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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 ,

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.

THE CREAN FOUNDATION
2300 MESA DRIVE
NEWPORT BEACH, CA 92660

A Employer identification number: 95-3676334

B Telephone number (see the instructions): (949) 642-3050

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►

2 Foreign organizations meeting the 85% test, check here and attach computation ►

E If private foundation status was terminated under section 507(b)(1)(A), check here ►

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ►

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) ► $ 71,481,471.

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments	16,502.	16,502.	16,502.	
	4 Dividends and interest from securities	1,873,136.	1,873,136.	1,873,136.	
	5a Gross rents	556,946.	556,946.	556,946.	
	b Net rental income or (loss) 321,321.				
	6a Net gain/(loss) from sale of assets not on line 10	-10,197,614.			
	b Gross sales price for all assets on line 6a 43,589,698.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances 34,828.				
	b Less Cost of goods sold 12,907.				
	c Gross profit/(loss) (att sch) SEE ST 1	21,921.		21,921.	
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-7,729,109.	2,446,584.	2,468,505.	
OPERATING AND ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	143,280.	143,280.		
	14 Other employee salaries and wages	10,840.			9,146.
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch) SEE ST 2	15,023.	15,023.		
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instr) SEE STM 3	12,642.	11,666.		976.
	19 Depreciation (attach sch) and depletion	67,120.	66,975.		
	20 Occupancy				
	21 Travel, conferences, and meetings	1,338.	1,338.		
	22 Printing and publications	278.	278.		
	23 Other expenses (attach schedule) SEE STATEMENT 4	305,738.	301,043.		4,695.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	556,259.	539,603.		14,817.
	25 Contributions, gifts, grants paid PART XV	4,964,840.			4,964,840.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,521,099.	539,603.	0.	4,979,657.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	-13,250,208.			
	b **Net investment income** (if negative, enter -0-)		1,906,981.		
	c **Adjusted net income** (if negative, enter -0-)			2,468,505.	

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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			
	2 Savings and temporary cash investments	6,256,770.	2,952,924.	2,952,924.
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use	14,847.	35,110.	149,562.
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)	12,164,312.	8,487,141.	9,559,599.
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis ► 3,701,641.			
	Less accumulated depreciation (attach schedule) SEE STMT 5 ► 335,075.	4,632,823.	3,366,566.	5,512,500.
	12 Investments — mortgage loans		998,511.	
	13 Investments — other (attach schedule)	58,951,912.	53,311,247.	53,306,886.
	14 Land, buildings, and equipment basis ► 2,462.			
	Less accumulated depreciation (attach schedule) SEE STMT 6 ► 2,462.			
	15 Other assets (describe ►)			
	16 **Total assets** (to be completed by all filers — see instructions Also, see page 1, item I)	82,020,664.	69,151,499.	71,481,471.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ► SEE STATEMENT 7)	876.	682.	
	23 **Total liabilities** (add lines 17 through 22)	876.	682.	
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, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	82,019,788.	69,150,817.	
	30 **Total net assets or fund balances** (see the instructions)	82,019,788.	69,150,817.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	82,020,664.	69,151,499.	

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	82,019,788.
2	Enter amount from Part I, line 27a	2	-13,250,208.
3	Other increases not included in line 2 (itemize) ► SEE STATEMENT 8	3	381,237.
4	Add lines 1, 2, and 3	4	69,150,817.
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	69,150,817.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b	WAREHOUSE - RIVERSIDE, CALIFORNIA	P	7/26/00	10/13/09
c	LAND - RIVERSIDE, CALIFORNIA	P	7/26/00	10/13/09
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	42,389,698.		52,521,289.	-10,131,591.
b	825,000.	301,887.	1,216,252.	-89,365.
c	375,000.		375,000.	0.
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 (i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-10,131,591.
b				-89,365.
c				0.
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	-10,220,956.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	5,687,595.	78,304,086.	0.072635
2007	5,599,306.	92,247,311.	0.060699
2006	2,380,440.	87,113,694.	0.027326
2005	2,814,440.	81,282,610.	0.034625
2004	4,925,778.	81,495,421.	0.060442

2	**Total** of line 1, column (d)	2	0.255727
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	0.051145
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	65,602,763.
5	Multiply line 4 by line 3	5	3,355,253.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	19,070.
7	Add lines 5 and 6	7	3,374,323.
8	Enter qualifying distributions from Part XII, line 4	8	4,979,657.

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

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

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 instr.)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☒ and enter 1% of Part I, line 27b	1	19,070.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.
3	Add lines 1 and 2	3	19,070.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	19,070.
6	Credits/Payments		
a	2009 estimated tax pmts and 2008 overpayment credited to 2009 — 6a: 27,724.		
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	27,724.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8	
9	Tax due If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►	9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►	10	8,654.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 8,654. **Refunded** ►	11	0.

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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► $ 0. (2) On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	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		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? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► CA			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		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 instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► MARC S. GOLDIN, CFO Telephone no ► (949) 642-3050

Located at ► 2300 MESA DRIVE, NEWPORT BEACH, CA ZIP + 4 ► 92660

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see the instructions)?	1b		N/A
	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		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? ☐ 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 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? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)*	3b		N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes	☒ No	
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes	☒ No	
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes	☒ No	
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	☐ Yes	☒ No	
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes	☒ No	
b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?			5b N/A
Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes	☐ No	
If 'Yes,' attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes	☒ No	
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			6b X
If 'Yes' to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?			7b N/A

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

1 **List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ANDREW CREAN P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	PRESIDENT 0	0.	0.	0.
EMILY CREAN VOGLER P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	VICE PRESIDE 0	0.	0.	0.
SUSAN E. THOMAS P.O. BOX 8449 NEWPORT BEACH, CA 92658-8449	SECRETARY 0	0.	0.	0.
MARC S. GOLDIN 2300 MESA DRIVE NEWPORT BEACH, CA 92660-0719	CFO 20.00	142,500.	0.	780.

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

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

Total number of other employees paid over $50,000 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services – (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 DISTRIBUTION OF BOOKS ON ALCOHOLISM INTENDED TO EDUCATE AND ASSIST THE GENERAL PUBLIC CONCERNING THE DISEASE. THE TOTAL NUMBER OF BOOKS DISTRIBUTED DURING 2009 WAS 11,502.	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes			
a	Average monthly fair market value of securities		1a	57,761,602.
b	Average of monthly cash balances		1b	3,327,688.
c	Fair market value of all other assets (see instructions)		1c	5,512,500.
d	**Total** (add lines 1a, b, and c)		1d	66,601,790.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	66,601,790.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	999,027.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	65,602,763.
6	**Minimum investment return.** Enter 5% of line 5		6	3,280,138.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	3,280,138.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 19,070.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	19,070.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	3,261,068.
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	3,261,068.
6	Deduction from distributable amount (see instructions)		6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	3,261,068.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes			
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26		1a	4,979,657.
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	4,979,657.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)		5	19,070.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4		6	4,960,587.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				3,261,068.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			444,752.	
b Total for prior years 20___, 20___, 20___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ► $ 4,979,657.				
a Applied to 2008, but not more than line 2a			444,752.	
b Applied to undistributed income of prior years (Election required – see instructions)		0.		
c Treated as distributions out of corpus (Election required – see instructions)	0.			
d Applied to 2009 distributable amount				3,261,068.
e Remaining amount distributed out of corpus	1,273,837.			
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	1,273,837.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount – see instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	1,273,837.			
10 Analysis of line 9.				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	1,273,837.			

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

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 2/3 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 organization had $5,000 or more in assets at any time during the year – see 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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc, (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* SEE STATEMENT 9				
Total			► **3a**	4,964,840.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	16,502.	
4 Dividends and interest from securities			14	1,873,136.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	321,321.	
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-10,197,614.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					21,921.
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				2,210,959.	-10,175,693.
13 **Total.** Add line 12, columns (b), (d), and (e)				13	-7,964,734.

(See worksheet in the instructions for line 13 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 the instructions)
10	SALE OF BOOKS ON ALCOHOLISM INTENDED TO EDUCATE AND ASSIST THE GENERAL PUBLIC CONCERNING THE DISEASE.

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)		X
(2)	Other assets	1a (2)		X
b	Other transactions		
(1)	Sales of assets to a noncharitable exempt organization	1b (1)		X
(2)	Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3)	Rental of facilities, equipment, or other assets	1b (3)		X
(4)	Reimbursement arrangements	1b (4)		X
(5)	Loans or loan guarantees	1b (5)		X
(6)	Performance of services or membership or fundraising solicitations	1b (6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
N/A			

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
N/A		

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

SIGN HERE

► Marc A. Goldin 7/19/10 ► CFO

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature ► SELF-PREPARED Date Check if self-employed ► ☐ Preparer's Identifying number (See **Signature** in the instrs)

Firm's name (or yours if self-employed), address, and ZIP code ► EIN ► Phone no ►

THE CREAN FOUNDATION 95-3676334

STATEMENT 1
FORM 990-PF, PART I, LINE 10C
GROSS PROFIT (LOSS) FROM SALES OF INVENTORY

ITEMS SOLD	AMOUNT
BOOK SALES	$ 34,828.
GROSS SALES	$ 34,828.
LESS RETURNS & ALLOWANCES	0.
NET SALES	$ 34,828.
LESS COST OF GOODS SOLD	12,907.
GROSS PROFIT FROM SALES OF INVENTORY	$ 21,921.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WIEGEL, SZEKEL AND FRISBY	$ 15,023.	$ 15,023.		
TOTAL	$ 15,023.	$ 15,023.	$ 0.	$ 0.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	$ 2,821.	$ 2,821.		
PAYROLL TAXES	9,811.	8,835.		$ 976.
STATE TAX	10.	10.		
TOTAL	$ 12,642.	$ 11,666.	$ 0.	$ 976.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	$ 20,012.	$ 20,012.		
BOOK SALES EXPENSE	821.			$ 821.
COMPUTER SOFTWARE	203.	203.		
CONSULTING FEES	240.	240.		
INSURANCE	615.	578.		37.
INVESTMENT MANAGEMENT FEES	109,933.	109,933.		
LICENSING	480.	480.		
MISCELLANEOUS	26.	26.		
OFFICE SUPPLIES	74.	74.		
POSTAGE	3,837.			3,837.

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

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL MEMBERSHIPS	$ 469.	$ 469.		
RENTAL EXPENSES	169,028.	169,028.		
TOTAL	$ 305,738.	$ 301,043.	$ 0.	$ 4,695.

STATEMENT 5
FORM 990-PF, PART II, LINE 11
INVESTMENTS - LAND, BUILDINGS, AND EQUIPMENT

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
BUILDINGS	$ 1,687,000.	$ 335,075.	$ 1,351,925.	$ 5,512,500.
LAND	2,014,641.		2,014,641.	0.
TOTAL	$ 3,701,641.	$ 335,075.	$ 3,366,566.	$ 5,512,500.

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

CATEGORY	BASIS	ACCUM. DEPREC.	BOOK VALUE	FAIR MARKET VALUE
MACHINERY AND EQUIPMENT	$ 2,462.	$ 2,462.	$ 0.	$ 0.
TOTAL	$ 2,462.	$ 2,462.	$ 0.	$ 0.

STATEMENT 7
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

SALES TAX PAYABLE	$ 682.
TOTAL	$ 682.

STATEMENT 8
FORM 990-PF, PART III, LINE 3
OTHER INCREASES

ADJUSTMENT OF BASIS OF INVESTMENTS	$ 162,737.
FEDERAL EXISE TAX REFUND	13,645.
MANAGEMENT FEE PAID FROM SUBSIDIARIES	25,414.
NONTAXABLE DISTRIBUTIONS FROM HINES REIT	179,441.
TOTAL	$ 381,237.

