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

MAY 05 2010

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

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

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

Name of foundation
BOEHL, H.F. CHARITABLE TRUST
3402190200/R73667009

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O JPMORGAN CHASE BANK,NA;P.O.BOX 3038

City or town, state, and ZIP code
MILWAUKEE, WI 53201

A Employer identification number
61-1345132

B Telephone number
(414) 977-1210

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 ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 3,824,925.

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

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

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	268.	268.		STATEMENT 1
	4 Dividends and interest from securities	88,877.	88,877.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<423,614.>			
	b Gross sales price for all assets on line 6a 1,349,295.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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)				
	11 Other income				
	12 Total. Add lines 1 through 11	<334,469.>	89,145.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,413.	11,560.		3,853.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	825.	0.		825.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	992.	774.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	17,230.	12,334.		4,678.
	25 Contributions, gifts, grants paid	74,656.			74,656.
	26 Total expenses and disbursements. Add lines 24 and 25	91,886.	12,334.		79,334.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<426,355.>			
	b Net investment income (if negative, enter -0-)		76,811.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing		64,792.	64,792.
	2 Savings and temporary cash investments	359,986.	223,778.	223,778.
	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			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock STMT 5	2,263,864.	2,056,575.	2,087,094.
	c Investments - corporate bonds STMT 6	1,543,449.	1,437,536.	1,449,261.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other	41,600.		
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	4,208,899.	3,782,681.	3,824,925.
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			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
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 ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	4,208,899.	3,782,681.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	4,208,899.	3,782,681.	
	31 **Total liabilities and net assets/fund balances**	4,208,899.	3,782,681.	

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	4,208,899.
2	Enter amount from Part I, line 27a	2	<426,355.>
3	Other increases not included in line 2 (itemize) ▶ RETURN OF CAPITAL ADJUSTMENT	3	140.
4	Add lines 1, 2, and 3	4	3,782,684.
5	Decreases not included in line 2 (itemize) ▶ ROUNDING ADJUSTMENT	5	3.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,782,681.

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	PUBLICLY TRADED SECURITIES			
b	CLASS ACTION SETTLMENTS			
c	CAPITAL GAINS DIVIDENDS			
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	1,348,566.		1,772,909.	<424,343.>
b	697.			697.
c	32.			32.
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				<424,343.>
b				697.
c				32.
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** <423,614.>

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)
If (loss), enter -0- in Part I, line 8 } **3** N/A

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 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	124,836.	3,826,462.	.032624
2007			
2006			
2005			
2004			

2	**Total** of line 1, column (d)	2	.032624
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	.032624
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,446,129.
5	Multiply line 4 by line 3	5	112,427.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	768.
7	Add lines 5 and 6	7	113,195.
8	Enter qualifying distributions from Part XII, line 4	8	79,334.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see 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 letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	1,536.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	1,536.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	1,536.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	2,320.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	2,320.
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	784.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	784.	**Refunded** ▶	11	0.

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 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 ▶ $ 0. **(2)** On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IN			
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)? *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 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 ▶ JPMORGAN CHASE BANK, N.A. Telephone no ▶260-427-8119
Located at ▶101 EAST WASHINGTON BOULEVARD, FORT WAYNE, IN ZIP+4 ▶46802-3145

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ [X]
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 0.

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 [X] No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	[ ] Yes [X] No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	[ ] Yes [X] No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	[X] 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 [X] 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 [X] No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	[ ] Yes [X] 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 instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____ , ____ , ____ , ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	[ ] Yes [X] No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JPMROGAN CHASE BANK, N.A. P.O. BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2.00	15,413.	0.	0.

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

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

Total number of other employees paid over \$50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services	▶	0

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	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3 N/A	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2009)

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see 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	3,038,583.
b	Average of monthly cash balances	1b	460,025.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	3,498,608.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,498,608.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	52,479.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,446,129.
6	**Minimum investment return.** Enter 5% of line 5	6	172,306.

Part XI Distributable Amount (see 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	172,306.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 1,536.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,536.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	170,770.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	170,770.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	170,770.

Part XII Qualifying Distributions (see 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	79,334.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	79,334.
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	5	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	79,334.

