Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation: THOMAS P. RALEY FOUNDATION

A Employer identification number: 68-0358149

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 15618 | Room/suite:

B Telephone number (see page 10 of the instructions): (916) 224-1111

City or town, state, and ZIP code: SACRAMENTO, CA 95852

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 5,432,874.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue					
1	Contributions, gifts, grants, etc, received (attach schedule)	500,000.			
2	Check ▶ [ ] if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	3,249.	3,249.		ATCH 1
4	Dividends and interest from securities	145,422.	145,422.		ATCH 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-788,622.			
b	Gross sales price for all assets on line 6a 2,157,092.				
7	Capital gain net income (from Part IV, line 2)		-788,622.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	-139,951.	-639,951.		
Operating and Administrative Expenses					
13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)	5,000.			5,000.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see page 14 of the instructions)**	30.			30.
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 4	49,329.	49,329.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	54,359.	49,329.		5,030.
25	Contributions, gifts, grants paid	525,000.			525,000.
26	**Total expenses and disbursements** Add lines 24 and 25	579,359.	49,329.		530,030.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	-719,310.			
b	**Net investment income** (if negative, enter -0-)		-0-		
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	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	616,264.	511,176.	511,176.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 5	5,577,402.	5,198,753.	4,921,698.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	6,193,666.	5,709,929.	5,432,874.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	6,193,666.	5,709,929.	
	30 **Total net assets or fund balances** (see page 17 of the instructions)	6,193,666.	5,709,929.	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,193,666.	5,709,929.	

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	6,193,666.
2	Enter amount from Part I, line 27a	2	-719,310.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 6	3	235,573.
4	Add lines 1, 2, and 3	4	5,709,929.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,709,929.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) . . . . . { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	-788,622.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	900,836.	5,911,423.	0.152389
2007	852,985.	7,352,459.	0.116014
2006	343,973.	6,040,570.	0.056944
2005	31,510.	4,818,489.	0.006539
2004	96,361.	4,018,794.	0.023978

2 **Total** of line 1, column (d)	2	0.355864
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	0.071173
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,602,870.
5 Multiply line 4 by line 3	5	327,600.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	327,600.
8 Enter qualifying distributions from Part XII, line 4	8	530,030.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	0.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	0.
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	0.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 13,225.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
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	13,225.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	13,225.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 13,225. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ NEIL DOERHOFF, RALEY'S Telephone no ▶ 916-373-3333

Located at ▶ 500 W. CAPITOL AVE. WEST SACRAMENTO, CA ZIP + 4 ▶ 95852

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If "Yes," list the years ▶				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*		3b		X
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**
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** No: X

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
ATTACHMENT 7		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		0.	0.	0.

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

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.

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see page 24 of the instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes.		
a	Average monthly fair market value of securities	1a	4,146,702.
b	Average of monthly cash balances	1b	526,262.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	4,672,964.
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	0.
3	Subtract line 2 from line 1d	3	4,672,964.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	70,094.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	4,602,870.
6	**Minimum investment return.** Enter 5% of line 5	6	230,144.

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	230,144.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	0.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	0.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	230,144.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	230,144.
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	230,144.

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	530,030.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
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	530,030.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	530,030.

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				230,144.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			0.	
b	Total for prior years 20 07 ,20 06 ,20 05		0.		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 ... 0.				
b	From 2005 ... 0.				
c	From 2006 ... 53,947.				
d	From 2007 ... 496,852.				
e	From 2008 ... 605,833.				
f	**Total** of lines 3a through e	1,156,632.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 530,030.				
a	Applied to 2008, but not more than line 2a			0.	
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				230,144.
e	Remaining amount distributed out of corpus	299,886.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,456,518.			
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 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				
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)	0.			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	1,456,518.			
10	Analysis of line 9				
a	Excess from 2005 ... 0.				
b	Excess from 2006 ... 53,947.				
c	Excess from 2007 ... 496,852.				
d	Excess from 2008 ... 605,833.				
e	Excess from 2009 ... 299,886.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

ATTACHMENT 8

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

N/A

c Any submission deadlines

N/A

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

N/A

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*				
ATTACHMENT 9				
Total . . . . ▶ **3a**				525,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
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	3,249.	
4 Dividends and interest from securities			14	145,422.	
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	-874,519.	
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)				-725,848.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 -725,848.

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

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

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

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

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

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

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

Sign Here

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

[signature] Signature of officer or trustee | 11.12.10 Date | Secty Title

Paid Preparer's Use Only

Preparer's signature Brett V Huston	Date 11-11-2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00846006
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP 400 CAPITOL MALL, SUITE 800 SACRAMENTO, CA 95814		EIN 13-5565207 Phone no 916-448-4700

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization
THOMAS P. RALEY FOUNDATION

Employer identification number
68-0358149

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not aggregate to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization THOMAS P. RALEY FOUNDATION

Employer identification number 68-0358149

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	RALEY'S P.O. BOX 15618 SACRAMENTO, CA 95852	$ 500,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DONALDSON, LUFKIN & JENRETTE		3,249.	3,249.
	TOTAL	3,249.	3,249.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DONALDSON, LUFKIN & JENRETTE	145,422.	145,422.
TOTAL	145,422.	145,422.

THOMAS P. RALEY FOUNDATION 68-0358149

ATTACHMENT 3

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATE FILING FEE	30.	30.
TOTALS	30.	30.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
COMMISSIONS	49,179.	49,179.
LICENSES	150.	150.
TOTALS	49,329.	49,329.

THOMAS P. RALEY FOUNDATION 68-0358149

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
DONALDSON, LUFKIN, JENRETTE	5,198,753.	4,921,698.
TOTALS	5,198,753.	4,921,698.

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

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT TO FUND ASSETS	235,573.
TOTAL	235,573.

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

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JOYCE TEEL P.O. BOX 15618 SACRAMENTO, CA 95852	CHAIRMAN 1.00	0.	0.	0.
JIM TEEL P.O. BOX 15618 SACRAMENTO, CA 95852	VICE PRESIDENT 1.00	0.	0.	0.
NEIL DOERHOFF P.O. BOX 15618 SACRAMENTO, CA 95852	TREASURER/SECRETARY 2.00	0.	0.	0.
CLAUDIA DOERHOFF P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.
DIANE PERRY P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.
MIKE TEEL P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.

