ¹	41.670	55,212.75	2,201.75	LT
	May 14, 09	5,210,000	35.311	183,970.63	41.670	217,100.70	33,130.07	ST
	Jun 15, 09	780,000	34.259	26,722.77	41.670	32,502.60	5,779.83	ST
Security total		11,520,000		439,251.20		480,038.40	40,787.20	

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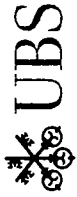


Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
LOCKHEED MARTIN CORP								
Symbol LMT Exchange NYSE								
EAI \$7,837 Current yield 3.34%	Feb 3, 09	2,285,000	79.930	182,642.25	75.350	172,174.75	-10,467.50	ST
	Jun 15, 09	300,000	82.136	24,640.95	75.350	22,605.00	-2,035.95	ST
	Dec 3, 09	525,000	78.176	41,042.57	75.350	39,558.75	-1,483.82	ST
Security total		3,110,000		248,325.77		234,338.50	-13,987.27	
LOWES COMPANIES INC								
Symbol LOW Exchange NYSE								
EAI \$3,908 Current yield 1.54%	Aug 8, 08	9,185,000	22.373	205,503.35 ¹	23.390	214,837.15	9,333.80	LT
	Jun 15, 09	1,645,000	19.579	32,207.71	23.390	38,476.55	6,268.84	ST
	Dec 3, 09	25,000	22.408	560.21	23.390	584.75	24.54	ST
Security total		10,855,000		238,271.27		253,898.45	15,627.18	
METLIFE INC								
Symbol MET Exchange NYSE								
EAI \$5,221 Current yield 2.09%	Jun 8, 09	6,470,000	32.311	209,052.80	35.350	228,714.50	19,661.70	ST
	Jun 15, 09	540,000	30.313	16,369.02	35.350	19,089.00	2,719.98	ST
	Dec 3, 09	45,000	34.607	1,557.34	35.350	1,590.75	33.41	ST
Security total		7,055,000		226,979.16		249,394.25	22,415.09	
MICROSOFT CORP								
Symbol MSFT Exchange OTC								
EAI \$4,220 Current yield 1.71%	Nov 5, 09	8,115,000	28.703	232,931.45	30.480	247,345.20	14,413.75	ST
MONSANTO CO NEW								
Symbol MON Exchange NYSE								
EAI \$3,122 Current yield 1.30%	Dec 18, 08	2,495,000	75.443	188,230.98	81.750	203,966.25	15,735.27	LT
	Dec 3, 09	450,000	82.618	37,178.46	81.750	36,787.50	-390.96	ST
Security total		2,945,000		225,409.44		240,753.75	15,344.31	
NORFOLK STHN CORP								
Symbol NSC Exchange NYSE								
EAI \$6,426 Current yield 2.59%	Nov 12, 09	4,725,000	51.744	244,493.92	52.420	247,684.50	3,190.58	ST
ORACLE CORP								
Symbol ORCL Exchange OTC								
EAI \$2,135 Current yield 0.82%	Aug 8, 08	10,575,000	23.223	245,585.34 ¹	24.530	259,404.75	13,819.41	LT
	Dec 3, 09	100,000	22.757	2,275.70	24.530	2,453.00	177.30	ST
Security total		10,675,000		247,861.04		261,857.75	13,996.71	

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Portfolio Management Program
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
PEPSICO INC								
Symbol PEP Exchange NYSE								
EAI \$10,395 Current yield 2.96%	Oct 8, 04	245 000	48.897	11,979.77 ¹	60.800	14,896.00	2,916.23	LT
	Nov 23, 04	880 000	51.100	44,968.00 ¹	60.800	53,504.00	8,536.00	LT
	Feb 23, 06	1,760 000	58.949	103,750.42 ¹	60.800	107,008.00	3,257.58	LT
	May 11, 06	1,700 000	58.556	99,546.05 ¹	60.800	103,360.00	3,813.95	LT
	Oct 23, 06	110 000	63.380	6,971.80 ¹	60.800	6,688.00	-283.80	LT
	Jun 15, 09	1,080 000	53.097	57,345.33	60.800	65,664.00	8,318.67	ST
Security total		5,775 000		324,561.37		351,120.00	26,558.63	
PHILIP MORRIS INTL INC								
Symbol PM Exchange NYSE								
EAI \$11,368 Current yield 4.81%	Feb 23, 06	670 000	38.847	26,027.68 ¹	48.190	32,287.30	6,259.62	LT
	May 11, 06	1,405 000	38.003	53,395.03 ¹	48.190	67,706.95	14,311.92	LT
	Jun 8, 06	1,565 000	37.701	59,002.26 ¹	48.190	75,417.35	16,415.09	LT
	Oct 23, 06	730 000	42.789	31,236.58 ¹	48.190	35,178.70	3,942.12	LT
	Aug 8, 08	40 000	55.050	2,202.00 ¹	48.190	1,927.60	-274.40	LT
	Jun 15, 09	480 000	43.428	20,845.73	48.190	23,131.20	2,285.47	ST
	Dec 3, 09	10 000	49.607	496.07	48.190	481.90	-14.17	ST
Security total		4,900 000		193,205.35		236,131.00	42,925.65	
PNC FINANCIAL SERVICES GROUP								
Symbol PNC Exchange NYSE								
EAI \$1,808 Current yield 0.76%	Dec 20, 06	2,925 000	74.361	217,506.80 ¹	52.790	154,410.75	-63,096.05	LT
	Aug 8, 08	110 000	70.600	7,766.00 ¹	52.790	5,806.90	-1,959.10	LT
	Jun 15, 09	1,485 000	40.505	60,151.22	52.790	78,393.15	18,241.93	ST
Security total		4,520 000		285,424.02		238,610.80	-46,813.22	
PROCTER & GAMBLE CO								
Symbol PG Exchange NYSE								
EAI \$6,776 Current yield 2.90%	May 15, 06	2,635 000	55.150	145,320.25 ¹	60.630	159,760.05	14,439.80	LT
	Jun 15, 09	1,215 000	51.486	62,555.82	60.630	73,665.45	11,109.63	ST
Security total		3,850 000		207,876.07		233,425.50	25,549.43	
PRUDENTIAL FINANCIAL INC								
Symbol PRU Exchange NYSE								
EAI \$3,448 Current yield 1.41%	Nov 26, 08	4,110 000	20.133	82,750.70	49.760	204,513.60	121,762.90	LT

continued next page



Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Jun 15, 09	815 000	36 701	29,911 32	49 760	40,554 40	10,643 08	ST
4,925 000				112,662 02		245,068 00	132,405 98	
SCHLUMBERGER LTD NETHERLANDS								
ANTILLES								
Symbol SLB Exchange NYSE								
EAI \$3,221 Current yield 1 29%	Sep 24, 09	3,835 000	59 159	226,874 88	65 090	249,620 15	22,745 27	ST
SUNCOR ENERGY INC NEW								
Symbol SU Exchange NYSE								
	Nov 23, 04	135 000	17 065	2,303 78 ¹	35 310	4,766 85	2,463 07	LT
	May 11, 06	740 000	43 665	32,312 10 ¹	35 310	26,129 40	-6,182 70	LT
	Oct 23, 06	1,620 000	36 957	59,871 47 ¹	35 310	57,202 20	-2,669 27	LT
	Aug 8, 08	415 000	49 770	20,654 55 ¹	35 310	14,653 65	-6,000 90	LT
	Nov 26, 08	3,460 000	21 117	73,068 27	35 310	122,172 60	49,104 33	LT
	Dec 3, 09	180 000	37 130	6,683 40 ¹	35 310	6,355 80	-327 60	ST
Security total		6,550 000		194,893 57		231,280 50	36,386 93	
UNTD TECHNOLOGIES CORP								
Symbol UTX Exchange NYSE								
EAI \$5,529 Current yield 2 22%	Mar 24, 06	213 000	59 840	12,745 92 ¹	69 410	14,784 33	2,038 41	LT
	May 11, 06	590 000	65 841	38,846 60 ¹	69 410	40,951 90	2,105 30	LT
	Sep 7, 06	2,112 000	62 776	132,584 39 ¹	69 410	146,593 92	14,009 53	LT
	Oct 23, 06	525 000	65 050	34,151 62 ¹	69 410	36,440 25	2,288 63	LT
	Aug 8, 08	150 000	66 258	9,938 70 ¹	69 410	10,411 50	472 80	LT
Security total		3,590 000		228,267 23		249,181 90	20,914 67	
WAL MART STORES INC								
Symbol WMT Exchange NYSE								
EAI \$9,739 Current yield 2 04%	Mar 11, 08	3,340 000	49 889	166,632 26 ¹	53 450	178,523 00	11,890 74	LT
	Jan 12, 09	4,035 000	51 717	208,680 67	53 450	215,670 75	6,990 08	ST
	Jun 15, 09	1,370 000	48 423	66,340 10	53 450	73,226 50	6,886 40	ST
	Dec 3, 09	190 000	54 498	10,354 62	53 450	10,155 50	-199 12	ST
Security total		8,935 000		452,007 65		477,575 75	25,568 10	
WALT DISNEY CO (HOLDING CO)								
DISNEY COM								
Symbol DIS Exchange NYSE								
EAI \$2,779 Current yield 1 09%	Oct 1, 09	7,940 000	27 140	215,495 00	32 250	256,065 00	40,570 00	ST

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Portfolio Management Program
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets ▸ **Equities** ▸ **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
WEATHERFORD INTL LTD								
Symbol WFT Exchange NYSE	Sep 14, 07	995 000	32 421	32,259 79 ¹	17 910	17,820 45	-14,439 34	LT
	Nov 26, 08	7,445 000	12 713	94,654 67	17 910	133,339 95	38,685 28	LT
	Dec 1, 08	1,350 000	10 690	14,431 98	17 910	24,178 50	9,746 52	LT
	Dec 3, 09	4,575 000	16 943	77,516 16	17 910	81,938 25	4,422 09	ST
Security total		14,365 000		218,862 60		257,277 15	38,414 55	
WISC ENERGY CORP								
Symbol WEC Exchange NYSE								
EAI \$6,912 Current yield 2 71%	Dec 11, 09	5,120 000	48 239	246,988 38	49 830	255,129 60	8,141 22	ST
3M CO								
Symbol MMM Exchange NYSE								
EAI \$6,385 Current yield 2 47%	Mar 17, 09	3,075 000	48 414	148,873 25	82 670	254,210 25	105,337 00	ST
	Jun 15, 09	55 000	58 999	3,244 97	82 670	4,546 85	1,301 88	ST
Security total		3,130 000		152,118 22		258,757 10	106,638 88	
Total				\$11,059,624.60		\$11,499,856.32	\$440,231.72	

Total estimated annual income: \$219,377

¹ Indicates cost basis information has been provided by a source other than UBS Financial Services

Closed end mutual funds

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ISHARES NASDAQ BIOTECHNOLOGY INDEX FUND								
Symbol IBB Exchange OTC	Aug 20, 09	4,415 000	77 249	341,056 94	81 830	361,279 45	20,222 51	ST
	Dec 3, 09	120 000	80 410	9,649 28	81 830	9,819 60	170 32	ST
Security total		4,535 000		350,706 22		371,099 05	20,392 83	
ISHARES S&P NORTH AMERN TECHNOLOGY SECTOR INDEX FUND								
Symbol IGM Exchange NYSE								
EAI \$1,418 Current yield 0 37%	Oct 17, 06	3,435 000	49 452	169,870 71 ¹	54 220	186,245 70	16,374 99	LT
	Oct 23, 06	430 000	50 010	21,504 30 ¹	54 220	23,314 60	1,810 30	LT
	Nov 26, 08	725 000	32 869	23,830 53	54 220	39,309 50	15,478 97	LT
	Mar 17, 09	2,395 000	33 119	79,321 64	54 220	129,856 90	50,535 26	ST
Security total		6,985 000		294,527 18		378,726 70	84,199 52	

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Friendly account name: PFF US LC Core
Account number: Y1 08366 1C

Your assets > Equities > Closed end mutual funds (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Total				\$645,233.40		\$749,825.75	\$104,592.35	

Total estimated annual income: \$1,418

¹ Indicates cost basis information has been provided by a source other than UBS Financial Services

Your total assets

Cash	Cash and money balances	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Equities	Common stock	11,499,856.32	2.03%	254,253.48	219,377.00	440,231.72
	Closed end mutual funds	749,825.75		645,233.40	1,418.00	104,592.35
Total	Total equities	12,249,682.07	97.97%	11,704,858.00	220,795.00	544,824.07
		\$12,503,935.55	100.00%	\$11,959,111.48	\$220,795.00	\$544,824.07

Account activity this month

For more information about the price/value shown for restricted securities, see *Important information about your statement* at the end of this document

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Nov 30		Cash and money balance					\$131,366.10
Dec 1	Dividend	CONOCOPHILLIPS PAID ON	5305			2,652.50	
Dec 1	Dividend	INTEL CORP PAID ON	11180			1,565.20	
Dec 1	Dividend	WELLS FARGO & CO NEW PAID ON	8525			426.25	136,010.05
Dec 8	Sold	ABBOTT LABS DE Other fees and charges \$ 35		-245.000	54.402500	13,328.26	
		Average Priced Trade > SYMBOL ABT > CUSIP NO 002824100 > Location of Execution 09 > Capacity Agent					
Dec 8	Sold	ALCOA INC DE Other fees and charges \$ 32		-925.000	13.441500	12,433.07	
		Average Priced Trade > SYMBOL AA > CUSIP NO 013817101 > Location of Execution 09 > Capacity Agent					
Dec 8	Sold	ALTRIA GROUP INC DE Other fees and charges \$ 17		-325.000	19.231500	6,250.07	
		Average Priced Trade > SYMBOL MO > CUSIP NO 022095103 > Location of Execution 09 > Capacity Agent					
Dec 8	Bought	AT&T INC DE		190.000	27.605500	-5,245.05	
		Average Priced Trade > SYMBOL T > CUSIP NO 00206R102 > Location of Execution 09 > Capacity Agent					

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ACCESS
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF NWQ Sm/Mid
Account number: Y1 08373 1C

Your Financial Advisor:
DUNNYAMIN
212-821-7000

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	0 00	16,403 36				
RMA MONEY MKT PORTFOLIO	927,680 20	781,291 17	1 00	0 01%	Nov 23 to Dec 23	31
Total	\$927,680.20	\$797,694.53				

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AETNA INC								
Symbol AET Exchange NYSE								
EAI \$298 Current yield 0 13%	Jul 22, 09	2,365 000	24 567	58,102 61	31 700	74,970 50	16,867 89	ST
	Jul 27, 09	5,097 000	25 198	128,437 26	31 700	161,574 90	33,137 64	ST
Security total		7,462 000		186,539 87		236,545 40	50,005 53	
AGCO CORP								
Symbol AGCO Exchange NYSE								
	Jun 26, 08	59 000	51 067	3,012 98 ¹	32 340	1,908 06	-1,104 92	LT
	Oct 2, 08	1,071 000	36 129	38,694 80 ¹	32 340	34,636 14	-4,058 66	LT
	Feb 4, 09	1,070 000	22 869	24,470 69	32 340	34,603 80	10,133 11	ST
	Feb 26, 09	3,542 000	17 435	61,754 77	32 340	114,548 28	52,793 51	ST
Security total		5,742 000		127,933 24		185,696 28	57,763 04	
ALAMO GROUP INC								
Symbol ALG Exchange NYSE								
EAI \$331 Current yield 1 40%	Nov 20, 08	1,378 000	11 781	16,234 91	17 150	23,632 70	7,397 79	LT
ALCOA INC								
Symbol AA Exchange NYSE								
EAI \$698 Current yield 0 74%	Feb 25, 09	5,817 000	6 531	37,995 48	16 120	93,770 04	55,774 56	ST

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Friendly account name: PFF NWQ SmMid
Account number: Y1 08373 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AMEREN CORP								
Symbol AEE Exchange NYSE								
EAI \$20,199 Current yield 5.51%	Feb 18, 09	1,956 000	26 481	51,798 21	27 950	54,670 20	2,871 99	ST
	Mar 6, 09	640 000	20 913	13,384 83	27 950	17,888 00	4,503 17	ST
	May 13, 09	674 000	24 185	16,300 96	27 950	18,838 30	2,537 34	ST
	Aug 5, 09	2,698 000	25 697	69,332 93	27 950	75,409 10	6,076 17	ST
	Sep 11, 09	3,885 000	25 403	98,690 66	27 950	108,585 75	9,895 09	ST
	Oct 2, 09	1,290 000	24 562	31,684 98	27 950	36,055 50	4,370 52	ST
	Oct 5, 09	1,973 000	24 566	48,468 92	27 950	55,145 35	6,676 43	ST
Security total		13,116 000		329,661 49		366,592 20	36,930 71	
AON CORP								
Symbol AON Exchange NYSE								
EAI \$1,122 Current yield 1.56%	Jul 9, 09	1,870 000	36 902	69,006 74	38 340	71,695 80	2,689 06	ST
ARCH COAL INC								
Symbol ACI Exchange NYSE								
EAI \$3,121 Current yield 1.62%	Feb 25, 09	1,745 000	14 288	24,932 91	22 250	38,826 25	13,893 34	ST
	Mar 31, 09	1,615 000	13 600	21,964 65	22 250	35,933 75	13,969 10	ST
	Jun 16, 09	2,249 000	16 677	37,507 70	22 250	50,040 25	12,532 55	ST
	Jul 8, 09	3,045 000	13 555	41,276 80	22 250	67,751 25	26,474 45	ST
	Jul 9, 09	16 000	14 255	228 08	22 250	356 00	127 92	ST
Security total		8,670 000		125,910 14		192,907 50	66,997 36	
AXIS CAPITAL HOLDINGS LTD SHS								
Symbol AXS Exchange NYSE								
EAI \$2,293 Current yield 2.96%	Oct 28, 09	1,825 000	29 406	53,667 59	28 410	51,848 25	-1,819 34	ST
	Oct 29, 09	730 000	29 437	21,489 01	28 410	20,739 30	-749 71	ST
	Oct 29, 09	175 000	29 437	5,151 55	28 410	4,971 75	-179 80	ST
Security total		2,730 000		80,308 15		77,559 30	-2,748 85	
BANRO CORP								
Symbol BAA Exchange AMEX								
	Aug 28, 07	1,852 000	9 923	18,378 51 ¹	1 950	3,611 40	-14,767 11	LT
	Feb 20, 08	2,153 000	9 860	21,229 87 ¹	1 950	4,198 35	-17,031 52	LT
	Mar 10, 08	1,662 000	9 953	16,543 22 ¹	1 950	3,240 90	-13,302 32	LT
	May 21, 08	3,149 000	8 519	26,829 17 ¹	1 950	6,140 55	-20,688 62	LT
	May 22, 08	274 000	8 496	2,327 96 ¹	1 950	534 30	-1,793 66	LT
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December 2009

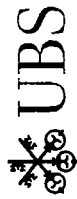
Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF NWQ Sm/Mid
Account number: Y1 08373 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Jul 24, 08	3,162,000	3 915	12,380,491 ¹	1 950	6,165 90	-6,214 59	LT
Security total		12,252,000		97,689 22		23,891 40	-73,797 82	
BJ SERVICES COMPANY								
Symbol BJS Exchange NYSE								
EAI \$2,353 Current yield 1 08%	Dec 5, 07	35 000	24 177	846 22 ¹	18 600	651 00	-195 22	LT
	Jan 17, 08	2,494 000	22 226	55,433 89 ¹	18 600	46,388 40	-9,045 49	LT
	Nov 20, 08	4,702 000	9 764	45,913 62	18 600	87,457 20	41,543 58	LT
	Feb 4, 09	1,860 000	11 262	20,947 51	18 600	34,596 00	13,648 49	ST
	Mar 31, 09	1,479 000	10 161	15,028 86	18 600	27,509 40	12,480 54	ST
	Jun 16, 09	1,194 000	14 780	17,647 32	18 600	22,208 40	4,561 08	ST
Security total		11,764 000		155,817 42		218,810 40	62,992 98	
BJ'S WHSL CLUB INC								
Symbol BJ Exchange NYSE								
	Dec 3, 09	2,654 000	33 375	88,578 05	32 710	86,812 34	-1,765 71	ST
	Dec 4, 09	20 000	33 745	674 92	32 710	654 20	-20 72	ST
Security total		2,674 000		89,252 97		87,466 54	-1,786 43	
CAMECO CORP CANADA								
Symbol CCJ Exchange NYSE								
EAI \$1,180 Current yield 0 71%	May 1, 08	76 000	34 349	2,610 59 ¹	32 170	2,444 92	-165 67	LT
	May 2, 08	138 000	34 765	4,797 61 ¹	32 170	4,439 46	-358 15	LT
	Sep 5, 08	1,690 000	26 338	44,512 74 ¹	32 170	54,367 30	9,854 56	LT
	Feb 19, 09	3,294 000	14 247	46,929 95	32 170	105,967 98	59,038 03	ST
Security total		5,198 000		98,850 89		167,219 66	68,368 77	
CANADIAN PACIFIC RAILWAY LTD								
Symbol CP Exchange NYSE								
EAI \$1,103 Current yield 1 73%	Mar 27, 09	1,182 000	32 226	38,091 60	54 000	63,828 00	25,736 40	ST
CENTRAIS ELÉTRICAS BRAS SA								
SPON ADR REP 50 PREF CL B ADR								
Symbol EBRB Exchange NYSE								
	Feb 12, 07	2,411 000	10 871	26,210 95 ¹	18 700	45,085 70	18,874 75	LT
	Mar 26, 07	2,217 000	10 507	23,295 13 ¹	18 700	41,457 90	18,162 77	LT
Security total		4,628 000		49,506 08		86,543 60	37,037 52	
CHESAPEAKE ENERGY CORP OKLA								
Symbol CHK Exchange NYSE								
EAI \$1,160 Current yield 1 16%	Dec 4, 09	3,866 000	22 431	86,719 79	25 880	100,052 08	13,332 29	ST

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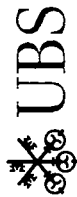


Friendly account name: PFF NWQ Sm/Mid
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CNA FINANCIAL CORP PAR VALUE -								
2 50 USD								
Symbol CNA Exchange NYSE	Sep 18, 08	428 000	25 584	10,950 21 ¹	24 000	10,272 00	-678 21	LT
	Mar 2, 09	2,199 000	7 743	17,026 86	24 000	52,776 00	35,749 14	ST
Security total		2,627 000		27,977 07		63,048 00	35,070 93	
CONS ENERGY INC								
Symbol CNX Exchange NYSE	Oct 2, 08	295 000	38 470	11,348 80 ¹	49 800	14,691 00	3,342 20	LT
EAI \$330 Current yield 0 80%	Apr 20, 09	531 000	24 729	13,131 10	49 800	26,443 80	13,312 70	ST
Security total		826 000		24,479 90		41,134 80	16,654 90	
CRESUD SACIFYA SPON ADR								
Symbol CRESY Exchange OTC	Jul 15, 08	455 000	12 823	5,834 69 ¹	14 410	6,556 55	721 86	LT
	Jul 23, 08	1,567 000	13 351	20,921 94 ¹	14 410	22,580 47	1,658 53	LT
	Oct 6, 08	1,907 000	9 326	17,786 51 ¹	14 410	27,479 87	9,693 36	LT
Security total		3,929 000		44,543 14		56,616 89	12,073 75	
CRYSTALLEX INTL CORP								
Symbol KRY Exchange AMEX	Oct 20, 05	3,428 000	1 392	4,774 52 ¹	0 380	1,302 64	-3,471 88	LT
	Jan 19, 07	4,634 000	2 912	13,496 53 ¹	0 380	1,760 92	-11,735 61	LT
	Mar 23, 07	4,140 000	2 930	12,130 20 ¹	0 380	1,573 20	-10,557 00	LT
	May 1, 07	1,834 000	4 007	7,349 20 ¹	0 380	696 92	-6,652 28	LT
	Oct 1, 07	4,819 000	3 059	14,742 28 ¹	0 380	1,831 22	-12,911 06	LT
	Oct 2, 07	499 000	2 909	1,451 99 ¹	0 380	189 62	-1,262 37	LT
	Jan 22, 08	11,621 000	2 240	26,040 34 ¹	0 380	4,415 98	-21,624 36	LT
	Jan 25, 08	10,372 000	1 977	20,511 67 ¹	0 380	3,941 36	-16,570 31	LT
	Jan 29, 08	16,464 000	2 028	33,400 52 ¹	0 380	6,256 32	-27,144 20	LT
	May 15, 08	17,492 000	0 841	14,726 51 ¹	0 380	6,646 96	-8,079 55	LT
	May 19, 08	4,933 000	0 813	4,010 53 ¹	0 380	1,874 54	-2,135 99	LT
	May 22, 08	1,806 000	0 771	1,393 15 ¹	0 380	686 28	-706 87	LT
	May 23, 08	3,564 000	0 753	2,685 83 ¹	0 380	1,354 32	-1,331 51	LT
	May 29, 08	5,379 000	0 818	4,404 33 ¹	0 380	2,044 02	-2,360 31	LT
	May 30, 08	4,562 000	0 813	3,710 27 ¹	0 380	1,733 56	-1,976 71	LT
Security total		95,547 000		164,827 87		36,307 86	-128,520 01	

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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
DAIWA SECURITIES GROUP INC								
JAPAN ADR								
Symbol DSECY Exchange OTC								
EAI \$1,297 Current yield 1 55%	Nov 20, 09	840 000	50 154	42,129 70	49 949	41,957 16	-172 54	ST
	Nov 24, 09	833 000	50 108	41,740 30	49 949	41,607 51	-132 79	ST
Security total		1,673 000		83,870 00		83,564 67	-305 33	
DOMTAR CORP NEW								
Symbol UFS Exchange NYSE	Dec 15, 08	481 000	20 316	9,772 37	55 410	26,652 21	16,879 84	LT
	Dec 23, 08	1,008 000	20 762	20,928 69	55 410	55,853 28	34,924 59	LT
	Dec 23, 08	146 000	20 866	3,046 53	55 410	8,089 86	5,043 33	LT
Security total		1,635 000		33,747 59		90,595 35	56,847 76	
GEOVIC MINING CORP								
Symbol GVCM Exchange OTC	Sep 3, 08	18,125 000	0 922	16,720 31 ¹	0 600	10,875 00	-5,845 31	LT
	Sep 5, 08	876 000	0 807	707 72 ¹	0 600	525 60	-182 12	LT
Security total		19,001 000		17,428 03		11,400 60	-6,027 43	
GOLD FIELDS LTD SPON ADR								
Symbol GFH Exchange NYSE	May 14, 08	1,338 000	13 585	18,176 73 ¹	13 110	17,541 18	-635 55	LT
EAI \$2,195 Current yield 1 01%	Jul 24, 08	1,861 000	12 057	22,438 64 ¹	13 110	24,397 71	1,959 07	LT
	Aug 5, 08	7,982 000	9 885	78,904 46 ¹	13 110	104,644 02	25,739 56	LT
	Apr 16, 09	1,391 000	10 567	14,699 39	13 110	18,236 01	3,536 62	ST
	Jun 16, 09	4,053 000	11 565	46,876 59	13 110	53,134 83	6,258 24	ST
Security total		16,625 000		181,095 81		217,953 75	36,857 94	
HUMANA INC								
Symbol HUM Exchange NYSE	Jul 1, 08	64 000	39 900	2,553 64 ¹	43 890	2,808 96	255 32	LT
	Jul 7, 08	511 000	39 024	19,941 72 ¹	43 890	22,427 79	2,486 07	LT
	Feb 26, 09	1,422 000	23 774	33,807 77	43 890	62,411 58	28,603 81	ST
Security total		1,997 000		56,303 13		87,648 33	31,345 20	
IDACORP INC (HOLDING COMPANY)								
Symbol IDA Exchange NYSE	Jul 24, 07	409 000	31 282	12,794 42 ¹	31 950	13,067 55	273 13	LT
EAI \$3,452 Current yield 3 76%	Jul 25, 07	1,686 000	31 430	52,990 98 ¹	31 950	53,867 70	876 72	LT
	Jul 27, 07	24 000	30 783	738 81 ¹	31 950	766 80	27 99	LT

