Form **990-PF**

Department of the Treasury
Internal Revenue Service (77)

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 , 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: Adelia Russell Charitable Foundation

Number and street (or P O box number if mail is not delivered to street address) / Room/suite: 2544 Willow Point Road

City or town, state, and ZIP code: Alexander City AL 35010

A Employer identification number: 63-0930330

B Telephone number (see page 10 of the instructions): 256-329-0835

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,768,684

J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	5,537	5,537		
4	Dividends and interest from securities	117,283	117,283		
5 a	Gross rents		0		
b	Net rental income or (loss) 0				
6 a	Net gain or (loss) from sale of assets not on line 10	-580,529			
b	Gross sales price for all assets on line 6a 0				
7	Capital gain net income (from Part IV, line 2)		0		
8	Net short-term capital gain			0	
9	Income modifications				
10 a	Gross sales less returns and allowances 0				
b	Less Cost of goods sold 0				
c	Gross profit or (loss) (attach schedule)	0			
11	Other income (attach schedule)	7,206	7,206	0	
12	**Total.** Add lines 1 through 11	-450,503	130,026	0	
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)	11,467	11,467	0	0
b	Accounting fees (attach schedule)	2,000	2,000	0	0
c	Other professional fees (attach schedule)	32,272	24,204	0	8,068
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)	3,199	976	0	0
19	Depreciation (attach schedule) and depletion	0	0	0	
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	503	147	0	303
24	**Total operating and administrative expenses.** Add lines 13 through 23	49,441	38,794	0	8,371
25	Contributions, gifts, grants paid	364,000			364,000
26	**Total expenses and disbursements.** Add lines 24 and 25	413,441	38,794	0	372,371
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-863,944			
b	**Net investment income** (if negative, enter -0-)		91,232		
c	**Adjusted net income** (if negative, enter -0-)			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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	1,481,536	525,035	525,035
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	4	Pledges receivable ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)	0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ 0			
		Less allowance for doubtful accounts ▶ 0	0	0	0
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)	0	0	0
	b	Investments—corporate stock (attach schedule)	6,323,344	6,415,899	6,243,649
	c	Investments—corporate bonds (attach schedule)	0	0	0
	11	Investments—land, buildings, and equipment basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	0	0	0
	14	Land, buildings, and equipment. basis ▶ 0			
		Less accumulated depreciation (attach schedule) ▶ 0	0	0	0
	15	Other assets (describe ▶)	0	0	0
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	7,804,880	6,940,934	6,768,684
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21	Mortgages and other notes payable (attach schedule)	0	0	
	22	Other liabilities (describe ▶)	0	0	
	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 and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	7,804,880	6,940,934	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	7,804,880	6,940,934	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	7,804,880	6,940,934	

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	7,804,880
2	Enter amount from Part I, line 27a	2	-863,944
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,940,936
5	Decreases not included in line 2 (itemize) ▶ Loss on Sale of Securities	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,940,936

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 Attached Statement			
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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	0	0	0	0
b	0	0	0	0
c	0	0	0	0
d	0	0	0	0
e	0	0	0	0

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	-580,530
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	55,280

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	361,919	7,587,706	0.047698
2007	267,051	8,813,812	0.030299
2006	250,502	6,645,622	0.037694
2005	250,438	4,834,976	0.051797
2004	250,773	4,808,312	0 052154

2 **Total** of line 1, column (d)	2	0 219642
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 043928
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	6,107,117
5 Multiply line 4 by line 3	5	268,273
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	912
7 Add lines 5 and 6	7	269,185
8 Enter qualifying distributions from Part XII, line 4	8	372,371

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)

1 a	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	912
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	912
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	912
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a — 1,120		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c — 0		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	1,120
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	0
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	0
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	208
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 0 Refunded ▶	11	208

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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
4 a	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	
8 a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ AL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ Tom Lamberth Telephone no ▶ 256-329-0835

Located at ▶ 2544 Willow Point Road Alexander City AL ZIP+4 ▶ 35010

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

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

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

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	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 ▶ 20____, 20____, 20____, 20____				
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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____				
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 ☒ No

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b** 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? ☐ 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** No: X

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Banjamin Russell 2544 Willow Point Road Alexander City AL 350	Director & Presiden .00	0	0	0
Luanne Russell 2544 Willow Point Road Alexander City AL 350	Director & Vice Pre .00	0	0	0
Thomas Lamberth 90 Willow Way North Alexander City AL 35010	Director & Secretar 00	0	0	0
	.00	0	0	0

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

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

Total number of other employees paid over $50,000 ▶ 1

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
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 None	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 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	
2	
All other program-related investments See page 24 of the instructions 3	0
Total. Add lines 1 through 3 ▶	0

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	5,312,444
b	Average of monthly cash balances	1b	887,675
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	6,200,119
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	
3	Subtract line 2 from line 1d	3	6,200,119
4	Cash deemed held for charitable activities Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	93,002
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,107,117
6	**Minimum investment return.** Enter 5% of line 5	6	305,356

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	305,356
2a	Tax on investment income for 2009 from Part VI, line 5	2a	912		
b	Income tax for 2009. (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	912
3	Distributable amount before adjustments Subtract line 2c from line 1			3	304,444
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	304,444
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	304,444

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	372,371
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	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	372,371
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	912
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	371,459

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				304,444
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			114,000	
b	Total for prior years 20____, 20____, 20___		0		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 — 0				
b	From 2005 — 0				
c	From 2006 — 0				
d	From 2007 — 0				
e	From 2008 — 0				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 372,371				
a	Applied to 2008, but not more than line 2a			114,000	
b	Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c	Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d	Applied to 2009 distributable amount				258,371
e	Remaining amount distributed out of corpus				
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				
d	Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e	Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f	Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				46,073
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)				
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	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 — 0				
b	Excess from 2006 — 0				
c	Excess from 2007 — 0				
d	Excess from 2008 — 0				
e	Excess from 2009 — 0				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

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	0	0	0	0	0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0	0	0	0	0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter:					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0	0	0	0	0
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)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

