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**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.

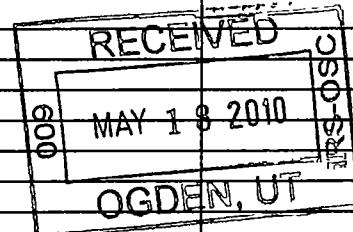
2009

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 The Enrico & Sandra di Portanova Charitable Foundation Number and street (or P O box number if mail is not delivered to street address) P.O. Box 27285		Room/suite	A Employer identification number 76-0408460	
					B Telephone number (713) 624-5510	
					C If exemption application is pending, check here ► <input type="checkbox"/>	
					D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/>	
					E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/>	
					F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/>	
H Check type of organization:		<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation				
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)		J Accounting method:		<input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		
► \$ 5,639,579.						
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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
	3 Interest on savings and temporary cash investments	14,745.	14,745.		Statement 1	
	4 Dividends and interest from securities	116,493.	116,493.		Statement 2	
	5a Gross rents					
	b Net rental income or (loss)					
	6a Net gain or (loss) from sale of assets not on line 10	-623,566.				
	b Gross sales price for all assets on line 6a	2,761,292.				
	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	2,346.	155.		Statement 3		
12 Total. Add lines 1 through 11	-489,982.	131,393.				
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	94,003.	0.		0.	
	14 Other employee salaries and wages	2,998.	0.		0.	
	15 Pension plans, employee benefits	10,489.	0.		0.	
	16a Legal fees					
	b Accounting fees	3,000.	0.		0.	
	c Other professional fees	32,126.	32,126.		0.	
	17 Interest					
	18 Taxes	3,501.	3,501.		0.	
	19 Depreciation and depletion	1,228.	0.		0.	
	20 Occupancy	23,411.	0.		0.	
	21 Travel, conferences, and meetings					
	22 Printing and publications					
	23 Other expenses	15,843.	699.		0.	
	24 Total operating and administrative expenses. Add lines 13 through 23	186,599.	36,326.		0.	
25 Contributions, gifts, grants paid	315,000.			315,000.		
26 Total expenses and disbursements. Add lines 24 and 25	501,599.	36,326.		315,000.		
27 Subtract line 26 from line 12.	-991,581.					
a Excess of revenue over expenses and disbursements						
b Net investment income (if negative, enter -0-)		95,067.				
c Adjusted net income (if negative, enter -0-)			N/A			



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets				
1	Cash - non-interest-bearing	16,339.	54,063.	54,063.
2	Savings and temporary cash investments	1,102,704.	937,312.	937,312.
3	Accounts receivable ► 3,458.		3,458.	3,458.
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock Stmt 8	4,446,827.	3,509,883.	3,902,101.
c	Investments - corporate bonds Stmt 9	571,475.	659,641.	715,147.
11	Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other Stmt 10	25,000.	25,000.	25,000.
14	Land, buildings, and equipment: basis ► 12,497.			
	Less accumulated depreciation Stmt 11 ► 11,486.	2,239.	1,011.	1,011.
15	Other assets (describe ► Statement 12)	17,962.	1,487.	1,487.
16	Total assets (to be completed by all filers)	6,182,546.	5,191,855.	5,639,579.
Liabilities				
17	Accounts payable and accrued expenses	2,548.	3,438.	
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)	2,548.	3,438.	
Net Assets or Fund Balances				
24	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
25	Unrestricted			
26	Temporarily restricted			
27	Permanently restricted			
28	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
29	Capital stock, trust principal, or current funds	0.	0.	
30	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
31	Retained earnings, accumulated income, endowment, or other funds	6,179,998.	5,188,417.	
32	Total net assets or fund balances	6,179,998.	5,188,417.	
33	Total liabilities and net assets/fund balances	6,182,546.	5,191,855.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,179,998.
2	Enter amount from Part I, line 27a	2	-991,581.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	5,188,417.
5	Decreases not included in line 2 (itemize) ►	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,188,417.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attachment A			P	Various	Various
b IShares Barclays - 997 shares			P	Various	12/08/09
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 2,761,289.		3,384,858.	-623,569.		
b 3.			3.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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	-623,569.		
a			3.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	-623,566.	
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	373,271.	6,431,435.	.058039
2007	344,299.	7,711,270.	.044649
2006	343,865.	7,381,569.	.046584
2005	344,292.	7,024,610.	.049012
2004	246,249.	6,822,506.	.036094

2 Total of line 1, column (d)

2 .234378

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 .046876

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 5,048,712.

5 Multiply line 4 by line 3

5 236,663.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 951.

7 Add lines 5 and 6

7 237,614.

8 Enter qualifying distributions from Part XII, line 4

8 315,000.

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.

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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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2009 estimated tax payments and 2008 overpayment credited to 2009

6a 1,800.

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 1,800.

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

10 849.

11 Enter the amount of line 10 to be: Credited to 2010 estimated tax ►

849.

Refunded ►

11

0.

Part VII-A Statements Regarding Activities

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?

	Yes	No
1a		X
1b		X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

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	X
---	---

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

3	X
---	---

If "Yes," attach a detailed description of the activities

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

4a	X
----	---

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4b	
----	--

b If "Yes," has it filed a tax return on Form 990-T for this year?

5	X
---	---

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

6	X
---	---

If "Yes," attach the statement required by General Instruction T.

7	X
---	---

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

8b	X
----	---

9	X
---	---

• By language in the governing instrument, or

10	X
----	---

8b	X
----	---

• 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?

7 Did the foundation have at least \$5,000 in assets at any time during the year?

9	X
---	---

If "Yes," complete Part II, col. (c), and Part XV

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

10	X
----	---

TX

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)

10	X
----	---

11	X
----	---

12	X
----	---

of each state as required by General Instruction G? If "No," attach explanation

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

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Part VII-A Statements Regarding Activities (continued)

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 ► **Esther M. Perrine** Telephone no. ► **(713) 624-5510**
Located at ► **P.O. Box 27285, Houston, TX** ZIP+4 ► **77227**

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> 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)? N/A	1b	
Organizations relying on a current notice regarding disaster assistance check here ► N/A		
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 <input type="checkbox"/> 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)): N/A		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
If "Yes," list the years ► N/A		
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.) 2b <input type="checkbox"/> X		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► N/A		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> X <input type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009) 3b <input type="checkbox"/> X		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a <input type="checkbox"/> 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 <input type="checkbox"/> X		

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes No

Yes No

Yes No

Yes No

Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

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

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

6b

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

Yes No

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

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Lewis M. Linn P.O. Box 27285 Houston, TX 77227	President 0.00	0.	0.	0.
Jennifer Hovas P.O. Box 27285 Houston, TX 77227	Director 0.00	0.	0.	0.
Esther M. Perrine P.O. Box 27285 Houston, TX 77227	Secretary, Treasurer 40.00	94,003.	5,640.	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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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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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 4,028,350.
b Average of monthly cash balances	1b 1,068,219.
c Fair market value of all other assets	1c 29,027.
d Total (add lines 1a, b, and c)	1d 5,125,596.
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 5,125,596.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 76,884.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 5,048,712.
6 Minimum investment return. Enter 5% of line 5	6 252,436.

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	1 252,436.
2a Tax on investment income for 2009 from Part VI, line 5	2a 951.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b
c Add lines 2a and 2b	2c 951.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3 251,485.
4 Recoveries of amounts treated as qualifying distributions	4 0.
5 Add lines 3 and 4	5 251,485.
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	7 251,485.

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 315,000.
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	4 315,000.
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	5 951.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6 314,049.

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				251,485.
2 Undistributed income, if any, as of the end of 2009			308,754.	
a Enter amount for 2008 only				
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: ► \$ 315,000.			308,754.	
a Applied to 2008, but not more than line 2a				
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				6,246.
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				245,239.
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				

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

N/A

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:

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

6 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	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
Name and address (home or business)				
<i>a Paid during the year</i> See Attachment B				315,000.
Total			► 3a	315,000.
<i>b Approved for future payment</i>				
None				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

1 Program service revenue:

a _____
 b _____
 c _____
 d _____
 e _____
 f _____
 g Fees and contracts from government agencies

2 Membership dues and assessments

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

5 Net rental income or (loss) from real estate:

a Debt-financed property
 b Not debt-financed property

6 Net rental income or (loss) from personal property

7 Other investment income

8 Gain or (loss) from sales of assets other than inventory

9 Net income or (loss) from special events

10 Gross profit or (loss) from sales of inventory

11 Other revenue:

a _____
 b _____
 c _____
 d _____
 e _____

12 Subtotal. Add columns (b), (d), and (e)

14 14,745.

14 116,493.

14 2,346.

18 -623,566.

0. -489,982.

0.

