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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

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

SAMUEL L. PHILLIPS FAMILY FDN

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

Room/suite

1525 WEST WT HARRIS BLVD

City or town, state, and ZIP code

CHARLOTTE, NC 28288-5709

A Employer identification number

56-2225556

B Telephone number (see page 10 of the instructions)

(919) 881-6497

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

J Accounting method: ☒ Cash ☐ Accrual

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

☐ Other (specify)

16) \$ 12,536,907.

(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)

	(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	328,696.	326,993.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-521,144.			
b Gross sales price for all assets on line 6a	6,589,906.			
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	-192,448.	326,993.		
13 Compensation of officers, directors, trustees, etc.	128,968.	128,968.		
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule)				
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	2,566.	2,566.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)				
24 Total operating and administrative expenses. Add lines 13 through 23	131,534.	131,534.		
25 Contributions, gifts, grants paid	543,000.			543,000.
26 Total expenses and disbursements. Add lines 24 and 25	674,534.	131,534.		543,000.
27 Subtract line 26 from line 12	-866,982.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		195,459.		
c Adjusted net income (if negative, enter -0-)				

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

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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	NONE	NONE	
	2 Savings and temporary cash investments		1,551,455.	1,551,455.
	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) ▶ *	*	NONE	
	Less: allowance for doubtful accounts ▶		NONE	NONE
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)		NONE	NONE
	b Investments - corporate stock (attach schedule)		NONE	NONE
	c Investments - corporate bonds (attach schedule)	13,505,513.	NONE	NONE
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶	NONE	NONE	
	12 Investments - mortgage loans		NONE	
	13 Investments - other (attach schedule)		11,131,053.	10,985,452.
14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)		NONE	NONE	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	13,505,513.	12,682,508.	12,536,907.	
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	13,505,513.	12,682,508.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	NONE	
	30 Total net assets or fund balances (see page 17 of the instructions)	13,505,513.	12,682,508.	
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	13,505,513.	12,682,508.		

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	13,505,513.
2 Enter amount from Part I, line 27a	2	-866,982.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	43,977.
4 Add lines 1, 2, and 3	4	12,682,508.
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	12,682,508.

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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 DETAIL					
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) FMV 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)			2	-521,144.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
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.					

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	536,778.	13,199,733.	0.04066582256
2007	716,110.	15,365,553.	0.04660489603
2006	603,055.	13,065,351.	0.04615681584
2005	249,929.	5,784,838.	0.04320414850
2004	27,500.	526,636.	0.05221823043
2 Total of line 1, column (d)			2 0.22884991336
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.04576998267
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 12,162,259.
5 Multiply line 4 by line 3			5 556,666.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,955.
7 Add lines 5 and 6			7 558,621.
8 Enter qualifying distributions from Part XII, line 4			8 543,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		1	3,909.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	3,909.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	3,909.
6 Credits/Payments			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 5,516.		
b Exempt foreign organizations-tax withheld at source	6b NONE		
c Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	5,516.
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	1,607.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	1,607. Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		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) STMT 9		
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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>WACHOVIA BANK</u> Telephone no <u>(919) 881-6497</u>			
Located at <u>150 FAYETTEVILLE STREET MALL, RALEIGH, NC</u> ZIP + 4 <u>27601-1395</u>				
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)?		X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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? If "Yes," list the years	☐ Yes	☒ No
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)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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 10		128,968.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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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
NONE		NONE

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 NONE

2

3

4

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE

2

All other program-related investments See page 24 of the instructions

3 NONE

Total. Add lines 1 through 3

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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	12,347,876.
b	Average of monthly cash balances	1b	-405.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	12,347,471.
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	NONE
3	Subtract line 2 from line 1d	3	12,347,471.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	185,212.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	12,162,259.
6	Minimum investment return. Enter 5% of line 5	6	608,113.

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	608,113.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	3,909.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,909.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	604,204.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	604,204.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	604,204.

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	543,000.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	543,000.
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	543,000.

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				604,204.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			220,542.	
b Total for prior years 20 <u>07</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>543,000.</u>				
a Applied to 2008, but not more than line 2a			220,542.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				322,458.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
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.				281,746.
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2005	NONE			
b Excess from 2006	NONE			
c Excess from 2007	NONE			
d Excess from 2008	NONE			
e Excess from 2009	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

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:

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 SEE STATEMENT 12				
Total			3a	543,000.
b Approved for future payment				
Total			3b	

Form **990-PF** (2009)

Enter gross amounts unless otherwise indicated

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
--------------	--

NOT APPLICABLE

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

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[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

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.			
	 Signature of officer or trustee GINA A. PHILLIPS		Date 04/29/2010	Title PRESIDENT
	Paid Preparer's Use Only Preparer's signature  Brandi A. Dotson	Date 5/11/10	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 WACHOVIA BANK 1525 W W.T. HARRIS BLVD. D1114-044 CHARLOTTE, NC 28288-1161			EIN 22-1147033 Phone no

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS		STMT 1			10,381.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b **1b** -310,425.

2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 **2**

3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts **3**

4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet **4** ()

5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back **5** -300,044.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			2,888.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b **6b** -224,006.

7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 **7**

8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts **8**

9 Capital gain distributions **9** 18.

10 Gain from Form 4797, Part I **10**

11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet **11** ()

12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back **12** -221,100.

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

Schedule D (Form 1041) 2009

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

	(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 Net short-term gain or (loss)	13		-300,044.
14 Net long-term gain or (loss):			
a Total for year	14a		-221,100.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c 28% rate gain	14c		
15 Total net gain or (loss). Combine lines 13 and 14a ▶	15		-521,144.

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust

Employer identification number

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 24. GILEAD SCIENCES INC COM	09/12/2008	01/05/2009	1,221.00	1,154.00	67.00
19. APOLLO GRP INC CL A	11/14/2008	01/07/2009	1,449.00	1,322.00	127.00
240. STATE STR CORP COM	09/26/2008	01/08/2009	10,335.00	15,415.00	-5,080.00
21. APOLLO GRP INC CL A	11/14/2008	01/09/2009	1,802.00	1,453.00	349.00
191. CVS CORP COM	09/12/2008	01/09/2009	5,013.00	7,185.00	-2,172.00
150. GENENTECH INC COM	09/26/2008	01/09/2009	12,610.00	13,700.00	-1,090.00
48. JP MORGAN CHASE & CO COM	10/13/2008	01/15/2009	1,232.00	1,929.00	-697.00
29. PNC FINL SVCS GROUP INC COM W/RIGHTS ATTACHED E	11/05/2008	01/15/2009	1,182.00	2,142.00	-960.00
29. PNC FINL SVCS GROUP INC COM W/RIGHTS ATTACHED E	11/05/2008	01/16/2009	1,160.00	2,078.00	-918.00
10. GOLDMAN SACHS GRP INC COM	01/06/2009	01/20/2009	663.00	890.00	-227.00
193. PNC FINL SVCS GROUP INC COM W/RIGHTS ATTACHED E	12/09/2008	01/20/2009	5,336.00	12,326.00	-6,990.00
32. PNC FINL SVCS GROUP INC COM W/RIGHTS ATTACHED E	12/03/2008	01/20/2009	832.00	1,490.00	-658.00
329. WEATHERFORD INTL LTD COM	09/12/2008	01/20/2009	3,285.00	10,218.00	-6,933.00
111. WEATHERFORD INTL LTD COM	09/12/2008	01/20/2009	1,056.00	3,448.00	-2,392.00
58. JP MORGAN CHASE & CO COM	10/09/2008	01/21/2009	1,251.00	2,325.00	-1,074.00
691. SUPERVALU INC COM W/RIGHTS ATTACHED EXP 4/12/	09/26/2008	01/21/2009	12,866.00	19,638.00	-6,772.00
50. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	09/12/2008	01/21/2009	1,792.00	2,910.00	-1,118.00
243. UNITED PARCEL SERVICE CL B COM	09/26/2008	01/21/2009	11,343.00	15,011.00	-3,668.00
32. WAL MART STORES INC COM	09/12/2008	01/21/2009	1,570.00	1,992.00	-422.00
518. WILLIAMS COS INC COM W/RTS ATTACHED	09/26/2008	01/21/2009	7,030.00	18,217.00	-11,187.00
412. BANK AMER CORP COM	09/26/2008	01/22/2009	2,418.00	14,798.00	-12,380.00
1094. CITIGROUP INC COM	09/26/2008	01/22/2009	3,309.00	21,450.00	-18,141.00
96. SOUTHWEST AIRLINES CO COM	01/02/2009	01/22/2009	919.00	866.00	53.00
373. SUNTRUST BKS INC COM	09/26/2008	01/22/2009	5,372.00	16,419.00	-11,047.00

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

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

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 181. ZIMMER HLDGS INC COM	09/12/2008	01/22/2009	7,210.00	12,594.00	-5,384.00
38. AON CORP COM	12/03/2008	01/23/2009	1,513.00	1,644.00	-131.00
35. AON CORP COM	10/31/2008	01/23/2009	1,402.00	1,485.00	-83.00
75. PROCTER & GAMBLE CO COM	10/03/2008	01/23/2009	4,203.00	5,263.00	-1,060.00
445. SMITH INTL CORP COM W/RIGHTS ATTACHED EXP 6/19/	11/05/2008	01/23/2009	10,998.00	20,752.00	-9,754.00
19. AON CORP COM	11/11/2008	01/26/2009	749.00	784.00	-35.00
168. HESS CORP COM	09/26/2008	01/26/2009	10,209.00	15,033.00	-4,824.00
264. HEWLETT-PACKARD CO COM	09/26/2008	01/26/2009	9,397.00	12,778.00	-3,381.00
235. NUCOR CORP COM W/RIGHTS ATTACHED EXP 3/8/2	12/12/2008	01/26/2009	8,873.00	10,069.00	-1,196.00
40. AON CORP COM	11/21/2008	01/27/2009	1,509.00	1,603.00	-94.00
32. AON CORP COM	10/29/2008	01/27/2009	1,211.00	1,273.00	-62.00
32. AON CORP COM	10/29/2008	01/28/2009	1,217.00	1,238.00	-21.00
72. BROADCOM CORP COM	12/17/2008	01/28/2009	1,299.00	1,349.00	-50.00
31. AON CORP COM	10/21/2008	01/29/2009	1,172.00	1,175.00	-3.00
166. DELTA AIRLINES INC DEL COM	01/20/2009	01/29/2009	1,322.00	1,960.00	-638.00
35. COVIDIEN LTD COM	09/12/2008	01/29/2009	1,351.00	1,963.00	-612.00
37. AON CORP COM	10/22/2008	01/30/2009	1,399.00	1,383.00	16.00
36. AON CORP COM	10/24/2008	01/30/2009	1,329.00	1,264.00	65.00
182. CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING	09/12/2008	01/30/2009	2,774.00	4,260.00	-1,486.00
169. DELTA AIRLINES INC DEL COM	01/22/2009	01/30/2009	1,169.00	1,986.00	-817.00
320. DELTA AIRLINES INC DEL COM	01/27/2009	02/02/2009	2,230.00	2,801.00	-571.00
41. RESEARCH IN MOTION COM	01/20/2009	02/02/2009	2,292.00	2,137.00	155.00
103. HESS CORP COM	11/03/2008	02/03/2009	5,661.00	8,566.00	-2,905.00
242. QUALCOMM INC COM W/RTS ATTACHED	09/12/2008	02/03/2009	8,225.00	11,577.00	-3,352.00

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

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

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust
SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number
56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 65. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	09/12/2008	02/04/2009	2,451.00	3,784.00	-1,333.00
31. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	09/12/2008	02/04/2009	1,152.00	1,804.00	-652.00
32. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	09/12/2008	02/05/2009	1,234.00	1,863.00	-629.00
73. AMERICAN TOWER CORP CL A	09/12/2008	02/06/2009	2,192.00	2,884.00	-692.00
61. AMERICAN TOWER CORP CL A	09/12/2008	02/06/2009	1,841.00	2,410.00	-569.00
18. FIRST SOLAR INC COM	09/12/2008	02/06/2009	2,633.00	3,857.00	-1,224.00
13. GOLDMAN SACHS GRP INC COM	01/05/2009	02/06/2009	1,237.00	1,148.00	89.00
175. HEWLETT-PACKARD CO COM	05/01/2008	02/09/2009	6,356.00	8,320.00	-1,964.00
14. PRAXAIR INC COM	09/12/2008	02/09/2009	980.00	1,209.00	-229.00
123. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	09/16/2008	02/10/2009	6,674.00	10,272.00	-3,598.00
90. CELGENE CORP COM	12/10/2008	02/10/2009	4,767.00	4,420.00	347.00
28. E M C CORP MASS COM	10/31/2008	02/10/2009	339.00	324.00	15.00
8. FIRST SOLAR INC COM	09/12/2008	02/10/2009	1,205.00	1,714.00	-509.00
3. GOOGLE INC CL A	09/12/2008	02/10/2009	1,097.00	1,317.00	-220.00
38. LOCKHEED MARTIN CORP COM	12/12/2008	02/10/2009	2,971.00	2,922.00	49.00
31. SPX CORP COM RTS EXP 06/25/2006	03/05/2008	02/10/2009	1,442.00	3,271.00	-1,829.00
38. LOCKHEED MARTIN CORP COM	12/11/2008	02/11/2009	2,958.00	2,888.00	70.00
1187. NEWELL RUBBERMAID INC COM	09/26/2008	02/11/2009	9,108.00	23,762.00	-14,654.00
126. PROCTER & GAMBLE CO COM	11/11/2008	02/11/2009	6,424.00	8,351.00	-1,927.00
105. RESEARCH IN MOTION COM	01/20/2009	02/11/2009	4,989.00	5,235.00	-246.00
88. COSTCO WHOLESALE CORP COM	07/07/2008	02/12/2009	3,779.00	6,379.00	-2,600.00
49. JP MORGAN CHASE & CO COM	10/10/2008	02/13/2009	1,212.00	1,905.00	-693.00
7. FIRST SOLAR INC COM	09/12/2008	02/17/2009	938.00	1,500.00	-562.00
49. JP MORGAN CHASE & CO COM	11/10/2008	02/17/2009	1,096.00	1,889.00	-793.00

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

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

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust

Employer identification number

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 29. FIRST SOLAR INC COM	09/12/2008	02/18/2009	3,763.00	6,214.00	-2,451.00
101. JP MORGAN CHASE & CO COM	11/25/2008	02/18/2009	2,150.00	3,428.00	-1,278.00
71. METLIFE INC COM	10/15/2008	02/18/2009	1,687.00	2,630.00	-943.00
179. BROADCOM CORP COM	12/17/2008	02/20/2009	2,923.00	3,328.00	-405.00
28. GOLDMAN SACHS GRP INC COM	01/05/2009	02/20/2009	2,272.00	2,378.00	-106.00
24. MCDONALDS CORP COM	09/12/2008	02/20/2009	1,310.00	1,535.00	-225.00
70. METLIFE INC COM	10/15/2008	02/20/2009	1,424.00	2,593.00	-1,169.00
138. BROADCOM CORP COM	12/19/2008	02/23/2009	2,157.00	2,460.00	-303.00
28. GOLDMAN SACHS GRP INC COM	01/02/2009	02/23/2009	2,331.00	2,334.00	-3.00
7. GOOGLE INC CL A	09/12/2008	02/23/2009	2,347.00	3,074.00	-727.00
111. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	09/24/2008	02/24/2009	5,384.00	8,236.00	-2,852.00
139. BROADCOM CORP COM	12/23/2008	02/24/2009	2,174.00	2,398.00	-224.00
703. WILLIAMS COS INC COM W/RTS ATTACHED	10/21/2008	02/24/2009	7,821.00	15,664.00	-7,843.00
10. GOOGLE INC CL A	09/12/2008	02/25/2009	3,405.00	4,391.00	-986.00
45. FIRST SOLAR INC COM	10/31/2008	02/26/2009	4,679.00	8,538.00	-3,859.00
66. UNITEDHEALTH GRP INC COM	02/13/2009	02/26/2009	1,348.00	1,906.00	-558.00
193. E M C CORP MASS COM	12/12/2008	02/27/2009	2,038.00	2,156.00	-118.00
17. GENENTECH INC COM	02/20/2009	02/27/2009	1,456.00	1,447.00	9.00
106. NII HLDGS INC CL B	09/12/2008	02/27/2009	1,375.00	5,224.00	-3,849.00
41. NII HLDGS INC CL B	09/12/2008	03/02/2009	441.00	2,020.00	-1,579.00
88. COMPANHIA VALE DO RIO DOCE SPONSORED ADR	02/09/2009	03/03/2009	1,086.00	1,545.00	-459.00
81. COMPANHIA VALE DO RIO DOCE SPONSORED ADR	02/09/2009	03/04/2009	1,096.00	1,364.00	-268.00
189. E M C CORP MASS COM	12/12/2008	03/04/2009	1,991.00	2,031.00	-40.00
739. GENERAL ELEC CO COM	10/09/2008	03/04/2009	5,010.00	18,155.00	-13,145.00

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

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

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 421. JOHNSON CTLS INC COM W/RTS ATTACHED EXP 11/30/20	09/26/2008	03/04/2009	4,682.00	14,305.00	-9,623.00
77. METLIFE INC COM	10/15/2008	03/04/2009	1,061.00	2,852.00	-1,791.00
130. TAIWAN SEMICONDUCTOR MFG CO-ADR	02/09/2009	03/04/2009	1,040.00	1,123.00	-83.00
97. COVIDIEN LTD COM	09/17/2008	03/04/2009	2,907.00	5,432.00	-2,525.00
165. COMPANHIA VALE DO RIO DOCE SPONSORED ADR	02/09/2009	03/05/2009	2,145.00	2,773.00	-628.00
73. METLIFE INC COM	10/15/2008	03/05/2009	863.00	2,704.00	-1,841.00
47. COVIDIEN LTD COM	09/19/2008	03/05/2009	1,331.00	2,592.00	-1,261.00
177. COMPANHIA VALE DO RIO DOCE SPONSORED ADR	02/20/2009	03/06/2009	2,227.00	2,690.00	-463.00
51. COVIDIEN LTD COM	10/13/2008	03/06/2009	1,438.00	2,506.00	-1,068.00
130. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	09/26/2008	03/09/2009	6,015.00	9,362.00	-3,347.00
17. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	10/03/2008	03/09/2009	581.00	820.00	-239.00
167. GENENTECH INC COM	09/18/2008	03/09/2009	15,016.00	12,059.00	2,957.00
35. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	10/03/2008	03/10/2009	1,202.00	1,688.00	-486.00
29. GOOGLE INC CL A	10/13/2008	03/10/2009	8,917.00	10,642.00	-1,725.00
22. GENENTECH INC COM	02/20/2009	03/12/2009	2,068.00	1,871.00	197.00
28. KOHLS CORP COM	09/12/2008	03/12/2009	1,069.00	1,429.00	-360.00
135. TAIWAN SEMICONDUCTOR MFG CO-ADR	02/09/2009	03/13/2009	1,195.00	1,135.00	60.00
180. TIME WARNER INC NEW	05/23/2008	03/13/2009	1,463.00	2,926.00	-1,463.00
29. KOHLS CORP COM	09/12/2008	03/17/2009	1,128.00	1,480.00	-352.00
42. GENENTECH INC COM	03/04/2009	03/18/2009	3,933.00	3,494.00	439.00
29. KOHLS CORP COM	09/12/2008	03/18/2009	1,208.00	1,480.00	-272.00
109. METLIFE INC COM	10/15/2008	03/18/2009	2,572.00	4,037.00	-1,465.00
2. TAIWAN SEMICONDUCTOR MFG CO-ADR	02/09/2009	03/18/2009	18.00	17.00	1.00
1420. UNILEVER N V NEW YORK SHS NEW	05/01/2008	03/18/2009	26,840.00	47,471.00	-20,631.00

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

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Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 21. OCCIDENTAL PETE CORP COM	12/17/2008	03/19/2009	1,258.00	1,214.00	44.00
16. OCCIDENTAL PETE CORP COM	12/17/2008	03/19/2009	950.00	904.00	46.00
102. E M C CORP MASS COM	12/11/2008	03/20/2009	1,180.00	1,086.00	94.00
104. BEST BUY INC COM	02/17/2009	03/23/2009	3,415.00	3,124.00	291.00
460. SOUTHWEST AIRLINES CO COM	01/14/2009	03/24/2009	2,742.00	3,953.00	-1,211.00
1156. SPRINT CORP COM W/RTS ATTACHED EXP (FON GRO	06/12/2008	03/24/2009	4,349.00	10,107.00	-5,758.00
128. TAIWAN SEMICONDUCTOR MFG CO-ADR	02/09/2009	03/24/2009	1,173.00	1,059.00	114.00
41. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	09/12/2008	03/24/2009	1,426.00	2,387.00	-961.00
28. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	09/12/2008	03/24/2009	971.00	1,630.00	-659.00
24. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	09/12/2008	03/25/2009	824.00	1,397.00	-573.00
120. DEVON ENERGY CORP NEW COM	05/01/2008	03/26/2009	5,774.00	12,920.00	-7,146.00
12. KOHLS CORP COM	09/12/2008	03/26/2009	515.00	612.00	-97.00
23. MCDONALDS CORP COM	09/12/2008	03/26/2009	1,279.00	1,471.00	-192.00
106. TAIWAN SEMICONDUCTOR MFG CO-ADR	12/17/2008	03/26/2009	965.00	869.00	96.00
107. DEVON ENERGY CORP NEW COM	09/26/2008	03/27/2009	4,977.00	10,784.00	-5,807.00
82. ANSYS INC COM	05/23/2008	03/30/2009	2,007.00	3,432.00	-1,425.00
95. E M C CORP MASS COM	10/29/2008	03/30/2009	1,055.00	1,000.00	55.00
84. ANSYS INC COM	05/23/2008	03/31/2009	2,148.00	3,515.00	-1,367.00
28. KOHLS CORP COM	09/12/2008	03/31/2009	1,191.00	1,429.00	-238.00
20. APOLLO GRP INC CL A	11/11/2008	04/01/2009	1,315.00	1,370.00	-55.00
20. APOLLO GRP INC CL A	11/11/2008	04/02/2009	1,377.00	1,347.00	30.00
19. PRAXAIR INC COM	09/12/2008	04/02/2009	1,320.00	1,641.00	-321.00
81. NII HLDGS INC CL B	09/12/2008	04/06/2009	1,133.00	3,992.00	-2,859.00
105. OCCIDENTAL PETE CORP COM	03/09/2009	04/06/2009	5,999.00	5,621.00	378.00

