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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 , 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
EDWARD & HELEN BARTLETT FOUNDATION
7000419600 / R75631003

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

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

A Employer identification number: 73-6092250

B Telephone number: (414) 977-1210

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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) ▶$ 25,583,377.

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

ENVELOPE POSTMARK DATE NOV 12 2010

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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))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,751.	3,751.		STATEMENT 1
	4 Dividends and interest from securities	766,563.	766,563.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<491,888.>			
	b Gross sales price for all assets on line 6a 4,284,575.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	68,585.	6,819.		STATEMENT 3
	12 Total. Add lines 1 through 11	347,011.	777,133.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	176,091.	122,068.		54,023.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	1,625.	0.		1,625.
	17 Interest				
	18 Taxes STMT 5	5,562.	3,762.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	719.	710.		9.
	24 Total operating and administrative expenses. Add lines 13 through 23	183,997.	126,540.		55,657.
	25 Contributions, gifts, grants paid	1,306,410.			1,306,410.
	26 Total expenses and disbursements. Add lines 24 and 25	1,490,407.	126,540.		1,362,067.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<1,143,396.>			
	b Net investment income (if negative, enter -0-)		650,593.		
	c Adjusted net income (if negative, enter -0-)			N/A	

923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2009)

11541007 748522 R75631003 2009.04000 EDWARD & HELEN BARTLETT FOU R7563101

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	48,046.	388,844.	388,844.
	2 Savings and temporary cash investments	1,905,812.	1,528,700.	1,528,700.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations	1,736,499.		
	b Investments - corporate stock STMT 8	16,530,715.	15,968,497.	13,791,138.
	c Investments - corporate bonds STMT 9	4,897,955.	9,677,392.	9,874,678.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans	3,588,496.		
	13 Investments - other STMT 10	238.	17.	17.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	28,707,761.	27,563,450.	25,583,377.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	28,707,761.	27,563,450.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	28,707,761.	27,563,450.	
	31 **Total liabilities and net assets/fund balances**	28,707,761.	27,563,450.	

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	28,707,761.
2	Enter amount from Part I, line 27a	2	<1,143,396.>
3	Other increases not included in line 2 (itemize) ▶ RETURN OF CAPITAL	3	953.
4	Add lines 1, 2, and 3	4	27,565,318.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	1,868.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,563,450.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES	P		
b	CLASS ACTION SETTLEMENT	P		
c	CAPITAL GAINS DIVIDENDS			
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	4,274,280.		4,776,463.	<502,183.>
b	5,488.			5,488.
c	4,807.			4,807.
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				<502,183.>
b				5,488.
c				4,807.
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	<491,888.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	1,454,198.	27,131,870.	.053597
2007	1,388,063.	30,847,019.	.044998
2006	1,402,520.	29,198,577.	.048034
2005	1,334,919.	28,087,916.	.047526
2004	1,260,847.	27,574,645.	.045725

2	**Total** of line 1, column (d)	2	.239880
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	.047976
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	23,239,937.
5	Multiply line 4 by line 3	5	1,114,959.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,506.
7	Add lines 5 and 6	7	1,121,465.
8	Enter qualifying distributions from Part XII, line 4	8	1,362,067.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1				
	Date of ruling or determination letter ______ (attach copy of letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	6,506.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	6,506.
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	6,506.
6	Credits/Payments				
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	8,450.		
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	8,450.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	1,944.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶	1,944.	Refunded ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ OK			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, N.A. Telephone no ▶918-586-5273
Located at ▶P.O. BOX 1, TULSA, OK ZIP+4 ▶74193

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 | N/A

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 instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to				
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	[ ] Yes [X] No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	[ ] Yes [X] No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	[ ] Yes [X] No			
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ [ ]			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	[ ] Yes [ ] No			
If "Yes," attach the statement required by Regulations section 53.4945-5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	[ ] Yes [X] No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JPMORGAN CHASE BANK, N.A. P.O. BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2.00	136,091.	0.	0.
HARRISON I BARTLETT, III C/JPMORGAN CHASE BANK,NA 15 EAST 5TH TULSA, OK 74103	CO-TRUSTEE 2.00	20,000.	0.	0.
HARRY C FREEMAN C/JPMORGAN CHASE BANK,NA 15 EAST 5TH TULSA, OK 74103	CO-TRUSTEE 2.00	20,000.	0.	0.

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

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

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

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02-02-10

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

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

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

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

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

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

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

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02-02-10

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	21,354,373.
b	Average of monthly cash balances	1b	2,239,472.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	23,593,845.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	23,593,845.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	353,908.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	23,239,937.
6	**Minimum investment return.** Enter 5% of line 5	6	1,161,997.

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	1,161,997.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a: 6,506.		
b	Income tax for 2009 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	6,506.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,155,491.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,155,491.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,155,491.

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	1,362,067.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	1,362,067.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	6,506.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,355,561.

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				1,155,491.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,289,828.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 1,362,067.				
a Applied to 2008, but not more than line 2a			1,289,828.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				72,239.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				1,083,252.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ 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

SEE STATEMENT 11

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 12				
Total			▶ 3a	1306410.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,751.	
4 Dividends and interest from securities			14	766,563.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	6,819.	
8 Gain or (loss) from sales of assets other than inventory			18	<491,888.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a FEDERAL EXCISE TAX					
b REFUND - 12/31/2008			01	61,766.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		347,011.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 347,011.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer: AUTHORIZED OFFICER | Date: NOV 9 2010 | Title: TRUSTEE

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

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

SOURCE	AMOUNT
MONEY MARKET FUNDS	3,751.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,751.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	771,370.	4,807.	766,563.
TOTAL TO FM 990-PF, PART I, LN 4	771,370.	4,807.	766,563.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ACCRETION	6,620.	6,620.	
FOREIGN TAX RECLAIMED	57.	57.	
ROYALTY INCOME	142.	142.	
FEDERAL EXCISE TAX REFUND - 12/31/2008	61,766.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	68,585.	6,819.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,625.	0.		1,625.
TO FORM 990-PF, PG 1, LN 16C	1,625.	0.		1,625.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATE EXCISE TAX - CURRENT YEAR	1,800.	0.		0.
FOREIGN TAX PAID	3,762.	3,762.		0.
TO FORM 990-PF, PG 1, LN 18	5,562.	3,762.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MINERAL EXPENSE	172.	172.		0.
ADMINISTRATIVE EXPENSE	9.	0.		9.
MINERAL FEES	538.	538.		0.
TO FORM 990-PF, PG 1, LN 23	719.	710.		9.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
SALES WITH TRADE DATE PRIOR TO 01/01/2009 POSTS AFTER 12/31/2008	876.
ADJUSTMENT TO BASIS	992.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,868.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - EQUITIES	15,968,497.	13,791,138.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,968,497.	13,791,138.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - S/T BONDS	95,684.	90,961.
SEE ATTACHED - FIXED INCOME	9,581,708.	9,783,717.
TOTAL TO FORM 990-PF, PART II, LINE 10C	9,677,392.	9,874,678.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - OTHER ASSETS	COST	17.	17.
TOTAL TO FORM 990-PF, PART II, LINE 13		17.	17.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JPMORGAN CHASE BANK, N.A.
P.O. BOX 1
TULSA, OK 74193

TELEPHONE NUMBER

(918) 586-5273

FORM AND CONTENT OF APPLICATIONS

SCHOLARSHIP APPLICANTS SHOULD CONTACT THE FINANCIAL AID OFFICE AT OKLAHOMA STATE UNIVERSITY,
OKLAHOMA STATE UNIVERSITY OKAMULGEE, AND THE UNIVERSITY OF TULSA. GRANT APPLICANTS SHOULD SEND A WRITTEN REQUEST INCLUDING THE ORGANZATIONS IRC SECTION 501 (C) 3 STATUS LETTER.

ANY SUBMISSION DEADLINES

SCHOLARSHIP APPLICANTS HAVE NO SUBMISSION DEADLINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SCHOLARSHIPS ARE LIMITED TO STUDENTS ATTENDING OKLAHOMA STATE UNIVERSITY, UNIVERSITY OF OKLAHOMA, OKLAHOMA STATE UNIVERSITY OKAMULGEE, AND THE UNIVERSITY OF TULSA.

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALZHEIMER'S DISEASE & RELATED DISORDERS ASSOCIATION OF CREEK COUNTY - 6465 S YALE AVE TULSA, OK 74136	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
AMERICAN RED CROSS- TULSA AREA CHAPTER 10151 EAST 11TH STREET TULSA, OK 74128	NONE PROGRAM SERVICES	PUBLIC CHARITY	65,000.
AUTISM CENTER OF TULSA, INC. 6585 SOUTH YALE, SUITE 410 TULSA, OK 74136	NONE PROGRAM SUPPORT	PUBLIC CHARITY	7,500.
BOY SCOUTS OF AMERICA 4295 S. GARNETT ROAD TULSA, OK 74146	NONE PROGRAM SERVICES	PUBLIC CHARITY	70,000.
CAMP FIRE USA OF GREEN COUNTY COUNCIL, INC 706 SOUTH BOSTON TULSA, OK 74119	NONE PROGRAM SERVICES	PUBLIC CHARITY	20,000.
CAMP LOUGHRIDGE 4900 WEST 71 ST STREET TULSA, OK 74031	NONE PROGRAM SERVICES	PUBLIC CHARITY	7,975.
CATOOSA PUBLIC SCHOOL 2000 SOUTH CHEROKEE STREET CATOOSA, OK 74015-3215	NONE PROGRAM SUPPORT	PUBLIC CHARITY	12,164.
COMMUNITY CARE INC. OF SAPULPA 12 WEST BURNHAM AVENUE SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	83,000.

CREEK COUNTY 4-H 17806 W. HWY 66 KELLYVILLE, OK 74039	NONE PROGRAM SUPPORT	PUBLIC CHARITY	6,000.
CREEK COUNTY LITERACY PROGRAM 150 NORTH POPLAR SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	30,000.
DOMESTIC VIOLENCE INTERVENTION SERVICES 4300 SOUTH HARVARD, SUITE 100 TULSA, OK 74135	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
FAMILY AND CHILDREN'S SERVICES 650 SOUTH PEORIA TULSA, OK 74120	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
FRIENDS OF THE SAPULPA PUBLIC LIBRARY 27 WEST DEWEY SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	23,500.
HOSPICE OF GREEN COUNTY 2121 SOUTH COLUMBIA AVENUE, SUITE 200 TULSA, OK 74114	NONE PROGRAM SUPPORT	PUBLIC CHARITY	12,000.
LOLLIPOPS & RAINBOWS 5103 SOUTH SHERIDAN, SUITE 670 TULSA, OK 74145	NONE PROGRAM SUPPORT	PUBLIC CHARITY	8,000.
OKLAHOMA STATE UNIVERSITY - INSTITUTE OF TECHNOLOGY FOR BOBBY BARTON - 1801 EAST 4TH STREET, BURSAR'S OFFICE OKMULGEE, OK 74447	NONE SCHOLARSHIP	PUBLIC CHARITY	1,500.
OKLAHOMA STATE UNIVERSITY - INSTITUTE OF TECHNOLOGY FOR STEPHANIE KELLY - 1801 EAST 4TH STREET, BURSAR'S OFFICE OKMULGEE, OK 74447	NONE SCHOLARSHIP	PUBLIC CHARITY	4,500.
OKLAHOMA STATE UNIVERSITY - INSTITUTE OF TECHNOLOGY FOR TRAVIS HAYES - 1801 EAST 4TH STREET, BURSAR'S OFFICE OKMULGEE, OK 74447	NONE SCHOLARSHIP	PUBLIC CHARITY	3,000.