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 instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				170,770.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			64,189.	
b Total for prior years ______, ______, ______		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 79,334.				
a Applied to 2008, but not more than line 2a			64,189.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				15,145.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
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		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				155,625.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a 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
2 a 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 the instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see 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 7				
Total			▶ 3a	74,656.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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			14	268.	
4 Dividends and interest from securities			14	88,877.	
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	<423,614.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		<334,469.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <334,469.>

(See worksheet in line 13 instructions 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)

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

▶ Kevin Reynolds | APR 30 2010 ▶ TRUSTEE

Signature of officer or trustee AUTHORIZED OFFICER | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶	Date	Check if self-employed ▶ ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code ▶		EIN ▶	
		Phone no	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET FUNDS	268.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	268.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OTHER INTEREST & DIVIDENDS	88,909.	32.	88,877.
TOTAL TO FM 990-PF, PART I, LN 4	88,909.	32.	88,877.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	825.	0.		825.
TO FORM 990-PF, PG 1, LN 16B	825.	0.		825.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX - PRIOR YEAR	218.	0.		0.
FOREIGN TAXES WITHHELD	774.	774.		0.
TO FORM 990-PF, PG 1, LN 18	992.	774.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	2,056,575.	2,087,094.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,056,575.	2,087,094.

FORM 990-PF	CORPORATE BONDS	STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED	1,437,536.	1,449,261.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,437,536.	1,449,261.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 7

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ADA HOWE KENT MEMORIAL SHELTER INC 2259 RIVER RD CALVERTON, NY 11933	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,600.
BELLARMINE UNIVERSITY 2001 NEWBURG RD LOUISVILLE, KY 40205	NONE PROGRAM SUPPORT	PUBLIC CHARITY	11,198.
CHILDREN'S HOSPITAL FOUNDATION 234 E GRAY ST STE 450 LOUISVILLE, KY 40202	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,600.
J B SPEED ART MUSEUM 2035 S 3RD ST LOUISVILLE, KY 40208	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,600.
LONG ISLAND UNIVERISTY 700 NORTHERN BLVD BROOKVILLE, NY 11545	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,600.
LOUISVILLE PRESBYTERIAN THEOLOGICAL 1044 ALTA VISTA RD LOUISVILLE, KY 40205	NONE PROGRAM SUPPORT	PUBLIC CHARITY	26,129.
PARRISH ART MUSEUM 25 JOBS LN SOUTHAMPTON, NY 11968	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,600.
SOUTHAMPTON HOSPITAL ASSOCIATION 240 MEETING HOUSE LN SOUTHAMPTON, NY 11968	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,600.

THE FILSON HISTORICAL SOCIETY 1310 S THIRD ST LOUISVILLE, KY 40208	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,600.
UNIVERSITY OF LOUISVILLE FOUNDATION - STEVEN M SPRAGUE/CONTROLLER OFFICE LOUISVILLE, KY 40292	NONE PROGRAM SUPPORT	PUBLIC CHARITY	26,129.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			74,656.

J.P.Morgan

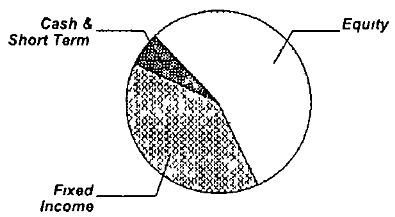
BOEHL,H.F. CHARITABLE TRUST ACCT R73667009
For the Period 11/1/09 to 12/31/09

Account Summary

PRINCIPAL

Asset Allocation	Ending Market Value	Estimated Annual Income	Current Allocation
Equity	2,087,093 71	27,818 21	55%
Cash & Short Term	223,777 54		6%
Fixed Income	1,449,261 39	61,157 23	39%
Market Value	**$3,760,132.64**		**100%**