STATEMENT 9
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
O.C. RESCUE MISSION ONE HOPE DRIVE TUSTIN, CA 92782	N/A	PUBLIC	FOOD AND SHELTER FOR THE POOR.	$ 10,000.
BIOLA UNIVERSITY 13800 BIOLA AVE. LA MIRADA, CA 90639	N/A	PUBLIC	MEDICAL SERVICES FOR THE POOR.	3,000.
THE MIDNIGHT MISSION 601 SOUTH SAN PEDRO ST. LOS ANGELES, CA 90014	N/A	PUBLIC	SHELTER FOR ALCOHOLICS.	20,000.
ACHIEVEMENT INSTITUTE SCIENTIFIC STUDIES 1621 BULLARD LN. SANTA ANA, CA 92705	N/A	PUBLIC	EDUCATION PROGRAMS.	2,500.
BIG BROTHERS/BIG SISTERS 14131 YORBA ST., STE. 200 TUSTIN, CA 92780,	N/A	PUBLIC	PROGRAMS FOR CHILDREN.	35,000.
CHAPMAN UNIVERSITY ONE UNIVERSITY DRIVE ORANGE, CA 92866	N/A	PUBLIC	EDUCATION.	115,000.
CHILDREN'S BUREAU OF SO. CALIF. 50 S. ANAHEIM BLVD., #241 ANAHEIM, CA 92805	N/A	PUBLIC	PROGRAMS FOR DISADVANTAGED CHILDREN.	250,000.
CHILDREN'S HOSPITAL OF OC FOUNDATION 455 S. MAIN ST. ORANGE, CA 92868	N/A	PUBLIC	PEDIATRIC MEDICAL CARE.	100,000.
CHILDHELP P.O. BOX 2954 NEWPORT BEACH, CA 92659	N/A	PUBLIC	TREATMENT AND PREVENTION OF CHILD ABUSE.	25,000.
CREAN LUTHERAN SOUTH HIGH SCHOOL 4947 ALTON PKWY. IRVINE, CA 92604	N/A	PUBLIC	NEW SCHOOL TO BE BUILT.	2,000,000.
GUIDE DOGS OF AMERICA 13445 GLENOAKS BLVD. SYLMAR, CA 91342	N/A	PUBLIC	TRAINING OF DOGS TO ASSIST THE VISION IMPAIRED.	10,000.
MAKE-A-WISH FOUNDATION OF O.C. 14232 RED HILL AVE. TUSTIN, CA 92780	N/A	PUBLIC	PROGRAM FOR TERMINALLY ILL CHILDREN.	1,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
HOUSE EAR INSTITUTE 2100 WEST THIRD ST., 3RD FL. LOS ANGELES, CA 90057	N/A	PUBLIC	ASSISTANCE FOR THE HEARING IMPAIRED.	$ 5,000.
PROVIDENCE SPEECH AND HEARING CENTER 1301 PROVIDENCE AVE. ORANGE, CA 92868	N/A	PUBLIC	ASSISTANCE OF THE HEARING IMPAIRED.	7,500.
SANTA CATATLINA ISLAND TUNA CLUB FOUNDTN P.O. BOX 526 AVALON, CA 90704	N/A	PUBLIC	MAINTAINING THE FORESTS OF SANTA CATALINA ISLAND.	5,000.
SUSAN G. KOMEN BREAST CANCER FOUNDATION P.O. BOX 224523 DALLAS, TX 75222	N/A	PUBLIC	MEDICAL RESEARCH.	4,400.
YMCA OF ORANGE COUNTY 13821 NEWPORT AVE., #200 TUSTIN, CA 92780	N/A	PUBLIC	RECREATION PROGRAMS FOR THE NEEDY.	50,000.
RECORDING FOR THE BLIND & DYSLEXIC 2021 EAST FOURTH ST., #114 SANTA ANA, CA 92705	N/A	PUBLIC	RECORDING OF BOOKS FOR THE VISUALLY IMPAIRED.	10,000.
VOLUNTEER CENTER O.C. 1901 EAST FOURTH ST., #100 SANTA ANA, CA 92705	N/A	PUBLIC	ASSISTANCE TO THE POOR.	10,000.
PHILHARMONIC SOCIETY OF OC 2082 BUSINESS CENTER DR. #100 IRVINE, CA 92612	N/A	PUBLIC	MUSIC PROGRAMS.	25,000.
ALZHEIMER'S ASSOC. OF O.C. 2540 NORTH SANTIAGO BLVD. ORANGE, CA 92867	N/A	PUBLIC	PROGRAMS FOR PEOPLE WITH ALZHEIMER'S DISEASE.	100,000.
BLIND CHILDREN'S LEARNING CENTER 18542-B VANDERLIP AVENUE SANTA ANA, CA 92705	N/A	PUBLIC	PROGRAMS FOR VISUALLY IMPAIRED CHILDREN.	10,000.
EXCHANGE CLUB CHARITIBLE FOUNDATION 515 CABRILLO PARK DRIVE SANTA ANA, CA 92701	N/A	PUBLIC	PROGRAMS TO PREVENT CHILD ABUSE.	15,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
GLORIA DEI LUTHERAN CHURCH 33501 STONEHILL DR. DANA POINT, CA 92629	N/A	PUBLIC	RELIGIOUS PROGRAMS.	$ 11,440.
LUTHERAN CHURCH OF THE MASTER 2900 PACIFIC VIEW DR. CORONA DEL MAR, CA 92625	N/A	PUBLIC	RELIGIOUS PROGRAMS.	5,200.
LUTHERAN CHURCH OF THE MASTER 10931 SANTA MONICA BLVD. LOS ANGELES, CA 90025	N/A	PUBLIC	RELIGIOUS PROGRAMS.	20,800.
SAINT ANDREW'S ABBEY P.O. BOX 40 VALYERMO, CA 93563	N/A	PUBLIC	RELIGIOUS PROGRAMS.	1,000.
ARTS ORANGE COUNTY 3750 S. SUSAN ST., SUITE 200 SANTA ANA, CA 92704	N/A	PUBLIC	EDUCATIONAL PROGRAMS FOR CHILDREN.	15,000.
BACK BAY THERAPEUTIC RIDING CLUB 20262 S.W. CYPRESS ST. NEWPORT BEACH, CA 92660	N/A	PUBLIC	PROGRAMS FOR DISABLED CHILDREN.	2,500.
SECOND HARVEST FOOD BANK OF OC 426-A WEST ALMOND ORANGE, CA 92866	N/A	PUBLIC	FOOD FOR THE POOR AND HOMELESS.	10,000.
FRIENDS OF OASIS, INC. 800 MARGUERITE AVE. CORONA DEL MAR, CA 92625,	N/A	PUBLIC	CONSTRUCTION OF NEW BUILDING FOR PROGRAMS FOR SENIORS.	250,000.
LOS ANGELES MISSION 303 EAST 5TH ST. LOS ANGELES, CA 90013	N/A	PUBLIC	FOOD AND SHELTER FOR THE HOMELESS.	5,000.
ORALINGUA SCHOOL FOR HEARING IMPAIRED 7056 S. WASHINGTON AVENUE WHITTIER, CA 90602	N/A	PUBLIC	EDUCATION OF HEARING IMPAIRED CHILDREN.	7,500.
HOAG HOSPITAL FOUNDATION ONE HOAG DR., BLDG. 44, #300 NEWPORT BEACH, CA 92663	N/A	PUBLIC	CONSTRUCTION OF NEW HOSPITAL FACILITIES.	500,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
CYSTIC FIBROSIS FOUNDATION 2150 TOWNE CENTER PLACE, #120 ANAHEIM, CA 92806	N/A	PUBLIC	MEDICAL RESEARCH.	$ 15,000.
PROJECT CUDDLE, INC. 2973 HARBOR BLVD, PMB 326 COSTA MESA, CA 92626	N/A	PUBLIC	ASSISTANCE TO POOR PREGNANT WOMEN WHO CANNOT KEEP THEIR BABIES.	1,000.
THE ALL-AMERICAN BOYS CHORUS P.O. BOX 1527 COSTA MESA, CA 92628	N/A	PUBLIC	MUSIC PROGRAM.	10,000.
F.A.C.E.S. 1966 E. CHAPMAN AVE., # G FULLERTON, CA 92831	N/A	PUBLIC	PROGRAMS FOR CHILDREN.	10,000.
KCET COMMUNITY TELEVISION OF SO. CALIF. 4401 SUNSET BLVD. LOS ANGELES, CA 90027	N/A	PUBLIC	PUBLIC TELEVISION PROGRAMMING.	1,000.
PAT MCCORMICK EDUCATIONAL FOUNDATION 915 1/2 ELECTRIC AVENUE SEAL BEACH, CA 90740	N/A	PUBLIC	EDUCATIONAL PROGRAMS FOR CHILDREN.	60,000.
SISTERS FUND FOR YOUTH 2927 SOUTH GREENVILLE ST. SANTA ANA, CA 92704	N/A	PUBLIC	RELIGIOUS PROGRAMS.	2,500.
YOUTH EMPLOYMENT SERVICES, INC. 114 EAST 19TH STREET COSTA MESA, CA 92627	N/A	PUBLIC	ASSISTANCE OF TEENAGERS TO OBTAIN EMPLOYMENT.	10,000.
CHILD GUIDANCE CENTER, INC. 1440 E. FIRST ST., STE. 406 SANTA ANA, CA 92701	N/A	PUBLIC	TREATMENT AND PREVENTION OF CHILD ABUSE.	5,000.
ACACIA ADULT DAY SERVICES 11391 ACACIA PARKWAY GARDEN GROVE, CA 92840	N/A	PUBLIC	PROGRAMS FOR SENIORS.	10,000.
CITY OF HOPE 1055 WILSHIRE BLVD. LOS ANGELES, CA 90017	N/A	PUBLIC	MEDICAL RESEARCH.	10,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
COSTA MESA SENIOR CENTER 695 W. 19TH STREET COSTA MESA, CA 92627	N/A	PUBLIC	PROGRAMS AND EQUIPMENT FOR SENIORS.	$ 5,000.
FRIENDS OF SANTA ANA ZOO 1801 E. CHESTNUT AVE. SANTA ANA, CA 92701	N/A	PUBLIC	MAINTENANCE OF ANIMAL EXHIBITS.	10,000.
GOODWILL OF ORANGE COUNTY 410 N. FAIRVIEW SANTA ANA, CA 92703	N/A	PUBLIC	ASSISTANCE FOR POOR PEOPLE.	1,000.
LAURA'S HOUSE 999 CORPORATE DR., STE. 225 LADERA RANCH, CA 92694	N/A	PUBLIC	SHELTER FOR ABUSED WOMEN AND CHILDREN.	10,000.
MARINE CORPS FAMILY FOUNDATION 4000 LANCASTER DR. NE, SUITE 57 SALEM, OR 97309	N/A	PUBLIC	SUPPLIES FOR MILITARY PERSONNEL.	1,000.
OPERATION SMILE 6435 TIDEWATER DR. NORFOLK, VA 23509	N/A	PUBLIC	CLEFT PALATE SURGERY FOR POOR PEOPLE.	5,000.
ORANGEWOOD CHILDREN'S FOUNDATION 1575 E. 17TH STREET SANTA ANA, CA 92705	N/A	PUBLIC	PROGRAMS FOR CHILDREN WITHOUT PARENTS.	10,000.
PROJECT DIGNITY 12020 CHAPMAN AVE., PMB #257 GARDEN GROVE, CA 92840	N/A	PUBLIC	ASSISTANCE FOR POOR PEOPLE.	5,000.
RONALD MCDONALD HOUSE CHARITIES 1954 COTNER AVE. LOS ANGELES, CA 90025	N/A	PUBLIC	CAMP PROGRAM FOR CHILDREN WITH CANCER.	10,000.
STOP-GAP 2900 BRISTOL ST., SUITE D-105 COSTA MESA, CA 92626	N/A	PUBLIC	THEATER PROGRAMS USED AS THERAPY.	3,000.
SPECIAL OLYMPICS, SO. CALIF. P.O. BOX 2006 SANTA MONICA, CA 90406	N/A	PUBLIC	ATHLETIC PROGRAMS FOR DEVELOPMENTALLY DISABLED PERSONS.	5,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
ASSESSMENT & TREATMENT SERVICES CENTER 1981 ORCHARD DR. NEWPORT BEACH, CA 92660	N/A	PUBLIC	PROGRAM TO ASSIST FAMILIES WITH TROUBLED CHILDREN.	$ 20,000.
VALENCIA ELEMENTARY SCHOOL 25661 PASEO DE VALENCIA LAGUNA HILLS, CA 92653	N/A	PUBLIC	EQUIPMENT FOR THE SCHOOL.	1,000.
AIDS SERVICES FOUNDATION OC 17982 SKY PARK CIRCLE, # J IRVINE, CA 92614	N/A	PUBLIC	MEDICAL RESEARCH.	5,000.
ANGEL FACES P.O. BOX 235538 ENCINITAS, CA 92023	N/A	PUBLIC	SEMINARS TO BUILD SELF-ESTEEEM FOR BURN VICTIMS.	15,000.
COURT APPOINTED SPECIAL ADVOCATES 1615 EAST 17TH ST., #100 SANTA ANA, CA 92705	N/A	PUBLIC	PROGRAMS FOR DISADVANTAGED YOUTH.	2,500.
NEW VISTA SCHOOL 23902 MILL CREEK DR. LAGUNA HILLS, CA 92653	N/A	PUBLIC	TUITION ASSISTANCE FOR LOW INCOME STUDENTS.	40,000.
OPERATION HOMEFRONT 1631 W. SUNFLOWER AVE., SUITE C-34 SANTA ANA, CA 92704	N/A	PUBLIC	ASSISTANCE FOR WAR VETERANS.	10,000.
PRETEND CITY CHILDREN'S MUSEUM OF O.C. 17752 SKY PARK CIRCLE, SUITE 280 IRVINE, CA 92614	N/A	PUBLIC	CONSTRUCTION OF EXHIBIT IN CHILDREN'S MUSEUM.	200,000.
THE WOODEN FLOOR 1810 N. MAIN ST. SANTA ANA, CA 92706	N/A	PUBLIC	DANCE PROGRAMS FOR POOR CHILDREN.	5,000.
SHARE OUR SELVES CORPORATION 1550 SUPERIOR AVE. COSTA MESA, CA 92627	N/A	PUBLIC	MEDICAL, FOOD AND CLOTHING FOR POOR PEOPLE.	10,000.
THE PRENTICE SCHOOL 18341 LASSEN DR. SANTA ANA, CA 92705	N/A	PUBLIC	EDUCATION PROGRAMS.	10,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
THE WINSTON SCHOOL 215 9TH STREET DEL MAR, CA 92014	N/A	PUBLIC	EDUCATION PROGRAMS.	$ 10,000.
YWCA CENTRAL ORANGE COUNTY P.O. BOX 689 ORANGE, CA 92856	N/A	PUBLIC	PROGRAMS FOR DISADVANTAGED YOUTH.	1,000.
COMMUNITY ACTION PARTNERSHIP OF OC 12640 KNOTT ST. GARDEN GROVE, CA 92841	N/A	PUBLIC	SCHOOL SUPPLIES FOR POOR CHILDREN.	5,000.
COMMUNITY SENIORSERV 1200 N. KNOLLWOOD CIRCLE ANAHEIM, CA 92801	N/A	PUBLIC	PROGRAMS FOR SENIORS.	10,000.
FIRST STEP HOUSE OF ORANGE COUNTY P.O. BOX 1904 COSTA MESA, CA 92628	N/A	PUBLIC	PROGRAMS FOR ALCOHOLIC REHABILITATION.	20,000.
FRIENDSHIP SHELTER, INC. P.O. BOX 4252 LAGUNA BEACH, CA 92652	N/A	PUBLIC	SELF-SUFFICIENCY PROGRAMS FOR THE HOMELESS.	14,000.
GRANDPARENT AUTISM NETWORK 1100 IRVINE BLVD., #202 TUSTIN, CA 92780	N/A	PUBLIC	PROGRAMS FOR EDUCATION ABOUT THE DISEASE.	3,000.
HOMEAID ORANGE COUNTY 17744 SKY PARK CIRCLE, SUITE 170 IRVINE, CA 92614	N/A	PUBLIC	ASSISTANCE WITH HOME REPAIRS FOR THE POOR.	10,000.
KIDWORKS 1902 W. CHESTNUT AVE. SANTA ANA, CA 92703	N/A	PUBLIC	PROGRAMS FOR AT-RISK CHILDREN.	10,000.
KOCE-TV FOUNDATION 15751 GOTHARD ST. HUNTINGTON BEACH, CA 92647	N/A	PUBLIC	PUBLIC TELEVISION PROGRAMMING.	5,000.
MY STUFF BAGS FOUNDATION 5347 STERLING CENTER DR. WESTLAKE VILLAGE, CA 91361	N/A	PUBLIC	ITEMS FOR ABUSED CHILDREN.	5,000.
NAPA VALLEY WINE AUCTION P.O. BOX 41 ST. HELENA, CA 94574	N/A	PUBLIC	MEDICAL CARE AND HOUSING FOR LOW INCOME PEOPLE.	25,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
NATIONAL CENTER FOR FAMILY PHILANTHROPY 1818 N STREET, SUITE 300 WASHINGTON, DC 20036	N/A	PUBLIC	EDUCATION REGARDING PHILANTHROPY.	$ 1,000.
PROBATION COMMUNITY ACTION ASSOCIATION PMB 176, 1111 N. MAIN ST. SANTA ANA, CA 92701	N/A	PUBLIC	PROGRAM FOR AT-RISK YOUTH.	5,000.
SANTA ANA FRIENDS FOR THE ANIMALS 60 CIVIC CENTER PLAZA SANTA ANA, CA 92701	N/A	PUBLIC	FUNDING OF SPAY/NEUTER SUGERIES FOR PETS.	2,500.
TALLER SAN JOSE 801 N. BROADWAY SANTA ANA, CA 92701	N/A	PUBLIC	JOB TRAINING PROGRAM FOR AT-RISK YOUTH.	10,000.
THE GARY CENTER 341 HILLCREST ST. LA HABRA, CA 90631	N/A	PUBLIC	JOB TRAINING FOR AT-RISK YOUTH.	20,000.
THE MONTPELIER FOUNDATION P.O. BOX 67 MONTPELIER STATION, VA 22957	N/A	PUBLIC	REHABILITATION OF HISTORIC HOME OF JAMES MADISON.	500,000.
THE SHEA CENTER FOR THERAPEUTIC RIDING 26284 OSO RD. SAN JUAN CAPISTRANO, CA 92675	N/A	PUBLIC	PROGRAMS FOR DISABLED CHILDREN.	20,000.
VACAVILLE BALLET THEATRE COMPANY P.O. BOX 6166 VACAVILLE, CA 95696	N/A	PUBLIC	DANCE PROGRAMS.	6,000.
WOMEN'S TRANSITIONAL LIVING CENTER, INC. P.O. BOX 6103 ORANGE, CA 92863	N/A	PUBLIC	PROGRAMS FOR ABUSED ADULTS AND CHILDREN.	5,000.
ARMY AND NAVY ACADEMY P.O. BOX 3000 CARLSBAD, CA 92018	N/A	PUBLIC	TUITION ASSISTANCE FOR LOW INCOME STUDENTS.	50,000.
CASA TERESA P.O. BOX 429 ORANGE, CA 92856	N/A	PUBLIC	PROVIDE SHELTER TO HOMELESS PREGNANT WOMEN.	5,000.