OKLAHOMA STATE UNIVERSITY FOUNDATION FOR CHRISTOPHER HOOVER - 400 S. MONROE P.O. BOX 1749 STILLWATER, OK 74076	NONE SCHOLARSHIP	PUBLIC CHARITY	5,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION FOR JOSHUA BOWMAN 400 S. MONROE P.O. BOX 1749 STILLWATER, OK 74076	NONE SCHOLARSHIP	PUBLIC CHARITY	5,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION FOR KEVIN MOZARKO 400 S. MONROE P.O. BOX 1749 STILLWATER, OK 74076	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
OKLAHOMA STATE UNIVERSITY FOUNDATION FOR LAWRENCE CROW 400 S. MONROE P.O. BOX 1749 STILLWATER, OK 74076	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
OKLAHOMA STATE UNIVERSITY FOUNDATION FOR MARK HAWORTH 400 S. MONROE P.O. BOX 1749 STILLWATER, OK 74076	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
OKLAHOMA STATE UNIVERSITY FOUNDATION FOR MASON LAIDLEY 400 S. MONROE P.O. BOX 1749 STILLWATER, OK 74076	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
OKLAHOMA STATE UNIVERSITY FOUNDATION FOR NICOLE GLENN 400 S. MONROE P.O. BOX 1749 STILLWATER, OK 74076	NONE SCHOLARSHIP	PUBLIC CHARITY	5,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION FOR NOEL SHABEN 400 S. MONROE P.O. BOX 1749 STILLWATER, OK 74076	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
OKLAHOMA STATE UNIVERSITY FOUNDATION FOR TYLER WILLHITE 400 S. MONROE P.O. BOX 1749 STILLWATER, OK 74076	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
PARENTS AND FRIENDS OF HANDICAPPED WORKSHOP, INC. P.O. BOX 54 SAPULPA, OK 74067	NONE PROGRAM SUPPORT	STATE AGENCY	20,000.

RETIRED AND SENIOR VOLUNTEER PROGRAM OF CREEK COUNTY 19 N. MAIN SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
SALVATION ARMY PO BOX 1144 SAPULPA, OK 74067	NONE PROGRAM SUPPORT	PUBLIC CHARITY	30,000.
SAPULPA AREA CHAMBER FOUNDATION 101 EAST DEWEY SAPULPA, OK 74067	NONE PROGRAM SUPPORT	PUBLIC CHARITY	90,000.
SAPULPA AREA CHAMBER FOUNDATION 101 EAST DEWEY SAPULPA, OK 74067	NONE PROGRAM SUPPORT	PUBLIC CHARITY	400,000.
SAPULPA HIGH SCHOOL ART DEPT 3 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	2,500.
SAPULPA JUNIOR HIGH 7 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,773.
SAPULPA PUBLIC SCHOOL SAFE SCHOOLS AND IMPACT AIDE 1 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
SAPULPA PUBLIC SCHOOLS ATHLETIC DEPARTMENT 1201 EAST LINCOLN SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	4,408.
SAPULPA PUBLIC SCHOOLS CAMP INVENTION 1 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	14,560.
SAPULPA PUBLIC SCHOOLS FIRST LEGO LEAGUE 1 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	7,000.

SAPULPA PUBLIC SCHOOLS ROBOTICS 3 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
SAPULPA PUBLIC SCHOOLS SPECIAL OLYMPICS 3 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
SAPULPA PUBLIC SCHOOLS VOCAL MUSIC 3 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,500.
SAPULPA PUBLIC SCHOOLS 1 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,600.
SAPULPA PUBLIC SCHOOLS 3 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	36,000.
SAPULPA PUBLIC SCHOOLS 3 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.
SAPULPA PUBLIC SCHOOLS 3 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	34,000.
SAPULPA PUBLIC SCHOOLS 3 SOUTH MISSION SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	19,430.
SHOW INC. 425 W WELLS BLVD SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
UNIVERSITY OF OKLAHOMA FOR BRYAN J POPPE 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	5,000.

UNIVERSITY OF OKLAHOMA FOR CASSANDRA FERRELL 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	5,000.
UNIVERSITY OF OKLAHOMA FOR JOSEPH WEBSTER 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	5,000.
UNIVERSITY OF OKLAHOMA FOR KASEY WADE 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	5,000.
UNIVERSITY OF OKLAHOMA FOR KATIE E WILDER 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
UNIVERSITY OF OKLAHOMA FOR MATTHEW ANDERSON 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
UNIVERSITY OF OKLAHOMA FOR MEGAN HOSE 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
UNIVERSITY OF OKLAHOMA FOR SARAH WILLEY 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	5,000.
UNIVERSITY OF OKLAHOMA FOR SHELBY GRAHAM 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
UNIVERSITY OF OKLAHOMA FOR SIERRA N SMITH 1000 ASP AVENUE, ROOM 312 NORMAN, OK 73019	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
UNIVERSITY OF TULSA FOR CORINNA BARNES 600 SOUTH COLLEGE AVENUE TULSA, OK 74031	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.

UNIVERSITY OF TULSA FOR FRANKIE TOUSLEY 600 SOUTH COLLEGE AVENUE TULSA, OK 74031	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
UNIVERSITY OF TULSA FOR KARA REDDING 600 SOUTH COLLEGE AVENUE TULSA, OK 74031	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
UNIVERSITY OF TULSA FOR LINDSAY WILLIAMS 600 SOUTH COLLEGE AVENUE TULSA, OK 74031	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
UNIVERSITY OF TULSA FOR MELISSA HESTER 600 SOUTH COLLEGE AVENUE TULSA, OK 74031	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
UNIVERSITY OF TULSA FOR RYAN CARR 600 SOUTH COLLEGE AVENUE TULSA, OK 74031	NONE SCHOLARSHIP	PUBLIC CHARITY	2,500.
YOUTH SERVICES OF CREEK COUNTY PO BOX 2346 SAPULPA, OK 74066	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A 1,306,410.

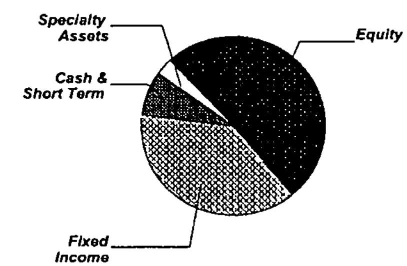
J.P.Morgan

EDWARD & HELEN T BARLETT CNSOLIDATED ACCT X75631006
For the Period 1/1/09 to 12/31/09

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	0 00	13,791,137 71	13,791,137 71	263,775 57	53%
Cash & Short Term	0 00	2,008,505 11	2,008,505 11	8,313 54	8%
Fixed Income	0 00	9,783,716 50	9,783,716 50	472,921 51	38%
Specialty Assets	0 00	17 00	17 00		1%
Market Value	**$0.00**	**$25,583,376.32**	**$25,583,376.32**		**100%**
Accruals	0 00	75,654 27	75,654 27		
Market Value with Accruals	**$0.00**	**$25,659,030.59**	**$25,659,030.59**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**0.00**	**0.00**
Contributions	3,405,770 41	3,405,770 41
Withdrawals & Fees	(1,654,789 28)	(1,654,789 28)
Securities Transferred In	23,004,340 09	23,004,340 09
Net Contributions/Withdrawals	**$24,755,321.22**	**$24,755,321 22**
Income & Distributions	232,138 15	232,138 15
Change In Investment Value	595,916 95	595,916 95
Ending Market Value	**$25,583,376.32**	**$25,583,376.32**
Accruals	75,654 27	75,654 27
Market Value with Accruals	**$25,659,030.59**	**$25,659,030.59**

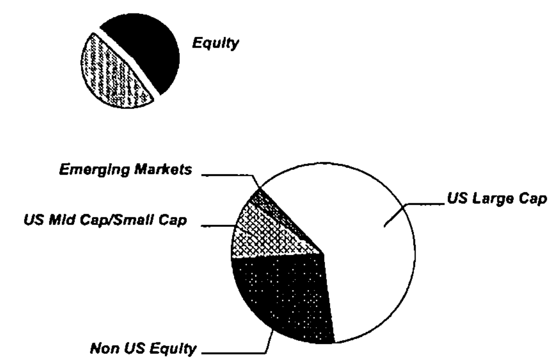
J.P.Morgan

EDWARD & HELEN T BARLETT CNSOLIDATED ACCT. X75631006
For the Period 1/1/09 to 12/31/09

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap	0 00	8,479,024 08	8,479,024 08	31%
US Mid Cap/Small Cap	0 00	1,559,994 27	1,559,994 27	6%
Non US Equity	0 00	3,738,813 61	3,738,813 61	15%
Emerging Markets	0 00	13,305 75	13,305 75	1%
Total Value	**$0.00**	**$13,791,137.71**	**$13,791,137.71**	**53%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	13,791,137 71
Tax Cost	15,968,497 32
Unrealized Gain/Loss	(2,177,359 61)
Estimated Annual Income	263,775 57
Accrued Dividends	18,149 92
Yield	1 91 %

J.P.Morgan

Equity Detail

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
ABBOTT LABORATORIES 002824-10-0 ABT	875 000	53 99	47,241 25	43,309 62	3,931 63	1,400 00	2 96%
ADVANCED AUTO PARTS INC 00751Y-10-6 AAP	200 000	40 48	8,096 00	6,520 80	1,575 20	48 00 12 00	0 59%
AETNA INC 00817Y-10-8 AET	600 000	31 70	19,020 00	18,608 22	411 78	24 00	0 13%
AFLAC INC 001055-10-2 AFL	300 000	46 25	13,875 00	13,305 59	569 41	336 00	2 42%
AIR PRODUCTS & CHEMICALS INC 009158-10-6 APD	90 000	81 06	7,295 40	6,962 60	332 80	162 00 40 50	2 22%
AMAZON COM INC 023135-10-6 AMZN	100 000	134 52	13,452 00	8,337 66	5,114 34		
AMERICAN ELECTRIC POWER CO 025537-10-1 AEP	350 000	34 79	12,176 50	13,719 09	(1,542 59)	574 00	4 71%
AMERICAN EXPRESS CO 025816-10-9 AXP	175 000	40 52	7,091 00	3,169 36	3,921 64	126 00	1 78%
AMERICAN WATER WORKS CO INC 030420-10-3 AWK	250 000	22 41	5,602 50	4,950 57	651 93	210 00	3 75%
ANADARKO PETROLEUM CORP 032511-10-7 APC	200 000	62 42	12,484 00	8,661 51	3,822 49	72 00	0 58%
AOL INC 00184X-10-5 AOL	20 000	23 28	465 60	389 75	75 85		

