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Form **990-PF**

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 (77)

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 , and ending

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation CAIN, CLEMENT CHARITABLE FDN 354320	A Employer identification number 93-6270973
	Number and street (or P O box number if mail is not delivered to street address) Room/suite Wells Fargo Bank N A - PO Box 53456, MAC S4101-22G	B Telephone number (see page 10 of the instructions) (800) 352-3705
	City or town, state, and ZIP code Phoenix AZ 85072	C If exemption application is pending, check here <input type="checkbox"/>

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, col (c), line 16) ▶ \$ **865,273**

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

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

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 page 11 of the instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
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	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)	756,642			
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	29,394	28,821		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	-52,404			
b Gross sales price for all assets on line 6a	221,704			
7 Capital gain net income (from Part IV, line 2)		0		
8 Net short-term capital gain			0	
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	733,632	28,821	0	
13 Compensation of officers, directors, trustees, etc	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	3,175	0	0	3,175
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions)	382	382	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and duplications				
23 Other expenses (attach schedule)	10,111	7,546	0	2,565
24 Total operating and administrative expenses. Add lines 13 through 23	13,668	7,928	0	5,740
25 Contributions, gifts, grants paid	25,046			25,046
26 Total expenses and disbursements. Add lines 24 and 25	38,714	7,928	0	30,786
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	694,918			
b Net investment income (if negative, enter -0-)		20,893		
c Adjusted net income (if negative, enter -0-)			0	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

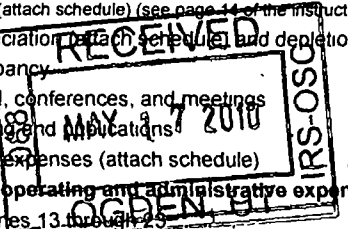
Form **990-PF** (2009)

(HTA)

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value			
Assets	1	Cash—non-interest-bearing			0		
	2	Savings and temporary cash investments			22,698	22,698	
	3	Accounts receivable ▶ ----- 0					
		Less allowance for doubtful accounts ▶ ----- 0		0	0	0	
	4	Pledges receivable ▶ ----- 0					
		Less allowance for doubtful accounts ▶ ----- 0		0	0	0	
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions)			0	0	0
	7	Other notes and loans receivable (attach schedule) ▶ ----- 0					
		Less allowance for doubtful accounts ▶ ----- 0		0	0	0	
	8	Inventories for sale or use				0	
	9	Prepaid expenses and deferred charges				0	
	10 a	Investments—U S and state government obligations (attach schedule)			0	0	0
	b	Investments—corporate stock (attach schedule)			0	274,172	284,398
	c	Investments—corporate bonds (attach schedule)			0	429,081	440,800
	11	Investments—land, buildings, and equipment basis ▶ ----- 0					
	Less accumulated depreciation (attach schedule) ▶ ----- 0		0	0	0		
12	Investments—mortgage loans						
13	Investments—other (attach schedule)			0	116,794	117,377	
14	Land, buildings, and equipment basis ▶ ----- 0						
	Less accumulated depreciation (attach schedule) ▶ ----- 0		0	0	0	0	
15	Other assets (describe ▶ -----)			0	0	0	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)			0	842,745	865,273	
Liabilities	17	Accounts payable and accrued expenses			0		
	18	Grants payable					
	19	Deferred revenue				0	
	20	Loans from officers, directors, trustees, and other disqualified persons			0	0	
	21	Mortgages and other notes payable (attach schedule)			0	0	
	22	Other liabilities (describe ▶ -----)			0	0	
	23	Total liabilities (add lines 17 through 22)			0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/>						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>						
	27	Capital stock, trust principal, or current funds				842,745	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds						
30	Total net assets or fund balances (see page 17 of the instructions)			0	842,745		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)			0	842,745		

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	0
2	Enter amount from Part I, line 27a	2	694,918
3	Other increases not included in line 2 (itemize) ▶ See Attached Statement	3	155,473
4	Add lines 1, 2, and 3	4	850,391
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	7,646
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	842,745

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
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 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a 0	0	0	0	
b 0	0	0	0	
c 0	0	0	0	
d 0	0	0	0	
e 0	0	0	0	
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	-52,404	
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 pages 13 and 17 of 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 page 18 of 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 (col. (b) divided by col. (c))
2008			0.000000
2007			0.000000
2006			0.000000
2005			0.000000
2004			0.000000
2 Total of line 1, column (d)			2 0.000000
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 0.000000
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 0
5 Multiply line 4 by line 3			5 0
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 0
7 Add lines 5 and 6			7 0
8 Enter qualifying distributions from Part XII, line 4 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 on page 18.			8 0

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of 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 instructions)		
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	418
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3 Add lines 1 and 2	3	418
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	418
6 Credits/Payments		
6a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	0
b Exempt foreign organizations—tax withheld at source	6b	
c Tax paid with application for extension of time to file (Form 8868)	6c	0
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	0
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	418
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0
11 Enter the amount of line 10 to be Credited to 2010 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	0

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 page 19 of 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 <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input type="checkbox"/> OR		
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 on page 27)? <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	

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 page 20 of the instructions)			X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	X		
Website address ▶ N/A				
14 The books are in care of ▶ Wells Fargo Bank N A Telephone no ▶ (800) 352-3705				
Located at ▶ PO Box 53456, MAC S4101-22G Phoenix AZ ZIP+4 ▶ 85072				
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			<input type="checkbox"/>
				▶ 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? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ 20 _____, 20 _____, 20 _____, 20 _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see page 20 of 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 ▶ 20 _____, 20 _____, 20 _____, 20 _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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

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 page 22 of the 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 page 22 of the instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No
 If "Yes" to 6b, file Form 8870

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

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

	5b	N/A
	6b	X
	7b	

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the 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
Wells Fargo Bank N A PO Box 53456, MAC S4101-22G Phoenix AZ 8!	TRUSTEE	4 00 9,856	0	0
-----		00	0	0
-----		00	0	0
-----		00	0	0

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0
		0
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 page 24 of the 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 page 24 of the instructions	
3 N/A	0
Total. Add lines 1 through 3	0

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	733,207
b	Average of monthly cash balances	1b	54,782
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	787,989
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	787,989
4	Cash deemed held for charitable activities. Enter 1½ % of line 3 (for greater amount, see page 25 of the instructions)	4	11,820
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	776,169
6	Minimum investment return. Enter 5% of line 5	6	38,808

Part XI Distributable Amount (see page 25 of the 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	38,808
2a	Tax on investment income for 2009 from Part VI, line 5	2a	418
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	418
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	38,390
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	38,390
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	38,390

Part XII Qualifying Distributions (see page 25 of the 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	30,786
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	30,786
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 page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	30,786

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				38,390
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	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>30,786</u>				
a Applied to 2008, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)		0		
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)	0			
d Applied to 2009 distributable amount				30,786
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		0		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount—see page 27 of the instructions			0	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				7,604
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the 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	0			
b Excess from 2006	0			
c Excess from 2007	0			
d Excess from 2008	0			
e Excess from 2009	0			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) N/A

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

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

	Tax year				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0				0
b 85% of line 2a	0	0	0	0	0
c Qualifying distributions from Part XII, line 4 for each year listed	0				0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c	0	0	0	0	0
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	0				0
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1 Information Regarding Foundation Managers:
a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))
 NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest
 NONE

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a** The name, address, and telephone number of the person to whom applications should be addressed

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

- c** Any submission deadlines

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

Schedule B
(Form 990, 990-EZ,
or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

Employer identification number

CAIN, CLEMENT CHARITABLE FDN 354320

93-6270973

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Clement Cain Unitrust Wells Fargo Account 354320 PO Box 53456, MAC S4101-22G PHOENIX AZ 85072 Foreign State or Province _____ Foreign Country _____	\$ 98,453	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	Clement Cain Unitrust Wells Fargo Account 354320 PO Box 53456, MAC S4101-22G PHOENIX AZ 85072 Foreign State or Province _____ Foreign Country _____	\$ 658,188	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
6	_____ _____ Foreign State or Province _____ Foreign Country _____	\$ 0	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	SPDR DJ WILSHIRE INTERNATIONAL REAL STOCK TRANSFER FROM UNITRUST	\$ 10,913	1/1/2009
2	FED NATL MTG ASSOCIATION STOCK TRANSFER FROM UNITRUST	\$ 26,852	1/1/2009
2	BEAR STEARNS & CO STOCK TRANSFER FROM UNITRUST	\$ 24,408	1/1/2009
2	CHUBB CORP STOCK TRANSFER FROM UNITRUST	\$ 25,048	1/1/2009
2	CIT GROUP INC STOCK TRANSFER FROM UNITRUST	\$ 18,170	1/1/2009
2	GENERAL ELEC CAP CORP MED TERM NOTE STOCK TRANSFER FROM UNITRUST	\$ 25,703	1/1/2009

