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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2009**Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

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

JUNE G. OUTHWAITE CHARITABLE TRUST
JS POUCHER, KL ENGLERT & CM COONEY CO-TR
1206 COAST VILLAGE CIRCLE, SUITE #A
SANTA BARBARA, CA 93108-2710

A Employer identification number

77-6154307

B Telephone number (see the instructions)

805 560 0841

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

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

I Fair market value of all assets at end of year
 (from Part II, column (c), line 16)

► \$ 19,748,191.

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

- 1 Contributions, gifts, grants, etc., received (att sch)
 2 Ck ☒ if the foundn is not req to att Sch B
 3 Interest on savings and temporary cash investments
 4 Dividends and interest from securities
 5a Gross rents
 b Net rental income or (loss)
 6a Net gain/(loss) from sale of assets not on line 10
 b Gross sales price for all assets on line 6a
 7 Capital gain net income (from Part IV line 2)
 8 Net short-term capital gain
 9 Income modifications
 10a Gross sales less returns and allowances
 b Less cost of goods sold
 c Gross profit/(loss) (att sch)
 11 Other income (attach schedule)
 12 Total. Add lines 1 through 11

- 13 Compensation of officers, directors, trustees, etc.
 14 Other employee salaries and wages
 15 Pension plans, employee benefits

- 16a Legal fees (attach schedule)
 b Accounting fees (attach sch) SEE ST 2
 c Other prof fees (attach sch) SEE ST 3
 17 Interest
 18 Taxes (attach schedule)(see instr) SEE STM 4
 19 Depreciation (attach sch) and depletion
 20 Occupancy
 21 Travel, conferences, and meetings
 22 Printing and publications
 23 Other expenses (attach schedule) SEE STATEMENT 5

- 24 Total operating and administrative expenses. Add lines 13 through 23
 25 Contributions, gifts, grants paid PART XV
 26 Total expenses and disbursements. Add lines 24 and 25

- 27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

b Net investment income (if negative, enter -0-)

c Adjusted net income (if negative, enter -0-)

	49,029.	49,029.	N/A	
	435,419.	435,419.		
	-126,742.			
	7,359,171.			
		0.		
	8,418.			
	366,124.	484,448.		
	273,048.	229,360.		43,688.
	15,846.	13,132.		2,714.
	75,346.	75,346.		
	2,389.	2,389.		
	9,846.	3,938.		5,908.
	260.	260.		
	22,700.	7,746.		14,954.
	399,435.	332,171.		67,264.
	873,699.			873,699.
	1,273,134.	332,171.		940,963.
	-907,010.			
		152,277.		

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing			
	2 Savings and temporary cash investments	4,260,653.	1,170,052.	1,170,052.
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch)	179,508.	STATEMENT 6	
	Less allowance for doubtful accounts	479,846.	179,508.	179,508.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U S and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	STATEMENT 7	10,961,270.	11,351,622.
	c Investments – corporate bonds (attach schedule)	STATEMENT 8	2,521,095.	2,726,920.
	11 Investments – land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments – mortgage loans				
13 Investments – other (attach schedule)	STATEMENT 9	2,733,381.	4,320,089.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe)				
16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)	18,472,316.	17,565,306.	19,748,191.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
N E T A S S E T S O R F U N D B A L A N C E S	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	☐		
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	☒		
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	18,472,316.	17,565,306.	
	30 Total net assets or fund balances (see the instructions)	18,472,316.	17,565,306.	
31 Total liabilities and net assets/fund balances (see the instructions)	18,472,316.	17,565,306.		

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	18,472,316.
2 Enter amount from Part I, line 27a	2	-907,010.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	17,565,306.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	17,565,306.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a SEE STATEMENT 10				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	-126,742.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	1,263,399.	22,682,879.	0.055698
2007	1,172,091.	25,414,678.	0.046119
2006	1,145,631.	23,836,358.	0.048062
2005	1,164,562.	23,368,848.	0.049834
2004	1,088,966.	23,204,047.	0.046930

2 Total of line 1, column (d)	2	0.246643
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.049329
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	18,316,492.
5 Multiply line 4 by line 3	5	903,534.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,523.
7 Add lines 5 and 6	7	905,057.
8 Enter qualifying distributions from Part XII, line 4	8	1,120,471.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter. _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	1,523.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,523.
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	1,523.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	8,000.	
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	8,000.	
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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,477.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax 1,600. Refunded	11	4,877.	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		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? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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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? Website address <u>WWW. OUTHWAITEFOUNDATION.ORG</u>	13	X	
14	The books are in care of <u>KENT L. ENGLERT, CO-TRUSTEE</u> Telephone no <u>805 695 8355</u> Located at <u>1206 COAST VILLAGE CIRCLE, SUITE A SB CA</u> ZIP + 4 <u>93108-2710</u>			
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	N/A	☐	N/A
		15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
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? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement - see the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__ , 20__ , 20__ , 20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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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))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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 ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KENT L. ENGLERT 26 W. ANAPAMU SANTA BARBARA, CA 93101-3144	TRUSTEE 9.10	91,016.	0.	0.
JOHN S. POUCHER 26 W. ANAPAMU SANTA BARBARA, CA 93101-3144	TRUSTEE 6.50	91,016.	0.	0.
C. MICHAEL COONEY 26 W. ANAPAMU SANTA BARBARA, CA 93101-3144	TRUSTEE 6.50	91,016.	0.	0.

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

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

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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE'.

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 GIRLS INCORPORATED OF CARPINTERIA LOAN TO FINANCE CLUB FACILITIES	
	179,508.
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	179,508.

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Form 990-PF (2009)

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	16,488,149.
b Average of monthly cash balances	1b	2,107,274.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	18,595,423.
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	18,595,423.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	278,931.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	18,316,492.
6 Minimum investment return. Enter 5% of line 5	6	915,825.

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	915,825.
2a Tax on investment income for 2009 from Part VI, line 5	2a	1,523.
b Income tax for 2009 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	1,523.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	914,302.
4 Recoveries of amounts treated as qualifying distributions	4	479,846.
5 Add lines 3 and 4	5	1,394,148.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,394,148.

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	940,963.
b Program-related investments — total from Part IX-B	1b	179,508.
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	1,120,471.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,523.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,118,948.

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				1,394,148.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,044,474.	
b Total for prior years 20 __, 20 __, 20 __		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 ▶ \$ 1,120,471.				
a Applied to 2008, but not more than line 2a			1,044,474.	
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				75,997.
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 instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				1,318,151.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	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				

BAA

Form 990-PF (2009)

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			3 a	873,699.
b Approved for future payment				
Total			3 b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
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	49,029.	
4	Dividends and interest from securities			14	435,419.	
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			1	-126,742.	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a	TAX REFUNDS 2007			1	8,418.	
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e)				366,124.	
13	Total. Add line 12, columns (b), (d), and (e)					366,124.

(See worksheet in the instructions for line 13 to verify calculations)

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

[illegible]

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STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
TAX REFUNDS 2007	\$ 8,418.		
TOTAL	\$ 8,418.	\$ 0.	\$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DAWSON & DOBBS, LLP	\$ 1,255.			\$ 1,255.
PAULETTE LIBERATORE	14,591.	\$ 13,132.		1,459.
TOTAL	\$ 15,846.	\$ 13,132.		\$ 2,714.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADR & AGENT FEES FOR NWQ	\$ 548.	\$ 548.		
CONSULTING-WURTS	40,000.	40,000.		
MORGAN STANLEY #022726(GS)	8,670.	8,670.		
MORGAN STANLEY #022817 (NWQ)	9,166.	9,166.		
OPTIONAL DIVIDEND FEE FOR GOLDMAN SACKS	545.	545.		
STONEBRIDGE MGMT FEES	16,237.	16,237.		
WURTS ANNUAL FEES	180.	180.		
TOTAL	\$ 75,346.	\$ 75,346.		\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX-MS #022726(GS)	\$ 1.	\$ 1.		
FOREIGN TAX-MS #022817(NWQ)	2,388.	2,388.		
TOTAL	\$ 2,389.	\$ 2,389.		\$ 0.

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STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER MAINTENANCE & SUPPLIES	\$ 1,071.	\$ 536.		\$ 535.
CONFERENCE/SEMINAR	1,000.			1,000.
FILING FEES CA ATTORNEY GENERAL RRF-1				
	150.			150.
INSURANCE- OFFICE	500.	250.		250.
JEAN VOLMAR	10,009.			10,009.
MEMBERSHIP DUES	1,850.	925.		925.
POSTAGE	42.			42.
PROMOTION	17.			17.
SUPPLIES	584.			584.
TELEPHONE	1,602.	160.		1,442.
WEST COAST OPPORTUNITY FUND	5,875.	5,875.		
TOTAL	\$ 22,700.	\$ 7,746.		\$ 14,954.

STATEMENT 6
FORM 990-PF, PART II, LINE 7
OTHER NOTES AND LOANS RECEIVABLE

OTHER NOTES AND LOANS	BOOK VALUE	FAIR MARKET VALUE	DOUBTFUL ACCOUNTS ALLOWANCE
SB TRUST FOR HISTORICAL PRESER	\$ 0.	\$ 0.	\$ 0.
CARPINTERIA GIRLS CLUB/PRI	179,508.	179,508.	0.
TOTAL	\$ 179,508.	\$ 179,508.	
ALLOWANCE FOR DOUBTFUL ACCOUNTS			\$ 0.
NET OTHER NOTES/LOANS REC. - BOOK VALUE			\$ 179,508.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
ACCT #064328 MAIN CORPORATE STOCKS	MKT VAL	\$ 1,373,898.	\$ 1,395,772.
ACCT #022817 NWQ CORPORATE STOCKS	MKT VAL	0.	0.
ACCT #022726 GOLDMAN CORPORATE STOCKS	MKT VAL	520,101.	597,520.
ACCT #023514 WURTS CORPORATE STOCKS	MKT VAL	4,357,213.	3,929,126.
ACCT #017565 STONEBRIDGE CORP STOCKS	MKT VAL	1,637,571.	1,878,455.
ACCT #017567 CASH/CHECKING	MKT VAL	62,530.	75,222.
CHARLES SCHWAB EQUITY FUNDS	MKT VAL	3,009,957.	3,475,527.
TOTAL		\$ 10,961,270.	\$ 11,351,622.

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STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB BOND FUNDS	MKT VAL	\$ 2,521,095.	\$ 2,726,920.
	TOTAL	\$ 2,521,095.	\$ 2,726,920.

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

OTHER INVESTMENTS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STAFFORD FUND	MKT VAL	\$ 2,248,340.	\$ 3,960,192.
WEST COAST OPPORTUNITY FUND, LLC	MKT VAL	485,041.	359,897.
	TOTAL	\$ 2,733,381.	\$ 4,320,089.

STATEMENT 10
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	MORGAN STANLEY #17567	PURCHASED	VARIOUS	VARIOUS
2	MORGAN STANLEY #064328	PURCHASED	VARIOUS	VARIOUS
3	MORGAN STANLEY # 17565	PURCHASED	VARIOUS	VARIOUS
4	MORGAN STANLEY #22726	PURCHASED	VARIOUS	VARIOUS
5	MORGAN STANLEY #22817	PURCHASED	VARIOUS	VARIOUS
6	MORGAN STANLEY #23514	PURCHASED	VARIOUS	VARIOUS
7	593.63 SHARES STAFFORD FUND	PURCHASED	VARIOUS	7/01/2009
8	M S #23514 PIMCO LT DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
9	M S #23514 T ROWE ST DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
10	GAIN FROM SETTLEMENTS	PURCHASED	VARIOUS	VARIOUS
11	CHARLES SCHWAB LT DISTRIBUTIONS	PURCHASED	VARIOUS	VARIOUS
12	WEST COAST OPPORTUNITY FUND PASSTHRU	PURCHASED	VARIOUS	VARIOUS

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
1	859,751.		775,894.	83,857.				\$ 83,857.
2	787,142.		658,233.	128,909.				128,909.
3	1920690.		2002962.	-82,272.				-82,272.
4	1218313.		1468047.	-249,734.				-249,734.
5	1510581.		1708592.	-198,011.				-198,011.
6	560,039.		555,140.	4,899.				4,899.
7	525,000.		317,045.	207,955.				207,955.
8	9,984.		0.	9,984.				9,984.
9	6,579.		0.	6,579.				6,579.
10	143.		0.	143.				143.
11	2,566.		0.	2,566.				2,566.

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STATEMENT 10 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I) - (J)	(L) GAIN (LOSS)
12	-41,617.		0.	-41,617.				\$ -41,617.
							TOTAL	\$ -126,742.

STATEMENT 11
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM:

NAME:

CARE OF:

STREET ADDRESS:

CITY, STATE, ZIP CODE:

TELEPHONE:

FORM AND CONTENT:

OUTHWAITE FOUNDATION

MRS. JEAN VOLMAR

26 W. ANAPAMU

SANTA BARBARA, CA 93101-3114

805.560.0841

APPLICATIONS MUST BE IN WRITING AND INCLUDE:

1) MISSION STATEMENT INDICATING DIRECT INVOLVEMENT IN ONE OR MORE OF THE DESIGNATED CATEGORIES.

2) THE SPECIFIC PURPOSE TO WHICH THE PROPOSED GRANT WILL BE DEVOTED.

3) AN INDICATION OF THE DIRECT BENEFIT TO THE COMMUNITIES THE CHARITY SERVES.

4) EVIDENCE OF QUALIFICATION UNDER CALIFORNIA AND FEDERAL LAW AS A PUBLIC CHARITY BENEFIT CORPORATION IN GOOD STANDING.

5) COPIES OF CURRENT FINANCIAL STATEMENTS.

6) LIST OF THE BOARD OF DIRECTORS.

SUBMISSION DEADLINES:

RESTRICTIONS ON AWARDS:

JULY 31 OF EACH YEAR

TRUSTEES GIVE CONSIDERATION TO ORGANIZATIONS WHO FUNCTION

IN THE FOLLOWING AREAS IN SANTA BARBARA COUNTY

- 1) MEDICAL CARE, SUPPORT AND RESEARCH
- 2) GENERAL ASSISTANCE TO THE DISABLED, ELDERLY AND CHILDREN
- 3) SUPPORT TO ABUSED WOMEN AND CHILDREN
- 4) PREVENTION OF CRUELTY TO ANIMALS
- 5) PRESERVATION OF WILDLIFE AND NATURAL RESOURCES
- 6) HISTORIC PRESERVATION
- 7) SUPPORT OF EDUCATION INSTITUTIONS AND MUSEUMS

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STATEMENT 12
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
CANCER CENTER OF SANTA BARBARA 300 WEST PUEBLO STREET SANTA BARBARA, CA 93105	NONE	PUBLIC	PATIENT ASSISTANCE PROGRAM	\$ 25,000.
AMERICAN DREAM FOUNDATION 2955 CHANDLER DRIVE LOMPOC, CA 93436	NONE	PUBLIC	VOUCHERS IMPROVE PERFORMANCE	10,000.
DOMESTIC VIOLENCE SOLUTIONS P.O. BOX 1536 SANTA BARBARA, CA 93102	NONE	PUBLIC	OPERATING EXPENSES	10,000.
EASY LIFT TRANSPORTATION 53 CASS PLACE, SUITE D GOLETA, CA 93117	NONE	PUBLIC	DIAL-A-RIDE SERVICE	5,000.
FAMILY SERVICE AGENCY OF SB 123 W. GUTIERREZ STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	MAIN RESOURCE CENTER	10,000.
SANTA BARBARA MARITIME MUSEUM 113 HARBOR WAY, SUITE 190 SANTA BARBARA, CA 93109	NONE	PUBLIC	LEASE BUYOUT CAMPAIGN	40,000.
SB TRUST FOR HISTORIC PRESERV 123 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93103	NONE	PUBLIC	EDUCATION & OUTREACH	40,000.
VISITING NURSE & HOSPICE CARE 222 E. CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	SUBSIDIZED CARE AT SERENITY HOUSE	12,500.
JODI HOUSE 1235C VERONICA SPRINGS RD SANTA BARBARA, CA 93105	NONE	PUBLIC	PROGRAM EXPENSES	12,500.
SB NEIGHBORHOOD CLINICS 1900 STATE STREET, SUITE G SANTA BARBARA, CA 93101	NONE	PUBLIC	MEDICAL AND DENTAL SERVICES	6,833.
FOODBANK OF SB COUNTY 4554 HOLLISTER AVE. SANTA BARBARA, CA 93110	NONE	PUBLIC	PRODUCE INITIATIVE-SOUTH COUNTY	15,000.
CASA SERENA 1515 BATH STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	OPERATING EXPENSES	20,000.

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
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NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
VILLA MAJELLA P.O. BOX 60029 SANTA BARBARA, CA 93160	NONE	PUBLIC	GENERAL EXPENSES	\$ 5,000.
COMMUNITY ENVIRONMENTAL COUNCIL 26 W. ANAPAMU ST. 2ND FL SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL SUPPORT	25,000.
NONPROFIT SUPPORT CENTER 5638 HOLLISTER #200 SANTA BARBARA, CA 93117	NONE	PUBLIC	GENERAL EXPENSES	5,000.
SB CENTER FOR PERFORMING ARTS 1216 STATE STREET, SUITE 201 SANTA BARBARA, CA 93101	NONE	PUBLIC	GRANADA RESTORATION PROJECT	50,000.
FAMILY THERAPY INSTITUTE OF SB 111 E. ARRELLAGA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	ACADEMY OF HEALING ARTS	15,000.
ASSOCIATION OF SMALL FOUNDATIONS 1720 N. ST WASHINGTON, DC 20036	NONE	PUBLIC	GENERAL OPERATING	1,000.
CARPINTERIA EDUCATION FND P.O. BOX 9 CARPINTERIA, CA 93014	NONE	PUBLIC	ALISO SCHOOL SUMMER ACADEMY	10,200.
CHANNEL ISLANDS YMCA 55 HITCHCOCK WAY SANTA BARBARA, CA 93105	NONE	PUBLIC	NOAH'S ANCHORAGE	10,000.
COUNCIL ON ALCOHOLISM AND DRUG ABUSE P.O. BOX 28 SANTA BARBARA, CA 93102	NONE	PUBLIC	DANIEL BRYANT YOUTH AND FAMILY TREATMENT CENTER	25,000.
HILLSIDE HOUSE 1235 VERONICA SPRINGS ROAD SANTA BARBARA, CA 93105	NONE	PUBLIC	AQUATIC THERAPY PROGRAM	15,000.
LEGAL AID FOUNDATION OF SB 301 EAST CANON PERDIDO ST SANTA BARBARA, CA 93101	NONE	PUBLIC	ELDER LAW	6,833.