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

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Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 44. APOLLO GRP INC CL A	11/13/2008	04/07/2009	2,794.00	2,930.00	-136.00
444. CAMPBELL SOUP CO COM	02/10/2009	04/07/2009	11,668.00	13,433.00	-1,765.00
175. CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING	09/12/2008	04/07/2009	2,914.00	4,096.00	-1,182.00
169. DIRECTV GRP INC/THE COM	09/12/2008	04/07/2009	4,054.00	4,690.00	-636.00
705. MICROSOFT CORP COM	01/21/2009	04/07/2009	13,333.00	17,083.00	-3,750.00
276. MORGAN STANLEY DEAN WITTER & CO COM NEW	02/13/2009	04/07/2009	6,690.00	6,412.00	278.00
83. NII HLDGS INC CL B	09/12/2008	04/07/2009	1,073.00	4,090.00	-3,017.00
52. OCCIDENTAL PETE CORP COM	03/09/2009	04/07/2009	2,924.00	2,558.00	366.00
46. APOLLO GRP INC CL A	10/30/2008	04/08/2009	2,868.00	3,006.00	-138.00
.333 TIME WARNER INC COM	05/23/2008	04/08/2009	7.00	12.00	-5.00
230. TIME WARNER CABLE COM	09/26/2008	04/08/2009	6,111.00	9,988.00	-3,877.00
129. UNITEDHEALTH GRP INC COM	02/17/2009	04/08/2009	2,937.00	3,697.00	-760.00
32. BROADCOM CORP COM	04/08/2009	04/09/2009	737.00	700.00	37.00
176. AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007	09/26/2008	04/13/2009	8,381.00	10,576.00	-2,195.00
28. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	10/03/2008	04/13/2009	1,283.00	1,351.00	-68.00
24. EXPRESS SCRIPTS INC CL A W/RIGHTS ATTACH	12/22/2008	04/14/2009	1,459.00	1,427.00	32.00
.511 TIME WARNER CABLE COM	09/26/2008	04/14/2009	14.00	21.00	-7.00
429. E M C CORP MASS COM	11/11/2008	04/15/2009	5,357.00	4,381.00	976.00
55. GILEAD SCIENCES INC COM	09/12/2008	04/15/2009	2,461.00	2,645.00	-184.00
24. MCDONALDS CORP COM	09/12/2008	04/15/2009	1,296.00	1,535.00	-239.00
84. NII HLDGS INC CL B	09/12/2008	04/15/2009	1,257.00	4,140.00	-2,883.00
1161. PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007	01/29/2009	04/15/2009	15,618.00	17,705.00	-2,087.00
54. GILEAD SCIENCES INC COM	09/12/2008	04/16/2009	2,402.00	2,597.00	-195.00
210. NII HLDGS INC CL B	09/12/2008	04/17/2009	3,144.00	10,349.00	-7,205.00

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

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

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).
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OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

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(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 198. WAL MART STORES INC COM	09/26/2008	04/17/2009	10,079.00	11,862.00	-1,783.00
76. NII HLDGS INC CL B	09/12/2008	04/20/2009	1,039.00	3,745.00	-2,706.00
87. EVEREST REINSURANCE GROUP LTD SHS	05/01/2008	04/20/2009	6,343.00	8,049.00	-1,706.00
84. NII HLDGS INC CL B	10/03/2008	04/21/2009	1,182.00	3,901.00	-2,719.00
38. PETROLEO BRASILEIRO SA PETROBRAS PETROLEO BRASILEI	11/04/2008	04/21/2009	1,238.00	1,117.00	121.00
29. TRANSOCEAN LTD	09/12/2008	04/21/2009	1,876.00	3,558.00	-1,682.00
38. PETROLEO BRASILEIRO SA PETROBRAS PETROLEO BRASILEI	11/04/2008	04/22/2009	1,232.00	1,117.00	115.00
35. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	09/12/2008	04/22/2009	1,251.00	2,037.00	-786.00
20. TRANSOCEAN LTD	09/12/2008	04/22/2009	1,292.00	2,454.00	-1,162.00
81. BECTON DICKINSON & CO COM	11/05/2008	04/23/2009	5,185.00	5,665.00	-480.00
111. JANUS CAPITAL GROUP INC COM	10/03/2008	04/23/2009	1,029.00	3,042.00	-2,013.00
36. PETROLEO BRASILEIRO SA PETROBRAS PETROLEO BRASILEI	11/05/2008	04/23/2009	1,184.00	1,052.00	132.00
17. PRAXAIR INC COM	09/12/2008	04/23/2009	1,174.00	1,468.00	-294.00
326. PROCTER & GAMBLE CO COM	03/13/2009	04/23/2009	15,948.00	15,272.00	676.00
242. TAIWAN SEMICONDUCTOR MFG CO-ADR	12/17/2008	04/23/2009	2,207.00	1,957.00	250.00
16. TRANSOCEAN LTD	09/12/2008	04/23/2009	1,036.00	1,963.00	-927.00
139. PETROLEO BRASILEIRO SA PETROBRAS PETROLEO BRASI	11/05/2008	04/24/2009	4,647.00	3,958.00	689.00
18. PRAXAIR INC COM	09/12/2008	04/24/2009	1,296.00	1,555.00	-259.00
553. TD AMERITRADE HOLDING CORP COM	09/26/2008	04/24/2009	8,883.00	10,210.00	-1,327.00
184. VISA INC CLASS A SHARES COM	09/26/2008	04/24/2009	10,853.00	15,007.00	-4,154.00
68. ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	01/22/2009	04/27/2009	2,941.00	3,583.00	-642.00
183. MERCK & CO INC COM	01/09/2009	04/27/2009	4,324.00	5,354.00	-1,030.00
127. PETROLEO BRASILEIRO SA PETROBRAS PETROLEO BRASI	11/11/2008	04/27/2009	4,149.00	3,353.00	796.00
127. PETROLEO BRASILEIRO SA PETROBRAS PETROLEO BRASI	01/20/2009	04/27/2009	4,049.00	3,112.00	937.00

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

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Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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OMB No 1545-0092

2009

Name of estate or trust

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Employer identification number

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1a 65. BEST BUY INC COM	03/09/2009	04/29/2009	2,429.00	1,814.00	615.00
11. CME GROUP INC COM	03/19/2009	04/29/2009	2,475.00	2,574.00	-99.00
26. CME GROUP INC COM	03/19/2009	04/29/2009	5,763.00	5,858.00	-95.00
172. ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/2009	03/02/2009	04/30/2009	7,151.00	8,728.00	-1,577.00
33. BEST BUY INC COM	03/09/2009	04/30/2009	1,271.00	818.00	453.00
84. EXXON MOBIL CORP COM	01/26/2009	04/30/2009	5,631.00	6,637.00	-1,006.00
16. PRAXAIR INC COM	09/12/2008	04/30/2009	1,190.00	1,382.00	-192.00
213. AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007	09/30/2008	05/01/2009	10,336.00	12,048.00	-1,712.00
166. AON CORP COM	03/09/2009	05/01/2009	6,071.00	6,368.00	-297.00
11048. ISHARES BARCLAYS AGGREGATE BOND FUND	07/16/2008	05/04/2009	1,118,487.00	1,108,689.00	9,798.00
80. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	09/26/2008	05/06/2009	5,223.00	5,625.00	-402.00
207.375 AT&T INC	03/03/2009	05/08/2009	5,248.00	5,301.00	-53.00
267. AMGEN INC COM W/RTS ATTACHED EXP 03/21/2007	07/14/2008	05/08/2009	12,590.00	12,154.00	436.00
249. EXXON MOBIL CORP COM	01/20/2009	05/08/2009	17,572.00	19,653.00	-2,081.00
175. MOSAIC CO/THE COM	02/10/2009	05/11/2009	7,847.00	7,956.00	-109.00
87. EOG RES INC COM	06/26/2008	05/12/2009	6,294.00	11,283.00	-4,989.00
158. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	01/27/2009	05/14/2009	9,615.00	9,600.00	15.00
676. MICROSOFT CORP COM	01/21/2009	05/18/2009	13,857.00	12,606.00	1,251.00
179. RANGE RES CORP COM	11/18/2008	05/18/2009	7,295.00	7,158.00	137.00
214. AMERICAN TOWER CORP CL A	09/12/2008	05/20/2009	6,467.00	8,455.00	-1,988.00
43. APPLE COMPUTER INC COM	09/12/2008	05/20/2009	5,467.00	7,039.00	-1,572.00
393. ARCELORMITTAL - NY REGISTERED NY REG SHA	05/04/2009	05/20/2009	12,084.00	9,823.00	2,261.00
33. BAXTER INTL INC COM W/RIGHTS ATTACHED EXP 3/23/	10/22/2008	05/20/2009	1,621.00	1,960.00	-339.00
122. CF INDUSTRIES HOLDINGS INC COM	04/24/2009	05/20/2009	10,116.00	8,893.00	1,223.00

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

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Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
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56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 342. CVS CORP COM	09/12/2008	05/20/2009	10,287.00	14,067.00	-3,780.00
68. CATERPILLAR INC COM W/RTS EXP 12/11/2006	05/04/2009	05/20/2009	2,582.00	2,581.00	1.00
467. DIRECTV GRP INC/THE COM	09/12/2008	05/20/2009	11,489.00	12,994.00	-1,505.00
150. EQUINIX INC COM	09/12/2008	05/20/2009	10,615.00	11,608.00	-993.00
24. FIRST SOLAR INC COM	04/30/2009	05/20/2009	4,867.00	4,268.00	599.00
153. FLUOR CORP NEW COM	04/23/2009	05/20/2009	7,068.00	5,606.00	1,462.00
1143. FORD MTR CO DEL COM	05/01/2009	05/20/2009	6,161.00	6,696.00	-535.00
187. GILEAD SCIENCES INC COM	09/12/2008	05/20/2009	7,957.00	8,993.00	-1,036.00
82. GOLDMAN SACHS GRP INC COM	05/04/2009	05/20/2009	11,267.00	10,072.00	1,195.00
36. INTL BUSINESS MACHINES CORP COM	09/12/2008	05/20/2009	3,784.00	4,263.00	-479.00
328. KOHLS CORP COM	01/21/2009	05/20/2009	14,002.00	14,907.00	-905.00
267. LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING	04/29/2009	05/20/2009	5,303.00	5,252.00	51.00
120. MCDONALDS CORP COM	09/12/2008	05/20/2009	6,807.00	7,673.00	-866.00
323. NATIONAL OILWELL INC COM	03/09/2009	05/20/2009	12,057.00	15,089.00	-3,032.00
222. NOBLE ENERGY INC COM	04/30/2009	05/20/2009	13,004.00	12,939.00	65.00
63. ORACLE CORP COM	03/19/2009	05/20/2009	1,205.00	1,125.00	80.00
135. PRAXAIR INC COM	02/26/2009	05/20/2009	9,914.00	11,133.00	-1,219.00
212. QUALCOMM INC COM W/RTS ATTACHED	09/12/2008	05/20/2009	9,061.00	10,142.00	-1,081.00
116. RESEARCH IN MOTION COM	04/14/2009	05/20/2009	8,890.00	7,413.00	1,477.00
66. SCHLUMBERGER LTD COM	07/03/2008	05/20/2009	3,698.00	6,795.00	-3,097.00
190. STATE STR CORP COM	04/21/2009	05/20/2009	7,894.00	11,483.00	-3,589.00
918. TAIWAN SEMICONDUCTOR MFG CO-ADR	01/08/2009	05/20/2009	9,712.00	6,996.00	2,716.00
289. TEVA PHARMACEUTICAL INDS LTD ADR	04/23/2009	05/20/2009	13,002.00	13,161.00	-159.00
244. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	09/12/2008	05/20/2009	8,801.00	14,203.00	-5,402.00

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

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

Schedule D-1 (Form 1041) 2009

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 285. TIME WARNER INC COM	04/29/2009	05/20/2009	6,783.00	6,343.00	440.00
325. TRAVELERS COS INC COM	12/02/2008	05/20/2009	12,733.00	13,012.00	-279.00
66. UNITED PARCEL SERVICE CL B COM	04/21/2009	05/20/2009	3,481.00	3,568.00	-87.00
83. WAL MART STORES INC COM	09/12/2008	05/20/2009	4,078.00	5,166.00	-1,088.00
520. WEATHERFORD INTL LTD COM STK	05/01/2009	05/20/2009	10,400.00	8,673.00	1,727.00
160. TRANSOCEAN LTD	09/12/2008	05/20/2009	11,891.00	19,629.00	-7,738.00
474. TYCO INTERNATIONAL LTD COM	04/22/2009	05/20/2009	12,765.00	9,712.00	3,053.00
228. UNITED PARCEL SERVICE CL B COM	04/23/2009	05/21/2009	11,324.00	10,718.00	606.00
154. AFLAC INC COM	05/20/2009	05/28/2009	5,487.00	4,180.00	1,307.00
262. KRAFT FOODS INC-A COM	04/07/2009	06/02/2009	7,082.00	5,895.00	1,187.00
575. TD AMERITRADE HOLDING CORP COM	11/18/2008	06/04/2009	10,274.00	6,742.00	3,532.00
214. CHUBB CORP COM	10/28/2008	06/05/2009	8,791.00	9,897.00	-1,106.00
121. WASTE MGMT INC DEL COM	09/26/2008	06/08/2009	3,396.00	4,015.00	-619.00
55. MCDONALDS CORP COM	09/12/2008	06/18/2009	3,203.00	3,517.00	-314.00
165. ZIMMER HLDGS INC COM	09/26/2008	06/25/2009	7,113.00	10,795.00	-3,682.00
114. BOEING CO COM	05/20/2009	06/26/2009	4,806.00	5,033.00	-227.00
111. OCCIDENTAL PETE CORP COM	07/23/2008	06/26/2009	7,162.00	8,845.00	-1,683.00
228. OCCIDENTAL PETE CORP COM	05/20/2009	06/29/2009	15,110.00	14,574.00	536.00
98. TRANSOCEAN LTD	03/26/2009	06/29/2009	7,428.00	6,163.00	1,265.00
77. UNION PAC CORP COM	09/16/2008	06/30/2009	3,992.00	5,582.00	-1,590.00
71. APACHE CORP COM RTS EXP 01/31/2006	05/20/2009	07/01/2009	5,048.00	5,827.00	-779.00
167. RANGE RES CORP COM	11/24/2008	07/02/2009	6,627.00	6,629.00	-2.00
200. UNION PAC CORP COM	05/20/2009	07/07/2009	9,860.00	11,547.00	-1,687.00
6. HONEYWELL INTL INC COM	05/20/2009	07/09/2009	177.00	201.00	-24.00

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

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

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

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

(a) Description of property (Example: 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 131. JOHNSON & JOHNSON COM	09/26/2008	07/09/2009	7,393.00	9,060.00	-1,667.00
183. BOEING CO COM	09/04/2008	07/14/2009	7,371.00	11,748.00	-4,377.00
80. BURGER KING HOLDINGS INC COM	08/28/2008	07/14/2009	1,271.00	2,010.00	-739.00
19. PHILIP MORRIS INTL INC COM	09/26/2008	07/14/2009	810.00	974.00	-164.00
352. VIACOM INC CL B COM	09/26/2008	07/14/2009	7,406.00	10,138.00	-2,732.00
134. BURGER KING HOLDINGS INC COM	04/16/2009	07/15/2009	2,147.00	2,619.00	-472.00
147. LABORATORY CORP AMER HLDGS COM NEW	09/26/2008	07/17/2009	9,808.00	10,271.00	-463.00
170. MOSAIC CO/THE COM	04/13/2009	07/17/2009	8,861.00	7,597.00	1,264.00
81. MOSAIC CO/THE COM	04/13/2009	07/20/2009	3,980.00	3,599.00	381.00
94. EXELON CORP COM	09/23/2008	07/21/2009	4,995.00	6,702.00	-1,707.00
166. GENZYME CORP COM -GEN DIV	05/20/2009	07/22/2009	8,502.00	10,507.00	-2,005.00
447. BURGER KING HOLDINGS INC COM	05/20/2009	07/23/2009	7,237.00	8,022.00	-785.00
91. HEWLETT-PACKARD CO COM	09/16/2008	07/23/2009	3,782.00	4,344.00	-562.00
280.625 AT&T INC	03/03/2009	07/28/2009	7,155.00	6,381.00	774.00
77. M & T BK CORP COM	09/26/2008	08/05/2009	4,581.00	6,487.00	-1,906.00
70. EXELON CORP COM	10/21/2008	08/06/2009	3,459.00	4,367.00	-908.00
353. DOW CHEM CO COM	06/02/2009	08/07/2009	8,244.00	6,428.00	1,816.00
81. EXELON CORP COM	05/20/2009	08/07/2009	4,053.00	4,013.00	40.00
218. VISA INC CLASS A SHARES COM	10/24/2008	08/19/2009	14,491.00	11,237.00	3,254.00
141. EXELON CORP COM	05/20/2009	08/20/2009	6,965.00	6,494.00	471.00
328. NIKE INC CL B COM	04/17/2009	08/20/2009	18,635.00	15,822.00	2,813.00
319. PROCTER & GAMBLE CO COM	03/13/2009	08/25/2009	17,174.00	14,944.00	2,230.00
310. YAHOO INC COM W/RIGHTS ATTACHED EXP 3/1/2	05/20/2009	08/26/2009	4,598.00	4,355.00	243.00
122. DEVON ENERGY CORP NEW COM	09/26/2008	08/27/2009	7,561.00	11,833.00	-4,272.00

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

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

Schedule D-1 (Form 1041) 2009

**SCHEDULE D-1
(Form 1041)**

Department of the Treasury
Internal Revenue Service

**Continuation Sheet for Schedule D
(Form 1041)**

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

Part 1 Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 53. FREEPORT MCMORAN COPPER & GOLD CL B W/RTS AT	05/20/2009	08/31/2009	3,329.00	2,700.00	629.00
239. PROLOGIS TR SH BEN INT	07/24/2009	08/31/2009	2,622.00	2,358.00	264.00
115. HONEYWELL INTL INC COM	05/20/2009	09/01/2009	4,131.00	3,856.00	275.00
115. PARTNERRE LTD COM	09/26/2008	09/01/2009	8,435.00	8,131.00	304.00
172. HONEYWELL INTL INC COM	05/20/2009	09/02/2009	6,161.00	5,461.00	700.00
26. GOOGLE INC CL A	08/03/2009	09/10/2009	12,061.00	11,752.00	309.00
528.333 TIME WARNER INC COM	09/26/2008	09/11/2009	15,459.00	16,762.00	-1,303.00
908. WEATHERFORD INTL LTD COM STK	06/29/2009	09/11/2009	20,020.00	17,035.00	2,985.00
811. ACTIVISION BLIZZARD INC COM	06/08/2009	09/15/2009	9,340.00	9,976.00	-636.00
705. ORACLE CORP COM	03/24/2009	09/17/2009	15,098.00	12,723.00	2,375.00
382. MORGAN STANLEY DEAN WITTER & CO COM NEW	02/13/2009	09/21/2009	12,094.00	6,217.00	5,877.00
7000. CVS CAREMARK CORP SR UNSECD DTD 05/25/07	09/14/2009	09/23/2009	7,456.00	7,510.00	-54.00
486. PROLOGIS TR SH BEN INT	07/24/2009	09/23/2009	6,274.00	4,179.00	2,095.00
40000. UNITED STATES TREAS BDS DTD 8/15/93 6.25% 08/15	08/04/2009	09/23/2009	49,170.00	48,088.00	1,082.00
85000. FREDDIE MAC NT DTD 03/27/09 3.75% 03/27/	07/21/2009	09/24/2009	84,758.00	84,461.00	297.00
164. KOHLS CORP COM	08/12/2009	09/24/2009	8,871.00	8,575.00	296.00
123.53 FEDERAL NATL MTG ASSN POOL #893234 DTD 8/1/0	08/12/2009	09/25/2009	124.00	128.00	-4.00
102.99 FEDERAL NATL MTG ASSN POOL #900295 DTD 09/01	08/11/2009	09/25/2009	103.00	108.00	-5.00
1905.34 FEDERAL NATL MTG ASSN POOL #AA0835 DTD 12/01	08/12/2009	09/25/2009	1,905.00	1,936.00	-31.00
132.33 FEDERAL NATL MTG ASSN POOL #AA9117 DTD 08/01	08/11/2009	09/25/2009	132.00	131.00	1.00
428.4 FEDERAL NATL MTG ASSN POOL #AC1847 DTD 08/01	07/17/2009	09/25/2009	428.00	437.00	-9.00
456. PROLOGIS TR SH BEN INT	05/20/2009	09/28/2009	5,481.00	3,246.00	2,235.00
269. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	05/04/2009	09/30/2009	11,740.00	9,982.00	1,758.00
529. RANGE RES CORP COM	01/09/2009	10/05/2009	25,329.00	19,370.00	5,959.00

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

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

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust

Employer identification number

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 295. HESS CORP COM	05/12/2009	10/08/2009	16,602.00	17,128.00	-526.00
820. COMCAST CORP NEW CL A	08/04/2009	10/09/2009	12,611.00	12,418.00	193.00
222. STERICYCLE INC COM	05/21/2009	10/09/2009	10,727.00	10,922.00	-195.00
143. TRANSOCEAN LTD	09/11/2009	10/12/2009	12,793.00	10,665.00	2,128.00
322. BLOCK H & R INC COM W/RTS EXP 3/25/2008	07/27/2009	10/13/2009	6,173.00	5,289.00	884.00
39. ST. JUDE MED INC	02/23/2009	10/13/2009	1,300.00	1,442.00	-142.00
249. WASTE MGMT INC DEL COM	10/15/2008	10/14/2009	7,273.00	7,555.00	-282.00
1903. COMCAST CORP NEW CL A	05/27/2009	10/15/2009	29,700.00	25,730.00	3,970.00
109. TRANSOCEAN LTD	02/20/2009	10/16/2009	9,972.00	6,348.00	3,624.00
358. MORGAN STANLEY DEAN WITTER & CO COM NEW	12/30/2008	10/21/2009	12,303.00	5,352.00	6,951.00
134. ST. JUDE MED INC	04/22/2009	10/21/2009	4,524.00	4,789.00	-265.00
225. STATE STR CORP COM	05/19/2009	10/22/2009	10,317.00	9,513.00	804.00
.185 PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007	10/16/2009	10/23/2009	3.00	3.00	
107.76 FEDERAL NATL MTG ASSN POOL #893234 DTD 8/1/0	08/12/2009	10/26/2009	108.00	111.00	-3.00
4579.24 FEDERAL NATL MTG ASSN POOL #900295 DTD 09/01	08/11/2009	10/26/2009	4,579.00	4,795.00	-216.00
1709.02 FEDERAL NATL MTG ASSN POOL #AA0835 DTD 12/01	08/12/2009	10/26/2009	1,709.00	1,737.00	-28.00
106.32 FEDERAL NATL MTG ASSN POOL #AA9117 DTD 08/01	08/11/2009	10/26/2009	106.00	106.00	
457.21 FEDERAL NATL MTG ASSN POOL #AC1847 DTD 08/01	07/17/2009	10/26/2009	457.00	466.00	-9.00
23000. UNITED STATES TREAS BDS DTD 02/15/07 4.6	07/21/2009	10/26/2009	25,142.00	25,243.00	-101.00
316. PFIZER INC COM W/RTS ATTACHED EXP 10/15/2007	10/16/2009	10/27/2009	5,460.00	5,581.00	-121.00
881. ACTIVISION BLIZZARD INC COM	05/18/2009	10/28/2009	10,125.00	10,298.00	-173.00
48. BECTON DICKINSON & CO COM	11/05/2008	10/28/2009	3,224.00	3,357.00	-133.00
7000. DEERE JOHN CAP CORP NTS DTD 3/22/2002 7%	07/22/2009	10/28/2009	7,825.00	7,857.00	-32.00
356. HESS CORP COM	12/23/2008	10/29/2009	20,018.00	17,570.00	2,448.00