Asset Allocation



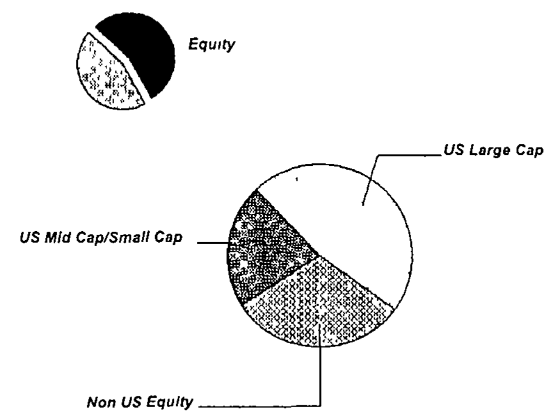
INCOME

Cash Position	Ending Market Value
Accruals	101 07
Market Value	**$101.07**

Equity Summary

Asset Categories	Ending Market Value	Current Allocation
US Large Cap	975,169 02	26%
US Mid Cap/Small Cap	466,007 61	12%
Non US Equity	645,917 08	17%
Total Value	**$2,087,093.71**	**55%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	2,087,093 71
Tax Cost	2,056,575 24
Unrealized Gain/Loss	30,518 46
Estimated Annual Income	27,818 21
Yield	1 33%

Equity Detail

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
JPMORGAN TR I GROWTH ADVANTAGE FUND SELECT SHARE CLASS FUND 1567 4812A3-71-8 JGAS X	16,275 014	7 27	118,319 35	104,720 75	13,598 60		
ABBOTT LABORATORIES 002824-10-0 ABT	120 000	53 99	6,478 80	5,861 73	617 07	192 00	2 96 %
ADVANCED AUTO PARTS INC 00751Y-10-6 AAP	30 000	40 48	1,214 40	980 43	233 97	7 20	0 59 %
AETNA INC 00817Y-10-8 AET	95 000	31 70	3,011 50	2,941 50	70 00	3 80	0 13 %
AFLAC INC 001055-10-2 AFL	45 000	46 25	2,081 25	1,983 65	97 60	50 40	2 42 %
AMAZON COM INC 023135-10-6 AMZN	10 000	134 52	1,345 20	830 28	514 92		
ANADARKO PETROLEUM CORP 032511-10-7 APC	25 000	62 42	1,560 50	1,077 96	482 54	9 00	0 58 %
APACHE CORP 037411-10-5 APA	40 000	103 17	4,126 80	3,924 11	202 69	24 00	0 58 %
APPLE INC. 037833-10-0 AAPL	30 000	210 73	6,321 96	3,223 79	3,098 17		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
APPLIED MATERIALS INC 038222-10-5 AMAT	230 000	13 94	3,206 20	3,038 44	167 76	55 20	1 72 %
AT&T INC 00206R-10-2 T	140 000	28 03	3,924 20	5,461 40	(1,537 20)	235 20	5 99 %
BANK OF AMERICA CORP 060505-10-4 BAC	396 000	15 06	5,963 76	11,042 64	(5,078 88)	15 84	0 27 %
BANK OF NEW YORK MELLON CORP 064058-10-0 BK	130 000	27 97	3,636 10	5,038 58	(1,402 48)	46 80	1 29 %
BAXTER INTERNATIONAL INC 071813-10-9 BAX	50 000	58 68	2,934 00	2,496 95	437 05	58 00	1 98 %
BB & T CORP 054937-10-7 BBT	55 000	25 37	1,395 35	1,028 73	366 62	33 00	2 36 %
BOEING CO 097023-10-5 BA	25 000	54 13	1,353 25	1,643 86	(290 61)	42 00	3 10 %
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	115 000	25 25	2,903 75	2,356 14	547 61	147 20	5 07 %
CARDINAL HEALTH INC 14149Y-10-8 CAH	50.000	32.24	1,612 00	1,234 68	377 32	35 00	2 17 %
CATERPILLAR INC 149123-10-1 CAT	20 000	56 99	1,139 80	553 78	586 02	33 60	2 95 %
CELGENE CORPORATION 151020-10-4 CELG	70 000	55 68	3,897 60	3,503 74	393 86		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
CHEVRON CORP 166764-10-0 CVX	60 000	76 99	4,619 40	3,990 18	629 22	163 20	3 53%
CISCO SYSTEMS INC 17275R-10-2 CSCO	337 000	23 94	8,067.78	6,880 67	1,187 11		
CITIGROUP INC 172967-10-1 C	600 000	3 31	1,986 00	2,517 35	(531 35)		
COACH INC 189754-10-4 COH	35 000	36 53	1,278 55	1,182 06	96 49	10 50	0 82%
COCA COLA CO 191216-10-0 KO	35 000	57 00	1,995 00	2,013 51	(18 51)	57 40	2 88%
COMCAST CORP CL A 20030N-10-1 CMCS A	100 000	16 86	1,686.00	1,698 28	(12 28)	37 80	2 24%
CONOCOPHILLIPS 20825C-10-4 COP	75 000	51 07	3,830 25	3,516 53	313 72	150 00	3 92%
CORNING INC 219350-10-5 GLW	195 000	19 31	3,765 45	3,040 03	725 42	39 00	1 04%
CVS/CAREMARK CORPORATION 126650-10-0 CVS	154 000	32 21	4,960 34	3,723 77	1,236 57	46 97	0 95%
DEERE & CO 244199-10-5 DE	80 000	54 09	4,327 20	3,056 25	1,270 95	89 60	2 07%
DEVON ENERGY CORP 25179M-10-3 DVN	60 000	73 50	4,410 00	3,081 05	1,328 95	38 40	0 87%

