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Form **990-PF**

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

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

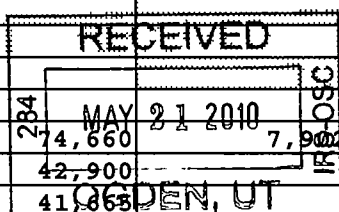
For calendar year 2009, or tax year beginning , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BOUNCEBACK KIDS		A Employer identification number 56-1969865
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1289 FORDHAM BOULEVARD, #317		B Telephone number (see page 10 of the instructions) 919-302-4314
	City or town, state, and ZIP code CHAPEL HILL NC 27514		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation			
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 304,178		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	70,026			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	99	99	99	
	4 Dividends and interest from securities	7,803	7,803	7,803	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 STMT 1	-3,268			
	b Gross sales price for all assets on line 6a 73,666				
	7 Capital gain net income (from Part IV, line 2)		0		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns & 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		74,660	7,902	7,902	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	42,900			
	14 Other employee salaries and wages	41,665			41,665
	15 Pension plans, employee benefits	7,250			7,250
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	1,130			1,130
	c Other professional fees (attach schedule) STMT 3	17,370			17,370
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 4	120			120
	19 Depreciation (attach schedule) and depletion STMT 5	1,030			
	20 Occupancy	528			528
	21 Travel, conferences, and meetings	1,849			1,849
	22 Printing and publications	793			793
23 Other expenses (att sch) STMT 6	24,626	4,121	4,121	20,505	
24 Total operating and administrative expenses. Add lines 13 through 23	139,261	4,121	4,121	91,210	
25 Contributions, gifts, grants paid	0			0	
26 Total expenses and disbursements. Add lines 24 and 25	139,261	4,121	4,121	91,210	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-64,601				
b Net investment income (if negative, enter -0-)		3,781			
c Adjusted net income (if negative, enter -0-)			3,781		

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Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	8,324	6,870	6,870
	2	Savings and temporary cash investments	22,386	23,504	23,504
	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 (att schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule) SEE STMT 7	308,533	243,642	265,571
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 8,233 Less: accumulated depreciation (attach sch) ▶ STMT 8 5,661	3,601	2,572	8,233
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	342,844	276,588	304,178	
Liabilities	17	Accounts payable and accrued expenses	4,672	3,017	
	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)	4,672	3,017	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	338,172	273,571	
30	Total net assets or fund balances (see page 17 of the instructions)	338,172	273,571		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	342,844	276,588		

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	338,172
2	Enter amount from Part I, line 27a	2	-64,601
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	273,571
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	273,571

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 N/A				
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				(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss) [If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7]			2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8]			3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	76,777		
2007	75,404		
2006	84,102		
2005			
2004			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	38
7 Add lines 5 and 6	7	38
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.	8	91,210

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter. (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	38
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0
3	Add lines 1 and 2	3	38
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	38
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	
b	Exempt foreign organizations—tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	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) NC		
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

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? Website address ► WWW.BOUNCEBACKKIDS.ORG	13	X	
14	The books are in care of ► LISA BRACHMAN 1289 FORDHAM BOULEVARD, #317 Located at ► CHAPEL HILL, NC	Telephone no. ► 919-644-0430 ZIP+4 ► 27514		
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 ► <input type="checkbox"/>		

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
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? N/A	1c	
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? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No If "Yes," list the years ► 20 06 , 20 07 , 20 08 , 20		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of the instructions.)	2b	X
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20 , 20 , 20 , 20		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

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

If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
SEE STATEMENT 9				

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

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

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

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

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

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

Total number of others receiving over \$50,000 for professional services ▶

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 SEE STATEMENT 10	91,210
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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 N/A	
2	
3 All other program-related investments See page 24 of the instructions	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	0
b	Average of monthly cash balances	1b	0
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	0
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	0
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	0
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	0
6	Minimum investment return. Enter 5% of line 5	6	0

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	
2a	Tax on investment income for 2009 from Part VI, line 5	2a	38
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	38
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	-38
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	-38
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	-38

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	91,210
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	91,210
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	38
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	91,172

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				- 38
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006			84,122	
d From 2007			75,756	
e From 2008			77,155	
f Total of lines 3a through e	237,033			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>91,210</u>				
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				- 38
e Remaining amount distributed out of corpus	91,248			
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	328,281			
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				0
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	328,281			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006			84,122	
c Excess from 2007			75,756	
d Excess from 2008			77,155	
e Excess from 2009			91,248	