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

13 -489,982.

(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).

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Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	Office Furniture	032403	SL	5.00	16	3,856.			3,856.	3,856.	0.	0.
2	Office Furniture	060804	SL	5.00	16	4,307.			4,307.	3,946.	361.	361.
3	Computer Equipment	022006	SL	5.00	16	4,334.			4,334.	2,456.	867.	867.
	* Total 990-PF Pg 1 Depr					12,497.	0.	12,497.	10,258.	0.	1,228.	1,228.

06-24-09
928102

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

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Shares/PV	Asset Sold	* * * Schedule D * * *				Sales Proceeds	Original Cost	Realized Gain/Loss
		Date Acquired	How Acq	Date Sold	Holding Period			
100 3M Company		09/02/2008	P	06/19/2009	Short	5,498.86	7,132 00	-1,633.14
10 3M Company		09/02/2008	P	04/23/2009	Short	524.36	729.69	-205.33
20 3M Company		09/02/2008	P	06/19/2009	Short	1,099.77	1,427.59	-327.82
80 3M Company		02/26/2009	P	06/19/2009	Short	4,399.09	3,604.79	794.30
90 Abercrombie & Fitch Co,	Cl A	06/26/2008	P	05/15/2009	Short	2,249.05	5,644.80	-3,395.75
10 Abercrombie & Fitch Co,	Cl A	06/26/2008	P	05/15/2009	Short	249.89	631.32	-381.43
175 Abercrombie & Fitch Co,	Cl A	06/24/2009	P	11/20/2009	Short	6,560.60	4,286.03	2,274.57
3 AGCO Call \$25.000 05/16/09		02/18/2009	C	05/15/2009	Short	-76.64	-285.99	209.35
3 AGCO Call \$30.000 08/22/09		05/07/2009	C	08/14/2009	Short	-331.95	-581.98	250.03
3 AGCO Call \$30.000 11/21/09		05/15/2009	C	11/23/2009	Short	0.00	-760.58	760.58
235 Alcoa Inc		09/24/2008	P	04/17/2009	Short	2,159.59	6,133.50	-3,973.91
13 ALL Call \$32.500 10/17/09		08/14/2009	C	09/01/2009	Short	-533.00	-571.98	38.98
600 Altria Group, Inc		09/24/2008	P	04/23/2009	Short	10,081.60	11,886.00	-1,804.40
30 Altria Group, Inc		09/24/2008	P	04/23/2009	Short	504.29	594.30	-90.01
4 AMGN Call \$60 000 01/17/09		11/25/2008	C	01/20/2009	Short	0.00	-947.99	947.99
3 AMGN Call \$62.500 07/18/09		01/20/2009	C	04/27/2009	Short	-117.00	-1,181.99	1,064.99
1 AMGN Call \$62 500 07/18/09		01/20/2009	C	04/23/2009	Short	-23.00	-394.00	371.00
1 AMGN Call \$65.000 08/22/09		07/08/2009	C	08/24/2009	Short	0.00	-120.00	120.00
8 AMGN Call \$70.000 01/16/10		02/13/2009	C	10/23/2009	Short	-152.00	-3,391.98	3,239.98
1 AMGN Call \$70.000 01/16/10		08/26/2009	C	10/23/2009	Short	-19.00	-149.00	130.00
1 ANF Call \$25.000 02/21/09		11/25/2008	C	02/25/2009	Short	0.00	-127.84	127.84
1 ANF Call \$29.000 06/20/09		05/06/2009	C	06/19/2009	Short	0.00	-114.04	114.04
3 ANF Call \$37.500 11/21/09		08/14/2009	C	10/08/2009	Short	-446.49	-536.99	90.50
6 APC Call \$45.000 08/22/09		01/26/2009	C	08/21/2009	Short	-5,172.00	-2,927.98	-2,244.02
6 APC Call \$50 000 05/16/09		12/18/2008	C	01/26/2009	Short	-1,032.00	-1,535.99	503.99

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1,156 309 Artio Global High Income Fund	01/22/2009 P 04/29/2009 Short	9,481.74	8,868.89	612 85
63.203 Artio Global High Income Fund	01/29/2009 R 04/29/2009 Short	518.26	485.40	32.86
16 BAC Call \$11.000 05/16/09	01/28/2009 C 03/09/2009 Short	-160.00	-1,119 99	959 99
1,595 Brinker International, Inc.	04/09/2008 P 03/20/2009 Short	19,857.64	27,341 47	-7,483.83
500 Campbell Soup Co	04/24/2009 P 09/30/2009 Short	13,744 65	11,960.05	1,784 60
40 Campbell Soup Co	04/24/2009 P 10/29/2009 Short	1,287 99	1,010 40	277 59
90 Caterpillar Inc	07/16/2009 P 10/29/2009 Short	5,101 74	3,010.41	2,091 33
80 Christopher & Banks	05/12/2009 P 08/21/2009 Short	593 37	391 20	202 17
1,600 Christopher & Banks	05/12/2009 P 09/18/2009 Short	7,935.79	6,576 03	1,359 76
5 Christopher & Banks	05/12/2009 P 08/26/2009 Short	37.11	24.45	12.66
10 CI Call \$25 000 01/16/10	01/28/2009 C 04/29/2009 Short	-3,100.50	-2,539.99	-560 51
200 Cimarex Energy Co	10/06/2009 F 12/18/2009 Short	8,991.77	8,486.86	504.91
13 CMCSA Call \$15.000 05/16/09	04/20/2009 C 05/06/2009 Short	-1,352.08	-506.99	-845 09
12 CMCSA Call \$17.500 10/17/09	02/27/2009 C 09/23/2009 Short	-372 00	-947 99	575.99
13 CMCSA Call \$20.000 01/16/10	05/06/2009 C 10/20/2009 Short	-143.00	-1,065.89	922 89
2 CMCSA Call \$20.000 07/18/09	01/26/2009 C 07/17/2009 Short	0.00	-156 96	156 96
2 CMCSA Call \$20.000 07/18/09	01/27/2009 C 07/17/2009 Short	0.00	-136.30	136.30
2 CMCSA Call \$25.000 04/18/09	09/02/2008 C 01/26/2009 Short	-10 96	-193 10	182 14
2 CMCSA Call \$25.000 04/18/09	09/02/2008 C 01/27/2009 Short	-10.30	-193.10	182 80
3 CMCSA Call \$25.000 04/18/09	09/02/2008 C 01/15/2009 Short	-21 00	-300.00	279.00
10 CMCSA Call \$20 000 04/18/09	12/18/2008 C 04/20/2009 Short	0.00	-939.99	939 99
12 CMCSA Call \$20.000 04/18/09	12/18/2008 C 02/27/2009 Short	-72 00	-1,127 99	1,055 99
3 CMCSA Call \$20 000 04/18/09	12/18/2008 C 04/20/2009 Short	0 00	-282 00	282 00
2,881 Cohen & Steers Realty Majors	01/22/2009 P 05/06/2009 Short	108,122.30	104,781 97	3,340.33
844 Cohen & Steers Realty Majors	03/05/2009 P 05/06/2009 Short	31,674.84	20,871 45	10,803 39
790 Cohen & Steers REIT & PFD Income	04/29/2009 P 05/18/2009 Short	5,291 28	4,424 00	867.28
48,644 Cohen & Steers REIT & PFD Income	04/30/2009 P 05/18/2009 Short	325,809 13	284,781.43	41,027 70