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
LAGUNA BEACH SENIORS, INC. 380 THIRD ST. LAGUNA BEACH, CA 92651	N/A	PUBLIC	INCREASE OUTREACH TO SENIORS.	$ 20,000.
ORANGE COUNTY PERFORMING ARTS CENTER 600 TOWN CENTER DR. COSTA MESA, CA 92626	N/A	PUBLIC	MUSIC PROGRAMS FOR CHILDREN.	20,000.
PHOENIX SWIM AND SPORTS FOUNDATION 151 KAHIKI DR. TAVERNIER, FL 33070	N/A	PUBLIC	FITNESS PROGRAM FOR CHILDREN.	20,000.
SERVING PEOPLE IN NEED, INC. 151 KALMUS DR., SUITE H-2 COSTA MESA, CA 92626	N/A	PUBLIC	SELF-SUFFICIENCY PROGRAMS FOR THE HOMELESS.	2,500.
			TOTAL	$ 4,964,840.

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
SHORT TERM							
616-B of ...	COLUMBIA MARSICO GRO...	2,426.007	3/27/2008	3/20/2009	29,015.04	49,222.04	-20,207.00
640-Com...	FIDELITY SELECT MONEY ...	500,000.000	5/7/2009	7/28/2009	500,000.00	500,000.00	0.00
640-Com...	FIDELITY SELECT MONEY ..	2729900.460	5/7/2009	9/24/2009	2,729,900.46	2,729,900.46	0.00
640-Com...	FIDELITY SELECT MONEY ...	42,644.470	6/23/2009	9/24/2009	42,644.47	42,644 47	0.00
640-Com...	FIDELITY SELECT MONEY ..	34,382 290	8/7/2009	9/24/2009	34,382 29	34,382.29	0.00
640-Com. .	Calamos Growth and Income	446.879	12/22/2008	9/29/2009	12,128.30	14,792 29	-2,663.99
640-Com...	Calamos Market Neutral Inco...	11,185 007	12/22/2008	9/29/2009	126,278 73	142,589.08	-16,310 35
640-Com. .	Calamos Market Neutral Inco...	9,370.320	12/22/2008	9/29/2009	105,790.91	119,455.02	-13,664.11
640-Com...	Capital Income Builder Fund	1,656.900	12/23/2008	9/29/2009	77,625.76	67,419.28	10,206 48
640-Com...	Capital Income Builder Fund	1,393.652	12/23/2008	9/29/2009	65,292.60	56,707.71	8,584.89
640-Com...	Eaton Vance High Income F..	2,705.663	10/1/2008	9/29/2009	23,512 21	27,457.14	-3,944.93
640-Com...	Eaton Vance High Income F...	3,827.184	11/3/2008	9/29/2009	33,258.23	38,838.36	-5,580.13
640-Com...	Eaton Vance High Income F...	3,908.322	12/1/2008	9/29/2009	33,963.32	39,661 75	-5,698.43
640-Com...	Eaton Vance High Income F...	4,088 891	1/2/2009	9/29/2009	35,532.46	41,494.17	-5,961.71
640-Com...	Eaton Vance High Income F. .	2,915.988	2/2/2009	9/29/2009	25,339 94	29,591.52	-4,251 58
640-Com. .	Eaton Vance High Income F. .	2,301.760	3/2/2009	9/29/2009	20,002.29	23,358.32	-3,356.03
640-Com .	Franklin Income Fund	5,355.056	10/2/2008	9/29/2009	10,656 56	12,980 65	-2,324.09
640-Com...	Franklin Income Fund	6,141.192	11/3/2008	9/29/2009	12,220.97	14,886.24	-2,665.27
640-Com...	Franklin Income Fund	12,401.146	12/2/2008	9/29/2009	24,678.28	30,060 37	-5,382.09
640-Com. .	Franklin Income Fund	676.424	12/2/2008	9/29/2009	1,346.08	1,639.65	-293.57
640-Com...	Franklin Income Fund	6,392 361	1/6/2009	9/29/2009	12,720 80	15,495 08	-2,774.28
640-Com...	Franklin Income Fund	6,759 621	2/3/2009	9/29/2009	13,451 65	16,385 31	-2,933.66
640-Com ..	Franklin Income Fund	7,669.573	3/3/2009	9/29/2009	15,262.45	18,591.04	-3,328 59
640-Com...	Income Fund of America	1,310.869	12/29/2008	9/29/2009	19,309.10	16,674 25	2,634.85
640-Com. .	Income Fund of America	6,086.178	12/29/2008	9/29/2009	89,649.40	77,416.19	12,233 21
640-Com...	FIDELITY SELECT MONEY . .	2000000.000	10/2/2009	12/7/2009	2,000,000 00	2,000,000 00	0.00
651-Bern..	CATERPILLAR INC	25 000	1/7/2008	1/6/2009	1,151.74	1,711.15	-559.41
651-Bern.	CATERPILLAR INC	300.000	2/11/2008	1/6/2009	13,820.82	20,731.56	-6,910 74
651-Bern .	BECTON DICKINON & CO	200.000	4/16/2008	1/13/2009	14,517.95	16,777.06	-2,259 11
651-Bern...	BECTON DICKINON & CO	100.000	7/11/2008	1/13/2009	7,258 98	8,217.09	-958 11
651-Bern. .	CITIGROUP INC.	1,400 000	2/1/2008	1/15/2009	5,335.23	40,614.84	-35,279.61
651-Bern...	CITIGROUP INC	600.000	2/5/2008	1/15/2009	2,286.53	16,592.58	-14,306.05

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	CITIGROUP INC.	900.000	2/7/2008	1/15/2009	3,429.79	24,091 74	-20,661.95
651-Bern ..	CITIGROUP INC.	500.000	2/11/2008	1/15/2009	1,905 44	13,059 70	-11,154.26
651-Bern...	CITIGROUP INC.	425.000	2/27/2008	1/15/2009	1,619.62	10,846 09	-9,226.47
651-Bern...	AFLAC INC	350 000	1/9/2009	2/3/2009	8,442 51	15,693.72	-7,251.21
651-Bern...	AMERICAN INTERNATIONA...	625.000	2/11/2008	2/5/2009	634.31	28,214 94	-27,580.63
651-Bern...	AMERICAN INTERNATIONA...	500.000	2/12/2008	2/5/2009	507 45	23,188.10	-22,680.65
651-Bern...	AMERICAN INTERNATIONA...	400.000	4/21/2008	2/5/2009	405.96	18,844.36	-18,438.40
651-Bern...	ERICSSON L M TEL CO	4,100 000	10/9/2008	2/5/2009	33,530.01	26,541.76	6,988.25
651-Bern...	ERICSSON L M TEL CO	300.000	10/13/2008	2/5/2009	2,453.42	2,063.73	389.69
651-Bern...	HARTFORD FINANCIAL SE...	200.000	7/24/2008	2/5/2009	3,068.40	12,835 24	-9,766.84
651-Bern...	HARTFORD FINANCIAL SE...	300.000	8/1/2008	2/5/2009	4,602.60	18,770.97	-14,168 37
651-Bern...	TEXTRON INC.	1,200.000	12/23/2008	2/5/2009	7,020.68	14,994.48	-7,973.80
651-Bern...	CITIGROUP INC.	875.000	2/27/2008	2/6/2009	3,417.38	22,330.18	-18,912.80
651-Bern...	CITIGROUP INC.	3,200.000	9/18/2008	2/6/2009	12,497.85	46,405.76	-33,907.91
651-Bern...	DELL INC	1,500.000	10/23/2008	2/9/2009	14,392.12	18,095.70	-3,703.58
651-Bern...	DELL INC.	1,200.000	1/22/2009	2/9/2009	11,513.69	11,984.04	-470 35
651-Bern...	ACTIVISION BLIZZARD INC	430.000	10/21/2008	2/17/2009	4,097.66	5,644 44	-1,546.78
651-Bern...	ACTIVISION BLIZZARD INC	470.000	10/22/2008	2/17/2009	4,478.84	5,847.51	-1,368.67
651-Bern..	ACTIVISION BLIZZARD INC	1,000 000	12/5/2008	2/17/2009	9,529.44	9,675.00	-145.56
651-Bern.	BANK OF AMERICA CORP.	500 000	6/4/2008	2/20/2009	1,733.14	16,195.75	-14,462.61
651-Bern...	BANK OF AMERICA CORP.	2,100.000	10/7/2008	2/20/2009	7,813.00	46,200.00	-38,387.00
651-Bern...	BANK OF AMERICA CORP.	700.000	12/22/2008	2/20/2009	2,604.33	9,688 56	-7,084 23
651-Bern...	BANK OF AMERICA CORP.	2,100.000	12/30/2008	2/20/2009	7,813.00	27,098 19	-19,285.19
651-Bern...	WELLS FARGO & CO	1,000 000	2/10/2009	3/10/2009	11,467.93	16,953.60	-5,485.67
651-Bern. .	FIFTH THIRD BANCORP	1,800 000	9/22/2008	3/17/2009	3,375.70	30,450.24	-27,074.54
651-Bern. .	FIFTH THIRD BANCORP	2,000.000	12/18/2008	3/17/2009	3,750.78	15,258.00	-11,507.22
651-Bern...	GENENTECH INC	250.000	3/31/2008	3/17/2009	23,444.87	20,230.20	3,214.67
651-Bern...	ERICSSON L M TEL CO	800.000	10/13/2008	3/19/2009	7,534.19	5,503.28	2,030.91
651-Bern. .	GANNETT CO INC	1,800.000	5/16/2008	3/19/2009	4,160.13	53,817.48	-49,657.35
651-Bern...	GANNETT CO INC	600 000	7/2/2008	3/19/2009	1,386.71	12,180 24	-10,793.53
651-Bern...	GENENTECH INC	100.000	3/31/2008	3/26/2009	9,500.00	8,092.08	1,407 92
651-Bern...	GENENTECH INC	400 000	10/9/2008	3/26/2009	38,000 00	31,774.96	6,225.04
651-Bern .	GENENTECH INC	200.000	11/11/2008	3/26/2009	19,000 00	16,472 56	2,527 44
651-Bern .	GENENTECH INC	200.000	1/15/2009	3/26/2009	19,000.00	17,056.30	1,943.70

