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 ,

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: Cadieux Martin Foundation

Number and street (or P O box number if mail is not delivered to street address): 1747 Venezia Court | Room/suite:

City or town: Naples | State: FL | ZIP code: 34105

A Employer identification number: 68-6121768

B Telephone number (see the instructions): (865) 981-9975

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, column (c), line 16) ► $ 277,593.

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

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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 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 (att sch)				
	2 Ck ► [X] if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	7,099.	7,099.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10				
	b Gross sales price for all assets on line 6a				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	7,099.	7,099.		
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) L-16b Stmt	750.	750.		
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) Foreign Taxes	56.	56.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	Bank & Management Fees	3,302.	3,302.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	4,108.	4,108.		
	25 Contributions, gifts, grants paid	7,510.			7,510.
	26 **Total expenses and disbursements.** Add lines 24 and 25	11,618.	4,108.		7,510.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-4,519.			
	b **Net investment income** (if negative, enter -0-)		2,991.		
	c **Adjusted net income** (if negative, enter -0-)				

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

		Beginning of year	End of year	
		(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
ASSETS	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments			
	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 the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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) L-10b Stmt	221,028.	207,043.	209,017.
	c Investments – corporate bonds (attach schedule) L-10c Stmt	44,760.	44,760.	40,112.
	11 Investments – land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule) L-13 Stmt	42,608.	28,393.	28,464.
	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 instructions Also, see page 1, item I)	308,396.	280,196.	277,593.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & 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.			
	27 Capital stock, trust principal, or current funds	308,396.	280,196.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see the instructions)	308,396.	280,196.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	308,396.	280,196.	

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	308,396.
2	Enter amount from Part I, line 27a	2	-4,519.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	303,877.
5	Decreases not included in line 2 (itemize) ► Loss on sale of assets	5	23,681.
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	280,196.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	Morgan Stanley - See Attached	P	11/30/07	12/31/09
b	Morgan Stanley - See Attached	P	11/30/07	12/31/09
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	37,613.		49,050.	-11,437.
b	23,154.		28,892.	-5,738.
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-11,437.
b				-5,738.
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** -17,175.

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 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 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 (column (b) divided by column (c))
2008	20,855.	224,904.	0.092728
2007	0.	348,314.	0.000000
2006	22,431.	358,695.	0.062535
2005	26,300.	348,834.	0.075394
2004	28,477.	354,337.	0.080367

2	**Total** of line 1, column (d)	2	0.311024
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	0.062205
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	238,264.
5	Multiply line 4 by line 3	5	14,821.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	30.
7	Add lines 5 and 6	7	14,851.
8	Enter qualifying distributions from Part XII, line 4	8	7,510.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter ________ (**attach copy of letter if necessary - see instr.**)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	60.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	60.
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	60.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	
8 Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	60.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	0.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ► **Refunded** ►		11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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, column (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ► FL - Florida			
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *Continued*

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

Website address ► N/A

14 The books are in care of ► Robert Cadieux Telephone no ► (239) 649-1671

Located at ► 1747 Venezia Court Naples FL ZIP + 4 ► 34105

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
1 a	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 the instructions)?	**1 b**		
	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?	**1 c**		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ **Yes** ☒ **No** If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see the instructions)	**2 b**		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	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)*	**3 b**		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	**4 a**		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?	**4 b**		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 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 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 X (No)

If 'Yes' to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
Robert D Cadieux 1747 Venezia Court Naples FL 34105	Trustee 1.00	0.	0.	0.
Mary Martin Cadieux 1747 Venezia Court Naples FL 34105	Trustee 1.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see 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				
0				

Total number of other employees paid over $50,000 ► None

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

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a Average monthly fair market value of securities		**1a**	241,892.
b Average of monthly cash balances		**1b**	
c Fair market value of all other assets (see instructions)		**1c**	
d Total (add lines 1a, b, and c)		**1d**	241,892.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	**1e**		
2 Acquisition indebtedness applicable to line 1 assets		**2**	
3 Subtract line 2 from line 1d		**3**	241,892.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		**4**	3,628.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4		**5**	238,264.
6 Minimum investment return. Enter 5% of line 5		**6**	11,913.

Part XI **Distributable Amount** (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1 Minimum investment return from Part X, line 6			**1**	11,913.
2a Tax on investment income for 2009 from Part VI, line 5	**2a**	60.		
b Income tax for 2009 (This does not include the tax from Part VI)	**2b**			
c Add lines 2a and 2b			**2c**	60.
3 Distributable amount before adjustments Subtract line 2c from line 1			**3**	11,853.
4 Recoveries of amounts treated as qualifying distributions			**4**	
5 Add lines 3 and 4			**5**	11,853.
6 Deduction from distributable amount (see instructions)			**6**	
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			**7**	11,853.