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

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

Schedule D-1 (Form 1041) 2009

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust

SAMUEL L. PHILLIPS FAMILY FDN

Employer identification number

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 295. KOHLS CORP COM	08/28/2009	10/30/2009	16,924.00	15,556.00	1,368.00
14. DEVON ENERGY CORP NEW COM	06/11/2009	11/03/2009	921.00	939.00	-18.00
593. SCHERING-PLOUGH CORP COM	05/20/2009	11/05/2009	6,227.00	5,582.00	645.00
165. MONSANTO CO NEW COM	10/28/2009	11/12/2009	12,131.00	11,756.00	375.00
125. DEVON ENERGY CORP NEW COM	06/11/2009	11/13/2009	8,392.00	8,279.00	113.00
.9831 MERCK & CO INC COM	05/20/2009	11/13/2009	33.00	23.00	10.00
236. BLOCK H & R INC COM W/RTS EXP 3/25/2008	07/27/2009	11/16/2009	4,838.00	3,842.00	996.00
70000. UNITED STATES TREAS BD DTD 08/15/2003 4.	08/04/2009	11/18/2009	76,710.00	75,793.00	917.00
239. DEVON ENERGY CORP NEW COM	06/04/2009	11/19/2009	16,579.00	14,890.00	1,689.00
3951.87 FEDERAL NATL MTG ASSN POOL #893234 DTD 8/1/0	08/12/2009	11/25/2009	3,952.00	4,080.00	-128.00
1884.95 FEDERAL NATL MTG ASSN POOL #900295 DTD 09/01	08/11/2009	11/25/2009	1,885.00	1,974.00	-89.00
2167.22 FEDERAL NATL MTG ASSN POOL #AA0835 DTD 12/01	08/12/2009	11/25/2009	2,167.00	2,202.00	-35.00
123.11 FEDERAL NATL MTG ASSN POOL #AA9117 DTD 08/01	08/11/2009	11/25/2009	123.00	122.00	1.00
410.02 FEDERAL NATL MTG ASSN POOL #AC1847 DTD 08/01	07/17/2009	11/25/2009	410.00	418.00	-8.00
214. BLOCK H & R INC COM W/RTS EXP 3/25/2008	07/27/2009	12/01/2009	4,421.00	3,395.00	1,026.00
358. VIACOM INC CL B COM	10/28/2009	12/02/2009	10,708.00	9,817.00	891.00
416. BLOCK H & R INC COM W/RTS EXP 3/25/2008	05/20/2009	12/03/2009	8,470.00	6,107.00	2,363.00
252. HALLIBURTON CO COM W/RIGHTS EXP 12/15/2005	10/16/2009	12/03/2009	7,143.00	7,709.00	-566.00
499. HOME DEPOT INC COM	12/24/2008	12/07/2009	14,060.00	11,891.00	2,169.00
213. AECOM TECHNOLOGY CORP COM	08/06/2009	12/08/2009	5,140.00	6,584.00	-1,444.00
215. AECOM TECHNOLOGY CORP COM	09/09/2009	12/09/2009	5,272.00	6,172.00	-900.00
40. PRECISION CASTPARTS CORP COM	05/20/2009	12/14/2009	4,523.00	3,320.00	1,203.00
10000. UNITED STATES TREAS NT DTD 9/15/2005 3.8	10/29/2009	12/21/2009	10,259.00	10,307.00	-48.00
45. C R BARD INC COM W/RTS EXP 10/23/2005	05/20/2009	12/23/2009	3,554.00	3,249.00	305.00

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

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

Schedule D-1 (Form 1041) 2009

Department of the Treasury
Internal Revenue Service

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

2009

56-2225556

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-310,425.00
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Schedule D-1 (Form 1041) 2009

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

Employer identification number

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 30. APACHE CORP COM RTS EXP 01/31/2006	11/30/2006	01/05/2009	2,516.00	2,134.00	382.00
57. MONSANTO CO NEW COM	04/10/2006	01/07/2009	4,784.00	2,442.00	2,342.00
54. AIR PRODS & CHEMICALS INC COM W/ RTS TO PURCHASE	04/24/2006	01/08/2009	3,116.00	3,719.00	-603.00
99. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	01/25/2007	01/12/2009	3,385.00	4,636.00	-1,251.00
77. COGNIZANT TECH SOLUTIONS CRP COM	11/15/2005	01/13/2009	1,635.00	1,841.00	-206.00
106. THERMO ELECTRON CORP COM W/RTS ATTACHED EXP 01/2	01/10/2007	01/13/2009	3,887.00	4,960.00	-1,073.00
215. SUPERVALU INC COM W/RIGHTS ATTACHED EXP 4/12/	11/13/2007	01/21/2009	4,003.00	8,447.00	-4,444.00
399. BANK AMER CORP COM	09/27/2004	01/22/2009	2,342.00	17,557.00	-15,215.00
555. CITIGROUP INC COM	08/26/2005	01/22/2009	1,679.00	23,953.00	-22,274.00
149. TEXAS INSTRS INC COM	11/07/2006	01/27/2009	2,296.00	4,464.00	-2,168.00
71. PEABODY ENERGY CORP COM	08/23/2007	01/28/2009	1,965.00	2,756.00	-791.00
94. CAMERON INT'L CORP COM	01/31/2008	02/02/2009	2,075.00	3,871.00	-1,796.00
126. FEDEX CORP COM	04/24/2006	02/10/2009	6,449.00	14,654.00	-8,205.00
134. SPX CORP COM RTS EXP 06/25/2006	01/24/2008	02/10/2009	6,234.00	13,680.00	-7,446.00
116. BURGER KING HOLDINGS INC COM	07/16/2007	03/03/2009	2,595.00	2,973.00	-378.00
375. GENERAL ELEC CO COM	07/12/2006	03/04/2009	2,542.00	12,435.00	-9,893.00
147. GENENTECH INC COM	02/03/2006	03/12/2009	13,847.00	12,752.00	1,095.00
960. TIME WARNER INC NEW	08/26/2005	03/13/2009	7,804.00	16,934.00	-9,130.00
1197. SPRINT CORP COM W/RTS ATTACHED EXP (FON GRO	01/22/2007	03/24/2009	4,503.00	25,163.00	-20,660.00
35. AMPHENOL CORP NEW CL A	01/18/2008	04/02/2009	1,126.00	1,332.00	-206.00
115. PROLOGIS TR SH BEN INT	04/01/2008	04/03/2009	945.00	7,110.00	-6,165.00
69. MERCK & CO INC COM	01/25/2008	04/09/2009	1,806.00	3,284.00	-1,478.00
15. FRANKLIN RES INC COM	08/24/2005	04/13/2009	933.00	1,243.00	-310.00
30. TARGET CORP COM	01/11/2007	04/17/2009	1,216.00	1,784.00	-568.00
55. UNITED TECHNOLOGIES CORP COM	04/17/2006	04/17/2009	2,614.00	3,155.00	-541.00

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

Schedule D-1 (Form 1041) 2009

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SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 147. WESTERN UNION CO COM	01/05/2007	04/20/2009	2,120.00	3,325.00	-1,205.00
97. CAMERON INT'L CORP COM	01/31/2008	04/24/2009	2,568.00	2,599.00	-31.00
13. FRANKLIN RES INC COM	08/24/2005	04/27/2009	793.00	1,077.00	-284.00
70. MERCK & CO INC COM	01/25/2008	04/27/2009	1,654.00	3,331.00	-1,677.00
63. FRANKLIN RES INC COM	08/31/2005	04/29/2009	3,731.00	5,063.00	-1,332.00
78. FRANKLIN RES INC COM	09/21/2005	04/29/2009	4,627.00	6,238.00	-1,611.00
74. DISNEY (WALT) COMPANY HOLDING COMPANY COM	05/15/2006	05/04/2009	1,676.00	2,186.00	-510.00
27. PRECISION CASTPARTS CORP COM	04/01/2008	05/04/2009	2,078.00	2,815.00	-737.00
217.625 AT&T INC	08/26/2005	05/08/2009	5,507.00	5,171.00	336.00
194. WYETH COM	05/01/2008	05/08/2009	8,537.00	8,747.00	-210.00
4. EOG RES INC COM	05/01/2008	05/12/2009	289.00	498.00	-209.00
164. HEWLETT-PACKARD CO COM	11/01/2007	05/20/2009	5,715.00	8,438.00	-2,723.00
276. LOWES COS INC COM W/RIGHTS ATTACHED EXPIRING	01/12/2006	05/20/2009	5,481.00	8,741.00	-3,260.00
359. MICROSOFT CORP COM	08/31/2005	05/20/2009	7,382.00	9,816.00	-2,434.00
248. ORACLE CORP COM	09/29/2006	05/20/2009	4,742.00	4,427.00	315.00
80. ST. JUDE MED INC	08/24/2005	05/20/2009	2,980.00	3,574.00	-594.00
168. SCHLUMBERGER LTD COM	01/17/2008	05/20/2009	9,413.00	15,362.00	-5,949.00
285. TEXAS INSTRS INC COM	11/07/2006	05/20/2009	5,307.00	8,539.00	-3,232.00
335. TIME WARNER INC COM	05/23/2008	05/27/2009	7,793.00	11,705.00	-3,912.00
103. EOG RES INC COM	05/01/2008	06/04/2009	7,496.00	12,834.00	-5,338.00
58. BOEING CO COM	01/11/2007	06/05/2009	3,072.00	5,143.00	-2,071.00
139. LABORATORY CORP AMER HLDGS COM NEW	05/01/2008	06/05/2009	8,553.00	10,577.00	-2,024.00
370. WASTE MGMT INC DEL COM	05/01/2008	06/08/2009	10,386.00	13,557.00	-3,171.00
52. BOEING CO COM	01/11/2007	06/12/2009	2,663.00	4,611.00	-1,948.00
32. BOEING CO COM	01/11/2007	06/26/2009	1,349.00	2,837.00	-1,488.00

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SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 85633. PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD IN	05/06/2008	07/08/2009	904,284.00	935,112.00	-30,828.00
129. HONEYWELL INTL INC COM	05/12/2008	07/09/2009	3,808.00	7,744.00	-3,936.00
306. BURGER KING HOLDINGS INC COM	07/16/2007	07/14/2009	4,860.00	7,069.00	-2,209.00
155. BURGER KING HOLDINGS INC COM	02/23/2007	07/14/2009	2,499.00	3,407.00	-908.00
175. PHILIP MORRIS INTL INC COM	05/20/2008	07/14/2009	7,456.00	9,397.00	-1,941.00
73. BURGER KING HOLDINGS INC COM	02/23/2007	07/15/2009	1,169.00	1,604.00	-435.00
86. LABORATORY CORP AMER HLDGS COM NEW	07/01/2008	07/17/2009	5,738.00	6,043.00	-305.00
78. HEWLETT-PACKARD CO COM	10/22/2007	07/23/2009	3,242.00	3,989.00	-747.00
258.375 AT&T INC	01/25/2006	07/28/2009	6,588.00	5,170.00	1,418.00
217. MICROCHIP TECHNOLOGY INC COM W/RTS ATTACHED EXP	12/14/2007	07/28/2009	5,826.00	7,111.00	-1,285.00
90. MICROCHIP TECHNOLOGY INC COM W/RTS ATTACHED EXP	12/14/2007	07/28/2009	2,434.00	2,862.00	-428.00
140. DISNEY (WALT) COMPANY HOLDING COMPANY COM	05/15/2006	07/30/2009	3,706.00	3,996.00	-290.00
119. PROCTER & GAMBLE CO COM	08/24/2005	08/04/2009	6,601.00	6,596.00	5.00
368. CISCO SYS INC COM W/RIGHTS ATTACHED EXPIRING	12/14/2007	08/05/2009	8,169.00	10,766.00	-2,597.00
107. M & T BK CORP COM	05/08/2008	08/05/2009	6,366.00	10,126.00	-3,760.00
11050. ISHARES BARCLAYS AGGREGATE BOND FUND	07/16/2008	08/06/2009	1,128,033.00	1,108,890.00	19,143.00
203. INTEL CORP COM	12/14/2007	08/10/2009	3,800.00	5,376.00	-1,576.00
205. INTEL CORP COM	12/14/2007	08/18/2009	3,807.00	4,501.00	-694.00
253. YAHOO INC COM W/RIGHTS ATTACHED EXP 3/1/2	03/28/2006	08/26/2009	3,753.00	8,140.00	-4,387.00
107. PROLOGIS TR SH BEN INT	04/01/2008	08/31/2009	1,174.00	6,310.00	-5,136.00
160. PARTNERRE LTD COM	05/01/2008	09/01/2009	11,736.00	11,877.00	-141.00
168. TRAVELERS COS INC COM	08/26/2005	09/09/2009	8,203.00	7,501.00	702.00
54.667 TIME WARNER INC COM	05/01/2008	09/11/2009	1,600.00	1,900.00	-300.00
76205.407 PIMCO FOREIGN BOND FUND-INST	09/25/2007	09/24/2009	778,057.00	799,783.00	-21,726.00
218. ENTERGY CORP NEW COM	05/01/2008	09/30/2009	17,378.00	24,926.00	-7,548.00

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

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 139. AMERICAN TOWER CORP CL A	09/12/2008	10/06/2009	5,154.00	5,492.00	-338.00
225. WYETH COM	05/01/2008	10/06/2009	10,986.00	9,966.00	1,020.00
105. ST. JUDE MED INC	08/24/2005	10/13/2009	3,500.00	4,690.00	-1,190.00
137. WASTE MGMT INC DEL COM	09/26/2008	10/14/2009	4,001.00	4,546.00	-545.00
321. WYETH COM	09/26/2008	10/16/2009	16,177.00	12,486.00	3,691.00
152. BECTON DICKINSON & CO COM	10/23/2008	10/28/2009	10,210.00	10,369.00	-159.00
196. PHILIP MORRIS INTL INC COM	09/26/2008	10/28/2009	9,678.00	10,043.00	-365.00
128. DEVON ENERGY CORP NEW COM	09/26/2008	11/03/2009	8,418.00	12,415.00	-3,997.00
68. EXXON MOBIL CORP COM	05/08/2008	11/04/2009	4,873.00	6,383.00	-1,510.00
351. PG&E CORP COM W/RIGHTS ATTACHED EXP 12/22	09/26/2008	11/04/2009	14,395.00	13,878.00	517.00
187. DIRECTV-CLASS A COM	09/12/2008	11/24/2009	5,982.00	5,155.00	827.00
100. PEABODY ENERGY CORP COM	11/14/2006	11/30/2009	4,435.00	3,708.00	727.00
116. AMPHENOL CORP NEW CL A	01/18/2008	12/09/2009	5,088.00	4,332.00	756.00
56. FRANKLIN RES INC COM	10/22/2008	12/15/2009	5,880.00	3,547.00	2,333.00
392. UNILEVER N V NEW YORK SHS NEW	09/26/2008	12/16/2009	12,709.00	11,956.00	753.00
159. TRAVELERS COS INC COM	09/26/2008	12/17/2009	7,802.00	7,099.00	703.00
96. C R BARD INC COM W/RTS EXP 10/23/2005	05/22/2007	12/18/2009	7,538.00	7,214.00	324.00
5. C R BARD INC COM W/RTS EXP 10/23/2005	06/08/2006	12/23/2009	395.00	363.00	32.00
246. PHILIP MORRIS INTL INC COM	09/26/2008	12/23/2009	12,032.00	12,587.00	-555.00
16. VIACOM INC CL B COM	09/26/2008	12/23/2009	472.00	408.00	64.00
100. EOG RES INC COM	09/26/2008	12/29/2009	10,033.00	10,937.00	-904.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b -224,006.00

Schedule D-1 (Form 1041) 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 SHORT-TERM CAPITAL GAIN DIVIDENDS					10,381.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,888.	
2,516.00		30. APACHE CORP COM RTS EXP 01/31/2006 PROPERTY TYPE: SECURITIES 2,134.00					11/30/2006 382.00	01/05/2009
1,221.00		24. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 1,154.00					09/12/2008 67.00	01/05/2009
1,449.00		19. APOLLO GRP INC CL A PROPERTY TYPE: SECURITIES 1,322.00					11/14/2008 127.00	01/07/2009
4,784.00		57. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 2,442.00					04/10/2006 2,342.00	01/07/2009
3,116.00		54. AIR PRODS & CHEMICALS INC COM W/ RTS PROPERTY TYPE: SECURITIES 3,719.00					04/24/2006 -603.00	01/08/2009
10,335.00		240. STATE STR CORP COM PROPERTY TYPE: SECURITIES 15,415.00					09/26/2008 -5,080.00	01/08/2009
1,802.00		21. APOLLO GRP INC CL A PROPERTY TYPE: SECURITIES 1,453.00					11/14/2008 349.00	01/09/2009
5,013.00		191. CVS CORP COM PROPERTY TYPE: SECURITIES 7,185.00					09/12/2008 -2,172.00	01/09/2009
12,610.00		150. GENENTECH INC COM PROPERTY TYPE: SECURITIES 13,700.00					09/26/2008 -1,090.00	01/09/2009
3,385.00		99. THERMO ELECTRON CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 4,636.00					01/25/2007 -1,251.00	01/12/2009

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

Kind of Property		Description				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)	
1,635.00		77. COGNIZANT TECH SOLUTIONS CRP COM PROPERTY TYPE: SECURITIES 1,841.00				11/15/2005 -206.00	01/13/2009
3,887.00		106. THERMO ELECTRON CORP COM W/RTS ATTA PROPERTY TYPE: SECURITIES 4,960.00				01/10/2007 -1,073.00	01/13/2009
1,232.00		48. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,929.00				10/13/2008 -697.00	01/15/2009
1,182.00		29. PNC FINL SVCS GROUP INC COM W/RIGHTS PROPERTY TYPE: SECURITIES 2,142.00				11/05/2008 -960.00	01/15/2009
1,160.00		29. PNC FINL SVCS GROUP INC COM W/RIGHTS PROPERTY TYPE: SECURITIES 2,078.00				11/05/2008 -918.00	01/16/2009
663.00		10. GOLDMAN SACHS GRP INC COM PROPERTY TYPE: SECURITIES 890.00				01/06/2009 -227.00	01/20/2009
5,336.00		193. PNC FINL SVCS GROUP INC COM W/RIGHT PROPERTY TYPE: SECURITIES 12,326.00				12/09/2008 -6,990.00	01/20/2009
832.00		32. PNC FINL SVCS GROUP INC COM W/RIGHTS PROPERTY TYPE: SECURITIES 1,490.00				12/03/2008 -658.00	01/20/2009
3,285.00		329. WEATHERFORD INTL LTD COM PROPERTY TYPE: SECURITIES 10,218.00				09/12/2008 -6,933.00	01/20/2009
1,056.00		111. WEATHERFORD INTL LTD COM PROPERTY TYPE: SECURITIES 3,448.00				09/12/2008 -2,392.00	01/20/2009
1,251.00		58. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 2,325.00				10/09/2008 -1,074.00	01/21/2009

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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)	
12,866.00		691. SUPERVALU INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 19,638.00					09/26/2008 -6,772.00	01/21/2009
4,003.00		215. SUPERVALU INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 8,447.00					11/13/2007 -4,444.00	01/21/2009
1,792.00		50. THERMO ELECTRON CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 2,910.00					09/12/2008 -1,118.00	01/21/2009
11,343.00		243. UNITED PARCEL SERVICE CL B COM PROPERTY TYPE: SECURITIES 15,011.00					09/26/2008 -3,668.00	01/21/2009
1,570.00		32. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES 1,992.00					09/12/2008 -422.00	01/21/2009
7,030.00		518. WILLIAMS COS INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 18,217.00					09/26/2008 -11,187.00	01/21/2009
2,418.00		412. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 14,798.00					09/26/2008 -12,380.00	01/22/2009
2,342.00		399. BANK AMER CORP COM PROPERTY TYPE: SECURITIES 17,557.00					09/27/2004 -15,215.00	01/22/2009
3,309.00		1094. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 21,450.00					09/26/2008 -18,141.00	01/22/2009
1,679.00		555. CITIGROUP INC COM PROPERTY TYPE: SECURITIES 23,953.00					08/26/2005 -22,274.00	01/22/2009
919.00		96. SOUTHWEST AIRLINES CO COM PROPERTY TYPE: SECURITIES 866.00					01/02/2009 53.00	01/22/2009

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)	
5,372.00		373. SUNTRUST BKS INC COM PROPERTY TYPE: SECURITIES 16,419.00					09/26/2008 -11,047.00	01/22/2009
7,210.00		181. ZIMMER HLDGS INC COM PROPERTY TYPE: SECURITIES 12,594.00					09/12/2008 -5,384.00	01/22/2009
1,513.00		38. AON CORP COM PROPERTY TYPE: SECURITIES 1,644.00					12/03/2008 -131.00	01/23/2009
1,402.00		35. AON CORP COM PROPERTY TYPE: SECURITIES 1,485.00					10/31/2008 -83.00	01/23/2009
4,203.00		75. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 5,263.00					10/03/2008 -1,060.00	01/23/2009
10,998.00		445. SMITH INTL CORP COM W/RIGHTS ATTACH PROPERTY TYPE: SECURITIES 20,752.00					11/05/2008 -9,754.00	01/23/2009
749.00		19. AON CORP COM PROPERTY TYPE: SECURITIES 784.00					11/11/2008 -35.00	01/26/2009
10,209.00		168. HESS CORP COM PROPERTY TYPE: SECURITIES 15,033.00					09/26/2008 -4,824.00	01/26/2009
9,397.00		264. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 12,778.00					09/26/2008 -3,381.00	01/26/2009
8,873.00		235. NUCOR CORP COM W/RIGHTS ATTACHED EX PROPERTY TYPE: SECURITIES 10,069.00					12/12/2008 -1,196.00	01/26/2009
1,509.00		40. AON CORP COM PROPERTY TYPE: SECURITIES 1,603.00					11/21/2008 -94.00	01/27/2009

