Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.		
	Name of foundation The Paraklete Foundation	A Employer identification number 94-3374734
	Number and street (or P.O. box number if mail is not delivered to street address) / Room/suite P.O. Box 137	B Telephone number (see page 10 of the instructions) 925-461-5053
	City or town, state, and ZIP code Sunol, CA 94586	C If exemption application is pending, check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 257018.49

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)
Revenue	1	Contributions, gifts, grants, etc., received (attach schedule)	582.89			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	12.19	12.19	12.19	
	4	Dividends and interest from securities	7367.03	7367.03	7367.03	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less: Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	7962.11	7379.22	7379.22	
Operating and Administrative 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 schedule)				
	c	Other professional fees (attach schedule)	2456.06	2456.06		
	17	Interest				
	18	Taxes (attach schedule) (see page 14 of the instructions)	94.23	94.23	94.23	
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	1249.52			1249.52
	22	Printing and publications				
	23	Other expenses (attach schedule)	133.37			133.37
	24	**Total operating and administrative expenses.** Add lines 13 through 23	3933.18	2550.29	94.23	1382.89
	25	Contributions, gifts, grants paid	6800.00			6800.00
	26	**Total expenses and disbursements.** Add lines 24 and 25	10733.18	2550.29	94.23	8182.89
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	(2771.07)			
	b	**Net investment income** (if negative, enter -0-)		4828.93		
	c	**Adjusted net income** (if negative, enter -0-)			7284.99	

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing			
	2 Savings and temporary cash investments	610.55	6707.66	6707.66
	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 page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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)	214019.94	250310.83	250310.83
	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)			
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	214630.49	257018.49	257018.49
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 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)	214630.49	257018.49	
	31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	214630.49	257018.49	

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	214630.49
2	Enter amount from Part I, line 27a	2	(2771.07)
3	Other increases not included in line 2 (itemize) ▶ Capital Gains	3	45159.07
4	Add lines 1, 2, and 3	4	211859.42
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	257018.49

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	600 shares GE stock	D	12/7/05	7/20/09
b	Pershing -908	P	Various	Various
c	Pershing -916	P	Various	Various
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	6972.18		22986.00+64.18	(16,078.00)
b	47410.30		34714.39	(12695.91)
c	60627.60		95560.76	(34933.16)
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	(63707.07)
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	(9957.00)

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	8182.89	225476.35	0.036
2007	12701.00	288713.35	0.044
2006	16142.25	319268.05	0.051
2005	11875.88	280508.30	0.042
2004	15590.06	177258.63	0.088

2	**Total** of line 1, column (d)	2	0.261
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	0.0522
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	225476.35
5	Multiply line 4 by line 3	5	11769.86
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	48.29
7	Add lines 5 and 6	7	11818.15
8	Enter qualifying distributions from Part XII, line 4	8	8182.89

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.

Part VI **Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)**

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	96.58
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	
3	Add lines 1 and 2	3	96.58
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	96.58
6	Credits/Payments:		
a	2009 estimated tax payments 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	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	96.58
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** ▶	**Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
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)?	1b		✓
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		✓
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		✓
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		✓
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	✓	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ ______			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	✓	
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)? *If "Yes," complete Part XIV*	9		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ Dennis R Smith Telephone no. ▶ 925-461-5053
Located at ▶ 626 abbie street, Pleasanton, CA ZIP+4 ▶ 94566-7402

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☑ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 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		✓
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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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)?	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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		✓
	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		

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
Dennis R. Smith 626 Abbie Street Pleasanton, CA 94566	Director 1	0	0	0
Judith A. Smith 626 Abbie Street Pleasanton, CA 94566	secretary 1	0	0	0
Kara M. Locke 5609 Spilman Ave. sacramento, CA 95819	Treasurer 0.5	0	0	0
Charles L. Locke 5609 Spilman Ave. sacramento, CA 95819	Trustee 0.2	0	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
Anthony C. Smith 1679 Fourth Street Livermore, CA 94550	Trustee 0.2	0	0	0
Michelle M. Smith 1679 Fourth Street Livermore, CA 94550	Trustee 0.2	0	0	0
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		
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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3 ▶	

