Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
31-447092457105 COURTNEY KNIGHT GAINES FOUNDATION

A Employer identification number
58-2398209

Number and street (or P.O. box number if mail is not delivered to street address) | Room/suite
PO BOX 16024

B Telephone number (see page 10 of the instructions)
( ) -

City or town, state, and ZIP code
SAVANNAH, GA 31416

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 8,271,336.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	900.			
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	169,723.	173,874.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-395,334.			
	b Gross sales price for all assets on line 6a 3,007,654.				
	7 Capital gain net income (from Part IV, line 2)		NONE		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	3,332.			STMT 2
	12 **Total.** Add lines 1 through 11	-221,379.	173,874.		
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) STMT 3	807.	NONE	NONE	807.
	c Other professional fees (attach schedule) STMT 4	49,584.	24,792.		24,792.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 5	3,980.	2,243.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 6	904.	273.		631.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	55,275.	27,308.	NONE	26,230.
	25 Contributions, gifts, grants paid	263,000.			263,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	318,275.	27,308.	NONE	289,230.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-539,654.			
	b **Net investment income** (if negative, enter -0-)		146,566.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

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

		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	281,751.	438,838.	438,838.
	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)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) STMT 7	7,581,217.	6,850,560.	7,832,498.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	7,862,968.	7,289,398.	8,271,336.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds	7,827,811.	7,266,152.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	35,157.	23,246.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	7,862,968.	7,289,398.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,862,968.	7,289,398.	

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	7,862,968.
2	Enter amount from Part I, line 27a	2	-539,654.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	7,814.
4	Add lines 1, 2, and 3	4	7,331,128.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	41,730.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,289,398.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

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

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	-395,568.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col. (c))
2008	464,218.	8,705,385.	0.05332538423
2007	511,219.	10,366,212.	0.04931589283
2006	724,115.	9,994,970.	0.07244794131
2005	487,978.	9,689,154.	0.05036332377
2004	447,570.	9,548,013.	0.04687572168

2 **Total** of line 1, column (d)	2	0.27232826382
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	0.05446565276
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,160,382.
5 Multiply line 4 by line 3	5	389,995.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,466.
7 Add lines 5 and 6	7	391,461.
8 Enter qualifying distributions from Part XII, line 4	8	289,230.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	2,931.
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	2,931.
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	2,931.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 4,164.		
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	4,164.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1,233.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax ▶** 1,233. **Refunded ▶**	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ COURTNEY KNIGHT GAINES Telephone no ▶ (912)233-9700

Located at ▶ PO BOX 16024, SAVANNAH, GA ZIP + 4 ▶ 31416

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? . . . . . . 5b N/A

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ [ ]

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

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

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

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 11		-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
SEE STATEMENT 13		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
SEE STATEMENT 14		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 N/A	
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 N/A	
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	6,718,770.
b	Average of monthly cash balances	1b	550,653.
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	7,269,423.
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	7,269,423.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	109,041.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,160,382.
6	**Minimum investment return.** Enter 5% of line 5	6	358,019.

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	358,019.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,931.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,931.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	355,088.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	355,088.
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	355,088.

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	289,230.
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	289,230.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	289,230.

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				355,088.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			NONE	
b Total for prior years. 20 07 ,20___,20___		NONE		
3 Excess distributions carryover, if any, to 2009:				
a From 2004 . . . NONE				
b From 2005 . . . 13,182.				
c From 2006 . . . 232,862.				
d From 2007 . . . 4,566.				
e From 2008 . . . 33,113.				
f Total of lines 3a through e	283,723.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 289,230.				
a Applied to 2008, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				289,230.
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).)	65,858.			65,858.
6 **Enter the net total of each column as indicated below:**				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	217,865.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	217,865.			
10 Analysis of line 9:				
a Excess from 2005 . . . NONE				
b Excess from 2006 . . . 180,186.				
c Excess from 2007 . . . 4,566.				
d Excess from 2008 . . . 33,113.				
e Excess from 2009 . . . NONE				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

SEE ATTACHED DETAIL

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.

SEE ATTACHED DETAIL

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				
Total ▶ **3a**				263,000.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	169,723.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-395,334.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b 2008 FED REFUND			01	3,332.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-222,279.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 -222,279.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

▶ [signature] | 5/14/10 | ▶ Treasurer

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature]	Date 05/07/2010	Check if self-employed ▶ ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code ▶	KPMG LLP P.O. BOX 6768 PROVIDENCE, RI 02940	EIN ▶ 13-5565207	Phone no 800-770-8444

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					638.	
		.65 BANK OF AMERICA CORP PROPERTY TYPE: SECURITIES					04/07/2008	01/08/2009
9.00		36.00					-27.00	
		33000. MORGAN STANLEY 4.000% 1/15 PROPERTY TYPE: SECURITIES					12/22/2005	01/08/2009
32,505.00		32,490.00					15.00	
		5000. TIME WARNER INC NT 6.875% 5/01/ PROPERTY TYPE: SECURITIES					05/02/2007	01/13/2009
4,991.00		5,328.00					-337.00	
		5000. BP CAPITAL MARKETS 5.250% 11/07/ PROPERTY TYPE: SECURITIES					11/19/2008	01/13/2009
5,353.00		5,040.00					313.00	
		10000. BANK OF AMERICA CORP 3.125% 6/15 PROPERTY TYPE: SECURITIES					12/05/2008	01/13/2009
10,384.00		10,082.00					302.00	
		10000. BANKAMERICA CORP 5.875% 2/15 PROPERTY TYPE: SECURITIES					07/20/2007	01/13/2009
10,011.00		10,088.00					-77.00	
		15000. COMCAST CORP NEW 5.300% 1/15 PROPERTY TYPE: SECURITIES					08/26/2004	01/13/2009
14,619.00		14,916.00					-297.00	
		5000. CONOCO FUNDING 6.350% 10/15/ PROPERTY TYPE: SECURITIES					05/02/2007	01/13/2009
5,363.00		5,256.00					107.00	
		12000. CREDIT SUISSE FIRST 5.500% 8/15 PROPERTY TYPE: SECURITIES					12/18/2008	01/13/2009
12,153.00		11,984.00					169.00	
		10000. DISNEY WALT CO NEW 6.375% 3/01 PROPERTY TYPE: SECURITIES					05/25/2007	01/13/2009
10,708.00		10,451.00					257.00	

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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)	
		9611.17 FHLMCG POOL #G13255 5.000% 7/0					09/19/2008	01/13/2009
		PROPERTY TYPE: SECURITIES						
9,839.00		9,652.00					187.00	
		40000. FED NATL MTG ASSN 6.000% 5/15					06/12/2007	01/13/2009
		PROPERTY TYPE: SECURITIES						
43,979.00		40,801.00					3,178.00	
		95000. FED NATL MTG ASSN 5.375% 11/15					05/21/2007	01/13/2009
		PROPERTY TYPE: SECURITIES						
104,493.00		96,372.00					8,121.00	
		40000. FED NATL MTG ASSN 5.250% 9/15					12/28/2006	01/13/2009
		PROPERTY TYPE: SECURITIES						
45,756.00		40,722.00					5,034.00	
		7611.37 FNMA POOL # 255273 4.500% 5/0					02/10/2005	01/13/2009
		PROPERTY TYPE: SECURITIES						
7,745.00		7,638.00					107.00	
		18000. GEN ELEC CAP CORP 6.125% 2/22					10/10/2007	01/13/2009
		PROPERTY TYPE: SECURITIES						
18,744.00		19,467.00					-723.00	
		10000. GOLDMAN SACHS GROUP 4.500% 6/15					06/01/2007	01/13/2009
		PROPERTY TYPE: SECURITIES						
9,954.00		9,868.00					86.00	
		20000. J P MORGAN CHASE & 5.750% 1/02					06/21/2007	01/13/2009
		PROPERTY TYPE: SECURITIES						
20,436.00		19,955.00					481.00	
		5000. PEPSICO INC 7.900% 11/01/					11/19/2008	01/13/2009
		PROPERTY TYPE: SECURITIES						
6,214.00		5,506.00					708.00	
		12000. UNITED MEXICAN STS 6.625% 3/03					05/25/2007	01/13/2009
		PROPERTY TYPE: SECURITIES						
12,697.00		12,894.00					-197.00	
		10000. U.S. TREASURY NOTES 4.000% 11/15					12/07/2007	01/13/2009
		PROPERTY TYPE: SECURITIES						
11,130.00		10,261.00					869.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20000. U.S. T NTS INFL INDX 2.000% 7/15 PROPERTY TYPE: SECURITIES					01/04/2008	01/13/2009
22,344.00		23,264.00					-920.00	
		15000. U S TREASURY NOTES 4.875% 8/15 PROPERTY TYPE: SECURITIES					04/03/2008	01/13/2009
17,904.00		16,607.00					1,297.00	
		5000. U S T NTS INFL INDX 1.625% 1/15/ PROPERTY TYPE: SECURITIES					11/05/2008	01/13/2009
4,989.00		4,718.00					271.00	
		15000. VERIZON GLOBAL FDG 4.375% 6/01 PROPERTY TYPE: SECURITIES					06/21/2007	01/13/2009
14,784.00		14,204.00					580.00	
		15000. WACHOVIA CORP NEW 5.250% 8/01 PROPERTY TYPE: SECURITIES					06/01/2007	01/13/2009
14,636.00		14,689.00					-53.00	
		18000. WAL-MART STORES NTS 4.550% 5/01 PROPERTY TYPE: SECURITIES					08/14/2003	01/13/2009
19,202.00		17,527.00					1,675.00	
		5000. WELLS FARGO & CO 4.950% 10/16/ PROPERTY TYPE: SECURITIES					04/10/2008	01/13/2009
4,972.00		5,109.00					-137.00	
		5000. WYETH 5.500% 2/01/ PROPERTY TYPE: SECURITIES					05/25/2007	01/13/2009
5,236.00		4,995.00					241.00	
		750. CONTINENTAL AIRLS INC CL B PROPERTY TYPE: SECURITIES					10/08/2008	01/15/2009
12,801.00		8,362.00					4,439.00	
		160. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					04/14/2008	01/15/2009
11,988.00		14,330.00					-2,342.00	
		332.16 FHLMCG POOL #G13248 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/11/2008	01/15/2009
332.00		335.00					-3.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		449.73 FHLMCG POOL #G13255 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/19/2008	01/15/2009
450.00		452.00					-2.00	
		20000. WELLS FARGO & CO 4.950% 10/16 PROPERTY TYPE: SECURITIES					04/10/2008	01/16/2009
19,756.00		20,437.00					-681.00	
		53279.56 FNMA POOL # 255273 4.500% 5/ PROPERTY TYPE: SECURITIES					12/19/2006	01/21/2009
54,570.00		53,417.00					1,153.00	
		1000. DISCOVER FINL SVCS PROPERTY TYPE: SECURITIES					04/10/2008	01/22/2009
7,521.00		17,817.00					-10,296.00	
		243. BANK OF IRELAND-SPONS ADR PROPERTY TYPE: SECURITIES					10/21/2008	01/22/2009
416.00		7,194.00					-6,778.00	
		200. BANK OF IRELAND-SPONS ADR PROPERTY TYPE: SECURITIES					11/05/1998	01/22/2009
343.00		7,600.00					-7,257.00	
		257. BANK OF IRELAND-SPONS ADR PROPERTY TYPE: SECURITIES					10/21/2008	01/23/2009
494.00		2,553.00					-2,059.00	
		34.11 FNMA POOL # 255273 4.500% 5/01/ PROPERTY TYPE: SECURITIES					12/19/2006	01/25/2009
819.00		819.00						
		853.33 FNMA POOL #980042 5.500% 7/01 PROPERTY TYPE: SECURITIES					08/15/2008	01/25/2009
853.00		858.00					-5.00	
		1444. DELL INC PROPERTY TYPE: SECURITIES					01/29/2007	01/29/2009
14,616.00		34,628.00					-20,012.00	
		223. DELL INC PROPERTY TYPE: SECURITIES					04/08/2008	01/30/2009
2,167.00		4,261.00					-2,094.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		656. DELL INC PROPERTY TYPE: SECURITIES					01/29/2007	01/30/2009
6,376.00		15,698.00					-9,322.00	
		410. GENENTECH INC PROPERTY TYPE: SECURITIES					08/20/2002	01/30/2009
33,256.00		7,180.00					26,076.00	
		677. DELL INC PROPERTY TYPE: SECURITIES					04/08/2008	02/02/2009
6,284.00		12,936.00					-6,652.00	
		52000. U.S. TREASURY NOTES 3.375% 9/15 PROPERTY TYPE: SECURITIES					02/05/2007	02/11/2009
52,880.00		51,260.00					1,620.00	
		20000. BANKAMERICA CORP 5.875% 2/15 PROPERTY TYPE: SECURITIES					07/20/2007	02/15/2009
20,000.00		20,175.00					-175.00	
		751.55 FHLMCG POOL #G13248 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/11/2008	02/15/2009
752.00		758.00					-6.00	
		720.35 FHLMCG POOL #G13255 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/19/2008	02/15/2009
720.00		723.00					-3.00	
		700. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					10/01/1998	02/19/2009
10,640.00		8,750.00					1,890.00	
		3600. TIME WARNER INC NEW PROPERTY TYPE: SECURITIES					01/19/2006	02/19/2009
27,683.00		88,000.00					-60,317.00	
		.65 FNMA POOL # 255273 4.500% 5/01/19 PROPERTY TYPE: SECURITIES					12/19/2006	02/25/2009
1.00		1.00						
		910.41 FNMA POOL #980042 5.500% 7/01 PROPERTY TYPE: SECURITIES					08/15/2008	02/25/2009
910.00		916.00					-6.00	