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7,466 Cohen & Steers REIT & PFD Income	05/01/2009 P 05/18/2009 Short	50,005.98	42,607.72	7,398 26
3 COP Call \$45.000 05/16/09	03/23/2009 C 05/20/2009 Short	0 00	-366.00	366 00
3 COP Call \$47.000 08/22/09	05/18/2009 C 08/24/2009 Short	0.00	-698 96	698.96
7 COP Call \$55.000 11/21/09	10/08/2009 C 11/23/2009 Short	0.00	-531.99	531.99
2 COP Call \$110.00 01/16/10	06/11/2008 C 04/27/2009 Short	-6 00	-2,197 99	2,191 99
2 COP Call \$110.00 01/16/10	06/11/2008 C 04/23/2009 Short	-6.00	-2,197.99	2,191 99
2 CVX Call \$75 000 06/20/09	02/26/2009 C 06/19/2009 Short	0.00	-346 00	346 00
3 CVX Call \$75.000 09/19/09	01/26/2009 C 06/23/2009 Short	-359 43	-2,123 99	1,764.56
2 CVX Call \$80 000 03/21/09	12/05/2008 C 02/26/2009 Short	-14.00	-1,440.39	1,426 39
2 CVX Call \$80.000 12/19/09	10/19/2009 C 12/18/2009 Short	0 00	-277.99	277 99
3 CVX Call \$95 000 03/21/09	08/21/2008 C 01/26/2009 Short	-36.00	-1,414 64	1,378 64
12 DELL Call \$14.000 11/21/09	07/16/2009 C 11/20/2009 Short	-530 28	-911 98	381 70
12 DELL Call \$16 000 12/19/09	11/20/2009 C 12/18/2009 Short	0 00	-103 20	103 20
140 Dow Chemical Company	09/02/2008 P 09/01/2009 Short	2,851.73	4,855 20	-2,003 47
16 EAT Call \$20 000 04/18/09	09/25/2008 C 01/28/2009 Short	-352 00	-3,087.98	2,735 98
6 EAT Call \$22.500 01/17/09	05/20/2008 C 01/20/2009 Short	0 00	-1,313 99	1,313.99
105 Electronics For Imaging, Inc	08/14/2009 P 12/18/2009 Short	1,338.75	1,133 38	205.37
15 ELX Call \$10 000 07/18/09	04/23/2009 C 07/16/2009 Short	-148.20	-1,109 97	961 77
6 ELX Call \$10 000 10/17/09	07/16/2009 C 10/14/2009 Short	-1,188 72	-361 43	-827 29
2 ELX Call \$7.500 10/17/09	02/26/2009 C 10/05/2009 Short	-604.00	-57.84	-546 16
4 ELX Call \$7 500 10/17/09	02/27/2009 C 10/05/2009 Short	-1,208 00	-122 00	-1,086.00
4 EMN Call \$60.000 12/19/09	08/14/2009 C 12/18/2009 Short	0 00	-871.98	871.98
10 Emulex Corp	07/11/2008 P 04/23/2009 Short	99.81	105.40	-5.59
200 Emulex Corp	02/26/2009 P 10/16/2009 Short	1,491.96	992 58	499 38
900 Emulex Corp	02/27/2009 P 10/16/2009 Short	8,990 77	4,263 85	4,726 92
90 Emulex Corp	02/27/2009 P 10/16/2009 Short	671 38	453.15	218 23

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210 Emulex Corp	03/05/2009 P 10/16/2009 Short	1,566 56	929 75	636 81
1 FDX Call \$70.000 09/19/09	08/14/2009 C 09/17/2009 Short	-612.00	-143.00	-469.00
1 FDK Call \$80.000 04/18/09	12/04/2008 C 02/27/2009 Short	-6.00	-669.00	663.00
25 Fedex Corp Com	05/26/2009 P 09/18/2009 Short	1,748 96	1,346 25	402.71
225 Fedex Corp Com	06/24/2009 P 09/18/2009 Short	15,740 59	11,751 76	3,988 83
1,052 834 Fidelity Spartan Intl Index Fd Advantage Clas	12/31/2008 R 10/21/2009 Short	36,554 39	26,931 50	9,622 89
90 668 Fidelity Spartan Intl Index Fd Advantage Clas	04/17/2009 R 10/21/2009 Short	3,147 99	2,233.15	914.84
60 Goldman Sachs Group, Inc	09/02/2008 P 07/17/2009 Short	8,399 18	9,544.01	-1,144 83
20 Goldman Sachs Group, Inc	05/26/2009 P 07/17/2009 Short	2,799 73	2,694.40	105 33
1 GS Call \$200 000 10/18/09	09/23/2009 C 10/19/2009 Short	0 00	-233 24	233.24
2 GS Call \$100.000 04/18/09	01/28/2009 C 04/17/2009 Short	-4,124 00	-1,027.99	-3,096.01
2 GS Call \$230.000 01/16/10	10/08/2009 C 12/02/2009 Short	-17 50	-528 49	510 99
8,164.792 Harbor High Yield Bond Fund	01/22/2009 P 06/11/2009 Short	78,080.38	72,421 71	5,658 67
206.843 Harbor High Yield Bond Fund	03/30/2009 R 06/11/2009 Short	1,978.05	1,849 18	128 87
100 Helmerich & Payne Inc	07/16/2009 P 12/18/2009 Short	3,998 90	2,744.58	1,254 32
6 IDTI Call \$7 500 11/21/09	09/11/2009 C 11/25/2009 Short	0.00	-174 00	174 00
13,433 Ing Clarion Global Real Estate Inc Fd	03/05/2009 P 05/29/2009 Short	67,796 35	33,041.15	34,755 20
155 Integrated Device Tech	05/06/2009 P 05/15/2009 Short	773.43	838 94	-65 51
245 Integrated Device Tech	05/07/2009 P 05/15/2009 Short	1,222.52	1,261 41	-38 89
780 International Paper Co	04/09/2008 P 01/27/2009 Short	8,639 46	22,214.40	-13,574 94
600 International Paper Co	06/27/2008 P 01/27/2009 Short	6,645 74	14,022 00	-7,376 26
163 iShares Barclays Fixed Inc Fd 08/26/2009 P 11/19/2009 Short	17,736.28	17,548.20	188.08	
105 iShares Barclays Fixed Inc Fd 08/27/2009 P 11/23/2009 Short	11,419 54	11,299.61	119 93	
768 iShares Barclays Fixed Inc Fd 08/27/2009 P 11/24/2009 Short	83,583.44	82,648 55	934.89	
150 iShares Barclays Fixed Inc Fd 08/27/2009 P 11/19/2009 Short	16,321 73	16,142 29	179.44	
25 iShares Barclays Fixed Inc Fd 09/01/2009 P 11/17/2009 Short	2,720 26	2,698.94	21 32	
200 iShares Barclays Fixed Inc Fd 09/04/2009 P 11/19/2009 Short	21,762 30	21,581.29	181.01	
77 iShares Barclays Fixed Inc Fd 09/04/2009 P 11/18/2009 Short	8,381 43	8,308 79	72 64	
35 iShares Barclays Fixed Inc Fd 09/04/2009 P 11/17/2009 Short	3,808 36	3,776.73	31.63	

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40 iShares Barclays Fixed Inc Fd 09/09/2009 P 11/19/2009 Short	4,352 46	4,310 16	42 30
34 iShares Barclays Fixed Inc Fd 09/15/2009 P 11/19/2009 Short	3,699.59	3,667.58	32.01
23 iShares Barclays Fixed Inc Fd 09/16/2009 P 11/19/2009 Short	2,502.66	2,480.72	21 94
786 iShares GS \$ InvesTop Corp Bond Fund	02/27/2009 P 08/26/2009 Short	82,255.85	74,442 06
5 JNJ CALL \$65.000 04/18/09	12/18/2008 C 02/27/2009 Short	-30.00	-1,044 99
8 JPM Call \$32.500 06/20/09	01/28/2009 C 06/16/2009 Short	-1,191.04	-1,935.99
8 JPM Call \$41.000 09/19/09	06/16/2009 C 09/17/2009 Short	-3,037.36	-903.02
8 JPM Call \$45 000 10/17/09	09/17/2009 C 10/16/2009 Short	-1,248.00	-1,472 60
8 JPM Call \$47.000 11/21/09	10/16/2009 C 11/23/2009 Short	0.00	-1,295 97
21 KEY Call \$7 000 12/19/09	10/20/2009 C 12/02/2009 Short	-105 84	-614.23
2,110 Keycorp	07/16/2009 P 12/02/2009 Short	12,741 32	10,950 90
3 KSS Call \$40 000 04/18/09	12/08/2008 C 02/27/2009 Short	-269.82	-1,706 99
2 KSS Call \$40.000 04/18/09	12/08/2008 C 02/03/2009 Short	-722.00	-1,137 99
5 KSS CALL \$45 000 07/18/09	12/18/2008 C 01/28/2009 Short	-1,805.00	-2,444 98
2 L Call \$25.000 06/20/09	03/06/2009 C 06/16/2009 Short	-563.06	-100.08
1 L Call \$30.000 09/19/09	06/16/2009 C 09/01/2009 Short	-351 00	-115 52
4 LLY Call \$40 000 04/18/09	12/11/2008 C 04/20/2009 Short	0 00	-995.99
100 Loews Corp	09/24/2008 P 08/27/2009 Short	2,998.92	3,979 46
15 LOW Call \$22.000 06/20/09	04/23/2009 C 06/19/2009 Short	0 00	-1,409 96
15 LOW Call \$22.500 10/17/09	06/23/2009 C 10/19/2009 Short	0 00	-569 98
15 LOW Call \$25 000 04/18/09	12/04/2008 C 02/27/2009 Short	-90.00	-4,022.83
7 LUV Call \$11.000 03/20/10	08/14/2009 C 12/04/2009 Short	-357 00	-342 99
1 MMM Call \$60 000 04/18/09	01/26/2009 C 02/27/2009 Short	-11 00	-124 00
1 MMM Call \$80.000 04/18/09	09/02/2008 C 01/26/2009 Short	-6 00	-264.00
3 MO Call \$20.000 09/19/09	01/26/2009 C 04/23/2009 Short	-69 39	-183.00
3 MO Call \$20 000 09/19/09	01/27/2009 C 04/23/2009 Short	-69.39	-177.00