Check here ▶ ☒ 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*				
CARE 1625 K St NW Suite 300 Washington DC 20006		501(c)(3)	Unrestricted	250,000
Tallapoosa Christian Crisis Center P O. Box 1375 Alexander City AL 35010		501(c)(3)	Unrestricted	24,000
ARISE 82 Court Square Alexander City AL 35010			Unrestricted	10,000
MainStreet Alexander City 21 MainStreet Alexander City AL 35010			Unrestricted	20,000
Alexander City Board of Education P. O Box 1205 Alexander City AL 35010			Unrestricted	40,000
Alexander City Schools Education Foundation 375 Lee Street Alexander City AL 35010			Unrestricted	10,000
University of Alabama Library Box 870266 Tuscaloosa AL 35487-0266			Unrestricted	10,000
				0
				0
				0
				0
				0
				0
				0
				0
				0
Total			▶ 3a	364,000
b *Approved for future payment*				
				0
				0
				0
				0
				0
				0
				0
				0
				0
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 (See page 28 of the instructions)
1 Program service revenue					
a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
f		0		0	0
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	122,820	
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			14	7,206	
8 Gain or (loss) from sales of assets other than inventory			14	-580,529	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a		0		0	0
b		0		0	0
c		0		0	0
d		0		0	0
e		0		0	0
12 Subtotal Add columns (b), (d), and (e)		0		-450,503	0

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 -450,503

(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 28 of the instructions)

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

N A

			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)		
	(2) Other assets	1a(2)		
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		
	(3) Rental of facilities, equipment, or other assets	1b(3)		
	(4) Reimbursement arrangements	1b(4)		
	(5) Loans or loan guarantees	1b(5)		
	(6) Performance of services or membership or fundraising solicitations	1b(6)		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		

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
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		
	0		

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Thomas T. Lankford 4/22/10 SECRETARY

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

Line 11 (990-PF) - Other Income

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
		7,206	7,206	0
1	Litigation Income	6,465	6,465	
2	Misc Income	741	741	
3			0	
4			0	
5			0	
6			0	
7			0	
8			0	
9			0	
10			0	

Line 16a (990-PF) - Legal Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		11,467	11,467	0	0
1	Bradley Arant Boult Cummings	11,467	11,467		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16b (990-PF) - Accounting Fees

		2,000	2,000	0	0
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	Carolyn Hodo	2,000	2,000		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 16c (990-PF) - Other Fees

	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		32,272	24,204	0	8,068
1	Wachovia #1031	4,631	3,473		1,158
2	CSFB #7025	5,021	3,766		1,256
3	GS #6837				
4	GS #7079				
5	GS #7078				
6	GS #9008	13,620	10,215		3,404
7	Wilson Price				
8	US Treasury User Fee	9,000	6,750		2,250
9					
10					

Line 18 (990-PF) - Taxes

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,199	976	0	0
1	Real estate tax not included in line 20				
2	Tax on investment income				
3	Income tax	2,223			
4	Foreign Tax Withheld	976	976		
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		503	147	0	303
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization See attached statement	0	0	0	0
2	Goldman Sachs Misc Exp	97	97		
3	Office Expense	303			303
4	Foreign Fees	50	50		
5	Professional Services				
6	Tax Penalty	42			
7	Adjustments	11			
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

			6,323,344	6,415,899	4,231,529	6,243,649
	Description	Num Shares/ Face Value	Book Value Beg of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	Goldman Sachs		1,275,472	2,029,674	988,874	2,225,836
2	GSO Special Overseas Fund		1,096,983	1,096,983	871,269	1,086,550
3	Goldman #9008		1,636,960	1,413,633	1,113,791	1,407,437
4	Wachovia #1029		350,961	495,204	167,694	355,025
5	Wachovia #1031		882,269	880,405	526,255	668,801
6	Aliant Financial		0	500,000	0	500,000
7						
8						
9						
10						
11	CSFB #7025		880,984	0	466,821	0
12	UBS #4653		199,715	0	96,825	0
13						
14						
15						
16						
17						

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	0
Short Term CG Distributions	0

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
					Totals	1,649,605	0	2,230,135	-580,530	0	0	0	-580,530
1	CSFB Acct #7025 - Securities		P	1/1/2010	12/31/2010	188,552	0	163,676	24,876			0	24,876
2	CSFB Acct #7025 - Securities		P	1/1/2009	12/31/2010	537,765	0	852,551	-314,786			0	-314,786
3	GS #9008 - Securities		P	1/1/2009	12/31/2010	318,542	0	536,673	-218,131			0	-218,131
4	GS #9008 - Securities		P	1/1/2010	12/31/2010	376,532	0	356,603	19,929			0	19,929
5	GS #9850 - Securities		P	1/1/2010	12/31/2010	86,454	0	95,583	-9,129			0	-9,129
6	Wachovia #1031 - Securities		P	1/1/2010	12/31/2010	3,782	0	0	3,782			0	3,782
7	Wachovia #1031 - Securities		P	1/1/2009	12/31/2010	21		65	-44			0	-44
8	Wachovia #1029 - Securities		P	1/1/2010	12/31/2010	41,071	0	25,249	15,822			0	15,822
9	Wachovia #1029 - Securities		P	1/1/2009	12/31/2010	3	0	20	-17			0	-17
10	UBS #4653		P	1/1/2009	12/31/2010	96,883	0	199,715	-102,832			0	-102,832

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Average Hours
1	Banjamin Russell		2544 Willow Point Road	Alexander City	AL	35010		Director & Presid	
2	Luanne Russell		2544 Willow Point Road	Alexander City	AL	35010		Director & Vice Pre	
3	Thomas Lamberth		90 Willow Way North	Alexander City	AL	35010		Director & Secre	
4									
5									
6									
7									
8									
9									
10									

Part

	Compensation	Benefits	Expense Account	Explanation
	0	0	0	
1				
2				
3				
4				
5				
6				
7				
8				
9				
10				

Adelia Russell Charitable Fnd GS #028-09850-7
From 01-Jan-2009 To 31-Dec-2009

Realized Gains/Losses

Symbol	Description	Trade Date	Date Sold	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
CPRP	CITIGROUP INC. PFD 8.125%	08-Jan-09	27-Jul-09	2,900	$ 43,094.33	$ 50,837.00	$ (7,742.67)	199	Short-Term
	GENENTECH INC. CMN	05-Dec-08	30-Mar-09	300	$ 28,500.00	$ 21,966.00	$ 6,534 00	114	Short-Term
CPRP	CITIGROUP INC. PFD 8.125%	08-May-09	27-Jul-09	1,000	$ 14,860.11	$ 22,780.00	$ (7,919 89)	80	Short-Term
TOTAL					**$ 86,454.44**	**$ 95,583.00**	**$ (9,128.56)**		