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	GOLDMAN SACHS GROUP INC STOCK TRANSFER FROM UNITRUST	\$ 22,466	1/1/2009
2	HSBC BK NEW YORK NY STOCK TRANSFER FROM UNITRUST	\$ 23,163	1/1/2009
2	MERRILL LYNCH & CO INC MED TERM NOTE STOCK TRANSFER FROM UNITRUST	\$ 24,989	1/1/2009
2	TARGET CORP STOCK TRANSFER FROM UNITRUST	\$ 25,266	1/1/2009
2	WAL-MART STORES STOCK TRANSFER FROM UNITRUST	\$ 25,883	1/1/2009
2	STI CLASSIC SEIX HIGH YIELD I #855 STOCK TRANSFER FROM UNITRUST	\$ 25,722	1/1/2009

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	TEMPLETON GLOBAL BOND FUND STOCK TRANSFER FROM UNITRUST	\$ 32,922	1/1/2009
2	VANGUARD BD INDEX FD INC STOCK TRANSFER FROM UNITRUST	\$ 62,024	1/1/2009
2	VANGUARD INTERMEDIATE TERM B STOCK TRANSFER FROM UNITRUST	\$ 20,688	1/1/2009
2	CARNIVAL CORP STOCK TRANSFER FROM UNITRUST	\$ 2,481	1/1/2009
2	COMCAST CORP STOCK TRANSFER FROM UNITRUST	\$ 3,899	1/1/2009
2	TARGET CORP STOCK TRANSFER FROM UNITRUST	\$ 2,521	1/1/2009

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	TRACTOR SUPPLY CO COM STOCK TRANSFER FROM UNITRUST	\$ 1,807	1/1/2009
2	WALT DISNEY INC STOCK TRANSFER FROM UNITRUST	\$ 2,541	1/1/2009
2	CVS/CAREMARK CORP STOCK TRANSFER FROM UNITRUST	\$ 4,311	1/1/2009
2	DIAGEO PLC ADR STOCK TRANSFER FROM UNITRUST	\$ 1,532	1/1/2009
2	NESTLE SA REGISTERED SHARES STOCK TRANSFER FROM UNITRUST	\$ 3,322	1/1/2009
2	SYSCO CORP STOCK TRANSFER FROM UNITRUST	\$ 1,950	1/1/2009

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	BAKER HUGHES INC COM STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ ----- 2,245	----- 1/1/2009 -----
2	CHEVRON CORP STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ ----- 3,403	----- 1/1/2009 -----
2	CONOCOPHILLIPS STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ ----- 2,331	----- 1/1/2009 -----
2	PETROLEO BRASILEIRO SA COMM ADR STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ ----- 1,714	----- 1/1/2009 -----
2	SCHLUMBERGER LTD STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ ----- 1,482	----- 1/1/2009 -----
2	VALERO ENERGY CORP STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ ----- 1,407	----- 1/1/2009 -----

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	AFLAC INC STOCK TRANSFER FROM UNITRUST	\$ 4,080	1/1/2009
2	BANK NEW YORK MELLON CORP COM STOCK TRANSFER FROM UNITRUST	\$ 1,700	1/1/2009
2	CAPITAL ONE FINANCIAL CORP STOCK TRANSFER FROM UNITRUST	\$ 1,276	1/1/2009
2	JPMORGAN CHASE & CO STOCK TRANSFER FROM UNITRUST	\$ 1,450	1/1/2009
2	MOODY'S CORP STOCK TRANSFER FROM UNITRUST	\$ 2,069	1/1/2009
2	TRAVELERS COMPANIES INC STOCK TRANSFER FROM UNITRUST	\$ 2,893	1/1/2009

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ABBOTT LABS STOCK TRANSFER FROM UNITRUST	\$ 3,416	1/1/2009
2	JOHNSON & JOHNSON STOCK TRANSFER FROM UNITRUST	\$ 3,590	1/1/2009
2	NOVARTIS AG ADR STOCK TRANSFER FROM UNITRUST	\$ 2,189	1/1/2009
2	PFIZER INC STOCK TRANSFER FROM UNITRUST	\$ 2,533	1/1/2009
2	QUEST DIAGNOSTICS STOCK TRANSFER FROM UNITRUST	\$ 2,959	1/1/2009
2	UNITED HEALTH GROUP INC STOCK TRANSFER FROM UNITRUST	\$ 2,474	1/1/2009

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	COOPER INDS LTC CL A STOCK TRANSFER FROM UNITRUST	\$ 2,046	1/1/2009
2	GENERAL ELECTRIC CO STOCK TRANSFER FROM UNITRUST	\$ 1,037	1/1/2009
2	HARSCO CORP STOCK TRANSFER FROM UNITRUST	\$ 1,522	1/1/2009
2	IRON MOUNTAIN INC STOCK TRANSFER FROM UNITRUST	\$ 2,621	1/1/2009
2	L-3 COMMUNICATIONS CORP COM STOCK TRANSFER FROM UNITRUST	\$ 3,320	1/1/2009
2	SOUTHWEST AIRLINES STOCK TRANSFER FROM UNITRUST	\$ 1,698	1/1/2009

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	APPLE INC STOCK TRANSFER FROM UNITRUST	\$ 2,304	1/1/2009
2	DELL INC STOCK TRANSFER FROM UNITRUST	\$ 1,075	1/1/2009
2	E M C CORP MASS STOCK TRANSFER FROM UNITRUST	\$ 1,633	1/1/2009
2	HEWLETT PACKARD CO STOCK TRANSFER FROM UNITRUST	\$ 2,867	1/1/2009
2	INTEL CORP STOCK TRANSFER FROM UNITRUST	\$ 2,170	1/1/2009
2	MICROSOFT CORP STOCK TRANSFER FROM UNITRUST	\$ 3,208	1/1/2009

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	ECOLAB STOCK TRANSFER FROM UNITRUST	\$ 1,476	1/1/2009
2	VODAFONE GROUP PLC NEW STOCK TRANSFER FROM UNITRUST	\$ 2,064	1/1/2009
2	FPL GROUP INC STOCK TRANSFER FROM UNITRUST	\$ 2,164	1/1/2009
2	ISHARES MSCI EAFE STOCK TRANSFER FROM UNITRUST	\$ 52,800	1/1/2009
2	ISHARES S & P 500 INDEX FD STOCK TRANSFER FROM UNITRUST	\$ 15,533	1/1/2009
2	ISHARES TR SMAL CAP 600 INDEX FD STOCK TRANSFER FROM UNITRUST	\$ 18,666	1/1/2009

Name of organization CAIN, CLEMENT CHARITABLE FDN 354320	Employer identification number 93-6270973
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Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
2	VANGUARD EMERGING MARKETS ETF STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ 12,356	1/1/2009
2	HUSSMAN STRATEGIC GROWTH FUND #601 STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ 13,671	1/1/2009
2	IPATH DOW JONES AIG COMMODITY STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ 15,900	1/1/2009
2	SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ 14,252	1/1/2009
2	VANGUARD REIT VIPER STOCK TRANSFER FROM UNITRUST ----- ----- -----	\$ 22,016	1/1/2009
-----	----- ----- -----	\$ 0	-----