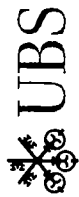
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Friendly account name: PFF NWQ Sm/Mid
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
INGRAM MICRO INC Symbol IM Exchange NYSE	Mar 11, 08 Mar 13, 08 Oct 1, 09	296 000 112 000 350 000	30 936 30 796 28 520	9,157 26 ¹ 3,449 16 ¹ 9,982 00	31 950 31 950 31 950	9,457 20 3,578 40 11,182 50	299 94 129 24 1,200 50	LT LT ST
Security total		2,877 000		89,112 63		91,920 15	2,807 52	
IVANHOE MINES LTD Symbol IVN Exchange AMEX	Apr 15, 08 Mar 2, 09	1,668 000 3,960 000	15 902 10 689	26,525 54 ¹ 42,330 42	17 450 17 450	29,106 60 69,102 00	2,581 06 26,771 58	LT ST
Security total		5,628 000		68,855 96		98,208 60	29,352 64	
KAO CORP REPSTG 10 SHS COM SPON ADR Symbol KCRPY Exchange OTC EAI \$1,602 Current yield 2.42%	Apr 2, 08 May 30, 08 Jun 2, 08	1,730 000 1,042 000 2,295 000	10 008 9 211 9 308	17,314 53 ¹ 9,598 49 ¹ 21,363 70 ¹	14 610 14 610 14 610	25,275 30 15,223 62 33,529 95	7,960 77 5,625 13 12,166 25	LT LT LT
Security total		5,067 000		48,276 72		74,028 87	25,752 15	
KINROSS GOLD CORP NEW Symbol KGC Exchange NYSE EAI \$1,804 Current yield 0.54%	May 21, 09 Nov 10, 09	2,240 000 590 000	21 775 22 950	48,776 92 13,540 98	23 363 23 363	52,333 12 13,784 17	3,556 20 243 19	ST ST
Security total		2,830 000		62,317 90		66,117 29	3,799 39	
KROGER COMPANY Symbol KR Exchange NYSE EAI \$4,892 Current yield 1.85%	Aug 1, 08 Aug 4, 08 Aug 7, 08 Sep 10, 08 Sep 11, 08 Apr 16, 09 Oct 30, 09	1,654 000 696 000 2,830 000 3,930 000 2,770 000 4,109 000 2,053 000	17 905 17 895 16 767 12 535 12 231 14 046 18 263	29,616 03 ¹ 12,455 55 ¹ 47,451 46 ¹ 49,262 55 ¹ 33,882 36 ¹ 57,718 71 37,495 58	18 400 18 400 18 400 18 400 18 400 18 400 18 400	30,433 60 12,806 40 52,072 00 72,312 00 50,968 00 75,605 60 37,775 20	817 57 350 85 4,620 54 23,049 45 17,085 64 17,886 89 279 62	LT LT LT LT ST ST ST
Security total		18,042 000		267,882 24		331,972 80	64,090 56	
Security total								



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Your assets • **Equities** • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Dec 8, 09	617 000	20 183	12,453 47	20 530	12,667 01	213 54	ST
Security total		12,874 000		269,841 19		264,303 22	-5,537 97	
KIT CORP SPON ADR								
Symbol KTC Exchange NYSE								
EAI \$799 Current yield 1 83%	Oct 12, 04	240 000	18 330	4,399 20 ¹	16 820	4,036 80	-362 40	LT
	May 12, 06	1,801 000	23 250	41,873 25 ¹	16 820	30,292 82	-11,580 43	LT
	Jan 23, 08	554 000	24 050	13,323 70 ¹	16 820	9,318 28	-4,005 42	LT
Security total		2,595 000		59,596 15		43,647 90	-15,948 25	
LIHR GOLD LTD SPON ADR								
Symbol LIHR Exchange OTC								
EAI \$1,359 Current yield 0 41%	Nov 20, 08	6,129 000	10 624	65,120 01	29 210	179,028 09	113,908 08	LT
	Jun 16, 09	1,714 000	23 277	39,897 12	29 210	50,065 94	10,168 82	ST
	Jul 13, 09	595 000	22 081	13,138 25	29 210	17,379 95	4,241 70	ST
	Aug 10, 09	2,160 000	22 128	47,797 99	29 210	63,093 60	15,295 61	ST
	Aug 11, 09	822 000	21 920	18,018 57	29 210	24,010 62	5,992 05	ST
Security total		11,420 000		183,971 94		333,578 20	149,606 26	
MAGNA INTL INC CL A SUB VTG								
CANADA ORD								
Symbol MGA Exchange NYSE	Oct 3, 08	1,777 000	40 945	72,760 16 ¹	50 580	89,880 66	17,120 50	LT
	Feb 4, 09	560 000	29 170	16,335 37	50 580	28,324 80	11,989 43	ST
Security total		2,337 000		89,095 53		118,205 46	29,109 93	
MARSH & MCLENNAN COS INC								
Symbol MMC Exchange NYSE								
EAI \$2,836 Current yield 3 62%	Jul 9, 09	1,834 000	18 912	34,685 16	22 080	40,494 72	5,809 56	ST
	Jul 13, 09	1,711 000	19 179	32,815 27	22 080	37,778 88	4,963 61	ST
Security total		3,545 000		67,500 43		78,273 60	10,773 17	
MOSAIC CO								
Symbol MOS Exchange NYSE								
EAI \$248 Current yield 0 33%	Oct 2, 08	563 000	43 232	24,339 95 ¹	59 730	33,627 99	9,288 04	LT
	Jul 8, 09	678 000	40 352	27,359 00	59 730	40,496 94	13,137 94	ST
Security total		1,241 000		51,698 95		74,124 93	22,425 98	
NEXEN INC								
Symbol NXY Exchange NYSE	Dec 22, 04	214 000	9 861	2,110 45 ¹	23 930	5,121 02	3,010 57	LT
							continued next page	



Friendly account name: PFF NWQ Sm/Mid
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Mar 23, 07 Apr 4, 08	84 000 1,290 000 1,588 000	30 165 31 101	2,533 86 ¹ 40,120 55 ¹ 44,764 86	23 930 23 930	2,010 12 30,869 70 38,000 84	-523 74 -9,250 85 -6,764 02	LT LT
NOVAGOLD RESOURCES INC NEW								
Symbol NG Exchange AMEX	Apr 20, 07 Nov 29, 07 Nov 20, 08 May 1, 09	3,352 000 605 000 6,531 000 10,480 000 20,968 000	16 270 10 003 1 788 2 728	54,537 04 ¹ 6,052 30 ¹ 11,678 73 28,594 68 100,862 75	6 130 6 130 6 130 6 130	20,547 76 3,708 65 40,035 03 64,242 40 128,533 84	-33,989 28 -2,343 65 28,356 30 35,647 72 27,671 09	LT LT LT ST
Security total								
OMNICARE INC								
Symbol OCR Exchange NYSE	Aug 4, 09	3,195 000	23 730	75,820 23	24 180	77,255 10	1,434 87	ST
EAI \$288 Current yield 0 37%								
PEABODY ENERGY CORP								
Symbol BTU Exchange NYSE	Jul 26, 07 Nov 20, 08 Feb 25, 09	1,226 000 1,410 000 1,380 000 4,016 000	41 618 17 740 24 357	51,024 89 ¹ 25,013 96 33,612 94 109,651 79	45 210 45 210 45 210	55,427 46 63,746 10 62,389 80 181,563 36	4,402 57 38,732 14 28,776 86 71,911 57	LT LT ST
Security total								
PETROBAS ENERGIA SA ADR								
Symbol PZE Exchange NYSE	Nov 30, 09 Dec 1, 09	1,860 000 629 000 2,489 000	16 797 16 993	31,243 35 10,689 16 41,932 51	15 630 15 630	29,071 80 9,831 27 38,903 07	-2,171 55 -857 89 -3,029 44	ST ST
Security total								
PIONEER NAT RES CO								
Symbol PXD Exchange NYSE	Nov 20, 08 Dec 29, 08	269 000 1,366 000 1,635 000	17 679 14 578	4,755 68 19,913 68 24,669 36	48 170 48 170	12,957 73 65,800 22 78,757 95	8,202 05 45,886 54 54,088 59	LT LT
Security total								
SCHOLASTIC CORP								
Symbol SCHL Exchange OTC	Apr 4, 08 Jul 24, 08 Jul 28, 08	1,267 000 560 000 1,160 000 2,987 000	29 945 26 001 25 130	37,941 46 ¹ 14,560 56 ¹ 29,151 50 ¹ 81,653 52	29 830 29 830 29 830	37,794 61 16,704 80 34,602 80 89,102 21	-146 85 2,144 24 5,451 30 7,448 69	LT LT LT
Security total								

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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
SEKISUI HOUSE LTD SPON ADR								
Symbol SKHSY Exchange OTC								
EAI \$3.387 Current yield 2.08%	Nov 21, 07	2,699 000	11 499	31,036 34 ¹	9 012	24,323 39	-6,712 95	LT
	Jan 4, 08	3,613 000	10 754	38,856 73 ¹	9 012	32,560 36	-6,296 37	LT
	Mar 13, 08	1,942 000	8 937	17,357 40 ¹	9 012	17,501 30	143 90	LT
	Jul 8, 09	3,052 000	9 577	29,229 00	9 012	27,504 62	-1,724 38	ST
	Sep 9, 09	1,786 000	9 160	16,360 47	9 012	16,095 43	-265 04	ST
	Nov 20, 09	5,020 000	8 660	43,473 70	9 012	45,240 24	1,766 54	ST
Security total		18,112 000		176,313 64		163,225 34	-13,088 30	
SHAW GROUP INC								
Symbol SHAW Exchange NYSE	Oct 2, 08	453 000	24 216	10,969 99 ¹	28 750	13,023 75	2,053 76	LT
	Dec 3, 08	732 000	16 623	12,168 55	28 750	21,045 00	8,876 45	LT
	Jun 16, 09	571 000	29 408	16,792 25	28 750	16,416 25	-376 00	ST
	Jul 13, 09	695 000	23 753	16,508 89	28 750	19,981 25	3,472 36	ST
Security total		2,451 000		56,439 68		70,466 25	14,026 57	
SILVER STD RES INC								
Symbol SSRI Exchange OTC	Sep 8, 08	1,619 000	19 588	31,714 27 ¹	21 870	35,407 53	3,693 26	LT
	Nov 9, 09	520 000	19 712	10,250 60	21 870	11,372 40	1,121 80	ST
Security total		2,139 000		41,964 87		46,779 93	4,815 06	
SK TELECOM CO LTD ADR								
Symbol SKM Exchange NYSE	Jun 3, 09	4,530 000	15 788	71,521 00	16 260	73,657 80	2,136 80	ST
EAI \$2.668 Current yield 3.62%								
SMITHFIELD FOODS INC								
Symbol SFD Exchange NYSE	Jun 16, 09	1,233 000	10 718	13,215 54	15 190	18,729 27	5,513 73	ST
	Aug 17, 09	5,125 000	11 589	59,394 14	15 190	77,848 75	18,454 61	ST
Security total		6,358 000		72,609 68		96,578 02	23,968 34	
SUMITOMO TRUST & BANKING SPON ADR								
Symbol STBUY Exchange OTC	Jun 25, 08	7,480 000	7 093	53,061 62 ¹	4 866	36,397 68	-16,663 94	LT
EAI \$1.549 Current yield 1.21%	Sep 16, 08	2,483 000	5 803	14,409 60 ¹	4 866	12,082 28	-2,327 32	LT
	Jun 16, 09	2,949 000	5 440	16,042 56	4 866	14,349 83	-1,692 73	ST
	Nov 10, 09	2,650 000	5 493	14,556 98	4 866	12,894 90	-1,662 08	ST

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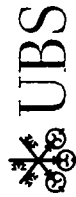


Friendly account name: PFF NWQ Sm/Mid
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Nov 20, 09	10,699 000	5 127	54,863 40	4 866	52,061 33	-2,802 07	ST
		26,261 000		152,934 16		127,786 02	-25,148 14	
TATA MOTORS LTD SPON ADR								
Symbol TTM Exchange NYSE								
EAI \$335 Current yield 0 60%	Nov 20, 08	3,318 000	3 859	12,806 82	16 860	55,941 48	43,134 66	LT
TECH DATA CORP								
Symbol TECD Exchange OTC	Apr 4, 07	679 000	35 958	24,415 75 ¹	46 660	31,682 14	7,266 39	LT
	Apr 5, 07	126 000	35 561	4,480 70 ¹	46 660	5,879 16	1,398 46	LT
	Apr 9, 08	1,030 000	33 537	34,543 83 ¹	46 660	48,059 80	13,515 97	LT
	Feb 4, 09	707 000	18 589	13,142 56	46 660	32,988 62	19,846 06	ST
Security total		2,542 000		76,582 84		118,609 72	42,026 88	
TELUS CORP NON VTG SHS								
Symbol TU Exchange NYSE	Apr 11, 08	292 000	44 416	12,969 65 ¹	31 150	9,095 80	-3,873 85	LT
EAI \$11,215 Current yield 5 72%	Apr 23, 08	506 000	42 946	21,731 03 ¹	31 150	15,761 90	-5,969 13	LT
	Apr 24, 08	382 000	43 526	16,627 20 ¹	31 150	11,899 30	-4,727 90	LT
	Jul 23, 08	1,365 000	36 847	50,296 97 ¹	31 150	42,519 75	-7,777 22	LT
	Jul 29, 08	1,103 000	34 827	38,415 28 ¹	31 150	34,358 45	-4,056 83	LT
	Aug 13, 08	748 000	35 518	26,567 69 ¹	31 150	23,300 20	-3,267 49	LT
	Mar 2, 09	121 000	23 842	2,884 91	31 150	3,769 15	884 24	ST
	May 5, 09	1,773 000	24 086	42,704 66	31 150	55,228 95	12,524 29	ST
Security total		6,290 000		212,197 39		195,933 50	-16,263 89	
TESORO CORP								
Symbol TSO Exchange NYSE	Nov 20, 08	1,725 000	7 599	13,108 97	13 550	23,373 75	10,264 78	LT
EAI \$3,078 Current yield 1 48%	Dec 2, 08	1,235 000	8 268	10,211 72	13 550	16,734 25	6,522 53	LT
	Dec 3, 08	599 000	8 427	5,048 20	13 550	8,116 45	3,068 25	LT
	Jun 16, 09	2,465 000	14 360	35,398 39	13 550	33,400 75	-1,997 64	ST
	Aug 12, 09	8,340 000	12 659	105,581 06	13 550	113,007 00	7,425 94	ST
	Nov 9, 09	1,027 000	13 667	14,036 73	13 550	13,915 85	-120 88	ST
Security total		15,391 000		183,385 07		208,548 05	25,162 98	

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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
TIM PARTICIPACOE SA ADR								
Symbol TSU Exchange NYSE								
EAI \$1,769 Current yield 1 83%	Sep 15, 08	3,257 000	20 407	66,466 58 ¹	29 710	96,765 47	30,298 89	LT
TIME WARNER CABLE INC								
Symbol TWC Exchange NYSE	Oct 19, 09	2,131 000	41 416	88,258 14	41 390	88,202 09	-56 05	ST
TYSON FOODS INC CL A								
Symbol TSN Exchange NYSE								
EAI \$3,282 Current yield 1 30%	Nov 16, 07	651 000	14 877	9,685 38 ¹	12 270	7,987 77	-1,697 61	LT
	Nov 19, 07	2,429 000	14 867	36,114 37 ¹	12 270	29,803 83	-6,310 54	LT
	Jun 18, 08	4,198 000	13 777	57,836 69 ¹	12 270	51,509 46	-6,327 23	LT
	Nov 20, 08	8,076 000	4 819	38,922 28	12 270	99,092 52	60,170 24	LT
	Jun 16, 09	1,100 000	12 669	13,936 12	12 270	13,497 00	-439 12	ST
	Aug 14, 09	4,057 000	11 249	45,640 44	12 270	49,779 39	4,138 95	ST
Security total		20,511 000		202,135 28		251,669 97	49,534 69	
WHOLE FOODS MARKET INC								
Symbol WFMI Exchange OTC	Nov 20, 08	277 000	8 570	2,373 89	27 450	7,603 65	5,229 76	LT
	Jun 16, 09	997 000	19 345	19,287 86	27 450	27,367 65	8,079 79	ST
Security total		1,274 000		21,661 75		34,971 30	13,309 55	
ZIMMER HOLDINGS INC								
Symbol ZMH Exchange NYSE	Jan 27, 09	150 000	41 583	6,237 51	59 110	8,866 50	2,628 99	ST
	Jan 29, 09	1,664 000	37 545	62,476 04	59 110	98,359 04	35,883 00	ST
	Jun 16, 09	579 000	41 119	23,808 07	59 110	34,224 69	10,416 62	ST
Security total		2,393 000		92,521 62		141,450 23	48,928 61	
Total				\$5,489,093.71		\$6,661,563.71	\$1,172,470.00	

Total estimated annual income: \$85,265

¹ Indicates cost basis information has been provided by a source other than UBS Financial Services



Friendly account name: PFF NWQ Sm/Mid
Account number: Y1 08373 1C

Your assets • Equities (continued)

Convertible securities

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
NII HOLDINGS INC CONV RATE 03 125% MATURES 06/15/12 ACCRUED INTEREST \$123 61 CUSIP 62913FA11 S&P B-	May 01, 08	89,000 000	84 250	74,982 50 ¹	91 750	81,657 50	6,675 00	LT
CUBIST PHARMACEUTICALS INC SUB NOTES RATE 02 250% MATURES 06/15/13 ACCRUED INTEREST \$86 00 CUSIP 229678AC1	Sep 09, 09	86,000 000	95 750	82,345 00	93 375	80,302 50	-2,042 50	ST
SMITHFIELD FOODS INC CONVERTIBLE RATE 04 000% MATURES 06/30/13 CUSIP 832248AR9 Moody NA S&P B-	Sep 11, 09	94,000 000	91 000	85,540 00	98 375	92,472 50	6,932 50	ST
USEC INC CONV B/E RATE 03 000% MATURES 10/01/14 ACCRUED INTEREST \$1,447 50 CUSIP 90333EAC2 Moody Caa2 S&P CCC-	Jan 09, 08 Mar 26, 09	64,000 000 129,000 000 193,000 000	91 832 56 500	58,772 48 ¹ 72,885 00 131,657 48	65 000 65 000	41,600 00 83,850 00 125,450 00	-17,172 48 10,965 00 -6,207 48	LT ST
Security total								
GOLD RESV INC NTS CONV RATE 05 500% MATURES 06/15/22 CALLABLE ACCRUED INTEREST \$102 66 CUSIP 38068NAB4 Moody NA S&P NA	Nov 30, 07	42,000 000	95 375	40,057 50 ¹	67 250	28,245 00	-11,812 50	LT
EAI \$2,310 Current yield 8 18%								<i>continued next page</i>



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Account number: Y1 08373 1C

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Your assets • **Equities • Convertible securities** (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
LUCENT TECHNOLOGIES INC								
SER A CONV								
RATE 02 875% MATURES 06/15/23								
ACCRUED INTEREST \$214 67								
CUSIP 549463AG2								
Moody B1 S&P B								
EAI \$4,830 Current yield 2 90%	Sep 11, 09	168,000 000	98 500	165,480 00	99 125	166,530 00	1,050 00	ST
GRIFFON CORP NTS SER 2ND								
CONV								
RATE 04 000% MATURES 07/18/23								
ACCRUED INTEREST \$1,068 55								
CUSIP 398433AC6								
Moody NA S&P NA								
EAI \$2,360 Current yield 3 99%	Sep 24, 09	59,000 000	99 125	58,483 75	100 375	59,221 25	737 50	ST
EXPRESSJET HOLDINGS INC								
CONV B/E								
RATE 11 250% MATURES 08/01/23								
ACCRUED INTEREST \$5,531 25								
CUSIP 30218UAB4								
Moody NA S&P NA								
EAI \$13,275 Current yield 11 75%								
Original cost basis \$114,607 50	Jul 30, 07	118,000 000	97 180	114,672 53 ¹	95 750	112,985 00	-1,687 53	LT
GOODRICH PETROLEUM CORP								
NTS CONV								
RATE 03 250% MATURES 12/01/26								
ACCRUED INTEREST \$243 74								
CUSIP 382410AB4								
EAI \$2,925 Current yield 3 53%								
Original cost basis \$83,362 50	Oct 30, 09	90,000 000	93 670	84,303 24	92 125	82,912 50	-1,390 74	ST

continued next page



Friendly account name: PFF NWQ Sm/Mid
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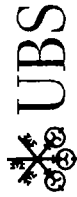
Your assets • Equities • Convertible securities (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
JETBLUE AIRWAYS CORP								
CONV								
RATE 03 750% MATURES 03/15/35								
CALLABLE								
ACCRUED INTEREST \$1,214.58								
CUSIP 477143AC5								
Moody Ca S&P CCC								
EAI \$4.125 Current yield 3.77%	Nov 19, 09	110,000,000	99.125	109,037.50	99.375	109,312.50	275.00	ST
OMNICARE INC								
CONV DEBS								
RATE 03 250% MATURES 12/15/35								
CALLABLE								
ACCRUED INTEREST \$177.66								
CUSIP 681904AL2								
Moody B3 S&P B+								
EAI \$3.998 Current yield 3.99%								
Original cost basis \$81,170.16	Mar 10, 08	123,000,000	75.809	93,246.24 ¹	81.375	100,091.25	6,845.01	LT
DELTA PETROLEUM CORP NTS								
03 750% 050137 DTD042507								
FC110107 CONV								
ACCRUED INTEREST \$525.00								
CUSIP 247907ADO								
S&P CCC								
EAI \$3.150 Current yield 5.37%	Jan 09, 09	84,000,000	48.560	40,790.40	69.875	58,695.00	17,904.60	ST
Total				\$1,080,596.14		\$1,097,875.00	\$17,278.86	

Total accrued interest: \$10,735.22

Total estimated annual income: \$51,239

¹ Indicates cost basis information has been provided by a source other than UBS Financial Services



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Account number: Y1 08373 1C

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Your assets (continued)

Fixed income

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
KANSAS CITY SOUTHERN CONV SER								
D PREFERRED CLBL PAR VALUE -								
1000 00 USD								
Symbol KSJAN Exchange OTC								
EAI \$8,969 Current yield 4.40%								
	Mar 2, 09	65 000	688 900	44,778 50	1,165 000	75,725 00	30,946 50	ST
	Apr 29, 09	31 000	640 393	19,852 18	1,165 000	36,115 00	16,262 82	ST
	May 21, 09	79 000	721 128	56,969 11	1,165 000	92,035 00	35,065 89	ST
Security total		175 000		121,599 79		203,875 00	82,275 21	

Your total assets

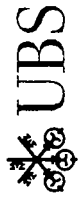
Cash	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash and money balances	797,694.53	9.09%	797,694.53		
Common stock	5,661,563 71		5,489,093 71	85,265 00	1,172,470 00
Convertible securities	1,097,875 00		1,080,596 14	51,239 00	17,278 86
Total accrued interest	10,735 22				
Total equities	7,770,173.93	88.59%	6,569,689.85	136,504.00	1,189,748.86
Preferred securities	203,875.00	2.32%	121,599.79	8,969.00	82,275.21
Total	\$8,771,743.46	100.00%	\$7,488,984.17	\$145,473.00	\$1,272,024.07

Account activity this month

For more information about the price/value shown for restricted securities, see *Important information about your statement* at the end of this document

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Nov 30		Cash and money balance					\$927,680.20
Dec 1	Sold	GOLDEN MINERALS CO Other fees and charges \$ 01		-2.000	6.25	12.49	
		Average Priced Trade					
		Symbol GDMN					
		CUSIP NO 381119106					
		Location of Execution	09				
		Capacity Agent					
Dec 1	Dividend	KROGER COMPANY PAID ON	12257			1,164.42	

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Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	0.00	248.25				
RMA MONEY MKT PORTFOLIO	235,416.88	97,478.09	1.00	0.01%	Nov 23 to Dec 23	31
Total	\$235,416.88	\$97,726.34				