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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)	
		400. WYETH PROPERTY TYPE: SECURITIES					11/20/2008	03/02/2009
16,264.00		13,298.00					2,966.00	
		600. AMAZON COM INC PROPERTY TYPE: SECURITIES					06/08/2006	03/06/2009
36,968.00		19,495.00					17,473.00	
		74000. FED NATL MTG ASSN 5.375% 11/15 PROPERTY TYPE: SECURITIES					01/26/2007	03/06/2009
80,781.00		74,907.00					5,874.00	
		200. GENENTECH INC PROPERTY TYPE: SECURITIES					08/28/2002	03/06/2009
17,932.00		3,345.00					14,587.00	
		42651.29 FNMA POOL #980042 5.500% 7/ PROPERTY TYPE: SECURITIES					08/15/2008	03/10/2009
44,277.00		42,905.00					1,372.00	
		330. ROYAL DUTCH SHELL PLC SPD ADR PROPERTY TYPE: SECURITIES					11/19/1998	03/13/2009
14,923.00		15,448.00					-525.00	
		964.43 FHLMCG POOL #G13248 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/11/2008	03/15/2009
964.00		973.00					-9.00	
		1184.18 FHLMCG POOL #G13255 5.000% 7/0 PROPERTY TYPE: SECURITIES					09/19/2008	03/15/2009
1,184.00		1,189.00					-5.00	
		70. NORTEL NETWORKS CP PROPERTY TYPE: SECURITIES					12/31/2008	03/23/2009
6.00							6.00	
		1352.9 FNMA POOL #980042 5.500% 7/01 PROPERTY TYPE: SECURITIES					08/15/2008	03/25/2009
1,353.00		1,353.00						
		690. GENENTECH INC PROPERTY TYPE: SECURITIES					08/28/2002	03/27/2009
65,550.00		11,406.00					54,144.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		72.9167 HSBC HOLDINGS PLC 3/3					03/20/2009	04/08/2009
		PROPERTY TYPE: SECURITIES						
612.00		977.00					-365.00	
		.3356 TIME WARNER INC					01/19/2006	04/08/2009
		PROPERTY TYPE: SECURITIES						
7.00		13.00					-6.00	
		.478 TIME WARNER CABLE W/I					01/19/2006	04/08/2009
		PROPERTY TYPE: SECURITIES						
13.00		25.00					-12.00	
		20000. UNITED MEXICAN STS 6.625% 3/03					05/25/2007	04/14/2009
		PROPERTY TYPE: SECURITIES						
21,832.00		21,490.00					342.00	
		3110. BANK OF AMERICA CORP					04/07/2008	04/15/2009
		PROPERTY TYPE: SECURITIES						
30,797.00		143,665.00					-112868.00	
		1017.76 FHLMCG POOL #G13248 5.000% 7/0					09/11/2008	04/15/2009
		PROPERTY TYPE: SECURITIES						
1,018.00		1,026.00					-8.00	
		1045.06 FHLMCG POOL #G13255 5.000% 7/0					09/19/2008	04/15/2009
		PROPERTY TYPE: SECURITIES						
1,045.00		1,049.00					-4.00	
		810. BANK OF AMERICA CORP					01/24/2003	04/16/2009
		PROPERTY TYPE: SECURITIES						
8,534.00		19,094.00					-10,560.00	
		284. TIME WARNER CABLE W/I					01/19/2006	04/16/2009
		PROPERTY TYPE: SECURITIES						
8,182.00		10,084.00					-1,902.00	
		30000. WAL-MART STORES NTS 4.550% 5/01					08/14/2003	04/21/2009
		PROPERTY TYPE: SECURITIES						
31,835.00		29,233.00					2,602.00	
		665.55 FNMA POOL #735057 4.500% 1/01					03/10/2009	04/25/2009
		PROPERTY TYPE: SECURITIES						
666.00		686.00					-20.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		500. AT&T INC PROPERTY TYPE: SECURITIES					10/29/2008	04/28/2009
12,887.00		13,513.00					-626.00	
		650. AT&T INC PROPERTY TYPE: SECURITIES					10/21/2008	05/06/2009
17,268.00		17,077.00					191.00	
		160. EXXON MOBIL CORP PROPERTY TYPE: SECURITIES					04/14/2008	05/06/2009
10,943.00		14,330.00					-3,387.00	
		650. AT&T INC PROPERTY TYPE: SECURITIES					10/21/2008	05/07/2009
16,627.00		17,077.00					-450.00	
		380. KOHLS CORP PROPERTY TYPE: SECURITIES					04/10/2008	05/12/2009
16,569.00		16,648.00					-79.00	
		250. ALCOA INC PROPERTY TYPE: SECURITIES					04/15/2008	05/14/2009
2,200.00		8,667.00					-6,467.00	
		100. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					03/13/2009	05/14/2009
2,466.00		1,274.00					1,192.00	
		400. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					03/13/2009	05/14/2009
9,873.00		5,048.00					4,825.00	
		200. BIOGEN IDEC INC PROPERTY TYPE: SECURITIES					10/05/2005	05/14/2009
9,823.00		7,802.00					2,021.00	
		200. DELL INC PROPERTY TYPE: SECURITIES					04/08/2008	05/14/2009
2,194.00		3,822.00					-1,628.00	
		500. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					07/23/1999	05/14/2009
6,546.00		19,208.00					-12,662.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		175. J. P . MORGAN CHASE & CO F/K/A PROPERTY TYPE: SECURITIES					09/29/2008	05/14/2009
6,150.00		8,114.00					-1,964.00	
		800. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					12/07/2005	05/14/2009
4,250.00		14,058.00					-9,808.00	
		100. WELLS FARGO & COMPANY (NEW) PROPERTY TYPE: SECURITIES					11/14/2008	05/14/2009
2,542.00		2,853.00					-311.00	
		500. WEATHERFORD INT LTD COM USD1.00 PROPERTY TYPE: SECURITIES					07/03/2003	05/14/2009
9,220.00		5,229.00					3,991.00	
		1033.89 FHLMCG POOL #G13248 5.000% 7/0 PROPERTY TYPE: SECURITIES					09/11/2008	05/15/2009
1,034.00		1,043.00					-9.00	
		992.67 FHLMCG POOL #G13255 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/19/2008	05/15/2009
993.00		997.00					-4.00	
		34000. J P MORGAN CHASE & 5.750% 1/02 PROPERTY TYPE: SECURITIES					06/21/2007	05/19/2009
34,668.00		33,924.00					744.00	
		561.2 FNMA POOL #735057 4.500% 1/01/ PROPERTY TYPE: SECURITIES					03/10/2009	05/25/2009
561.00		579.00					-18.00	
		500. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					04/10/2008	05/26/2009
7,386.00		10,092.00					-2,706.00	
		150. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					04/04/2008	05/26/2009
20,907.00		26,362.00					-5,455.00	
		1000. NABORS INDUSTRIES LTD SHS PROPERTY TYPE: SECURITIES					09/09/2008	05/26/2009
17,192.00		34,948.00					-17,756.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1300. HOME DEPOT INC PROPERTY TYPE: SECURITIES					07/06/2006	05/28/2009
29,453.00		46,220.00					-16,767.00	
		25000. MORGAN STANLEY 5.300% 3/01 PROPERTY TYPE: SECURITIES					01/08/2009	05/29/2009
25,056.00		23,293.00					1,763.00	
		300. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					04/10/2008	06/01/2009
4,187.00		6,055.00					-1,868.00	
		600. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					04/10/2008	06/01/2009
8,374.00		12,110.00					-3,736.00	
		250. ALCOA INC PROPERTY TYPE: SECURITIES					04/15/2008	06/02/2009
2,615.00		8,667.00					-6,052.00	
		500. BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES					04/08/2008	06/02/2009
5,010.00		6,805.00					-1,795.00	
		2600. COMCAST CORP NEW CL A PROPERTY TYPE: SECURITIES					04/10/2008	06/02/2009
37,239.00		52,477.00					-15,238.00	
		300. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					09/01/2004	06/02/2009
1,900.00		5,128.00					-3,228.00	
		500. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					04/22/2008	06/02/2009
7,596.00		7,854.00					-258.00	
		200. LIBERTY MEDIA CORP NEW ENT COM SER PROPERTY TYPE: SECURITIES					12/07/2005	06/02/2009
4,948.00		2,895.00					2,053.00	
		2750. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					04/08/2008	06/02/2009
24,008.00		61,374.00					-37,366.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. CONOCOPHILLIPS PROPERTY TYPE: SECURITIES					04/14/2008	06/10/2009
4,580.00		8,016.00					-3,436.00	
		1700. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					04/14/2008	06/10/2009
11,333.00		11,333.00						
		250. DU PONT E I DE NEMOURS & CO. PROPERTY TYPE: SECURITIES					06/27/2006	06/11/2009
6,811.00		10,248.00					-3,437.00	
		975.75 FHLMCG POOL #G13248 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/11/2008	06/15/2009
976.00		984.00					-8.00	
		1288.33 FHLMCG POOL #G13255 5.000% 7/0 PROPERTY TYPE: SECURITIES					09/19/2008	06/15/2009
1,288.00		1,294.00					-6.00	
		650. DU PONT E I DE NEMOURS & CO. PROPERTY TYPE: SECURITIES					07/20/2006	06/16/2009
16,445.00		26,467.00					-10,022.00	
		206. SK TELECOM CO LTD-ADR PROPERTY TYPE: SECURITIES					06/03/2008	06/18/2009
3,162.00		4,569.00					-1,407.00	
		794. SK TELECOM CO LTD-ADR PROPERTY TYPE: SECURITIES					06/03/2008	06/19/2009
12,188.00		11,012.00					1,176.00	
		537.72 FNMA POOL #735057 4.500% 1/01 PROPERTY TYPE: SECURITIES					03/10/2009	06/25/2009
538.00		554.00					-16.00	
		28000. TIME WARNER INC NT 6.875% 5/01 PROPERTY TYPE: SECURITIES					10/10/2007	06/30/2009
29,906.00		29,694.00					212.00	
		29000. WACHOVIA CORP NEW 5.250% 8/01 PROPERTY TYPE: SECURITIES					06/01/2007	07/08/2009
28,779.00		28,596.00					183.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2195. PFIZER INC. PROPERTY TYPE: SECURITIES					06/01/2004	07/09/2009
31,388.00		78,738.00					-47,350.00	
		955. PFIZER INC. PROPERTY TYPE: SECURITIES					01/06/2003	07/10/2009
13,568.00		28,340.00					-14,772.00	
		939.82 FHLMCG POOL #G13248 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/11/2008	07/15/2009
940.00		948.00					-8.00	
		1235.95 FHLMCG POOL #G13255 5.000% 7/0 PROPERTY TYPE: SECURITIES					09/19/2008	07/15/2009
1,236.00		1,241.00					-5.00	
		1400. SMITHFIELD FOODS INC COM PROPERTY TYPE: SECURITIES					04/11/2008	07/17/2009
18,768.00		35,421.00					-16,653.00	
		45000. FEDL NATL MTG ASSN 2.000% 4/01 PROPERTY TYPE: SECURITIES					03/06/2009	07/21/2009
45,396.00		44,978.00					418.00	
		597.6 FNMA POOL #735057 4.500% 1/01/ PROPERTY TYPE: SECURITIES					03/10/2009	07/25/2009
598.00		616.00					-18.00	
		150. ALCOA INC PROPERTY TYPE: SECURITIES					09/02/2008	08/03/2009
1,896.00		4,564.00					-2,668.00	
		100. ALCOA INC PROPERTY TYPE: SECURITIES					04/15/2008	08/03/2009
1,264.00		3,467.00					-2,203.00	
		1000. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					04/08/2008	08/03/2009
12,313.00		21,343.00					-9,030.00	
		280. ARCH COAL INC PROPERTY TYPE: SECURITIES					11/20/2008	08/10/2009
5,105.00		7,583.00					-2,478.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		460. ARCH COAL INC PROPERTY TYPE: SECURITIES					04/14/2008	08/10/2009
8,387.00		24,614.00					-16,227.00	
		510. ARCH COAL INC PROPERTY TYPE: SECURITIES					11/20/2008	08/11/2009
8,849.00		5,751.00					3,098.00	
		1138. SMITHFIELD FOODS INC COM PROPERTY TYPE: SECURITIES					03/11/2009	08/12/2009
13,493.00		6,823.00					6,670.00	
		1000. SMITHFIELD FOODS INC COM PROPERTY TYPE: SECURITIES					04/11/2008	08/12/2009
11,857.00		25,300.00					-13,443.00	
		462. SMITHFIELD FOODS INC COM PROPERTY TYPE: SECURITIES					03/11/2009	08/13/2009
5,313.00		2,770.00					2,543.00	
		963.4 FHLMCG POOL #G13248 5.000% 7/01/ PROPERTY TYPE: SECURITIES					09/11/2008	08/15/2009
963.00		972.00					-9.00	
		1036.16 FHLMCG POOL #G13255 5.000% 7/0 PROPERTY TYPE: SECURITIES					09/19/2008	08/15/2009
1,036.00		1,041.00					-5.00	
		500. ALCOA INC PROPERTY TYPE: SECURITIES					09/02/2008	08/18/2009
6,477.00		15,214.00					-8,737.00	
		100. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					03/09/2009	08/18/2009
3,173.00		1,083.00					2,090.00	
		200. BED BATH & BEYOND INC COM PROPERTY TYPE: SECURITIES					11/08/2005	08/18/2009
6,890.00		8,428.00					-1,538.00	
		250. CIGNA CORP PROPERTY TYPE: SECURITIES					01/28/2009	08/18/2009
7,358.00		4,585.00					2,773.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		150. COACH INC PROPERTY TYPE: SECURITIES					04/15/2009	08/18/2009
4,226.00		2,686.00					1,540.00	
		400. DELL INC PROPERTY TYPE: SECURITIES					04/08/2008	08/18/2009
5,776.00		7,643.00					-1,867.00	
		250. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					11/10/2004	08/18/2009
5,390.00		5,067.00					323.00	
		125. FREEPORT MCMORAN COPPER & GOLD PROPERTY TYPE: SECURITIES					02/11/2009	08/18/2009
7,558.00		3,527.00					4,031.00	
		150. ING GROEP N.V. PROPERTY TYPE: SECURITIES					01/14/2008	08/18/2009
1,979.00		5,864.00					-3,885.00	
		300. LIBERTY GLOBAL INC COM SER A PROPERTY TYPE: SECURITIES					04/03/2006	08/18/2009
6,223.00		5,652.00					571.00	
		500. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					08/05/2004	08/18/2009
4,746.00		8,438.00					-3,692.00	
		250. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					04/22/2008	08/18/2009
4,025.00		3,927.00					98.00	
		360. TIDEWATER INC PROPERTY TYPE: SECURITIES					04/14/2008	08/18/2009
15,501.00		20,045.00					-4,544.00	
		1000. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					04/08/2008	08/18/2009
12,170.00		21,343.00					-9,173.00	
		250. WEATHERFORD INT LTD COM USD1.00 PROPERTY TYPE: SECURITIES					07/03/2003	08/18/2009
4,833.00		2,568.00					2,265.00	