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

ATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
LISA DAVIDSON P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.
LAURIE STRUCK P.O. BOX 15618 SACRAMENTO, CA 95852	DIRECTOR	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

N/A

THOMAS P RALEY FOUNDATION 68-0358149

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SALVATION ARMY 315 16TH ST SACRAMENTO, CA 95814	N/A PUBLIC CHARITY	FURTHER EXEMPT PURCHASE	500,000
COLLINGS TEEN CENTER 1541 MERKLEY AVENUE WEST SACRAMENTO, CA 95691	N/A PUBLIC CHARITY	FURTHER EXEMPT PURPOSE	25,000
		TOTAL CONTRIBUTIONS PAID	525,000

Recipient's Name and Address:

THOMAS P RALEY FOUNDATION
ATTN NEIL DOERHOFF

Account Number: 2F9-800082

Recipient's Identification
Number: 68-0358149

2009 TAX and YEAR-END STATEMENT

(2) If you are obligated to make payments under a short sale, dividends on the stock you sold short (or substantially similar stock) are not considered qualified dividends

(3) Substitute payments are not qualified dividends. Substitute payments are the payments you receive when your stock is on loan over the stock's ex-dividend date Your shares could be loaned out if you borrow to buy stock on margin Substitute payments are separately reported to you on IRS Form 1099-MISC

(4) If you are in the 10% or 15% federal tax rate bracket, qualified dividends received from 2008 through 2010 will be taxed at 0%, but are still reportable on your IRS Form 1040

__Foreign Dividends.__ Foreign dividends are considered qualified dividends when paid by a foreign corporation that is either: (1) incorporated in a U S possession, (2) eligible for the benefits of a comprehensive income tax treaty with the United States that the Treasury Department has determined is satisfactory for this purpose; or (3) readily tradable on an established securities market in the United States (such as the New York Stock Exchange® or the NASDAQ® stock market). However, dividends paid by passive foreign investment companies are not considered qualified dividends

__Money Market and Bond Funds.__ Dividends paid on money market and bond funds are non qualified dividends As such, these dividends are reported in Box 1a, but not Box 1b, in this section of your Tax Information Statement

__Box 2a—Total Capital Gain Distributions.__ This shows total capital gain distributions (long term) from a regulated investment company or REIT Report the amounts shown in Box 2a on Schedule D of IRS Form 1040, line 13 But, if no amount is shown in Boxes 2c and 2d and your only capital gains and losses are capital gain distributions, you may be able to report the amounts shown in Box 2a on line 13 of IRS Form 1040 rather than Schedule D. See IRS Form 1040 instructions

__Box 2b—Unrecaptured Section 1250 Gain.__ This shows the portion of the amount in Box 2a that is unrecaptured Section 1250 gain from certain depreciable real property Use this amount when completing the unrecaptured Section 1250 Gain Worksheet found in the line 19 Instructions for Schedule D (IRS Form 1040)

__Box 2c—Section 1202 Gain.__ This shows the portion of the amount in Box 2a that is a Section 1202 gain from certain small business stock that may be subject to a 50% exclusion See the Schedule D (IRS Form 1040) instructions.

__Box 2d—Collectibles (28%) Gain.__ This shows the 28% rate gain from sales or exchanges of collectibles *If required, use this amount when completing the 28% Rate Gain Worksheet, line 18,* in the instructions for Schedule D (IRS Form 1040).

__Box 3—Nondividend Distributions.__ This shows the part of the distribution that is nontaxable because it is a return of your cost (or other basis) You must reduce your cost (or other basis) by this amount for figuring gain or loss when you sell your investment. But if you have *recovered all your cost (or other basis), report future nontaxable distributions as capital gains, even though this form shows them as nontaxable* See *IRS Publication 550, Investment Income and Expenses.*
__Box 4—Federal Income Tax Withheld.__ Report federal income tax withheld (backup withholding) as a payment on IRS Form 1040 (U S Individual Income Tax Return), line 61 Federal Income tax withheld is 28% of dividends See the Additional Information section of these instructions.

__Box 5—Investment Expenses.__ Your share of a UIT's and WHFIT's expenses are reported in Box 5 You may deduct these expenses, subject to the 2% limit, on the "Other Expenses" line of IRS Form 1040, Schedule A, line 23 These expenses are included in Box 1a.

__Box 6—Foreign Tax Paid.__ This shows the foreign tax you may be able to claim as a deduction or a credit on IRS Form 1040 See the IRS Form 1040 instructions and the Foreign Tax Paid section of these instructions.

__Boxes 8 and 9—Cash and Noncash Liquidation Distributions.__ This shows cash and noncash liquidation distributions. Generally, *liquidation distributions are treated as amounts received from the sale or exchange of a capital asset* and should be reported on IRS Form 1040, Schedule D

__**Special Message for Owners of Mutual Funds, Unit Investment Trusts (UITs), Widely Held Fixed Investment Trusts (WHFITs), Widely Held Mortgage Trusts (WHMTs) and Real Estate Investment Trusts (REITs)__—If you held one or more of these investments, we may send you a revised Tax Information Statement if we did not receive reallocation information by February 6 Not all issuers make their final distribution information available until after January. When we have not received the distribution information from the issuer, we have denoted the income with a symbol (**) on your Tax Information Statement. Income and interest declared on these investments in October, November or December of 2009 is considered received on December 31, 2009, even if the income or interest was not actually paid until January (in the case of regulated investment companies (RICs) *(or mutual funds) and REITs) or February (in the case of WHFITs and WHMTs)* of 2010 Accordingly, these amounts are reported on your 2009 IRS Form 1099. UIT revisions will be mailed by March 15, 2010 Supplemental information regarding the percentages of tax exempt income for municipal bond funds by state and the percentage of government agency, direct federal and foreign income source for funds will be available on March 1, 2010 via a link at www.mytaxhandbook.com

TRANSACTIONS WE DO NOT REPORT TO THE IRS

SCHEDULE of REALIZED GAINS and LOSSES

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
Long Term								
01/22/09	07/13/05	SELL	NORTEL NETWORKS NEW COM	NRTLQ	247.000	6,868.65	20.35	(6,848.30)
01/22/09	07/27/05	SELL	NORTEL NETWORKS NEW COM	NRTLQ	465 500	12,434.90	38.36	(12,396 54)
01/22/09	05/10/06	SELL	NORTEL NETWORKS NEW COM	NRTLQ	455.000	12,134 85	37.49	(12,097.36)

Recipient's Name and Address:

THOMAS P RALEY FOUNDATION
ATTN NEIL DOERHOFF

Account Number: 2F9-800082

Recipient's Identification Number 68-0358149

2009 TAX and YEAR-END STATEMENT

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)*								
01/22/09	06/28/06	SELL	NORTEL NETWORKS NEW COM	NRTLQ	519 500	11,261.37	42.81	(11,218 56)
03/23/09	02/14/07	CLEU	HSBC HLDGS PLC ADS RT EXP 03/31/09	404280992	0 667	12.79	17 64	4.85
04/16/09	11/28/07	TNDG	CIBA HLDG AG SPONS ADR	CSBHY	555 000	11,953.48	11,948 94	(4.54)
Total Long Term						54,666.04	**12,105.59**	(42,560.45)
Total Short Term and Long Term						54,666 04	**12,105.59**	(42,560.45)

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.

When you report your cost basis on your tax return, it should be verified with your own records. In particular, there may be other adjustments which you need to make and you should consult with your tax advisor in order to properly report your gain or loss for tax purposes. Pershing shall not be responsible for and makes no representations or warranties with respect to the accuracy of any information that you report to the IRS or other taxing authorities, and, accordingly, disclaims any and all liability that may arise with respect to your use and reliance on the information provided herein for such reporting.