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	224050
b	Average of monthly cash balances	1b	4860
c	Fair market value of all other assets (see page 24 of the instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	228910
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	228910
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see page 25 of the instructions)	4	3433.65
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	225476.35
6	**Minimum investment return.** Enter 5% of line 5	6	11273.82

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	11273.82
2a	Tax on investment income for 2009 from Part VI, line 5	2a	96.58		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	96.58
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	11177.24
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	11177.24
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	11177.24

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	8182.89
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	8182.89
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	8182.89

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					11177.24
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	6761.78				
b	From 2005	0				
c	From 2006	0				
d	From 2007	200.02				
e	From 2008	0				
f	**Total** of lines 3a through e		6961.80			
4	Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 8182.80					
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					8182.80
e	Remaining amount distributed out of corpus		2994.44			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		2994.44			2994.44
6	**Enter the net total of each column as indicated below:**					
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		6961.80			
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 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					0
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)		0			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)		3967.36			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		2994.44			
10	Analysis of line 9:					
a	Excess from 2005					
b	Excess from 2006					
c	Excess from 2007	200.02				
d	Excess from 2008					
e	Excess from 2009	2794.42				

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

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

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test—enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test—enter ⅔ of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test—enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

Dennis R. & Judith A. Smith

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.

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:

Dennis R. Smith P.O. Box 137 Sunol, CA 94586

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

Applications available upon request

c Any submission deadlines:

June 30 & December 31 of each year

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

Grants are given for education/training for lifeskills, job skills and spiritual enrichment to homeless and others in need

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
1. Evangelical Covenant Church 5101 N. Francisco Ave. Chicago, IL 60625		501(c)(3)	Colombia Covenant mission micro business development for poverty area	$3,500
2. Awakening Church of God Rakovska 21, Stara Zagora, Bulgaria			Educational scholarships	$3,300
Total ▶ **3a**				6,800
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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	523100	12.19			
4 Dividends and interest from securities	523100	7367.03			
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		7379.22			

13 **Total.** Add line 12, columns (b), (d), and (e) 13 7379.22

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

[signature] 5 May 2010 Director

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ▶ ☐	Preparer's identifying number (see **Signature** on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code ▶		EIN ▶	
		Phone no.	

Form 990-PF
2009
The Paraklete Foundation
94-3374734

Part I, Line 16c

Pershing Money Management Fees	2456.06

Part I, Line 18

Foreign Taxes	94.23

Part I, Line 23

P.O. Box	44.00
Office Supplies	0
Photocopies	5.85
Postage	3.73
Federal Form 990 Fee	69.79
California Form 199 Fee	10.00
California Form 109 Fee	0
	133.37

Part II, Line 10b

Refer to attached Account 4QK-035763 attached
Refer to attached Account 6VK-433908 attached

FOOTHILL SECURITIES INCORPORATED
150 East Dana Street
Mountain View, CA 94041
(650) 625-9701

Brokerage
Account Statement

* 00007690 02 AT 0.482 TR 00032 X220RD01 100000

THE PARAKLETE FOUNDATION
626 ABBIE STREET
PLEASANTON CA 94566-7402

Account Number: 4QK-035763
Statement Period: 11/01/2009 - 12/31/2009

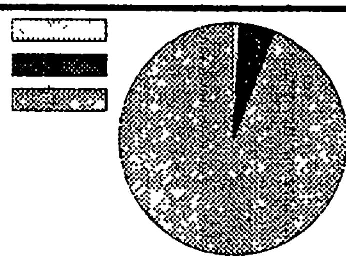
Valuation at a Glance

	This Period	Year-to-Date
Beginning Account Value	**$57,531.86**	**$59,166.34**
Cash Deposits	0.00	41.89
Cash Withdrawals	0.00	-7,600.00
Dividends/Interest	194.97	1,676.55
Fees	0.00	-15.00
Change in Account Value	4,616.05	9,073.10
Ending Account Value	**$62,342.88**	**$62,342.88**