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	BUNGE LTD	375.000	11/3/2008	4/3/2009	22,043.65	15,174.34	6,869.31
651-Bern. .	TJX COMPANIES INC	25.000	12/22/2008	4/8/2009	663.77	494.66	169.11
651-Bern...	TJX COMPANIES INC	750.000	12/22/2008	4/8/2009	19,913.10	14,839.88	5,073.22
651-Bern ..	BUNGE LTD	75.000	11/3/2008	4/9/2009	4,255.82	3,034 87	1,220.95
651-Bern..	BUNGE LTD	200.000	11/24/2008	4/9/2009	11,348 84	7,490.52	3,858.32
651-Bern...	WYETH	375.000	8/25/2008	4/9/2009	15,862.02	15,856.46	5.56
651-Bern...	NOKIA CORP	2,100.000	10/7/2008	4/13/2009	28,616.17	36,264 27	-7,648.10
651-Bern. .	TOYOTA MOTOR CORP.	325.000	6/2/2008	4/13/2009	25,201.70	33,250.56	-8,048.86
651-Bern...	NOKIA CORP	400.000	10/7/2008	4/23/2009	5,955 89	6,907.48	-951 59
651-Bern...	NOKIA CORP	300.000	1/22/2009	4/23/2009	4,466.91	3,645.03	821.88
651-Bern...	TOYOTA MOTOR CORP.	175.000	6/2/2008	4/24/2009	14,244.32	17,904 15	-3,659.83
651-Bern...	MICROSOFT CORP.	500.000	2/10/2009	4/28/2009	10,003.04	9,507.45	495.59
651-Bern...	MICROSOFT CORP.	600 000	3/17/2009	4/28/2009	12,003.65	9,825.78	2,177.87
651-Bern...	WAL-MART STORES INC.	250.000	8/1/2008	4/28/2009	12,095.29	14,530.48	-2,435.19
651-Bern...	WAL-MART STORES INC.	150.000	10/1/2008	4/28/2009	7,257.17	9,009 32	-1,752.15
651-Bern...	TJX COMPANIES INC	1,025.000	12/22/2008	4/29/2009	28,444.13	20,281.16	8,162.97
651-Bern...	COCA COLA CO	125.000	5/2/2008	5/1/2009	5,295 69	7,418.11	-2,122.42
651-Bern...	ERICSSON L M TEL CO	900.000	10/13/2008	5/1/2009	7,473.68	6,191 19	1,282.49
651-Bern...	ERICSSON L M TEL CO	500 000	12/17/2008	5/1/2009	4,152 04	3,835.00	317.04
651-Bern...	MICROSOFT CORP.	200.000	3/17/2009	5/1/2009	3,996.47	3,275.26	721.21
651-Bern...	MICROSOFT CORP.	450 000	3/19/2009	5/1/2009	8,992.07	7,792.65	1,199.42
651-Bern...	BECTON DICKINON & CO	50.000	7/11/2008	5/5/2009	3,057.68	4,108 55	-1,050.87
651-Bern...	BECTON DICKINON & CO	175.000	7/25/2008	5/5/2009	10,701.90	15,158 00	-4,456.10
651-Bern. .	BECTON DICKINON & CO	175.000	7/25/2008	5/5/2009	10,701.90	15,158.00	-4,456.10
651-Bern...	BECTON DICKINON & CO	200.000	7/28/2008	5/5/2009	12,230 74	17,048.38	-4,817.64
651-Bern..	BECTON DICKINON & CO	200.000	3/19/2009	5/5/2009	12,230.74	13,142.40	-911.66
651-Bern...	COLGATE PALMOLIVE CO	150.000	10/6/2008	5/5/2009	9,257.97	11,032.53	-1,774.56
651-Bern ..	MOLSON COORS BREWIN..	175.000	12/24/2008	5/5/2009	7,334.32	8,041.25	-706.93
651-Bern...	MOLSON COORS BREWIN .	325 000	1/26/2009	5/5/2009	13,620.89	13,983.35	-362.46
651-Bern .	HONEYWELL INTL INC	325 000	1/20/2009	5/6/2009	10,839.80	10,663.64	176 16
651-Bern. .	LOCKHEED MARTIN CORP	145.000	9/23/2008	5/7/2009	11,566.81	15,762.76	-4,195.95
651-Bern ..	LOCKHEED MARTIN CORP	130.000	10/21/2008	5/7/2009	10,370 25	11,666.46	-1,296.21
651-Bern .	MICROSOFT CORP.	575.000	3/19/2009	5/7/2009	11,128.83	9,957.28	1,171.55
651-Bern .	QUALCOMM INC.	250.000	6/16/2008	5/7/2009	10,496.23	12,369 80	-1,873 57

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L. .
651-Bern...	COCA COLA CO	200.000	6/16/2008	5/11/2009	8,543.08	11,013.74	-2,470.66
651-Bern ..	BRISTOL MYERS SQUIBB ...	1,600.000	3/17/2009	5/12/2009	32,740.59	33,149.12	-408 53
651-Bern...	HOME DEPOT INC	900.000	10/22/2008	5/12/2009	22,147.80	17,668.62	4,479.18
651-Bern. .	HOME DEPOT INC	300.000	2/10/2009	5/12/2009	7,382.60	6,727.56	655.04
651-Bern...	GAP INC	2,300.000	2/27/2009	5/14/2009	35,480.95	24,904.40	10,576.55
651-Bern .	WALT DISNEY CO	425.000	10/23/2008	5/15/2009	10,247.08	9,826.00	421.08
651-Bern...	WALT DISNEY CO	575 000	12/18/2008	5/15/2009	13,863.70	13,313.90	549.80
651-Bern..	MOTOROLA INC	1,900 000	6/13/2008	5/18/2009	11,347.45	17,182.27	-5,834.82
651-Bern...	ABBOTT LABORATORIES	200.000	10/9/2008	5/20/2009	8,639.51	10,983.96	-2,344.45
651-Bern...	DEVON ENERGY CORP	300.000	8/7/2008	5/20/2009	19,195.78	28,282.77	-9,086.99
651-Bern...	JACOBS ENGINEERING G...	275.000	1/9/2009	5/20/2009	11,025 37	14,169 59	-3,144.22
651-Bern...	SANOFI AVENTIS	1,200.000	12/22/2008	5/21/2009	36,532.10	38,907.48	-2,375.38
651-Bern...	CHARLES SCHWAB CORP	500.000	10/21/2008	5/26/2009	8,826.37	10,383.15	-1,556.78
651-Bern...	CHARLES SCHWAB CORP	500.000	12/5/2008	5/26/2009	8,826.37	8,151.00	675.37
651-Bern..	CHARLES SCHWAB CORP	150 000	2/10/2009	5/26/2009	2,647.91	2,119.13	528.78
651-Bern .	METLIFE INC.	300 000	10/8/2008	5/26/2009	9,109.15	7,950.00	1,159.15
651-Bern...	WYETH	125.000	8/25/2008	5/26/2009	5,525 18	5,285.49	239 69
651-Bern...	WYETH	300.000	8/27/2008	5/26/2009	13,260.44	12,767.52	492.92
651-Bern...	NETWORK APPLIANCE INC	1,100.000	4/13/2009	5/28/2009	20,515.24	18,279.25	2,235.99
651-Bern. .	NVIDIA CORP	2,000.000	9/4/2008	5/28/2009	20,933.46	23,002.20	-2,068.74
651-Bern...	CHARLES SCHWAB CORP	550 000	2/10/2009	6/1/2009	10,072 06	7,770.13	2,301.93
651-Bern...	DEUTSCHE BANK AG	50.000	1/13/2009	6/1/2009	3,462.47	1,601.53	1,860.94
651-Bern...	EASTMAN CHEMICAL CO	325.000	3/17/2009	6/11/2009	13,265.63	7,426.48	5,839.15
651-Bern .	LINCOLN NATIONAL CORP	1,100.000	2/13/2009	6/11/2009	20,915.74	15,636.50	5,279.24
651-Bern .	LINCOLN NATIONAL CORP	1,400.000	3/5/2009	6/11/2009	26,620.03	9,227.26	17,392.77
651-Bern...	MORGAN STANLEY	200.000	8/1/2008	6/12/2009	5,928.95	8,120.40	-2,191.45
651-Bern. .	PHILIP MORRIS INTERNATI. .	275.000	7/8/2008	6/15/2009	11,848.65	14,250 45	-2,401.80
651-Bern...	AMGEN INC	200 000	6/27/2008	6/23/2009	10,228.22	9,345.58	882.64
651-Bern...	AMGEN INC	225.000	7/2/2008	6/23/2009	11,506.74	11,003.24	503.50
651-Bern...	TYSON FOODS INC	100.000	12/23/2008	6/23/2009	1,202 21	791.72	410.49
651-Bern ..	TYSON FOODS INC	2,100 000	12/23/2008	6/23/2009	25,246.60	16,626.12	8,620.48
651-Bern..	METLIFE INC.	600.000	10/8/2008	6/24/2009	18,160 21	15,900.00	2,260 21
651-Bern...	NOKIA CORP	650.000	1/22/2009	6/26/2009	9,642.05	7,897.57	1,744.48
651-Bern...	AUTOLIV INC	450.000	12/19/2008	6/29/2009	13,094.48	9,558.63	3,535.85

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	CORNING INC.	1,900.000	11/17/2008	7/2/2009	28,895.78	16,684.47	12,211.31
651-Bern...	CORNING INC.	1,200 000	11/24/2008	7/2/2009	18,249.97	10,323.12	7,926.85
651-Bern ..	CORNING INC.	300.000	1/20/2009	7/2/2009	4,562.49	2,757.21	1,805.28
651-Bern...	PROCTER & GAMBLE CO.	160.000	10/3/2008	7/8/2009	8,384.41	11,372.43	-2,988.02
651-Bern..	AMGEN INC.	300.000	3/20/2009	7/10/2009	17,304.78	14,737.14	2,567.64
651-Bern...	EOG RES INC	200.000	7/17/2008	7/13/2009	12,559.53	22,041.80	-9,482 27
651-Bern...	EOG RES INC	100.000	1/20/2009	7/13/2009	6,279.77	6,231.77	48 00
651-Bern .	ELI LILLY & CO	1,000.000	3/20/2009	7/14/2009	32,828.25	32,536.70	291.55
651-Bern...	ROYAL DUTCH SHELL PLC	400.000	3/17/2009	7/15/2009	19,768.89	17,903.64	1,865.25
651-Bern..	MCDONALDS CORP.	200.000	7/30/2008	7/16/2009	11,411.90	11,982.14	-570.24
651-Bern...	MCDONALDS CORP.	150.000	10/6/2008	7/16/2009	8,558.93	8,642.48	-83.55
651-Bern. .	WALT DISNEY CO	800.000	12/24/2008	7/17/2009	19,585.49	17,739.68	1,845.81
651-Bern...	E I DU PONT DE NEMOUR...	400.000	4/14/2009	7/21/2009	11,518.90	10,682.92	835 98
651-Bern .	SAFEWAY INC.	600.000	8/6/2008	7/21/2009	11,818.61	17,002.68	-5,184.07
651-Bern..	LIBERTY MEDIA CORPORA...	375.000	4/23/2009	7/23/2009	10,093 43	8,872 88	1,220.55
651-Bern...	LIBERTY MEDIA CORPORA...	725.000	4/23/2009	7/23/2009	19,513.95	17,154.23	2,359.72
651-Bern...	TYSON FOODS INC	1,500.000	12/23/2008	7/27/2009	17,380.50	11,875.80	5,504.70
651-Bern...	ARCHER-DANIELS-MIDLAN...	550.000	1/6/2009	7/29/2009	16,918.11	15,594.15	1,323 96
651-Bern...	CAPITAL ONE FINANCIAL ...	400.000	4/21/2009	7/29/2009	11,709 25	5,076.00	6,633.25
651-Bern...	EOG RES INC	100.000	1/20/2009	7/29/2009	7,151.59	6,231.77	919.82
651-Bern ..	EOG RES INC	50.000	2/9/2009	7/29/2009	3,575.79	3,484.47	91.32
651-Bern...	TORCHMARK CORP	550 000	5/22/2009	7/30/2009	21,910.33	20,092.16	1,818.17
651-Bern...	EOG RES INC	150.000	2/9/2009	8/3/2009	11,494.20	10,453 40	1,040.80
651-Bern...	WALT DISNEY CO	500.000	12/24/2008	8/3/2009	12,738.52	11,087.30	1,651.22
651-Bern...	WALT DISNEY CO	100.000	2/17/2009	8/3/2009	2,547.70	1,801.25	746 45
651-Bern	MCDONALDS CORP.	150.000	10/6/2008	8/4/2009	8,248.11	8,642 48	-394.37
651-Bern...	MCDONALDS CORP.	250.000	10/23/2008	8/4/2009	13,746 84	13,779 95	-33.11
651-Bern...	HARTFORD FINANCIAL SE...	1,000.000	10/31/2008	8/5/2009	16,396.58	10,002.50	6,394.08
651-Bern...	EMERSON ELECTRIC CO	300.000	12/18/2008	8/6/2009	10,406.43	10,904.25	-497.82
651-Bern...	EMERSON ELECTRIC CO	600.000	2/11/2009	8/6/2009	20,812.87	19,638.54	1,174 33
651-Bern...	METLIFE INC.	200.000	10/8/2008	8/6/2009	7,174.77	5,300.00	1,874 77
651-Bern...	METLIFE INC.	50.000	12/12/2008	8/6/2009	1,793.69	1,440.87	352 82
651-Bern...	MONSANTO CO	75.000	9/23/2008	8/7/2009	6,316 93	8,671.37	-2,354.44
651-Bern...	PROCTER & GAMBLE CO	393.000	10/3/2008	8/7/2009	20,384.85	27,933 53	-7,548.68