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US Large Cap

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
APACHE CORP 037411-10-5 APA	210 000	103 17	21,665 70	20,718 57	947 13	126 00	0 58 %
APPLE INC. 037833-10-0 AAPL	195 000	210 73	41,092 74	23,837 46	17,255 28		
APPLIED MATERIALS INC 038222-10-5 AMAT	1,500 000	13 94	20,910 00	19,864 74	1,045 26	360 00	1 72 %
ASSURANT INC 04621X-10-8 AIZ	150 000	29 48	4,422 00	4,478 72	(56 72)	90 00	2 04 %
AT&T INC 00206R-10-2 T	1,350 000	28 03	37,840 50	46,842 00	(9,001 50)	2,268 00	5 99 %
BANK OF AMERICA CORP 060505-10-4 BAC	2,536 000	15 06	38,192 16	65,946 30	(27,754 14)	101 44	0 27 %
BANK OF NEW YORK MELLON CORP 064058-10-0 BK	1,221 000	27 97	34,151 37	49,043 21	(14,891 84)	439 56	1 29 %
BAXTER INTERNATIONAL INC 071813-10-9 BAX	300 000	58 68	17,604 00	14,706 25	2,897 75	348 00 87 00	1 98 %
BB & T CORP 054937-10-7 BBT	650 000	25 37	16,490 50	13,163 17	3,327 33	390 00	2 36 %
BECTON DICKINSON & CO 075887-10-9 BDX	120 000	78 86	9,463 20	7,773 53	1,689 67	177 60 44 40	1 88 %
BOEING CO 097023-10-5 BA	115 000	54 13	6,224 95	7,561 75	(1,336 80)	193 20	3 10 %
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	700 000	25 25	17,675 00	14,371 24	3,303 76	896 00 224 00	5 07 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
CARDINAL HEALTH INC 14149Y-10-8 CAH	200 000	32 24	6,448 00	4,331 49	2,116 51	140 00 35 00	2 17%
CATERPILLAR INC 149123-10-1 CAT	200 000	56 99	11,398 00	5,954 14	5,443 86	336 00	2 95%
CELGENE CORPORATION 151020-10-4 CELG	400 000	55 68	22,272 00	20,797 96	1,474 04		
CENTURYTEL INC 156700-10-6 CTL	200 000	36 21	7,242 00	5,860 58	1,381 42	560 00	7 73%
CHEVRON CORP 166764-10-0 CVX	666 000	76 99	51,275.34	41,950 67	9,324 67	1,811 52	3 53%
CHUBB CORP 171232-10-1 CB	225 000	49 18	11,065 50	11,045 25	20 25	315 00 78 75	2 85%
CINCINNATI FINANCIAL CORP 172062-10-1 CINF	150 000	26 24	3,936 00	3,400 21	535 79	237 00 59 25	6 02%
CISCO SYSTEMS INC 17275R-10-2 CSCO	2,206 000	23 94	52,811 64	25,886 07	26,925 57		
CITIGROUP INC 172967-10-1 C	3,900 000	3 31	12,909 00	16,422 00	(3,513 00)		
CITY NATIONAL CORP 178566-10-5 CYN	100 000	45 60	4,560 00	3,362 50	1,197 50	40 00	0 88%
CMS ENERGY CORP 125896-10-0 CMS	700 000	15 66	10,962 00	10,354 54	607 46	350 00	3 19%
COACH INC 189754-10-4 COH	200 000	36 53	7,306 00	6,812 19	493 81	60 00	0 82%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
COCA COLA CO 191216-10-0 KO	435 000	57 00	24,795 00	21,688 33	3,106 67	713 40	2 88 %
COMCAST CORP CL A 20030N-10-1 CMCS A	600 000	16 86	10,116 00	10,189 68	(73 68)	226 80	2 24 %
CONOCOPHILLIPS 20825C-10-4 COP	759 000	51 07	38,762 13	43,823 19	(5,061 06)	1,518 00	3 92 %
CORNING INC 219350-10-5 GLW	1,270 000	19 31	24,523 70	20,278 10	4,245 60	254 00	1 04 %
CVS/CAREMARK CORPORATION 126650-10-0 CVS	924 000	32 21	29,762 04	24,424 08	5,337 96	281 82	0 95 %
DARDEN RESTAURANTS INC 237194-10-5 DRI	200 000	35 07	7,014 00	6,434 61	579 39	200 00	2 85 %
DEERE & CO 244199-10-5 DE	500 000	54 09	27,045 00	19,164 09	7,880 91	560 00 140 00	2 07 %
DELAWARE U.S. GROWTH FUND 245917-80-2 DEUI X	43,918 919	13 05	573,141 89	650,000 00	(76,858 11)	395 27	0 07 %
DEVON ENERGY CORP 25179M-10-3 DVN	335 000	73 50	24,622 50	18,036 45	6,586 05	214 40	0 87 %
DOW CHEMICAL CO 260543-10-3 DOW	800 000	27 63	22,104 00	11,169 94	10,934 06	480 00 120 00	2 17 %
EDISON INTERNATIONAL 281020-10-7 EIX	700 000	34 78	24,346 00	25,844 39	(1,498 39)	882 00 220 50	3 62 %
EMERSON ELECTRIC CO 291011-10-4 EMR	650 000	42 60	27,690 00	27,821 05	(131 05)	871 00	3 15 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
EOG RESOURCES INC 26875P-10-1 EOG	200 000	97 30	19,460 00	12,971 07	6,488 93	116 00	0 60%
EQT CORPORATION 26884L-10-9 EQT	200 000	43 92	8,784 00	6,844 93	1,939 07	176 00	2 00%
EXXON MOBIL CORP 30231G-10-2 XOM	1,050 000	68 19	71,599 50	45,898 91	25,700 59	1,764 00	2 46%
FASTENAL CO 311900-10-4 FAST	50 000	41 64	2,082 00	1,795 58	286 42	37 00	1 78%
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	400 000	80 29	32,116 00	26,749 26	5,366 74	240 00	0 75%
GAP INC 364760-10-8 GPS	150 000	20 95	3,142 50	1,806 46	1,336 04	51 00	1 62%
GENERAL MILLS INC 370334-10-4 GIS	330 000	70 81	23,367 30	18,146 03	5,221 27	646 80	2 77%
GENUINE PARTS CO 372460-10-5 GPC	225 000	37 96	8,541 00	10,551 66	(2,010 66)	360 00 90 00	4 21%
GILEAD SCIENCES INC 375558-10-3 GILD	415 000	43 27	17,957 05	19,464 38	(1,507 33)		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	280 000	168 84	47,275 20	31,320 92	15,954 28	392 00	0 83%
GOOGLE INC CL A 38259P-50-8 GOOG	87 000	619 98	53,938 26	36,042 97	17,895 29		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
H & R BLOCK INC 093671-10-5 HRB	100 000	22 62	2,262 00	1,890 16	371 84	60 00 15 00	2 65%
HASBRO INC 418056-10-7 HAS	175 000	32 06	5,610 50	5,486 26	124 24	140 00	2 50%
HEWLETT-PACKARD CO 428236-10-3 HPQ	1,284 000	51 51	66,138 84	26,224 02	39,914 82	410 88 102 72	0 62%
HOME DEPOT INC 437076-10-2 HD	200 000	28 93	5,786 00	4,581 57	1,204 43	180 00	3 11%
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	425 000	39 20	16,660 00	15,633 41	1,026 59	514 25	3 09%
ILLINOIS TOOL WORKS INC 452308-10-9 ITW	165 000	47 99	7,918 35	5,192 94	2,725 41	204 60 51 15	2 58%
INTEL CORP 458140-10-0 INTC	375 000	20 40	7,650 00	8,261 25	(611 25)	210 00	2 75%
INTERNATIONAL GAME TECHNOLOGY 459902-10-2 IGT	300 000	18 77	5,631 00	4,617 52	1,013 48	72 00 18.00	1 28%
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	256 000	130 90	33,510 40	21,704 53	11,805 87	563 20	1 68%
ISHARES RUSSELL 1000 GROWTH INDEX FUND 464287-61-4 IWF	29,950 000	49 85	1,493,007 50	1,794,785 86	(301,778 36)	23,780 30	1 59%
ISHARES TRUST S&P 500 INDEX FUND 464287-20-0 IVV	1,100 000	111 81	122,991 00	152,028 25	(29,037 25)	2,631 20	2 14%
J M SMUCKER CO 832696-40-5 SJM	155 000	61 75	9,571 25	6,271 01	3,300 24	217 00	2 27%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
JOHNSON & JOHNSON 478160-10-4 JNJ	275 000	64 41	17,712 75	17,243 00	469 75	539 00	3 04 %
JOHNSON CONTROLS INC 478366-10-7 JCI	900 000	27 24	24,516 00	18,893 86	5,622 14	468 00 117 00	1 91 %
JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 4812A2-10-8 JPIA X	50,217 610	20 31	1,019,919 66	1,500,000 00	(480,080 34)	19,283 56	1 89 %
JUNIPER NETWORKS INC 48203R-10-4 JNPR	700 000	26 67	18,669 00	14,254 63	4,414 37		
KIMBERLY-CLARK CORP 494368-10-3 KMB	75 000	63 71	4,778 25	3,464 66	1,313 59	180 00 45 00	3 77 %
KIMCO REALTY CORP 49446R-10-9 KIM	450 000	13 53	6,088 50	5,723 31	365 19	288 00 72 00	4 73 %
LORILLARD INC 544147-10-1 LO	125 000	80 23	10,028 75	8,748 34	1,280 41	500 00	4 99 %
M & T BANK CORP 55261F-10-4 MTB	175 000	66 89	11,705 75	11,690 12	15 63	490 00	4 19 %
MARATHON OIL CORP 565849-10-6 MRO	100 000	31 22	3,122 00	4,423 96	(1,301 96)	96 00	3 07 %
MASTERCARD INC - CLASS A 57636Q-10-4 MA	50 000	255 98	12,799 00	9,073 01	3,725 99	30 00	0 23 %
MC DONALDS CORP 580135-10-1 MCD	205 000	62 44	12,800 20	11,748 96	1,051 24	451 00	3 52 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
MCGRAW-HILL COMPANIES INC 580645-10-9 MHP	300 000	33 51	10,053 00	10,627 29	(574 29)	270 00	2 69%
MEAD JOHNSON NUTRITION CO - A 582839-10-6 MJN	100 000	43 70	4,370 00	2,617 93	1,752 07	80 00 20 00	1 83%
MERCK & CO INC 58933Y-10-5 MRK	1,825 000	36 54	66,685 50	64,019 62	2,665 88	2,774 00 693 50	4 16%
METLIFE INC 59156R-10-8 MET	350 000	35 35	12,372 50	9,210 89	3,161 61	259 00	2 09%
MICROSOFT CORP 594918-10-4 MSFT	3,240 000	30 48	98,755 20	60,745 54	38,009 66	1,684 80	1 71%
MONSANTO CO 61166W-10-1 MON	200 000	81 75	16,350 00	19,636 50	(3,286 50)	212 00	1 30%
MORGAN STANLEY 617446-44-8 MS	780 000	29 60	23,088 00	22,022 33	1,065 67	156 00	0 68%
NATIONAL SEMICONDUCTOR CORP 637640-10-3 NSM	400 000	15 36	6,144 00	4,727 28	1,416 72	128 00 32 00	2 08%
NETAPP INC 64110D-10-4 NTAP	200 000	34 36	6,872 00	3,130 88	3,741 12		
NIKE INC B 654106-10-3 NKE	300 000	66 07	19,821 00	17,031 49	2,789 51	324 00 81 00	1 63%
NORFOLK SOUTHERN CORP 655844-10-8 NSC	1,040 000	52 42	54,516 80	41,490 66	13,026 14	1,414 40	2 59%
NORTHEAST UTILITIES 664397-10-6 NU	475 000	25 79	12,250 25	11,806 31	443 94	451 25	3 68%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
NORTHERN TRUST CORP 665859-10-4 NTRS	150 000	52 40	7,860 00	7,417 81	442 19	168 00 14 00	2 14 %
NSTAR 67019E-10-7 NST	175 000	36 80	6,440 00	6,150 82	289 18	280 00	4 35 %
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	495 000	81 35	40,268 25	29,637 12	10,631 13	653 40 163 35	1 62 %
OLD REPUBLIC INTERNATIONAL CORP 680223-10-4 ORI	350 000	10 04	3,514 00	4,048 54	(534 54)	238 00	6 77 %
OMNICOM GROUP INC 681919-10-6 OMC	175 000	39 15	6,851 25	5,032 28	1,818 97	105 00 26 25	1 53 %
ONEOK INC 682680-10-3 OKE	100 000	44 57	4,457 00	2,748 78	1,708 22	168 00	3 77 %
ORACLE CORP 68389X-10-5 ORCL	800 000	24 53	19,624 00	16,774 96	2,849 04	160 00	0 82 %
P G & E CORPORATION 69331C-10-8 PCG	250 000	44 65	11,162 50	11,335 04	(172 54)	420 00 105 00	3 76 %
PACCAR INC 693718-10-8 PCAR	500 000	36 27	18,135 00	18,053 29	81 71	180 00	0 99 %
PARKER-HANNIFIN CORP 701094-10-4 PH	200 000	53 88	10,776 00	9,003 62	1,772 38	200 00	1 86 %
PAYCHEX INC 704326-10-7 PAYX	300 000	30 64	9,192 00	7,801 62	1,390 38	372 00	4 05 %
PEOPLE'S UNITED FINANCIAL INC 712704-10-5 PBCT	375 000	16 70	6,262 50	6,500 27	(237 77)	228 75	3 65 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
PEPSICO INC 713448-10-8 PEP	445 000	60 80	27,056 00	29,384 49	(2,328 49)	801 00 200 25	2 96 %
PFIZER INC 717081-10-3 PFE	4,040 000	18 19	73,487 60	68,187 88	5,299 72	2,908 80	3 96 %
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	835 000	48 19	40,238 65	29,500 43	10,738 22	1,937 20 484 30	4 81 %
PLUM CREEK TIMBER COMPANY INC 729251-10-8 PCL	50 000	37 76	1,888 00	2,013 00	(125 00)	84 00	4 45 %
PPG INDUSTRIES INC 693506-10-7 PPG	140 000	58 54	8,195 60	9,494 80	(1,299 20)	302 40	3 69 %
PRAXAIR INC 74005P-10-4 PX	217 000	80 31	17,427 27	8,026 88	9,400 39	347 20	1 99 %
PROCTER & GAMBLE CO 742718-10-9 PG	1,045 000	60 63	63,358 35	62,751 87	606 48	1,839 20	2 90 %
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	400 000	49 76	19,904 00	16,333 77	3,570 23	280 00	1 41 %
PUBLIC STORAGE 74460D-10-9 PSA	65 000	81 45	5,294 25	4,442.08	852 17	143 00	2 70 %
QUALCOMM INC 747525-10-3 QCOM	721 000	46 26	33,353 46	22,199 26	11,154 20	490 28	1 47 %
REGENCY CENTERS CORP 758849-10-3 REG	255 000	35 06	8,940 30	15,106 12	(6,165 82)	471 75	5 28 %
REPUBLIC SERVICES INC 760759-10-0 RSG	175 000	28 31	4,954 25	3,481 36	1,472 89	133 00 33 25	2 68 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
SCHLUMBERGER LTD 806857-10-8 SLB	310 000	65 09	20,177 90	12,549 12	7,628 78	260 40 65 10	1 29%
SIMON PROPERTY GROUP INC 828806-10-9 SPG	4 000	79 80	319 20	135 75	183 45	9 60	3 01%
SNAP-ON INC 833034-10-1 SNA	125 000	42 26	5,282 50	4,727 84	554 66	150 00	2 84%
SOUTHERN CO 842587-10-7 SO	400 000	33 32	13,328 00	11,996 86	1,331 14	700 00	5 25%
SOUTHWESTERN ENERGY CO 845467-10-9 SWN	200 000	48 20	9,640 00	8,637 90	1,002 10		
SPDR TRUST SERIES 1 78462F-10-3 SPY	22,150 000	111 44	2,468,396 00	2,896,398 43	(428,002 43)	52,296 15 13,072 71	2 12%
SPRINT NEXTEL CORP 852061-10-0 S	1,900 000	3 66	6,954 00	7,687 38	(733 38)		
STAPLES INC 855030-10-2 SPLS	900 000	24 59	22,131 00	19,924 07	2,206 93	297 00 74 25	1 34%
STARWOOD HOTELS & RESORTS 85590A-40-1 HOT	400 000	36 57	14,628 00	8,508 93	6,119 07	80 00 80 00	0 55%
SYSCO CORP 871829-10-7 SYY	575 000	27 94	16,065 50	17,621 65	(1,556 15)	575 00 143 75	3 58%
T ROWE PRICE GROUP INC 74144T-10-8 TROW	200 000	53 25	10,650 00	6,722 49	3,927 51	200 00	1 88%
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	300 000	19 38	5,814 00	4,698 60	1,115 40		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
THE TRAVELERS COMPANIES INC. 89417E-10-9 TRV	300 000	49 86	14,958 00	14,046 66	911 34	396 00	2 65%
TIFFANY & CO 886547-10-8 TIF	150 000	43 00	6,450 00	3,591 54	2,858 46	102 00 25 50	1 58%
TIME WARNER INC NEW 887317-30-3 TWX	1,258 000	29 14	36,658 12	31,312 95	5,345 17	943 50	2 57%
TJX COMPANIES INC 872540-10-9 TJX	175 000	36 55	6,396 25	4,084 48	2,311 77	84 00	1 31%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	795 000	69 41	55,180 95	44,806 25	10,374 70	1,224 30	2 22%
URBAN OUTFITTERS INC 917047-10-2 URBN	200 000	34 99	6,998 00	2,985 47	4,012 53		
US BANCORP DEL 902973-30-4 USB	1,100 000	22 51	24,761 00	30,004 99	(5,243 99)	220 00 55 00	0 89%
V F CORP 918204-10-8 VFC	325 000	73 24	23,803 00	19,405 96	4,397 04	780 00	3 28%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	1,966 000	33 13	65,133 58	72,019 07	(6,885 49)	3,735 40	5 73%
VORNADO REALTY TRUST 929042-10-9 VNO	3 000	69 94	209 82	96 22	113 60	7 80	3 72%
VULCAN MATERIALS CO 929160-10-9 VMC	75 000	52 67	3,950 25	5,069 46	(1,119 21)	75 00	1 90%
WAL MART STORES INC 931142-10-3 WMT	669 000	53 45	35,758 05	31,326 33	4,431 72	729 21 182 31	2 04%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
WALT DISNEY CO 254687-10-6 DIS	1,400 000	32 25	45,150 00	36,751 74	8,398 26	490 00 490 00	1 09%
WELLPOINT INC 94973V-10-7 WLP	100 000	58 29	5,829 00	5,335 26	493 74		
WELLS FARGO & CO 949746-10-1 WFC	2,012 000	26 99	54,303 88	48,156 22	6,147 66	402 40	0 74%
WILLIAMS COMPANIES INC 969457-10-0 WMB	375 000	21 08	7,905 00	6,062 59	1,842 41	165 00	2 09%
WINDSTREAM CORP 97381W-10-4 WIN	577 000	10 99	6,341 23	5,860 13	481 10	577 00 144 25	9 10%
XCEL ENERGY INC 98389B-10-0 XEL	625 000	21 22	13,262 50	13,480 44	(217 94)	612 50 153 13	4 62%
XILINX CORP 983919-10-1 XLNX	600 000	25 06	15,036 00	12,935 35	2,100 65	384 00	2 55%
YUM BRANDS INC 988498-10-1 YUM	625 000	34 97	21,856 25	22,095 17	(238 92)	525 00	2 40%
Total US Large Cap			**$8,479,024.08**	**$9,386,354.13**	**($907,330.05)**	**$160,565.49** **$17,911.17**	**1.89%**
US Mid Cap/Small Cap							
AGREE REALTY CORP 008492-10-0 ADC	100 000	23 29	2,329 00	3,151 00	(822 00)	204 00 51 00	8 76%
BANCORPSOUTH INC 059692-10-3 BXS	75 000	23 46	1,759 50	1,286 78	472 72	66 00 16 50	3 75%