There may be differences between the Schedule of Realized Gains and Losses and 1099 reporting. Below are some of the reasons for these differences:

- **Account Number Changes** - If your account number changed during the year, the Schedule of Realized Gains and Losses may have been transferred from the original account to the new account The new account will provide you with the complete Schedule of Realized Gains and Losses. However, you will receive a complete 1099 for each account open during the year.
- **Corporate Actions** - For corporate actions, especially cash and stock mergers, the Schedule of Realized Gains and Losses may report the economic gain or loss resulting from the transaction, including the value of any stock or securities received. Thus, the Schedule of Realized Gains and Losses may report no capital gain, a capital gain equal to the difference between the original cost basis versus the fair market value of the new security, or a capital gain equal to the cash received, depending on the terms of the corporate action. In all events, however, the 1099 will only report the cash portion of the corporate action.
- **Cost Basis Service Enrollment** - The Schedule of Realized Gains and Losses will only be displayed for closing transactions during the period the account was enrolled in the cost basis service. However, proceeds will be reported on the 1099 for the full year.
- **Cost Basis Service Reenrollment** - The Schedule of Realized Gains and Losses provides you with the activity after your account was reactivated in the cost basis service. However, proceeds will be reported on the 1099 for the full year.
- **Fixed Income** - Maturities and Redemptions for short-term instruments (maturities of less than one year) are included in the Schedule of Realized Gains and Losses. However, this income is reported to the IRS on Form 1099-INT.

Recipient's Name and Address:

THOMAS P RALEY FOUNDATION
(MET WEST)

Account Number: 219-653045

Recipient's Identification Number 68-0358149

2009 TAX and YEAR-END STATEMENT

SCHEDULE of REALIZED GAINS and LOSSES

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
Short Term								
01/02/09	09/18/08	CLEU	BANK OF AMERICA COM	BAC	0.400	9.56	5.74	(3 82)
Total Short Term						**9.56**	**5.74**	**(3.82)**
Long Term								
02/12/09	09/05/07	SELL	THOMAS & BETTS CORP NEW	TNB	800 000	44,639.29	21,018.81	(23,620.48)
03/02/09	11/13/06	SELL	BAXTER INTERNATIONAL INC	BAX	50.000	2,278.11	2,553.23	275.12
03/02/09	11/17/06	SELL	BAXTER INTERNATIONAL INC	BAX	200 000	9,112	10,212.90	1,101
03/10/09	11/13/06	SELL	ARCHER DANIELS MIDLAND CO	ADM	100 000	3,546.14	2,792 12	(754 02)
03/10/09	11/17/06	SELL	ARCHER DANIELS MIDLAND CO	ADM	350.000	12,166.30	9,772.43	(2,393.87)
03/10/09	12/04/06	SELL	ARCHER DANIELS MIDLAND CO	ADM	1,100 000	38,963	30,713 35	(8,250)
04/01/09	11/17/06	SELL	TIME WARNER CABLE INC COM	TWC	29.285	606	707 80	102
04/01/09	12/04/06	SELL	TIME WARNER CABLE INC COM	TWC	150.606	3,109	3,640.11	531
04/01/09	12/18/07	SELL	TIME WARNER CABLE INC COM	TWC	104.110	1,744	2,516 30	772
04/02/09	12/18/07	CLEU	TIME WARNER CABLE INC COM	TWC	0.478	8	11 72	4
04/03/09	11/17/06	CLEU	TIME WARNER INC COM NEW	TWX	0 332	7	7.21	0
Total Long Term						116,178	**83,945.98**	(32,233)
Total Short Term and Long Term						116,178	**83,951.72**	(32,233)

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.

Recipient's Name and Address:

THOMAS P. RALEY FOUNDATION
ATTN: NEIL DOERHOFF

Account Number: 2A9-009438

Recipient's Identification Number: 68-0358149

2009 TAX and YEAR-END STATEMENT

SCHEDULE of REALIZED GAINS and LOSSES

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
Short-Term								
01/16/09	10/07/08	SELL	BANK OF AMERICA COM	BAC	850.000	22,798.62	6,076.05	(16,722.57)
02/26/09	06/10/08	SELL	CEMEX S A B DE C V SPONSOR ADR NEW REP	CX	72 000	2,074.90	427.30	(1,647.60)
Total Short Term						**24,873.52**	**6,503.35**	**(18,370.17)**
Long Term								
01/16/09	02/13/04	SELL	BANK OF AMERICA COM	BAC	680 000	27,746.00	4,860.84	(22,885 16)
01/16/09	10/22/04	SELL	BANK OF AMERICA COM	BAC	220 000	9,713 00	1,572.63	(8,140 37)

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)*								
01/16/09	10/28/05	SELL	BANK OF AMERICA COM	BAC	530.000	23,108.00	3,788.60	(19,319.40)
02/20/09	02/13/04	SELL	DOW CHEM CO	DOW	640 000	27,744 00	5,085 95	(22,658 05)
02/20/09	10/22/04	SELL	DOW CHEM CO	DOW	260 000	11,016.20	2,066.17	(8,950 03)
02/20/09	10/28/05	SELL	DOW CHEM CO	DOW	470 000	21,569.73	3,735 00	(17,834.73)
02/20/09	07/06/07	SELL	DOW CHEM CO	DOW	400.000	18,234.20	3,178.72	(15,055.48)
02/24/09	02/13/04	SELL	JP MORGAN CHASE & CO COM	JPM	700 000	28,063.00	13,978 44	(14,084 56)
02/24/09	10/22/04	SELL	JP MORGAN CHASE & CO COM	JPM	350 000	13,177 50	6,989 22	(6,188.28)
02/24/09	10/28/05	SELL	JP MORGAN CHASE & CO COM	JPM	670 000	24,307.60	13,379 36	(10,928.24)
02/26/09	08/24/04	SELL	CEMEX S A B DE C V SPONSOR ADR NEW REP	CX	418.439	6,004 60	2,483 31	(3,521 29)
02/26/09	10/22/04	SELL	CEMEX S A B DE C V SPONSOR ADR NEW REP	CX	840 000	12,054	4,985 15	(7,069)
02/26/09	06/10/05	SELL	CEMEX S A B DE C V SPONSOR ADR NEW REP	CX	109.561	22	650.21	628
02/26/09	10/28/05	SELL	CEMEX S A B DE C V SPONSOR ADR NEW REP	CX	592 000	9,077	3,513.34	(5,564)
02/26/09	06/11/07	SELL	CEMEX S A B DE C V SPONSOR ADR NEW REP	CX	48 000	1,858	284 87	(1,573)
04/02/09	02/13/04	SELL	FORD MOTOR CO CAP TR II TR ORG PFD SECS	F PRS	410 000	22,127 70	3,431 53	(18,696 17)
04/02/09	10/22/04	SELL	FORD MOTOR CO CAP TR II TR ORG PFD SECS	F PRS	230 000	11,382 70	1,925.01	(9,457 69)
04/03/09	10/22/04	SELL	HCP INC COM	HCP	180 000	5,032 58	3,574.10	(1,458 48)
04/03/09	10/28/05	SELL	HCP INC COM	HCP	1,070 000	27,210.10	21,246.03	(5,964.07)
Total Long Term						299,448	**100,728.48**	(198,720)