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1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	ERICSSON L M TEL CO	800.000	12/17/2008	8/10/2009	7,621.16	6,136.00	1,485.16
651-Bern..	ERICSSON L M TEL CO	1,400.000	12/29/2008	8/10/2009	13,337.04	10,335.92	3,001.12
651-Bern...	LIMITED BRANDS INC	1,100.000	11/17/2008	8/11/2009	15,780 41	9,800.01	5,980.40
651-Bern...	MASCO CORP	800.000	5/15/2009	8/11/2009	11,478 10	7,617.52	3,860.58
651-Bern...	NEWS CORPORATION	2,600 000	11/26/2008	8/11/2009	28,649.18	17,878.90	10,770.28
651-Bern...	NEWS CORPORATION	500.000	12/5/2008	8/11/2009	5,509.46	3,851.40	1,658.06
651-Bern...	TAIWAN SEMICONDUCTO...	0.000	5/7/2009	8/18/2009	5.17	0.01	5 16
651-Bern...	EMERSON ELECTRIC CO	200 000	2/11/2009	8/20/2009	6,935 04	6,546.18	388.86
651-Bern...	EMERSON ELECTRIC CO	225.000	3/17/2009	8/20/2009	7,801.92	6,023.70	1,778.22
651-Bern...	EOG RES INC	50.000	2/9/2009	8/20/2009	3,683.83	3,484.47	199.36
651-Bern. .	EOG RES INC	100.000	2/11/2009	8/20/2009	7,367.67	6,418.09	949.58
651-Bern...	MONSANTO CO	125.000	9/23/2008	8/24/2009	10,552.47	14,452.29	-3,899.82
651-Bern...	ELI LILLY & CO	100.000	3/20/2009	9/2/2009	3,288.86	3,253.67	35.19
651-Bern...	ELI LILLY & CO	1,100.000	4/13/2009	9/2/2009	36,177.41	35,771.12	406 29
651-Bern...	WHIRLPOOL CORP.	200.000	6/30/2009	9/2/2009	12,290.58	8,499.46	3,791.12
651-Bern...	TIME WARNER CABLE INC	6.144	11/24/2008	9/8/2009	230.86	65.17	165.69
651-Bern. .	ALTRIA GROUP INC.	600 000	4/13/2009	9/10/2009	11,097.55	4,019.08	7,078.47
651-Bern...	ALTRIA GROUP INC.	465.000	7/8/2009	9/10/2009	8,600 60	3,077.48	5,523.12
651-Bern...	PROCTER & GAMBLE CO.	72.000	10/3/2008	9/10/2009	4,010.15	5,117.59	-1,107.44
651-Bern...	PROCTER & GAMBLE CO.	128.000	11/20/2008	9/10/2009	7,129.16	7,929.60	-800.44
651-Bern...	NUCOR CORP	300.000	5/6/2009	9/11/2009	13,921 68	13,451 46	470.22
651-Bern...	EASTMAN CHEMICAL CO	475.000	3/17/2009	9/14/2009	24,972.67	10,854.08	14,118.59
651-Bern...	FREEPORT MCMORAN CO...	400.000	5/5/2009	9/14/2009	27,890.60	19,467 96	8,422.64
651-Bern...	TEXTRON INC.	800.000	7/16/2009	9/14/2009	14,989.93	7,868.96	7,120.97
651-Bern...	COCA COLA CO	200.000	10/9/2008	9/16/2009	10,478.31	9,438.58	1,039.73
651-Bern ..	EMERSON ELECTRIC CO	300.000	3/17/2009	9/16/2009	12,149 68	8,031 60	4,118.08
651-Bern ..	MCDONALDS CORP.	350.000	10/23/2008	9/16/2009	19,390.79	19,291.93	98.86
651-Bern...	MICROSOFT CORP.	475.000	3/19/2009	9/16/2009	11,907.80	8,225.58	3,682.22
651-Bern .	NEWS CORPORATION	1,100 000	12/5/2008	9/21/2009	13,320 32	8,473 08	4,847.24
651-Bern...	TOYOTA MOTOR CORP.	250.000	5/14/2009	9/22/2009	20,854 61	18,266 05	2,588.56
651-Bern...	APACHE CORP	138.000	10/14/2008	9/25/2009	12,852.27	11,684.60	1,167.67
651-Bern..	VISA INC	350.000	5/6/2009	10/6/2009	24,011.38	23,291.84	719.54
651-Bern. .	CAPITAL ONE FINANCIAL .	50.000	4/21/2009	10/7/2009	1,839.44	634 50	1,204 94
651-Bern...	CAPITAL ONE FINANCIAL . .	650.000	4/21/2009	10/7/2009	23,912.81	8,248.50	15,664.31

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L .
651-Bern..	CAPITAL ONE FINANCIAL ...	700 000	5/1/2009	10/7/2009	25,752.26	12,134.08	13,618.18
651-Bern...	LOWES COMPANIES INC.	825.000	10/22/2008	10/8/2009	17,157.49	15,110.87	2,046.62
651-Bern...	MCDONALDS CORP.	200.000	11/20/2008	10/12/2009	11,322 23	11,002.52	319.71
651-Bern...	MCDONALDS CORP.	200.000	2/19/2009	10/12/2009	11,322.23	11,333.18	-10 95
651-Bern...	APACHE CORP	62.000	10/14/2008	10/13/2009	6,027 94	5,249.60	778.34
651-Bern...	APACHE CORP	113.000	1/9/2009	10/13/2009	10,986.42	9,333.38	1,653.04
651-Bern...	AMERICAN TOWER CORP	650.000	7/7/2009	10/14/2009	24,387.11	19,523.93	4,863.18
651-Bern...	BLACK & DECKER CORP	300.000	8/19/2009	10/14/2009	15,412.70	12,557.07	2,855.63
651-Bern...	CATERPILLAR INC	550.000	5/27/2009	10/14/2009	29,395.59	19,337.23	10,058.36
651-Bern...	CATERPILLAR INC	300.000	7/14/2009	10/14/2009	16,033.96	9,443.25	6,590 71
651-Bern..	CROWN CASTLE INTL CORP	850 000	7/7/2009	10/14/2009	27,596.50	19,648.77	7,947.73
651-Bern...	ALTERA CORP	1,050.000	7/21/2009	10/19/2009	22,638.67	18,052.97	4,585.70
651-Bern...	WAL-MART STORES INC.	50.000	1/23/2009	10/21/2009	2,582.51	2,402.88	179.63
651-Bern...	APACHE CORP	12.000	1/9/2009	10/22/2009	1,222.29	991.16	231.13
651-Bern...	APACHE CORP	88.000	5/14/2009	10/22/2009	8,963.46	6,889 33	2,074.13
651-Bern...	EMERSON ELECTRIC CO	275.000	3/17/2009	10/22/2009	11,030.05	7,362 30	3,667.75
651-Bern...	WHIRLPOOL CORP.	500.000	6/30/2009	10/27/2009	38,800.40	21,248 65	17,551.75
651-Bern...	LIMITED BRANDS INC	600.000	11/17/2008	10/28/2009	10,373.31	5,345.46	5,027.85
651-Bern ..	LIMITED BRANDS INC	1,000.000	12/19/2008	10/28/2009	17,288.85	9,287.30	8,001.55
651-Bern..	EOG RES INC	150.000	2/11/2009	10/29/2009	12,861.12	9,627.14	3,233.98
651-Bern...	EOG RES INC	125.000	2/24/2009	10/29/2009	10,717.60	6,500 75	4,216.85
651-Bern...	OCCIDENTAL PETE. CORP.	284.000	2/9/2009	10/29/2009	22,530.47	16,547 57	5,982.90
651-Bern...	FREEPORT MCMORAN CO...	450.000	5/5/2009	11/2/2009	33,014.75	21,901.46	11,113.29
651-Bern...	APACHE CORP	48.000	5/14/2009	11/4/2009	4,745.21	3,757.81	987.40
651-Bern...	APACHE CORP	200.000	6/11/2009	11/4/2009	19,771.69	17,094 16	2,677.53
651-Bern...	UNION PACIFIC CORP	250.000	5/5/2009	11/4/2009	14,894.26	13,116.90	1,777.36
651-Bern...	UNION PACIFIC CORP	25.000	5/12/2009	11/4/2009	1,489.43	1,201.22	288.21
651-Bern...	ALTERA CORP	250.000	7/21/2009	11/5/2009	5,022.45	4,298.33	724.12
651-Bern...	ALTERA CORP	850.000	7/27/2009	11/5/2009	17,076.31	16,157.82	918.49
651-Bern...	GLAXOSMITHKLINE PLC	650.000	3/26/2009	11/5/2009	26,178.33	19,923.54	6,254 79
651-Bern .	SCHERING PLOUGH CORP	1,000 000	3/24/2009	11/5/2009	24,273.60	24,273.60	0.00
651-Bern...	SCHERING PLOUGH CORP	1,900 000	4/30/2009	11/5/2009	43,656.49	43,656.49	0.00
651-Bern..	COLGATE PALMOLIVE CO	200.000	2/10/2009	11/9/2009	16,086.34	12,838.32	3,248.02
651-Bern...	AETNA INC	400.000	9/8/2009	11/10/2009	11,780 05	11,460 00	320.05

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Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L ..
651-Bern...	TAIWAN SEMICONDUCTO...	1,004.815	5/6/2009	11/11/2009	10,262.61	11,030.40	-767 79
651-Bern...	TAIWAN SEMICONDUCTO...	1,708.185	5/7/2009	11/11/2009	17,446.43	17,594.99	-148.56
651-Bern...	ALLSTATE CORP	1,000.000	12/17/2008	11/12/2009	28,811 16	29,808.20	-997.04
651-Bern...	ALLSTATE CORP	125.000	3/17/2009	11/12/2009	3,601.39	2,170.99	1,430.40
651-Bern ..	METLIFE INC.	450.000	12/12/2008	11/12/2009	15,434.33	12,967 83	2,466.50
651-Bern...	US BANCORP	1,100.000	5/13/2009	11/13/2009	25,984.85	19,395.97	6,588.88
651-Bern. .	EOG RES INC	75.000	2/24/2009	11/16/2009	6,797.82	3,900.45	2,897 37
651-Bern...	EOG RES INC	200.000	3/31/2009	11/16/2009	18,127.53	11,207.16	6,920.37
651-Bern...	PROCTER & GAMBLE CO.	272 000	11/20/2008	11/16/2009	16,964.15	16,850.40	113.75
651-Bern .	PROCTER & GAMBLE CO.	300.000	4/16/2009	11/16/2009	18,710 46	14,836.35	3,874.11
651-Bern...	UNITED TECHNOLOGIES C...	350.000	9/11/2009	11/19/2009	23,738.31	21,524.09	2,214.22
651-Bern...	E I DU PONT DE NEMOUR...	400.000	4/14/2009	11/20/2009	13,798.96	10,682.92	3,116 04
651-Bern...	ALLSTATE CORP	475.000	3/17/2009	11/24/2009	13,791.32	8,249.75	5,541.57
651-Bern...	PETROLEO BRASILEIRO SA	300 000	6/1/2009	11/24/2009	15,400.37	13,733.85	1,666.52
651-Bern...	PETROLEO BRASILEIRO SA	800.000	9/25/2009	11/25/2009	37,332.08	30,212.40	7,119.68
651-Bern. .	OCCIDENTAL PETE. CORP.	215.000	2/9/2009	11/27/2009	17,384 67	12,527.21	4,857 46
651-Bern...	RIO TINTO PLC	145.000	9/18/2009	12/1/2009	30,795 94	26,074.86	4,721.08
651-Bern...	VIACOM INC. - CLASS B	1,200 000	12/23/2008	12/2/2009	36,167.67	21,054.12	15,113.55
651-Bern...	UNION PACIFIC CORP	175.000	5/12/2009	12/3/2009	11,307 36	8,408.51	2,898.85
651-Bern .	REGIONS FINANCIAL CORP	4,600.000	5/20/2009	12/4/2009	26,165 96	18,400.00	7,765.96
651-Bern .	CATERPILLAR INC	250.000	7/14/2009	12/9/2009	13,983.79	7,869.38	6,114.41
651-Bern .	PROCTER & GAMBLE CO.	375.000	4/16/2009	12/15/2009	23,411.39	18,545.44	4,865.95
651-Bern...	BLACK & DECKER CORP	700.000	8/19/2009	12/16/2009	45,567.00	29,299.83	16,267.17
651-Bern. .	CORNING INC.	700.000	1/20/2009	12/16/2009	13,153.43	6,433 49	6,719.94
651-Bern...	CORNING INC.	1,300 000	1/21/2009	12/16/2009	24,427.80	12,046.84	12,380.96
651-Bern	METLIFE INC.	450.000	1/14/2009	12/16/2009	16,613.88	12,336.30	4,277.58
651-Bern...	LOWES COMPANIES INC	700.000	2/24/2009	12/18/2009	16,505.50	10,916.50	5,589.00
651-Bern ..	LOWES COMPANIES INC.	495.000	4/23/2009	12/18/2009	11,671.75	10,168.29	1,503.46
651-Bern..	ACE LTD	250.000	3/20/2009	12/21/2009	12,210 18	9,504.53	2,705.65
651-Bern .	ARCELORMITTAL SA LUXE .	400.000	6/2/2009	12/21/2009	17,621.91	14,433.12	3,188 79
651-Bern. .	ARCELORMITTAL SA LUXE...	200.000	8/5/2009	12/21/2009	8,810.95	7,661.86	1,149.09
651-Bern...	ACE LTD	200 000	3/20/2009	12/22/2009	9,727.30	7,603.62	2,123.68
651-Bern	ACE LTD	25.000	4/16/2009	12/22/2009	1,215.91	1,132.31	83 60
651-Bern...	AMAZON.COM INC.	100.000	5/22/2009	12/24/2009	13,841.55	7,593.20	6,248.35

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1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	DELL INC.	900 000	7/15/2009	12/29/2009	13,136.42	11,109.33	2,027.09
TOTAL SHORT TERM					**9,388,667.40**	**9,438,304.63**	**-49,637.23**
LONG TERM							
616-B of ...	COLUMBIA ACORN FUND	44,140.774	12/27/2006	3/20/2009	696,100.00	1,308,603.87	-612,503 87
616-B of ...	COLUMBIA MARSICO GRO...	83,448.373	12/27/2006	3/20/2009	998,042 54	1,693,110 96	-695,068.42
616-B of ...	COLUMBIUA MARSICO INT...	237,045.746	12/27/2006	3/20/2009	1,728,063.49	3,543,833.91	-1,815,770.42
630-UBS...	FAIRPOINT COMMUNICATI .	784.000	4/27/2004	9/11/2009	587.04	11,102.22	-10,515.18
630-UBS...	IDEARC INC	2,079.000	4/27/2004	9/11/2009	50.87	192,744.99	-192,694.12
630-UBS...	VERIZON COMMUNICATIO...	41,595.970	4/27/2004	9/11/2009	1,289,437.56	2,812,853.54	-1,523,415.98
640-Com...	Calamos Growth and Income	31,446.541	2/10/2006	9/29/2009	853,459.12	1,040,922.47	-187,463.35
640-Com...	Calamos Growth and Income	279.160	4/10/2006	9/29/2009	7,576 40	9,240.57	-1,664.17
640-Com...	Calamos Growth and Income	92.253	6/26/2006	9/29/2009	2,503.75	3,053.70	-549.95
640-Com...	Calamos Growth and Income	71.944	9/25/2006	9/29/2009	1,952.56	2,381.44	-428.88
640-Com...	Calamos Growth and Income	1,737.240	11/20/2006	9/29/2009	47,148.69	57,504.96	-10,356.27
640-Com. .	Calamos Growth and Income	193.492	1/2/2007	9/29/2009	5,251.37	6,404.84	-1,153.47
640-Com...	Calamos Growth and Income	26.133	1/2/2007	9/29/2009	709 25	865.04	-155.79
640-Com..	Calamos Growth and Income	81.557	3/26/2007	9/29/2009	2,213 46	2,699.65	-486.19
640-Com..	Calamos Growth and Income	105 927	6/25/2007	9/29/2009	2,874.86	3,506.33	-631.47
640-Com. .	Calamos Growth and Income	58,411.215	9/21/2007	9/29/2009	1,585,280.37	1,933,489.17	-348,208.80
640-Com...	Calamos Growth and Income	138.465	9/24/2007	9/29/2009	3,757.94	4,583.38	-825.44
640-Com...	Calamos Growth and Income	7,159.639	11/20/2007	9/29/2009	194,312.60	236,993.61	-42,681.01
640-Com. .	Calamos Growth and Income	607.724	12/31/2007	9/29/2009	16,493 63	20,116.48	-3,622.85
640-Com..	Calamos Growth and Income	537 069	6/23/2008	9/29/2009	14,576 05	17,777.70	-3,201.65
640-Com...	Calamos Growth and Income	664 062	9/22/2008	9/29/2009	18,022.64	21,981.34	-3,958.70
640-Com...	Calamos Market Neutral Inco...	79,872.204	2/10/2006	9/29/2009	901,757.18	1,018,229.47	-116,472.29
640-Com..	Calamos Market Neutral Inco .	885.775	4/10/2006	9/29/2009	10,000.40	11,292.07	-1,291.67
640-Com. .	Calamos Market Neutral Inco...	546.573	6/26/2006	9/29/2009	6,170.81	6,967.84	-797.03
640-Com...	Calamos Market Neutral Inco. .	674.273	9/25/2006	9/29/2009	7,612.54	8,595.79	-983.25
640-Com...	Calamos Market Neutral Inco...	1,282.576	1/2/2007	9/29/2009	14,480 28	16,350.58	-1,870.30
640-Com .	Calamos Market Neutral Inco...	390.430	3/26/2007	9/29/2009	4,407.95	4,977.29	-569.34
640-Com .	Calamos Market Neutral Inco...	546.246	6/25/2007	9/29/2009	6,167 12	6,963.67	-796.55
640-Com...	Calamos Market Neutral Inco	229,709.035	9/21/2007	9/29/2009	2,593,415.00	2,928,384.31	-334,969.31
640-Com. .	Calamos Market Neutral Inco..	601.074	9/24/2007	9/29/2009	6,786.13	7,662.63	-876.50