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	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Mid Cap/Small Cap							
CONSOLIDATED COMMUNICATIONS 209034-10-7 CNSL	500 000	17 48	8,740 00	7,915 00	825 00	775 00	8 87 %
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND 464287-48-1 IWP	8,400 000	45 34	380,856 00	495,726 00	(114,870 00)	3,326 40	0 87 %
JPMORGAN MID CAP VALUE FUND SELECT SHARE CLASS (FUND 1100) 339183-10-5 JMVS X	9,889 995	19 12	189,096 70	337,486 96	(148,390 26)	49 44	0 03 %
JPMORGAN SMALL CAP VALUE FUND SELECT SHARE CLASS FUND 3712 4812C1-79-3 PSOP X	29,436 061	15 19	447,133 77	536,761 94	(89,628 17)	7,035 21	1 57 %
KB HOME 48666K-10-9 KBH	300 000	13 68	4,104 00	4,899 90	(795 90)	75 00	1 83 %
MANAGERS AMG FUNDS-TIMESSQUARE MID CAP GROWTH FUND 561709-83-3 TMDP X	43,141 593	11 80	509,070 80	585,000 00	(75,929 20)		
NATIONAL HEALTH INVESTORS INC 63633D-10-4 NHI	100 000	36 99	3,699 00	2,622 15	1,076 85	220 00 65 00	5 95 %
REGAL ENTERTAINMENT GROUP CL A 758766-10-9 RGC	325 000	14 44	4,693 00	5,180 18	(487 18)	234 00	4 99 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Mid Cap/Small Cap							
TCF FINANCIAL CORP 872275-10-2 TCB	625 000	13 62	8,512 50	12,945 86	(4,433 36)	125 00	1 47 %
Total US Mid Cap/Small Cap			**$1,559,994 27**	**$1,992,975.77**	**($432,981.50)**	**$12,110.05** **$132.50**	**0.78 %**
Non US Equity							
ACE LTD NEW H0023R-10-5 ACE	175 000	50 40	8,820 00	7,955 58	864 42	217 00	2 46 %
ARTIO INTERNATIONAL EQUITY II - I 04315J-83-7 JETI X	132,978 723	11 78	1,566,489 36	2,250,000 00	(683,510 64)	76,994 68	4 92 %
COOPER INDUSTRIES PLC CL - A G24140-10-8 CBE	425 000	42 64	18,122 00	13,815 51	4,306 49	425 00 106 25	2 35 %
COVIDIEN PLC G2554F-10-5 COV	500 000	47 89	23,945 00	18,356 58	5,588 42	360 00	1 50 %
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	7,254 838	31 85	231,066 59	359,332 12	(128,265 53)	3,163 10	1 37 %
HARBOR INTERNATIONAL FUND 411511-30-6 HAIN X	1,173 537	54 87	64,391 98	80,000 00	(15,608 02)	827 34	1 28 %
JPMORGAN ASIA EQUITY FUND SELECT SHARE CLASS FUND 1134 4812A0-70-6 JPAS X	31,561 975	31 20	984,733 62	900,000 00	84,733 62	3,629 62	0 37 %
NOVARTIS A G SPONSORED A/D/R 66987V-10-9 NVS	300 000	54 43	16,329 00	16,045 02	283 98	436 20	2 67 %

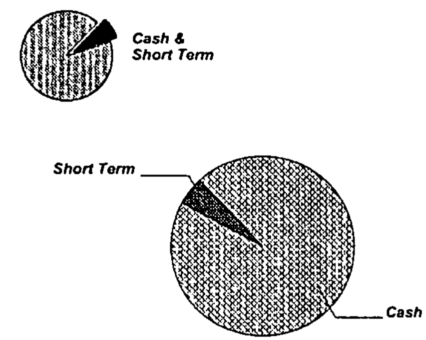
	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
Non US Equity							
ONEBEACON INSURANCE GROUP LTD G67742-10-9 OB	250 000	13 78	3,445 00	6,157 70	(2,712 70)	210 00	6 10%
T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 77956H-50-0 PRAS X	50,019 711	16 14	807,318 14	900,000 00	(92,681 86)	4,001 57	0 50%
TRANSOCEAN INC H8817H-10-0 RIG	100 000	82 80	8,280 00	8,426 31	(146 31)		
VALIDUS HOLDINGS LTD G9319H-10-2 VR	218 000	26 94	5,872 92	5,322 45	550 47	174 40	2 97%
Total Non US Equity			**$3,738,813.61**	**$4,565,411.27**	**($826,597.66)**	**$90,438.91** **$106.25**	**2.42%**
Emerging Markets							
SEASPAN CORPORATION SHS Y75638-10-9 SSW	625 000	9 22	5,762 50	14,707 53	(8,945 03)	250 00	4 34%
TEEKAY CORPORATION Y8564W-10-3 TK	325 000	23 21	7,543 25	9,048 62	(1,505 37)	411 12	5 45%
Total Emerging Markets			**$13,305.75**	**$23,756.15**	**($10,450.40)**	**$661.12**	**4.97%**

J.P.Morgan

Cash & Short Term Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	0 00	1,917,543 91	1,917,543 91	7%
Short Term	0 00	90,961 20	90,961 20	1%
Total Value	**$0.00**	**$2,008,505.11**	**$2,008,505.11**	**8%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	2,008,505 11
Tax Cost	2,013,227 71
Unrealized Gain/Loss	(4,722 60)
Estimated Annual Income	8,313 54
Accrued Interest	1,108 34
Yield	0 32%

Cash & Short Term Summary CONTINUED

SUMMARY BY MATURITY

Short Term	Market Value
Less than 3 months	15,155 40
3-6 months	70,529 55
6-12 months	5,276 25
Total Value	**$90,961.20**