Your Financial Advisor Is:
MIMI WARGA
(925) 449-7830

Asset Allocation

	Prior Year-End	This Period	% Allocation
Cash, Money Funds, and FDIC Deposits	610.55	542.59	1%
Equities	12,960.00	3,026.00	5%
Mutual Funds	45,595.79	58,774.29	94%
Account Total (Pie Chart)	**$59,166.34**	**$62,342.88**	**100%**



Asset Allocation percentages are rounded to the nearest whole percentage.

Pie Chart allocation excludes all asset classes which net to a liability.

[redacted]

Customer Service Information

Your Financial Advisor Is: MW0	Contact Information
MIMI WARGA 1202-A CONCANNON BLVD LIVERMORE CA 94550-5536	**Telephone Number:** (925) 449-7830 **Fax Number:** (925) 449-0598

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and FDIC Deposits 1.00% of Portfolio									
Money Market									
GENERAL MNY MKT FUND CL B									
542.590	10/31/09	0000396156	12/31/09	542.55	542.59	0.00	1.15	0.05%	0.05%
Total Money Market				**$542.55**	**$542.59**	**$0.00**	**$1.15**		
Total Cash, Money Funds, and FDIC Deposits				**$542.55**	**$542.59**	**$0.00**	**$1.15**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 5.00% of Portfolio								
Common Stocks								
5GENERAL ELECTRIC CO COM Dividend Option: Cash *Security Identifier:* GE								
200.000	11/15/07	N/A	Please Provide	15.1300	3,026.00	N/A	80.00	2.64%
Total Common Stocks			**$0.00**		**$3,026.00**	**$0.00**	**$80.00**	
Total Equities			**$0.00**		**$3,026.00**	**$0.00**	**$80.00**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 94.00% of Portfolio								
Mutual Funds								
5AMCAP FUND CLASS A Open End Fund *Security Identifier:* AMCPX Dividend Option: Reinvest; Capital Gains Option: Reinvest								
1,677.814	08/13/07	N/A	Please Provide	16.6000	27,851.71	N/A	275.16	0.98%

FOOTHILL SECURITIES INCORPORATED
150 East Dana Street
Mountain View, CA 94041
(650) 625-9701

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
AMCAP FUND CLASS A *(continued)*								
197.556	Reinvestments to Date	18.2250	3,600.52	16.6000	3,279.43	-321.09	32.40	0.98%
1,875.370	**Total**		**$3,600.52**		**$31,131.14**	**-$321.09**	**$307.56**	
[5]WASHINGTON MUTUAL INVESTORS FUND								
CLASS A								
Open End Fund								
Security Identifier: AWSHX								
Dividend Option: Reinvest; Capital Gains Option: Reinvest								
967.454	08/13/07	N/A	Please Provide	24.6400	23,838.07	N/A	682.05	2.86%
154.427	Reinvestments to Date	27.7220	4,280.97	24.6400	3,805.08	-475 89	108.87	2.86%
1,121.881	**Total**		**$4,280.97**		**$27,643.15**	**-$475.89**	**$790.92**	
Total Mutual Funds			**$7,881.49**		**$58,774.29**	**-$796.98**	**$1,098.48**	
Total Mutual Funds			**$7,881.49**		**$58,774.29**	**-$796.98**	**$1,098.48**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$8,424.08**	**$62,342.88**	**-$796.98**	**$0.00**	**$1,179.63**

[5] Unrealized gains and losses are not reported for securities for which cost basis or market value is not available.