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AETNA INC								
Symbol AET Exchange NYSE								
EAI \$100 Current yield 0.13%								
	Oct 12, 04	246 000	24.562	6,042.32 ¹	31.700	7,798.20	1,755.88	LT
	Sep 7, 06	53 000	35.577	1,885.60 ¹	31.700	1,680.10	-205.50	LT
	Sep 8, 06	28 000	35.807	1,002.62 ¹	31.700	887.60	-115.02	LT
	Jan 10, 07	646 000	41.019	26,498.86 ¹	31.700	20,478.20	-6,020.66	LT
	Mar 6, 09	810 000	19.437	15,744.13	31.700	25,677.00	9,932.87	ST
	Jun 16, 09	720 000	23.658	17,034.05	31.700	22,824.00	5,789.95	ST
Security total		2,503 000		68,207.58		79,345.10	11,137.52	
AMGEN INC								
Symbol AMGN Exchange OTC								
	May 23, 07	352 000	54.481	19,177.60 ¹	56.570	19,912.64	735.04	LT
	May 24, 07	319 000	54.502	17,386.17 ¹	56.570	18,045.83	659.66	LT
	Nov 15, 07	689 000	54.690	37,681.62 ¹	56.570	38,976.73	1,295.11	LT
	Apr 14, 09	279 000	47.652	13,294.99	56.570	15,783.03	2,488.04	ST
	Jun 16, 09	360 000	51.348	18,485.35	56.570	20,365.20	1,879.85	ST
	Sep 23, 09	342 000	60.502	20,691.92	56.570	19,346.94	-1,344.98	ST
Security total		2,341 000		126,717.65		132,430.37	5,712.72	

continued next page



Friendly account name: PFF NWQ LC Val
Account number: Y1 08372 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ANGLOGOLD ASHANTI LTD NEW SPON ADR								
Symbol AU Exchange NYSE	Apr 15, 08	230 000	36 852	8,475 96 ¹	40 180	9,241 40	765 44	LT
EAI \$358 Current yield 0 32%	Jun 4, 08	587 000	34 536	20,272 81 ¹	40 180	23,585 66	3,312 85	LT
	Jun 5, 08	427 000	34 486	14,725 86 ¹	40 180	17,156 86	2,431 00	LT
	Jun 19, 08	319 000	27 810	8,871 39 ¹	40 180	12,817 42	3,946 03	LT
	Jul 8, 08	238 000	32 191	7,661 48 ¹	40 180	9,562 84	1,901 36	LT
	Jul 9, 08	476 000	32 934	15,676 82 ¹	40 180	19,125 68	3,448 86	LT
	Jun 16, 09	215 000	36 710	7,892 65	40 180	8,638 70	746 05	ST
	Sep 1, 09	325 000	36 040	11,713 03	40 180	13,058 50	1,345 47	ST
Security total		2,817 000		95,290 00		113,187 06	17,897 06	
AON CORP								
Symbol AON Exchange NYSE	Aug 7, 06	162 000	31 643	5,126 18 ¹	38 340	6,211 08	1,084 90	LT
EAI \$1,693 Current yield 1 56%	Aug 9, 06	107 000	32 819	3,511 69 ¹	38 340	4,102 38	590 69	LT
	Aug 10, 06	21 000	32 756	687 88 ¹	38 340	805 14	117 26	LT
	Aug 22, 06	236 000	33 687	7,950 18 ¹	38 340	9,048 24	1,098 06	LT
	Aug 23, 06	133 000	33 533	4,460 00 ¹	38 340	5,099 22	639 22	LT
	Jan 10, 07	773 000	35 170	27,186 41 ¹	38 340	29,636 82	2,450 41	LT
	Jun 16, 09	600 000	36 390	21,834 00	38 340	23,004 00	1,170 00	ST
	Oct 30, 09	215 000	37 942	8,157 64	38 340	8,243 10	85 46	ST
	Dec 2, 09	260 000	38 463	10,000 54	38 340	9,968 40	-32 14	ST
	Dec 3, 09	315 000	38 388	12,092 38	38 340	12,077 10	-15 28	ST
Security total		2,822 000		101,006 90		108,195 48	7,188 58	
APACHE CORP								
Symbol APA Exchange NYSE	Sep 14, 06	147 000	64 001	9,408 27 ¹	103 170	15,165 99	5,757 72	LT
EAI \$877 Current yield 0 58%	Jan 3, 07	142 000	64 483	9,156 66 ¹	103 170	14,650 14	5,493 48	LT
	Jan 4, 07	269 000	63 799	17,161 98 ¹	103 170	27,752 73	10,590 75	LT
	Jan 10, 07	306 000	63 570	19,452 42 ¹	103 170	31,570 02	12,117 60	LT
	Apr 26, 07	285 000	74 505	21,234 15 ¹	103 170	29,403 45	8,169 30	LT
	Apr 27, 07	222 000	74 004	16,428 95 ¹	103 170	22,903 74	6,474 79	LT
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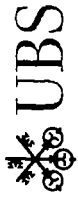
Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF NWQ LC Val
Account number: Y1 08372 1C

Your Financial Advisor:
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Jun 16, 09	90 000	80 270	7,224 30	103 170	9,285 30	2,061 00	ST
AT&T INC		1,461 000		100,066 73		150,731 37	50,664 64	
Symbol T Exchange NYSE								
EAI \$4,259 Current yield 5 99%	Oct 24, 05	637 000	23 523	14,984 66 ¹	28 030	17,855 11	2,870 45	LT
	Oct 25, 05	943 000	23 707	22,356 64 ¹	28 030	26,432 29	4,075 65	LT
	Jun 16, 09	955 000	24 247	23,156 36	28 030	26,768 65	3,612 29	ST
Security total		2,535 000		60,497 66		71,056 05	10,558 39	
BARRICK GOLD CORP								
Symbol ABX Exchange NYSE								
EAI \$1,407 Current yield 1 02%	Oct 12, 04	1,690 000	21 141	35,728 80 ¹	39 380	66,552 20	30,823 40	LT
	Jan 10, 07	1,088 000	28 940	31,486 72 ¹	39 380	42,845 44	11,358 72	LT
	Jun 16, 09	740 000	33 559	24,834 03	39 380	29,141 20	4,307 17	ST
Security total		3,518 000		92,049 55		138,538 84	46,489 29	
CA INC								
Symbol CA Exchange OTC								
EAI \$1,245 Current yield 0 71%	Oct 12, 04	3,079 000	26 439	81,406 30 ¹	22 460	69,154 34	-12,251 96	LT
	Apr 26, 06	405 000	24 985	10,118 97 ¹	22 460	9,096 30	-1,022 67	LT
	Apr 27, 06	90 000	25 382	2,284 43 ¹	22 460	2,021 40	-263 03	LT
	Jan 10, 07	2,656 000	24 933	66,222 05 ¹	22 460	59,653 76	-6,568 29	LT
	Jun 16, 09	1,550 000	17 037	26,407 35	22 460	34,813 00	8,405 65	ST
Security total		7,780 000		186,439 10		174,738 80	-11,700 30	
CANADIAN NATURAL RESOURCES LTD								
Symbol CNQ Exchange NYSE								
	Nov 16, 09	395 000	69 277	27,364 53	71 950	28,420 25	1,055 72	ST
	Nov 20, 09	417 000	65 833	27,452 69	71 950	30,003 15	2,550 46	ST
Security total		812 000		54,817 22		58,423 40	3,606 18	
CBS CORP NEW CL B								
Symbol CBS Exchange NYSE								
EAI \$544 Current yield 1 42%	Dec 6, 04	639 000	28 668	18,319 32 ¹	14 050	8,977 95	-9,341 37	LT
	Dec 7, 04	33 000	28 571	942 87 ¹	14 050	463 65	-479 22	LT
	Dec 17, 04	121 000	28 162	3,407 62 ¹	14 050	1,700 05	-1,707 57	LT
	Dec 20, 04	546 000	28 171	15,381 53 ¹	14 050	7,671 30	-7,710 23	LT

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Friendly account name: PFF NWQ LC Val
Account number: Y1 08372 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Sep 6, 05	132 000	27 085	3,575 27 ¹	14 050	1,854 60	-1,720 67	LT
	Sep 7, 05	270 000	27 205	7,345 42 ¹	14 050	3,793 50	-3,551 92	LT
	Jan 10, 07	977 000	31 150	30,433 55 ¹	14 050	13,726 85	-16,706 70	LT
Security total		2,718 000		79,405 58		38,187 90	-41,217 68	
CITIGROUP INC								
Symbol C Exchange NYSE	Dec 17, 09	28,660 000	3 182	91,210 45	3 310	94,864 60	3,654 15	ST
Security total	Dec 18, 09	3,745 000	3 249	12,169 38	3 310	12,395 95	226 57	ST
Security total		32,405 000		103,379 83		107,260 55	3,880 72	
COMCAST CORP NEW SPECIAL CL A								
Symbol CMCSK Exchange OTC	Aug 20, 09	1,527 000	14 005	21,386 25	16 010	24,447 27	3,061 02	ST
EAI \$812 Current yield 2 36%	Aug 21, 09	620 000	14 316	8,876 23	16 010	9,926 20	1,049 97	ST
Security total		2,147 000		30,262 48		34,373 47	4,110 99	
CONOCOPHILLIPS								
Symbol COP Exchange NYSE	Jan 10, 07	391 000	64 494	25,217 35 ¹	51 070	19,968 37	-5,248 98	LT
EAI \$2,792 Current yield 3 92%	Jun 16, 09	285 000	43 340	12,351 90	51 070	14,554 95	2,203 05	ST
	Nov 20, 09	215 000	51 969	11,173 46	51 070	10,980 05	-193 41	ST
	Nov 24, 09	265 000	52 289	13,856 72	51 070	13,533 55	-323 17	ST
	Nov 25, 09	170 000	52 726	8,963 51	51 070	8,681 90	-281 61	ST
	Nov 27, 09	70 000	51 793	3,625 55	51 070	3,574 90	-50 65	ST
Security total		1,396 000		75,188 49		71,293 72	-3,894 77	
CVS CAREMARK CORP								
Symbol CVS Exchange NYSE	Nov 5, 09	1,767 000	28 788	50,869 63	32 210	56,915 07	6,045 44	ST
EAI \$539 Current yield 0 95%								
GENWORTH FINANCIAL INC CL A								
Symbol GNW Exchange NYSE	Oct 12, 04	1,931 000	24 395	47,108 09 ¹	11 350	21,916 85	-25,191 24	LT
	May 3, 06	330 000	33 147	10,938 77 ¹	11 350	3,745 50	-7,193 27	LT
	May 4, 06	406 000	33 168	13,466 49 ¹	11 350	4,608 10	-8,858 39	LT
	Jan 10, 07	1,010 000	34 500	34,845 00 ¹	11 350	11,463 50	-23,381 50	LT
	Jan 4, 08	660 000	24 482	16,158 45 ¹	11 350	7,491 00	-8,667 45	LT
	Jan 7, 08	701 000	24 501	17,175 90 ¹	11 350	7,956 35	-9,219 55	LT
Security total		5,038 000		139,692 70		57,181 30	-82,511 40	

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Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF NWQ LC Val
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Your Financial Advisor:
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
HALLIBURTON CO (HOLDING COMPANY) Symbol HAL Exchange NYSE EAI \$486 Current yield 1 20%	Nov 17, 08	1,351 000	17 880	24,155 88	30 090	40,651 59	16,495 71	LT
HARTFORD FINCL SERVICES GROUP INC Symbol HIG Exchange NYSE EAI \$624 Current yield 0 86%	Oct 12, 04 Aug 1, 06 Jan 10, 07 Jul 25, 07 Jul 26, 07 Dec 22, 09	893 000 312 000 410 000 8 000 407 000 1,092 000 3,122 000	62 327 84 573 90 820 96 348 95 248 23 324	55,658 81 ¹ 26,386 87 ¹ 37,236 20 ¹ 770 79 ¹ 38,766 26 ¹ 25,470 03 184,288 96	23 260 23 260 23 260 23 260 23 260 23 260	20,771 18 7,257 12 9,536 60 186 08 9,466 82 25,399 92 72,617 72	-34,887 63 -19,129 75 -27,699 60 -584 71 -29,299 44 -70 11 -111,671 24	LT LT LT LT LT ST
Security total								
HESS CORP Symbol HES Exchange NYSE EAI \$268 Current yield 0 66%	Apr 19, 07 Apr 20, 07 Apr 23, 07	131 000 439 000 101 000 671 000	56 123 57 183 57 375	7,352 19 ¹ 25,103 60 ¹ 5,794 90 ¹ 38,250 69	60 500 60 500 60 500	7,925 50 26,559 50 6,110 50 40,595 50	573 31 1,455 90 315 60 2,344 81	LT LT LT
Security total								
INGERSOLL-RAND PLC Symbol IR Exchange NYSE EAI \$511 Current yield 0 78%	Oct 12, 04 Jan 10, 07	1,083 000 742 000 1,825 000	34 227 40 520	37,068 82 ¹ 30,065 84 ¹ 67,134 66	35 740 35 740	38,706 42 26,519 08 65,225 50	1,637 60 -3,546 76 -1,909 16	LT LT
Security total								
JPMORGAN CHASE & CO Symbol JPM Exchange NYSE EAI \$401 Current yield 0 48%	Oct 12, 04 Jun 16, 09	1,723 000 280 000 2,003 000	39 130 33 540	67,420 99 ¹ 9,391 20 76,812 19	41 670 41 670	71,797 41 11,667 60 83,465 01	4,376 42 2,276 40 6,652 82	LT ST
Security total								
KIMBERLY CLARK CORP Symbol KMB Exchange NYSE EAI \$3,468 Current yield 3 77%	Oct 12, 04	1,009 000	63 372	63,942 55 ¹	63 710	64,283 39	340 84	LT
								continued next page



Friendly account name: PFF NWQ LC Val
Account number: Y1 08372 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total								
KROGER COMPANY								
Symbol KR Exchange NYSE								
EAI \$945 Current yield 1 85%								
	Jan 10, 07	261 000	69 251	18,074 56 ¹	63 710	16,628 31	-1,446 25	LT
	Jun 16, 09	175 000	50 879	8,903 91	63 710	11,149 25	2,245 34	ST
Security total		1,445 000		90,921 02		92,060 95	1,139 93	
LOCKHEED MARTIN CORP								
Symbol LMT Exchange NYSE								
EAI \$3,223 Current yield 3 34%								
	Sep 22, 09	412 000	20 426	8,415 72	20 530	8,458 36	42 64	ST
	Sep 23, 09	430 000	20 562	8,841 83	20 530	8,827 90	-13 93	ST
	Sep 24, 09	735 000	20 548	15,102 78	20 530	15,089 55	-13 23	ST
	Sep 25, 09	415 000	20 579	8,540 29	20 530	8,519 95	-20 34	ST
	Sep 28, 09	495 000	20 564	10,179 53	20 530	10,162 35	-17 18	ST
Security total		2,487 000		51,080 15		51,058 11	-22 04	
LOEWS CORP								
Symbol L Exchange NYSE								
EAI \$806 Current yield 0 69%								
	Oct 12, 04	709 000	55 190	39,129 71 ¹	75 350	53,423 15	14,293 44	LT
	Jan 10, 07	188 000	94 841	17,830 16 ¹	75 350	14,165 80	-3,664 36	LT
	Aug 4, 09	216 000	75 402	16,286 92	75 350	16,275 60	-11 32	ST
	Sep 1, 09	115 000	75 507	8,683 35	75 350	8,665 25	-18 10	ST
	Sep 2, 09	51 000	75 075	3,828 83	75 350	3,842 85	14 02	ST
Security total		1,279 000		85,758 97		96,372 65	10,613 68	
MERCK & CO INC NEW COM								
Symbol MRK Exchange NYSE								
EAI \$4,166 Current yield 4 16%								
	Oct 18, 07	276 000	49 671	13,709 23 ¹	36 350	10,032 60	-3,676 63	LT
	Oct 19, 07	26 000	48 564	1,262 68 ¹	36 350	945 10	-317 58	LT
	Nov 9, 07	463 000	45 884	21,244 40 ¹	36 350	16,830 05	-4,414 35	LT
	Oct 3, 08	1,166 000	36 285	42,308 89 ¹	36 350	42,384 10	75 21	LT
	Mar 23, 09	681 000	23 228	15,818 68	36 350	24,754 35	8,935 67	ST
	Jun 16, 09	610 000	27 359	16,689 30	36 350	22,173 50	5,484 20	ST
Security total		3,222 000		111,033 18		117,119 70	6,086 52	
MERCER & CO INC NEW COM								
Symbol MKR Exchange NYSE								
EAI \$4,166 Current yield 4 16%								
	Dec 9, 08	860 000	26 359	22,669 26	36 540	31,424 40	8,755 14	LT
	Feb 27, 09	695 000	25 018	17,388 00	36 540	25,395 30	8,007 30	ST
	Jun 16, 09	835 000	24 467	20,430 11	36 540	30,510 90	10,080 79	ST

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Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF NWQ LC Val
Account number: Y1 08372 1C

Your Financial Advisor:
DUNNY/AMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Oct 26, 09	351 000	32 055	11,251 62	36 540	12,825 54	1,573 92	ST
2,741 000				71,738 99		100,156 14	28,417 15	
METLIFE INC								
Symbol MET Exchange NYSE								
EAI \$2,148 Current yield 2 09%	Oct 8, 08	775 000	31 921	24,739 09 ¹	35 350	27,396 25	2,657 16	LT
	Oct 9, 08	868 000	28 228	24,502 08 ¹	35 350	30,683 80	6,181 72	LT
	Jun 16, 09	845 000	29 327	24,782 08	35 350	29,870 75	5,088 67	ST
	Dec 3, 09	415 000	34 250	14,213 75	35 350	14,670 25	456 50	ST
Security total		2,903 000		88,237 00		102,621 05	14,384 05	
MICROSOFT CORP								
Symbol MSFT Exchange OTC								
EAI \$1,109 Current yield 1 71%	Jun 27, 05	4 000	25 195	100 78 ¹	30 480	121 92	21 14	LT
	Jan 10, 07	1,000 000	29 670	29,670 00 ¹	30 480	30,480 00	810 00	LT
	Jun 10, 08	1,128 000	28 130	31,731 32 ¹	30 480	34,381 44	2,650 12	LT
Security total		2,132 000		61,502 10		64,983 36	3,481 26	
MOSAIC CO								
Symbol MOS Exchange NYSE								
EAI \$131 Current yield 0 33%	Jun 30, 09	657 000	45 137	29,655 01	59 730	39,242 61	9,587 60	ST
MOTOROLA INC								
Symbol MOT Exchange NYSE								
	Oct 12, 04	1,030 000	18 320	18,869 60 ¹	7 760	7,992 80	-10,876 80	LT
	Nov 4, 04	1,218 000	16 786	20,446 44 ¹	7 760	9,451 68	-10,994 76	LT
	Jun 6, 06	958 000	21 543	20,638 29 ¹	7 760	7,434 08	-13,204 21	LT
	Jun 7, 06	87 000	21 309	1,853 89 ¹	7 760	675 12	-1,178 77	LT
	Nov 8, 06	940 000	21 600	20,304 00 ¹	7 760	7,294 40	-13,009 60	LT
	Jan 10, 07	2,664 000	18 180	48,431 52 ¹	7 760	20,672 64	-27,758 88	LT
	May 30, 07	77 000	18 197	1,401 19 ¹	7 760	597 52	-803 67	LT
	May 31, 07	689 000	18 144	12,501 49 ¹	7 760	5,346 64	-7,154 85	LT
	Jan 2, 08	643 000	15 984	10,278 10 ¹	7 760	4,989 68	-5,288 42	LT
	Jan 3, 08	2,225 000	16 036	35,680 77 ¹	7 760	17,266 00	-18,414 77	LT
	Feb 10, 09	5,375 000	3 957	21,269 95	7 760	41,710 00	20,440 05	ST
	Dec 1, 09	2,320 000	8 232	19,099 86	7 760	18,003 20	-1,096 66	ST
	Dec 2, 09	1,320 000	8 229	10,863 34	7 760	10,243 20	-620 14	ST

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Friendly account name: PFF NWQ LC Val
Account number: Y1 08372 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		19,546 000		241,638 44		151,676 96	-89,961 48	
NOBLE ENERGY INC								
Symbol NBL Exchange NYSE								
EAI \$1,416 Current yield 1 01%	Jun 6, 05	40 000	37 414	1,496 57 ¹	71 220	2,848 80	1,352 23	LT
	Jun 7, 05	396 000	37 322	14,779 65 ¹	71 220	28,203 12	13,423 47	LT
	Jun 8, 05	210 000	37 345	7,842 47 ¹	71 220	14,956 20	7,113 73	LT
	Jan 10, 07	988 000	46 768	46,207 38 ¹	71 220	70,365 36	24,157 98	LT
	Sep 17, 08	222 000	57 859	12,844 88 ¹	71 220	15,810 84	2,965 96	LT
	Sep 26, 08	111 000	58 733	6,519 37 ¹	71 220	7,905 42	1,386 05	LT
Security total		1,967 000		89,690 32		140,089 74	50,399 42	
NRG ENERGY INC NEW								
Symbol NRG Exchange NYSE	Mar 10, 08	1,345 000	41 937	56,406 34 ¹	23 610	31,755 45	-24,650 89	LT
	May 2, 08	523 000	43 004	22,491 35 ¹	23 610	12,348 03	-10,143 32	LT
Security total		1,868 000		78,897 69		44,103 48	-34,794 21	
PHILIP MORRIS INTL INC								
Symbol PM Exchange NYSE								
EAI \$3,874 Current yield 4 81%	Oct 12, 04	986 000	24 886	24,538 05 ¹	48 190	47,515 34	22,977 29	LT
	Jun 20, 06	192 000	38 156	7,326 04 ¹	48 190	9,252 48	1,926 44	LT
	Jun 21, 06	95 000	38 178	3,626 99 ¹	48 190	4,578 05	951 06	LT
	Jan 10, 07	397 000	47 365	18,803 96 ¹	48 190	19,131 43	327 47	LT
Security total		1,670 000		54,295 04		80,477 30	26,182 26	
PITNEY BOWES INC								
Symbol PBI Exchange NYSE								
EAI \$6,913 Current yield 6 33%	Oct 12, 04	1,197 000	44 471	53,232 15 ¹	22 760	27,243 72	-25,988 43	LT
	Jan 10, 07	692 000	47 816	33,088 95 ¹	22 760	15,749 92	-17,339 03	LT
	Nov 16, 07	336 000	37 981	12,761 88 ¹	22 760	7,647 36	-5,114 52	LT
	Nov 19, 07	220 000	38 349	8,436 80 ¹	22 760	5,007 20	-3,429 60	LT
	Dec 17, 07	223 000	37 447	8,350 88 ¹	22 760	5,075 48	-3,275 40	LT
	Dec 18, 07	223 000	37 475	8,357 01 ¹	22 760	5,075 48	-3,281 53	LT
	Dec 19, 07	93 000	37 711	3,507 17 ¹	22 760	2,116 68	-1,390 49	LT
	Dec 20, 07	567 000	38 020	21,557 45 ¹	22 760	12,904 92	-8,652 53	LT
	Jun 16, 09	1,250 000	21 449	26,812 00	22 760	28,450 00	1,638 00	ST
Security total		4,801 000		176,104 29		109,270 76	-66,833 53	

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December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF NWQ LC Val
Account number: Y1 08372 1C

Your Financial Advisor:
DUNNYAMIN
212-821-7000

Your assets • **Equities** • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
RAYTHEON CO NEW								
Symbol RTN Exchange NYSE								
EAI \$2,125 Current yield 2.41%	Oct 12, 04	876 000	36 300	31,798 80 ¹	51 520	45,131 52	13,332 72	LT
	Jun 30, 08	338 000	56 325	19,038 09 ¹	51 520	17,413 76	-1,624 33	LT
	Jun 16, 09	500 000	44 899	22,449 75	51 520	25,760 00	3,310 25	ST
Security total		1,714 000		73,286 64		88,305 28	15,018 64	
SANOFI-AVENTIS SA SPON ADR								
Symbol SNY Exchange NYSE								
EAI \$2,569 Current yield 2.84%	Aug 2, 07	1,459 000	41 244	60,175 43 ¹	39 270	57,294 93	-2,880 50	LT
	Aug 3, 07	361 000	41 558	15,002 47 ¹	39 270	14,176 47	-826 00	LT
	Jun 16, 09	480 000	31 879	15,302 16	39 270	18,849 60	3,547 44	ST
Security total		2,300 000		90,480 06		90,321 00	-159 06	
TALISMAN ENERGY INC								
Symbol TLM Exchange NYSE								
	Jun 23, 08	145 000	22 542	3,268 71 ¹	18 640	2,702 80	-565 91	LT
	Jun 24, 08	1,548 000	22 515	34,854 30 ¹	18 640	28,854 72	-5,999 58	LT
	Jul 21, 08	1,043 000	19 143	19,967 19 ¹	18 640	19,441 52	-525 67	LT
Security total		2,736 000		58,090 20		50,999 04	-7,091 16	
UNION PACIFIC CORP								
Symbol UNP Exchange NYSE								
EAI \$1,217 Current yield 1.69%	Oct 12, 04	927 000	30 753	28,508 54 ¹	63 900	59,235 30	30,726 76	LT
	Jun 16, 09	200 000	52 138	10,427 70	63 900	12,780 00	2,352 30	ST
Security total		1,127 000		38,936 24		72,015 30	33,079 06	
VERIZON COMMUNICATIONS INC								
Symbol VZ Exchange NYSE								
EAI \$2,785 Current yield 5.73%	Oct 12, 04	1,466 000	41 038	60,161 71 ¹	33 130	48,568 58	-11,593 13	LT
VIACOM INC NEW CL B								
Symbol VIAB Exchange NYSE								
	Dec 6, 04	639 000	43 672	27,906 58 ¹	29 730	18,997 47	-8,909 11	LT
	Dec 7, 04	33 000	43 524	1,436 30 ¹	29 730	981 09	-455 21	LT
	Dec 17, 04	121 000	42 900	5,190 96 ¹	29 730	3,597 33	-1,593 63	LT
	Dec 20, 04	546 000	42 914	23,431 32 ¹	29 730	16,232 58	-7,198 74	LT
	Sep 6, 05	132 000	41 260	5,446 35 ¹	29 730	3,924 36	-1,521 99	LT
	Sep 7, 05	270 000	41 442	11,189 59 ¹	29 730	8,027 10	-3,162 49	LT
	Jan 5, 06	597 000	42 213	25,201 40 ¹	29 730	17,748 81	-7,452 59	LT

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Friendly account name: PFF NWQ LC Val
Account number: Y1 08372 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Feb 28, 06	292 000	39 951	11,665 90 ¹	29 730	8,681 16	-2,984 74	LT
	Mar 2, 06	257 000	39 968	10,271 90 ¹	29 730	7,640 61	-2,631 29	LT
	Mar 3, 06	140 000	39 867	5,581 46 ¹	29 730	4,162 20	-1,419 26	LT
	Jan 10, 07	1,211 000	42 471	51,433 59 ¹	29 730	36,003 03	-15,430 56	LT
	Jun 16, 09	1,400 000	22 177	31,048 50	29 730	41,622 00	10,573 50	ST
		5,638 000		209,803 85		167,617 74	-42,186 11	
WELLS FARGO & CO NEW								
Symbol WFC Exchange NYSE								
EAI \$606 Current yield 0.74%								
Security total	Oct 12, 04	2,111 000	30 170	63,690 24 ¹	26 990	56,975 89	-6,714 35	LT
	Jan 10, 07	918 000	35 530	32,616 54 ¹	26 990	24,776 82	-7,839 72	LT
		3,029 000		96,306 78		81,752 71	-14,554 07	
Total				\$3,612,151.16		\$3,483,226.26	-\$128,924.90	

Total estimated annual income: \$54,417

¹ Indicates cost basis information has been provided by a source other than UBS Financial Services

Your total assets

Cash	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash and money balances	97,726.34	2.73%	97,726.34		
Equities	3,483,226.26	97.27%	3,612,151.16	54,417.00	-128,924.90
Total	\$3,580,952.60	100.00%	\$3,709,877.50	\$54,417.00	-\$128,924.90

Account activity this month

For more information about the price/value shown for restricted securities, see *Important information about your statement* at the end of this document

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Nov 30 Cash and money balance							
Dec 1	Dividend	CONOCOPHILLIPS PAID ON	676			338.00	
Dec 1	Bought	CONOCOPHILLIPS		170.000	52.726500	-8,963.51	
Average Priced Trade				Location of Execution	09	Capacity Agent	

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Managed Accounts Consulting
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	1,521.18	0.00				
RMA MONEY MKT PORTFOLIO	76,695.82	69,033.47	1.00	0.01%	Nov 23 to Dec 23	31
Total	\$78,217.00	\$69,033.47				

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ACME PACKET INC								
Symbol APKT Exchange OTC	Jun 18, 09	141 000	8.681	1,224.05	11 000	1,551.00	326.95	ST
	Jul 2, 09	231 000	10 108	2,334.99	11 000	2,541.00	206.01	ST
	Jul 10, 09	173 000	9 512	1,645.71	11 000	1,903.00	257.29	ST
	Jul 23, 09	165 000	10 239	1,689.47	11 000	1,815.00	125.53	ST
Security total		710 000		6,894.22		7,810.00	915.78	
ACUTY BRANDS INC								
Symbol AYI Exchange NYSE	Dec 15, 09	366 000	34 427	12,600.57	35 640	13,044.24	443.67	ST
EAI \$429 Current yield 1.46%	Dec 17, 09	222 000	34 795	7,724.60	35 640	7,912.08	187.48	ST
	Dec 18, 09	120 000	35 169	4,220.40	35 640	4,276.80	56.40	ST
	Dec 22, 09	117 000	35 470	4,149.99	35 640	4,169.88	19.89	ST
Security total		825 000		28,695.56		29,403.00	707.44	
ADVANCED ENERGY INDUSTRIES INC								
Symbol AEIS Exchange OTC	Nov 2, 09	211 000	12 230	2,580.59	15 080	3,181.88	601.29	ST
	Nov 3, 09	225 000	11 417	2,568.94	15 080	3,393.00	824.06	ST
	Nov 9, 09	249 000	11 650	2,900.85	15 080	3,754.92	854.07	ST