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		100. ASML HOLDING NV-UY REG SHS PROPERTY TYPE: SECURITIES					09/19/2008	08/18/2009
2,554.00		2,119.00					435.00	
		300. TIDEWATER INC PROPERTY TYPE: SECURITIES					04/14/2008	08/19/2009
13,049.00		16,704.00					-3,655.00	
		205. TIDEWATER INC PROPERTY TYPE: SECURITIES					04/14/2008	08/19/2009
8,917.00		11,414.00					-2,497.00	
		1195. BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES					04/08/2008	08/20/2009
13,429.00		16,264.00					-2,835.00	
		24000. PEPSICO INC 7.900% 11/01 PROPERTY TYPE: SECURITIES					11/19/2008	08/20/2009
30,064.00		26,427.00					3,637.00	
		110. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					06/02/2009	08/21/2009
1,379.00		1,776.00					-397.00	
		1400. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					07/14/2008	08/21/2009
17,556.00		22,567.00					-5,011.00	
		274. TIDEWATER INC PROPERTY TYPE: SECURITIES					04/14/2008	08/21/2009
12,136.00		15,256.00					-3,120.00	
		910. BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES					04/08/2008	08/24/2009
10,404.00		12,385.00					-1,981.00	
		161. TIDEWATER INC PROPERTY TYPE: SECURITIES					04/14/2008	08/24/2009
7,126.00		8,964.00					-1,838.00	
		532.67 FNMA POOL #735057 4.500% 1/01 PROPERTY TYPE: SECURITIES					03/10/2009	08/25/2009
533.00		549.00					-16.00	

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Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		780. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					06/02/2009	08/25/2009
9,878.00		12,595.00					-2,717.00	
		380. WPP PLC PROPERTY TYPE: SECURITIES					10/30/2007	09/01/2009
15,648.00		22,061.00					-6,413.00	
		24914.02 FNMA POOL #735057 4.500% 1/ PROPERTY TYPE: SECURITIES					03/10/2009	09/09/2009
26,016.00		25,689.00					327.00	
		200. BROADCOM CORP-CL A PROPERTY TYPE: SECURITIES					11/07/2007	09/10/2009
6,090.00		6,665.00					-575.00	
		250. DELL INC PROPERTY TYPE: SECURITIES					04/08/2008	09/10/2009
4,140.00		4,777.00					-637.00	
		310. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					08/05/2004	09/10/2009
7,143.00		6,218.00					925.00	
		900. HONG KONG & CHINA GAS-SP ADR PROPERTY TYPE: SECURITIES					10/17/2007	09/10/2009
2,187.00		2,086.00					101.00	
		210. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES					07/01/2009	09/10/2009
3,173.00		3,254.00					-81.00	
		500. NVIDIA CORP 00 PROPERTY TYPE: SECURITIES					06/02/2008	09/10/2009
8,191.00		12,294.00					-4,103.00	
		300. SOUTHWEST AIRLS CO PROPERTY TYPE: SECURITIES					04/14/2008	09/10/2009
2,767.00		3,832.00					-1,065.00	
		750. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					04/08/2008	09/10/2009
11,259.00		16,007.00					-4,748.00	

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		100. ASML HOLDING NV-UY REG SHS					09/19/2008	09/10/2009
		PROPERTY TYPE: SECURITIES						
2,968.00		2,119.00					849.00	
		80. EXPEDIA INC DEL					02/12/2003	09/11/2009
		PROPERTY TYPE: SECURITIES						
1,847.00		1,602.00					245.00	
		527.74 FHLMCG POOL #G13248 5.000% 7/01					09/11/2008	09/15/2009
		PROPERTY TYPE: SECURITIES						
528.00		532.00					-4.00	
		779.88 FHLMCG POOL #G13255 5.000% 7/01					09/19/2008	09/15/2009
		PROPERTY TYPE: SECURITIES						
780.00		783.00					-3.00	
		290. MARSH & MCLENNAN					09/12/2007	09/16/2009
		PROPERTY TYPE: SECURITIES						
6,961.00		8,419.00					-1,458.00	
		1133. TIME WARNER INC					01/19/2006	09/17/2009
		PROPERTY TYPE: SECURITIES						
33,348.00		30,668.00					2,680.00	
		40. GOLDMAN SACHS GROUP INC					04/04/2008	09/21/2009
		PROPERTY TYPE: SECURITIES						
7,288.00		7,030.00					258.00	
		865. SOUTHWEST AIRLS CO					04/14/2008	09/21/2009
		PROPERTY TYPE: SECURITIES						
8,297.00		11,050.00					-2,753.00	
		270. CONTINENTAL AIRLS INC CL B					03/26/2009	09/22/2009
		PROPERTY TYPE: SECURITIES						
4,500.00		2,765.00					1,735.00	
		380. J. P . MORGAN CHASE & CO F/K/A					09/29/2008	09/22/2009
		PROPERTY TYPE: SECURITIES						
17,181.00		17,619.00					-438.00	
		1065. SOUTHWEST AIRLS CO					04/14/2008	09/22/2009
		PROPERTY TYPE: SECURITIES						
10,178.00		13,605.00					-3,427.00	

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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)	
		350. CIGNA CORP PROPERTY TYPE: SECURITIES					01/28/2009	09/23/2009
10,708.00		6,419.00					4,289.00	
		115. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					02/06/2009	09/24/2009
3,009.00		3,328.00					-319.00	
		300. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					10/24/2007	09/24/2009
7,851.00		14,511.00					-6,660.00	
		1495. BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES					04/08/2008	09/25/2009
15,696.00		20,347.00					-4,651.00	
		454.16 FNMA POOL #735057 4.500% 1/01 PROPERTY TYPE: SECURITIES					03/10/2009	09/25/2009
454.00		468.00					-14.00	
		1400. BOSTON SCIENTIFIC CORP PROPERTY TYPE: SECURITIES					11/20/2008	09/28/2009
15,213.00		8,064.00					7,149.00	
		385. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					02/06/2009	10/01/2009
9,560.00		11,140.00					-1,580.00	
		235. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					08/07/2003	10/01/2009
5,835.00		5,880.00					-45.00	
		50. UNITEDHEALTH GROUP INC PROPERTY TYPE: SECURITIES					08/07/2003	10/02/2009
1,225.00		1,251.00					-26.00	
		75. KOHLS CORP PROPERTY TYPE: SECURITIES					04/10/2008	10/05/2009
4,175.00		3,286.00					889.00	
		950. CIGNA CORP PROPERTY TYPE: SECURITIES					03/06/2009	10/08/2009
26,951.00		13,777.00					13,174.00	

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)	
		580. CONTINENTAL AIRLS INC CL B PROPERTY TYPE: SECURITIES					03/31/2009	10/08/2009
9,643.00		5,777.00					3,866.00	
		340. ANADARKO PETE CORP PROPERTY TYPE: SECURITIES					10/24/2006	10/12/2009
23,175.00		15,581.00					7,594.00	
		585.55 FHLMCG POOL #G13248 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/11/2008	10/15/2009
586.00		590.00					-4.00	
		619.66 FHLMCG POOL #G13255 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/19/2008	10/15/2009
620.00		622.00					-2.00	
		546.27 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	10/15/2009
546.00		563.00					-17.00	
		40000. BANK OF AMERICA CORP 3.125% 6/15 PROPERTY TYPE: SECURITIES					09/18/2009	10/16/2009
41,640.00		40,486.00					1,154.00	
		110. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	10/26/2009
13,510.00		3,573.00					9,937.00	
		70. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES					04/04/2008	10/28/2009
12,113.00		12,302.00					-189.00	
		90. AKAMAI TECHNOLOGIES INC PROPERTY TYPE: SECURITIES					07/14/2009	11/03/2009
2,028.00		1,709.00					319.00	
		140. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					03/09/2009	11/03/2009
4,955.00		1,516.00					3,439.00	
		100. COACH INC PROPERTY TYPE: SECURITIES					04/15/2009	11/03/2009
3,256.00		1,790.00					1,466.00	

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)	
		605. INTEL CORP PROPERTY TYPE: SECURITIES					04/08/2008	11/03/2009
11,160.00		12,850.00					-1,690.00	
		100. JUNIPER NETWORK INC PROPERTY TYPE: SECURITIES					02/19/2009	11/03/2009
2,545.00		1,492.00					1,053.00	
		75. KOHLS CORP PROPERTY TYPE: SECURITIES					04/10/2008	11/03/2009
4,211.00		3,286.00					925.00	
		200. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					08/05/2004	11/03/2009
2,322.00		3,288.00					-966.00	
		250. LIBERTY MEDIA HLDG CORP PROPERTY TYPE: SECURITIES					04/22/2008	11/03/2009
5,417.00		2,850.00					2,567.00	
		100. LIBERTY MEDIA CORP NEW ENT COM SER PROPERTY TYPE: SECURITIES					09/01/2004	11/03/2009
3,076.00		1,418.00					1,658.00	
		212. SANDISK CORP PROPERTY TYPE: SECURITIES					10/19/2007	11/03/2009
4,268.00		8,839.00					-4,571.00	
		200. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES					10/01/1998	11/03/2009
4,670.00		2,500.00					2,170.00	
		250. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					04/08/2008	11/03/2009
3,552.00		5,336.00					-1,784.00	
		270. AMAZON COM INC PROPERTY TYPE: SECURITIES					04/28/2005	11/05/2009
32,145.00		8,769.00					23,376.00	
		2295. CISCO SYS INC PROPERTY TYPE: SECURITIES					06/21/2005	11/05/2009
54,759.00		75,273.00					-20,514.00	

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)	
		530. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					01/11/2008	11/05/2009
35,399.00		53,727.00					-18,328.00	
		30000. CAMPBELL SOUP CO 4.500% 2/15 PROPERTY TYPE: SECURITIES					06/18/2009	11/10/2009
30,775.00		29,433.00					1,342.00	
		95. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES					03/09/2009	11/13/2009
3,812.00		1,029.00					2,783.00	
		662.78 FHLMCG POOL #G13248 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/11/2008	11/15/2009
663.00		668.00					-5.00	
		859.12 FHLMCG POOL #G13255 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/19/2008	11/15/2009
859.00		863.00					-4.00	
		991.25 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	11/15/2009
991.00		1,021.00					-30.00	
		54000. U.S. T NTS INFL INDX 2.000% 7/15 PROPERTY TYPE: SECURITIES					01/04/2008	11/18/2009
66,107.00		59,458.00					6,649.00	
		8. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					01/11/2008	11/19/2009
617.00		786.00					-169.00	
		500. COACH INC PROPERTY TYPE: SECURITIES					04/15/2009	11/20/2009
16,798.00		8,642.00					8,156.00	
		195. SAFEWAY INC NEW PROPERTY TYPE: SECURITIES					04/11/2008	11/20/2009
4,399.00		5,608.00					-1,209.00	
		665. DONNELLEY R R & SONS CO PROPERTY TYPE: SECURITIES					09/09/2009	11/25/2009
14,089.00		11,613.00					2,476.00	

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)	
		322. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					11/20/2008	11/25/2009
23,081.00		30,004.00					-6,923.00	
		.17 DIRECTV COM USD0.01 CLASS 'A' PROPERTY TYPE: SECURITIES					09/01/2004	12/01/2009
5.00		2.00					3.00	
		250. DIRECTV COM USD0.01 CLASS 'A' PROPERTY TYPE: SECURITIES					09/01/2004	12/01/2009
7,881.00		3,165.00					4,716.00	
		200. DOW CHEM CO PROPERTY TYPE: SECURITIES					04/15/2008	12/01/2009
5,602.00		7,573.00					-1,971.00	
		500. GENERAL ELEC CO. PROPERTY TYPE: SECURITIES					06/25/2007	12/01/2009
8,080.00		19,146.00					-11,066.00	
		350. PFIZER INC. PROPERTY TYPE: SECURITIES					06/13/2005	12/01/2009
6,583.00		9,851.00					-3,268.00	
		300. SEAGATE TECHNOLOGY PROPERTY TYPE: SECURITIES					04/08/2008	12/01/2009
4,737.00		6,378.00					-1,641.00	
		200. EXPEDIA INC DEL PROPERTY TYPE: SECURITIES					02/12/2003	12/02/2009
5,170.00		4,006.00					1,164.00	
		290. MARSH & MCLENNAN PROPERTY TYPE: SECURITIES					09/12/2007	12/02/2009
6,434.00		8,354.00					-1,920.00	
		5. SEARS HLDGS CORP PROPERTY TYPE: SECURITIES					11/20/2008	12/02/2009
367.00		144.00					223.00	
		425. MARSH & MCLENNAN PROPERTY TYPE: SECURITIES					02/13/2009	12/04/2009
9,322.00		8,981.00					341.00	