SUMMARY BY TYPE

Short Term	Market Value	% of Bond Portfolio
Corporate Bonds	90,961 20	100%

Note: [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Short Term Detail

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1,528,699 99	1 00	1,528,699 99	1,528,699 99		1,834 43 200 24	0 12% [1]
US DOLLAR INCOME	388,843 92	1 00	388,843 92	388,843 92		466 61	0 12% [1]
Total Cash			**$1,917,543.91**	**$1,917,543.91**	**$0.00**	**$2,301.04** **$200.24**	**0.12%**
Short Term							
DUKE ENERGY CORP 7 3/8% D MAR 1 2010 DTD 3/10/2000 264399-DP-8 A- /A3	15,000 00	101 04	15,155 40	16,904 70	(1,749 30)	1,106 25 368 74	1 12%
INTERNATIONAL LEASE FINANCE CORP SR NOTES 5% APR 15 2010 DTD 4/11/2005 459745-FP-5 BBB /B1	35,000 00	98 50	34,474 65	35,480 20	(1,005 55)	1,750 00 369 42	10 24%
DAIMLERCHRYSLER NORTH AMERICA HOLDING CORP GTD NOTES 8% JUN 15 2010 DTD 6/8/2000 233835-AK-3 BBB /A3	35,000 00	103 01	36,054 90	37,728 60	(1,673 70)	2,800 00 124 42	1 34%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
Short Term							
UNITED TECHNOLOGIES CORP NOTES 7 1/8% NOV 15 2010 DTD 11/14/2000 913017-BC-2 A /A2	5,000 00	105 53	5,276 25	5,570 30	(294 05)	356 25 45 52	0 76%
Total Short Term			**$90,961.20**	**$95,683.80**	**($4,722.60)**	**$6,012.50** **$908 10**	**4.64%**

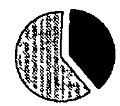
J.P.Morgan

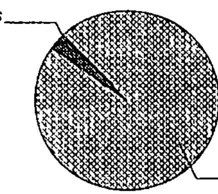
EDWARD & HELEN T BARLETT CNSOLIDATED ACCT X75631006
For the Period 1/1/09 to 12/31/09

Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Fixed Income - Taxable	0 00	9,598,865 89	9,598,865 89	37%
Non-US Fixed Income	0 00	184,850 61	184,850 61	1%
Total Value	**$0.00**	**$9,783,716.50**	**$9,783,716.50**	**38%**

Asset Categories





Market Value/Cost	Current Period Value
Market Value	9,783,716 50
Tax Cost	9,581,707 68
Unrealized Gain/Loss	202,008 82
Estimated Annual Income	472,921 51
Accrued Interest	56,396 01
Yield	3 61 %

Fixed Income Summary CONTINUED

SUMMARY BY MATURITY

Fixed Income	Market Value	% of Bond Portfolio
Less than 5 years[1]	4,440,435 01	46%
5-10 years[1]	3,057,124 91	31%
10+ years[1]	2,286,156 58	23%
Total Value	**$9,783,716.50**	**100%**

SUMMARY BY TYPE

Fixed Income	Market Value	% of Bond Portfolio
Corporate Bonds	1,784,788 50	18%
Government and Agency Bonds	1,868,899 60	19%
International Bonds	184,850 61	2%
Mortgage and Asset Backed Bonds	3,426,986 49	35%
Mutual Funds	2,518,191 30	26%
Total Value	**$9,783,716.50**	**100%**

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

Note **O** - Bonds purchased at a discount show accretion

Fixed Income Detail

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
ISHARES BARCLAYS TIPS BOND FUND 464287-17-6	11,050 000	103 90	1,148,095 00	1,122,947 65	25,147 35	44,664 10	3 89%
FIDELITY ADVISOR HIGH INCOME ADVANTAGE FUND 315807-87-5	127,310 468	8 60	1,094,870 02	1,200,000 00	(105,129 98)	59,708 60	5 45%
JPMORGAN TOTAL RETURN FUND SELECT FUND 3218 30-Day Annualized Yield 4 59% 4812A4-43-5	13,516 158	10 28	138,946 10	136,378 03	2,568 07	6,974 33 662 29	5 02%
JPMORGAN TREASURY & AGENCY FUND SELECT CLASS FUND 3565 30-Day Annualized Yield 82% 4812C1-40-5	13,821 519	9 86	136,280 18	136,694 82	(414 64)	3,054 55 207 32	2 24%
TARGET CORP NOTES 6 35% JAN 15 2011 DTD 1/10/2001 87612E-AC-0 A+ /A2	5,000 000	105 60	5,279 80	5,088 25	191 55	317 50 146 40	0 92%
POTAST CORP SASKATCHEWAN INC NOTES 7 3/4% MAY 31 2011 DTD 5/21/2001 73755L-AB-3 A- /BAA	10,000 000	108 41	10,841 00	10,735 20	105 80	775 00 66 73	1 71%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
WACHOVIA CORP SR NOTES 5 30% OCT 15 2011 DTD 10/23/2006 929903-CF-7 AA- /A1	45,000 000	106 15	47,768 40	42,396 75	5,371 65	2,385 00 503 46	1 79%
CREDIT SUISSE FB USA INC NOTES 6 1/8% NOV 15 2011 DTD 11/6/2001 22541L-AB-9 A+ /AA1	40,000 000	107 84	43,135 20	39,725 60	3,409 60	2,450 00 313 04	1 85%
WELLPOINT HEALTH NETWORK NOTES 6 3/8% JAN 15 2012 DTD 1/16/2002 94973H-AC-2 A- /BAA	10,000 000	107 71	10,770 60	10,254 60	516 00	637 50 293 95	2 48%
INTUIT INC 5 40% MAR 15 2012 DTD 3/12/2007 461202-AA-1 BBB /BAA	25,000 000	106 24	26,560 00	25,316 25	1,243 75	1,350 00 397 50	2 47%
UNION PACIFIC CORP NOTES 6 1/2% APR 15 2012 DTD 4/18/2002 907818-CP-1 BBB /BAA	10,000 000	109 21	10,920 60	10,352 90	567 70	650 00 137 22	2 34%
U S A TREASURY NOTES 4 1/2% APR 30 2012 DTD 4/30/2007 912828-GQ-7 AAA /AAA	110,000 000	107 21	117,932 10	118,456 25	(524 15)	4,950 00 847 77	1 34%
HOUSEHOLD FINANCE CORP NOTES 7% MAY 15 2012 DTD 5/22/2002 441812-JY-1 A /A3	45,000 000	108 74	48,931 20	40,050 00	8,881 20	3,150 00 402 48	3 15%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield

US Fixed Income - Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
MERRILL LYNCH & CO MEDIUM TERM NOTE 6 05% AUG 15 2012 DTD 8/15/2007 59018Y-J3-6 A /A2	30,000 000	107 12	32,136 90	30,051 60	2,085 30	1,815 00 685 65	3 19%
MONSANTO CO SR NOTES 7 3/8% AUG 15 2012 DTD 8/14/2002 61166W-AA-9 A+ /A2	30,000 000	113 35	34,004 40	32,279 40	1,725 00	2,212 50 835 83	2 11%
SBC COMMUNICATIONS INC NOTES 5 7/8% AUG 15 2012 DTD 8/19/2002 78387G-AK-9 A /A2	40,000 000	109 17	43,668 00	43,171 20	496 80	2,350 00 887 76	2 25%
VERIZON GLOBAL FUNDING CORP NOTES 7 3/8% SEP 1 2012 DTD 8/26/2002 92344G-AT-3 A /A3	40,000 000	112 72	45,088 80	43,650 00	1,438 80	2,950 00 983 32	2 42%
BRANCH BANKING & TRUST SUB NOTES 4 7/8% JAN 15 2013 DTD 12/23/2002 10513Q-BD-2 A /AA3	15,000 000	105 10	15,764 55	14,438 40	1,326 15	731 25 337 18	3 10%
KRAFT FOODS INC 6% FEB 11 2013 DTD 08/13/2007 50075N-AQ-7 BBB /BAA	15,000 000	107 24	16,086 15	14,827 35	1,258 80	900 00 349 99	3 52%
U S A BONDS 3 7/8% FEB 15 2013 DTD 2/15/2003 912828-AU-4 AAA /AAA	40,000 000	106 50	42,600 00	39,176 17	3,423 83	1,550 00 585 44	1 73%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
BOEING COMPANY NOTES 5 1/8% FEB 15 2013 DTD 2/11/2003 097023-AT-2 A /A2	15,000 000	106 89	16,032 75	14,614 05	1,418 70	768 75 290 41	2 81%
DUKE CAPITAL CORP NOTES 6 1/4% FEB 15 2013 DTD 2/15/2002 26439R-AJ-5 BBB /BAA	15,000 000	107 52	16,128 15	16,065 30	62 85	937 50 354 16	3 68%
KELLOGG CO NOTES 4 1/4% MAR 06 2013 DTD 03/06/2008 487836-BA-5 BBB /A3	15,000 000	104 83	15,724.65	14,366 25	1,358 40	637 50 203 64	2 65%
CAPITALONE MULTI-ASSET EXECUTION TRUST SER 2005-A3 CL A3 4 05% MAR 15 2013 DTD 6/10/2005 14041N-CC-3 AAA /AAA	95,000 000	101 18	96,124 21	90,398 44	5,725 77	3,847 50 171 00	0 86%
GOLDMAN SACHS GROUP INC NOTES 5 1/4% APR 1 2013 DTD 3/31/2003 38141G-DB-7 A /A1	80,000 000	105 92	84,734 40	80,145 40	4,589 00	4,200 00 1,050 00	3 31%
PRINCIPAL LIFE INC FDG MEDIUM TERM NOTE 5 3% APR 24 2013 DTD 04/24/2008 74254P-YE-6 A+ /AA3	35,000 000	105 59	36,956 50	34,472 20	2,484 30	1,855 00 345 20	3 50%

	Quantity	Pnce	Market Value	Tax Cost Adjusted / Onginal	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
ALLSTATE LF GLB FN TRST MEDIUM TERM NOTES 5 3/8% APR 30 2013 DTD 04/30/2008 02003M-BQ-6 AA- /A1	20,000 000	106 75	21,349 40	19,737 60	1,611 80	1,075 00	3 22%
AMER EXPRESS CREDIT CO MEDIUM TERM NOTES 5 7/8% MAY 02 2013 DTD 06/02/2008 0258M0-CW-7 BBB /A2	10,000 000	107 32	10,731 60	9,829 00	902 60	587 50 96 28	3 53%
KEYCORP MEDIUM TERM NOTES 6 1/2% MAY 14 2013 DTD 05/14/2008 49326E-EB-5 BBB /BAA	10,000 000	103 21	10,321 40	9,635 50	685 90	650 00 84 86	5 44%
U S A NOTES 3 5/8% MAY 15 2013 DTD 5/15/2003 912828-BA-7 AAA /AAA	465,000 000	105 88	492,318 75	490,558 40	1,760 35	16,856 25 2,188 29	1 82%
CONOCOPHILLIPS 4 40% MAY 15 2013 DTD 05/08/2008 20825C-AM-6 A /A1	15,000 000	105 51	15,826 35	14,863 35	963 00	660 00 84 33	2 68%
FED HOME LN MTG CORP PARTN CTFS GROUP NBR E7-0936 6 50% DUE 06/01/2013 3128G5-BD-8	4,407 510	107 53	4,739 35	4,488 79	250 56	286 48 23 87	1 18%
TIME WARNER CABLE INC 6 2% JUL 01 2013 DTD 06/19/2008 88732J-AK-4 BBB /BAA	10,000 000	109 85	10,984 60	9,978 80	1,005 80	620 00 311 72	3 20%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield

