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

2009

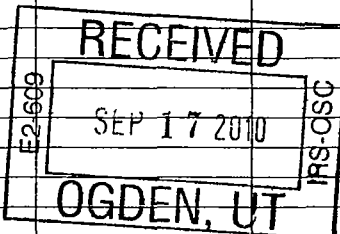
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

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

| | | |
|---|---|---|
| Use the IRS label Otherwise, print or type. See Specific Instructions | Name of foundation GUSTAPHER FOUNDATION | A Employer identification number 58-1828387 |
| | C/O ATLANTIC TRUST COMPANY, N.A. | B Telephone number (see page 10 of the instructions) (617) 357-9600 |
| | Number and street (or P O box number if mail is not delivered to street address) Room/suite 100 FEDERAL STREET, 37TH FLOOR | |
| | City or town, state, and ZIP code BOSTON, MA 02110 | |
| H Check type of organization. <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation | | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 1,571,452. | J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ | E If private foundation status was terminated under section 507(b)(1)(A) check here . <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here . <input type="checkbox"/> |

| 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 <input type="checkbox"/> if the foundation is not required to attach Sch. B. | | | | |
| | 3 Interest on savings and temporary cash investments | | | | |
| | 4 Dividends and interest from securities | 28,685. | 28,685. | | STMT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | -73,506. | | | |
| | b Gross sales price for all assets on line 6a 405,067. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10 a Gross sales less returns and allowances | | | | |
| b Less Cost of goods sold | | | | | |
| c Gross profit or (loss) (attach schedule) | | | | | |
| 11 Other income (attach schedule) | | 4. | | STMT 4 | |
| 12 Total. Add lines 1 through 11 | -44,821. | 28,689. | | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc. | | | | |
| | 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) same | 7,544. | 5,658. | | 1,886. |
| | 17 Interest | | | | |
| | 18 Taxes (attach schedule) (see page 14 of the instructions) same | 392. | 392. | | |
| | 19 Depreciation (attach schedule) and depletion | | | | |
| | 20 Occupancy | | | | |
| | 21 Travel, conferences, and meetings | | | | |
| | 22 Printing and publications | | | | |
| | 23 Other expenses (attach schedule) same | 1,840. | 3,432. | | |
| | 24 Total operating and administrative expenses | 9,776. | 9,482. | | 1,886. |
| | Add lines 13 through 23 | 89,400. | | | 89,400. |
| 25 Contributions, gifts, grants paid | 99,176. | 9,482. | | 91,286. | |
| 26 Total expenses and disbursements. Add lines 24 and 25 | | | | | |
| 27 Subtract line 26 from line 12 | -143,997. | 19,207. | | | |
| a Excess of revenue over expenses and disbursements | | | | | |
| b Net investment income (if negative, enter -0-) | | | | | |
| c Adjusted net income (if negative, enter -0-) | | | | | |



SCANNED SEP 21 2010

| 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 | | | |
| | 2 | Savings and temporary cash investments | 19,803. | 36,792. | 36,792. |
| | 3 | Accounts receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 4 | Pledges receivable | | | |
| | | Less allowance for doubtful accounts | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | |
| | | Less: allowance for doubtful accounts | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges | | | |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) STMT 8 | | 652,784. | 732,372. |
| | c | Investments - corporate bonds (attach schedule) STMT 11 | | 195,798. | 190,887. |
| | 11 | Investments - land, buildings, and equipment basis | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 12 | Investments - mortgage loans | | | | |
| 13 | Investments - other (attach schedule) STMT 12 | 1,694,996. | 686,891. | 611,393. | |
| 14 | Land, buildings, and equipment basis | | | | |
| | Less accumulated depreciation (attach schedule) | | | | |
| 15 | Other assets (describe STMT 13) | | 8. | 8. | |
| 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 1,714,799. | 1,572,273. | 1,571,452. | |
| 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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31. | | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/> | | | | |
| | 27 | Capital stock, trust principal, or current funds | 1,714,799. | 1,572,273. | |
| | 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) | 1,714,799. | 1,572,273. | |
| | 31 | Total liabilities and net assets/fund balances (see page 17 of the instructions) | 1,714,799. | 1,572,273. | |

Part III Analysis of Changes in Net Assets or Fund Balances

| | | | |
|---|--|---|------------|
| 1 | Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return) | 1 | 1,714,799. |
| 2 | Enter amount from Part I, line 27a | 2 | -143,997. |
| 3 | Other increases not included in line 2 (itemize) SEE STATEMENT 14 | 3 | 1,855. |
| 4 | Add lines 1, 2, and 3 | 4 | 1,572,657. |
| 5 | Decreases not included in line 2 (itemize) SEE STATEMENT 15 | 5 | 384. |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 1,572,273. |

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 | | | (l) 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) | | { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 } | | 2 | -73,506. |
| 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. | | { 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 | 93,188. | 1,825,642. | 0.05104396152 |
| 2007 | 100,639. | 2,089,415. | 0.04816611348 |
| 2006 | 79,048. | 1,886,656. | 0.04189847010 |
| 2005 | 94,702. | 1,814,583. | 0.05218940109 |
| 2004 | 79,759. | 1,778,711. | 0.04484089883 |

| | | |
|--|---|---------------|
| 2 Total of line 1, column (d) | 2 | 0.23813884502 |
| 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 | 0.04762776900 |
| 4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5 | 4 | 1,472,193. |
| 5 Multiply line 4 by line 3 | 5 | 70,117. |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 192. |
| 7 Add lines 5 and 6 | 7 | 70,309. |
| 8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18 | 8 | 91,286. |

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

| | | | |
|----|---|----|------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of ruling letter if necessary - see instructions) | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b | 1 | 192. |
| 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 | 192. |
| 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 | 192. |
| 6 | Credits/Payments | | |
| a | 2009 estimated tax payments and 2008 overpayment credited to 2009 | 6a | 452. |
| 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 | 452. |
| 8 | Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached | 8 | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | 9 | |
| 10 | Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | 10 | 260. |
| 11 | Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> 192. Refunded <input type="checkbox"/> 68. | 11 | 68. |

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)? <i>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</i> | | 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____ | | |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____ | | |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i> | | 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? <i>If "Yes," attach a conformed copy of the changes</i> | | 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? <i>If "Yes," attach the statement required by General Instruction T</i> | | 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? <i>If "Yes," complete Part II, col (c), and Part XV</i> | X | |
| 8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> STMT 16 | | |
| 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? <i>If "No," attach explanation</i> | 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)? <i>If "Yes," complete Part XIV</i> | | X |
| 10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i> | | 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) | | X |
| 12 | Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | X | |
| Website address <input type="checkbox"/> N/A | | | |
| 14 The books are in care of <input type="checkbox"/> SEE STATEMENT 17 Telephone no <input type="checkbox"/> | | | |
| Located at <input type="checkbox"/> ZIP + 4 <input type="checkbox"/> | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here | | <input type="checkbox"/> |
| | | | and enter the amount of tax-exempt interest received or accrued during the year <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> | 1b | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> | 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/> | | |
| 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) STMT 18 <input type="checkbox"/> | 2b | X |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/> | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | |
| b | If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) <input type="checkbox"/> | 3b | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> | 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? <input type="checkbox"/> | 4b | X |

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? 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 19 | | -0- | -0- | -0- |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | | 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 | 1,494,612. |
| b | Average of monthly cash balances | 1b | NONE |
| 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 | 1,494,612. |
| 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 | 1,494,612. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions) | 4 | 22,419. |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 1,472,193. |
| 6 | Minimum investment return Enter 5% of line 5 | 6 | 73,610. |

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 | 73,610. |
| 2a | Tax on investment income for 2009 from Part VI, line 5 | 2a | 192. |
| b | Income tax for 2009 (This does not include the tax from Part VI) | 2b | |
| c | Add lines 2a and 2b | 2c | 192. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 73,418. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | NONE |
| 5 | Add lines 3 and 4 | 5 | 73,418. |
| 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 | 73,418. |

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

| | | | |
|----------|---|-----------|---------|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc - total from Part I, column (d), line 26 | 1a | 91,286. |
| 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 | 91,286. |
| 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 | 192. |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 91,094. |

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 | | | | 73,418. |
| 2 Undistributed income, if any, as of the end of 2009 | | | | |
| a Enter amount for 2008 only | | | 85,603. | |
| b Total for prior years 20 07, 20 , 20 | | 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. ▶ \$ 91,286. | | | | |
| a Applied to 2008, but not more than line 2a | | | 85,603. | |
| 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 | | | | 5,683. |
| 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 | | | | 67,735. |
| 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)

Table with 5 columns: Tax year (a) 2009, (b) 2008, (c) 2007, (d) 2006, (e) Total. Rows include 2a-2e (Qualifying distributions) and 3a-3d (Alternative tests).