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FORM 990-PF, PART XV, LINE 3A
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NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SB COTTAGE HOSPITAL FDN P.O.BOX 689 SANTA BARBARA, CA 93102	NONE	PUBLIC	REPLACEMENT HOSPITAL PROJECT	\$ 50,000.
STORYTELLER CHILDREN'S CENTER 2115 STATE STREET SANTA BARBARA, CA 93105	NONE	PUBLIC	CAMPAIGN FOR THE FUTURE	25,000.
ST. VINCENT'S INSTITUTION 4200 CALLE REAL SANTA BARBARA, CA 93110	NONE	PUBLIC	PATHS PROGRAM	10,000.
TRANSITION HOUSE 425 EAST COTA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	FAMILY HOMELESS SHELTER	16,500.
UNITY SHOPPE, INC 1219 STATE STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL EXPENSES	15,000.
PLANNED PARENTHOOD OF SB 518 GARDEN STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	YOUTH PROGRAMS	10,000.
SALVATION ARMY 4849 HOLLISTER AVENUE SANTA BARBARA, CA 93111	NONE	PUBLIC	KINGDOM KIDS CHILDCARE CENTER	2,500.
SANCTUARY HOUSE OF SB, INC P.O. BOX 551 SANTA BARBARA, CA 93102	NONE	PUBLIC	ARLINGTON DAY TREATMENT CENTER	15,000.
DIABETES RESOURCE CENTER 1704 STATE STREET, 2ND FLOOR SANTA BARBARA, CA 93101	NONE	PUBLIC	OPERATING EXPENSES	10,000.
SCHOLARSHIP FOUNDATION OF SANTA BARBARA P.O. BOX 3620 SANTA BARBARA, CA 93130	NONE	PUBLIC	OUTHWAITE ENDOWED SCHOLARSHIP FUND	5,000.
SB RAPE CRISIS CENTER 433 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	TEEN PROGRAM	10,000.
SB EDUCATION FOUNDATION 1330 STATE ST, SUITE 203 SANTA BARBARA, CA 93101	NONE	PUBLIC	NEW OFFICE SUPPORT	5,000.

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NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
SANTA BARBARA RESCUE MISSION 535 YANONALI STREET SANTA BARBARA, CA 93103	NONE	PUBLIC	LEARNING CENTER	\$ 25,000.
SPIRIT OF '76 FOUNDATION P.O. BOX 30054 SANTA BARBARA, CA 93130	NONE	PUBLIC	GENERAL EXPENSES	10,000.
TRUST FOR PUBLIC LAND P.O. BOX 1244 GOLETA, CA 93116	NONE	PUBLIC	SANTA BARBARA COUNTY PROGRAM	20,000.
BOYS & GIRLS CLUBS OF SANTA BARBARA 632 EAST CANON PERDIDO STREET SANTA BARBARA, CA 93103	NONE	PUBLIC	SMART MOVES	15,000.
CARPINTERIA EDUCATION FOUNDATION P.O. BOX 9 CARPINTERIA, CA 93014	NONE	PUBLIC	PART-TIME COORDINATOR	15,000.
ANGELS BEARING GIFTS P.O. BOX 50418 SANTA BARBARA, CA 93150	NONE	PUBLIC	TECHNOLOGY & MARKETING	5,000.
CASA DEL HERRERO FOUNDATION 1387 EAST VALLEY ROAD SANTA BARBARA, CA 93108	NONE	PUBLIC	OPERATING EXPENSES	10,000.
ELINGS PARK FOUNDATION 1298 LAS POSITAS ROAD SANTA BARBARA, CA 93105	NONE	PUBLIC	YOUTH RECREATION	10,000.
FRIENDSHIP ADULT DAY CARE CENTER 89 EUCALYPTUS LANE SANTA BARBARA, CA 93108	NONE	PUBLIC	FRIENDSHIP RIDE	10,000.
GERVIRTZ GRADUATE SCHOOL OF EDUC, UCSB MAIL CODE 9490 SANTA BARBARA, CA 93106	NONE	PUBLIC	SENT BACK LAST YEAR GRANT ON JANUARY 13, 2009	-10,000.
GIRLS INC. OF CARPINTERIA 5315 FOOTHILL ROAD CARPINTERIA, CA 93013	NONE	PUBLIC	GENERAL SUPPORT	15,000.

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NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
HABITAT FOR HUMANITY P.O. BOX 176 SANTA BARBARA, CA 93116	NONE	PUBLIC	CONSTRUCTION OF FOUR LOW INCOME HOMES	\$ 15,000.
HOUSING TRUST FUND OF SB COUNTY P.O. BOX 60909 SANTA BARBARA, CA 93160	NONE	PUBLIC	AFFORDABLE HOUSING INITIATIVES	9,000.
RECORDING FOR THE BLIND & DYSLEXIC, INC 5638 HOLLISTER AVENUE, SUITE 210 SANTA BARBARA, CA 93117	NONE	PUBLIC	GENERAL EXPENSES	5,000.
SB FAMILY-CHANNEL ISLANDS YMCA 36 HITCHCOCK WAY SANTA BARBARA, CA 93105	NONE	PUBLIC	FINANCIAL ASSISTANCE FOR LOW INCOME FAMILIES	5,000.
UNITED BOYS & GIRLS CLUBS P.O. BOX 1485 SANTA BARBARA, CA 93102	NONE	PUBLIC	CARPINTERIA POWER HOUR	5,000.
UNITY SHOPPE, INC 1219 STATE STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	MORTGAGE DEBT REDUCTION	35,000.
YOUNG LIFE 123 WEST PADRE STREET #3 SANTA BARBARA, CA 93101	NONE	PUBLIC	CAPERNAUM PROGRAM	13,333.
FAMILY SERVICE AGENCY OF SB 123 W GUTIERREZ STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	GENERAL EXPENSES	30,000.
HOSPICE OF SANTA BARBARA 2050 ALAMEDA PADRE SERRA, SUITE 100 SANTA BARBARA, CA 93103	NONE	PUBLIC	THE CHILDREN AND FAMILIES PROGRAM	7,500.
COURT APPOINTED SPECIAL ADVOCATES 118 EAST FIGUEROA STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	VOLUNTEER ADVOCACY TRAINING	10,000.
FIRST TEE CENTRAL COAST P.O. BOX 1611 SUMMERLAND, CA 93067	NONE	PUBLIC	YOUTH GOLF-SOUTH COUNTY	10,000.

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STATEMENT 12 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
FOOD FROM THE HEART P.O.BOX 3908 SANTA BARBARA, CA 93130	NONE	PUBLIC	MEAL DELIVERY	\$ 5,000.
HELP OF CARPINTERIA 1069 CASITAS PASS ROAD CARPINTERIA, CA 93013	NONE	PUBLIC	VEHICLES	5,000.
ALEXANDER HOUSE FOUNDATION P.O.BOX 23642 SANTA BARBARA, CA 93121	NONE	PUBLIC	ASSISTANCE TO FINANCIALLY DISTRESSED SENIOR CITIZENS	10,000.
ALZHEIMER'S ASSOCIATION 1528 CHAPALA STREET, SUITE 204 SANTA BARBARA, CA 93101	NONE	PUBLIC	FAMILY SERVICES PROGRAM	5,000.
CHILD ABUSE LISTENING & MEDIATION P.O.BOX 90754 SANTA BARBARA, CA 93190	NONE	PUBLIC	MAIN SCHOOL	10,000.
PACIFIC PRIDE FOUNDATION 126 EAST HALEY STREET SANTA BARBARA, CA 93101	NONE	PUBLIC	CASE MANAGEMENT PROGRAM	5,000.
S B COUNTY GENEALOGICAL SOCIETY P.O.BOX 1303 GOLETA, CA 93116	NONE	PUBLIC	"OUR PAST-OUR FUTURE" CAMPAIGN	10,000.
JUST COMMUNITIES PHFE 1528 CHAPALA ST. #308 SANTA BARBARA, CA 93101	NONE	PUBLIC	YOUTH VIOLENCE RETREAT	5,000.

TOTAL \$ 873,699.

2009**SUPPORTING DETAIL****PAGE 1****CLIENT 6400****JUNE G. OUTHWAITE CHARITABLE TRUST
JS POUCHER, KL ENGLERT & CM COONEY CO-TR****77-6154307**

10/18/10

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**OTHER INCOME PRODUCING ACTIVITIES
INTEREST ON SAVINGS & CASH INVESTMENTS**

TAXABLE INTEREST FROM MORGAN STANLEY	\$	12,291.
SB TRUST FOR HISTORIC PRESERVATION		15,091.
WEST COAST OPPORTUNITY FUND		21,547.
UNITED STATES FREASURY		100.
TOTAL	\$	<u>49,029.</u>

**OTHER INCOME PRODUCING ACTIVITIES
DIVIDENDS/INTEREST FROM SECURITIES.**

STAFFORD FUND	\$	19,517.
MORGAN STANLEY DIVIDENDS		216,746.
WEST COAST OPPORTUNITY FUND		15,668.
CHARLES SCHWAB		173,447.
STAFFORD FUND REBATES		10,041.
TOTAL	\$	<u>435,419.</u>

JUNE G OUTHWAITE CHARITABLE TRUST
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Security	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/(Loss)
ADOBE SYSTEMS	1,000	7/15/2008	37,090	40,470	(3,380)
ALCOA INC	745	3/21/2007	12,404	25,373	(12,969)
AMERICA MOVIL SA DE CV	700	6/12/2008	34,167	40,094	(5,927)
AMERICAN ELECTRIC POWER	1,000	10/15/2009	34,940	31,140	3,800
AMERICAN TOWER CP CL A	600	5/18/2007	26,076	25,013	1,063
APPLE INC	250	5/29/2009	53,503	34,098	19,405
APPLIED MATERIALS	1,000	3/19/1998	14,300	8,528	5,772
AT&T INC	1,230	7/26/2007	35,153	49,918	(14,764)
BANK OF AMERICA CORP	2,000	8/4/2009	31,380	32,194	(814)
BANK OF NEW YORK MELLON	754	9/27/2006	21,327	28,895	(7,568)
BANK OF NEW YORK MELLON	47	9/27/2006	1,333	1,808	(475)
CISCO SYS INC	672	10/6/1997	16,592	6,065	10,527
CISCO SYS INC	1,560	3/19/1998	38,516	16,872	21,644
CONOCOPHILLIPS	300	5/24/2007	15,774	23,318	(7,544)
CONOCOPHILLIPS	20	5/24/2007	1,052	1,554	(503)
CONOCOPHILLIPS	445	5/27/2008	23,398	40,531	(17,133)
COVIDIEN PLC NEW	750	8/21/2009	35,798	30,280	5,518
DEERE & CO	450	12/14/1998	25,227	7,121	18,106
DEVON ENERGY CORP	500	12/20/2007	38,285	44,640	(6,355)
DOLLAR TREE INC	600	4/7/2009	28,902	26,653	2,249
GENERAL ELECTRIC CO	285	11/17/1997	4,403	6,902	(2,499)
GENERAL ELECTRIC CO	555	7/31/1998	8,575	16,832	(8,257)
GENERAL ELECTRIC CO	600	3/20/2001	9,270	24,989	(15,719)
GILEAD SCIENCE	500	5/10/2006	21,650	14,653	6,997
INTEL CORP	1,750	7/17/2009	36,540	32,704	3,836
ISHARES NASDAQ BIOTECH	390	9/3/2009	32,390	30,304	2,085
ITT CORP	900	3/20/2008	44,595	47,861	(3,266)
JPMORGAN CHASE & CO	277	10/21/1997	11,869	9,237	2,632
JPMORGAN CHASE & CO	273	6/21/2001	11,698	13,028	(1,330)
JPMORGAN CHASE & CO	570	7/22/2008	24,425	22,988	1,437
LOCKHEED MARTIN CORP	385	1/29/2009	29,587	32,143	(2,556)
METLIFE INCORPORATED	915	6/10/2009	33,215	30,516	2,699
MICROSOFT CORP	1,000	12/10/2009	30,950	30,185	765
MONSANTO CO/NEW	525	12/23/2008	43,801	35,191	8,610
NORFOLK SOUTHERN CORP	80	7/16/2007	4,207	4,594	(387)
NORFOLK SOUTHERN CORP	800	7/16/2007	42,072	45,949	(3,877)
NORTHERN TRUST CORP	600	1/20/2000	31,518	32,513	(995)
ORACLE CORP	1,900	8/14/2008	47,215	44,513	2,702
PENNEY J C CO	300	2/27/2007	8,148	24,800	(16,652)
PEPSICO INC NC	500	9/17/2004	30,620	25,040	5,580
PNC FINL SVCS GP	400	1/3/2007	21,404	30,368	(8,964)
PNC FINL SVCS GP	50	1/3/2007	2,676	3,796	(1,121)

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Fair Market Value as of December 31, 2009****Part II, 10b, CORPORATE STOCK****Morgan Stanley Account #064328****Page 1 of 2**

Security	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/(Loss)
PNC FINL SVCS GP	50	1/3/2007	2,676	3,797	(1,121)
PNC FINL SVCS GP	100	1/3/2007	5,351	7,598	(2,247)
POWERSHARES QQQ	1,000	4/30/2007	46,420	46,470	(50)
POWERSHARES QQQ	325	3/18/2009	15,087	9,763	5,323
PUBLIC SERVICE	900	8/8/2007	30,267	40,140	(9,873)
QUEST DIAGNOSTICS INC	800	10/10/2002	48,928	23,455	25,473
SCHLUMBERGER LTD	443	2/6/1998	29,730	15,447	14,283
STANDARD & POORS MIDCAP	150	10/15/2002	20,093	11,733	8,359
STANDARD & POORS MIDCAP	50	10/15/2002	6,698	3,910	2,788
TARGET CORPORATION		10/6/1997	8,933	2,906	6,027
TARGET CORPORATION	16	6/30/1998	777	396	381
TARGET CORPORATION	600	6/30/1998	29,130	14,859	14,271
WAL MART STORES	650	4/10/2008	35,250	36,113	(863)
WEATHERFORD					
INTERNATIONAL	1,550	9/19/2007	29,311	53,132	(23,821)
WISCONSIN ENERGY	625	12/11/2009	31,081	30,507	575
			1,395,772	1,373,898	21,874

JUNE G OUTHWAITE CHARITABLE TRUST

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Security	Quantity	Date Acquired	Market	Total Cost	Unrealized
			Value		Gain/Loss
AETNA INC (NEW)(CT)	139	7/15/09	4,587	3,632	955
AETNA INC (NEW)(CT)	153	7/20/09	5,049	3,953	1,096
ALEXANDRIA REAL ESTATE EQ INC	83	3/19/09	5,275	3,132	2,142
ALEXANDRIA REAL ESTATE EQ INC	16	5/19/09	1,017	546	471
AMPHENOL CORP NEW CL A	105	12/16/08	4,824	2,302	2,522
ARCH CAPITAL GROUP LTD	19	11/3/08	1,367	1,281	86
ARCH CAPITAL GROUP LTD	74	4/28/09	5,324	4,268	1,057
ATLAS ENERGY INC COM	153	10/27/09	4,904	4,399	504
BE AEROSPACE INC	231	8/28/09	5,752	4,235	1,517
BERKLEY W R CORP	295	9/9/08	7,230	6,909	322
BERKLEY W R CORP	52	7/23/09	1,275	1,268	6
BERKLEY W R CORP	135	10/28/09	3,309	3,369	(61)
BIOGEN IDEC INC	62	4/1/09	3,326	3,186	140
BJ'S WHOLESALE CLUB	123	9/24/09	4,017	4,420	(403)
BOSTON PROPERTIES INC	75	4/17/09	5,033	3,549	1,483
BOSTON PROPERTIES INC	51	5/15/09	3,422	2,309	1,113
C R BARD INC NJ	55	8/6/09	4,327	4,056	271
C R BARD INC NJ	39	12/22/09	3,069	3,084	(15)
CBS CORP NEW CL B SHRS	346	9/16/09	4,931	4,425	505
CBS CORP NEW CL B SHRS	249	11/10/09	3,548	3,260	288
CENTURYTEL INC	168	5/9/08	6,159	5,353	806
CLIFFS NATURAL RESOURCES INC	34	7/24/09	1,639	927	712
CLIFFS NATURAL RESOURCES INC	89	9/14/09	4,291	2,648	1,643
CLIFFS NATURAL RESOURCES INC	84	12/4/09	4,050	3,607	443
CLOROX CO DE	41	2/15/07	2,519	2,737	(218)
CLOROX CO DE	33	2/27/07	2,027	2,090	(63)
CLOROX CO DE	29	4/30/07	1,781	1,952	(171)
CMS ENERGY CP	1	6/23/05	16	15	1
CMS ENERGY CP	66	6/8/06	1,042	849	193
CMS ENERGY CP	54	1/11/07	853	873	(20)
CMS ENERGY CP	187	8/18/09	2,953	2,446	507
COMERICA INC	149	9/29/09	4,545	4,468	77
COMERICA INC	95	10/21/09	2,898	3,028	(131)
COMMSCOPE INC	39	7/21/08	1,058	1,956	(898)
COMMSCOPE INC	111	8/5/09	3,010	2,852	159
COMMSCOPE INC	89	9/11/09	2,414	2,638	(224)
COMMSCOPE INC	81	10/14/09	2,197	2,366	(170)
CONCHO RES INC	119	11/2/09	5,639	4,478	1,162
COOPER INDUSTRIES PLC CL A	8	6/28/06	344	351	(8)
COOPER INDUSTRIES PLC CL A	78	1/11/07	3,349	3,548	(199)
CORE LABORATORIES N V	44	8/13/09	5,376	4,088	1,288

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Security	Quantity	Date Acquired	Market	Total Cost	Unrealized
			Value		Gain/Loss
CORRECTIONS CORP OF AMER NEW	185	10/14/09	4,621	4,441	180
CUMMINS INC	102	6/29/09	4,788	3,715	1,072
DIGITAL REALTY TRUST INC	95	10/6/09	4,764	4,320	444
DISH NETWORK CORP CLASS A	59	2/2/09	1,250	771	479
DISH NETWORK CORP CLASS A	431	3/27/09	9,129	5,086	4,043
DISH NETWORK CORP CLASS A	196	9/28/09	4,151	3,802	350
DPL INC	49	1/11/07	1,350	1,378	(28)
DPL INC	188	1/25/07	5,179	5,365	(186)
DRILL-QUIP INC	58	5/6/08	3,355	3,421	(66)
DRILL-QUIP INC	60	5/22/08	3,471	3,696	(225)
EATON CORPORATION	57	6/22/07	3,666	5,295	(1,628)
EATON CORPORATION	20	8/22/07	1,286	1,862	(576)
EATON CORPORATION	67	8/28/09	4,309	3,675	635
EDISON INTERNATIONAL	20	1/11/07	695	864	(169)
EDISON INTERNATIONAL	30	2/12/07	1,043	1,393	(350)
EDISON INTERNATIONAL	62	2/27/07	2,156	2,892	(737)
EDISON INTERNATIONAL	132	1/2/08	4,590	6,996	(2,406)
EDWARD LIFESCIENCES CORP	93	10/24/07	8,135	4,481	3,653
EVEREST RE GROUP LTD	23	6/23/05	1,965	2,094	(128)
EVEREST RE GROUP LTD	42	1/11/07	3,589	4,130	(541)
EVEREST RE GROUP LTD	11	2/14/07	940	1,066	(126)
EVEREST RE GROUP LTD	31	4/2/08	2,649	2,873	(224)
EXCO RESOURCES INC	213	12/21/09	4,733	4,598	135
FEDL RLTY INVT TRUST S B I	74	3/17/09	4,960	3,230	1,730
FIRST HORIZON NATL CORP	361	11/18/09	4,837	4,547	291
FIRST HORIZON NATL CORP	5		67		
FIRSTENERGY CORP	16	3/27/07	748	1,056	(307)
FIRSTENERGY CORP	62	4/20/07	2,900	4,246	(1,346)
FMC CORP NEW	82	9/9/09	4,659	4,223	436
FMC CORP NEW	52	10/8/09	2,955	2,840	115
GENWORTH FINANCIAL INC CL A	390	11/16/09	4,700	4,469	231
HARLEY DAVIDSON INC	154	11/23/09	3,921	4,414	(493)
HARLEY DAVIDSON INC	118	12/10/09	3,004	3,242	(237)
HARTFORD FIN SERS GRP INC	312	7/24/09	7,444	4,542	2,902
HARTFORD FIN SERS GRP INC	95	10/29/09	2,267	2,414	(148)
HOST HOTEL & RESORTS INC	416	9/11/09	4,917	4,327	590
HOST HOTEL & RESORTS INC	486	9/25/09	5,725	4,349	1,376
HUNTSMAN CORP	380	11/10/09	4,476	3,165	1,312
IAC INTERACTIVECORP COM	219	7/13/09	4,492	3,532	960
IAC INTERACTIVECORP COM	208	10/19/09	4,266	3,966	300
INTERNATIONAL PAPER CO	187	10/16/09	5,083	4,536	547
INVESCO LTD	335	5/13/09	7,819	5,022	2,797