US Large Cap

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
DOW CHEMICAL CO 260543-10-3 DOW	130 000	27 63	3,591 90	1,779 90	1,812 00	78 00	2 17%
EATON VANCE SPL INVT TR VALUE FD CL I 277905-64-2 EILV X	7,674 597	16 78	128,779 74	100,000 00	28,779 74	1,980 04	1 54%
EDISON INTERNATIONAL 281020-10-7 EIX	95 000	34 78	3,304 10	3,683 71	(379 61)	119 70	3 62%
EMERSON ELECTRIC CO 291011-10-4 EMR	50 000	42 60	2,130 00	1,741 58	388 42	67 00	3 15%
EOG RESOURCES INC 26875P-10-1 EOG	20 000	97 30	1,946 00	1,325 33	620 67	11 60	0 60%
EXXON MOBIL CORP 30231G-10-2 XOM	100 000	68.19	6,819.00	3,861 25	2,957 75	168 00	2 46%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	60 000	80 29	4,817 40	3,642 13	1,175 27	36 00	0 75%
GENERAL MILLS INC 370334-10-4 GIS	25.000	70.81	1,770.25	1,345 13	425 12	49 00	2 77%
GILEAD SCIENCES INC 375558-10-3 GILD	65 000	43 27	2,812 55	3,047 32	(234 77)		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	35 000	168 84	5,909 40	3,914 55	1,994 85	49 00	0 83%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield

US Large Cap

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
GOOGLE INC CL A 38259P-50-8 GOOG	14 000	619 98	8,679 72	6,013 21	2,666 51		
HEWLETT-PACKARD CO 428236-10-3 HPQ	211 000	51 51	10,868 61	4,589 57	6,279 04	67 52	0 62%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	30 000	39 20	1,176 00	1,233 12	(57 12)	36 30	3 09%
INTERNATIONAL GAME TECHNOLOGY 459902-10-2 IGT	50 000	18 77	938 50	760 49	178 01	12 00	1 28%
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	33 000	130 90	4,319 70	2,537 37	1,782 33	72 60	1 68%
JOHNSON CONTROLS INC 478366-10-7 JCI	130 000	27 24	3,541 20	2,700 37	840.83	67 60	1 91%
JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 4812A2-10-8 JPIA X	4,121 436	20 31	83,706 37	82,232 75	1,473 61	1,582 63	1 89%
JPMORGAN US LARGE CAP CORE PLUS FUND SELECT FUND 1002 4812A2-38-9 JLPS X	13,829 923	18 18	251,428 00	228,868 01	22,560 00	1,576 61	0 63%
JUNIPER NETWORKS INC 48203R-10-4 JNPR	115 000	26 67	3,067 05	2,350 63	716 42		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
MASTERCARD INC - CLASS A 57636Q-10-4 MA	10 000	255 98	2,559 80	1,828 12	731 68	6 00	0 23%
MERCK & CO INC 58933Y-10-5 MRK	195 000	36 54	7,125 30	6,442 07	683 23	296 40	4 16%
METLIFE INC 59156R-10-8 MET	25 000	35 35	883 75	668 22	215 53	18 50	2 09%
MICROSOFT CORP 594918-10-4 MSFT	454 000	30 48	13,837 92	11,069 32	2,768 60	236 08	1 71%
MONSANTO CO 61166W-10-1 MON	25 000	81 75	2,043 75	2,537 49	(493 74)	26 50	1 30%
MORGAN STANLEY 617446-44-8 MS	121 000	29 60	3,581 60	3,521 96	59 64	24 20	0 68%
NATIONAL SEMICONDUCTOR CORP 637640-10-3 NSM	70 000	15 36	1,075 20	827 27	247 93	22 40	2 08%
NETAPP INC 64110D-10-4 NTAP	35 000	34 36	1,202 60	547 90	654 70		
NIKE INC B 654106-10-3 NKE	35 000	66.07	2,312 45	2,014 83	297.62	37 80	1 63%
NORFOLK SOUTHERN CORP 655844-10-8 NSC	160 000	52 42	8,387 20	6,406 77	1,980 43	217 60	2 59%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	70 000	81 35	5,694 50	4,486 86	1,207 64	92 40	1 62%