US Fixed Income - Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
AMERICAN EXPRESS NOTES 4 7/8% JUL 15 2013 DTD 7/24/2003 025816-AQ-2 BBB /A3	20,000 000	104 34	20,867 60	19,115 20	1,752 40	975 00 449 58	3 56%
BRISTOL-MYERS SQUIBB NOTES 5 1/4% AUG 15 2013 DTD 2/15/2004 110122-AL-2 A+ /A2	25,000 000	108 38	27,096 00	25,904 00	1,192 00	1,312 50 495 82	2 80%
BANK OF NEW YORK MELLON 5 1/8% AUG 27 2013 DTD 08/27/2008 06406H-BK-4 AA- /AA2	15,000 000	107 95	16,192 95	14,880 60	1,312 35	768 75 264 78	2 82%
GEORGIA POWER COMPANY 6% NOV 01 2013 DTD 11/19/2008 373334-JM-4 A /A2	5,000 000	111 15	5,557 70	4,996 80	560 90	300 00 50 00	2 90%
PUB SVC ELEC & GAS 6 33% NOV 01 2013 DTD 12/02/2008 74456Q-AT-3 A- /A2	10,000 000	111 38	11,138 10	9,996 90	1,141 20	633 00 105 50	3 15%
METLIFE INC NOTES 5% NOV 24 2013 DTD 11/24/2003 59156R-AG-3 A- /A3	15,000 000	105 27	15,790 80	14,247 60	1,543 20	750 00 77 07	3 54%
KROGER CO SR NOTES 7 1/2% JAN 15 2014 DTD 11/25/2008 501044-CL-3 BBB /BAA	15,000 000	114 13	17,119 35	17,334 00	(214 65)	1,125 00 518 74	3 70%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
OHIO POWER COMPANY 4 85% JAN 15 2014 DTD 7/11/2003 677415-CG-4 BBB /BAA	35,000 000	104 48	36,568 00	34,864 90	1,703 10	1,697 50 782 70	3 65%
STAPLES INC 9 3/4% JAN 15 2014 DTD 01/15/2009 855030-AJ-1 BBB /BAA	10,000 000	121 85	12,184 50	10,925 50	1,259 00	975 00 449 58	3 86%
CME GROUP INC 5 3/4% FEB 15 2014 DTD 02/09/2009 12572Q-AD-7 AA /AA3	10,000 000	109 38	10,937 70	10,740 30	197 40	575 00 217 22	3 30%
HRPT PROPERTIES TRUST 5 3/4% FEB 15 2014 DTD 10/30/2003 40426W-AQ-4 BBB /BAA	15,000 000	97 78	14,666 55	14,486 70	179 85	862 50 325 83	6 37%
PACCAR INC NOTES 6 7/8% FEB 15 2014 DTD 02/13/2009 69373U-AA-5 AA- /A1	5,000 000	112 81	5,640 30	5,458 85	181 45	343 75 129 86	3 51%
MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004 61748A-AE-6 A- /A3	65,000 000	100 58	65,373 75	65,278 85	94 90	3,087 50 771 87	4 60%
U S A NOTES 4 1/4% AUG 15 2014 DTD 8/15/2004 912828-CT-5 AAA /AAA	115,000 000	107 88	124,065 45	109,509 96	14,555 49	4,887 50 1,845 98	2 44%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
VIACOM INC NOTES 4 3/8% SEP 15 2014 DTD 08/26/2009 92553P-AE-2 BBB /BAA	5,000 000	103 13	5,156 30	4,964 54	191 76	218 75 75 95	3 64 %
WELLS FARGO COMPANY NOTES 5% NOV 15 2014 DTD 11/6/2002 949746-CR-0 A+ /A2	85,000 000	102 71	87,304 35	83,831 25	3,473 10	4,250 00 542 98	4 37 %
NATIONAL CITY CORP 4 9% JAN 15 2015 DTD 01/12/2005 635405-AQ-6 A /A3	10,000 000	102 16	10,215 80	9,523 20	692 60	490 00 225 94	4 42 %
CSX CORP NOTES 6 1/4% APR 01 2015 DTD 03/27/2008 126408-GN-7 BBB /BAA	10,000 000	110 15	11,014 50	9,940 70	1,073 80	625 00 156 25	4 08 %
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2785 CL 2785-VD 4 50% DUE 05/15/2015 31394W-XU-7	21,994 090	104 82	23,054 96	21,389 25	1,665 71	989 73 82 47	2 64 %
EXELON CORP NOTES 4 9% JUN 15 2015 DTD 6/9/2005 30161N-AD-3 BBB /BAA	40,000 000	103 16	41,264 00	36,795 20	4,468 80	1,960 00 87 08	4 24 %
KIMBERLY-CLARK CORPORATION 4 7/8% AUG 15 2015 DTD 8/11/2005 494368-AY-9 A /A2	10,000 000	107 72	10,772 20	9,788 30	983 90	487 50 184 16	3 36 %

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
NATIONSBANK CORP SUB NOTES 7 3/4% AUG 15 2015 DTD 9/5/95 638585-AN-9 A- /A3	55,000 000	109 71	60,340 50	62,737 40	(2,396 90)	4,262 50 1,610 23	5 70%
FED HOME LN MTG CORP PARTN CTFS GROUP NBR G1-1040 7 50% DUE 09/01/2015 31283K-EM-6	5,747 410	108 93	6,260 42	6,016 84	243 58	431 05 35 92	3 10%
MEDTRONIC INC SR NT DTD 09/15/2005 4 75% DUE 09/15/2015 585055-AH-9 AA- /A1	10,000 000	107.96	10,795 50	9,451 20	1,344 30	475 00 139 86	3 21%
FEDERAL NATIONAL MORTGAGE ASSN GTD MTGE PASS THRU CTF 7% DEC 1 2015 DTD 11/1/2000 POOL NO 535631 31384W-A8-3	10,251 770	108 48	11,121 43	10,748 32	373 11	717 62 59 79	2 99%
FPL GROUP CAPITAL INC 7 7/8% DEC 15 2015 DTD 12/12/2008 302570-BC-9 A- /A2	10,000 000	120 35	12,035 00	11,964 50	70 50	787 50 35 00	4 00%
FEDERAL HOME LOAN BANK 5% DEC 21 2015 DTD 11/4/2005 3133XD-TL-5 AAA /AAA	50,000 000	107 81	53,906 50	48,052 15	5,854 35	2,500 00 69 40	3 54%
CITIGROUP INC SENIOR NOTES 5 3% JAN 7 2016 DTD 12/8/2005 172967-DE-8 A /A3	80,000 000	97 31	77,844 00	79,406 90	(1,562 90)	4,240 00 2,049 28	5 84%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield

US Fixed Income - Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
JOHNSON CONTROLS INC SR NOTES 5 1/2% JAN 15 2016 DTD 01/17/2006 478366-AR-8 BBB /BAA	10,000 000	101 71	10,170 70	10,077 70	93 00	550 00 253 61	5 17%
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006 17275R-AC-6 A+ /A1	25,000 000	109 79	27,447 50	24,373 50	3,074 00	1,375 00 492 70	3 70%
HOME DEPOT INC SR NOTES 5 40% MAR 1 2016 DTD 3/24/2006 437076-AP-7 BBB /BAA	55,000 000	104 69	57,577 30	53,104 70	4,472 60	2,970 00 990 00	4 52%
U S A BONDS 7 1/4% MAY 15 2016 DTD 5/15/86 912810-DW-5 AAA /AAA	230,000 000	123 79	284,714 70	269,165 43	15,549 27	16,675 00 2,164 76	3 10%
U S A NOTES 3 1/4% MAY 31 2016 DTD 06/01/2009 912828-KW-9 AAA /AAA	220,000 000	100 41	220,910 80	221,400 78	(489 98)	7,150 00 631 84	3 18%
FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2003-4 CL PD 5 00% DUE 07/25/2016 31392H-RL-9	85,416 820	101 85	86,997 52	87,485 51	(487 99)	4,270 84 355 84	0 97%
FED HOME LN MTG CORP PARTN CTFS GROUP NBR E8-5387 6 00% DUE 09/01/2016 3128GM-6Y-1	6,513 620	107 12	6,977 59	6,706 99	270 60	390 81 32 56	2 11%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
CAPITAL ONE FINANCIAL CO SUB NOTES 6 15% SEP 1 2016 DTD 8/29/2006 14040H-AN-5 BBB /BAA	40,000 000	100 45	40,180 80	39,996 80	184 00	2,460 00 820 00	6 06%
SIMON PROPERTY GROUP LP 5 1/4% DEC 01 2016 DTD 12/12/2006 828807-BW-6 A- /A3	15,000 000	97 25	14,587 95	14,243 85	344 10	787 50 65 62	5 74%
COMCAST CORP 6 1/2% JAN 15 2017 DTD 7/14/2006 20030N-AP-6 BBB /BAA	30,000 000	110 71	33,211 80	32,403 00	808 80	1,950 00 899 16	4 70%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2430 CL 2430-UD 6 00% DUE 03/15/2017 31339N-W6-9 NR /NR	30,000 000	108 47	32,541 61	31,725 00	816 61	1,800 00 150 00	2 87%
WYETH 5 45% APR 01 2017 DTD 03/27/2007 983024-AM-2 AA /A1	10,000 000	106 58	10,658 40	10,183 90	474 50	545 00 136 25	4 38%
O **U S A BOND STRIPPED PRIN PMT** ZERO CPN MAY 15 2017 DTD 05/16/87 912803-AL-7 AAA /NA	85,000 000	76 91	65,373 50	64,439 32 60,346 40	934 18		4 07%
U S A NOTES 4 1/2% MAY 15 2017 DTD 5/15/2007 912828-GS-3 AAA /AAA	100,000 000	106 90	106,898 00	111,468 75	(4,570 75)	4,500 00 584 20	3 43%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
NORFOLK SOUTHERN CORP NOTES 7 70% MAY 15 2017 DTD 5/19/97 655844-AE-8 BBB /BAA	5,000 000	117 06	5,853 15	5,562 00	291 15	385 00 49 19	4 91%
ERP OPERATING LP 5 3/4% JUN 15 2017 DTD 06/04/2007 26884A-AX-1 BBB /BAA	10,000 000	100 01	10,001 10	9,833 00	168 10	575 00 265 13	5 75%
LEHMAN BROTHERS HOLDINGS SUB NOTES 6 1/2% JUL 19 2017 DTD 07/19/2007 IN DEFAULT LEHMAN PRICE IS N/A 524908-R3-6 NR /WR	30,000 000	0 03	9 00	29,724 60	(29,715 60)	1,950 00 877 50	
SUNTRUST BANKS SR NOTES 6% SEP 11 2017 DTD 09/10/2007 867914-AZ-6 BBB /BAA	10,000 000	99 12	9,912 40	9,999 20	(86 80)	600 00 183 33	6 14%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2496 CL OE 5 50% DUE 09/15/2017 31392V-PS-5	69,464 910	106 48	73,964 81	70,159 55	3,805 26	3,820 57 318 35	2 38%
GENERAL ELEC CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017 DTD 09/24/2007 36962G-3H-5 AA+ /AA2	100,000 000	103 02	103,023 00	96,939 00	6,084 00	5,625 00 1,656 20	5 14%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2508 CL 2508-OY 4 50% DUE 10/15/2017 31392V-ZD-7	75,000 000	104 85	78,636 17	75,304 70	3,331 47	3,375 00 281 25	2 58%
FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2002-62 CL-ZE 5 50% DUE 11/25/2017 31392E-2R-0	73,416 090	105 75	77,637 52	74,349 69	3,287 83	4,037 88 336 46	3 55%
FANNIE MAE SER 2002-73 CL AN 5% NOV 25 2017 DTD 10/01/2002 31392F-JU-2	58,288 910	105 45	61,466 19	57,414 57	4,051 62	2,914 44 242 83	2 37%
FHLMC REMIC SER 2748 CL LE 4 50% DEC 15 2017 DTD 2/1/2004 31394P-TW-3	110,000 000	104 59	115,054 05	105,737 50	9,316 55	4,950 00 412 50	2 22%
HEWLETT-PACKARD CO NOTES 5 1/2% MAR 01 2018 DTD 03/03/2008 428236-AS-2 A /A2	10,000 000	106 33	10,633 40	10,306 80	326 60	550 00 183 33	4 56%
BURLINGTN NORTH SANTA FE 5 3/4% MAR 15 2018 DTD 03/14/2008 12189T-BA-1 BBB /BAA	10,000 000	106 23	10,622 50	10,144 40	478 10	575 00 169 30	4 82%
MIDAMERICAN ENERGY CO 5 3% MAR 15 2018 DTD 03/25/2008 595620-AH-8 A- /A2	25,000 000	103 05	25,763 25	24,929 50	833 75	1,325 00 390 12	4 84%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield

US Fixed Income - Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2003-16 CL-BC 5 00% DUE 03/25/2018 31392J-QR-3	75,000 000	105 91	79,428 87	75,726 56	3,702 31	3,750 00 312 45	3 27 %
DELL INC 5 65% APR 15 2018 DTD 10/15/2008 24702R-AE-1 A- /A2	15,000 000	104 77	15,714 90	15,668 40	46 50	847 50 178 90	4 94 %
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008 68389X-AC-9 A /A2	20,000 000	108 12	21,623 80	19,990 60	1,633 20	1,150 00 242 76	4 56 %
EATON CORP NOTES 5 6% MAY 15 2018 DTD 05/20/2008 278058-DD-1 A- /A3	10,000 000	104 82	10,481 70	9,723 20	758 50	560 00 71 55	4 89 %
GLAXOSMITHKLINE CAP INC 5 65% MAY 15 2018 DTD 05/13/2008 377372-AD-9 A+ /A1	10,000 000	107 86	10,785 90	10,476 60	309 30	565 00 72 19	4 51 %
TRAVELERS COS INC SR NOTES 5 8% MAY 15 2018 DTD 05/13/2008 89417E-AE-9 A- /A2	15,000 000	106 57	15,985 95	13,201 80	2,784 15	870 00 111 16	4 84 %
FREDDIE MAC SER 2636 CL Z 4 5% JUN 15 2018 DTD 06/01/2003 31393R-MZ-0	117,087 630	104 58	122,454 22	108,739 59	13,714 63	5,268 94 439 07	2 63 %

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US Fixed Income - Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008 263534-BT-5 A /A2	5,000 000	109 12	5,455 85	5,079 85	376 00	300 00 138 33	4 69%
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 733368 5 50% DUE 08/01/2018 31402M-W5-5	62,728 320	106 64	66,891 60	64,923 83	1,967 77	3,450 05 287 48	2 97%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2672 CL HB 4 00% DUE 09/15/2018 31394H-X4-8	25,000 000	102 08	25,521 11	24,042 97	1,478 14	1,000 00 83 32	3 51%
U S A BONDS 9% NOV 15 2018 DTD 11/15/88 912810-EB-0 AAA /AAA	50,000 000	140 41	70,203 00	75,214 84	(5,011 84)	4,500 00 584 25	3 63%
U S A NOTES 3 3/4% NOV 15 2018 DTD 11/17/2008 912828-JR-2 AAA /AAA	290,000 000	99 99	289,976 80	295,517 96	(5,541 16)	10,875 00 1,411 72	3 75%
TRANS - CANADA PIPELINES 7 1/8% JAN 15 2019 DTD 01/09/2009 893526-8Y-2 A- /A3	10,000 000	116 92	11,692 20	11,006 30	685 90	712 50 328 54	4 80%
AMGEN INC SR NOTES 5 7% FEB 01 2019 DTD 01/16/2009 031162-AZ-3 A+ /A3	10,000 000	107 24	10,723 50	10,364 90	358 60	570 00 237 50	4 71%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
CATERPILLAR FINACIAL SE MEDIUM TERM NOTE 7 15% FEB 15 2019 DTD 02/12/2009 14912L-4E-8 A /A2	15,000 000	115 64	17,345 85	17,022 15	323 70	1,072 50 405 16	4 99%
SEMPRA ENERGY 9 8% FEB 15 2019 DTD 11/20/2008 816851-AK-5 BBB /BAA	20,000 000	124 81	24,962 40	20,156 71	4,805 69	1,960 00 740 44	6 20%
ATOMS ENERGY CORP 8 1/2% MAR 15 2019 DTD 03/26/2009 049560-AJ-4 BBB /BAA	10,000 000	121 46	12,146 20	9,981 30	2,164 90	850 00 250 27	5 50%
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 778795 4 50% DUE 04/01/2019 31404U-GC-8	79,730 560	104 23	83,103 16	78,709 01	4,394 15	3,587 87 298 98	2 93%
FED HOME LN MTG CORP PARTN CTFS GROUP NBR B14140 5 00% DUE 05/01/2019 312966-S5-4	42,161 800	105 26	44,380 35	42,527 42	1,852 93	2,108 09 175 64	2 42%
ACE INA HOLDINGS 5 9% JUN 15 2019 DTD 06/08/2009 00440E-AM-9 A- /A3	10,000 000	107 58	10,758 30	10,005 80	752 50	590 00 26 22	4 89%
BUNGE LIMITED FINANCE CO 8 1/2% JUN 15 2019 DTD 06/09/2009 120568-AT-7 BBB /BAA	15,000 000	113 99	17,098 65	15,384 42	1,714 23	1,275 00 56 65	6 50%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 761534 5 00% DUE 07/01/2019 31403Y-BB-8	42,263 940	105 23	44,474 77	43,109 22	1,365 55	2,113 19 176 07	3 10%
BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009 09247X-AE-1 A+ /A1	15,000 000	98 27	14,740 20	14,918 78	(178 58)	750 00 43 74	5 23%
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 810092 5 00% DUE 03/01/3020 31406G-7D-5	118,152 260	105 11	124,185 11	119,444 57	4,740 54	5,907 61 492 22	3 21%
GNMA GTD PASS THRU CTF POOL NBR 782040 6 00% DUE 06/15/2020 36241K-HR-2	35,040 590	106 99	37,489 23	35,916 61	1,572 62	2,102 43 175 20	3 82%
FED HOME LN MTG CORP PARTN CTFS GROUP NBR G11900 5 50% DUE 02/01/2021 31336W-DC-0	84,222 080	106 45	89,654 40	83,406 19	6,248 21	4,632 21 385 98	2 46%
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 745406 6 00% DUE 03/01/2021 31403D-DK-2	62,186 450	107 17	66,644 60	63,012 37	3,632 23	3,731 18 310 93	3 61%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield

US Fixed Income - Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
FEDERAL NATIONAL MORTGAGE ASSN GTD REMIC PASS THRU CTF REMIC TRUST SER G92-35 CL EB 7 1/2% JUL 25 2022 DTD 11/1/92 31358P-HV-2 NR /NR	9,045 220	110 42	9,987 39	9,706 63	280 76	678 39 56 53	2 90%
FED HOME LN MTG CORP PARTN CTFS GROUP NBR C9-0600 6 00% DUE 12/01/2022 31335H-UZ-4	39,376 910	107 71	42,413 66	40,139 86	2,273 80	2,362 61 196 88	2 34%
FNMA REMIC TRUST 5% SER 2003-55 CL CD JUN 25 2023 DTD 05/01/2003 31393C-PD-9	40,000 000	104 91	41,965 19	39,131 25	2,833 94	2,000 00 166 64	3 60%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 1643-CL 1643-PK 6 500% DUE 12/15/2023 3133T2-YT-1 NA /NR	80,000 000	108 25	86,601 10	83,500 00	3,101 10	5,200 00 433 28	2 85%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2716 CL 2716-UN 4 50% DUE 12/15/2023 31394M-NE-6	50,000 000	101 76	50,877 54	48,203 12	2,674 42	2,250 00 187 50	4 11%
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 745633 6 50% DUE 07/01/2024 31403D-LN-7	69,821 290	108 87	76,014 44	72,592 32	3,422 12	4,538 38 378 15	3 88%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield

US Fixed Income - Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 3377 CL VB 4 50% DUE 07/15/2024 31397K-QJ-3	50,000 000	99 70	49,849 85	45,718 75	4,131 10	2,250 00 187 50	4 56%
FHLMC REMIC SER 3150 CL EQ 5% MAY 15 2026 DTD 05/01/2006 31396R-BY-2	25,000 000	103 47	25,866 27	23,375 00	2,491 27	1,250 00 104 15	4 50%
GNMA GTD PASS THRU CTF POOL NBR 459847 7 50% DUE 01/15/2029 36210L-ZL-0	17,845 400	112 62	20,097 67	18,734 94	1,362 73	1,338 40 111 53	4 55%
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 0505687 7 00% DUE 07/01/2029 31383K-XQ-5	2,246 770	110 83	2,490 07	2,288 20	201 87	157 27 13 10	4 11%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2827 CL-TD 5 00% DUE 02/15/2030 31395C-YL-9	50,000 000	105 13	52,564 16	50,554 69	2,009 47	2,500 00 208 30	2 86%
FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2006-39 CL-WB 5 50% DUE 10/25/2030 31395D-EZ-8	90,000 000	105 31	94,781 98	89,971 87	4,810 11	4,950 00 412 47	1 96%
FED HOME LN MTG CORP PARTN CTFS GROUP NBR C5-3475 6 50% DUE 06/01/2031 31298P-2G-4	3,877 120	108 16	4,193 34	3,992 25	201 09	252 01 20 99	3 11%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
LB UBS COML MTG TR 2002-C4 MTG PASSTHRU CTF CL A-5 4 853% DUE 09/15/2031 52108H-MU-5 AAA /NA	25,000 000	102 96	25,738 99	24,297 85	1,441 14	1,213 25 101 10	3 65%
FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2001-64 CL-QH 6 00% DUE 11/25/2031 31392A-HX-9	61,951 580	106 98	66,274 15	62,851 81	3,422 34	3,717 09 309 75	3 58%
GNMA POOL NO 781380 7 1/2% DEC 15 2031 DTD 12/1/2001 36225B-Q9-2	2,619 250	112 71	2,952 10	2,773 56	178 54	196 44 16 37	4 66%
FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2001-69 CL-PQ 6 00% DUE 12/25/2031 31392A-4Q-8	31,110 900	106 91	33,260 56	31,669 90	1,590 66	1,866 65 155 55	3 51%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2856 CL LB 5 00% DUE 02/15/2032 31395F-VG-6	125,000 000	104 33	130,413 29	118,398 44	12,014 85	6,250 00 520 75	3 27%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2744 CL 2744-TU 5 50% DUE 05/15/2032 31394P-RU-9	100,000 000	103 56	103,555 15	97,546 88	6,008 27	5,500 00 458 30	3 46%
FED HOME LN MTG CORP PARTN CTFS GROUP NBR C6-7367 6 00% DUE 06/01/2032 31287T-FG-5	41,481 470	107 13	44,437 02	41,008 30	3,428 72	2,488 88 207 40	2 79%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield

US Fixed Income - Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
GNMA GTD PASS THRU CTF POOL NBR 577572 7 00% DUE 06/15/2032 36201A-T5-7	9,322 380	110 78	10,327 43	9,677 80	649 63	652 56 54 37	4 60%
FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2006-53 CL-PC 5 50% DUE 10/25/2032 31395N-GT-8	85,000 000	104 99	89,242 53	84,256 25	4,986 28	4,675 00 389 55	3 65%
FANNIE MAE 5 50% FEB 1 2033 DTD 2/1/2003 POOL NO 685682 31400E-XK-1	12,028 230	105 21	12,655 38	12,285 73	369 65	661 55 55 12	4 14%
GNMA POOL NO 607785 6% MAR 15 2033 DTD 3/1/2003 36202S-F2-9	10,343 360	106 70	11,036 68	10,711 85	324 83	620 60 51 71	4 51%
FANNIE MAE 5 5% APR 1 2033 DTD 3/1/2003 POOL NO 254693 31371K-3A-7	54,781 420	105 10	57,577 46	54,430 46	3,147 00	3,012 97 251 06	4 17%
FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2624 CL QH 5 00% DUE 06/15/2033 31393R-J9-2	50,000 000	102 39	51,193 63	46,515 62	4,678 01	2,500 00 208 30	4 69%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
FEDERAL NATIONAL MORTGAGE ASSN GTD MTGE PASS THRU CTF 5 1/2% SEP 1 2033 DTD 8/1/2003 POOL NO 254869 31371L-CE-7	37,251 010	105 10	39,152 30	37,751 54	1,400 76	2,048 80 170 72	4 17%
FREDDIE MAC SER-3047 CL OB 5 5% DEC 15 2033 DTD 10/1/2005 31396C-JR-2	37,128 140	106 09	39,390 96	37,290 58	2,100 38	2,042 04 170 15	2 21%
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 255073 5 50% DUE 02/01/2034 31371L-JS-9	14,242 570	105 10	14,969 51	14,327 15	642 36	783 34 65 27	4 18%
GNMA GTD PASS THRU CTF POOL NBR 629496 5 50% DUE 06/15/2034 36291J-KH-2	42,743 340	105 43	45,062 59	43,651 63	1,410 96	2,350 88 195 89	4 31%
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 725866 4 50% DUE 09/01/2034 31402D-MP-2	28,469 610	100 48	28,605 98	27,803 30	802 68	1,281 13 106 76	4 36%
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 812738 6 00% DUE 11/01/2034 31406K-4X-5	56,221 490	106 66	59,963 59	56,616 82	3,346 77	3,373 28 281 10	4 30%