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)	
		920. MARSH & MCLENNAN PROPERTY TYPE: SECURITIES					04/07/2008	12/04/2009
20,180.00		24,811.00					-4,631.00	
		29267.05 FHLMCG POOL #G13248 5.000% 7/ PROPERTY TYPE: SECURITIES					09/11/2008	12/09/2009
31,023.00		29,514.00					1,509.00	
		21000. GOLDMAN SACHS GROUP 4.500% 6/15 PROPERTY TYPE: SECURITIES					06/01/2007	12/09/2009
21,430.00		20,807.00					623.00	
		30000. U S TREASURY NOTES 4.875% 8/15 PROPERTY TYPE: SECURITIES					09/18/2009	12/10/2009
33,825.00		33,421.00					404.00	
		60000. U S TREASURY NOTES 4.875% 8/15 PROPERTY TYPE: SECURITIES					04/03/2008	12/10/2009
67,650.00		66,427.00					1,223.00	
		743.44 FHLMCG POOL #G13248 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/11/2008	12/15/2009
743.00		750.00					-7.00	
		763.15 FHLMCG POOL #G13255 5.000% 7/01 PROPERTY TYPE: SECURITIES					09/19/2008	12/15/2009
763.00		766.00					-3.00	
		1326.4 FHLMC POOL #G18309 4.500% 5/01 PROPERTY TYPE: SECURITIES					09/09/2009	12/15/2009
1,326.00		1,367.00					-41.00	
		4. ING GROEP N.V. 12/11/09 PROPERTY TYPE: SECURITIES					11/28/2009	12/22/2009
9.00							9.00	

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)	
TOTAL GAIN(LOSS)							-395,568.	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	169,723.	173,874.
TOTAL	169,723.	173,874.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
2008 FED REFUND		3,332.
	TOTALS	3,332.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING FEES	807.			807.
TOTALS	807.	NONE	NONE	807.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INVESTMENT MGMT FEES	49,584.	24,792.	24,792.
TOTALS	49,584.	24,792.	24,792.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	2,149.	2,243.
CHATHAM CNTY TAX COM	1,221.	
CITY TREASURER	610.	
TOTALS	3,980.	2,243.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
ADR FOREIGN FEES	273.	273.	
ASSOC. OF SMALL FDNS	500.		500.
POSTAGE EXPENSE	92.		92.
OTHER CHAR. EXPENSE	39.		39.
TOTALS	904.	273.	631.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	7,581,217.	6,850,560.	7,832,498.
TOTALS		7,581,217.	6,850,560.	7,832,498.

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

DESCRIPTION	AMOUNT
ACCRUED MARKET DISCOUNT	4,837.
FOREIGN TAXES - BOOK ADJUSTMENT	69.
TAX COST ADJUSTMENT - CUSIP 456837996	1,562.
TAX COST ADJUSTMENT - CUSIP 00206R102	223.
TAX COST ADJUSTMENT - CUSIP 404280992	977.
TAX COST ADJUSTMENT - CUSIP 571748102	106.
TAX COST ADJUSTMENT - CUSIP 31410KZF4	40.
TOTAL	7,814.

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

DESCRIPTION	AMOUNT
PURCHASED ACCRUED INTEREST	466.
ACCRUED MARKET DISCOUNT ADJUSTMENT	826.
RETURN OF CAPITAL - CUSIP 983024AE0	51.
RETURN OF CAPITAL - CUSIP 00184AAF2	140.
TAX COST ADJUSTMENT - CUSIP 456837996	13,894.
TAX COST ADJUSTMENT - CUSIP 404280406	977.
TAX COST ADJUSTMENT - CUSIP 654902204	14,778.
TAX COST ADJUSTMENT - CUSIP 844741108	10,385.
TAX COST ADJUSTMENT - CUSIP 31371LQ28	2.
BOOK ADJUSTMENT - CUSIP 054536107	211.
TOTAL	41,730.

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

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

OFFICER NAME:
COURTNEY KNIGHT GAINES
ADDRESS:
70 SHIPWATCH ROAD
SAVANNAH, GA 31410-3212
TITLE:
PRESIDENT

OFFICER NAME:
CHRISTOPHER E. KLEIN
ADDRESS:
ELLIS, PAINTER, RATTERREE & BART
SAVANNAH, GA 31412
TITLE:
SECRETARY

OFFICER NAME:
EZEKIEL BALDWIN GAINES III
ADDRESS:
313 MONTAUK DRIVE
RICHMOND HILL, GA 31324
TITLE:
TRUSTEE

OFFICER NAME:
COURTNEY GAINES FETZ
ADDRESS:
7 OLD BARN ROAD
SAVANNAH, GA 31419
TITLE:
TRUSTEE

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

OFFICER NAME:
GRACE GAINES GATTIS
ADDRESS:
233 ANDOVER DRIVE
SAVANNAH, GA 31419
TITLE:
TRUSTEE

STATEMENT 12

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES
==

EMPLOYEE NAME:
N/A

STATEMENT 13

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
==

NAME:
N/A

STATEMENT 14

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

RECIPIENT NAME:
PLEASE SEE ATTACHED
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSES
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 263,000.

TOTAL GRANTS PAID: 263,000.

SUPPLEMENTARY INFORMATION

Grants and Contributions Paid During the Year

Name & Address	Relationship	Foundation Status of Recipients	Purpose of Grants/Contribution	Amounts
ALZHEIMER'S ASSN OF COAS	None	N/A	General Charitable Purposes	$ 10,000 00
AMERICAN CANCER SOCIETY	None	N/A	General Charitable Purposes	$ 5,000.00
AMERICAN RED CROSS	None	N/A	General Charitable Purposes	$ 25,000 00
AMERICA'S SECOND HAVEST	None	N/A	General Charitable Purposes	$ 15,000 00
ARMSTRONG ATLANTIC STATE	None	N/A	General Charitable Purposes	$ 5,000 00
BETHESDA UNION SOCIETY	None	N/A	General Charitable Purposes	$ 2,500 00
BOY SCOUTS OF AMERICA	None	N/A	General Charitable Purposes	$ 2,000.00
CHATHAM-SAVANNAH CITIZEN	None	N/A	General Charitable Purposes	$ 10,000 00
ASCEND FOUNDATION	None	N/A	General Charitable Purposes	$ 10,000 00
CLEAN COAST, INC	None	N/A	General Charitable Purposes	$ 2,500 00
CONGREGATION MICKVE ISRAEL	None	N/A	General Charitable Purposes	$ 5,000 00
DOCTORS WITHOUT BORDERS	None	N/A	General Charitable Purposes	$ 3,000 00
GEORGIA CONSERVANCY	None	N/A	General Charitable Purposes	$ 5,000 00
HABITAT FOR HUMANITY INTL	None	N/A	General Charitable Purposes	$ 5,000 00
HOSPICE SAVANNAH	None	N/A	General Charitable Purposes	$ 33,000 00
HUMANE SOCIETY OF CHATHAM	None	N/A	General Charitable Purposes	$ 5,000 00
LEUKEMIA SOCIETY	None	N/A	General Charitable Purposes	$ 15,000.00
MIGHTY EIGHTH AIR FORCE	None	N/A	General Charitable Purposes	$ 5,000 00
OSSABAW ISLAND FOUNDATION	None	N/A	General Charitable Purposes	$ 20,000 00
SAVANNAH CHRISTIAN PREP	None	N/A	General Charitable Purposes	$ 8,000 00
SAVANNAH MUSIC FESTIVAL	None	N/A	General Charitable Purposes	$ 10,000 00
SAVANNAH OPTIMIST CLUB	None	N/A	General Charitable Purposes	$ 2,500 00
SAVANNAH SINFONIETTA	None	N/A	General Charitable Purposes	$ 5,000 00
SAVE A LIFE	None	N/A	General Charitable Purposes	$ 2,500 00
THE LIVING VINE	None	N/A	General Charitable Purposes	$ 2,500.00
UNION MISSION	None	N/A	General Charitable Purposes	$ 10,000 00
UNIVERSITY OF VIRGINIA	None	N/A	General Charitable Purposes	$ 20,000 00
URBAN HOPE, INC	None	N/A	General Charitable Purposes	$ 5,000 00
WESLEY MONUMENTAL UNITED	None	N/A	General Charitable Purposes	$ 12,000 00
YMCA	None	N/A	General Charitable Purposes	$ 2,500.00
				$ 263,000.00

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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	29,316.
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	29,316.

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			638.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-425,522.
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	
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	-424,884.

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

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			29,316.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-424,884.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-395,568.

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? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)		30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		31	
32	Add lines 30 and 31		32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)		33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)		34	

SCHEDULE D-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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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