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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)	
1,211.00		32. AON CORP COM PROPERTY TYPE: SECURITIES 1,273.00					10/29/2008 -62.00	01/27/2009
2,296.00		149. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 4,464.00					11/07/2006 -2,168.00	01/27/2009
1,217.00		32. AON CORP COM PROPERTY TYPE: SECURITIES 1,238.00					10/29/2008 -21.00	01/28/2009
1,299.00		72. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 1,349.00					12/17/2008 -50.00	01/28/2009
1,965.00		71. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 2,756.00					08/23/2007 -791.00	01/28/2009
1,172.00		31. AON CORP COM PROPERTY TYPE: SECURITIES 1,175.00					10/21/2008 -3.00	01/29/2009
1,322.00		166. DELTA AIRLINES INC DEL COM PROPERTY TYPE: SECURITIES 1,960.00					01/20/2009 -638.00	01/29/2009
1,351.00		35. COVIDIEN LTD COM PROPERTY TYPE: SECURITIES 1,963.00					09/12/2008 -612.00	01/29/2009
1,399.00		37. AON CORP COM PROPERTY TYPE: SECURITIES 1,383.00					10/22/2008 16.00	01/30/2009
1,329.00		36. AON CORP COM PROPERTY TYPE: SECURITIES 1,264.00					10/24/2008 65.00	01/30/2009
2,774.00		182. CISCO SYS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 4,260.00					09/12/2008 -1,486.00	01/30/2009

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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)	
1,169.00		169. DELTA AIRLINES INC DEL COM PROPERTY TYPE: SECURITIES 1,986.00					01/22/2009 -817.00	01/30/2009
2,075.00		94. CAMERON INT'L CORP COM PROPERTY TYPE: SECURITIES 3,871.00					01/31/2008 -1,796.00	02/02/2009
2,230.00		320. DELTA AIRLINES INC DEL COM PROPERTY TYPE: SECURITIES 2,801.00					01/27/2009 -571.00	02/02/2009
2,292.00		41. RESEARCH IN MOTION COM PROPERTY TYPE: SECURITIES 2,137.00					01/20/2009 155.00	02/02/2009
5,661.00		103. HESS CORP COM PROPERTY TYPE: SECURITIES 8,566.00					11/03/2008 -2,905.00	02/03/2009
8,225.00		242. QUALCOMM INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 11,577.00					09/12/2008 -3,352.00	02/03/2009
2,451.00		65. THERMO ELECTRON CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 3,784.00					09/12/2008 -1,333.00	02/04/2009
1,152.00		31. THERMO ELECTRON CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 1,804.00					09/12/2008 -652.00	02/04/2009
1,234.00		32. THERMO ELECTRON CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 1,863.00					09/12/2008 -629.00	02/05/2009
2,192.00		73. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES 2,884.00					09/12/2008 -692.00	02/06/2009
1,841.00		61. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES 2,410.00					09/12/2008 -569.00	02/06/2009

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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)	
2,633.00		18. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES 3,857.00					09/12/2008 -1,224.00	02/06/2009
1,237.00		13. GOLDMAN SACHS GRP INC COM PROPERTY TYPE: SECURITIES 1,148.00					01/05/2009 89.00	02/06/2009
6,356.00		175. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 8,320.00					05/01/2008 -1,964.00	02/09/2009
980.00		14. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 1,209.00					09/12/2008 -229.00	02/09/2009
6,674.00		123. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 10,272.00					09/16/2008 -3,598.00	02/10/2009
4,767.00		90. CELGENE CORP COM PROPERTY TYPE: SECURITIES 4,420.00					12/10/2008 347.00	02/10/2009
339.00		28. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 324.00					10/31/2008 15.00	02/10/2009
6,449.00		126. FEDEX CORP COM PROPERTY TYPE: SECURITIES 14,654.00					04/24/2006 -8,205.00	02/10/2009
1,205.00		8. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES 1,714.00					09/12/2008 -509.00	02/10/2009
1,097.00		3. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 1,317.00					09/12/2008 -220.00	02/10/2009
2,971.00		38. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES 2,922.00					12/12/2008 49.00	02/10/2009

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Kind of Property		Description				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)	
1,442.00		31. SPX CORP COM RTS EXP 06/25/2006 PROPERTY TYPE: SECURITIES 3,271.00				03/05/2008 -1,829.00	02/10/2009
6,234.00		134. SPX CORP COM RTS EXP 06/25/2006 PROPERTY TYPE: SECURITIES 13,680.00				01/24/2008 -7,446.00	02/10/2009
2,958.00		38. LOCKHEED MARTIN CORP COM PROPERTY TYPE: SECURITIES 2,888.00				12/11/2008 70.00	02/11/2009
9,108.00		1187. NEWELL RUBBERMAID INC COM PROPERTY TYPE: SECURITIES 23,762.00				09/26/2008 -14,654.00	02/11/2009
6,424.00		126. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 8,351.00				11/11/2008 -1,927.00	02/11/2009
4,989.00		105. RESEARCH IN MOTION COM PROPERTY TYPE: SECURITIES 5,235.00				01/20/2009 -246.00	02/11/2009
3,779.00		88. COSTCO WHOLESALE CORP COM PROPERTY TYPE: SECURITIES 6,379.00				07/07/2008 -2,600.00	02/12/2009
1,212.00		49. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,905.00				10/10/2008 -693.00	02/13/2009
938.00		7. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES 1,500.00				09/12/2008 -562.00	02/17/2009
1,096.00		49. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 1,889.00				11/10/2008 -793.00	02/17/2009
3,763.00		29. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES 6,214.00				09/12/2008 -2,451.00	02/18/2009

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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)	
2,150.00		101. JP MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 3,428.00					11/25/2008 -1,278.00	02/18/2009
1,687.00		71. METLIFE INC COM PROPERTY TYPE: SECURITIES 2,630.00					10/15/2008 -943.00	02/18/2009
2,923.00		179. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 3,328.00					12/17/2008 -405.00	02/20/2009
2,272.00		28. GOLDMAN SACHS GRP INC COM PROPERTY TYPE: SECURITIES 2,378.00					01/05/2009 -106.00	02/20/2009
1,310.00		24. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 1,535.00					09/12/2008 -225.00	02/20/2009
1,424.00		70. METLIFE INC COM PROPERTY TYPE: SECURITIES 2,593.00					10/15/2008 -1,169.00	02/20/2009
2,157.00		138. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 2,460.00					12/19/2008 -303.00	02/23/2009
2,331.00		28. GOLDMAN SACHS GRP INC COM PROPERTY TYPE: SECURITIES 2,334.00					01/02/2009 -3.00	02/23/2009
2,347.00		7. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 3,074.00					09/12/2008 -727.00	02/23/2009
5,384.00		111. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 8,236.00					09/24/2008 -2,852.00	02/24/2009
2,174.00		139. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 2,398.00					12/23/2008 -224.00	02/24/2009

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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)	
7,821.00		703. WILLIAMS COS INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 15,664.00					10/21/2008 -7,843.00	02/24/2009
3,405.00		10. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 4,391.00					09/12/2008 -986.00	02/25/2009
4,679.00		45. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES 8,538.00					10/31/2008 -3,859.00	02/26/2009
1,348.00		66. UNITEDHEALTH GRP INC COM PROPERTY TYPE: SECURITIES 1,906.00					02/13/2009 -558.00	02/26/2009
2,038.00		193. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 2,156.00					12/12/2008 -118.00	02/27/2009
1,456.00		17. GENENTECH INC COM PROPERTY TYPE: SECURITIES 1,447.00					02/20/2009 9.00	02/27/2009
1,375.00		106. NII HLDGS INC CL B PROPERTY TYPE: SECURITIES 5,224.00					09/12/2008 -3,849.00	02/27/2009
441.00		41. NII HLDGS INC CL B PROPERTY TYPE: SECURITIES 2,020.00					09/12/2008 -1,579.00	03/02/2009
2,595.00		116. BURGER KING HOLDINGS INC PROPERTY TYPE: SECURITIES 2,973.00				CO	07/16/2007 -378.00	03/03/2009
1,086.00		88. COMPANHIA VALE DO RIO DOCE SPONSORED PROPERTY TYPE: SECURITIES 1,545.00					02/09/2009 -459.00	03/03/2009
1,096.00		81. COMPANHIA VALE DO RIO DOCE SPONSORED PROPERTY TYPE: SECURITIES 1,364.00					02/09/2009 -268.00	03/04/2009

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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)	
1,991.00		189. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 2,031.00					12/12/2008 -40.00	03/04/2009
5,010.00		739. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 18,155.00					10/09/2008 -13,145.00	03/04/2009
2,542.00		375. GENERAL ELEC CO COM PROPERTY TYPE: SECURITIES 12,435.00					07/12/2006 -9,893.00	03/04/2009
4,682.00		421. JOHNSON CTLS INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 14,305.00					09/26/2008 -9,623.00	03/04/2009
1,061.00		77. METLIFE INC COM PROPERTY TYPE: SECURITIES 2,852.00					10/15/2008 -1,791.00	03/04/2009
1,040.00		130. TAIWAN SEMICONDUCTOR MFG CO-ADR PROPERTY TYPE: SECURITIES 1,123.00					02/09/2009 -83.00	03/04/2009
2,907.00		97. COVIDIEN LTD COM PROPERTY TYPE: SECURITIES 5,432.00					09/17/2008 -2,525.00	03/04/2009
2,145.00		165. COMPANHIA VALE DO RIO DOCE SPONSORE PROPERTY TYPE: SECURITIES 2,773.00					02/09/2009 -628.00	03/05/2009
863.00		73. METLIFE INC COM PROPERTY TYPE: SECURITIES 2,704.00					10/15/2008 -1,841.00	03/05/2009
1,331.00		47. COVIDIEN LTD COM PROPERTY TYPE: SECURITIES 2,592.00					09/19/2008 -1,261.00	03/05/2009
2,227.00		177. COMPANHIA VALE DO RIO DOCE SPONSORE PROPERTY TYPE: SECURITIES 2,690.00					02/20/2009 -463.00	03/06/2009

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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)	
1,438.00		51. COVIDIEN LTD COM PROPERTY TYPE: SECURITIES 2,506.00					10/13/2008 -1,068.00	03/06/2009
6,015.00		130. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 9,362.00					09/26/2008 -3,347.00	03/09/2009
581.00		17. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 820.00					10/03/2008 -239.00	03/09/2009
15,016.00		167. GENENTECH INC COM PROPERTY TYPE: SECURITIES 12,059.00					09/18/2008 2,957.00	03/09/2009
1,202.00		35. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 1,688.00					10/03/2008 -486.00	03/10/2009
8,917.00		29. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 10,642.00					10/13/2008 -1,725.00	03/10/2009
13,847.00		147. GENENTECH INC COM PROPERTY TYPE: SECURITIES 12,752.00					02/03/2006 1,095.00	03/12/2009
2,068.00		22. GENENTECH INC COM PROPERTY TYPE: SECURITIES 1,871.00					02/20/2009 197.00	03/12/2009
1,069.00		28. KOHLS CORP COM PROPERTY TYPE: SECURITIES 1,429.00					09/12/2008 -360.00	03/12/2009
1,195.00		135. TAIWAN SEMICONDUCTOR MFG CO-ADR PROPERTY TYPE: SECURITIES 1,135.00					02/09/2009 60.00	03/13/2009
1,463.00		180. TIME WARNER INC NEW PROPERTY TYPE: SECURITIES 2,926.00					05/23/2008 -1,463.00	03/13/2009

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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)	
7,804.00		960. TIME WARNER INC NEW PROPERTY TYPE: SECURITIES 16,934.00					08/26/2005 -9,130.00	03/13/2009
1,128.00		29. KOHLS CORP COM PROPERTY TYPE: SECURITIES 1,480.00					09/12/2008 -352.00	03/17/2009
3,933.00		42. GENENTECH INC COM PROPERTY TYPE: SECURITIES 3,494.00					03/04/2009 439.00	03/18/2009
1,208.00		29. KOHLS CORP COM PROPERTY TYPE: SECURITIES 1,480.00					09/12/2008 -272.00	03/18/2009
2,572.00		109. METLIFE INC COM PROPERTY TYPE: SECURITIES 4,037.00					10/15/2008 -1,465.00	03/18/2009
18.00		2. TAIWAN SEMICONDUCTOR MFG CO-ADR PROPERTY TYPE: SECURITIES 17.00					02/09/2009 1.00	03/18/2009
26,840.00		1420. UNILEVER N V NEW YORK SHS NEW PROPERTY TYPE: SECURITIES 47,471.00					05/01/2008 -20,631.00	03/18/2009
1,258.00		21. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 1,214.00					12/17/2008 44.00	03/19/2009
950.00		16. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 904.00					12/17/2008 46.00	03/19/2009
1,180.00		102. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 1,086.00					12/11/2008 94.00	03/20/2009
3,415.00		104. BEST BUY INC COM PROPERTY TYPE: SECURITIES 3,124.00					02/17/2009 291.00	03/23/2009

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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)	
2,742.00		460. SOUTHWEST AIRLINES CO COM PROPERTY TYPE: SECURITIES 3,953.00					01/14/2009 -1,211.00	03/24/2009
4,349.00		1156. SPRINT CORP COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES 10,107.00					06/12/2008 -5,758.00	03/24/2009
4,503.00		1197. SPRINT CORP COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES 25,163.00					01/22/2007 -20,660.00	03/24/2009
1,173.00		128. TAIWAN SEMICONDUCTOR MFG CO-ADR PROPERTY TYPE: SECURITIES 1,059.00					02/09/2009 114.00	03/24/2009
1,426.00		41. THERMO ELECTRON CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 2,387.00					09/12/2008 -961.00	03/24/2009
971.00		28. THERMO ELECTRON CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 1,630.00					09/12/2008 -659.00	03/24/2009
824.00		24. THERMO ELECTRON CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 1,397.00					09/12/2008 -573.00	03/25/2009
5,774.00		120. DEVON ENERGY CORP NEW COM PROPERTY TYPE: SECURITIES 12,920.00					05/01/2008 -7,146.00	03/26/2009
515.00		12. KOHLS CORP COM PROPERTY TYPE: SECURITIES 612.00					09/12/2008 -97.00	03/26/2009
1,279.00		23. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 1,471.00					09/12/2008 -192.00	03/26/2009
965.00		106. TAIWAN SEMICONDUCTOR MFG CO-ADR PROPERTY TYPE: SECURITIES 869.00					12/17/2008 96.00	03/26/2009

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4,977.00		107. DEVON ENERGY CORP NEW COM PROPERTY TYPE: SECURITIES 10,784.00					09/26/2008 -5,807.00	03/27/2009
2,007.00		82. ANSYS INC COM PROPERTY TYPE: SECURITIES 3,432.00					05/23/2008 -1,425.00	03/30/2009
1,055.00		95. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 1,000.00					10/29/2008 55.00	03/30/2009
2,148.00		84. ANSYS INC COM PROPERTY TYPE: SECURITIES 3,515.00					05/23/2008 -1,367.00	03/31/2009
1,191.00		28. KOHLS CORP COM PROPERTY TYPE: SECURITIES 1,429.00					09/12/2008 -238.00	03/31/2009
1,315.00		20. APOLLO GRP INC CL A PROPERTY TYPE: SECURITIES 1,370.00					11/11/2008 -55.00	04/01/2009
1,126.00		35. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES 1,332.00					01/18/2008 -206.00	04/02/2009
1,377.00		20. APOLLO GRP INC CL A PROPERTY TYPE: SECURITIES 1,347.00					11/11/2008 30.00	04/02/2009
1,320.00		19. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 1,641.00					09/12/2008 -321.00	04/02/2009
945.00		115. PROLOGIS TR SH BEN INT PROPERTY TYPE: SECURITIES 7,110.00					04/01/2008 -6,165.00	04/03/2009
1,133.00		81. NII HLDGS INC CL B PROPERTY TYPE: SECURITIES 3,992.00					09/12/2008 -2,859.00	04/06/2009

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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)	
5,999.00		105. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 5,621.00					03/09/2009 378.00	04/06/2009
2,794.00		44. APOLLO GRP INC CL A PROPERTY TYPE: SECURITIES 2,930.00					11/13/2008 -136.00	04/07/2009
11,668.00		444. CAMPBELL SOUP CO COM PROPERTY TYPE: SECURITIES 13,433.00					02/10/2009 -1,765.00	04/07/2009
2,914.00		175. CISCO SYS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 4,096.00					09/12/2008 -1,182.00	04/07/2009
4,054.00		169. DIRECTV GRP INC/THE COM PROPERTY TYPE: SECURITIES 4,690.00					09/12/2008 -636.00	04/07/2009
13,333.00		705. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 17,083.00					01/21/2009 -3,750.00	04/07/2009
6,690.00		276. MORGAN STANLEY DEAN WITTER & CO COM PROPERTY TYPE: SECURITIES 6,412.00					02/13/2009 278.00	04/07/2009
1,073.00		83. NII HLDGS INC CL B PROPERTY TYPE: SECURITIES 4,090.00					09/12/2008 -3,017.00	04/07/2009
2,924.00		52. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 2,558.00					03/09/2009 366.00	04/07/2009
2,868.00		46. APOLLO GRP INC CL A PROPERTY TYPE: SECURITIES 3,006.00					10/30/2008 -138.00	04/08/2009
7.00		.333 TIME WARNER INC COM PROPERTY TYPE: SECURITIES 12.00					05/23/2008 -5.00	04/08/2009

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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)	
6,111.00		230. TIME WARNER CABLE COM PROPERTY TYPE: SECURITIES 9,988.00					09/26/2008 -3,877.00	04/08/2009
2,937.00		129. UNITEDHEALTH GRP INC COM PROPERTY TYPE: SECURITIES 3,697.00					02/17/2009 -760.00	04/08/2009
737.00		32. BROADCOM CORP COM PROPERTY TYPE: SECURITIES 700.00					04/08/2009 37.00	04/09/2009
1,806.00		69. MERCK & CO INC COM PROPERTY TYPE: SECURITIES 3,284.00					01/25/2008 -1,478.00	04/09/2009
8,381.00		176. AMGEN INC COM W/RTS ATTACHED EXP 03 PROPERTY TYPE: SECURITIES 10,576.00					09/26/2008 -2,195.00	04/13/2009
933.00		15. FRANKLIN RES INC COM PROPERTY TYPE: SECURITIES 1,243.00					08/24/2005 -310.00	04/13/2009
1,283.00		28. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 1,351.00					10/03/2008 -68.00	04/13/2009
1,459.00		24. EXPRESS SCRIPTS INC CL A W/RIGHTS AT PROPERTY TYPE: SECURITIES 1,427.00					12/22/2008 32.00	04/14/2009
14.00		.511 TIME WARNER CABLE COM PROPERTY TYPE: SECURITIES 21.00					09/26/2008 -7.00	04/14/2009
5,357.00		429. E M C CORP MASS COM PROPERTY TYPE: SECURITIES 4,381.00					11/11/2008 976.00	04/15/2009
2,461.00		55. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 2,645.00					09/12/2008 -184.00	04/15/2009

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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)	
1,296.00		24. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 1,535.00					09/12/2008 -239.00	04/15/2009
1,257.00		84. NII HLDGS INC CL B PROPERTY TYPE: SECURITIES 4,140.00					09/12/2008 -2,883.00	04/15/2009
15,618.00		1161. PFIZER INC COM W/RTS ATTACHED EXP PROPERTY TYPE: SECURITIES 17,705.00					01/29/2009 -2,087.00	04/15/2009
2,402.00		54. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 2,597.00					09/12/2008 -195.00	04/16/2009
3,144.00		210. NII HLDGS INC CL B PROPERTY TYPE: SECURITIES 10,349.00					09/12/2008 -7,205.00	04/17/2009
1,216.00		30. TARGET CORP COM PROPERTY TYPE: SECURITIES 1,784.00					01/11/2007 -568.00	04/17/2009
2,614.00		55. UNITED TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 3,155.00					04/17/2006 -541.00	04/17/2009
10,079.00		198. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES 11,862.00					09/26/2008 -1,783.00	04/17/2009
1,039.00		76. NII HLDGS INC CL B PROPERTY TYPE: SECURITIES 3,745.00					09/12/2008 -2,706.00	04/20/2009
2,120.00		147. WESTERN UNION CO COM PROPERTY TYPE: SECURITIES 3,325.00					01/05/2007 -1,205.00	04/20/2009
6,343.00		87. EVEREST REINSURANCE GROUP LTD SHS PROPERTY TYPE: SECURITIES 8,049.00					05/01/2008 -1,706.00	04/20/2009

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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)	
1,182.00		84. NII HLDGS INC CL B PROPERTY TYPE: SECURITIES 3,901.00					10/03/2008 -2,719.00	04/21/2009
1,238.00		38. PETROLEO BRASILEIRO SA PETROBRAS PET PROPERTY TYPE: SECURITIES 1,117.00					11/04/2008 121.00	04/21/2009
1,876.00		29. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 3,558.00					09/12/2008 -1,682.00	04/21/2009
1,232.00		38. PETROLEO BRASILEIRO SA PETROBRAS PET PROPERTY TYPE: SECURITIES 1,117.00					11/04/2008 115.00	04/22/2009
1,251.00		35. THERMO ELECTRON CORP COM W/RTS ATTAC PROPERTY TYPE: SECURITIES 2,037.00					09/12/2008 -786.00	04/22/2009
1,292.00		20. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 2,454.00					09/12/2008 -1,162.00	04/22/2009
5,185.00		81. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES 5,665.00					11/05/2008 -480.00	04/23/2009
1,029.00		111. JANUS CAPITAL GROUP INC PROPERTY TYPE: SECURITIES 3,042.00				CO	10/03/2008 -2,013.00	04/23/2009
1,184.00		36. PETROLEO BRASILEIRO SA PETROBRAS PET PROPERTY TYPE: SECURITIES 1,052.00					11/05/2008 132.00	04/23/2009
1,174.00		17. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 1,468.00					09/12/2008 -294.00	04/23/2009
15,948.00		326. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 15,272.00					03/13/2009 676.00	04/23/2009

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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)	
2,207.00		242. TAIWAN SEMICONDUCTOR MFG CO-ADR PROPERTY TYPE: SECURITIES 1,957.00					12/17/2008 250.00	04/23/2009
1,036.00		16. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 1,963.00					09/12/2008 -927.00	04/23/2009
2,568.00		97. CAMERON INT'L CORP COM PROPERTY TYPE: SECURITIES 2,599.00					01/31/2008 -31.00	04/24/2009
4,647.00		139. PETROLEO BRASILEIRO SA PETROBRAS PE PROPERTY TYPE: SECURITIES 3,958.00					11/05/2008 689.00	04/24/2009
1,296.00		18. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 1,555.00					09/12/2008 -259.00	04/24/2009
8,883.00		553. TD AMERITRADE HOLDING CORP COM PROPERTY TYPE: SECURITIES 10,210.00					09/26/2008 -1,327.00	04/24/2009
10,853.00		184. VISA INC CLASS A SHARES COM PROPERTY TYPE: SECURITIES 15,007.00					09/26/2008 -4,154.00	04/24/2009
2,941.00		68. ABBOTT LABS W/RIGHTS ATTACHED EXP 11 PROPERTY TYPE: SECURITIES 3,583.00					01/22/2009 -642.00	04/27/2009
793.00		13. FRANKLIN RES INC COM PROPERTY TYPE: SECURITIES 1,077.00					08/24/2005 -284.00	04/27/2009
4,324.00		183. MERCK & CO INC COM PROPERTY TYPE: SECURITIES 5,354.00					01/09/2009 -1,030.00	04/27/2009
1,654.00		70. MERCK & CO INC COM PROPERTY TYPE: SECURITIES 3,331.00					01/25/2008 -1,677.00	04/27/2009

