POSTMARK DATE MAY 1 7 2010
ENVELOPE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2009

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

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

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

Name of foundation: THE FRANCES & WILLIAM H BEATTIE FDN

Number and street (or P O box number if mail is not delivered to street address) | Room/suite: C/O CGTC 333 S. HOPE STREET, 52ND FLOOR

City or town, state, and ZIP code: LOS ANGELES, CA 90071

A Employer identification number: 57-6113645

B Telephone number (see page 10 of the instructions): (949) 975-6711

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 5,436,390.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	123,208.	123,208.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-174,693.			
	b Gross sales price for all assets on line 6a 1,031,215.				
	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)	6,296.			STMT 5
	12 **Total.** Add lines 1 through 11	-45,189.	123,208.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	7,159.			7,159.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 6	2,500.	1,250.	NONE	1,250.
	c Other professional fees (attach schedule) STMT 7	30,947.	30,947.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 8	2,985.	2,985.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 9	879.	54.		825.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	44,470.	35,236.	NONE	9,234.
	25 Contributions, gifts, grants paid	250,501.			250,501.
	26 Total expenses and disbursements. Add lines 24 and 25	294,971.	35,236.	NONE	259,735.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-340,160.			
	b **Net investment income** (if negative, enter -0-)		87,972.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

	Line	Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	86,185.	110,646.	110,646.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) STMT 10	2,871,605.	4,640,927.	5,325,744.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 11	2,133,933.		
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ STMT 12)	16.		
	16	**Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	5,091,739.	4,751,573.	5,436,390.
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	5,091,739.	4,751,573.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	5,091,739.	4,751,573.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	5,091,739.	4,751,573.	

Part III Analysis of Changes in Net Assets or Fund Balances

	Description	Line	Amount
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	5,091,739.
2	Enter amount from Part I, line 27a	2	-340,160.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	4,751,579.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 13	5	6.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,751,573.

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

2 Capital gain net income or (net capital loss) ..... { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** -174,693.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions).
If (loss), enter -0- in Part I, line 8 . . . . . **3**

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? .... ☐ Yes ☒ No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	320,787.	5,728,953.	0.05599400100
2007	340,786.	6,607,971.	0.05157195756
2006	361,664.	6,297,645.	0.05742845143
2005	838,028.	6,266,263.	0.13373648696
2004	319,901.	6,299,125.	0.05078498998

2	**Total** of line 1, column (d)	2	0.34951588693
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	0.06990317739
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,879,526.
5	Multiply line 4 by line 3	5	341,094.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	880.
7	Add lines 5 and 6	7	341,974.
8	Enter qualifying distributions from Part XII, line 4	8	259,735.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,759.
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	1,759.
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	1,759.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 2,492.		
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	2,492.
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	733.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 733. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ______			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ CAPITAL GUARDIAN TRUST COMPANY Telephone no. ▶ (949)975-6711

Located at ▶ 6455 IRVINE CENTER DRIVE, IRVINE, CA ZIP + 4 ▶ 92618-4518

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.

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

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53.4945-5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870.		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		7,159.	-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

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 . . . . ▶	

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	4,739,739.
b	Average of monthly cash balances	1b	214,094.
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	4,953,833.
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	4,953,833.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	74,307.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,879,526.
6	**Minimum investment return.** Enter 5% of line 5	6	243,976.

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	243,976.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,759.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,759.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	242,217.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	242,217.
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	242,217.

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	259,735.
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	259,735.
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	259,735.

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					242,217.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				NONE	
b Total for prior years: 20 07 ,20___,20___			NONE		
3 Excess distributions carryover, if any, to 2009:					
a From 2004	13,671.				
b From 2005	530,217.				
c From 2006	56,578.				
d From 2007	21,659.				
e From 2008	36,828.				
f Total of lines 3a through e		658,953.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 259,735.					
a Applied to 2008, but not more than line 2a				NONE	
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					242,217.
e Remaining amount distributed out of corpus		17,518.			
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		676,471.			
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				NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010					NONE
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)		13,671.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		662,800.			
10 Analysis of line 9:					
a Excess from 2005	530,217.				
b Excess from 2006	56,578.				
c Excess from 2007	21,659.				
d Excess from 2008	36,828.				
e Excess from 2009	17,518.				

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			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
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).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 27				
Total . . . . ▶ **3a**				250,501.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	123,208.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-174,693.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b			14	6,296.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				-45,189.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -45,189.

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

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

			Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

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 CAPITAL GUARDIAN TRUST CO Date 05/06/2010 Title Vice President

Paid Preparer's Use Only

Preparer's signature	Date 05/06/2010	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P00162244	
Firm's name (or yours if self-employed), address, and ZIP code	THOMSON REUTERS (TAX & ACCOUNTING) ONE NORTH DEARBORN ST., 5TH FL. CHICAGO, IL 60602	EIN ▶ 75-1297386
		Phone no. 312-873-6908

Form 990-PF (2009)