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	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
ORACLE CORP 68389X-10-5 ORCL	130 000	24 53	3,188 90	2,725 93	462 97	26 00	0 82 %
PACCAR INC 693718-10-8 PCAR	75 000	36 27	2,720 25	2,699 48	20 77	27 00	0 99 %
PARKER-HANNIFIN CORP 701094-10-4 PH	25 000	53 88	1,347 00	1,007 52	339 48	25 00	1 86 %
PAYCHEX INC 704326-10-7 PAYX	40 000	30 64	1,225 60	1,041 04	184 56	49 60	4 05 %
PEPSICO INC 713448-10-8 PEP	70 000	60.80	4,256.00	4,394.58	(138 58)	126 00	2 96 %
PFIZER INC 717081-10-3 PFE	380 000	18 19	6,912 20	5,582 64	1,329 56	273 60	3 96 %
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	93 000	48 19	4,481 67	2,891 51	1,590 16	215 76	4 81 %
PRAXAIR INC 74005P-10-4 PX	36 000	80 31	2,891.16	1,331 65	1,559 51	57 60	1 99 %
PROCTER & GAMBLE CO 742718-10-9 PG	150 000	60 63	9,094 50	9,191 88	(97 38)	264 00	2 90 %
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	60 000	49 76	2,985 60	2,354 53	631 07	42 00	1 41 %
QUALCOMM INC 747525-10-3 QCOM	112 000	46 26	5,181 12	4,152 43	1,028 69	76 16	1 47 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
SCHLUMBERGER LTD 806857-10-8 SLB	40 000	65 09	2,603 60	1,595 88	1,007 72	33 60	1 29 %
SOUTHERN CO 842587-10-7 SO	50 000	33 32	1,666 00	1,493 81	172 19	87 50	5 25 %
SOUTHWESTERN ENERGY CO 845467-10-9 SWN	25 000	48 20	1,205 00	1,079 74	125 26		
SPDR TRUST SERIES 1 78462F-10-3 SPY	650 000	111 44	72,436 00	71,106 62	1,329 38	1,534 65	2 12 %
SPRINT NEXTEL CORP 852061-10-0 S	300.000	3.66	1,098.00	1,211 78	(113 78)		
STAPLES INC 855030-10-2 SPLS	150 000	24 59	3,688 50	3,264 13	424 37	49 50	1 34 %
STARWOOD HOTELS & RESORTS 85590A-40-1 HOT	75 000	36 57	2,742 75	1,603 47	1,139 28	15 00	0 55 %
SYSCO CORP 871829-10-7 SYY	75 000	27 94	2,095 50	2,371 04	(275 54)	75 00	3 58 %
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	45 000	19 38	872 10	704.79	167.31		
TIME WARNER INC NEW 887317-30-3 TWX	163 000	29 14	4,749 82	4,066 57	683 25	122 25	2 57 %
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	80 000	69 41	5,552 80	4,312 33	1,240 47	123 20	2 22 %