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)
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
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
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 <i>Paid during the year</i> SEE STATEMENT 22 | | | | |
| Total ▶ 3a | | | | 89,400. |
| b <i>Approved for future payment</i> | | | | |
| Total ▶ 3b | | | | |

**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 | | | | | 386. | |
| 493.00 | | 20. AT&T INC PROPERTY TYPE: SECURITIES 715.00 | | | | | 12/18/2006 -222.00 | 06/24/2009 |
| 400.00 | | 15. AT&T INC PROPERTY TYPE: SECURITIES 536.00 | | | | | 12/18/2006 -136.00 | 09/21/2009 |
| 4,014.00 | | 145. AT&T INC PROPERTY TYPE: SECURITIES 5,181.00 | | | | | 12/18/2006 -1,167.00 | 12/08/2009 |
| 10,847.00 | | 10000. ABBOTT LABS NTS 5.15% DTD 11/09/2 PROPERTY TYPE: SECURITIES 10,087.00 | | | | | 11/13/2007 760.00 | 06/24/2009 |
| 233.00 | | 5. ABBOTT LABS PROPERTY TYPE: SECURITIES 245.00 | | | | | 01/03/2007 -12.00 | 06/24/2009 |
| 231.00 | | 5. ABBOTT LABS PROPERTY TYPE: SECURITIES 245.00 | | | | | 01/03/2007 -14.00 | 09/21/2009 |
| 1,893.00 | | 50. ADVANCE AUTO PTS INC COM PROPERTY TYPE: SECURITIES 1,791.00 | | | | | 01/03/2007 102.00 | 03/03/2009 |
| 205.00 | | 5. ADVANCE AUTO PTS INC COM PROPERTY TYPE: SECURITIES 179.00 | | | | | 01/03/2007 26.00 | 06/24/2009 |
| 198.00 | | 5. ADVANCE AUTO PTS INC COM PROPERTY TYPE: SECURITIES 178.00 | | | | | 12/18/2006 20.00 | 09/21/2009 |
| 2,856.00 | | 85. AETNA INC-NEW PROPERTY TYPE: SECURITIES 3,699.00 | | | | | VAR -843.00 | 01/28/2009 |

**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) | |
| 492.00 | | 20. AETNA INC-NEW PROPERTY TYPE: SECURITIES 865.00 | | | | VAR | 06/24/2009 | -373.00 |
| 461.00 | | 15. AETNA INC-NEW PROPERTY TYPE: SECURITIES 649.00 | | | | 12/18/2006 | 09/21/2009 | -188.00 |
| 352.00 | | 10. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES 354.00 | | | | 06/18/2009 | 06/24/2009 | -2.00 |
| 587.00 | | 15. AUTOMATIC DATA PROCESSING INC PROPERTY TYPE: SECURITIES 532.00 | | | | 06/18/2009 | 09/21/2009 | 55.00 |
| 123.00 | | 10. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 537.00 | | | | 12/18/2006 | 06/24/2009 | -414.00 |
| 172.00 | | 10. BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES 537.00 | | | | 12/18/2006 | 09/21/2009 | -365.00 |
| 576.00 | | 20. BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 861.00 | | | | 04/13/2007 | 06/24/2009 | -285.00 |
| 589.00 | | 20. BANK NEW YORK MELLON CORP COM PROPERTY TYPE: SECURITIES 861.00 | | | | 04/13/2007 | 09/21/2009 | -272.00 |
| 3,395.00 | | 10. CME GROUP INC COM PROPERTY TYPE: SECURITIES 3,461.00 | | | | 08/18/2008 | 06/02/2009 | -66.00 |
| 464.00 | | 15. CVS CORPORATION PROPERTY TYPE: SECURITIES 594.00 | | | | 12/21/2007 | 06/24/2009 | -130.00 |
| 898.00 | | 25. CVS CORPORATION PROPERTY TYPE: SECURITIES 990.00 | | | | 12/21/2007 | 09/21/2009 | -92.00 |

**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) | |
| 5,270.00 | | 165. CVS CORPORATION PROPERTY TYPE: SECURITIES 6,533.00 | | | | VAR | 11/23/2009 | |
| | | | | | | -1,263.00 | | |
| 2,199.00 | | 120. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 1,928.00 | | | | 01/12/2009 | 03/19/2009 | |
| | | | | | | 271.00 | | |
| 3,115.00 | | 170. CHESAPEAKE ENERGY CORP COM PROPERTY TYPE: SECURITIES 5,098.00 | | | | 12/22/2006 | 03/19/2009 | |
| | | | | | | -1,983.00 | | |
| 465.00 | | 25. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 560.00 | | | | 09/16/2008 | 06/24/2009 | |
| | | | | | | -95.00 | | |
| 587.00 | | 25. CISCO SYSTEMS INC PROPERTY TYPE: SECURITIES 560.00 | | | | 09/16/2008 | 09/21/2009 | |
| | | | | | | 27.00 | | |
| 207.00 | | 15. COMCAST CORP CL A PROPERTY TYPE: SECURITIES 303.00 | | | | 11/29/2007 | 06/24/2009 | |
| | | | | | | -96.00 | | |
| 256.00 | | 15. COMCAST CORP CL A PROPERTY TYPE: SECURITIES 303.00 | | | | 11/29/2007 | 09/21/2009 | |
| | | | | | | -47.00 | | |
| 3,150.00 | | 50. DANAHER CORP PROPERTY TYPE: SECURITIES 3,514.00 | | | | 03/10/2008 | 06/08/2009 | |
| | | | | | | -364.00 | | |
| 302.00 | | 5. DANAHER CORP PROPERTY TYPE: SECURITIES 351.00 | | | | 03/10/2008 | 06/24/2009 | |
| | | | | | | -49.00 | | |
| 2,093.00 | | 60. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES 1,357.00 | | | | VAR | 03/18/2009 | |
| | | | | | | 736.00 | | |
| 322.00 | | 10. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES 222.00 | | | | 01/18/2008 | 06/24/2009 | |
| | | | | | | 100.00 | | |

**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) | |
| 183.00 | | 5. DARDEN RESTAURANTS INC PROPERTY TYPE: SECURITIES 140.00 | | | | | 08/26/2008 43.00 | 09/21/2009 |
| 279.00 | | 5. DEVON ENERGY CORPORATION NEW PROPERTY TYPE: SECURITIES 345.00 | | | | | 12/18/2006 -66.00 | 06/24/2009 |
| 11,088.00 | | 465.879 DODGE & COX INTERNATIONAL STOCK PROPERTY TYPE: SECURITIES 9,765.00 | | | | | VAR 1,323.00 | 05/14/2009 |
| 146,904.00 | | 6172.458 DODGE & COX INTERNATIONAL STOCK PROPERTY TYPE: SECURITIES 194,732.00 | | | | | VAR -47,828.00 | 05/14/2009 |
| 336.00 | | 10. EQT CORP COM PROPERTY TYPE: SECURITIES 435.00 | | | | | 02/27/2007 -99.00 | 06/24/2009 |
| 205.00 | | 5. EQT CORP COM PROPERTY TYPE: SECURITIES 218.00 | | | | | 02/27/2007 -13.00 | 09/21/2009 |
| 4,181.00 | | 160. EATON VANCE CORP COM NON VTG PROPERTY TYPE: SECURITIES 3,582.00 | | | | | 10/21/2008 599.00 | 04/16/2009 |
| 498.00 | | 10. EXELON CORPORATION PROPERTY TYPE: SECURITIES 619.00 | | | | | 12/18/2006 -121.00 | 06/24/2009 |
| 253.00 | | 5. EXELON CORPORATION PROPERTY TYPE: SECURITIES 333.00 | | | | | 09/19/2008 -80.00 | 09/21/2009 |
| 4,783.00 | | 95. EXELON CORPORATION PROPERTY TYPE: SECURITIES 5,976.00 | | | | | VAR -1,193.00 | 12/16/2009 |
| 332.00 | | 5. EXPRESS SCRIPTS INC- CL A PROPERTY TYPE: SECURITIES 172.00 | | | | | 12/18/2006 160.00 | 06/24/2009 |

**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) | |
| 397.00 | | | | | | | 12/18/2006 | 09/21/2009 |
| | | | 172.00 | | | | 225.00 | |
| 2,619.00 | | | | | | | 01/23/2008 | 03/03/2009 |
| | | | 3,703.00 | | | | -1,084.00 | |
| 286.00 | | | | | | | 01/23/2008 | 06/24/2009 |
| | | | 309.00 | | | | -23.00 | |
| 273.00 | | | | | | | 01/23/2008 | 09/21/2009 |
| | | | 309.00 | | | | -36.00 | |
| 41,929.00 | | | | | | | VAR | 09/23/2009 |
| | | | 45,902.00 | | | | -3,973.00 | |
| 6.00 | | | | | | | 10/22/2009 | 10/28/2009 |
| | | | 6.00 | | | | | |
| 449.00 | | | | | | | 02/27/2007 | 06/24/2009 |
| | | | 536.00 | | | | -87.00 | |
| 248.00 | | | | | | | 02/27/2007 | 09/21/2009 |
| | | | 268.00 | | | | -20.00 | |
| 274.00 | | | | | | | 01/03/2007 | 06/24/2009 |
| | | | 376.00 | | | | -102.00 | |
| 293.00 | | | | | | | 12/18/2006 | 06/24/2009 |
| | | | 947.00 | | | | -654.00 | |
| 572.00 | | | | | | | 12/18/2006 | 09/21/2009 |
| | | | 1,325.00 | | | | -753.00 | |