JSA
9E1493 1 000

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC.	2,747.	2,747.
ABBOTT LABORATORIES	551.	551.
AIR PRODUCTS & CHEMICALS INC	985.	985.
ALBERTO CULVER CO	68.	68.
ALLEGHENY TECHNOLOGIES INC	707.	707.
ALLERGAN INC	165.	165.
ALLSTATE CORP (THE)	240.	240.
AMERICAN WATER WORKS	777.	777.
BAE SYSTEMS PLC SPON ADR	346.	346.
BAKER HUGHES INC	60.	60.
BANK OF NEW YORK MELLON CORP	45.	45.
BARRICK GOLD CORP US$	360.	360.
BAXTER INTERNATIONAL INC	702.	702.
BEST BUY INC	112.	112.
BOEING CO	221.	221.
CAMECO CORP US$	129.	129.
CAMPBELL SOUP CO	275.	275.
CANADIAN NATIONAL RAILWAY CO US$	179.	179.
CANADIAN NATURAL RESOURCES LTD US$	106.	106.
CANON INC ADR	230.	230.
CARDINAL HEALTH INC	182.	182.
CHEVRON CORP	352.	352.
COCA-COLA CO	697.	697.
COLGATE-PALMOLIVE CO	121.	121.
COMCAST CORP CL A (NEW)	212.	212.
COMCAST CORP CL A SPECIAL N/V (NEW)	198.	198.
CONOCOPHILLIPS	141.	141.
COSTCO WHOLESALE CORP	140.	140.
DANAHER CORP	37.	37.
DIAMOND OFFSHORE DRILLING INC	100.	100.
THE WALT DISNEY CO	350.	350.
EOG RESOURCES INC	114.	114.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EAST WEST BANCORP INC	10.	10.
ECOLAB INC	280.	280.
EDISON INTERNATIONAL	837.	837.
EMERSON ELECTRIC CO	1,094.	1,094.
EUROPACIFIC GROWTH FUND CL F2	16,679.	16,679.
EXXON MOBIL CORP	374.	374.
FEDEX CORP	121.	121.
FLUOR CORP (NEW)	150.	150.
GENERAL ELECTRIC CO (USD)	2,051.	2,051.
GENERAL MILLS INC	118.	118.
GOLDMAN SACHS GROUP INC	621.	621.
GOLDMAN SACHS FINANCIAL SQUARE TREASURY	9.	9.
HEINEKEN NV ADR	311.	311.
HEWLETT-PACKARD CO	160.	160.
HUDSON CITY BANCORP INC	294.	294.
ILLINOIS TOOL WORKS INC	1,240.	1,240.
INTERMEDIATE BOND FUND OF AMERICA CL F2	28,446.	28,446.
INTERMEDIATE BOND FUND OF AMERICA CL R5	29,645.	29,645.
INTERNATIONAL BUSINESS MACHINES CORP	1,013.	1,013.
JPMORGAN CHASE & CO	802.	802.
JABIL CIRCUIT INC	63.	63.
JOHNSON & JOHNSON	1,029.	1,029.
JOHNSON CONTROLS INC	156.	156.
KIMBERLY-CLARK CORP	354.	354.
KRAFT FOODS INC CL A	1,740.	1,740.
LOWES COMPANIES INC	928.	928.
LUXOTTICA GRP ADR	65.	65.
MARATHON OIL CORP COM	576.	576.
MAXIM INTEGRATED PRODS INC	480.	480.
MCDONALDS CORP	1,096.	1,096.
MEDTRONIC INC	493.	493.
MERCK & CO INC	798.	798.
MERCURY GENERAL CORP	522.	522.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MICROSOFT CORP	1,066.	1,066.
MICROCHIP TECHNOLOGY INC	814.	814.
MONSANTO CO NEW COM	66.	66.
NATIONAL INSTRUMENTS CORP	96.	96.
NESTLE NAM SPON ADR	680.	680.
NINTENDO CO LTD ADR UNSPON	198.	198.
NOKIA CORP SPONSORED ADR	109.	109.
NORDSTROM INC	496.	496.
NORFOLK SOUTHERN CORP	102.	102.
NUCOR CORP	700.	700.
OMNICOM GROUP INC	264.	264.
PAYCHEX INC	1,674.	1,674.
PEPSICO INC	1,556.	1,556.
POTASH CORP OF SASKATCHEWAN INC US$	70.	70.
PROCTER & GAMBLE CO	440.	440.
QUALCOMM INC	472.	472.
RIO TINTO PLC ADR SPON	68.	68.
ROYAL DUTCH SHELL CL A ADR	2,874.	2,874.
SSGA US GOV MONEY MARKET FUND	100.	100.
SAP AG SPON ADR	544.	544.
SARA LEE CORP	583.	583.
SCHLUMBERGER LTD	588.	588.
SCHWAB CHARLES NEW	144.	144.
SCRIPPS NETWORKS INTERACTIVE CL A	15.	15.
SHIRE LTD ADR	146.	146.
SOUTHWEST AIRLINES CO	25.	25.
SPECTRA ENERGY CORP	300.	300.
SUNCOR ENERGY INC NEW	37.	37.
SUNCOR ENERGY INC US$	17.	17.
TARGET CORP	660.	660.
TIME WARNER INC	106.	106.
TIME WARNER INC	206.	206.
UNILEVER NV NY SHRS	761.	761.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNION PACIFIC CORP	702.	702.
UNITED PARCEL SERVICE INC CL B	720.	720.
UNITED TECHNOLOGIES CORP	462.	462.
VISA INC CL A	40.	40.
VULCAN MATERIALS CO	755.	755.
WAL-MART STORES INC	55.	55.
WALGREEN CO	100.	100.
WILLIAMS COS INC	33.	33.
TYCO ELECTRONICS LTD	160.	160.
TOTAL	123,208.	123,208.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
EXCISE TAX REFUND		6,296.
	TOTALS	6,296.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FIDUCIARY TAX FEES	2,500.	1,250.		1,250.
TOTALS	2,500.	1,250.	NONE	1,250.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER PROFESSIONAL FEES	8,604.	8,604.
INVESTMENT MGMT FEES-SUBJECT T	22,343.	22,343.
TOTALS	30,947.	30,947.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	1,186.	1,186.
FOREIGN TAXES ON QUALIFIED FOR	1,799.	1,799.
TOTALS	2,985.	2,985.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT FEES	54.	54.	
FILING FEES	825.		825.
TOTALS	879.	54.	825.

THE FRANCES & WILLIAM H BEATTIE FDN 57-6113645

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
MUTUAL FUNDS	4,640,927.	5,325,744.
TOTALS	4,640,927.	5,325,744.

THE FRANCES & WILLIAM H BEATTIE FDN 57-6113645

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F
MUTUAL FUNDS	C
TOTALS	

THE FRANCES & WILLIAM H BEATTIE FDN 57-6113645

FORM 990PF, PART II - OTHER ASSETS
==================================

DESCRIPTION

ACCRUED INCOME

TOTALS

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

DESCRIPTION		AMOUNT
ROUNDING ADJUSTMENT		6.
	TOTAL	6.

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

OFFICER NAME:
Capital Guardian Trust Company
ADDRESS:
333 South Hope Street, 34th Floor
Los Angeles, CA 90071
TITLE:
Trustee
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 5
COMPENSATION .... 7,159.

OFFICER NAME:
Mrs. Dorothy B. Hamill
ADDRESS:
394 A Vanderbilt Road
Asheville, NC 28803
TITLE:
Advisory Board
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

OFFICER NAME:
Mr. & Mrs. Joel B. Adams, Jr
ADDRESS:
160 Carter Cove Road
Asheville, NC 28804
TITLE:
Advisory Board
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

TOTAL COMPENSATION: 7,159.

RECIPIENT NAME:
North Carolina Outward
Bound School
ADDRESS:
2582 RICEVILLE ROAD
ASHEVILLE, NC 28805
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Enviromental Defense of NC-OP FD
Jane Preyer
ADDRESS:
4000 WESTCHASE BOULEVARD, SUITE 510
RALEIGH, NC 27607
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Asheville Art Museum
Pack Place
ADDRESS:
2 SOUTH PACK SQUARE
Asheville, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
YWCA
ADDRESS:
185 SOUTH FRENCH BROAD AVE.
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
Southern Appalachian
Highlands
ADDRESS:
34 WALL STREET, SUITE 8002
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USEAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Pisgah Legal Services
ADDRESS:
89 MONTFORD AVENUE
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 25,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
NC Center for Int'l
Understanding
ADDRESS:
100 EAST SIX FORKS ROADE, SUITE 300
RALEIGH, NC 27609
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
$8000 TEACHER SCHOLARSHIPS $10000 OPERATING
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 18,000.

RECIPIENT NAME:
Mountain Housing
Opportunities
ADDRESS:
34 WALL STREET, SUITE 601
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Mountain Area Child &
Family Center
ADDRESS:
2586 RICEVILLE ROAD
ASHEVILLE, NC 28805
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
Homeward Bound
FRAN HARVEY
ADDRESS:
35 GROVE STREET
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Brevard Music Center
ADDRESS:
PO BOX 312
BREVARD, NC 28712
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
Big Brothers, Big Sisters
Western North Carolina
ADDRESS:
50 SOUTH FRENCH BROAD, SUITE 213
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
Warren Willson College
ADDRESS:
PO BOX 9000
Asheville, NC 28815
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,001.

RECIPIENT NAME:
Literacy Council
ADDRESS:
31 COLLEGE PLACE, BLDG B, SUITE 221
Asheville, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
NC Theater Conference
Angie McGuire Hays
ADDRESS:
305 WEST FOURTH ST., SUITE 1C
Winston-Salem, NC 27101
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
Southern Environmental
Law Center
ADDRESS:
200 WEST FRANKLIN STREET, SUITE 330
CHAPEL HILL, NC 27516-2520
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
$10000 GENERAL $20000 CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 30,000.

RECIPIENT NAME:
NC CHAPTER OF THE NATURE CONSERVANCY
ADDRESS:
P.O. BOX 17519
ASHEVILLE, NC 28816
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
CENTER FOR DIVERSITY
Education
ADDRESS:
1 UNIVERSITY HEIGHTS, CPO 1960
ASHEVILLE, NC 28804
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
HELPMATE
ADDRESS:
P.O. BOX 2263
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USEAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
RIVERLINK
ADDRESS:
PO BOX 15488
ASHEVILLE, NC 28813-0488
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USEAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ORGANIC GROWERS SCHOOL
ADDRESS:
PO BOX 984
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
Handmade in America
ADDRESS:
P.O. BOX 2089
Asheville, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
NC Stage Company
ADDRESS:
15 STAGE LANE
Asheville, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
WESTERN NORTH CAROLINA
AIDS PROJECT
ADDRESS:
P.O. BOX 2411
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
IRENE WORTHAM CENTER
ELIZABETH HUESMANN
ADDRESS:
916 WEST CHAPEL ROAD
ASHEVILLE, NC 28803
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 3,000.