(a) Description of property (Example 100 sh. 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr)	(c) Date sold (mo., day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a .65 BANK OF AMERICA CORP	04/07/2008	01/08/2009	9.00	36.00	-27.00
5000. BP CAPITAL MARKETS 5.250% 11/07/13	11/19/2008	01/13/2009	5,353.00	5,040.00	313.00
10000. BANK OF AMERICA CORP 3.125% 6/15/12	12/05/2008	01/13/2009	10,384.00	10,082.00	302.00
12000. CREDIT SUISSE FIRST 5.500% 8/15/13	12/18/2008	01/13/2009	12,153.00	11,984.00	169.00
9611.17 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	01/13/2009	9,839.00	9,652.00	187.00
5000. PEPSICO INC 7.900% 11/01/18	11/19/2008	01/13/2009	6,214.00	5,506.00	708.00
15000. U S TREASURY NOTES 4.875% 8/15/16	04/03/2008	01/13/2009	17,904.00	16,607.00	1,297.00
5000. U S T NTS INFL INDX 1.625% 1/15/18	11/05/2008	01/13/2009	4,989.00	4,718.00	271.00
5000. WELLS FARGO & CO 4.950% 10/16/13	04/10/2008	01/13/2009	4,972.00	5,109.00	-137.00
750. CONTINENTAL AIRLS INC CL B	10/08/2008	01/15/2009	12,801.00	8,362.00	4,439.00
160. EXXON MOBIL CORP	04/14/2008	01/15/2009	11,988.00	14,330.00	-2,342.00
332.16 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	01/15/2009	332.00	335.00	-3.00
449.73 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	01/15/2009	450.00	452.00	-2.00
20000. WELLS FARGO & CO 4.950% 10/16/13	04/10/2008	01/16/2009	19,756.00	20,437.00	-681.00
1000. DISCOVER FINL SVCS	04/10/2008	01/22/2009	7,521.00	17,817.00	-10,296.00
243. BANK OF IRELAND-SPONS ADR	10/21/2008	01/22/2009	416.00	7,194.00	-6,778.00
257. BANK OF IRELAND-SPONS ADR	10/21/2008	01/23/2009	494.00	2,553.00	-2,059.00
853.33 FNMA POOL #980042 5.500% 7/01/22	08/15/2008	01/25/2009	853.00	858.00	-5.00
223. DELL INC	04/08/2008	01/30/2009	2,167.00	4,261.00	-2,094.00
677. DELL INC	04/08/2008	02/02/2009	6,284.00	12,936.00	-6,652.00
751.55 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	02/15/2009	752.00	758.00	-6.00
720.35 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	02/15/2009	720.00	723.00	-3.00
910.41 FNMA POOL #980042 5.500% 7/01/22	08/15/2008	02/25/2009	910.00	916.00	-6.00
400. WYETH	11/20/2008	03/02/2009	16,264.00	13,298.00	2,966.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 42651.29 FNMA POOL #980042 5.500% 7/01/22	08/15/2008	03/10/2009	44,277.00	42,905.00	1,372.00
964.43 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	03/15/2009	964.00	973.00	-9.00
1184.18 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	03/15/2009	1,184.00	1,189.00	-5.00
70. NORTEL NETWORKS CP	12/31/2008	03/23/2009	6.00		6.00
1352.9 FNMA POOL #980042 5.500% 7/01/22	08/15/2008	03/25/2009	1,353.00	1,353.00	
72.9167 HSBC HOLDINGS PLC 3/31/09	03/20/2009	04/08/2009	612.00	977.00	-365.00
1017.76 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	04/15/2009	1,018.00	1,026.00	-8.00
1045.06 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	04/15/2009	1,045.00	1,049.00	-4.00
665.55 FNMA POOL #735057 4.500% 1/01/19	03/10/2009	04/25/2009	666.00	686.00	-20.00
500. AT&T INC	10/29/2008	04/28/2009	12,887.00	13,513.00	-626.00
650. AT&T INC	10/21/2008	05/06/2009	17,268.00	17,077.00	191.00
650. AT&T INC	10/21/2008	05/07/2009	16,627.00	17,077.00	-450.00
100. AMERICAN EXPRESS CO	03/13/2009	05/14/2009	2,466.00	1,274.00	1,192.00
400. AMERICAN EXPRESS CO	03/13/2009	05/14/2009	9,873.00	5,048.00	4,825.00
175. J. P . MORGAN CHASE & CO F/K/A	09/29/2008	05/14/2009	6,150.00	8,114.00	-1,964.00
100. WELLS FARGO & COMPANY (NEW)	11/14/2008	05/14/2009	2,542.00	2,853.00	-311.00
1033.89 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	05/15/2009	1,034.00	1,043.00	-9.00
992.67 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	05/15/2009	993.00	997.00	-4.00
561.2 FNMA POOL #735057 4.500% 1/01/19	03/10/2009	05/25/2009	561.00	579.00	-18.00
1000. NABORS INDUSTRIES LTD SHS	09/09/2008	05/26/2009	17,192.00	34,948.00	-17,756.00
25000. MORGAN STANLEY 5.300% 3/01/13	01/08/2009	05/29/2009	25,056.00	23,293.00	1,763.00
975.75 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	06/15/2009	976.00	984.00	-8.00
1288.33 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	06/15/2009	1,288.00	1,294.00	-6.00
537.72 FNMA POOL #735057 4.500% 1/01/19	03/10/2009	06/25/2009	538.00	554.00	-16.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 939.82 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	07/15/2009	940.00	948.00	-8.00
1235.95 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	07/15/2009	1,236.00	1,241.00	-5.00
45000. FEDL NATL MTG ASSN 2.000% 4/01/11	03/06/2009	07/21/2009	45,396.00	44,978.00	418.00
597.6 FNMA POOL #735057 4.500% 1/01/19	03/10/2009	07/25/2009	598.00	616.00	-18.00
150. ALCOA INC	09/02/2008	08/03/2009	1,896.00	4,564.00	-2,668.00
280. ARCH COAL INC	11/20/2008	08/10/2009	5,105.00	7,583.00	-2,478.00
510. ARCH COAL INC	11/20/2008	08/11/2009	8,849.00	5,751.00	3,098.00
1138. SMITHFIELD FOODS INC COM	03/11/2009	08/12/2009	13,493.00	6,823.00	6,670.00
462. SMITHFIELD FOODS INC COM	03/11/2009	08/13/2009	5,313.00	2,770.00	2,543.00
963.4 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	08/15/2009	963.00	972.00	-9.00
1036.16 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	08/15/2009	1,036.00	1,041.00	-5.00
500. ALCOA INC	09/02/2008	08/18/2009	6,477.00	15,214.00	-8,737.00
100. AMERICAN EXPRESS CO	03/09/2009	08/18/2009	3,173.00	1,083.00	2,090.00
250. CIGNA CORP	01/28/2009	08/18/2009	7,358.00	4,585.00	2,773.00
150. COACH INC	04/15/2009	08/18/2009	4,226.00	2,686.00	1,540.00
125. FREEPORT MCMORAN COPPER & GOLD	02/11/2009	08/18/2009	7,558.00	3,527.00	4,031.00
100. ASML HOLDING NV-UY REG SHS	09/19/2008	08/18/2009	2,554.00	2,119.00	435.00
24000. PEPSICO INC 7.900% 11/01/18	11/19/2008	08/20/2009	30,064.00	26,427.00	3,637.00
110. NOKIA CORP SPONSORED ADR	06/02/2009	08/21/2009	1,379.00	1,776.00	-397.00
532.67 FNMA POOL #735057 4.500% 1/01/19	03/10/2009	08/25/2009	533.00	549.00	-16.00
780. NOKIA CORP SPONSORED ADR	06/02/2009	08/25/2009	9,878.00	12,595.00	-2,717.00
24914.02 FNMA POOL #735057 4.500% 1/01/19	03/10/2009	09/09/2009	26,016.00	25,689.00	327.00
210. NOKIA CORP SPONSORED ADR	07/01/2009	09/10/2009	3,173.00	3,254.00	-81.00
100. ASML HOLDING NV-UY REG SHS	09/19/2008	09/10/2009	2,968.00	2,119.00	849.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 779.88 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	09/15/2009	780.00	783.00	-3.00
270. CONTINENTAL AIRLS INC CL B	03/26/2009	09/22/2009	4,500.00	2,765.00	1,735.00
380. J. P . MORGAN CHASE & CO F/K/A	09/29/2008	09/22/2009	17,181.00	17,619.00	-438.00
350. CIGNA CORP	01/28/2009	09/23/2009	10,708.00	6,419.00	4,289.00
115. UNITEDHEALTH GROUP INC	02/06/2009	09/24/2009	3,009.00	3,328.00	-319.00
454.16 FNMA POOL #735057 4.500% 1/01/19	03/10/2009	09/25/2009	454.00	468.00	-14.00
1400. BOSTON SCIENTIFIC CORP	11/20/2008	09/28/2009	15,213.00	8,064.00	7,149.00
385. UNITEDHEALTH GROUP INC	02/06/2009	10/01/2009	9,560.00	11,140.00	-1,580.00
950. CIGNA CORP	03/06/2009	10/08/2009	26,951.00	13,777.00	13,174.00
580. CONTINENTAL AIRLS INC CL B	03/31/2009	10/08/2009	9,643.00	5,777.00	3,866.00
546.27 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	10/15/2009	546.00	563.00	-17.00
40000. BANK OF AMERICA CORP 3.125% 6/15/12	09/18/2009	10/16/2009	41,640.00	40,486.00	1,154.00
90. AKAMAI TECHNOLOGIES INC	07/14/2009	11/03/2009	2,028.00	1,709.00	319.00
140. AMERICAN EXPRESS CO	03/09/2009	11/03/2009	4,955.00	1,516.00	3,439.00
100. COACH INC	04/15/2009	11/03/2009	3,256.00	1,790.00	1,466.00
100. JUNIPER NETWORK INC	02/19/2009	11/03/2009	2,545.00	1,492.00	1,053.00
30000. CAMPBELL SOUP CO 4.500% 2/15/19	06/18/2009	11/10/2009	30,775.00	29,433.00	1,342.00
95. AMERICAN EXPRESS CO	03/09/2009	11/13/2009	3,812.00	1,029.00	2,783.00
991.25 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	11/15/2009	991.00	1,021.00	-30.00
500. COACH INC	04/15/2009	11/20/2009	16,798.00	8,642.00	8,156.00
665. DONNELLEY R R & SONS CO	09/09/2009	11/25/2009	14,089.00	11,613.00	2,476.00
425. MARSH & MCLENNAN	02/13/2009	12/04/2009	9,322.00	8,981.00	341.00
30000. U S TREASURY NOTES 4.875% 8/15/16	09/18/2009	12/10/2009	33,825.00	33,421.00	404.00
1326.4 FHLMC POOL #G18309 4.500% 5/01/24	09/09/2009	12/15/2009	1,326.00	1,367.00	-41.00

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

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: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 4. ING GROEP N.V. 12/11/09	11/28/2009	12/22/2009	9.00		9.00
1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b					29,316.00

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 33000. MORGAN STANLEY 4.000% 1/15/10	12/22/2005	01/08/2009	32,505.00	32,490.00	15.00
5000. TIME WARNER INC NT 6.875% 5/01/12	05/02/2007	01/13/2009	4,991.00	5,328.00	-337.00
10000. BANKAMERICA CORP 5.875% 2/15/09	07/20/2007	01/13/2009	10,011.00	10,088.00	-77.00
15000. COMCAST CORP NEW 5.300% 1/15/14	08/26/2004	01/13/2009	14,619.00	14,916.00	-297.00
5000. CONOCO FUNDING 6.350% 10/15/11	05/02/2007	01/13/2009	5,363.00	5,256.00	107.00
10000. DISNEY WALT CO NEW 6.375% 3/01/12	05/25/2007	01/13/2009	10,708.00	10,451.00	257.00
40000. FED NATL MTG ASSN 6.000% 5/15/11	06/12/2007	01/13/2009	43,979.00	40,801.00	3,178.00
95000. FED NATL MTG ASSN 5.375% 11/15/11	05/21/2007	01/13/2009	104,493.00	96,372.00	8,121.00
40000. FED NATL MTG ASSN 5.250% 9/15/16	12/28/2006	01/13/2009	45,756.00	40,722.00	5,034.00
7611.37 FNMA POOL # 255273 4.500% 5/01/19	02/10/2005	01/13/2009	7,745.00	7,638.00	107.00
18000. GEN ELEC CAP CORP 6.125% 2/22/11 00	10/10/2007	01/13/2009	18,744.00	19,467.00	-723.00
10000. GOLDMAN SACHS GROUP 4.500% 6/15/10	06/01/2007	01/13/2009	9,954.00	9,868.00	86.00
20000. J P MORGAN CHASE & 5.750% 1/02/13	06/21/2007	01/13/2009	20,436.00	19,955.00	481.00
12000. UNITED MEXICAN STS 6.625% 3/03/15	05/25/2007	01/13/2009	12,697.00	12,894.00	-197.00
10000. U.S. TREASURY NOTES 4.000% 11/15/12	12/07/2007	01/13/2009	11,130.00	10,261.00	869.00
20000. U.S. T NTS INFL INDX 2.000% 7/15/14	01/04/2008	01/13/2009	22,344.00	23,264.00	-920.00
15000. VERIZON GLOBAL FDG 4.375% 6/01/13	06/21/2007	01/13/2009	14,784.00	14,204.00	580.00
15000. WACHOVIA CORP NEW 5.250% 8/01/14	06/01/2007	01/13/2009	14,636.00	14,689.00	-53.00
18000. WAL-MART STORES NTS 4.550% 5/01/13	08/14/2003	01/13/2009	19,202.00	17,527.00	1,675.00
5000. WYETH 5.500% 2/01/14	05/25/2007	01/13/2009	5,236.00	4,995.00	241.00
53279.56 FNMA POOL # 255273 4.500% 5/01/19	12/19/2006	01/21/2009	54,570.00	53,417.00	1,153.00
200. BANK OF IRELAND-SPONS ADR	11/05/1998	01/22/2009	343.00	7,600.00	-7,257.00
34.11 FNMA POOL # 255273 4.500% 5/01/19	12/19/2006	01/25/2009	819.00	819.00	
1444. DELL INC	01/29/2007	01/29/2009	14,616.00	34,628.00	-20,012.00
656. DELL INC	01/29/2007	01/30/2009	6,376.00	15,698.00	-9,322.00

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

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
31-447092457105 COURTNEY KNIGHT GAINES	58-2398209