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Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Dec 21, 09	193 000	13 498	2,605 17	15 080	2,910 44	305 27	ST
ADVENT SOFTWARE INC		878 000		10,655 55		13,240 24	2,584 69	
Symbol ADVS Exchange OTC								
	Feb 6, 09	239 000	29 575	7,068 52	40 730	9,734 47	2,665 95	ST
	Feb 11, 09	196 000	28 570	5,599 78	40 730	7,983 08	2,383 30	ST
	Feb 13, 09	162 000	28 925	4,686 00	40 730	6,598 26	1,912 26	ST
	Feb 18, 09	115 000	28 522	3,280 06	40 730	4,683 95	1,403 89	ST
	Feb 27, 09	128 000	27 222	3,484 51	40 730	5,213 44	1,728 93	ST
	Jun 1, 09	107 000	31 873	3,410 43	40 730	4,358 11	947 68	ST
	Jun 18, 09	181 000	31 424	5,687 92	40 730	7,372 13	1,684 21	ST
Security total		1,128 000		33,217 22		45,943 44	12,726 22	
AFFYMETRIX INC								
Symbol AFFX Exchange OTC								
	Sep 24, 09	450 000	9 340	4,203 00	5 840	2,628 00	-1,575 00	ST
	Sep 24, 09	320 000	9 340	2,988 80	5 840	1,868 80	-1,120 00	ST
	Sep 28, 09	494 000	8 905	4,399 47	5 840	2,884 96	-1,514 51	ST
	Sep 29, 09	312 000	9 024	2,815 64	5 840	1,822 08	-993 56	ST
Security total		1,576 000		14,406 91		9,203 84	-5,203 07	
AIR METHODS CORP NEW								
Symbol AIRM Exchange OTC								
	Jun 1, 09	132 000	27 949	3,689 31	33 620	4,437 84	748 53	ST
	Jun 18, 09	75 000	27 891	2,091 86	33 620	2,521 50	429 64	ST
	Nov 9, 09	98 000	35 325	3,461 87	33 620	3,294 76	-167 11	ST
Security total		305 000		9,243 04		10,254 10	1,011 06	
AMEDISYS INC								
Symbol AMED Exchange OTC								
	Dec 17, 09	161 000	45 523	7,329 21	48 600	7,824 60	495 39	ST
AMER MEDICAL SYSTEMS HOLDINGS								
Symbol AMMD Exchange OTC								
	Mar 23, 09	229 000	10 242	2,345 49	19 290	4,417 41	2,071 92	ST
	Mar 24, 09	256 000	10 380	2,657 28	19 290	4,938 24	2,280 96	ST
	Mar 26, 09	210 000	11 270	2,366 70	19 290	4,050 90	1,684 20	ST
	Mar 30, 09	649 000	11 168	7,248 10	19 290	12,519 21	5,271 11	ST
	Apr 3, 09	437 000	11 703	5,114 34	19 290	8,429 73	3,315 39	ST
	Apr 6, 09	81 000	11 489	930 68	19 290	1,562 49	631 81	ST
	Jun 18, 09	354 000	16 027	5,673 75	19 290	6,828 66	1,154 91	ST
Security total		2,216 000		26,336 34		42,746 64	16,410 30	

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Managed Accounts Consulting
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your Financial Advisor:
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212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
AMER SUPERCONDUCTOR CORP								
Symbol AMSC Exchange OTC	Sep 24, 09	302 000	31 139	9,404 28	40 900	12,351 80	2,947 52	ST
	Nov 20, 09	143 000	33 258	4,755 92	40 900	5,848 70	1,092 78	ST
	Dec 3, 09	85 000	34 700	2,949 50	40 900	3,476 50	527 00	ST
	Dec 21, 09	173 000	40 750	7,049 92	40 900	7,075 70	25 78	ST
	Dec 22, 09	98 000	41 750	4,091 50	40 900	4,008 20	-83 30	ST
Security total		801 000		28,251 12		32,760 90	4,509 78	
AMERICA'S CAR MART INC								
Symbol CRMT Exchange OTC	Sep 3, 09	181 000	24 274	4,393 63	26 330	4,765 73	372 10	ST
	Sep 8, 09	103 000	24 280	2,500 88	26 330	2,711 99	211 11	ST
Security total		~ 284 000		6,894 51		7,477 72	583 21	
AMERIGROUP CORP								
Symbol AGP Exchange NYSE	Jun 18, 09	284 000	29 368	8,340 75	26 960	7,656 64	-684 11	ST
AMERISTAR CASINO INC								
Symbol ASCA Exchange OTC								
EAL \$132 Current yield 2 76%	Jul 2, 09	314 000	18 902	5,935 48	15 230	4,782 22	-1,153 26	ST
AMKOR TECHNOLOGIES INC								
Symbol AMKR Exchange OTC	Jul 27, 09	1,306 000	5 912	7,721 59	7 160	9,350 96	1,629 37	ST
	Aug 3, 09	603 000	6 473	3,903 40	7 160	4,317 48	414 08	ST
	Aug 5, 09	453 000	6 469	2,930 77	7 160	3,243 48	312 71	ST
	Sep 9, 09	443 000	6 660	2,950 38	7 160	3,171 88	221 50	ST
	Sep 11, 09	444 000	7 420	3,294 48	7 160	3,179 04	-115 44	ST
Security total		3,249 000		20,800 62		23,262 84	2,462 22	
AMPCO PITTSBURG CORP								
Symbol AP Exchange NYSE								
EAL \$117 Current yield 2 28%	Nov 24, 09	163 000	29 451	4,800 66	31 530	5,139 39	338 73	ST
APAC CUSTOMER SERVICES INC								
Symbol APAC Exchange OTC	Jul 16, 09	211 000	5 152	1,087 24	5 960	1,257 56	170 32	ST
ARCSIGHT INC								
Symbol ARST Exchange OTC	Nov 18, 09	261 000	25 010	6,527 64	25 580	6,676 38	148 74	ST
	Nov 19, 09	164 000	24 799	4,067 20	25 580	4,195 12	127 92	ST
	Nov 20, 09	102 000	24 495	2,498 55	25 580	2,609 16	110 61	ST
Security total		527 000		13,093 39		13,480 66	387 27	

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ARENA RESOURCES INC								
Symbol ARD Exchange NYSE	Sep 24, 09	272 000	35 779	9,732 16	43 120	11,728 64	1,996 48	ST
	Sep 28, 09	367 000	34 462	12,647 66	43 120	15,825 04	3,177 38	ST
	Sep 29, 09	317 000	34 734	11,010 96	43 120	13,669 04	2,658 08	ST
	Sep 30, 09	209 000	35 330	7,383 97	43 120	9,012 08	1,628 11	ST
	Oct 2, 09	131 000	32 639	4,275 84	43 120	5,648 72	1,372 88	ST
	Oct 5, 09	84 000	32 877	2,761 69	43 120	3,622 08	860 39	ST
Security total		1,380 000		47,812 28		59,505 60	11,693 32	
ARIBA INC NEW								
Symbol ARBA Exchange OTC	Dec 21, 09	472 000	11 410	5,385 90	12 520	5,909 44	523 54	ST
ART TECHNOLOGY GROUP INC								
Symbol ARTG Exchange OTC	Jun 1, 09	1,409 000	3 854	5,431 41	4 510	6,354 59	923 18	ST
	Jun 18, 09	313 000	3 518	1,101 20	4 510	1,411 63	310 43	ST
Security total		1,722 000		6,532 61		7,766 22	1,233 61	
AVIS BUDGET GROUP INC								
Symbol CAR Exchange NYSE	Jul 27, 09	337 000	8 009	2,699 20	13 120	4,421 44	1,722 24	ST
	Aug 4, 09	152 000	8 909	1,354 24	13 120	1,994 24	640 00	ST
	Aug 4, 09	149 000	8 909	1,327 52	13 120	1,954 88	627 36	ST
	Aug 11, 09	189 000	10 400	1,965 60	13 120	2,479 68	514 08	ST
	Aug 11, 09	51 000	10 400	530 40	13 120	669 12	138 72	ST
	Sep 18, 09	282 000	13 377	3,772 46	13 120	3,699 84	-72 62	ST
	Nov 18, 09	477 000	10 993	5,243 92	13 120	6,258 24	1,014 32	ST
Security total		1,637 000		16,893 34		21,477 44	4,584 10	
BAKER MICHAEL CORP								
Symbol BKR Exchange AMEX	Aug 5, 09	45 000	41 099	1,849 50	41 400	1,863 00	13 50	ST
BALLY TECHNOLOGIES INC								
Symbol BYI Exchange NYSE	Nov 18, 09	176 000	44 831	7,890 39	41 290	7,267 04	-623 35	ST
	Dec 8, 09	115 000	42 180	4,850 70	41 290	4,748 35	-102 35	ST
Security total		291 000		12,741 09		12,015 39	-725 70	
BARE ESSENTIALS INC								
Symbol BARE Exchange OTC	Jul 9, 09	521 000	7 850	4,090 32	12 230	6,371 83	2,281 51	ST
	Sep 11, 09	329 000	10 830	3,563 07	12 230	4,023 67	460 60	ST
Security total		850 000		7,653 39		10,395 50	2,742 11	

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Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your Financial Advisor:
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212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
BEACON ROOFING SUPPLY INC Symbol BECN Exchange OTC	Jun 18, 09	409 000	13 884	5,678 75	16 000	6,544 00	865 25	ST
BIG 5 SPORTING GOODS CORP Symbol BGFV Exchange OTC	Jul 27, 09	267 000	13 227	3,531 79	17 180	4,587 06	1,055 27	ST
EAI \$90 Current yield 1 17%	Sep 1, 09	182 000	15 150	2,757 30	17 180	3,126 76	369 46	ST
Security total		449 000		6,289 09		7,713 82	1,424 73	
BLACKBAUD INC Symbol BLKB Exchange OTC	Nov 18, 09	272 000	21 759	5,918 64	23 630	6,427 36	508 72	ST
EAI \$154 Current yield 1 69%	Nov 27, 09	79 000	21 280	1,681 12	23 630	1,866 77	185 65	ST
	Nov 27, 09	35 000	21 280	744 80	23 630	827 05	82 25	ST
Security total		386 000		8,344 56		9,121 18	776 62	
BLUE COAT SYSTEMS INC NEW Symbol BCSI Exchange OTC	Sep 15, 09	403 000	18 376	7,405 85	28 540	11,501 62	4,095 77	ST
	Sep 18, 09	215 000	19 636	4,221 85	28 540	6,136 10	1,914 25	ST
	Sep 24, 09	116 000	22 763	2,640 60	28 540	3,310 64	670 04	ST
	Oct 23, 09	121 000	25 695	3,109 22	28 540	3,453 34	344 12	ST
Security total		855 000		17,377 52		24,401 70	7,024 18	
BLUE NILE INC Symbol NILE Exchange OTC	Nov 10, 09	110 000	61 914	6,810 65	63 330	6,966 30	155 65	ST
	Nov 18, 09	76 000	58 397	4,438 25	63 330	4,813 08	374 83	ST
	Nov 20, 09	45 000	57 130	2,570 85	63 330	2,849 85	279 00	ST
Security total		231 000		13,819 75		14,629 23	809 48	
BOSTON BEER CO INC CL A Symbol SAM Exchange NYSE	Nov 10, 09	160 000	40 987	6,557 94	46 600	7,456 00	898 06	ST
	Nov 18, 09	90 000	41 784	3,760 58	46 600	4,194 00	433 42	ST
	Nov 19, 09	62 000	41 702	2,585 55	46 600	2,889 20	303 65	ST
	Dec 22, 09	58 000	45 200	2,621 60	46 600	2,702 80	81 20	ST
Security total		370 000		15,525 67		17,242 00	1,716 33	
BRIDGEPOINT EDUCATION INC Symbol BPI Exchange NYSE	Oct 2, 09	565 000	14 619	8,260 02	15 020	8,486 30	226 28	ST
	Oct 5, 09	316 000	14 810	4,679 99	15 020	4,746 32	66 33	ST

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Oct 15, 09	280 000	16 969	4,751 32	15 020	4,205 60	-545 72	ST
Security total		1,161 000		17,691 33		17,438 22	-253 11	
BRIGHTPOINT INC NEW								
Symbol CELL Exchange OTC	Nov 10, 09	1,264 000	7 641	9,659 36	7 350	9,290 40	-368 96	ST
BWAY HLDG CO								
Symbol BWY Exchange NYSE	Jan 7, 09	310 000	7 989	2,476 65	19 220	5,958 20	3 481 55	ST
	Jan 12, 09	249 000	8 029	1,999 27	19 220	4,785 78	2,786 51	ST
	Jan 15, 09	235 000	7 943	1,866 61	19 220	4,516 70	2,650 09	ST
	Jan 21, 09	247 000	8 042	1,986 42	19 220	4,747 34	2,760 92	ST
	Jan 26, 09	254 000	8 021	2,037 51	19 220	4,881 88	2,844 37	ST
	Jan 28, 09	188 000	8 466	1,591 70	19 220	3,613 36	2,021 66	ST
	Feb 2, 09	160 000	8 517	1,362 74	19 220	3,075 20	1,712 46	ST
	Feb 13, 09	181 000	8 320	1,506 03	19 220	3,478 82	1,972 79	ST
	Feb 18, 09	111 000	7 729	857 95	19 220	2,133 42	1,275 47	ST
	Jun 18, 09	292 000	15 697	4,583 67	19 220	5,612 24	1,028 57	ST
Security total		2,227 000		20,268 55		42,802 94	22,534 39	
CACI INTL INC CL A								
Symbol CACI Exchange NYSE	Apr 8, 09	45 000	35 180	1,583 10	48 850	2,198 25	615 15	ST
CALAVO GROWERS INC								
Symbol CVGW Exchange OTC	Feb 3, 09	77 000	13 922	1,072 03	17 000	1,309 00	236 97	ST
EAI \$111 Current yield 2.94%	Feb 6, 09	73 000	13 840	1,010 36	17 000	1,241 00	230 64	ST
	Feb 13, 09	72 000	14 310	1,030 32	17 000	1,224 00	193 68	ST
Security total		222 000		3,112 71		3,774 00	661 29	
CALIFORNIA PIZZA KITCHEN INC								
Symbol CPKI Exchange OTC	Jun 18, 09	157 000	12 916	2,027 89	13 450	2,111 65	83 76	ST
CANTEL MEDICAL CORP								
Symbol CMN Exchange NYSE	Jun 8, 09	129 000	16 364	2,110 96	20 180	2,603 22	492 26	ST
EAI \$36 Current yield 0.49%	Jun 9, 09	93 000	16 400	1,525 20	20 180	1,876 74	351 54	ST
	Jun 18, 09	139 000	15 365	2,135 87	20 180	2,805 02	669 15	ST
Security total		361 000		5,772 03		7,284 98	1,512 95	

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Account name: PAULEY FAMILY FOUNDATION
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Account number: Y1 08371 1C

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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CAPELLA EDUCATION CO								
Symbol CPLA Exchange OTC	Nov 19, 09	84 000	74 190	6,231 96	75 300	6,325 20	93 24	ST
CARBO CERAMICS INC								
Symbol CRR Exchange NYSE	Nov 2, 09	200 000	58 641	11,728 30	68 170	13,634 00	1,905 70	ST
EAI \$654 Current yield 1 06%	Nov 3, 09	195 000	62 800	12,246 02	68 170	13,293 15	1,047 13	ST
	Nov 6, 09	101 000	60 210	6,081 21	68 170	6,885 17	803 96	ST
	Nov 9, 09	91 000	62 145	5,655 27	68 170	6,203 47	548 20	ST
	Nov 18, 09	96 000	63 702	6,115 39	68 170	6,544 32	428 93	ST
	Nov 19, 09	77 000	61 637	4,746 09	68 170	5,249 09	503 00	ST
	Nov 25, 09	55 000	59 079	3,249 40	68 170	3,749 35	499 95	ST
	Nov 27, 09	43 000	56 959	2,449 28	68 170	2,931 31	482 03	ST
	Dec 3, 09	51 000	60 731	3,097 28	68 170	3,476 67	379 39	ST
Security total		909 000		55,368 24		61,966 53	6,598 29	
CARDTRONICS INC								
Symbol CATM Exchange OTC	Dec 21, 09	513 000	11 307	5,800 80	11 060	5,673 78	-127 02	ST
CARRIZO OIL & GAS INC								
Symbol CRZO Exchange OTC	Dec 8, 09	434 000	21 930	9,517 88	26 510	11,505 34	1,987 46	ST
	Dec 15, 09	225 000	26 387	5,937 10	26 510	5,964 75	27 65	ST
	Dec 18, 09	107 000	26 930	2,881 51	26 510	2,836 57	-44 94	ST
Security total		766 000		18,336 49		20,306 66	1,970 17	
CARROLS RESTAURANT GROUP INC								
Symbol TAST Exchange OTC	Apr 24, 09	237 000	5 895	1,397 33	7 070	1,675 59	278 26	ST
	May 11, 09	161 000	6 704	1,079 44	7 070	1,138 27	58 83	ST
	Jun 18, 09	106 000	6 409	679 45	7 070	749 42	69 97	ST
Security total		504 000		3,156 22		3,563 28	407 06	
CARTER'S INC								
Symbol CRI Exchange NYSE	Apr 30, 09	225 000	21 213	4,772 95	26 250	5,906 25	1,133 30	ST
	May 6, 09	411 000	23 104	9,496 03	26 250	10,788 75	1,292 72	ST
	May 11, 09	275 000	21 580	5,934 71	26 250	7,218 75	1,284 04	ST
	May 26, 09	409 000	21 718	8,882 78	26 250	10,736 25	1,853 47	ST
	Jun 18, 09	178 000	23 476	4,178 91	26 250	4,672 50	493 59	ST

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Friendly account name: PFF MDT Adv
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Your assets • **Equities** • **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		1,498 000		33,265 38		39,322 50	6,057 12	
CASEYS GEN STORES INC								
Symbol CASY Exchange OTC								
EAI \$627 Current yield 1 07%								
	Sep 15, 08	45 000	29 237	1,315 67	31 910	1,435 95	120 28	LT
	Sep 16, 08	268 000	28 967	7,763 42	31 910	8,551 88	788 46	LT
	Sep 17, 08	148 000	28 853	4,270 38	31 910	4,722 68	452 30	LT
	Sep 24, 08	151 000	28 545	4,310 40	31 910	4,818 41	508 01	LT
	Dec 10, 08	239 000	22 584	5,397 70	31 910	7,626 49	2,228 79	LT
	Dec 30, 08	152 000	21 336	3,243 15	31 910	4,850 32	1,607 17	LT
	May 11, 09	117 000	24 383	2,852 87	31 910	3,733 47	880 60	ST
	Jun 18, 09	218 000	26 721	5,825 25	31 910	6,956 38	1,131 13	ST
	Sep 11, 09	201 000	31 103	6,251 86	31 910	6,413 91	162 05	ST
	Sep 15, 09	215 000	30 138	6,479 71	31 910	6,860 65	380 94	ST
	Sep 21, 09	90 000	29 790	2,681 10	31 910	2,871 90	190 80	ST
Security total		1,844 000		50,391 51		58,842 04	8,450 53	
CATALYST HEALTH SOLUTIONS INC								
Symbol CHSI Exchange OTC								
	Nov 6, 09	268 000	32 695	8,762 47	36 470	9,773 96	1,011 49	ST
	Nov 16, 09	106 000	34 480	3,654 88	36 470	3,865 82	210 94	ST
	Nov 18, 09	104 000	35 015	3,641 66	36 470	3,792 88	151 22	ST
	Nov 27, 09	74 000	33 340	2,467 16	36 470	2,698 78	231 62	ST
Security total		552 000		18,526 17		20,131 44	1,605 27	
CATO CORP NEW CL A								
Symbol CATO Exchange NYSE								
EAI \$170 Current yield 3 30%								
	Jun 18, 09	257 000	17 661	4,538 98	20 060	5,155 42	616 44	ST
CAVIUM NETWORKS INC								
Symbol CAVM Exchange OTC								
	Dec 4, 09	319 000	21 250	6,778 75	23 830	7,601 77	823 02	ST
	Dec 21, 09	291 000	23 491	6,836 03	23 830	6,934 53	98 50	ST
Security total		610 000		13,614 78		14,536 30	921 52	
CHART INDUSTRIES INC								
Symbol GTLS Exchange OTC								
	Jul 30, 09	152 000	20 424	3,104 51	16 520	2,511 04	-593 47	ST
	Aug 3, 09	168 000	20 008	3,361 50	16 520	2,775 36	-586 14	ST
Security total		320 000		6,466 01		5,286 40	-1,179 61	

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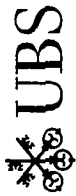
Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CHATTEM INC								
Symbol CHTT Exchange OTC	Oct 15, 09	31 000	65 790	2,039 49	93 300	2,892 30	852 81	ST
CHEESECAKE FACTORY INC								
Symbol CAKE Exchange OTC	Jun 3, 09	31 000	17 257	534 97	21 590	669 29	134 32	ST
	Jun 4, 09	103 000	17 778	1,831 13	21 590	2,223 77	392 64	ST
	Jun 15, 09	246 000	16 260	3,999 96	21 590	5,311 14	1,311 18	ST
	Jun 16, 09	66 000	16 584	1,094 61	21 590	1,424 94	330 33	ST
	Jun 16, 09	52 000	16 584	862 42	21 590	1,122 68	260 26	ST
	Jun 18, 09	248 000	17 308	4,292 51	21 590	5,354 32	1,061 81	ST
	Jun 18, 09	61 000	17 308	1,055 82	21 590	1,316 99	261 17	ST
	Jul 2, 09	98 000	16 889	1,655 19	21 590	2,115 82	460 63	ST
	Jul 9, 09	110 000	15 879	1,746 69	21 590	2,374 90	628 21	ST
	Jul 15, 09	93 000	17 309	1,609 74	21 590	2,007 87	398 13	ST
	Jul 22, 09	137 000	17 879	2,449 56	21 590	2,957 83	508 27	ST
	Aug 25, 09	163 000	19 176	3,125 77	21 590	3,519 17	393 40	ST
	Sep 11, 09	156 000	19 549	3,049 80	21 590	3,368 04	318 24	ST
	Sep 18, 09	254 000	20 208	5,132 96	21 590	5,483 86	350 90	ST
	Sep 21, 09	128 000	20 580	2,634 24	21 590	2,763 52	129 28	ST
	Sep 30, 09	138 000	19 200	2,649 60	21 590	2,979 42	329 82	ST
Security total		2,084 000		37,724 97		44,993 56	7,268 59	
CHEMED CORP NEW								
Symbol CHE Exchange NYSE	Aug 19, 09	169 000	42 586	7,197 10	47 970	8,106 93	909 83	ST
EAI \$147 Current yield 1 00%	Aug 21, 09	69 000	44 240	3,052 56	47 970	3,309 93	257 37	ST
	Sep 2, 09	69 000	42 900	2,960 10	47 970	3,309 93	349 83	ST
Security total		307 000		13,209 76		14,726 79	1,517 03	
CHICO'S FAS INC								
Symbol CHS Exchange NYSE	Jun 3, 09	813 000	10 031	8,155 81	14 050	11,422 65	3,266 84	ST
	Jun 4, 09	599 000	9 941	5,955 07	14 050	8,415 95	2,460 88	ST
	Jun 5, 09	399 000	9 786	3,904 86	14 050	5,605 95	1,701 09	ST
	Jun 18, 09	336 000	9 509	3,195 19	14 050	4,720 80	1,525 61	ST
Security total		2,147 000		21,210 93		30,165 35	8,954 42	

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CHIPOTLE MEXICAN GRILL INC								
CL A								
Symbol	CMG Exchange	NYSE						
	Jun 5, 09	51 000	75 750	3,863 25	88 160	4,496 16	632 91	ST
	Jun 5, 09	27 000	75 750	2,045 25	88 160	2,380 32	335 07	ST
	Jun 15, 09	67 000	71 380	4,782 46	88 160	5,906 72	1,124 26	ST
	Jun 18, 09	111 000	71 125	7,894 98	88 160	9,785 76	1,890 78	ST
	Jul 2, 09	25 000	69 100	1,727 50	88 160	2,204 00	476 50	ST
	Jul 10, 09	25 000	68 532	1,713 31	88 160	2,204 00	490 69	ST
	Jul 14, 09	24 000	68 730	1,649 52	88 160	2,115 84	466 32	ST
	Sep 11, 09	46 000	79 380	3,651 48	88 160	4,055 36	403 88	ST
	Nov 2, 09	153 000	81 590	12,483 27	88 160	13,488 48	1,005 21	ST
Security total		529 000		39,811 02		46,636 64	6,825 62	
COGENT COMMUNICATIONS GROUP								
INC NEW								
Symbol	CCOI Exchange	OTC						
	Oct 2, 09	1 000	10 977	10 98	9 860	9 86	-1 12	ST
	Oct 5, 09	231 000	11 150	2,575 70	9 860	2,277 66	-298 04	ST
Security total		232 000		2,586 68		2,287 52	-299 16	
COHEN & STEERS INC								
Symbol	CNS Exchange	NYSE						
EAI \$148 Current yield 0.87%	Sep 28, 09	144 000	23 247	3,347 64	22 840	3,288 96	-58 68	ST
	Sep 29, 09	148 000	23 843	3,528 79	22 840	3,380 32	-148 47	ST
	Sep 30, 09	112 000	23 900	2,676 80	22 840	2,558 08	-118 72	ST
	Oct 2, 09	110 000	22 770	2,504 70	22 840	2,512 40	7 70	ST
	Oct 5, 09	111 000	22 707	2,520 56	22 840	2,535 24	14 68	ST
	Oct 16, 09	116 000	25 573	2,966 54	22 840	2,649 44	-317 10	ST
Security total		741 000		17,545 03		16,924 44	-620 59	
COLDWATER CREEK INC								
Symbol	CWTR Exchange	OTC						
	Jul 27, 09	600 000	6 574	3,944 52	4 460	2,676 00	-1,268 52	ST
	Aug 3, 09	432 000	7 230	3,123 36	4 460	1,926 72	-1,196 64	ST
	Sep 17, 09	240 000	7 930	1,903 20	4 460	1,070 40	-832 80	ST
	Sep 18, 09	463 000	8 568	3,967 08	4 460	2,064 98	-1,902 10	ST
Security total		1,735 000		12,938 16		7,738 10	-5,200 06	