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

| Kind of Property | | Description | | | | P r o p e r t y I 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) | |
| 529.00 | | 15. H. J. HEINZ COMPANY PROPERTY TYPE: SECURITIES 549.00 | | | | | 12/04/2008 | 06/24/2009 -20.00 |
| 591.00 | | 15. H. J. HEINZ COMPANY PROPERTY TYPE: SECURITIES 549.00 | | | | | 12/04/2008 | 09/21/2009 42.00 |
| 2,198.00 | | 65. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 2,701.00 | | | | | 02/21/2007 | 02/18/2009 -503.00 |
| 371.00 | | 10. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 416.00 | | | | | 02/21/2007 | 06/24/2009 -45.00 |
| 461.00 | | 10. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 412.00 | | | | | 01/03/2007 | 09/21/2009 49.00 |
| 3,828.00 | | 45. INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES 4,503.00 | | | | | VAR | 03/10/2009 -675.00 |
| 521.00 | | 5. INTERNATIONAL BUSINESS MACHINES PROPERTY TYPE: SECURITIES 479.00 | | | | | 12/18/2006 | 06/24/2009 42.00 |
| 1,500.00 | | 85. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 3,991.00 | | | | | VAR | 03/05/2009 -2,491.00 |
| 835.00 | | 25. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 1,132.00 | | | | | 08/27/2007 | 06/24/2009 -297.00 |
| 443.00 | | 10. JP MORGAN CHASE & CO PROPERTY TYPE: SECURITIES 453.00 | | | | | 08/27/2007 | 09/21/2009 -10.00 |
| 152.00 | | 10. LIBERTY GLOBAL INC COM SER A PROPERTY TYPE: SECURITIES 305.00 | | | | | 01/11/2007 | 06/24/2009 -153.00 |

**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) | |
| 121.00 | | 5. LIBERTY GLOBAL INC COM SER A PROPERTY TYPE: SECURITIES 153.00 | | | | 01/11/2007 | 09/21/2009 -32.00 | |
| 271.00 | | 15. LOWE'S COMPANIES PROPERTY TYPE: SECURITIES 472.00 | | | | 12/18/2006 | 06/24/2009 -201.00 | |
| 108.00 | | 5. LOWE'S COMPANIES PROPERTY TYPE: SECURITIES 157.00 | | | | 12/18/2006 | 09/21/2009 -49.00 | |
| 359.00 | | 15. MSCI INC CL A PROPERTY TYPE: SECURITIES 323.00 | | | | 05/19/2009 | 06/24/2009 36.00 | |
| 1,650.00 | | 59. MSCI INC CL A PROPERTY TYPE: SECURITIES 1,267.00 | | | | VAR | 08/04/2009 383.00 | |
| 847.00 | | 31. MSCI INC CL A PROPERTY TYPE: SECURITIES 659.00 | | | | 05/19/2009 | 08/05/2009 188.00 | |
| 268.00 | | 10. MSCI INC CL A PROPERTY TYPE: SECURITIES 202.00 | | | | VAR | 09/21/2009 66.00 | |
| 2,263.00 | | 70. MSCI INC CL A PROPERTY TYPE: SECURITIES 1,336.00 | | | | 10/17/2008 | 11/06/2009 927.00 | |
| 947.00 | | 29. MSCI INC CL A PROPERTY TYPE: SECURITIES 554.00 | | | | 10/17/2008 | 11/10/2009 393.00 | |
| 1,603.00 | | 49. MSCI INC CL A PROPERTY TYPE: SECURITIES 807.00 | | | | VAR | 11/11/2009 796.00 | |
| 2,560.00 | | 79. MSCI INC CL A PROPERTY TYPE: SECURITIES 1,189.00 | | | | VAR | 12/04/2009 1,371.00 | |

**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) | |
| 586.00 | | 20. MC GRAW HILL COMPANIES INC (THE) PROPERTY TYPE: SECURITIES 799.00 | | | | | 04/29/2008 | 06/24/2009 -213.00 |
| 4,242.00 | | 152. MC GRAW HILL COMPANIES INC (THE) PROPERTY TYPE: SECURITIES 5,914.00 | | | | | VAR | 09/17/2009 -1,672.00 |
| 130.00 | | 5. MC GRAW HILL COMPANIES INC (THE) PROPERTY TYPE: SECURITIES 205.00 | | | | | 09/19/2008 | 09/21/2009 -75.00 |
| 6,467.00 | | 213. MC GRAW HILL COMPANIES INC (THE) PROPERTY TYPE: SECURITIES 6,849.00 | | | | | VAR | 10/22/2009 -382.00 |
| 4.00 | | .126 MERCK & CO INC NEW COM PROPERTY TYPE: SECURITIES 3.00 | | | | | 06/08/2009 | 11/30/2009 1.00 |
| 127.00 | | 5. METAVANTE TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES 114.00 | | | | | 04/02/2009 | 06/24/2009 13.00 |
| 168.00 | | 5. METAVANTE TECHNOLOGIES INC COM PROPERTY TYPE: SECURITIES 114.00 | | | | | 04/02/2009 | 09/21/2009 54.00 |
| 470.00 | | 20. MICROSOFT CORP PROPERTY TYPE: SECURITIES 600.00 | | | | | 01/03/2007 | 06/24/2009 -130.00 |
| 4,113.00 | | 170. MICROSOFT CORP PROPERTY TYPE: SECURITIES 5,100.00 | | | | | 12/18/2006 | 07/20/2009 -987.00 |
| 126.00 | | 5. MICROSOFT CORP PROPERTY TYPE: SECURITIES 150.00 | | | | | 12/18/2006 | 09/21/2009 -24.00 |
| 4,970.00 | | 190. MICROSOFT CORP PROPERTY TYPE: SECURITIES 5,577.00 | | | | | VAR | 10/20/2009 -607.00 |

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

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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) | |
| 318.00 | | 20. NALCO HLDG CO COM PROPERTY TYPE: SECURITIES 446.00 | | | | VAR | 06/24/2009 | -128.00 |
| 402.00 | | 20. NALCO HLDG CO COM PROPERTY TYPE: SECURITIES 415.00 | | | | 12/18/2006 | 09/21/2009 | -13.00 |
| 266.00 | | 5. NIKE INC CLASS B PROPERTY TYPE: SECURITIES 243.00 | | | | 12/18/2006 | 06/24/2009 | 23.00 |
| 186.00 | | 5. NORFOLK SOUTHERN CORP PROPERTY TYPE: SECURITIES 243.00 | | | | 02/27/2007 | 06/24/2009 | -57.00 |
| 280.00 | | 10. ONEOK INC NEW COM PROPERTY TYPE: SECURITIES 473.00 | | | | 03/07/2008 | 06/24/2009 | -193.00 |
| 2,871.00 | | 80. ONEOK INC NEW COM PROPERTY TYPE: SECURITIES 3,769.00 | | | | VAR | 08/25/2009 | -898.00 |
| 180.00 | | 5. ONEOK INC NEW COM PROPERTY TYPE: SECURITIES 235.00 | | | | 03/10/2008 | 09/21/2009 | -55.00 |
| 3,611.00 | | 91. ONEOK INC NEW COM PROPERTY TYPE: SECURITIES 3,358.00 | | | | VAR | 11/18/2009 | 253.00 |
| 1,914.00 | | 49. ONEOK INC NEW COM PROPERTY TYPE: SECURITIES 1,420.00 | | | | VAR | 11/19/2009 | 494.00 |
| 2,151.00 | | 125. ORACLE SYSTEMS CORP PROPERTY TYPE: SECURITIES 2,257.00 | | | | 12/18/2006 | 02/18/2009 | -106.00 |
| 318.00 | | 15. ORACLE SYSTEMS CORP PROPERTY TYPE: SECURITIES 271.00 | | | | 12/18/2006 | 06/24/2009 | 47.00 |