Part XII **Qualifying Distributions** (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	**1a**	7,510.
b Program-related investments – total from Part IX-B	**1b**	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	**2**	
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	**3a**	
b Cash distribution test (attach the required schedule)	**3b**	
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	**4**	7,510.
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 instructions)	**5**	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	**6**	7,510.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					11,853.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				0.	
b Total for prior years 20___, 20___, 20___					
3 Excess distributions carryover, if any, to 2009					
a From 2004	0.				
b From 2005	17,347.				
c From 2006	22,591.				
d From 2007	1,283.				
e From 2008	20,855.				
f Total of lines 3a through e		62,076.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 7,510.					
a Applied to 2008, but not more than line 2a					
b Applied to undistributed income of prior years (Election required — see instructions)					
c Treated as distributions out of corpus (Election required — see instructions)					
d Applied to 2009 distributable amount					
e Remaining amount distributed out of corpus		7,510.			
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		69,586.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount — see instructions			0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount — see instructions				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					11,853.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		69,586.			
10 Analysis of line 9					
a Excess from 2005	17,347.				
b Excess from 2006	22,591.				
c Excess from 2007	1,283.				
d Excess from 2008	20,855.				
e Excess from 2009	7,510.				

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

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

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

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

Part XV **Supplementary Information (Complete this part only if the organization had $5,000 or more in assets at any time during the year – see 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))

Robert Cadieux
Mary Martin Cadieux

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

None

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

Check here ► ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see 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

Robert Cadieux
1747 Venezia Court
Naples FL 34105

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

No Application is Necessary

c Any submission deadlines.

None

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

None

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*				
Ft Loudon Lake Assn 956 Volunteer Landing Lane Knoxville TN 37915	None	Public Charity	Environment	2,500.
Philharmonic Center for the Arts 5833 Pelican Bay Boulevard Naples FL 34108	None	Public Charity	Arts	5,000.
Arbor Day Foundation Nebraska City Nebraska City NE 68410	None	Public Charity	Environment	10.
Total			► **3a**	7,510.
***b** Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see 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					
4 Dividends and interest from securities			14	7,099.	
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					
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)				7,099.	

13 **Total.** Add line 12, columns (b), (d), and (e) **13** 7,099.

(See worksheet in the instructions for line 13 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 the instructions)

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

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] 10/12/10 ▶ President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature ▶ [signature] CPA	Date 10/12/10	Check if self-employed ▶ ☒	Preparer's Identifying number (See **Signature** in the instrs)
Firm's name (or yours if self-employed), address, and ZIP code ▶ LeBlanc Accounting & Tax 679 Morganton Square Drive Maryville TN 37801		EIN ▶ Phone no ▶ (865) 980-5556	

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LeBlanc Accounting	Accounting Firm	750.	750.		
Total		750.	750.		

Form 990-PF, Page 2, Part II, Line 10b
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
Morgan Stanley Investments	207,043.	209,017.
Total	207,043.	209,017.

Form 990-PF, Page 2, Part II, Line 10c
L- 10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year Book Value	End of Year Fair Market Value
HSBC Finance Corp	20,000.	20,009.
American General	24,760.	20,103.
Total	44,760.	40,112.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
Morgan Stanley MMF	8,393.	8,417.
J P Morgan CD	20,000.	20,047.
Total	28,393.	28,464.

REALIZED GAIN/(LOSS) SUMMARY

This Gain and Loss Summary is provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley Smith Barney LLC ("Morgan Stanley Smith Barney") cannot provide you with tax advice. Although Morgan Stanley Smith Barney is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley Smith Barney, including securities purchased elsewhere and later transferred to Morgan Stanley Smith Barney, cost basis information may not be provided. To correct any information supplied by Morgan Stanley Smith Barney, please inform your Financial Advisor. To add cost basis information, you may either inform your Financial Advisor or input the data directly yourself through our client-only Web site, ClientServ. Morgan Stanley Smith Barney will adjust cost basis as appropriate in accordance with tax laws. However, Morgan Stanley Smith Barney does not adjust for all events and you should contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return.

Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
ABBOTT LABORATORIES	ABT	2.000	05/20/2009	11/02/2009	$101.77	$87.02	$14.75
ALTRIA GROUP INC	MO	29.000	02/25/2009	07/08/2009	$474.35	$449.67	$24.68
ALTRIA GROUP INC	MO	10.000	02/25/2009	07/15/2009	$167.81	$155.06	$12.75
ALTRIA GROUP INC	MO	8.000	04/01/2009	07/15/2009	$134.24	$129.87	$4.37
ALTRIA GROUP INC	MO	18.000	04/01/2009	07/22/2009	$310.31	$292.22	$18.09
AON CORP	AOC	1.000	07/29/2009	11/02/2009	$38.62	$39.68	$(1.06)
BANK OF AMERICA CORP	BAC	24.000	09/17/2008	02/25/2009	$104.81	$567.22	$(462.41)
DEVON ENERGY CORP NEW	DVN	8.000	11/19/2008	10/16/2009	$569.76	$566.42	$3.34
GENERAL MILLS INC	GIS	1.000	10/16/2009	11/02/2009	$65.63	$65.63	$0.00
HASBRO INC	HAS	3.000	01/07/2009	11/02/2009	$82.46	$88.08	$(5.62)
HESS CORPORATION	HES	1.000	04/26/2006	11/02/2009	$54.23	$48.00	$6.23
HEWLETT PACKARD	HPQ	13.000	09/24/2008	06/24/2009	$487.57	$609.42	$(121.85)
HEWLETT PACKARD	HPQ	5.000	09/24/2008	07/01/2009	$194.98	$234.39	$(39.41)
HEWLETT PACKARD	HPQ	14.000	10/29/2008	07/01/2009	$545.96	$501.47	$44.49
KIMBERLY CLARK CORP	KMB	1.000	09/30/2009	11/02/2009	$62.52	$58.72	$3.80
KROGER CO	KR	3.000	12/03/2008	11/02/2009	$69.20	$82.10	$(12.90)
MACY'S INC	M	34.000	08/12/2009	12/22/2009	$592.58	$542.19	$50.39
MEDTRONIC INC	MDT	2.000	04/29/2009	11/02/2009	$72.05	$62.44	$9.61
NIKE INC B	NKE	1.000	09/16/2009	11/02/2009	$62.36	$56.43	$5.93
OMNICOM GROUP	OMC	12.000	02/11/2009	10/02/2009	$428.05	$335.20	$92.85
PFIZER INC	PFE	4.000	03/04/2009	11/02/2009	$67.75	$48.29	$19.46
PG&E CORPORATION	PCG	12.000	08/27/2008	02/18/2009	$430.49	$498.44	$(67.95)
PG&E CORPORATION	PCG	8.000	08/27/2008	03/04/2009	$303.90	$332.29	$(28.39)
PG&E CORPORATION	PCG	2.000	10/02/2008	03/04/2009	$75.98	$78.26	$(2.28)
PNC FINL SVCS GP	PNC	11.000	08/06/2008	06/02/2009	$457.73	$810.50	$(352.77)

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
PNC FINL SVCS GP	PNC	10 000	08/13/2008	06/02/2009	$416 11	$700 77	$(284 66)
PRUDENTIAL FINANCIAL INC	PRU	10 000	06/04/2008	04/15/2009	$260.16	$746 20	$(486 04)
SHERWIN WILLIAMS COMPANY OHIO	SHW	5 000	10/08/2008	05/20/2009	$281 56	$265 97	$15 59
SMUCKER JM CO COM NEW	SJM	11.000	11/12/2008	05/20/2009	$445 22	$440 57	$4 65
SMUCKER JM CO COM NEW	SJM	6.000	11/19/2008	05/20/2009	$242 85	$242.60	$0 25
SMUCKER JM CO COM NEW	SJM	6 000	07/15/2009	09/30/2009	$317.47	$297 02	$20 45
TRAVELERS COMPANIES INC COM	TRV	1 000	04/01/2009	11/02/2009	$49.99	$41 41	$8 58
W W GRAINGER INC	GWW	5 000	06/11/2008	01/21/2009	$355.77	$448 90	$(93 13)
W W GRAINGER INC	GWW	3.000	06/11/2008	02/18/2009	$214.27	$269 34	$(55.07)
W W GRAINGER INC	GWW	3 000	07/30/2008	02/18/2009	$214.27	$268 41	$(54 14)
W W GRAINGER INC	GWW	5 000	07/30/2008	03/04/2009	$319 29	$447 34	$(128.05)
WELLS FARGO & CO NEW	WFC	2 000	04/15/2009	11/02/2009	$54.27	$36.75	$17.52
WESTERN UN CO	WU	47 000	06/10/2009	07/30/2009	$861 81	$825 74	$36 07
3M COMPANY	MMM	7 000	12/10/2008	07/29/2009	$485 62	$401 49	$84 13
3M COMPANY	MMM	1 000	12/10/2008	11/02/2009	$73 75	$57 36	$16 39
Total Short Term					**$10,547.52**		**$(1,681.36)**