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Your assets • **Equities** • **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
COLLECTIVE BRANDS INC								
Symbol PSS Exchange NYSE								
	Aug 25, 09	290 000	14 020	4,065 80	22 770	6,603 30	2,537 50	ST
	Sep 2, 09	153 000	15 730	2,406 69	22 770	3,483 81	1,077 12	ST
	Oct 13, 09	242 000	19 120	4,627 04	22 770	5,510 34	883 30	ST
	Oct 15, 09	164 000	19 670	3,225 88	22 770	3,734 28	508 40	ST
	Oct 16, 09	132 000	20 343	2,685 40	22 770	3,005 64	320 24	ST
Security total		981 000		17,010 81		22,337 37	5,326 56	
COMPELLENT TECHNOLOGIES INC								
Symbol CML Exchange NYSE	Nov 2, 09	271 000	18 987	5,145 50	22 680	6,146 28	1,000 78	ST
CONSOLIDATED COMMUNICATIONS HOLDINGS INC								
Symbol CNSL Exchange OTC								
EAI \$763 Current yield 8 87%	Nov 18, 09	323 000	14 030	4,531 92	17 480	5,646 04	1,114 12	ST
	Nov 25, 09	169 000	14 850	2,509 65	17 480	2,954 12	444 47	ST
Security total		492 000		7,041 57		8,600 16	1,558 59	
COOPER TIRE & RUBBER CO								
Symbol CTB Exchange NYSE								
EAI \$494 Current yield 2 10%	Jul 27, 09	82 000	13 460	1,103 72	20 050	1,644 10	540 38	ST
	Jul 30, 09	182 000	14 330	2,608 06	20 050	3,649 10	1,041 04	ST
	Jul 30, 09	124 000	14 330	1,776 92	20 050	2,486 20	709 28	ST
	Aug 3, 09	130 000	15 057	1,957 48	20 050	2,606 50	649 02	ST
	Aug 3, 09	89 000	15 057	1,340 12	20 050	1,784 45	444 33	ST
	Sep 1, 09	221 000	14 049	3,105 05	20 050	4,431 05	1,326 00	ST
	Sep 17, 09	173 000	15 870	2,745 51	20 050	3,468 65	723 14	ST
	Sep 29, 09	175 000	17 722	3,101 44	20 050	3,508 75	407 31	ST
Security total		1,176 000		17,738 30		23,578 80	5,840 50	
CORINTHIAN COLLEGES INC								
Symbol COCO Exchange OTC								
	Dec 17, 08	70 000	14 722	1,030 54	13 770	963 90	-66 64	LT
	Feb 13, 09	91 000	20 049	1,824 55	13 770	1,253 07	-571 48	ST
	Apr 8, 09	182 000	17 420	3,170 44	13 770	2,506 14	-664 30	ST
	Apr 13, 09	173 000	16 070	2,780 11	13 770	2,382 21	-397 90	ST
	Apr 24, 09	218 000	15 920	3,470 56	13 770	3,001 86	-468 70	ST
Security total		734 000		12,276 20		10,107 18	-2,169 02	

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CORPORATE EXECUTIVE BOARD CO								
Symbol EXBD Exchange OTC								
EAI \$149 Current yield 1 76%	Aug 18, 09	148 000	23 080	3,415 84	22 820	3,377 36	-38 48	ST
	Aug 25, 09	108 000	24 505	2,646 63	22 820	2,464 56	-182 07	ST
	Sep 21, 09	116 000	24 150	2,801 40	22 820	2,647 12	-154 28	ST
Security total		372 000		8,863 87		8,489 04	-374 83	
CSG SYSTEMS INTL INC								
Symbol CSGS Exchange OTC	Jan 6, 09	552 000	16 567	9,145 37	19 090	10,537 68	1,392 31	ST
	Jan 21, 09	207 000	13 976	2,893 05	19 090	3,951 63	1,058 58	ST
	Jan 26, 09	94 000	13 899	1,306 60	19 090	1,794 46	487 86	ST
	Feb 2, 09	115 000	14 399	1,656 00	19 090	2,195 35	539 35	ST
	Mar 26, 09	78 000	13 719	1,070 15	19 090	1,489 02	418 87	ST
	Jun 18, 09	226 000	13 748	3,107 09	19 090	4,314 34	1,207 25	ST
Security total		1,272 000		19,178 26		24,282 48	5,104 22	
CYBERONICS INC								
Symbol CYBX Exchange OTC	Feb 18, 09	41 000	14 551	596 61	20 440	838 04	241 43	ST
	Mar 23, 09	202 000	13 131	2,652 54	20 440	4,128 88	1,476 34	ST
	Jul 13, 09	72 000	17 739	1,277 21	20 440	1,471 68	194 47	ST
Security total		315 000		4,526 36		6,438 60	1,912 24	
DARLING INTL INC								
Symbol DAR Exchange NYSE	Aug 25, 09	159 000	7 240	1,151 16	8 380	1,332 42	181 26	ST
	Sep 11, 09	387 000	8 144	3,151 73	8 380	3,243 06	91 33	ST
Security total		546 000		4,302 89		4,575 48	272 59	
DECKERS OUTDOOR CORP								
Symbol DECK Exchange OTC	Nov 2, 09	268 000	89 091	23,876 47	101 720	27,260 96	3,384 49	ST
	Nov 3, 09	223 000	91 447	20,392 81	101 720	22,683 56	2,290 75	ST
	Nov 6, 09	83 000	92 370	7,666 71	101 720	8,442 76	776 05	ST
	Dec 21, 09	55 000	91 964	5,058 07	101 720	5,594 60	536 53	ST
Security total		629 000		56,994 06		63,981 88	6,987 82	
DIAMOND FOODS INC								
Symbol DMND Exchange OTC	Dec 15, 09	121 000	31 827	3,851 14	35 540	4,300 34	449 20	ST
EAI \$37 Current yield 0 50%	Dec 18, 09	87 000	33 430	2,908 41	35 540	3,091 98	183 57	ST

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Managed Accounts Consulting
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Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your Financial Advisor:
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212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		208 000		6,759 55		7,392 32	632 77	
DINEEQUITY INC								
Symbol DIN Exchange NYSE	Sep 15, 09	40 000	27 168	1,086 72	24 290	971 60	-115 12	ST
DOLAN MEDIA CO								
Symbol DM Exchange NYSE	Dec 8, 09	510 000	10 812	5,514 58	10 210	5,207 10	-307 48	ST
DOLLAR FINANCIAL CORP								
Symbol DILLR Exchange OTC	Dec 15, 09	370 000	23 147	8,564 39	23 640	8,746 80	182 41	ST
	Dec 15, 09	115 000	23 147	2,661 91	23 640	2,718 60	56 69	ST
	Dec 21, 09	126 000	23 259	2,930 76	23 640	2,978 64	47 88	ST
Security total		611 000		14,157 06		14,444 04	286 98	
DREW INDUSTRIES INC NEW								
Symbol DW Exchange NYSE	Sep 24, 09	164 000	22 000	3,608 00	20 650	3,386 60	-221 40	ST
	Oct 2, 09	135 000	20 730	2,798 55	20 650	2,787 75	-10 80	ST
	Oct 5, 09	120 000	21 047	2,525 70	20 650	2,478 00	-47 70	ST
	Oct 15, 09	167 000	23 128	3,862 51	20 650	3,448 55	-413 96	ST
Security total		586 000		12,794 76		12,100 90	-693 86	
DYNCORP INTL INC CL A								
Symbol DCP Exchange NYSE	Jan 6, 09	93 000	16 010	1,488 93	14 350	1,334 55	-154 38	ST
	Jan 26, 09	263 000	15 399	4,050 12	14 350	3,774 05	-276 07	ST
	Feb 6, 09	115 000	12 970	1,491 55	14 350	1,650 25	158 70	ST
Security total		471 000		7,030 60		6,758 85	-271 75	
EBIX INC								
Symbol EBIX Exchange OTC	Nov 3, 09	113 000	59 602	6,735 09	48 830	5,517 79	-1,217 30	ST
	Nov 9, 09	58 000	55 210	3,202 20	48 830	2,832 14	-370 06	ST
	Nov 10, 09	45 000	58 305	2,623 73	48 830	2,197 35	-426 38	ST
Security total		216 000		12,561 02		10,547 28	-2,013 74	
ECHELON CORP								
Symbol ELON Exchange OTC	Dec 15, 09	563 000	11 361	6,396 75	11 560	6,508 28	111 53	ST
EMERGENCY MEDICAL SERVICES CORP CL A								
Symbol EMS Exchange NYSE	Nov 18, 09	108 000	49 780	5,376 26	54 150	5,848 20	471 94	ST
	Dec 4, 09	68 000	48 881	3,323 91	54 150	3,682 20	358 29	ST
	Dec 21, 09	98 000	51 185	5,016 18	54 150	5,306 70	290 52	ST

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		274 000		13,716 35		14,837 10	1,120 75	
EURONET WORLDWIDE INC								
Symbol EFT Exchange OTC								
	Jul 27, 09	196 000	20 870	4,090 68	21 950	4,302 20	211 52	ST
	Jul 30, 09	148 000	21 293	3,151 42	21 950	3,248 60	97 18	ST
	Aug 3, 09	134 000	21 280	2,851 52	21 950	2,941 30	89 78	ST
	Sep 1, 09	131 000	23 653	3,098 65	21 950	2,875 45	-223 20	ST
Security total		609 000		13,192 27		13,367 55	175 28	
FBL FINANCIAL GROUP INC CL A								
Symbol FFG Exchange NYSE								
EAI \$172 Current yield 1 35%								
	Sep 15, 09	145 000	18 582	2,694 42	18 520	2,685 40	-9 02	ST
	Sep 15, 09	94 000	18 582	1,746 73	18 520	1,740 88	-5 85	ST
	Sep 18, 09	154 000	18 395	2,832 83	18 520	2,852 08	19 25	ST
	Sep 21, 09	155 000	18 010	2,791 55	18 520	2,870 60	79 05	ST
	Sep 24, 09	139 000	19 252	2,676 11	18 520	2,574 28	-101 83	ST
Security total		687 000		12,741 64		12,723 24	-18 40	
FOSSIL INC								
Symbol FOSL Exchange OTC								
	Jul 13, 09	109 000	21 667	2,361 80	33 560	3,658 04	1,296 24	ST
	Aug 21, 09	98 000	25 770	2,525 46	33 560	3,288 88	763 42	ST
	Sep 4, 09	217 000	26 829	5,822 09	33 560	7,282 52	1,460 43	ST
	Sep 8, 09	98 000	27 525	2,697 51	33 560	3,288 88	591 37	ST
	Nov 18, 09	316 000	32 382	10,232 81	33 560	10,604 96	372 15	ST
	Nov 19, 09	225 000	31 856	7,167 62	33 560	7,551 00	383 38	ST
	Nov 20, 09	123 000	31 802	3,911 71	33 560	4,127 88	216 17	ST
	Nov 25, 09	80 000	32 389	2,591 20	33 560	2,684 80	93 60	ST
	Nov 27, 09	78 000	31 200	2,433 60	33 560	2,617 68	184 08	ST
	Dec 3, 09	91 000	31 822	2,895 83	33 560	3,053 96	158 13	ST
Security total		1,435 000		42,639 63		48,158 60	5,518 97	
GAMCO INVESTORS INC CL A								
Symbol GBL Exchange NYSE								
EAI \$20 Current yield 0 25%								
	Jul 2, 09	59 000	47 583	2,807 40	48 290	2,849 11	41 71	ST
	Jul 10, 09	44 000	44 763	1,969 57	48 290	2,124 76	155 19	ST
	Dec 17, 09	64 000	45 029	2,945 92	48 290	3,090 56	144 64	ST
Security total		167 000		7,722 89		8,064 43	341 54	

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Account number: Y1 08371 1C

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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
GENTIVA HEALTH SERVICES INC								
Symbol GTIV Exchange OTC	Sep 5, 08	35 000	27 100	948 52 ¹	27 010	945 35	-3 17	LT
	Sep 9, 08	89 000	29 005	2,581 48 ¹	27 010	2,403 89	-177 59	LT
	Sep 11, 08	67 000	28 291	1,895 51 ¹	27 010	1,809 67	-85 84	LT
	Sep 16, 08	81 000	28 401	2,300 51 ¹	27 010	2,187 81	-112 70	LT
	Sep 17, 08	65 000	27 752	1,803 89 ¹	27 010	1,755 65	-48 24	LT
	Sep 24, 08	248 000	27 316	6,774 49 ¹	27 010	6,698 48	-76 01	LT
	Sep 29, 08	205 000	26 827	5,499 64 ¹	27 010	5,537 05	37 41	LT
	Sep 30, 08	93 000	26 885	2,500 31 ¹	27 010	2,511 93	11 62	LT
	Feb 27, 09	77 000	21 093	1,624 18	27 010	2,079 77	455 59	ST
	Mar 4, 09	246 000	15 776	3,880 92	27 010	6,644 46	2,763 54	ST
	Mar 9, 09	198 000	13 477	2,668 60	27 010	5,347 98	2,679 38	ST
	Mar 24, 09	197 000	14 381	2,833 20	27 010	5,320 97	2,487 77	ST
	Jun 18, 09	362 000	15 342	5,553 80	27 010	9,777 62	4,223 82	ST
Security total		1,963 000		40,865 05		53,020 63	12,155 58	
GLOBAL CASH ACCESS HOLDINGS INC								
Symbol GCA Exchange NYSE	Jun 18, 09	114 000	6 619	754 64	7 490	853 86	99 22	ST
GRAFTECH INTL LTD								
Symbol GTI Exchange NYSE	Nov 2, 09	554 000	13 578	7,522 43	15 550	8,614 70	1,092 27	ST
	Nov 2, 09	468 000	13 578	6,354 69	15 550	7,277 40	922 71	ST
	Nov 6, 09	1,409 000	13 824	19,479 00	15 550	21,909 95	2,430 95	ST
	Nov 9, 09	536 000	14 224	7,624 18	15 550	8,334 80	710 62	ST
	Nov 27, 09	218 000	14 330	3,123 94	15 550	3,389 90	265 96	ST
Security total		3,185 000		44,104 24		49,526 75	5,422 51	
GRAHAM CORP								
Symbol GHM Exchange AMEX	Dec 21, 09	120 000	20 996	2,519 62	20 700	2,484 00	-35 62	ST
EAI \$20 Current yield 0 39%	Dec 22, 09	125 000	21 059	2,632 50	20 700	2,587 50	-45 00	ST
Security total		245 000		5,152 12		5,071 50	-80 62	
GRAND CANYON EDUCATION INC								
Symbol LOPE Exchange OTC	Jun 3, 09	278 000	13 563	3,770 68	19 010	5,284 78	1,514 10	ST

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
	Jun 4, 09	188 000	13 425	2,523 94	19 010	3,573 88	1,049 94	ST
	Jun 18, 09	96 000	15 447	1,482 99	19 010	1,824 96	341 97	ST
	Jul 10, 09	118 000	15 781	1,862 16	19 010	2,243 18	381 02	ST
	Jul 17, 09	72 000	16 740	1,205 28	19 010	1,368 72	163 44	ST
Security total		752 000		10,845 05	14,295 52		3,450 47	
GSI COMM INC								
Symbol GSI Exchange OTC	Nov 18, 09	435 000	20 934	9,106 59	25 390	11,044 65	1,938 06	ST
	Nov 19, 09	162 000	21 725	3,519 45	25 390	4,113 18	593 73	ST
	Dec 17, 09	155 000	24 480	3,794 40	25 390	3,935 45	141 05	ST
	Dec 21, 09	188 000	25 496	4,793 25	25 390	4,773 32	-19 93	ST
Security total		940 000		21,213 69	23,866 60		2,652 91	
GULFPORT ENERGY CORP NEW								
Symbol GPOR Exchange OTC	Dec 17, 09	412 000	10 895	4,488 82	11 450	4,717 40	228 58	ST
HEALTHSOUTH CORP NEW								
Symbol HLS Exchange NYSE	Aug 6, 09	67 000	15 055	1,008 72	18 770	1,257 59	248 87	ST
	Sep 24, 09	245 000	16 246	3,980 39	18 770	4,598 65	618 26	ST
	Nov 18, 09	482 000	18 147	8,747 19	18 770	9,047 14	299 95	ST
	Nov 18, 09	305 000	18 147	5,535 05	18 770	5,724 85	189 80	ST
	Nov 18, 09	47 000	18 147	852 94	18 770	882 19	29 25	ST
	Nov 19, 09	239 000	18 075	4,320 04	18 770	4,486 03	165 99	ST
	Nov 27, 09	138 000	17 700	2,442 60	18 770	2,590 26	147 66	ST
Security total		1,523 000		26,886 93	28,586 71		1,699 78	
HNI CORP								
Symbol HNI Exchange NYSE								
EAI \$518 Current yield 3 11 %	Oct 20, 09	305 000	24 000	7,320 00	27 630	8,427 15	1,107 15	ST
	Oct 23, 09	109 000	28 750	3,133 75	27 630	3,011 67	-122 08	ST
	Nov 2, 09	92 000	26 750	2,461 00	27 630	2,541 96	80 96	ST
	Nov 27, 09	96 000	25 379	2,436 48	27 630	2,652 48	216 00	ST
Security total		602 000		15,351 23	16,633 26		1,282 03	
HUB GROUP INC CL A								
Symbol HUBG Exchange OTC	Dec 22, 09	237 000	27 574	6,535 04	26 790	6,349 23	-185 81	ST
IMPAX LABORATORIES INC								
Symbol IPXL Exchange OTC	Nov 27, 09	27 000	11 300	305 10	13 610	367 47	62 37	ST

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Account number: Y1 08371 1C

Your Financial Advisor:
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		316 000	11 826	3,737 30	13 610	4,300 76	563 46	ST
	Dec 2, 09							
	Dec 3, 09	229 000	12 095	2,769 76	13 610	3,116 69	346 93	ST
Security total		572 000		6,812 16		7,784 92	972 76	
INFORMATICA CORP								
Symbol INFA Exchange OTC		1 000	21 780	21 78	25 880	25 88	4 10	ST
	Oct 28, 09							
	Oct 30, 09	231 000	21 709	5,015 01	25 880	5,978 28	963 27	ST
	Nov 2, 09	631 000	21 424	13,518 92	25 880	16,330 28	2,811 36	ST
	Nov 18, 09	460 000	22 943	10,553 83	25 880	11,904 80	1,350 97	ST
	Nov 20, 09	169 000	22 497	3,802 08	25 880	4,373 72	571 64	ST
	Nov 27, 09	112 000	21 940	2,457 28	25 880	2,898 56	441 28	ST
	Dec 22, 09	107 000	24 839	2,657 88	25 880	2,769 16	111 28	ST
Security total		1,711 000		38,026 78		44,280 68	6,253 90	
INTERACTIVE INTELLIGENCE INC								
Symbol ININ Exchange OTC		67 000	9 209	617 06	18 450	1,236 15	619 09	ST
	Mar 13, 09							
	Apr 30, 09	258 000	11 449	2,954 05	18 450	4,760 10	1,806 05	ST
	May 1, 09	149 000	11 180	1,665 84	18 450	2,749 05	1,083 21	ST
	May 6, 09	100 000	11 441	1,144 10	18 450	1,845 00	700 90	ST
	Jun 18, 09	173 000	12 524	2,166 76	18 450	3,191 85	1,025 09	ST
Security total		747 000		8,547 81		13,782 15	5,234 34	
INTERDIGITAL INC (PA)								
Symbol IDCC Exchange OTC		474 000	25 495	12,084 96	26 560	12,589 44	504 48	ST
	Dec 8, 09							
	Dec 15, 09	145 000	25 493	3,696 57	26 560	3,851 20	154 63	ST
	Dec 18, 09	118 000	25 219	2,975 96	26 560	3,134 08	158 12	ST
	Dec 22, 09	108 000	25 799	2,786 40	26 560	2,868 48	82 08	ST
Security total		845 000		21,543 89		22,443 20	899 31	
INVACARE CORP								
Symbol IVC Exchange NYSE		311 000	21 930	6,820 26	24 940	7,756 34	936 08	ST
EAI \$38 Current yield 0 20%		122 000	22 850	2,787 72	24 940	3,042 68	254 96	ST
	Aug 25, 09							
	Sep 29, 09	333 000	22 370	7,449 48	24 940	8,305 02	855 54	ST
	Nov 2, 09	766 000		17,057 46		19,104 04	2,046 58	ST
Security total								

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
J CREW GROUP INC								
Symbol JCG Exchange NYSE								
	Jun 9, 09	117 000	26 219	3,067 74	44 740	5,234 58	2,166 84	ST
	Jun 15, 09	209 000	25 039	5,233 36	44 740	9,350 66	4,117 30	ST
	Jun 16, 09	149 000	24 236	3,611 16	44 740	6,666 26	3,055 10	ST
	Jun 18, 09	682 000	24 317	16,584 53	44 740	30,512 68	13,928 15	ST
	Aug 25, 09	79 000	31 832	2,514 77	44 740	3,534 46	1,019 69	ST
	Sep 29, 09	176 000	35 927	6,323 24	44 740	7,874 24	1,551 00	ST
Security total		1,412 000		37,334 80		63,172 88	25,838 08	
JOS A BANK CLOTHIERS INC								
Symbol JOSB Exchange OTC								
	Jul 22, 09	171 000	34 930	5,973 08	42 190	7,214 49	1,241 41	ST
	Sep 9, 09	151 000	45 990	6,944 49	42 190	6,370 69	-573 80	ST
	Sep 11, 09	219 000	46 347	10,150 01	42 190	9,239 61	-910 40	ST
	Sep 15, 09	105 000	46 350	4,866 82	42 190	4,429 95	-436 87	ST
	Sep 24, 09	62 000	46 579	2,887 93	42 190	2,615 78	-272 15	ST
	Sep 30, 09	90 000	44 889	4,040 10	42 190	3,797 10	-243 00	ST
	Oct 5, 09	59 000	42 602	2,513 57	42 190	2,489 21	-24 36	ST
Security total		857 000		37,376 00		36,156 83	-1,219 17	
KIRKLAND'S INC								
Symbol KIRK Exchange OTC								
	Jul 27, 09	350 000	14 258	4,990 44	17 370	6,079 50	1,089 06	ST
	Aug 5, 09	162 000	15 144	2,453 36	17 370	2,813 94	360 58	ST
Security total		512 000		7,443 80		8,893 44	1,449 64	
KOPPERS HOLDINGS INC								
Symbol KOP Exchange NYSE								
EAI \$276 Current yield 2 89%								
	Jul 27, 09	182 000	25 974	4,727 36	30 440	5,540 08	812 72	ST
	Sep 18, 09	132 000	32 218	4,252 90	30 440	4,018 08	-234 82	ST
Security total		314 000		8,980 26		9,558 16	577 90	
LANCASTER COLONY CORP								
Symbol LANC Exchange OTC								
EAI \$1,290 Current yield 2 42%								
	Jun 3, 09	134 000	47 362	6,346 58	49 680	6,657 12	310 54	ST
	Jun 3, 09	93 000	47 362	4,404 71	49 680	4,620 24	215 53	ST
	Jun 3, 09	60 000	47 362	2,841 75	49 680	2,980 80	139 05	ST
	Jun 4, 09	168 000	47 638	8,003 22	49 680	8,346 24	343 02	ST
	Jun 5, 09	97 000	46 734	4,533 25	49 680	4,818 96	285 71	ST
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of Shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
LHC GROUP INC Symbol LHC Exchange OTC	Jun 8, 09	52 000	46 262	2,405 65	49 680	2 583 36	177 71	ST
	Jun 18, 09	186 000	44 566	8,289 37	49 680	9,240 48	951 11	ST
	Sep 1, 09	96 000	50 290	4,827 84	49 680	4,769 28	-58 56	ST
	Sep 11, 09	99 000	51 060	5,054 94	49 680	4,918 32	-136 62	ST
	Sep 17, 09	18 000	51 340	924 12	49 680	894 24	-29 88	ST
	Sep 24, 09	72 000	51 093	3,678 75	49 680	3,576 96	-101 79	ST
Security total		1,075 000		51,310 18		53,406 00	2,095 82	
LIFE PARTNERS HOLDINGS INC Symbol LPHI Exchange OTC EAI \$44 Current yield 4.72%	Jun 18, 09	113 000	21 503	2,429 92	33 610	3,797 93	1,368 01	ST
	Dec 16, 09	85 000	34 410	2,924 85	33 610	2,856 85	-68 00	ST
		198 000		5,354 77		6,654 78	1,300 01	
LORAL SPACE & COMMUNICATIONS LTD Symbol LORL Exchange OTC	Feb 26, 09	44 000	17 459	768 24	21 180	931 92	163 68	ST
	Oct 13, 09	165 000	29 971	4,945 22	31 610	5,215 65	270 43	ST
	Oct 15, 09	104 000	31 875	3,315 00	31 610	3,287 44	-27 56	ST
Security total		269 000		8,260 22		8,503 09	242 87	
LSB INDUSTRIES INC Symbol LXU Exchange NYSE	Sep 1, 09	32 000	15 975	511 21	14 100	451 20	-60 01	ST
	Nov 6, 09	199 000	24 555	4,886 58	26 800	5,333 20	446 62	ST
	Nov 9, 09	206 000	24 966	5,143 12	26 800	5,520 80	377 68	ST
LUMBER LIQUIDATORS INC Symbol LL Exchange NYSE	Nov 10, 09	107 000	26 146	2,797 63	26 800	2,867 60	69 97	ST
	Nov 18, 09	112 000	25 105	2,811 76	26 800	3,001 60	189 84	ST
Security total		624 000		15,639 09		16,723 20	1,084 11	
MAIDENFORM BRANDS INC Symbol MFB Exchange NYSE	Jul 2, 09	119 000	11 590	1,379 28	16 690	1,986 11	606 83	ST
	Jul 10, 09	189 000	11 725	2,216 08	16 690	3,154 41	938 33	ST
		308 000		3,595 36		5,140 52	1,545 16	
MANHATTAN ASSOC INC Symbol MANH Exchange OTC	Nov 19, 09	226 000	23 658	5,346 84	24 040	5,433 04	86 20	ST