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
FED HOME LN MTG CORP PARTN CTFS GROUP NBR A3-0150 5 50% DUE 12/01/2034 31297K-EX-6	72,882 830	105 20	76,671 28	74,340 47	2,330 81	4,008 55 334 02	3 28 %
FANNIE MAE 5 50% SER 2005-68 CL PG AUG 25 2035 DTD 07/01/2005 31394E-7B-8	60,924 140	105 74	64,421 72	60,949 81	3,471 91	3,350 82 279 21	3 82 %
CREDIT SUISSE FIRST BOSTON MORTGAGE SECURITIES CORP SER 2001-CK1 CL A3 6 38% DEC 16 2035 DTD 3/1/2001 22540A-XK-9 NA /AAA	115,425 720	102 58	118,407 14	118,310 78	96 36	7,364 16 613 60	2 38 %
FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 881602 6 50% DUE 02/01/2036 31409X-NT-2	119,190 260	107 31	127,906 64	120,773 27	7,133 37	7,747 36 645 53	4 64 %
MORGAN STANLEY DEAN WITTER CAPITAL I SER 2003-TOP9 CL A2 4 74% NOV 13 2036 DTD 2/1/2003 61746W-ZA-1 AAA /NA	50,000 000	101 68	50,841 64	48,351 56	2,490 08	2,370 00 197 50	4 06 %
MORGAN STANLEY CAP I TR 2006-IQ12 COML MTG PASSTHRU CTF CL A-1 5 257% DUE 12/15/2043 61750W-AR-4 AAA /NA	23,845 140	102 19	24,368 17	23,904 50	463 67	1,253 53 104 44	3 04 %

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
FANNIEMAE WHOLE LOAN SER 2004-W9 CL 1A3 6 05% FEB 25 2044 DTD 06/01/2004 31394A-CG-9	75,000 000	109 41	82,054 69	82,218 75	(164 06)	4,537 50 75 60	3 21 %
Total US Fixed Income - Taxable			**$9,598,865.89**	**$9,408,568.59**	**$190,297.30**	**$464,084.01** **$55,160.82**	**3.60 %**
Non-US Fixed Income							
DEUTSCHE TELEKOM INT FIN NOTES 5 1/4% JUL 22 2013 DTD 7/22/2003 25156P-AF-0 BBB /BAA	15,000 000	106 15	15,922 65	14,194 50	1,728 15	787 50 347 80	3 40 %
BP CAPITAL MARKETS PLC 5 1/4% NOV 07 2013 DTD 11/07/2008 05565Q-BF-4 AA /AA1	15,000 000	108 92	16,338 45	14,990 25	1,348 20	787 50 118 12	2 79 %
VODAFONE GROUP PLC 4 15% JUN 10 2014 DTD 06/10/2009 92857W-AT-7 A- /BAA	30,000 000	102 88	30,863 40	29,979 90	883 50	1,245 00 72 60	3 45 %
BHP BILLITON FINANCE USA 5 1/4% DEC 15 2015 DTD 12/12/2005 055451-AB-4 A+ /A1	55,000 000	108 27	59,545 75	52,657 55	6,888 20	2,887 50 128 31	3 69 %
DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007 25243Y-AM-1 A- /A3	15,000 000	107 62	16,142 70	15,516 75	625 95	862 50 162 91	4 58 %

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
Non-US Fixed Income							
NOVARTIS SECS INVEST LTD 5 1/8% FEB 10 2019 DTD 02/10/2009 66989G-AA-8 AA- /AA2	10,000 000	105 05	10,505 30	9,825 70	679 60	512 50 200 72	4 44 %
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009 961214-BK-8 AA /AA1	36,000 000	98 70	35,532 36	35,974 44	(442 08)	1,755 00 204 73	5 04 %
Total Non-US Fixed Income			**$184,850.61**	**$173,139.09**	**$11,711.52**	**$8,837.50** **$1,235.19**	**3.93 %**

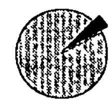
J.P.Morgan

EDWARD & HELEN T BARLETT CNSOLIDATED ACCT. X75631006
For the Period 1/1/09 to 12/31/09

Specialty Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Oil & Gas	0 00	17 00	17 00	1%

Asset Categories



Specialty Assets Detail

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
.471698% OF 7.5% WI SEC 33 & 34, BLK 101, MEP&P RY SVY, PECOS CO, TX WORKING INTEREST Bearer 997724-71-4 Percentage of Ownership 100 000 %	1 00 1 00						
471698% OF 7.5% WI SEC 33 & 34, BLK 101, MEP&P RY SVY, PECOS CO, TX WORKING INTEREST Bearer 997724-71-5 Percentage of Ownership 100 000 %	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
.471698% OF 7.5% WI SEC 12, BLK 130, T&STL CO SVY A-7268, PECOS CO, TX WORKING INTEREST Bearer 997724-71-6 Percentage of Ownership· 100 000 %	1 00 1 00						
.471698% OF 7.5% WI SEC 12, BLK 130, T&STL CO SVY A-7268, PECOS CO, TX WORKING INTEREST Bearer 997724-71-7 Percentage of Ownership 100 000 %	1 00 1 00						
.471698% OF 7.5% WI NE/4, NW/4, S/2 SEC 32, BLK 101, GC&SF RY SVY A-5552 CERT 1/40, WORKING INTEREST Bearer 997724-71-8 Percentage of Ownership 100 000 %	1 00 1 00						
471698% OF 25.72% OF 5/96 MI N/2 SEC 33, BLK 129 T&STL RY CO SVY PECOS CO , TX MINERAL INTEREST Bearer 997725-66-3 Percentage of Ownership 100 000 %	1 00 1 00						

J.P.Morgan

EDWARD & HELEN T BARLETT CNSOLIDATED ACCT. X75631006
For the Period 1/1/09 to 12/31/09

	Estimated Value Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
.471698% OF 25 72% X 1/3 X10/640 MI SEC 32, BLK 129, T&STL RY CO SVY PECOS CO , TX MINERAL INTEREST Bearer 997725-66-4 Percentage of Ownership 100 000 %	1 00 1 00						
471698% OF 25 72% OF 1/3 OF 18/640 MI SEC 31, BLK 129, T&STL RY CO SVY PECOS CO., TX MINERAL INTEREST Bearer 997725-66-5 Percentage of Ownership 100 000 %	1 00 1 00						
.471698% OF 25 72% OF 1/3 OF 8/640 MI SEC 29, BLK 129, T&STL RY CO SVY PECOS CO , TX MINERAL INTEREST Bearer 997725-66-6 Percentage of Ownership 100 000 %	1 00 1 00						

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	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
.471698% OF 25.72% OF 1/3 OF	1 00						
30/640 MI SEC 28, BLK 129,	1 00						
T&STL RY CO SVY							
PECOS CO , TX							
MINERAL INTEREST							
Bearer							
997725-66-7							
Percentage of Ownership 100 000 %							
.471698% OF 25.72% OF 1/3	1 00						
OF 1/24 MI SEC 19, BLK 129,	1 00						
T&STL RY CO SVY							
PECOS CO , TX							
MINERAL INTEREST							
Bearer							
997725-66-8							
Percentage of Ownership 100 000 %							
.471698% OF 25.72%	1 00						
OF 1/3 X 12 5/640 MI	1 00						
SEC 18, BLK 129							
T&STL RY CO SVY							
MINERAL INTEREST							
Bearer							
997725-66-9							
Percentage of Ownership 100 000 %							

J.P.Morgan

EDWARD & HELEN T BARLETT CNSOLIDATED ACCT. X75631006
For the Period 1/1/09 to 12/31/09

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
.471698% OF 25.72% OF 1/3 OF1/24 MI SEC 1, BLK 130, T&STL RY CO SVY PECOS CO , TX MINERAL INTEREST Bearer 997725-67-0 Percentage of Ownership 100 000 %	1 00 1 00						
.471698% OF 25.72% OF 1/3 OF 1/24 MI SEC 13, BLK 130, T&STL RY CO SVY PECOS CO , TX MINERAL INTEREST Bearer 997725-67-1 Percentage of Ownership 100 000 %	1 00 1 00						
.471698% OF 25 72% OF 1/3 OF 1/24 MI SEC 24, BLK 130, T&STL RY CO SVY PECOS CO , TX MINERAL INTEREST Bearer 997725-67-2 Percentage of Ownership 100 000 %	1 00 1 00						

	Estimated Value / Estimated Cost	Gross Income	Production Tax	Expenses	Net Income	Depletion	Net Income After Depletion
Oil & Gas							
.471698% OF 25.72% OF 1/3	1 00						
OF 1/24 MI SEC 25, BLK 130,	1 00						
T&STL RY CO SVY							
PECOS CO , TX							
MINERAL INTEREST							
Bearer							
997725-67-3							
Percentage of Ownership 100 000 %							
5% OF .471698% OF 75%	1 00	18 88	(2 34)		16 54	(2 83)	13 71
ORI BASE OF SAN ANDRES	1 00						
TO DEPTH OF 10,950'							
IN N/2NW/4, N/2SW/4,							
OVERRIDING RI							
Bearer							
997726-07-2							
Percentage of Ownership 100 000 %							
997726072 RHODES A		18 88	(2 34)		16 54	(2 83)	13 71
Total Oil & Gas	**$17.00**	**$18.88**	**($2.34)**	**$0 00**	**$16.54**	**($2.83)**	**$13.71**
	$17.00						

COPY

Form **8868**
(Rev. April 2009)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit *www irs gov/efile* and click on *e-file for Charities & Nonprofits*

Type or print	Name of Exempt Organization EDWARD & HELEN BARTLETT FOUNDATION 7000419600 / R75631003	Employer identification number 73-6092250
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O JPMORGAN CHASE BANK,NA;P.O.BOX 3038	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. MILWAUKEE, WI 53201	

Check type of return to be filed (file a separate application for each return):

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec. 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ JPMORGAN CHASE BANK, N.A. P.O. BOX 1 - TULSA, OK 74193

Telephone No.▶ 918-586-5273 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 2010 , to file the exempt organization return for the organization named above The extension is for the organization's return for:

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ____________ , and ending ____________

2 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 6,500.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 8,450.
c	**Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA **For Privacy Act and Paperwork Reduction Act Notice, see Instructions.** Form **8868** (Rev 4-2009)

923831
05-26-09

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box ▶ [X]

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II **Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed)

Type or print	Name of Exempt Organization EDWARD & HELEN BARTLETT FOUNDATION 7000419600 / R75631003	**Employer identification number** 73-6092250
File by the extended due date for filing the return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. C/O JPMORGAN CHASE BANK,NA;P.O.BOX 3038	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. MILWAUKEE, WI 53201	

Check type of return to be filed (File a separate application for each return).

[ ] Form 990 [ ] Form 990-EZ [ ] Form 990-T (sec. 401(a) or 408(a) trust) [ ] Form 1041-A [ ] Form 5227 [ ] Form 8870
[ ] Form 990-BL [X] Form 990-PF [ ] Form 990-T (trust other than above) [ ] Form 4720 [ ] Form 6069

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ JPMORGAN CHASE BANK, N.A. P.O. BOX 1 - TULSA, OK 74193

Telephone No. ▶ 918-586-5273 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2010.

5 For calendar year 2009 , or other tax year beginning ______ , and ending ______ .

6 If this tax year is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS NEEDED TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8a**	$ 6,500.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	**8b**	$ 8,450.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**8c**	$ 0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature] Title ▶ CPA Date ▶ 8/11/10

923832
05-26-09