RECIPIENT NAME:
CHILDREN FIRST OF BUNCOMBE
COUNTY, INC
ADDRESS:
50 S. FRENCH BOARD AVE., SUITE 246
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
CAROLINA FARM STEWARDSHIP
ASSOCIATION
ADDRESS:
PO BOX 448
PITTSBORO, NC 27312
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
ASHEVILLE DESIGN CENTER
CHRIS JOYELL, EXECUTIVE DIRECTOR
ADDRESS:
8 COLLEGE STREET MOBILE
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ASHEVILLE CITY SCHOOLS
FOUNDATION
ADDRESS:
PO BOX 3196
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,000.

RECIPIENT NAME:
ASHEVILLE GREENWORKS
SUSAN RODERICK
ADDRESS:
P.O. BOX 22
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
ENVIRONMENTAL AND
CONSERVATION ORG
ADDRESS:
121 THIRD AVENUE WEST, SUITE 4
HENDERSONVILLE, NC 28792
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
WNC ALLIANCE
ADDRESS:
29 NORTH MARKET ST, SUITE 610
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
UNIVERSITY OF NORTH CAROLINA
SCHOOL OF THE ARTS
ADDRESS:
1533 SOUTH MAIN STREET
WINSTON SALEM, NC 27127-2188
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DIANA WORTHAM THEATRE
ADDRESS:
2 SOUTH PACK SQUARE
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 12,000.

RECIPIENT NAME:
WCQS PUBLIC RADIO
ADDRESS:
73 BROADWAY
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
ONE YOUTH AT A TIME
L.C. RAY, EXECUTIVE DIRECTOR
ADDRESS:
PO BOX 446
ASHEVILLE, NC 28802
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
THOMAS WOLFE MEMORIAL
ADVISORY COMMITTEE
ADDRESS:
52 NORTH MARKET STREET
ASHEVILLE, NC 28801
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 4,000.

RECIPIENT NAME:
APPALACHIAN SUSTAINABLE
AGRICULTURE PROJECT
ADDRESS:
729 HAYWOOD ROAD
ASHEVILLE, NC 28806
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL USAGE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC CHARITY
AMOUNT OF GRANT PAID .... 1,000.

TOTAL GRANTS PAID: 250,501.

FEDERAL FOOTNOTES

PART VII-A #8B - S.C. CODE ANN. SECTION 12-6-4950 (SUPP.1996) NO INFORMATION RETURN IS REQUIRED TO BE FILED WITH THE STATE OF SOUTH CAROLINA IF THE ORGANIZATION HAS FILED AN INFORMATION RETURN WITH THE INTERNAL REVENUE SERVICE.

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					597.	
		600. AFLAC INC PROPERTY TYPE: SECURITIES					11/22/2006	01/22/2009
14,531.00		26,784.00					-12,253.00	
		33. AOL INC PROPERTY TYPE: SECURITIES					04/01/2008	12/17/2009
772.00		899.00					-127.00	
		.273 AOL INC PROPERTY TYPE: SECURITIES					04/01/2008	12/18/2009
7.00		7.00						
		100. AT&T INC. PROPERTY TYPE: SECURITIES					06/27/2007	09/16/2009
2,649.00		3,982.00					-1,333.00	
		800. AT&T INC. PROPERTY TYPE: SECURITIES					04/02/2008	11/20/2009
20,800.00		28,925.00					-8,125.00	
		500. AT&T INC. PROPERTY TYPE: SECURITIES					08/20/2002	11/23/2009
13,224.00		14,055.00					-831.00	
		250. AT&T INC. PROPERTY TYPE: SECURITIES					08/20/2002	11/23/2009
6,600.00		7,028.00					-428.00	
		200. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					10/14/2008	05/15/2009
8,740.00		10,807.00					-2,067.00	
		100. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					06/27/2008	05/15/2009
4,395.00		5,302.00					-907.00	
		225. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					06/27/2008	05/18/2009
9,693.00		11,930.00					-2,237.00	

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)	
		200. ABBOTT LABORATORIES PROPERTY TYPE: SECURITIES					03/26/2008	05/18/2009
8,616.00		10,813.00					-2,197.00	
		300. AETNA INC PROPERTY TYPE: SECURITIES					06/06/2008	05/19/2009
7,620.00		14,002.00					-6,382.00	
		100. AETNA INC PROPERTY TYPE: SECURITIES					09/16/2009	10/08/2009
2,589.00		3,104.00					-515.00	
		100. AETNA INC PROPERTY TYPE: SECURITIES					09/16/2009	10/09/2009
2,619.00		3,104.00					-485.00	
		100. AETNA INC PROPERTY TYPE: SECURITIES					09/16/2009	10/12/2009
2,642.00		3,104.00					-462.00	
		100. AETNA INC PROPERTY TYPE: SECURITIES					09/17/2009	10/13/2009
2,573.00		3,102.00					-529.00	
		100. AETNA INC PROPERTY TYPE: SECURITIES					09/17/2009	10/15/2009
2,565.00		3,102.00					-537.00	
		100. AETNA INC PROPERTY TYPE: SECURITIES					09/17/2009	10/20/2009
2,559.00		3,102.00					-543.00	
		100. AGILENT TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					10/17/2007	09/18/2009
2,832.00		3,836.00					-1,004.00	
		100. ALLERGAN INC PROPERTY TYPE: SECURITIES					08/20/2002	06/03/2009
4,509.00		2,872.00					1,637.00	
		100. ALLERGAN INC PROPERTY TYPE: SECURITIES					08/20/2002	09/18/2009
5,745.00		2,872.00					2,873.00	

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)	
		200. AMERICAN MEDICAL SYS HLDGS PROPERTY TYPE: SECURITIES					01/23/2007	02/05/2009
2,215.00		4,047.00					-1,832.00	
		100. AMERICAN MEDICAL SYS HLDGS PROPERTY TYPE: SECURITIES					01/19/2007	02/06/2009
1,104.00		2,022.00					-918.00	
		100. AMERICAN MEDICAL SYS HLDGS PROPERTY TYPE: SECURITIES					04/23/2007	02/09/2009
1,088.00		1,870.00					-782.00	
		100. AMERICAN MEDICAL SYS HLDGS PROPERTY TYPE: SECURITIES					04/20/2007	02/10/2009
1,059.00		1,842.00					-783.00	
		100. AMERICAN MEDICAL SYS HLDGS PROPERTY TYPE: SECURITIES					04/19/2007	02/11/2009
1,041.00		1,842.00					-801.00	
		400. AMERICAN MEDICAL SYS HLDGS PROPERTY TYPE: SECURITIES					05/02/2007	02/12/2009
4,124.00		7,317.00					-3,193.00	
		200. BAKER HUGHES INC PROPERTY TYPE: SECURITIES					09/12/2002	05/18/2009
7,339.00		5,590.00					1,749.00	
		100. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					02/04/2009	10/30/2009
4,269.00		5,293.00					-1,024.00	
		100. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					02/04/2009	11/03/2009
4,314.00		5,293.00					-979.00	
		100. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					02/05/2009	11/04/2009
4,286.00		5,287.00					-1,001.00	
		200. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					02/05/2009	11/05/2009
8,812.00		10,575.00					-1,763.00	