Realized Gain/Loss

As of Date: 2/05/10

Account Number: 7055-1029
ADELIA RUSSELL CHARITABLE FOUNDATION
THOMAS T LAMBERTH, TRUSTEE

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
METLIFE FLTG RATE PERPETUAL PFD CALLABLE 6/15/10	2,000.0000	12.4900	04/20/09	12/02/09	41,070.59	25,248.58	15,822.01
Total - Short Term					**$41,070.59**	**$25,248.58**	**$15,822.01**

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
WELLS FARGO COMPANY	0.1000	200.7035	11/27/07	01/02/09	2.92	20.22	-17.30
Total - Long Term					**$2.92**	**$20.22**	**-$17.30**

INFORMATION PROVIDED AS COURTESY ONLY - NOT FURNISHED TO THE IRS

Amended Date: 3/26/10

Account Number: 7055-1031
ADELIA RUSSELL CHARITABLE FOUNDATION
THOMAS T LAMBERTH TTEE

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
TIME WARNER INC NEW	0.6667	0.0000	04/02/09	04/02/09	12.30	0.01	12.29
Total - Short Term					**$12.30**	**$0.01**	**$12.29**

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AOL INC W/I	0.5454	56.8427	12/14/01	12/09/09	12.65	31.03	-18.38
TIME WARNER CABLE	0.3400	99.5225	12/14/01	03/30/09	8.56	33.84	-25.28
Total - Long Term					**$21.21**	**$64.87**	**-$43.66**

Option Activity Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
CALL CHECK POINT SFTWARE $30 EXP 01/17/09	-10.0000	0.7500	05/15/08	01/17/09	749.99	0.00	749.99
CALL MICROSOFT CORP $35 EXP 01/17/09	-10.0000	1.0200	04/01/08	01/17/09	1,019.99	0.00	1,019.99
CALL WESTERN UNION CO $25 EXP 01/17/09	-10.0000	2.0000	05/19/08	01/17/09	1,999.98	0.00	1,999.98
Total - Short Term					**$3,769.96**	**$0.00**	**$3,769.96**

INFORMATION PROVIDED AS COURTESY ONLY - NOT FURNISHED TO THE IRS

Adelia Russell Charitable Fnd Aletheia 028-09008-2 (Closed)
From 01-Jan-2009 To 31-Dec-2009

Realized Gains/Losses

Symbol	Descriptio	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
PBR	PETROLE(	02-Jan-08	24-Jul-09	430	$ 18,244 17	$ 25,408.15	$ (7,163.98)	568	Long-Term
	SUNCOR I	15-Mar-07	24-Jul-09	480	$ 15,877 94	$ 16,552.80	$ (674.86)	862	Long-Term
AEM	AGNICO E	09-Jan-08	03-Feb-09	311	$ 15,544.28	$ 18,823.15	$ (3,278.88)	391	Long-Term
AXP	AMERICAI	05-Mar-08	06-May-09	515	$ 14,267.65	$ 21,728.93	$ (7,461.28)	426	Long-Term
VLO	VALERO E	30-Oct-08	11-Nov-09	770	$ 13,391.64	$ 14,656.57	$ (1,264.93)	377	Long-Term
TIE	TITANIUM	10-Apr-08	22-Apr-09	1,724	$ 11,062 79	$ 28,821.49	$ (17,758.70)	377	Long-Term
NEM	NEWMON'	01-Nov-07	30-Jul-09	245	$ 9,891 84	$ 12,295.28	$ (2,403 44)	637	Long-Term
NEM	NEWMON'	01-Nov-07	19-Feb-09	215	$ 9,000.30	$ 10,789.73	$ (1,789.44)	476	Long-Term
CHK	CHESAPE.	15-Mar-07	12-Jan-09	560	$ 8,988.62	$ 16,676.80	$ (7,688.18)	669	Long-Term
AXP	AMERICAI	13-Dec-07	06-May-09	320	$ 8,865.34	$ 17,012.61	$ (8,147 27)	509	Long-Term
NEM	NEWMON'	17-May-07	05-Feb-09	210	$ 8,598.84	$ 8,219.40	$ 379.44	630	Long-Term
AXP	AMERICAI	15-Mar-07	06-May-09	300	$ 8,311.25	$ 16,803.99	$ (8,492 74)	783	Long-Term
NEM	NEWMON'	17-May-07	19-Feb-09	190	$ 7,953 75	$ 7,436.60	$ 517.15	644	Long-Term
AEM	AGNICO E	10-Jan-08	03-Feb-09	154	$ 7,697.16	$ 9,471.48	$ (1,774.31)	390	Long-Term
NEM	NEWMON'	15-Mar-07	05-Feb-09	180	$ 7,370.44	$ 7,639.20	$ (268.76)	693	Long-Term
GG	GOLDCOF	17-May-07	23-Nov-09	160	$ 7,062.32	$ 3,707.20	$ 3,355.12	921	Long-Term
GG	GOLDCOF	15-Mar-07	11-Mar-09	245	$ 6,921.60	$ 5,926.84	$ 994 76	727	Long-Term
KO	COCA-COI	15-Mar-07	14-Dec-09	115	$ 6,782 21	$ 5,410.75	$ 1,371.46	1,005	Long-Term
DVN	DEVON EI	15-Mar-07	27-Jan-09	110	$ 6,727.49	$ 7,078.50	$ (351.01)	684	Long-Term
MDT	MEDTRON	14-Mar-08	16-Mar-09	225	$ 6,389 60	$ 10,650.08	$ (4,260.48)	367	Long-Term
IBM	INTL BUSI	10-Jul-07	12-Jan-09	65	$ 5,600 09	$ 7,082.93	$ (1,482.84)	552	Long-Term
GLD	SPDR GOI	15-Mar-07	12-Jan-09	65	$ 5,277.42	$ 4,158.05	$ 1,119.37	669	Long-Term
AXP	AMERICAI	17-Dec-07	06-May-09	175	$ 4,848.23	$ 9,172.45	$ (4,324 22)	505	Long-Term
CHK	CHESAPE.	17-May-07	12-Jan-09	300	$ 4,815.33	$ 10,512.00	$ (5,696.67)	606	Long-Term
EMR	EMERSON	15-Mar-07	12-Jan-09	135	$ 4,745.50	$ 5,729.40	$ (983.90)	669	Long-Term
MUR	MURPHY (	15-Mar-07	16-Mar-09	95	$ 4,464 53	$ 4,958.05	$ (493 52)	732	Long-Term
JWN	NORDSTR	21-Dec-07	19-Feb-09	355	$ 4,297.42	$ 12,835 66	$ (8,538.24)	426	Long-Term
M	MACY'S IN	17-May-07	19-Feb-09	490	$ 3,908 26	$ 19,284.39	$ (15,376.13)	644	Long-Term
IBM	INTL BUSI	09-Oct-07	03-Feb-09	40	$ 3,690 29	$ 4,725 21	$ (1,034.92)	483	Long-Term
CAT	CATERPIL	15-Mar-07	12-Jan-09	85	$ 3,540 12	$ 5,392 19	$ (1,852 06)	669	Long-Term
AEM	AGNICO E	05-Mar-08	11-Mar-09	70	$ 3,481.85	$ 5,108 57	$ (1,626 72)	370	Long-Term
STP	SUNTECH	25-Sep-07	27-Oct-09	260	$ 3,394 84	$ 10,814 26	$ (7,419 42)	763	Long-Term
JWN	NORDSTR	05-Jul-07	19-Feb-09	280	$ 3,389.52	$ 13,882.82	$ (10,493.30)	595	Long-Term
GLD	SPDR GOI	15-Mar-07	19-Feb-09	35	$ 3,367 09	$ 2,238.95	$ 1,128.14	707	Long-Term