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost, Other Basis and Expenses		Net Gain or Loss
										Cost	Donated Value	
									221,704	274,108	-52,404	
Totals									0	0	0	
Long Term CG Distributions									0			
Short Term CG Distributions									0			
1	X	TRACTOR SUPPLY CO COM	892356106			4/25/2008		7/20/2009	717	533		
2	X	TRAVELERS COMPANIES, INC	89417E109			1/15/2002		3/11/2009	498	575		
3	X	TRAVELERS COMPANIES, INC	89417E109			1/15/2002		7/20/2009	121	123		
4	X	TRAVELERS COMPANIES, INC	89417E109			6/21/2002		7/20/2009	484	491		
5	X	UNITEDHEALTH GROUP INC	91324P102			8/23/2007		7/20/2009	746	1,460		
6	X	UNITEDHEALTH GROUP INC	91324P102			8/23/2007		10/14/2009	122	243		
7	X	VALERO ENERGY CORP	91913Y100			7/18/2008		7/20/2009	354	661		
8	X	VALERO ENERGY CORP	91913Y100			7/18/2008		9/18/2009	913	1,487		
9	X	VALERO ENERGY CORP	91913Y100			7/18/2008		9/18/2009	101	118		
10	X	VALERO ENERGY CORP	91913Y100			5/8/2009		9/18/2009	101	112		
11	X	VANGUARD BD INDEX FD INC	921937827			1/16/2009		2/10/2009	7,875	8,048		
12	X	VANGUARD BD INDEX FD INC	921937827			4/23/2008		2/10/2009	31,500	31,282		
13	X	VANGUARD EMERGING MARI	922042858			4/23/2008		5/8/2009	1,655	2,796		
14	X	VANGUARD EMERGING MARI	922042858			4/23/2008		7/20/2009	3,737	5,593		
15	X	VANGUARD EMERGING MARI	922042858			4/23/2008		10/14/2009	3,878	4,830		
16	X	VANGUARD REIT VIPER	922908553			3/28/2007		10/14/2009	828	1,550		
17	X	VANGUARD REIT VIPER	922908553			9/25/2007		10/14/2009	2,897	5,211		
18	X	VANGUARD REIT VIPER	922908553			9/25/2007		10/14/2009	7,655	13,020		
19	X	VISA INC-CLASS A SHRS	92826C839			5/8/2009		7/20/2009	332	330		
20	X	VISA INC-CLASS A SHRS	92826C839			4/14/2009		7/20/2009	332	297		
21	X	VISA INC-CLASS A SHRS	92826C839			4/14/2009		10/14/2009	297	238		
22	X	VISA INC-CLASS A SHRS	92826C839			2/10/2009		10/14/2009	74	54		
23	X	VODAFONE GROUP PLC NEW	92857W209			2/7/2008		7/20/2009	280	497		
24	X	VODAFONE GROUP PLC NEW	92857W209			3/28/2007		7/20/2009	280	418		
25	X	VODAFONE GROUP PLC NEW	92857W209			4/4/2008		10/14/2009	108	139		
26	X	COOPER INDUSTRIES PLC N	G24140108			4/4/2008		10/14/2009	193	215		
27	X	COOPER INDS LTD	G24182100			4/4/2008		7/20/2009	642	845		
28	X	AFLAC INC	001055102			6/18/2007		7/20/2009	811	1,322		
29	X	AFLAC INC	001055102			6/18/2007		10/14/2009	228	264		
30	X	ABBOTT LABS	002824100			4/6/2004		7/20/2009	447	557		
31	X	ABBOTT LABS	002824100			4/6/2004		7/20/2009	223	214		
32	X	ABBOTT LABS	002824100			4/6/2004		10/14/2009	255	214		
33	X	APPLE INC	037833100			10/2/2008		7/20/2009	769	538		
34	X	APPLE INC	037833100			10/2/2008		10/6/2009	563	323		
35	X	APPLE INC	037833100			10/2/2008		10/14/2009	955	538		
36	X	BAKER HUGHES INC COM	057224107			5/16/2007		7/20/2009	778	1,601		
37	X	BAKER HUGHES INC COM	057224107			5/16/2007		10/14/2009	229	400		
38	X	BANK NEW YORK MELLON CO	064058100			11/11/2004		7/20/2009	583	704		
39	X	IPATH DOW JONES-AIG COM	06738C778			4/23/2008		2/10/2009	10,675	20,999		
40	X	IPATH DOW JONES-AIG COM	06738C778			10/14/2008		2/10/2009	2,836	3,874		
41	X	CIT GROUP INC 5 000% 2	125581AH1			3/1/2004		7/14/2009	14,450	25,532		
42	X	CVS/CAREMARK CORPORAT	126650100			2/12/2003		4/15/2009	436	417		
43	X	CVS/CAREMARK CORPORAT	126650100			5/8/2009		4/15/2009	407	178		
44	X	CVS/CAREMARK CORPORAT	126650100			2/12/2003		7/20/2009	331	317		
45	X	CVS/CAREMARK CORPORAT	126650100			2/12/2003		7/20/2009	994	381		
46	X	CVS/CAREMARK CORPORAT	126650100			2/12/2003		10/14/2009	186	64		
47	X	CAPITAL ONE FINANCIAL CO	14040HT05			2/7/2008		7/20/2009	399	734		
48	X	CARNIVAL CORP	143658300			8/6/2002		4/14/2009	1,110	1,076		
49	X	CARNIVAL CORP	143658300			8/6/2002		7/20/2009	552	489		

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Amount		Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost, Other Basis and Expenses		Net Gain or Loss
				Long Term CG Distributions	Short Term CG Distributions							Cost or Other Basis (Enter one field only)	Donated Value	
				0	0						221,704	274,108	-52,404	
				0	0						0	0	0	
50	X	CHEVRON CORP	166764100							7/20/2009	326	358		
51	X	CHEVRON CORP	166764100							7/20/2009	326	207		
52	X	CHEVRON CORP	166764100							10/14/2009	75	41		
53	X	CHEVRON CORP	166764100							10/14/2009	299	142		
54	X	COMCAST CORP CLASS A	20030N101							7/20/2009	992	2,082		
55	X	COMCAST CORP CLASS A	20030N101							10/14/2009	154	297		
56	X	CONOCOPHILLIPS	20825C104							7/20/2009	429	730		
57	X	CONOCOPHILLIPS	20825C104							10/14/2009	254	365		
58	X	DELL INC	24702R101							2/10/2009	396	1,510		
59	X	DELL INC	24702R101							2/10/2009	570	1,461		
60	X	DIAGEO PLC - ADR	25243Q205							7/20/2009	875	1,224		
61	X	WALT DISNEY CO	254687106							7/20/2009	876	1,225		
62	X	WALT DISNEY CO	254687106							10/14/2009	142	175		
63	X	E M C CORP MASS	288648102							7/20/2009	279	240		
64	X	E M C CORP MASS	288648102							7/20/2009	139	126		
65	X	E M C CORP MASS	288648102							7/20/2009	209	133		
66	X	E M C CORP MASS	288648102							10/14/2009	181	102		
67	X	ECOLAB INC	278865100							7/20/2009	573	514		
68	X	FPL GROUP INC	302571104							7/20/2009	861	926		
69	X	FISERV INC	337738108							7/20/2009	239	199		
70	X	FISERV INC	337738108							7/20/2009	479	351		
71	X	GENERAL ELECTRIC CO	369604103							10/14/2009	66	105		
72	X	GENERAL ELECTRIC CO	369604103							10/14/2009	17	25		
73	X	HARSCO CORP	415864107							7/20/2009	462	785		
74	X	HARSCO CORP	415864107							10/14/2009	179	262		
75	X	HEWLETT PACKARD CO	428236103							7/20/2009	1,006	1,165		
76	X	HEWLETT PACKARD CO	428236103							10/14/2009	239	233		
77	X	INTEL CORP	458140100							7/20/2009	835	1,227		
78	X	INTEL CORP	458140100							10/14/2009	105	136		
79	X	IRON MOUNTAIN INC	462846106							7/20/2009	149	143		
80	X	IRON MOUNTAIN INC	462846106							7/20/2009	894	854		
81	X	ISHARES S & P 500 INDEX FU	464287200							7/20/2009	3,319	5,397		
82	X	ISHARES S & P 500 INDEX FU	464287200							10/14/2009	1,087	1,542		
83	X	ISHARES MSCI EAFE	464287465							7/20/2009	5,707	8,210		
84	X	ISHARES MSCI EAFE	464287465							10/14/2009	1,802	2,189		
85	X	ISHARES MSCI EAFE	464287465							10/14/2009	4,956	5,880		
86	X	ISHARES TR S & P MIDCAP 40	464287507							10/14/2009	3,517	4,556		
87	X	ISHARES TR SMALLCAP 600	464287804							10/14/2009	1,341	1,826		
88	X	JPMORGAN CHASE & CO	46625H100							7/20/2009	734	887		
89	X	JPMORGAN CHASE & CO	46625H100							10/14/2009	235	217		
90	X	JOHNSON & JOHNSON	478160104							7/20/2009	588	568		
91	X	JOHNSON & JOHNSON	478160104							7/20/2009	294	275		
92	X	JOHNSON & JOHNSON	478160104							7/20/2009	284	260		
93	X	JOHNSON & JOHNSON	478160104							10/14/2009	301	280		
94	X	L-3 COMMUNICATIONS CORP	502424104							7/20/2009	704	990		
95	X	L-3 COMMUNICATIONS CORP	502424104							10/14/2009	379	495		
96	X	MERRILL LYNCH & CO 4 125	59018YSK8							1/15/2009	25,000	25,218		
97	X	MICROSOFT CORP	594918104							7/20/2009	896	1,012		
98	X	MICROSOFT CORP	594918104							7/20/2009	121	128		