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	410. GENENTECH INC	08/20/2002	01/30/2009	33,256.00	7,180.00	26,076.00
	52000. U.S. TREASURY NOTES 3.375% 9/15/09	02/05/2007	02/11/2009	52,880.00	51,260.00	1,620.00
	20000. BANKAMERICA CORP 5.875% 2/15/09	07/20/2007	02/15/2009	20,000.00	20,175.00	-175.00
	700. TEXAS INSTRS INC	10/01/1998	02/19/2009	10,640.00	8,750.00	1,890.00
	3600. TIME WARNER INC NEW	01/19/2006	02/19/2009	27,683.00	88,000.00	-60,317.00
	.65 FNMA POOL # 255273 4.500% 5/01/19	12/19/2006	02/25/2009	1.00	1.00	
	600. AMAZON COM INC	06/08/2006	03/06/2009	36,968.00	19,495.00	17,473.00
	74000. FED NATL MTG ASSN 5.375% 11/15/11	01/26/2007	03/06/2009	80,781.00	74,907.00	5,874.00
	200. GENENTECH INC	08/28/2002	03/06/2009	17,932.00	3,345.00	14,587.00
	330. ROYAL DUTCH SHELL PLC SPD ADR	11/19/1998	03/13/2009	14,923.00	15,448.00	-525.00
	690. GENENTECH INC	08/28/2002	03/27/2009	65,550.00	11,406.00	54,144.00
	.3356 TIME WARNER INC	01/19/2006	04/08/2009	7.00	13.00	-6.00
	.478 TIME WARNER CABLE W/I	01/19/2006	04/08/2009	13.00	25.00	-12.00
	20000. UNITED MEXICAN STS 6.625% 3/03/15	05/25/2007	04/14/2009	21,832.00	21,490.00	342.00
	3110. BANK OF AMERICA CORP	04/07/2008	04/15/2009	30,797.00	143,665.00	-112,868.00
	810. BANK OF AMERICA CORP	01/24/2003	04/16/2009	8,534.00	19,094.00	-10,560.00
	284. TIME WARNER CABLE W/I	01/19/2006	04/16/2009	8,182.00	10,084.00	-1,902.00
	30000. WAL-MART STORES NTS 4.550% 5/01/13	08/14/2003	04/21/2009	31,835.00	29,233.00	2,602.00
	160. EXXON MOBIL CORP	04/14/2008	05/06/2009	10,943.00	14,330.00	-3,387.00
	380. KOHLS CORP	04/10/2008	05/12/2009	16,569.00	16,648.00	-79.00
	250. ALCOA INC	04/15/2008	05/14/2009	2,200.00	8,667.00	-6,467.00
	200. BIOGEN IDEC INC	10/05/2005	05/14/2009	9,823.00	7,802.00	2,021.00
	200. DELL INC	04/08/2008	05/14/2009	2,194.00	3,822.00	-1,628.00
	500. GENERAL ELEC CO.	07/23/1999	05/14/2009	6,546.00	19,208.00	-12,662.00
	800. LIBERTY MEDIA HLDG CORP	12/07/2005	05/14/2009	4,250.00	14,058.00	-9,808.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 500. WEATHERFORD INT LTD COM USD1.00	07/03/2003	05/14/2009	9,220.00	5,229.00	3,991.00
34000. J P MORGAN CHASE & 5.750% 1/02/13	06/21/2007	05/19/2009	34,668.00	33,924.00	744.00
500. COMCAST CORP NEW CL A	04/10/2008	05/26/2009	7,386.00	10,092.00	-2,706.00
150. GOLDMAN SACHS GROUP INC	04/04/2008	05/26/2009	20,907.00	26,362.00	-5,455.00
1300. HOME DEPOT INC	07/06/2006	05/28/2009	29,453.00	46,220.00	-16,767.00
300. COMCAST CORP NEW CL A	04/10/2008	06/01/2009	4,187.00	6,055.00	-1,868.00
600. COMCAST CORP NEW CL A	04/10/2008	06/01/2009	8,374.00	12,110.00	-3,736.00
250. ALCOA INC	04/15/2008	06/02/2009	2,615.00	8,667.00	-6,052.00
500. BOSTON SCIENTIFIC CORP	04/08/2008	06/02/2009	5,010.00	6,805.00	-1,795.00
2600. COMCAST CORP NEW CL A	04/10/2008	06/02/2009	37,239.00	52,477.00	-15,238.00
300. LIBERTY MEDIA HLDG CORP	09/01/2004	06/02/2009	1,900.00	5,128.00	-3,228.00
500. LIBERTY MEDIA HLDG CORP	04/22/2008	06/02/2009	7,596.00	7,854.00	-258.00
200. LIBERTY MEDIA CORP NEW ENT COM SER A	12/07/2005	06/02/2009	4,948.00	2,895.00	2,053.00
2750. SEAGATE TECHNOLOGY	04/08/2008	06/02/2009	24,008.00	61,374.00	-37,366.00
100. CONOCOPHILLIPS	04/14/2008	06/10/2009	4,580.00	8,016.00	-3,436.00
1700. SOUTHWEST AIRLS CO	04/14/2008	06/10/2009	11,333.00	11,333.00	
250. DU PONT E I DE NEMOURS & CO.	06/27/2006	06/11/2009	6,811.00	10,248.00	-3,437.00
650. DU PONT E I DE NEMOURS & CO.	07/20/2006	06/16/2009	16,445.00	26,467.00	-10,022.00
206. SK TELECOM CO LTD-ADR	06/03/2008	06/18/2009	3,162.00	4,569.00	-1,407.00
794. SK TELECOM CO LTD-ADR	06/03/2008	06/19/2009	12,188.00	11,012.00	1,176.00
28000. TIME WARNER INC NT 6.875% 5/01/12	10/10/2007	06/30/2009	29,906.00	29,694.00	212.00
29000. WACHOVIA CORP NEW 5.250% 8/01/14	06/01/2007	07/08/2009	28,779.00	28,596.00	183.00
2195. PFIZER INC.	06/01/2004	07/09/2009	31,388.00	78,738.00	-47,350.00
955. PFIZER INC.	01/06/2003	07/10/2009	13,568.00	28,340.00	-14,772.00
1400. SMITHFIELD FOODS INC COM	04/11/2008	07/17/2009	18,768.00	35,421.00	-16,653.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 100. ALCOA INC	04/15/2008	08/03/2009	1,264.00	3,467.00	-2,203.00
1000. SEAGATE TECHNOLOGY	04/08/2008	08/03/2009	12,313.00	21,343.00	-9,030.00
460. ARCH COAL INC	04/14/2008	08/10/2009	8,387.00	24,614.00	-16,227.00
1000. SMITHFIELD FOODS INC COM	04/11/2008	08/12/2009	11,857.00	25,300.00	-13,443.00
200. BED BATH & BEYOND INC COM	11/08/2005	08/18/2009	6,890.00	8,428.00	-1,538.00
400. DELL INC	04/08/2008	08/18/2009	5,776.00	7,643.00	-1,867.00
250. EXPEDIA INC DEL	11/10/2004	08/18/2009	5,390.00	5,067.00	323.00
150. ING GROEP N.V.	01/14/2008	08/18/2009	1,979.00	5,864.00	-3,885.00
300. LIBERTY GLOBAL INC COM SER A	04/03/2006	08/18/2009	6,223.00	5,652.00	571.00
500. LIBERTY MEDIA HLDG CORP	08/05/2004	08/18/2009	4,746.00	8,438.00	-3,692.00
250. LIBERTY MEDIA HLDG CORP	04/22/2008	08/18/2009	4,025.00	3,927.00	98.00
360. TIDEWATER INC	04/14/2008	08/18/2009	15,501.00	20,045.00	-4,544.00
1000. SEAGATE TECHNOLOGY	04/08/2008	08/18/2009	12,170.00	21,343.00	-9,173.00
250. WEATHERFORD INT LTD COM USD1.00	07/03/2003	08/18/2009	4,833.00	2,568.00	2,265.00
300. TIDEWATER INC	04/14/2008	08/19/2009	13,049.00	16,704.00	-3,655.00
205. TIDEWATER INC	04/14/2008	08/19/2009	8,917.00	11,414.00	-2,497.00
1195. BOSTON SCIENTIFIC CORP	04/08/2008	08/20/2009	13,429.00	16,264.00	-2,835.00
1400. NOKIA CORP SPONSORED ADR	07/14/2008	08/21/2009	17,556.00	22,567.00	-5,011.00
274. TIDEWATER INC	04/14/2008	08/21/2009	12,136.00	15,256.00	-3,120.00
910. BOSTON SCIENTIFIC CORP	04/08/2008	08/24/2009	10,404.00	12,385.00	-1,981.00
161. TIDEWATER INC	04/14/2008	08/24/2009	7,126.00	8,964.00	-1,838.00
380. WPP PLC	10/30/2007	09/01/2009	15,648.00	22,061.00	-6,413.00
200. BROADCOM CORP-CL A	11/07/2007	09/10/2009	6,090.00	6,665.00	-575.00
250. DELL INC	04/08/2008	09/10/2009	4,140.00	4,777.00	-637.00
310. EXPEDIA INC DEL	08/05/2004	09/10/2009	7,143.00	6,218.00	925.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: 31-447092457105 COURTNEY KNIGHT GAINES

Employer identification number: 58-2398209

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 900. HONG KONG & CHINA GAS-SP ADR	10/17/2007	09/10/2009	2,187.00	2,086.00	101.00
500. NVIDIA CORP 00	06/02/2008	09/10/2009	8,191.00	12,294.00	-4,103.00
300. SOUTHWEST AIRLS CO	04/14/2008	09/10/2009	2,767.00	3,832.00	-1,065.00
750. SEAGATE TECHNOLOGY	04/08/2008	09/10/2009	11,259.00	16,007.00	-4,748.00
80. EXPEDIA INC DEL	02/12/2003	09/11/2009	1,847.00	1,602.00	245.00
527.74 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	09/15/2009	528.00	532.00	-4.00
290. MARSH & MCLENNAN	09/12/2007	09/16/2009	6,961.00	8,419.00	-1,458.00
1133. TIME WARNER INC	01/19/2006	09/17/2009	33,348.00	30,668.00	2,680.00
40. GOLDMAN SACHS GROUP INC	04/04/2008	09/21/2009	7,288.00	7,030.00	258.00
865. SOUTHWEST AIRLS CO	04/14/2008	09/21/2009	8,297.00	11,050.00	-2,753.00
1065. SOUTHWEST AIRLS CO	04/14/2008	09/22/2009	10,178.00	13,605.00	-3,427.00
300. UNITEDHEALTH GROUP INC	10/24/2007	09/24/2009	7,851.00	14,511.00	-6,660.00
1495. BOSTON SCIENTIFIC CORP	04/08/2008	09/25/2009	15,696.00	20,347.00	-4,651.00
235. UNITEDHEALTH GROUP INC	08/07/2003	10/01/2009	5,835.00	5,880.00	-45.00
50. UNITEDHEALTH GROUP INC	08/07/2003	10/02/2009	1,225.00	1,251.00	-26.00
75. KOHLS CORP	04/10/2008	10/05/2009	4,175.00	3,286.00	889.00
340. ANADARKO PETE CORP	10/24/2006	10/12/2009	23,175.00	15,581.00	7,594.00
585.55 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	10/15/2009	586.00	590.00	-4.00
619.66 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	10/15/2009	620.00	622.00	-2.00
110. AMAZON COM INC	04/28/2005	10/26/2009	13,510.00	3,573.00	9,937.00
70. GOLDMAN SACHS GROUP INC	04/04/2008	10/28/2009	12,113.00	12,302.00	-189.00
605. INTEL CORP	04/08/2008	11/03/2009	11,160.00	12,850.00	-1,690.00
75. KOHLS CORP	04/10/2008	11/03/2009	4,211.00	3,286.00	925.00
200. LIBERTY MEDIA HLDG CORP	08/05/2004	11/03/2009	2,322.00	3,288.00	-966.00
250. LIBERTY MEDIA HLDG CORP	04/22/2008	11/03/2009	5,417.00	2,850.00	2,567.00

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

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
31-447092457105 COURTNEY KNIGHT GAINES	58-2398209

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 100. LIBERTY MEDIA CORP NEW ENT COM SER A	09/01/2004	11/03/2009	3,076.00	1,418.00	1,658.00
212. SANDISK CORP	10/19/2007	11/03/2009	4,268.00	8,839.00	-4,571.00
200. TEXAS INSTRS INC	10/01/1998	11/03/2009	4,670.00	2,500.00	2,170.00
250. SEAGATE TECHNOLOGY	04/08/2008	11/03/2009	3,552.00	5,336.00	-1,784.00
270. AMAZON COM INC	04/28/2005	11/05/2009	32,145.00	8,769.00	23,376.00
2295. CISCO SYS INC	06/21/2005	11/05/2009	54,759.00	75,273.00	-20,514.00
530. SEARS HLDGS CORP	01/11/2008	11/05/2009	35,399.00	53,727.00	-18,328.00
662.78 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	11/15/2009	663.00	668.00	-5.00
859.12 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	11/15/2009	859.00	863.00	-4.00
54000. U.S. T NTS INFL INDX 2.000% 7/15/14	01/04/2008	11/18/2009	66,107.00	59,458.00	6,649.00
8. SEARS HLDGS CORP	01/11/2008	11/19/2009	617.00	786.00	-169.00
195. SAFEWAY INC NEW	04/11/2008	11/20/2009	4,399.00	5,608.00	-1,209.00
322. SEARS HLDGS CORP	11/20/2008	11/25/2009	23,081.00	30,004.00	-6,923.00
.17 DIRECTV COM USD0.01 CLASS 'A'	09/01/2004	12/01/2009	5.00	2.00	3.00
250. DIRECTV COM USD0.01 CLASS 'A'	09/01/2004	12/01/2009	7,881.00	3,165.00	4,716.00
200. DOW CHEM CO	04/15/2008	12/01/2009	5,602.00	7,573.00	-1,971.00
500. GENERAL ELEC CO.	06/25/2007	12/01/2009	8,080.00	19,146.00	-11,066.00
350. PFIZER INC.	06/13/2005	12/01/2009	6,583.00	9,851.00	-3,268.00
300. SEAGATE TECHNOLOGY	04/08/2008	12/01/2009	4,737.00	6,378.00	-1,641.00
200. EXPEDIA INC DEL	02/12/2003	12/02/2009	5,170.00	4,006.00	1,164.00
290. MARSH & MCLENNAN	09/12/2007	12/02/2009	6,434.00	8,354.00	-1,920.00
5. SEARS HLDGS CORP	11/20/2008	12/02/2009	367.00	144.00	223.00
920. MARSH & MCLENNAN	04/07/2008	12/04/2009	20,180.00	24,811.00	-4,631.00
29267.05 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	12/09/2009	31,023.00	29,514.00	1,509.00
21000. GOLDMAN SACHS GROUP 4.500% 6/15/10	06/01/2007	12/09/2009	21,430.00	20,807.00	623.00

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

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
31-447092457105 COURTNEY KNIGHT GAINES	58-2398209

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 60000. U S TREASURY NOTES 4.875% 8/15/16	04/03/2008	12/10/2009	67,650.00	66,427.00	1,223.00
743.44 FHLMCG POOL #G13248 5.000% 7/01/23	09/11/2008	12/15/2009	743.00	750.00	-7.00
763.15 FHLMCG POOL #G13255 5.000% 7/01/23	09/19/2008	12/15/2009	763.00	766.00	-3.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -425,522.00

FEDERAL CAPITAL GAIN DIVIDENDS

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

AMERICAN INTL GROUP INC	84.00	
AXA S A SPONSORED ADR	522.00	
BRISTOL MYERS SQUIBB CO		
TYCO INTL LTD NEW	33.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		638.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		638.00

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

This question does not apply. The foundation does not have any undistributed income from prior years.