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
	Nov 20, 09	137 000	23 957	3,282 11	24 040	3,293 48	11 37	ST
	Nov 25, 09	104 000	24 129	2,509 52	24 040	2,500 16	-9 36	ST
	Dec 22, 09	113 000	23 860	2,696 18	24 040	2,716 52	20 34	ST
Security total		580 000		13,834 65		13,943 20	108 55	
MEDIFAST INC								
Symbol MED Exchange NYSE	Dec 3, 09	170 000	30 365	5,162 05	30 580	5,198 60	36 55	ST
	Dec 4, 09	85 000	31 385	2,667 73	30 580	2,599 30	-68 43	ST
Security total		255 000		7,829 78		7,797 90	-31 88	
MICREL INC								
Symbol MCRL Exchange OTC	Sep 2, 09	750 000	7 502	5,626 80	8 200	6,150 00	523 20	ST
EAI \$105 Current yield 1 71%								
MICROSTRATEGY INC NEW CL A								
Symbol MSTR Exchange OTC	Aug 7, 09	107 000	63 992	6,847 22	94 020	10,060 14	3,212 92	ST
	Aug 19, 09	135 000	62 323	8,413 66	94 020	12,692 70	4,279 04	ST
	Aug 21, 09	55 000	62 293	3,426 13	94 020	5,171 10	1,744 97	ST
	Sep 2, 09	40 000	62 270	2,490 80	94 020	3,760 80	1,270 00	ST
	Sep 21, 09	46 000	68 919	3,170 32	94 020	4,324 92	1,154 60	ST
	Oct 23, 09	41 000	74 120	3,038 92	94 020	3,854 82	815 90	ST
Security total		424 000		27,387 05		39,864 48	12,477 43	
MULTI-FINELINE ELECTRONIX INC								
Symbol MFLX Exchange OTC	Oct 23, 09	179 000	28 197	5,047 28	28 370	5,078 23	30 95	ST
	Nov 2, 09	293 000	27 368	8,018 82	28 370	8,312 41	293 59	ST
Security total		472 000		13,066 10		13,390 64	324 54	
NEKTAR THERAPEUTICS SYSTEMS INC								
Symbol NKTR Exchange OTC	Sep 24, 09	707 000	10 480	7,409 36	9 320	6,589 24	-820 12	ST
NETLOGIC MICROSYSTEMS INC								
Symbol NETL Exchange OTC	May 11, 09	253 000	33 459	8,465 15	46 260	11,703 78	3,238 63	ST
	Jun 18, 09	74 000	36 971	2,735 87	46 260	3,423 24	687 37	ST
Security total		327 000		11,201 02		15,127 02	3,926 00	
NEWMARKET CORP								
Symbol NEU Exchange NYSE	Jun 3, 09	33 000	73 694	2,431 93	114 770	3,787 41	1,355 48	ST
EAI \$782 Current yield 1 31%	Jun 4, 09	120 000	75 989	9,118 80	114 770	13,772 40	4,653 60	ST

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Managed Accounts Consulting
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Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your Financial Advisor:
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212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Jun 5, 09	62 000	77 140	4,782 74	114 770	7,115 74	2,333 00	ST
	Jun 8, 09	27 000	75 795	2,046 49	114 770	3,098 79	1,052 30	ST
	Jun 16, 09	25 000	71 733	1,793 33	114 770	2,869 25	1,075 92	ST
	Jun 18, 09	118 000	70 865	8,362 19	114 770	13,542 86	5,180 67	ST
	Aug 3, 09	49 000	78 400	3,841 60	114 770	5,623 73	1,782 13	ST
	Sep 1, 09	37 000	82 870	3,066 19	114 770	4,246 49	1,180 30	ST
	Sep 11, 09	50 000	89 089	4,454 50	114 770	5,738 50	1,284 00	ST
		521 000		39,897 77		59,795 17	19,897 40	
NORDSON CORP								
Symbol NDSN Exchange OTC								
EAI \$708 Current yield 1 24%								
Security total	Jun 8, 09	144 000	41 338	5,952 67	61 180	8,809 92	2,857 25	ST
	Jun 15, 09	161 000	41 158	6,626 58	61 180	9,849 98	3,223 40	ST
	Jun 16, 09	127 000	38 439	4,881 77	61 180	7,769 86	2,888 09	ST
	Jun 18, 09	499 000	38 120	19,022 13	61 180	30,528 82	11,506 69	ST
		931 000		36,483 15		56,958 58	20,475 43	
NU SKIN ENTERPRISES INC								
Symbol NUS Exchange NYSE								
EAI \$756 Current yield 1 71%								
Security total	Apr 7, 09	226 000	11 649	2,632 79	26 870	6,072 62	3,439 83	ST
	Apr 8, 09	101 000	11 770	1,188 77	26 870	2,713 87	1,525 10	ST
	Apr 9, 09	143 000	12 727	1,819 96	26 870	3,842 41	2,022 45	ST
	Jun 18, 09	71 000	13 978	992 44	26 870	1,907 77	915 33	ST
	Oct 23, 09	589 000	23 842	14,043 11	26 870	15,826 43	1,783 32	ST
	Nov 2, 09	395 000	23 704	9,363 12	26 870	10,613 65	1,250 53	ST
	Nov 9, 09	119 000	25 360	3,017 84	26 870	3,197 53	179 69	ST
		1,644 000		33,058 03		44,174 28	11,116 25	
NVE CORP NEW								
Symbol NVEC Exchange OTC								
OPLINK COMMUNICATIONS INC								
Security total	Aug 5, 09	33 000	54 617	1,802 36	41 280	1,362 24	-440 12	ST
	Nov 20, 09	273 000	17 642	4,816 48	16 390	4,474 47	-342 01	ST
	Dec 22, 09	162 000	17 000	2,754 00	16 390	2,655 18	-98 82	ST
		435 000		7,570 48		7,129 65	-440 83	

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ORBITZ WORLDWIDE INC								
Symbol ORW Exchange NYSE	Dec 22, 09	549 000	7 793	4,278 41	7 340	4,029 66	-248 75	ST
OSI SYSTEMS INC								
Symbol OSI Exchange OTC	Jun 18, 09	175 000	17 575	3,075 63	27 280	4,774 00	1 698 37	ST
PDL BIOPHARMA INC								
Symbol PDLI Exchange OTC	Oct 19, 09	61 000	9 048	551 93	6 860	418 46	-133 47	ST
PEGASYS SYSTEMS INC								
Symbol PEGA Exchange OTC	Feb 2, 09	27 000	13 792	372 39	34 000	918 00	545 61	ST
EAI \$86 Current yield 0 35%	Feb 3, 09	98 000	14 171	1,388 81	34 000	3,332 00	1,943 19	ST
	Feb 18, 09	96 000	15 088	1,448 53	34 000	3,264 00	1,815 47	ST
	Feb 27, 09	256 000	14 702	3,763 76	34 000	8,704 00	4,940 24	ST
	Jun 18, 09	238 000	24 864	5,917 77	34 000	8,092 00	2,174 23	ST
Security total		715 000		12,891 26		24,310 00	11,418 74	
PHARMERICA CORP								
Symbol PMC Exchange NYSE	Jun 18, 09	165 000	17 949	2,961 73	15 880	2,620 20	-341 53	ST
PLANTRONICS INC NEW								
Symbol PLT Exchange NYSE	Jul 27, 09	541 000	21 422	11,589 52	25 980	14,055 18	2,465 66	ST
EAI \$340 Current yield 0 77%	Jul 30, 09	335 000	24 255	8,125 46	25 980	8,703 30	577 84	ST
	Aug 3, 09	267 000	23 964	6,398 57	25 980	6,936 66	538 09	ST
	Aug 5, 09	198 000	24 912	4,932 66	25 980	5,144 04	211 38	ST
	Sep 1, 09	118 000	23 740	2,801 32	25 980	3,065 64	264 32	ST
	Sep 11, 09	127 000	26 880	3,413 76	25 980	3,299 46	-114 30	ST
	Sep 21, 09	115 000	27 870	3,205 05	25 980	2,987 70	-217 35	ST
Security total		1,701 000		40,456 34		44,191 98	3,725 64	
PMC - SIERRA INC								
Symbol PMCS Exchange OTC	Jun 8, 09	1,509 000	7 549	11,391 44	8 660	13,067 94	1,676 50	ST
	Jun 15, 09	1,237 000	7 688	9,511 19	8 660	10,712 42	1,201 23	ST
	Jun 16, 09	590 000	8 008	4,725 07	8 660	5,109 40	384 33	ST
	Jun 18, 09	980 000	8 148	7,985 63	8 660	8,486 80	501 17	ST
Security total		4,316 000		33,613 33		37,376 56	3,763 23	

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Your assets • **Equities** • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
POLARIS INDUSTRIES INC (MINN)								
Symbol PII Exchange NYSE								
EAI \$810 Current yield 3.58%	Jul 22, 09	72 000	35.244	2,537.64	43.630	3,141.36	603.72	ST
	Jul 23, 09	67 000	35.479	2,377.09	43.630	2,923.21	546.12	ST
	Oct 16, 09	70 000	48.933	3,425.35	43.630	3,054.10	-371.25	ST
	Oct 19, 09	57 000	48.000	2,736.00	43.630	2,486.91	-249.09	ST
	Nov 18, 09	116 000	45.468	5,274.35	43.630	5,061.08	-213.27	ST
	Nov 19, 09	71 000	44.254	3,142.03	43.630	3,097.73	-44.30	ST
	Nov 25, 09	66 000	45.080	2,975.28	43.630	2,879.58	-95.70	ST
Security total		519 000		22,467.74		22,643.97	176.23	
POWER INTEGRATIONS INC								
Symbol POWI Exchange OTC								
EAI \$113 Current yield 0.27%	Jun 24, 09	148 000	23.799	3,522.40	36.360	5,381.28	1,858.88	ST
	Jul 2, 09	232 000	23.580	5,470.65	36.360	8,435.52	2,964.87	ST
	Jul 9, 09	251 000	22.804	5,723.80	36.360	9,126.36	3,402.56	ST
	Jul 10, 09	192 000	22.495	4,319.08	36.360	6,981.12	2,662.04	ST
	Jul 13, 09	144 000	22.546	3,246.70	36.360	5,235.84	1,989.14	ST
	Jul 14, 09	97 000	23.601	2,289.30	36.360	3,526.92	1,237.62	ST
	Jul 15, 09	69 000	25.220	1,740.20	36.360	2,508.84	768.64	ST
Security total		1,133 000		26,312.13		41,195.88	14,883.75	
PRICESMART INC								
Symbol PSMT Exchange OTC								
EAI \$85 Current yield 2.45%	Aug 10, 09	170 000	17.089	2,905.13	20.430	3,473.10	567.97	ST
PSYCHIATRIC SOLUTIONS INC								
Symbol PSYS Exchange OTC								
	Aug 3, 09	85 000	27.673	2,352.26	21.140	1,796.90	-555.36	ST
	Aug 5, 09	235 000	27.001	6,345.31	21.140	4,967.90	-1,377.41	ST
	Aug 7, 09	107 000	26.836	2,871.47	21.140	2,261.98	-609.49	ST
	Sep 1, 09	142 000	26.580	3,774.36	21.140	3,001.88	-772.48	ST
	Sep 21, 09	94 000	29.490	2,772.06	21.140	1,987.16	-784.90	ST
Security total		663 000		18,115.46		14,015.82	-4,099.64	

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
QUANEX BLDG PRODUCTS CORP								
Symbol NX Exchange NYSE								
EAI \$143 Current yield 0.71%								
	Oct 13, 09	317 000	15 401	4,882 12	16 970	5,379 49	497 37	ST
	Oct 15, 09	215 000	16 017	3,443 76	16 970	3,648 55	204 79	ST
	Oct 16, 09	168 000	15 604	2,621 57	16 970	2,850 96	229 39	ST
	Oct 19, 09	166 000	16 098	2,672 36	16 970	2,817 02	144 66	ST
	Oct 20, 09	167 000	16 139	2,695 38	16 970	2,833 99	138 61	ST
	Oct 23, 09	160 000	16 596	2,655 44	16 970	2,715 20	59 76	ST
Security total		1,193 000		18,970 63		20,245 21	1,274 58	
QUIDEL CORP								
Symbol QDEL Exchange OTC	Sep 28, 09	215 000	16 745	3,600 18	13 780	2,962 70	-637 48	ST
	Sep 29, 09	189 000	16 350	3,090 15	13 780	2,604 42	-485 73	ST
	Sep 30, 09	160 000	16 400	2,624 00	13 780	2,204 80	-419 20	ST
	Oct 2, 09	163 000	15 580	2,539 61	13 780	2,246 14	-293 47	ST
	Oct 23, 09	230 000	15 310	3,521 30	13 780	3,169 40	-351 90	ST
Security total		957 000		15,375 24		13,187 46	-2,187 78	
REGENERON PHARMACEUTICALS INC								
Symbol REGN Exchange OTC	Sep 30, 09	189 000	19 291	3,646 00	24 180	4,570 02	924 02	ST
	Oct 2, 09	147 000	18 740	2,754 78	24 180	3,554 46	799 68	ST
	Oct 5, 09	134 000	18 689	2,504 41	24 180	3,240 12	735 71	ST
Security total		470 000		8,905 19		11,364 60	2,459 41	
REVLON INC NEW CL A								
Symbol REV Exchange NYSE	Dec 8, 09	462 000	18 627	8,606 04	17 010	7,858 62	-747 42	ST
	Dec 15, 09	470 000	19 263	9,053 94	17 010	7,994 70	-1,059 24	ST
	Dec 18, 09	168 000	19 059	3,202 08	17 010	2,857 68	-344 40	ST
Security total		1,100 000		20,862 06		18,711 00	-2,151 06	
REX ENERGY CORP								
Symbol REXX Exchange OTC	Dec 3, 09	669 000	9 579	6,408 42	12 000	8,028 00	1,619 58	ST
RIGHTNOW TECHNOLOGIES INC								
Symbol RNOW Exchange OTC	Feb 6, 09	271 000	8 620	2,336 05	17 370	4,707 27	2,371 22	ST
	Feb 11, 09	454 000	8 502	3,860 32	17 370	7,885 98	4,025 66	ST
	Feb 13, 09	475 000	8 976	4,263 93	17 370	8,250 75	3,986 82	ST
	Feb 18, 09	354 000	8 311	2,942 31	17 370	6,148 98	3,206 67	ST

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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of Shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
	Feb 27, 09	288 000	8 073	2,325 28	17 370	5,002 56	2,677 28	ST
	Mar 4, 09	292 000	7 503	2,190 91	17 370	5,072 04	2,881 13	ST
	Mar 5, 09	199 000	6 949	1,383 05	17 370	3,456 63	2,073 58	ST
	Mar 9, 09	110 000	6 559	721 51	17 370	1,910 70	1,189 19	ST
	Jun 18, 09	581 000	11 158	6,482 81	17 370	10,091 97	3,609 16	ST
Security total		3,024 000		26,506 17		52,526 88	26,020 71	
ROCK-TENN COMPANY CLA								
Symbol RKT Exchange NYSE								
EAI \$524 Current yield 1 19%	Jul 27, 09	217 000	44 914	9,746 34	50 410	10,938 97	1,192 63	ST
	Jul 30, 09	339 000	43 130	14,621 34	50 410	17,088 99	2,467 65	ST
	Aug 3, 09	57 000	44 919	2,560 44	50 410	2,873 37	312 93	ST
	Aug 10, 09	59 000	45 009	2,655 59	50 410	2,974 19	318 60	ST
	Sep 1, 09	71 000	50 849	3,610 35	50 410	3,579 11	-31 24	ST
	Sep 17, 09	67 000	50 389	3,376 13	50 410	3,377 47	1 34	ST
	Sep 28, 09	63 000	46 458	2,926 88	50 410	3,175 83	248 95	ST
Security total		873 000		39,497 07		44,007 93	4,510 86	
RPC INC								
Symbol RES Exchange NYSE								
EAI \$127 Current yield 1 53%	Dec 8, 09	796 000	9 905	7,884 54	10 400	8,278 40	393 86	ST
SANDERSON FARMS INC								
Symbol SAFM Exchange OTC								
EAI \$134 Current yield 1 42%	Aug 7, 09	10 000	40 333	403 33	42 160	421 60	18 27	ST
	Sep 1, 09	66 000	41 299	2,725 80	42 160	2,782 56	56 76	ST
	Sep 11, 09	72 000	41 630	2,997 36	42 160	3,035 52	38 16	ST
	Sep 29, 09	76 000	39 005	2,964 38	42 160	3,204 16	239 78	ST
Security total		224 000		9,090 87		9,443 84	352 97	
SEMTECH CORP								
Symbol SMTX Exchange OTC								
	Jul 2, 09	127 000	16 017	2,034 17	17 010	2,160 27	126 10	ST
	Jul 9, 09	592 000	15 341	9,082 05	17 010	10,069 92	987 87	ST
Security total		719 000		11,116 22		12,230 19	1,113 97	
SILGAN HOLDINGS INC								
Symbol SLGN Exchange OTC								
EAI \$308 Current yield 1 31%	Nov 18, 09	136 000	56 671	7,707 30	57 880	7,871 68	164 38	ST

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Friendly account name: PFF MDT Adv
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		104 000	55 782	5,801 33	57 880	6,019 52	218 19	ST
	Nov 19, 09							
	Nov 20, 09	46 000	55 192	2,538 84	57 880	2,662 48	123 64	ST
	Nov 25, 09	73 000	55 099	4,022 30	57 880	4,225 24	202 94	ST
	Nov 27, 09	46 000	53 360	2,454 56	57 880	2,662 48	207 92	ST
Security total		405 000		22,524 33		23,441 40	917 07	
SIMPSON MANUFACTURING CO INC								
DELA								
Symbol SSD Exchange NYSE								
EAI \$199 Current yield 1 49%								
	Oct 13, 09	4 000	25 737	102 95	26 890	107 56	4 61	ST
	Oct 15, 09	165 000	26 250	4,331 25	26 890	4,436 85	105 60	ST
	Oct 16, 09	127 000	25 489	3,237 10	26 890	3,415 03	177 93	ST
	Oct 19, 09	103 000	26 030	2,681 09	26 890	2,769 67	88 58	ST
	Oct 23, 09	98 000	27 174	2,663 15	26 890	2,635 22	-27 93	ST
Security total		497 000		13,015 54		13,364 33	348 79	
SIRONA DENTAL SYSTEMS INC								
Symbol SIRO Exchange OTC								
	Dec 15, 09	753 000	32 678	24,606 53	31 740	23,900 22	-706 31	ST
	Dec 17, 09	445 000	31 892	14,191 98	31 740	14,124 30	-67 68	ST
	Dec 18, 09	221 000	31 057	6,863 66	31 740	7,014 54	150 88	ST
	Dec 22, 09	112 000	31 649	3,544 80	31 740	3,554 88	10 08	ST
Security total		1,531 000		49,206 97		48,593 94	-613 03	
SOLARWINDS INC								
Symbol SWI Exchange NYSE								
	Nov 3, 09	217 000	17 299	3,754 10	23 010	4,993 17	1,239 07	ST
	Nov 16, 09	142 000	19 900	2,825 80	23 010	3,267 42	441 62	ST
	Nov 25, 09	236 000	19 170	4,524 12	23 010	5,430 36	906 24	ST
	Nov 25, 09	93 000	19 170	1,782 81	23 010	2,139 93	357 12	ST
	Nov 25, 09	16 000	19 170	306 72	23 010	368 16	61 44	ST
	Dec 11, 09	129 000	21 109	2,723 19	23 010	2,968 29	245 10	ST
Security total		833 000		15,916 74		19,167 33	3,250 59	
SOLERA HOLDINGS INC								
Symbol SLH Exchange NYSE								
EAI \$329 Current yield 0 69%								
	Nov 10, 09	312 000	36 287	11,321 67	36 010	11,235 12	-86 55	ST
	Nov 18, 09	435 000	35 735	15,544 81	36 010	15,664 35	119 54	ST
	Nov 19, 09	244 000	35 223	8,594 54	36 010	8,786 44	191 90	ST

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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
	Nov 20, 09	121 000	35 095	4,246 56	36 010	4,357 21	110 65	ST
	Nov 27, 09	70 000	35 150	2,460 50	36 010	2,520 70	60 20	ST
	Dec 22, 09	133 000	36 360	4,835 88	36 010	4,789 33	-46 55	ST
Security total		1,315 000		47,003 96		47,353 15	349 19	
STANLEY INC								
Symbol SXE Exchange NYSE	Nov 3, 09	209 000	29 174	6,097 43	27 410	5,728 69	-368 74	ST
STEC INC								
Symbol STEC Exchange OTC	Sep 18, 09	334 000	31 456	10,506 52	16 340	5,457 56	-5,048 96	ST
STEIN MART INC								
Symbol SMRT Exchange OTC	Sep 21, 09	283 000	13 000	3,679 00	10 660	3,016 78	-662 22	ST
	Sep 25, 09	229 000	12 560	2,876 24	10 660	2,441 14	-435 10	ST
Security total		512 000		6,555 24		5,457 92	-1,097 32	
STERIS CORP								
Symbol STE Exchange NYSE	Nov 6, 09	303 000	34 060	10,320 24	27 970	8,474 91	-1,845 33	ST
EAI \$378 Current yield 1 58%	Nov 9, 09	191 000	34 373	6,565 36	27 970	5,342 27	-1,223 09	ST
	Nov 10, 09	267 000	34 703	9,265 86	27 970	7,467 99	-1,797 87	ST
	Nov 27, 09	97 000	32 169	3,120 49	27 970	2,713 09	-407 40	ST
Security total		858 000		29,271 95		23,998 26	-5,273 69	
STEVEN MADDEN LTD								
Symbol SHOO Exchange OTC	Jun 5, 09	181 000	29 007	5,250 41	41 240	7,464 44	2,214 03	ST
	Jun 8, 09	194 000	29 245	5,673 63	41 240	8,000 56	2,326 93	ST
	Jun 9, 09	159 000	29 183	4,640 23	41 240	6,557 16	1,916 93	ST
	Jun 15, 09	99 000	27 500	2,722 50	41 240	4,082 76	1,360 26	ST
	Jun 18, 09	262 000	27 284	7,148 61	41 240	10,804 88	3,656 27	ST
	Jul 13, 09	79 000	24 084	1,902 68	41 240	3,257 96	1,355 28	ST
Security total		974 000		27,338 06		40,167 76	12,829 70	
STURM RUGER CO								
Symbol RGR Exchange NYSE	Jul 27, 09	75 000	14 304	1,072 80	9 700	727 50	-345 30	ST
EAI \$74 Current yield 3 95%	Aug 26, 09	118 000	13 430	1,584 74	9 700	1,144 60	-440 14	ST
Security total		193 000		2,657 54		1,872 10	-785 44	

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Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec. 31 (\$)	Value on Dec. 31 (\$)	Unrealized gain or loss (\$)	Holding period
SUCCESSFACTORS INC								
Symbol SFSF Exchange OTC	Feb 11, 09	395 000	6 578	2,598 35	16 580	6,549 10	3,950 75	ST
	Feb 13, 09	339 000	6 703	2,272 38	16 580	5,620 62	3,348 24	ST
	Feb 18, 09	193 000	5 765	1,112 78	16 580	3,199 94	2,087 16	ST
	Jun 18, 09	174 000	9 257	1,610 74	16 580	2,884 92	1,274 18	ST
Security total		1,101 000		7,594 25		18,254 58	10,660 33	
SYNAPTICS INC								
Symbol SYNA Exchange OTC	Jul 27, 09	186 000	35 692	6,638 84	30 650	5,700 90	-937 94	ST
SYNIVERSE HOLDINGS INC								
Symbol SVR Exchange NYSE	Jan 14, 09	4 000	12 485	49 94	17 480	69 92	19 98	ST
	Jan 16, 09	122 000	13 450	1,640 90	17 480	2,132 56	491 66	ST
	Jan 21, 09	98 000	13 150	1,288 70	17 480	1,713 04	424 34	ST
	Jan 22, 09	109 000	13 320	1,451 88	17 480	1,905 32	453 44	ST
	Jan 26, 09	117 000	14 347	1,678 66	17 480	2,045 16	366 50	ST
	Feb 2, 09	142 000	13 027	1,849 91	17 480	2,482 16	632 25	ST
	Apr 7, 09	188 000	14 619	2,748 47	17 480	3,286 24	537 77	ST
	Sep 15, 09	139 000	19 297	2,682 35	17 480	2,429 72	-252 63	ST
Security total		919 000		13,390 81		16,064 12	2,673 31	
SYNTEL INC								
Symbol SYNT Exchange OTC	Feb 2, 09	71 000	20 988	1,490 20	38 030	2,700 13	1,209 93	ST
EAI \$288 Current yield 0.63%	Feb 2, 09	10 000	20 988	209 89	38 030	380 30	170 41	ST
	Feb 3, 09	68 000	21 554	1,465 69	38 030	2,586 04	1,120 35	ST
	Feb 6, 09	187 000	20 626	3,857 12	38 030	7,111 61	3,254 49	ST
	Feb 11, 09	158 000	21 175	3,345 70	38 030	6,008 74	2,663 04	ST
	Feb 13, 09	144 000	21 904	3,154 22	38 030	5,476 32	2,322 10	ST
	Feb 18, 09	94 000	21 277	2,000 04	38 030	3,574 82	1,574 78	ST
	Mar 4, 09	202 000	17 914	3,618 63	38 030	7,682 06	4,063 43	ST
	Jun 18, 09	201 000	28 337	5,695 83	38 030	7,644 03	1,948 20	ST
	Sep 21, 09	63 000	45 000	2,835 00	38 030	2,395 89	-439 11	ST
Security total		1,198 000		27,672 32		45,559 94	17,887 62	
S1 CORP								
Symbol SONE Exchange OTC	Dec 31, 08	183 000	7 724	1,413 60	6 520	1,193 16	-220 44	ST

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Managed Accounts Consulting
December 2009

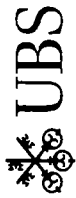
Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your Financial Advisor:
DUNNYAMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Jan 15, 09	369 000	6 520	2,406 14	6 520	2,405 88	-0 26	ST
	Jun 18, 09	707 000	6 975	4,931 45	6 520	4,609 64	-321 81	ST
		1,259 000		8,751 19		8,208 68	-542 51	
TELETECH HOLDINGS INC								
Symbol TTEC Exchange OTC	Nov 2, 09	618 000	18 476	11,418 17	20 030	12,378 54	960 37	ST
	Nov 3, 09	314 000	18 936	5,946 03	20 030	6,289 42	343 39	ST
	Nov 6, 09	190 000	19 421	3,690 12	20 030	3,805 70	115 58	ST
	Dec 22, 09	143 000	18 930	2,706 99	20 030	2,864 29	157 30	ST
Security total		1,265 000		23,761 31		25,337 95	1,576 64	
TEMPUR-PEDIC INTL INC								
Symbol TPX Exchange NYSE	Jul 22, 09	832 000	14 061	11,698 92	23 630	19,660 16	7,961 24	ST
	Sep 21, 09	173 000	17 320	2,996 36	23 630	4,087 99	1,091 63	ST
	Oct 20, 09	132 000	22 030	2,907 96	23 630	3,119 16	211 20	ST
Security total		1,137 000		17,603 24		26,867 31	9,264 07	
TENNANT CO								
Symbol TNC Exchange NYSE	Aug 5, 09	10 000	26 953	269 53	26 190	261 90	-7 63	ST
EAI \$209 Current yield 2 13%	Aug 7, 09	91 000	27 127	2,468 64	26 190	2,383 29	-85 35	ST
	Aug 19, 09	100 000	26 054	2,605 50	26 190	2,619 00	13 50	ST
	Aug 19, 09	51 000	26 054	1,328 80	26 190	1,335 69	6 89	ST
	Aug 19, 09	7 000	26 054	182 38	26 190	183 33	0 95	ST
	Sep 1, 09	94 000	25 650	2,411 10	26 190	2,461 86	50 76	ST
	Sep 1, 09	21 000	25 650	538 65	26 190	549 99	11 34	ST
Security total		374 000		9,804 60		9,795 06	-9 54	
TESSERA TECHNOLOGIES INC								
Symbol TSRA Exchange OTC	Sep 1, 09	44 000	24 910	1,096 04	23 270	1,023 88	-72 16	ST
	Sep 11, 09	121 000	27 150	3,285 15	23 270	2,815 67	-469 48	ST
	Sep 21, 09	107 000	28 420	3,040 94	23 270	2,489 89	-551 05	ST
Security total		272 000		7,422 13		6,329 44	-1,092 69	
TIMBERLAND CO CL A								
Symbol TBL Exchange NYSE	Dec 8, 09	470 000	17 315	8,138 05	17 930	8,427 10	289 05	ST
	Dec 15, 09	509 000	17 370	8,841 79	17 930	9,126 37	284 58	ST