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss
								Date Sold	Gross Sales Price	Cost	Cost or Other Basis (Enter one field only)	
		Long Term CG Distributions	0					221,704	185	274,108	-52,404	
		Short Term CG Distributions	0					0		0	0	
99	X	MICROSOFT CORP	594918104			8/6/2002		194	185			
100	X	MICROSOFT CORP	594918104			8/6/2002		130	116			
101	X	MOODYS CORP	615369105			8/23/2007		1,001	1,817			
102	X	MOODYS CORP	615369105			8/23/2007		115	231			
103	X	MOODYS CORP	615369105			8/23/2007		651	1,293			
104	X	MOODYS CORP	615369105			2/7/2008		116	174			
105	X	MOODYS CORP	615369105			3/12/2008		697	1,051			
106	X	MOODYS CORP	615369105			2/10/2009		349	375			
107	X	MOODYS CORP	615369105			5/8/2009		232	303			
108	X	MORGAN STANLEY	617446448			4/23/2009		126	109			
109	X	MORGAN STANLEY	617446448			4/23/2009		564	438			
110	X	NESTLE S A REGISTERED SH	641069406			2/7/2008		480	530			
111	X	NESTLE S A REGISTERED SH	641069406			5/16/2007		519	501			
112	X	NOVARTIS AG - ADR	669871109			6/18/2007		648	838			
113	X	PETROLEO BRASILEIRO S.A.	71654V408			6/18/2007		207	198			
114	X	PETROLEO BRASILEIRO S.A.	71654V408			6/18/2007		622	457			
115	X	FISERV INC	337738108			2/10/2009		244	175			
116	X	GENERAL ELECTRIC CO	369604103			12/16/2002		174	395			
117	X	PETROLEO BRASILEIRO S.A.	71654V408			6/18/2007		1,379	914			
118	X	PFIZER INC	717081103			7/15/2002		149	275			
119	X	PFIZER INC	717081103			10/1/2002		134	266			
120	X	PFIZER INC	717081103			2/12/2003		224	436			
121	X	PFIZER INC	717081103			7/21/2005		164	293			
122	X	PFIZER INC	717081103			7/21/2005		83	133			
123	X	QUEST DIAGNOSTICS INC	74834L100			2/10/2009		547	507			
124	X	QUEST DIAGNOSTICS INC	74834L100			12/16/2002		274	147			
125	X	QUEST DIAGNOSTICS INC	74834L100			12/16/2002		557	295			
126	X	QUEST DIAGNOSTICS INC	74834L100			12/16/2002		271	147			
127	X	STI CLASSIC SEIX HIGH YIELD	76628T645			5/7/2007		995	1,349			
128	X	SPDR DJ WILSHIRE INTERNA	78463X863			5/16/2007		3,300	6,283			
129	X	SCHLUMBERGER LTD	806857108			10/14/2008		217	338			
130	X	SCHLUMBERGER LTD	806857108			10/14/2008		281	338			
131	X	SOUTHWEST AIRLINES CO	844741108			3/28/2007		433	893			
132	X	SOUTHWEST AIRLINES CO	844741108			3/28/2007		1,152	2,040			
133	X	SOUTHWEST AIRLINES CO	844741108			2/10/2009		252	218			
134	X	SOUTHWEST AIRLINES CO	844741108			8/31/2009		84	73			
135	X	SYSCO CORP	871829107			5/16/2007		688	994			
136	X	TARGET CORP	87612E106			11/26/2007		788	1,118			
137	X	TARGET CORP	87612E106			11/26/2007		252	279			
138	X	TARGET CORP 5.375%	87612EAJ5			6/21/2002		25,000	25,114			
139	X	TEMPLETON GLOBAL BOND F	880208400			11/27/2007		2,960	3,137			
140	X	THERMO FISHER SCIENTIFIC	883556102			7/20/2009		411	380			
141	X	LONG TERM CAPITAL GAIN						193				
142	X	POWERSHARES SHORT TER						1,979				
143	X	POWERSHARES LONG TERM						3,030				
144												
145												
146												
147												

Totals
Securities
Other sales

Line 16b (990-PF) - Accounting Fees

		3,175	0	0	3,175
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	ACCOUNTING FEES	3,175			3,175
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 18 (990-PF) - Taxes

		382	382	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAXES PAID	382	382		
2					
3					
4					
5					
6					
7					
8					
9					
10					

Line 23 (990-PF) - Other Expenses

		10,111	7,546	0	2,565
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	Amortization. See attached statement	0	0	0	0
2	TRUSTEE FEES	9,856	7,392		2,464
3	PARTNERSHIP EXPENSES	154	154		
4	STATE AG FEES	101			101
5					
6					
7					
8					
9					
10					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	CORPORATE STOCK			274,172	0	284,398
2						
3						
4						
5						
6						
7						
8						
9						
10						

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

	Description	Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	CORPORATE BONDS				429,081		440,800
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

			0	116,794	117,377
	Item or Category	Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1	OTHER INVESTMENTS			116,794	117,377
2					
3					
4					
5					
6					
7					
8					
9					
10					

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	MUTUAL FUND TIMING DIFFERENCE	1	135
2	COST BASIS ADJUSTMENT FOR CONTRIBUTED STOCK	2	155,338
3	Total	3	155,473

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	189
2	PY RETURN OF CAPITAL ADJUSTMENT	2	512
3	PARTNERSHIP INCOME ADJUSTMENT	3	4,881
4	ADJUSTMENT FOR 5227 DISTRIBUTION TO BENEFICIARY	4	2,064
5	Total	5	7,646