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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

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

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

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

1 Information Regarding Foundation Managers:

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

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:
N/A

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

c Any submission deadlines:
N/A

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

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 N/A				
Total			▶ 3a	
b Approved for future payment N/A				
Total			▶ 3b	

Schedule B
 (Form 990, 990-EZ,
 or 990-PF)
 Department of the Treasury
 Internal Revenue Service

Schedule of Contributors
 ▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization BOUNCEBACK KIDS	Employer identification number 56-1969865
---	--

Organization type (check one):

- | | | |
|--------------------|-------------------------------------|--|
| Filers of: | Section: | |
| Form 990 or 990-EZ | <input type="checkbox"/> | 501(c)() (enter number) organization |
| | <input type="checkbox"/> | 4947(a)(1) nonexempt charitable trust not treated as a private foundation |
| | <input type="checkbox"/> | 527 political organization |
| Form 990-PF | <input checked="" type="checkbox"/> | 501(c)(3) exempt private foundation |
| | <input type="checkbox"/> | 4947(a)(1) nonexempt charitable trust treated as a private foundation |
| | <input type="checkbox"/> | 501(c)(3) taxable private foundation |

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

- For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box in the heading of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization BOUNCEBACK KIDS	Employer identification number 56-1969865
--	---

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	MURRAY FAMILY FOUNDATION P.O. BOX 227 OWINGS MD 20736	\$ 23,400	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	DUKE-CAROLINA STUDENT BASKETBALL MARATHON P.O. BOX 1042 CHAPEL HILL NC 27514	\$ 14,031	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Form **4562**

Department of the Treasury
Internal Revenue Service

(99)

Depreciation and Amortization
(Including Information on Listed Property)

OMB No 1545-0172

2009

Attachment
Sequence No **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return **BOUNCEBACK KIDS** Identifying number **56-1969865**

Business or activity to which this form relates

INDIRECT DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: If you have any listed property, complete Part V before you complete Part I.

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	800,000
4	Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instr.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	1,030
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B—Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs.	MM	S/L	
				MM	S/L	

Section C—Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations—see instructions	22	1,030
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

For Paperwork Reduction Act Notice, see separate instructions.

Form **4562** (2009)

DAA

THERE ARE NO AMOUNTS FOR PAGE 2

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Whom Sold	Description	Date Acquired	Date Sold	How Received	Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
SEE ATTACHED SCHEDULE		VARIOUS	VARIOUS	PURCHASE	54,851 \$	48,108 \$	\$	\$	6,743
SEE ATTACHED SCHEDULE		VARIOUS	VARIOUS	PURCHASE	18,815	28,826			-10,011
TOTAL					\$ 73,666	\$ 76,934	\$ 0	\$ 0	-\$ 3,268

Statement 2 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	\$ 1,130	\$	\$	\$ 1,130
TOTAL	\$ 1,130	\$ 0	\$ 0	\$ 1,130

Statement 3 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT OTHER PROFESSIONAL FEES	\$ 17,370	\$	\$	\$ 17,370
TOTAL	\$ 17,370	\$ 0	\$ 0	\$ 17,370

Statement 4 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
LICENSES AND PERMITS	\$ 120	\$	\$	\$ 120
TOTAL	\$ 120	\$ 0	\$ 0	\$ 120

Federal Statements

Statement 5 - Form 990-PF, Part I, Line 19 - Depreciation

Date Acquired	Description	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
1/11/06	FITNESS EQUIPMENT	2,916	1,641	200DB	7	364		
1/24/06	FITNESS EQUIPMENT	3,216	1,810	200DB	7	402		
1/30/06	WALL PULLEY	106	59	200DB	7	14		
3/26/06	FITNESS EQUIPMENT	1,995	1,122	200DB	7	250		
TOTAL		\$ 8,233	\$ 4,632			\$ 1,030	\$ 0	\$ 0

Statement 6 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	
BANK CHARGES	396			396
DUES AND SUBSCRIPTIONS	2,545			2,545
EQUIPMENT RENTAL	50			50
INSURANCE	893			893
MISCELLANEOUS	1,624			1,624
OFFICE SUPPLIES	13,389			13,389
POSTAGE AND DELIVERY	700			700
REPAIRS	50			50
TELEPHONE	858			858
INVESTMENT FEES	4,121	4,121	4,121	
TOTAL	\$ 24,626	\$ 4,121	\$ 4,121	\$ 20,505