Disclosures and Other Information

Pricing - Securities prices may vary from actual liquidation value. Prices shown should only be used as a general guide to portfolio value. Prices are received from various pricing services. However, pricing services are sometimes unable to provide timely information. Where pricing sources are not readily available, particularly on certain debt securities, estimated prices may be generated by a matrix system taking various factors into consideration. The pricing of listed options takes into account the last closing price, as well as the current bid and offer prices. Where securities have not been priced, such securities have not been included in the Asset Allocation Information at the beginning of this statement.

Reinvestment - The dollar amount of Mutual Fund distributions, Money Market Fund dividend income, Bank Deposit interest income, or dividends for other securities shown on your Statement may have been reinvested. You will not receive confirmation of these reinvestments. However, information pertaining to these transactions which would otherwise appear on confirmations, including the time of execution and

Portfolio Holdings *(continued)*

the name of the person from whom your security was purchased, will be furnished to you upon written request to your introducing firm. In dividend reinvestment transactions, Pershing acts as your agent and receives payment for order flow, the source and nature of which payment will be furnished to you upon written request to your introducing firm.

Option Disclosure - Information with respect to commissions and other charges incurred in connection with the execution of option transactions has been included in confirmations previously furnished to you. A summary of this information is available to you promptly upon your written request directed to your introducing firm. In order to assist your introducing firm in maintaining current background and financial information concerning your option accounts, please promptly advise them in writing of any material change in your investment objectives or financial situation. Expiring options which are valuable are exercised automatically pursuant to the exercise by exception procedure of the Options Clearing Corporation. Additional information regarding this procedure is available upon written request to your introducing firm.

Foreign Currency Transactions - Pershing may execute foreign currency transactions as principal for your account. Pershing may automatically convert foreign currency to or from U.S. dollars for dividends and similar corporate action transactions unless you instruct your financial organization otherwise. Pershing's currency conversion rate will not exceed the highest interbank conversion rate identified from customary banking sources on the conversion date or the prior business day, increased by up to 1%, unless a particular rate is required by applicable law. Your financial organization may also increase the currency conversion rate. This conversion rate may differ from rates in effect on the date you executed a transaction, incurred a charge, or received a credit. Transactions converted by agents (such as depositories) will be billed at the rates such agents use.

Proxy Vote - Securities held by you on margin (securities not fully paid for by you) may be lent by Pershing to itself or others in accordance with the terms outlined in the Margin Agreement. The right to vote your shares held on margin will be reduced by the amount of shares on loan. The Proxy Voting Instruction Form sent to you may reflect a smaller number of shares entitled to vote than the number of shares in your margin account.

Income and Expense Summary

	Current Period		Year-to-Date	
	Taxable	Non Taxable	Taxable	Non Taxable
Dividend Income				
Equities	194.93	0.00	1,675.40	0.00
Money Market	0.04	0.00	1.15	0.00
Total Dividends, Interest, Income and Expenses	**$194.97**	**$0.00**	**$1,676.55**	**$0.00**

Transactions by Type of Activity

Process/ Settlement Date	Activity Type	Description	Quantity	Price	Accrued Interest	Amount	CCY
Securities Bought and Sold							
12/22/09	REINVEST CASH INCOME	WASHINGTON MUTUAL INVESTORS FUND CLASS A 1113.9120 SHRS SHRS PURCH. AT $24.46000 RD 12/18 PD 12/21/09	7.969			-194.93	USD
Total Securities Bought and Sold - UNITED STATES DOLLAR					**0.00**	**-194.93**	

Pershing Advisor Solutions
AFFILIATE OF THE BANK OF NEW YORK MELLON
One Pershing Plaza, Jersey City, NJ 07399
Pershing Advisor Solutions LLC, member FINRA, SIPC
(877) 870-7230

Brokerage
Account Statement

* 00015909 02 AT 0.482 TR 00081 X220QD02 010000

PARAKLETE FOUNDATION C/O DENNIS
R SMITH CEO, NON PROFIT ORGANIZA
626 ABBIE STREET
PLEASANTON CA 94566-7402

Your Investment Advisor:
MARY R. WARGA
(925) 449-7830

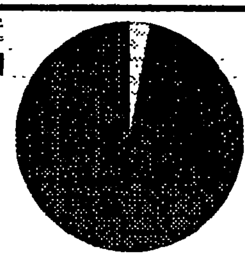
Account Number: 6VK-433908
Statement Period: 12/01/2009 - 12/31/2009