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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)	
4,149.00		127. PETROLEO BRASILEIRO SA PETROBRAS PE PROPERTY TYPE: SECURITIES 3,353.00					11/11/2008 796.00	04/27/2009
4,049.00		127. PETROLEO BRASILEIRO SA PETROBRAS PE PROPERTY TYPE: SECURITIES 3,112.00					01/20/2009 937.00	04/27/2009
2,429.00		65. BEST BUY INC COM PROPERTY TYPE: SECURITIES 1,814.00					03/09/2009 615.00	04/29/2009
2,475.00		11. CME GROUP INC COM PROPERTY TYPE: SECURITIES 2,574.00					03/19/2009 -99.00	04/29/2009
5,763.00		26. CME GROUP INC COM PROPERTY TYPE: SECURITIES 5,858.00					03/19/2009 -95.00	04/29/2009
3,731.00		63. FRANKLIN RES INC COM PROPERTY TYPE: SECURITIES 5,063.00					08/31/2005 -1,332.00	04/29/2009
4,627.00		78. FRANKLIN RES INC COM PROPERTY TYPE: SECURITIES 6,238.00					09/21/2005 -1,611.00	04/29/2009
7,151.00		172. ABBOTT LABS W/RIGHTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES 8,728.00					03/02/2009 -1,577.00	04/30/2009
1,271.00		33. BEST BUY INC COM PROPERTY TYPE: SECURITIES 818.00					03/09/2009 453.00	04/30/2009
5,631.00		84. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 6,637.00					01/26/2009 -1,006.00	04/30/2009
1,190.00		16. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 1,382.00					09/12/2008 -192.00	04/30/2009

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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)	
10,336.00		213. AMGEN INC COM W/RTS ATTACHED EXP 03 PROPERTY TYPE: SECURITIES 12,048.00					09/30/2008 -1,712.00	05/01/2009
6,071.00		166. AON CORP COM PROPERTY TYPE: SECURITIES 6,368.00					03/09/2009 -297.00	05/01/2009
1,676.00		74. DISNEY (WALT) COMPANY HOLDING COMPAN PROPERTY TYPE: SECURITIES 2,186.00					05/15/2006 -510.00	05/04/2009
1118487.00		11048. ISHARES BARCLAYS AGGREGATE BOND F PROPERTY TYPE: SECURITIES 1108689.00					07/16/2008 9,798.00	05/04/2009
2,078.00		27. PRECISION CASTPARTS CORP COM PROPERTY TYPE: SECURITIES 2,815.00					04/01/2008 -737.00	05/04/2009
5,223.00		80. AIR PRODS & CHEMICALS INC COM W/ RTS PROPERTY TYPE: SECURITIES 5,625.00					09/26/2008 -402.00	05/06/2009
5,248.00		207.375 AT&T INC PROPERTY TYPE: SECURITIES 5,301.00					03/03/2009 -53.00	05/08/2009
5,507.00		217.625 AT&T INC PROPERTY TYPE: SECURITIES 5,171.00					08/26/2005 336.00	05/08/2009
12,590.00		267. AMGEN INC COM W/RTS ATTACHED EXP 03 PROPERTY TYPE: SECURITIES 12,154.00					07/14/2008 436.00	05/08/2009
17,572.00		249. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 19,653.00					01/20/2009 -2,081.00	05/08/2009
8,537.00		194. WYETH COM PROPERTY TYPE: SECURITIES 8,747.00					05/01/2008 -210.00	05/08/2009

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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)	
7,847.00		175. MOSAIC CO/THE PROPERTY TYPE: SECURITIES 7,956.00			CO		02/10/2009 -109.00	05/11/2009
6,294.00		87. EOG RES INC COM PROPERTY TYPE: SECURITIES 11,283.00					06/26/2008 -4,989.00	05/12/2009
289.00		4. EOG RES INC COM PROPERTY TYPE: SECURITIES 498.00					05/01/2008 -209.00	05/12/2009
9,615.00		158. AIR PRODS & CHEMICALS INC COM W/ RT PROPERTY TYPE: SECURITIES 9,600.00					01/27/2009 15.00	05/14/2009
13,857.00		676. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 12,606.00					01/21/2009 1,251.00	05/18/2009
7,295.00		179. RANGE RES CORP COM PROPERTY TYPE: SECURITIES 7,158.00					11/18/2008 137.00	05/18/2009
6,467.00		214. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES 8,455.00					09/12/2008 -1,988.00	05/20/2009
5,467.00		43. APPLE COMPUTER INC COM PROPERTY TYPE: SECURITIES 7,039.00					09/12/2008 -1,572.00	05/20/2009
12,084.00		393. ARCELORMITTAL - NY REGISTERED NY RE PROPERTY TYPE: SECURITIES 9,823.00					05/04/2009 2,261.00	05/20/2009
1,621.00		33. BAXTER INTL INC COM W/RIGHTS ATTACHE PROPERTY TYPE: SECURITIES 1,960.00					10/22/2008 -339.00	05/20/2009
10,116.00		122. CF INDUSTRIES HOLDINGS INC PROPERTY TYPE: SECURITIES 8,893.00			CO		04/24/2009 1,223.00	05/20/2009

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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)	
10,287.00		342. CVS CORP COM PROPERTY TYPE: SECURITIES 14,067.00					09/12/2008 -3,780.00	05/20/2009
2,582.00		68. CATERPILLAR INC COM W/RTS EXP 12/11/ PROPERTY TYPE: SECURITIES 2,581.00					05/04/2009 1.00	05/20/2009
11,489.00		467. DIRECTV GRP INC/THE COM PROPERTY TYPE: SECURITIES 12,994.00					09/12/2008 -1,505.00	05/20/2009
10,615.00		150. EQUINIX INC COM PROPERTY TYPE: SECURITIES 11,608.00					09/12/2008 -993.00	05/20/2009
4,867.00		24. FIRST SOLAR INC COM PROPERTY TYPE: SECURITIES 4,268.00					04/30/2009 599.00	05/20/2009
7,068.00		153. FLUOR CORP NEW COM PROPERTY TYPE: SECURITIES 5,606.00					04/23/2009 1,462.00	05/20/2009
6,161.00		1143. FORD MTR CO DEL COM PROPERTY TYPE: SECURITIES 6,696.00					05/01/2009 -535.00	05/20/2009
7,957.00		187. GILEAD SCIENCES INC COM PROPERTY TYPE: SECURITIES 8,993.00					09/12/2008 -1,036.00	05/20/2009
11,267.00		82. GOLDMAN SACHS GRP INC COM PROPERTY TYPE: SECURITIES 10,072.00					05/04/2009 1,195.00	05/20/2009
5,715.00		164. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 8,438.00					11/01/2007 -2,723.00	05/20/2009
3,784.00		36. INTL BUSINESS MACHINES CORP COM PROPERTY TYPE: SECURITIES 4,263.00					09/12/2008 -479.00	05/20/2009

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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)	
14,002.00		328. KOHLS CORP COM PROPERTY TYPE: SECURITIES 14,907.00					01/21/2009 -905.00	05/20/2009
5,303.00		267. LOWES COS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 5,252.00					04/29/2009 51.00	05/20/2009
5,481.00		276. LOWES COS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 8,741.00					01/12/2006 -3,260.00	05/20/2009
6,807.00		120. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 7,673.00					09/12/2008 -866.00	05/20/2009
7,382.00		359. MICROSOFT CORP COM PROPERTY TYPE: SECURITIES 9,816.00					08/31/2005 -2,434.00	05/20/2009
12,057.00		323. NATIONAL OILWELL INC COM PROPERTY TYPE: SECURITIES 15,089.00					03/09/2009 -3,032.00	05/20/2009
13,004.00		222. NOBLE ENERGY INC PROPERTY TYPE: SECURITIES 12,939.00			CO		04/30/2009 65.00	05/20/2009
1,205.00		63. ORACLE CORP COM PROPERTY TYPE: SECURITIES 1,125.00					03/19/2009 80.00	05/20/2009
4,742.00		248. ORACLE CORP COM PROPERTY TYPE: SECURITIES 4,427.00					09/29/2006 315.00	05/20/2009
9,914.00		135. PRAXAIR INC COM PROPERTY TYPE: SECURITIES 11,133.00					02/26/2009 -1,219.00	05/20/2009
9,061.00		212. QUALCOMM INC COM W/RTS ATTACHED PROPERTY TYPE: SECURITIES 10,142.00					09/12/2008 -1,081.00	05/20/2009

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8,890.00		116. RESEARCH IN MOTION COM PROPERTY TYPE: SECURITIES 7,413.00					04/14/2009 1,477.00	05/20/2009
2,980.00		80. ST. JUDE MED INC PROPERTY TYPE: SECURITIES 3,574.00					08/24/2005 -594.00	05/20/2009
3,698.00		66. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 6,795.00					07/03/2008 -3,097.00	05/20/2009
9,413.00		168. SCHLUMBERGER LTD COM PROPERTY TYPE: SECURITIES 15,362.00					01/17/2008 -5,949.00	05/20/2009
7,894.00		190. STATE STR CORP COM PROPERTY TYPE: SECURITIES 11,483.00					04/21/2009 -3,589.00	05/20/2009
9,712.00		918. TAIWAN SEMICONDUCTOR MFG CO-ADR PROPERTY TYPE: SECURITIES 6,996.00					01/08/2009 2,716.00	05/20/2009
13,002.00		289. TEVA PHARMACEUTICAL INDS LTD ADR PROPERTY TYPE: SECURITIES 13,161.00					04/23/2009 -159.00	05/20/2009
5,307.00		285. TEXAS INSTRS INC COM PROPERTY TYPE: SECURITIES 8,539.00					11/07/2006 -3,232.00	05/20/2009
8,801.00		244. THERMO ELECTRON CORP COM W/RTS ATTA PROPERTY TYPE: SECURITIES 14,203.00					09/12/2008 -5,402.00	05/20/2009
6,783.00		285. TIME WARNER INC COM PROPERTY TYPE: SECURITIES 6,343.00					04/29/2009 440.00	05/20/2009
12,733.00		325. TRAVELERS COS INC COM PROPERTY TYPE: SECURITIES 13,012.00					12/02/2008 -279.00	05/20/2009

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3,481.00		66. UNITED PARCEL SERVICE CL B COM PROPERTY TYPE: SECURITIES 3,568.00					04/21/2009 -87.00	05/20/2009
4,078.00		83. WAL MART STORES INC COM PROPERTY TYPE: SECURITIES 5,166.00					09/12/2008 -1,088.00	05/20/2009
10,400.00		520. WEATHERFORD INTL LTD COM STK PROPERTY TYPE: SECURITIES 8,673.00					05/01/2009 1,727.00	05/20/2009
11,891.00		160. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 19,629.00					09/12/2008 -7,738.00	05/20/2009
12,765.00		474. TYCO INTERNATIONAL LTD COM PROPERTY TYPE: SECURITIES 9,712.00					04/22/2009 3,053.00	05/20/2009
11,324.00		228. UNITED PARCEL SERVICE CL B COM PROPERTY TYPE: SECURITIES 10,718.00					04/23/2009 606.00	05/21/2009
7,793.00		335. TIME WARNER INC COM PROPERTY TYPE: SECURITIES 11,705.00					05/23/2008 -3,912.00	05/27/2009
5,487.00		154. AFLAC INC COM PROPERTY TYPE: SECURITIES 4,180.00					05/20/2009 1,307.00	05/28/2009
7,082.00		262. KRAFT FOODS INC-A PROPERTY TYPE: SECURITIES 5,895.00			CO		04/07/2009 1,187.00	06/02/2009
7,496.00		103. EOG RES INC COM PROPERTY TYPE: SECURITIES 12,834.00					05/01/2008 -5,338.00	06/04/2009
10,274.00		575. TD AMERITRADE HOLDING CORP COM PROPERTY TYPE: SECURITIES 6,742.00					11/18/2008 3,532.00	06/04/2009

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3,072.00		58. BOEING CO COM PROPERTY TYPE: SECURITIES 5,143.00					01/11/2007 -2,071.00	06/05/2009
8,791.00		214. CHUBB CORP COM PROPERTY TYPE: SECURITIES 9,897.00					10/28/2008 -1,106.00	06/05/2009
8,553.00		139. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES 10,577.00					05/01/2008 -2,024.00	06/05/2009
3,396.00		121. WASTE MGMT INC DEL COM PROPERTY TYPE: SECURITIES 4,015.00					09/26/2008 -619.00	06/08/2009
10,386.00		370. WASTE MGMT INC DEL COM PROPERTY TYPE: SECURITIES 13,557.00					05/01/2008 -3,171.00	06/08/2009
2,663.00		52. BOEING CO COM PROPERTY TYPE: SECURITIES 4,611.00					01/11/2007 -1,948.00	06/12/2009
3,203.00		55. MCDONALDS CORP COM PROPERTY TYPE: SECURITIES 3,517.00					09/12/2008 -314.00	06/18/2009
7,113.00		165. ZIMMER HLDGS INC COM PROPERTY TYPE: SECURITIES 10,795.00					09/26/2008 -3,682.00	06/25/2009
4,806.00		114. BOEING CO COM PROPERTY TYPE: SECURITIES 5,033.00					05/20/2009 -227.00	06/26/2009
1,349.00		32. BOEING CO COM PROPERTY TYPE: SECURITIES 2,837.00					01/11/2007 -1,488.00	06/26/2009
7,162.00		111. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 8,845.00					07/23/2008 -1,683.00	06/26/2009

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15,110.00		228. OCCIDENTAL PETE CORP COM PROPERTY TYPE: SECURITIES 14,574.00				05/20/2009 536.00	06/29/2009
7,428.00		98. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 6,163.00				03/26/2009 1,265.00	06/29/2009
3,992.00		77. UNION PAC CORP COM PROPERTY TYPE: SECURITIES 5,582.00				09/16/2008 -1,590.00	06/30/2009
5,048.00		71. APACHE CORP COM RTS EXP 01/31/2006 PROPERTY TYPE: SECURITIES 5,827.00				05/20/2009 -779.00	07/01/2009
6,627.00		167. RANGE RES CORP COM PROPERTY TYPE: SECURITIES 6,629.00				11/24/2008 -2.00	07/02/2009
9,860.00		200. UNION PAC CORP COM PROPERTY TYPE: SECURITIES 11,547.00				05/20/2009 -1,687.00	07/07/2009
904,284.00		85633. PIMCO FDS PAC INVT MGMT SER TOTAL PROPERTY TYPE: SECURITIES 935,112.00				05/06/2008 -30,828.00	07/08/2009
177.00		6. HONEYWELL INTL INC COM PROPERTY TYPE: SECURITIES 201.00				05/20/2009 -24.00	07/09/2009
3,808.00		129. HONEYWELL INTL INC COM PROPERTY TYPE: SECURITIES 7,744.00				05/12/2008 -3,936.00	07/09/2009
7,393.00		131. JOHNSON & JOHNSON COM PROPERTY TYPE: SECURITIES 9,060.00				09/26/2008 -1,667.00	07/09/2009
7,371.00		183. BOEING CO COM PROPERTY TYPE: SECURITIES 11,748.00				09/04/2008 -4,377.00	07/14/2009

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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)	
1,271.00		80. BURGER KING HOLDINGS INC PROPERTY TYPE: SECURITIES 2,010.00			COM		08/28/2008 -739.00	07/14/2009
4,860.00		306. BURGER KING HOLDINGS INC PROPERTY TYPE: SECURITIES 7,069.00			CO		07/16/2007 -2,209.00	07/14/2009
2,499.00		155. BURGER KING HOLDINGS INC PROPERTY TYPE: SECURITIES 3,407.00			CO		02/23/2007 -908.00	07/14/2009
810.00		19. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES 974.00					09/26/2008 -164.00	07/14/2009
7,456.00		175. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES 9,397.00					05/20/2008 -1,941.00	07/14/2009
7,406.00		352. VIACOM INC CL B COM PROPERTY TYPE: SECURITIES 10,138.00					09/26/2008 -2,732.00	07/14/2009
2,147.00		134. BURGER KING HOLDINGS INC PROPERTY TYPE: SECURITIES 2,619.00			CO		04/16/2009 -472.00	07/15/2009
1,169.00		73. BURGER KING HOLDINGS INC PROPERTY TYPE: SECURITIES 1,604.00			COM		02/23/2007 -435.00	07/15/2009
9,808.00		147. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES 10,271.00					09/26/2008 -463.00	07/17/2009
5,738.00		86. LABORATORY CORP AMER HLDGS COM NEW PROPERTY TYPE: SECURITIES 6,043.00					07/01/2008 -305.00	07/17/2009
8,861.00		170. MOSAIC CO/THE PROPERTY TYPE: SECURITIES 7,597.00			CO		04/13/2009 1,264.00	07/17/2009

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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)	
3,980.00		81. MOSAIC CO/THE PROPERTY TYPE: SECURITIES 3,599.00			COM		04/13/2009 381.00	07/20/2009
4,995.00		94. EXELON CORP COM PROPERTY TYPE: SECURITIES 6,702.00					09/23/2008 -1,707.00	07/21/2009
8,502.00		166. GENZYME CORP COM -GEN DIV PROPERTY TYPE: SECURITIES 10,507.00					05/20/2009 -2,005.00	07/22/2009
7,237.00		447. BURGER KING HOLDINGS INC PROPERTY TYPE: SECURITIES 8,022.00			CO		05/20/2009 -785.00	07/23/2009
3,782.00		91. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 4,344.00					09/16/2008 -562.00	07/23/2009
3,242.00		78. HEWLETT-PACKARD CO COM PROPERTY TYPE: SECURITIES 3,989.00					10/22/2007 -747.00	07/23/2009
7,155.00		280.625 AT&T INC PROPERTY TYPE: SECURITIES 6,381.00					03/03/2009 774.00	07/28/2009
6,588.00		258.375 AT&T INC PROPERTY TYPE: SECURITIES 5,170.00					01/25/2006 1,418.00	07/28/2009
5,826.00		217. MICROCHIP TECHNOLOGY INC COM W/RTS PROPERTY TYPE: SECURITIES 7,111.00					12/14/2007 -1,285.00	07/28/2009
2,434.00		90. MICROCHIP TECHNOLOGY INC COM W/RTS A PROPERTY TYPE: SECURITIES 2,862.00					12/14/2007 -428.00	07/28/2009
3,706.00		140. DISNEY (WALT) COMPANY HOLDING COMPA PROPERTY TYPE: SECURITIES 3,996.00					05/15/2006 -290.00	07/30/2009

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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)	
6,601.00		119. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 6,596.00					08/24/2005 5.00	08/04/2009
8,169.00		368. CISCO SYS INC COM W/RIGHTS ATTACHED PROPERTY TYPE: SECURITIES 10,766.00					12/14/2007 -2,597.00	08/05/2009
4,581.00		77. M & T BK CORP COM PROPERTY TYPE: SECURITIES 6,487.00					09/26/2008 -1,906.00	08/05/2009
6,366.00		107. M & T BK CORP COM PROPERTY TYPE: SECURITIES 10,126.00					05/08/2008 -3,760.00	08/05/2009
3,459.00		70. EXELON CORP COM PROPERTY TYPE: SECURITIES 4,367.00					10/21/2008 -908.00	08/06/2009
1128033.00		11050. ISHARES BARCLAYS AGGREGATE BOND F PROPERTY TYPE: SECURITIES 1108890.00					07/16/2008 19,143.00	08/06/2009
8,244.00		353. DOW CHEM CO COM PROPERTY TYPE: SECURITIES 6,428.00					06/02/2009 1,816.00	08/07/2009
4,053.00		81. EXELON CORP COM PROPERTY TYPE: SECURITIES 4,013.00					05/20/2009 40.00	08/07/2009
3,800.00		203. INTEL CORP COM PROPERTY TYPE: SECURITIES 5,376.00					12/14/2007 -1,576.00	08/10/2009
3,807.00		205. INTEL CORP COM PROPERTY TYPE: SECURITIES 4,501.00					12/14/2007 -694.00	08/18/2009
14,491.00		218. VISA INC CLASS A SHARES COM PROPERTY TYPE: SECURITIES 11,237.00					10/24/2008 3,254.00	08/19/2009

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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)	
6,965.00		141. EXELON CORP COM PROPERTY TYPE: SECURITIES 6,494.00					05/20/2009 471.00	08/20/2009
18,635.00		328. NIKE INC CL B COM PROPERTY TYPE: SECURITIES 15,822.00					04/17/2009 2,813.00	08/20/2009
17,174.00		319. PROCTER & GAMBLE CO COM PROPERTY TYPE: SECURITIES 14,944.00					03/13/2009 2,230.00	08/25/2009
4,598.00		310. YAHOO INC COM W/RIGHTS ATTACHED EXP PROPERTY TYPE: SECURITIES 4,355.00					05/20/2009 243.00	08/26/2009
3,753.00		253. YAHOO INC COM W/RIGHTS ATTACHED EXP PROPERTY TYPE: SECURITIES 8,140.00					03/28/2006 -4,387.00	08/26/2009
7,561.00		122. DEVON ENERGY CORP NEW COM PROPERTY TYPE: SECURITIES 11,833.00					09/26/2008 -4,272.00	08/27/2009
3,329.00		53. FREEPORT MCMORAN COPPER & GOLD CL B PROPERTY TYPE: SECURITIES 2,700.00					05/20/2009 629.00	08/31/2009
2,622.00		239. PROLOGIS TR SH BEN INT PROPERTY TYPE: SECURITIES 2,358.00					07/24/2009 264.00	08/31/2009
1,174.00		107. PROLOGIS TR SH BEN INT PROPERTY TYPE: SECURITIES 6,310.00					04/01/2008 -5,136.00	08/31/2009
4,131.00		115. HONEYWELL INTL INC COM PROPERTY TYPE: SECURITIES 3,856.00					05/20/2009 275.00	09/01/2009
8,435.00		115. PARTNERRE LTD COM PROPERTY TYPE: SECURITIES 8,131.00					09/26/2008 304.00	09/01/2009