Your Financial Advisor or Contact
TRABERT/ASIANO
415-963-5200

UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074851-X23

2009 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss		Remarks	Matches 1099-B
BASF SE SPON ADR	Trade	405 000		11/20/08	11/17/09	24,424 92	11,253 61	13,171 31	1		Y
	Trade	275 000		12/05/08	11/17/09	16,584.82	7,917.66	8,667.16	1		Y
BP PLC SPON ADR	Trade	100.000		06/26/09	11/17/09	5,948 09	4,752 09	1,196.00			Y
BRASIL TELECOM SA REPSTG	Cash in lieu	772		11/24/09	11/24/09	24 30	24 19	11	1		
PFD SHS SPON ADR	Trade	25 000		11/24/09	11/30/09	747.23	782 87	-35 64			Y
BRASIL TELECOM S A SPON ADR	Trade	14 000		11/24/09	11/30/09	220 63	234.15	-13 52			Y

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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074852-X23

Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
CANON INC ADR JAPAN SPON ADR	Trade	190 000		07/10/09	11/17/09	7,384 94	6,007 33	1,377 61		Y
CARREFOUR SA ADR	Trade	900.000		05/20/09	11/17/09	8,504.78	7,379 55	1,125 23		Y
	Trade	2,900.000		09/17/09	11/17/09	27,404.29	26,468 59	935.70		Y
	Trade	1,020 000		10/23/09	11/17/09	9,638 75	9,363 91	274 84		Y
CEMEX S.A B. DE C V SPON ADR	Trade	353 000		04/28/09	11/17/09	4,101.79	2,529 18	1,572 61		Y
	Trade	655 000		09/24/09	11/17/09	7,610.97	8,415 64	-804 67		Y
	Trade	630 000		09/29/09	11/17/09	7,320.47	8,188.49	-868.02		Y
DAIMLER AG ORD	Trade	335 000		12/05/08	11/17/09	17,744 12	9,737 34	8,006.78	1	Y
ENI SPA IT SPON ADR	Trade	130 000		08/06/09	11/17/09	6,770 43	6,035 97	734.46		Y
HSBC HOLDINGS PLC NEW GB SPON ADR	Trade	166.000		03/30/09	11/16/09	10,648.43	3,068.93	7,579 50	1	Y
INFINEON TECHNOLOGIES ADR	Trade	5 000		08/17/09	09/09/09	27.54	15 37	12.17		Y
	Trade	1,599.000		08/17/09	10/01/09	8,901.08	4,914 60	3,986 48		Y
J SAINSBURY PLC SPON ADR	Trade	330 000		09/18/09	11/17/09	7,655.80	7,237.59	418 21		Y
NIPPON TELEG & TEL CORP SPON ADR	Trade	135 000		06/10/09	11/17/09	2,847 32	2,568 09	279.23		Y
NOKIA CORP SPONS ADR FINLAND ADR	Trade	850.000		12/11/08	11/17/09	11,585 20	13,123.06	-1,537 86	1	Y
TELE NORTE LESTE PARTICIPACOES S A ADR	Trade	1,505 000		11/19/09	12/16/09	33,269.87	32,756 48	513 39		Y
UNILEVER NV N Y SHS NEW NETHERLANDS SPON ADR	Trade	525 000		04/27/09	11/17/09	16,859.05	10,071.51	6,787.54		Y

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Your Financial Advisor or Contact
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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

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Short-Term Gain/Loss - continued

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
WOLTERS KLUWER NV SPONSORED ADR NETHERLANDS ADR	Trade	55 000		Earnings	11/17/09	1,213.27	947 87	265 40		Y
Total Short-Term Gain/Loss						**237,438.09**	183,794	53,644		

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ACOM CO LTD SPON ADR	Trade	640.000		05/15/07	11/17/09	2,143 94	5,775.30	-3,631 36	1	Y
AEGON NV ADR N Y SHS NETHERLANDS ADR	Trade	384.400		09/10/04	11/17/09	2,952.12	4,247	-1,295	1	Y
	Trade	1,145 000		09/15/04	11/17/09	8,793 37	12,912.28	-4,118 91	1	Y
	Trade	55.599		09/26/05	11/17/09	426 99	784 51	-357 52	1	Y
	Trade	1,005 000		07/26/07	11/17/09	7,718 20	18,454.92	-10,736.72	1	Y
	Trade	78 000		05/30/08	11/17/09	599 02	1,182.48	-583.46	1	Y
	Trade	98 000		09/18/08	11/17/09	752 62	1,062 75	-310.13	1	Y
AKZO NOBEL NV ADR	Trade	105.000		10/07/02	11/17/09	6,902.52	3,475 03	3,427 49	1	Y
	Trade	340 000		09/10/03	11/17/09	22,351.02	11,208 10	11,142 92	1	Y
ALCATEL-LUCENT SPON ADR	Trade	460.000		12/01/98	11/17/09	1,789.35	11,992.66	-10,203 31	1	Y
	Trade	620 000		06/12/01	11/17/09	2,411.74	14,791.71	-12,379 97	1	Y
	Trade	1,835 000		03/02/05	11/17/09	7,137.97	24,157 04	-17,019 07	1	Y
	Trade	1,330 000		11/16/05	11/17/09	5,173.57	16,134.50	-10,960 93	1	Y
	Trade	915 000		08/09/06	11/17/09	3,559.26	10,312 51	-6,753 25	1	Y
ASTRAZENECA PLC SPON ADR	Trade	120 000		05/24/07	07/07/09	5,224.38	6,432.43	-1,208 05	1	Y
BARCLAYS PLC ADR	Trade	330.000		11/16/07	11/17/09	7,049.94	14,073.54	-7,023 60	1	Y
	Trade	870 000		06/06/08	11/17/09	18,586 20	23,555.25	-4,969 05	1	Y
BRASIL TELECOM PARTICIPACOES S A *MERGER EFF 11/09*	Exchange	17 000		09/14/98	11/24/09	1,017 03	1,028	11	1	

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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074854-X23