Federal Statements

Statement 7 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

<u>Description</u>	<u>Beginning of Year</u>	<u>End of Year</u>	<u>Basis of Valuation</u>	<u>Fair Market Value</u>
INVESTMENTS	\$ 308,533	\$ 243,642	COST	\$ 265,571
TOTAL	<u>\$ 308,533</u>	<u>\$ 243,642</u>		<u>\$ 265,571</u>

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
	\$ 3,601	\$ 8,233	\$ 5,661	\$ 8,233
TOTAL	<u>\$ 3,601</u>	<u>\$ 8,233</u>	<u>\$ 5,661</u>	<u>\$ 8,233</u>

2066 Bounceback Kids
56-1969865
FYE: 12/31/2009

Federal Statements

5/10/2010 2:19 PM

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
NANCY BUTTERS 318 VILLA DRIVE DURHAM NC 27712	MEMBER	2.00	0	0	0
HENRY FRIEDMAN, M.D. 1808 FAISON ROAD DURHAM NC 27705	PAST CO-CHAI	2.00	0	0	0
KIRK MICHEL 209 E. TRYON STREET HILLSBOROUGH NC 27278	TREASURER	2.00	0	0	0
BARRY ROBERTS 207 STAGECOACH ROAD CHAPEL HILL NC 27514	MEMBER	2.00	0	0	0
PATRICK TOGNI 203 BAYNES COURT CHAPEL HILL NC 27517	CHAIR	2.00	0	0	0
JENNIFER WILLIAMS 2 PILLING PLACE DURHAM NC 27707	SECRETARY	2.00	0	0	0
LISA BRACHMAN 201 STAGECOACH RD CHAPEL HILL NC 27514	EXEC DIR	40.00	42,900	0	0
KEVIN LEIBEL 125 TIMBERHILL PLACE CHAPEL HILL NC 27514	MEMBER	2.00	0	0	0
LISA SALZMAN 1814 FAISON ROAD DURHAM NC 27705	MEMBER	2.00	0	0	0
JAMES A. STOCKMAN III	MEMBER	2.00	0	0	0

2066 Bounceback Kids
56-1969865
FYE: 12/31/2009

5/10/2010 2:19 PM

Federal Statements

Statement 9 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees,
Etc. (continued)

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
111 SILVER CEDAR COURT CHAPEL HILL NC 27514					

Federal Statements

Statement 10 - Form 990-PF, Part IX-A, Line 1 - Summary of Direct Charitable Activities

Description

TEACHES LIFE SKILLS THROUGH ATHLETICS TO CHILDREN WITH
LIFE THREATENING ILLNESSES. HOOP DREAMS PROVIDES
BASKETBALL SKILLS INSTRUCTION AS WELL AS PERSONAL FITNESS
TRAINING.

Realized 640 -070827 BOUNCEBACK KIDS

[Login](#)Office : 640 Account : Gain & Loss: Realized Date : Year 2009 Realized Gain and Loss**Year 2009 Gain and Loss**