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Security	Quantity	Date Acquired	Market	Total Cost	Unrealized
			Value		Gain/Loss
INVESCO LTD	171	5/28/09	3,991	2,582	1,409
JANUS CAPITAL GROUP INC	372	5/13/09	5,145	3,472	1,673
JOHNSON CONTROLS INCORPORATED	23	6/26/07	639	871	(232)
JOHNSON CONTROLS INCORPORATED	39	7/27/07	1,084	1,437	(352)
JOHNSON CONTROLS INCORPORATED	198	3/31/09	5,504	2,357	3,147
KANSAS CY SOUTHN IND NEW	168	10/1/09	5,653	4,389	1,264
KINETIC CONCEPTS INC	35	6/9/08	1,350	1,547	(196)
KINETIC CONCEPTS INC	95	6/12/08	3,665	4,028	(362)
LIBERTY MEDIA HLDG SR A INTER	447	9/1/09	4,989	4,195	794
M&T BANK CORP	72	6/29/09	4,825	3,705	1,120
MARSH & MCLENNAN COS INC	60	10/17/08	1,312	1,558	(246)
MARSH & MCLENNAN COS INC	217	3/16/09	4,746	4,216	530
MARSH & MCLENNAN COS INC	114	8/6/09	2,493	2,583	(90)
MOLSON COORS BREWING CO	82	7/8/09	3,765	3,530	235
MOLSON COORS BREWING CO	63	10/2/09	2,893	3,006	(113)
NEWELL RUBBERMAID INC	177	12/27/07	2,690	4,624	(1,933)
NEWELL RUBBERMAID INC	213	8/17/09	3,238	2,828	410
NEWELL RUBBERMAID INC	196	10/8/09	2,979	2,948	31
NEWFIELD EXPL CO	49	8/14/08	2,446	2,174	272
NEWFIELD EXPL CO	161	9/4/08	8,037	6,560	1,477
NEWFIELD EXPL CO	82	6/29/09	4,093	2,645	1,449
NEWFIELD EXPL CO	63	7/14/09	3,145	2,039	1,106
NEWFIELD EXPL CO	57	12/15/09	2,845	2,594	252
NV ENERGY INC COM	403	11/3/09	5,033	4,543	491
NVR INCORPORATED NEW	9	8/13/08	6,414	5,064	1,350
OIL STATES INTL INC	137	9/10/09	5,576	4,334	1,242
OIL STATES INTL INC	73	10/12/09	2,971	2,682	289
ON SEMICONDUCTOR CORP	497	7/15/09	4,408	3,657	751
PACTIV CORP	152	7/30/09	3,722	3,923	(201)
PARAMETRIC TECH CORP NEW	304	6/23/09	5,068	3,620	1,448
PARAMETRIC TECH CORP NEW	180	7/30/09	3,001	2,333	668
PARKER HANNIFIN CORP	61	11/2/07	3,326	4,759	(1,434)
PARKER HANNIFIN CORP	19	5/19/09	1,036	862	174
PENNEY J C CO	26	4/28/09	692	707	692
PENNEY J C CO	176	5/19/09	4,683	5,342	4,683
PENNEY J C CO	86	10/6/09	2,336	3,015	(679)
PENTAIR INC	146	10/6/09	4,873	4,315	559
PPL CORPORATION	120	6/23/05	3,896	3,574	322
PPL CORPORATION	179	1/11/07	5,812	6,381	(569)
PRINCIPAL FINL GROUP INC	189	5/6/09	4,725	3,854	871

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			Value		Gain/Loss
PRINCIPAL FINL GROUP INC	122	10/1/09	3,050	3,208	(158)
PRINCIPAL FINL GROUP INC	106	12/23/09	2,650	2,701	(51)
PROGRESSIVE CORP OHIO	78	7/10/08	1,406	1,474	(68)
PROGRESSIVE CORP OHIO	411	9/4/08	7,410	7,530	(120)
QLOGIC CORP	247	12/16/09	4,678	4,606	72
RANGE RESOURCES CORP	123	12/31/08	6,470	4,229	2,241
RAYMOND JAMES FINCL INC	179	10/30/09	4,344	4,295	50
REPUBLIC SERVICES INC	32	2/19/08	918	755	163
REPUBLIC SERVICES INC	166	4/4/08	4,761	4,030	731
RYDER SYSTEMS INC	105	8/7/09	4,363	4,029	334
SCANA CORP NEW	173	10/15/09	6,503	6,077	426
SLM CORPORATION	18	8/22/08	208	249	(41)
SLM CORPORATION	339	8/4/09	3,912	2,956	956
SLM CORPORATION	308	10/14/09	3,554	2,861	693
SMUCKER JM CO COM NEW	86	4/20/09	5,347	3,308	2,039
SNAP-ON INC	106	4/28/09	4,543	3,421	1,123
SPRINT NEXTEL CORP	1218	5/28/09	4,750	5,989	(1,239)
SPRINT NEXTEL CORP	936	10/14/09	3,650	3,260	390
STARWOOD HTLS & RSTS WW INC	167	5/1/09	6,124	3,389	2,735
SUNTRUST BKS	253	6/2/09	5,171	3,823	1,349
SUNTRUST BKS	110	9/17/09	2,248	2,648	(400)
TERADYNE INC	489	8/5/09	5,359	4,075	1,284
TERRA INDUSTRIES INCORPORATED	141	3/18/09	4,731	3,900	831
TJX COS INC NEW	166	6/30/08	5,983	5,246	737
UNITED STS STL CP (NEW)	90	8/7/09	5,212	4,071	1,141
UNITED STS STL CP (NEW)	103	8/17/09	5,965	4,423	1,542
URBAN OUTFITTERS INC	177	5/5/09	6,179	3,710	2,469
VULCAN MATERIALS CO	25	5/19/09	1,318	1,098	221
VULCAN MATERIALS CO	54	8/3/09	2,847	2,602	246
WHITING PETROLEUM CORP	109	6/15/09	8,135	4,609	3,525
WHITING PETROLEUM CORP	56	7/20/09	4,179	2,213	1,966
XCEL ENERGY INC	209	8/18/09	4,406	4,025	380
XL CAPITAL LTD CL A	387	7/24/09	7,245	5,258	1,987
			597,520	520,101	83,401

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ISHARES BARCLAYS TIPS BD FD	2,575.00	4/28/2006	268,238	257,348	10,890
ISHARES BARCLAYS TIPS BD FD	5,000.00	5/1/2006	520,850	497,755	23,095
ISHARES BARCLAYS TIPS BD FD	2,343.00	1/12/2007	244,070	230,521	13,549
ISHARES BARCLAYS TIPS BD FD	368	3/12/2007	38,335	37,091	1,244
ISHARES BARCLAYS TIPS BD FD	65.17	4/9/2007	6,789	6,537	252
ISHARES BARCLAYS TIPS BD FD	68.063	5/7/2007	7,090	6,855	235
ISHARES BARCLAYS TIPS BD FD	80.625	6/7/2007	8,399	7,968	431
ISHARES BARCLAYS TIPS BD FD	80.032	7/9/2007	8,337	7,835	502
ISHARES BARCLAYS TIPS BD FD	80.368	8/7/2007	8,372	8,008	364
ISHARES BARCLAYS TIPS BD FD	77.76	9/10/2007	8,100	7,949	151
ISHARES BARCLAYS TIPS BD FD	74.203	10/5/2007	7,730	7,544	186
ISHARES BARCLAYS TIPS BD FD	55.938	11/7/2007	5,827	5,833	(6)
ISHARES BARCLAYS TIPS BD FD	73.925	12/7/2007	7,701	7,778	(78)
ISHARES BARCLAYS TIPS BD FD	91.658	1/3/2008	9,548	9,756	(208)
ISHARES BARCLAYS TIPS BD FD	95.173	2/7/2008	9,914	10,351	(436)
ISHARES BARCLAYS TIPS BD FD	78.152	3/7/2008	8,141	8,625	(484)
ISHARES BARCLAYS TIPS BD FD	97.419	4/7/2008	10,148	10,604	(456)
ISHARES BARCLAYS TIPS BD FD	70.107	5/7/2008	7,303	7,491	(188)
ISHARES BARCLAYS TIPS BD FD	132.633	6/6/2008	13,816	13,992	(176)
ISHARES BARCLAYS TIPS BD FD	115.645	7/8/2008	12,047	12,415	(368)
ISHARES BARCLAYS TIPS BD FD	153.506	8/7/2008	15,991	16,065	(74)
ISHARES BARCLAYS TIPS BD FD	134.102	9/8/2008	13,969	14,148	(178)
ISHARES BARCLAYS TIPS BD FD	136.671	10/7/2008	14,237	13,988	249
ISHARES BARCLAYS TIPS BD FD	82.307	4/7/2009	8,574	8,353	221
ISHARES BARCLAYS TIPS BD FD	110.693	5/7/2009	11,531	11,022	509
ISHARES BARCLAYS TIPS BD FD	44.986	6/5/2009	4,686	4,537	149
ISHARES BARCLAYS TIPS BD FD	47.449	7/8/2009	4,943	4,776	167
ISHARES BARCLAYS TIPS BD FD	52.858	8/7/2009	5,506	5,293	214
ISHARES BARCLAYS TIPS BD FD	111.838	9/8/2009	11,650	11,400	250
ISHARES BARCLAYS TIPS BD FD	5.749	10/7/2009	599	593	6
ISHARES BARCLAYS TIPS BD FD	41.126	11/6/2009	4,284	4,277	7
ISHARES BARCLAYS TIPS BD FD	24.889	12/7/2009	2,593	2,609	(17)
VANGUARD EMRG MKTS ETF	1,000.00	4/27/2006	42,400	36,256	6,144
VANGUARD EMRG MKTS ETF	4,000.00	4/28/2006	169,600	145,715	23,885
VANGUARD EMRG MKTS ETF	4,000.00	5/1/2006	169,600	146,830	22,770
VANGUARD EMRG MKTS ETF	2,000.00	5/1/2006	84,800	73,060	11,740
VANGUARD EMRG MKTS ETF	3,900.00	5/4/2006	165,360	146,285	19,076
VANGUARD EMRG MKTS ETF	2,700.00	1/11/2007	114,480	101,222	13,259
VANGUARD EMRG MKTS ETF	30	1/18/2007	1,272	1,138	134
VANGUARD EMRG MKTS ETF	2,600.00	1/18/2007	110,240	98,656	11,584
VANGUARD EMRG MKTS ETF	380	3/12/2007	16,112	14,600	1,512
VANGUARD EMRG MKTS ETF	515.7	12/31/2007	21,866	27,182	(5,316)
VANGUARD EMRG MKTS ETF	1,054.49	12/31/2008	44,711	24,886	19,824
VANGUARD EMRG MKTS ETF	296.374	12/31/2009	12,566	12,088	478

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Fair Market Value as of December 31, 2009****Part II, 10b, CORPORATE STOCK****Morgan Stanley Account #023514****Page 1 of 2**

Security	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/Loss
PIMCO COMM REAL RET STRAT INST	59,699.34	8/28/2006	494,311	888,923	(394,613)
PIMCO COMM REAL RET STRAT INST	37,063.79	9/21/2006	306,888	320,814	(13,925)
PIMCO COMM REAL RET STRAT INST	5,246.38	3/19/2009	43,440	38,832	4,608
T ROWE PRICE INTL DISCOVERY	16,246.24	8/31/2006	600,299	750,576	(150,278)
T ROWE PRICE INTL DISCOVERY	5,684.30	12/19/2006	210,035	258,990	(48,955)
T ROWE PRICE INTL DISCOVERY	320.154	12/16/2009	11,830	11,842	(13)
			3,929,126	4,357,213	(428,087)

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Part II, 10b, CORPORATE STOCK

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Security	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/(Loss)
ALTERA CP	1,950	1/7/2009	44,850	32,842	12,008
ALTERA CP	750	5/22/2009	17,250	11,889	5,361
APOLLO GROUP INC A	725	7/20/2009	44,696	48,816	(4,119)
APOLLO GROUP INC A	175	7/28/2009	10,789	11,778	(990)
APOLLO GROUP INC A	150	8/24/2009	9,248	9,826	(579)
APOLLO GROUP INC A	275	11/25/2009	16,954	15,369	1,585
CATERPILLAR INC	775	1/14/2009	45,376	30,670	14,706
CATERPILLAR INC	425	7/1/2009	24,884	14,501	10,383
CELGENE CORP	1,100	4/27/2009	61,314	45,311	16,003
CISCO SYS INC	2,000	7/24/2008	49,380	43,925	5,455
CISCO SYS INC	1,000	10/14/2008	24,690	18,965	5,725
CONS STAPLES SEL SECT					
SPDR FD	6,600	12/16/2009	174,702	178,271	5,725
DENTSPLY INTERNATIONAL	1,500	7/24/2008	52,995	60,107	(7,112)
DENTSPLY INTERNATIONAL	250	3/24/2009	8,833	6,627	2,206
DENTSPLY INTERNATIONAL	350	10/7/2009	12,366	12,265	100
ELECTRONIC ARTS INC	2,500	1/7/2009	45,375	44,480	895
ELECTRONIC ARTS INC	600	8/25/2009	10,890	11,381	(491)
ELECTRONIC ARTS INC	1,400	12/10/2009	25,410	23,161	2,249
EXXON MOBIL CORP	500	3/23/2000	34,575	18,943	15,632
EXXON MOBIL CORP	200	10/30/2003	13,830	7,365	6,465
EXXON MOBIL CORP	150	11/18/2009	10,373	11,325	(953)
FIRST SOLAR, INC.	150	3/6/2009	20,319	16,232	4,087
FIRST SOLAR, INC.	150	7/1/2009	20,319	23,383	(3,064)
FIRST SOLAR, INC.	200	8/25/2009	27,092	25,440	1,652
FLUOR CORP NEW	1,100	7/13/2009	50,611	51,782	(1,171)
FLUOR CORP NEW	400	10/7/2009	18,404	19,398	(994)
GENZYME CORP	600	1/8/2009	29,610	39,350	(9,740)
GENZYME CORP	125	3/24/2009	6,169	7,196	(1,027)
GENZYME CORP	325	4/13/2009	16,039	18,102	(2,063)
GENZYME CORP	225	7/28/2009	11,104	12,300	(1,196)
GILEAD SCIENCE	1,000	4/30/2009	43,300	46,560	(3,260)
GILEAD SCIENCE	300	6/16/2009	12,990	13,346	(356)
GILEAD SCIENCE	325	10/15/2009	14,073	15,230	(1,157)
ILLUMINA INC	1,000	8/24/2009	30,550	35,439	(4,889)
ILLUMINA INC	450	9/3/2009	13,748	15,986	(2,239)
ILLUMINA INC	750	11/18/2009	22,913	21,990	922
INVESCO LTD	2,750	11/19/2009	64,185	61,621	2,564
INVESCO LTD	600	12/10/2009	14,004	13,079	925
L-3 COMMUNICATIONS	600	3/6/2009	52,782	35,186	17,596
L-3 COMMUNICATIONS	125	3/24/2009	10,996	8,495	2,502
LABORATORY CP AMER	750	1/8/2009	57,278	45,279	11,999
LABORATORY CP AMER	150	5/22/2009	11,456	9,132	2,324
MEMC ELECTRONIC	1,500	12/31/2008	20,775	21,738	(963)

JUNE G. OUTHWAITE CHARITABLE TRUST**77-6154307****Fair Market Value as of December 31, 2009****Part II, 10b, CORPORATE STOCK****Morgan Stanley Account #017565****Page 1 of 2**

Security	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/(Loss)
MEMC ELECTRONIC	1,500	5/12/2009	20,775	24,886	(4,111)
MEMC ELECTRONIC	700	9/3/2009	9,695	11,365	(1,670)
MEMC ELECTRONIC	2,300	11/25/2009	31,855	28,293	3,562
MERRILL LYNCH SOFTWARE HLDS	1,900	12/16/2009	79,857	78,817	3,562
NETAPP INC COM	1,625	7/9/2009	55,559	30,827	24,732
ORACLE CORP	849	7/9/2004	21,098	9,424	11,674
ORACLE CORP	151	7/9/2004	3,752	1,676	2,076
ORACLE CORP	2,000	8/24/2005	49,700	26,285	23,415
QUALCOMM INC	1,250	1/14/2009	58,675	42,581	16,094
QUALCOMM INC	450	10/7/2009	21,123	19,075	2,048
SALESFORCE.COM,INC.	550	5/22/2009	41,151	20,086	21,065
STRYKER CORP	1,200	10/28/2005	62,592	50,009	12,584
STRYKER CORP	250	3/24/2009	13,040	8,430	4,610
TIFFANY & COMPANY	900	6/18/2009	39,591	23,005	16,586
VARIAN MEDICAL SYS	950	6/18/2009	44,812	35,172	9,640
VARIAN MEDICAL SYS	375	7/29/2009	17,689	13,560	4,129
			<u>1,878,455</u>	<u>1,637,572</u>	<u>252,698</u>

JUNE G OUTHWAITE CHARITABLE TRUST

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Fair Market Value as of December 31, 2009

Part II, 10b, CORPORATE STOCK

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Security	Quantity	Date Acquired	Market Value	Total Cost	Unrealized Gain/Loss
SPDR TRUST SERIES 1	675	5/20/2009	75,222	62,530	12,692
			75,222	62,530	12,692

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Realized Capital Gains and Losses for Year Ended 12/31/09****Part IV, Capital Gains and Losses****Morgan Stanley Account #017567****Page 1 of 1**

Security	Quantity	Date	Date	Total Cost	Proceeds	Realized
		Sold	Acquired			Gain/Loss
Spdr Barclays Capital Aggregat	440	7/14/2009	5/20/2009	24,225	24,036	(188)
Spdr Barclays Capital Aggregat	5652	12/15/2009	5/20/2009	311,176	316,170	4,995
Spdr Trust Series 1	4350	12/15/2009	5/20/2009	402,971	483,224	80,253
Standard & Poors Dep Recpts	30	7/14/2009	5/20/2009	2,784	2,690	(93)
Standard & Poors Dep Recpts	375	7/14/2009	5/20/2009	34,739	33,631	(1,108)
				775,894	859,751	83,857

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Realized Capital Gains and Losses for Year Ended 12/31/09****Part IV, Capital Gains and****Morgan Stanley Account #064328****Page 1 of 1**