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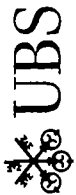


Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Dec 18, 09	156 000	17 410	2,715 96	17 930	2,797 08	81 12	ST
Security total		1,135 000		19,695 80		20,350 55	654 75	
TUPPERWARE BRANDS CORP								
Symbol	TUP	Exchange	NYSE					
EAI \$1,304 Current yield 2.15%	Jul 2, 09	943 000	25 769	24,300 36	46 570	43,915 51	19,615 15	ST
Security total	Jul 27, 09	361 000	33 747	12,182 85	46 570	16,811 77	4,628 92	ST
Security total		1,304 000		36,483 21		60,727 28	24,244 07	
ULTA SALON COSMETICS & FRAGRANCE INC								
Symbol	ULTA	Exchange	OTC					
Security total	Sep 8, 09	236 000	15 198	3,586 75	18 160	4,285 76	699 01	ST
	Sep 9, 09	219 000	14 790	3,239 01	18 160	3,977 04	738 03	ST
	Sep 11, 09	249 000	14 249	3,548 18	18 160	4,521 84	973 66	ST
	Sep 15, 09	176 000	14 520	2,555 66	18 160	3,196 16	640 50	ST
	Sep 18, 09	172 000	15 630	2,688 36	18 160	3,123 52	435 16	ST
	Sep 21, 09	165 000	15 820	2,610 30	18 160	2,996 40	386 10	ST
Security total	Oct 16, 09	158 000	17 196	2,717 02	18 160	2,869 28	152 26	ST
Security total		1,375 000		20,945 28		24,970 00	4,024 72	
UNIVERSAL TECHNICAL INSTITUTE INC								
Symbol	UTI	Exchange	NYSE					
Security total	Aug 7, 09	134 000	18 980	2,543 32	20 200	2,706 80	163 48	ST
	Aug 19, 09	259 000	19 239	4,983 06	20 200	5,231 80	248 74	ST
	Aug 31, 09	128 000	20 100	2,572 80	20 200	2,585 60	12 80	ST
Security total	Sep 24, 09	155 000	20 115	3,117 83	20 200	3,131 00	13 17	ST
Security total		676 000		13,217 01		13,655 20	438 19	
USANA HEALTH SCIENCES INC								
Symbol	USNA	Exchange	OTC					
Security total	Sep 28, 09	142 000	34 784	4,939 34	31 900	4,529 80	-409 54	ST
	Sep 29, 09	75 000	35 264	2,644 87	31 900	2,392 50	-252 37	ST
Security total		217 000		7,584 21		6,922 30	-661 91	
VALASSIS COMMUNICATIONS INC								
Symbol	VCI	Exchange	NYSE					
Security total	Jun 15, 09	431 000	6 150	2,650 65	18 260	7,870 06	5,219 41	ST
	Jun 18, 09	155 000	5 849	906 60	18 260	2,830 30	1,923 70	ST
	Jul 15, 09	208 000	6 408	1,332 97	18 260	3,798 08	2,465 11	ST
Security total	Nov 17, 09	180 000	17 105	3,078 90	18 260	3,286 80	207 90	ST

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Managed Accounts Consulting
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your Financial Advisor:
DUNN/AMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Dec 22, 09	149 000	18 590	2,769 91	18 260	2,720 74	-49 17	ST
		1,123 000		10,739 03		20,505 98	9,766 95	
VEECO INSTRUMENTS INC								
DELAWARE								
Symbol VECO Exchange OTC	Jul 27, 09	248 000	14 540	3,606 09	33 040	8,193 92	4,587 83	ST
	Jul 30, 09	122 000	19 999	2,439 88	33 040	4,030 88	1,591 00	ST
	Aug 3, 09	131 000	19 334	2,532 75	33 040	4,328 24	1,795 49	ST
	Aug 7, 09	128 000	18 948	2,425 34	33 040	4,229 12	1,803 78	ST
	Sep 24, 09	181 000	23 066	4,175 04	33 040	5,980 24	1,805 20	ST
	Sep 28, 09	128 000	22 719	2,908 03	33 040	4,229 12	1,321 09	ST
	Sep 29, 09	126 000	23 457	2,955 66	33 040	4,163 04	1,207 38	ST
	Sep 30, 09	114 000	23 059	2,628 84	33 040	3,766 56	1,137 72	ST
	Oct 23, 09	102 000	26 497	2,702 72	33 040	3,370 08	667 36	ST
Security total		1,280 000		26,374 35		42,291 20	15,916 85	
VERIFONE HOLDINGS INC								
Symbol PAY Exchange NYSE	Sep 3, 09	366 000	14 530	5,318 05	16 380	5,995 08	677 03	ST
	Sep 4, 09	394 000	13 870	5,464 78	16 380	6,453 72	988 94	ST
	Sep 14, 09	184 000	13 940	2,564 96	16 380	3,013 92	448 96	ST
	Sep 28, 09	183 000	15 367	2,812 25	16 380	2,997 54	185 29	ST
	Nov 18, 09	510 000	14 123	7,202 99	16 380	8,353 80	1,150 81	ST
Security total		1,637 000		23,363 03		26,814 06	3,451 03	
VOLTERRA SEMICONDUCTOR CORP								
Symbol VLTR Exchange OTC	Oct 23, 09	752 000	15 442	11,613 06	19 120	14,378 24	2,765 18	ST
W&T OFFSHORE INC								
Symbol WTI Exchange NYSE	Jul 27, 09	524 000	9 866	5,169 78	11 700	6,130 80	961 02	ST
EAI \$234 Current yield 1 02%	Jul 27, 09	231 000	9 866	2,279 05	11 700	2,702 70	423 65	ST
	Jul 30, 09	320 000	9 870	3,158 40	11 700	3,744 00	585 60	ST
	Aug 3, 09	242 000	11 420	2,763 64	11 700	2,831 40	67 76	ST
	Aug 7, 09	276 000	11 428	3,154 16	11 700	3,229 20	75 04	ST
	Sep 18, 09	360 000	11 909	4,287 24	11 700	4,212 00	-75 24	ST
Security total		1,953 000		20,812 27		22,850 10	2,037 83	

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Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
WARNACO GROUP INC NEW								
Symbol WRC Exchange NYSE	Aug 21, 09	94 000	39 000	3,666 00	42 190	3,965 86	299 86	ST
WAUSAU PAPER CORP								
Symbol WPP Exchange NYSE	Jun 3, 09	228 000	8 302	1,892 92	11 600	2,644 80	751 88	ST
	Jun 3, 09	215 000	8 302	1,784 99	11 600	2,494 00	709 01	ST
	Jun 4, 09	272 000	8 146	2,215 96	11 600	3,155 20	939 24	ST
	Jun 9, 09	115 000	8 290	953 35	11 600	1,334 00	380 65	ST
	Jun 18, 09	159 000	7 467	1,187 33	11 600	1,844 40	657 07	ST
Security total		989 000		8,034 55		11,472 40	3,437 85	
WD-40 CO (DEL)								
Symbol WDFC Exchange OTC	Oct 19, 09	145 000	32 564	4,721 87	32 360	4,692 20	-29 67	ST
EAI \$233 Current yield 3 09%	Oct 23, 09	88 000	33 645	2,960 76	32 360	2,847 68	-113 08	ST
Security total		233 000		7,682 63		7,539 88	-142 75	
WEBSENSE INC								
Symbol WBSN Exchange OTC	Jul 2, 09	120 000	17 208	2,065 05	17 460	2,095 20	30 15	ST
WORLD ACCEPTANCE CORP								
Symbol WRLD Exchange OTC	Mar 23, 09	46 000	16 973	780 79	35 830	1,648 18	867 39	ST
	Mar 24, 09	139 000	17 055	2,370 66	35 830	4,980 37	2,609 71	ST
	Mar 30, 09	76 000	16 996	1,291 70	35 830	2,723 08	1,431 38	ST
	Jun 18, 09	134 000	17 278	2,315 25	35 830	4,801 22	2,485 97	ST
Security total		395 000		6,758 40		14,152 85	7,394 45	
WORLD FUEL SERVICES CORP								
Symbol INT Exchange NYSE	Nov 10, 09	58 000	26 827	1,556 00	26 790	1,553 82	-2 18	ST
EAI \$9 Current yield 0 58%								
WRIGHT EXPRESS CORP								
Symbol WXS Exchange NYSE	Jun 1, 09	151 000	25 807	3,896 87	31 860	4,810 86	913 99	ST
	Jun 3, 09	166 000	25 768	4,277 54	31 860	5,288 76	1,011 22	ST
	Jun 4, 09	258 000	25 766	6,647 68	31 860	8,219 88	1,572 20	ST
	Jun 5, 09	251 000	26 356	6,615 36	31 860	7,996 86	1,381 50	ST
	Jun 8, 09	156 000	25 625	3,997 64	31 860	4,970 16	972 52	ST
	Jun 9, 09	98 000	26 059	2,553 88	31 860	3,122 28	568 40	ST
	Jun 18, 09	277 000	25 927	7,181 92	31 860	8,825 22	1,643 30	ST

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Managed Accounts Consulting
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF MDT Adv
Account number: Y1 08371 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		1,357,000		35,170.89		43,234.02	8,063.13	
ZORAN CORP								
Symbol ZRAN	Exchange OTC							
	Aug 3, 09	200,000	11.650	2,330.00	11.050	2,210.00	-120.00	ST
	Aug 5, 09	166,000	11.696	1,941.58	11.050	1,834.30	-107.28	ST
	Aug 5, 09	45,000	11.696	526.33	11.050	497.25	-29.08	ST
	Sep 11, 09	172,000	11.050	1,900.60	11.050	1,900.60		ST
	Sep 11, 09	76,000	11.050	839.80	11.050	839.80		ST
	Sep 24, 09	231,000	12.001	2,772.44	11.050	2,552.55	-219.89	ST
Security total		890,000		10,310.75		9,834.50	-476.25	
99 CENTS ONLY STORES								
Symbol NDN	Exchange NYSE							
	May 6, 09	297,000	10.009	2,972.74	13.070	3,881.79	909.05	ST
	Jun 1, 09	415,000	9.726	4,036.58	13.070	5,424.05	1,387.47	ST
	Jun 3, 09	284,000	10.068	2,859.45	13.070	3,711.88	852.43	ST
	Jun 4, 09	153,000	10.039	1,535.97	13.070	1,999.71	463.74	ST
	Jun 9, 09	139,000	10.410	1,446.99	13.070	1,816.73	369.74	ST
	Jun 15, 09	286,000	13.309	3,806.66	13.070	3,738.02	-68.64	ST
	Jun 16, 09	87,000	13.369	1,163.10	13.070	1,137.09	-26.01	ST
	Jun 18, 09	498,000	13.229	6,588.04	13.070	6,508.86	-79.18	ST
Security total		2,159,000		24,409.53		28,218.13	3,808.60	
Total				\$2,749,549.37		\$3,254,337.56	\$504,788.19	

Total estimated annual income: \$14,975

¹ Indicates cost basis information has been provided by a source other than UBS Financial Services

Your total assets

	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash	69,033.47	2.08%	69,033.47		
Cash and money balances	3,254,337.56	97.92%	2,749,549.37	14,975.00	504,788.19
Equities					
Common stock	\$3,323,371.03	100.00%	\$2,818,582.84	\$14,975.00	\$504,788.19
Total					



ACCESS
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF Newton Intl
Account number: Y1 08377 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets

Some prices, income and current values shown may be approximate. As a result, gains and losses may not be accurately reflected. See *Important information about your statement* at the end of this document for more information.

Cash

Cash and money balances

Holding	Opening balance on Dec 1 (\$)	Closing balance on Dec 31 (\$)	Price per share on Dec 31 (\$)	Average rate	Dividend/Interest period	Days in period
Cash	0.00	16,862.71				
RMA MONEY MKT PORTFOLIO	177,552.92	220,995.02	1.00	0.01%	Nov 23 to Dec 23	31
Total	\$177,552.92	\$237,857.73				

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ABB LTD SPON ADR								
Symbol ABB Exchange NYSE	Mar 30, 09	2,100,000	13.219	27,761.58	19.100	40,110.00	12,348.42	ST
	Jun 16, 09	258,000	15.860	4,091.88	19.100	4,927.80	835.92	ST
	Jul 29, 09	522,000	17.335	9,048.97	19.100	9,970.20	921.23	ST
Security total		2,880,000		40,902.43		55,008.00	14,105.57	
ACCIONA S.A.								
Symbol ACXIF Exchange OTC	Mar 30, 09	259,000	99.963	25,890.57	131.900	34,162.10	8,271.53	ST
	Jun 16, 09	54,000	124.580	6,727.32	131.900	7,122.60	395.28	ST
Security total		313,000		32,617.89		41,284.70	8,666.81	
ACTELION LTD ALLSCHWIL								
Symbol ALIOF Exchange OTC	Mar 30, 09	767,000	44.585	34,196.93	53.397	40,955.49	6,758.56	ST
	Jun 16, 09	134,000	52.500	7,035.00	53.397	7,155.20	120.20	ST
Security total		901,000		41,231.93		48,110.69	6,878.76	
AIR LIQUIDE ADR FRANCE ADR								
Symbol AIQUY Exchange OTC	Mar 30, 09	976,000	15.940	15,557.44	23.825	23,253.20	7,695.76	ST
EAI \$714 Current yield 1.84%	Jul 30, 09	654,000	20.305	13,279.47	23.825	15,581.55	2,302.08	ST
							continued next page	



Friendly account name: PFF Newton Intl
Account number: Y1 08377 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		1,630 000		28,836 91		38,834 75	9,997 84	
ALSTOM SHS PROV REGROUPMENT								
ORD								
Symbol AOMFF Exchange OTC	Mar 30, 09	390 000	50 097	19,538 03	70 388	27,451 32	7,913 29	ST
	May 5, 09	150 000	63 712	9,556 80	70 388	10,558 20	1,001 40	ST
	May 6, 09	14 000	63 911	894 76	70 388	985 43	90 67	ST
	Jun 16, 09	123 000	60 400	7,429 20	70 388	8,657 72	1,228 52	ST
	Jul 29, 09	137 000	66 991	9,177 82	70 388	9,643 16	465 34	ST
Security total		814 000		46,596 61		57,295 83	10,699 22	
AMP LTD ADR								
Symbol AMLTY Exchange OTC								
EAI \$1,902 Current yield 3 85%	Aug 24, 09	1,225 000	20 585	25,217 61	24 355	29,834 88	4,617 27	ST
	Aug 24, 09	620 000	20 540	12,734 80	24 355	15,100 10	2,365 30	ST
	Sep 30, 09	185 000	22 783	4,214 97	24 355	4,505 68	290 71	ST
Security total		2,030 000		42,167 38		49,440 65	7,273 28	
ANGLO AMERN PLC NEW ADR								
Symbol AAUKY Exchange OTC								
	Aug 24, 09	2,904 000	16 862	48,968 99	21 889	63,565 66	14,596 67	ST
	Sep 8, 09	300 000	16 795	5,038 50	21 889	6,566 70	1,528 20	ST
	Sep 9, 09	833 000	16 719	13,927 01	21 889	18,233 54	4,306 53	ST
	Sep 23, 09	1,419 000	17 081	24,238 93	21 889	31,060 49	6,821 56	ST
	Nov 25, 09	175 000	22 385	3,917 46	21 889	3,830 58	-86 88	ST
	Dec 21, 09	87 000	21 290	1,852 29	21 889	1,904 34	52 05	ST
Security total		5,718 000		97,943 18		125,161 30	27,218 13	
ARCELORMITTAL SA NY REG								
Symbol MT Exchange NYSE								
EAI \$745 Current yield 1 40%	May 7, 09	821 000	27 305	22,417 65	45 750	37,560 75	15,143 10	ST
	Jun 16, 09	149 000	32 869	4,897 59	45 750	6,816 75	1,919 16	ST
	Oct 15, 09	197 000	40 048	7,889 52	45 750	9,012 75	1,123 23	ST
Security total		1,167 000		35,204 76		53,390 25	18,185 49	
BAE SYSTEMS PLC SPON ADR								
Symbol BAESY Exchange OTC								
EAI \$2,194 Current yield 4 09%	Mar 30, 09	2,032 000	18 479	37,549 33	23 222	47,187 10	9,637 77	ST
	Jun 16, 09	277 000	21 673	6,003 42	23 222	6,432 49	429 07	ST

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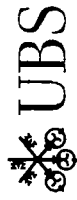
Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF Newton Intl
Account number: Y1 08377 1C

Your Financial Advisor:
DUNN/YAMIN
212-821-7000

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		2,309,000		43,552.75		53,619.59	10,066.84	
BANCO SANTANDER CHILE ADR								
Symbol SAN Exchange NYSE								
EAI \$953 Current yield 2.46%	Sep 28, 09	580,000	56.850	32,973.00	64.780	37,572.40	4,599.40	ST
Security total	Sep 28, 09	19,000	56.575	1,074.93	64.780	1,230.82	155.89	ST
		599,000		34,047.93		38,803.22	4,755.29	
BANCO SANTANDER BRASIL ADS								
Symbol BSBR Exchange NYSE								
EAI \$475 Current yield 0.67%	Oct 7, 09	2,596,000	12.989	33,720.48	13.940	36,188.24	2,467.76	ST
	Oct 8, 09	379,000	13.150	4,983.85	13.940	5,283.26	299.41	ST
	Oct 19, 09	397,000	13.813	5,483.92	13.940	5,534.18	50.26	ST
	Dec 4, 09	1,738,000	13.793	23,973.62	13.940	24,227.72	254.10	ST
Security total		5,110,000		68,161.87		71,233.40	3,071.53	
BANK OF AYUDHYA PCL NVDR								
Symbol BKAHF Exchange OTC	Jul 17, 09	103,500,000	0.482	49,969.80	0.695	71,932.50	21,962.70	ST
BANK SARASIN & CIE REG B								
Symbol BKSNE Exchange OTC	Mar 30, 09	1,069,000	20.106	21,493.74	38.170	40,803.73	19,309.99	ST
	Jun 16, 09	209,000	33.450	6,991.05	38.170	7,977.53	986.48	ST
	Jul 7, 09	36,000		0.01	38.170	1,374.12	1,374.12	ST
Security total		1,314,000		28,484.80		50,155.38	21,670.59	
BARRICK GOLD CORP								
Symbol ABX Exchange NYSE	Apr 7, 09	564,000	29.424	16,595.53	39.380	22,210.32	5,614.79	ST
EAI \$342 Current yield 1.01%	Nov 6, 09	292,000	41.759	12,193.72	39.380	11,498.96	-694.76	ST
Security total		856,000		28,789.25		33,709.28	4,920.03	
BAYER A G SPON ADR								
Symbol BAYRY Exchange OTC	Mar 30, 09	611,000	48.270	29,493.34	80.618	49,257.59	19,764.25	ST
EAI \$1,109 Current yield 1.70%	Jun 16, 09	140,000	55.600	7,784.00	80.618	11,286.52	3,502.52	ST
	Nov 9, 09	57,000	73.195	4,172.14	80.618	4,595.23	423.09	ST
Security total		808,000		41,449.48		65,139.34	23,689.86	
BELLE INTL HLDGS LTD ADR								
Symbol BELLY Exchange OTC	Nov 17, 09	632,000	58.559	37,009.86	59.000	37,288.00	278.14	ST

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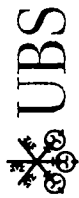


Friendly account name: PFF Newton Intl
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total	Dec 15, 09	441 000 1,073 000	64 898	28,620 19 65,630 05	59 000	26,019 00 63,307 00	-2,601 19 -2,323 05	ST
BG GROUP PLC SPON ADR								
Symbol BRGYY Exchange OTC	Mar 30, 09	313 000	71 733	22,452 68	90 594	28,355 92	5,903 24	ST
EAI \$639 Current yield 1 09%	Jun 16, 09	92 000	88 385	8,131 47	90 594	8,334 65	203 18	ST
	Sep 14, 09	88 000	93 000	8,184 05	90 594	7,972 27	-211 78	ST
	Sep 23, 09	156 000	90 970	14,191 32	90 594	14,132 66	-58 66	ST
Security total		649 000		52,959 52		58,795 50	5,835 98	
BILFINGER BERGER AG ADR								
Symbol BFLBY Exchange OTC	Sep 11, 09	700 000	13 541	9,478 98	15 449	10,814 30	1,335 32	ST
EAI \$953 Current yield 2 44%	Sep 14, 09	1,828 000	13 304	24,320 99	15 449	28,240 77	3,919 78	ST
Security total		2,528 000		33,799 97		39,055 07	5,255 10	
BNP PARIBAS SA ADR								
Symbol BNPQY Exchange OTC	Oct 6, 09	320 000	40 569	12,982 24	40 101	12,832 32	-149 92	ST
EAI \$716 Current yield 1 29%	Oct 7, 09	310 000	39 871	12,360 04	40 101	12,431 31	71 27	ST
	Oct 8, 09	175 000	40 415	7,072 73	40 101	7,017 67	-55 06	ST
	Oct 13, 09	210 000	41 433	8,700 95	40 101	8,421 21	-279 74	ST
	Oct 16, 09	185 000	41 783	7,729 87	40 101	7,418 68	-311 19	ST
	Oct 19, 09	155 000	42 705	6,619 38	40 101	6,215 65	-403 73	ST
	Oct 20, 09	24 000	42 780	1,026 74	40 101	962 42	-64 32	ST
Security total		1,379 000		56,491 95		55,299 27	-1,192 69	
BRITISH AMER TOBACCO PLC GB								
SPON ADR								
Symbol BTI Exchange AMEX	Mar 30, 09	1,237 000	44 630	55,207 31	64 660	79,984 42	24,777 11	ST
EAI \$3,974 Current yield 4 23%	Jun 16, 09	217 000	54 680	11,865 56	64 660	14,031 22	2,165 66	ST
Security total		1,454 000		67,072 87		94,015 64	26,942 77	
BUNZL PLC ORD GBP								
Symbol BZLFF Exchange OTC	Jul 10, 09	3,401 000	8 545	29,062 23	10 900	37,070 90	8,008 67	ST

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Your assets • **Equities** • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
CANON INC ADR JAPAN SPON ADR								
Symbol CAJ Exchange NYSE								
EAI \$1,086 Current yield 2 51%	Oct 9, 09	912 000	38 410	35,030 28	42 320	38,595 84	3,565 56	ST
	Dec 2, 09	110 000	38 655	4,252 05	42 320	4,655 20	403 15	ST
Security total		1,022 000		39,282 33		43,251 04	3,968 71	
CARNIVAL CORP NEW (PAIRED STOCK)								
Symbol CCL Exchange NYSE	Sep 23, 09	1,007 000	33 499	33,733 69	31 690	31,911 83	-1,821 86	ST
CENTRICA PLC NEW 2004 SPON ADR								
Symbol CPYY Exchange OTC								
EAI \$1,669 Current yield 4 34%	Aug 27, 09	2,118 000	15 753	33,366 12	18 157	38,456 52	5,090 40	ST
CREDIT SUISSE GROUP SPON ADR								
Symbol CS Exchange NYSE								
EAI \$70 Current yield 0 12%	Aug 27, 09	876 000	50 926	44,611 53	49 160	43,064 16	-1,547 37	ST
	Oct 20, 09	306 000	58 724	17,969 76	49 160	15,042 96	-2,926 80	ST
Security total		1,182 000		62,581 29		58,107 12	-4,474 17	
DEUTSCHE TELEKOM AG DE SPON ADR								
Symbol DT Exchange NYSE								
EAI \$4,819 Current yield 7 05%	Mar 30, 09	2,728 000	12 148	33,139 74	14 700	40,101 60	6,961 86	ST
	Jun 16, 09	722 000	11 029	7,963 59	14 700	10,613 40	2,649 81	ST
	Aug 26, 09	1,202 000	13 350	16,047 18	14 700	17,669 40	1,622 22	ST
Security total		4,652 000		57,150 51		68,384 40	11,233 89	
FAMILYMART CO LTD ADR								
Symbol FYRTY Exchange OTC	Sep 14, 09	797 000	31 146	24,823 44	29 820	23,766 54	-1,056 90	ST
	Sep 15, 09	785 000	30 909	24,263 72	29 820	23,408 70	-855 02	ST
	Sep 16, 09	215 000	31 108	6,688 41	29 820	6,411 30	-277 11	ST
Security total		1,797 000		55,775 57		53,586 54	-2,189 03	
FRESENIUS MEDICAL CARE AG & CO KGAA SPON ADR								
Symbol FMS Exchange NYSE								
EAI \$1,076 Current yield 2 28%	Mar 30, 09	664 000	37 980	25,218 72	53 010	35,198 64	9,979 92	ST
	Jun 16, 09	154 000	43 219	6,655 82	53 010	8,163 54	1,507 72	ST
	Nov 4, 09	73 000	50 220	3,666 09	53 010	3,869 73	203 64	ST

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Friendly account name: PFF Newton Intl
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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		891 000		35,540 63		47,231 91	11,691 28	
FUJIMACH MFG CO LTD								
Symbol FMMFF Exchange OTC	Jun 11, 09	2,700 000	12 719	34,343 19	12 250	33,075 00	-1,268 19	ST
	Jun 16, 09	300 000	12 460	3,738 00	12 250	3,675 00	-63 00	ST
Security total		3,000 000		38,081 19		36,750 00	-1,331 19	
GLAXO SMITHKLINE PLC ADR								
Symbol GSK Exchange NYSE	Mar 30, 09	1,637 000	29 560	48,389 72	42 250	69,163 25	20,773 53	ST
EAI \$3,549 Current yield 4 39%	Jun 16, 09	276 000	36 258	10,007 35	42 250	11,661 00	1,653 65	ST
Security total		1,913 000		58,397 07		80,824 25	22,427 18	
GOLD FIELDS LTD SPON ADR								
Symbol GFI Exchange NYSE	Mar 30, 09	3,116 000	11 350	35,366 60	13 110	40,850 76	5,484 16	ST
EAI \$609 Current yield 1 01%	Jun 16, 09	437 000	11 688	5,107 92	13 110	5,729 07	621 15	ST
	Oct 27, 09	1,060 000	13 631	14,449 39	13 110	13,896 60	-552 79	ST
Security total		4,613 000		54,923 91		60,476 43	5,552 52	
HONDA MOTOR CO ADR JAPAN ADR								
Symbol HMC Exchange NYSE	Jul 29, 09	1,009 000	30 769	31,046 73	33 900	34,205 10	3,158 37	ST
EAI \$748 Current yield 1 00%	Aug 6, 09	325 000	32 572	10,586 06	33 900	11,017 50	431 44	ST
	Oct 9, 09	583 000	30 535	17,802 14	33 900	19,763 70	1,961 56	ST
	Oct 13, 09	296 000	31 121	9,211 93	33 900	10,034 40	822 47	ST
Security total		2,213 000		68,646 86		75,020 70	6,373 84	
HSBC HOLDINGS PLC NEW GB SPON ADR								
Symbol HBC Exchange NYSE	May 5, 09	551 000	38 972	21,473 85	57 090	31,456 59	9,982 74	ST
EAI \$1,977 Current yield 2 98%	May 7, 09	256 000	41 915	10,730 29	57 090	14,615 04	3,884 75	ST
	Jun 16, 09	356 000	43 168	15,367 99	57 090	20,324 04	4,956 05	ST
Security total		1,163 000		47,572 13		66,395 67	18,823 54	
ICAP PLC SPON ADR								
Symbol IAPLY Exchange OTC	Mar 30, 09	2,880 000	7 850	22,608 00	13 888	39,997 44	17,389 44	ST
EAI \$2,073 Current yield 4 72%	Jun 17, 09	285 000	14 599	4,160 77	13 888	3,958 08	-202 69	ST