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4 MRK Call \$37.500 04/18/09	09/24/2008 C 02/27/2009 Short	-24 00	-392.00	368.00
4 MRO Call \$30.000 07/18/09	02/26/2009 C 07/17/2009 Short	-175 36	-556 00	380 64
52 MU Call \$4 000 04/18/09	01/05/2009 C 04/17/2009 Short	-5,252.00	-2,547.99	-2,704 01
11 MU Call \$5.000 01/17/09	09/02/2008 C 01/20/2009 Short	0.00	-374.00	374 00
100 Norfolk Southern Corp	02/26/2009 P 06/19/2009 Short	3,498.91	3,057.91	441 00
40 Norfolk Southern Corp	02/27/2009 P 06/19/2009 Short	1,399.56	1,174 80	224 76
60 Norfolk Southern Corp	05/26/2009 P 06/19/2009 Short	2,099.35	2,067.62	31 73
1 NSC Call \$40.000 09/19/09	02/26/2009 C 09/01/2009 Short	-591.40	-256.56	-334.84
1 NSC Call \$40.000 09/19/09	03/06/2009 C 09/01/2009 Short	-591 41	-102 00	-489 41
1 NSC Call \$50.000 12/19/09	09/01/2009 C 12/08/2009 Short	-167 00	-193 00	26 00
1 NSC Call \$50 000 12/19/09	09/01/2009 C 12/18/2009 Short	-192.00	-192 99	0 99
990 Omniprecision Technologies	09/24/2008 P 09/18/2009 Short	12,364.78	10,674 70	1,690 08
100 Omniprecision Technologies	09/24/2008 P 08/28/2009 Short	995 97	1,055.75	-59 78
1,110 Omniprecision Technologies	05/12/2009 P 09/18/2009 Short	13,863.54	9,140 87	4,722 67
11 OVTI Call \$10 000 09/19/09	05/12/2009 C 09/17/2009 Short	-7,282.00	-912 97	-6,369.03
33 OVTI Call \$7.500 06/20/09	01/28/2009 C 06/16/2009 Short	-11,632.50	-2,276 99	-9,355 51
10 PFE Call \$13 000 04/18/09	03/09/2009 C 04/17/2009 Short	-1,140 00	-620.00	-520.00
19 PFE CALL \$20 000 06/22/09	12/18/2008 C 04/23/2009 Short	-57 00	-1,519.99	1,462 99
1 PFE CALL \$20 000 06/22/09	12/18/2008 C 02/27/2009 Short	-3 00	-80 00	77 00
30 Plantronics, Inc	02/26/2009 P 11/16/2009 Short	449.69	219.74	229.95
270 Plantronics, Inc	02/26/2009 P 11/17/2009 Short	4,047.20	1,977.61	2,069 59
400 Plantronics, Inc	02/27/2009 P 11/17/2009 Short	5,995.84	2,956 25	3,039 59
30 Plantronics, Inc	02/27/2009 P 11/17/2009 Short	449.69	220.36	229.33
3 PLT Call \$10 000 05/16/09	02/26/2009 C 04/23/2009 Short	-707.76	-159 36	-548 40
4 PLT Call \$10 000 05/16/09	02/27/2009 C 04/23/2009 Short	-943.68	-207 60	-736 08
3 PLT Call \$12.500 06/20/09	04/23/2009 C 06/16/2009 Short	-1,328.16	-293 03	-1,035 13
100 Southwest Airlines Co	05/06/2009 P 12/14/2009 Short	998.97	698.03	300.94

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1,635 Southwest Airlines Co	05/06/2009 P 12/18/2009 Short	16,333 23	11,412 75	4,920 48
120 Southwest Airlines Co	05/06/2009 P 12/04/2009 Short	1,194.49	891.38	303.11
65 Southwest Airlines Co	05/26/2009 P 12/18/2009 Short	649.33	420.86	228.47
389 SPDR Barclays Cap International Treasury Bd	07/10/2008 P 01/22/2009 Short	19,782 71	21,663.41	-1,880.70
518 SPDR Barclays Cap International Treasury Bd	07/10/2008 P 06/02/2009 Short	28,503.51	28,847 42	-343.91
34 SPDR Barclays Cap International Treasury Bd	09/02/2008 P 06/02/2009 Short	1,870.89	1,804 38	66 51
900 SPDR S&P 500 ETF Trust Ser-1 DRU	10/10/2008 P 04/23/2009 Short	75,597 79	79,024 77	-3,426.98
600 SPDR S&P 500 ETF Trust Ser-1 DRU	10/10/2008 P 06/18/2009 Short	47,992.77	50,463.19	-2,470.42
5 SPY Call \$80.000 06/20/09	03/13/2009 C 06/16/2009 Short	-6,545.00	-1,849.99	-4,695.01
5 SPY Call \$95 000 07/18/09	06/16/2009 C 07/16/2009 Short	-55 00	-832 98	777 98
9 SPY Call \$99.000 06/20/09	01/28/2009 C 04/23/2009 Short	-351.63	-2,204.99	1,853.36
11 SPY Call \$99.000 06/20/09	01/28/2009 C 03/13/2009 Short	-297 00	-2,694 99	2,397.99
3 SPY Call \$99 000 06/20/09	01/28/2009 C 06/19/2009 Short	0 00	-734.99	734.99
3 SPY Call \$100.000 02/21/09	11/25/2008 C 01/20/2009 Short	-36 00	-789 00	753 00
11 SPY Call \$100 000 02/21/09	11/25/2008 C 01/12/2009 Short	-528.00	-2,892.98	2,364 98
9 SPY Call \$100.000 02/21/09	11/26/2008 C 01/20/2009 Short	-116 55	-2,240 99	2,124 44
11 STI Call \$27.000 01/16/10	10/08/2009 C 10/21/2009 Short	-297.00	-1,022 97	725 97
16 STX Call \$7.500 06/20/09	03/25/2009 C 06/16/2009 Short	-3,254 88	-943 99	-2,310 89
20 STX Call \$7.500 06/20/09	04/23/2009 C 06/16/2009 Short	-4,068.60	-1,079.97	-2,988 63
0.975 Time Warner Cable	09/24/2008 S 04/06/2009 Short	25.92	40.34	-14.42
66 Time Warner Inc (new)	09/24/2008 P 08/28/2009 Short	1,867 09	2,080 21	-213 12
234 Time Warner Inc. (new)	09/24/2008 P 08/31/2009 Short	6,526.09	7,375 28	-849.19
166 666667 Time Warner Inc (new)	02/26/2009 P 08/31/2009 Short	4,648 22	2,870.13	1,778.09
3.333333 Time Warner Inc (new)	02/26/2009 P 08/31/2009 Short	92.96	57 39	35.57
75 Time Warner Inc. (new)	05/26/2009 P 08/31/2009 Short	2,091.70	1,764 75	326.95
3 TWX Call \$10.000 10/17/09	03/03/2009 F 08/31/2009 Short	-783.00	-123 48	-659.52