Security Name	Quantity	Date Acquired	Date Sold	Total Cost	Adjusted Cost	Proceeds	G/(L) Amount	Holding Period
Short-Term Gain/Loss								
ACTIVISION BLIZZARD INC	12.000	12/16/08	5/15/09	113.98	113.98	138.71	24.73	Short
	12.000	12/16/08	8/13/09	113.98	113.98	149.87	35.89	Short
	24.000			227.96	227.96	288.58	60.62	
ADOBE SYSTEMS	6.000	12/16/08	5/15/09	127.08	127.08	156.08	29.00	Short
	6.000	12/16/08	8/13/09	127.08	127.08	197.69	70.61	Short
	12.000			254.16	254.16	353.77	99.61	
AMERICA MOVIL SA DE CV ADR L	5.000	12/16/08	5/15/09	158.50	158.50	176.94	18.44	Short
	4.000	12/16/08	8/13/09	126.80	126.80	181.19	54.39	Short
	9.000			285.30	285.30	358.13	72.83	
AMGEN INC	3.000	12/16/08	5/15/09	173.70	173.70	144.50	(29.20)	Short
	2.000	12/16/08	8/13/09	115.80	115.80	124.33	8.53	Short
	5.000			289.50	289.50	268.83	(20.67)	
APPLE INC	2.000	12/16/08	5/15/09	189.18	189.18	247.43	58.25	Short
	2.000	12/16/08	8/13/09	189.18	189.18	335.25	146.07	Short
	4.000			378.36	378.36	582.68	204.32	
ARCHER DANIELS MIDLAND	3.000	12/16/08	1/27/09	81.32	81.32	83.33	2.01	Short
	13.000	12/16/08	5/15/09	352.38	352.38	326.81	(25.57)	Short
	12.000	12/16/08	8/13/09	325.27	325.27	338.39	13.12	Short
	28.000			758.97	758.97	748.53	(10.44)	
AT&T INC	22.000	12/16/08	5/15/09	597.70	597.70	548.88	(48.82)	Short
	21.000	12/16/08	8/13/09	570.53	570.53	532.33	(38.20)	Short
	43.000			1,168.23	1,168.23	1,081.21	(87.02)	
BECTON DICKINSON & CO	1.000	12/16/08	1/27/09	66.55	66.55	74.02	7.47	Short
	2.000	12/16/08	5/15/09	133.10	133.10	130.93	(2.17)	Short
	2.000	12/16/08	8/13/09	133.10	133.10	132.29	(0.81)	Short
	5.000			332.75	332.75	337.24	4.49	
COACH INC	7.000	12/16/08	5/15/09	140.14	140.14	163.86	23.72	Short
	7.000	12/16/08	8/13/09	140.14	140.14	206.56	66.42	Short
	14.000			280.28	280.28	370.42	90.14	
COVIDIEN LTD	4.000	12/16/08	1/27/09	137.24	137.24	149.87	12.63	Short
	5.000	12/16/08	5/15/09	171.55	171.55	181.64	10.09	Short
	9.000			308.79	308.79	331.51	22.72	
COVIDIEN PLC NEW	5.000	12/16/08	8/13/09	171.55	171.55	196.44	24.89	Short
DENTSPLY INTERNATIONAL INC	3.000	12/16/08	1/27/09	78.15	78.15	83.23	5.08	Short
	5.000	12/16/08	5/15/09	130.25	130.25	147.39	17.14	Short

	4.000	12/16/08	8/13/09	104.20	104.20	131.71	27.51	Short
	12.000			312.60	312.60	362.33	49.73	
DEVON ENERGY CORP NEW	6.000	12/16/08	5/15/09	412.02	412.02	351.77	(60.25)	Short
	6.000	12/16/08	8/13/09	412.02	412.02	386.81	(25.21)	Short
	12.000			824.04	824.04	738.58	(85.46)	
FRANKLIN RESOURCES INC	3.000	12/16/08	5/15/09	176.01	176.01	182.18	6.17	Short
	2.000	12/16/08	8/13/09	117.34	117.34	189.09	71.75	Short
	5.000			293.35	293.35	371.27	77.92	
GENENTECH INC	1.000	12/16/08	1/27/09	76.90	76.90	83.41	6.51	Short
	17.000	12/16/08	4/24/09	1,307.30	1,307.30	1,615.00	307.70	Short
	18.000			1,384.20	1,384.20	1,698.41	314.21	
GOLDMAN SACHS GRP INC	3.000	12/16/08	5/15/09	221.58	221.58	407.23	185.65	Short
	3.000	12/16/08	8/13/09	221.58	221.58	492.52	270.94	Short
	6.000			443.16	443.16	899.75	456.59	
HEALTH CARE SEL SECT SPDR FD	4.000	12/16/08	1/27/09	101.72	101.72	106.19	4.47	Short
	9.000	12/16/08	5/15/09	228.87	228.87	227.51	(1.36)	Short
	9.000	12/16/08	8/13/09	228.87	228.87	249.65	20.78	Short
	22.000			559.46	559.46	583.35	23.89	
HENRY SCHEIN INC	2.000	12/16/08	1/27/09	69.00	69.00	75.77	6.77	Short
	3.000	12/16/08	5/15/09	103.50	103.50	132.23	28.73	Short
	3.000	12/16/08	8/13/09	103.50	103.50	153.98	50.48	Short
	8.000			276.00	276.00	361.98	85.98	
HEWLETT PACKARD	4.000	12/16/08	5/15/09	141.96	141.96	140.51	(1.45)	Short
	3.000	12/16/08	8/13/09	106.47	106.47	132.83	26.36	Short
	7.000			248.43	248.43	273.34	24.91	
INTL BUSINESS MACHINES CORP	2.000	12/16/08	5/15/09	168.78	168.78	203.41	34.63	Short
	2.000	12/16/08	8/13/09	168.78	168.78	238.25	69.47	Short
	4.000			337.56	337.56	441.66	104.10	
ISHARES BARCLAYS MBS BOND FUND	15.000	12/16/08	5/15/09	1,568.55	1,568.55	1,589.35	20.80	Short
	15.000	12/16/08	8/13/09	1,568.55	1,568.55	1,580.50	11.95	Short
	30.000			3,137.10	3,137.10	3,169.85	32.75	
ISHARES S&P PREF STK INDX	63.000	12/16/08	5/15/09	1,666.98	1,666.98	1,816.24	149.26	Short
	62.000	12/16/08	8/13/09	1,640.52	1,640.52	2,229.46	588.94	Short
	125.000			3,307.50	3,307.50	4,045.70	738.20	
ITT CORP	3.000	12/16/08	5/15/09	132.90	132.90	122.42	(10.48)	Short
	3.000	12/16/08	8/13/09	132.90	132.90	147.59	14.69	Short
	6.000			265.80	265.80	270.01	4.21	
JOHNSON & JOHNSON	6.000	12/16/08	5/15/09	350.52	350.52	332.03	(18.49)	Short
	6.000	12/16/08	8/13/09	350.52	350.52	361.49	10.97	Short
	12.000			701.04	701.04	693.52	(7.52)	
KROGER CO	7.000	12/16/08	5/15/09	181.79	181.79	153.57	(28.22)	Short
	7.000	12/16/08	8/13/09	181.79	181.79	149.09	(32.70)	Short
	14.000			363.58	363.58	302.66	(60.92)	
LOCKHEED MARTIN CORP	2.000	1/27/09	5/15/09	164.54	164.54	158.83	(5.71)	Short