US Large Cap

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
URBAN OUTFITTERS INC 917047-10-2 URBN	45 000	34 99	1,574 55	673 39	901 16		
US BANCORP DEL 902973-30-4 USB	175 000	22 51	3,939 25	4,737 45	(798 20)	35 00	0 89 %
V F CORP 918204-10-8 VFC	25 000	73 24	1,831 00	1,430 71	400 29	60 00	3 28 %
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	170 000	33 13	5,632.10	6,225 31	(593 21)	323 00	5 73 %
WAL MART STORES INC 931142-10-3 WMT	84 000	53 45	4,489 80	3,954 04	535 76	91 56	2 04 %
WALT DISNEY CO 254687-10-6 DIS	225 000	32 25	7,256 25	5,960 71	1,295 54	78 75	1 09 %
WELLPOINT INC 94973V-10-7 WLP	15 000	58 29	874 35	800 29	74 06		
WELLS FARGO & CO 949746-10-1 WFC	195 000	26 99	5,263.05	4,647 52	615 53	39 00	0 74 %
XILINX CORP 983919-10-1 XLNX	100 000	25 06	2,506.00	2,166.07	339.93	64 00	2 55 %
YUM BRANDS INC 988498-10-1 YUM	90 000	34 97	3,147 30	3,127 30	20 00	75 60	2 40 %
Total US Large Cap			**$975,169.02**	**$857,526.19**	**$117,642.83**	**$12,562 92**	**1.29 %**

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Mid Cap/Small Cap							
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	1,100 000	62 44	68,684 00	60,532 56	8,151 44	1,114 30	1 62 %
ISHARES S&P MIDCAP 400 INDEX FUND 464287-50-7 IJH	1,090 000	72 41	78,926 90	73,152 30	5,774 60	1,467.14	1 86 %
JPMORGAN MID CAP GROWTH SELECT SHARE CLASS FUND 3120 4812C1-71-0 HLGE X	4,539 906	18 32	83,171 08	82,280 91	890 17		
JPMORGAN SMALL CAP GROWTH FUND SELECT SHARE CLASS FUND 3136 4812C0-57-1 OGGF X	2,424 473	8 71	21,117 16	19,379 01	1,738 15		
JPMORGAN SMALL CAP VALUE FUND SELECT SHARE CLASS FUND 3712 4812C1-79-3 PSOP X	1,392 270	15 19	21,148 58	20,459 11	689 47	332 75	1 57 %
JPMORGAN TR I HIGHBRIDGE STATISTICAL MARKET NEUTRAL FUND SELECT SHARES FUND # 1011 4812A2-43-9 HSKS X	6,888 169	15 74	108,419 78	110,791 14	(2,371 36)	227 30	0 21 %
JPMORGAN US REAL ESTATE FUND SELECT SHARE CLASS FUND 3037 4812C0-61-3 SUIE X	3,886 659	12 21	47,456 11	57,000 00	(9,543 90)	1,092 15	2 30 %

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	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Mid Cap/Small Cap							
KB HOME 48666K-10-9 KBH	50 000	13 68	684 00	834 96	(150 96)	12 50	1 83%
NEILL LAVIELLE SUPPLY CO LLC 639990-10-0	104 000	350 00 12/31/08	36,400 00	41,600 00	(5,200 00)	2,912 00	8 00%
Total US Mid Cap/Small Cap			**$466,007.61**	**$466,029.99**	**($22.39)**	**$7,158.14**	**1.54%**
Non US Equity							
ACE LTD NEW H0023R-10-5 ACE	35 000	50 40	1,764.00	1,609 21	154 79	43 40	2 46%
COOPER INDUSTRIES PLC CL - A G24140-10-8 CBE	50 000	42.64	2,132 00	1,671 08	460 92	50 00	2 35%
COVIDIEN PLC G2554F-10-5 COV	75 000	47 89	3,591 75	2,796 67	795 08	54 00	1 50%
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	7,508 410	31 85	239,142 86	292,296 57	(53,153 71)	3,273 66	1 37%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	660 000	55 28	36,484 80	36,916 04	(431 24)	951 06	2 61%
JPMORGAN ASIA EQUITY FUND SELECT SHARE CLASS FUND 1134 4812A0-70-6 JPAS X	7,399 682	31 20	230,870 08	216,435 18	14,434 90	850 96	0 37%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
Non US Equity							
JPMORGAN INTERNATIONAL VALUE FUND SELECT SHARE CLASS FUND 1296 4812A0-56-5 JIES X	7,253 052	12 68	91,968 70	130,700 00	(38,731 30)	2,226 68	2 42%
JPMORGAN INTREPID INTERNATIONAL FUND SELECT SHARE CLASS FUND # 1321 4812A2-21-5 JISI X	2,461 595	15 73	38,720 89	49,330 36	(10,609 47)	647 39	1 67%
TRANSOCEAN INC H8817H-10-0 RIG	15 000	82 80	1,242 00	1,263 95	(21 95)		
Total Non US Equity			**$645,917.08**	**$733,019.06**	**($87,101.98)**	**$8,097.15**	**1.25%**

