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ENVELOPE

MAY 24 2010

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

OMB No 1545-0052

2009

Department of the Treasury
Internal Revenue Service

POSTMARK DATE

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 changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
Instructions.FAIN FAMILY FOUNDATION
3001 MAIN STREET, SUITE 2B
PRESCOTT VALLEY, AZ 86314-2293

A Employer identification number

86-0974837

B Telephone number (see the instructions)

(928) 772-8810

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

\$ 999,167.

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 344,896.

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

ADMINISTRATIVE AND OPERATING EXPENSES

13 Compensation of officers, directors, trustees, etc

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch) SEE ST 1

c Other prof fees (attach sch) SEE ST 2

17 Interest

18 Taxes (attach schedule) (see instr) SEE STM 3

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

SEE STATEMENT 4

24 Total operating and administrative expenses. Add lines 13 through 23

25 Contributions, gifts, grants paid

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-)

SCANNED JUL 16 2010

16 NE

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
ASSETS	1	Cash — non-interest-bearing		2,998.	6,160.	6,160.
	2	Savings and temporary cash investments		21,103.	88,919.	88,919.
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)	459,604.			
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) STATEMENT 5	55,687.	308,369.	299,088.		
14	Land, buildings, and equipment basis 778,132.					
	Less: accumulated depreciation (attach schedule) SEE STMT 6	156,142.	642,266.	621,990.	605,000.	
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see instructions Also, see page 1, item I)	1,181,658.	1,025,438.	999,167.		
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)	0.	0.		
FUND ASSETS	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>					
	24	Unrestricted	1,181,658.	1,025,438.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>					
	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				
	30	Total net assets or fund balances (see the instructions)	1,181,658.	1,025,438.		
	31	Total liabilities and net assets/fund balances (see the instructions)	1,181,658.	1,025,438.		

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	1,181,658.
2	Enter amount from Part I, line 27a	2	-156,220.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	1,025,438.
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	1,025,438.

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 7				
b				
c				
d				
e				

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

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div>		2	-119,887.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="border: 1px solid black; padding: 2px;"> If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8 </div>		3	-39,854.

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	27,896.	606,785.	0.045973
2007	42,870.	693,186.	0.061845
2006	31,662.	686,963.	0.046090
2005	31,532.	604,596.	0.052154
2004	37,172.	616,972.	0.060249

2 Total of line 1, column (d)	2	0.266311
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	0.053262
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	403,751.
5 Multiply line 4 by line 3	5	21,505.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	21,505.
8 Enter qualifying distributions from Part XII, line 4	8	16,502.

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments			
a 2009 estimated tax prmts and 2008 overpayment credited to 2009	6a		
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7		0.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <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>	1b	X
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>	3	X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	4b	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>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XIV</i>	7	X
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) AZ		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>	9	X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	10	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>N/A</u>	13	X	
14	The books are in care of <u>FAIN FAMILY FOUNDATION</u> Telephone no <u>(928) 772-8810</u> Located at <u>3001 MAIN ST, #2B, PRESCOTT VALLEY, AZ</u> ZIP + 4 <u>86314</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

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

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

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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
NORMAN W. FAIN, II 3001 MAIN STREET, SUITE 2B PRESCOTT VALLEY, AZ 86314	DIRECTOR 5.00	0.	0.	0.

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

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

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 TEMPORARILY OPERATE AND MAINTAIN A CHAPEL IN PRESCOTT VALLEY, AZ THAT IS OPEN TO THE PUBLIC FREE OF CHARGE UNTIL SUCH TIME AS A SUITABLE NONPROFIT ORGANIZATION CAN ASSUME OWNERSHIP RESPONSIBILITIES.	16,502.
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 N/A	
2	
All other program-related investments. See instructions	
3	
Total. Add lines 1 through 3	0.

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities	1a	72,546.
b Average of monthly cash balances	1b	337,353.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	409,899.
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	409,899.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	6,148.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	403,751.
6 Minimum investment return. Enter 5% of line 5	6	20,188.

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	20,188.
2a Tax on investment income for 2009 from Part VI, line 5	2a	
b Income tax for 2009 (This does not include the tax from Part VI).	2b	
c Add lines 2a and 2b	2c	
3 Distributable amount before adjustments Subtract line 2c from line 1	3	20,188.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	20,188.
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	20,188.

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	16,502.
b Program-related investments — total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	16,502.
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	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	16,502.

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

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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				20,188.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years: 20____, 20____, 20____		0.		
3 Excess distributions carryover, if any, to 2009.				
a From 2004	6,444.			
b From 2005	1,356.			
c From 2006				
d From 2007	8,852.			
e From 2008				
f Total of lines 3a through e	16,652.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 16,502.				
a Applied to 2008, but not more than line 2a			0.	
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				16,502.
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))	3,686.			3,686.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,966.			
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				0.
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)	2,758.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	10,208.			
10 Analysis of line 9:				
a Excess from 2005	1,356.			
b Excess from 2006				
c Excess from 2007	8,852.			
d Excess from 2008				
e Excess from 2009				

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				N/A
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Total				3a
b Approved for future payment				
Total				3b

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	162.	
4	Dividends and interest from securities			14	897.	
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					-119,887.
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory					
11	Other revenue					
a						
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e)				1,059.	-119,887.
13	Total. Add line 12, columns (b), (d), and (e)				13	-118,828.

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

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

[illegible]

Form **4562**Department of the Treasury
Internal Revenue Service (99)**Depreciation and Amortization**
(Including Information on Listed Property)

OMB No 1545-0172

2009Attachment
Sequence No **67**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return

FAIN FAMILY FOUNDATIONIdentifying number
86-0974837

Business or activity to which this form relates

FORM 990/990-PF**Part I Election To Expense Certain Property Under Section 179***Note: If you have any listed property, complete Part V before you complete Part I*

1	Maximum amount See the instructions for a higher limit for certain businesses	1	\$250,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	\$800,000.
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instrs)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12	13	

*Note: Do not use Part II or Part III below for listed property. Instead, use Part V***Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)** (See instructions)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	20,276.
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B – Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only — see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs	MM	S/L	
			27.5 yrs	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C – Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions)

21	Listed property Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations — see instructions	22	20,276.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

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STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FAIN SIGNATURE GROUP, LLC	\$ 4,000.			\$ 4,000.
TOTAL	\$ 4,000.	\$ 0.	\$ 0.	\$ 4,000.