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss		Remarks	Matches 1099-B
BRITISH SKY BROADCASTING	Trade	180 000		12/08/05	08/20/09	6,407.42	6,247 01	160 41	1		Y
GROUP PLC SPONSORED ADR	Trade	580 000		12/08/05	11/17/09	21,211 73	20,129 25	1,082 48	1		Y
CANON INC ADR JAPAN SPON	Trade	475 000		09/24/08	11/17/09	18,462 35	18,821 59	-359.24	1		Y
ADR	Trade	255 000		10/28/08	11/17/09	9,911 36	6,408 00	3,503.36	1		Y
CENTRAIS ELETRICAS BRAS	Trade	630.000		10/28/97	11/17/09	10,256 33	13,822	-3,566	1		Y
SA SPON ADR REP 50 COM	Trade	350.000		06/29/98	11/17/09	5,697 96	4,900 00	797 96	1		Y
(ELETROBRAS)	Trade	805.000		01/08/99	11/17/09	13,105 31	6,800.64	6,304.67	1		Y
CONTAX PARTICIPACOES SA SPON ADR	Trade	110.000		09/06/05	11/17/09	266 19	-0-	266	1		Y
DEUTSCHE TELEKOM AG DE	Trade	180.000		08/21/01	11/17/09	2,607 30	2,795.40	-188 10	1		Y
SPON ADR	Trade	560 000		05/15/02	11/17/09	8,111.61	7,040.49	1,071.12	1		Y
	Trade	900 000		08/05/05	11/17/09	13,036 52	17,909.55	-4,873.03	1		Y
	Trade	565 000		11/23/05	11/17/09	8,184 04	9,556.98	-1,372 94	1		Y
	Trade	665.000		08/11/06	11/17/09	9,632 54	9,090.55	541 99	1		Y
	Trade	660.000		03/02/07	11/17/09	9,560 12	10,994.87	-1,434.75	1		Y
	Trade	730 000		07/27/07	11/17/09	10,574.07	12,559 29	-1,985.22	1		Y
FIRST PAC CO LTD SPONS	Trade	1,400.000		06/25/97	11/17/09	4,059 89	8,817 20	-4,757.31	1		Y
ADR ADR	Trade	740 000		08/01/97	11/17/09	2,145 94	4,532.50	-2,386.56	1		Y
	Trade	1,180.000		11/05/97	11/17/09	3,421 91	4,657 46	-1,235 55	1		Y
FLEXTRONICS INTL LTD	Trade	1,185 000		08/04/08	11/17/09	8,638 43	10,662 39	-2,023.96	1		Y
	Trade	1,265.000		09/25/08	11/17/09	9,221 61	9,487 50	-265 89	1		Y
FUJI FILM HOLDINGS CORP	Trade	65 000		05/10/04	11/17/09	1,835 84	1,959 00	-123 16	1		Y
ADR	Trade	490.000		07/27/05	11/17/09	13,839 40	15,246 50	-1,407 10	1		Y
	Trade	360 000		08/29/08	11/17/09	10,167 72	10,080 29	87.43	1		Y
H LUNBDBECK A/S UNSPONS ADR	Trade	965 000		04/16/07	11/17/09	18,459 97	23,354.64	-4,894 67	1		Y
HITACHI LTD ADR NEW	Trade	185.000		06/26/03	11/17/09	5,439.13	7,433 74	-1,994 61	1		Y
JAPAN	Trade	160.000		03/09/05	11/17/09	4,704 12	10,512 02	-5,807 90	1		Y

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Your Financial Advisor or Contact
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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074855-X23

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss		Remarks	Matches 1099-B
HONDA MOTOR CO ADR JAPAN ADR	Trade	650 000		10/24/08	11/17/09	20,928 94	13,874 12	7,054 82	1		Y
HSBC HOLDINGS PLC NEW GB SPON ADR	Trade	95.000		02/14/07	10/19/09	5,525.96	8,565.37	-3,039 41	1		Y
	Trade	30.000		02/14/07	10/21/09	1,751.28	2,704 85	-953.57	1		Y
	Trade	5.000		02/14/07	11/09/09	288 53	450.81	-162 28	1		Y
	Trade	135.000		03/14/07	11/09/09	7,790 45	11,548.40	-3,757 95	1		Y
	Trade	110.000		03/14/07	11/16/09	7,056 19	9,409.81	-2,353 62	1		Y
	Trade	7 000		05/15/07	11/16/09	449 03	675	-226	1		Y
	Trade	3 000		07/06/07	11/16/09	192 44	325	-133	1		Y
	Trade	3.000		10/05/07	11/16/09	192 44	327	-135	1		Y
	Trade	3.000		01/17/08	11/16/09	192 44	257.64	-65.20	1		Y
	Trade	9 000		05/08/08	11/16/09	577 32	748 73	-171 41	1		Y
HYPO REAL ESTATE HOLDINGS **LIQUIDATION EFF 11/09** ADR	Trade	64 750		01/14/02	04/27/09	115 48	-0-	115	1		Y
	Trade	151.250		09/03/02	04/27/09	269.75	-0-	270	1		Y
INFINEON TECHNOLOGIES ADR	Trade	1,350 000		01/23/06	09/04/09	7,198 28	12,885.75	-5,687.47	1		Y
	Trade	625.000		02/13/08	09/04/09	3,332 54	5,278 94	-1,946.40	1		Y
	Trade	1,635 000		02/13/08	09/09/09	9,005 50	13,809 70	-4,804 20	1		Y
INTESA SANPAOLO SPON ADR	Trade	800 000		06/29/07	11/17/09	22,039 43	35,697.28	-13,657 85	1		Y
ITALCEMENTI S P A UNSPONS ADR	Trade	985.000		07/25/08	11/17/09	14,520.19	14,783.57	-263.38	1		Y
J. SAINSBURY PLC SPON ADR	Trade	470 000		01/15/08	11/17/09	10,903 72	14,431.77	-3,528 05	1		Y
	Trade	415 000		05/15/08	11/17/09	9,627.75	12,134 02	-2,506 27	1		Y
KINGFISHER PLC NEW SPON ADR	Trade	2,580 000		07/02/07	11/17/09	20,768.46	23,650 60	-2,882.14	1		Y
	Trade	2,085 000		02/29/08	11/17/09	16,783.82	10,979 61	5,804.21	1		Y
KONINKLIJKE AHOLD NV NEW 2007 SPON ADR	Trade	432 000		02/02/04	11/17/09	5,870.73	4,456 94	1,413.79	1		Y
	Trade	752 000		05/12/04	11/17/09	10,219 42	6,579 34	3,640.08	1		Y
	Trade	1,720.000		10/05/05	11/17/09	23,374 20	16,830.20	6,544.00	1		Y

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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074856-X23