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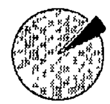
Cash & Short Term Summary

Asset Categories	Ending Market Value	Current Allocation
Cash	223,777 54	6%

Asset Categories



Market Value/Cost	Current Period Value
Market Value	223,777 54
Tax Cost	223,777 54

Cash & Short Term Detail

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
Cash							
JPMORGAN US GOVERNMENT MONEY MARKET FUND PREMIER SHARE CLASS FUND 1086 (SWEEP DEADLINE IS 4 30 PM EST)	223,777 54	1 00	223,777 54	223,777 54			

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Fixed Income Summary

Asset Categories	Ending Market Value	Current Allocation
US Fixed Income - Taxable	1,449,261 39	39%

Asset Categories

Market Value/Cost	Current Period Value
Market Value	1,449,261.39
Tax Cost	1,437,536 36
Unrealized Gain/Loss	11,725 03
Estimated Annual Income	61,157 23
Accrued Interest	101 07
Yield	4 20%

Fixed Income Summary CONTINUED

SUMMARY BY MATURITY

Fixed Income	Market Value	% of Bond Portfolio
Less than 5 years[1]	1,429,100 28	99%
10+ years[1]	20,161 11	1%
Total Value	**$1,449,261.39**	**100%**

SUMMARY BY TYPE

Fixed Income	Market Value	% of Bond Portfolio
Mortgage and Asset Backed Bonds	20,161 11	1%
Mutual Funds	1,429,100 28	99%
Total Value	**$1,449,261.39**	**100%**

[1]The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity.

Fixed Income Detail

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
ISHARES BARCLAYS TIPS BOND FUND 464287-17-6	1,801 000	103 90	187,123 90	182,253 40	4,870 50	7,279 64	3 89%
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FUND 3844 30-Day Annualized Yield 2 76% 4812A4-35-1	6,432 070	11 59	74,547 69	73,843 28	704 41	2,669 30	3 58%
JPMORGAN CORE BOND FUND SELECT SHARE CLASS FUND 3720 30-Day Annualized Yield 4 35% 4812C0-38-1	39,903 245	11 10	442,926 02	435,867 96	7,058 06	21,587 65	4 87%
JPMORGAN HIGH YIELD BOND FUND SELECT CLASS FUND 3580 30-Day Annualized Yield 7.59% 4812C0-80-3	22,123 693	7 74	171,237 38	179,546.11	(8,308 73)	12,345 02	7 21%
JPMORGAN SHORT DURATION BOND FUND SELECT CLASS FUND 3133 30-Day Annualized Yield. 2 04% 4812C1-33-0	50,992 193	10 85	553,265 29	547,208 20	6,057 09	16,062 54	2 90%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
GNMA GTD PASS THRU CTFS POOL NBR 457816 6 50% DUE 09/15/2028 36208Q-SD-9	18,662 860	108 03	20,161 11	18,817 41	1,343 70	1,213 08 101 07	4 59%
Total US Fixed Income - Taxable			**$1,449,261.39**	**$1,437,536.36**	**$11,725.03**	**$61,157.23** **$101.07**	**4.20%**