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Amount	
															Long Term CG Distributions	Short Term CG Distributions
1	TRACTOR SUPPLY CO COM	892356106		4/25/2008	7/20/2009	0	717	0	533	184	0	0	0	0	0	-52,404
2	TRAVELERS COMPANIES, INC	89417E109		1/15/2002	3/11/2009	0	498	0	575	-77	0	0	0	0	0	-77
3	TRAVELERS COMPANIES, INC	89417E109		1/15/2002	7/20/2009	0	121	0	123	-2	0	0	0	0	0	-2
4	TRAVELERS COMPANIES, INC	89417E109		6/21/2002	7/20/2009	0	484	0	491	-7	0	0	0	0	0	-7
5	UNITEDHEALTH GROUP INC	91324P102		8/23/2007	7/20/2009	0	746	0	1,460	-714	0	0	0	0	0	-714
6	UNITEDHEALTH GROUP INC	91324P102		8/23/2007	10/14/2009	0	122	0	243	-121	0	0	0	0	0	-121
7	VALERO ENERGY CORP	91913Y100		7/18/2008	7/20/2009	0	354	0	661	-307	0	0	0	0	0	-307
8	VALERO ENERGY CORP	91913Y100		7/18/2008	9/18/2009	0	913	0	1,487	-574	0	0	0	0	0	-574
9	VALERO ENERGY CORP	91913Y100		2/10/2009	9/18/2009	0	101	0	118	-17	0	0	0	0	0	-17
10	VALERO ENERGY CORP	91913Y100		5/8/2009	9/18/2009	0	101	0	112	-11	0	0	0	0	0	-11
11	VANGUARD BD INDEX FD INC	921937827		1/16/2009	2/10/2009	0	7,875	0	8,048	-173	0	0	0	0	0	-173
12	VANGUARD BD INDEX FD INC	921937827		4/23/2008	2/10/2009	0	31,500	0	31,282	218	0	0	0	0	0	218
13	VANGUARD EMERGING MARKETS ETF	922042858		4/23/2008	5/8/2009	0	1,855	0	2,796	-1,141	0	0	0	0	0	-1,141
14	VANGUARD EMERGING MARKETS ETF	922042858		4/23/2008	7/20/2009	0	3,737	0	5,593	-1,856	0	0	0	0	0	-1,856
15	VANGUARD EMERGING MARKETS ETF	922042858		4/23/2008	10/14/2009	0	3,878	0	4,830	-952	0	0	0	0	0	-952
16	VANGUARD REIT VIPER	922908553		3/28/2007	10/14/2009	0	828	0	1,550	-722	0	0	0	0	0	-722
17	VANGUARD REIT VIPER	922908553		6/18/2007	10/14/2009	0	2,897	0	5,211	-2,314	0	0	0	0	0	-2,314
18	VANGUARD REIT VIPER	922908553		9/25/2007	10/14/2009	0	7,655	0	13,020	-5,365	0	0	0	0	0	-5,365
19	VISA INC-CLASS A SHRS	92826C839		5/8/2009	7/20/2009	0	332	0	330	2	0	0	0	0	0	2
20	VISA INC-CLASS A SHRS	92826C839		4/14/2009	7/20/2009	0	332	0	297	35	0	0	0	0	0	35
21	VISA INC-CLASS A SHRS	92826C839		4/14/2009	10/14/2009	0	297	0	238	59	0	0	0	0	0	59
22	VISA INC-CLASS A SHRS	92826C839		2/10/2009	10/14/2009	0	74	0	54	20	0	0	0	0	0	20
23	VODAFONE GROUP PLC NEWADR	92857W209		2/7/2008	7/20/2009	0	280	0	497	-217	0	0	0	0	0	-217
24	VODAFONE GROUP PLC NEWADR	92857W209		3/28/2007	7/20/2009	0	280	0	418	-138	0	0	0	0	0	-138
25	VODAFONE GROUP PLC NEWADR	92857W209		3/28/2007	10/14/2009	0	108	0	139	-31	0	0	0	0	0	-31
26	COOPER INDUSTRIES PLC NEWIREL	G24140108		4/4/2008	10/14/2009	0	193	0	215	-22	0	0	0	0	0	-22
27	COOPER INDS LTD	G24182100		4/4/2008	7/20/2009	0	642	0	845	-203	0	0	0	0	0	-203
28	AFLAC INC	001055102		6/18/2007	7/20/2009	0	811	0	1,322	-511	0	0	0	0	0	-511
29	AFLAC INC	001055102		6/18/2007	10/14/2009	0	228	0	264	-36	0	0	0	0	0	-36
30	ABBOTT LABS	002824100		2/10/2009	7/20/2009	0	447	0	557	-110	0	0	0	0	0	-110
31	ABBOTT LABS	002824100		4/6/2004	7/20/2009	0	223	0	214	9	0	0	0	0	0	9
32	ABBOTT LABS	002824100		4/6/2004	10/14/2009	0	255	0	214	41	0	0	0	0	0	41
33	APPLE INC	037833100		10/2/2008	7/20/2009	0	769	0	538	231	0	0	0	0	0	231
34	APPLE INC	037833100		10/2/2008	10/16/2009	0	563	0	323	240	0	0	0	0	0	240
35	APPLE INC	037833100		10/2/2008	10/14/2009	0	955	0	538	417	0	0	0	0	0	417
36	BAKER HUGHES INC COM	057224107		5/16/2007	7/20/2009	0	778	0	1,601	-823	0	0	0	0	0	-823
37	BAKER HUGHES INC COM	057224107		5/16/2007	10/14/2009	0	229	0	400	-171	0	0	0	0	0	-171
38	BANK NEW YORK MELLON CORP COM	064058100		11/11/2004	7/20/2009	0	583	0	704	-121	0	0	0	0	0	-121
39	IPATH DOW JONES-AIG COMMDTY	06738C778		4/23/2008	2/10/2009	0	10,875	0	20,999	-10,324	0	0	0	0	0	-10,324
40	IPATH DOW JONES-AIG COMMDTY	06738C778		10/14/2008	2/10/2009	0	2,836	0	3,874	-1,038	0	0	0	0	0	-1,038
41	CIT GROUP INC 5.000% 2/13/14	125581A11		3/11/2004	7/14/2009	0	14,450	0	25,532	-11,082	0	0	0	0	0	-11,082
42	CVS/CAREMARK CORPORATION	126650100		2/10/2009	4/15/2009	0	436	0	417	19	0	0	0	0	0	19
43	CVS/CAREMARK CORPORATION	126650100		2/12/2003	4/15/2009	0	407	0	178	229	0	0	0	0	0	229
44	CVS/CAREMARK CORPORATION	126650100		5/8/2009	7/20/2009	0	331	0	317	14	0	0	0	0	0	14
45	CVS/CAREMARK CORPORATION	126650100		2/12/2003	7/20/2009	0	994	0	381	613	0	0	0	0	0	613
46	CVS/CAREMARK CORPORATION	126650100		2/12/2003	10/14/2009	0	186	0	64	122	0	0	0	0	0	122
47	CAPITAL ONE FINANCIAL CORP	14040H105		2/7/2008	7/20/2009	0	399	0	734	-335	0	0	0	0	0	-335
48	CARNIVAL CORP	143658300		8/6/2002	4/14/2009	0	1,110	0	1,076	34	0	0	0	0	0	34
49	CARNIVAL CORP	143658300		8/6/2002	7/20/2009	0	552	0	489	63	0	0	0	0	0	63
50	CHEVRON CORP	166764100		2/10/2009	7/20/2009	0	328	0	358	-32	0	0	0	0	0	-32
51	CHEVRON CORP	166764100		2/7/2002	7/20/2009	0	328	0	207	119	0	0	0	0	0	119
52	CHEVRON CORP	166764100		2/7/2002	10/14/2009	0	75	0	41	34	0	0	0	0	0	34
53	CHEVRON CORP	166764100		10/1/2002	10/14/2009	0	299	0	142	157	0	0	0	0	0	157
54	COMCAST CORP CLASS A	20030N101		1/22/2007	7/20/2009	0	992	0	2,082	-1,090	0	0	0	0	0	-1,090
55	COMCAST CORP CLASS A	20030N101		1/22/2007	10/14/2009	0	154	0	297	-143	0	0	0	0	0	-143
56	CONOCOPHILLIPS	20825C104		2/7/2008	7/20/2009	0	429	0	730	-301	0	0	0	0	0	-301
57	CONOCOPHILLIPS	20825C104		2/7/2008	10/14/2009	0	254	0	365	-111	0	0	0	0	0	-111
58	DELL INC	24702R101		4/29/2005	2/10/2009	0	396	0	1,510	-1,114	0	0	0	0	0	-1,114
59	DELL INC	24702R101		2/2/2007	2/10/2009	0	570	0	1,461	-891	0	0	0	0	0	-891
60	DIAGEO PLC - ADR	25243Q205		3/19/2008	7/20/2009	0	875	0	1,224	-349	0	0	0	0	0	-349