**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) | |
| 217.00 | | 10. ORACLE SYSTEMS CORP PROPERTY TYPE: SECURITIES 181.00 | | | | 12/18/2006 | 09/21/2009 36.00 | |
| 2,382.00 | | 110. PACTIV CORPORATION PROPERTY TYPE: SECURITIES 2,659.00 | | | | VAR | 04/24/2009 -277.00 | |
| 103.00 | | 5. PACTIV CORPORATION PROPERTY TYPE: SECURITIES 119.00 | | | | 04/28/2008 | 06/24/2009 -16.00 | |
| 3,813.00 | | 155. PACTIV CORPORATION PROPERTY TYPE: SECURITIES 3,698.00 | | | | 04/28/2008 | 07/22/2009 115.00 | |
| 289.00 | | 10. PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES 474.00 | | | | 09/26/2008 | 06/24/2009 -185.00 | |
| 2,221.00 | | 65. PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES 3,074.00 | | | | 09/26/2008 | 07/20/2009 -853.00 | |
| 188.00 | | 5. PEABODY ENERGY CORP PROPERTY TYPE: SECURITIES 236.00 | | | | 09/26/2008 | 09/21/2009 -48.00 | |
| 792.00 | | 15. PEPSICO INC PROPERTY TYPE: SECURITIES 1,010.00 | | | | 05/12/2008 | 06/24/2009 -218.00 | |
| 590.00 | | 10. PEPSICO INC PROPERTY TYPE: SECURITIES 673.00 | | | | 05/12/2008 | 09/21/2009 -83.00 | |
| 293.00 | | 20. PFIZER INC PROPERTY TYPE: SECURITIES 347.00 | | | | 10/08/2008 | 06/24/2009 -54.00 | |
| 330.00 | | 20. PFIZER INC PROPERTY TYPE: SECURITIES 347.00 | | | | 10/08/2008 | 09/21/2009 -17.00 | |

**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) | |
| 17.00 | | .975 PFIZER INC PROPERTY TYPE: SECURITIES 17.00 | | | | | 10/08/2008 | 10/29/2009 |
| 5,114.00 | | 275. PFIZER INC PROPERTY TYPE: SECURITIES 4,643.00 | | | | | VAR 471.00 | 12/22/2009 |
| 347.00 | | 5. PRAXAIR INC PROPERTY TYPE: SECURITIES 312.00 | | | | | 12/18/2006 | 06/24/2009 35.00 |
| 403.00 | | 5. PRAXAIR INC PROPERTY TYPE: SECURITIES 312.00 | | | | | 12/18/2006 | 09/21/2009 91.00 |
| 502.00 | | 10. PROCTER & GAMBLE PROPERTY TYPE: SECURITIES 642.00 | | | | | 12/18/2006 | 06/24/2009 -140.00 |
| 285.00 | | 5. PROCTER & GAMBLE PROPERTY TYPE: SECURITIES 321.00 | | | | | 12/18/2006 | 09/21/2009 -36.00 |
| 312.00 | | 10. QUESTAR CORPORATION PROPERTY TYPE: SECURITIES 277.00 | | | | | 10/28/2008 | 06/24/2009 35.00 |
| 179.00 | | 5. QUESTAR CORPORATION PROPERTY TYPE: SECURITIES 139.00 | | | | | 10/28/2008 | 09/21/2009 40.00 |
| 353.00 | | 15. SCHERING PLOUGH PROPERTY TYPE: SECURITIES 353.00 | | | | | 06/08/2009 | 06/24/2009 |
| 417.00 | | 15. SCHERING PLOUGH PROPERTY TYPE: SECURITIES 353.00 | | | | | 06/08/2009 | 09/21/2009 64.00 |
| 3,098.00 | | 124.874 SCHERING PLOUGH PROPERTY TYPE: SECURITIES 2,782.00 | | | | | VAR | 11/03/2009 316.00 |

**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) | |
| 398.00 | | 10. STRYKER CORP PROPERTY TYPE: SECURITIES 333.00 | | | | | 03/03/2009 | 06/24/2009 |
| | | | | | | | 65.00 | |
| 235.00 | | 5. STRYKER CORP PROPERTY TYPE: SECURITIES 166.00 | | | | | 03/03/2009 | 09/21/2009 |
| | | | | | | | 69.00 | |
| 3,356.00 | | 85. TARGET CORP PROPERTY TYPE: SECURITIES 4,821.00 | | | | | 11/09/2007 | 04/09/2009 |
| | | | | | | | -1,465.00 | |
| 387.00 | | 10. TARGET CORP PROPERTY TYPE: SECURITIES 567.00 | | | | | 11/09/2007 | 06/24/2009 |
| | | | | | | | -180.00 | |
| 242.00 | | 5. TARGET CORP PROPERTY TYPE: SECURITIES 284.00 | | | | | 11/09/2007 | 09/21/2009 |
| | | | | | | | -42.00 | |
| 25,210.00 | | 25000. US TREASURY NOTE 4.000% DTD 06/15 PROPERTY TYPE: SECURITIES 25,879.00 | | | | | 10/21/2004 | 03/24/2009 |
| | | | | | | | -669.00 | |
| 4,555.00 | | 95. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 6,183.00 | | | | | VAR | 01/22/2009 |
| | | | | | | | -1,628.00 | |
| 256.00 | | 5. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 315.00 | | | | | 01/03/2007 | 06/24/2009 |
| | | | | | | | -59.00 | |
| 312.00 | | 5. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 315.00 | | | | | 01/03/2007 | 09/21/2009 |
| | | | | | | | -3.00 | |
| 124.00 | | 5. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES 89.00 | | | | | 03/03/2009 | 06/24/2009 |
| | | | | | | | 35.00 | |
| 143.00 | | 5. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES 89.00 | | | | | 03/03/2009 | 09/21/2009 |
| | | | | | | | 54.00 | |

**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) | |
| 1,774.00 | | 35. VF CORP PROPERTY TYPE: SECURITIES 2,880.00 | | | | VAR | 03/02/2009 | -1,106.00 |
| 281.00 | | 5. VF CORP PROPERTY TYPE: SECURITIES 410.00 | | | | 12/18/2006 | 06/24/2009 | -129.00 |
| 361.00 | | 5. VF CORP PROPERTY TYPE: SECURITIES 410.00 | | | | 12/18/2006 | 09/21/2009 | -49.00 |
| 2,608.00 | | 35. VF CORP PROPERTY TYPE: SECURITIES 2,868.00 | | | | 12/18/2006 | 10/09/2009 | -260.00 |
| 2,030.00 | | 65. VENTAS INC COM PROPERTY TYPE: SECURITIES 2,657.00 | | | | 12/18/2006 | 01/05/2009 | -627.00 |
| 285.00 | | 10. VENTAS INC COM PROPERTY TYPE: SECURITIES 409.00 | | | | 12/18/2006 | 06/24/2009 | -124.00 |
| 3,035.00 | | 80. VENTAS INC COM PROPERTY TYPE: SECURITIES 3,183.00 | | | | VAR | 08/10/2009 | -148.00 |
| 192.00 | | 5. VENTAS INC COM PROPERTY TYPE: SECURITIES 188.00 | | | | 06/18/2007 | 09/21/2009 | 4.00 |
| 309.00 | | 10. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 365.00 | | | | 12/18/2006 | 06/24/2009 | -56.00 |
| 148.00 | | 5. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 182.00 | | | | 12/18/2006 | 09/21/2009 | -34.00 |
| 597.00 | | 20. WALGREEN CO PROPERTY TYPE: SECURITIES 651.00 | | | | 09/17/2008 | 06/24/2009 | -54.00 |

**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) | |
| 517.00 | | 15. WALGREEN CO PROPERTY TYPE: SECURITIES 488.00 | | | | | 09/17/2008 | 09/21/2009 |
| | | | | | | 29.00 | | |
| 232.00 | | 10. WELLS FARGO CO PROPERTY TYPE: SECURITIES 270.00 | | | | | 11/07/2008 | 06/24/2009 |
| | | | | | | -38.00 | | |
| 283.00 | | 10. WELLS FARGO CO PROPERTY TYPE: SECURITIES 270.00 | | | | | 11/07/2008 | 09/21/2009 |
| | | | | | | 13.00 | | |
| 318.00 | | 20. WESTERN UN CO COM PROPERTY TYPE: SECURITIES 307.00 | | | | | 10/22/2008 | 06/24/2009 |
| | | | | | | 11.00 | | |
| 2,452.00 | | 135. WESTERN UN CO COM PROPERTY TYPE: SECURITIES 2,075.00 | | | | | 10/22/2008 | 07/20/2009 |
| | | | | | | 377.00 | | |
| 292.00 | | 15. WESTERN UN CO COM PROPERTY TYPE: SECURITIES 231.00 | | | | | 10/22/2008 | 09/21/2009 |
| | | | | | | 61.00 | | |
| 2,263.00 | | 185. WILLIAMS COS INC PROPERTY TYPE: SECURITIES 5,530.00 | | | | | VAR | 04/08/2009 |
| | | | | | | -3,267.00 | | |
| 74.00 | | 5. WILLIAMS COS INC PROPERTY TYPE: SECURITIES 135.00 | | | | | 02/27/2007 | 06/24/2009 |
| | | | | | | -61.00 | | |
| 271.00 | | 15. WILLIAMS COS INC PROPERTY TYPE: SECURITIES 405.00 | | | | | 02/27/2007 | 09/21/2009 |
| | | | | | | -134.00 | | |
| 223.00 | | 5. WYETH PROPERTY TYPE: SECURITIES 217.00 | | | | | 01/28/2009 | 06/24/2009 |
| | | | | | | 6.00 | | |
| 240.00 | | 5. WYETH PROPERTY TYPE: SECURITIES 217.00 | | | | | 01/28/2009 | 09/21/2009 |
| | | | | | | 23.00 | | |