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
ACCENTURE PLC IRELAND CL A	ACN	3.000	01/04/2008	11/02/2009	$112.64	$104 99	$7.65	
ALLSTATE CORP	ALL	18.000	04/26/2006	09/09/2009	$515.62	$1,002 78	$(487 16)	
APACHE CORP	APA	1 000	05/14/2008	11/02/2009	$94.57	$137 53	$(42 96)	
AT&T INC	T	3.000	01/09/2008	11/02/2009	$76.43	$115 18	$(38.75)	
BANK OF AMERICA CORP	BAC	0.066	01/23/2004	01/02/2009	$0.92	$2.69 P	$(1 77)	Adjusted 01/05/2009
BANK OF AMERICA CORP	BAC	15.000	01/23/2004	02/11/2009	$88 90	$611 94 P	$(523 04)	Adjusted 01/18/2005
BANK OF AMERICA CORP	BAC	9 000	03/09/2005	02/11/2009	$53.34	$412 07	$(358.73)	
BANK OF AMERICA CORP	BAC	13 000	09/13/2005	02/11/2009	$77.05	$555 36	$(478 31)	
BANK OF AMERICA CORP	BAC	15 000	09/13/2005	02/25/2009	$65.51	$640 81	$(575.30)	
BANK OF AMERICA CORP	BAC	33 000	04/26/2006	02/25/2009	$144.12	$1,573 44	$(1,429 32)	
BANK OF NEW YORK MELLON CORP	BK	3.000	08/14/2006	11/02/2009	$80.12	$107 65	$(27.53)	
CHEVRON CORP	CVX	1.000	04/26/2006	11/02/2009	$76 08	$60 57	$15.51	
CHUBB CORP	CB	3.000	12/21/2006	04/01/2009	$126.04	$159 25	$(33 21)	
CHUBB CORP	CB	8.000	01/11/2007	04/01/2009	$336 11	$422 28	$(86 17)	
CVS CAREMARK CORP	CVS	4.000	11/15/2006	01/27/2009	$110.41	$117 01	$(6 60)	
CVS CAREMARK CORP	CVS	11 000	11/29/2006	01/27/2009	$303.64	$303 29	$0 35	
CVS CAREMARK CORP	CVS	10 000	11/29/2006	05/13/2009	$317.98	$275 72	$42.26	
CVS CAREMARK CORP	CVS	1.000	11/29/2006	11/02/2009	$35 55	$27.57	$7 98	

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
CVS CAREMARK CORP	CVS	5.000	11/29/2006	12/02/2009	$153.99	$137.86	$16.13	
CVS CAREMARK CORP	CVS	14.000	03/13/2008	12/02/2009	$431.18	$554.68	$(123.50)	
DOMINION RES INC (NEW)	D	12.000	01/30/2008	10/16/2009	$410.99	$519.39	$(108.40)	
DOMINION RES INC (NEW)	D	17.000	02/27/2008	10/16/2009	$582.24	$718.05	$(135.81)	
DOMINION RES INC (NEW)	D	15.000	06/19/2008	10/16/2009	$513.74	$708.70	$(194.96)	
EATON CORPORATION	ETN	8.000	02/16/2007	10/21/2009	$515.87	$636.03	$(120.16)	
EATON CORPORATION	ETN	1.000	02/22/2007	10/21/2009	$64.48	$82.29	$(17.81)	
FPL GROUP INC	FPL	9.000	04/16/2008	08/19/2009	$510.93	$597.29	$(86.36)	
FPL GROUP INC	FPL	2.000	04/30/2008	08/19/2009	$113.54	$132.59	$(19.05)	
FPL GROUP INC	FPL	8.000	04/30/2008	09/16/2009	$440.03	$530.35	$(90.32)	
GOLDMAN SACHS GRP INC	GS	4.000	04/26/2006	05/13/2009	$525.85	$651.96	$(126.11)	
GOLDMAN SACHS GRP INC	GS	3.000	04/26/2006	10/16/2009	$558.01	$488.97	$69.04	
GOLDMAN SACHS GRP INC	GS	1.000	04/26/2006	11/02/2009	$168.80	$162.99	$5.81	
INTEL CORP	INTC	25.000	03/14/2006	04/08/2009	$388.52	$496.66	$(108.14)	
INTEL CORP	INTC	27.000	03/14/2006	05/06/2009	$434.54	$536.39	$(101.85)	
INTEL CORP	INTC	2.000	09/13/2006	05/06/2009	$32.19	$39.45	$(7.26)	
INTEL CORP	INTC	5.000	09/13/2006	11/02/2009	$94.49	$98.63	$(4.14)	
INTL BUSINESS MACHINES CORP	IBM	2.000	09/26/2007	02/25/2009	$166.15	$235.17	$(69.02)	
INTL BUSINESS MACHINES CORP	IBM	1.000	09/26/2007	03/04/2009	$88.43	$117.58	$(29.15)	
INTL BUSINESS MACHINES CORP	IBM	4.000	10/17/2007	03/04/2009	$353.71	$466.97	$(113.26)	
JOHNSON & JOHNSON	JNJ	1.000	04/26/2006	11/02/2009	$59.45	$58.45	$1.00	
LOCKHEED MARTIN CORP	LMT	4.000	04/26/2006	04/22/2009	$300.25	$301.84	$(1.59)	
LOCKHEED MARTIN CORP	LMT	2.000	04/26/2006	11/02/2009	$137.33	$150.92	$(13.59)	
LOCKHEED MARTIN CORP	LMT	4.000	04/26/2006	12/02/2009	$313.24	$301.84	$11.40	
MERCK & CO		17.000	04/26/2006	07/29/2009	$507.66	$582.25	$(74.59)	
MERCK & CO		18.000	04/26/2006	10/28/2009	$579.61	$616.50	$(36.89)	
MERCK & CO		2.000	04/26/2006	11/02/2009	$62.33	$68.50	$(6.17)	
MERCK & CO INC NEW COM	MRK	17.000	04/26/2006	11/11/2009	$567.15	$582.25	$(15.10)	
MERCK & CO INC NEW COM	MRK	8.000	04/26/2006	12/16/2009	$302.15	$274.00	$28.15	
MERCK & CO INC NEW COM	MRK	7.000	10/29/2008	12/16/2009	$264.38	$210.06	$54.32	
METLIFE INCORPORATED	MET	2.000	04/26/2006	11/02/2009	$65.51	$101.94	$(36.43)	
NESTLE SPON ADR REP REG SHR	NSRGY	4.000	05/16/2007	04/08/2009	$138.24	$192.63	$(54.39)	
NESTLE SPON ADR REP REG SHR	NSRGY	6.000	08/29/2007	04/08/2009	$207.36	$266.62	$(59.26)	
NESTLE SPON ADR REP REG SHR	NSRGY	2.000	08/29/2007	11/02/2009	$93.89	$88.87	$5.02	
NESTLE SPON ADR REP REG SHR	NSRGY	4.000	08/29/2007	11/11/2009	$190.01	$177.75	$12.26	
NESTLE SPON ADR REP REG SHR	NSRGY	9.000	09/05/2007	11/11/2009	$427.52	$397.46	$30.06	
NIKE INC B	NKE	7.000	07/06/2006	04/29/2009	$382.14	$280.79	$101.35	
NIKE INC B	NKE	5.000	07/06/2006	06/10/2009	$285.83	$200.57	$85.26	
NIKE INC B	NKE	16.000	08/17/2006	06/10/2009	$914.65	$615.76	$298.89	
NORTHROP GRUMMAN CP(HLDG CO)	NOC	12.000	04/26/2006	08/26/2009	$584.65	$815.28	$(230.63)	
NORTHROP GRUMMAN CP(HLDG CO)	NOC	3.000	04/26/2006	11/02/2009	$151.04	$203.82	$(52.78)	
NORTHROP GRUMMAN CP(HLDG CO)	NOC	5.000	04/26/2006	11/04/2009	$253.21	$339.70	$(86.49)	