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)	
		150. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					04/20/2009	11/06/2009
6,734.00		7,467.00					-733.00	
		50. BOEING CO PROPERTY TYPE: SECURITIES					04/01/2008	03/04/2009
1,527.00		3,772.00					-2,245.00	
		50. BOEING CO PROPERTY TYPE: SECURITIES					06/29/2007	03/04/2009
1,527.00		4,803.00					-3,276.00	
		50. BOEING CO PROPERTY TYPE: SECURITIES					06/29/2007	06/23/2009
2,182.00		4,803.00					-2,621.00	
		100. BOEING CO PROPERTY TYPE: SECURITIES					01/25/2008	06/23/2009
4,355.00		7,736.00					-3,381.00	
		200. CAMECO CORP US$ PROPERTY TYPE: SECURITIES					05/04/2009	09/18/2009
6,022.00		4,953.00					1,069.00	
		300. CAMPBELL SOUP CO PROPERTY TYPE: SECURITIES					08/20/2002	01/13/2009
8,702.00		6,585.00					2,117.00	
		400. CAMPBELL SOUP CO PROPERTY TYPE: SECURITIES					08/20/2002	05/19/2009
10,857.00		8,780.00					2,077.00	
		200. CARDINAL HEALTH INC PROPERTY TYPE: SECURITIES					11/06/2008	08/03/2009
6,641.00		7,727.00					-1,086.00	
		200. CARDINAL HEALTH INC PROPERTY TYPE: SECURITIES					10/27/2008	08/04/2009
6,651.00		7,208.00					-557.00	
		100. CARNIVAL CORP COMMON PAIRED STOCK PROPERTY TYPE: SECURITIES					04/01/2008	05/19/2009
2,647.00		4,172.00					-1,525.00	

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)	
		200. CARNIVAL CORP COMMON PAIRED STOCK PROPERTY TYPE: SECURITIES					04/14/2008	05/20/2009
5,176.00		8,107.00					-2,931.00	
		100. CERNER CORP PROPERTY TYPE: SECURITIES					02/20/2007	09/18/2009
7,063.00		5,244.00					1,819.00	
		50. CERNER CORP PROPERTY TYPE: SECURITIES					08/16/2006	10/08/2009
4,030.00		2,296.00					1,734.00	
		50. CERNER CORP PROPERTY TYPE: SECURITIES					08/16/2006	10/22/2009
4,052.00		2,296.00					1,756.00	
		400. COMCAST CORP CL A (NEW) PROPERTY TYPE: SECURITIES					11/13/2007	09/18/2009
6,900.00		7,801.00					-901.00	
		1000. COMCAST CORP CL A SPECIAL N/V (NEW PROPERTY TYPE: SECURITIES					08/20/2002	08/05/2009
14,267.00		14,318.00					-51.00	
		200. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					10/28/2008	04/20/2009
7,581.00		9,415.00					-1,834.00	
		100. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					07/02/2007	04/20/2009
3,790.00		8,008.00					-4,218.00	
		400. DELL INC PROPERTY TYPE: SECURITIES					08/03/2006	01/09/2009
4,393.00		9,328.00					-4,935.00	
		100. DELTA PETROLEUM CORP PROPERTY TYPE: SECURITIES					05/22/2006	01/06/2009
541.00		1,710.00					-1,169.00	
		200. DELTA PETROLEUM CORP PROPERTY TYPE: SECURITIES					05/19/2006	03/10/2009
198.00		3,393.00					-3,195.00	

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)	
		100. DELTA PETROLEUM CORP PROPERTY TYPE: SECURITIES					05/24/2006	03/10/2009
99.00		1,660.00					-1,561.00	
		100. DELTA PETROLEUM CORP PROPERTY TYPE: SECURITIES					05/24/2006	03/11/2009
125.00		1,660.00					-1,535.00	
		100. EAST WEST BANCORP INC PROPERTY TYPE: SECURITIES					05/02/2005	03/02/2009
630.00		3,220.00					-2,590.00	
		100. EAST WEST BANCORP INC PROPERTY TYPE: SECURITIES					04/27/2005	03/03/2009
547.00		3,194.00					-2,647.00	
		100. EAST WEST BANCORP INC PROPERTY TYPE: SECURITIES					04/28/2005	03/04/2009
493.00		3,159.00					-2,666.00	
		200. EAST WEST BANCORP INC PROPERTY TYPE: SECURITIES					04/29/2005	03/10/2009
759.00		6,317.00					-5,558.00	
		100. EMERSON ELECTRIC CO PROPERTY TYPE: SECURITIES					08/20/2002	09/18/2009
4,117.00		2,423.00					1,694.00	
		200. EXELIXIS INC PROPERTY TYPE: SECURITIES					05/25/2006	03/06/2009
865.00		1,974.00					-1,109.00	
		600. EXELIXIS INC PROPERTY TYPE: SECURITIES					05/24/2006	03/09/2009
2,539.00		5,848.00					-3,309.00	
		50. FIRST SOLAR INC PROPERTY TYPE: SECURITIES					02/26/2009	05/26/2009
8,941.00		5,237.00					3,704.00	
		100. FLUOR CORP (NEW) PROPERTY TYPE: SECURITIES					10/11/2002	11/04/2009
4,567.00		1,061.00					3,506.00	

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)	
		100. FLUOR CORP (NEW) PROPERTY TYPE: SECURITIES					10/11/2002	11/05/2009
4,544.00		1,061.00					3,483.00	
		100. GENENTECH INC PROPERTY TYPE: SECURITIES					02/21/2007	02/13/2009
8,376.00		8,703.00					-327.00	
		100. GENENTECH INC PROPERTY TYPE: SECURITIES					02/22/2007	02/13/2009
8,396.00		8,557.00					-161.00	
		100. GENENTECH INC PROPERTY TYPE: SECURITIES					02/27/2007	02/17/2009
8,299.00		8,494.00					-195.00	
		25. GENENTECH INC PROPERTY TYPE: SECURITIES					03/01/2007	02/18/2009
2,103.00		2,084.00					19.00	
		225. GENENTECH INC PROPERTY TYPE: SECURITIES					05/14/2007	02/19/2009
19,138.00		11,726.00					7,412.00	
		200. GENERAL ELECTRIC CO (USD) PROPERTY TYPE: SECURITIES					10/02/2008	05/20/2009
2,790.00		4,450.00					-1,660.00	
		150. GENERAL ELECTRIC CO (USD) PROPERTY TYPE: SECURITIES					10/02/2008	09/18/2009
2,490.00		3,338.00					-848.00	
		50. GENERAL ELECTRIC CO (USD) PROPERTY TYPE: SECURITIES					08/20/2002	09/18/2009
830.00		1,635.00					-805.00	
		75. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					03/13/2008	08/13/2009
12,294.00		12,393.00					-99.00	
		100. HANESBRANDS INC PROPERTY TYPE: SECURITIES					07/09/2007	12/22/2009
2,539.00		2,789.00					-250.00	

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)	
		300. HEINEKEN NV ADR PROPERTY TYPE: SECURITIES					10/29/2002	08/28/2009
6,310.00		4,775.00					1,535.00	
		200. HEINEKEN NV ADR PROPERTY TYPE: SECURITIES					09/03/2003	08/31/2009
4,211.00		3,147.00					1,064.00	
		200. HEINEKEN NV ADR PROPERTY TYPE: SECURITIES					09/03/2003	09/01/2009
4,170.00		3,083.00					1,087.00	
		200. HEINEKEN NV ADR PROPERTY TYPE: SECURITIES					05/13/2003	09/02/2009
4,159.00		2,999.00					1,160.00	
		200. HUDSON CITY BANCORP INC PROPERTY TYPE: SECURITIES					11/14/2008	05/05/2009
2,545.00		3,621.00					-1,076.00	
		800. INTEL CORP PROPERTY TYPE: SECURITIES					01/17/2008	01/22/2009
10,272.00		15,437.00					-5,165.00	
		23510.972 INTERMEDIATE BOND FUND OF AMER PROPERTY TYPE: SECURITIES					02/26/2004	01/07/2009
300,000.00		327,038.00					-27,038.00	
		100. JABIL CIRCUIT INC PROPERTY TYPE: SECURITIES					01/15/2008	01/15/2009
596.00		1,434.00					-838.00	
		100. JABIL CIRCUIT INC PROPERTY TYPE: SECURITIES					04/07/2008	01/16/2009
586.00		1,013.00					-427.00	
		100. JABIL CIRCUIT INC PROPERTY TYPE: SECURITIES					04/04/2008	03/09/2009
324.00		1,002.00					-678.00	
		100. JABIL CIRCUIT INC PROPERTY TYPE: SECURITIES					04/08/2008	03/10/2009
322.00		984.00					-662.00	