STATEMENT 2
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
MORGAN STANLEY MANAGEMENT FEE	\$ 284.	\$ 284.	\$ 284.	
TOTAL	\$ 284.	\$ 284.	\$ 284.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	\$ -853.			
TOTAL	\$ -853.	\$ 0.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADVERTISING	\$ 961.			\$ 961.
CHAPEL REIMBURSEMENTS	-7,800.			-7,800.
FOREIGN TAXES	31.	\$ 31.	\$ 31.	
INSURANCE	1,861.			1,861.
INVESTMENT PARTNERSHIP ACTIVITY.	1,152.	1,152.	1,152.	
LICENSE	10.			10.
OFFICE EXPENSE	15.			15.
PAYROLL TAXES	698.			698.
PROMOTION	100.			100.
REPAIRS AND MAINTENANCE	3,727.			3,727.
SECURITY	252.			252.
SUPPLIES	522.			522.
TELEPHONE	588.			588.
UTILITIES	2,224.			2,224.

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STATEMENT 4 (CONTINUED)
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WORKMAN'S COMP INSURANCE	\$ 224.			\$ 224.
TOTAL	\$ 4,565.	\$ 1,183.	\$ 1,183.	\$ 3,382.

STATEMENT 5
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
MORGAN STANLEY MANAGED PARTNERSHIPS	MKT VAL	\$ 51,010.	\$ 51,003.
MORGAN STANLEY INVESTMENT ACCOUNT	MKT VAL	257,359.	248,085.
TOTAL		\$ 308,369.	\$ 299,088.

STATEMENT 6
FORM 990-PF, PART II, LINE 14
LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
FURNITURE AND FIXTURES	\$ 40,135.	\$ 27,263.	\$ 12,872.	\$ 5,000.
BUILDINGS	651,997.	128,879.	523,118.	500,000.
LAND	86,000.		86,000.	100,000.
TOTAL	\$ 778,132.	\$ 156,142.	\$ 621,990.	\$ 605,000.

STATEMENT 7
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	SEE SCHEDULE A MS ACCOUNT 250 065567 050	PURCHASED	1/01/2009	1/23/2009
2	SEE SCHEDULE A MS ACCOUNT 250 065567 050	PURCHASED	1/01/2008	1/23/2009
3	SEE SCHEDULE A MS ACCOUNT 250 065571 050	PURCHASED	1/01/2009	1/23/2009
4	SEE SCHEDULE A MS ACCOUNT 250 065571 050	PURCHASED	1/01/2008	1/23/2009
5	SEE SCHEDULE A MS ACCOUNT 250 065572 050	PURCHASED	1/01/2009	1/23/2009
6	SEE SCHEDULE A MS ACCOUNT 250 065572 050	PURCHASED	1/01/2008	1/23/2009
7	MORGAN STANLEY PARTNERSHIPS	PURCHASED	1/01/2009	12/31/2009
8	MORGAN STANLEY PARTNERSHIPS	PURCHASED	1/01/2008	12/31/2009

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STATEMENT 7 (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)
1	45,589.		63,193.	-17,604.				\$ -17,604.
2	82,264.		92,632.	-10,368.				-10,368.
3	16,934.		21,333.	-4,399.				-4,399.
4	88,852.		118,827.	-29,975.				-29,975.
5	41,481.		57,888.	-16,407.				-16,407.
6	69,776.		107,385.	-37,609.				-37,609.
7	0.		1,444.	-1,444.				-1,444.
8	0.		2,081.	-2,081.				-2,081.
							TOTAL	<u>\$ -119,887.</u>

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2009 FEDERAL BOOK SUMMARY DEPRECIATION SCHEDULE

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NO.	DESCRIPTION	DATE ACQUIRED	DATE SOLD	COST/ BASIS	BUS. PCT.	CUR 179/ SDA	PRIOR 179/ SDA/ DEPR.	METHOD	LIFE	CURRENT DEPR.
FORM 990/990-PF										
BUILDINGS										
1	CHAPEL	4/12/02		651,997			112,162	S/L MM	39	16,717
	TOTAL BUILDINGS			651,997		0	112,162			16,717
FURNITURE AND FIXTURES										
3	BRONZE PLAQUE	4/12/02		4,223			1,833	S/L HY	15	282
4	DISPLAY CASE	4/12/02		6,420			5,960	S/L HY	7	460
5	WALNUT CHAIR	4/12/02		753			702	S/L HY	7	51
6	50 FOLDING CHAIRS	4/12/02		5,901			5,480	S/L HY	7	421
7	CHAPEL SIGN	4/12/02		2,920			1,267	S/L HY	15	195
8	12 OAK PEWS	7/28/04		10,800			6,942	S/L HY	7	1,542
10	BRASS PLAQUES	4/25/06		9,118			1,520	S/L HY	15	608
	TOTAL FURNITURE AND FIXTURE			40,135		0	23,704			3,559
LAND										
2	LAND	1/01/00		81,000						0
9	LAND	6/15/05		5,000						0
	TOTAL LAND			86,000		0	0			0
	TOTAL DEPRECIATION			778,132		0	135,866			20,276
	GRAND TOTAL DEPRECIATION			778,132		0	135,866			20,276

Fain Family Foundation
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Morgan Stanley
Account Number 250 065567 050