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)	ADDITIONAL INFORMATION
OMNICOM GROUP	OMC	15 000	03/26/2008	08/12/2009	$523 92	$671 44	$(147.52)	
OMNICOM GROUP	OMC	1 000	03/26/2008	10/02/2009	$35.67	$44.76	$(9 09)	
OMNICOM GROUP	OMC	16 000	04/09/2008	10/02/2009	$570 73	$711 22	$(140 49)	
OMNICOM GROUP	OMC	10.000	05/21/2008	10/02/2009	$356 71	$493.60	$(136 89)	
ORACLE CORP	ORCL	22 000	04/26/2006	03/11/2009	$328 08	$323 40	$4 68	
ORACLE CORP	ORCL	24 000	04/26/2006	04/22/2009	$462.22	$352.80	$109 42	
ORACLE CORP	ORCL	5 000	04/26/2006	08/19/2009	$106 87	$73 50	$33 37	
ORACLE CORP	ORCL	19 000	09/06/2006	08/19/2009	$406.13	$297 74	$108 39	
ORACLE CORP	ORCL	3 000	09/06/2006	11/02/2009	$63 08	$47 01	$16 07	
PEPSICO INC NC	PEP	1,000	10/15/2008	11/02/2009	$60 40	$54.12	$6 28	
PG&E CORPORATION	PCG	2 000	10/02/2008	11/02/2009	$82 07	$78 26	$3 81	
PHILIP MORRIS INTL INC	PM	10,000	04/26/2006	09/30/2009	$480 34	$379.14	$101 20	
PHILIP MORRIS INTL INC	PM	2 000	04/26/2006	11/02/2009	$96 93	$75.83	$21 10	
PROCTER & GAMBLE	PG	5 000	06/20/2007	01/07/2009	$306 61	$310 87	$(4.26)	
PROCTER & GAMBLE	PG	6 000	06/20/2007	04/01/2009	$279.33	$373 04	$(93.71)	
PROCTER & GAMBLE	PG	10 000	10/31/2007	04/01/2009	$465 55	$696 51	$(230.96)	
PRUDENTIAL FINANCIAL INC	PRU	11 000	12/05/2007	04/15/2009	$286 18	$1,060 14	$(773.96)	
PRUDENTIAL FINANCIAL INC	PRU	9 000	12/12/2007	04/15/2009	$234.14	$851 78	$(617.64)	
PUBLIC SERVICE ENTERPRISE GP	PEG	3 000	05/02/2007	11/02/2009	$88 16	$131 37	$(43 21)	
ROYAL CARIBBEAN CRUISES LTD	RCL	11 000	03/21/2007	01/08/2009	$136 46	$475 37	$(338.91)	
ROYAL CARIBBEAN CRUISES LTD	RCL	19 000	04/18/2007	01/08/2009	$235 69	$799 87	$(564 18)	
ROYAL CARIBBEAN CRUISES LTD	RCL	18 000	05/10/2007	02/11/2009	$123.74	$755 34	$(631.60)	
ROYAL CARIBBEAN CRUISES LTD	RCL	1 000	05/14/2007	02/11/2009	$6.87	$42 02	$(35.15)	
ROYAL CARIBBEAN CRUISES LTD	RCL	19 000	09/05/2007	02/11/2009	$130.62	$715 57	$(584 95)	
SHERWIN WILLIAMS COMPANY OHIO	SHW	1 000	10/08/2008	11/02/2009	$57.24	$53 19	$4 05	
STATE STREET CORP	STT	1 000	01/23/2008	11/02/2009	$41 77	$76.70	$(34 93)	
STATE STREET CORP	STT	8 000	01/23/2008	11/04/2009	$336 58	$613.59	$(277 01)	
STATE STREET CORP	STT	5 000	01/30/2008	11/04/2009	$210.36	$404.99	$(194 63)	
TOTAL FINA ELF SA	TOT	7 000	01/19/2005	05/13/2009	$389 23	$369 95	$19 28	
TOTAL FINA ELF SA	TOT	8 000	01/19/2005	10/28/2009	$497 67	$422 80	$74 87	
TOTAL FINA ELF SA	TOT	2 000	01/19/2005	11/02/2009	$120.11	$105 70	$14 41	
WALT DISNEY CO HLDG CO	DIS	18 000	08/20/2008	09/16/2009	$507.50	$572 93	$(65 43)	
WALT DISNEY CO HLDG CO	DIS	2 000	08/20/2008	11/02/2009	$54 21	$63.66	$(9 45)	
WYETH	WYE	8 000	01/19/2005	07/08/2009	$360 53	$356.00	$4.53	
WYETH	WYE	14 000	01/19/2005	08/05/2009	$653 24	$623 00	$30 24	
WYETH	WYE	5 000	01/19/2005	09/02/2009	$237 97	$222.50	$15 47	
WYETH	WYE	15.000	04/26/2006	09/02/2009	$713.92	$713 10	$0 82	
WYETH	WYE	3 000	03/21/2007	09/02/2009	$142.78	$149.56	$(6 78)	
WYETH		5 000	03/21/2007	10/07/2009	$243 61	$249 26	$(5 65)	
WYETH		14 000	08/15/2007	10/07/2009	$682 09	$639 57	$42 52	
Total Long Term					**$27,065.62**		**$(9,755.51)**	
Total Short And Long Term					**$37,613.14**		**$(11,436.87)**	