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Your Financial Advisor:
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Your assets • **Equities** • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		3,165 000		26,768 77		43,955 52	17,186 75	
INPEX CORP ADR								
Symbol IPXHY Exchange OTC								
EAI \$435 Current yield 0 81%	Jun 15, 09	313 000	81 273	25,438 57	75 299	23,568 59	-1,869 98	ST
	Jun 25, 09	210 000	76 073	15,975 46	75 299	15,812 79	-162 67	ST
	Nov 27, 09	193 000	78 928	15,233 28	75 299	14,532 71	-700 57	ST
Security total		716 000		56,647 31		53,914 08	-2,733 22	
JARDINE MATHESON HD-UNSP ADR								
ADR								
Symbol JMHLY Exchange OTC								
EAI \$1,245 Current yield 2 39%	Mar 31, 09	1,374 000	18 108	24,880 53	30 180	41,467 32	16,586 79	ST
	Jun 17, 09	355 000	24 394	8,660 01	30 180	10,713 90	2,053 89	ST
Security total		1,729 000		33,540 54		52,181 22	18,640 68	
KIRIN HOLDINGS LTD SPON ADR								
Symbol KNBWY Exchange OTC								
EAI \$405 Current yield 1 12%	Jul 14, 09	1,133 000	15 354	17,397 10	16 005	18,133 66	736 56	ST
	Aug 25, 09	1,118 000	14 596	16,318 66	16 005	17,893 59	1,574 93	ST
Security total		2,251 000		33,715 76		36,027 25	2,311 49	
KONINKLIJKE AHOLD NV NEW 2007								
SPON ADR								
Symbol AHONY Exchange OTC								
EAI \$471 Current yield 1 35%	Mar 30, 09	2,291 000	10 585	24,252 30	13 286	30,438 23	6,185 93	ST
	Jun 16, 09	339 000	11 390	3,861 21	13 286	4,503 95	642 74	ST
Security total		2,630 000		28,113 51		34,942 18	6,828 67	
LONZA GROUP AG								
Symbol LZAGF Exchange OTC								
	Mar 30, 09	303 000	97 905	29,665 40	69 900	21,179 70	-8,485 70	ST
	Jun 16, 09	51 000	102 700	5,237 70	69 900	3,564 90	-1,672 80	ST
Security total		354 000		34,903 10		24,744 60	-10,158 50	
MILLICOM INTL CELLULAR SA NEW								
Symbol MICC Exchange OTC								
EAI \$944 Current yield 1 68%	Mar 30, 09	673 000	37 096	24,966 01	73 770	49,647 21	24,681 20	ST
	Jun 16, 09	88 000	56 388	4,962 18	73 770	6,491 76	1,529 58	ST
Security total		761 000		29,928 19		56,138 97	26,210 78	

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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
MITSUBISHI CORP SPONS ADR ADR								
Symbol MSBHY Exchange OTC								
EAI \$975 Current yield 1 26%	Mar 30, 09	690 000	26 845	18,523 12	49 519	34,168 11	15,644 99	ST
	Jun 1, 09	146 000	40 160	5,863 36	49 519	7,229 77	1,366 41	ST
	Jun 16, 09	235 000	39 100	9,188 50	49 519	11,636 96	2,448 46	ST
	Oct 14, 09	255 000	43 353	11,055 22	49 519	12,627 34	1,572 12	ST
	Dec 7, 09	239 000	49 847	11,913 60	49 519	11,835 04	-78 56	ST
Security total		1,565 000		56,543 80	77,497 23		20,953 42	
NESTLE S A SPONSORED ADR								
REPSTG REG SHS SWITZ ADR								
Symbol NSRGY Exchange OTC								
EAI \$2,057 Current yield 1 66%	Mar 30, 09	1,893 000	32 498	61,518 90	48 561	91,925 97	30,407 07	ST
	Jun 5, 09	203 000	35 931	7,294 14	48 561	9,857 88	2,563 74	ST
	Jun 16, 09	312 000	35 920	11,207 04	48 561	15,151 03	3,943 99	ST
	Jul 8, 09	150 000	37 856	5,678 54	48 561	7,284 15	1,605 61	ST
Security total		2,558 000		85,698 62	124,219 03		38,520 41	
NEW WORLD DEVELOPMENT LTD SPON ADR (HONG KONG)								
Symbol NDVLY Exchange OTC								
EAI \$821 Current yield 2 87%	Jun 3, 09	6,959 000	4 182	29,103 93	4 117	28,650 20	-453 73	ST
NEWCREST MINING LTD SPON AUSTRALIA ADR								
Symbol NCMGY Exchange OTC								
EAI \$270 Current yield 0 38%	Mar 30, 09	2,235 000	21 763	48,640 53	31 774	71,014 89	22,374 36	ST
NINTENDO LTD ADR NEW JAPAN ADR								
Symbol NTDOY Exchange OTC								
EAI \$1,799 Current yield 4 23%	Mar 30, 09	945 000	35 610	33,651 92	29 593	27,965 38	-5,686 54	ST
	Jun 18, 09	227 000	33 708	7,651 74	29 593	6,717 61	-934 13	ST
	Jun 29, 09	265 000	34 944	9,260 19	29 593	7,842 14	-1,418 05	ST
Security total		1,437 000		50,563 85		42,525 14	-8,038 72	
NIPPON STEEL CORP UNSPON ADR								
Symbol NISTY Exchange OTC								
EAI \$101 Current yield 0 21%	Oct 16, 09	864 000	39 961	34,526 91	40 281	34,802 78	275 87	ST
	Dec 4, 09	330 000	39 620	13,074 80	40 281	13,292 73	217 93	ST

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Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		1,194,000		47,601.71		48,095.51	493.80	
NIPPON TELEG & TEL CORP SPON ADR								
Symbol NITT Exchange NYSE								
EAI \$956 Current yield 2.91%								
	Mar 30, 09	900,000	19.498	17,549.01	19.740	17,766.00	216.99	ST
	Jun 16, 09	362,000	19.607	7,098.02	19.740	7,145.88	47.86	ST
	Sep 2, 09	404,000	22.034	8,901.86	19.740	7,974.96	-926.90	ST
Security total		1,666,000		33,548.89		32,886.84	-662.05	
NISSAN MTR LTD SPONS ADR JAPAN ADR								
Symbol NSANY Exchange OTC								
	Mar 30, 09	2,554,000	7.328	18,717.76	17.402	44,444.71	25,726.95	ST
	Mar 30, 09	855,000	7.328	6,266.12	17.402	14,878.71	8,612.59	ST
	Jun 16, 09	520,000	11.742	6,106.05	17.402	9,049.04	2,942.99	ST
	Dec 3, 09	734,000	15.851	11,634.63	17.402	12,773.07	1,138.44	ST
Security total		4,663,000		42,724.56		81,145.52	38,420.97	
NOMURA HOLDINGS INC NEW SPON ADR								
Symbol NMR Exchange NYSE								
EAI \$1,934 Current yield 1.64%								
	Mar 30, 09	3,457,000	5.330	18,425.81	7.400	25,581.80	7,155.99	ST
	Jun 11, 09	856,000	9.171	7,851.06	7.400	6,334.40	-1,516.66	ST
	Jun 16, 09	924,000	8.452	7,809.74	7.400	6,837.60	-972.14	ST
	Jul 28, 09	763,000	8.558	6,530.21	7.400	5,646.20	-884.01	ST
	Oct 1, 09	1,828,000	5.863	10,718.11	7.400	13,527.20	2,809.09	ST
	Nov 20, 09	3,223,000	6.680	21,530.28	7.400	23,850.20	2,319.92	ST
	Nov 25, 09	1,780,000	6.702	11,931.16	7.400	13,172.00	1,240.84	ST
	Nov 27, 09	1,185,000	6.893	8,168.21	7.400	8,769.00	600.79	ST
	Dec 3, 09	1,967,000	7.639	15,027.49	7.400	14,555.80	-471.69	ST
Security total		15,983,000		107,992.07		118,274.20	10,282.13	
NOVARTIS AG SPON ADR								
Symbol NVS Exchange NYSE								
EAI \$3,351 Current yield 2.67%								
	Mar 30, 09	1,755,000	36.348	63,792.32	54.430	95,524.65	31,732.33	ST
	Jun 16, 09	252,000	41.252	10,395.73	54.430	13,716.36	3,320.63	ST
	Oct 15, 09	298,000	51.637	15,387.83	54.430	16,220.14	832.31	ST

continued next page



Friendly account name: PFF Newton Intl
Account number: Y1 08377 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		2,305 000		89,575 88		125,461 15	35,885 27	
NTT DOCOMO INC ECH REPSTG								
1/200TH COM SHS SPON ADR								
Symbol DCM Exchange NYSE								
EAI \$2,447 Current yield 3 55%	Mar 30, 09	2,810 000	14 148	39,756 16	13 980	39,283 80	-472 36	ST
	Jun 16, 09	422 000	14 560	6,144 32	13 980	5,899 56	-244 76	ST
	Jul 13, 09	1,119 000	15 208	17,017 86	13 980	15,643 62	-1,374 24	ST
	Sep 8, 09	165 000	15 357	2,533 95	13 980	2,306 70	-227 25	ST
	Sep 9, 09	418 000	15 393	6,434 57	13 980	5,843 64	-590 93	ST
Security total		4,934 000		71,886 86		68,977 32	-2,909 54	
PANASONIC CORP SPON ADR								
Symbol PC Exchange NYSE								
EAI \$439 Current yield 0 86%	Oct 20, 09	2,456 000	14 472	35,543 48	14 350	35,243 60	-299 88	ST
	Oct 29, 09	296 000	13 934	4,124 67	14 350	4,247 60	122 93	ST
	Oct 30, 09	432 000	14 222	6,144 08	14 350	6,199 20	55 12	ST
	Dec 2, 09	175 000	13 323	2,331 58	14 350	2,511 25	179 67	ST
	Dec 3, 09	207 000	13 689	2,833 79	14 350	2,970 45	136 66	ST
Security total		3,566 000		50,977 60		51,172 10	194 50	
PETROLEO BRASILEIRO SA SPON ADR								
Symbol PBR Exchange NYSE								
EAI \$252 Current yield 0 75%	Mar 30, 09	709 000	30 809	21,843 79	47 680	33,805 12	11,961 33	ST
POTASH CORP SASK INC CANADA								
Symbol POT Exchange NYSE								
EAI \$157 Current yield 0 37%	Sep 22, 09	355 000	94 712	33,623 04	108 500	38,517 50	4,894 46	ST
	Nov 18, 09	38 000	113 799	4,324 39	108 500	4,123 00	-201 39	ST
Security total		393 000		37,947 43		42,640 50	4,693 07	
QBE INSURANCE GROUP LTD ORD								
Symbol QBEIF Exchange OTC								
	Mar 31, 09	1,988 000	13 212	26,265 65	23 023	45,769 72	19,504 07	ST
	Jun 16, 09	328 000	15 580	5,110 24	23 023	7,551 54	2,441 30	ST
	Jun 16, 09	311 000	15 459	4,808 03	23 023	7,160 15	2,352 12	ST
Security total		2,627 000		36,183 92		60,481 42	24,297 49	

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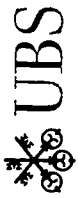
ACCESS
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF Newton Intl
Account number: Y1 08377 1C

Your Financial Advisor:
DUNN/AMIN
212-821-7000

Your assets • **Equities** • **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ROCHE HLDG LTD SPONS ADR SWITZ ADR								
Symbol RHHBY Exchange OTC								
EAI \$2,006 Current yield 1 56%	Mar 30, 09	2,314 000	32 913	76,161 61	42 515	98,379 71	22,218 10	ST
	Jun 16, 09	488 000	33 100	16,152 80	42 515	20,747 32	4,594 52	ST
	Jul 8, 09	215 000	34 418	7,400 00	42 515	9,140 72	1,740 72	ST
Security total		3,017 000		99,714 41		128,267 75	28,553 34	
ROSSI RESIDENCIAL S A								
Symbol RSRZY Exchange OTC								
EAI \$259 Current yield 0 71%	Sep 30, 09	4,950 000	4 048	20,038 10	4 389	21,725 55	1,687 45	ST
	Oct 1, 09	3,395 000	3 871	13,142 05	4 389	14,900 65	1,758 60	ST
Security total		8,345 000		33,180 15		36,626 20	3,446 05	
SANTOS LTD ORD ORD								
Symbol STOSF Exchange OTC								
	May 20, 09	2,236 000	11 322	25,316 22	12 671	28,332 35	3,016 13	ST
	Jun 16, 09	436 000	11 390	4,966 04	12 671	5,524 55	558 51	ST
	Jun 19, 09	657 000	11 983	7,872 96	12 671	8,324 85	451 89	ST
Security total		3,329 000		38,155 22		42,181 75	4,026 53	
SECOM LTD ADR JAPAN ADR								
Symbol SOMLY Exchange OTC								
EAI \$816 Current yield 1 72%	Mar 30, 09	346 000	74 650	25,828 90	94 957	32,855 12	7,026 22	ST
	Jun 16, 09	58 000	81 000	4,698 00	94 957	5,507 51	809 51	ST
	Aug 10, 09	96 000	86 432	8,297 52	94 957	9,115 87	818 35	ST
Security total		500 000		38,824 42		47,478 50	8,654 08	
SMITH & NEPHEW PLC NEW SPON ADR								
Symbol SNN Exchange NYSE								
EAI \$524 Current yield 1 32%	Mar 30, 09	615 000	30 408	18,701 35	51 250	31,518 75	12,817 40	ST
	Jun 16, 09	157 000	37 310	5,857 67	51 250	8,046 25	2,188 58	ST
Security total		772 000		24,559 02		39,565 00	15,005 98	
SONY CORP ADR NEW JAPAN ADR								
Symbol SNE Exchange NYSE								
EAI \$355 Current yield 0 87%	Dec 24, 09	1,414 000	29 257	41,370 11	29 000	41,006 00	-364 11	ST
							continued next page	



Friendly account name: PFF Newton Intl
Account number: Y1 08377 1C

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
STANDARD CHARTERED PLC								
Symbol SCBF Exchange OTC	Mar 30, 09	1,322 000	11 869	15,692 01	25 109	33,194 09	17,502 08	ST
STRABAG AG								
Symbol STAGF Exchange OTC	Mar 30, 09	86 000	191 646	16,481 60	220 000	18,920 00	2,438 40	ST
	Sep 15, 09	5 000	251 288	1,256 44	220 000	1,100 00	-156 44	ST
	Sep 16, 09	47 000	252 949	11,888 61	220 000	10,340 00	-1,548 61	ST
	Sep 30, 09	16 000	260 829	4,173 27	220 000	3,520 00	-653 27	ST
Security total		154 000		33,799 92		33,880 00	80 08	
SUMITOMO MITSUI FINANCIAL GROUP INC ADR								
Symbol SMFIY Exchange OTC								
EAI \$941 Current yield 1 79%	Sep 30, 09	5,541 000	3 455	19,148 59	2 841	15,741 98	-3,406 61	ST
	Oct 9, 09	2,539 000	3 806	9,663 43	2 841	7,213 30	-2,450 13	ST
	Oct 13, 09	7,878 000	3 822	30,113 66	2 841	22,381 40	-7,732 26	ST
	Oct 20, 09	450 000	3 563	1,603 40	2 841	1,278 45	-324 95	ST
	Oct 21, 09	2,049 000	3 555	7,285 83	2 841	5,821 21	-1,464 62	ST
Security total		18,457 000		67,814 91		52,436 33	-15,378 57	
SYNGENTA AG SPON ADR								
Symbol SYT Exchange NYSE								
EAI \$632 Current yield 1 55%	Mar 30, 09	621 000	39 356	24,440 20	56 270	34,943 67	10,503 47	ST
	Jun 16, 09	105 000	48 378	5,079 74	56 270	5,908 35	828 61	ST
Security total		726 000		29,519 94		40,852 02	11,332 08	
TELE NORTE LESTE PARTICIPACOES S A ADR								
Symbol TNE Exchange NYSE								
EAI \$5,117 Current yield 11 49%	Mar 30, 09	935 000	13 381	12,512 08	21 420	20,027 70	7,515 62	ST
	Jun 16, 09	358 000	15 519	5,556 05	21 420	7,668 36	2,112 31	ST
	Jul 17, 09	787 000	14 561	11,459 74	21 420	16,857 54	5,397 80	ST
Security total		2,080 000		29,527 87		44,553 60	15,025 73	
TESCO PLC SPONS ADR UNITED KINGDOM								
Symbol TSCDY Exchange OTC								
EAI \$987 Current yield 2 69%	Mar 30, 09	1,486 000	13 490	20,046 14	20 735	30,812 21	10,766 07	ST
	Jun 16, 09	282 000	17 800	5,019 60	20 735	5,847 27	827 67	ST

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December 2009

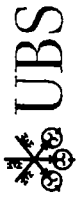
Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF Newton Intl
Account number: Y1 08377 1C

Your Financial Advisor:
DUNNY/AMIN
212-821-7000

Your assets • **Equities** • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
Security total		1,768 000		25,065 74		36,659 48	11,593 74	
THALES SPONS ORD								
Symbol THLEF Exchange OTC	Mar 30, 09	948 000	36 175	34,294 66	51 572	48,890 26	14,595 60	ST
	Jun 16, 09	227 000	45 500	10,328 50	51 572	11,706 84	1,378 34	ST
Security total		1,175 000		44,623 16		60,597 10	15,973 94	
TOSHIBA CORP ADR								
Symbol TOSYY Exchange OTC	Jul 23, 09	743 000	24 500	18,203 95	32 934	24,469 96	6,266 01	ST
	Jul 28, 09	387 000	25 206	9,754 80	32 934	12,745 46	2,990 66	ST
	Jul 29, 09	3 000	25 789	77 37	32 934	98 80	21 43	ST
	Jul 31, 09	681 000	26 542	18,075 65	32 934	22,428 05	4,352 40	ST
	Oct 22, 09	128 000	35 987	4,606 41	32 934	4,215 55	-390 86	ST
Security total		1,942 000		50,718 18		63,957 82	13,239 64	
TOTAL S A FRANCE SPON ADR								
Symbol TOT Exchange NYSE	Mar 30, 09	1,062 000	48 075	51,056 61	64 040	68,010 48	16,953 87	ST
EAI \$3,556 Current yield 4 34%	Jun 16, 09	161 000	54 589	8,788 91	64 040	10,310 44	1,521 53	ST
	Dec 21, 09	57 000	62 660	3,571 62	64 040	3,650 28	78 66	ST
Security total		1,280 000		63,417 14		81,971 20	18,554 06	
ULTRA ELECTRONICS HLDGS PLC ADR								
Symbol UEHPY Exchange OTC	Apr 16, 09	940 000	8 926	8,391 10	11 102	10,435 88	2,044 78	ST
EAI \$176 Current yield 0 60%	Apr 17, 09	1,165 000	8 885	10,351 84	11 102	12,933 83	2,581 99	ST
	Apr 20, 09	529 000	8 615	4,557 39	11 102	5,872 96	1,315 57	ST
Security total		2,634 000		23,300 33		29,242 66	5,942 34	
UNILEVER NV N Y SHS NEW								
NETHERLANDS SPON SPON ADR								
Symbol UN Exchange NYSE	Mar 30, 09	1,033 000	18 807	19,427 84	32 330	33,396 89	13,969 05	ST
EAI \$1,830 Current yield 2 86%	Jun 5, 09	689 000	24 698	17,017 13	32 330	22,275 37	5,258 24	ST
	Jun 16, 09	259 000	24 300	6,293 70	32 330	8,373 47	2,079 77	ST
Security total		1,981 000		42,738 67		64,045 73	21,307 06	

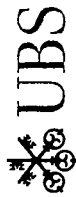
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Friendly account name: PFF Newton Intl
Account number: Y1 08377 1C

Your assets ▶ **Equities** ▶ **Common stock** (continued)

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
VODAFONE GROUP PLC NEW SPON ADR								
Symbol VOD Exchange OTC								
EAI \$6,290 Current yield 5.59%	Mar 30, 09	3,468,000	16.527	57,316.68	23.090	80,076.12	22,759.44	ST
	Jun 16, 09	561,000	18.798	10,546.01	23.090	12,953.49	2,407.48	ST
	Sep 8, 09	316,000	22.649	7,157.24	23.090	7,296.44	139.20	ST
	Dec 2, 09	527,000	23.993	12,644.42	23.090	12,168.43	-475.99	ST
Security total		4,872,000		87,664.35		112,494.48	24,830.13	
WHITE ENERGY CO LTD								
Symbol WECFF Exchange OTC								
	Nov 12, 09	3,855,000	2.611	10,068.49	2.158	8,319.09	-1,749.40	ST
	Nov 13, 09	1,940,000	2.578	5,001.51	2.158	4,186.52	-814.99	ST
	Nov 16, 09	1,405,000	2.598	3,651.45	2.158	3,031.99	-619.46	ST
	Nov 17, 09	1,190,000	2.578	3,068.30	2.158	2,568.02	-500.28	ST
	Nov 18, 09	1,575,000	2.549	4,015.94	2.158	3,398.85	-617.09	ST
	Nov 19, 09	750,000	2.561	1,921.13	2.158	1,618.50	-302.63	ST
	Nov 20, 09	1,340,000	2.548	3,415.12	2.158	2,891.72	-523.40	ST
	Nov 23, 09	1,294,000	2.530	3,274.60	2.158	2,792.45	-482.15	ST
Security total		13,349,000		34,416.54		28,807.14	-5,609.40	
YAHOO JAPAN CORP ADR								
Symbol YAHOOY Exchange OTC								
	Jul 29, 09	307,000	114.107	35,030.88	99.583	30,571.98	-4,458.90	ST
	Oct 28, 09	54,000	105.467	5,695.26	99.583	5,377.48	-317.78	ST
Security total		361,000		40,726.14		35,949.46	-4,776.68	
ZURICH FINANCIAL SVCS SPON ADR								
Symbol ZFSVY Exchange OTC								
EAI \$1,658 Current yield 3.61%	Mar 30, 09	1,823,000	14.974	27,298.88	21.911	39,943.75	12,644.87	ST
	Jun 16, 09	273,000	17.900	4,886.70	21.911	5,981.70	1,095.00	ST
Security total		2,096,000		32,185.58		45,925.45	13,739.87	
Total				\$3,501,489.29		\$4,269,500.42	\$768,011.16	
Total estimated annual income: \$76,598								



ACCESS
December 2009

Account name: PAULEY FAMILY FOUNDATION
Friendly account name: PFF Newton Intl
Account number: Y1 08377 1C

Your Financial Advisor:
DUNNY AMIN
212-821-7000

Your assets • Equities (continued)

Closed end mutual funds

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized gain or loss (\$)	Holding period
ISHARES INC MSCI JAPAN INDEX FD								
Symbol EWJ Exchange NYSE								
EAI \$3,357 Current yield 1.81%								
	Mar 30, 09	7,831 000	7 952	62,279 16	9 740	76,273 94	13,994 78	ST
	Jun 16, 09	3,065 000	9 390	28,780 35	9 740	29,853 10	1,072 75	ST
	Dec 4, 09	8,177 000	10 020	81,938 45	9 740	79,643 98	-2,294 47	ST
Security total		19,073 000		172,997 96		185,771 02	12,773 06	

Your total assets

Cash	Value on Dec 31 (\$)	Percentage of your account	Cost basis (\$)	Estimated annual income (\$)	Unrealized gain or loss (\$)
Cash and money balances	237,857.73	5.07%	237,857.73		
Common stock	4,269,500 42		3,501,489 29	76,598 00	768,011 16
Closed end mutual funds	185,771 02		172,997 96	3,357 00	12,773 06
Total equities	4,455,271.44	94.93%	3,674,487.25	79,955.00	780,784.22
Total	\$4,693,129.17	100.00%	\$3,912,344.98	\$79,955.00	\$780,784.22

Account activity this month

For more information about the price/value shown for restricted securities, see *Important information about your statement* at the end of this document

Date	Activity	Description	Your expense code	Quantity/ Face value	Price/Value (\$)	Cash amount (\$)	Cash and money balance (\$)
Nov 30		Cash and money balance					\$177,552.92
Dec 1	Bought	ANGLO AMERN PLC NEW ADR					
		Average Priced Trade		175 000	22 385500	-3,917 46	
Dec 1	Fee	NTT DOCOMO INC ECH REPSTG 1/200TH COM SHS SPON ADR				-17 27	
Dec 1	Foreign Tax Withheld	NTT DOCOMO INC ECH REPSTG 1/200TH COM SHS SPON ADR				-100 68	
Dec 1	Foreign Dividend	NTT DOCOMO INC ECH REPSTG 1/200TH COM SHS SPON ADR PAID ON 4934				1,438 32	

continued next page

Application for Extension of Time To File an Exempt Organization Return

► **File a separate application for each return.**

OMB No. 1545-1702

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒  
• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 9808.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization The Pauley Family Foundation	Employer identification number 54 : 1685158
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o S.F. Pauley, 314 St. David's Lane	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Richmond, VA 23221	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ► **S.F. Pauley**

Telephone No. ▶ (804) 359-0800 FAX No. ▶ ()

- If the organization does not have an office or place of business in the United States, check this box ☐
 • If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until August 15th, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ▶ ☒ calendar year 2009...or
- ▶ ☐ tax year beginning, 20, and ending, 20

- 2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 10,000
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 35,179
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ None

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Notic.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print Fill in by the extended due date for filing the return. See instructions.	Name of Exempt Organization The Pauley Family Foundation	Employer Identification number 54 : 1685158
	Number, street, and room or suite no. If a P.O. box, see instructions. c/o S.F. Pauley, 314 St. David's Lane	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Richmond, VA 23221	

Check type of return to be filed (File a separate application for each return):

- | | | | |
|--------------------------------------|---|--------------------------------------|------------------------------------|
| ☐ Form 990 | ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 6069 |
| ☐ Form 990-BL | ☐ Form 990-T (sec. 401(a) or 408(a) trust) | ☐ Form 4720 | ☐ Form 8870 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 5227 | |

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **Stanley F. Pauley**
Telephone No. **(804) 359-0800** FAX No. **()**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **November 15th**, 20**10**.
- 5 For calendar year **2009**, or other tax year beginning **_____**, 20**_____** and ending **_____**, 20**_____**.
- 6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- 7 State in detail why you need the extension. **The Pauley Family Foundation has alternative investments that have not yet issued K-1's for 2009. Those K-1's are necessary in order to file a complete and accurate tax return.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	10,000
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	35,179
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	NONE

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Philip J. Wallin** Title **CPA** Date **7/16/10**

Form **8868** (Rev. 4-2009)