	2.000	1/27/09	8/13/09	164.54	164.54	150.67	(13.87)	Short
	4.000			329.08	329.08	309.50	(19.58)	
LOWES COMPANIES INC	12.000	12/16/08	5/15/09	266.50	266.50	221.87	(44.63)	Short
	11.000	12/16/08	8/13/09	244.29	244.29	252.44	8.15	Short
	23.000			510.79	510.79	474.31	(36.48)	
MARATHON OIL CO	11.000	12/16/08	1/27/09	279.29	279.29	312.94	33.65	Short
	8.000	12/16/08	5/15/09	203.12	203.12	229.43	26.31	Short
	8.000	12/16/08	8/13/09	203.12	203.12	248.23	45.11	Short
	27.000			685.53	685.53	790.60	105.07	
MONSANTO CO/NEW	2.000	12/16/08	5/15/09	148.42	148.42	177.49	29.07	Short
	2.000	12/16/08	8/13/09	148.42	148.42	169.43	21.01	Short
	4.000			296.84	296.84	346.92	50.08	
NATIONAL SEMICONDUCTOR	11.000	12/16/08	5/15/09	122.41	122.41	130.67	8.26	Short
	11.000	12/16/08	8/13/09	122.41	122.41	164.66	42.25	Short
	22.000			244.82	244.82	295.33	50.51	
NUVASIVE INC	3.000	12/16/08	5/15/09	112.23	112.23	108.02	(4.21)	Short
	3.000	12/16/08	8/13/09	112.23	112.23	124.01	11.78	Short
	6.000			224.46	224.46	232.03	7.57	
ORACLE CORP	7.000	12/16/08	5/15/09	118.09	118.09	128.93	10.84	Short
	7.000	12/16/08	8/13/09	118.09	118.09	152.73	34.64	Short
	14.000			236.18	236.18	281.66	45.48	
PROSHARES ULTRASHORT LEHMAN 20	28.000	12/16/08	1/27/09	1,143.52	1,143.52	1,214.14	70.62	Short
	37.000	12/16/08	5/15/09	1,511.08	1,511.08	1,828.86	317.78	Short
	36.000	12/16/08	8/13/09	1,470.24	1,470.24	1,863.67	393.43	Short
	383.000	12/16/08	8/24/09	15,641.72	15,641.72	18,511.06	2,869.34	Short
	484.000			19,766.56	19,766.56	23,417.73	3,651.17	
PUBLIC SERVICE ENTERPRISE GP	3.000	12/16/08	1/27/09	88.56	88.56	97.67	9.11	Short
	4.000	12/16/08	5/15/09	118.08	118.08	126.43	8.35	Short
	4.000	12/16/08	8/13/09	118.08	118.08	126.11	8.03	Short
	11.000			324.72	324.72	350.21	25.49	
SCHLUMBERGER LTD	3.000	12/16/08	8/13/09	124.26	124.26	163.10	38.84	Short
SPDR SERIES TRUST DB INT GVT	35.000	12/16/08	5/15/09	1,637.65	1,637.65	1,725.80	88.15	Short
	34.000	12/16/08	8/13/09	1,590.86	1,590.86	1,849.55	258.69	Short
	69.000			3,228.51	3,228.51	3,575.35	346.84	
UTILITIES SEL SECT SPDR FUND	3.000	12/16/08	1/27/09	86.34	86.34	88.94	2.60	Short
	12.000	12/16/08	5/15/09	345.36	345.36	311.63	(33.73)	Short
	12.000	12/16/08	8/13/09	345.36	345.36	347.63	2.27	Short
	27.000			777.06	777.06	748.20	(28.86)	
VANGUARD INTERMEDIATE TERM BND	4.000	12/16/08	1/27/09	305.68	305.68	311.83	6.15	Short
	21.000	12/16/08	5/15/09	1,604.82	1,604.82	1,619.28	14.44	Short
	20.000	12/16/08	8/13/09	1,528.40	1,528.40	1,564.75	36.35	Short
	45.000			3,438.90	3,438.90	3,495.84	56.94	
WEATHERFORD INTERNATIONAL LTD	11.000	12/16/08	5/15/09	113.83	113.83	197.99	84.16	Short
	10.000	12/16/08	8/13/09	103.48	103.48	193.09	89.61	Short
	21.000			217.31	217.31	391.08	173.77	
WEATHERFORD INTL INC BERMUDA	8.000	12/16/08	1/27/09	82.78	82.78	89.36	6.58	Short