Valuation at a Glance

	This Period	Year-to-Date
Beginning Account Value	**$191,859.77**	**$88,742.13**
Net Cash Deposits and Withdrawals	110.27	58,220.35
Adjusted Previous Account Value	**191,970.04**	**146,962.48**
Dividends, Interest and Other Income	1,919.50	5,158.60
Net Other Activity	0.00	-2,168.63
Net Change in Portfolio	786.07	44,723.16
Ending Account Value	**$194,675.61**	**$194,675.61**
Estimated Annual Income	**$5,691.92**	

Asset Allocation

	Last Period	This Period	% Allocation
Cash, Money Funds, and FDIC Deposits	4,135.30	6,165.07	3%
Exchange-Traded Products	187,724.47	188,510.54	97%
Account Total (Pie Chart)	**$191,859.77**	**$194,675.61**	**100%**



Asset Allocation percentages are rounded to the nearest whole percentage.

Pie Chart allocation excludes all asset classes which net to a liability.

Additional Information

	This Period	Year-to-Date
Securities Bought and Sold	$0.00	-$60,490.15

Customer Service Information

Your Investment Advisor: V3Q
MARY R. WARGA
ASSOCIATED SECURITIES CORP.
1202 A CONCANNON BLVD.
LIVERMORE CA 94550-6002

Contact Information
Telephone Number: (925) 449-7830
Fax Number: (925) 449-0598

Portfolio Manager: NEW FRONTIER

Portfolio Investment Style: ETF, PROF 3, TS, MODERATE

As you requested, copies of this statement have been sent to:
FOOTHILL SECURITIES

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and FDIC Deposits 3.00% of Portfolio									
Cash Balance				66.84	1,423.87				
Money Market									
FEDERATED CAPITAL RESERVES									
4,741.200	12/01/09	0001169709	12/31/09	4,068.46	4,741.20	0.00	8.71	0.00%	0.00%
Total Money Market				**$4,068.46**	**$4,741.20**	**$0.00**	**$8.71**		
Total Cash, Money Funds, and FDIC Deposits				**$4,135.30**	**$6,165.07**	**$0.00**	**$8.71**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 97.00% of Portfolio								
Exchange-Traded Products								
ISHARES TR BARCLAYS TIPS BD FD								
PROTECTED SECS FD								
Security Identifier: TIP								
Dividend Option: Cash; Capital Gains Option: Cash								
78.000	09/30/09	102.9080	8,026.80	103.9000	8,104.20	77.40	315.27	3.89%
ISHARES TR S&P NATL AMT FREE								
MUNI BD FD								
Security Identifier: MUB								
Dividend Option: Cash; Capital Gains Option: Cash								
31.000	01/17/08	102.9710	3,192.11	102.7500	3,185.25	-6.86	114.99	3.61%
4.000	01/12/09	101.7150	406.86	102.7500	411.00	4.14	14.84	3.61%
31.000	02/25/09	100.4180	3,112.96	102.7500	3,185.25	72.29	114.99	3.61%

Pershing Advisor Solutions
AFFILIATE OF THE BANK OF NEW YORK MELLON
One Pershing Plaza, Jersey City, NJ 07399
Pershing Advisor Solutions LLC, member FINRA, SIPC
(877) 870-7230

Brokerage Account Statement

Statement Period: 12/01/2009 - 12/31/2009

Portfolio Holdings (continued)