**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) | | |
| 6,803.00 | | 135. WYETH PROPERTY TYPE: SECURITIES 5,871.00 | | | | | 01/28/2009 | 10/15/2009 | |
| | | | | | | 932.00 | | | |
| 376.00 | | 10. XTO ENERGY INC COM PROPERTY TYPE: SECURITIES 385.00 | | | | | 12/18/2006 | 06/24/2009 | |
| | | | | | | -9.00 | | | |
| 208.00 | | 5. XTO ENERGY INC COM PROPERTY TYPE: SECURITIES 241.00 | | | | | 07/24/2008 | 09/21/2009 | |
| | | | | | | -33.00 | | | |
| 384.00 | | 1. ATLANTIC TRUST REAL ESTATE FUND, LLC PROPERTY TYPE: SECURITIES | | | | | 01/01/2009 | 12/31/2009 | |
| | | | | | | 384.00 | | | |
| 312.00 | | 10. ACCENTURE LTD PROPERTY TYPE: SECURITIES 372.00 | | | | | 02/27/2007 | 06/24/2009 | |
| | | | | | | -60.00 | | | |
| 180.00 | | 5. ACCENTURE PLC CLASS A ORDINARY SHARES PROPERTY TYPE: SECURITIES 186.00 | | | | | 02/27/2007 | 09/21/2009 | |
| | | | | | | -6.00 | | | |
| TOTAL GAIN(LOSS) | | | | | | | ----- -73,506. ===== | | |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| AT&T INC | 519. | 519. |
| ABBOTT LABS NTS 5.15% DTD 11/09/2007 DUE | 2,359. | 2,359. |
| ABBOTT LABS | 229. | 229. |
| ADVANCE AUTO PTS INC COM | 35. | 35. |
| AETNA INC-NEW | 12. | 12. |
| AUTOMATIC DATA PROCESSING INC | 335. | 335. |
| BANK OF AMERICA CORP | 23. | 23. |
| BANK NEW YORK MELLON CORP COM | 180. | 180. |
| CME GROUP INC COM | 99. | 99. |
| CVS CORPORATION | 159. | 159. |
| CHESAPEAKE ENERGY CORP COM | 13. | 13. |
| COMCAST CORP CL A | 89. | 89. |
| CONOCO FDG CO NT 6.35% DTD 10/11/2001 DU | 1,588. | 1,588. |
| DANAHER CORP | 12. | 12. |
| DARDEN RESTAURANTS INC | 150. | 150. |
| DEVON ENERGY CORPORATION NEW | 78. | 78. |
| EQT CORP COM | 160. | 160. |
| EATON VANCE CORP COM NON VTG | 25. | 25. |
| EXELON CORPORATION | 415. | 415. |
| FPL GROUP INC. | 324. | 324. |
| FEDERAL HOME LN BKS CONS BDS 5.00% DTD 0 | 1,000. | 1,000. |
| FEDERAL NATL MTG ASSN NTS 7.125% DTD 06/ | 2,209. | 2,209. |
| FIDELITY NATL INFORMATION SVCS INC COM | 18. | 18. |
| GENERAL DYNAMICS CORPORATION | 175. | 175. |
| GENERAL ELECTRIC CO | 693. | 693. |
| HARBOR INTERNATIONAL FD | 1,547. | 1,547. |
| H. J. HEINZ COMPANY | 462. | 462. |
| HEWLETT PACKARD CO | 86. | 86. |
| INTERNATIONAL BUSINESS MACHINES | 138. | 138. |
| JP MORGAN CHASE & CO | 142. | 142. |
| LAZARD EMERGING MARKETS PORTFOLIO - IN | 2,936. | 2,936. |
| LOWE'S COMPANIES | 81. | 81. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|--|---|-----------------------------|
| MC GRAW HILL COMPANIES INC (THE) | 259. | 259. |
| MICROSOFT CORP | 125. | 125. |
| NALCO HLDG CO COM | 74. | 74. |
| NIKE INC CLASS B | 109. | 109. |
| NORFOLK SOUTHERN CORP | 153. | 153. |
| NORTHEAST UTILITIES | 53. | 53. |
| OLD DOMINION ELEC COOP BD 2001 SER A 6.2 | 3,125. | 3,125. |
| ONEOK INC NEW COM | 341. | 341. |
| ORACLE SYSTEMS CORP | 85. | 85. |
| PG & E CORPORATION | 50. | 50. |
| PEABODY ENERGY CORP | 36. | 36. |
| PEPSICO INC | 412. | 412. |
| PFIZER INC | 579. | 579. |
| PRAXAIR INC | 242. | 242. |
| PROCTER & GAMBLE | 385. | 385. |
| QUESTAR CORPORATION | 98. | 98. |
| SCHERING PLOUGH | 53. | 53. |
| INVESCO SHORT TERM LIQUID ASSET FUND | 147. | 147. |
| STRYKER CORP | 15. | 15. |
| TARGET CORP | 151. | 151. |
| US TREASURY NOTE 4.000% DTD 06/15/04 DUE | 275. | 275. |
| UNITED TECHNOLOGIES CORP | 256. | 256. |
| UNITEDHEALTH GROUP INC | 5. | 5. |
| VF CORP | 314. | 314. |
| VENTAS INC COM | 328. | 328. |
| VERIZON COMMUNICATIONS | 396. | 396. |
| VODAFONE AIRTOUCH PLC NT 7.75% DTD 10/15 | 3,488. | 3,488. |
| WALGREEN CO | 165. | 165. |
| WELLS FARGO CO | 116. | 116. |
| WESTERN UN CO COM | 37. | 37. |
| WILLIAMS COS INC | 174. | 174. |
| WYETH | 129. | 129. |
| XTO ENERGY INC COM | 91. | 91. |

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

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---------------------------------------|---|-----------------------------|
| ACCENTURE PLC CLASS A ORDINARY SHARES | 128. | 128. |
| TOTAL | 28,685. | 28,685. |

FORM 990PF, PART I - OTHER INCOME
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------|--|--------------------------------------|
| PARTNERSHIP INCOME | | 4. |
| | ----- | ----- |
| TOTALS | ===== | ===== |
| | | 4. |

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- | CHARITABLE PURPOSES ----- |
|--------------------------------|--|--------------------------------------|---------------------------------|
| TRUSTEE/EXECUTOR FEES-PRINCIPA | 7,544. | 5,658. | 1,886. |
| TOTALS | 7,544. | 5,658. | 1,886. |

=====

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

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|--------------------------------|--|--------------------------------------|
| FOREIGN TAXES ON QUALIFIED FOR | 331. | 331. |
| FOREIGN TAXES ON NONQUALIFIED | 61. | 61. |
| TOTALS | 392. | 392. |
| | ===== | ===== |

FORM 990PF, PART I - OTHER EXPENSES
=====

| DESCRIPTION ----- | REVENUE AND EXPENSES PER BOOKS ----- | NET INVESTMENT INCOME ----- |
|----------------------|--|--------------------------------------|
| PARTNERSHIPS EXPENSE | 1,840. | 3,432. |
| TOTALS | 1,840. | 3,432. |
| | ===== | ===== |

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - CORPORATE STOCK
=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ----- | ----- | --- |
| HARBOR FD INTL FD INST | 78,333. | 105,099. |
| LAZARD EMERGING MARKETS PORTFO | 79,759. | 109,690. |
| ABBOTT LABORATORIES COM | 8,759. | 9,988. |
| ACCENTURE PLC CLASS A | 6,094. | 7,055. |
| ADVANCE AUTO PTS INC COM | 6,266. | 7,286. |
| AETNA INC NEW COM | 10,903. | 9,669. |
| ANADARKO PETE CORP COM | 7,914. | 8,427. |
| AT&T INC COM | 5,336. | 4,205. |
| AUTOMATIC DATA PROCESSING INC | 10,594. | 13,274. |
| BANK NEW YORK MELLON CORP COM | 16,036. | 13,034. |
| BANK OF AMERICA CORP COM | 19,445. | 9,940. |
| BANK OF AMERICA CORPORATION CO | 2,730. | 2,715. |
| CHECK POINT SOFTWARE TECH COM | 2,701. | 3,049. |
| CISCO SYS INC COM | 9,454. | 11,372. |
| CME GROUP INC COM | 3,928. | 6,383. |
| COMCAST CORP CL A | 8,654. | 8,127. |
| CVS CAREMARK CORP COM | 12,034. | 10,629. |
| DANAHER CORP COM | 4,449. | 5,264. |
| DARDEN RESTAURANTS INC COM | 3,245. | 5,085. |
| DEVON ENERGY CORP NEW COM | 7,925. | 8,820. |
| EQT CORP COM | 8,560. | 9,531. |
| EXELON CORP COM | 5,118. | 5,131. |
| EXPRESS SCRIPTS INC COM | 6,844. | 12,531. |
| FIDELITY NATL INFORMATION SVCS | 6,777. | 8,345. |
| FISERV INC COM | 9,253. | 8,484. |
| FPL GROUP INC COM | 8,916. | 7,923. |
| GENERAL DYNAMICS CORP COM | 8,457. | 7,840. |
| GENERAL ELEC CO COM | 30,145. | 14,374. |
| HEINZ H J CO COM | 10,823. | 13,042. |