ITEM	QUANTITY	DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	GAIN OR (LOSS)
1	60	Amazon Com Inc	8/8/2008	1/14/2009	3,004	4,778	(1,774)
2	31	Apple Inc	9/19/2008	1/14/2009	2,673	4,320	(1,647)
3	125	AT&T Inc	11/11/2008	1/14/2009	3,191	3,417	(226)
4	65	Costco Wholesale Corp New	10/14/2008	1/14/2009	3,135	3,794	(659)
5	60	Exelon Corp	1/17/2008	1/14/2009	3,135	4,769	(1,634)
6	95	JPMorgan Chase & Co	11/17/2008	1/14/2009	2,433	3,160	(727)
7	145	Kraft Foods Inc CL A	8/19/2008	1/14/2009	4,119	4,739	(620)
8	145	Lowe's Companies Inc	12/11/2008	1/14/2009	2,875	3,139	(264)
9	145	Microsoft Corp	10/20/2008	1/14/2009	2,827	3,413	(586)
10	55	Northern Trust Corp	9/8/2008	1/14/2009	2,565	4,511	(1,946)
11	80	Nucor Corporation	2/15/2008	1/14/2009	3,282	4,887	(1,605)
12	225	Oracle Corp	6/6/2008	1/14/2009	3,791	5,170	(1,379)
13	95	Qualcomm Inc	7/10/2008	1/14/2009	3,257	4,546	(1,289)
14	100	St Jude Medical Inc	5/20/2008	1/14/2009	3,038	4,073	(1,035)
15	75	T Rowe Price Group Inc	8/4/2008	1/14/2009	2,264	4,477	(2,213)
Totals-Short Term					45,589	63,193	(17,604)

Morgan Stanley
Account Number 250 065567 050

ITEM	QUANTITY	DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	GAIN OR (LOSS)
1	95	Accenture Ltd	1/22/2007	1/14/2009	3,163	3,481	(318)
2	25	Accenture Ltd	7/27/2007	1/14/2009	833	1,026	(193)
3	50	Adobe Systems	1/31/2006	1/14/2009	1,095	1,990	(895)
4	40	Adobe Systems	7/14/2006	1/14/2009	876	1,125	(249)
5	35	Adobe Systems	7/27/2007	1/14/2009	766	1,442	(676)
6	50	Becton Dickinson & Co	9/11/2006	1/14/2009	3,547	3,478	69
7	15	Becton Dickinson & Co	7/27/2007	1/14/2009	1,064	1,154	(90)
8	50	Caterpillar Inc	11/15/2004	1/14/2009	2,000	2,262	(262)
9	15	Caterpillar Inc	7/27/2007	1/14/2009	600	1,176	(576)
10	140	Cisco Sys Inc	9/12/2006	1/14/2009	2,251	3,092	(841)
11	35	Cisco Sys Inc	7/27/2007	1/14/2009	563	1,041	(478)
12	55	Colgate Palmolive Co	10/4/2006	1/14/2009	3,496	3,426	70
13	15	Colgate Palmolive Co	7/27/2007	1/14/2009	953	1,030	(77)
14	15	Ecolab Inc	3/27/2007	1/14/2009	498	644	(146)
15	15	Ecolab Inc	4/11/2007	1/14/2009	498	656	(158)
16	20	Ecolab Inc	4/18/2007	1/14/2009	664	881	(217)
17	15	Ecolab Inc	4/26/2007	1/14/2009	498	661	(163)
18	50	Ecolab Inc	7/27/2007	1/14/2009	1,661	2,120	(459)
19	45	Emerson Electric Co	11/15/2004	1/14/2009	1,506	1,542	(36)
20	20	Emerson Electric Co	9/27/2005	1/14/2009	669	699	(30)
21	20	Emerson Electric Co	7/27/2007	1/14/2009	669	965	(296)
22	40	Expeditors Intl Wash Inc	11/15/2004	1/14/2009	1,201	999	202
23	40	Expeditors Intl Wash Inc	9/27/2005	1/14/2009	1,201	1,098	103
24	30	Expeditors Intl Wash Inc	7/27/2007	1/14/2009	901	1,348	(447)
25	90	Gilead Science	11/5/2007	1/14/2009	4,298	4,227	71

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26	105	Hewlett Packard	7/31/2007	1/14/2009	3,717	4,909	(1,192)
27	55	Johnson & Johnson	5/7/2007	1/14/2009	3,199	3,516	(317)
28	30	Johnson & Johnson	7/27/2007	1/14/2009	1,745	1,832	(87)
29	190	Kroger Co	12/19/2007	1/14/2009	4,653	4,918	(265)
30	20	Mc Donalds Corp	7/11/2006	1/14/2009	1,168	676	492
31	25	Mc Donalds Corp	7/27/2007	1/14/2009	1,460	1,233	227
32	110	Medco Health Solutions Inc	8/24/2007	1/14/2009	4,490	4,711	(221)
32	20	Monsanto Co/New	12/6/2005	1/14/2009	1,524	773	751
33	15	Monsanto Co/New	7/27/2007	1/14/2009	1,143	968	175
33	35	Nike Inc B	11/4/2005	1/14/2009	1,682	1,536	146
34	25	Nike Inc B	7/27/2007	1/14/2009	1,202	1,411	(209)
34	40	Praxair Inc	11/15/2004	1/14/2009	2,386	1,778	608
35	20	Praxair Inc	9/27/2005	1/14/2009	1,193	945	248
35	10	Praxair Inc	7/27/2007	1/14/2009	596	768	(172)
36	20	Proctor & Gamble	11/15/2004	1/14/2009	1,175	1,094	81
35	20	Proctor & Gamble	9/27/2005	1/14/2009	1,175	1,132	43
36	25	Proctor & Gamble	7/27/2007	1/14/2009	1,469	1,564	(95)
37	50	Schlumberger Ltd	1/20/2006	1/14/2009	2,075	3,014	(939)
38	90	Thermo Fisher Scientific Inc	10/9/2007	1/14/2009	3,265	5,312	(2,047)
39	60	United Technologies Corp	11/15/2004	1/14/2009	2,999	2,936	63
40	10	United Technologies Corp	7/27/2007	1/14/2009	500	747	(247)
41	74	XTO Energy Inc	6/12/2007	1/14/2009	2,628	3,630	(1,002)
42	37	XTO Energy Inc	7/27/2007	1/14/2009	1,349	1,666	(317)
Totals-Long Term					82,264	92,632	(10,368)