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
KOREA ELECTRIC POWER CRP	Trade	420 000		05/26/00	10/06/09	6,282 65	6,230.41	52 24	1	Y
SPONSORED ADR	Trade	380 000		05/26/00	11/17/09	5,547 86	5,637 03	-89.17	1	Y
SHS	Trade	1,300 000		05/25/04	11/17/09	18,979 50	11,437.01	7,542 49	1	Y
KT CORP SPON ADR	Trade	725 000		04/26/02	11/17/09	12,462.93	15,957.25	-3,494 32	1	Y
L M ERICSSON TELEFON CO	Trade	2,050.000		10/30/07	11/17/09	21,606 44	30,068 27	-8,461 83	1	Y
SEK 10 NEW 2002 ADR	Trade	1,110.000		11/08/07	11/17/09	11,699 10	16,641 79	-4,942 69	1	Y
MAGNA INTL INC CL A SUB VTG CANADA ORD	Trade	190 000		10/16/06	11/17/09	9,789 79	14,106.36	-4,316 57	1	Y
MARKS & SPENCER GROUP	Trade	544 857		05/13/99	11/17/09	6,750 61	9,050	-2,299	1	Y
INC SPON ADR	Trade	1,117 142		11/09/99	11/17/09	13,841 04	12,520	1,321	1	Y
	Trade	1,035 000		02/21/08	11/17/09	12,823 32	17,215.64	-4,392 32	1	Y
	Trade	298 000		07/09/08	11/17/09	3,692.12	2,771.31	920.81	1	Y
MITSUBISHI UFJ FINANCIAL	Trade	460 000		06/12/03	11/17/09	2,511.95	1,955.00	556 95	1	Y
GROUP INC SPON ADR	Trade	1,375 000		05/11/05	11/17/09	7,508 55	7,492	17	1	Y
	Trade	1,620 000		11/13/06	11/17/09	8,846.43	19,384.11	-10,537 68	1	Y
	Trade	1,315.000		02/09/07	11/17/09	7,180.90	15,643.90	-8,463 00	1	Y
	Trade	2,070.000		07/26/07	11/17/09	11,303 77	23,010.12	-11,706 35	1	Y
MITSUI SUMITOMO UNSPONS	Trade	2,070 000		12/06/06	11/17/09	26,246 92	41,961.94	-15,715 02	1	Y
ADR	Trade	750.000		03/16/07	11/17/09	9,509 76	14,774 98	-5,265 22	1	Y
MIZUHO FINANCIAL GROUP	Trade	1,570.000		05/07/07	11/17/09	5,927 23	19,616.84	-13,689 61	1	Y
INC SPON ADR	Trade	1,260 000		05/22/07	11/17/09	4,756.88	16,588.28	-11,831.40	1	Y
	Trade	1,175 000		09/19/07	11/17/09	4,435 98	13,001.38	-8,565 40	1	Y
	Trade	1,350 000		11/05/07	11/17/09	5,096.66	14,065 25	-8,968 59	1	Y
NEC CORP REGD ORD JPY 50	Trade	1,960 000		06/18/07	11/18/09	5,187 40	9,994 43	-4,807.03	1	Y
PV *FOREIGN JAPAN ORD	Trade	2,695 000		09/05/07	11/18/09	7,132 67	13,240.80	-6,108 13	1	Y
NIPPON TELEG & TEL CORP	Trade	645 000		02/23/05	11/17/09	13,603 86	13,916 59	-312.73	1	Y
SPON ADR	Trade	500 000		08/01/05	11/17/09	10,545 63	11,125.00	-579.37	1	Y
	Trade	1,040 000		07/27/07	11/17/09	21,934 91	23,272 91	-1,338 00	1	Y

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Your Financial Advisor or Contact
TRABERT/ASIANO
415-963-5200

UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074857-X23

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss		Remarks	Matches 1099-B
NISSAN MTR LTD SPONS ADR JAPAN ADR	Trade	1,625 000		04/15/08	11/17/09	23,528 74	26,422.50	-2,893.76	1		Y
NOKIA CORP SPONS ADR FINLAND ADR	Trade	1,140 000		09/15/08	11/17/09	15,537 80	22,944.78	-7,406.98	1		Y
PORTUGAL TELECOM SGPS S A 1 ADR = 1 ORD SPON ADR	Trade	2,152 000		12/04/00	11/17/09	25,586.62	17,385	8,202	1		Y
PROMISE CO LTD UNSPON ADR	Trade	600 000		11/10/05	11/17/09	2,051 95	18,578 58	-16,526 63	1		Y
	Trade	320 000		03/03/06	11/17/09	1,094.37	10,001 12	-8,906 75	1		Y
	Trade	820 000		10/30/06	11/17/09	2,804.33	15,230.60	-12,426 27	1		Y
	Trade	1,075 000		08/10/07	11/17/09	3,676.40	15,608 36	-11,931 96	1		Y
ROYAL BANK SCOTLAND SPON ADR	Trade	14 737		10/18/07	11/17/09	189 27	160	29	1		Y
	Trade	156.568		11/27/07	11/17/09	2,010.76	1,362	649	1		Y
	Trade	120.693		02/11/08	11/17/09	1,550.03	1,310	240	1		Y
SANOFI-AVENTIS SA SPON ADR	Trade	630 000		01/28/05	11/17/09	24,192.26	23,581 72	610.54	1		Y
	Trade	290 000		10/18/06	11/17/09	11,136 12	12,702 67	-1,566.55	1		Y
	Trade	300.000		11/08/06	11/17/09	11,520 12	12,739.65	-1,219 53	1		Y
	Trade	335 000		03/14/07	11/17/09	12,864.14	13,996.53	-1,132.39	1		Y
SEIKO EPSON CORP UNSPONSORED ADR	Trade	1,820 000		11/08/06	11/17/09	13,015.75	22,811.15	-9,795.40	1		Y
SONY CORP ADR NEW JAPAN ADR	Trade	390.000		10/06/05	11/17/09	11,111 87	12,979 63	-1,867 76	1		Y
	Trade	290 000		12/07/06	11/17/09	8,262 67	11,675 46	-3,412.79	1		Y
STMICROELECTRONICS N V	Trade	1,345 000		01/31/05	11/17/09	11,835 69	22,557 67	-10,721 98	1		Y
	Trade	600 000		07/06/05	11/17/09	5,279.86	9,638.76	-4,358.90	1		Y
	Trade	955 000		06/28/06	11/17/09	8,403.78	14,817 02	-6,413.24	1		Y
SUMITOMO MITSUI FINANCIAL GROUP INC ADR	Trade	1,660 000		08/03/07	11/18/09	5,219.07	14,063 69	-8,844 62	1		Y
	Trade	2,315 000		08/20/07	11/18/09	7,278.40	18,238.50	-10,960 10	1		Y
	Trade	1,850.000		09/05/07	11/18/09	5,816 43	14,138.44	-8,322.01	1		Y
	Trade	1,680 000		11/05/07	11/18/09	5,281 95	12,446.78	-7,164.83	1		Y

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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074858-X23