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
640-Com...	Calamos Market Neutral Inco. .	5,816.591	12/31/2007	9/29/2009	65,669 31	74,151.26	-8,481.95
640-Com .	Calamos Market Neutral Inco...	2,296.086	3/25/2008	9/29/2009	25,922.81	29,271.04	-3,348.23
640-Com...	Calamos Market Neutral Inco...	2,304.325	6/23/2008	9/29/2009	26,015.83	29,376.07	-3,360.24
640-Com...	Calamos Market Neutral Inco...	2,423.649	9/22/2008	9/29/2009	27,363.00	30,897.24	-3,534.24
640-Com...	Capital Income Builder Fund	53,740.987	7/8/2003	9/29/2009	2,517,765.24	2,359,766.74	157,998.50
640-Com...	Capital Income Builder Fund	1,491.363	9/23/2003	9/29/2009	69,870.34	66,350.72	3,519.62
640-Com...	Capital Income Builder Fund	638.951	12/16/2003	9/29/2009	29,934.85	29,807.08	127.77
640-Com...	Capital Income Builder Fund	1,662.009	12/16/2003	9/29/2009	77,865 12	77,532.74	332.38
640-Com...	Capital Income Builder Fund	1,622.982	3/23/2004	9/29/2009	76,036.71	78,568.54	-2,531.83
640-Com...	Capital Income Builder Fund	1,655 849	6/22/2004	9/29/2009	77,576.55	79,298.63	-1,722.08
640-Com ..	Capital Income Builder Fund	1,639.987	9/22/2004	9/29/2009	76,833 39	80,933.34	-4,099.95
640-Com...	Capital Income Builder Fund	3,124.416	12/14/2004	9/29/2009	146,378.89	161,563.55	-15,184.66
640-Com...	Capital Income Builder Fund	1,596.928	12/14/2004	9/29/2009	74,816 08	82,577.13	-7,761.05
640-Com...	Capital Income Builder Fund	1,609.663	3/22/2005	9/29/2009	75,412.71	84,748 77	-9,336.06
640-Com...	Capital Income Builder Fund	1,638.571	6/22/2005	9/29/2009	76,767.05	86,418.26	-9,651.21
640-Com. .	Capital Income Builder Fund	20,313.943	9/16/2005	9/29/2009	951,708.23	1,100,000.00	-148,291.77
640-Com...	Capital Income Builder Fund	1,633.624	9/22/2005	9/29/2009	76,535.28	88,117.66	-11,582.38
640-Com...	Capital Income Builder Fund	2,730.176	12/22/2005	9/29/2009	127,908 75	144,508.22	-16,599 47
640-Com...	Capital Income Builder Fund	1,877.461	12/22/2005	9/29/2009	87,959.05	99,374.03	-11,414.98
640-Com...	Capital Income Builder Fund	989.194	12/22/2005	9/29/2009	46,343.74	52,358.05	-6,014.31
640-Com. .	Capital Income Builder Fund	1,840.675	3/22/2006	9/29/2009	86,235.62	102,139.04	-15,903.42
640-Com...	Capital Income Builder Fund	1,916 731	6/22/2006	9/29/2009	89,798.85	104,097.67	-14,298.82
640-Com...	Capital Income Builder Fund	1,826.047	9/22/2006	9/29/2009	85,550.30	106,111.60	-20,561.30
640-Com...	Capital Income Builder Fund	1,779.133	12/22/2006	9/29/2009	83,352.38	108,100 12	-24,747.74
640-Com. .	Capital Income Builder Fund	1,089.265	12/22/2006	9/29/2009	51,032.07	66,183.75	-15,151.68
640-Com...	Capital Income Builder Fund	4,248.134	12/22/2006	9/29/2009	199,025.08	258,116.61	-59,091.53
640-Com. .	Capital Income Builder Fund	1,835.624	3/22/2007	9/29/2009	85,998 98	112,725.65	-26,726.67
640-Com...	Capital Income Builder Fund	1,725 037	6/22/2007	9/29/2009	80,817.98	111,816.90	-30,998.92
640-Com	Capital Income Builder Fund	1,713.107	9/24/2007	9/29/2009	80,259.06	112,808.11	-32,549.05
640-Com .	Capital Income Builder Fund	1,009.380	12/24/2007	9/29/2009	47,289.45	62,187 92	-14,898 47
640-Com .	Capital Income Builder Fund	4,516.404	12/24/2007	9/29/2009	211,593.53	278,255.66	-66,662.13
640-Com...	Capital Income Builder Fund	1,035.009	12/24/2007	9/29/2009	48,490.17	63,766.92	-15,276 75
640-Com...	Capital Income Builder Fund	1,114 613	3/25/2008	9/29/2009	52,219.62	63,700.14	-11,480.52
640-Com. .	Capital Income Builder Fund	1,137.164	6/24/2008	9/29/2009	53,276 13	64,897.97	-11,621.84

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L ..
640-Com...	Capital Income Builder Fund	1,264.703	9/23/2008	9/29/2009	59,251.34	66,118.65	-6,867.31
640-Com...	Eaton Vance High Income F...	469,542.634	2/9/2006	9/29/2009	4,080,325.49	4,764,931.05	-684,605.56
640-Com...	Eaton Vance High Income F...	1,199.772	3/1/2006	9/29/2009	10,426.02	12,175.32	-1,749.30
640-Com...	Eaton Vance High Income F...	1,033.888	3/8/2006	9/29/2009	8,984.49	10,491.92	-1,507.43
640-Com...	Eaton Vance High Income F...	2,839.839	4/3/2006	9/29/2009	24,678.20	28,818.76	-4,140.56
640-Com...	Eaton Vance High Income F ..	2,947.971	5/1/2006	9/29/2009	25,617 87	29,916.09	-4,298.22
640-Com..	Eaton Vance High Income F...	3,062.820	6/1/2006	9/29/2009	26,615.91	31,081.58	-4,465.67
640-Com...	Eaton Vance High Income F...	3,000.104	7/3/2006	9/29/2009	26,070.90	30,445.13	-4,374.23
640-Com...	Eaton Vance High Income F..	3,169.590	8/1/2006	9/29/2009	27,543.74	32,165.08	-4,621.34
640-Com. .	Eaton Vance High Income F...	3,278.262	9/1/2006	9/29/2009	28,488 10	33,267.89	-4,779.79
640-Com...	Eaton Vance High Income F ..	3,279.914	10/2/2006	9/29/2009	28,502.45	33,284.65	-4,782.20
640-Com...	Eaton Vance High Income F...	3,413 575	11/1/2006	9/29/2009	29,663.97	34,641.05	-4,977.08
640-Com...	Eaton Vance High Income F...	3,321.220	12/1/2006	9/29/2009	28,861.40	33,703.83	-4,842.43
640-Com. .	Eaton Vance High Income F. .	3,470.916	1/2/2007	9/29/2009	30,162.26	35,222.95	-5,060.69
640-Com. .	Eaton Vance High Income F. .	3,456.845	2/1/2007	9/29/2009	30,039 98	35,080.15	-5,040.17
640-Com...	Eaton Vance High Income F...	3,108.211	3/1/2007	9/29/2009	27,010.35	31,542 21	-4,531.86
640-Com...	Eaton Vance High Income F...	3,407.830	4/2/2007	9/29/2009	29,614.04	34,582.75	-4,968.71
640-Com...	Eaton Vance High Income F...	3,055.581	5/1/2007	9/29/2009	26,553.00	31,008 12	-4,455 12
640-Com. .	Eaton Vance High Income F .	2,879.571	6/1/2007	9/29/2009	25,023 47	29,221.96	-4,198.49
640-Com...	Eaton Vance High Income F...	2,783 677	7/2/2007	9/29/2009	24,190.15	28,248.83	-4,058.68
640-Com..	Eaton Vance High Income F...	2,970.249	8/1/2007	9/29/2009	25,811.46	30,142.17	-4,330.71
640-Com ..	Eaton Vance High Income F .	3,115.070	9/4/2007	9/29/2009	27,069.96	31,611.81	-4,541.85
640-Com...	Eaton Vance High Income F...	2,945.983	10/1/2007	9/29/2009	25,600.59	29,895.91	-4,295.32
640-Com .	Eaton Vance High Income F. .	3,090.275	11/1/2007	9/29/2009	26,854.49	31,360.19	-4,505.70
640-Com...	Eaton Vance High Income F...	3,010.728	12/3/2007	9/29/2009	26,163 23	30,552.95	-4,389 72
640-Com...	Eaton Vance High Income F...	3,153.439	1/2/2008	9/29/2009	27,403.38	32,001.18	-4,597 80
640-Com...	Eaton Vance High Income F...	3,179.963	2/1/2008	9/29/2009	27,633.88	32,270.35	-4,636.47
640-Com...	Eaton Vance High Income F...	3,099.338	3/3/2008	9/29/2009	26,933.25	31,452.16	-4,518.91
640-Com...	Eaton Vance High Income F...	3,009 460	4/1/2008	9/29/2009	26,152.21	30,540.08	-4,387.87
640-Com...	Eaton Vance High Income F...	2,526.136	5/1/2008	9/29/2009	21,952 12	25,635.29	-3,683.17
640-Com...	Eaton Vance High Income F. .	2,457.946	6/2/2008	9/29/2009	21,359.55	24,943 30	-3,583.75
640-Com...	Eaton Vance High Income F...	2,410.192	7/1/2008	9/29/2009	20,944.57	24,458.69	-3,514 12
640-Com. .	Eaton Vance High Income F...	2,493.286	8/1/2008	9/29/2009	21,666.66	25,301.93	-3,635.27
640-Com..	Eaton Vance High Income F...	2,610.574	9/2/2008	9/29/2009	22,685.89	26,492.17	-3,806 28

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
640-Com...	Franklin Income Fund	809,716.599	2/14/2008	9/29/2009	1,611,336.03	1,962,752 24	-351,416.21
640-Com...	Franklin Income Fund	4,165.210	3/4/2008	9/29/2009	8,288.77	10,096.46	-1,807.69
640-Com...	Franklin Income Fund	4,186.634	4/7/2008	9/29/2009	8,331.40	10,148 40	-1,817.00
640-Com ..	Franklin Income Fund	4,025.929	5/2/2008	9/29/2009	8,011.60	9,758.85	-1,747.25
640-Com...	Franklin Income Fund	4,110.472	6/4/2008	9/29/2009	8,179.84	9,963.78	-1,783.94
640-Com. .	Franklin Income Fund	4,376.085	7/2/2008	9/29/2009	8,708.41	10,607.63	-1,899.22
640-Com...	Franklin Income Fund	4,533.738	8/4/2008	9/29/2009	9,022 14	10,989.78	-1,967.64
640-Com...	Franklin Income Fund	4,558.485	9/4/2008	9/29/2009	9,071.39	11,049.76	-1,978.37
640-Com...	Income Fund of America	159,429.743	7/8/2003	9/29/2009	2,348,400.11	2,480,726.80	-132,326.69
640-Com...	Income Fund of America	5,376.093	9/16/2003	9/29/2009	79,189 85	84,350.90	-5,161.05
640-Com...	Income Fund of America	5,113.405	12/16/2003	9/29/2009	75,320 46	85,291.59	-9,971.13
640-Com. .	Income Fund of America	5,034.267	3/30/2004	9/29/2009	74,154.75	86,186.65	-12,031.90
640-Com ..	Income Fund of America	4,491.374	6/29/2004	9/29/2009	66,157.94	77,116.89	-10,958.95
640-Com...	Income Fund of America	4,464.317	9/28/2004	9/29/2009	65,759.39	77,813.04	-12,053.65
640-Com. .	Income Fund of America	4,236.653	12/28/2004	9/29/2009	62,405.90	78,505.18	-16,099.28
640-Com...	Income Fund of America	409.998	12/28/2004	9/29/2009	6,039.27	7,597.27	-1,558.00
640-Com...	Income Fund of America	3,635.318	12/28/2004	9/29/2009	53,548 23	67,362.45	-13,814.22
640-Com...	Income Fund of America	4,415.550	3/29/2005	9/29/2009	65,041 05	79,788 98	-14,747.93
640-Com...	Income Fund of America	4,670.932	6/28/2005	9/29/2009	68,802.83	85,664.90	-16,862.07
640-Com...	Income Fund of America	74,626.866	9/16/2005	9/29/2009	1,099,253.74	1,400,000.00	-300,746.26
640-Com...	Income Fund of America	4,686.825	9/27/2005	9/29/2009	69,036.93	86,706.26	-17,669.33
640-Com...	Income Fund of America	5,793.314	12/22/2005	9/29/2009	85,335.52	105,554.18	-20,218.66
640-Com. .	Income Fund of America	1,655.233	12/22/2005	9/29/2009	24,381.58	30,158.34	-5,776.76
640-Com...	Income Fund of America	11,983 884	12/22/2005	9/29/2009	176,522.61	218,346.36	-41,823.75
640-Com...	Income Fund of America	5,746.566	3/28/2006	9/29/2009	84,646.92	108,954 89	-24,307.97
640-Com ..	Income Fund of America	6,246.325	6/27/2006	9/29/2009	92,008.37	116,244.11	-24,235.74
640-Com...	Income Fund of America	5,953.335	9/26/2006	9/29/2009	87,692.62	117,399.77	-29,707.15
640-Com..	Income Fund of America	4,751.820	12/27/2006	9/29/2009	69,994.31	96,081.81	-26,087.50
640-Com...	Income Fund of America	6,177.353	12/27/2006	9/29/2009	90,992.41	124,906.08	-33,913 67
640-Com...	Income Fund of America	14,698.964	12/27/2006	9/29/2009	216,515.74	297,213.06	-80,697.32
640-Com...	Income Fund of America	6,287.696	3/27/2007	9/29/2009	92,617.76	129,903.79	-37,286.03
640-Com...	Income Fund of America	6,021.874	6/26/2007	9/29/2009	88,702.20	127,483.08	-38,780.88
640-Com .	Income Fund of America	6,014 622	9/25/2007	9/29/2009	88,595.38	127,630.28	-39,034 90
640-Com.	Income Fund of America	2,420.262	12/26/2007	9/29/2009	35,650.46	47,049.90	-11,399.44