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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)	
11,736.00		160. PARTNERRE LTD COM PROPERTY TYPE: SECURITIES 11,877.00					05/01/2008 -141.00	09/01/2009
6,161.00		172. HONEYWELL INTL INC COM PROPERTY TYPE: SECURITIES 5,461.00					05/20/2009 700.00	09/02/2009
8,203.00		168. TRAVELERS COS INC COM PROPERTY TYPE: SECURITIES 7,501.00					08/26/2005 702.00	09/09/2009
12,061.00		26. GOOGLE INC CL A PROPERTY TYPE: SECURITIES 11,752.00					08/03/2009 309.00	09/10/2009
15,459.00		528.333 TIME WARNER INC COM PROPERTY TYPE: SECURITIES 16,762.00					09/26/2008 -1,303.00	09/11/2009
1,600.00		54.667 TIME WARNER INC COM PROPERTY TYPE: SECURITIES 1,900.00					05/01/2008 -300.00	09/11/2009
20,020.00		908. WEATHERFORD INTL LTD COM STK PROPERTY TYPE: SECURITIES 17,035.00					06/29/2009 2,985.00	09/11/2009
9,340.00		811. ACTIVISION BLIZZARD INC COM PROPERTY TYPE: SECURITIES 9,976.00					06/08/2009 -636.00	09/15/2009
15,098.00		705. ORACLE CORP COM PROPERTY TYPE: SECURITIES 12,723.00					03/24/2009 2,375.00	09/17/2009
12,094.00		382. MORGAN STANLEY DEAN WITTER & CO COM PROPERTY TYPE: SECURITIES 6,217.00					02/13/2009 5,877.00	09/21/2009
7,456.00		7000. CVS CAREMARK CORP SR UNSECD DTD 05 PROPERTY TYPE: SECURITIES 7,510.00					09/14/2009 -54.00	09/23/2009

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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)	
6,274.00		486. PROLOGIS TR SH BEN INT PROPERTY TYPE: SECURITIES 4,179.00					07/24/2009 2,095.00	09/23/2009
49,170.00		40000. UNITED STATES TREAS BDS DTD 8/15/ PROPERTY TYPE: SECURITIES 48,088.00					08/04/2009 1,082.00	09/23/2009
84,758.00		85000. FREDDIE MAC NT DTD 03/27/09 3.75% PROPERTY TYPE: SECURITIES 84,461.00					07/21/2009 297.00	09/24/2009
8,871.00		164. KOHLS CORP COM PROPERTY TYPE: SECURITIES 8,575.00					08/12/2009 296.00	09/24/2009
778,057.00		76205.407 PIMCO FOREIGN BOND FUND-INST PROPERTY TYPE: SECURITIES 799,783.00					09/25/2007 -21,726.00	09/24/2009
124.00		123.53 FEDERAL NATL MTG ASSN POOL #89323 PROPERTY TYPE: SECURITIES 128.00					08/12/2009 -4.00	09/25/2009
103.00		102.99 FEDERAL NATL MTG ASSN POOL #90029 PROPERTY TYPE: SECURITIES 108.00					08/11/2009 -5.00	09/25/2009
1,905.00		1905.34 FEDERAL NATL MTG ASSN POOL #AA08 PROPERTY TYPE: SECURITIES 1,936.00					08/12/2009 -31.00	09/25/2009
132.00		132.33 FEDERAL NATL MTG ASSN POOL #AA911 PROPERTY TYPE: SECURITIES 131.00					08/11/2009 1.00	09/25/2009
428.00		428.4 FEDERAL NATL MTG ASSN POOL #AC1847 PROPERTY TYPE: SECURITIES 437.00					07/17/2009 -9.00	09/25/2009
5,481.00		456. PROLOGIS TR SH BEN INT PROPERTY TYPE: SECURITIES 3,246.00					05/20/2009 2,235.00	09/28/2009

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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)	
17,378.00		218. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES 24,926.00					05/01/2008 -7,548.00	09/30/2009
11,740.00		269. THERMO ELECTRON CORP COM W/RTS ATTA PROPERTY TYPE: SECURITIES 9,982.00					05/04/2009 1,758.00	09/30/2009
25,329.00		529. RANGE RES CORP COM PROPERTY TYPE: SECURITIES 19,370.00					01/09/2009 5,959.00	10/05/2009
5,154.00		139. AMERICAN TOWER CORP CL A PROPERTY TYPE: SECURITIES 5,492.00					09/12/2008 -338.00	10/06/2009
10,986.00		225. WYETH COM PROPERTY TYPE: SECURITIES 9,966.00					05/01/2008 1,020.00	10/06/2009
16,602.00		295. HESS CORP COM PROPERTY TYPE: SECURITIES 17,128.00					05/12/2009 -526.00	10/08/2009
12,611.00		820. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES 12,418.00					08/04/2009 193.00	10/09/2009
10,727.00		222. STERICYCLE INC COM PROPERTY TYPE: SECURITIES 10,922.00					05/21/2009 -195.00	10/09/2009
12,793.00		143. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 10,665.00					09/11/2009 2,128.00	10/12/2009
6,173.00		322. BLOCK H & R INC COM W/RTS EXP 3/25/ PROPERTY TYPE: SECURITIES 5,289.00					07/27/2009 884.00	10/13/2009
1,300.00		39. ST. JUDE MED INC PROPERTY TYPE: SECURITIES 1,442.00					02/23/2009 -142.00	10/13/2009

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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)	
3,500.00		105. ST. JUDE MED INC PROPERTY TYPE: SECURITIES 4,690.00					08/24/2005 -1,190.00	10/13/2009
7,273.00		249. WASTE MGMT INC DEL COM PROPERTY TYPE: SECURITIES 7,555.00					10/15/2008 -282.00	10/14/2009
4,001.00		137. WASTE MGMT INC DEL COM PROPERTY TYPE: SECURITIES 4,546.00					09/26/2008 -545.00	10/14/2009
29,700.00		1903. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES 25,730.00					05/27/2009 3,970.00	10/15/2009
16,177.00		321. WYETH COM PROPERTY TYPE: SECURITIES 12,486.00					09/26/2008 3,691.00	10/16/2009
9,972.00		109. TRANSOCEAN LTD PROPERTY TYPE: SECURITIES 6,348.00					02/20/2009 3,624.00	10/16/2009
12,303.00		358. MORGAN STANLEY DEAN WITTER & CO COM PROPERTY TYPE: SECURITIES 5,352.00					12/30/2008 6,951.00	10/21/2009
4,524.00		134. ST. JUDE MED INC PROPERTY TYPE: SECURITIES 4,789.00					04/22/2009 -265.00	10/21/2009
10,317.00		225. STATE STR CORP COM PROPERTY TYPE: SECURITIES 9,513.00					05/19/2009 804.00	10/22/2009
3.00		.185 PFIZER INC COM W/RTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES 3.00					10/16/2009	10/23/2009
108.00		107.76 FEDERAL NATL MTG ASSN POOL #89323 PROPERTY TYPE: SECURITIES 111.00					08/12/2009 -3.00	10/26/2009

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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)	
4,579.00		4579.24 FEDERAL NATL MTG ASSN POOL #9002 PROPERTY TYPE: SECURITIES 4,795.00					08/11/2009 -216.00	10/26/2009
1,709.00		1709.02 FEDERAL NATL MTG ASSN POOL #AA08 PROPERTY TYPE: SECURITIES 1,737.00					08/12/2009 -28.00	10/26/2009
106.00		106.32 FEDERAL NATL MTG ASSN POOL #AA911 PROPERTY TYPE: SECURITIES 106.00					08/11/2009	10/26/2009
457.00		457.21 FEDERAL NATL MTG ASSN POOL #AC184 PROPERTY TYPE: SECURITIES 466.00					07/17/2009 -9.00	10/26/2009
25,142.00		23000. UNITED STATES TREAS BDS DTD 02/15 PROPERTY TYPE: SECURITIES 25,243.00					07/21/2009 -101.00	10/26/2009
5,460.00		316. PFIZER INC COM W/RTS ATTACHED EXP 1 PROPERTY TYPE: SECURITIES 5,581.00					10/16/2009 -121.00	10/27/2009
10,125.00		881. ACTIVISION BLIZZARD INC COM PROPERTY TYPE: SECURITIES 10,298.00					05/18/2009 -173.00	10/28/2009
3,224.00		48. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES 3,357.00					11/05/2008 -133.00	10/28/2009
10,210.00		152. BECTON DICKINSON & CO COM PROPERTY TYPE: SECURITIES 10,369.00					10/23/2008 -159.00	10/28/2009
7,825.00		7000. DEERE JOHN CAP CORP NTS DTD 3/22/2 PROPERTY TYPE: SECURITIES 7,857.00					07/22/2009 -32.00	10/28/2009
9,678.00		196. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES 10,043.00					09/26/2008 -365.00	10/28/2009

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20,018.00		356. HESS CORP COM PROPERTY TYPE: SECURITIES 17,570.00					12/23/2008 2,448.00	10/29/2009
16,924.00		295. KOHLS CORP COM PROPERTY TYPE: SECURITIES 15,556.00					08/28/2009 1,368.00	10/30/2009
921.00		14. DEVON ENERGY CORP NEW COM PROPERTY TYPE: SECURITIES 939.00					06/11/2009 -18.00	11/03/2009
8,418.00		128. DEVON ENERGY CORP NEW COM PROPERTY TYPE: SECURITIES 12,415.00					09/26/2008 -3,997.00	11/03/2009
4,873.00		68. EXXON MOBIL CORP COM PROPERTY TYPE: SECURITIES 6,383.00					05/08/2008 -1,510.00	11/04/2009
14,395.00		351. PG&E CORP COM W/RIGHTS ATTACHED EXP PROPERTY TYPE: SECURITIES 13,878.00					09/26/2008 517.00	11/04/2009
6,227.00		593. SCHERING-PLOUGH CORP COM PROPERTY TYPE: SECURITIES 5,582.00					05/20/2009 645.00	11/05/2009
12,131.00		165. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 11,756.00					10/28/2009 375.00	11/12/2009
8,392.00		125. DEVON ENERGY CORP NEW COM PROPERTY TYPE: SECURITIES 8,279.00					06/11/2009 113.00	11/13/2009
33.00		.9831 MERCK & CO INC COM PROPERTY TYPE: SECURITIES 23.00					05/20/2009 10.00	11/13/2009
4,838.00		236. BLOCK H & R INC COM W/RTS EXP 3/25/ PROPERTY TYPE: SECURITIES 3,842.00					07/27/2009 996.00	11/16/2009

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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)	
76,710.00		70000. UNITED STATES TREAS BD DTD 08/15/ PROPERTY TYPE: SECURITIES 75,793.00					08/04/2009 917.00	11/18/2009
16,579.00		239. DEVON ENERGY CORP NEW COM PROPERTY TYPE: SECURITIES 14,890.00					06/04/2009 1,689.00	11/19/2009
5,982.00		187. DIRECTV-CLASS A COM PROPERTY TYPE: SECURITIES 5,155.00					09/12/2008 827.00	11/24/2009
3,952.00		3951.87 FEDERAL NATL MTG ASSN POOL #8932 PROPERTY TYPE: SECURITIES 4,080.00					08/12/2009 -128.00	11/25/2009
1,885.00		1884.95 FEDERAL NATL MTG ASSN POOL #9002 PROPERTY TYPE: SECURITIES 1,974.00					08/11/2009 -89.00	11/25/2009
2,167.00		2167.22 FEDERAL NATL MTG ASSN POOL #AA08 PROPERTY TYPE: SECURITIES 2,202.00					08/12/2009 -35.00	11/25/2009
123.00		123.11 FEDERAL NATL MTG ASSN POOL #AA911 PROPERTY TYPE: SECURITIES 122.00					08/11/2009 1.00	11/25/2009
410.00		410.02 FEDERAL NATL MTG ASSN POOL #AC184 PROPERTY TYPE: SECURITIES 418.00					07/17/2009 -8.00	11/25/2009
4,435.00		100. PEABODY ENERGY CORP COM PROPERTY TYPE: SECURITIES 3,708.00					11/14/2006 727.00	11/30/2009
4,421.00		214. BLOCK H & R INC COM W/RTS EXP 3/25/ PROPERTY TYPE: SECURITIES 3,395.00					07/27/2009 1,026.00	12/01/2009
10,708.00		358. VIACOM INC CL B COM PROPERTY TYPE: SECURITIES 9,817.00					10/28/2009 891.00	12/02/2009

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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)	
8,470.00		416. BLOCK H & R INC COM W/RTS EXP 3/25/ PROPERTY TYPE: SECURITIES 6,107.00					05/20/2009 2,363.00	12/03/2009
7,143.00		252. HALLIBURTON CO COM W/RIGHTS EXP 12/ PROPERTY TYPE: SECURITIES 7,709.00					10/16/2009 -566.00	12/03/2009
14,060.00		499. HOME DEPOT INC COM PROPERTY TYPE: SECURITIES 11,891.00					12/24/2008 2,169.00	12/07/2009
5,140.00		213. AECOM TECHNOLOGY CORP COM PROPERTY TYPE: SECURITIES 6,584.00					08/06/2009 -1,444.00	12/08/2009
5,272.00		215. AECOM TECHNOLOGY CORP COM PROPERTY TYPE: SECURITIES 6,172.00					09/09/2009 -900.00	12/09/2009
5,088.00		116. AMPHENOL CORP NEW CL A PROPERTY TYPE: SECURITIES 4,332.00					01/18/2008 756.00	12/09/2009
4,523.00		40. PRECISION CASTPARTS CORP COM PROPERTY TYPE: SECURITIES 3,320.00					05/20/2009 1,203.00	12/14/2009
5,880.00		56. FRANKLIN RES INC COM PROPERTY TYPE: SECURITIES 3,547.00					10/22/2008 2,333.00	12/15/2009
12,709.00		392. UNILEVER N V NEW YORK SHS NEW PROPERTY TYPE: SECURITIES 11,956.00					09/26/2008 753.00	12/16/2009
7,802.00		159. TRAVELERS COS INC COM PROPERTY TYPE: SECURITIES 7,099.00					09/26/2008 703.00	12/17/2009
7,538.00		96. C R BARD INC COM W/RTS EXP 10/23/200 PROPERTY TYPE: SECURITIES 7,214.00					05/22/2007 324.00	12/18/2009

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)	
10,259.00		10000. UNITED STATES TREAS NT DTD 9/15/2 PROPERTY TYPE: SECURITIES 10,307.00					10/29/2009 -48.00	12/21/2009
3,554.00		45. C R BARD INC COM W/RTS EXP 10/23/200 PROPERTY TYPE: SECURITIES 3,249.00					05/20/2009 305.00	12/23/2009
395.00		5. C R BARD INC COM W/RTS EXP 10/23/2005 PROPERTY TYPE: SECURITIES 363.00					06/08/2006 32.00	12/23/2009
14,528.00		188. CHEVRONTXACO CORP COM PROPERTY TYPE: SECURITIES 14,484.00					10/29/2009 44.00	12/23/2009
12,032.00		246. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES 12,587.00					09/26/2008 -555.00	12/23/2009
3,461.00		181. SCHWAB CHARLES CORP NEW COM PROPERTY TYPE: SECURITIES 3,303.00					09/15/2009 158.00	12/23/2009
11,924.00		404. VIACOM INC CL B COM PROPERTY TYPE: SECURITIES 10,596.00					09/11/2009 1,328.00	12/23/2009
472.00		16. VIACOM INC CL B COM PROPERTY TYPE: SECURITIES 408.00					09/26/2008 64.00	12/23/2009
7,325.00		7325.16 FEDERAL NATL MTG ASSN POOL #8932 PROPERTY TYPE: SECURITIES 7,562.00					08/12/2009 -237.00	12/28/2009
869.00		869.39 FEDERAL NATL MTG ASSN POOL #90029 PROPERTY TYPE: SECURITIES 910.00					08/11/2009 -41.00	12/28/2009
3,399.00		3399.18 FEDERAL NATL MTG ASSN POOL #AA08 PROPERTY TYPE: SECURITIES 3,454.00					08/12/2009 -55.00	12/28/2009

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)	
110.00		109.91 FEDERAL NATL MTG ASSN POOL #AA911 PROPERTY TYPE: SECURITIES 109.00					08/11/2009 1.00	12/28/2009
397.00		397.46 FEDERAL NATL MTG ASSN POOL #AC184 PROPERTY TYPE: SECURITIES 405.00					07/17/2009 -8.00	12/28/2009
10,033.00		100. EOG RES INC COM PROPERTY TYPE: SECURITIES 10,937.00					09/26/2008 -904.00	12/29/2009
8,799.00		326. PENNEY J C INC COM PROPERTY TYPE: SECURITIES 10,041.00					05/07/2009 -1,242.00	12/29/2009
4,138.00		37. PRECISION CASTPARTS CORP COM PROPERTY TYPE: SECURITIES 3,071.00					05/20/2009 1,067.00	12/30/2009
TOTAL GAIN(LOSS)							----- -521,144. =====	

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AFLAC INC COM	475.	475.
AT&T INC	845.	845.
AT&T WIRELESS NT 8.125% 5/01/12	141.	141.
ABBOTT LABORATORIES NTS DTD 11/9/2007 5.	25.	25.
ABBOTT LABS W/RIGHTS ATTACHED EXP 11/10/	916.	916.
AIR PRODS & CHEMICALS INC COM W/ RTS TO	797.	797.
ALBERTO-CULVER CO COM	154.	154.
AMERICAN ELEC PWR CO INC COM	451.	451.
AMERICAN EXPRESS COMPANY SR UNSECD DTD 5	78.	78.
AMPHENOL CORP NEW CL A	32.	32.
AON CORP COM	41.	41.
APACHE CORP COM RTS EXP 01/31/2006	229.	229.
ARTIO INTERNATIONAL EQUITY II-I	11,285.	11,285.
BHP FINANCE USA GTD SR NT DTD 3/25/09 6.	62.	62.
BP PLC SPONSORED ADR	169.	169.
BANK AMER CORP COM	150.	150.
BANK OF AMERICA CORP FDIC GUAR DTD 12/04	249.	249.
BANK OF NEW YORK MELLON CORP COM	38.	38.
C R BARD INC COM W/RTS EXP 10/23/2005	229.	229.
BAXTER INTL INC COM W/RIGHTS ATTACHED EX	889.	889.
BEAR STEARNS COMPANIES INC SR UNSECD DTD	14.	14.
BECTON DICKINSON & CO COM	317.	317.
BEST BUY INC COM	14.	14.
BLOCK H & R INC COM W/RTS EXP 3/25/2008	298.	298.
BOEING CO COM	1,184.	1,184.
BURGER KING HOLDINGS INC COM	118.	118.
BURLINGTON NORTHERN SANTA FE SR UNSECD D	69.	69.
CF INDUSTRIES HOLDINGS INC COM	12.	12.
CVS CORP COM	203.	203.
CVS CAREMARK CORP SR UNSECD DTD 05/25/07	12.	12.
CAMPBELL SOUP CO COM	111.	111.
CAPITAL ONE FINANCIAL CORP SE NT DTD 05/	172.	172.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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CATERPILLAR FINL SVCS CORP SR UNSECD DTD	106.	106.
CHEVRONTEXACO CORP COM	273.	273.
CHUBB CORP COM	146.	146.
COCA-COLA CO COM	868.	868.
COLGATE-PALMOLIVE CO COM	141.	141.
COMCAST CORP NEW CL A	406.	406.
CONOCOPHILLIPS NT DTD 02/03/09 5.75% 02/	4.	4.
COSTCO WHOLESALE CORP COM	14.	14.
DANAHER CORP COM	66.	66.
DEERE & CO COM	305.	305.
DEERE JOHN CAP CORP NTS DTD 3/22/2002 7%	129.	129.
DEVON ENERGY CORP NEW COM	275.	275.
DISNEY (WALT) COMPANY HOLDING COMPANY CO	327.	327.
DISH NETWORK CORP CL A COM	3,116.	3,116.
DOW CHEM CO COM	355.	355.
DREYFUS THE BOSTON COMPANY SMALL CAP VAL	1,076.	1,076.
EOG RES INC COM	293.	293.
EMERSON ELEC CO COM W/RTS ATTACHED EXP 1	532.	532.
ENTERGY CORP NEW COM	1,703.	
EVERGREEN SELECT MONEY MKT TR PRIME CASH	5,916.	5,916.
EXELON CORP COM	326.	326.
EXELON CORP NTS DTD 6/9/2005 4.9% 06/15/	32.	32.
EXPEDITORS INTL WASH INC COM	214.	214.
EXXON MOBIL CORP COM	1,274.	1,274.
FREDDIE MAC NT DTD 03/27/09 3.75% 03/27/	669.	669.
FEDERAL NATL MTG ASSN POOL #893234 DTD 8	1,629.	1,629.
FEDERAL NATL MTG ASSN POOL #900295 DTD 0	1,383.	1,383.
FEDERAL NATL MTG ASSN POOL #AA0835 DTD 1	1,753.	1,753.
FEDERAL NATL MTG ASSN POOL #AA9117 DTD 0	942.	942.
FEDERAL NATL MTG ASSN POOL #AC1847 DTD 0	634.	634.
FEDEX CORP COM	14.	14.
FIRSTENERGY CORP COM 12/01/2004	1,230.	1,230.
FRANKLIN RES INC COM	1,143.	1,143.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
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GENERAL ELEC CO COM	691.	691.
GENERAL MILLS INC COM W/RTS EXP 02/01/20	398.	398.
GOLDMAN SACHS GRP INC COM	26.	26.
HALLIBURTON CO COM W/RIGHTS EXP 12/15/20	120.	120.
HARBOR INTERNATIONAL FUND	14,682.	14,682.
HARSCO CORP COM	207.	207.
HESS CORP COM	237.	237.
HEWLETT-PACKARD CO COM	552.	552.
HOME DEPOT INC COM	449.	449.
HONEYWELL INTL INC COM	1,094.	1,094.
HONEYWELL INTL INC SR NT DTD 3/15/07 5.7	27.	27.
INGERSOLL-RAND GL HLD CO GTD SR NT DTD 0	57.	57.
INTEL CORP COM	816.	816.
INTL BUSINESS MACHINES CORP COM	947.	947.
ISHARES BARCLAYS AGGREGATE BOND FUND	37,589.	37,589.
ISHARES MIDCAP INDEX FD	5,275.	5,275.
ISHARES RUSSELL 2000 GROWTH INDEX FUND	1,937.	1,937.
JP MORGAN CHASE & CO COM	1,028.	1,028.
JANUS CAPITAL GROUP INC COM	29.	29.
JOHNSON & JOHNSON COM	2,246.	2,246.
JOHNSON CTLS INC COM W/RTS ATTACHED EXP	202.	202.
JP MORGAN CHASE FDIC GTD DTD 12/2/08 3.1	128.	128.
JPMORGAN TR I PRIME MONEY MKT FD INSTL C	1,963.	1,963.
KIMBERLY-CLARK CORP NT DTD 7/30/07 6.125	8.	8.
KINDER MORGAN ENERGY PARTNERS LP SR UNSE	39.	39.
LOWES COS INC COM W/RIGHTS ATTACHED EXPI	224.	224.
M & T BK CORP COM	258.	258.
MARSH & MCLENNAN COS INC COM	101.	101.
MCCORMICK & CO INC COM	357.	357.
MCDONALDS CORP COM	807.	807.
MEDTRONIC INC COM W/RTS ATTACHED EXP 10/	238.	238.
MERCK & CO INC COM	175.	175.
MERRILL LYNCH & CO INC SR UNSECD DTD 8/2	9.	9.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
MICROSOFT CORP COM	1,467.	1,467.
MICROCHIP TECHNOLOGY INC COM W/RTS ATTAC	1,074.	1,074.
MIDAMERICAN ENERGY HLDGS CO NEW BD DTD 1	5.	5.
MONSANTO CO NEW COM	306.	306.
MORGAN STANLEY DEAN WITTER & CO COM NEW	270.	270.
MOSAIC CO/THE	21.	21.
NEWELL RUBBERMAID INC COM	52.	52.
NIKE INC CL B COM	396.	396.
NOBLE ENERGY INC	40.	40.
NUCOR CORP COM W/RIGHTS ATTACHED EXP 3/8	82.	82.
OCCIDENTAL PETE CORP COM	870.	870.
ORACLE CORP COM	325.	325.
PG&E CORP COM W/RIGHTS ATTACHED EXP 12/2	579.	579.
PIMCO FDS PAC INVT MGMT SER TOTAL RETURN	99,138.	99,138.
PIMCO FOREIGN BOND FUND-INST	22,370.	22,370.
PNC FINL SVCS GROUP INC COM W/RIGHTS ATT	187.	187.
PEABODY ENERGY CORP COM	101.	101.
PENNEY J C INC COM	130.	130.
PEPSICO INC COM	829.	829.
PETROLEO BRASILEIRO SA PETROBRAS PETROLE	562.	562.
PFIZER INC COM W/RTS ATTACHED EXP 10/15/	372.	372.
PHILIP MORRIS INTL INC COM	1,986.	1,986.
PIMCO FOREIGN BOND FUND IN	6,910.	6,910.
PRAXAIR INC COM	82.	82.
PRECISION CASTPARTS CORP COM	31.	31.
PROCTER & GAMBLE CO COM	1,317.	1,317.
PROLOGIS TR SH BEN INT	419.	419.
PRUDENTIAL FINANCIAL INC	363.	363.
QUALCOMM INC COM W/RTS ATTACHED	767.	767.
RANGE RES CORP COM	84.	84.
ROPER INDS INC NEW COM W/RTS ATTACHED EX	121.	121.
SPX CORP COM RTS EXP 06/25/2006	41.	41.
SCHERING-PLOUGH CORP COM	103.	103.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
SCHLUMBERGER LTD COM	140.	140.
SCHWAB CHARLES CORP NEW COM	140.	140.
SMITH INTL CORP COM W/RIGHTS ATTACHED EX	53.	53.
SOUTHWEST AIRLINES CO COM	2.	2.
STAPLES INC COM W/INVISIBLE RTS TO PUR S	133.	133.
STATE STR CORP COM	112.	112.
SYSCO CORP COM RTS EXP 05/31/2006	502.	502.
TJX COS INC NEW COM	129.	129.
TARGET CORP COM	397.	397.
TECHNE CORP COM	154.	154.
TELECOM ITALIA CAPITAL NT DTD 06/18/09 6	96.	96.
TEVA PHARMACEUTICAL INDS LTD ADR	76.	76.
TEXAS INSTRS INC COM	63.	63.
TIME WARNER INC NEW	243.	243.
TIME WARNER INC COM	281.	281.
TRAVELERS COS INC COM	1,241.	1,241.
UNILEVER N V NEW YORK SHS NEW	1,249.	1,249.
UNION PAC CORP COM	176.	176.
UNITED PARCEL SERVICE CL B COM	202.	202.
UNITED STATES TREAS BDS DTD 8/15/93 6.25	327.	327.
US TREASURY TIPS BD DTD 4/15/99 (INFLATI	1,890.	1,890.
UNITED STATES TREAS BD DTD 08/15/2003 4.	923.	923.
UNITED STATES TREAS INFLATION-INDEX BD D	4,248.	4,248.
UNITED STATES TREAS NT DTD 9/15/2005 3.8	-136.	-136.
UNITED STATES TREAS BDS DTD 02/15/07 4.6	445.	445.
UNITED STATES TREAS INFL INDEX NT DTD 01	956.	956.
UNITED STATES STEEL CORP COM	33.	33.
UNITED TECHNOLOGIES CORP COM	387.	387.
UNITEDHEALTH GRP INC COM	4.	4.
VANGUARD TOTL BD MKT INX-SIG	48,240.	48,240.
VERIZON COMMUNICATIONS SR UNSECD DTD 03/	84.	84.
VISA INC CLASS A SHARES COM	178.	178.
WAL MART STORES INC COM	1,373.	1,373.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
WASTE MGMT INC DEL COM	621.	621.
WESTERN UNION CO COM	67.	67.
WYETH COM	550.	550.
XEROX CORP SR NTS DTD 4/28/2008 6.35% 05	74.	74.
COVIDIEN LTD COM	31.	31.
COVIDIEN PLC COM	51.	51.
EVEREST REINSURANCE GROUP LTD SHS	647.	647.
INVESCO LTD	439.	439.
PARTNERRE LTD COM	388.	388.
TYCO INTERNATIONAL LTD COM	98.	98.
	-----	-----
TOTAL	328,696.	326,993.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	262.	262.
FOREIGN TAXES ON QUALIFIED FOR	2,106.	2,106.
FOREIGN TAXES ON NONQUALIFIED	198.	198.
	-----	-----
TOTALS	2,566.	2,566.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
BOOK VALUE ADJUSTMENT	43,977.