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
SWISS REINS CO SPON ADR	Trade	365 000		12/14/07	11/17/09	17,994 03	26,317 85	-8,323 82	1	Y
SWISSCOM AG SPON ADR	Trade	25 000		06/29/99	11/17/09	946 98	943 00	3 98	1	Y
	Trade	355 000		11/10/99	11/17/09	13,447 05	11,927.43	1,519.62	1	Y
	Trade	295.000		01/04/06	11/17/09	11,174.31	9,589.00	1,585.31	1	Y
	Trade	460 000		03/29/07	11/17/09	17,424 35	16,584 89	839 46	1	Y
TAKEDA PHARMACEUTICAL CO	Trade	645 000		05/08/08	11/17/09	12,739 26	17,521 62	-4,782 36	1	Y
TDK CORP ADR JAPAN ADR	Trade	200.000		02/26/08	11/17/09	10,833.92	14,942.20	-4,108 28	1	Y
	Trade	205.000		04/23/08	11/17/09	11,104.77	13,699 68	-2,594.91	1	Y
TELEBRAS TELECOMUNICA-BRASILEIRAS SA REP 1 DEP SHR SPON ADR	Trade	10 000		09/14/98	11/17/09	169.99	211.37	-41.38	1	Y
TELECOM ITALIA SPA NEW REPSTG 10 ORD SHS SPON ADR	Trade	92 817		06/07/96	11/17/09	1,567.09	963.07	604 02	1	Y
	Trade	412 608		09/18/01	11/17/09	6,966.35	6,935	31	1	Y
	Trade	280.574		09/03/02	11/17/09	4,737 12	2,911	1,826	1	Y
	Trade	595.000		12/07/05	11/17/09	10,045.78	17,414.04	-7,368.26	1	Y
	Trade	410.000		02/17/06	11/17/09	6,922 30	11,597.71	-4,675 41	1	Y
	Trade	490 000		01/24/07	11/17/09	8,273.00	14,899.19	-6,626 19	1	Y
	Trade	870 000		03/21/07	11/17/09	14,688 79	24,848 42	-10,159 63	1	Y
TELECOM CORP NEW ZEALAND LTD SPONSORED ADR NEW ZEALAND ADR	Trade	148.444		09/29/99	11/17/09	1,368 93	3,361	-1,992	1	Y
	Trade	739.556		09/14/00	11/17/09	6,820 07	11,443 48	-4,623.41	1	Y
TELECOM ARGENTINA SA SPONS ADR REPSTG CL B SHS	Trade	530 000		09/21/99	11/17/09	9,261 51	15,171.25	-5,909 74	1	Y
TELEFONICA S A SPON ADR	Trade	11 000		05/15/02	11/17/09	955.88	330	626	1	Y
	Trade	210.000		02/03/06	11/17/09	18,248 52	6,674	11,575	1	Y
TELEFONOS DE MEXICO S A SPON ADR REPSTG SH ORD L MEXICO ADR	Trade	180 000		02/18/98	11/17/09	3,229 19	2,211	1,018	1	Y
	Trade	820.000		05/19/05	11/17/09	14,710.74	14,760	-50	1	Y

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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074859-X23

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss		Remarks	Matches 1099-B
TELMEX INTERNACIONAL SAB	Trade	180 000		02/18/98	09/17/09	2,624 87	620.51	2,004.36	1		Y
DE CV SER L SPON ADR	Trade	820 000		05/19/05	09/17/09	11,957 75	6,687.44	5,270.31	1		Y
THOMSON *NAME CHANGE 02/ 2010* SPON ADR	Trade	1,460 000		07/07/06	07/06/09	1,231.62	23,765.59	-22,533 97	1		Y
TIM PARTICIPACOES SA ADR	Trade	19 000		09/14/98	11/17/09	513 03	-0-	513	1		Y
TOKIO MARINE HOLDINGS	Trade	222 000		12/08/03	11/17/09	5,984.14	5,263 00	721.14	1		Y
INC SPON ADR	Trade	325 000		06/29/05	11/17/09	8,760.57	8,891.22	-130.65	1		Y
	Trade	345 000		11/05/07	11/17/09	9,299 68	13,290 54	-3,990 86	1		Y
TOMKINS PLC SPONSORED ADR UNTD KINGDOM ADR	Trade	1,100 000		10/05/06	11/17/09	13,714 77	19,343 17	-5,628 40	1		Y
TOYOTA MOTOR CORP NEW JAPAN SPON ADR	Trade	180 000		11/06/08	11/17/09	14,429 05	14,129.10	299 95	1		Y
TYCO ELECTRONICS LTD	Trade	168.000		01/20/06	11/17/09	4,111 41	-0-	4,111			Y
	Trade	100.000		03/20/06	11/17/09	2,447.27	-0-	2,447			Y
	Trade	170 000		04/13/06	11/17/09	4,160.35	-0-	4,160			Y
	Trade	610 000		10/22/08	11/17/09	14,928.33	11,980.40	2,947 93			Y
UNILEVER NV N Y SHS NEW	Trade	250 000		09/15/04	07/24/09	6,567.88	5,068	1,500	1		Y
NETHERLANDS SPON ADR	Trade	40.000		09/15/04	08/24/09	1,121 49	830	291	1		Y
	Trade	250.000		11/17/04	08/24/09	7,009.32	5,190	1,819	1		Y
	Trade	140 000		11/17/04	11/17/09	4,495 75	2,887	1,609	1		Y
	Trade	510.000		03/22/06	11/17/09	16,377 36	11,852	4,525	1		Y
UPM KYMMENE CORP SPON ADR	Trade	940.000		07/15/08	11/17/09	11,984 69	14,679 42	-2,694 73	1		Y
VIVO PARTICIPACOES SA	Trade	8 000		09/14/98	11/17/09	242 79	-0-	243	1		Y
REPSTG PFD SPON ADR	Trade	23 000		09/14/98	11/17/09	698 03	-0-	698	1		Y
WOLSELEY PLC ADR	Trade	2,055 000		05/07/08	11/17/09	4,808 57	22,685.15	-17,876.58	1		Y

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Your Financial Advisor or Contact
TRABERT/ASIANO
415-963-5200

UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074860-X23

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
WOLTERS KLUWER NV	Trade	730.000		08/20/01	11/17/09	16,103 38	15,643 46	459 92	1	Y
SPONSORED ADR	Trade	300 000		04/03/02	11/17/09	6,617 83	6,249 03	368 80	1	Y
NETHERLANDS ADR	Trade	46.000		05/08/03	11/17/09	1,014 73	619	396	1	Y
	Trade	29 000		05/22/06	11/17/09	639.72	720	-80	1	Y
XL CAPITAL LTD CL A	Trade	515 000		09/18/08	11/17/09	9,280 68	8,381 66	899 02	1	Y
Redemptions						5,484	-0-	5,484		
RTS INFINEON TECHNOLOGIES AG EXP 07/29/09	Trade	1.000		07/20/09	08/26/09		-0-	-0-		
TELE NORTE LESTE PARTICIPACOES S A ADR	Trade	110 000			12/16/09	2,431 69	-0-	2,432		
Total Long-Term Gain/Loss						1,419,647	1,845,903	-426,256		

Your Financial Advisor or Contact
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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074888-X23

2009 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
APPLE INC	Trade	50.000		12/04/06	08/25/09	8,483.85	4,305	4,179	1	Y
EAST WEST BANCORP INC	Trade	1,150 000		12/18/07	08/27/09	11,046.15	28,513 37	-17,467 22	1	Y
	Trade	150.000		12/18/07	08/28/09	1,432 36	3,719 14	-2,286 78	1	Y
	Trade	700 000		05/29/08	08/28/09	6,684.34	9,740 00	-3,055 66	1	Y
MOLEX INC	Trade	1,400 000		11/21/07	12/17/09	28,701 92	37,938 68	-9,236 76	1	Y
MORGAN STANLEY	Trade	50 000		11/13/06	06/26/09	1,421.35	3,911	-2,490	1	Y
	Trade	150.000		11/17/06	06/26/09	4,264.04	11,733	-7,469	1	Y
	Trade	500 000		12/04/06	06/26/09	14,213 48	38,854	-24,641	1	Y
ORACLE CORP	Trade	700 000		11/17/06	07/23/09	15,623.60	14,544	1,080	1	Y