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

CUSIP #	Kind(s) of Property Sold	Amount		Totals		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	FMV as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
		Long Term CG Distributions	Short Term CG Distributions	Date Acquired	Date Sold								
61	WALT DISNEY CO	254697106	0	1/22/2007	7/20/2009	876	0	1,225	-349	0	0	0	-349
62	WALT DISNEY CO	254697106	0	1/22/2007	10/14/2009	142	0	175	-33	0	0	0	-33
63	E M C CORP MASS	268648102	0	2/10/2009	7/20/2009	279	0	240	39	0	0	0	39
64	E M C CORP MASS	268648102	0	5/8/2009	7/20/2009	139	0	126	13	0	0	0	13
65	E M C CORP MASS	268648102	0	7/6/2004	7/20/2009	209	0	153	56	0	0	0	56
66	E M C CORP MASS	268648102	0	7/6/2004	10/14/2009	181	0	102	79	0	0	0	79
67	ECOLAB INC	278865100	0	11/19/2008	7/20/2009	573	0	514	59	0	0	0	59
68	FPL GROUP INC	302571104	0	3/28/2007	7/20/2009	861	0	926	-65	0	0	0	-65
69	FISERV INC	337738108	0	5/8/2009	7/20/2009	239	0	199	40	0	0	0	40
70	FISERV INC	337738108	0	2/10/2009	7/20/2009	479	0	351	128	0	0	0	128
71	GENERAL ELECTRIC CO	369604103	0	12/16/2002	10/14/2009	66	0	105	-39	0	0	0	-39
72	GENERAL ELECTRIC CO	369604103	0	10/11/2002	10/14/2009	17	0	25	-8	0	0	0	-8
73	HARSCO CORP	415864107	0	6/18/2007	7/20/2009	462	0	785	-323	0	0	0	-323
74	HARSCO CORP	415864107	0	6/18/2007	10/14/2009	179	0	262	-83	0	0	0	-83
75	HEWLETT PACKARD CO	428236103	0	5/20/2008	7/20/2009	1,006	0	1,165	-159	0	0	0	-159
76	HEWLETT PACKARD CO	428236103	0	5/20/2008	10/14/2009	239	0	233	6	0	0	0	6
77	INTEL CORP	458140100	0	3/11/2004	7/20/2009	835	0	1,227	-392	0	0	0	-392
78	INTEL CORP	458140100	0	3/11/2004	10/14/2009	105	0	136	-31	0	0	0	-31
79	IRON MOUNTAIN INC	462846106	0	5/8/2009	7/20/2009	149	0	143	6	0	0	0	6
80	IRON MOUNTAIN INC	462846106	0	2/2/2007	7/20/2009	894	0	854	40	0	0	0	40
81	ISHARES S & P 500 INDEX FUND	464287200	0	6/18/2007	7/20/2009	3,319	0	5,397	-2,078	0	0	0	-2,078
82	ISHARES S & P 500 INDEX FUND	464287200	0	6/18/2007	10/14/2009	1,087	0	1,542	-455	0	0	0	-455
83	ISHARES MSCI EAFE	464287465	0	9/5/2006	7/20/2009	5,707	0	8,210	-2,503	0	0	0	-2,503
84	ISHARES MSCI EAFE	464287465	0	9/5/2006	10/14/2009	1,802	0	2,189	-387	0	0	0	-387
85	ISHARES MSCI EAFE	464287465	0	8/15/2006	10/14/2009	4,956	0	5,860	-924	0	0	0	-924
86	ISHARES TR S & P MIDCAP 400 ID FD	464287507	0	6/18/2007	10/14/2009	3,517	0	4,556	-1,039	0	0	0	-1,039
87	ISHARES TR SMALLCAP 600 INDEX FD	464287804	0	6/18/2007	10/14/2009	1,341	0	1,826	-485	0	0	0	-485
88	JPMORGAN CHASE & CO	46625H100	0	10/14/2008	7/20/2009	734	0	867	-133	0	0	0	-133
89	JPMORGAN CHASE & CO	46625H100	0	10/14/2008	10/14/2009	235	0	217	18	0	0	0	18
90	JOHNSON & JOHNSON	478160104	0	2/10/2009	7/20/2009	588	0	568	20	0	0	0	20
91	JOHNSON & JOHNSON	478160104	0	5/8/2009	7/20/2009	294	0	275	19	0	0	0	19
92	JOHNSON & JOHNSON	478160104	0	8/6/2002	7/20/2009	294	0	260	34	0	0	0	34
93	JOHNSON & JOHNSON	478160104	0	8/6/2002	10/14/2009	301	0	260	41	0	0	0	41
94	L-3 COMMUNICATIONS CORP COM	502424104	0	6/18/2007	7/20/2009	704	0	990	-286	0	0	0	-286
95	L-3 COMMUNICATIONS CORP COM	502424104	0	6/18/2007	10/14/2009	379	0	495	-116	0	0	0	-116
96	MERRILL LYNCH & CO 4.125% 1/15/08 59018YSK8	594918104	0	4/19/2004	1/15/2009	25,000	0	25,218	-218	0	0	0	-218
97	MICROSOFT CORP	594918104	0	8/27/2008	7/20/2009	896	0	1,012	-116	0	0	0	-116
98	MICROSOFT CORP	594918104	0	10/14/2008	7/20/2009	121	0	128	-7	0	0	0	-7
99	MICROSOFT CORP	594918104	0	8/6/2002	7/20/2009	194	0	185	9	0	0	0	9
100	MICROSOFT CORP	594918104	0	8/6/2002	10/14/2009	130	0	116	14	0	0	0	14
101	MOODYS CORP	615369105	0	8/23/2007	7/20/2009	1,001	0	1,617	-616	0	0	0	-616
102	MOODYS CORP	615369105	0	8/23/2007	10/14/2009	115	0	231	-116	0	0	0	-116
103	MOODYS CORP	615369105	0	8/23/2007	11/4/2009	651	0	1,293	-642	0	0	0	-642
104	MOODYS CORP	615369105	0	2/7/2008	11/4/2009	116	0	174	-58	0	0	0	-58
105	MOODYS CORP	615369105	0	3/12/2008	11/4/2009	697	0	1,051	-354	0	0	0	-354
106	MOODYS CORP	615369105	0	2/10/2009	11/4/2009	349	0	375	-26	0	0	0	-26
107	MOODYS CORP	615369105	0	5/8/2009	11/4/2009	232	0	303	-71	0	0	0	-71
108	MORGAN STANLEY	617446448	0	4/23/2009	5/8/2009	126	0	109	17	0	0	0	17
109	MORGAN STANLEY	617446448	0	4/23/2009	7/20/2009	564	0	438	126	0	0	0	126
110	NESTLE S A REGISTERED SHARES - A	641069406	0	2/7/2008	7/20/2009	480	0	530	-50	0	0	0	-50
111	NESTLE S A REGISTERED SHARES - A	641069406	0	5/16/2007	7/20/2009	519	0	501	18	0	0	0	18
112	NOVARTIS AG - ADR	66987V109	0	6/18/2007	7/20/2009	648	0	838	-190	0	0	0	-190
113	PETROLEO BRASILEIRO S.A. - COMM - AT1654V408	337738108	0	5/8/2009	7/20/2009	207	0	198	9	0	0	0	9
114	PETROLEO BRASILEIRO S.A. - COMM - AT1654V408	337738108	0	6/18/2007	7/20/2009	622	0	457	165	0	0	0	165
115	FISERV INC	369604103	0	2/10/2009	10/14/2009	244	0	175	69	0	0	0	69
116	GENERAL ELECTRIC CO	369604103	0	12/16/2002	7/20/2009	174	0	395	-221	0	0	0	-221
117	PETROLEO BRASILEIRO S.A. - COMM - AT1654V408	337738108	0	6/18/2007	10/6/2009	1,379	0	914	465	0	0	0	465
118	Pfizer Inc	717081103	0	7/15/2002	7/20/2009	149	0	275	-126	0	0	0	-126
119	Pfizer Inc	717081103	0	10/1/2002	7/20/2009	134	0	266	-132	0	0	0	-132
120	Pfizer Inc	717081103	0	2/12/2003	7/20/2009	224	0	436	-212	0	0	0	-212

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

		Amount															
Long Term CG Distributions		Short Term CG Distributions		Totals													
		0		0												-52,404	
Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses					
121	PRIZER INC	717081103	7/21/2005	7/20/2009	164	0	293	-129			0	-129					
122	PRIZER INC	717081103	7/21/2005	10/14/2009	83	0	133	-50			0	-50					
133	QUEST DIAGNOSTICS INC	748341100	2/10/2009	7/9/2009	547	0	507	40			0	40					
124	QUEST DIAGNOSTICS INC	748341100	12/16/2002	7/9/2009	274	0	147	127			0	127					
125	QUEST DIAGNOSTICS INC	748341100	12/16/2002	7/20/2009	557	0	295	262			0	262					
126	QUEST DIAGNOSTICS INC	748341100	12/16/2002	10/14/2009	271	0	147	124			0	124					
127	STI CLASSIC SEIX HIGH YIELD I #855	766281645	5/7/2007	2/10/2009	995	0	1,349	-354			0	-354					
128	SPDR DJ WILSHIRE INTERNATIONAL RE	78463X863	5/16/2007	10/14/2009	3,300	0	6,283	-2,983			0	-2,983					
129	SCHLUMBERGER LTD	806857108	10/14/2008	2/10/2009	217	0	338	-121			0	-121					
130	SCHLUMBERGER LTD	806857108	10/14/2008	7/20/2009	281	0	338	-57			0	-57					
131	SOUTHWEST AIRLINES CO	844741108	3/28/2007	7/20/2009	433	0	893	-460			0	-460					
132	SOUTHWEST AIRLINES CO	844741108	3/28/2007	8/31/2009	1,152	0	2,040	-888			0	-888					
133	SOUTHWEST AIRLINES CO	844741108	2/10/2009	8/31/2009	252	0	218	34			0	34					
134	SOUTHWEST AIRLINES CO	844741108	5/8/2009	8/31/2009	84	0	73	11			0	11					
136	SYSCO CORP	871829107	5/16/2007	7/20/2009	688	0	984	-306			0	-306					
137	TARGET CORP	87612E106	11/26/2007	7/20/2009	788	0	1,118	-330			0	-330					
138	TARGET CORP	87612E106	11/26/2007	10/14/2009	252	0	279	-27			0	-27					
139	TEMPLETON GLOBAL BOND FD-ADV #6	880208400	6/21/2002	6/15/2009	25,000	0	25,114	-114			0	-114					
140	THERMO FISHER SCIENTIFIC INC	883556102	11/27/2007	2/10/2009	2,960	0	3,137	-177			0	-177					
141	LONG TERM CAPITAL GAIN		7/9/2009	7/20/2009	411	0	360	51			0	51					
142	POWERSHARES SHORT TERM				193	0	0	193			0	193					
143	POWERSHARES LONG TERM				1,979	0	0	1,979			0	1,979					
144					3,030	0	0	3,030			0	3,030					
145					0	0	0	0			0	0					
146					0	0	0	0			0	0					
147					0	0	0	0			0	0					
148					0	0	0	0			0	0					
149					0	0	0	0			0	0					
150					0	0	0	0			0	0					



Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year
Recipient(s) paid during the year

Name
 SHRINERS HOSPITALS FOR CHILDREN Person Business

Street
 PO BOX 33631-3356

City TAMPA	State FL	Zip code 33631-3356	Foreign Country
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Relationship NONE	Foundation Status 501(c)(3) Public Charity
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Purpose of grant/contribution General Support Grant	Amount 12,523
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Name
 OREGON HEALTH SCIENCE FOUNDATION Person Business

Street
 1121 SW SALMON STREET

City PORTLAND	State OR	Zip code 97205-2021	Foreign Country
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Relationship NONE	Foundation Status 501(c)(3) Public Charity
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Purpose of grant/contribution General Support Grant	Amount 12,523
--	------------------

Name
 Person Business

Street

City	State	Zip code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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Name
 Person Business

Street

City	State	Zip code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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Name
 Person Business

Street

City	State	Zip code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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Name
 Person Business

Street

City	State	Zip code	Foreign Country
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Relationship	Foundation Status
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Purpose of grant/contribution	Amount 0
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Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered January 1, 2009 - December 31, 2009
 Account Number 354320

**WELLS
 FARGO**

ASSET DETAIL

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Cash & Equivalents							
CASH							
INCOME							
Total Cash			\$2,288.21	\$2,288.21	\$0.00		
MONEY MARKET							
WELLS FARGO ADVANTAGE MONEY MARKET FUND TRUST - #645	20,409.290		\$20,409.29	\$20,409.29	\$0.00	\$14.37	0.07%
Total Money Market			\$20,409.29	\$20,409.29	\$0.00	\$14.37	0.07%
Total Cash & Equivalents			\$22,697.50	\$22,697.50	\$0.00	\$14.37	0.06%