TOTAL	43,977.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

NC

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

OFFICER NAME:

Gina A. Phillips

ADDRESS:

P.O. Box 400

Spruce Pine, NC 28777

TITLE:

President

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 5,000.

OFFICER NAME:

Fred L. Stout

ADDRESS:

P.O. Box 400

Spruce Pine, NC 28777

TITLE:

Vice-President

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 5,000.

OFFICER NAME:

G. Byron Phillips

ADDRESS:

P.O. Box 400

Spruce Pine, NC 28777

TITLE:

Treasurer

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 4

COMPENSATION 5,000.

OFFICER NAME:

Van Phillips

ADDRESS:

P.O. Box 400

Spruce Pine, NC 28777

TITLE:

Secretary

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 5,000.

SAMUEL L. PHILLIPS FAMILY FDN

56-2225556

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

OFFICER NAME:

WACHOVIA BANK

ADDRESS:

1525 W WT HARRIS BLVD, D1114-044

CHARLOTTE, NC 28288-1161

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 40

COMPENSATION 108,968.

TOTAL COMPENSATION:

128,968.

=====

STATEMENT 11

SAMUEL L. PHILLIPS FAMILY FDN 56-2225556
FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
=====

RECIPIENT NAME:
*VARIOUS - SEE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID 543,000.

TOTAL GRANTS PAID: 543,000.
=====

FEDERAL CAPITAL GAIN DIVIDENDS

=====

SHORT-TERM CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I 10,381.00

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

10,381.00

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

PIMCO FDS PAC INVT MGMT SER TOTAL RETURN FD I 2,888.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

2,888.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

2,888.00

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Grant Spreadsheet

Grant Spreadsheet-2009

4/23/2010

Grantee Name and Address	Tax ID	Grant Amt	Grant Purpose	Tax Status Verification Date	Organization Tax Notes
Broadway Cares-Equity Fights AIDS 165 West 46th Street New York, NY 10036	13-3458820	\$1,000.00	For Western North Carolina	501(c)3 8/28/2008	Public Charity - (Foundation Code 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date
Camp Spring Creek, Inc 44 Walnut Avenue Spruce Pine, NC 28777	43-2008178	\$5,000 00	Teacher Training Scholarship	501(c)3 7/6/2009	Public Charity - (Foundation Code: 11) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 2 Advanced Ruling Expiration Date
Communities in Schools of Mitchell County 2206 Carters Ridge Road Spruce Pine, NC 28777	35-2217652	\$42,000 00	Business and Industry Partnership Development Project	501(c)3 7/6/2009	Public Charity - (Foundation Code. 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes. 2 Advanced Ruling Expiration Date
Duke University Eye Center Development Office Box 3802 Durham, NC 27710		\$1,000 00	General Purposes		
Duke University Medical Center 512 S Mangum Street, Suite 400 Durham, NC 27701	560532129	\$5,000 00	Cary N Robertson, MD Professorship	501(c)3 7/6/2009	Public Charity - (Foundation Code 11) Contributions are deductible - (Deductibility Code: 1) Classification Codes 2 Advanced Ruling Expiration Date

Grantee Name and Address	Tax ID	Grant Amt	Grant Purpose	Tax Status Verification Date	Organization Tax Notes
Givens Estates 2360 Sweeten Creek Road Asheville, NC 28803	510199312	\$20,000.00	MY Meds Emergency Medical Assistance	501(c)3 7/6/2009	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code 1) Classification Codes: 1 Advanced Ruling Expiration Date:
Graham Childrens Health Services Of Toe River 202 Medical Campus Dr Bumsville, NC 28714-9004	562063898	\$40,000.00	MY Health-e-Schools	501(c)3 7/6/2009	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:
Hospice and Palliative Care Center of Mitchell County PO Box 38 Spruce Pine, NC 28777	58-1665803	\$5,000.00	General Purposes	501(c)3 5/30/2008	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date
Mayland Community College Foundation PO Box 547 200 Mayland Drive Spruce Pine, NC 28777	58-1486405	\$100,000.00	Unrestricted Use of Funds	501(c)3 7/6/2009	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:
Mayo Clinic Department of Development 200 First Street, SW Rochester, MN 55905	41-1937751	\$500.00	General Purposes	501(c)3 8/28/2008	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code 1) Classification Codes: 1 Advanced Ruling Expiration Date
McDowell Trails Association PO Box 1325 Marion, NC 28752	204087478	\$8,000.00	Catawba River Greenway Project Phase I	501(c)3 7/6/2009	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:

Grantee Name and Address	Tax ID	Grant Amt	Grant Purpose	Tax Status Verification Date	Organization Tax Notes
Memorial Sloan-Kettering Cancer Center 1275 York Avenue Box 701 New York, NY 10065	13-1924236	\$500 00	General Purposes	501(c)3 9/18/2008	Public Charity - (Foundation Code 12) Contributions are deductible - (Deductibility Code 1) Classification Codes 1 Advanced Ruling Expiration Date:
Mitchell County Development Foundation PO Box 858 Spruce Pine, NC 28777	562262436	\$25,000 00	Athletic Equipment	501(c)3 7/6/2009	Public Charity - (Foundation Code 15) Contributions are deductible - (Deductibility Code 1) Classification Codes 1 Advanced Ruling Expiration Date:
Mitchell County Development Foundation PO Box 858 Spruce Pine, NC 28777	562262436	\$220,000 00	Chamber Building Mortgage Reduction	501(c)3 7/6/2009	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date
Mitchell County Historical Society PO Box 651 Bakersville, NC 28705	581807012	\$7,500 00	Historic Graveyard Repair	501(c)3 7/6/2009	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date:
Mt. Zion United Methodist Church PO Box 662 Spruce Pine, NC 28777		\$1,000 00	General Purposes		
North Carolina Stage Company 15 Stage lane Asheville, NC 28801	56-2266836	\$9,500.00	Educational Programming in Mitchell County 8th Grades	501(c)3 7/6/2009	Public Charity - (Foundation Code: 16) Contributions are deductible - (Deductibility Code: 1) Classification Codes 1 Advanced Ruling Expiration Date

Grantee Name and Address	Tax ID	Grant Amt	Grant Purpose	Tax Status Verification Date	Organization Tax Notes
Penland School of Crafts Inc. P O Box 37 Penland, NC 28765	56-0623948	\$15,000.00	Educational Endowment to Mitchell County Schools	501(c)3 7/6/2009	Public Charity - (Foundation Code: 11) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 2 Advanced Ruling Expiration Date
Salvation Army of Asheville 204 Haywood Street Asheville, NC 28801		\$1,000.00	General Purposes		
Special Olympics Mitchell County 144 Greenlee Lane Spruce Pine, NC 28777		\$1,000.00	General Purposes		
Spruce Pine Main Street PO Box 189 Spruce Pine, NC 28777	56-1534889	\$7,000.00	Portable Stage	501(c)3 7/6/2009	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date
The Community Foundation Of Western North Carolina Inc 14 College St Asheville, NC 28801-2803	561223384	\$10,000.00	FBO Foundation for Mitchell County Recession Response Fund	501(c)3 1/30/2009	Public Charity - (Foundation Code: 15) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 1 Advanced Ruling Expiration Date
Toe River Arts Council PO Box 826 Spruce Pine, NC 28777	56-1141339	\$10,000.00	Spruce Pine Gallery Update	501(c)3 7/6/2009	Public Charity - (Foundation Code: 11) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 2 Advanced Ruling Expiration Date
Toe River Arts Council PO Box 826 Spruce Pine, NC 28777	56-1141339	\$8,000.00	Bakersville Creek Walk Arts Festival	501(c)3 7/6/2009	Public Charity - (Foundation Code: 11) Contributions are deductible - (Deductibility Code: 1) Classification Codes: 2 Advanced Ruling Expiration Date
Grand Totals		\$543,000.00			

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ PHILLIPS FDN AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL						
	=====						
	TEMPORARY INVESTMENTS						

4812A2603	JPMORGAN TR I PRIME MONEY MKT FD INSTL CL			1,131,573.38	1,131,573.38		
TOTAL	TEMPORARY INVESTMENTS			1,131,573.38	1,131,573.38		
	CLOSED-END FUND - EQUITY						

464287499	ISHARES RUSSELL MIDCAP INDEX FD	4,250		427,636.54	350,667.50	427,378.72	427,378.72
464287648	ISHARES RUSSELL 2000 GROWTH INDEX FD	5,641		440,828.56	383,982.87	440,828.56	440,828.56
TOTAL	CLOSED-END FUND - EQUITY	9,891		868,465.10	734,650.37	868,207.28	868,207.28
	MUTUAL FUNDS - FIXED TAXABLE						

693390700	PIMCO TOTAL RETURN FD INST CL	119,477	658	1,304,696.03	1,290,358.71	1,304,696.03	1,304,696.03
722005220	PIMCO FOREIGN BOND FUND IN	77,286		775,951.44	773,632.86	775,951.44	775,951.44
921937868	VANGUARD TOTL BD MKT INX-SIG	220,841	006	2,243,758.05	2,285,704.41	2,243,758.05	2,243,758.05
TOTAL	MUTUAL FUNDS - FIXED TAXABLE	417,604	664	4,324,405.52	4,349,695.98	4,324,405.52	4,324,405.52
	MUTUAL FUNDS - EQUITY						

26203E851	DREYFUS THE BOSTON COMPANY SMALL CAP VALUE FUND CL I	14,533	522	370,023.47	281,514.32	370,023.47	370,023.47
TOTAL	MUTUAL FUNDS - EQUITY	14,533	522	370,023.47	281,514.32	370,023.47	370,023.47
	CLOSELY HELD ASSETS						

31959T102	FIRST CITRUS BANCORPORATION INC COM	6,600		1.00	56,100.00	1.00	1.00
TOTAL	CLOSELY HELD ASSETS	6,600		1.00	56,100.00	1.00	1.00

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WELLS FARGO BANK, N A.
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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ PHILLIPS FDN AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
MUTUAL FUNDS - INTERNATIONAL EQUITY							

04315J837	ARTIO INTERNATIONAL EQUITY II-I	19,038.411		330,066.93	224,272.48	330,066.93	330,066.93
411511306	HARBOR INTERNATIONAL FUND INS CL	17,944.869		1,178,977.80	984,634.96	1,178,977.80	1,178,977.80
TOTAL	MUTUAL FUNDS - INTERNATIONAL EQUITY	36,983.28		1,509,044.73	1,208,907.44	1,509,044.73	1,509,044.73
PRINCIPAL CASH							
				0.00	0.00		
*****	PRINCIPAL TOTAL	485,612.466		8,203,513.20	7,762,441.49	7,071,682.00	7,071,682.00
INCOME							
=====							
TEMPORARY INVESTMENTS							

4812A2603	JPMORGAN TR I PRIME MONEY MKT FD INSTL CL			204,825.03	204,825.03		
TOTAL	TEMPORARY INVESTMENTS			204,825.03	204,825.03		
INCOME CASH							
				0.00	0.00		
*****	INCOME TOTAL			204,825.03	204,825.03	0.00	0.00
	ASSET FILE TOTAL	485,612.466		8,408,338.23	7,967,266.52	7,071,682.00	7,071,682.00

DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ PHILLIPS FDN-MCD AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL =====						
	TEMPORARY INVESTMENTS -----						
4812A2603	JPMORGAN TR I PRIME MONEY MKT FD INSTL CL			16,306.78	16,306.78		
TOTAL	TEMPORARY INVESTMENTS			16,306.78	16,306.78		
	U.S. GOVERNMENTS & AGENCIES -----						
3137EACAS	FREDDIE MAC NT DTD 03/27/09 3.75% 03/27/2019	15,000		14,903.10	14,704.65	14,903.10	14,903.10
912810EQ7	US TREASURY BDS DTD 8/15/93 6.25% 08/15/2023	9,000		11,395.55	10,749.42	11,395.55	11,395.55
912828EG1	UNITED STATES TREAS NT DTD 9/15/2005 3.875% 09/15/2010	40,000		41,229.69	40,970.40	41,229.69	41,229.69
912828GH7	UNITED STATES TREAS BDS DTD 02/15/07 4.625% 02/15/2017	60,000		65,756.53	64,786.20	65,720.70	65,720.70
912828KN9	UNITED STATES TREAS NT DTD 4/30/09 1.875% 04/30/2014	77,000		76,654.10	75,417.65	76,654.10	76,654.10
TOTAL	U.S. GOVERNMENTS & AGENCIES	201,000		209,938.97	206,628.32	209,903.14	209,903.14
	MORTGAGE-BACKED PASS-THROUGHS -----						
31410PLP6	FEDERAL NATL MTG ASSN POOL #893234 DTD 8/1/09 5 5% 08/01/2039 CUR FAC DT. 1100425 CUR FAC. 6078221	88,491.68		91,353.82	92,718.04	91,353.82	91,353.82
31410XGC4	FEDERAL NATL MTG ASSN POOL #900295 DTD 09/01/06 6% 09/01/2036 CUR FAC DT. 1100425 CUR FAC. .36082154	72,563.43		75,976.35	77,076.15	75,976.35	75,976.35

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ PHILLIPS FDN-MCD AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG.	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
31416H4V4	FEDERAL NATL MTG ASSN POOL #AA0835 DTD 12/01/08 5% 01/01/2039 CUR FAC DT. 1100425 CUR FAC: .69750408	110,820.24		112,622.78	113,850.07	112,622.78	112,622.78
31416TDX4	FEDERAL NATL MTG ASSN POOL #AA9117 DTD 08/01/09 4.5% 07/01/2039 CUR FAC DT. 1100425 CUR FAC 98238968	69,528.33		69,077.48	69,470.62	69,077.48	69,077.48
31417LBR5	FEDERAL NATL MTG ASSN POOL #AC1847 DTD 08/01/09 4.5% 09/01/2024 CUR FAC DT 1100425 CUR FAC: 88927668	48,306.91		49,242.86	49,746.46	49,242.86	49,242.86
TOTAL	MORTGAGE-BACKED PASS-THROUGHS	389,710.59		398,273.29	402,861.34	398,273.29	398,273.29
912810FH6	INFLATION-INDEXED SECURITIES US TREASURY TIPS BD DTD 4/15/99 (INFLATION-INDEXED ISSUE) 3.875% 04/15/2029 CUR FAC DT. 1040415 CUR FAC: 0	7,889.76		12,285.23	10,152.54	12,285.23	12,285.23
912828BW9	UNITED STATES TREAS INFLATION-INDEX BD DTD 01/15/2004 2% 01/15/2014 CUR FAC DT 1040715 CUR FAC: 0	29,248		34,021.17	30,929.76	34,021.17	34,021.17
912828HN3	UNITED STATES TREAS INFL INDEX NT DTD 01/15/08 1.625% 01/15/2018 CUR FAC DT. 1080115 CUR FAC. 0	30,955.8		31,910.23	31,688.52	31,910.23	31,910.23
TOTAL	INFLATION-INDEXED SECURITIES	68,093.56		78,216.63	72,770.82	78,216.63	78,216.63

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SETTLE DATE POSITION FOR ██████████ PHILLIPS FDN-MCD AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
MUNICIPALS - TAXABLE							

167560PL9	CHICAGO ILL MET WTR RECLAMATION DIST GTR CHICAGO BD DTD 08/25/20 09 5.72% 12/01/2038	5,000		5,000 00	4,994 70	5,000.00	5,000.00
TOTAL	MUNICIPALS - TAXABLE	5,000		5,000 00	4,994 70	5,000.00	5,000.00
CORPORATE BONDS - NONCONVERTIBLE							

00206RAR3	AT&T INC NT DTD 02/03/09 5.8% 02/15/2019	6,000		6,450 90	6,395 76	6,450.90	6,450 90
00209AAG1	AT&T WIRELESS SVCS INC NTS DTD 4/16/2002 8.125% 05/01/2012	9,000		10,246 89	10,169.37	10,246 89	10,246.89
002819AB6	ABBOTT LABORATORIES NTS DTD 11/9/2007 5.6% 11/30/2017	6,000		6,590 28	6,516.06	6,590.28	6,590.28
00440EAJ6	ACE INA HOLDINGS SR NT DTD 2/8/07 5.7% 02/15/2017	7,000		7,596 05	7,429 03	7,596.05	7,596.05
025816BA6	AMERICAN EXPRESS COMPANY SR UNSEC DTD 5/18/09 7.25% 05/20/2014	7,000		7,918.54	7,898.59	7,918 54	7,918.54
053332AK8	AUTOZONE INC SR UNSEC DTD 07/02/09 5.75% 01/15/2015	7,000		7,484 99	7,591.50	7,484.99	7,484.99
055451AH1	BHP FINANCE USA GTD SR NT DTD 3/25/09 6.5% 04/01/2019	6,000		6,781 44	6,882.36	6,781.44	6,781.44
06050BAA9	BANK OF AMERICA CORP FDIC GUAR DTD 12/04/08 3 125% 06/15/2012	30,000		31,161.20	31,086.00	31,161 20	31,161.20
073902RU4	BEAR STEARNS COMPANIES INC SR UNSEC DTD 02/01/08 7.25% 02/01/2018	10,000		10,932.20	11,478.50	10,932 20	10,932.20
12189TAY0	BURLINGTON NORTHERN SANTA FE SR UNSEC DTD 04/13/07 5.65% 05/01/2017	7,000		7,433 58	7,450.66	7,433.58	7,433.58