Morgan Stanley
Account Number 250 065571 050

ITEM	QUANTITY	DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	GAIN OR (LOSS)
1	25	Agilent Technologies	1/18/2009	1/14/2009	463	845	(382)
2	20	Agilent Technologies	7/31/2008	1/14/2009	371	721	(350)
3	25	Bank of New York Mellon Corp	11/19/2008	1/14/2009	603	675	(72)
4	30	Bed Bath & Beyond	2/4/2008	1/14/2009	742	927	(185)
5	50	Cisco Sys Inc	10/22/2008	1/14/2009	804	870	(66)
6	10	Costco Wholesale Corp New	3/20/2008	1/14/2009	482	633	(151)
7	30	CVS Caremark Corp	11/26/2008	1/14/2009	782	816	(34)
8	10	Devon Energy Corp New	3/20/2008	1/14/2009	629	958	(329)
9	10	Diageo Plc Spon ADR New	3/20/2008	1/14/2009	539	801	(262)
10	15	Express Scripts Inc Common	2/21/2008	1/14/2009	778	980	(202)
11	2	Google Inc-CL A	10/16/2008	1/14/2009	620	651	(31)
12	45	Grupo Televisa S.A.Global Dep	2/11/2008	1/14/2009	628	965	(337)
13	70	Grupo Televisa S.A.Global Dep	11/18/2008	1/14/2009	977	972	5
14	20	Hewlett Packard	1/16/2008	1/14/2009	708	881	(173)
15	25	Hewlett Packard	10/24/2008	1/14/2009	885	812	73
16	25	Iron Mountain Inc (DE)	3/20/2008	1/14/2009	574	617	(43)
17	15	Johnson & Johnson	10/21/2008	1/14/2009	872	963	(91)
18	15	Occidental Petroleum Corp DE	3/20/2008	1/14/2009	822	1,046	(224)
19	10	Proctor & Gamble	3/20/2008	1/14/2009	588	691	(103)
20	20	Progressive Corp Ohio	3/20/2008	1/14/2009	279	324	(45)
21	85	Schering Plough Corp	11/10/2008	1/14/2009	1,533	1,261	272
22	65	Texas Instruments	5/27/2008	1/14/2009	942	2,095	(1,153)
23	15	Texas Instruments	8/6/2008	1/14/2009	218	373	(155)

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24	50	Texas Instruments	11/5/2008	1/14/2009	725	928	(203)
25	15	Unitedhealth GP Inc	3/20/2008	1/14/2009	370	528	(158)
Totals-Short Term					16,934	21,333	(4,399)

Morgan Stanley
Account Number 250 065571 050

ITEM	QUANTITY	DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	GAIN OR (LOSS)
1	85	American Express Co	11/15/2004	1/14/2009	1,563	4,146	(2,583)
2	50	American Express Co	9/27/2005	1/14/2009	919	2,479	(1,560)
3	45	American Express Co	7/27/2007	1/14/2009	828	2,692	(1,864)
4	6	Ameriprise Fincl Inc	9/27/2005	1/14/2009	124	212	(88)
5	15	Ameriprise Fincl Inc	11/8/2005	1/14/2009	310	555	(245)
6	15	Ameriprise Fincl Inc	7/27/2007	1/14/2009	310	896	(586)
7	35	Bank of New York Mellon Corp	2/27/2007	1/14/2009	845	1,563	(718)
8	30	Bank of New York Mellon Corp	7/27/2007	1/14/2009	724	1,285	(561)
9	2	Berkshire Hathaway B (Hldg Co)	11/15/2004	1/14/2009	6,300	5,524	776
10	50	Canadian Health Inc	12/12/2007	1/14/2009	1,890	3,397	(1,507)
11	15	Cardinal Health Inc	11/15/2004	1/14/2009	558	781	(223)
12	10	Cardinal Health Inc	9/27/2005	1/14/2009	372	615	(243)
13	10	Cardinal Health Inc	7/27/2007	1/14/2009	372	652	(280)
14	10	Citigroup Inc	11/15/2004	1/14/2009	50	469	(419)
15	20	Citigroup Inc	9/27/2005	1/14/2009	100	902	(802)
16	30	Citigroup Inc	7/27/2007	1/14/2009	150	1,438	(1,288)
17	87	Comcast Corp CL A Special New	11/15/2004	1/14/2009	1,242	1,698	(456)
18	22	Comcast Corp CL A Special New	3/9/2005	1/14/2009	314	497	(183)
19	98	Comcast Corp CL A Special New	9/27/2005	1/14/2009	1,399	1,873	(474)
20	60	Comcast Corp CL A Special New	7/27/2007	1/14/2009	857	1,636	(779)
21	60	Conocophillips	11/15/2004	1/14/2009	3,015	2,588	427
22	25	Conocophillips	9/27/2005	1/14/2009	1,256	1,718	(462)
23	25	Conocophillips	9/14/2006	1/14/2009	1,256	1,482	(226)
24	10	Conocophillips	7/27/2007	1/14/2009	503	806	(303)
25	70	Costco Wholesale Corp New	11/15/2004	1/14/2009	3,376	3,469	(93)
26	50	Costco Wholesale Corp New	9/27/2005	1/14/2009	2,411	2,142	269
27	35	Costco Wholesale Corp New	7/27/2007	1/14/2009	1,688	2,072	(384)
28	49	CVS Caremark Corp	12/28/2005	1/14/2009	1,277	1,535	(258)
29	17	CVS Caremark Corp	8/23/2006	1/14/2009	443	565	(122)
30	20	CVS Caremark Corp	7/27/2007	1/14/2009	521	712	(191)
31	40	Devon Energy Corp New	11/15/2004	1/14/2009	2,517	1,491	1,026
32	15	Devon Energy Corp New	9/27/2005	1/14/2009	944	997	(53)
33	15	Devon Energy Corp New	9/27/2007	1/14/2009	944	1,150	(206)
34	30	Diageo Plc Spon ADR New	11/15/2004	1/14/2009	1,615	1,669	(54)
35	35	EOG Resources Inc	11/15/2004	1/14/2009	2,296	1,162	1,134
36	15	EOG Resources Inc	9/27/2005	1/14/2009	984	1,109	(125)
37	15	EOG Resources Inc	7/27/2007	1/14/2009	984	1,061	(77)
38	45	H & R Block Inc	11/15/2004	1/14/2009	914	1,118	(204)
39	35	H & R Block Inc	9/27/2005	1/14/2009	711	837	(126)
40	25	H & R Block Inc	7/27/2007	1/14/2009	508	520	(12)
41	10	Harley Davidson Inc	6/30/2005	1/14/2009	136	500	(364)
42	15	Harley Davidson Inc	9/27/2005	1/14/2009	204	726	(522)
43	10	Harley Davidson Inc	10/19/2005	1/14/2009	136	486	(350)
44	10	Harley Davidson Inc	8/23/2006	1/14/2009	136	582	(446)