Security	Quantity	Date	Date	Proceeds	Total Cost	Realized
		Acquired	Sold			Gain/Loss
Archer Daniels Midland	1150	3/20/2008	1/29/2009	31,161	47,121	(15,959)
Kroger Co	1250	3/18/2009	12/10/2009	24,744	27,060	(2,315)
3M Company	500	3/18/2009	12/28/2009	41,389	25,065	16,324
Aflac Incorporated	75	8/28/2006	5/15/2009	2,403	3,365	(962)
Aflac Incorporated	600	8/28/2006	5/15/2009	19,228	26,927	(7,699)
Apache Corp	290	10/20/2003	12/28/2009	30,297	10,207	20,089
Becton Dickinson & Co	600	10/22/2007	8/19/2009	38,887	49,392	(10,506)
Berkshire Hathaway B(Hldg Co)	3.226	11/17/1997	12/28/2009	10,522	6,802	3,720
Berkshire Hathaway B(Hldg Co)	9.774	4/29/1998	12/28/2009	31,880	21,834	10,046
Boeing Co	13	10/6/1997	8/19/2009	557	698	(140)
Boeing Co	100	10/6/1997	8/19/2009	4,288	5,368	(1,080)
Boeing Co	400	2/6/1998	8/19/2009	17,152	18,915	(1,763)
Boeing Co	12	2/6/1998	8/19/2009	515	567	(53)
Chevron Corp	335	11/12/1998	12/28/2009	25,793	13,296	12,496
Chevron Corp	310	3/22/2000	12/28/2009	23,868	10,506	13,362
Dentsply International Inc	1075	12/13/2007	3/18/2009	26,540	50,397	(23,857)
Emc Corp Mass	1300	2/10/2006	7/17/2009	17,707	17,592	115
Exxon Mobil Corp	290	10/21/1997	12/28/2009	19,841	9,522	10,319
Exxon Mobil Corp	400	11/12/1998	12/28/2009	27,366	14,704	12,663
Gilead Science	500	5/10/2006	10/15/2009	22,991	14,653	8,338
Hewlett Packard	1000	9/19/2007	5/29/2009	33,740	50,860	(17,120)
Intl Business Machines Corp	310	11/20/1998	12/28/2009	40,530	24,919	15,610
Johnson & Johnson	392	1/14/2000	12/28/2009	25,199	18,232	6,967
Johnson & Johnson	508	6/28/2000	12/28/2009	32,656	24,992	7,663
Johnson Controls Incorporated	1030	11/12/1998	12/28/2009	28,381	10,037	18,344
Pioneer Natural Resources Co	700	2/27/1998	12/28/2009	34,499	16,604	17,895
Procter & Gamble	25	11/17/1997	8/4/2009	1,371	947	424
Procter & Gamble	550	1/14/2000	8/4/2009	30,168	31,628	(1,460)
Procter & Gamble	155	11/17/1997	12/28/2009	9,365	5,870	3,495
Procter & Gamble	420	2/17/1998	12/28/2009	25,377	17,715	7,662
Texas Instruments	700	3/20/2001	7/17/2009	15,847	23,507	(7,660)
United Technologies Corp	304	10/6/1997	3/18/2009	12,719	6,084	6,636
United Technologies Corp	51	3/19/1998	3/18/2009	2,134	1,184	950
United Technologies Corp	340	3/19/1998	12/28/2009	23,629	7,892	15,737
United Technologies Corp	349	3/19/1998	12/28/2009	24,254	8,103	16,151
Wells Fargo & Co New	1200	11/12/2008	12/11/2009	30,144	35,669	(5,525)
				\$787,142	\$658,233	128,908

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Realized Capital Gains and Losses for Year Ended 12/31/09****Part IV, Capital Gains and Losses****Morgan Stanley Account #017565****Page 1 of 3**

Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Altera Cp	800	1/7/2009	7/28/2009	14,990	13,474	1,517
Anadarko Pete	150	10/2/2008	5/7/2009	7,205	6,489	716
Anadarko Pete	250	10/14/2008	10/7/2009	16,123	9,163	6,960
Apple Inc	200	10/2/2008	3/24/2009	21,253	20,318	935
Apple Inc	150	10/2/2008	4/13/2009	17,990	15,238	2,751
Apple Inc	250	10/2/2008	8/24/2009	42,335	25,397	16,938
Applied Materials Inc	2500	7/24/2008	3/6/2009	21,122	42,555	(21,433)
Applied Materials Inc	2500	10/14/2008	3/6/2009	21,122	33,255	(12,133)
Berkshire Hathaway B(Hldg Co)	5	1/8/2009	11/19/2009	17,133	15,613	1,520
Berkshire Hathaway B(Hldg Co)	10	1/8/2009	11/19/2009	34,266	31,231	3,035
Berkshire Hathaway B(Hldg Co)	3	3/24/2009	11/19/2009	10,280	8,933	1,347
Calpine Corp New	5000	10/2/2008	3/6/2009	25,408	57,735	(32,327)
Caterpillar Inc	475	1/14/2009	7/28/2009	20,046	18,798	1,249
Charles River Labs Intl Inc	300	10/14/2008	2/10/2009	8,506	14,357	(5,851)
Charles River Labs Intl Inc	1000	12/31/2008	4/30/2009	28,576	26,151	2,424
Costco Wholesale Corp New	350	6/24/2009	9/3/2009	19,107	15,824	3,284
Costco Wholesale Corp New	650	6/24/2009	12/16/2009	38,238	29,387	8,851
Costco Wholesale Corp New	425	8/24/2009	12/16/2009	25,002	20,605	4,397
Dentsply International Inc	500	7/24/2008	1/14/2009	13,434	20,036	(6,601)
Devon Energy Corp New	250	10/14/2008	1/14/2009	15,282	19,578	(4,296)
Devon Energy Corp New	350	2/12/2009	5/7/2009	20,936	17,880	3,056
Devon Energy Corp New	500	2/12/2009	11/18/2009	35,399	25,543	9,856
Electronic Arts Inc	1000	1/7/2009	3/24/2009	19,211	17,792	1,420
Emerson Electric Co	400	12/31/2008	4/27/2009	13,302	14,658	(1,356)
Emerson Electric Co	600	12/31/2008	7/1/2009	19,870	21,987	(2,117)
Emerson Electric Co	750	1/14/2009	7/1/2009	24,838	24,796	42
First Solar, Inc.	75	3/6/2009	4/30/2009	13,972	8,116	5,856
General Electric Co	1000	3/31/2009	7/13/2009	11,339	10,275	1,063
Intuit Inc	250	3/24/2009	12/16/2009	7,550	6,732	818
Intuit Inc	325	5/18/2009	12/16/2009	9,815	8,021	1,795
Intuit Inc	475	10/6/2009	12/16/2009	14,345	13,461	884
Memc Electronic Materials Inc	1000	10/14/2008	4/9/2009	18,550	24,460	(5,910)
Memc Electronic Materials Inc	750	12/31/2008	4/9/2009	13,912	10,869	3,043
Microsoft Corp	350	3/24/2009	7/9/2009	7,839	6,393	1,446
Netapp Inc Com	475	7/9/2009	11/25/2009	14,760	9,011	5,749
Netapp Inc Com	400	7/9/2009	12/10/2009	13,228	7,588	5,640
Perrigo Co	1500	1/7/2009	8/25/2009	44,760	43,449	1,310
Procter & Gamble	250	4/13/2009	11/25/2009	15,694	12,094	3,600
Procter & Gamble	500	4/13/2009	12/16/2009	31,102	24,188	6,914

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Realized Capital Gains and Losses for Year Ended 12/31/09****Part IV, Capital Gains and Losses****Morgan Stanley Account #017565****Page 1 of 3**

Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Procter & Gamble	350	6/16/2009	12/16/2009	21,771	17,701	4,070
Salesforce.Com,Inc.	500	5/8/2009	8/24/2009	26,152	20,508	5,643
Salesforce.Com,Inc.	250	5/8/2009	12/10/2009	16,070	10,254	5,816
Salesforce.Com,Inc.	200	5/22/2009	12/10/2009	12,856	7,304	5,552
Schlumberger Ltd	300	1/8/2009	6/9/2009	17,527	13,700	3,828
Schlumberger Ltd	550	1/8/2009	6/24/2009	29,616	25,116	4,500
Sunpower Corp Cl A	400	12/31/2008	1/8/2009	16,427	14,636	1,791
Sunpower Corp Cl A	600	12/31/2008	5/4/2009	17,501	21,954	(4,452)
Sunpower Corp Cl A	400	3/6/2009	5/4/2009	11,668	9,277	2,390
Superior Energy Services Inc	2000	10/2/2008	1/8/2009	35,314	54,166	(18,852)
Superior Energy Services Inc	1000	10/14/2008	1/8/2009	17,657	21,455	(3,798)
Taiwan Smcndctr Mfg Co Ltd						
Adr	1975	10/14/2008	4/27/2009	18,246	16,595	1,651
Tiffany & Company New	950	6/18/2009	10/6/2009	38,360	24,283	14,077
Varian Medical Sys Inc	350	6/18/2009	11/25/2009	16,476	12,958	3,518
Walgreen Co	2000	10/2/2008	1/7/2009	54,176	58,904	(4,728)
3M Company	200	7/14/2008	4/27/2009	11,450	13,785	(2,335)
3M Company	400	7/14/2008	6/18/2009	23,877	27,570	(3,693)
3M Company	150	10/2/2008	6/18/2009	8,954	10,024	(1,070)
3M Company	250	3/24/2009	6/18/2009	14,923	12,279	2,644
Anadarko Pete	100	9/17/2003	1/14/2009	3,808	2,084	1,724
Anadarko Pete	150	9/17/2003	1/14/2009	5,712	3,126	2,586
Anadarko Pete	350	3/31/2004	3/24/2009	15,013	9,064	5,949
Anadarko Pete	50	3/31/2004	5/7/2009	2,402	1,295	1,107
Anadarko Pete	100	3/31/2004	5/7/2009	4,803	2,589	2,215
Anadarko Pete	350	10/2/2008	10/7/2009	22,572	15,141	7,431
Charles River Labs Intl Inc	200	11/9/2005	2/10/2009	5,671	8,781	(3,111)
Charles River Labs Intl Inc	500	6/22/2006	2/10/2009	14,176	18,755	(4,579)
Chevron Corp	100	4/16/2003	6/18/2009	6,870	3,197	3,673
Chevron Corp	150	4/16/2003	6/18/2009	10,306	4,796	5,510
Chevron Corp	100	10/30/2003	6/18/2009	6,870	3,591	3,280
Chevron Corp	400	10/30/2003	6/18/2009	27,482	14,367	13,115
Coca Cola Co	500	12/14/2004	1/7/2009	22,327	20,717	1,610
Coca Cola Co	150	12/14/2004	6/25/2009	7,094	6,215	879
Coca Cola Co	850	12/14/2004	7/20/2009	43,226	35,218	8,008
Devon Energy Corp New	500	3/31/2004	1/14/2009	30,564	14,543	16,022
Exxon Mobil Corp	300	3/23/2000	1/8/2009	23,720	11,366	12,354
General Electric Co	1500	4/17/2002	7/13/2009	17,008	50,915	(33,907)
General Electric Co	700	10/30/2003	7/13/2009	7,937	20,263	(12,326)
General Electric Co	1300	12/21/2007	7/13/2009	14,740	48,755	(34,015)
Intuit Inc	500	7/9/2004	1/14/2009	11,598	9,298	2,300
Intuit Inc	1500	4/10/2007	12/16/2009	45,300	42,530	2,770
Johnson & Johnson	100	10/30/2003	3/24/2009	5,176	4,956	220
Johnson & Johnson	350	10/30/2003	5/22/2009	19,284	17,346	1,938

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Realized Capital Gains and Losses for Year Ended 12/31/09****Part IV, Capital Gains and Losses****Morgan Stanley Account #017565****Page 1 of 3**

Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Johnson & Johnson	550	4/10/2007	5/22/2009	30,304	33,978	(3,674)
Mc Graw Hill Cos Inc	100	5/8/2003	1/7/2009	2,457	2,872	(415)
Mc Graw Hill Cos Inc	200	5/8/2003	1/7/2009	4,913	5,744	(831)
Mc Graw Hill Cos Inc	600	5/8/2003	1/7/2009	14,740	17,234	(2,494)
Mc Graw Hill Cos Inc	1100	12/21/2007	1/7/2009	27,024	49,380	(22,356)
Microsoft Corp	750	3/2/2000	1/14/2009	14,173	34,891	(20,717)
Microsoft Corp	250	3/2/2000	6/16/2009	5,899	11,630	(5,731)
Microsoft Corp	350	4/19/2000	6/16/2009	8,258	13,960	(5,702)
Microsoft Corp	150	4/19/2000	7/9/2009	3,360	5,983	(2,623)
Microsoft Corp	750	10/30/2003	7/9/2009	16,798	19,655	(2,857)
Microsoft Corp	750	8/24/2005	7/9/2009	16,798	20,417	(3,618)
Oracle Corp	500	7/9/2004	1/14/2009	8,072	5,553	2,520
Oracle Corp	500	7/9/2004	3/24/2009	8,918	5,553	3,366
Pepsico Inc Nc	1000	4/16/2003	12/16/2009	60,630	39,854	20,776
Taiwan Smcndctr Mfg Co Ltd Adr	174.87	2/19/2004	1/14/2009	1,271	1,492	(222)
Taiwan Smcndctr Mfg Co Ltd Adr	1075.13	12/21/2007	1/14/2009	7,812	10,539	(2,727)
Taiwan Smcndctr Mfg Co Ltd Adr	2250	12/21/2007	2/12/2009	18,382	22,055	(3,673)
Taiwan Smcndctr Mfg Co Ltd Adr	1000	12/21/2007	4/2/2009	9,997	9,802	195
Taiwan Smcndctr Mfg Co Ltd Adr	525	12/21/2007	4/27/2009	4,850	5,146	(296)
Xilinx Inc	2000	12/14/2004	1/7/2009	35,436	60,205	(24,769)
Xilinx Inc	1000	3/23/2006	1/7/2009	17,718	25,775	(8,057)
Zimmer Hlds Inc	1300	12/21/2007	1/8/2009	52,358	88,420	(36,061)
				1,920,690	2,002,962	(82,272)

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses for Year Ended 12/31/09

Part IV, Capital Gains and Losses

Morgan Stanley Account #022726

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Activision Blizzard Inc	390	12/16/2008	5/13/2009	4,408	3,664	744
Activision Blizzard Inc	52	12/16/2008	5/28/2009	608	489	120
Activision Blizzard Inc	41	12/16/2008	7/10/2009	473	385	88
Activision Blizzard Inc	156	2/6/2009	7/10/2009	1,799	1,544	255
Activision Blizzard Inc	206	2/6/2009	7/21/2009	2,448	2,039	408
Activision Blizzard Inc	515	2/6/2009	9/15/2009	5,969	5,098	871
Affiliated Computer Svc A	64	3/10/2009	5/13/2009	2,797	2,887	(90)
Affiliated Computer Svc A	63	3/10/2009	8/17/2009	2,823	2,842	(19)
Air Prod & Chem Inc	145	9/29/2008	3/9/2009	6,658	9,983	(3,326)
Air Prod & Chem Inc	32	10/9/2008	3/9/2009	1,469	1,926	(457)
Air Prod & Chem Inc	56	10/9/2008	5/13/2009	3,369	3,370	(2)
Air Prod & Chem Inc	39	11/6/2008	5/13/2009	2,346	2,184	162
Air Prod & Chem Inc	90	11/6/2008	5/14/2009	5,557	5,040	517
Airgas Inc	96	3/18/2009	5/13/2009	3,853	3,275	578
Airgas Inc	64	3/18/2009	10/6/2009	3,095	2,183	912
Airgas Inc	30	3/18/2009	12/4/2009	1,402	1,023	379
Airgas Inc	59	6/23/2009	12/4/2009	2,758	2,349	409
Albemarle Corporation	153	4/24/2008	2/13/2009	3,558	5,867	(2,309)
Albemarle Corporation	11	5/7/2008	2/13/2009	256	428	(172)
Albemarle Corporation	200	5/7/2008	2/25/2009	3,820	7,775	(3,955)
Alexandria Real Estate Eq Inc	86	3/19/2009	5/13/2009	2,683	3,245	(562)
Alexandria Real Estate Eq Inc	7	3/19/2009	5/28/2009	240	264	(24)
American Electric Power Co	43	3/6/2009	5/13/2009	1,119	1,060	59
American Electric Power Co	78	3/6/2009	8/13/2009	2,423	1,923	500
American Electric Power Co	42	3/6/2009	10/12/2009	1,290	1,035	254
American Electric Power Co	180	4/9/2009	10/12/2009	5,527	4,713	814
Amphenol Corp New CI A	17	12/16/2008	5/13/2009	520	373	147
Amphenol Corp New CI A	11	12/16/2008	5/28/2009	363	241	122
Amphenol Corp New CI A	63	12/16/2008	11/13/2009	2,662	1,381	1,281
Annaly Capital Mngmt Inc	316	11/12/2008	3/12/2009	4,291	4,542	(251)
Annaly Capital Mngmt Inc	184	11/12/2008	4/21/2009	2,462	2,645	(183)
Annaly Capital Mngmt Inc	459	2/12/2009	4/21/2009	6,141	6,691	(550)
Aon Corp	229	9/19/2008	4/15/2009	8,942	10,832	(1,890)
Arch Capital Group Ltd	96	11/3/2008	5/13/2009	5,653	6,474	(820)
Autodesk Inc Delaware	162	5/5/2008	2/2/2009	2,703	6,258	(3,555)
Autodesk Inc Delaware	34	7/2/2008	2/2/2009	567	1,160	(593)
Autodesk Inc Delaware	210	7/18/2008	2/2/2009	3,504	7,362	(3,858)
Autozone Inc	38	7/25/2008	4/16/2009	6,209	4,929	1,280
Autozone Inc	22	7/25/2008	5/13/2009	3,416	2,853	562
Becton Dickinson & Co	54	11/21/2008	5/13/2009	3,507	3,224	283
Becton Dickinson & Co	47	11/21/2008	7/30/2009	3,452	2,806	646
Berkley W R Corp	192	7/28/2008	5/13/2009	4,495	4,471	24