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Your Financial Advisor or Contact
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UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074889-X23

Long-Term Gain/Loss - continued

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
ORACLE CORP	Trade	100 000		12/04/06	07/23/09	2,231 94	1,938.83	293.11	1	Y
POLO RALPH LAUREN CORP	Trade	150 000		11/21/08	11/30/09	11,489 55	5,137.80	6,351 75	1	
SYNOVUS FINANCIAL CORP	Trade	3,500 000		03/07/08	11/20/09	5,928.49	39,436.15	-33,507 66	1	Y
TIME WARNER INC NEW	Trade	116 000		11/17/06	06/04/09	2,826 78	2,400	427	*	Y
	Trade	600 000		12/04/06	06/04/09	14,621.26	12,386	2,235	*	Y
	Trade	417 000		12/18/07	06/04/09	10,161.78	6,985	3,177	*	Y
UNIVERSAL HEALTH SVCS INC CL B	Trade	350 000		06/22/07	06/02/09	19,750 94	21,664.21	-1,913 27	1	Y
	Trade	450.000		06/22/07	10/12/09	29,551 78	27,853 98	1,697.80	1	Y
Total Long-Term Gain/Loss						**188,433.61**	271,060	-82,626		

Account Number Y3 02448 MA
Your Financial Advisor or Contact
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UBS Financial Services Inc.

2009 Consolidated Form 1099

C12L074837-X23

Corrected 03/18/10

2009 Realized Gain/Loss Summary

(Includes sale proceeds not reported on Form 1099-B)

Short-Term Gain/Loss

This section includes securities held for less than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
MICROSOFT CORP	Trade	570 000		04/22/09	12/30/09	17,602.28	10,761 60	6,840 68		Y
MORGAN STANLEY	Trade	980.000		03/25/09	10/30/09	31,517 45	24,353.49	7,163 96	1	Y
US BANCORP DEL (NEW)	Trade	2,250 000		06/06/08	06/02/09	41,256 28	73,171 58	-31,915 30	1	Y
Total Short-Term Gain/Loss						**90,376.01**	**108,286.67**	**-17,910.66**		

UBS Financial Services Inc.

2009 Consolidated Form 1099

Corrected 03/18/10

C12L074838-X23

Long-Term Gain/Loss

This section includes securities held for more than one year, and option contracts that are not reported on Form 1099-B.

Security Description	Activity Type	Quantity/ Face value	Original Cost Basis	Purchase date Date Acquired	Date Sold	Sale Amount	Cost or Other Basis	Gain/Loss	Remarks	Matches 1099-B
FORD MOTOR CO CAP TR II	Trade	30 000	1,484.70	10/22/04	04/22/09	413.51	1,485	-1,071	1	
DUE 01/15/2032 CONV	Trade	130 000		07/22/05	04/22/09	1,791 88	5,422 95	-3,631.07	1	
6 50% PREFERRED	Trade	1,140 000		10/28/05	04/22/09	15,713 44	35,055 00	-19,341 56	1	
Total Long-Term Gain/Loss						**17,918.83**	41,963	-24,044		

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					458.	
		FOREIGN STOCK PORTFOLIO - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS 53,644.	VARIOUS
		FOREIGN STOCK PORTFOLIO - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS -42,560.	VARIOUS
		FOREIGN STOCK PORTFOLIO - SEE ATTACHED PROPERTY TYPE: SECURITIES				P	VARIOUS -426,256.	VARIOUS
		SCHAFER CULLEN LARGE CAP PORTFOLIO - SEE PROPERTY TYPE: SECURITIES				P	VARIOUS -18,370.	VARIOUS
		SCHAFER CULLEN LARGE CAP PORTFOLIO - SEE PROPERTY TYPE: SECURITIES				P	VARIOUS -17,911.	VARIOUS
		SCHAFER CULLEN LARGE CAP PORTFOLIO - SEE PROPERTY TYPE: SECURITIES				P	VARIOUS -198,720.	VARIOUS
		SCHAFER CULLEN LARGE CAP PORTFOLIO - SEE PROPERTY TYPE: SECURITIES				P	VARIOUS -24,044.	VARIOUS
		METROPOLITAN WEST LARGE CAP PORTFOLIO - PROPERTY TYPE: SECURITIES				P	VARIOUS -4.	VARIOUS
		METROPOLITAN WEST LARGE CAP PORTFOLIO - PROPERTY TYPE: SECURITIES				P	VARIOUS -32,233.	VARIOUS
		METROPOLITAN WEST LARGE CAP PORTFOLIO - PROPERTY TYPE: SECURITIES				P	VARIOUS -82,626.	VARIOUS
TOTAL GAIN (LOSS)							-788,622.	

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2009

Name of estate or trust	Employer identification number
THOMAS P. RALEY FOUNDATION	68-0358149

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	17,359.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	17,359.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-806,439.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	458.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-805,981.

Part III Summary of Parts I and II

Caution: *Read the instructions* **before** *completing this part*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			17,359.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-805,981.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-788,622.

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

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** b $3,000 . . . 16 (3,000.)

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

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

OMB No 1545-0092

2009

Name of estate or trust: THOMAS P. RALEY FOUNDATION

Employer identification number: 68-0358149

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a FOREIGN STOCK PORTFOLIO - SEE ATTACHED	VARIOUS	VARIOUS			53,644.
SCHAFER CULLEN LARGE CAP PORTFOLIO - SEE ATTACHED	VARIOUS	VARIOUS			-18,370.
SCHAFER CULLEN LARGE CAP PORTFOLIO - SEE ATTACHED	VARIOUS	VARIOUS			-17,911.
METROPOLITAN WEST LARGE CAP PORTFOLIO - SEE ATTAC	VARIOUS	VARIOUS			-4.

1b Total Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 17,359.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a FOREIGN STOCK PORTFOLIO - SEE ATTACHED	VARIOUS	VARIOUS			-42,560.
FOREIGN STOCK PORTFOLIO - SEE ATTACHED	VARIOUS	VARIOUS			-426,256.
SCHAFER CULLEN LARGE CAP PORTFOLIO - SEE ATTACHED	VARIOUS	VARIOUS			-198,720.
SCHAFER CULLEN LARGE CAP PORTFOLIO - SEE ATTACHED	VARIOUS	VARIOUS			-24,044.
METROPOLITAN WEST LARGE CAP PORTFOLIO - SEE ATTAC	VARIOUS	VARIOUS			-32,233.
METROPOLITAN WEST LARGE CAP PORTFOLIO - SEE ATTAC	VARIOUS	VARIOUS			-82,626.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -806,439.