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
ISHARES TR S&P NATL AMT FREE *(continued)*								
46.000	03/03/09	99.1930	4,562.90	102.7500	4,726.50	163.60	170.63	3.61%
47.000	09/30/09	105.7940	4,972.34	102.7500	4,829.25	-143.09	174.34	3.61%
159.000	**Total**		**$16,247.17**		**$16,337.25**	**$90.08**	**$589.79**	
POWERSHARES GLOBAL EXCH TRD FD TR								
INSD NATL MUNI BD PORT								
Security Identifier: PZA								
Dividend Option: Cash; Capital Gains Option: Cash								
200.000	01/17/08	25.6070	5,121.48	23.7200	4,744.00	-377.48	229.01	4.82%
145.000	01/12/09	21.9570	3,183.74	23.7200	3,439.40	255.66	166.03	4.82%
354.000	03/03/09	21.8730	7,742.87	23.7200	8,396 88	654.01	405.34	4.82%
699.000	**Total**		**$16,048.09**		**$16,580.28**	**$532.19**	**$800.38**	
SPDR GOLD TR GOLD SHS								
Security Identifier: GLD								
Dividend Option: Cash; Capital Gains Option: Cash								
25.000	09/30/09	98.9120	2,472.80	107.3100	2,682.75	209.95		
SPDR INDEX SHS FDS DOW JONES INTL								
REAL ESTATE ETF								
Security Identifier: RWX								
Dividend Option: Cash; Capital Gains Option: Cash								
4.000	01/17/08	52.0350	208.14	34.8900	139.56	-68.58	8.62	6.17%
15.000	01/12/09	27.3970	410.96	34.8900	523.35	112.39	32.31	6.17%
45.000	03/03/09	19.1000	859.50	34.8900	1,570.05	710.55	96.91	6.17%
64.000	**Total**		**$1,478.60**		**$2,232.96**	**$754.36**	**$137.84**	
SPDR INDEX SHS FDS S&P INTL SMALL CAP								
ETF								
Security Identifier: GWX								
Dividend Option: Cash; Capital Gains Option: Cash								
40.000	01/17/08	30.8900	1,235.58	25.3300	1,013.20	-222.38	14.14	1.39%
65.000	03/03/09	14.0600	913.90	25.3300	1,646.45	732.55	22.98	1.39%
105.000	**Total**		**$2,149.48**		**$2,659.65**	**$510.17**	**$37.12**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
SPDR BARCLAYS CAPITAL SHORT TERM								
MUNI BOND ETF								
Security Identifier: SHM								
Dividend Option: Cash; Capital Gains Option: Cash								
65.000	02/25/09	23.7390	1,543.02	24.0200	1,561.30	18.28	29.51	1.88%
45.000	03/03/09	23.6450	1,064.03	24.0200	1,080.90	16.87	20.43	1.88%
88.000	09/30/09	24.0660	2,117.84	24.0200	2,113.76	-4.08	39.94	1.88%
198.000	**Total**		**$4,724.89**		**$4,755.96**	**$31.07**	**$89.88**	
SPDR SER TR BARCLAYS CAP MUN BD								
ETF								
Security Identifier: TFI								
Dividend Option: Cash; Capital Gains Option: Cash								
180.000	01/17/08	22.7550	4,095.96	22.6800	4,082.40	-13.56	159.02	3.89%
208.000	02/25/09	22.0300	4,582.24	22.6800	4,717.44	135.20	183.76	3.89%
273.000	03/03/09	21.7400	5,935.02	22.6800	6,191.64	256.62	241.18	3.89%
281.000	09/30/09	23.2550	6,534.62	22.6800	6,373.08	-161.54	248.25	3.89%
942.000	**Total**		**$21,147.84**		**$21,364.56**	**$216.72**	**$832.21**	
SPDR SER TR DOW JONES REIT ETF								
Security Identifier: RWR								
Dividend Option: Cash; Capital Gains Option: Cash								
95.000	03/03/09	23.8500	2,265.75	49.2100	4,674.95	2,409.20	183.47	3.92%
VANGUARD TAX MANAGED FD EUROPE PACIFIC								
ETF								
Security Identifier: VEA								
Dividend Option: Cash; Capital Gains Option: Cash								
207.000	11/13/08	25.4680	5,271.95	34.2000	7,079.40	1,807.45	168.91	2.38%
238.000	03/03/09	19.9200	4,740.96	34.2000	8,139.60	3,398.64	194.21	2.38%
445.000	**Total**		**$10,012.91**		**$15,219.00**	**$5,206.09**	**$363.12**	
VANGUARD EMERGING MARKETS ETF								
Security Identifier: VWO								
Dividend Option: Cash; Capital Gains Option: Cash								
35.000	11/13/08	22.4080	784.28	41.0000	1,435.00	650.72	19.07	1.32%
129.000	03/03/09	19.2750	2,486.48	41.0000	5,289.00	2,802.52	70.31	1.32%
164.000	**Total**		**$3,270.76**		**$6,724.00**	**$3,453.24**	**$89.38**	
VANGUARD INTL EQUITY INDEX FD INC								
VANGUARD PACIFIC ETF								
Security Identifier: VPL								
Dividend Option: Cash; Capital Gains Option: Cash								
83.000	01/17/08	62.8550	5,216.93	51.3200	4,259.56	-957.37	117.94	2.76%
5.000	01/12/09	41.6080	208.04	51.3200	256.60	48.56	7.10	2.76%