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Biogen Idec Inc	67	4/1/2009	5/13/2009	3,268	3,443	(175)
Borg Warner Inc	8	3/20/2008	2/11/2009	160	342	(182)
Borg Warner Inc	110	4/3/2008	2/11/2009	2,198	4,877	(2,679)
Boston Properties Inc	78	4/17/2009	5/13/2009	3,551	3,691	(140)
Ca Incorporated	346	12/29/2008	5/13/2009	5,975	6,080	(105)
Ca Incorporated	58	12/29/2008	6/19/2009	997	1,019	(22)
Ca Incorporated	51	2/3/2009	6/19/2009	877	914	(37)
Ca Incorporated	216	2/3/2009	8/7/2009	4,694	3,872	822
Cabot Oil & Gas Corp A	127	2/2/2009	5/13/2009	3,919	3,391	528
Cabot Oil & Gas Corp A	4	2/2/2009	5/28/2009	136	107	29
Cabot Oil & Gas Corp A	128	2/2/2009	6/15/2009	4,380	3,418	962
Campbell Soup	95	7/21/2008	4/27/2009	2,385	3,335	(950)
Campbell Soup	178	2/23/2009	4/27/2009	4,468	5,114	(645)
Celanese Corp Series A Com Stk	200	4/14/2009	5/13/2009	3,750	3,475	275
Celanese Corp Series A Com Stk	161	4/14/2009	6/23/2009	3,329	2,798	531
Celanese Corp Series A Com Stk	50	4/14/2009	11/10/2009	1,473	869	604
Celanese Corp Series A Com Stk	115	5/15/2009	11/10/2009	3,387	2,182	1,205
Charles River Labs Intl Inc	299	12/9/2008	2/10/2009	8,271	7,284	987
Cliffs Natural Resources Inc	111	7/24/2009	10/19/2009	4,332	3,028	1,304
Commscope Inc	229	4/21/2008	4/20/2009	4,208	9,186	(4,978)
Commscope Inc	11	4/25/2008	4/20/2009	202	448	(245)
Discover Fincl Svcs	353	6/29/2009	8/4/2009	4,358	3,754	603
Dish Network Corp Class A	283	2/2/2009	5/13/2009	4,488	3,696	792
Ecolab Inc	211	12/22/2008	1/6/2009	7,183	7,156	27
Entergy Corp New	40	9/22/2008	9/9/2009	3,151	3,590	(439)
Eog Resources Inc	36	6/23/2008	3/30/2009	2,041	4,785	(2,744)
Eog Resources Inc	46	6/24/2008	3/30/2009	2,608	6,082	(3,475)
Eog Resources Inc	13	6/24/2008	4/1/2009	742	1,719	(977)
Eog Resources Inc	22	6/30/2008	4/1/2009	1,256	2,913	(1,657)
Eog Resources Inc	64	9/25/2008	4/1/2009	3,653	6,206	(2,554)
Eog Resources Inc	61	10/14/2008	4/1/2009	3,482	4,471	(989)
Essex Property Trust Inc	52	7/21/2008	2/12/2009	2,878	6,080	(3,202)
Essex Property Trust Inc	46	10/29/2008	2/12/2009	2,546	4,325	(1,779)
Fedl Rlty Invt Trust S B I	84	3/3/2009	4/16/2009	4,587	3,287	1,299
Fedl Rlty Invt Trust S B I	68	3/3/2009	5/13/2009	3,501	2,661	840
Fedl Rlty Invt Trust S B I	6	3/17/2009	5/13/2009	309	262	47
Fedl Rlty Invt Trust S B I	7	3/17/2009	5/28/2009	358	306	52
Fifth 3Rd Bancorp Ohio	752	11/17/2008	2/13/2009	1,519	7,020	(5,501)
Ford Motor Co New	640	4/23/2009	5/13/2009	3,094	2,812	282
Ford Motor Co New	477	4/23/2009	6/24/2009	2,743	2,096	647

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Realized Capital Gains and Losses for Year Ended 12/31/09****Part IV, Capital Gains and Losses****Morgan Stanley Account #022726****Page 1 of 13**

Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Ford Motor Co New	492	4/23/2009	6/29/2009	2,833	2,162	672
Ford Motor Co New	261	5/15/2009	6/29/2009	1,503	1,410	93
Franklin Resources Inc	111	11/11/2008	4/23/2009	6,702	6,339	363
Franklin Resources Inc	18	11/11/2008	5/13/2009	1,103	1,028	75
Franklin Resources Inc	98	2/9/2009	5/13/2009	6,003	5,444	559
General Mills Inc	130	1/7/2008	1/6/2009	7,676	7,376	300
H & R Block Inc	17	4/2/2009	7/28/2009	281	307	(25)
H & R Block Inc	240	4/2/2009	9/24/2009	4,306	4,328	(23)
Hasbro Inc	274	3/5/2009	5/1/2009	7,103	6,026	1,077
Hcp Incorporated	259	10/8/2008	2/20/2009	5,048	8,082	(3,034)
Hcp Incorporated	30	10/10/2008	2/20/2009	585	845	(260)
Hcp Incorporated	162	10/10/2008	3/10/2009	2,912	4,561	(1,648)
Hcp Incorporated	171	12/9/2008	3/10/2009	3,074	4,065	(991)
Health Care Reit Inc	117	2/25/2009	5/5/2009	3,920	3,776	144
Health Care Reit Inc	85	2/25/2009	5/13/2009	2,770	2,743	27
Health Care Reit Inc	32	3/17/2009	5/13/2009	1,043	978	65
Health Care Reit Inc	108	3/17/2009	9/9/2009	4,426	3,302	1,124
Helmerich&Payne Inc	113	10/1/2009	12/21/2009	4,588	4,375	213
Herbalife	142	5/29/2008	3/11/2009	1,796	5,511	(3,714)
Hewitt Associates Inc	117	2/18/2009	5/13/2009	3,509	3,583	(74)
Hewitt Associates Inc	102	2/18/2009	9/10/2009	3,641	3,124	518
Hudson City Bancorp Inc.	262	5/27/2008	3/23/2009	3,071	4,593	(1,521)
Huntington Bancshares	442	5/28/2008	2/13/2009	748	3,947	(3,199)
International Paper Co	328	4/28/2009	5/13/2009	3,966	3,459	507
International Paper Co	7	4/28/2009	5/28/2009	99	74	26
International Paper Co	174	4/28/2009	6/23/2009	2,183	1,835	348
International Paper Co	167	4/28/2009	6/30/2009	2,555	1,761	794
Intrepid Potash	131	6/24/2009	8/6/2009	3,471	3,608	(137)
Intrepid Potash	91	6/30/2009	8/6/2009	2,411	2,563	(152)
Invesco Ltd	121	6/12/2008	5/13/2009	1,793	3,228	(1,435)
Invesco Ltd	207	6/26/2008	5/13/2009	3,068	5,209	(2,141)
Invesco Ltd	245	3/27/2009	5/13/2009	3,631	3,576	55
Invesco Ltd	59	3/27/2009	7/24/2009	1,135	861	274
Invesco Ltd	84	5/13/2009	7/24/2009	1,616	1,259	357
Iron Mountain Inc (De)	125	6/13/2008	5/13/2009	3,318	3,683	(366)
Iron Mountain Inc (De)	33	2/4/2009	5/13/2009	876	669	207
Iron Mountain Inc (De)	11	2/4/2009	5/28/2009	292	223	69
Iron Mountain Inc (De)	86	2/4/2009	7/23/2009	2,609	1,743	866
Iron Mountain Inc (De)	152	2/4/2009	11/2/2009	3,767	3,081	686
Janus Capital Group Inc	418	5/13/2009	5/13/2009	3,846	3,901	(55)
Kinetic Concepts Inc	87	6/5/2008	5/13/2009	2,148	3,946	(1,798)
Kinetic Concepts Inc	56	6/9/2008	5/13/2009	1,382	2,475	(1,092)
Kohls Corporation Wisc	168	9/9/2008	2/4/2009	6,261	8,965	(2,704)
Kohls Corporation Wisc	33	9/9/2008	5/13/2009	1,388	1,761	(373)

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Realized Capital Gains and Losses for Year Ended 12/31/09****Part IV, Capital Gains and Losses****Morgan Stanley Account #022726****Page 1 of 13**

Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Kohls Corporation Wisc	66	10/8/2008	5/13/2009	2,777	2,533	244
Kohls Corporation Wisc	4	10/8/2008	5/28/2009	166	153	13
Kohls Corporation Wisc	83	10/8/2008	10/6/2009	4,769	3,185	1,584
Kroger Co	163	2/18/2009	5/13/2009	3,480	3,475	5
Kroger Co	150	2/18/2009	6/25/2009	3,302	3,198	104
Lamar Advertising Co Cl A	175	9/17/2009	12/10/2009	4,851	4,524	327
Landstar Systems Inc	92	9/24/2008	4/21/2009	3,114	4,209	(1,095)
Landstar Systems Inc	60	9/24/2008	5/13/2009	2,087	2,745	(658)
Landstar Systems Inc	42	11/21/2008	5/13/2009	1,461	1,213	248
Landstar Systems Inc	7	11/21/2008	5/28/2009	251	202	49
Landstar Systems Inc	96	11/21/2008	8/7/2009	3,531	2,773	758
Lincoln Ntl Corp Ind	56	7/28/2008	5/13/2009	820	2,449	(1,629)
Lincoln Ntl Corp Ind	52	5/12/2009	5/13/2009	762	825	(63)
Lincoln Ntl Corp Ind	4	5/12/2009	5/28/2009	71	63	8
Lincoln Ntl Corp Ind	275	5/12/2009	10/29/2009	7,062	4,362	2,700
M&T Bank Corp	40	5/28/2008	5/21/2009	1,829	3,421	(1,592)
Marsh & McLennan Cos Inc	287	10/17/2008	5/13/2009	5,628	7,454	(1,825)
Mosaic Company (The)	160	2/10/2009	3/24/2009	7,069	7,189	(121)
Mosaic Company (The)	113	2/13/2009	3/24/2009	4,992	4,842	150
Nasdaq Omx Group Inc (The)	243	10/8/2008	5/13/2009	4,341	6,770	(2,430)
Nasdaq Omx Group Inc (The)	32	10/8/2008	5/28/2009	659	892	(233)
Nasdaq Omx Group Inc (The)	22	10/8/2008	8/20/2009	448	613	(165)
Nasdaq Omx Group Inc (The)	220	4/2/2009	8/20/2009	4,481	4,382	99
New York Community Bancorp Inc	284	1/21/2009	5/13/2009	3,132	3,483	(350)
New York Community Bancorp Inc	264	1/21/2009	10/8/2009	3,001	3,237	(237)
Newfield Expl Co	112	7/25/2008	5/13/2009	3,518	5,903	(2,385)
Newfield Expl Co	102	8/14/2008	5/13/2009	3,204	4,525	(1,321)
Newfield Expl Co	23	8/14/2008	5/28/2009	834	1,020	(186)
Nike Inc B	153	2/4/2009	5/5/2009	8,350	6,987	1,363
Noble Energy Inc	125	3/30/2009	5/13/2009	6,723	6,467	256
Noble Energy Inc	6	3/30/2009	5/28/2009	351	310	41
Noble Energy Inc	43	3/30/2009	10/27/2009	3,039	2,225	815
Noble Energy Inc	30	4/1/2009	10/27/2009	2,120	1,667	454
Noble Energy Inc	47	4/1/2009	11/2/2009	3,074	2,611	463
Noble Energy Inc	56	7/2/2009	11/2/2009	3,663	3,175	488
Norfolk Southern Corp	96	4/21/2009	5/13/2009	3,361	3,466	(105)
Norfolk Southern Corp	97	4/21/2009	7/20/2009	4,086	3,502	583
Nucor Corporation	165	12/10/2008	2/18/2009	6,357	7,072	(714)

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Nvr Incorporated New	10	8/13/2008	5/13/2009	4,697	5,626	(929)
Nvr Incorporated New	1	8/13/2008	5/28/2009	476	563	(87)
Pactiv Corp	448	4/1/2009	5/7/2009	9,627	6,696	2,931
Penney J C Co	212	4/28/2009	5/13/2009	5,618	5,766	(148)
Penney J C Co	24	4/28/2009	5/28/2009	610	653	(43)
People'S United Financial Inc.	330	7/29/2008	5/13/2009	5,422	5,381	42
People'S United Financial Inc.	80	7/29/2008	5/22/2009	1,232	1,304	(72)
People'S United Financial Inc.	229	7/29/2008	6/29/2009	3,474	3,734	(259)
Pride Intl Inc (Dela) Com	325	5/5/2009	5/13/2009	6,650	7,636	(986)
Pride Intl Inc (Dela) Com	150	5/28/2009	8/18/2009	3,595	3,601	(6)
Principal Finl Group Inc	143	5/6/2009	5/13/2009	2,657	2,916	(259)
Principal Finl Group Inc	36	5/6/2009	5/28/2009	773	734	39
Progressive Corp Ohio	492	7/10/2008	5/13/2009	7,671	9,298	(1,627)
Prudential Financial Inc	91	2/12/2009	5/12/2009	3,578	2,279	1,300
Prudential Financial Inc	97	2/12/2009	5/13/2009	3,754	2,429	1,325
Prudential Financial Inc	95	2/12/2009	5/15/2009	3,651	2,379	1,272
Range Resources Corp	128	7/28/2008	5/13/2009	5,278	6,753	(1,475)
Range Resources Corp	122	9/5/2008	5/13/2009	5,030	5,330	(300)
Range Resources Corp	23	11/13/2008	5/13/2009	948	825	124
Range Resources Corp	20	11/13/2008	5/28/2009	902	717	185
Range Resources Corp	51	11/13/2008	7/13/2009	1,918	1,828	90
Range Resources Corp	51	11/13/2008	10/12/2009	2,720	1,828	892
Range Resources Corp	7	11/24/2008	10/12/2009	373	266	108
Range Resources Corp	20	12/31/2008	12/15/2009	947	688	259
Regency Centers Corp	122	10/1/2009	12/23/2009	4,280	4,379	(99)
Regions Financial Corp New	891	5/21/2009	9/18/2009	5,479	3,597	1,883
Ryder Systems Inc	108	7/28/2008	2/3/2009	3,719	6,998	(3,280)
Safeway Inc Com New	182	6/29/2009	10/2/2009	3,602	3,726	(124)
Simon Pty Group Inc	119	4/30/2009	5/13/2009	5,682	6,036	(353)
Simon Pty Group Inc	25	4/30/2009	5/21/2009	1,225	1,268	(43)
Simon Pty Group Inc	20	5/7/2009	5/21/2009	980	1,034	(54)
Simon Pty Group Inc	75	5/7/2009	10/16/2009	5,077	3,774	1,303
Slm Corporation	64	5/22/2008	5/13/2009	346	1,448	(1,102)
Slm Corporation	191	8/22/2008	5/13/2009	1,031	2,638	(1,607)
Slm Corporation	21	8/22/2008	5/28/2009	133	290	(157)
Smith International Inc	30	2/4/2008	1/30/2009	692	1,671	(979)
Smith International Inc	4,896	2/7/2008	1/30/2009	113	353	(240)
Smith International Inc	59	9/23/2008	5/13/2009	1,650	3,957	(2,308)
Smith International Inc	11	9/23/2008	5/28/2009	302	738	(436)
Smith International Inc	11	9/23/2008	9/3/2009	278	738	(460)
Smith International Inc	134	10/9/2008	9/3/2009	3,385	5,860	(2,475)

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Smucker Jm Co Com New	102	4/20/2009	5/13/2009	4,088	3,924	164
Snap-On Inc	108	4/28/2009	5/13/2009	3,175	3,485	(310)
Snap-On Inc	7	4/28/2009	5/28/2009	215	226	(11)
Starwood Htls & Rsts Ww Inc	179	5/1/2009	5/13/2009	3,568	3,632	(65)
Starwood Htls & Rsts Ww Inc	15	5/1/2009	5/28/2009	350	304	46
Steel Dynamics Inc	379	12/11/2008	5/13/2009	4,325	4,440	(115)
Steel Dynamics Inc	45	12/11/2008	5/28/2009	662	527	135
Steel Dynamics Inc	105	12/11/2008	7/24/2009	1,733	1,230	503
Steel Dynamics Inc	104	12/11/2008	8/7/2009	1,823	1,218	605
Steel Dynamics Inc	135	3/31/2009	8/7/2009	2,367	1,151	1,216
Terra Industries Incorporated	170	3/18/2009	5/13/2009	4,587	4,702	(115)
Tjx Cos Inc New	187	6/30/2008	5/13/2009	5,161	5,910	(748)
Urban Outfitters Inc	182	5/5/2009	5/13/2009	3,400	3,815	(415)
Urban Outfitters Inc	4	5/5/2009	5/28/2009	80	84	(4)
Viacom Inc New Class B	279	10/13/2008	1/9/2009	5,233	5,097	136
Viacom Inc New Class B	126	10/13/2008	3/30/2009	2,161	2,302	(141)
Viacom Inc New Class B	123	10/16/2008	3/30/2009	2,109	2,267	(157)
Viacom Inc New Class B	143	10/16/2008	5/13/2009	2,783	2,635	148
Viacom Inc New Class B	65	11/25/2008	5/13/2009	1,265	930	335
Viacom Inc New Class B	14	11/25/2008	5/28/2009	309	200	109
Viacom Inc New Class B	97	11/25/2008	11/10/2009	2,972	1,388	1,584
Viacom Inc New Class B	92	9/28/2009	12/28/2009	2,719	2,553	167
Vulcan Materials Co	57	5/19/2009	9/24/2009	3,068	2,503	566
Walter Energy Inc Com	100	6/29/2009	9/15/2009	6,229	3,716	2,513
Weatherford International Ltd	209	3/3/2009	5/5/2009	3,771	1,980	1,792
Weatherford International Ltd	213	3/3/2009	5/13/2009	3,828	2,017	1,810
Weatherford International Ltd	10	3/3/2009	5/28/2009	200	95	106
Weatherford International Ltd	199	3/3/2009	9/15/2009	4,346	1,885	2,461
Wellpoint Inc	155	10/23/2008	5/13/2009	7,130	6,209	921
Wellpoint Inc	11	10/23/2008	5/28/2009	512	441	72
Wellpoint Inc	15	10/23/2008	7/15/2009	746	601	145
Wellpoint Inc	50	10/27/2008	7/15/2009	2,485	1,964	522
Wellpoint Inc	73	10/27/2008	7/20/2009	3,596	2,867	729
Williams Co Inc	386	10/8/2008	1/14/2009	5,453	6,854	(1,401)
Williams Co Inc	73	10/8/2008	2/24/2009	815	1,296	(482)
Williams Co Inc	44	10/20/2008	2/24/2009	491	867	(376)
Williams Co Inc	193	10/20/2008	3/3/2009	1,941	3,801	(1,860)
Williams Co Inc	367	11/6/2008	3/3/2009	3,692	6,533	(2,842)

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Xerox Corp	474	9/21/2009	10/6/2009	3,502	4,479	(977)
Zimmer Hldgs Inc	147	9/11/2008	4/1/2009	5,297	10,411	(5,114)
Activision Blizzard Inc	180	2/21/2007	5/13/2009	2,034	1,563	472
Activision Blizzard Inc	174	5/17/2007	5/13/2009	1,967	1,650	317
Activision Blizzard Inc	202	12/4/2007	5/13/2009	2,283	2,631	(348)
Albemarle Corporation	63	1/31/2008	2/13/2009	1,465	2,260	(795)
Alliant Techsystem	2	6/23/2005	5/13/2009	169	139	30
Alliant Techsystem	34	8/16/2005	5/13/2009	2,873	2,652	221
Alliant Techsystem	1	1/11/2007	5/13/2009	85	80	4
Alliant Techsystem	33	1/11/2007	9/11/2009	2,541	2,652	(111)
American Electric Power Co	103	2/15/2007	5/13/2009	2,681	4,712	(2,031)
American Electric Power Co	38	2/27/2007	5/13/2009	989	1,726	(736)
American Electric Power Co	26	3/23/2007	5/13/2009	677	1,279	(603)
American Electric Power Co	128	9/28/2007	5/13/2009	3,332	5,978	(2,646)
American Electric Power Co	6	2/6/2008	5/13/2009	156	263	(107)
Amphenol Corp New CI A	192	5/17/2007	2/4/2009	5,405	6,605	(1,199)
Amphenol Corp New CI A	13	12/5/2007	2/4/2009	366	575	(209)
Amphenol Corp New CI A	76	12/5/2007	3/9/2009	1,767	3,364	(1,597)
Amphenol Corp New CI A	84	1/7/2008	3/9/2009	1,953	3,538	(1,585)
Amphenol Corp New CI A	19	1/7/2008	5/5/2009	650	800	(150)
Amphenol Corp New CI A	20	1/14/2008	5/5/2009	685	809	(125)
Amphenol Corp New CI A	79	2/25/2008	5/5/2009	2,704	2,995	(292)
Amphenol Corp New CI A	28	2/28/2008	5/5/2009	958	1,058	(100)
Amphenol Corp New CI A	71	2/28/2008	5/13/2009	2,171	2,683	(512)
Amphenol Corp New CI A	89	3/4/2008	5/13/2009	2,721	3,189	(468)
Assurant Inc	29	10/21/2005	5/8/2009	727	1,082	(355)
Assurant Inc	27	10/25/2005	5/8/2009	677	1,017	(340)
Assurant Inc	39	11/1/2005	5/8/2009	978	1,492	(514)
Assurant Inc	36	1/11/2007	5/8/2009	903	2,029	(1,126)
Assurant Inc	42	4/20/2007	5/8/2009	1,053	2,444	(1,390)
Autozone Inc	21	7/25/2008	8/5/2009	3,061	2,724	338
Berkley W R Corp	51	12/20/2007	5/13/2009	1,194	1,512	(318)
Berkley W R Corp	175	5/12/2008	5/13/2009	4,097	4,733	(636)
Berkley W R Corp	113	7/28/2008	11/23/2009	2,767	2,632	136
Berkley W R Corp	14	9/9/2008	11/23/2009	343	328	15
Borg Warner Inc	13	7/27/2007	2/11/2009	260	539	(280)
Borg Warner Inc	14	8/10/2007	2/11/2009	280	637	(357)
Borg Warner Inc	55	1/22/2008	2/11/2009	1,099	2,471	(1,372)
Campbell Soup	210	12/17/2007	4/27/2009	5,272	7,572	(2,301)
Centurytel Inc	0.51	5/9/2008	7/1/2009	15	16	(1)
Clorox Co De	36	6/23/2005	5/13/2009	1,849	2,008	(159)
Clorox Co De	49	1/11/2007	5/13/2009	2,517	3,128	(610)
Clorox Co De	28	2/15/2007	5/13/2009	1,438	1,869	(430)
Clorox Co De	4	2/15/2007	5/28/2009	206	267	(61)