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
640-Com...	Income Fund of America	3,762.049	12/26/2007	9/29/2009	55,414.98	73,134.23	-17,719.25
640-Com...	Income Fund of America	15,787.558	12/26/2007	9/29/2009	232,550.73	306,910.13	-74,359.40
640-Com .	Income Fund of America	4,193.786	3/25/2008	9/29/2009	61,774.47	74,859 08	-13,084.61
640-Com...	Income Fund of America	4,326.867	6/24/2008	9/29/2009	63,734.75	75,676.90	-11,942.15
640-Com..	Income Fund of America	4,593.060	9/23/2008	9/29/2009	67,655.77	76,520.38	-8,864.61
651-Bern...	APPLE INC	200.000	4/25/2006	1/6/2009	19,046.61	13,190.30	5,856.31
651-Bern...	APPLE INC	50.000	6/19/2006	1/6/2009	4,761.65	2,877.96	1,883.69
651-Bern...	BLACK & DECKER CORP	600.000	8/22/2006	1/13/2009	24,531.58	44,416.32	-19,884.74
651-Bern...	CME GROUP INC	40.000	4/2/2007	1/13/2009	7,360.86	21,804.23	-14,443.37
651-Bern...	CME GROUP INC	25.000	7/18/2007	1/13/2009	4,600.54	14,381.02	-9,780.48
651-Bern...	CME GROUP INC	10.000	8/13/2007	1/13/2009	1,840.22	5,853.23	-4,013 01
651-Bern...	GENERAL ELECTRIC CO.	150.000	11/2/2006	1/13/2009	2,221 44	5,215.08	-2,993 64
651-Bern...	GENERAL ELECTRIC CO.	1,575.000	11/8/2006	1/13/2009	23,325.14	56,006.21	-32,681.07
651-Bern...	MEDCO HEALTH SOLUTIO...	400.000	6/7/2007	1/13/2009	16,590.94	15,985.90	605.04
651-Bern...	APPLE INC	175.000	6/19/2006	1/15/2009	14,632.61	10,072.86	4,559.75
651-Bern...	APPLE INC	175.000	7/7/2006	1/15/2009	14,632.61	9,814.53	4,818.08
651-Bern...	CITIGROUP INC.	25 000	1/31/2006	1/15/2009	95.26	1,166.44	-1,071.18
651-Bern..	CITIGROUP INC.	575.000	1/31/2006	1/15/2009	2,191.25	26,828.12	-24,636.87
651-Bern. .	FRANKLIN RESOURCES INC	75.000	9/20/2005	1/21/2009	3,777 96	6,166 56	-2,388.60
651-Bern. .	FRANKLIN RESOURCES INC	250.000	1/31/2006	1/21/2009	12,593 20	24,712.60	-12,119.40
651-Bern...	ALCON INC.	170.000	4/13/2005	1/27/2009	14,187 41	15,363.52	-1,176.11
651-Bern...	ALCON INC.	150 000	9/20/2005	1/27/2009	12,518.30	18,635.88	-6,117.58
651-Bern...	ALCON INC.	130 000	1/31/2006	1/27/2009	10,849.19	16,575.62	-5,726.43
651-Bern...	GOOGLE INC	30.000	8/9/2005	1/30/2009	10,258.31	8,743.27	1,515.04
651-Bern .	GOOGLE INC.	50.000	9/20/2005	1/30/2009	17,097.18	15,411.43	1,685.75
651-Bern...	CONOCOPHILLIPS	325.000	11/13/2006	2/3/2009	15,042.96	20,440.91	-5,397 95
651-Bern...	CONOCOPHILLIPS	275 000	12/6/2006	2/3/2009	12,728.66	19,095.37	-6,366.71
651-Bern .	CONOCOPHILLIPS	300.000	1/8/2007	2/3/2009	13,885.81	20,437.89	-6,552.08
651-Bern .	BP PLC SPONSORED ADR	50 000	12/12/2006	2/4/2009	2,170.66	3,402 77	-1,232.11
651-Bern .	BP PLC SPONSORED ADR	250.000	12/12/2006	2/4/2009	10,853.31	17,013 83	-6,160.52
651-Bern...	BP PLC SPONSORED ADR	700.000	10/16/2007	2/4/2009	30,389.28	53,580.52	-23,191.24
651-Bern..	BP PLC SPONSORED ADR	50.000	1/23/2008	2/4/2009	2,170.66	3,059.39	-888.73
651-Bern	AMERICAN INTERNATIONA. .	625.000	1/11/2006	2/5/2009	634.31	44,285.56	-43,651.25
651-Bern.	AMERICAN INTERNATIONA...	375.000	1/31/2006	2/5/2009	380.58	24,652.43	-24,271.85

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1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	AMERICAN INTERNATIONA...	700.000	3/13/2006	2/5/2009	710.43	47,587.05	-46,876.62
651-Bern...	AMERICAN INTERNATIONA...	200.000	5/10/2006	2/5/2009	202.98	13,282.78	-13,079.80
651-Bern...	AMERICAN INTERNATIONA...	200.000	8/29/2006	2/5/2009	202.98	12,679.14	-12,476.16
651-Bern...	AMERICAN INTERNATIONA...	475.000	9/14/2006	2/5/2009	482.07	31,036.93	-30,554.86
651-Bern...	AMERICAN INTERNATIONA...	200.000	11/3/2006	2/5/2009	202.98	13,333.08	-13,130.10
651-Bern...	CME GROUP INC	90.000	8/13/2007	2/6/2009	17,084.91	52,679.10	-35,594.19
651-Bern...	CME GROUP INC	25.000	8/21/2007	2/6/2009	4,745.81	13,420.13	-8,674.32
651-Bern...	CME GROUP INC	10.000	1/15/2008	2/6/2009	1,898.32	6,097.45	-4,199.13
651-Bern...	GILEAD SCIENCES INC.	400.000	6/24/2005	2/6/2009	21,125.32	8,353.00	12,772.32
651-Bern...	MONSANTO CO	175.000	7/20/2006	2/6/2009	14,720.37	7,390.73	7,329.64
651-Bern...	MORGAN STANLEY	600.000	8/9/2007	2/9/2009	13,835.68	37,117.14	-23,281.46
651-Bern...	BANK OF AMERICA CORP.	76.000	1/31/2006	2/20/2009	263.44	3,374.08	-3,110.64
651-Bern...	BANK OF AMERICA CORP.	324.000	4/24/2007	2/20/2009	1,123.07	16,373 34	-15,250.27
651-Bern...	BANK OF AMERICA CORP.	300.000	7/13/2007	2/20/2009	1,039.88	14,892.87	-13,852.99
651-Bern...	BANK OF AMERICA CORP.	300.000	8/1/2007	2/20/2009	1,039 88	14,159.16	-13,119.28
651-Bern..	BANK OF AMERICA CORP.	1,500.000	2/5/2008	2/20/2009	5,199.42	64,008.75	-58,809.33
651-Bern...	JPMORGAN CHASE & CO.	45 000	5/23/2006	2/20/2009	879.67	1,913.03	-1,033.36
651-Bern...	JPMORGAN CHASE & CO.	600.000	7/11/2006	2/20/2009	11,728.91	25,418.04	-13,689.13
651-Bern...	JPMORGAN CHASE & CO.	275.000	9/15/2006	2/20/2009	5,375.75	12,939.30	-7,563.55
651-Bern...	JPMORGAN CHASE & CO	5.000	12/11/2007	2/20/2009	97.74	235.85	-138.11
651-Bern...	SPRINT NEXTEL CORPOR..	700.000	4/23/2004	2/23/2009	2,330.36	7,762.40	-5,432.04
651-Bern. .	SPRINT NEXTEL CORPOR ..	800.000	5/24/2005	2/23/2009	2,663.26	18,001.36	-15,338.10
651-Bern...	SPRINT NEXTEL CORPOR. .	1,400.000	9/20/2005	2/23/2009	4,660.71	34,262.62	-29,601.91
651-Bern...	SPRINT NEXTEL CORPOR...	700.000	9/28/2006	2/23/2009	2,330 36	11,728.36	-9,398.00
651-Bern...	APPLE INC	150.000	7/7/2006	2/27/2009	13,444 78	8,412.45	5,032.33
651-Bern...	DEERE & CO	300.000	10/12/2007	3/4/2009	8,122.90	23,091.17	-14,968.27
651-Bern...	SUPERVALU INC	1,100.000	11/6/2007	3/12/2009	16,222.37	41,401.58	-25,179.21
651-Bern. .	JPMORGAN CHASE & CO.	400.000	12/11/2007	3/13/2009	9,632.70	18,868.20	-9,235.50
651-Bern ..	GENENTECH INC	300.000	1/31/2006	3/17/2009	28,133.84	25,882.50	2,251.34
651-Bern .	GENENTECH INC	450.000	6/7/2007	3/17/2009	42,200.76	33,780.02	8,420 74
651-Bern...	Bernstein Inter. Duration Insti .	39,578.788	7/25/2003	3/17/2009	522,440.00	615,845.94	-93,405.94
651-Bern. .	JPMORGAN CHASE & CO.	295 000	12/11/2007	3/23/2009	7,833.23	13,915.30	-6,082.07
651-Bern.	JPMORGAN CHASE & CO	55.000	1/7/2008	3/23/2009	1,460.43	2,259.10	-798 67
651-Bern. .	THE TRAVELERS COMPAN...	50.000	9/20/2005	3/23/2009	1,977.75	2,156.11	-178.36

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1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L..
651-Bern. .	THE TRAVELERS COMPAN...	175.000	5/14/2007	3/23/2009	6,922.14	9,815.75	-2,893.61
651-Bern...	MORGAN STANLEY	200.000	8/9/2007	3/24/2009	5,123.79	12,372.38	-7,248.59
651-Bern..	MORGAN STANLEY	300.000	9/10/2007	3/24/2009	7,685 69	18,829.83	-11,144.14
651-Bern...	MORGAN STANLEY	150.000	9/28/2007	3/24/2009	3,842.84	9,467.30	-5,624.46
651-Bern...	METLIFE INC.	100 000	7/25/2003	3/26/2009	2,513.92	2,789.44	-275.52
651-Bern...	METLIFE INC	250.000	1/12/2007	3/26/2009	6,284.79	15,436.03	-9,151.24
651-Bern...	METLIFE INC.	50.000	1/12/2007	3/26/2009	1,256.96	3,087 21	-1,830.25
651-Bern. .	METLIFE INC.	300.000	1/24/2007	3/26/2009	7,541.75	18,728.67	-11,186.92
651-Bern...	METLIFE INC.	150.000	8/9/2007	3/26/2009	3,770.87	9,411.17	-5,640.30
651-Bern. .	PFIZER INC.	800 000	4/6/2006	3/26/2009	11,482.81	20,038.88	-8,556.07
651-Bern...	ROYAL DUTCH SHELL PLC	700.000	8/28/2007	4/2/2009	32,895.19	51,903.81	-19,008.62
651-Bern...	TIME WARNER INC.	0.333	11/2/2006	4/6/2009	7.17	17.77	-10.60
651-Bern...	ABBOTT LABORATORIES	200.000	5/30/2007	4/8/2009	8,664.54	11,222.98	-2,558.44
651-Bern...	ABBOTT LABORATORIES	300.000	8/9/2007	4/8/2009	12,996.80	16,622.04	-3,625.24
651-Bern ..	COLGATE PALMOLIVE CO	200.000	7/13/2007	4/8/2009	12,020.59	13,599 50	-1,578.91
651-Bern...	DEUTSCHE BANK AG	300.000	8/21/2007	4/8/2009	13,477.69	37,634.55	-24,156 86
651-Bern...	DEUTSCHE BANK AG	125.000	11/15/2007	4/8/2009	5,615.71	15,519.26	-9,903 55
651-Bern...	DEUTSCHE BANK AG	275.000	2/12/2008	4/8/2009	12,354 55	30,857.72	-18,503.17
651-Bern...	DEUTSCHE BANK AG	50.000	3/20/2008	4/8/2009	2,246.28	5,539.35	-3,293.07
651-Bern...	J C PENNEY CO INC	425.000	2/5/2008	4/13/2009	11,265.18	19,589.36	-8,324.18
651-Bern...	JPMORGAN CHASE & CO	275.000	1/7/2008	4/13/2009	9,096.93	11,295.52	-2,198.59
651-Bern. .	MORGAN STANLEY	150.000	9/28/2007	4/13/2009	3,920.13	9,467.30	-5,547.17
651-Bern...	MORGAN STANLEY	225.000	10/5/2007	4/13/2009	5,880.19	15,420.13	-9,539.94
651-Bern...	METLIFE INC.	250.000	8/9/2007	4/14/2009	7,187.41	15,685.28	-8,497.87
651-Bern .	METLIFE INC	200 000	9/28/2007	4/14/2009	5,749.93	13,974.58	-8,224.65
651-Bern..	ABBOTT LABORATORIES	300.000	11/6/2007	4/16/2009	12,747 94	16,244 79	-3,496 85
651-Bern...	ABBOTT LABORATORIES	75.000	11/26/2007	4/16/2009	3,186.98	4,131.44	-944.46
651-Bern...	COLGATE PALMOLIVE CO	200.000	7/13/2007	4/16/2009	11,844.05	13,599.50	-1,755.45
651-Bern...	COLGATE PALMOLIVE CO	100 000	2/22/2008	4/16/2009	5,922 03	7,554.99	-1,632.96
651-Bern...	GOOGLE INC.	65.000	9/20/2005	4/20/2009	24,875.41	20,034.86	4,840.55
651-Bern...	ABBOTT LABORATORIES	225.000	11/26/2007	4/28/2009	9,720.65	12,394.31	-2,673.66
651-Bern. .	ABBOTT LABORATORIES	175 000	3/24/2008	4/28/2009	7,560.50	9,710.45	-2,149.95
651-Bern...	MICROSOFT CORP.	500.000	12/6/2007	4/28/2009	10,003.04	17,153.35	-7,150.31
651-Bern...	WAL-MART STORES INC.	350.000	2/12/2008	4/28/2009	16,933.40	17,629.75	-696.35