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
U.S. Treasuries and Agencies						
U.S. Treasury Bonds and Notes						
U S Treas Nts 1 750% 11/15/11 CUSIP: 912828JU5	82,000.00	$83,034.84	$83,177.97	-$143.13	$1,435.00	1 01%
U S. Treasury Notes 4.000% 11/15/12 CUSIP: 912828AP5	100,000.00	$106,820.00	$105,761.99	$1,058.01	$4,000.00	1.30%
U S Treas Nts 2.625% 10/31/13 CUSIP. 912828JQ4	64,000 00	$65,544.96	$66,455.86	-$910.90	$1,680.00	0.79%
U S Treasury Notes 4.250% 8/15/14 CUSIP: 912828CT5	84,000.00	$90,621.72	$91,847.98	-$1,226.26	$3,570.00	1.10%
U S Treas Nts 3.375% 11/15/19 CUSIP. 912828LY4	106,000.00	$101,959.28	$105,081.90	-$3,122.62	$3,577.50	1 24%
		$447,980.80	$452,325 70	-$4,344 90	$14,262.50	5.44%
Government Agency Bonds/Notes						
Fed Natl Mtg Assn 6.000% 5/15/11 CUSIP: 31359MJH7	77,000.00	$82,438.51	$79,347.88	$3,090.63	$4,620.00	1.00%
Fed Natl Mtg Assn 5.375% 11/15/11 CUSIP: 31359MLS0	76,000.00	$81,937.88	$78,949.31	$2,988.57	$4,085.00	0.99%
Fed Natl Mtg Assn 1.875% 10/29/12 CUSIP: 31398AZQ8	41,000.00	$40,756.46	$40,899.55	-$143.09	$768.75	0.49%
Federal Home Ln Mtg 4 375% 7/17/15 CUSIP: 3134A4VC5	45,000.00	$47,938.95	$44,405.40	$3,533.55	$1,968.75	0.58%
Fed Natl Mtg Assn 5.250% 9/15/16 CUSIP· 31359MW41	73,000 00	$80,642.37	$75,038.92	$5,603.45	$3,832.50	0.98%
		$333,714.17	$318,641.06	$15,073.11	$15,275.00	4.04%

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
GNMA, FNMA, FHLMC Pools						
Fhlmcg Pool #G13255 5.000% 7/01/23 CUSIP: 3128MBZU4	27,920.17	$29,217.62	$28,037.97	$1,179.65	$1,396.01	0.35%
FHLMC Pool #G18309 4.500% 5/01/24 CUSIP: 3128MMKX0	41,607.35	$42,808.14	$42,868 59	-$60.45	$1,872.33	0.52%
		$72,025.76	$70,906.56	$1,119.20	$3,268.34	0.87%
Total U.S Treasuries and Agencies		$853,720.73	$841,873.32	$11,847 41	$32,805.84	10.35%
Corporate and Foreign Bonds						
U.S. Corporate Bonds & Notes						
Gen Elec Cap Corp 6 125% 2/22/11 CUSIP· 36962GWB6	32,000 00	$33,814.40	$34,464.27	-$649.87	$1,960.00	0.41%
Conoco Funding 6.350% 10/15/11 CUSIP· 20825UAB0	33,000.00	$35,902 68	$34,894.37	$1,008 31	$2,095.50	0.44%
Disney Walt Co New 6.375% 3/01/12 CUSIP: 25468PBX3	23,000.00	$25,123.13	$24,037.30	$1,085 83	$1,466.25	0.30%
XTO Energy Inc 5.900% 8/01/12 CUSIP. 98385XAK2	23,000.00	$25,200.41	$23,933.11	$1,267.30	$1,357.00	0.31%
Merrill Lynch & Co 6.150% 4/25/13 CUSIP: 59018YN56	26,000.00	$27,824.16	$24,622.26	$3,201.90	$1,599.00	0 34%
Verizon Global Fdg 4.375% 6/01/13 CUSIP: 92344GAV8	34,000.00	$35,677.22	$31,590.08	$4,087.14	$1,487.50	0 43%
Credit Suisse First 5 500% 8/15/13 CUSIP. 22541LAH6	35,000.00	$38,022 25	$35,012.61	$3,009.64	$1,925.00	0 46%
Comcast Corp New 5.300% 1/15/14 CUSIP. 20030NAE1	32,000.00	$34,153.28	$31,592.43	$2,560.85	$1,696.00	0.41%

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Wyeth 5.500% 2/01/14 CUSIP· 983024AE0	34,000.00	$37,041.98	$34,405.61	$2,636.37	$1,870.00	0.45%
Time Warner Cable In 7.500% 4/01/14 CUSIP· 88732JAR9	30,000.00	$34,565.40	$33,114.00	$1,451.40	$2,250.00	0.42%
Goldman Sachs Grp In 6.000% 5/01/14 CUSIP: 38141EA33	21,000 00	$22,969.17	$23,292.36	-$323.19	$1,260 00	0.28%
American Express Co 7.250% 5/20/14 CUSIP: 025816BA6	23,000.00	$25,952.51	$23,984.11	$1,968.40	$1,667.50	0.31%
JPMorgan Chase & Co 4 650% 6/01/14 CUSIP: 46625HHN3	39,000.00	$41,084.16	$39,282.94	$1,801.22	$1,813.50	0 50%
PNC Funding Corp 4.250% 9/21/15 CUSIP: 693476BG7	39,000.00	$39,783.90	$40,448.07	-$664.17	$1,657 50	0.48%
Anadarko Pete Corp 5.950% 9/15/16 CUSIP: 032511AX5	31,000 00	$33,532.70	$27,331.15	$6,201.55	$1,844.50	0.41%
Wachovia Corp 5.750% 2/01/18 CUSIP: 92976WBH8	30,000.00	$31,307.10	$30,515.30	$791.80	$1,725.00	0.38%
Hewlett Packard Co 5.500% 3/01/18 CUSIP: 428236AS2	33,000 00	$35,090 22	$35,081.99	$8.23	$1,815.00	0.43%
At & T Inc 5 600% 5/15/18 CUSIP· 00206RAM4	27,000.00	$28,294.92	$27,392.26	$902.66	$1,512.00	0.34%
Procter & Gamble Co 4 700% 2/15/19 CUSIP: 742718DN6	28,000.00	$28,663.04	$28,355.04	$308 00	$1,316.00	0.35%
BB&T Corporation 6.850% 4/30/19 CUSIP. 05531FAB9	29,000 00	$32,526.40	$32,757.24	-$230.84	$1,986.50	0.39%
		$646,529 03	$616,106.50	$30,422.53	$34,303.75	7.84%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Foreign Corporate Bonds						
BP Capital Markets 5.250% 11/07/13 CUSIP: 05565QBF4	30,000.00	$32,676.90	$30,505.86	$2,171.04	$1,575 00	0.40%
		$32,676.90	$30,505.86	$2,171.04	$1,575.00	0.40%
Corporate Cmos and Remics						
U S T Nts Infl Indx 1.625% 1/15/18 CUSIP: 912828HN3	32,000 00	$33,924 99	$30,673.96	$3,251.03	$520.00	0.41%
		$33,924.99	$30,673.96	$3,251.03	$520.00	0.41%
Total Corporate and Foreign Bonds		$713,130.92	$677,286.32	$35,844.60	$36,398.75	8.65%
Common Equity Securities						
Domestic Common Stocks						
Akamai Technologies Inc CUSIP: 00971T101	1,700.00	$43,078.00	$29,208.43	$13,869.57	$0.00	0.52%
ALCOA Inc Com CUSIP: 013817101	1,500.00	$24,180.00	$15,551.40	$8,628 60	$180.00	0.29%
Allstate Corp Com CUSIP: 020002101	1,350.00	$40,554.00	$32,671.25	$7,882 75	$1,080.00	0.49%
Amazon Com Inc CUSIP: 023135106	1,020 00	$137,210.40	$30,996.90	$106,213 50	$0.00	1.66%
American Express Co Com CUSIP 025816109	865.00	$35,049.80	$9,367.26	$25,682.54	$622.80	0.42%
AMGEN Inc Com CUSIP· 031162100	2,300 00	$130,111.00	$78,420 11	$51,690 89	$0.00	1.58%

Statement of Value and Activity

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Anadarko Petroleum Corp CUSIP. 032511107	710 00	$44,318.20	$27,985.36	$16,332.84	$255 60	0 54%
Autodesk Inc CUSIP: 052769106	1,125.00	$28,586.25	$18,892.46	$9,693.79	$0.00	0.35%
Bank of America Corp CUSIP: 060505104	4,070.00	$61,294.20	$69,058.83	-$7,764.63	$162.80	0.74%
Bed Bath & Beyond Inc Com CUSIP: 075896100	1,400 00	$54,054.00	$54,877.60	-$823.60	$0.00	0 66%
Berkshire Hathaway Inc Del-Cl B CUSIP: 084670207	30 00	$98,580.00	$73,755.00	$24,825.00	$0.00	1 20%
Biogen IDEC Inc CUSIP 09062X103	2,200.00	$117,700 00	$80,219.76	$37,480.24	$0.00	1.43%
Blackrock Inc CUSIP· 09247X101	200 00	$46,440.00	$24,545.65	$21,894.35	$624.00	0 56%
Boeing Company Com CUSIP: 097023105	1,215 00	$65,767.95	$78,196 16	-$12,428.21	$2,041.20	0 80%
Bristol Myers Squibb Co Com CUSIP: 110122108	2,200.00	$55,550.00	$47,127.23	$8,422.77	$2,816.00	0.67%
Broadcom Corp Com CUSIP: 111320107	1,200.00	$37,764.00	$28,175.85	$9,588.15	$0.00	0 46%
Cablevision Sys Corp CUSIP: 12686C109	1,500.00	$38,730.00	$21,044.15	$17,685.85	$600.00	0.47%
Caterpillar Inc DEL Com CUSIP: 149123101	605.00	$34,478.95	$27,289.73	$7,189.22	$1,016.40	0.42%
Celgene Corp CUSIP: 151020104	1,230 00	$68,486.40	$61,765.57	$6,720.83	$0.00	0 83%