REALIZED GAIN/(LOSS) SUMMARY

This Gain and Loss Summary is provided for informational purposes only. It is important that you consult with a professional tax advisor regarding your individual tax situation, as Morgan Stanley Smith Barney LLC ("Morgan Stanley Smith Barney") cannot provide you with tax advice. Although Morgan Stanley Smith Barney is providing this information as an additional service, we do not guarantee that it is sufficient for tax reporting purposes, and are not liable for your reliance upon or use of this information. The Gain and Loss Summary is not a substitute 1099 form (or any other appropriate tax form), has not been supplied to the IRS and should not be filed with your taxes.

If cost basis information is not available, gain or (loss) will not be reflected on this Summary. For securities not purchased through Morgan Stanley Smith Barney, including securities purchased elsewhere and later transferred to Morgan Stanley Smith Barney, cost basis information may not be provided. To correct any information supplied by Morgan Stanley Smith Barney, please inform your Financial Advisor. To add cost basis information, you may either inform your Financial Advisor or input the data directly yourself through our client-only Web site, ClientServ. Morgan Stanley Smith Barney will adjust cost basis as appropriate in accordance with tax laws. However, Morgan Stanley Smith Barney does not adjust for all events and you should contact your tax advisor to determine the appropriate information to be used in the preparation of your tax return.