WELLS FARGO & CO NEW	7.000	12/16/08	5/15/09	188.65	188.65	174.92	(13.73)	Short	
	7.000	12/16/08	8/13/09	188.65	188.65	192.70	4.05	Short	
	14.000			377.30	377.30	367.62	(9.68)		
3M COMPANY	3.000	12/16/08	5/15/09	166.65	166.65	174.08	7.43	Short	
	3.000	12/16/08	8/13/09	166.65	166.65	217.91	51.26	Short	
	6.000			333.30	333.30	391.99	58.69		
Sub Total, Short Term				48,108.07	48,108.07	54,850.58	6,742.51		
Long-Term Gain/Loss									
ABBOTT LABORATORIES	2.000	1/30/07	1/27/09	106.34	106.34	109.15	2.81	Long	
	6.000	1/30/07	5/15/09	319.02	319.02	261.23	(57.79)	Long	
	5.000	1/30/07	8/13/09	265.85	265.85	218.94	(46.91)	Long	
	13.000			691.21	691.21	589.32	(101.89)		
ALCOA INC	17.000	1/30/07	5/15/09	550.29	550.29	154.69	(395.60)	Long	
	3.000	1/30/07	5/15/09	97.11	97.11	27.30	(69.81)	Long	
	19.000	1/30/07	8/13/09	615.03	615.03	254.21	(360.82)	Long	
	39.000			1,262.43	1,262.43	436.20	(826.23)		
AMERICAN TOWER CP CLASS A	6.000	1/30/07	1/27/09	239.34	239.34	181.73	(57.61)	Long	
	4.000	1/30/07	5/15/09	159.56	159.56	113.47	(46.09)	Long	
	4.000	1/30/07	8/13/09	159.56	159.56	129.07	(30.49)	Long	
	14.000			558.46	558.46	424.27	(134.19)		
AUTOMATIC DATA PROCESSING INC	3.000	1/30/07	5/15/09	128.23	128.23	108.62	(19.61)	Long	
	3.000	1/30/07	8/13/09	128.23	128.23	114.77	(13.46)	Long	
	6.000			256.46	256.46	223.39	(33.07)		
BANK OF NEW YORK MELLON CORP	19.000	1/30/07	5/15/09	803.79	803.79	527.04	(276.75)	Long	
	18.000	1/30/07	8/13/09	761.48	761.48	523.78	(237.70)	Long	
	37.000			1,565.27	1,565.27	1,050.82	(514.45)		
BAXTER INTL INC	9.000	1/30/07	1/27/09	444.56	444.56	527.12	82.56	Long	
	6.000	1/30/07	5/15/09	296.38	296.38	299.39	3.01	Long	
	6.000	1/30/07	8/13/09	296.38	296.38	329.33	32.95	Long	
	21.000			1,037.32	1,037.32	1,155.84	118.52		
CISCO SYS INC	14.000	1/30/07	5/15/09	368.06	368.06	251.15	(116.91)	Long	
	13.000	1/30/07	8/13/09	341.77	341.77	279.23	(62.54)	Long	
	27.000			709.83	709.83	530.38	(179.45)		
COCA COLA CO	3.000	5/4/07	5/15/09	159.60	159.60	134.39	(25.21)	Long	
	3.000	5/4/07	8/13/09	159.60	159.60	142.97	(16.63)	Long	
	6.000			319.20	319.20	277.36	(41.84)		
CONOCOPHILLIPS	8.000	1/30/07	5/15/09	526.08	526.08	351.75	(174.33)	Long	
	8.000	1/30/07	8/13/09	526.08	526.08	349.91	(176.17)	Long	
	16.000			1,052.16	1,052.16	701.66	(350.50)		
CVS CAREMARK CORP	4.000	1/30/07	1/27/09	132.12	132.12	110.91	(21.21)	Long	
	6.000	1/30/07	5/15/09	198.18	198.18	182.39	(15.79)	Long	
	11.000	1/30/07	5/15/09	363.33	363.33	334.39	(28.94)	Long	
	16.000	1/30/07	8/13/09	528.48	528.48	554.70	26.22	Long	
	37.000			1,222.11	1,222.11	1,182.39	(39.72)		
EXXON MOBIL CORP	9.000	1/30/07	5/15/09	670.41	670.41	621.79	(48.62)	Long	
	9.000	1/30/07	8/13/09	670.41	670.41	617.56	(52.85)	Long	