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2 TWX Call \$10.000 10/17/09	03/03/2009 F 08/28/2009 Short	-522.00	-82 32	-439 68
5 UNM Call \$22.500 12/19/09	08/14/2009 C 12/18/2009 Short	0 00	-789.98	789 98
5 UNM Call \$22 500 12/19/09	08/14/2009 C 10/20/2009 Short	-585 00	-789 98	204.98
164.993 Vanguard High Yield Corporate - Admiral	02/01/2008 R 01/22/2009 Short	732 57	960.26	-227 69
157.686 Vanguard High Yield Corporate - Admiral	02/29/2008 R 01/22/2009 Short	700.13	898 81	-198 68
171.211 Vanguard High Yield Corporate - Admiral	03/31/2008 R 01/22/2009 Short	760 18	967 34	-207 16
161 351 Vanguard High Yield Corporate - Admiral	04/30/2008 R 01/22/2009 Short	716.40	939 06	-222 66
168.511 Vanguard High Yield Corporate - Admiral	05/31/2008 R 01/22/2009 Short	748 19	972.31	-224.12
171.379 Vanguard High Yield Corporate - Admiral	06/30/2008 R 01/22/2009 Short	760 92	952 87	-191 95
9,140.768 Vanguard High Yield Corporate - Admiral	07/16/2008 P 01/22/2009 Short	40,585 01	50,000 00	-9,414 99
404 394 Vanguard High Yield Corporate - Admiral	07/31/2008 R 01/22/2009 Short	1,795.51	2,207.99	-412 48
242.652 Vanguard High Yield Corporate - Admiral	08/31/2008 R 01/22/2009 Short	1,077.37	1,324.88	-247 51
2,747 253 Vanguard High Yield Corporate - Admiral	09/02/2008 P 01/22/2009 Short	12,197 80	15,000 00	-2,802.20
3,816.794 Vanguard High Yield Corporate - Admiral	09/25/2008 P 01/22/2009 Short	16,946 57	20,000.00	-3,053 43
286.570 Vanguard High Yield Corporate - Admiral	09/30/2008 R 01/22/2009 Short	1,272 37	1,458.64	-186.27
369.686 Vanguard High Yield Corporate - Admiral	10/31/2008 R 01/22/2009 Short	1,641.41	1,578 56	62 85
379 149 Vanguard High Yield Corporate - Admiral	11/30/2008 R 01/22/2009 Short	1,683.42	1,505.22	178 20
369.457 Vanguard High Yield Corporate - Admiral	12/31/2008 R 01/22/2009 Short	1,640.39	1,577.58	62 81
4 VZ Call \$37.500 01/17/09	06/27/2008 C 01/20/2009 Short	0 00	-552.00	552 00
13 WAG Call \$30 000 07/18/09	01/26/2009 C 07/17/2009 Short	0 00	-1,923.99	1,923.99
3 WAG Call \$30.000 10/17/09	03/23/2009 C 10/05/2009 Short	-2,373 00	-432 00	-1,941.00
6 WAG Call \$32.500 01/16/10	07/21/2009 C 10/29/2009 Short	-3,432 00	-737.98	-2,694.02
7 WAG Call \$32.500 01/16/10	07/21/2009 C 10/28/2009 Short	-3,654.00	-860 98	-2,793.02
7 WAG Call \$40.000 11/21/09	10/08/2009 C 11/23/2009 Short	0.00	-587.98	587.98
1 WAG Call \$37.500 04/18/09	09/30/2008 C 01/26/2009 Short	-7 00	-74 97	67 97

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6 WAG Call \$37.500 04/18/09	09/30/2008 C 01/26/2009 Short	-42.00	-476.46	434.46
4 WAG Call \$37.500 04/18/09	09/30/2008 C 01/26/2009 Short	-28.00	-312.00	284.00
10 WAG Call \$37.500 04/18/09	10/01/2008 C 01/26/2009 Short	-70.00	-620.00	550.00
5 WAG Call \$37.500 04/18/09	10/01/2008 C 01/26/2009 Short	-35.00	-315.00	280.00
50 Walgreen Co	05/26/2009 P 10/16/2009 Short	1,499.46	1,467.50	31.96
2 WLP Call \$55.000 12/19/09	11/04/2009 C 12/04/2009 Short	-172.00	-257.99	85.99
2 WMT Call \$55.000 01/17/09	11/28/2007 C 01/20/2009 Short	0.00	-535.99	535.99
5 WMT Call \$55.000 01/17/09	11/29/2007 C 01/20/2009 Short	0.00	-1,354.98	1,354.98
7 WMT Call \$55.000 03/21/09	01/20/2009 C 03/23/2009 Short	0.00	-944.99	944.99
12 WPI Call \$30.000 01/17/09	07/16/2008 C 01/20/2009 Short	0.00	-2,195.99	2,195.99
12 WPI Call \$30.000 08/22/09	01/27/2009 C 02/20/2009 Short	-3,845.04	-1,847.99	-1,997.05
3 WYE Call \$45.000 04/18/09	09/24/2008 C 03/05/2009 Short	-75.80	-309.00	233.20
300 Wyeth	09/24/2008 P 03/05/2009 Short	12,256.91	11,112.00	1,144.91
40 Wyeth	09/24/2008 P 02/26/2009 Short	1,658.03	1,481.60	176.43
3 XEC Call \$45.000 12/19/09	08/14/2009 C 10/08/2009 Short	-966.00	-428.99	-537.01
2 XEC Call \$50.000 01/17/09	05/01/2007 C 01/20/2009 Short	0.00	-395.99	395.99
640 Bank Amer Corp	03/05/2002 P 08/21/2009 Long !	3,833.51	20,741.66	-16,908.15
75 Citigroup Inc	08/26/2002 P 05/08/2009 Long !	186.75	2,553.11	-2,366.36
100 Citigroup Inc	08/26/2002 P 05/11/2009 Long !	248.99	3,404.14	-3,155.15
445 Citigroup Inc	08/26/2002 P 05/12/2009 Long !	1,108.02	15,148.44	-14,040.42
1,597.813 Fidelity Spartan Intl Index Fd Advantage Clas	03/05/2002 P 10/21/2009 Long !	55,476.07	38,890.77	16,585.30
40 Kohl's Corporation	04/23/2004 P 07/17/2009 Long !	1,399.56	1,517.89	-118.33
275 Pfizer Inc	07/01/2002 P 04/17/2009 Long !	3,572.16	6,714.66	-3,142.50
530 Southwest Airlines Co	02/27/2004 P 12/04/2009 Long !	5,275.64	7,506.34	-2,230.70
105 Abercrombie & Fitch Co, Cl A 05/24/2006 P 11/20/2009 Long		3,936.35	6,014.41	-2,078.06
10 Abercrombie & Fitch Co, Cl A 12/20/2006 P 11/20/2009 Long		374.89	686.30	-311.41
30 Abercrombie & Fitch Co, Cl A 12/20/2006 P 08/21/2009 Long		824.68	2,052.91	-1,228.23
180 Abercrombie & Fitch Co, Cl A 02/28/2007 P 08/21/2009 Long		4,948.07	13,681.80	-8,733.73

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55 Abercrombie & Fitch Co,	Cl A 05/01/2007 P 08/20/2009 Long	1,511 91	4,350.93	-2,839 02
90 Abercrombie & Fitch Co,	Cl A 05/01/2007 P 08/21/2009 Long	2,474 04	7,119 70	-4,645 66
145 Abercrombie & Fitch Co,	Cl A 05/24/2007 P 08/20/2009 Long	3,985.95	11,768 97	-7,783.02
45 Abercrombie & Fitch Co,	Cl A 07/13/2007 P 08/21/2009 Long	1,237.02	3,255 56	-2,018 54
25 Abercrombie & Fitch Co,	Cl A 08/03/2007 P 08/21/2009 Long	687.23	1,727.80	-1,040.57
5 Abercrombie & Fitch Co,	Cl A 08/17/2007 P 08/21/2009 Long	137.45	363 30	-225.85
80 Abercrombie & Fitch Co,	Cl A 11/21/2007 P 08/21/2009 Long	2,199.14	5,802.00	-3,602.86
145 Abercrombie & Fitch Co,	Cl A 01/17/2008 P 08/21/2009 Long	3,985.95	10,258 75	-6,272.80
110 Abercrombie & Fitch Co,	Cl A 06/26/2008 P 11/20/2009 Long	4,123 79	6,910 21	-2,786 42
100 Abercrombie & Fitch Co,	Cl A 07/11/2008 P 11/20/2009 Long	3,748 90	5,050 00	-1,301.10
20 Abercrombie & Fitch Co,	Cl A 07/11/2008 P 11/20/2009 Long	749 78	1,010 89	-261.11
100 Abercrombie & Fitch Co,	Cl A 09/02/2008 P 11/20/2009 Long	3,748.90	5,352 00	-1,603 10
80 Abercrombie & Fitch Co,	Cl A 09/02/2008 P 11/20/2009 Long	2,999.12	4,292.59	-1,293 47
300 Abercrombie & Fitch Co,	Cl A 09/24/2008 P 11/20/2009 Long	11,246.71	11,550.01	-303 30
90 Amgen Inc	07/13/2007 P 07/17/2009 Long	4,948 97	4,995.90	-46 93
310 Amgen Inc	10/16/2007 P 07/17/2009 Long	17,046.46	16,982 29	64.17
480 Anadarko Petroleum	04/18/2005 P 08/21/2009 Long	25,693 74	17,265.60	8,428.14
120 Anadarko Petroleum	04/19/2005 P 08/21/2009 Long	6,423 43	4,389 00	2,034.43
165 Bank Amer Corp	04/18/2005 P 08/21/2009 Long	988.32	7,256 70	-6,268 38
120 Bank Amer Corp	07/22/2005 P 08/21/2009 Long	718.78	5,269.20	-4,550.42
80 Bank Amer Corp	07/25/2005 P 08/21/2009 Long	479 19	3,536 80	-3,057 61
50 Bank Amer Corp	02/01/2006 P 08/21/2009 Long	299.49	2,172.50	-1,873 01
20 Bank Amer Corp	01/08/2007 P 07/31/2009 Long	119 80	1,049 58	-929 78
75 Bank Amer Corp	02/28/2007 P 08/14/2009 Long	449 23	3,778.61	-3,329.38
195 Bank Amer Corp	02/28/2007 P 08/21/2009 Long	1,168.02	9,824 40	-8,656.38
295 Bank Amer Corp	05/01/2007 P 08/21/2009 Long	1,767.01	14,857.88	-13,090.87
25 Bank Amer Corp	05/24/2007 P 08/14/2009 Long	149 75	1,266 83	-1,117 08
100 Bank Amer Corp	05/24/2007 P 08/13/2009 Long	598 98	5,067 33	-4,468.35
180 Bank Amer Corp	05/24/2007 P 07/31/2009 Long	1,078.17	9,121 20	-8,043.03
95 Bank Amer Corp	07/13/2007 P 08/21/2009 Long	569 04	4,652.15	-4,083.11
35 Bank Amer Corp	08/03/2007 P 08/21/2009 Long	209 64	1,641.50	-1,431.86