Realized Gains/Losses

Symbol	Descriptio	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
BGC	GENERAL	25-Apr-08	16-Jun-09	90	$ 3,348.66	$ 6,414.72	$ (3,066.06)	417	Long-Term
TIE	TITANIUM	15-Aug-07	12-Jan-09	450	$ 3,319.18	$ 13,431.60	$ (10,112.42)	516	Long-Term
TIE	TITANIUM	09-Apr-08	21-Apr-09	527	$ 3,186.79	$ 8,906.14	$ (5,719.35)	377	Long-Term
CAT	CATERPIL	17-May-07	03-Feb-09	95	$ 2,870 75	$ 7,122 15	$ (4,251.40)	628	Long-Term
GG	GOLDCOF	17-May-07	11-Mar-09	100	$ 2,825.14	$ 2,317.00	$ 508.14	664	Long-Term
M	MACY'S IN	15-Mar-07	19-Feb-09	345	$ 2,751.74	$ 15,316.04	$ (12,564.30)	707	Long-Term
STP	SUNTECH	25-Sep-07	13-Oct-09	180	$ 2,734.03	$ 7,486.79	$ (4,752.76)	749	Long-Term
AEM	AGNICO E	10-Jan-08	26-Feb-09	55	$ 2,691.42	$ 3,382 67	$ (691.25)	413	Long-Term
ID	L-1 IDENTI	15-Mar-07	21-Oct-09	390	$ 2,645.88	$ 6,240.00	$ (3,594.12)	951	Long-Term
NEM	NEWMON'	01-Nov-07	26-Feb-09	65	$ 2,635.00	$ 3,262.01	$ (627.01)	483	Long-Term
DVN	DEVON EI	15-Mar-07	19-Feb-09	50	$ 2,525.84	$ 3,217.50	$ (691 66)	707	Long-Term
AEM	AGNICO E	10-Jan-08	19-Feb-09	45	$ 2,410.39	$ 2,767.64	$ (357 25)	406	Long-Term
DVN	DEVON EI	17-May-07	19-Feb-09	45	$ 2,273 25	$ 3,462.75	$ (1,189.50)	644	Long-Term
ALNY	ALNYLAM	15-Mar-07	26-Feb-09	110	$ 2,149.85	$ 1,921.38	$ 228.47	714	Long-Term
KO	COCA-COI	15-Mar-07	22-Jan-09	50	$ 2,142.92	$ 2,352.50	$ (209.58)	679	Long-Term
GG	GOLDCOF	15-Mar-07	26-Feb-09	65	$ 1,867.92	$ 1,572.43	$ 295.49	714	Long-Term
AES	AES CORF	15-Mar-07	23-Nov-09	145	$ 1,848.89	$ 3,024.70	$ (1,175 81)	984	Long-Term
ID	L-1 IDENTI	15-Mar-07	20-Oct-09	262	$ 1,749.51	$ 4,192.00	$ (2,442.49)	950	Long-Term
TIE	TITANIUM	09-Apr-08	22-Apr-09	264	$ 1,694 07	$ 4,461.52	$ (2,767.45)	378	Long-Term
AXP	AMERICAI	17-May-07	06-May-09	60	$ 1,662 25	$ 3,819.00	$ (2,156 75)	720	Long-Term
MDT	MEDTRON	26-Feb-08	16-Mar-09	50	$ 1,419.91	$ 2,497 58	$ (1,077 67)	383	Long-Term
DVN	DEVON EI	29-Nov-07	24-Mar-09	25	$ 1,241.88	$ 2,042 05	$ (800.17)	480	Long-Term
AEM	AGNICO E	05-Mar-08	30-Oct-09	20	$ 1,053.02	$ 1,459 59	$ (406 57)	603	Long-Term
ID	L-1 IDENTI	17-May-07	22-Oct-09	145	$ 951.29	$ 2,768.05	$ (1,816.76)	889	Long-Term
IBM	INTL BUSI	10-Jul-07	03-Feb-09	10	$ 922.57	$ 1,089.68	$ (167.11)	574	Long-Term
ID	L-1 IDENTI	15-Mar-07	19-Oct-09	110	$ 754.88	$ 1,760.00	$ (1,005 12)	949	Long-Term
DVN	DEVON EI	17-May-07	24-Mar-09	15	$ 745.13	$ 1,154.25	$ (409.12)	677	Long-Term
DPTR	DELTA PE	04-Jan-08	11-Nov-09	735	$ 710.21	$ 16,514.86	$ (15,804 65)	677	Long-Term
MUR	MURPHY (	15-Mar-07	23-Nov-09	10	$ 576 54	$ 521.90	$ 54 64	984	Long-Term
PG	PROCTER	15-Mar-07	22-Jan-09	10	$ 569.33	$ 618.80	$ (49.47)	679	Long-Term
TIE	TITANIUM	15-Aug-07	21-Apr-09	70	$ 423 29	$ 2,089.36	$ (1,666.07)	615	Long-Term
CAT	CATERPIL	17-May-07	12-Jan-09	10	$ 416.48	$ 749.70	$ (333.22)	606	Long-Term
DPTR	DELTA PE	04-Jan-08	11-Nov-09	359	$ 356.01	$ 8,066.44	$ (7,710.43)	677	Long-Term
MGM	MGM MIR/	25-Jun-08	23-Oct-09	30	$ 346.27	$ 1,165 85	$ (819.58)	485	Long-Term
DPTR	DELTA PE	07-Jan-08	11-Nov-09	321	$ 318 33	$ 6,772.39	$ (6,454 06)	674	Long-Term
AEM	AGNICO E	10-Jan-08	11-Mar-09	5	$ 248 70	$ 307 52	$ (58.81)	425	Long-Term
ID	L-1 IDENTI	17-May-07	21-Oct-09	35	$ 237 45	$ 668 15	$ (430.70)	888	Long-Term
TIE	TITANIUM	17-May-07	12-Jan-09	20	$ 147 52	$ 752.25	$ (604 73)	606	Long-Term
					$ 318,542.01	**$ 536,673.43**	**$ (218,131.42)**		**Long-Term**