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Cms Energy Cp	140	6/23/2005	5/13/2009	1,633	2,083	(451)
Coca Cola Enterprises Inc	136	5/14/2007	5/13/2009	2,293	3,015	(721)
Coca Cola Enterprises Inc	53	5/14/2007	12/8/2009	1,048	1,175	(126)
Coca Cola Enterprises Inc	66	6/11/2007	12/8/2009	1,306	1,501	(195)
Commerce Bancshares	33	6/23/2005	3/9/2009	942	1,444	(502)
Commerce Bancshares	44	11/28/2006	3/9/2009	1,256	1,878	(622)
Commerce Bancshares	17	1/11/2007	3/9/2009	485	758	(273)
Commerce Bancshares	12	1/11/2007	5/13/2009	392	535	(143)
Commerce Bancshares	71	2/28/2007	5/13/2009	2,321	3,217	(896)
Commerce Bancshares	11	8/9/2007	5/13/2009	360	420	(60)
Commerce Bancshares	12	8/9/2007	6/5/2009	377	458	(81)
Commerce Bancshares	85	2/15/2008	6/5/2009	2,669	3,451	(782)
Commscope Inc	98	4/25/2008	5/13/2009	2,153	3,987	(1,834)
Commscope Inc	60	5/9/2008	5/13/2009	1,318	3,056	(1,737)
Commscope Inc	17	5/9/2008	5/28/2009	423	866	(443)
Commscope Inc	15	5/9/2008	12/16/2009	400	764	(364)
Commscope Inc	112	7/21/2008	12/16/2009	2,985	5,618	(2,633)
Conagra Foods Inc	155	9/26/2007	5/13/2009	2,699	3,940	(1,242)
Conagra Foods Inc	143	10/19/2007	5/13/2009	2,490	3,468	(978)
Conagra Foods Inc	25	10/29/2007	5/13/2009	435	594	(159)
Conagra Foods Inc	21	10/29/2007	5/28/2009	384	499	(115)
Conagra Foods Inc	129	10/29/2007	10/9/2009	2,750	3,066	(316)
Conagra Foods Inc	136	11/28/2007	10/9/2009	2,899	3,277	(379)
Cooper Industries New	38	6/30/2005	5/13/2009	1,259	1,222	37
Cooper Industries New	48	6/28/2006	5/13/2009	1,591	2,108	(517)
Coventry Health Care Inc	32	2/28/2006	3/3/2009	278	1,894	(1,616)
Coventry Health Care Inc	38	1/11/2007	3/3/2009	330	1,938	(1,608)
Dish Network Corp Class A	171	3/28/2008	5/13/2009	2,712	5,003	(2,291)
Dish Network Corp Class A	133	4/30/2008	5/13/2009	2,109	4,047	(1,938)
Dish Network Corp Class A	91	5/9/2008	5/13/2009	1,443	2,728	(1,285)
Dpl Inc	249	7/5/2006	3/18/2009	5,497	6,767	(1,270)
Dpl Inc	113	7/5/2006	5/13/2009	2,462	3,071	(608)
Dpl Inc	52	7/31/2006	5/13/2009	1,133	1,445	(312)
Dpl Inc	94	8/4/2006	5/13/2009	2,048	2,546	(498)
Dpl Inc	98	9/27/2006	5/13/2009	2,136	2,705	(569)
Dpl Inc	2	9/27/2006	6/25/2009	47	55	(8)
Dpl Inc	107	1/11/2007	6/25/2009	2,517	3,009	(492)
Drill-Quip Inc	129	4/24/2008	5/13/2009	4,842	7,646	(2,804)
Drill-Quip Inc	1	5/6/2008	5/13/2009	38	59	(21)
Drill-Quip Inc	10	5/6/2008	5/28/2009	403	590	(187)
Eaton Corporation	78	6/22/2007	5/13/2009	3,485	7,245	(3,760)
Edison International	3	11/29/2005	5/13/2009	88	137	(49)
Edison International	123	6/15/2006	5/13/2009	3,592	4,880	(1,288)
Edison International	140	1/11/2007	5/13/2009	4,088	6,048	(1,960)

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Edward Lifesciences Corp	74	8/21/2007	5/13/2009	4,585	3,472	1,113
Edward Lifesciences Corp	25	10/24/2007	5/13/2009	1,549	1,205	344
Embarq Corp	80	4/29/2008	5/13/2009	3,360	3,161	199
Embarq Corp	20	5/9/2008	5/13/2009	840	873	(33)
Embarq Corp	4	5/9/2008	5/28/2009	166	175	(9)
Energizer Hldgs Inc	20	2/12/2008	5/13/2009	1,018	1,790	(772)
Energizer Hldgs Inc	20	2/12/2008	10/7/2009	1,273	1,790	(517)
Entergy Corp New	34	2/6/2006	5/13/2009	2,499	2,357	141
Entergy Corp New	85	3/3/2006	5/13/2009	6,247	6,061	186
Entergy Corp New	92	1/11/2007	5/13/2009	6,761	8,514	(1,753)
Entergy Corp New	4	1/11/2007	5/28/2009	294	370	(76)
Entergy Corp New	16	1/11/2007	6/19/2009	1,248	1,481	(233)
Entergy Corp New	12	2/26/2008	6/19/2009	936	1,258	(322)
Entergy Corp New	31	2/26/2008	9/9/2009	2,442	3,249	(807)
Entergy Corp New	78	9/22/2008	10/8/2009	6,148	7,001	(853)
Eqt Corporation Com New	74	8/13/2007	2/19/2009	2,384	3,791	(1,407)
Eqt Corporation Com New	35	10/2/2007	2/19/2009	1,128	1,842	(715)
Eqt Corporation Com New	75	10/2/2007	5/13/2009	2,684	3,948	(1,264)
Eqt Corporation Com New	31	11/26/2007	5/13/2009	1,109	1,670	(561)
Eqt Corporation Com New	61	11/26/2007	9/17/2009	2,556	3,287	(731)
Eqt Corporation Com New	39	5/7/2008	9/17/2009	1,634	2,718	(1,084)
Everest Re Group Ltd	117	6/23/2005	5/13/2009	8,372	10,650	(2,278)
Firstenergy Corp	132	6/23/2005	5/13/2009	5,443	6,308	(865)
Firstenergy Corp	11	1/11/2007	5/13/2009	454	648	(194)
Firstenergy Corp	26	1/11/2007	7/1/2009	1,023	1,531	(508)
Firstenergy Corp	24	2/1/2007	7/1/2009	945	1,452	(508)
Firstenergy Corp	15	3/27/2007	7/1/2009	590	990	(399)
Fortune Brands Inc	43	1/25/2008	5/7/2009	1,752	2,959	(1,207)
Fortune Brands Inc	53	2/29/2008	5/7/2009	2,159	3,474	(1,316)
Fortune Brands Inc	16	4/4/2008	5/7/2009	652	1,184	(533)
Fortune Brands Inc	20	4/4/2008	5/13/2009	724	1,480	(757)
Fortune Brands Inc	55	4/18/2008	5/13/2009	1,990	3,941	(1,950)
Fortune Brands Inc	21	4/28/2008	5/13/2009	760	1,434	(674)
Fortune Brands Inc	8	4/28/2008	5/28/2009	274	546	(272)
Fortune Brands Inc	36	4/28/2008	12/8/2009	1,413	2,459	(1,046)
Fortune Brands Inc	60	6/2/2008	12/8/2009	2,355	4,109	(1,755)
H & R Block Inc	25	1/29/2007	5/13/2009	364	618	(254)
H & R Block Inc	173	2/12/2007	5/13/2009	2,519	4,118	(1,599)
H & R Block Inc	135	2/22/2007	5/13/2009	1,966	3,024	(1,058)
H & R Block Inc	120	3/16/2007	5/13/2009	1,747	2,520	(772)
H & R Block Inc	89	4/19/2007	5/13/2009	1,296	1,942	(646)
H & R Block Inc	7	4/19/2007	5/28/2009	101	153	(52)
H & R Block Inc	70	4/19/2007	7/28/2009	1,158	1,527	(369)
H & R Block Inc	176	6/8/2007	7/28/2009	2,913	3,895	(982)

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Health Net Inc A	7	4/28/2006	3/3/2009	81	285	(204)
Health Net Inc A	69	1/11/2007	3/3/2009	797	3,343	(2,546)
Hudson City Bancorp Inc.	315	7/10/2007	1/8/2009	4,593	3,767	826
Hudson City Bancorp Inc.	18	12/14/2007	1/8/2009	262	266	(3)
Hudson City Bancorp Inc.	79	12/14/2007	3/23/2009	926	1,167	(241)
Ims Health Inc	119	3/10/2006	3/19/2009	1,429	2,941	(1,512)
Ims Health Inc	88	3/13/2006	3/19/2009	1,057	2,187	(1,130)
Ims Health Inc	116	4/12/2006	3/19/2009	1,393	3,015	(1,622)
Ims Health Inc	91	6/8/2006	3/19/2009	1,093	2,461	(1,369)
Ims Health Inc	151	1/11/2007	3/19/2009	1,813	4,077	(2,264)
Invesco Ltd	283	5/9/2008	5/13/2009	4,195	7,797	(3,602)
Iron Mountain Inc (De)	79	4/9/2008	5/7/2009	2,254	2,125	129
Iron Mountain Inc (De)	7	4/18/2008	5/7/2009	200	186	14
Iron Mountain Inc (De)	104	4/18/2008	5/7/2009	2,968	2,793	175
Iron Mountain Inc (De)	93	4/18/2008	5/13/2009	2,468	2,465	3
Johnson Controls Incorporated	64	2/8/2007	5/13/2009	1,137	2,032	(895)
Johnson Controls Incorporated	30	4/23/2007	5/13/2009	533	1,022	(488)
Johnson Controls Incorporated	90	6/6/2007	5/13/2009	1,599	3,384	(1,784)
Johnson Controls Incorporated	45	6/8/2007	5/13/2009	800	1,644	(845)
Johnson Controls Incorporated	36	6/11/2007	5/13/2009	640	1,326	(686)
Johnson Controls Incorporated	6	6/11/2007	5/28/2009	115	221	(106)
Johnson Controls Incorporated	13	6/26/2007	5/28/2009	250	492	(242)
Laboratory Cp Amer Hldgs New	102	12/27/2007	5/13/2009	6,508	7,769	(1,261)
Laboratory Cp Amer Hldgs New	43	1/14/2008	5/13/2009	2,744	3,354	(611)
Laboratory Cp Amer Hldgs New	5	1/14/2008	6/4/2009	308	390	(82)
Laboratory Cp Amer Hldgs New	42	1/30/2008	6/4/2009	2,584	3,146	(563)
Laboratory Cp Amer Hldgs New	6	2/25/2008	6/4/2009	369	476	(107)
Laboratory Cp Amer Hldgs New	81	2/25/2008	7/17/2009	5,391	6,427	(1,036)
Landstar Systems Inc	40	10/18/2007	4/21/2009	1,354	1,620	(266)
Landstar Systems Inc	45	11/9/2007	4/21/2009	1,523	1,852	(329)
Lazard Cla A Com Stk	43	12/1/2006	5/13/2009	1,207	1,950	(743)

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Lazard Cla A Com Stk	5	12/1/2006	5/28/2009	136	227	(90)
Lazard Cla A Com Stk	40	12/1/2006	9/24/2009	1,534	1,814	(280)
Lazard Cla A Com Stk	14	1/11/2007	9/24/2009	537	734	(197)
Lennox Intl Inc	63	6/26/2007	5/13/2009	1,889	2,080	(192)
Lennox Intl Inc	5	6/26/2007	5/28/2009	148	165	(18)
Lennox Intl Inc	1	6/26/2007	10/13/2009	35	33	2
Lennox Intl Inc	5	7/30/2007	10/13/2009	176	188	(12)
Lennox Intl Inc	52	8/7/2007	10/13/2009	1,830	1,777	53
Lincoln Ntl Corp Ind	84	2/29/2008	5/13/2009	1,231	4,402	(3,172)
Lincoln Ntl Corp Ind	31	3/12/2008	5/13/2009	454	1,548	(1,093)
Lincoln Ntl Corp Ind	69	4/3/2008	5/13/2009	1,011	3,795	(2,784)
Lorillard Inc	40	5/1/2007	5/13/2009	2,713	3,041	(328)
Lorillard Inc	35	5/1/2007	6/29/2009	2,391	2,661	(270)
M&T Bank Corp	31	7/24/2007	5/13/2009	1,451	3,269	(1,818)
M&T Bank Corp	35	7/26/2007	5/13/2009	1,639	3,664	(2,026)
M&T Bank Corp	15	8/2/2007	5/13/2009	702	1,575	(873)
M&T Bank Corp	10	8/2/2007	5/21/2009	457	1,050	(593)
M&T Bank Corp	35	5/8/2008	5/21/2009	1,600	3,218	(1,618)
Mattel Inc	275	9/21/2007	3/5/2009	2,862	6,690	(3,828)
Mattel Inc	82	9/24/2007	3/5/2009	853	1,933	(1,079)
Mattel Inc	53	10/4/2007	3/5/2009	552	1,214	(662)
Newell Rubbermaid Inc	570	6/23/2005	4/15/2009	4,182	13,560	(9,378)
Newell Rubbermaid Inc	123	1/11/2007	4/15/2009	902	3,657	(2,754)
Newell Rubbermaid Inc	41	1/11/2007	5/13/2009	411	1,219	(808)
Newell Rubbermaid Inc	97	8/28/2007	5/13/2009	973	2,554	(1,581)
Newell Rubbermaid Inc	57	12/27/2007	5/13/2009	572	1,489	(917)
Newell Rubbermaid Inc	20	12/27/2007	5/28/2009	223	522	(299)
Northern Trust Corp	87	6/23/2005	5/13/2009	4,635	3,950	684
Northern Trust Corp	20	1/11/2007	5/13/2009	1,065	1,230	(164)
Northern Trust Corp	5	1/11/2007	5/28/2009	276	307	(32)
Northern Trust Corp	32	1/11/2007	6/2/2009	1,786	1,968	(182)
Northern Trust Corp	12	1/31/2007	6/2/2009	670	723	(53)
Northern Trust Corp	54	1/31/2007	8/13/2009	3,301	3,254	47
Parker Hannifin Corp	25	9/19/2007	5/13/2009	1,075	1,935	(860)
Parker Hannifin Corp	37	11/2/2007	5/13/2009	1,591	2,887	(1,296)
Partnerre Hldgs	84	6/23/2005	5/13/2009	5,620	5,333	288
Partnerre Hldgs	5	3/16/2006	5/13/2009	335	315	20
Partnerre Hldgs	35	3/16/2006	7/24/2009	2,328	2,205	123
Partnerre Hldgs	47	1/11/2007	7/24/2009	3,126	3,356	(230)
Perkin Elmer Inc	155	8/10/2006	4/30/2009	2,251	2,941	(690)
Perkin Elmer Inc	76	1/11/2007	4/30/2009	1,104	1,644	(540)
Perkin Elmer Inc	60	2/13/2007	4/30/2009	871	1,451	(580)
Pg&E Corporation	131	6/23/2005	4/21/2009	4,978	4,900	78
Pg&E Corporation	53	6/23/2005	5/13/2009	1,917	1,982	(65)

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Pg&E Corporation	90	8/22/2006	5/13/2009	3,255	3,785	(529)
Pg&E Corporation	7	8/22/2006	7/24/2009	276	294	(19)
Pg&E Corporation	139	1/11/2007	7/24/2009	5,477	6,549	(1,072)
Ppl Corporation	388	6/23/2005	5/13/2009	12,150	11,557	593
Ppl Corporation	7	6/23/2005	5/28/2009	225	209	17
Ppl Corporation	73	6/23/2005	7/1/2009	2,451	2,174	277
Principal Finl Group Inc	132	2/11/2008	2/12/2009	1,526	7,221	(5,696)
Range Resources Corp	66	4/18/2007	5/13/2009	2,721	2,414	308
Range Resources Corp	52	11/24/2008	12/15/2009	2,462	1,974	488
Renaissance Re Holdings Ltd	69	6/23/2005	5/13/2009	3,279	3,289	(10)
Renaissance Re Holdings Ltd	37	6/23/2005	5/29/2009	1,630	1,763	(133)
Renaissance Re Holdings Ltd	28	1/11/2007	5/29/2009	1,234	1,640	(407)
Republic Services Inc	23	12/7/2006	5/13/2009	507	677	(171)
Republic Services Inc	185	1/11/2007	5/13/2009	4,074	5,212	(1,138)
Republic Services Inc	146	10/8/2007	5/13/2009	3,215	4,202	(987)
Republic Services Inc	2	10/8/2007	5/28/2009	44	58	(13)
Republic Services Inc	6	2/19/2008	5/28/2009	133	141	(8)
Republic Services Inc	129	2/19/2008	10/16/2009	3,565	3,042	523
Reynolds American Inc	127	4/12/2007	1/7/2009	4,710	7,952	(3,242)
Ross Stores Inc	111	10/12/2005	5/13/2009	3,913	2,814	1,099
Ross Stores Inc	4	1/11/2007	5/13/2009	141	129	12
Ross Stores Inc	38	1/11/2007	10/19/2009	1,760	1,222	538
Ross Stores Inc	66	5/7/2008	10/19/2009	3,056	2,254	802
Ryder Systems Inc	39	9/10/2007	2/3/2009	1,343	2,002	(660)
Ryder Systems Inc	35	9/14/2007	2/3/2009	1,205	1,770	(565)
Ryder Systems Inc	49	10/5/2007	2/3/2009	1,687	2,381	(694)
Safeway Inc Com New	173	6/13/2006	3/4/2009	3,150	4,186	(1,036)
Safeway Inc Com New	69	7/21/2006	3/4/2009	1,256	1,931	(674)
Safeway Inc Com New	65	1/11/2007	3/4/2009	1,183	2,204	(1,020)
Sempra Energy	73	3/20/2008	5/13/2009	3,269	3,610	(342)
Sempra Energy	67	3/20/2008	10/1/2009	3,350	3,314	36
Slm Corporation	264	8/22/2008	11/23/2009	2,921	3,646	(725)
Smith International Inc	35.104	10/15/2007	1/30/2009	810	2,529	(1,719)
Smith International Inc	42	1/8/2008	1/30/2009	969	3,007	(2,038)
Smith International Inc	40	1/18/2008	1/30/2009	923	2,321	(1,398)
Smith International Inc	24.049	2/7/2008	5/13/2009	672	1,732	(1,060)
Smith International Inc	13.549	2/7/2008	5/13/2009	379	976	(597)
Smith International Inc	23.402	3/18/2008	5/13/2009	654	1,686	(1,031)
Smith International Inc	28	4/18/2008	5/13/2009	783	2,099	(1,316)
Supervalu Inc	41	8/3/2006	1/12/2009	724	1,111	(387)
Supervalu Inc	13	8/23/2006	1/12/2009	230	347	(117)