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330 Bank Amer Corp	10/16/2007 P 08/21/2009 Long	1,976 65	16,416 81	-14,440 16
55 Bank Amer Corp	07/11/2008 P 08/21/2009 Long	329.44	1,128.61	-799 17
40 Bank Amer Corp	07/11/2008 P 08/21/2009 Long	239.59	824.40	-584 81
5 Brinker International, Inc.	11/21/2007 P 03/20/2009 Long	62 25	111 78	-49 53
335 Brinker International, Inc.	01/17/2008 P 04/17/2009 Long	3,346.57	4,945 91	-1,599.34
265 Brinker International, Inc	04/09/2008 P 04/17/2009 Long	2,647.28	4,571 09	-1,923 81
360 Christopher & Banks	01/17/2008 P 06/19/2009 Long	1,796 35	3,364 09	-1,567 74
40 Christopher & Banks	01/17/2008 P 08/20/2009 Long	280 70	393 39	-112.69
100 Christopher & Banks	05/15/2008 P 06/15/2009 Long	498.99	946 77	-447.78
460 Christopher & Banks	05/16/2008 P 06/15/2009 Long	2,295 34	4,354.10	-2,058.76
540 Christopher & Banks	05/16/2008 P 06/19/2009 Long	2,694 53	5,153.76	-2,459.23
840 Christopher & Banks	06/06/2008 P 06/15/2009 Long	4,191.49	8,158.44	-3,966 95
785 Cigna Corp	04/09/2008 P 04/29/2009 Long	16,390.77	33,966 95	-17,576 18
85 Cigna Corp	04/17/2008 P 04/21/2009 Long	1,672 76	3,682 93	-2,010 17
10 Cigna Corp	04/17/2008 P 04/21/2009 Long	196 79	433.50	-236 71
15 Cigna Corp	04/17/2008 P 04/29/2009 Long	313 20	649 93	-336 73
200 Cigna Corp	04/18/2008 P 04/29/2009 Long	4,175 99	8,648.00	-4,472.01
15 Citigroup Inc	05/01/2007 P 05/06/2009 Long	37 35	805.88	-768.53
100 Citigroup Inc	05/01/2007 P 04/14/2009 Long	248 99	5,372 53	-5,123 54
35 Citigroup Inc	07/13/2007 P 05/06/2009 Long	87 15	1,840 84	-1,753.69
20 Citigroup Inc	08/03/2007 P 05/06/2009 Long	49.80	935 31	-885.51
90 Citigroup Inc	08/17/2007 P 05/06/2009 Long	224.09	4,370.88	-4,146 79
125 Citigroup Inc	10/16/2007 P 05/08/2009 Long	311.24	5,614.33	-5,303 09
200 Citigroup Inc	10/16/2007 P 05/07/2009 Long	497 99	8,982 94	-8,484 95
40 Citigroup Inc	10/16/2007 P 05/06/2009 Long	99.60	1,796.58	-1,696 98
100 Citigroup Inc	01/17/2008 P 05/13/2009 Long	248 99	2,533.70	-2,284.71
255 Citigroup Inc	01/17/2008 P 05/12/2009 Long	634.93	6,460 93	-5,826.00
725 Cohen & Steers Realty Majors	10/09/2007 P 05/06/2009 Long	27,208.84	70,674.45	-43,465 61
2,700 Cohen & Steers Realty Majors	10/24/2007 P 05/06/2009 Long	101,329.48	247,698 00	-146,368.52
2,235 Cohen & Steers Realty Majors	11/27/2007 P 05/06/2009 Long	83,878 29	176,609 70	-92,731 41
20 Dell Inc	01/17/2008 P 10/08/2009 Long	315.24	422 12	-106 88

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590 Emulex Corp	07/11/2008 P 10/06/2009 Long	6,304.28	6,218.60	85 68
10 Emulex Corp	07/11/2008 P 10/06/2009 Long	106 85	104 42	2 43
1 Fairpoint Communications Inc	10/24/2005 S 04/20/2009 Long	1 10	5 98	-4 88
60 Fedex Corp Com	01/17/2008 P 09/11/2009 Long	4,643.35	5,003 40	-360 05
30 Fedex Corp Com	06/26/2008 P 09/11/2009 Long	2,321.67	2,371 91	-50 24
50 Fedex Corp Com	06/26/2008 P 09/18/2009 Long	3,497.91	3,879.00	-381.09
50 Fedex Corp Com	06/26/2008 P 09/17/2009 Long	3,800.40	3,953.17	-152 77
50 Fedex Corp Com	06/26/2008 P 09/17/2009 Long	3,800.40	3,950 50	-150 10
51 831 Fidelity Spartan Intl Index Fd Advantage Clas	12/25/2006 R 04/23/2009 Long	1,266.23	2,262 96	-996 73
420 221 Fidelity Spartan Intl Index Fd Advantage Clas	12/26/2006 R 04/23/2009 Long	10,266.00	18,346 84	-8,080 84
52 464 Fidelity Spartan Intl Index Fd Advantage Clas	12/26/2006 R 10/21/2009 Long	1,821 55	2,290 58	-469 03
75.677 Fidelity Spartan Intl Index Fd Advantage Clas	04/13/2007 R 04/23/2009 Long	1,848.79	3,577.25	-1,728 46
222 305 Fidelity Spartan Intl Index Fd Advantage Clas	12/20/2007 R 04/23/2009 Long	5,430.91	10,399 42	-4,968.51
666 872 Fidelity Spartan Intl Index Fd Advantage Clas	12/21/2007 R 04/23/2009 Long	16,291.68	31,196 25	-14,904.57
36.692 Fidelity Spartan Intl Index Fd Advantage Clas	04/11/2008 R 04/23/2009 Long	896 39	1,606 74	-710 35
5 Goldman Sachs Group, Inc	07/25/2005 P 07/17/2009 Long	699 93	515.05	184 88
115 Goldman Sachs Group, Inc	05/24/2006 P 07/17/2009 Long	16,098 44	15,775 72	322 72
65 International Paper Co	11/21/2007 P 01/27/2009 Long	719 96	2,155.36	-1,435 40
5 International Paper Co	11/21/2007 P 01/26/2009 Long	56.65	165 80	-109.15
5 International Paper Co	11/21/2007 P 01/26/2009 Long	56.66	165 80	-109 14
170 International Paper Co	01/17/2008 P 01/27/2009 Long	1,882 96	5,234.30	-3,351.34
1,156 iShares GS \$ InvesTop Corp Bond Fund	04/09/2008 P 08/26/2009 Long	120,976.80	122,277.64	-1,300 84
2,142 iShares MSCI EAFE Index Fund	10/05/2007 P 06/16/2009 Long	99,829 41	179,863 10	-80,033.69
733 iShares MSCI EMRG Index Fund	12/29/2005 P 04/23/2009 Long	20,025.04	21,674 81	-1,649 77
252 iShares MSCI EMRG Index Fund	12/29/2005 P 08/14/2009 Long	8,983.57	7,451.64	1,531 93
18 iShares MSCI EMRG Index Fund	12/29/2005 P 03/25/2009 Long	467.82	532 26	-64.44
184 iShares MSCI EMRG Index Fund	12/29/2005 P 06/16/2009 Long	5,979.85	5,440.88	538 97
852 iShares MSCI EMRG Index Fund	07/26/2006 P 03/25/2009 Long	22,143.44	26,637 13	-4,493 69
120 Kohl's Corporation	05/24/2004 P 01/28/2009 Long	4,621.17	5,481.60	-860 43