PERSHING ADVISOR SOLUTIONS OF NEW YORK MELLON
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Brokerage
Account Statement

Statement Period: 12/01/2009 - 12/31/2009

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
VANGUARD INTL EQUITY INDEX FD INC *(continued)*								
71.000	03/03/09	32.6700	2,319.57	51.3200	3,643.72	1,324.15	100.89	2.76%
9.000	09/30/09	52 5600	473.04	51.3200	461.88	-11.16	12.79	2.76%
168.000	**Total**		**$8,217.58**		**$8,621.76**	**$404.18**	**$238.72**	
VANGUARD INTL EQUITY INDEX FD INC								
VANGUARD EUROPEAN ETF								
Security Identifier: VGK								
Dividend Option: Cash; Capital Gains Option: Cash								
113.000	01/17/08	68.9340	7,789.59	48.4800	5,478.24	-2,311.35	216.05	3.94%
110.000	03/03/09	27.4000	3,014.00	48.4800	5,332.80	2,318.80	210.32	3.94%
223.000	**Total**		**$10,803.59**		**$10,811.04**	**$7.45**	**$426.37**	
VANGUARD INDEX FDS VANGUARD SMALL CAP								
GROWTH ETF								
Security Identifier: VBK								
Dividend Option: Cash; Capital Gains Option: Cash								
40.000	01/12/09	41.0580	1,642.33	59.8700	2,394.80	752.47	9.16	0.38%
65.000	03/03/09	32.8500	2,135.25	59.8700	3,891.55	1,756.30	14.88	0.38%
105.000	**Total**		**$3,777.58**		**$6,286.35**	**$2,508.77**	**$24.04**	
VANGUARD INDEX FDS VANGUARD SMALL CAP								
VALUE ETF								
Security Identifier: VBR								
Dividend Option: Cash; Capital Gains Option: Cash								
58.000	07/12/07	76.0040	4,408.21	54.4800	3,159.84	-1,248.37	60.95	1.92%
51.000	03/03/09	29.2800	1,493.28	54.4800	2,778.48	1,285.20	53.60	1.92%
10.000	09/30/09	54.1150	541.15	54.4800	544.80	3.65	10.51	1.92%
119.000	**Total**		**$6,442.64**		**$6,483.12**	**$40.48**	**$125.06**	
VANGUARD INDEX FDS VANGUARD GROWTH ETF								
Security Identifier: VUG								
Dividend Option: Cash; Capital Gains Option: Cash								
159.000	07/12/07	64.0190	10,178.97	53.0600	8,436.54	-1,742.43	113.84	1.34%
6.000	01/17/08	59.6580	357 95	53.0600	318.36	-39.59	4.30	1.34%
58.000	01/12/09	39.1820	2,272.58	53 0600	3,077.48	804.90	41.53	1.34%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
VANGUARD INDEX FDS VANGUARD GROWTH ETF *(continued)*								
188.000	03/03/09	33.2600	6,252.88	53.0600	9,975.28	3,722.40	134.61	1.34%
5.000	09/30/09	49.5200	247.60	53.0600	265.30	17.70	3.57	1.34%
416.000	**Total**		**$19,309.98**		**$22,072.96**	**$2,762.98**	**$297.85**	
VANGUARD INDEX FDS VANGUARD VALUE ETF								
Security Identifier: VTV								
Dividend Option: Cash; Capital Gains Option: Cash								
267.000	07/12/07	73.3330	19,580.00	47.7500	12,749.25	-6,830.75	438.95	3.44%
94.000	01/12/09	39.9820	3,758.28	47.7500	4,488.50	730.22	154.54	3.44%
315.000	03/03/09	29.4900	9,289.35	47.7500	15,041.25	5,751.90	517.86	3.44%
13.000	09/30/09	46.3390	602.41	47.7500	620.75	18.34	21.36	3.44%
689.000	**Total**		**$33,230.04**		**$32,899.75**	**-$330.29**	**$1,132.71**	
Total Exchange-Traded Products			**$169,626.50**		**$188,510.54**	**$18,884.04**	**$5,683.21**	
Total Exchange-Traded Products			**$169,626.50**		**$188,510.54**	**$18,884.04**	**$5,683.21**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$175,791.57**	**$194,675.61**	**$18,884.04**	**$0.00**	**$5,691.92**