Short Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
CHICOS FAS INC	CHS	1 000	10/06/2008	08/25/2009	$12.92	$4.44	$8.48
COVENTRY HEALTH CARE INC	CVH	16 000	02/20/2009	12/07/2009	$368.43	$250.78	$117.65
COVENTRY HEALTH CARE INC	CVH	24 000	02/20/2009	12/10/2009	$554.64	$376.16	$178.48
COVENTRY HEALTH CARE INC	CVH	13 000	02/24/2009	12/10/2009	$300.43	$185.22	$115.21
EBAY INC	EBAY	12 000	10/23/2008	07/23/2009	$256.54	$179.58	$76.96
EBAY INC	EBAY	1 000	10/24/2008	07/23/2009	$21.38	$14.52	$6.86
JEFFERIES GROUP INC NEW	JEF	11 000	06/26/2008	04/09/2009	$161.86	$189.37	$(27.51)
KOHLS CORPORATION WISC	KSS	3 000	10/16/2008	04/09/2009	$135.85	$87.33	$48.52
KOHLS CORPORATION WISC	KSS	12 000	10/16/2008	10/13/2009	$716.27	$349.31	$366.96
KOHLS CORPORATION WISC	KSS	11 000	10/20/2008	10/13/2009	$656.59	$340.19	$316.40
MICROSTRATEGY INC A NEW	MSTR	3 000	03/12/2009	10/19/2009	$223.43	$98.98	$124.45
MICROSTRATEGY INC A NEW	MSTR	6 000	03/16/2009	10/19/2009	$446.87	$197.52	$249.35
PIPER JAFFRAY COS	PJC	2 000	03/05/2009	08/07/2009	$97.30	$39.39	$57.91
PIPER JAFFRAY COS	PJC	5 000	03/05/2009	08/10/2009	$234.88	$98.49	$136.39
Total Short Term					**$4,187.39**		**$1,776.11**

Long Term

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
AFFILIATED COMPUTER SVC A	ACS	9 000	11/30/2007	02/02/2009	$413.48	$377.28	$36.20
AFFILIATED COMPUTER SVC A	ACS	33 000	11/30/2007	02/27/2009	$1,543.33	$1,383.36	$159.97

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
AXCELIS TECHNOLOGIES	ACLS	255 000	11/30/2007	06/22/2009	$145.03	$1,216.35	$(1,071 32)
BMC SOFTWARE	BMC	26 000	11/30/2007	05/13/2009	$846 76	$855.66	$(8.90)
BMC SOFTWARE	BMC	22 000	11/30/2007	05/14/2009	$726 32	$724 02	$2.30
CA INCORPORATED	CA	5.000	11/30/2007	01/30/2009	$91 43	$122 00	$(30 57)
CA INCORPORATED	CA	9 000	11/30/2007	02/03/2009	$164.43	$219 60	$(55 17)
CA INCORPORATED	CA	18 000	11/30/2007	08/19/2009	$404.87	$439 20	$(34 33)
CHICOS FAS INC	CHS	41 000	11/30/2007	05/13/2009	$308.20	$468.22	$(160 02)
CHICOS FAS INC	CHS	45.000	11/30/2007	05/14/2009	$342 50	$513 90	$(171.40)
CHICOS FAS INC	CHS	60 000	11/30/2007	06/02/2009	$621 12	$685 20	$(64 08)
CHICOS FAS INC	CHS	1.000	11/30/2007	08/07/2009	$12.68	$11.42	$1 26
CHICOS FAS INC	CHS	13 000	01/04/2008	08/07/2009	$164.82	$103 92	$60.90
CHICOS FAS INC	CHS	44 000	01/04/2008	08/07/2009	$557 86	$356.43	$201 43
CHICOS FAS INC	CHS	30 000	01/04/2008	08/25/2009	$387 68	$239.83	$147.85
ENDURANCE SPCLTY HLDGS LTD	ENH	11.000	11/30/2007	01/06/2009	$354.47	$444 40	$(89.93)
ENDURANCE SPCLTY HLDGS LTD	ENH	16.000	11/30/2007	09/01/2009	$553 24	$646 40	$(93 16)
FIDELITY NATL FINL INC NEW	FNF	32.000	11/30/2007	02/06/2009	$566.43	$499 52	$66 91
FIDELITY NATL FINL INC NEW	FNF	32 000	11/30/2007	03/26/2009	$641 80	$499 52	$142 28
FIDELITY NATL FINL INC NEW	FNF	25 000	11/30/2007	03/27/2009	$477.78	$390.25	$87.53
GENZYME CORP	GENZ	2 000	11/30/2007	02/13/2009	$146 43	$149.53	$(3.10)
KOHLS CORPORATION WISC	KSS	17.000	11/30/2007	02/03/2009	$654 78	$834.02	$(179.24)
KOHLS CORPORATION WISC	KSS	6 000	11/30/2007	03/17/2009	$234 25	$294 36	$(60.11)
KOHLS CORPORATION WISC	KSS	7 000	11/30/2007	04/01/2009	$304 00	$343 42	$(39.42)
KOHLS CORPORATION WISC	KSS	1 000	12/13/2007	04/01/2009	$43 43	$47 56	$(4.13)
KOHLS CORPORATION WISC	KSS	8 000	12/13/2007	04/02/2009	$363 31	$380 49	$(17.18)
KOHLS CORPORATION WISC	KSS	21 000	12/27/2007	04/09/2009	$950 97	$941 32	$9.65
LIZ CLAIBORNE	LIZ	43 000	01/07/2008	01/21/2009	$93 60	$790.73	$(697.13)
LIZ CLAIBORNE	LIZ	9.000	01/08/2008	01/21/2009	$19.59	$166 64	$(147 05)
LIZ CLAIBORNE	LIZ	19 000	01/08/2008	01/22/2009	$40 14	$351 81	$(311 67)
LIZ CLAIBORNE	LIZ	26 000	01/09/2008	01/22/2009	$54 92	$476 66	$(421 74)
MERCURY GENL CP NEW	MCY	16 000	11/30/2007	11/02/2009	$592.11	$829.68	$(237.57)
MERCURY GENL CP NEW	MCY	7.000	11/30/2007	11/04/2009	$260 34	$362.98	$(102.64)
PIPER JAFFRAY COS	PJC	8 000	05/07/2008	06/03/2009	$317 94	$302 89	$15.05
PIPER JAFFRAY COS	PJC	2 000	05/07/2008	06/04/2009	$79.51	$75 72	$3.79
PIPER JAFFRAY COS	PJC	3.000	05/07/2008	06/05/2009	$119.79	$113.58	$6 21
PIPER JAFFRAY COS	PJC	4.000	05/30/2008	06/05/2009	$159 71	$151 68	$8.03
PIPER JAFFRAY COS	PJC	6 000	05/30/2008	07/01/2009	$265 93	$227 52	$38 41
PIPER JAFFRAY COS	PJC	1.000	05/30/2008	07/13/2009	$44 01	$37.92	$6 09
PIPER JAFFRAY COS	PJC	5.000	06/02/2008	07/13/2009	$220 06	$186 59	$33 47
PIPER JAFFRAY COS	PJC	2.000	06/03/2008	07/13/2009	$88 02	$74 94	$13 08
PIPER JAFFRAY COS	PJC	8 000	06/03/2008	07/28/2009	$369 34	$299 74	$69 60
PIPER JAFFRAY COS	PJC	2.000	06/03/2008	07/30/2009	$93 61	$74 94	$18.67
PIPER JAFFRAY COS	PJC	7 000	07/10/2008	07/30/2009	$327 62	$195.52	$132 10