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30 Kohl's Corporation	07/26/2004 P 07/16/2009 Long	1,363 17	1,288.10	75.07
125 Kohl's Corporation	07/26/2004 P 07/17/2009 Long	4,373 64	4,794.67	-421 03
150 Kohl's Corporation	01/24/2005 P 01/28/2009 Long	5,776.47	6,915.35	-1,138 88
80 Kohl's Corporation	01/31/2006 P 02/03/2009 Long	3,101 44	3,557.99	-456 55
5 Kohl's Corporation	01/31/2006 P 07/16/2009 Long	227.19	222 37	4.82
85 Kohl's Corporation	02/01/2006 P 02/03/2009 Long	3,295.29	3,782.96	-487 67
230 Kohl's Corporation	02/01/2006 P 01/28/2009 Long	8,857 25	10,236 24	-1,378.99
135 Kohl's Corporation	01/17/2008 P 07/17/2009 Long	4,723.53	4,706.18	17.35
300 Micron Technology	01/24/2005 P 07/17/2009 Long	1,496.96	2,964 00	-1,467 04
500 Micron Technology	04/19/2005 P 10/05/2009 Long	2,494 94	4,275.01	-1,780.07
275 Micron Technology	04/19/2005 P 07/17/2009 Long	1,372 22	2,543 75	-1,171.53
400 Micron Technology	04/19/2005 P 10/16/2009 Long	1,995.95	3,420.01	-1,424 06
525 Micron Technology	06/14/2005 P 07/17/2009 Long	2,619 68	5,507 25	-2,887 57
115 Micron Technology	04/09/2008 P 10/16/2009 Long	573.84	642 85	-69 01
3,025 Micron Technology	04/11/2008 P 10/16/2009 Long	15,094.35	17,424 09	-2,329.74
1,160 Micron Technology	09/02/2008 P 10/16/2009 Long	5,788.25	3,572 96	2,215 29
205 Omnivision Technologies	01/05/2007 P 09/17/2009 Long	3,384 46	2,642.74	741 72
50 Omnivision Technologies	01/05/2007 P 09/16/2009 Long	624 49	614.32	10 17
500 Omnivision Technologies	01/18/2007 P 09/17/2009 Long	8,254 79	6,045.00	2,209.79
200 Omnivision Technologies	01/18/2007 P 09/17/2009 Long	2,497.94	2,297.00	200 94
600 Omnivision Technologies	01/18/2007 P 09/18/2009 Long	7,493.81	6,891.01	602 80
100 Omnivision Technologies	05/01/2007 P 06/10/2009 Long	748 98	1,300 00	-551.02
300 Omnivision Technologies	05/01/2007 P 06/04/2009 Long	2,246.94	3,900.00	-1,653 06
100 Omnivision Technologies	05/01/2007 P 09/16/2009 Long	1,248.96	1,308.50	-59 54
100 Omnivision Technologies	05/01/2007 P 09/15/2009 Long	1,248.97	1,308.50	-59 53
100 Omnivision Technologies	05/01/2007 P 09/10/2009 Long	1,248.97	1,308 50	-59.53
50 Omnivision Technologies	05/01/2007 P 09/16/2009 Long	624 49	654 25	-29.76
395 Omnivision Technologies	01/17/2008 P 09/17/2009 Long	6,521 28	4,882 20	1,639.08
385 Pfizer Inc	05/24/2006 P 06/19/2009 Long	5,386.01	8,878 11	-3,492.10
535 Pfizer Inc	02/28/2007 P 04/17/2009 Long	6,949 47	13,166 36	-6,216 89
190 Pfizer Inc	10/16/2007 P 04/17/2009 Long	2,468 04	4,574 82	-2,106 78

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615 Pfizer Inc	10/16/2007 P 06/19/2009 Long	8,603 63	14,709.58	-6,105 95
50 Photronics Inc	07/13/2007 P 07/16/2009 Long	257.18	779.50	-522 32
60 Plantronics, Inc	01/17/2008 P 06/19/2009 Long	749 38	1,131 79	-382 41
340 Plantronics, Inc	04/09/2008 P 06/19/2009 Long	4,246 49	6,365 32	-2,118.83
90 Plantronics, Inc	04/09/2008 P 07/16/2009 Long	1,773 85	1,772.85	1.00
300 Plantronics, Inc	04/09/2008 P 08/04/2009 Long	4,496 88	5,657.49	-1,160 61
990 Plantronics, Inc	04/09/2008 P 08/17/2009 Long	14,839.72	18,669.73	-3,830 01
910 Plantronics, Inc	04/18/2008 P 08/17/2009 Long	13,640 55	16,926.00	-3,285 45
300 Plantronics, Inc	04/18/2008 P 08/17/2009 Long	5,246 87	5,499.85	-252.98
70 Plantronics, Inc	04/18/2008 P 11/16/2009 Long	1,049 27	1,270 50	-221.23
300 Plantronics, Inc	04/18/2008 P 08/21/2009 Long	4,496.88	5,580.00	-1,083.12
100 Plantronics, Inc	04/18/2008 P 11/16/2009 Long	1,498.96	1,815 00	-316.04
100 Plantronics, Inc	04/18/2008 P 11/05/2009 Long	1,498.96	1,815.00	-316 04
55 Seagate Technology Holdings	12/29/2005 P 04/23/2009 Long	385.00	1,073.86	-688 86
300 Seagate Technology Holdings	12/29/2005 P 06/09/2009 Long	2,246 94	5,680.44	-3,433.50
300 Seagate Technology Holdings	12/29/2005 P 11/09/2009 Long	2,996.92	5,469 34	-2,472.42
400 Seagate Technology Holdings	12/29/2005 P 10/20/2009 Long	3,995 90	7,292.45	-3,296 55
130 Seagate Technology Holdings	12/29/2005 P 12/07/2009 Long	1,298.67	2,370.06	-1,071.39
30 Seagate Technology Holdings	06/26/2008 P 12/10/2009 Long	299.69	544.69	-245.00
160 Seagate Technology Holdings	06/26/2008 P 12/18/2009 Long	1,598 36	2,891 97	-1,293 61
300 Seagate Technology Holdings	06/26/2008 P 12/11/2009 Long	2,996.92	5,422 45	-2,425 53
70 Seagate Technology Holdings	06/26/2008 P 12/10/2009 Long	699.28	1,265.23	-565 95
100 Seagate Technology Holdings	06/26/2008 P 12/15/2009 Long	998 97	1,807.48	-808 51
70 Seagate Technology Holdings	06/26/2008 P 12/07/2009 Long	699.28	1,265.24	-565 96
30 Seagate Technology Holdings	06/27/2008 P 12/18/2009 Long	299.69	540.96	-241 27
700 Seagate Technology Holdings	06/27/2008 P 12/18/2009 Long	6,992.82	12,611 44	-5,618 62
20 Seagate Technology Holdings	09/02/2008 P 12/18/2009 Long	199 79	274.12	-74.33
300 Seagate Technology Holdings	09/03/2008 P 12/18/2009 Long	2,996.92	4,093 90	-1,096.98
990 Seagate Technology Holdings	09/24/2008 P 12/18/2009 Long	9,889.85	11,183.37	-1,293 52
20 Southwest Airlines Co	05/01/2007 P 10/08/2009 Long	191.27	286 80	-95 53
50 Southwest Airlines Co	05/01/2007 P 12/04/2009 Long	497 70	717 00	-219 30