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income							
GOVERNMENT OBLIGATIONS							
FED NATL MTG ASSN DTD 03/28/03 4.3750 03/15/2013 CUSIP: 31359MRGO MOODY'S RATING AAA STANDARD & POOR'S RATING. AAA	25,000,000	\$107.469	\$26,867.25	\$25,208.03	\$1,659.22	\$1,093.75	1.96%
Total Government Obligations			\$26,867.25	\$25,208.03	\$1,659.22	\$1,093.75	

Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered: January 1, 2009 - December 31, 2009

Account Number 354320



ASSET DETAIL (continued)

ASSET DESCRIPTION	PAR VALUE	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD TO MATURITY
Fixed Income (continued)							
CORPORATE OBLIGATIONS							
BEAR STEARNS & CO DTD 11/06/02 5.700 11/15/2014 CUSIP: 07385TAJ5 MOODY'S RATING: AA3 STANDARD & POOR'S RATING: A+	25,000,000	\$110.033	\$27,508.25	\$25,758.50	\$1,749.75	\$1,425.00	3.44%
CHUBB CORP DTD 11/20/01 6.000 11/15/2011 CUSIP: 171232AF8 MOODY'S RATING: A2 STANDARD & POOR'S RATING: A+	25,000,000	107.433	26,858.25	25,687.25	1,171.00	1,500.00	1.94
GENERAL ELEC CAP CORP MED TERM NOTE TRANCHE # TR 00521 SER A DTD 02/15/02 5.875 02/15/2012 CUSIP: 36962GX58 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA+	25,000,000	107.137	26,784.25	25,208.00	1,576.25	1,468.75	2.40
GOLDMAN SACHS GROUP INC DTD 07/15/03 4.750 07/15/2013 CUSIP: 38141GDK7 MOODY'S RATING: A1 STANDARD & POOR'S RATING: A	25,000,000	104.624	26,156.00	25,300.75	855.25	1,187.50	3.35
HSBC BK USA NEW YORK NY DTD 03/22/04 4.625 04/01/2014 CUSIP: 40428EJQ3 MOODY'S RATING: A1 STANDARD & POOR'S RATING: AA-	25,000,000	104.389	26,097.25	25,033.25	1,064.00	1,156.25	3.50
WAL-MART STORES DTD 04/29/03 4.550 05/01/2013 CUSIP: 931142BT9 MOODY'S RATING: AA2 STANDARD & POOR'S RATING: AA	25,000,000	106.546	26,636.50	25,733.00	903.50	1,137.50	2.49
Total Corporate Obligations			\$160,040.50	\$152,720.75	\$7,319.75	\$7,875.00	

Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered January 1, 2009 - December 31, 2009
 Account Number 354320



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Fixed Income							
MUTUAL FUNDS							
RIDGEMOUTH SEIX HIGH YIELD BOND FUND CLASS I #855 CUSIP: 766281645	5,711.978	\$9.280	\$53,007.16	\$55,924.53	-\$2,917.37	\$4,329.68	8.17%
TEMPLETON GLOBAL BOND FUND - ADVISOR CLASS #616 CUSIP: 880208400	5,505.183	12.690	69,860.77	65,858.51	4,002.26	3,132.45	4.48
VANGUARD BD INDEX FD INC SHORT TERM BD ETF CUSIP: 921937827	1,190.000	79.540	94,652.60	93,449.69	1,202.91	2,375.24	2.51
VANGUARD INTERMEDIATE TERM B CUSIP: 921937819	460.000	79.070	36,372.20	35,919.60	452.60	1,643.58	4.52
Total Mutual Funds			\$253,892.73	\$251,152.33	\$2,740.40	\$11,480.95	4.52%
Total Fixed Income			\$440,800.48	\$429,081.11	\$11,719.37	\$20,449.70	

Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered January 1, 2009 - December 31, 2009

Account Number 354320



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities							
CONSUMER DISCRETIONARY							
CARNIVAL CORP SYMBOL: CCL CUSIP: 143658300	58,000	\$31.690	\$1,838.02	\$1,331.55	\$506.47	\$0.00	0.00%
COMCAST CORP CLASS A SYMBOL: CMCSA CUSIP: 20030N101	191,000	16.860	3,220.26	4,831.99	-1,611.73	72.20	2.24
TARGET CORP SYMBOL: TGT CUSIP: 87612E106	63,000	48.370	3,047.31	2,221.65	825.66	42.84	1.41
TRACTOR SUPPLY CO COM SYMBOL: TSCO CUSIP: 892356106	45,000	52.970	2,383.65	1,584.72	798.93	0.00	0.00
WALT DISNEY CO SYMBOL: DIS CUSIP: 254687106	97,000	32.250	3,128.25	2,990.57	137.68	33.95	1.08
Total Consumer Discretionary			\$13,617.49	\$12,960.48	\$657.01	\$148.99	1.09%
CONSUMER STAPLES							
CVS/CAREMARK CORPORATION SYMBOL: CVS CUSIP: 126650100	101,000	\$32.210	\$3,253.21	\$1,282.70	\$1,970.51	\$30.81	0.95%
DIAGEO PLC - ADR SPONSORED ADR SYMBOL: DEO CUSIP: 25243Q205	47,000	69.410	3,262.27	2,847.07	415.20	106.46	3.26
NESTLE S.A REGISTERED SHARES - ADR SPONSORED ADR SYMBOL: NSRGY CUSIP: 641069406	75,000	48.350	3,626.25	2,815.06	811.19	60.30	1.66
SYSCO CORP SYMBOL: SYY CUSIP: 871829107	75,000	27.940	2,095.50	2,196.69	-101.19	75.00	3.58
Total Consumer Staples			\$12,237.23	\$9,141.52	\$3,095.71	\$272.57	2.23%



Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered January 1, 2009 - December 31, 2009

Account Number 354320

**WELLS
 FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
ENERGY							
APACHE CORP SYMBOL: APA CUSIP: 037411105	21 000	\$103.170	\$2,166.57	\$1,984.08	\$182.49	\$12.60	0.58%
BAKER HUGHES INC COM SYMBOL: BHI CUSIP: 057224107	60.000	40.480	2,428.80	3,735.66	-1,306.86	36.00	1.48
CHEVRON CORP SYMBOL: CVX CUSIP: 166764100	36 000	76.990	2,771.64	1,256.34	1,515.30	97.92	3.53
CONOCOPHILLIPS SYMBOL: COP CUSIP: 20825C104	40 000	51.070	2,042.80	2,653.98	-611.18	80.00	3.92
PETROLEO BRASILEIRO S.A.- COMM - ADR SPONSORED ADR SYMBOL: PBR CUSIP: 71654V408	30.000	47.680	1,430.40	906.15	524.25	10.68	0.75
SCHLUMBERGER LTD SYMBOL: SLB CUSIP: 806857108	25.000	65.090	1,627.25	1,688.75	-61.50	21.00	1.29
Total Energy			\$12,467.46	\$12,224.96	\$242.50	\$258.20	2.07%

Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered January 1, 2009 - December 31, 2009

Account Number 354320

**WELLS
FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION

Equities (continued)

FINANCIALS

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
AFLAC INC SYMBOL: AFL CUSIP: 001055102	74 000	\$46.250	\$3,422.50	\$3,516.55	-\$94.05	\$82.88	2.42%
BANK NEW YORK MELLON CORP COM COM	81 000	27.970	2,265.57	2,534.78	-269.21	29.16	1.29
SYMBOL: BK CUSIP: 064058100							
BERKSHIRE HATHAWAY INC DEL CL B SYMBOL: BRK.B CUSIP: 084670207	1.000	3,286.000	3,286.00	3,381.00	-95.00	0.00	0.00
CAPITAL ONE FINANCIAL CORP SYMBOL: COF CUSIP: 14040H105	56 000	38.340	2,147.04	2,180.76	-33.72	11.20	0.52
JPMORGAN CHASE & CO SYMBOL: JPM CUSIP: 46625H100	52 000	41.670	2,166.84	1,384.21	782.63	10.40	0.48
MORGAN STANLEY COM	50 000	29.600	1,480.00	1,094.84	385.16	10.00	0.68
SYMBOL: MS CUSIP: 617446448							
TRAVELERS COMPANIES, INC SYMBOL: TRV CUSIP: 89417E109	45 000	49.860	2,243.70	1,691.39	552.31	59.40	2.65
Total Financials			\$17,011.65	\$15,783.53	\$1,228.12	\$203.04	1.19%

Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered January 1, 2009 - December 31, 2009