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Chesapeake Energy Corp CUSIP: 165167107	830.00	$21,480 40	$23,112.64	-$1,632 24	$249.00	0.26%
Chubb Corp Com CUSIP 171232101	570.00	$28,032.60	$30,697.41	-$2,664 81	$798.00	0.34%
CISCO Systems Inc Com CUSIP: 17275R102	3,705 00	$88,697.70	$54,372.30	$34,325.40	$0.00	1.08%
Coach Inc CUSIP: 189754104	600 00	$21,918.00	$10,195 50	$11,722 50	$180 00	0 27%
Coca Cola Co Com CUSIP: 191216100	1,600 00	$91,200.00	$79,037.50	$12,162 50	$2,624.00	1.11%
Comcast Corp New CL A Spl CUSIP: 20030N200	3,765.00	$60,277.65	$65,882.99	-$5,605.34	$1,423.17	0.73%
ConocoPhillips CUSIP· 20825C104	1,400.00	$71,498.00	$77,940.62	-$6,442.62	$2,800.00	0.87%
Cree Inc CUSIP· 225447101	700 00	$39,459.00	$12,201.63	$27,257.37	$0.00	0 48%
Cvs/Caremark Corp CUSIP: 126650100	2,200.00	$70,862 00	$64,178.15	$6,683.85	$671.00	0.86%
Dean Foods Co New CUSIP: 242370104	3,515.00	$63,410.60	$69,640.52	-$6,229.92	$0.00	0.77%
Dell Inc CUSIP: 24702R101	3,250 00	$46,670.00	$50,498.62	-$3,828 62	$0.00	0.57%
DirecTV Com Usd0.01 Class 'a' CUSIP· 25490A101	750.00	$25,012 50	$9,180 29	$15,832.21	$0.00	0 30%
Dolby Laboratories Inc CUSIP· 25659T107	455.00	$21,717.15	$13,760.60	$7,956.55	$0.00	0 26%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Donnelley R R & Sons Co Com CUSIP: 257867101	1,400.00	$31,178.00	$22,198.73	$8,979.27	$1,456 00	0.38%
Dow Chem Company Com CUSIP: 260543103	1,200.00	$33,156.00	$37,057.44	-$3,901.44	$720.00	0.40%
Ebay Inc CUSIP: 278642103	1,900.00	$44,707.00	$59,229.02	-$14,522.02	$0.00	0.54%
Electronic Arts Inc CUSIP: 285512109	4,000.00	$71,000.00	$136,392.10	-$65,392 10	$0.00	0 86%
Expedia Inc DEL CUSIP· 30212P105	2,660.00	$68,441 80	$44,134.20	$24,307.60	$0.00	0.83%
Exxon Mobil Corp CUSIP. 30231G102	1,305.00	$88,987.95	$94,054.37	-$5,066 42	$2,192.40	1.08%
First Solar Inc CUSIP: 336433107	225.00	$30,465.00	$26,505.67	$3,959.33	$0.00	0.37%
Fluor Corp New CUSIP: 343412102	500.00	$22,520 00	$15,910.81	$6,609 19	$250 00	0.27%
Forest Labs Inc CL A Com CUSIP: 345838106	2,870 00	$92,155.70	$102,933.78	-$10,778.08	$0.00	1.12%
Freeport McMoran Copper B CUSIP: 35671D857	550.00	$44,159.50	$13,039.40	$31,120 10	$330.00	0 54%
General Electric Corp Com CUSIP· 369604103	6,000.00	$90,780 00	$169,886.65	-$79,106.65	$2,400.00	1.10%
Genzyme Corp Com CUSIP· 372917104	750.00	$36,757.50	$34,463.45	$2,294.05	$0.00	0.45%
Goldman Sachs Group Inc CUSIP: 38141G104	230.00	$38,833.20	$23,899.92	$14,933.28	$322.00	0.47%
Google Inc CUSIP: 38259P508	125 00	$77,497.50	$44,498.47	$32,999.03	$0.00	0 94%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Hewlett-Packard Co Com CUSIP: 428236103	870.00	$44,813.70	$37,946.62	$6,867.08	$278.40	0 54%
Home Depot Inc Com CUSIP. 437076102	2,500 00	$72,325.00	$68,541.67	$3,783.33	$2,250.00	0.88%
Intel Corp Com CUSIP: 458140100	7,295.00	$148,818.00	$151,174.29	-$2,356.29	$4,085.20	1.80%
Johnson & Johnson Com CUSIP: 478160104	2,300.00	$148,143.00	$99,429.75	$48,713.25	$4,508.00	1 80%
JPMorgan Chase & Co CUSIP: 46625H100	2,220.00	$92,507 40	$77,465.07	$15,042.33	$444.00	1.12%
Juniper Networks Inc CUSIP: 48203R104	2,800.00	$74,676 00	$40,657.75	$34,018.25	$0.00	0.91%
Kohls Corp Com CUSIP: 500255104	445.00	$23,998 85	$17,976.12	$6,022.73	$0.00	0.29%
L-3 Communications Hldgs Inc CUSIP: 502424104	360.00	$31,302.00	$15,862.80	$15,439.20	$504.00	0 38%
Liberty Media Corp New CUSIP: 53071M708	100.00	$4,615.00	$1,371 90	$3,243.10	$0.00	0.06%
Liberty Media Hldg Corp CUSIP: 53071M104	2,000.00	$21,680.00	$23,801.60	-$2,121.60	$0.00	0 26%
Liberty Media Hldg Corp CUSIP: 53071M302	1,000.00	$23,880.00	$6,414.35	$17,465.65	$0 00	0.29%
McDonalds Corp Com CUSIP: 580135101	1,390 00	$86,791.60	$79,909.58	$6,882.02	$3,058 00	1.05%
Merck & Co Inc New CUSIP: 58933Y105	1,375.00	$50,242.50	$49,179.80	$1,062 70	$2,090.00	0.61%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Mettler-Toledo Intl Inc Com CUSIP: 592688105	350.00	$36,746 50	$21,051.36	$15,695.14	$0.00	0.45%
Microsoft Corp Com CUSIP: 594918104	2,700.00	$82,296.00	$67,077.50	$15,218.50	$1,404.00	1 00%
Morgan Stanley CUSIP: 617446448	650.00	$19,240.00	$19,288.23	-$48.23	$130.00	0.23%
Nasdaq Omx Group Inc CUSIP 631103108	2,375 00	$47,072.50	$76,283 49	-$29,210.99	$0.00	0.57%
Nat'l Oilwell Varco CUSIP: 637071101	179.00	$7,892.11	$4,138.73	$3,753.38	$0.00	0.10%
Newmont Mining Corp Com CUSIP: 651639106	500.00	$23,655 00	$22,409.60	$1,245.40	$200.00	0.29%
News Corp CUSIP: 65248E203	1,900.00	$30,248.00	$25,800.25	$4,447 75	$228 00	0.37%
Nucor Corp CUSIP: 670346105	495.00	$23,091 75	$21,247.22	$1,844.53	$712.80	0.28%
NVIDIA Corp CUSIP· 67066G104	3,500.00	$65,380.00	$63,320.33	$2,059 67	$0.00	0.79%
Pall Corp Com CUSIP: 696429307	745 00	$26,969.00	$17,318.02	$9,650.98	$432.10	0 33%
Pepsico Inc Com CUSIP: 713448108	1,300 00	$79,040.00	$51,106.25	$27,933.75	$2,340.00	0.96%
Pfizer Inc Com CUSIP. 717081103	3,000.00	$54,570.00	$68,071.43	-$13,501.43	$2,160.00	0.66%
Procter & Gamble Company Com CUSIP: 742718109	2,000.00	$121,260.00	$61,804.74	$59,455.26	$3,520 00	1 47%
Qualcomm Inc Com CUSIP: 747525103	1,585.00	$73,322.10	$64,511.05	$8,811.05	$1,077.80	0 89%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Safeway Stores Inc Com New CUSIP: 786514208	1,305 00	$27,783 45	$37,528.54	-$9,745 09	$522 00	0.34%
Sandisk Corp CUSIP· 80004C101	1,000.00	$28,990.00	$23,530.48	$5,459.52	$0.00	0 35%
Schwab Charles Corp New CUSIP: 808513105	2,600.00	$48,932.00	$34,974.50	$13,957.50	$624.00	0.59%
Seagate Technology CUSIP. G7945J104	2,700.00	$49,113.00	$41,880.88	$7,232.12	$0.00	0.60%
Sears Hldgs Corp CUSIP 812350106	385.00	$32,128 25	$11,108.79	$21,019.46	$0.00	0.39%
Southwest Airlines Com CUSIP· 844741108	3,070.00	$35,090.10	$27,785.14	$7,304.96	$55.26	0.43%
State Street Corp CUSIP: 857477103	940.00	$40,927.60	$40,253.68	$673.92	$37.60	0 50%
Texas Instruments Com CUSIP· 882508104	3,100 00	$80,786 00	$38,750.00	$42,036.00	$1,488 00	0.98%
Thermo Fisher Corp CUSIP: 883556102	470 00	$22,414.30	$16,749.77	$5,664.53	$0.00	0.27%
UnitedHealth Group Inc CUSIP: 91324P102	2,215 00	$67,513.20	$51,524.73	$15,988 47	$66.45	0.82%
Urs Corp New CUSIP. 903236107	450.00	$20,034.00	$20,236 26	-$202.26	$0.00	0.24%
Valero Energy Corp Com New CUSIP: 91913Y100	2,200.00	$36,850.00	$46,301.08	-$9,451.08	$1,320.00	0.45%
Vertex Pharmaceuticals Inc CUSIP: 92532F100	428 00	$18,339.80	$11,483.37	$6,856.43	$0 00	0.22%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
WalMart Stores Inc Com CUSIP: 931142103	2,000.00	$106,900.00	$98,429.48	$8,470.52	$2,180 00	1.30%
Walt Disney Company Com CUSIP: 254687106	3,000.00	$96,750.00	$54,660 55	$42,089.45	$1,050.00	1.17%
Wells Fargo & Co New Com CUSIP: 949746101	1,100.00	$29,689.00	$31,029.98	-$1,340.98	$220.00	0.36%
Williams Cos Inc Com CUSIP: 969457100	1,575.00	$33,201.00	$29,567.04	$3,633 96	$693.00	0.40%
YAHOO Inc CUSIP: 984332106	3,000.00	$50,340.00	$40,990.08	$9,349 92	$0.00	0.61%
		$4,923,165.61	$4,103,995.33	$819,170.28	$63,492.98	59.74%
ADRs						
ASML Holding Nv-Uy Reg SHS CUSIP: N07059186	1,200.00	$40,908.00	$23,006.55	$17,901.45	$669.60	0.50%
Atlas Copco AB CUSIP: 049255805	1,585.00	$20,684 25	$19,285 65	$1,398.60	$416.86	0 25%
AXA S A SPD ADR CUSIP: 054536107	1,265 00	$29,955.20	$33,301.45	-$3,346.25	$578 11	0 36%
Axis Capital Holdings CUSIP. G0692U109	1,400 00	$39,774 00	$49,490.70	-$9,716.70	$1,176.00	0.48%
BASF Aktiengesllschaft-Level I CUSIP: 055262505	300.00	$18,630.00	$6,076 45	$12,553.55	$567.30	0.23%
BP PLC ADR CUSIP. 055622104	600.00	$34,782.00	$29,672.68	$5,109.32	$2,016.00	0 42%
Canon Inc ADR Repstg 5 SHS CUSIP. 138006309	600.00	$25,392.00	$15,848.67	$9,543.33	$637.80	0.31%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Covidien PLC Usd0.20 CUSIP G2554F105	500.00	$23,945.00	$18,986.90	$4,958.10	$360.00	0.29%
CRH PLC CUSIP: 12626K203	1,000.00	$27,330.00	$25,906 35	$1,423 65	$926 00	0.33%
Danone CUSIP: 23636T100	1,700.00	$20,723.00	$17,435.87	$3,287.13	$392 70	0.25%
Diageo PLC Spns ADR CUSIP· 25243Q205	250.00	$17,352.50	$10,734.27	$6,618.23	$566.25	0.21%
Glaxo Smithkline CUSIP: 37733W105	400 00	$16,900.00	$17,054.40	-$154.40	$742.00	0.20%
Grupo Televisa SA-Sponsored ADR CUSIP: 40049J206	1,000.00	$20,760 00	$17,463.00	$3,297.00	$1,166.00	0.25%
Honda Mtr Ltd ADR New CUSIP: 438128308	850 00	$28,815.00	$22,180.73	$6,634.27	$287 30	0.35%
Hong Kong & China Gas Ltd CUSIP: 438550303	9,000 00	$22,140.00	$10,171.14	$11,968.86	$405.00	0.27%
HSBC Hldgs PLC Sponsored ADR New CUSIP. 404280406	175 00	$9,990.75	$10,039.59	-$48.84	$297.50	0 12%
Hutchinson Whampoa Ltd ADR CUSIP· 448415208	500.00	$17,200.00	$26,500.00	-$9,300.00	$538.00	0.21%
ING Groep N V Sponsored ADR CUSIP: 456837103	4,268.00	$41,869 08	$34,402.16	$7,466.92	$0.00	0.51%
Koninklijke Philips Electrs N V CUSIP: 500472303	600.00	$17,664.00	$15,156.87	$2,507.13	$478.20	0.21%
Mitsubishi UFJ Finl Group Apd ADR CUSIP. 606822104	5,000.00	$24,600.00	$39,003 50	-$14,403.50	$545.00	0 30%

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Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Nabors Industries Ltd SHS CUSIP. G6359F103	1,900.00	$41,591.00	$29,996 26	$11,594.74	$0.00	0.50%
National Bk Greece S A SPD ADR CUSIP: 633643408	1,500.00	$7,815.00	$10,380.30	-$2,565.30	$0.00	0.09%
Nestle SA Spon ADR Repstg Reg CUSIP: 641069406	700.00	$33,845.00	$14,332.50	$19,512.50	$562.80	0.41%
Nippon Teleg & Tel Corp ADR CUSIP· 654624105	750.00	$14,805.00	$13,214.79	$1,590.21	$430.50	0.18%
Nokia Corp Spnsd ADR CUSIP: 654902204	3,500.00	$44,975.00	$41,702.70	$3,272.30	$1,375.50	0.55%
Nomura Hldgs Inc SPD ADR CUSIP: 65535H208	2,025 00	$14,985.00	$20,461.46	-$5,476.46	$245 03	0 18%
Novartis AG Spons ADR CUSIP: 66987V109	400.00	$21,772.00	$17,372.76	$4,399.24	$581.60	0 26%
Novo-Nordisk A S CUSIP: 670100205	300.00	$19,155 00	$5,779.50	$13,375.50	$234.60	0.23%
Orix Corp Spnd ADR CUSIP: 686330101	800.00	$27,328.00	$47,130.09	-$19,802.09	$266.40	0.33%
Petroleo Brasileiro SA Petrobras CUSIP: 71654V408	475.00	$22,648.00	$14,159.66	$8,488.34	$169.10	0.27%
Rio Tinto PLC Spn ADR CUSIP: 767204100	120.00	$25,846.80	$15,342.44	$10,504.36	$652.80	0.31%
Roche Holdings Ltd-Sponsored ADR CUSIP: 771195104	1,100 00	$46,420.00	$39,563.26	$6,856.74	$731.50	0 56%
Sap AG CUSIP. 803054204	700.00	$32,767.00	$33,572.40	-$805.40	$777.00	0.40%
Shire PLC CUSIP: 82481R106	400.00	$23,480.00	$22,728.17	$751.83	$118.80	0 28%

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December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Smith & Nephew P L C SPD ADR New CUSIP· 83175M205	390.00	$19,987.50	$20,399.91	-$412.41	$264.81	0.24%
Suncor Energy Inc CUSIP: 867224107	605.00	$21,362.55	$18,557.35	$2,805.20	$0.00	0.26%
Telefonica S A CUSIP: 879382208	200 00	$16,704.00	$12,421.71	$4,282 29	$689.40	0.20%
Tesco PLC Sponsored ADR CUSIP: 881575302	850 00	$17,484.50	$13,633.75	$3,850.75	$474.30	0 21%
Total S.A. ADR CUSIP: 89151E109	310.00	$19,852.40	$9,969.67	$9,882.73	$861.18	0.24%
Toyota Mtr Corp CUSIP: 892331307	1,000.00	$84,160 00	$95,348.70	-$11,188.70	$1,094.00	1 02%
Transocean Inc Com Usd0.01 'register CUSIP: H8817H100	625.00	$51,750.00	$56,801.25	-$5,051.25	$0.00	0.63%
Trend Micro Inc ADR CUSIP: 89486M206	500.00	$19,030.00	$17,003.86	$2,026.14	$444.50	0 23%
Tyco Electronics Ltd Com Chf2 60 CUSIP: H8912P106	1,300.00	$31,915.00	$44,732.43	-$12,817.43	$832.00	0.39%
Tyco International Com Usd0 80 CUSIP: H89128104	1,048 00	$37,392.64	$47,397 01	-$10,004.37	$838.40	0.45%
UBS AG CUSIP: H89231338	900.00	$13,959.00	$22,594.16	-$8,635.16	$0.00	0.17%
United Overseas Bk Ltdadr CUSIP: 911271302	500.00	$13,970 00	$6,205.00	$7,765.00	$414.00	0.17%
Vodafone Group SPD ADR Rep 10 Ord SH CUSIP 92857W209	2,200 00	$50,798.00	$56,643.89	-$5,845.89	$2,840.20	0 62%

Statement of Value and Activity

December 1, 2009 - December 31, 2009

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Wal-Mart DE Mexico S.A.B DE C V CUSIP: 93114W107	600.00	$26,970 00	$16,142.50	$10,827 50	$262.20	0.33%
Weatherford Int Ltd Com Usd1.00 CUSIP: H27013103	2,250 00	$40,297.50	$22,100.68	$18,196.82	$0.00	0.49%
		$1,342,480.67	$1,227,405.09	$115,075.58	$27,926.24	16.25%
Total Common Equity Securities		$6,265,646.28	$5,331,400.42	$934,245.86	$91,419 22	75.99%
Cash Equivalents						
Invested Cash						
Citibank M.D.A. (L) CUSIP: 9900CST72	34.08	$34.08	$34 08	$0.00	$0.09	0.00%(i)
Citibank M.D.A. (L) CUSIP: 9900CST72	415,558.15	$415,558.15	$415,558 15	$0.00	$1,038.90	5.01%
Total Cash Equivalents		$415,592.23	$415,592.23	$0.00	$1,038.99	5.01%
Total All Assets		**$8,248,090.16**	**$7,266,152.29**	**$981,937.87**	**$161,662.80**	**100.00%**

Your holdings are valued using the most current prices available to us. For Alternative Investments, unrealized gain/ loss and original tax cost (excluding acquisition costs) are shown for information purposes only and do not reflect any adjustments necessitated by annual K-1 forms. Consult your tax advisor regarding use of this information. Estimated income for Alternative Investments and certain non-publicly traded Partnerships cannot be accurately forecasted and is therefore not listed.