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)	
		200. JABIL CIRCUIT INC PROPERTY TYPE: SECURITIES					08/13/2007	03/10/2009
643.00		4,773.00					-4,130.00	
		200. JABIL CIRCUIT INC PROPERTY TYPE: SECURITIES					08/14/2007	03/11/2009
651.00		4,716.00					-4,065.00	
		300. JABIL CIRCUIT INC PROPERTY TYPE: SECURITIES					12/20/2007	03/12/2009
1,034.00		6,525.00					-5,491.00	
		300. JOHNSON CONTROLS INC PROPERTY TYPE: SECURITIES					02/27/2008	09/21/2009
7,855.00		9,775.00					-1,920.00	
		100. KIMBERLY-CLARK CORP PROPERTY TYPE: SECURITIES					09/12/2008	05/19/2009
5,160.00		6,439.00					-1,279.00	
		100. KIMBERLY-CLARK CORP PROPERTY TYPE: SECURITIES					08/12/2008	05/19/2009
5,156.00		6,193.00					-1,037.00	
		100. KIMBERLY-CLARK CORP PROPERTY TYPE: SECURITIES					08/12/2008	05/20/2009
5,173.00		6,193.00					-1,020.00	
		.964 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES					06/26/2003	02/13/2009
42.00		26.00					16.00	
		.388 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES					06/26/2003	05/15/2009
16.00		10.00					6.00	
		.509 KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES					06/26/2003	08/14/2009
23.00		13.00					10.00	
		200. KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES					06/26/2003	09/11/2009
9,322.00		4,661.00					4,661.00	

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)	
		100. KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES					06/19/2003	09/14/2009
4,641.00		2,305.00					2,336.00	
		46. KINDER MORGAN MANAGEMENT LLC PROPERTY TYPE: SECURITIES					06/19/2003	09/15/2009
2,135.00		1,060.00					1,075.00	
		100. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					08/20/2002	04/17/2009
2,267.00		4,017.00					-1,750.00	
		200. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					08/20/2002	08/13/2009
5,667.00		8,034.00					-2,367.00	
		400. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					12/11/2007	11/18/2009
10,881.00		15,553.00					-4,672.00	
		400. KRAFT FOODS INC CL A PROPERTY TYPE: SECURITIES					12/19/2007	11/19/2009
10,792.00		13,263.00					-2,471.00	
		100. LUXOTTICA GRP ADR PROPERTY TYPE: SECURITIES					12/24/2002	09/18/2009
2,659.00		1,345.00					1,314.00	
		100. MARATHON OIL CORP COM PROPERTY TYPE: SECURITIES					07/02/2008	02/04/2009
2,720.00		5,246.00					-2,526.00	
		250. MARATHON OIL CORP COM PROPERTY TYPE: SECURITIES					07/01/2008	02/12/2009
6,653.00		12,889.00					-6,236.00	
		100. MCDONALDS CORP PROPERTY TYPE: SECURITIES					11/03/2005	01/28/2009
5,895.00		3,301.00					2,594.00	
		100. MCDONALDS CORP PROPERTY TYPE: SECURITIES					11/03/2005	05/21/2009
5,562.00		3,301.00					2,261.00	

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)	
		175. MCDONALDS CORP PROPERTY TYPE: SECURITIES					11/03/2005	06/17/2009
10,046.00		5,777.00					4,269.00	
		100. MERCURY GENERAL CORP PROPERTY TYPE: SECURITIES					03/31/2008	11/25/2009
3,696.00		4,420.00					-724.00	
		100. MERCURY GENERAL CORP PROPERTY TYPE: SECURITIES					03/27/2008	11/27/2009
3,658.00		4,410.00					-752.00	
		100. MERCURY GENERAL CORP PROPERTY TYPE: SECURITIES					03/26/2008	11/30/2009
3,641.00		4,405.00					-764.00	
		400. MICROSOFT CORP PROPERTY TYPE: SECURITIES					03/23/2007	03/31/2009
7,390.00		11,037.00					-3,647.00	
		300. MICROSOFT CORP PROPERTY TYPE: SECURITIES					01/10/2006	05/21/2009
5,897.00		7,838.00					-1,941.00	
		50. NESTLE NAM SPON ADR PROPERTY TYPE: SECURITIES					08/20/2002	09/02/2009
2,053.00		1,088.00					965.00	
		75. NESTLE NAM SPON ADR PROPERTY TYPE: SECURITIES					08/20/2002	10/02/2009
3,135.00		1,632.00					1,503.00	
		200. NORDSTROM INC PROPERTY TYPE: SECURITIES					01/11/2008	10/20/2009
7,057.00		6,773.00					284.00	
		100. NORDSTROM INC PROPERTY TYPE: SECURITIES					01/14/2008	10/21/2009
3,497.00		3,160.00					337.00	
		200. NORDSTROM INC PROPERTY TYPE: SECURITIES					01/14/2008	10/22/2009
6,878.00		6,320.00					558.00	

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)	
		200. NORDSTROM INC PROPERTY TYPE: SECURITIES					01/15/2008	10/22/2009
6,868.00		6,171.00					697.00	
		100. NORDSTROM INC PROPERTY TYPE: SECURITIES					01/15/2008	10/26/2009
3,396.00		3,026.00					370.00	
		100. NORDSTROM INC PROPERTY TYPE: SECURITIES					01/15/2008	10/28/2009
3,108.00		3,026.00					82.00	
		300. OMNICOM GROUP INC PROPERTY TYPE: SECURITIES					03/26/2004	05/18/2009
9,463.00		11,426.00					-1,963.00	
		100. OMNICOM GROUP INC PROPERTY TYPE: SECURITIES					03/16/2004	06/01/2009
3,221.00		3,783.00					-562.00	
		100. PAYCHEX INC PROPERTY TYPE: SECURITIES					05/11/2007	06/17/2009
2,689.00		3,872.00					-1,183.00	
		100. PEPSICO INC PROPERTY TYPE: SECURITIES					09/17/2004	09/02/2009
5,649.00		4,922.00					727.00	
		100. PINNACLE WEST CAPITAL CORP PROPERTY TYPE: SECURITIES					04/01/2008	01/16/2009
3,272.00		3,577.00					-305.00	
		100. PINNACLE WEST CAPITAL CORP PROPERTY TYPE: SECURITIES					08/28/2007	01/20/2009
3,257.00		3,884.00					-627.00	
		25. RIO TINTO PLC ADR SPON PROPERTY TYPE: SECURITIES						07/17/2009
571.00							571.00	
		100. SAP AG SPON ADR PROPERTY TYPE: SECURITIES					05/18/2005	09/18/2009
5,049.00		4,164.00					885.00	

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)	
		200. SAP AG SPON ADR PROPERTY TYPE: SECURITIES					05/20/2005	11/19/2009
9,670.00		8,260.00					1,410.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					06/02/2006	05/26/2009
937.00		1,480.00					-543.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					06/02/2006	05/28/2009
899.00		1,480.00					-581.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					06/02/2006	05/28/2009
897.00		1,480.00					-583.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					06/02/2006	05/29/2009
900.00		1,480.00					-580.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					06/02/2006	06/01/2009
904.00		1,480.00					-576.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					06/09/2006	06/02/2009
919.00		1,478.00					-559.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					06/12/2006	06/03/2009
909.00		1,473.00					-564.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					06/19/2006	06/11/2009
914.00		1,458.00					-544.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					07/28/2006	06/12/2009
897.00		1,447.00					-550.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					07/31/2006	06/18/2009
907.00		1,439.00					-532.00	