Account Number 354320

**WELLS
 FARGO**

ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
HEALTH CARE							
ABBOTT LABS SYMBOL: ABT CUSIP: 002824100	54 000	\$53 990	\$2,915.46	\$2,179 45	\$736 01	\$86 40	2.96%
JOHNSON & JOHNSON SYMBOL: JNJ CUSIP: 478160104	50 000	64 410	3,220.50	2,589 40	631.10	98 00	3.04
NOVARTIS AG - ADR SPONSORED ADR SYMBOL: NVS CUSIP: 66987V109	39 000	54.430	2,122.77	2,020 03	102.74	56.71	2.67
PFIZER INC SYMBOL: PFE CUSIP: 717081103	123 000	18 190	2,237.37	2,885.87	- 648.50	88.56	3.96
QUEST DIAGNOSTICS INC SYMBOL: DGX CUSIP: 74834L100	37 000	60.380	2,234.06	1,091 31	1,142.75	14 80	0.66
TEVA PHARMACEUTICAL INDUSTRIES - ADR SPONSORED ADR SYMBOL: TEVA CUSIP: 881624209	21 000	56.180	1,179.78	1,061.55	118.23	10 12	0.86
THERMO FISHER SCIENTIFIC INC SYMBOL: TMO CUSIP: 883556102	31 000	47.690	1,478.39	1,177.02	301.37	0.00	0.00
UNITEDHEALTH GROUP INC SYMBOL: UNH CUSIP: 91324P102	78 000	30.480	2,377 44	3,079 72	- 702.28	2 34	0.10
Total Health Care			\$17,765.77	\$16,084.35	\$1,681.42	\$356.93	2.01%

Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered January 1, 2009 - December 31, 2009
 Account Number 354320



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
INDUSTRIALS							
COOPER INDUSTRIES PLC NEW IRELAND SYMBOL: CBE CUSIP: G24140108	60 000	\$42.640	\$2,558.40	\$2,383.58	\$174.82	\$60.00	2.34%
GENERAL ELECTRIC CO SYMBOL: GE CUSIP: 369604103	54 000	15.130	817.02	1,162.96	- 345.94	21.60	2.64
HARSCO CORP SYMBOL: HSC CUSIP: 415864107	45 000	32.230	1,450.35	2,101.60	- 651.25	36.90	2.54
IRON MOUNTAIN INC SYMBOL: IRM CUSIP: 462846106	96 000	22.760	2,184.96	2,581.63	- 396.67	0.00	0.00
L-3 COMMUNICATIONS CORP COM SYMBOL: LLL CUSIP: 502424104	40 000	86.950	3,478.00	3,744.39	- 266.39	56.00	1.61
Total Industrials			\$10,488.73	\$11,974.16	-\$1,485.43	\$174.50	1.66%
INFORMATION TECHNOLOGY							
APPLE INC SYMBOL: AAPL CUSIP: 037833100	19 000	\$210.732	\$4,003.91	\$1,774.38	\$2,229.53	\$0.00	0.00%
E M C CORP MASS SYMBOL: EMC CUSIP: 268648102	131 000	17.470	2,288.57	1,336.53	952.04	0.00	0.00
FISERV INC SYMBOL: FISV CUSIP: 337738108	45 000	48.480	2,181.60	1,578.61	602.99	0.00	0.00
HEWLETT PACKARD CO SYMBOL: HPQ CUSIP: 428236103	64 000	51.510	3,296.64	2,588.71	707.93	20.48	0.62
INTEL CORP COMM SYMBOL: INTC CUSIP: 458140100	128 000	20.400	2,611.20	2,235.96	375.24	71.68	2.74
MICROSOFT CORP SYMBOL: MSFT CUSIP: 594918104	135 000	30.480	4,114.80	3,002.15	1,112.65	70.20	1.71
VISA INC-CLASS A SHRS SYMBOL: V CUSIP: 92826C839	29 000	87.460	2,536.34	1,575.41	960.93	14.50	0.57
Total Information Technology			\$21,033.06	\$14,091.75	\$6,941.31	\$176.86	0.84%

Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered January 1, 2009 - December 31, 2009
 Account Number 354320



ASSET DETAIL (continued)

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Equities (continued)							
MATERIALS							
ECOLAB INC SYMBOL: ECL CUSIP: 278865100	42 000	\$44.580	\$1,872.36	\$1,436.47	\$435.89	\$26.04	1.39%
Total Materials			\$1,872.36	\$1,436.47	\$435.89	\$26.04	1.39%
TELECOMMUNICATION SERVICES							
VODAFONE GROUP PLC NEW SYMBOL: VOD CUSIP: 92857W209	86.000	\$23.090	\$1,985.74	\$2,219.96	-\$234.22	\$111.03	5.59%
Total Telecommunication Services			\$1,985.74	\$2,219.96	-\$234.22	\$111.03	5.59%
UTILITIES							
FPL GROUP INC SYMBOL: FPL CUSIP: 302571104	38 000	\$52.820	\$2,007.16	\$2,265.56	-\$258.40	\$71.82	3.58%
Total Utilities			\$2,007.16	\$2,265.56	-\$258.40	\$71.82	3.58%
MUTUAL FUNDS							
ISHARES MSCI EAFE SYMBOL: IFA CUSIP: 464287465	1,212 000	\$55.280	\$66,999.36	\$72,970.91	-\$5,971.55	\$1,746.49	2.61%
ISHARES S & P 500 INDEX FUND SYMBOL: IVV CUSIP: 464287200	192.000	111.810	21,467.52	23,828.81	-2,361.29	459.26	2.14
ISHARES TR S & P MIDCAP 400 INDEX FD SYMBOL: IJH CUSIP: 464287507	455.000	72.410	32,946.55	31,667.86	1,278.69	612.43	1.86
ISHARES TR SMALLCAP 600 INDEX FD SYMBOL: IJR CUSIP: 464287804	596 000	54.720	32,613.12	31,573.47	1,039.65	404.09	1.24
VANGUARD EMERGING MARKETS ETF SYMBOL: VWO CUSIP: 922042858	485 000	41.000	19,885.00	15,948.45	3,936.55	264.33	1.33
Total Mutual Funds			\$173,911.55	\$175,989.50	-\$2,077.95	\$3,486.60	2.00%
Total Equities			\$284,398.20	\$274,172.24	\$10,225.96	\$5,286.58	1.86%

Account Statement For:
CAIN, CLEMENT CHARITABLE FDN

Period Covered January 1, 2009 - December 31, 2009

Account Number 354320



ASSET DETAIL *(continued)*

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Alternative Investments							
OTHER							
HUSSMAN STRATEGIC GROWTH FUND #601 SYMBOL: HSGFX CUSIP: 448108100	1,971 625	\$12.780	\$25,197.37	\$28,898.02	-\$3,700.65	\$49.29	0.20%
POWERSHARES DB COMMODITY INDEX SYMBOL: DBC CUSIP: 739355105	1,320,000	24.620	32,498.40	27,601.72	4,896.68	0.00	0.00
Total Other			\$57,695.77	\$56,499.74	\$1,196.03	\$49.29	0.09%
Total Alternative Investments			\$57,695.77	\$56,499.74	\$1,196.03	\$49.29	0.09%

ASSET DESCRIPTION	QUANTITY	PRICE	MARKET VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	CURRENT YIELD
Real Estate & Specialty Assets							
REAL ESTATE FUNDS							
SPDR DJ WILSHIRE INTERNATIONAL REAL ESTATE ETF SYMBOL: RWX CUSIP: 78463X863	468 000	\$34.890	\$16,328.52	\$20,902.21	-\$4,573.69	\$1,101.20	6.74%
VANGUARD REIT VIPER SYMBOL: VNQ CUSIP: 922908553	969 000	44.740	43,353.06	39,392.09	3,960.97	2,263.58	5.22
Total Real Estate Funds			\$59,681.58	\$60,294.30	-\$612.72	\$3,364.78	5.64%
Total Real Estate & Specialty Assets			\$59,681.58	\$60,294.30	-\$612.72	\$3,364.78	5.64%

ACCOUNT VALUE AS OF 12/31/09	COST BASIS	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME
TOTAL ASSETS	\$865,273.53	\$842,744.89	\$29,164.72

STATEMENT A

THIS IS THE INITIAL YEAR THE TAXPAYER IS FILING A 990-PF. IN PREVIOUS YEARS THE TAXPAYER HAD FILED 5227'S. UPON THE DEATH OF THE LAST LIVING BENEFICIARY THE REMAINING ASSETS IN THE CHARITABLE REMAINDER TRUST WERE TRANSFERRED TO A FOUNDATION. THE ORIGINAL SUBSTANTIAL CONTRIBUTIONS TO THE CHARITABLE REMAINDER TRUST WERE FROM CLEMENT CAIN. HIS ADDRESS AT THE TIME OF CONTRIBUTION WAS PO BOX 53456 PHOENIZ , AZ 85072.

THE ASSETS OF WELLS FARGO ACCOUNT 354320 WERE TRANSFERRED TO THE FOUNDATION ON JANUARY 1/1/2009. FMV OF THE ASSETS WAS \$756,642.