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45	20	Harley Davidson Inc	7/27/2007	1/14/2009	272	1,131	(859)
46	22	Iron Mountain Inc (DE)	11/22/2004	1/14/2009	505	453	52
47	29	Iron Mountain Inc (DE)	1/31/2005	1/14/2009	665	564	101
48	31	Iron Mountain Inc (DE)	9/27/2005	1/14/2009	711	725	(14)
49	15	Iron Mountain Inc (DE)	7/27/2007	1/14/2009	344	393	(49)
50	50	JPMorgan Chase & Co	11/15/2004	1/14/2009	1,280	1,954	(674)
51	75	JPMorgan Chase & Co	9/27/2005	1/14/2009	1,921	2,537	(616)
52	60	JPMorgan Chase & Co	7/27/2007	1/14/2009	1,537	2,679	(1,142)
53	60	Loews Corporation	11/15/2004	1/14/2009	1,536	1,309	227
54	30	Loews Corporation	9/27/2005	1/14/2009	768	899	(131)
55	20	Loews Corporation	7/27/2007	1/14/2009	512	984	(472)
56	30	Microsoft Corp	11/15/2004	1/14/2009	585	819	(234)
57	10	Microsoft Corp	8/3/2005	1/14/2009	196	273	(77)
58	35	Microsoft Corp	9/27/2005	1/14/2009	684	888	(204)
59	25	Microsoft Corp	4/11/2006	1/14/2009	489	679	(190)
60	25	Microsoft Corp	8/23/2006	1/14/2009	490	642	(152)
61	40	Microsoft Corp	7/27/2007	1/14/2009	780	1,195	(415)
61	30	Moodys Corp	11/15/2004	1/14/2009	678	1,199	(521)
62	15	Moodys Corp	7/27/2007	1/14/2009	340	840	(500)
63	90	News Corp Ltd CL A Del	4/11/2006	1/14/2009	760	1,513	(753)
64	60	News Corp Ltd CL A Del	8/23/2006	1/14/2009	507	1,125	(618)
65	25	News Corp Ltd CL A Del	7/27/2007	1/14/2009	211	539	(328)
66	55	Occidental Petroleum Corp DE	11/15/2004	1/14/2009	3,014	1,552	1,462
67	20	Occidental Petroleum Corp DE	9/27/2005	1/14/2009	1,096	870	226
68	20	Occidental Petroleum Corp DE	9/27/2005	1/14/2009	1,097	1,160	(63)
69	59	Philip Morris Intl Inc	11/15/2004	1/14/2009	2,437	1,879	558
70	23	Philip Morris Intl Inc	9/27/2005	1/14/2009	950	968	(18)
71	28	Philip Morris Intl Inc	7/27/2007	1/14/2009	1,156	1,395	(239)
72	30	Proctor & Gamble	5/11/2006	1/14/2009	1,763	1,678	85
73	160	Progressive Corp Ohio	11/15/2004	1/14/2009	2,232	3,766	(1,534)
74	40	Progressive Corp Ohio	7/27/2007	1/14/2009	558	860	(302)
75	85	Sealed Air CP New	11/15/2004	1/14/2009	1,232	2,222	(990)
76	30	Sealed Air CP New	9/27/2005	1/14/2009	435	707	(272)
77	50	Sealed Air CP New	7/27/2007	1/14/2009	725	1,394	(669)
78	15	Transatlantic Holding Inc	11/15/2004	1/14/2009	569	872	(303)
79	10	Transatlantic Holding Inc	9/27/2005	1/14/2009	379	554	(175)
80	10	Transatlantic Holding Inc	7/27/2007	1/14/2009	379	727	(348)
81	13	Transocean Ltd	5/25/2006	1/14/2009	653	1,095	(442)
82	8	Tyco Electronics Ltd	8/23/2006	1/14/2009	124	234	(110)
83	20	Tyco Electronics Ltd	7/27/2007	1/14/2009	309	753	(444)
84	23	Tyco Electronics Ltd	7/27/2007	1/14/2009	518	1,112	(594)
85	30	United Health GP Inc	10/23/2006	1/14/2009	740	1,526	(786)
86	15	United Health GP Inc	7/27/2007	1/14/2009	370	751	(381)
87	10	Vulcan Materials Co	11/15/2004	1/14/2009	566	511	55
88	5	Vulcan Materials Co	9/27/2005	1/14/2009	283	365	(82)
89	65	Wells Fargo & Co New	11/15/2004	1/14/2009	1,514	2,024	(510)
90	40	Wells Fargo & Co New	9/27/2005	1/14/2009	932	1,172	(240)
91	45	Wells Fargo & Co New	7/27/2007	1/14/2009	1,048	1,533	(485)
Totals-Long Term					88,852	118,827	(29,975)