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)	
		200. SARA LEE CORP PROPERTY TYPE: SECURITIES					07/31/2006	06/23/2009
1,810.00		2,867.00					-1,057.00	
		500. SARA LEE CORP PROPERTY TYPE: SECURITIES					04/01/2008	06/24/2009
4,659.00		7,098.00					-2,439.00	
		100. SARA LEE CORP PROPERTY TYPE: SECURITIES					07/14/2006	06/25/2009
933.00		1,397.00					-464.00	
		100. SHIRE LTD ADR PROPERTY TYPE: SECURITIES					02/05/2009	09/18/2009
5,224.00		4,585.00					639.00	
		200. SOUTHWEST AIRLINES CO PROPERTY TYPE: SECURITIES					08/20/2002	11/05/2009
1,670.00		2,660.00					-990.00	
		200. SOUTHWEST AIRLINES CO PROPERTY TYPE: SECURITIES					08/20/2002	11/05/2009
1,667.00		2,660.00					-993.00	
		300. SOUTHWEST AIRLINES CO PROPERTY TYPE: SECURITIES					01/30/2003	11/06/2009
2,533.00		3,971.00					-1,438.00	
		700. SOUTHWEST AIRLINES CO PROPERTY TYPE: SECURITIES					04/14/2008	11/06/2009
5,908.00		9,097.00					-3,189.00	
		.667 TIME WARNER INC PROPERTY TYPE: SECURITIES					04/01/2008	03/30/2009
15.00		21.00					-6.00	
		100. TIME WARNER INC PROPERTY TYPE: SECURITIES					11/04/2005	05/19/2009
2,416.00		3,914.00					-1,498.00	
		100. TIME WARNER INC PROPERTY TYPE: SECURITIES					11/04/2005	05/19/2009
2,472.00		3,828.00					-1,356.00	

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)	
		.239 TIME WARNER CABLE INC PROPERTY TYPE: SECURITIES					04/01/2008	03/30/2009
7.00		11.00					-4.00	
		142. TIME WARNER CABLE INC PROPERTY TYPE: SECURITIES					04/01/2008	04/09/2009
3,889.00		7,391.00					-3,502.00	
		100. UNION PACIFIC CORP PROPERTY TYPE: SECURITIES					08/20/2002	06/11/2009
5,326.00		3,132.00					2,194.00	
		100. UNITED PARCEL SERVICE INC CL B PROPERTY TYPE: SECURITIES					07/08/2008	05/19/2009
5,249.00		5,965.00					-716.00	
		100. UNITED PARCEL SERVICE INC CL B PROPERTY TYPE: SECURITIES					05/11/2007	05/19/2009
5,249.00		7,126.00					-1,877.00	
		200. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					08/20/2002	02/26/2009
8,295.00		6,255.00					2,040.00	
		100. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					08/20/2002	02/27/2009
4,095.00		3,128.00					967.00	
		100. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES					08/20/2002	03/03/2009
3,915.00		3,128.00					787.00	
		50. VULCAN MATERIALS CO PROPERTY TYPE: SECURITIES					10/31/2007	09/16/2009
3,021.00		4,244.00					-1,223.00	
		300. WELLS FARGO & CO (NEW) PROPERTY TYPE: SECURITIES					04/09/2008	01/23/2009
4,716.00		8,851.00					-4,135.00	
		600. WELLS FARGO & CO (NEW) PROPERTY TYPE: SECURITIES					11/06/2008	01/30/2009
11,402.00		16,640.00					-5,238.00	

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)	
		600. WELLS FARGO & CO (NEW) PROPERTY TYPE: SECURITIES					08/20/2002	01/30/2009
11,402.00		15,576.00					-4,174.00	
		100. WELLS FARGO & CO (NEW) PROPERTY TYPE: SECURITIES					08/20/2002	02/02/2009
1,874.00		2,596.00					-722.00	
		300. WILLIAMS COS INC PROPERTY TYPE: SECURITIES					10/23/2008	03/26/2009
3,590.00		5,040.00					-1,450.00	
		100. ZYMOGENETICS INC PROPERTY TYPE: SECURITIES					03/20/2006	03/06/2009
354.00		2,250.00					-1,896.00	
		200. ZYMOGENETICS INC PROPERTY TYPE: SECURITIES					03/16/2006	03/09/2009
662.00		4,300.00					-3,638.00	
		100. ZYMOGENETICS INC PROPERTY TYPE: SECURITIES					12/22/2005	03/10/2009
331.00		1,725.00					-1,394.00	
TOTAL GAIN(LOSS)							-174,693.	

POSITIONS

As of 12/31/2009

Reporting currency. USD

Name	Shares/Par Unrealized Gain/Loss	Price Yield	Market Value Estimated Annual Income	Original Cost	% of Total Market Value
Total	**330,680.0060**		**5,436,390.47**	**4,751,573.19**	**100.00%**
	684,817.28		**117,115.29**		
ADOBE SYSTEMS INC	525.0000	36.78	19,309.50	18,103.14	0.36%
	1,206.36	0.00%	0.00		
AGILENT TECHNOLOGIES INC	1,100.0000	31.07	34,177 00	33,444.92	0 63%
	732 08	0 00%	0.00		
AIR PRODUCTS & CHEMICALS INC	550 0000	81.06	44,583.00	23,790.20	0.82%
	20,792.80	2.22%	990.00		
ALBERTO CULVER CO	1,100.0000	29.29	32,219 00	30,299.68	0.59%
	1,919 32	1 02%	330.00		
ALLEGHENY TECHNOLOGIES INC	1,075.0000	44 77	48,127.75	57,551.03	0.89%
	(9,423.28)	1.61%	774.00		
ALLERGAN INC	700 0000	63 01	44,107.00	20,339 50	0 81%
	23,767 50	0.32%	140 00		
ALLSTATE CORP (THE)	600.0000	30.04	18,024.00	15,702.80	0.33%
	2,321.20	2.66%	480.00		
AMERICAN MEDICAL SYS HLDGS	400.0000	19 29	7,716 00	7,220.20	0.14%
	495 80	0 00%	0.00		
AMERICAN TOWER CORP CL A	675.0000	43.21	29,166.75	28,350.00	0 54%
	816.75	0.00%	0.00		
AMERICAN WATER WORKS	2,100.0000	22 41	47,061 00	40,479 12	0 87%
	6,581 88	3.75%	1,764 00		
APPLE INC	50.0000	210.73	10,536.60	4,760.91	0.19%
	5,775.69	0.00%	0.00		
AT&T, INC.	50.0000	28 03	1,401.50	1,405 50	0 03%
	(4 00)	5 99%	84 00		
BAE SYSTEMS PLC SPON ADR	550.0000	23.22	12,772.10	15,310.81	0.24%
	(2,538.71)	4.09%	522.50		
BANK OF NEW YORK MELLON CORP	250.0000	27 97	6,992 50	7,123.50	0 13%
	(131 00)	1 29%	90 00		
BARRICK GOLD CORP US$	900.0000	39.38	35,442.00	25,975.53	0.65%
	9,466.47	1.02%	360.00		
BAXTER INTERNATIONAL INC	800 0000	58 68	46,944.00	41,760.76	0 86%
	5,183 24	1 98%	928 00		
BERKSHIRE HATHAWAY INC CL B	9.0000	3,286.00	29,574.00	22,244.36	0.54%