	18.000			1,340.82	1,340.82	1,239.35	(101.47)	
FEDEX CORP	3.000	1/30/07	5/15/09	327.09	327.09	158.54	(168.55)	Long
	3.000	1/30/07	8/13/09	327.09	327.09	198.26	(128.83)	Long
	6.000			654.18	654.18	356.80	(297.38)	
GENERAL ELECTRIC CO	30.000	1/30/07	5/15/09	1,077.00	1,077.00	384.59	(692.41)	Long
	30.000	1/30/07	8/13/09	1,077.00	1,077.00	425.08	(651.92)	Long
	60.000			2,154.00	2,154.00	809.67	(1,344.33)	
GENL DYNAMICS CORP	27.000	1/30/07	1/27/09	2,077.65	2,077.65	1,501.03	(576.62)	Long
GILEAD SCIENCE	1.000	1/30/07	1/27/09	31.68	31.68	47.99	16.31	Long
	3.000	1/30/07	5/15/09	95.03	95.03	130.73	35.70	Long
	3.000	1/30/07	8/13/09	95.03	95.03	136.01	40.98	Long
	7.000			221.74	221.74	314.73	92.99	
HARTFORD FIN SERS GRP INC	16.000	1/30/07	5/15/09	1,514.56	1,514.56	239.51	(1,275.05)	Long
	15.000	1/30/07	8/13/09	1,419.90	1,419.90	292.64	(1,127.26)	Long
	31.000			2,934.46	2,934.46	532.15	(2,402.31)	
HONEYWELL INTERNATIONAL INC	4.000	1/30/07	1/27/09	180.88	180.88	135.75	(45.13)	Long
	5.000	1/30/07	5/15/09	226.10	226.10	160.09	(66.01)	Long
	5.000	1/30/07	8/13/09	226.10	226.10	181.57	(44.53)	Long
	14.000			633.08	633.08	477.41	(155.67)	
JPMORGAN CHASE & CO	18.000	1/30/07	5/15/09	903.42	903.42	627.28	(276.14)	Long
	18.000	1/30/07	8/13/09	903.42	903.42	764.26	(139.16)	Long
	36.000			1,806.84	1,806.84	1,391.54	(415.30)	
NORFOLK SOUTHERN CORP	9.000	7/9/07	5/15/09	494.19	494.19	313.73	(180.46)	Long
	9.000	7/9/07	8/13/09	494.19	494.19	426.94	(67.25)	Long
	18.000			988.38	988.38	740.67	(247.71)	
PENNEY J C CO	7.000	2/23/07	5/15/09	583.87	583.87	185.77	(398.10)	Long
	7.000	2/23/07	8/13/09	583.87	583.87	229.10	(354.77)	Long
	14.000			1,167.74	1,167.74	414.87	(752.87)	
PEPSICO INC NC	8.000	1/30/07	5/15/09	519.84	519.84	400.46	(119.38)	Long
	8.000	1/30/07	8/13/09	519.84	519.84	448.78	(71.06)	Long
	16.000			1,039.68	1,039.68	849.24	(190.44)	
PHILIP MORRIS INTL INC	1.000	1/30/07	1/27/09	46.51	46.51	40.50	(6.01)	Long
	6.000	1/30/07	5/15/09	279.06	279.06	259.25	(19.81)	Long
	6.000	1/30/07	8/13/09	279.06	279.06	278.09	(0.97)	Long
	13.000			604.63	604.63	577.84	(26.79)	
PNC FINL SVCS GP	4.000	1/30/07	5/15/09	293.64	293.64	168.99	(124.65)	Long
	4.000	1/30/07	8/13/09	293.64	293.64	167.35	(126.29)	Long
	8.000			587.28	587.28	336.34	(250.94)	
POWERSHARES QQQ TR	4.000	1/30/07	5/15/09	174.60	174.60	133.83	(40.77)	Long
	4.000	1/30/07	8/13/09	174.60	174.60	159.79	(14.81)	Long
	8.000			349.20	349.20	293.62	(55.58)	
PROCTER & GAMBLE	8.000	1/30/07	5/15/09	517.12	517.12	404.94	(112.18)	Long
	8.000	1/30/07	8/13/09	517.12	517.12	415.18	(101.94)	Long
	16.000			1,034.24	1,034.24	820.12	(214.12)	