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Supervalu Inc	163	11/13/2006	1/12/2009	2,879	5,488	(2,608)
Supervalu Inc	163	1/11/2007	1/12/2009	2,879	5,749	(2,870)
Supervalu Inc	29	2/9/2007	1/12/2009	512	1,098	(586)
Supervalu Inc	49	2/27/2007	1/12/2009	866	1,791	(925)
Torchmark Corp	61	10/22/2007	5/13/2009	2,135	3,924	(1,789)
Torchmark Corp	1	11/21/2007	5/13/2009	35	60	(25)
Torchmark Corp	4	11/21/2007	5/28/2009	157	239	(82)
Torchmark Corp	58	11/21/2007	9/9/2009	2,462	3,472	(1,010)
Unumprovident Corp	192	1/25/2007	5/13/2009	3,113	3,863	(750)
Unumprovident Corp	54	3/15/2007	5/13/2009	875	1,193	(318)
Unumprovident Corp	20	3/15/2007	5/28/2009	335	442	(107)
Unumprovident Corp	47	3/15/2007	9/30/2009	999	1,039	(39)
Unumprovident Corp	199	10/19/2007	9/30/2009	4,231	4,707	(476)
Viacom Inc New Class B	44	11/25/2008	12/2/2009	1,317	630	687
Viacom Inc New Class B	58	11/25/2008	12/28/2009	1,714	830	884
Willis Grp Holdings Ltd	100	12/12/2007	5/13/2009	2,558	3,818	(1,260)
Willis Grp Holdings Ltd	95	1/16/2008	5/13/2009	2,430	3,493	(1,063)
Willis Grp Holdings Ltd	21	2/12/2008	5/13/2009	537	659	(122)
Willis Grp Holdings Ltd	49	2/12/2008	11/16/2009	1,377	1,538	(162)
Willis Grp Holdings Ltd	83	2/12/2008	12/22/2009	2,197	2,606	(409)
Willis Grp Holdings Ltd	76	3/31/2008	12/22/2009	2,012	2,547	(535)
				1,218,313	1,468,047	(249,734)

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Realized Capital Gains and Losses for Year Ended 12/31/09****Part IV, Capital Gains and Losses****Morgan Stanley Accounty #022817****Page 1 of 8**

Security	Quantity	Date Date Acquired	Date Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Aegon Nv Adr	465	10/24/2008	9/23/2009	3,902	2,245	1,657
Aegon Nv Adr	1311	2/23/2009	9/23/2009	11,001	5,469	5,532
Barrick Gold Corp	107	4/9/2009	9/23/2009	3,997	3,083	913
Barrick Gold Corp	275	8/18/2009	9/23/2009	10,272	9,205	1,067
Centrais Elec Bras Adr Pref	464	10/23/2008	9/23/2009	6,449	4,001	2,449
Ericsson Lm Tel Adr Cl B New	648	3/19/2008	1/30/2009	5,145	5,683	(537)
Hachijuni Bank Ltd Adr	60	6/17/2008	3/18/2009	3,434	3,944	(510)
Impala Platinum Hldgs Ltd Adr	130	3/12/2009	9/23/2009	3,203	1,759	1,444
Kao Corp Spons Adr	91	3/11/2009	9/23/2009	22,114	16,666	5,448
Kao Corp Spons Adr	36	5/20/2009	9/23/2009	8,748	7,665	1,084
Kinross Gold Corp New	586	7/6/2009	9/23/2009	13,122	10,618	2,504
Kinross Gold Corp New	691	8/19/2009	9/23/2009	15,474	12,709	2,765
Korea Electric Power Corp Ads	55	10/29/2008	9/23/2009	801	449	352
Lihir Gold Ltd Adr	1	7/28/2008	5/20/2009	23	28	(5)
Lihir Gold Ltd Adr	234	7/28/2008	5/29/2009	6,028	6,507	(479)
Lonmin Plc Spons Adr New	50	8/4/2008	4/2/2009	1,104	2,236	(1,132)
Lonmin Plc Spons Adr New	117	9/24/2008	4/2/2009	2,584	5,697	(3,113)
Mitsui Sumitomo Unspn Adr	145	8/27/2009	9/23/2009	2,040	1,998	42
Newcrest Mining Ltd Spons Adr	254	8/3/2009	9/23/2009	7,556	6,390	1,167
Newmont Mining Corp (New)	120	3/18/2009	9/23/2009	5,373	4,307	1,067
Nexen Inc	360	1/28/2009	9/23/2009	8,575	5,364	3,211
Nintendo Co Ltd Adr New	175	8/3/2009	9/23/2009	5,715	5,941	(226)
Nintendo Co Ltd Adr New	185	8/20/2009	9/23/2009	6,042	5,988	54
Nintendo Co Ltd Adr New	212	8/27/2009	9/23/2009	6,924	6,887	37
Nippon Telegraph&Telephone Ads	210	4/13/2009	9/23/2009	4,963	3,947	1,015
Nokia Cp Adr	313	1/30/2009	4/23/2009	4,673	3,829	844
Nokia Cp Adr	712	1/30/2009	9/23/2009	11,194	8,711	2,483
Nokia Cp Adr	292	2/19/2009	9/23/2009	4,591	3,111	1,480
Nokia Cp Adr	286	7/20/2009	9/23/2009	4,496	3,749	747
Novartis Ag Adr	458	2/17/2009	9/23/2009	22,594	19,301	3,293
Novartis Ag Adr	219	4/14/2009	9/23/2009	10,804	8,079	2,725
Novartis Ag Adr	153	5/8/2009	9/23/2009	7,548	5,841	1,707
Petro Canada Common	222	2/12/2008	2/2/2009	4,791	9,831	(5,041)
Promise Co Adr	275	8/13/2008	5/7/2009	1,813	3,264	(1,451)
Promise Co Adr	810	8/13/2008	5/27/2009	5,644	9,613	(3,969)
Rohm Co Ltd Unspn Adr	96	1/16/2009	7/1/2009	3,420	2,386	1,033
Rohm Co Ltd Unspn Adr	101	1/16/2009	9/23/2009	3,469	2,510	959
Rohm Co Ltd Unspn Adr	214	1/30/2009	9/23/2009	7,351	5,418	1,933
Sanofi Aventis Ads	211	7/1/2009	9/23/2009	7,968	6,360	1,608
Seven & I Hldgs Co Ltd Adr	47	12/24/2008	9/23/2009	2,185	2,963	(778)
Seven & I Hldgs Co Ltd Adr	82	1/7/2009	9/23/2009	3,813	4,839	(1,027)
Seven & I Hldgs Co Ltd Adr	152	1/8/2009	9/23/2009	7,068	8,994	(1,926)

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Security	Quantity	Date Date Acquired	Date Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Seven & I Hldgs Co Ltd Adr	109	2/18/2009	9/23/2009	5,068	5,490	(422)
Seven & I Hldgs Co Ltd Adr	65	4/13/2009	9/23/2009	3,022	2,781	242
Seven & I Hldgs Co Ltd Adr	149	6/4/2009	9/23/2009	6,928	7,061	(133)
Seven & I Hldgs Co Ltd Adr	156	8/20/2009	9/23/2009	7,254	7,308	(54)
Shiseido Ltd Spon Adr	340	12/17/2008	9/23/2009	6,174	6,978	(804)
Shiseido Ltd Spon Adr	273	3/31/2009	9/23/2009	4,958	4,037	921
Siemens Aktiengesellschaft	196	9/29/2008	9/23/2009	19,008	18,222	786
Siemens Aktiengesellschaft	118	10/24/2008	9/23/2009	11,444	5,967	5,477
Silver Standard Resources Inc	240	8/4/2008	3/19/2009	3,777	6,646	(2,868)
Sk Telecom Co Ltd	529	4/9/2009	9/23/2009	8,429	8,362	67
Sk Telecom Co Ltd	804	5/19/2009	9/23/2009	12,811	12,848	(38)
Sk Telecom Co Ltd	246	8/19/2009	9/23/2009	3,920	3,863	57
Societe Generale Sp Adr	573	10/20/2008	9/23/2009	9,053	6,488	2,566
Societe Generale Sp Adr	635	1/16/2009	9/23/2009	10,033	5,372	4,660
Stora Enso Sp Adr Ser R	888	4/3/2009	9/15/2009	6,406	3,512	2,894
Suncor Energy Inc	86	7/23/2008	7/15/2009	2,520	4,629	(2,109)
Suncor Energy Inc New Com	175	1/29/2009	8/20/2009	5,575	3,524	2,051
Suncor Energy Inc New Com	184	1/29/2009	9/23/2009	6,709	3,705	3,003
Tdk Cp Adr New	95	7/2/2008	1/16/2009	3,572	5,773	(2,202)
Tdk Cp Adr New	50	10/22/2008	7/31/2009	2,604	1,737	867
Tdk Cp Adr New	122	10/22/2008	8/21/2009	6,922	4,239	2,684
Tdk Cp Adr New	15	10/22/2008	9/23/2009	930	521	409
Tdk Cp Adr New	201	12/12/2008	9/23/2009	12,468	6,690	5,778
Technip-Coflexip	1	9/5/2008	5/8/2009	45	71	(26)
Technip-Coflexip	101	9/5/2008	7/24/2009	6,025	7,166	(1,141)
Technip-Coflexip	68	11/19/2008	7/24/2009	4,056	1,745	2,311
Technip-Coflexip	196	11/19/2008	9/23/2009	12,585	5,029	7,556
United Utilities Group Plc	1045	12/5/2008	9/23/2009	15,685	17,781	(2,096)
Vodafone Gp Plc Ads New	278	9/24/2008	9/23/2009	6,569	6,217	353
Vodafone Gp Plc Ads New	471	10/27/2008	9/23/2009	11,130	7,793	3,338
Wolters Kluwer Nv Spon Adr	287	2/24/2009	9/23/2009	6,334	4,666	1,668
Wolters Kluwer Nv Spon Adr	320	4/29/2009	9/23/2009	7,062	5,317	1,745
Wolters Kluwer Nv Spon Adr	315	5/4/2009	9/23/2009	6,952	5,299	1,653
Wolters Kluwer Nv Spon Adr	353	6/11/2009	9/23/2009	7,791	6,258	1,532
Aegon Nv Adr	433	10/3/2005	9/23/2009	3,633	6,441	(2,808)
Alcatel-Lucent Ads	6937	2/7/2008	9/23/2009	31,091	42,404	(11,313)
Alumina Ltd	701	10/5/2005	9/23/2009	4,642	12,705	(8,063)
Alumina Ltd	111	8/4/2006	9/23/2009	735	2,143	(1,408)
Alumina Ltd	229	1/24/2007	9/23/2009	1,516	4,898	(3,382)
Alumina Ltd	319	1/31/2007	9/23/2009	2,112	6,428	(4,316)
Alumina Ltd	356	11/19/2007	9/23/2009	2,357	8,701	(6,343)
Anglogold Ashanti Limited	6	1/19/2007	2/17/2009	189	272	(83)
Anglogold Ashanti Limited	121	1/30/2007	2/17/2009	3,802	5,597	(1,795)

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Part IV, Capital Gains and Losses

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Security	Quantity	Date Date Acquired	Date Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Anglogold Ashanti Limited	23	1/30/2007	3/11/2009	729	1,064	(335)
Anglogold Ashanti Limited	120	10/2/2007	3/11/2009	3,803	5,239	(1,437)
Anglogold Ashanti Limited	133	10/2/2007	3/13/2009	4,542	5,807	(1,265)
Anglogold Ashanti Limited	62	10/2/2007	9/8/2009	2,670	2,707	(37)
Anglogold Ashanti Limited	56	10/2/2007	9/23/2009	2,293	2,445	(152)
Anglogold Ashanti Limited	64	3/3/2008	9/23/2009	2,621	2,335	286
Anglogold Ashanti Limited	244	3/18/2008	9/23/2009	9,993	8,295	1,698
Anglogold Ashanti Limited	373	7/25/2008	9/23/2009	15,276	9,182	6,094
Barrick Gold Corp	323	1/30/2007	9/23/2009	12,065	9,528	2,537
Barrick Gold Corp	112	3/20/2008	9/23/2009	4,183	4,838	(654)
Barrick Gold Corp	254	4/30/2008	9/23/2009	9,488	9,723	(235)
Barrick Gold Corp	210	9/16/2008	9/23/2009	7,844	5,813	2,031
Bp Plc Ads	92	2/23/2007	9/23/2009	5,065	5,792	(727)
Bp Plc Ads	277	2/26/2007	9/23/2009	15,251	17,824	(2,572)
Bp Plc Ads	273	6/5/2007	9/23/2009	15,031	18,666	(3,634)
Cameco Corp	202	8/8/2008	9/23/2009	5,961	6,531	(570)
Cameco Corp	304	9/16/2008	9/23/2009	8,971	7,198	1,773
Centrais Elec Bras Sp Adr Cm	34	4/2/2007	4/22/2009	434	373	61
Centrais Elec Bras Sp Adr Cm	185	5/31/2007	4/22/2009	2,361	2,467	(106)
Centrais Elec Bras Adr Pref	185	2/8/2007	9/23/2009	2,571	2,033	539
Centrais Elec Bras Adr Pref	340	5/24/2007	9/23/2009	4,726	4,255	471
Centrais Elec Bras Adr Pref	325	12/20/2007	9/23/2009	4,517	4,078	439
Centrais Elec Bras Sp Adr Cm	41	5/31/2007	9/23/2009	633	547	86
Centrais Elec Bras Sp Adr Cm	324	8/3/2007	9/23/2009	4,998	4,237	762
Currencyshares Japanese Yen	75	2/14/2007	2/25/2009	7,645	6,227	1,418
Dai Nippn Prgt Ltd Japan	268	8/26/2005	9/23/2009	3,663	4,287	(624)
Dai Nippn Prgt Ltd Japan	1462	10/5/2005	9/23/2009	19,985	23,733	(3,748)
Dai Nippn Prgt Ltd Japan	256	6/22/2006	9/23/2009	3,499	3,932	(433)
Daiwa House Ind Ltd Adr	42	10/23/2007	3/19/2009	3,329	5,227	(1,898)
Daiwa House Ind Ltd Adr	34	10/23/2007	4/8/2009	2,899	4,231	(1,332)
Daiwa House Ind Ltd Adr	4	11/26/2007	4/8/2009	341	499	(158)
Daiwa House Ind Ltd Adr	28	11/26/2007	6/15/2009	2,823	3,492	(669)
Daiwa House Ind Ltd Adr	54	11/26/2007	9/23/2009	5,670	6,734	(1,064)
Daiwa House Ind Ltd Adr	60	3/5/2008	9/23/2009	6,300	5,785	515
Daiwa House Ind Ltd Adr	56	8/28/2008	9/23/2009	5,880	5,235	645
Ericsson Lm Tel Adr Cl B New	6	11/20/2007	1/30/2009	48	76	(28)
Ericsson Lm Tel Adr Cl B New	878	11/21/2007	1/30/2009	6,972	10,580	(3,608)
Fujifilm Hldgs Corp Adr	532	10/3/2005	9/23/2009	16,236	17,621	(1,385)
Fujifilm Hldgs Corp Adr	499	3/23/2006	9/23/2009	15,229	16,221	(992)
Fujifilm Hldgs Corp Adr	124	1/30/2007	9/23/2009	3,784	4,919	(1,135)
Gold Fields Ltd. Sp. Adr	40	5/9/2007	1/30/2009	429	713	(284)
Gold Fields Ltd. Sp. Adr	361	5/21/2007	1/30/2009	3,872	6,260	(2,389)
Gold Fields Ltd. Sp. Adr	195	5/21/2007	3/6/2009	2,167	3,382	(1,215)

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Security	Quantity	Date Date Acquired	Date Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Gold Fields Ltd. Sp. Adr	54	11/7/2007	3/6/2009	600	982	(382)
Gold Fields Ltd. Sp. Adr	297	11/7/2007	3/12/2009	3,648	5,403	(1,756)
Gold Fields Ltd. Sp. Adr	176	1/31/2008	3/12/2009	2,162	2,598	(436)
Gold Fields Ltd. Sp. Adr	228	1/31/2008	3/18/2009	2,798	3,366	(568)
Gold Fields Ltd. Sp. Adr	137	1/31/2008	9/23/2009	1,877	2,022	(145)
Gold Fields Ltd. Sp. Adr	912	2/5/2008	9/23/2009	12,496	12,388	108
Gold Fields Ltd. Sp. Adr	190	4/7/2008	9/23/2009	2,603	2,632	(29)
Gold Fields Ltd. Sp. Adr	617	5/21/2008	9/23/2009	8,454	8,728	(274)
Hachijuni Bank Ltd Adr	48	6/17/2008	9/23/2009	2,528	3,155	(628)
Hachijuni Bank Ltd Adr	112	7/28/2008	9/23/2009	5,898	6,912	(1,014)
Impala Platinum Hldgs Ltd Adr	123	8/20/2008	9/11/2009	3,035	3,342	(307)
Impala Platinum Hldgs Ltd Adr	113	8/20/2008	9/23/2009	2,784	3,070	(286)
Impala Platinum Hldgs Ltd Adr	269	9/4/2008	9/23/2009	6,628	6,835	(207)
Ivanhoe Mines Ltd	215	1/13/2006	9/16/2009	2,715	1,629	1,086
Ivanhoe Mines Ltd	4	5/30/2006	9/16/2009	51	28	23
Ivanhoe Mines Ltd	691	5/30/2006	9/23/2009	8,467	4,784	3,683
Ivanhoe Mines Ltd	189	1/30/2007	9/23/2009	2,316	1,824	492
Ivanhoe Mines Ltd	271	1/9/2008	9/23/2009	3,321	2,880	441
Kirin Brewery Co Ltd Spons Adr	396	10/5/2005	2/25/2009	3,738	4,425	(687)
Kirin Brewery Co Ltd Spons Adr	553	11/14/2006	2/25/2009	5,220	7,328	(2,108)
Kirin Brewery Co Ltd Spons Adr	149	1/24/2007	2/25/2009	1,407	2,293	(887)
Kirin Brewery Co Ltd Spons Adr	483	1/31/2007	2/25/2009	4,559	7,450	(2,890)
Kirin Brewery Co Ltd Spons Adr	459	9/25/2007	2/25/2009	4,333	5,860	(1,527)
Korea Electric Power Corp Ads	86	8/25/2005	9/23/2009	1,253	1,354	(101)
Korea Electric Power Corp Ads	813	10/3/2005	9/23/2009	11,845	14,583	(2,737)
Korea Electric Power Corp Ads	292	11/8/2006	9/23/2009	4,254	5,873	(1,618)
Korea Electric Power Corp Ads	76	1/19/2007	9/23/2009	1,107	1,762	(655)
Korea Electric Power Corp Ads	221	1/30/2007	9/23/2009	3,220	5,127	(1,907)
Korea Electric Power Corp Ads	167	3/17/2008	9/23/2009	2,433	2,338	95
Kt Corp Spon Adr	202	10/3/2005	3/12/2009	2,598	4,615	(2,016)
Kt Corp Spon Adr	214	10/3/2005	4/9/2009	3,077	4,889	(1,812)
Kt Corp Spon Adr	122	4/10/2006	4/9/2009	1,754	2,684	(930)
Kt Corp Spon Adr	121	4/11/2006	4/9/2009	1,740	2,654	(914)
Kt Corp Spon Adr	111	4/11/2006	4/13/2009	1,613	2,434	(822)
Kt Corp Spon Adr	10	4/11/2006	5/19/2009	146	219	(73)
Kt Corp Spon Adr	437	2/1/2007	5/19/2009	6,381	10,242	(3,861)
Kt Corp Spon Adr	228	10/15/2007	5/19/2009	3,329	5,471	(2,142)
Kt Corp Spon Adr	106	10/15/2007	9/23/2009	1,792	2,544	(751)