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400 SPDR DJ Wilshire Intern'l RE ETF	10/09/2007 P 05/06/2009 Long	10,683.72	25,896 00	-15,212 28
369 SPDR DJ Wilshire Intern'l RE ETF	10/16/2007 P 05/06/2009 Long	9,855.74	23,294 97	-13,439 23
364 SPDR S&P 500 ETF Trust Ser-1 DRU	10/10/2008 P 12/21/2009 Long	40,570.50	31,961 13	8,609 37
500 SPDR S&P 500 ETF Trust Ser-1 DRU	10/10/2008 P 12/17/2009 Long	48,493.75	41,842 70	6,651.05
24,752.475 Vanguard High Yield Corporate - Admiral	10/24/2007 P 01/22/2009 Long	109,900.98	150,000.00	-40,099.02
100.193 Vanguard High Yield Corporate - Admiral	10/31/2007 R 01/22/2009 Long	444.86	607 17	-162.31
156.162 Vanguard High Yield Corporate - Admiral	11/30/2007 R 01/22/2009 Long	693.36	922 92	-229.56
161.710 Vanguard High Yield Corporate - Admiral	12/30/2007 R 01/22/2009 Long	717.99	954 09	-236 10
35 Walgreen Co	05/01/2007 P 10/06/2009 Long	1,334.87	1,541 40	-206 53
80 Walgreen Co	05/01/2007 P 10/16/2009 Long	2,399.14	3,408.00	-1,008 86
70 Walgreen Co	07/13/2007 P 10/06/2009 Long	2,669.73	3,172 40	-502.67
35 Walgreen Co	08/03/2007 P 10/06/2009 Long	1,334.87	1,569 40	-234 53
160 Walgreen Co	08/17/2007 P 10/06/2009 Long	6,102.24	7,254.40	-1,152.16
30 Walgreen Co	10/16/2007 P 10/16/2009 Long	899.68	1,117 51	-217 83
310 Walgreen Co	10/16/2007 P 10/28/2009 Long	11,550.30	11,993.90	-443 60
140 Walgreen Co	11/21/2007 P 10/16/2009 Long	4,198.49	5,327.00	-1,128 51
600 Walgreen Co	04/17/2008 P 10/29/2009 Long	22,691.42	21,450 42	1,241.00
390 Walgreen Co	04/17/2008 P 10/28/2009 Long	14,531.03	13,942 77	588 26
165 Watson Pharmaceutical, Inc	05/24/2006 P 02/20/2009 Long	4,894.57	4,169 32	725 25
470 Watson Pharmaceutical, Inc	06/09/2006 P 02/20/2009 Long	13,942.09	11,679 50	2,262.59
165 Watson Pharmaceutical, Inc	07/19/2006 P 02/20/2009 Long	4,894.57	3,660 24	1,234 33
400 Watson Pharmaceutical, Inc	11/20/2006 P 02/20/2009 Long	11,865.61	10,089.44	1,776.17
71 Wisdom Tree Japan SmallCap Dividend	01/29/2008 P 10/21/2009 Long	2,882.54	3,053.71	-171 17
		2,761,289.47		-623,569 98
			3,384,859.45	

! denotes Asset may qualify for Five-Year Gain Rule

How Acquired F - Free Receipt, B - Beginning Inventory, C - Call, G - Gift, L - Payment Made (Liability),
 P - Purchase, R - Reinvestment, S - Spinoff, U - Undetermined

Gain/Loss Summary .

	Short Term GL		Long Term GL
Gains From Sales .	242,623.83	Gains From Sales .	60,584 70
Losses From Sales .	-126,802.44	Losses From Sales .	-799,976 07

Enrico and Sandra di Portanova Foundation
 2009 Grant Distributions
 2009 990PF
 EIN: 76-0408460
 Attachment B

Date	Name	Address	Purpose	Recipient Status	Amount
1/27/2009	Crisis Intervention of Houston	3701 Kirby Drive, Suite 540	Houston, Texas 77098	General Operations	20,000.00
3/18/2009	Crisis Intervention of Houston	3701 Kirby Drive, Suite 540	Houston, Texas 77098	General Operations	3,500.00
3/23/2009	Latin Women's Initiative	1206 Vinndon Drive	Houston, Texas 77024	General Operations	2,500.00
5/11/2009	UCP of Greater Houston	4500 Bissonnet Road	Houston, Texas 77401	Camp Smiles	10,000.00
7/1/2009	Boys & Girls Harbor, Inc	514 Baybridge Road	LaPorte, Texas 77571	Adopt A Cottage	5,000.00
7/1/2009	Child Advocates	2401 Portsmouth	Houston, Texas 77040	Court Advocacy	10,000.00
7/1/2009	Child Builders	3800 Buffalo Speedway #310	Houston, Texas 77098	Child Abuse Prevention	15,000.00
7/1/2009	Coalition for the Homeless	811 Dallas Street	Houston, Texas 77002	General Operations	15,000.00
7/1/2009	Covenant Houston Texas	1111 Lovett Blvd	Houston, Texas 77006	General Operations	10,000.00
7/1/2009	Crohn's & Colitis Foundation	5120 Woodway Drive	Houston, Texas 77056	Camp	10,000.00
7/1/2009	Goodwill Industries of	5783 Woodway	Houston, Texas 77057	General Operations	10,000.00
7/1/2009	Healthcare for the Homeless	P.O. Box 66690	Houston, Texas 77266-6690	General Operations	15,000.00
7/1/2009	Neighborhood Centers Inc	4500 Bissonnet	Houston, Texas 77401	General Operations	15,000.00
7/1/2009	Search Homeless Services	2505 Fannin Street	Houston, Texas 77002	House of Tiny Treasures	10,000.00
12/1/2009	Greater Houston Community Foundation	4550 Post Oak Place Street	Houston, Texas 77027	ACAM	10,000.00
12/1/2009	Aids Foundation Houston	3202 Westlawn Street	Houston, Texas 77027-5478	Stone Soup Kitchen	10,000.00
12/1/2009	AVANCE Houston	6719 W. Montgomery Rd	Houston, Texas 77091	Parent & Child Education	10,000.00
12/1/2009	Children at Risk	2900 Westlawn, Suite 400	Houston, Texas 77027	Advocacy	10,000.00
12/1/2009	Crisis Intervention of Houston	3701 Kirby Drive, Suite 540	Houston, Texas 77098	General Operations	15,000.00
12/1/2009	Houston Community Health Care Centers - Denver Harbor	402 Hahlo Street	Houston, Texas 77020	General Operations	20,000.00
12/1/2009	Healthy Family Initiatives	7500 Beechnut, Suite 366	Houston, Texas 77074	General Operations	20,000.00
12/1/2009	Pro-Vision, Inc	4550 Willmington Street	Houston, Texas 77051	General Operations	10,000.00
12/1/2009	San Jose Clinic	301 Hamilton Street	Houston, Texas 77002	General Operations	20,000.00
12/1/2009	YMCA of Greater Houston	2122 E. Governors Circle	Houston, Texas 77092	Lee High School	15,000.00
12/22/2009	Houston Community Health Care Centers - Denver Harbor	402 Hahlo Street	Houston, Texas 77020	General Operations	10,000.00
12/22/2009	Crisis Intervention of Houston	3701 Kirby Drive, Suite 540	Houston, Texas 77098	General Operations	4,000.00
12/22/2009	DePelchin Children's	4950 Memorial Drive	Houston, Texas 77007	Mental Health	10,000.00

315,000.00

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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Sentinel Trust Company	14,745.
Total to Form 990-PF, Part I, line 3, Column A	14,745.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Sentinel Trust Company	116,493.	0.	116,493.
Total to Fm 990-PF, Part I, ln 4	116,493.	0.	116,493.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Miscellaneous income	155.	155.	
Excise tax refund	2,191.	0.	
Total to Form 990-PF, Part I, line 11	2,346.	155.	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Linn Thurber LLP	3,000.	0.		0.
To Form 990-PF, Pg 1, ln 16b	3,000.	0.		0.

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Form 990-PF

Other Professional Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Sentinel Trust Company	32,126.	32,126.		0.
To Form 990-PF, Pg 1, ln 16c	32,126.	32,126.		0.

Form 990-PF

Taxes

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign taxes withheld	3,501.	3,501.		0.
To Form 990-PF, Pg 1, ln 18	3,501.	3,501.		0.

Form 990-PF

Other Expenses

Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Administrative expenses	6,336.	0.		0.
Bank fees	93.	0.		0.
Insurance	1,068.	0.		0.
Telephone	2,250.	0.		0.
Miscellaneous	2,654.	0.		0.
Professional development	1,248.	0.		0.
Professional dues	1,495.	0.		0.
Investment expenses	699.	699.		0.
To Form 990-PF, Pg 1, ln 23	15,843.	699.		0.

Statement(s) 5, 6, 7

The Enrico & Sandra di Portanova Charita

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Form 990-PF	Corporate Stock	Statement 8
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Description	Book Value	Fair Market Value
Publicly Traded Stock	3,544,740.	3,923,589.
Call Options	-34,857.	-21,488.
Total to Form 990-PF, Part II, line 10b	3,509,883.	3,902,101.

Form 990-PF	Corporate Bonds	Statement 9
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Description	Book Value	Fair Market Value
Publicly Traded Bonds	659,641.	715,147.
Total to Form 990-PF, Part II, line 10c	659,641.	715,147.

Form 990-PF	Other Investments	Statement 10
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Description	Valuation Method	Book Value	Fair Market Value
25% interest in painting	COST	25,000.	25,000.
Total to Form 990-PF, Part II, line 13		25,000.	25,000.

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement 11
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Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Office furniture	3,856.	3,856.	0.
Office Furniture	4,307.	4,307.	0.
Computer Equipment	4,334.	3,323.	1,011.
Total To Fm 990-PF, Part II, ln 14	12,497.	11,486.	1,011.

Statement(s) 8, 9, 10, 11

The Enrico & Sandra di Portanova Charita

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Form 990-PF	Other Assets	Statement 12	
Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Security deposit	1,487.	1,487.	1,487.
Funds In Transit	16,475.	0.	0.
To Form 990-PF, Part II, line 15	17,962.		1,487.

Statement(s) 12