PRUDENTIAL FINANCIAL INC	9.000	1/30/07	5/15/09	800.28	800.28	347.84	(452.44)	Long
	9.000	1/30/07	8/13/09	800.28	800.28	428.38	(371.90)	Long
	18.000			1,600.56	1,600.56	776.22	(824.34)	
ST JUDE MEDICAL INC	5.000	1/30/07	1/27/09	211.75	211.75	175.79	(35.96)	Long
	3.000	1/30/07	5/15/09	127.05	127.05	111.02	(16.03)	Long
	4.000	1/30/07	8/13/09	169.40	169.40	151.63	(17.77)	Long
	12.000			508.20	508.20	438.44	(69.76)	
SUNCOR ENERGY INC	6.000	1/30/07	5/15/09	224.40	224.40	171.95	(52.45)	Long
SUNCOR ENERGY INC NEW COM	6.000	1/30/07	8/13/09	224.40	224.40	201.23	(23.17)	Long
Sub Total, Long Term				28,825.93	28,825.93	18,814.85	(10,011.08)	
GRAND TOTAL				76,934.00	76,934.00	73,665.43	(3,268.57)	

Year 2009 Realized Gain and Loss

The gain and loss information is provided for informational purposes only, is not a substitute 1099 form (or any other appropriate tax form), and should not be used for tax preparation. Unrealized gain and loss values are estimates and should be independently verified. We recommend that you contact your tax advisor to determine the appropriate use of this information. Past performance does not guarantee future returns.

Gain and loss information is calculated based upon uniform standards and does not account for each individual client's particular circumstances such as the existence of hedging transactions or constructive sales. Although we make every effort to adjust the cost basis for securities' capital changes, we do not adjust the cost basis for all events. Contact your Financial Advisor for guidance on particular questions.

For accounts with Choice Select pricing, the commissions paid on your eligible equity and option purchases and sales are applied to the Total Cost on a monthly basis.

With respect to estimated gains and losses for listed equity options, we have taken into account option premiums paid or received and, in respect to multiple purchases and/or sales, calculated cost using an average unit price for all like positions.

We are not responsible for any gain and loss information provided by you or another financial institution; you are responsible for ensuring the accuracy of such information. Whether provided by you, another financial institution or MSSB, it is your responsibility to ensure the accuracy of all of the Estimated Gain and Loss information.

For clients wishing to make versus purchase sales that information needs to be conveyed at the time of the sale. Unless you tell us otherwise, we use first in first out (FIFO) accounting.