JUNE G OUTHWAITE CHARITABLE TRUST
77-6154307
Realized Capital Gains and Losses for Year Ended 12/31/09
Part IV, Capital Gains and Losses
Morgan Stanley Accounty #022817
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Security	Quantity	Date Date Acquired	Date Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Kt Corp Spon Adr	201	1/23/2008	9/23/2009	3,398	4,834	(1,436)
Kt Corp Spon Adr	370	5/16/2008	9/23/2009	6,256	8,452	(2,197)
Lihir Gold Ltd Adr	66	1/31/2007	3/5/2009	1,296	1,609	(314)
Lihir Gold Ltd Adr	54	12/21/2007	3/5/2009	1,060	1,530	(470)
Lihir Gold Ltd Adr	65	12/21/2007	5/20/2009	1,494	1,842	(348)
Lihir Gold Ltd Adr	74	4/29/2008	5/20/2009	1,701	2,069	(369)
Lonmin Plc Spons Adr New	72	1/24/2007	3/11/2009	1,271	4,269	(2,997)
Lonmin Plc Spons Adr New	63	1/31/2007	3/11/2009	1,113	3,680	(2,567)
Lonmin Plc Spons Adr New	35	1/31/2007	4/2/2009	773	2,044	(1,271)
Lonmin Plc Spons Adr New	40	9/26/2007	4/2/2009	883	2,641	(1,758)
Magna Intl A Com	102	4/14/2008	9/23/2009	4,288	7,121	(2,832)
Magna Intl A Com	111	6/5/2008	9/23/2009	4,667	7,717	(3,050)
Magna Intl A Com	100	6/20/2008	9/23/2009	4,204	6,656	(2,451)
Magna Intl A Com	183	7/14/2008	9/23/2009	7,694	10,137	(2,443)
Mitsui Sumitomo Unspn Adr	162	11/8/2007	9/23/2009	2,279	2,982	(703)
Mitsui Sumitomo Unspn Adr	498	11/28/2007	9/23/2009	7,007	9,328	(2,322)
Mitsui Sumitomo Unspn Adr	546	12/11/2007	9/23/2009	7,682	10,182	(2,500)
Newcrest Mining Ltd Spons Adr	44	1/24/2007	1/27/2009	966	835	130
Newcrest Mining Ltd Spons Adr	122	1/31/2007	1/27/2009	2,677	1,984	693
Newcrest Mining Ltd Spons Adr	154	1/31/2007	9/23/2009	4,581	2,504	2,077
Newcrest Mining Ltd Spons Adr	100	4/29/2008	9/23/2009	2,975	2,533	442
Newcrest Mining Ltd Spons Adr	202	8/13/2008	9/23/2009	6,009	4,269	1,741
Newmont Mining Corp (New)	14	5/24/2007	2/6/2009	575	553	23
Newmont Mining Corp (New)	81	5/30/2007	2/6/2009	3,328	3,189	139
Newmont Mining Corp (New)	98	5/30/2007	2/27/2009	4,132	3,858	274
Newmont Mining Corp (New)	76	5/30/2007	3/20/2009	3,346	2,992	354
Newmont Mining Corp (New)	116	5/30/2007	7/6/2009	4,556	4,567	(11)
Newmont Mining Corp (New)	101	5/30/2007	8/18/2009	3,957	3,977	(20)
Newmont Mining Corp (New)	153	8/16/2007	8/18/2009	5,994	5,965	30
Newmont Mining Corp (New)	178	8/16/2007	9/23/2009	7,970	6,939	1,031
Nexen Inc	206	10/1/2007	6/2/2009	5,234	6,363	(1,129)
Nexen Inc	23	10/9/2007	6/2/2009	584	711	(127)
Nexen Inc	282	10/9/2007	9/23/2009	6,717	8,720	(2,003)
Nexen Inc	141	8/7/2008	9/23/2009	3,359	4,254	(895)
Nippon Telegraph&Telephone Ads	135	5/15/2007	9/23/2009	3,190	3,278	(88)
Nippon Telegraph&Telephone Ads	495	5/30/2007	9/23/2009	11,697	11,318	379
Nippon Telegraph&Telephone Ads	484	6/18/2007	9/23/2009	11,438	10,997	440
Nippon Telegraph&Telephone Ads	417	9/28/2007	9/23/2009	9,854	9,702	152
Novagold Res Inc New	195	1/9/2007	2/25/2009	542	3,111	(2,569)

JUNE G OUTHWAITE CHARITABLE TRUST
77-6154307
Realized Capital Gains and Losses for Year Ended 12/31/09
Part IV, Capital Gains and Losses
Morgan Stanley Accounty #022817
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Security	Quantity	Date Date Acquired	Date Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Novagold Res Inc New	1630	1/19/2007	2/25/2009	4,532	26,249	(21,717)
Novagold Res Inc New	318	1/30/2007	2/25/2009	884	5,211	(4,327)
Panasonic Corp - Spon ADR	372	8/17/2007	9/23/2009	5,707	6,553	(846)
Panasonic Corp - Spon ADR	616	9/11/2007	9/23/2009	9,450	10,570	(1,120)
Petro Canada Common	165	1/18/2008	2/2/2009	3,561	7,986	(4,425)
Promise Co ADR	376	1/31/2008	3/4/2009	2,440	6,031	(3,591)
Promise Co ADR	207	1/31/2008	5/7/2009	1,365	3,320	(1,956)
Royal Dutch Shell Plc Cl B	282	10/3/2005	9/23/2009	16,277	19,429	(3,152)
Royal Dutch Shell Plc Cl B	78	3/3/2006	9/23/2009	4,502	5,061	(559)
Royal Dutch Shell Plc Cl B	128	1/19/2007	9/23/2009	7,388	8,733	(1,345)
Royal Dutch Shell Plc Cl B	138	1/30/2007	9/23/2009	7,965	9,368	(1,403)
Sanofi Aventis Ads	198	9/24/2007	1/21/2009	6,130	8,419	(2,289)
Sanofi Aventis Ads	30	10/2/2007	1/21/2009	929	1,273	(345)
Sanofi Aventis Ads	326	10/2/2007	9/23/2009	12,311	13,839	(1,528)
Sanofi Aventis Ads	87	4/8/2008	9/23/2009	3,285	3,343	(57)
Sanofi Aventis Ads	105	4/14/2008	9/23/2009	3,965	4,003	(38)
Sanofi Aventis Ads	268	5/22/2008	9/23/2009	10,120	10,049	72
Sanofi Aventis Ads	144	8/1/2008	9/23/2009	5,438	5,102	336
Sega Sammy Holdings Spons ADR	6594	1/23/2008	9/23/2009	21,166	18,759	2,407
Sekisui House Ltd ADR	239	10/5/2005	1/30/2009	2,048	2,822	(775)
Sekisui House Ltd ADR	151	7/27/2007	1/30/2009	1,294	1,897	(603)
Sekisui House Ltd ADR	77	9/6/2007	1/30/2009	660	933	(273)
Sekisui House Ltd ADR	276	9/6/2007	4/9/2009	2,293	3,345	(1,052)
Sekisui House Ltd ADR	25	9/6/2007	5/15/2009	235	303	(68)
Sekisui House Ltd ADR	290	9/12/2007	5/15/2009	2,723	3,499	(776)
Sekisui House Ltd ADR	121	9/12/2007	9/23/2009	1,094	1,460	(366)
Sekisui House Ltd ADR	781	10/1/2007	9/23/2009	7,060	9,668	(2,608)
Sekisui House Ltd ADR	848	3/7/2008	9/23/2009	7,666	7,573	92
Shiseido Ltd Spon ADR	437	10/5/2005	9/23/2009	7,936	6,218	1,717
Shiseido Ltd Spon ADR	188	1/24/2007	9/23/2009	3,414	4,177	(763)
Shiseido Ltd Spon ADR	293	1/31/2007	9/23/2009	5,321	6,199	(879)
Sk Telecom Co Ltd	309	2/14/2008	9/23/2009	4,924	6,987	(2,064)
Sk Telecom Co Ltd	173	4/28/2008	9/23/2009	2,757	3,896	(1,139)
Sk Telecom Co Ltd	212	6/11/2008	9/23/2009	3,378	4,392	(1,014)
Stora Enso Sp ADR Ser R	250	8/26/2005	8/5/2009	1,612	3,337	(1,726)
Stora Enso Sp ADR Ser R	525	10/5/2005	8/5/2009	3,384	7,214	(3,830)
Stora Enso Sp ADR Ser R	379	10/19/2005	8/5/2009	2,443	4,906	(2,463)
Stora Enso Sp ADR Ser R	139	11/28/2005	8/5/2009	896	1,806	(910)
Stora Enso Sp ADR Ser R	227	11/29/2005	8/5/2009	1,463	2,934	(1,471)
Stora Enso Sp ADR Ser R	195	11/30/2005	8/5/2009	1,257	2,516	(1,259)
Stora Enso Sp ADR Ser R	50	12/1/2005	8/5/2009	322	645	(322)
Stora Enso Sp ADR Ser R	12	12/12/2005	8/5/2009	77	164	(87)

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses for Year Ended 12/31/09

Part IV, Capital Gains and Losses

Morgan Stanley Accounty #022817

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Security	Quantity	Date Date Acquired	Date Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Stora Enso Sp Adr Ser R	117	12/13/2005	8/5/2009	754	1,595	(840)
Stora Enso Sp Adr Ser R	83	12/13/2005	8/21/2009	562	1,131	(569)
Stora Enso Sp Adr Ser R	390	1/24/2007	8/21/2009	2,642	6,430	(3,789)
Stora Enso Sp Adr Ser R	509	1/31/2007	8/21/2009	3,448	8,392	(4,944)
Stora Enso Sp Adr Ser R	5	1/31/2007	9/15/2009	36	82	(46)
Sumitomo Tr & Bk Co Spon Adr	1471	1/17/2008	9/23/2009	7,649	9,384	(1,735)
Sumitomo Tr & Bk Co Spon Adr	688	3/11/2008	9/23/2009	3,578	4,436	(859)
Suncor Energy Inc	90	1/19/2007	3/12/2009	2,174	3,323	(1,148)
Suncor Energy Inc	108	1/30/2007	3/12/2009	2,609	4,044	(1,435)
Suncor Energy Inc	6	1/17/2008	3/12/2009	145	273	(128)
Suncor Energy Inc	54	1/17/2008	7/15/2009	1,582	2,461	(879)
Suncor Energy Inc New Com	35	7/23/2008	8/20/2009	1,115	1,884	(769)
Swisscom Ag Adr	279	10/5/2005	9/23/2009	10,222	9,064	1,158
Swisscom Ag Adr	161	1/30/2006	9/23/2009	5,899	4,969	930
Swisscom Ag Adr	42	1/24/2007	9/23/2009	1,539	1,607	(68)
Swisscom Ag Adr	262	1/31/2007	9/23/2009	9,599	9,779	(179)
Swisscom Ag Adr	119	6/8/2007	9/23/2009	4,360	4,022	338
Tdk Cp Adr New	20	7/2/2008	7/31/2009	1,042	1,215	(174)
Tdk Cp Adr New	106	7/25/2008	7/31/2009	5,521	6,562	(1,042)
Technip-Coflexip	31	9/11/2006	2/9/2009	1,163	1,759	(596)
Technip-Coflexip	22	1/19/2007	2/9/2009	825	1,419	(594)
Technip-Coflexip	43	1/30/2007	2/9/2009	1,613	2,779	(1,166)
Technip-Coflexip	5	1/30/2007	5/8/2009	223	323	(101)
Technip-Coflexip	54	1/30/2008	5/8/2009	2,404	3,523	(1,119)
Telecom Italia Spa(New)Svgs Sh	645	10/5/2005	9/23/2009	7,998	17,500	(9,501)
Telecom Italia Spa(New)Svgs Sh	136	11/21/2005	9/23/2009	1,686	3,140	(1,453)
Telecom Italia Spa(New)Svgs Sh	61	11/22/2005	9/23/2009	756	1,415	(659)
Telecom Italia Spa(New)Svgs Sh	76	11/23/2005	9/23/2009	942	1,820	(877)
Telecom Italia Spa(New)Svgs Sh	228	11/25/2005	9/23/2009	2,827	5,405	(2,578)
Telecom Italia Spa(New)Svgs Sh	217	5/10/2006	9/23/2009	2,691	5,819	(3,129)
Telecom Italia Spa(New)Svgs Sh	340	1/24/2007	9/23/2009	4,216	8,829	(4,612)
Telecom Italia Spa(New)Svgs Sh	582	1/31/2007	9/23/2009	7,217	14,648	(7,431)

JUNE G OUTHWAITE CHARITABLE TRUST**77-6154307****Realized Capital Gains and Losses for Year Ended 12/31/09****Part IV, Capital Gains and Losses****Morgan Stanley Accounty #022817****Page 1 of 8**

Security	Quantity	Date Date Acquired	Date Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Telecom Italia Spa(New)Svgs Sh	327	5/2/2008	9/23/2009	4,055	5,430	(1,375)
Tomkins Plc Ads	157	8/26/2005	2/25/2009	1,018	3,183	(2,165)
Tomkins Plc Ads	591	10/5/2005	2/25/2009	3,832	12,245	(8,413)
Tomkins Plc Ads	301	9/8/2006	2/25/2009	1,952	5,551	(3,599)
Tomkins Plc Ads	182	1/24/2007	2/25/2009	1,180	3,703	(2,522)
Tomkins Plc Ads	275	1/31/2007	2/25/2009	1,783	5,917	(4,134)
Toppan Prtg Ltd Adr	141	2/6/2007	9/23/2009	6,556	7,843	(1,287)
Toppan Prtg Ltd Adr	345	5/18/2007	9/23/2009	16,042	18,719	(2,677)
Toppan Prtg Ltd Adr	107	2/8/2008	9/23/2009	4,975	4,988	(13)
Ubs Ag New	153	1/18/2008	9/23/2009	2,904	6,259	(3,354)
Ubs Ag New	241	1/22/2008	9/23/2009	4,575	9,413	(4,839)
Ubs Ag New	164	2/29/2008	9/23/2009	3,113	5,370	(2,257)
Ubs Ag New	27	5/20/2008	9/23/2009	513	-	513
Ubs Ag New				-		
Ubs Ag New	203	6/19/2008	9/23/2009	3,853	4,090	(237)
Vodafone Gp Plc Ads New	482	6/17/2008	9/23/2009	11,390	14,336	(2,945)
Vodafone Gp Plc Ads New	314	7/22/2008	9/23/2009	7,420	8,045	(625)
Wacoal Cp Adr	33	1/24/2007	9/23/2009	2,012	2,169	(157)
Wacoal Cp Adr	49	1/31/2007	9/23/2009	2,987	3,064	(77)
Wacoal Cp Adr	98	5/30/2007	9/23/2009	5,975	6,135	(160)
Wacoal Cp Adr	100	11/6/2007	9/23/2009	6,097	6,073	23
				1,510,581	1,708,592	(198,011)

JUNE G OUTHWAITE CHARITABLE TRUST

77-6154307

Realized Capital Gains and Losses for the Year Ended 12/31/09

Part IV, Capital Gains and Losses

Morgan Stanley Account #023514

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Security	Quantity	Date Acquired	Date Sold	Proceeds	Total Cost	Realized Gain/Loss
Ishares Barclays Tips Bd Fd	3150	4/26/2006	5/13/2009	316,463	312,783	3,680
Ishares Barclays Tips Bd Fd	1471	4/28/2006	5/13/2009	147,783	147,013	770
Ishares Barclays Tips Bd Fd	25	4/28/2006	5/13/2009	2,510	2,499	11
Ishares Barclays Tips Bd Fd	929	4/28/2006	5/13/2009	93,283	92,845	438
				560,039	555,140	4,900

Application for Extension of Time To File an
Exempt Organization Return

OMB No. 1545-1709

Department of the Treasury
Internal Revenue Service

► File a separate application for each return.

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).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 an 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	Employer identification number
	June G. Outhwaite Charitable Trust JS Poucher, KL Englert & CM Cooney Co-Tr	77-6154307
	Number, street, and room or suite number. If a P.O. box, see instructions.	
	1206 Coast Village Circle, Suite #A	
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Santa Barbara, CA 93108-2710	

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 (section 401(a) or 408(a) trust)	☐ Form 5227
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 6069
☒ Form 990-PF	☐ Form 1041-A	☐ Form 8870

The books are in the care of ► Kent L. Englert, Co-TrusteeTelephone No. ► 805 695 8355 FAX No. ► 805 695 8366If 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 8/15, 20 10, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☒ calendar year 20 09 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

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	\$	0.
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	\$	8,000.
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.

3AA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev. 4-2009)

COPY

- 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 File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	June G. Outhwaite Charitable Trust JS Poucher, KL Englert & CM Cooney Co-Tr	77-6154307
	Number, street, and room or suite number. If a P.O. box, see instructions.	For IRS use only
	1206 Coast Village Circle, Suite #A	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Santa Barbara, CA 93108-2710	

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

☐ Form 990	☒ Form 990-PF	☐ Form 1041-A	☐ Form 6069
☐ Form 990-BL	☐ Form 990-T (section 401(a) or 408(a) trust)	☐ Form 4720	☐ Form 8870
☐ Form 990-EZ	☐ Form 990-T (trust other than above)	☐ Form 5227	

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 care of Kent L. Englert, Co-Trustee
Telephone No. 805 695 8355 FAX No. 805 695 8366
- 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.

- I request an additional 3-month extension of time until 11/15, 2010.
- For calendar year 2009, or other tax year beginning , 20 , and ending , 20 .
- If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension... ADDITIONAL TIME TO FILE IS NEEDED TO COMPLETE THE FINAL TAX RETURN PREPARATION AND REVIEW.

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	\$	1,523.
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	\$	8,000.
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 instrs....	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 Kent L. Englert Title Co-Trustee Date 8-16-2010