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1	51	Aegon NV ADR	10/24/2008	1/14/2009	308	246	62
2	21	Anglogold Ashanti Limited	2/13/2008	1/14/2009	501	728	(227)
3	25	Anglogold Ashanti Limited	3/3/2008	1/14/2009	597	912	(315)
4	32	Anglogold Ashanti Limited	3/19/2008	1/14/2009	764	1,070	(306)
5	45	Anglogold Ashanti Limited	7/25/2008	1/14/2009	1,075	1,108	(33)
6	15	Barrick Gold Corp	3/20/2008	1/14/2009	482	648	(166)
7	27	Barrick Gold Corp	4/30/2008	1/14/2009	868	1,034	(166)
8	17	Barrick Gold Corp	9/16/2008	1/14/2009	546	471	75
9	23	Cameco Corp	8/8/2008	1/14/2009	400	744	(344)
10	35	Cameco Corp	9/16/2008	1/14/2009	609	828	(219)
11	52	Centrais Elec Bras ADR Pref	9/10/2008	1/14/2009	563	662	(99)
12	51	Centrais Elec Bras ADR Pref	10/13/2008	1/14/2009	552	504	48
13	5	Daiwa House Ind Ltd ADR	2/13/2008	1/14/2009	453	524	(71)
14	9	Daiwa House Ind Ltd ADR	3/5/2008	1/14/2009	816	868	(52)
15	98	Ericsson LM Tele ADR CL B New	3/19/2008	1/14/2009	677	859	(182)
16	29	Fujifilm Hldgs Corp ADR	3/5/2008	1/14/2009	675	1,066	(391)
17	54	Gold Fields Ltd SP ADR	2/1/2008	1/14/2009	445	787	(342)
18	93	Gold Fields Ltd SP ADR	2/5/2008	1/14/2009	766	1,263	(497)
19	15	Gold Fields Ltd SP ADR	4/7/2008	1/14/2009	124	208	(84)
20	75	Gold Fields Ltd SP ADR	5/21/2008	1/14/2009	618	1,061	(443)
21	13	Hachijun Bank Ltd ADR	6/12/2008	1/14/2009	683	848	(165)
22	12	Hachijun Bank Ltd ADR	8/7/2008	1/14/2009	631	722	(91)
23	27	Impala Platinum Hldgs Ltd ADR	8/20/2008	1/14/2009	321	733	(412)
24	31	Impala Platinum Hldgs Ltd ADR	9/4/2008	1/14/2009	369	788	(419)
25	33	Korea Electric Power Corp ADS	3/17/2008	1/14/2009	353	462	(109)
26	16	KT Corp Spon ADR	1/23/2008	1/14/2009	229	385	(156)
27	13	KT Corp Spon ADR	5/16/2008	1/14/2009	186	297	(111)
28	32	Lihir Gold Ltd ADR	4/29/2008	1/14/2009	564	895	(331)
29	24	Lihir Gold Ltd ADR	7/25/2008	1/14/2009	423	664	(241)
30	7	Lonmin Plc Spons ADR New	8/4/2008	1/14/2009	86	313	(227)
31	13	Lonmin Plc Spons ADR New	9/24/2008	1/14/2009	161	633	(472)
32	12	Magna Intl A Com	4/15/2008	1/14/2009	354	832	(478)
33	14	Magna Intl A Com	6/5/2008	1/14/2009	413	973	(560)
34	12	Magna Intl A Com	6/20/2008	1/14/2009	354	798	(444)
35	23	Magna Intl A Com	7/14/2008	1/14/2009	679	1,274	(595)
36	19	Newcrest Mining Ltd Spons ADR	8/13/2008	1/14/2009	375	401	(26)
37	12	Nexen Inc	8/7/2008	1/14/2009	194	362	(168)
38	20	Petro Canada Common	1/18/2008	1/14/2009	489	968	(479)
39	22	Petro Canada Common	2/12/2008	1/14/2009	538	974	(436)
40	58	Promise Co ADR	8/14/2008	1/14/2009	638	662	(24)
41	7	Royal Dutch Shell Plc CL B	2/13/2008	1/14/2009	343	488	(145)
42	11	Sanofi Aventis ADS	4/8/2008	1/14/2009	348	423	(75)
43	13	Sanofi Aventis ADS	4/14/2008	1/14/2009	411	495	(84)
44	32	Sanofi Aventis ADS	5/22/2008	1/14/2009	1,012	1,199	(187)
45	9	Sanofi Aventis ADS	8/1/2008	1/14/2009	285	319	(34)
46	131	Sekisui House Ltd ADR	3/7/2008	1/14/2009	1,074	1,170	(96)
47	4	Seven & I Hldgs Co Ltd ADR	12/24/2008	1/14/2009	229	252	(23)
48	11	Seven & I Hldgs Co Ltd ADR	1/7/2009	1/14/2009	631	649	(18)

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49	17	Seven & I Hldgs Co Ltd ADR	1/8/2009	1/14/2009	975	1,006	(31)
50	15	Shiseido Ltd Spon ADR	12/17/2008	1/14/2009	292	308	(16)
51	22	Siemens Aktiengesellschaft	9/29/2008	1/14/2009	1,235	2,045	(810)
52	14	Siemens Aktiengesellschaft	10/24/2008	1/14/2009	786	708	78
53	27	Silver Standard Resources Inc	7/30/2008	1/14/2009	432	756	(324)
54	39	SK Telecom Co Ltd	2/14/2008	1/14/2009	659	882	(223)
55	20	SK Telecom Co Ltd	4/28/2008	1/14/2009	338	450	(112)
56	26	SK Telecom Co Ltd	6/11/2008	1/14/2009	439	538	(99)
57	66	Societe Generale SP ADR	10/20/2008	1/14/2009	538	747	(209)
58	93	Stora Enso SP ADR Ser R	6/4/2008	1/14/2009	573	1,121	(548)
59	145	Sumitomo TR & BK Co Spon ADR	1/17/2008	1/14/2009	770	925	(155)
60	130	Sumitomo TR & BK Co Spon ADR	3/14/2008	1/14/2009	690	857	(167)
61	8	Suncor Energy Inc	1/17/2008	1/14/2009	174	364	(190)
62	13	Suncor Energy Inc	7/23/2008	1/14/2009	284	700	(416)
63	14	TDK CP ADR New	7/2/2008	1/14/2009	543	851	(308)
64	11	TDK CP ADR New	7/25/2008	1/14/2009	426	681	(255)
65	22	TDK CP ADR New	10/22/2008	1/14/2009	852	764	88
66	23	TDK CP ADR New	12/12/2008	1/14/2009	891	765	126
67	5	Technip-Coflexip	1/30/2008	1/14/2009	151	326	(175)
68	10	Technip-Coflexip	9/5/2008	1/14/2009	303	710	(407)
69	28	Technip-Coflexip	11/20/2008	1/14/2009	848	671	177
70	34	Telecom Italia SPA (New) Svgs SH	5/5/2008	1/14/2009	348	565	(217)
71	22	UBS AG New	1/18/2008	1/14/2009	274	900	(626)
72	23	UBS AG New	1/22/2008	1/14/2009	287	899	(612)
73	25	UBS AG New	2/29/2008	1/14/2009	312	819	(507)
74	3	UBS AG New	5/20/2008	1/14/2009	37	-	37
75	21	UBS AG New	6/19/2008	1/14/2009	263	424	(161)
76	5	UBS AG New	6/30/2008	1/14/2009	63	104	(41)
77	121	United Utilities Group Plc	12/5/2008	1/14/2009	2,020	2,060	(40)
78	23	Vodafone Grp Plc ADS New	9/24/2008	1/14/2009	456	514	(58)
79	51	Vodafone Grp Plc ADS New	11/10/2008	1/14/2009	1,010	858	152
80		Totals-Short Term			41,481	57,888	(16,407)