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - CORPORATE STOCK

=====

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|----------------------|---------------|
| ----- | ----- | --- |
| HEWLETT PACKARD CO COM | 9,506. | 12,105. |
| INTERNATIONAL BUSINESS MACHS | 7,355. | 9,163. |
| JPMORGAN CHASE & CO COM | 9,010. | 10,209. |
| LABORATORY CORP AMER HLDGS COM | 6,298. | 6,361. |
| LIBERTY GLOBAL INC COM SER A | 7,453. | 6,020. |
| LOWES COS INC COM | 6,856. | 5,146. |
| MEDTRONIC INC COM | 4,216. | 4,354. |
| MERCK & CO INC NEW COM | 3,787. | 6,212. |
| NALCO HLDG CO COM | 10,232. | 12,627. |
| NIKE INC CL B | 5,093. | 6,937. |
| NORFOLK SOUTH CORP COM | 5,228. | 5,766. |
| NORTHEAST UTILITIES COM | 5,094. | 5,803. |
| ORACLE CORP COM | 9,475. | 13,614. |
| PEABODY ENERGY CORP COM | 4,150. | 5,651. |
| PEPSICO INC COM | 16,039. | 14,896. |
| PFIZER INC COM | 9,062. | 10,587. |
| PG&E CORP COM | 6,194. | 6,787. |
| PRAXAIR INC COM | 8,900. | 11,645. |
| PROCTER & GAMBLE CO COM | 13,747. | 13,035. |
| QUESTAR CORP COM | 5,124. | 7,690. |
| STRYKER CORP COM | 4,873. | 7,556. |
| TARGET CORP COM | 10,619. | 9,674. |
| TD AMERITRADE HLDG CORP COM | 5,577. | 5,426. |
| UNITED TECHNOLOGIES CORP COM | 10,010. | 11,106. |
| UNITEDHEALTH GROUP INC COM | 5,200. | 7,772. |
| VENTAS INC COM | 3,681. | 5,686. |
| VERIZON COMMUNICATIONS INC COM | 7,185. | 6,792. |
| VF CORP COM | 7,999. | 7,324. |
| WALGREEN CO COM | 10,018. | 11,383. |

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - CORPORATE STOCK
=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV --- |
|--------------------------|-------------------------------|----------------------|
| WELLS FARGO & CO NEW COM | 11,345. | 11,795. |
| WESTERN UN CO COM | 8,029. | 11,687. |
| WILLIAMS COS INC COM | 8,831. | 7,062. |
| XTO ENERGY INC COM | 7,146. | 8,189. |
| | ----- | ----- |
| TOTALS | 652,784. | 732,372. |
| | ===== | ===== |

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - CORPORATE BONDS

=====

DESCRIPTION

| | | |
|---------------------------|---------|---------|
| ABBOTT LABS NTS | 40,347. | 43,718. |
| CONOCO FDG CO NT 6.35% | 27,469. | 27,199. |
| FEDERAL HOME LN BKS 5.0% | 20,169. | 21,950. |
| OLD DOMINION ELEC COOP BD | 54,870. | 52,676. |
| VODAFONE AIRTOUCH PLC NT | 52,943. | 45,344. |

TOTALS

| | | |
|----------|----------|-------|
| ----- | ----- | ----- |
| 195,798. | 190,887. | |
| ===== | ===== | ===== |

GUSTAPHER FOUNDATION

58-1828387

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

| DESCRIPTION | C | OR | F | COST/ FMV | ENDING BOOK VALUE | ENDING FMV |
|--------------------------------|-----|-----|-----|--------------|----------------------|---------------|
| ----- | --- | --- | --- | --- | ----- | ----- |
| ATLANTIC TRUST REAL ESTATE FUN | | | C | | 186,891. | 121,574. |
| LONGCARE INTERNATIONAL, LTD | | | C | | 500,000. | 489,819. |
| TOTALS | | | | | 686,891. | 611,393. |
| | | | | | ===== | ===== |

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART II - OTHER ASSETS

=====

| DESCRIPTION ----- | ENDING BOOK VALUE ----- | ENDING FMV ---- |
|----------------------|-------------------------------|-----------------------|
| ACCRUED INCOME | 8. | 8. |
| TOTALS | 8. | 8. |
| | ===== | ===== |

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

=====

| DESCRIPTION ----- | AMOUNT ----- |
|----------------------|--------------------------|
| TIMING DIFFERENCE | 1,855. |
| TOTAL | ----- 1,855. ===== |

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

| DESCRIPTION ----- | AMOUNT ----- |
|------------------------|------------------------|
| PARTNERSHIP ADJUSTMENT | 384. |
| TOTAL | ----- 384. ===== |

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

GA
FL

GUSTAPHER FOUNDATION

58-1828387

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: ATLANTIC TRUST COMPANY, A DIVISION
OF INVESCO NATIONAL

ADDRESS: 100 FEDERAL ST, 37TH FL.
BOSTON, MA 02110

TELEPHONE NUMBER: (617)357-9600

STATEMENT 17

990PF, PART VII-B LINE 2b - SECTION 4942a2 EXPLANATION STATEMENT
=====

N/A

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

OFFICER NAME:

HAROLD L. HENDERSON

ADDRESS:

PH-301 4731 BONITA BAY BLVD
BONITA SPRINGS, FL 34134

TITLE:

TRUSTEE

OFFICER NAME:

JOANN W. HENDERSON

ADDRESS:

BONITA SPRINGS, FL 34134

TITLE:

TRUSTEE

OFFICER NAME:

DONALD P. HENDERSON

ADDRESS:

CHAGRIN FALLS, OH 440,

TITLE:

TRUSTEE, AS REQ'D

OFFICER NAME:

LORI B. HENDERSON

ADDRESS:

CHAGRIN FALLS, OH 44023

TITLE:

COMMITTEE

=====

RECIPIENT NAME:
COMPASSION INTERNATIONAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 14,400.

RECIPIENT NAME:
SEND INTERNATIONAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:
MISSIONS TO THE AMERICAS
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:
CHRIST FOR THE CITY
INTERNATIONAL
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 9,000.

=====

RECIPIENT NAME:
OMS INTERNATIONAL INC
WORLD HQ
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
THE EVANGELICAL ALLIANCE
MISSION
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:
CAMPUS CRUSADE FOR CHRIST
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 23,400.

RECIPIENT NAME:
LIEBENZELL USA
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 7,200.

RECIPIENT NAME:
AVANT MINISTRIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,400.

RECIPIENT NAME:
CHINA OUTREACH MINISTRIES
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CHARITABLE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID 5,400.

TOTAL GRANTS PAID: 89,400.
=====

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).

2009

Name of estate or trust

GUSTAPHER FOUNDATION

Employer identification number

58-1828387

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

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

| (a) Description of property (Example 100 shares 7% preferred of "Z" Co) | (b) Date acquired (mo., day, yr.) | (c) Date sold (mo., day, yr.) | (d) Sales price | (e) Cost or other basis (see page 4 of the instructions) | (f) Gain or (loss) for the entire year Subtract (e) from (d) |
|---|--------------------------------------|----------------------------------|-----------------|---|---|
| 1a | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b | | | | | 1b 3,807. |
| 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 3,807. |

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 | | | 386. |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b | | | | | 6b -77,710. |
| 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 11. |
| 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 -77,313. |

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

Schedule D (Form 1041) 2009

| Part III Summary of Parts I and II | | (1) Beneficiaries' (see page 5) | (2) Estate's or trust's | (3) Total |
|--|--|---------------------------------|-------------------------|-----------|
| Caution: Read the instructions before completing this part. | | | | |
| 13 | Net short-term gain or (loss) | 13 | | 3,807. |
| 14 | Net long-term gain or (loss): | | | |
| a | Total for year | 14a | | -77,313. |
| b | Unrecaptured section 1250 gain (see line 18 of the wrksh.) | 14b | | 11. |
| c | 28% rate gain | 14c | | |
| 15 | Total net gain or (loss). Combine lines 13 and 14 | 15 | | -73,506. |