Realized Gains/Losses

Symbol	Descriptio	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
VLO	VALERO E	30-Oct-08	13-Oct-09	1,660	$ 31,750 83	$ 31,597.27	$ 153.56	348	Short-Term
MOS	THE MOS/	09-Dec-08	26-Oct-09	415	$ 20,672.19	$ 13,405 50	$ 7,266.69	320	Short-Term
BAC	BANK OF /	05-Feb-09	06-May-09	1,525	$ 19,293 34	$ 7,349.43	$ 11,943.92	89	Short-Term
BAC	BANK OF /	07-Jan-09	06-May-09	1,285	$ 16,257.02	$ 18,019.56	$ (1,762.54)	118	Short-Term
GE	GENERAL	05-Mar-08	07-Jan-09	940	$ 15,507.94	$ 31,528.45	$ (16,020.51)	308	Short-Term
BAC	BANK OF /	11-Mar-09	12-Aug-09	945	$ 15,015.75	$ 4,729.91	$ 10,285 84	154	Short-Term
RIG	TRANSOC	26-Feb-09	18-Sep-09	175	$ 14,910.29	$ 10,409.18	$ 4,501.12	203	Short-Term
WFMI	WHOLE F(	12-Jan-09	28-May-09	788	$ 14,414.58	$ 9,871 12	$ 4,543.46	135	Short-Term
	MARVEL E	08-Jun-09	09-Sep-09	253	$ 12,317.70	$ 9,258 66	$ 3,059.04	93	Short-Term
AXP	AMERICAI	19-Feb-09	09-Sep-09	345	$ 11,696.50	$ 4,513.26	$ 7,183.24	201	Short-Term
MON	MONSANT	20-Oct-08	23-Sep-09	140	$ 10,922.61	$ 11,771.86	$ (849 25)	338	Short-Term
	SEPRACO	12-Nov-08	27-Jul-09	677	$ 10,828.94	$ 8,620.85	$ 2,208.09	256	Short-Term
STP	SUNTECH	30-Jul-09	27-Oct-09	720	$ 9,401.08	$ 13,843 30	$ (4,442.22)	89	Short-Term
WFMI	WHOLE F(	13-Jan-09	05-Aug-09	319	$ 9,203.45	$ 4,214 76	$ 4,988.69	203	Short-Term
	SEPRACO	12-Nov-08	24-Jul-09	573	$ 9,186.61	$ 7,296.53	$ 1,890.08	253	Short-Term
SRCL	STERICYC	23-Jul-08	20-Mar-09	192	$ 9,155 08	$ 11,571 97	$ (2,416.89)	240	Short-Term
SPWRA	SUNPOWI	24-Oct-08	12-Jan-09	225	$ 7,844 73	$ 8,895 08	$ (1,050.35)	80	Short-Term
BAC	BANK OF /	11-Mar-09	14-Dec-09	485	$ 7,551.25	$ 2,427 52	$ 5,123.73	278	Short-Term
SRCL	STERICYC	22-Jul-08	07-Jan-09	143	$ 7,240.95	$ 8,603.33	$ (1,362.38)	169	Short-Term
DE	DEERE & (	21-May-08	03-Feb-09	200	$ 7,144.05	$ 16,621.98	$ (9,477.93)	258	Short-Term
AEM	AGNICO E	14-Nov-08	30-Oct-09	125	$ 6,581.36	$ 4,240.08	$ 2,341.28	349	Short-Term
	MARVEL E	09-Jun-09	09-Sep-09	129	$ 6,280 56	$ 4,730.53	$ 1,550.04	92	Short-Term
SPWRA	SUNPOWI	14-Nov-08	19-Feb-09	184	$ 6,097 35	$ 4,786.85	$ 1,310.50	97	Short-Term
WFMI	WHOLE F(	12-Jan-09	05-Aug-09	206	$ 5,943 30	$ 2,580.52	$ 3,362.77	204	Short-Term
AXP	AMERICAI	19-Feb-09	19-May-09	235	$ 5,934.84	$ 3,074.25	$ 2,860.59	88	Short-Term
WFMI	WHOLE F(	19-Feb-09	05-Aug-09	205	$ 5,914.44	$ 2,600.53	$ 3,313 92	166	Short-Term
GDX	MARKET \	03-Feb-09	19-Feb-09	145	$ 5,287.90	$ 4,781.55	$ 506 35	16	Short-Term
AXP	AMERICAI	19-Feb-09	06-May-09	190	$ 5,263.79	$ 2,485.56	$ 2,778.23	75	Short-Term
WFMI	WHOLE F(	12-Jan-09	27-May-09	262	$ 4,787.89	$ 3,282.02	$ 1,505.87	134	Short-Term
SPWRA	SUNPOWI	13-Aug-08	12-Jan-09	134	$ 4,671 98	$ 10,308.19	$ (5,636.22)	152	Short-Term
SPWRA	SUNPOWI	24-Oct-08	19-Feb-09	135	$ 4,473.60	$ 5,337.05	$ (863.45)	118	Short-Term
BAC	BANK OF /	11-Mar-09	19-May-09	350	$ 4,094.89	$ 1,751 82	$ 2,343.07	69	Short-Term
GDX	MARKET \	03-Feb-09	26-Feb-09	120	$ 3,985 48	$ 3,957.14	$ 28 34	23	Short-Term
DELL	DELL INC	07-Jul-08	19-Feb-09	485	$ 3,940 45	$ 11,028 61	$ (7,088.16)	227	Short-Term
SPWRA	SUNPOWI	12-Aug-08	12-Jan-09	106	$ 3,695 74	$ 8,162.45	$ (4,466 71)	153	Short-Term
	MARVEL E	05-Jun-09	09-Sep-09	73	$ 3,554.12	$ 2,671.68	$ 882 44	96	Short-Term
CDE	COEUR D'	30-Jul-09	14-Dec-09	150	$ 2,948.83	$ 1,959 75	$ 989.08	137	Short-Term
RIG	TRANSOC	26-Feb-09	09-Sep-09	35	$ 2,778 55	$ 2,081.84	$ 696.72	194	Short-Term
WBMD	WEBMD H	23-Apr-08	04-Feb-09	127	$ 2,757.34	$ 3,218.71	$ (461 37)	287	Short-Term
WBMD	WEBMD H	24-Apr-08	05-Feb-09	124	$ 2,739.26	$ 3,240 73	$ (501.48)	287	Short-Term