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ITEM	QUANTITY	DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST	GAIN OR (LOSS)
1	53	Aegon NV ADR	9/27/2005	1/14/2009	320	765	(445)
2	77	Alcatel-Lucent ADS	3/27/2007	1/14/2009	159	911	(752)
3	68	Alcatel-Lucent ADS	4/17/2007	1/14/2009	140	859	(719)
4	55	Alcatel-Lucent ADS	5/2/2007	1/14/2009	113	734	(621)
5	214	Alcatel-Lucent ADS	7/24/2007	1/14/2009	441	2,937	(2,496)
6	89	Alcatel-Lucent ADS	9/13/2007	1/14/2009	183	817	(634)
7	110	Alcatel-Lucent ADS	9/19/2007	1/14/2009	227	985	(758)
8	83	Alumina Ltd	11/19/2004	1/14/2009	310	1,479	(1,169)
9	59	Alumina Ltd	9/30/2005	1/14/2009	220	1,098	(878)
10	15	Alumina Ltd	8/4/2006	1/14/2009	56	290	(234)
11	18	Alumina Ltd	11/19/2007	1/14/2009	67	440	(373)
12	17	Anglogold Ashanti Limited	10/2/2007	1/14/2009	406	742	(336)
13	2	Barrick Gold Corp	4/7/2006	1/14/2009	64	59	5
14	43	Barrick Gold Corp	11/13/2006	1/14/2009	1,382	1,248	134
15	29	BP Plc ADS	2/23/2007	1/14/2009	1,266	1,825	(559)

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16	29	BP Plc ADS	2/26/2007	1/14/2009	1,266	1,866	(600)
17	24	BP Plc ADS	6/5/2007	1/14/2009	1,048	1,641	(593)
18	21	Centrais Elec Bras ADR Pref	5/24/2007	1/14/2009	227	263	(36)
19	33	Centrais Elec Bras ADR Pref	12/20/2007	1/14/2009	357	414	(57)
20	206	Dai Nippn Prgt Ltd Japan	11/19/004	1/14/2009	2,153	3,025	(872)
21	84	Dai Nippn Prgt Ltd Japan	9/30/2005	1/14/2009	878	1,361	(483)
22	48	Dai Nippn Prgt Ltd Japan	6/22/2006	1/14/2009	502	738	(236)
23	7	Daiwa House Ind Ltd ADR	10/23/2007	1/14/2009	635	871	(236)
24	7	Daiwa House Ind Ltd ADR	1/4/2008	1/14/2009	635	896	(261)
25	4	Ericsson LM Tel ADR CL B New	11/20/2007	1/14/2009	28	51	(23)
26	86	Ericsson LM Tel ADR CL B New	11/21/2007	1/14/2009	594	1,036	(442)
27	42	Fujifilm Hldgs Corp ADR	9/27/2005	1/14/2009	978	1,404	(426)
28	56	Fujifilm Hldgs Corp ADR	12/2/2005	1/14/2009	1,304	1,856	(552)
29	21	Fujifilm Hldgs Corp ADR	3/23/2006	1/14/2009	489	683	(194)
30	23	Gold Fields Ltd SP ADR	2/5/2007	1/14/2009	190	380	(190)
31	23	Gold Fields Ltd SP ADR	3/5/2007	1/14/2009	190	378	(188)
32	24	Gold Fields Ltd SP ADR	5/9/2007	1/14/2009	198	428	(230)
33	55	Gold Fields Ltd SP ADR	5/18/2007	1/14/2009	453	944	(491)
34	33	Gold Fields Ltd SP ADR	11/7/2007	1/14/2009	272	600	(328)
35	41	Ivanhoe Mines Ltd	1/13/2006	1/14/2009	128	311	(183)
36	105	Ivanhoe Mines Ltd	5/30/2006	1/14/2009	328	727	(399)
37	28	Ivanhoe Mines Ltd	1/9/2008	1/14/2009	87	297	(210)
38	72	Kirin Brewery Co Ltd SPONS ADR	11/19/2004	1/14/2009	832	691	141
39	32	Kirin Brewery Co Ltd SPONS ADR	8/9/2005	1/14/2009	370	300	70
40	5	Kirin Brewery Co Ltd SPONS ADR	8/10/2005	1/14/2009	58	49	9
41	72	Kirin Brewery Co Ltd SPONS ADR	9/30/2005	1/14/2009	832	807	25
42	71	Kirin Brewery Co Ltd SPONS ADR	11/14/2006	1/14/2009	820	941	(121)
43	84	Korea Electric Power Corp ADS	11/15/2004	1/14/2009	899	1,046	(147)
44	57	Korea Electric Power Corp ADS	9/27/2005	1/14/2009	610	955	(345)
45	36	Korea Electric Power Corp ADS	10/3/2006	1/14/2009	385	701	(316)
46	108	KT Corp Spon ADR	11/15/2004	1/14/2009	1,547	2,079	(532)
47	71	KT Corp Spon ADR	9/27/2005	1/14/2009	1,017	1,553	(536)
48	53	KT Corp Spon ADR	4/11/2006	1/14/2009	759	1,162	(403)
49	19	Lonmin PLC Spons ADR New	9/30/2005	1/14/2009	235	444	(209)
50	4	Lonmin PLC Spons ADR New	9/26/2007	1/14/2009	49	264	(215)
51	48	Mitsui Sumitomo Unspn ADR	11/8/2007	1/14/2009	641	884	(243)
52	54	Mitsui Sumitomo Unspn ADR	11/28/2007	1/14/2009	721	1,012	(291)
53	54	Mitsui Sumitomo Unspn ADR	12/11/2007	1/14/2009	721	1,007	(286)
54	53	Newcrest Mining Ltd Spons ADR	7/18/2006	1/14/2009	1,047	760	287
55	22	Newmont Mining Corp (new)	6/14/2007	1/14/2009	775	880	(105)
56	23	Newmont Mining Corp (new)	6/15/2007	1/14/2009	810	927	(117)
57	25	Newmont Mining Corp (new)	6/25/2007	1/14/2009	881	979	(98)
58	32	Newmont Mining Corp (new)	8/16/2007	1/14/2009	1,127	1,247	(120)
59	2	Nexen Inc	9/26/2007	1/14/2009	32	60	(28)
60	31	Nexen Inc	10/1/2007	1/14/2009	501	958	(457)
61	30	Nexen Inc	10/9/2007	1/14/2009	485	928	(443)
62	42	Nippon Telegraph&Telephone ADS	3/3/2006	1/14/2009	1,060	938	122
63	45	Nippon Telegraph&Telephone ADS	5/30/2007	1/14/2009	1,136	1,029	107
64	49	Nippon Telegraph&Telephone ADS	6/18/2007	1/14/2009	1,237	1,113	124
65	42	Nippon Telegraph&Telephone ADS	9/28/2007	1/14/2009	1,060	977	83
66	106	Panasonic Corp - Spon ADR	8/17/2007	1/14/2009	1,300	1,868	(568)
67	50	Panasonic Corp - Spon ADR	9/11/2007	1/14/2009	613	858	(245)
68	5	Petro Canada Common	12/17/2007	1/14/2009	122	254	(132)