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

Part IV Capital Loss Limitation

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

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

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

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0092

2009

Name of estate or trust
GUSTAPHER FOUNDATION

Employer identification number
58-1828387

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 10. AUTOMATIC DATA PROCESSING INC | 06/18/2009 | 06/24/2009 | 352.00 | 354.00 | -2.00 |
| 15. AUTOMATIC DATA PROCESSING INC | 06/18/2009 | 09/21/2009 | 587.00 | 532.00 | 55.00 |
| 10. CME GROUP INC COM | 08/18/2008 | 06/02/2009 | 3,395.00 | 3,461.00 | -66.00 |
| 120. CHESAPEAKE ENERGY CORP COM | 01/12/2009 | 03/19/2009 | 2,199.00 | 1,928.00 | 271.00 |
| 25. CISCO SYSTEMS INC | 09/16/2008 | 06/24/2009 | 465.00 | 560.00 | -95.00 |
| 465.879 DODGE & COX INTERNATIONAL STOCK FUND | VAR | 05/14/2009 | 11,088.00 | 9,765.00 | 1,323.00 |
| 160. EATON VANCE CORP COM NON VTG | 10/21/2008 | 04/16/2009 | 4,181.00 | 3,582.00 | 599.00 |
| .25 FIDELITY NATL INFORMATION SVCS INC COM | 10/22/2009 | 10/28/2009 | 6.00 | 6.00 | |
| 15. H. J. HEINZ COMPANY | 12/04/2008 | 06/24/2009 | 529.00 | 549.00 | -20.00 |
| 15. H. J. HEINZ COMPANY | 12/04/2008 | 09/21/2009 | 591.00 | 549.00 | 42.00 |
| 15. MSCI INC CL A | 05/19/2009 | 06/24/2009 | 359.00 | 323.00 | 36.00 |
| 59. MSCI INC CL A | VAR | 08/04/2009 | 1,650.00 | 1,267.00 | 383.00 |
| 31. MSCI INC CL A | 05/19/2009 | 08/05/2009 | 847.00 | 659.00 | 188.00 |
| 10. MSCI INC CL A | VAR | 09/21/2009 | 268.00 | 202.00 | 66.00 |
| .126 MERCK & CO INC NEW COM | 06/08/2009 | 11/30/2009 | 4.00 | 3.00 | 1.00 |
| 5. METAVANTE TECHNOLOGIES INC COM | 04/02/2009 | 06/24/2009 | 127.00 | 114.00 | 13.00 |
| 5. METAVANTE TECHNOLOGIES INC COM | 04/02/2009 | 09/21/2009 | 168.00 | 114.00 | 54.00 |
| 110. PACTIV CORPORATION | VAR | 04/24/2009 | 2,382.00 | 2,659.00 | -277.00 |
| 10. PEABODY ENERGY CORP | 09/26/2008 | 06/24/2009 | 289.00 | 474.00 | -185.00 |
| 65. PEABODY ENERGY CORP | 09/26/2008 | 07/20/2009 | 2,221.00 | 3,074.00 | -853.00 |
| 5. PEABODY ENERGY CORP | 09/26/2008 | 09/21/2009 | 188.00 | 236.00 | -48.00 |
| 20. PFIZER INC | 10/08/2008 | 06/24/2009 | 293.00 | 347.00 | -54.00 |
| 20. PFIZER INC | 10/08/2008 | 09/21/2009 | 330.00 | 347.00 | -17.00 |
| 10. QUESTAR CORPORATION | 10/28/2008 | 06/24/2009 | 312.00 | 277.00 | 35.00 |

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

JSA
9F1221 4 000

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

GUSTAPHER FOUNDATION

58-1828387

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 20. AT&T INC | 12/18/2006 | 06/24/2009 | 493.00 | 715.00 | -222.00 |
| 15. AT&T INC | 12/18/2006 | 09/21/2009 | 400.00 | 536.00 | -136.00 |
| 145. AT&T INC | 12/18/2006 | 12/08/2009 | 4,014.00 | 5,181.00 | -1,167.00 |
| 10000. ABBOTT LABS NTS 5.15% DTD 11/09/2007 DUE 11 | 11/13/2007 | 06/24/2009 | 10,847.00 | 10,087.00 | 760.00 |
| 5. ABBOTT LABS | 01/03/2007 | 06/24/2009 | 233.00 | 245.00 | -12.00 |
| 5. ABBOTT LABS | 01/03/2007 | 09/21/2009 | 231.00 | 245.00 | -14.00 |
| 50. ADVANCE AUTO PTS INC COM | 01/03/2007 | 03/03/2009 | 1,893.00 | 1,791.00 | 102.00 |
| 5. ADVANCE AUTO PTS INC COM | 01/03/2007 | 06/24/2009 | 205.00 | 179.00 | 26.00 |
| 5. ADVANCE AUTO PTS INC COM | 12/18/2006 | 09/21/2009 | 198.00 | 178.00 | 20.00 |
| 85. AETNA INC-NEW | VAR | 01/28/2009 | 2,856.00 | 3,699.00 | -843.00 |
| 20. AETNA INC-NEW | VAR | 06/24/2009 | 492.00 | 865.00 | -373.00 |
| 15. AETNA INC-NEW | 12/18/2006 | 09/21/2009 | 461.00 | 649.00 | -188.00 |
| 10. BANK OF AMERICA CORP | 12/18/2006 | 06/24/2009 | 123.00 | 537.00 | -414.00 |
| 10. BANK OF AMERICA CORP | 12/18/2006 | 09/21/2009 | 172.00 | 537.00 | -365.00 |
| 20. BANK NEW YORK MELLON CORP COM | 04/13/2007 | 06/24/2009 | 576.00 | 861.00 | -285.00 |
| 20. BANK NEW YORK MELLON CORP COM | 04/13/2007 | 09/21/2009 | 589.00 | 861.00 | -272.00 |
| 15. CVS CORPORATION | 12/21/2007 | 06/24/2009 | 464.00 | 594.00 | -130.00 |
| 25. CVS CORPORATION | 12/21/2007 | 09/21/2009 | 898.00 | 990.00 | -92.00 |
| 165. CVS CORPORATION | VAR | 11/23/2009 | 5,270.00 | 6,533.00 | -1,263.00 |
| 170. CHESAPEAKE ENERGY CORP COM | 12/22/2006 | 03/19/2009 | 3,115.00 | 5,098.00 | -1,983.00 |
| 25. CISCO SYSTEMS INC | 09/16/2008 | 09/21/2009 | 587.00 | 560.00 | 27.00 |
| 15. COMCAST CORP CL A | 11/29/2007 | 06/24/2009 | 207.00 | 303.00 | -96.00 |
| 15. COMCAST CORP CL A | 11/29/2007 | 09/21/2009 | 256.00 | 303.00 | -47.00 |
| 50. DANAHER CORP | 03/10/2008 | 06/08/2009 | 3,150.00 | 3,514.00 | -364.00 |
| 5. DANAHER CORP | 03/10/2008 | 06/24/2009 | 302.00 | 351.00 | -49.00 |

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

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

GUSTAPHER FOUNDATION

58-1828387

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 60. DARDEN RESTAURANTS INC | VAR | 03/18/2009 | 2,093.00 | 1,357.00 | 736.00 |
| 10. DARDEN RESTAURANTS INC | 01/18/2008 | 06/24/2009 | 322.00 | 222.00 | 100.00 |
| 5. DARDEN RESTAURANTS INC | 08/26/2008 | 09/21/2009 | 183.00 | 140.00 | 43.00 |
| 5. DEVON ENERGY CORPORATION NEW | 12/18/2006 | 06/24/2009 | 279.00 | 345.00 | -66.00 |
| 6172.458 DODGE & COX INTERNATIONAL STOCK FUND | VAR | 05/14/2009 | 146,904.00 | 194,732.00 | -47,828.00 |
| 10. EQT CORP COM | 02/27/2007 | 06/24/2009 | 336.00 | 435.00 | -99.00 |
| 5. EQT CORP COM | 02/27/2007 | 09/21/2009 | 205.00 | 218.00 | -13.00 |
| 10. EXELON CORPORATION | 12/18/2006 | 06/24/2009 | 498.00 | 619.00 | -121.00 |
| 5. EXELON CORPORATION | 09/19/2008 | 09/21/2009 | 253.00 | 333.00 | -80.00 |
| 95. EXELON CORPORATION | VAR | 12/16/2009 | 4,783.00 | 5,976.00 | -1,193.00 |
| 5. EXPRESS SCRIPTS INC- CL A | 12/18/2006 | 06/24/2009 | 332.00 | 172.00 | 160.00 |
| 5. EXPRESS SCRIPTS INC- CL A | 12/18/2006 | 09/21/2009 | 397.00 | 172.00 | 225.00 |
| 60. FPL GROUP INC. | 01/23/2008 | 03/03/2009 | 2,619.00 | 3,703.00 | -1,084.00 |
| 5. FPL GROUP INC. | 01/23/2008 | 06/24/2009 | 286.00 | 309.00 | -23.00 |
| 5. FPL GROUP INC. | 01/23/2008 | 09/21/2009 | 273.00 | 309.00 | -36.00 |
| 40000. FEDERAL NATL MTG ASSN NTS 7.125% DTD 06/09/2 | VAR | 09/23/2009 | 41,929.00 | 45,902.00 | -3,973.00 |
| 10. FISERV INC | 02/27/2007 | 06/24/2009 | 449.00 | 536.00 | -87.00 |
| 5. FISERV INC | 02/27/2007 | 09/21/2009 | 248.00 | 268.00 | -20.00 |
| 5. GENERAL DYNAMICS CORPORATION | 01/03/2007 | 06/24/2009 | 274.00 | 376.00 | -102.00 |
| 25. GENERAL ELECTRIC CO | 12/18/2006 | 06/24/2009 | 293.00 | 947.00 | -654.00 |
| 35. GENERAL ELECTRIC CO | 12/18/2006 | 09/21/2009 | 572.00 | 1,325.00 | -753.00 |
| 65. HEWLETT PACKARD CO | 02/21/2007 | 02/18/2009 | 2,198.00 | 2,701.00 | -503.00 |
| 10. HEWLETT PACKARD CO | 02/21/2007 | 06/24/2009 | 371.00 | 416.00 | -45.00 |
| 10. HEWLETT PACKARD CO | 01/03/2007 | 09/21/2009 | 461.00 | 412.00 | 49.00 |
| 45. INTERNATIONAL BUSINESS MACHINES | VAR | 03/10/2009 | 3,828.00 | 4,503.00 | -675.00 |