POSITIONS

As of 12/31/2009

Reporting currency· USD

Name	Shares/Par Unrealized Gain/Loss	Price Yield	Market Value Estimated Annual Income	Original Cost	% of Total Market Value
	7,329.64	0.00%	0.00		
BEST BUY INC	200 0000	39 46	7,892 00	9,929.74	0 15%
	(2,037 74)	1.42%	112 00		
BOEING CO	175.0000	54.13	9,472.75	8,570.49	0.18%
	902.26	3.10%	294.00		
BROADCOM CORP	500 0000	31.47	15,735 00	8,711 50	0.29%
	7,023 50	0 00%	0 00		
BROCADE COMMUNICATIONS SYS INC	700.0000	7.63	5,341.00	2,584.60	0.10%
	2,756.40	0.00%	0.00		
CAMECO CORP US$	975 0000	32.17	31,365 75	19,770.52	0.58%
	11,595.23	0 75%	234 00		
CANADIAN NATIONAL RAILWAY CO US$	200.0000	54.36	10,872 00	2,713.16	0 20%
	8,158.84	1.86%	202.00		
CANADIAN NATURAL RESOURCES LTD US$	300 0000	71 95	21,585.00	16,762 92	0 40%
	4,822 08	0.58%	126 00		
CANON INC ADR	200.0000	42.32	8,464.00	6,394.25	0.16%
	2,069.75	2.51%	212.60		
CARNIVAL CORP COMMON PAIRED STOCK	200 0000	31 69	6,338 00	7,928 93	0.12%
	(1,590 93)	0.00%	0.00		
CELGENE CORP	550.0000	55.68	30,624.00	33,789 96	0.56%
	(3,165.96)	0.00%	0 00		
CERNER CORP	825.0000	82 44	68,013.00	34,464 58	1 25%
	33,548 42	0 00%	0 00		
CHEVRON CORP	175.0000	76.99	13,473 25	12,077.60	0.25%
	1,395.65	3.53%	476.00		
CISCO SYSTEMS INC	2,000.0000	23 94	47,880 00	43,344 52	0.88%
	4,535 48	0.00%	0.00		
COCA-COLA CO	425.0000	57.00	24,225.00	20,171.44	0.45%
	4,053.56	2.88%	697.00		
COLGATE-PALMOLIVE CO	175.0000	82 15	14,376 25	11,958 13	0 26%
	2,418.12	2 14%	308 00		
COMCAST CORP CL A (NEW)	500 0000	16.86	8,430 00	9,727.10	0.16%
	(1,297.10)	2.24%	189.00		
COSTCO WHOLESALE CORP	200.0000	59 17	11,834.00	5,777 74	0 22%
	6,056.26	1 22%	144 00		
DANAHER CORP	485.0000	75.20	36,472.00	32,023.75	0.67%

POSITIONS

As of 12/31/2009

Reporting currency: USD

Name	Shares/Par Unrealized Gain/Loss	Price Yield	Market Value Estimated Annual Income	Original Cost	% of Total Market Value
	4,448.25	0.21%	77.60		
DAVITA INC	675 0000	58 74	39,649 50	22,664.81	0.73%
	16,984 69	0 00%	0.00		
DIAMOND OFFSHORE DRILLING INC	50.0000	98.42	4,921.00	4,765.35	0.09%
	155.65	0.51%	25.00		
DISCOVERY COMMUNICATIONS INC CL A	200 0000	30 67	6,134 00	4,328 09	0.11%
	1,805.91	0 00%	0 00		
EBAY INC	800.0000	23.53	18,824.00	25,682.00	0.35%
	(6,858.00)	0.00%	0.00		
ECOLAB INC	600 0000	44.58	26,748 00	19,649 29	0 49%
	7,098 71	1 39%	372 00		
EDISON INTERNATIONAL	900.0000	34.78	31,302.00	29,586.56	0.58%
	1,715.44	3.62%	1,134 00		
EMERSON ELECTRIC CO	900.0000	42.60	38,340 00	24,113.19	0 71%
	14,226.81	3.15%	1,206 00		
ENERGIZER HOLDINGS INC	275.0000	61.28	16,852.00	21,903.17	0.31%
	(5,051.17)	0.00%	0.00		
EOG RESOURCES INC	200.0000	97.30	19,460 00	12,675 37	0.36%
	6,784 63	0 60%	116.00		
EUROPACIFIC GROWTH FUND CL F2	20,445.3750	38 31	783,262.32	530,924.35	14 41%
	252,337.97	1.91%	14,925.12		
EXXON MOBIL CORP	225 0000	68.19	15,342 75	8,277 75	0 28%
	7,065 00	2.46%	378 00		
FEDEX CORP	400.0000	83 45	33,380.00	20,703.83	0 62%
	12,676.17	0.53%	176.00		
FIRST SOLAR INC	140.0000	135.40	18,956 00	15,399 46	0 35%
	3,556 54	0 00%	0.00		
FLUOR CORP (NEW)	100.0000	45.04	4,504.00	1,061.48	0.08%
	3,442.52	1.11%	50.00		
GENERAL ELECTRIC CO (USD)	2,150.0000	15 13	32,529.50	59,587.33	0 60%
	(27,057 83)	2 64%	860 00		
GENERAL MILLS INC	550.0000	70.81	38,945.50	34,891.51	0.72%
	4,053.99	2.77%	1,078.00		
GENPACT LTD	400.0000	14.90	5,960 00	6,450 54	0 11%
	(490.54)	0 00%	0 00		
GOLDMAN SACHS FINANCIAL SQUARE TREASURY	5,097.4900	1.00	5,097.49	5,097.49	0 09%

POSITIONS

As of 12/31/2009

Reporting currency: USD

Name	Shares/Par Unrealized Gain/Loss	Price Yield	Market Value Estimated Annual Income	Original Cost	% of Total Market Value
	0.00	0.01%	0.51		
GOLDMAN SACHS GROUP INC	400 0000	168 84	67,536.00	50,798 68	1.24%
	16,737 32	0.83%	560 00		
GOOGLE INC CL A	100.0000	619.98	61,998.00	43,361 45	1.14%
	18,636.55	0.00%	0.00		
HANESBRANDS INC	225.0000	24 11	5,424 75	4,588 38	0 10%
	836 37	0 00%	0 00		
HEWLETT-PACKARD CO	500.0000	51.51	25,755.00	11,847.13	0.47%
	13,907.87	0.62%	160.00		
HUDSON CITY BANCORP INC	450 0000	13.73	6,178 50	7,187 46	0 11%
	(1,008.96)	4 37%	270 00		
ILLINOIS TOOL WORKS INC	1,000.0000	47.99	47,990.00	36,039.77	0 88%
	11,950.23	2.58%	1,240.00		
INTERMEDIATE BOND FUND OF AMERICA CL F2	131,976 1110	13 14	1,734,166 10	1,806,895 86	31 90%
	(72,729.76)	3.27%	56,749 73		
INTERNATIONAL BUSINESS MACHINES CORP	500.0000	130.90	65,450.00	44,638.21	1.20%
	20,811.79	1.68%	1,100.00		
IRON MOUNTAIN INC	1,400 0000	22 76	31,864 00	32,521.26	0 59%
	(657 26)	0 00%	0 00		
JACOBS ENGR GROUP	175.0000	37.61	6,581.75	8,964.83	0 12%
	(2,383.08)	0.00%	0.00		
JOHNSON & JOHNSON	700.0000	64 41	45,087.00	39,117.50	0 83%
	5,969 50	3 04%	1,372.00		
JPMORGAN CHASE & CO	1,513.0000	41.67	63,046.71	50,415.60	1.16%
	12,631.11	0.48%	302.60		
JUNIPER NETWORKS INC	200 0000	26 67	5,334 00	4,794 06	0.10%
	539 94	0 00%	0 00		
KRAFT FOODS INC CL A	500.0000	27.18	13,590.00	15,163.25	0.25%
	(1,573.25)	4.27%	580.00		
LOOPNET INC	400 0000	9 93	3,972 00	4,573 96	0 07%
	(601 96)	0.00%	0 00		
LOWES COMPANIES INC	3,000.0000	23 39	70,170.00	63,217.75	1.29%
	6,952.25	1.54%	1,080.00		
LUXOTTICA GRP ADR	200.0000	25 68	5,136 00	2,686 25	0.10%
	2,449 75	0 93%	47 80		
MARATHON OIL CORP COM	600.0000	31.22	18,732.00	28,767.07	0.34%