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SETTLE DATE POSITION FOR ██████████ PHILLIPS FDN-MCD AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
126650BR0	CVS CAREMARK CORP SR UNSECURED DTD 9/11/2009 6.125% 09/15/2039	7,000		7,059.29	6,937.70	7,059.29	7,059.29
14040HAS4	CAPITAL ONE FINANCIAL CORP SE NT DTD 05/22/09 7.375% 05/23/2014	7,000		7,338.73	7,925.61	7,338.73	7,338.73
14912L3U3	CATERPILLAR FINL SVCS CORP SR UNSEC DTD 03/27/08 5.45% 04/15/2018	10,000		10,209.28	10,415.80	10,209.28	10,209.28
172967EU1	CITIGROUP INC SR NT DTD 08/19/08 6 5% 08/19/2013	7,000		7,360.92	7,456.33	7,360.92	7,360.92
20825CAR5	CONOCOPHILLIPS NT DTD 02/03/09 5.75% 02/01/2019	7,000		7,554.05	7,661.85	7,554.05	7,554.05
22541HCC4	CREDIT SUISSE FIRST BOSTON SUB DTD 2/19/08 6% 02/15/2018	7,000		7,373.45	7,324.38	7,373.45	7,373.45
30161NAD3	EXELON CORP NTS DTD 6/9/2005 4.9% 06/15/2015	6,000		6,241.74	6,189.60	6,241.74	6,241.74
36962G4B7	GENERAL ELEC CAP CORP SR UNSEC DTD 01/09/09 6.875% 01/10/2039	7,000		6,885.83	7,228.76	6,885.83	6,885.83
38141GEU4	GOLDMAN SACHS GROUP INC SUB NT DTD 01/10/07 5.625% 01/15/2017	7,000		7,057.26	7,149.52	7,057.26	7,057.26
438516AT3	HONEYWELL INTL INC SR NT DTD 3/15/07 5.7% 03/15/2037	7,000		7,493.22	7,155.75	7,493.22	7,493.22
45687AAE2	INGERSOLL-RAND GL HLD CO GTD SR NT DTD 04/03/09 9.5% 04/15/2014	4,000		4,687.76	4,779.76	4,687.76	4,687.76
481247AA2	JP MORGAN CHASE FDIC GTD DTD 12/2/08 3 125% 12/01/2011	12,000		12,449.16	12,419.76	12,449.16	12,449.16
494368BB8	KIMBERLY-CLARK CORP NT DTD 7/30/07 6.125% 08/01/2017	7,000		7,686.49	7,759.99	7,686.49	7,686.49
494550AX4	KINDER MORGAN ENERGY PARTNERS LP SR UNSECURED NTS DTD 8/28/2007 5 85% 09/15/2012	10,000		10,709.00	10,761.70	10,709.00	10,709.00

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DETAIL LIST
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POSITION FOR [REDACTED] PHILLIPS FDN-MCD AS OF 12/31/09

CUSIP #	SECURITY NAME	SETTLE DATE	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
59018YJ69	MERRILL LYNCH & CO INC SR UNSECD DTD 8/28/07 6.4% 08/28/2017		9,000		9,006.25	9,471.42	9,006.25	9,006.25
59562VAM9	MIDAMERICAN ENERGY HLDGS CO NEW BD DTD 10/01/06 6.125% 04/01/2036		9,000		9,651.15	9,217.71	9,651.15	9,651.15
617446HR3	MORGAN STANLEY BD DTD 02/26/2003 CALLABLE 5 3% 03/01/2013		7,000		7,353.50	7,378.00	7,353.50	7,353.50
68389XAC9	ORACLE CORP NTS DTD 4/9/2008 5.75% 04/15/2018		7,000		7,672.63	7,568.33	7,672.63	7,672.63
87927VAM8	TELECOM ITALIA CAPITAL NT DTD 06/18/09 6.175% 06/18/2014		7,000		7,616.70	7,587.23	7,616.70	7,616.70
87938WAF0	TELEFONICA EMIS SR NTS DTD 7/2/2007 5.855% 02/04/2013		5,000		5,387.70	5,402.35	5,387.70	5,387.70
88732JAK4	TIME WARNER CABLE SR UNSECD DTD 06/19/08 6 2% 07/01/2013		7,000		7,642.04	7,689.22	7,642.04	7,642.04
913017BP3	UNITED TECHNOLOGIES CORP NT DTD 5/16/08 6.125% 07/15/2038		6,000		6,845.74	6,500.16	6,845.74	6,845.74
92343VAV6	VERIZON COMMUNICATIONS SR UNSECD DTD 03/27/09 6.35% 04/01/2019		7,000		7,608.16	7,722.61	7,608.16	7,608.16
984121BW2	XEROX CORP SR NTS DTD 4/28/2008 6.35% 05/15/2018		5,000		5,108.85	5,215.65	5,108.85	5,108.85
TOTAL	CORPORATE BONDS - NONCONVERTIBLE		269,000		286,594.97	287,817.02	286,594.97	286,594.97
	PRINCIPAL CASH				0.00	0.00		
*****	PRINCIPAL TOTAL		932,804.15		994,330.64	991,378.98	977,988.03	977,988.03
	INCOME =====							
	TEMPORARY INVESTMENTS							
4812A2603	JPMORGAN TR I PRIME MONEY MKT FD INSTL CL				16,181.71	16,181.71		
TOTAL	TEMPORARY INVESTMENTS				16,181.71	16,181.71		
	INCOME CASH				0.00	0.00		
*****	INCOME TOTAL				16,181.71	16,181.71	0.00	0.00

ASSET FILE TOTAL

932,804 15

1,010,512 35

1,007,560.69

977,988.03

977,988.03

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ PHILLIPS FDN## AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
	PRINCIPAL						
	=====						
	PRINCIPAL CASH			0.00	0.00		
*****	PRINCIPAL TOTAL		0 00	0.00	0.00	0 00	0.00
	INCOME						
	=====						
	INCOME CASH			0.00	0.00		
*****	INCOME TOTAL			0.00	0 00	0 00	0.00
	ASSET FILE TOTAL			0.00	0 00	0 00	0.00

DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ PHILLIPS F-SACHS AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
PRINCIPAL							
=====							
TEMPORARY INVESTMENTS							

4812A2603	JPMORGAN TR I PRIME MONEY MKT FD INSTL CL			11,949.37	11,949.37		
TOTAL	TEMPORARY INVESTMENTS			11,949.37	11,949.37		
COMMON STOCKS							

001055102	AFLAC INC COM	660		24,597.78	30,525.00	24,597.78	24,597.78
025537101	AMERICAN ELEC PWR CO INC COM	367		9,626.41	12,767.93	9,626.41	9,626.41
037411105	APACHE CORP COM	235		23,865.04	24,244.95	23,865.04	23,865.04
055622104	BP PLC SPONSORED ADR	560		32,607.47	32,463.20	32,607.47	32,607.47
060505104	BANK OF AMERICA CORP COM	4,332		47,146.66	65,239.92	47,146.66	47,146.66
064058100	BANK OF NEW YORK MELLON CORP COM	738		21,189.38	20,641.86	21,189.38	21,189.38
071813109	BAXTER INTL INC COM	752		44,534.16	44,127.36	44,234.12	44,234.12
09062X103	BIOGEN IDEC INC COM	580		27,791.20	31,030.00	27,791.20	27,791.20
097023105	BOEING CO COM	674		37,930.45	36,483.62	36,667.08	36,667.08
111320107	BROADCOM CORP COM	578		15,831.59	18,189.66	15,831.59	15,831.59
124857202	CBS CORP COM	900		12,476.97	12,645.00	12,476.97	12,476.97
166764100	CHEVRON CORP COM	214		16,487.33	16,475.86	16,487.33	16,487.33
17275R102	CISCO SYSTEMS INC COM	1,354		30,907.30	32,414.76	30,907.30	30,907.30
25470M109	DISH NETWORK CORP CL A COM	1,558		23,777.41	32,359.66	23,777.41	23,777.41
25490A101	DIRECTV-CLASS A COM	769		22,436.48	25,646.15	22,436.48	22,436.48

DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [REDACTED] PHILLIPS F-SACHS AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
260543103	DOW CHEMICAL COM	1,616		34,192.56	44,650.08	34,011.88	34,011.88
26875P101	EOG RES INC COM	469		45,159.84	45,633.70	40,713.72	40,713.72
291011104	EMERSON ELECTRIC CO COM	795		25,886.07	33,867.00	25,886.07	25,886.07
29364G103	ENTERGY CORP NEW COM	404		42,497.83	33,063.36	40,503.71	40,503.71
30231G102	EXXON MOBIL CORP COM	388		30,044.67	26,457.72	29,540.11	29,540.11
337932107	FIRSTENERGY CORP COM	559		40,917.33	25,965.55	40,917.33	40,917.33
345370860	FORD MTR CO COM	1,612		11,633.00	16,120.00	11,633.00	11,633.00
354613101	FRANKLIN RES INC COM	267		15,318.96	28,128.45	14,984.94	14,984.94
35671D857	FREEMONT MCMORAN COPPER & GOLD CL B COM	178		8,818.26	14,291.62	8,818.26	8,818.26
369604103	GENERAL ELECTRIC CO COM	2,323		37,242.05	35,146.99	37,242.05	37,242.05
370334104	GENERAL MILLS INC COM	221		13,256.07	15,649.01	13,256.07	13,256.07
406216101	HALLIBURTON CO COM	1,081		30,052.66	32,527.29	29,349.83	29,349.83
42809H107	HESS CORP COM	282		16,699.02	17,061.00	16,699.02	16,699.02
428236103	HEWLETT-PACKARD CO COM	848		36,177.29	43,680.48	35,972.41	35,972.41
438516106	HONEYWELL INTL INC COM	965		35,055.87	37,828.00	35,055.87	35,055.87
46625H100	JP MORGAN CHASE & CO COM	1,824		74,184.03	76,006.08	72,460.89	72,460.89
478160104	JOHNSON & JOHNSON COM	750		49,362.72	48,307.50	48,763.80	48,763.80
478356107	JOHNSON CTLS INC COM	568		9,928.64	15,472.32	9,928.64	9,928.64
512807108	LAM RESEARCH CORP COM	340		11,758.90	13,331.40	11,758.90	11,758.90
571748102	MARSH & MCLENNAN COMPANIES INC COM	504		11,632.67	11,128.32	11,632.67	11,632.67
58933Y105	MERCK & CO INC COM	651		24,636.90	23,787.54	24,636.90	24,636.90

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [REDACTED] PHILLIPS F-SACHS AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
651229106	NEWELL RUBBERMAID INC COM	1,041		16,238.56	15,625.41	16,238.56	16,238.56
651290108	NEWFIELD EXPL CO COM	555		25,610.53	26,767.65	25,610.53	25,610.53
674599105	OCCIDENTAL PETE CORP COM	736		49,946.48	59,873.60	47,381.05	47,381.05
68389X105	ORACLE CORP COM	1,174		28,455.49	28,798.22	28,455.49	28,455.49
708160106	PENNEY J C INC COM	326		10,040.99	8,674.86	10,040.99	10,040.99
718172109	PHILIP MORRIS INTL INC COM	318		15,073.81	15,324.42	12,174.86	12,174.86
744320102	PRUDENTIAL FINANCIAL INC COM	673		37,806.82	33,488.48	37,664.29	37,664.29
747525103	QUALCOMM INC COM	295		12,055.71	13,646.70	12,055.71	12,055.71
78442P106	SLM CORP COM	1,374		22,496.44	15,484.98	19,284.33	19,284.33
806857108	SCHLUMBERGER LTD COM	333		18,731.79	21,674.97	18,731.79	18,731.79
852061100	SPRINT NEXTEL COM	8,378		69,418.30	30,663.48	55,668.06	55,668.06
855030102	STAPLES INC COM	1,011		21,878.72	24,860.49	21,878.72	21,878.72
857477103	STATE STREET CORP COM	455		17,938.03	19,810.70	17,219.84	17,219.84
872540109	TJX COS INC NEW COM	358		9,957.49	13,084.90	9,957.49	9,957.49
87612E106	TARGET CORP COM	267		14,183.97	12,914.79	14,183.97	14,183.97
89417E109	TRAVELERS COS INC COM	648		27,762.54	32,309.28	27,171.78	27,171.78
904784709	UNILEVER N V - NEW YORK SHS	757		23,970.91	24,473.81	21,922.72	21,922.72
912909108	UNITED STATES STEEL CORP COM	334		15,003.95	18,410.08	15,003.95	15,003.95
92553P201	VIACOM INC CL B COM	562		14,158.49	16,708.26	10,926.09	10,926.09
931142103	WAL-MART STORES INC COM	387		23,068.84	20,685.15	22,809.78	22,809.78

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR [REDACTED] PHILLIPS F-SACHS AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
94973V107	WELLPOINT INC COM	640		32,375.17	37,305.60	32,375.17	32,375.17
G2554F105	COVIDIEN PLC COM	546		23,425.53	26,147.94	23,425.53	23,425.53
G3223R108	EVEREST RE GROUP LTD COM	315		26,339.84	26,989.20	25,565.42	25,565.42
G491BT108	INVESCO LTD	1,078		26,247.09	25,322.22	26,247.09	26,247.09
TOTAL	COMMON STOCKS	53,477		1,577,846.46	1,642,403.53	1,535,401.50	1,535,401.50
	PRINCIPAL CASH			0.00	0.00		
*****	PRINCIPAL TOTAL	53,477		1,589,795.83	1,654,352.90	1,535,401.50	1,535,401.50

INCOME
=====

TEMPORARY INVESTMENTS

4812A2603 JPMORGAN TR I PRIME MONEY MKT FD
INSTL CL

TOTAL TEMPORARY INVESTMENTS

INCOME CASH

INCOME TOTAL

ASSET FILE TOTAL

109,882.66	109,882.66	
109,882.66	109,882.66	
0.00	0.00	
109,882.66	109,882.66	
1,699,678.49	1,764,235.56	

0.00
0.00
1,535,401.50
1,535,401.50

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ PHILLIPS F-FAY AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
PRINCIPAL							
=====							
TEMPORARY INVESTMENTS							

4812A2603	JPMORGAN TR I PRIME MONEY MKT FD INSTL CL			29,130.87	29,130.87		
TOTAL	TEMPORARY INVESTMENTS			29,130.87	29,130.87		
COMMON STOCKS							

002824100	ABBOTT LABS COM	743		36,054.76	40,114.57	36,054.76	36,054.76
00507V109	ACTIVISION BLIZZARD INC COM	1,433		15,137.39	15,920.63	14,886.27	14,886.27
00724F101	ADOBE SYS INC COM	247		8,944.61	9,084.66	8,944.61	8,944.61
009158106	AIR PRODUCTS & CHEMICALS INC COM	297		19,881.64	24,074.82	19,755.62	19,755.62
013078100	ALBERTO-CULVER CO COM	760		18,913.57	22,260.40	18,913.29	18,913.29
029912201	AMERICAN TOWER CORP CL A	665		24,323.74	28,734.65	23,309.25	23,309.25
031162100	AMGEN INC COM	336		17,750.88	19,007.52	17,750.88	17,750.88
032095101	AMPHENOL CORP NEW CL A	507		17,272.90	23,413.26	16,754.81	16,754.81
037411105	APACHE CORP COM	453		34,127.37	46,736.01	33,173.04	33,173.04
037833100	APPLE INC COM	299		34,396.26	63,008.87	31,284.50	31,284.50
060505104	BANK OF AMERICA CORP COM	1,468		27,746.95	22,108.08	27,511.65	27,511.65
067383109	C R BARD INC COM	266		18,906.40	20,721.40	17,824.18	17,824.18
071813109	BAXTER INTL INC COM	329		17,923.77	19,305.72	17,758.12	17,758.12
126650100	CVS CAREMARK CORP COM	514		19,323.02	16,555.94	18,113.04	18,113.04
13342B105	CAMERON INTERNATIONAL CORP COM	570		17,010.97	23,826.00	15,981.33	15,981.33

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ PHILLIPS F-FAY AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG. FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
17275R102	CISCO SYSTEMS INC COM	1,823		43,098.12	43,642.62	40,195.57	40,195.57
191216100	COCA-COLA CO COM	578		28,307.27	32,946.00	28,307.27	28,307.27
192446102	COGNIZANT TECH SOLUTIONS CRP COM CL A EXP 3/5/2013	403		10,044.00	18,267.99	9,886.09	9,886.09
194162103	COLGATE-PALMOLIVE CO COM	269		20,060.98	22,098.35	20,060.98	20,060.98
235851102	DANAHER CORP COM	659		39,400.36	49,556.80	38,644.40	38,644.40
244199105	DEERE & CO COM	356		18,993.90	19,256.04	18,993.90	18,993.90
24702R101	DELL INC COM	492		13,582.54	7,065.12	13,082.97	13,082.97
254687106	DISNEY (WALT) COMPANY HOLDING COMPANY COM	991		26,818.66	31,959.75	26,394.96	26,394.96
25490A101	DIRECTV-CLASS A COM	681		17,283.99	22,711.35	15,770.53	15,770.53
302130109	EXPEDITORS INTL WASH INC COM	607		20,459.70	21,105.39	20,459.70	20,459.70
302182100	EXPRESS SCRIPTS INC CL A COM	286		16,054.63	24,716.12	15,917.74	15,917.74
30231G102	EXXON MOBIL CORP COM	320		25,639.93	21,820.80	24,563.75	24,563.75
35671D857	FREEPORT MCMORAN COPPER & GOLD CL B COM	225		12,154.68	18,065.25	10,739.63	10,739.63
36467W109	GAMESTOP CORP CL A COM	386		9,540.59	8,468.84	9,452.60	9,452.60
375558103	GILEAD SCIENCES INC COM	576		22,352.14	24,923.52	20,217.41	20,217.41
38259P508	GOOGLE INC-CL A COM	80		36,170.17	49,598.40	35,622.40	35,622.40
384802104	W W GRAINGER INC COM	132		12,961.52	12,781.56	12,961.52	12,961.52
415864107	HARSCO CORP COM	562		15,540.15	18,113.26	15,540.15	15,540.15
428236103	HEWLETT-PACKARD CO COM	770		34,479.53	39,662.70	32,619.90	32,619.90
458140100	INTEL CORP COM	1,463		29,208.78	29,845.20	27,477.13	27,477.13

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DETAIL LIST
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SETTLE DATE POSITION FOR [REDACTED] PHILLIPS F-FAY AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS / ORIG.	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
45865V100	INTERCONTINENTALEXCHANGE INC COM	246		19,465.24	27,625.80	19,263.85	19,263.85
459200101	INTL BUSINESS MACHINES CORP COM	423		45,277.78	55,370.70	44,868.09	44,868.09
46625H100	JP MORGAN CHASE & CO COM	552		21,691.02	23,001.84	21,691.02	21,691.02
47102X105	JANUS CAPITAL GROUP INC COM	1,760		26,144.89	23,672.00	25,115.39	25,115.39
472319102	JEFFERIES GROUP INC COM	185		5,090.39	4,390.05	5,090.39	5,090.39
478160104	JOHNSON & JOHNSON COM	458		27,750.65	29,499.78	27,750.65	27,750.65
548661107	LOWE'S COS INC COM	758		16,764.98	17,729.62	14,357.59	14,357.59
579780206	MCCORMICK & CO INC COM	491		14,922.00	17,739.83	14,922.00	14,922.00
580135101	MCDONALDS CORP COM	400		23,584.74	24,976.00	22,880.29	22,880.29
585055106	MEDTRONIC INC COM	361		16,829.49	15,876.78	16,829.49	16,829.49
58933Y105	MERCK & CO INC COM	341		7,583.41	12,460.14	7,581.88	7,581.88
594918104	MICROSOFT CORP COM	2,422		56,290.89	73,822.56	54,704.17	54,704.17
595017104	MICROCHIP TECHNOLOGY INC COM	958		26,392.27	27,829.90	25,029.59	25,029.59
61166W101	MONSANTO CO COM	335		19,810.81	27,386.25	19,771.53	19,771.53
654106103	NIKE INC CL B COM	312		18,653.29	20,613.84	18,512.66	18,512.66
68389X105	ORACLE CORP COM	1,592		27,283.80	39,051.76	26,302.64	26,302.64
704549104	PEABODY ENERGY CORP COM	380		13,235.01	17,179.80	10,706.37	10,706.37
713448108	PEPSICO INC COM	566		32,085.84	34,412.80	31,686.13	31,686.13
740189105	PRECISION CASTPARTS CORP COM	235		16,062.88	25,932.25	14,288.79	14,288.79
742718109	PROCTER & GAMBLE CO COM	609		32,485.75	36,923.67	32,201.31	32,201.31
747525103	QUALCOMM INC COM	842		35,553.91	38,950.92	33,780.83	33,780.83

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DETAIL LIST
SELECTED ACCOUNTS 12/31/09 THROUGH 12/31/09
SETTLE DATE POSITION FOR ██████████ PHILLIPS F-FAY AS OF 12/31/09

CUSIP #	SECURITY NAME	UNITS /	ORIG	FACE	BOOK VALUE	MARKET VALUE	FED TAX COST	STATE TAX COST
776696106	ROPER INDS INC NEW COM	585			31,376.32	30,636.45	31,376.32	31,376.32
808513105	SCHWAB CHARLES CORP NEW COM	925			16,476.65	17,408.50	16,398.05	16,398.05
871829107	SYSCO CORP COM	625			17,548.10	17,462.50	17,548.10	17,548.10
87612E106	TARGET CORP COM	559			27,911.97	27,038.83	27,911.97	27,911.97
878377100	TECHNE CORP COM	254			15,523.05	17,414.24	15,523.05	15,523.05
913017109	UNITED TECHNOLOGIES CORP COM	401			23,776.90	27,833.41	23,776.90	23,776.90
92826C839	VISA INC CLASS A SHARES COM	243			15,120.21	21,252.78	15,120.21	15,120.21
931142103	WAL-MART STORES INC COM	955			49,838.67	51,044.75	48,661.24	48,661.24
959802109	WESTERN UNION CO COM	1,119			22,846.19	21,093.15	22,821.89	22,821.89
TOTAL	COMMON STOCKS	40,438			1,503,242.97	1,737,108.49	1,461,396.34	1,461,396.34
	PRINCIPAL CASH				0.00	0.00		
*****	PRINCIPAL TOTAL	40,438			1,532,373.84	1,766,239.36	1,461,396.34	1,461,396.34
	INCOME							
	=====							
	TEMPORARY INVESTMENTS							
4812A2603	JPMORGAN TR I PRIME MONEY MKT FD INSTL CL				31,605.27	31,605.27		
TOTAL	TEMPORARY INVESTMENTS				31,605.27	31,605.27		
	INCOME CASH				0.00	0.00		
*****	INCOME TOTAL				31,605.27	31,605.27	0.00	0.00
	ASSET FILE TOTAL	40,438			1,563,979.11	1,797,844.63	1,461,396.34	1,461,396.34