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REALIZED GAIN/(LOSS) SUMMARY (continued)

DESCRIPTION	SYMBOL	QUANTITY	DATE ACQUIRED	DATE SOLD	PROCEEDS	TOTAL COST ORIGINAL/ ADJUSTED	REALIZED GAIN/(LOSS)
PIPER JAFFRAY COS	PJC	2 000	07/10/2008	08/07/2009	$97 30	$55.86	$41 44
RH DONNELLEY CORP NEW	RHDC	52 000	11/30/2007	04/21/2009	$7 49	$2,296 84	$(2,289 35)
SYNOVUS FINCL	SNV	65 000	05/28/2008	11/23/2009	$105.12	$745 38	$(640 26)
SYNOVUS FINCL	SNV	8 000	05/29/2008	11/23/2009	$12.94	$91.23	$(78.29)
SYNOVUS FINCL	SNV	63 000	05/30/2008	11/23/2009	$101.89	$723 09	$(621.20)
SYNOVUS FINCL	SNV	24 000	06/17/2008	11/23/2009	$38 81	$215 77	$(176 96)
SYNOVUS FINCL	SNV	42 000	07/10/2008	11/23/2009	$67 92	$333.89	$(265 97)
VALSPAR CORP	VAL	25 000	12/02/2005	10/08/2009	$675.62	$645 79	$29.83
VALSPAR CORP	VAL	17 000	10/22/2007	10/08/2009	$459 42	$429.19	$30.23
WADDELL&REED FINCL INC CL A	WDR	20 000	11/30/2007	03/26/2009	$387 82	$682.33	$(294 51)
WADDELL&REED FINCL INC CL A	WDR	3 000	11/30/2007	04/02/2009	$57 74	$102.35	$(44 61)
WADDELL&REED FINCL INC CL A	WDR	3 000	11/30/2007	04/03/2009	$57.91	$102 35	$(44.44)
WADDELL&REED FINCL INC CL A	WDR	19 000	11/30/2007	06/02/2009	$487.51	$648 21	$(160 70)
WADDELL&REED FINCL INC CL A	WDR	20 000	11/30/2007	06/05/2009	$543.84	$682 33	$(138.49)
WATSON PHARMACEUTICAL INC	WPI	28 000	11/30/2007	01/22/2009	$697 95	$819.00	$(121.05)
Total Long Term					**$18,966.92**		**$(7,513.41)**
Total Short And Long Term					**$23,154.31**		**$(5,737.30)**

The "Total Cost" for Unit Trusts, Mortgage-Backed Securities, and Zero Coupon Bonds have been adjusted to reflect any partial return of principal or capital that may have been paid to you, or accreted interest earned, since your purchase date. In the event that the accumulated total return of principal or capital is greater than the provided original costs, the adjusted cost will be "0.00".