Disclosures and Other Information

Pricing - Securities prices may vary from actual liquidation value. Prices shown should only be used as a general guide to portfolio value. Prices are received from various pricing services. However, pricing services are sometimes unable to provide timely information. Where pricing sources are not readily available, particularly on certain debt securities, estimated prices may be generated by a matrix system taking various factors into consideration. The pricing of listed options takes into account the last closing price, as well as the current bid and offer prices. Where securities have not been priced, such securities have not been included in the Asset Allocation information at the beginning of this statement.

Reinvestment - The dollar amount of Mutual Fund distributions, Money Market Fund dividend income, Bank Deposit interest income, or dividends for other securities shown on your Statement may have been reinvested. You will not receive confirmation of these reinvestments. However, information pertaining to these transactions which would otherwise appear on confirmations, including the time of execution and the name of the person from whom your security was purchased, will be furnished to you upon written request to your introducing firm. In dividend reinvestment transactions, Pershing acts as your agent and receives payment for order flow, the source and nature of which payment will be furnished to you upon written request to your introducing firm.

Option Disclosure - Information with respect to commissions and other charges incurred in connection with the execution of option transactions has been included in confirmations previously furnished to you. A summary of this information is available to you promptly upon your written request directed to your introducing firm. In order to assist your introducing firm in maintaining current background and financial information concerning your option accounts, please promptly advise them in writing of any material change in your investment objectives or financial situation. Expiring options which are valuable are exercised automatically pursuant to the exercise by exception procedure of the Options Clearing Corporation. Additional information regarding this procedure is available upon written request to your introducing firm.

Foreign Currency Transactions - Pershing may execute foreign currency transactions as principal for your account. Pershing may automatically convert foreign currency to or from U.S. dollars for dividends and similar corporate action transactions unless you instruct your financial organization otherwise. Pershing's currency conversion rate will not exceed the highest interbank conversion rate identified from customary banking sources on the conversion date or the prior business day, increased by up to 1%, unless a particular rate is required by applicable law. Your financial organization may also increase the currency conversion rate. This conversion rate may differ from rates in effect on the date you executed a transaction, incurred a charge, or received a credit. Transactions converted by agents (such as depositories) will be billed at the rates such agents use.