Realized Gains/Losses

Symbol	Descriptio	Trade Date	Date Sold / Covered	Qty	Proceeds (Base)	Cost (Base)	Gain/Loss (Base)	Days Held	Gain Type
MON	MONSANT	27-May-09	23-Sep-09	35	$ 2,730.65	$ 2,813.79	$ (83.14)	119	Short-Term
RIG	TRANSOC	26-Feb-09	24-Jul-09	30	$ 2,416.71	$ 1,784 43	$ 632.28	147	Short-Term
SRCL	STERICYC	22-Jul-08	20-Mar-09	50	$ 2,384.14	$ 3,008.16	$ (624.02)	241	Short-Term
WBMD	WEBMD H	23-Apr-08	05-Feb-09	85	$ 1,877.72	$ 2,154 26	$ (276 54)	288	Short-Term
GDX	MARKET V	03-Feb-09	14-Dec-09	30	$ 1,448.55	$ 989.29	$ 459.26	314	Short-Term
WBMD	WEBMD H	23-Apr-08	03-Feb-09	64	$ 1,420.58	$ 1,622.03	$ (201.45)	286	Short-Term
DPTR	DELTA PE	10-Sep-09	12-Nov-09	1,475	$ 1,366 84	$ 4,923.70	$ (3,556.85)	63	Short-Term
WBMD	WEBMD H	23-Apr-08	07-Jan-09	55	$ 1,211.27	$ 1,393 93	$ (182.66)	259	Short-Term
DPTR	DELTA PE	10-Sep-09	12-Nov-09	1,255	$ 1,102.23	$ 4,189 31	$ (3,087.08)	63	Short-Term
ABX	BARRICK	26-Dec-08	30-Jul-09	30	$ 1,016.46	$ 1,074 31	$ (57.85)	215	Short-Term
BAC	BANK OF	11-Mar-09	06-May-09	80	$ 1,012.11	$ 400 42	$ 611.69	56	Short-Term
DPTR	DELTA PE	10-Sep-09	13-Nov-09	1,090	$ 994.16	$ 3,591.99	$ (2,597 83)	64	Short-Term
BMY	BRISTOL-I	27-Aug-08	26-Feb-09	50	$ 971.84	$ 1,072.41	$ (100 57)	183	Short-Term
SPWRA	SUNPOWE	17-Nov-08	26-Feb-09	30	$ 885.16	$ 806 24	$ 78.92	101	Short-Term
	SEPRACO	12-Nov-08	07-Jan-09	75	$ 883.56	$ 955.04	$ (71.48)	56	Short-Term
GDX	MARKET V	03-Feb-09	30-Jul-09	20	$ 765.37	$ 659 52	$ 105.85	176	Short-Term
DPTR	DELTA PE	09-Sep-09	11-Nov-09	765	$ 758.63	$ 2,323 16	$ (1,564.52)	63	Short-Term
SPWRA	SUNPOWE	17-Nov-08	19-Feb-09	11	$ 364.52	$ 295.62	$ 68.90	94	Short-Term
SRCL	STERICYC	17-Jul-08	07-Jan-09	7	$ 354.45	$ 391.49	$ (37.04)	174	Short-Term
DPTR	DELTA PE	09-Sep-09	12-Nov-09	355	$ 311.79	$ 1,078.07	$ (766.28)	64	Short-Term
FLR	FLUOR CC	06-Oct-08	22-Jan-09	5	$ 199 17	$ 213.17	$ (14 00)	108	Short-Term
DPTR	DELTA PE	10-Sep-09	12-Nov-09	10	$ 9 27	$ 32.95	$ (23 69)	63	Short-Term
					$ 376,531.74	**$ 356,602.63**	**$ 19,929.10**		**Short Term**
					$ 695,073.75	**$ 893,276.06**	**$ (198,202.32)**		
TOTAL					$ 695,073.76		$ (198,202 30)		

TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

Securities Purchased. Securities purchased through your account during 2009 are displayed in this section. We provide this information to you because you will need it to calculate a gain or loss upon disposition of the securities The net cost displayed includes commissions and fees If the security purchased is a debt instrument, the net cost does not include accrued interest purchased Accrued interest purchased is reported separately in this section of your Tax Information Statement The cost of securities purchased during 2009 should be reported on *your tax return in the year in which the securities are sold or redeemed on IRS Form 1040, Schedule D*

SCHEDULE of REALIZED GAINS and LOSSES

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
Short Term								
02/25/09	07/22/08	SELL	VISA INC COM CL A	V	125 000	8,854 51	6,938.71	(1,915.80)
03/10/09	08/14/08	SELL	LAS VEGAS SANDS CORP COM	LVS	165 000	9,230 31	262 60	(8,967 71)
04/02/09	09/03/08	CLEU	TIME WARNER CABLE INC COM	TWC	0 544	26 21	13.33	(12 88)
04/03/09	09/03/08	CLEU	TIME WARNER INC COM NEW	TWX	0 333	12.21	7.21	(5 00)
11/03/09	04/07/09	SELL	ANGLO AMERN PLC ADR NEW	AAUKY	405.000	3,855.56	7,431.75	3,576 19
11/03/09	04/08/09	SELL	ANGLO AMERN PLC ADR NEW	AAUKY	106 000	1,008.67	1,945.10	936 43
11/03/09	02/19/09	SELL	CME GROUP INC COM	CME	71.000	13,065 53	21,314.91	8,249 38
11/03/09	03/20/09	SELL	CHINA LIFE INS CO LTD SPONS ADR REPSTG	LFC	215.000	10,164 79	15,000.94	4,836.15
11/03/09	03/23/09	SELL	CHINA LIFE INS CO LTD SPONS ADR REPSTG	LFC	52 000	2,600 05	3,628.13	1,028.08
11/03/09	03/20/09	SELL	CHINA UNICOM HONG KONG LTD ADR	CHU	455.000	4,757 39	5,710.61	953.22
11/03/09	03/23/09	SELL	CHINA UNICOM HONG KONG LTD ADR	CHU	290.000	3,196.26	3,639 73	443.47
11/03/09	03/24/09	SELL	CHINA UNICOM HONG KONG LTD ADR	CHU	345.000	3,800 90	4,330 03	529 13
11/03/09	11/19/08	SELL	DISNEY WALT CO DISNEY COM	DIS	506.000	10,343 15	13,733 60	3,390 45
11/03/09	04/24/09	SELL	GENZYME CORP COM FORMERLY COM GEN DIV	GENZ	219 000	11,738.20	11,271 05	(467.15)
11/03/09	10/28/09	SELL	GRUPO TELEVISA SA DE CV SPON ADR REPSTG	TV	1,092 000	21,656 98	20,878 14	(778 84)

TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

CHEDULE of REALIZED GAINS and LOSSES *(Continued)*

sposition te	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
ort Term *(continued)*								
/03/09	06/16/09	SELL	ICICI BK LTD ADR ISIN#US45104G1040	IBN	193.000	5,910 76	6,345 86	435.10
/03/09	03/13/09	SELL	MARKET VECTORS ETF TR GAMING ETF	BJK	162 000	2,442.96	3,786.91	1,343 95
/03/09	04/29/09	SELL	MARKET VECTORS ETF TR GAMING ETF	BJK	160 000	3,100 80	3,740 16	639.36
/03/09	05/08/09	SELL	MARKET VECTORS ETF TR GAMING ETF	BJK	290 000	6,446.70	6,779.04	332 34
/03/09	05/21/09	SELL	MARKET VECTORS ETF TR GAMING ETF	BJK	280 000	5,944 40	6,545.28	600 88
'03/09	02/25/09	SELL	MASTERCARD INC CL A COM	MA	35.000	5,725 73	7,444 68	1,718 95
'03/09	01/23/09	SELL	PHILIP MORRIS INTL INC COM	PM	512 000	21,069.98	24,474 42	3,404 44
'03/09	04/06/09	SELL	RRI ENERGY INC COM	RRI	761.000	2,966 00	3,987 73	1,021 73
'03/09	03/24/09	SELL	VORNADO RLTY TR SBI	VNO	156 000	5,709.97	9,282 77	3,572 80
'03/09	06/15/09	SELL	VORNADO RLTY TR SBI	VNO	1.000	48.10	59 50	11 40
tal Short Term						**163,676.12**	**188,552.19**	**24,876.07**
ng Term								
'04/09	12/22/06	SELL	CNOOC LTD SPONSORED ADR	CEO	119 000	10,464.26	10,090 39	(373 87)
10/09	07/17/07	SELL	LAS VEGAS SANDS CORP COM	LVS	20 000	1,657.48	31 83	(1,625.65)
10/09	08/31/07	SELL	LAS VEGAS SANDS CORP COM	LVS	300.000	30,296 16	477 45	(29,818 71)
10/09	10/03/07	SELL	LAS VEGAS SANDS CORP COM	LVS	30 000	4,037 49	47 74	(3,989 75)
10/09	12/22/06	SELL	NYSE EURONEXT COM	NYX	268 000	26,155.92	4,554 66	(21,601.26)
27/09	09/03/08	SELL	TIME WARNER CABLE INC COM	TWC	176 000	8,483 82	7,125 38	(1,358 44)

TRANSACTIONS WE DO NOT REPORT TO THE IRS (Continued)

SCHEDULE of REALIZED GAINS and LOSSES (Continued)

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
Long Term *(continued)*								
11/02/09	10/28/08	SELL	PHILIP MORRIS INTL INC COM	PM	61 000	2,426.25	2,953 05	526 80
11/02/09	06/12/08	SELL	UNION PACIFIC CORP COM	UNP	85 000	6,456 91	4,640.04	(1,816.87)
11/03/09	08/09/07	SELL	LONDON STOCK EXCHANG GROUP PLC LONDON	LDNXF	50 000	1,472 88	692.50	(780 38)
11/03/09	10/25/07	SELL	LONDON STOCK EXCHANG GROUP PLC LONDON	LDNXF	400 000	13,443 48	5,540.00	(7,903 48)
11/03/09	01/04/07	SELL	BEIJING CAPITAL INTERNATIONAL	BJCHF	12,000 000	11,640 00	8,040.00	(3,600 00)
11/03/09	01/17/07	SELL	BEIJING CAPITAL INTERNATIONAL	BJCHF	2,000.000	1,672.80	1,340 00	(332.80)
11/03/09	02/21/07	SELL	BEIJING CAPITAL INTERNATIONAL	BJCHF	2,000.000	2,205 80	1,340.00	(865 80)
11/03/09	03/28/07	SELL	BEIJING CAPITAL INTERNATIONAL	BJCHF	4,000 000	4,006.00	2,680.00	(1,326 00)
11/03/09	04/17/07	SELL	BEIJING CAPITAL INTERNATIONAL	BJCHF	12,000 000	12,376 80	8,040 00	(4,336.80)
11/03/09	10/03/08	SELL	HENDERSON LAND DEVELOPMENT CO LTD	HLDVF	3,000 000	12,645.30	21,450 00	8,804.70
11/03/09	02/13/07	SELL	HONG KONG EXCHANGES AND CLEARING LTD	HKXCF	500.000	5,629.75	8,755.00	3,125.25
11/03/09	06/06/07	SELL	HONG KONG EXCHANGES AND CLEARING LTD	HKXCF	1,500.000	17,327 25	26,265 00	8,937 75
11/03/09	12/22/06	SELL	ALLEGHENY ENERGY INC COM	AYE	591.000	27,050 06	13,091.54	(13,958.52)
11/03/09	08/13/08	SELL	ANGLO AMERN PLC ADR NEW	AAUKY	170.000	4,531.69	3,119.50	(1,412.19)
11/03/09	10/24/08	SELL	ANGLO AMERN PLC ADR NEW	AAUKY	690 000	6,646 49	12,661 50	6,015.01
11/03/09	12/22/06	SELL	BERKSHIRE HATHAWAY HLDG CO CL B COM	084670207	5 000	18,290 00	16,575 00	(1,715 00)
11/03/09	07/30/08	SELL	BHP BILLITON LTD SPONSORED ADR	BHP	61.000	4,623 30	3,999 77	(623.53)

Recipient's Name and Address:

ADELIA RUSSELL CHARITABLE
FOUNDATION

Account Number: 2A2-007025

Recipient's Identification
Number: 63-0930330

2009 TAX and YEAR-END STATEMENT

TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

CHEDULE of REALIZED GAINS and LOSSES *(Continued)*

sposition te	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
ng Term *(continued)*								
/03/09	12/22/06	SELL	BROOKFIELD ASSET MGMT INC VTG	BAM	1,606 000	50,203.45	32,993 05	(17,210 40)
/03/09	06/06/08	SELL	BURLINGTON NORTHERN SANTA FE COMMON	BNI	75 000	8,306.63	7,313 25	(993 38)
/03/09	06/09/08	SELL	BURLINGTON NORTHERN SANTA FE COMMON	BNI	130 000	14,675.73	12,676.30	(1,999.43)
/03/09	06/10/08	SELL	BURLINGTON NORTHERN SANTA FE COMMON	BNI	75 000	8,463 62	7,313.25	(1,150 37)
/03/09	12/22/06	SELL	CNOOC LTD SPONSORED ADR	CEO	107 000	9,409 04	15,977 58	6,568.54
/03/09	02/06/07	SELL	CALPINE CORP COM NEW	CPN	2,019 000	35,516.11	21,647 68	(13,868 43)
/03/09	09/05/08	SELL	CARNIVAL CORP PAIRED CTF 1 COM CARNIVAL	CCL	665 000	25,565 33	19,133.65	(6,431 68)
/03/09	12/22/06	SELL	EL PASO CORP COM	EP	1,142.000	18,020.76	11,033.43	(6,987.33)
/03/09	03/06/08	SELL	ENCANA CORP COM SHS	ECA	290 000	22,526 47	16,069 23	(6,457.24)
/03/09	03/07/08	SELL	ENCANA CORP COM SHS	ECA	311 000	23,946.10	17,232 87	(6,713.23)
/03/09	02/12/08	SELL	FANNIE MAE COM	FNM	450 000	13,825 03	450.05	(13,374 98)
/03/09	08/31/07	SELL	GAZPROM O A O SPON ADR REG S	OGZPY	45.000	1,912.50	1,067.40	(845 10)
/03/09	10/15/07	SELL	GAZPROM O A O SPON ADR REG S	OGZPY	200.000	9,550 10	4,744 00	(4,806 10)
/03/09	10/22/07	SELL	GAZPROM O A O SPON ADR REG S	OGZPY	500 000	22,921.59	11,860.00	(11,061.59)
/03/09	12/22/06	SELL	HUANENG PWR INTL INC SPONSORED ADR SER N	HNP	566 000	20,029.84	14,642 40	(5,387 44)
/03/09	10/01/07	SELL	ICICI BK LTD ADR ISIN#US45104G1040	IBN	250 000	13,405.08	8,220.02	(5,185.06)
/03/09	12/22/06	SELL	IMPERIAL OIL LTD COM	IMO	726 000	26,238.48	26,717 09	478 61

TRANSACTIONS WE DO NOT REPORT TO THE IRS *(Continued)*

SCHEDULE of REALIZED GAINS and LOSSES *(Continued)*

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
Long Term *(continued)*								
11/03/09	06/06/07	SELL	IMPERIAL OIL LTD COM	IMO	120 000	5,618.58	4,416 05	(1,202.53)
11/03/09	12/22/06	SELL	LEGG MASON INC	LM	316.000	29,716 64	8,837.62	(20,879.02)
11/03/09	02/08/08	SELL	LEGG MASON INC	LM	150.000	10,481.00	4,195.07	(6,285.93)
11/03/09	12/22/06	SELL	LEUCADIA NATIONAL CORP	LUK	651 000	18,660.07	14,753 61	(3,906.46)
11/03/09	07/23/08	SELL	MASTERCARD INC CL A COM	MA	34.000	9,327 06	7,231.97	(2,095.09)
11/03/09	12/22/06	SELL	NYSE EURONEXT COM	NYX	436 000	42,552.17	11,066.03	(31,486 14)
11/03/09	06/11/07	SELL	NYSE EURONEXT COM	NYX	230 000	18,879.30	5,837.58	(13,041.72)
11/03/09	12/22/06	SELL	NASDAQ OMX GROUP INC COM	NDAQ	913 000	29,268 67	16,462 59	(12,806 08)
11/03/09	12/22/06	SELL	NV ENERGY INC COM SHS	NVE	2,734.000	46,315 43	30,764.27	(15,551 16)
11/03/09	10/28/08	SELL	PHILIP MORRIS INTL INC COM	PM	74 000	2,943 31	3,537.32	594.01
11/03/09	12/22/06	SELL	RRI ENERGY INC COM	RRI	2,137 000	30,452.25	11,198.13	(19,254.12)
11/03/09	08/04/08	SELL	RIO TINTO PLC SPONSORED ADR	RTP	11 000	4,191.32	2,007 94	(2,183.38)
11/03/09	12/22/06	SELL	STUDENT LOAN CORP	STU	101 000	20,273 72	4,159.28	(16,114 44)
11/03/09	09/03/08	SELL	TIME WARNER INC COM NEW	TWX	703.000	25,816 11	20,696.32	(5,119.79)
Total Long Term						**852,551.38**	**537,765.38**	**(314,786.00)**
Total Short Term and Long Term						**1,016,227.50**	**726,317.57**	**(289,909.93)**

The Schedule of Realized Gains and Losses is not reported to the IRS. This Schedule may not reflect all cost basis adjustments necessary for tax reporting purposes; for example, it does not reflect disallowed losses from wash sale events. Adjustments to cost basis may have been made for prior income received and subsequently reclassified by the issuer as a return of capital. Typically these adjustments are received after year-end and there may be differences in cost basis reflected on your monthly client brokerage statement at year end versus any subsequent reports or online displays you may have available to you. Return of capital information has been obtained from sources we believe to be reliable.

UBS #4653

Account transferred from Smith Barney #17152

		Bought				Sold				Gain or Loss	
Month	Stock	Date	Quantity	Unit Cost	Total Value	Date	Quantity	Cost	Proceeds	Short	Long
•	Citigroup Global	08/30/04	0	$10 00	$0.00	02/24/09	2000	$ 22,045 60	$ 19,254 64		$ (2,790.96)
							8000	$ 77,954 40	$ 77,434 31		$ (520 09)
••	Wolvenne Tube Inc	12/31/01	0	$39 89	$0 00	02/24/09	2500	$ 99,715.32	$ 194 32		$ (99,521.00)
					$0.00						**-$102,832.05**