POSITIONS

As of 12/31/2009

Reporting currency: USD

Name	Shares/Par / Unrealized Gain/Loss	Price / Yield	Market Value / Estimated Annual Income	Original Cost	% of Total Market Value
	(10,035.07)	3.07%	576.00		
MAXIM INTEGRATED PRODS INC	600 0000	20 32	12,192 00	7,822 96	0 22%
	4,369.04	3.94%	480.00		
MCDONALDS CORP	425.0000	62.44	26,537.00	12,838.47	0 49%
	13,698.53	3.52%	935.00		
MEDTRONIC INC	700.0000	43 98	30,786.00	28,576 73	0.57%
	2,209 27	1 86%	574 00		
MERCK & CO INC	1,200.0000	36.54	43,848.00	32,279 01	0.81%
	11,568.99	4.16%	1,824.00		
MICROCHIP TECHNOLOGY INC	600.0000	29.05	17,430 00	18,597.68	0 32%
	(1,167 68)	4 68%	816.00		
MICROSOFT CORP	2,000.0000	30.48	60,960.00	50,521.30	1.12%
	10,438.70	1.71%	1,040.00		
MONSANTO CO NEW COM	225.0000	81.75	18,393 75	19,407 82	0 34%
	(1,014.07)	1.30%	238.50		
NATIONAL GRID PLC - SP ADR	200.0000	54.38	10,876.00	10,984.71	0.20%
	(108.71)	5.32%	578.40		
NATIONAL INSTRUMENTS CORP	200.0000	29 45	5,890 00	3,972 00	0.11%
	1,918 00	1.63%	96 00		
NESTLE NAM SPON ADR	425.0000	48.56	20,638.43	9,246 30	0.38%
	11,392.13	1.66%	341.70		
NINTENDO CO LTD ADR UNSPON	250.0000	29.59	7,398 25	9,062 08	0 14%
	(1,663 83)	4 23%	313 00		
NOKIA CORP SPONSORED ADR	200.0000	12.85	2,570 00	3,819.72	0.05%
	(1,249.72)	3.06%	78.60		
NORDSTROM INC	100.0000	37.58	3,758.00	3,025 55	0.07%
	732.45	1.70%	64.00		
NORFOLK SOUTHERN CORP	150.0000	52.42	7,863.00	6,095.59	0.14%
	1,767.41	2.59%	204.00		
NUCOR CORP	525.0000	46.65	24,491 25	17,643.96	0 45%
	6,847 29	3 09%	756 00		
OMNICOM GROUP INC	240.0000	39 15	9,396.00	9,076.27	0.17%
	319.73	1.53%	144.00		
PAYCHEX INC	1,300.0000	30 64	39,832.00	49,093 41	0.73%
	(9,261 41)	4 05%	1,612 00		
PEPSICO INC	850.0000	60.80	51,680.00	39,079.72	0.95%

POSITIONS

As of 12/31/2009

Reporting currency: USD

Name	Shares/Par / Unrealized Gain/Loss	Price / Yield	Market Value / Estimated Annual Income	Original Cost	% of Total Market Value
	12,600.28	2.96%	1,530.00		
POLYCOM INC	300 0000	24 97	7,491 00	7,660 00	0 14%
	(169.00)	0 00%	0 00		
POTASH CORP OF SASKATCHEWAN INC US$	175.0000	108.50	18,987.50	6,426.09	0 35%
	12,561.41	0.37%	70.00		
PROCTER & GAMBLE CO	500.0000	60.63	30,315 00	26,802 54	0 56%
	3,512 46	2 90%	880 00		
PROGRESSIVE CORP OHIO	1,600.0000	17 99	28,784.00	33,292 16	0 53%
	(4,508.16)	0.00%	0.00		
QUALCOMM INC	925 0000	46 26	42,790 50	39,057.35	0.79%
	3,733 15	1.47%	629 00		
RIO TINTO PLC ADR SPON	25.0000	215.39	5,384.75	1,937 06	0.10%
	3,447.69	2.53%	136.00		
ROYAL DUTCH SHELL CL A ADR	950.0000	60 11	57,104 50	42,490 84	1 05%
	14,613 66	4.75%	2,713.20		
SAP AG SPON ADR	500.0000	46.81	23,405.00	20,293.45	0.43%
	3,111.55	2.37%	555.00		
SCHLUMBERGER LTD	775.0000	65 09	50,444 75	19,547 29	0.93%
	30,897.46	1.29%	651 00		
SCHWAB CHARLES NEW	1,800.0000	18.82	33,876.00	32,310.78	0.62%
	1,565.22	1.28%	432.00		
SCRIPPS NETWORKS INTERACTIVE CL A	100.0000	41.50	4,150 00	2,773 90	0 08%
	1,376 10	0 72%	30.00		
SHIRE PLC ADR	625.0000	58.70	36,687.50	26,902.49	0 68%
	9,785.01	0 51%	185.63		
SPECTRA ENERGY CORP	300.0000	20 51	6,153.00	4,566.73	0.11%
	1,586 27	4 88%	300 00		
SSGA US GOV MONEY MARKET FUND	105,548.0300	1.00	105,548.03	105,548.03	1.94%
	0.00	0.00%	0 00		
SUNCOR ENERGY INC NEW	200.0000	35 31	7,062 00	1,473.06	0.13%
	5,588 94	1 13%	80 00		
TARGET CORP	1,000.0000	48.37	48,370.00	55,044.78	0 89%
	(6,674.78)	1.41%	680.00		
THE WALT DISNEY CO	1,600 0000	32 25	51,600 00	36,112 14	0 95%
	15,487 86	1 09%	560 00		
TIME WARNER INC	366.0000	29.14	10,665 24	12,378 03	0.20%

POSITIONS

As of 12/31/2009

Reporting currency. USD

Name	Shares/Par Unrealized Gain/Loss	Price Yield	Market Value Estimated Annual Income	Original Cost	% of Total Market Value
	(1,712.79)	2.57%	274.50		
TITANIUM METALS CORPORATION	400.0000	12 52	5,008 00	3,279 44	0 09%
	1,728.56	0 00%	0.00		
TRANSOCEAN LTD	100.0000	82 80	8,280.00	7,418.50	0.15%
	861.50	0.00%	0.00		
TYCO ELECTRONICS LTD	500.0000	24.55	12,275.00	8,956 47	0 23%
	3,318 53	2 61%	320 00		
UNILEVER NV NY SHRS	700.0000	32.33	22,631 00	14,028.00	0.42%
	8,603.00	2.86%	646.80		
UNION PACIFIC CORP	600.0000	63 90	38,340 00	20,067 18	0 71%
	18,272 82	1 69%	648.00		
UNITED PARCEL SERVICE INC CL B	300.0000	57 37	17,211 00	19,950.92	0.32%
	(2,739.92)	3.14%	540.00		
UNITED TECHNOLOGIES CORP	200.0000	69 41	13,882 00	6,255.37	0.26%
	7,626.63	2 22%	308 00		
UNITEDHEALTH GROUP INC	650.0000	30.48	19,812.00	18,106.20	0.36%
	1,705.80	0.10%	19.50		
URBAN OUTFITTERS INC	500.0000	34 99	17,495.00	8,252.54	0 32%
	9,242.46	0 00%	0 00		
VISA INC CL A	150.0000	87.46	13,119.00	9,041 35	0.24%
	4,077.65	0.57%	75.00		
VULCAN MATERIALS CO	535.0000	52.67	28,178.45	29,240 47	0 52%
	(1,062 02)	1 90%	535 00		
WAL-MART STORES INC	200.0000	53 45	10,690.00	10,021.56	0.20%
	668.44	2.04%	218.00		
WALGREEN CO	200.0000	36.72	7,344 00	7,292.26	0 14%
	51 74	1 50%	110.00		

POSITIONS

As of 12/31/2009

Supplemental Data

Selected Entities

- Account : 44-239500:THE FRANCES & WILLIAM H BEATTIE FDN

Report Date

- December 31, 2009

Columns

- Name, Shares/Par, Price, Market Value, Original Cost, % of Total Market Value, Unrealized Gain/Loss, Yield, Estimated Annual Income