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69	27	Promise Co ADR	2/3/2006	1/14/2009	297	754	(457)
70	50	Promise Co ADR	7/7/2006	1/14/2009	550	1,285	(735)
71	24	Promise Co ADR	9/19/2006	1/14/2009	264	529	(265)
72	41	Promise Co ADR	11/7/2006	1/14/2009	451	774	(323)
73	39	Royal Dutch Shell Plc CL B	11/15/2004	1/14/2009	1,914	2,212	(298)
74	17	Royal Dutch Shell Plc CL B	9/27/2005	1/14/2009	834	1,156	(322)
75	11	Royal Dutch Shell Plc CL B	3/3/2006	1/14/2009	540	714	(174)
76	4	Royal Dutch Shell Plc CL B	2/27/2007	1/14/2009	196	272	(76)
77	32	Sanofi Aventis ADS	9/24/2007	1/14/2009	1,012	1,360	(348)
78	36	Sanofi Aventis ADS	10/2/2007	1/14/2009	1,139	1,528	(389)
79	143	Sega Sammy Holdings Spon ADR	12/19/2006	1/14/2009	359	932	(573)
80	126	Sega Sammy Holdings Spon ADR	1/19/2007	1/14/2009	316	842	(526)
81	107	Sega Sammy Holdings Spon ADR	5/7/2007	1/14/2009	269	514	(245)
82	18	Sega Sammy Holdings Spon ADR	11/16/2007	1/14/2009	45	61	(16)
83	195	Sega Sammy Holdings Spon ADR	1/9/2008	1/14/2009	489	619	(130)
84	76	Sekisui House Ltd ADR	7/27/2007	1/14/2009	623	954	(331)
85	33	Sekisui House Ltd ADR	9/5/2007	1/14/2009	271	403	(132)
86	40	Sekisui House Ltd ADR	9/12/2007	1/14/2009	328	483	(155)
87	77	Sekisui House Ltd ADR	9/26/2007	1/14/2009	631	954	(323)
88	30	Shiseido Ltd Spon ADR	11/19/2004	1/14/2009	584	413	171
89	101	Shiseido Ltd Spon ADR	9/30/2005	1/14/2009	1,965	1,475	490
90	8	Stora Enso SP ADR Ser R	8/31/2005	1/14/2009	49	109	(60)
91	257	Stora Enso SP ADR Ser R	9/30/2005	1/14/2009	1,583	3,562	(1,979)
92	18	Stora Enso SP ADR Ser R	12/13/2005	1/14/2009	111	245	(134)
93	2	Suncor Energy Inc	11/15/2004	1/14/2009	44	33	11
94	20	Suncor Energy Inc	9/27/2005	1/14/2009	436	589	(153)
95	37	Swisscom AG ADR	11/19/2004	1/14/2009	1,120	1,422	(302)
96	23	Swisscom AG ADR	9/30/2005	1/14/2009	696	752	(56)
97	39	Swisscom AG ADR	12/14/2005	1/14/2009	1,181	1,263	(82)
98	14	Technip-Coflexip	10/19/2006	1/14/2009	424	796	(372)
99	95	Telecom Italia Spa (New)Svgs	11/19/2004	1/14/2009	973	2,643	(1,670)
100	19	Telecom Italia Spa (New)Svgs	6/2/2005	1/14/2009	195	505	(310)
101	24	Telecom Italia Spa (New)Svgs	9/15/2005	1/14/2009	246	650	(404)
102	68	Telecom Italia Spa (New)Svgs	11/21/2005	1/14/2009	696	1,569	(873)
103	21	Telecom Italia Spa (New)Svgs	11/23/2005	1/14/2009	215	503	(288)
104	35	Telecom Italia Spa (New)Svgs	11/25/2005	1/14/2009	358	829	(471)
105	31	Telecom Italia Spa (New)Svgs	5/10/2006	1/14/2009	317	831	(514)
106	57	Tomkins Plc ADS	11/15/2004	1/14/2009	424	1,139	(715)
107	91	Tomkins Plc ADS	9/8/2006	1/14/2009	677	1,678	(1,001)
108	33	Toppan Prtg Ltd ADR	5/18/2007	1/14/2009	1,170	1,789	(619)
109	72	Vodafone GP Plc ADS New	5/26/2006	1/14/2009	1,425	1,836	(411)
110	29	Vodafone GP Plc ADS New	8/4/2006	1/14/2009	573	646	(73)
111	47	Wacoal CP ADR	11/19/2004	1/14/2009	2,810	2,732	78

Totals-Long Term

69,776 107,385 (37,609)

Grand Total-Short Term

104,004 142,414 (38,410)

Grand Total-Long Term

240,892 318,844 (77,952)