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

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

GUSTAPHER FOUNDATION

58-1828387

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 5. INTERNATIONAL BUSINESS MACHINES | 12/18/2006 | 06/24/2009 | 521.00 | 479.00 | 42.00 |
| 85. JP MORGAN CHASE & CO | VAR | 03/05/2009 | 1,500.00 | 3,991.00 | -2,491.00 |
| 25. JP MORGAN CHASE & CO | 08/27/2007 | 06/24/2009 | 835.00 | 1,132.00 | -297.00 |
| 10. JP MORGAN CHASE & CO | 08/27/2007 | 09/21/2009 | 443.00 | 453.00 | -10.00 |
| 10. LIBERTY GLOBAL INC COM SER A | 01/11/2007 | 06/24/2009 | 152.00 | 305.00 | -153.00 |
| 5. LIBERTY GLOBAL INC COM SER A | 01/11/2007 | 09/21/2009 | 121.00 | 153.00 | -32.00 |
| 15. LOWE'S COMPANIES | 12/18/2006 | 06/24/2009 | 271.00 | 472.00 | -201.00 |
| 5. LOWE'S COMPANIES | 12/18/2006 | 09/21/2009 | 108.00 | 157.00 | -49.00 |
| 70. MSCI INC CL A | 10/17/2008 | 11/06/2009 | 2,263.00 | 1,336.00 | 927.00 |
| 29. MSCI INC CL A | 10/17/2008 | 11/10/2009 | 947.00 | 554.00 | 393.00 |
| 49. MSCI INC CL A | VAR | 11/11/2009 | 1,603.00 | 807.00 | 796.00 |
| 79. MSCI INC CL A | VAR | 12/04/2009 | 2,560.00 | 1,189.00 | 1,371.00 |
| 20. MC GRAW HILL COMPANIES INC (THE) | 04/29/2008 | 06/24/2009 | 586.00 | 799.00 | -213.00 |
| 152. MC GRAW HILL COMPANIES INC (THE) | VAR | 09/17/2009 | 4,242.00 | 5,914.00 | -1,672.00 |
| 5. MC GRAW HILL COMPANIES INC (THE) | 09/19/2008 | 09/21/2009 | 130.00 | 205.00 | -75.00 |
| 213. MC GRAW HILL COMPANIES INC (THE) | VAR | 10/22/2009 | 6,467.00 | 6,849.00 | -382.00 |
| 20. MICROSOFT CORP | 01/03/2007 | 06/24/2009 | 470.00 | 600.00 | -130.00 |
| 170. MICROSOFT CORP | 12/18/2006 | 07/20/2009 | 4,113.00 | 5,100.00 | -987.00 |
| 5. MICROSOFT CORP | 12/18/2006 | 09/21/2009 | 126.00 | 150.00 | -24.00 |
| 190. MICROSOFT CORP | VAR | 10/20/2009 | 4,970.00 | 5,577.00 | -607.00 |
| 20. NALCO HLDG CO COM | VAR | 06/24/2009 | 318.00 | 446.00 | -128.00 |
| 20. NALCO HLDG CO COM | 12/18/2006 | 09/21/2009 | 402.00 | 415.00 | -13.00 |
| 5. NIKE INC CLASS B | 12/18/2006 | 06/24/2009 | 266.00 | 243.00 | 23.00 |
| 5. NORFOLK SOUTHERN CORP | 02/27/2007 | 06/24/2009 | 186.00 | 243.00 | -57.00 |
| 10. ONEOK INC NEW COM | 03/07/2008 | 06/24/2009 | 280.00 | 473.00 | -193.00 |

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

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

GUSTAPHER FOUNDATION

58-1828387

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 80. ONEOK INC NEW COM | VAR | 08/25/2009 | 2,871.00 | 3,769.00 | -898.00 |
| 5. ONEOK INC NEW COM | 03/10/2008 | 09/21/2009 | 180.00 | 235.00 | -55.00 |
| 91. ONEOK INC NEW COM | VAR | 11/18/2009 | 3,611.00 | 3,358.00 | 253.00 |
| 49. ONEOK INC NEW COM | VAR | 11/19/2009 | 1,914.00 | 1,420.00 | 494.00 |
| 125. ORACLE SYSTEMS CORP | 12/18/2006 | 02/18/2009 | 2,151.00 | 2,257.00 | -106.00 |
| 15. ORACLE SYSTEMS CORP | 12/18/2006 | 06/24/2009 | 318.00 | 271.00 | 47.00 |
| 10. ORACLE SYSTEMS CORP | 12/18/2006 | 09/21/2009 | 217.00 | 181.00 | 36.00 |
| 5. PACTIV CORPORATION | 04/28/2008 | 06/24/2009 | 103.00 | 119.00 | -16.00 |
| 155. PACTIV CORPORATION | 04/28/2008 | 07/22/2009 | 3,813.00 | 3,698.00 | 115.00 |
| 15. PEPSICO INC | 05/12/2008 | 06/24/2009 | 792.00 | 1,010.00 | -218.00 |
| 10. PEPSICO INC | 05/12/2008 | 09/21/2009 | 590.00 | 673.00 | -83.00 |
| .975 PFIZER INC | 10/08/2008 | 10/29/2009 | 17.00 | 17.00 | |
| 275. PFIZER INC | VAR | 12/22/2009 | 5,114.00 | 4,643.00 | 471.00 |
| 5. PRAXAIR INC | 12/18/2006 | 06/24/2009 | 347.00 | 312.00 | 35.00 |
| 5. PRAXAIR INC | 12/18/2006 | 09/21/2009 | 403.00 | 312.00 | 91.00 |
| 10. PROCTER & GAMBLE | 12/18/2006 | 06/24/2009 | 502.00 | 642.00 | -140.00 |
| 5. PROCTER & GAMBLE | 12/18/2006 | 09/21/2009 | 285.00 | 321.00 | -36.00 |
| 85. TARGET CORP | 11/09/2007 | 04/09/2009 | 3,356.00 | 4,821.00 | -1,465.00 |
| 10. TARGET CORP | 11/09/2007 | 06/24/2009 | 387.00 | 567.00 | -180.00 |
| 5. TARGET CORP | 11/09/2007 | 09/21/2009 | 242.00 | 284.00 | -42.00 |
| 25000. US TREASURY NOTE 4.000% DTD 06/15/04 DUE 06/ | 10/21/2004 | 03/24/2009 | 25,210.00 | 25,879.00 | -669.00 |
| 95. UNITED TECHNOLOGIES CORP | VAR | 01/22/2009 | 4,555.00 | 6,183.00 | -1,628.00 |
| 5. UNITED TECHNOLOGIES CORP | 01/03/2007 | 06/24/2009 | 256.00 | 315.00 | -59.00 |
| 5. UNITED TECHNOLOGIES CORP | 01/03/2007 | 09/21/2009 | 312.00 | 315.00 | -3.00 |
| 35. VF CORP | VAR | 03/02/2009 | 1,774.00 | 2,880.00 | -1,106.00 |

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

Schedule D-1 (Form 1041) 2009

FEDERAL CAPITAL GAIN DIVIDENDS

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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

| | |
|--------------------------------|--------|
| VENTAS INC COM | 27.00 |
| CLASS ACTION PROCEEDS RECEIVED | 359.00 |

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS 386.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS 386.00

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