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1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L ..
651-Bern. .	ALTRIA GROUP INC.	175.000	7/25/2003	4/29/2009	2,942.44	-382.56	3,325.00
651-Bern. .	ALTRIA GROUP INC.	700.000	1/31/2006	4/29/2009	11,769.77	9,577.63	2,192.14
651-Bern...	ALTRIA GROUP INC.	225.000	9/29/2006	4/29/2009	3,783.14	5,760.63	-1,977.49
651-Bern .	ALTRIA GROUP INC.	175.000	10/19/2006	4/29/2009	2,942.44	5,233.40	-2,290.96
651-Bern .	ALTRIA GROUP INC.	90.000	6/4/2007	4/29/2009	1,513.26	2,601.73	-1,088.47
651-Bern .	ROYAL DUTCH SHELL PLC	200.000	11/1/2007	4/29/2009	9,265.66	17,124.70	-7,859.04
651-Bern .	ROYAL DUTCH SHELL PLC	175.000	4/1/2008	4/29/2009	8,107.45	12,150.53	-4,043.08
651-Bern .	TEVA PHARMACEUTICAL I...	325.000	11/7/2007	4/29/2009	14,347.41	14,559.18	-211.77
651-Bern...	VERIZON COMMUNICATIO. .	500.000	2/22/2008	4/29/2009	15,439 60	17,031.76	-1,592.16
651-Bern...	VERIZON COMMUNICATIO. .	400.000	4/18/2008	4/29/2009	12,351.68	14,004.68	-1,653.00
651-Bern. .	VERIZON COMMUNICATIO...	400.000	4/23/2008	4/29/2009	12,351.68	13,901.55	-1,549 87
651-Bern. .	COCA COLA CO	375 000	1/10/2008	5/1/2009	15,887.06	24,435.30	-8,548 24
651-Bern...	EOG RES INC	275.000	10/17/2007	5/1/2009	18,051.77	22,473.74	-4,421.97
651-Bern...	PHILIP MORRIS INTERNATI .	50.000	1/31/2006	5/1/2009	1,856 97	1,994.57	-137.60
651-Bern...	PHILIP MORRIS INTERNATI .	225.000	9/29/2006	5/1/2009	8,356.35	11,170.31	-2,813.96
651-Bern .	PHILIP MORRIS INTERNATI .	175.000	10/19/2006	5/1/2009	6,499 39	9,435.87	-2,936.48
651-Bern...	PHILIP MORRIS INTERNATI...	300 000	6/4/2007	5/1/2009	11,141.80	14,943.39	-3,801.59
651-Bern ..	ALLSTATE CORP	650.000	9/7/2007	5/4/2009	14,749 42	35,013.29	-20,263.87
651-Bern...	GILEAD SCIENCES INC.	275 000	9/20/2005	5/4/2009	12,285.66	6,453.04	5,832.62
651-Bern. .	COLGATE PALMOLIVE CO	100.000	2/22/2008	5/5/2009	6,171 98	7,554 99	-1,383.01
651-Bern. .	PEPSICO INC.	350.000	10/1/2003	5/7/2009	17,269 18	15,959.55	1,309.63
651-Bern .	TEVA PHARMACEUTICAL I...	300.000	1/22/2008	5/7/2009	13,310.62	13,898.13	-587.51
651-Bern...	TEVA PHARMACEUTICAL I .	25.000	1/25/2008	5/7/2009	1,109.22	1,121.00	-11.78
651-Bern...	HEWLETT PACKARD CO.	350.000	7/25/2003	5/8/2009	12,121.76	7,706.21	4,415 55
651-Bern .	ALCON INC.	70.000	1/31/2006	5/11/2009	6,690.06	8,925.34	-2,235.28
651-Bern...	ALCON INC	80.000	5/26/2006	5/11/2009	7,645.79	8,474.37	-828.58
651-Bern. .	COCA COLA CO	100.000	5/2/2008	5/11/2009	4,271.54	5,934.49	-1,662.95
651-Bern ..	MEDCO HEALTH SOLUTIO...	250.000	11/16/2007	5/11/2009	11,157.29	12,111.31	-954.02
651-Bern..	BAXTER INTERNATIONAL I..	275.000	5/5/2008	5/12/2009	14,034.26	17,353.13	-3,318.87
651-Bern .	WALT DISNEY CO	80.000	3/3/2008	5/14/2009	1,888.25	2,584.17	-695.92
651-Bern...	WALT DISNEY CO	720.000	3/3/2008	5/15/2009	17,195.96	23,257.51	-6,061.55
651-Bern .	ABBOTT LABORATORIES	125.000	3/24/2008	5/20/2009	5,399.70	6,936.04	-1,536.34
651-Bern. .	CELGENE CORP	400.000	5/7/2007	5/22/2009	15,942 79	25,062.96	-9,120.17
651-Bern. .	WESTERN DIGITAL CORP	50.000	5/7/2008	5/22/2009	1,231.13	1,502.12	-270 99

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1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	WESTERN DIGITAL CORP	950.000	5/7/2008	5/22/2009	23,391.53	28,540.28	-5,148.75
651-Bern. .	ALLSTATE CORP	350.000	9/7/2007	5/26/2009	9,188.03	18,853.31	-9,665.28
651-Bern...	ALLSTATE CORP	500.000	9/17/2007	5/26/2009	13,125.76	27,206.80	-14,081 04
651-Bern ..	CISCO SYSTEMS INC.	1,200 000	11/8/2006	5/26/2009	22,135.23	30,240.12	-8,104.89
651-Bern...	METLIFE INC.	300 000	12/7/2007	5/26/2009	9,109.15	19,608.18	-10,499.03
651-Bern .	MONSANTO CO	325 000	7/20/2006	5/28/2009	25,612.39	13,725.64	11,886.75
651-Bern...	MCDONALDS CORP.	300.000	11/8/2006	5/29/2009	17,532.35	12,614.25	4,918.10
651-Bern...	WESTERN DIGITAL CORP	400.000	5/28/2008	5/29/2009	9,999.54	14,636.88	-4,637.34
651-Bern...	DEUTSCHE BANK AG	150.000	3/20/2008	6/1/2009	10,387.40	16,618.05	-6,230.65
651-Bern...	EMERSON ELECTRIC CO	200.000	5/30/2007	6/1/2009	6,783 70	9,502 48	-2,718.78
651-Bern..	EMERSON ELECTRIC CO	125.000	8/23/2007	6/1/2009	4,239.81	5,763.25	-1,523.44
651-Bern...	HEWLETT PACKARD CO.	375.000	7/25/2003	6/4/2009	13,477.60	8,256.65	5,220.95
651-Bern...	MONSANTO CO	200.000	7/20/2006	6/4/2009	16,392.41	8,446.55	7,945.86
651-Bern...	MONSANTO CO	100.000	5/15/2007	6/4/2009	8,196.21	6,028.85	2,167.36
651-Bern...	FRANKLIN RESOURCES INC	150.000	1/31/2006	6/5/2009	11,256.65	14,827.56	-3,570.91
651-Bern...	FRANKLIN RESOURCES INC	125.000	1/4/2007	6/5/2009	9,380 54	14,240.38	-4,859 84
651-Bern .	FRANKLIN RESOURCES INC	75.000	1/30/2007	6/5/2009	5,628.33	8,779.61	-3,151.28
651-Bern...	CHEVRON CORPORATION	25.000	7/12/2006	6/10/2009	1,769.60	1,623.15	146.45
651-Bern...	CHEVRON CORPORATION	325.000	7/12/2006	6/10/2009	23,004.89	21,100.89	1,904.00
651-Bern...	CHEVRON CORPORATION	50.000	7/25/2006	6/10/2009	3,539 21	3,315.21	224.00
651-Bern...	EOG RES INC	75 000	10/17/2007	6/11/2009	5,852.37	6,129.20	-276.83
651-Bern ..	EOG RES INC	150.000	12/26/2007	6/11/2009	11,704.75	13,625.33	-1,920.58
651-Bern...	MORGAN STANLEY	75.000	10/5/2007	6/12/2009	2,223.36	5,140.04	-2,916.68
651-Bern...	MORGAN STANLEY	300.000	10/26/2007	6/12/2009	8,893.42	19,261.68	-10,368.26
651-Bern .	MORGAN STANLEY	300.000	1/10/2008	6/12/2009	8,893 42	14,564 97	-5,671 55
651-Bern...	PHILIP MORRIS INTERNATI...	100 000	6/4/2007	6/12/2009	4,363.22	4,981.13	-617.91
651-Bern .	PHILIP MORRIS INTERNATI...	175.000	8/1/2007	6/12/2009	7,635.63	8,085.52	-449.89
651-Bern...	PHILIP MORRIS INTERNATI...	125.000	8/1/2007	6/15/2009	5,385.75	5,775.37	-389.62
651-Bern...	PHILIP MORRIS INTERNATI...	200.000	8/6/2007	6/15/2009	8,617.20	9,443.63	-826.43
651-Bern...	PHILIP MORRIS INTERNATI...	300.000	1/15/2008	6/15/2009	12,925.80	16,392.57	-3,466.77
651-Bern...	CHEVRON CORPORATION	325 000	7/25/2006	6/16/2009	22,796.27	21,548.87	1,247.40
651-Bern. .	HEWLETT PACKARD CO.	575.000	7/25/2003	6/24/2009	21,552.22	12,660 20	8,892 02
651-Bern...	HEWLETT PACKARD CO	50.000	12/21/2006	6/24/2009	1,874.11	2,044.94	-170.83
651-Bern. .	EOG RES INC	200.000	12/26/2007	6/26/2009	13,660.90	18,167.10	-4,506.20

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1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	EOG RES INC	125 000	1/10/2008	6/26/2009	8,538.07	11,097.36	-2,559.29
651-Bern...	MONSANTO CO	200.000	5/15/2007	6/26/2009	15,128.35	12,057.70	3,070.65
651-Bern...	AUTOLIV INC	450.000	2/27/2007	6/29/2009	13,094.48	25,346.93	-12,252.45
651-Bern...	THE TRAVELERS COMPAN...	225.000	5/14/2007	6/29/2009	9,240.44	12,620.25	-3,379.81
651-Bern. .	THE TRAVELERS COMPAN .	525.000	6/12/2007	6/29/2009	21,561 03	28,335.30	-6,774.27
651-Bern .	EOG RES INC	175 000	1/10/2008	7/1/2009	12,074.27	15,536.31	-3,462.04
651-Bern...	EOG RES INC	75.000	4/18/2008	7/1/2009	5,174.69	9,896.40	-4,721.71
651-Bern...	PROCTER & GAMBLE CO.	175.000	1/31/2006	7/8/2009	9,170.44	10,369.63	-1,199.19
651-Bern..	AMGEN INC.	75.000	7/2/2008	7/10/2009	4,326.20	3,667.75	658.45
651-Bern...	APACHE CORP	250.000	5/19/2008	7/10/2009	16,936.56	36,173 25	-19,236 69
651-Bern...	CHEVRON CORPORATION	225 000	7/25/2006	7/10/2009	13,786.70	14,918.45	-1,131.75
651-Bern...	CHEVRON CORPORATION	200.000	8/21/2006	7/10/2009	12,254.85	13,454.44	-1,199.59
651-Bern...	EXXON MOBIL CORP.	375.000	1/31/2006	7/10/2009	24,394.70	23,604.08	790 62
651-Bern...	EOG RES INC	25 000	4/18/2008	7/13/2009	1,569.94	3,298 80	-1,728.86
651-Bern...	ROYAL DUTCH SHELL PLC	425.000	4/1/2008	7/15/2009	21,004.45	29,508.43	-8,503.98
651-Bern...	HEWLETT PACKARD CO.	850.000	12/21/2006	7/16/2009	33,357.90	34,763.98	-1,406.08
651-Bern...	SAFEWAY INC.	1,200.000	5/29/2008	7/21/2009	23,637.23	37,977.84	-14,340.61
651-Bern...	MONSANTO CO	300.000	10/29/2007	7/23/2009	23,927.80	28,680.27	-4,752.47
651-Bern..	MONSANTO CO	50.000	7/15/2008	7/23/2009	3,987.97	5,884.60	-1,896.63
651-Bern...	PHILIP MORRIS INTERNATI...	225.000	7/8/2008	7/27/2009	10,477.08	11,659.46	-1,182.38
651-Bern...	CISCO SYSTEMS INC.	200.000	11/8/2006	8/3/2009	4,495.48	5,040.02	-544.54
651-Bern...	CISCO SYSTEMS INC.	675.000	11/8/2006	8/3/2009	15,172.26	17,010.07	-1,837.81
651-Bern...	CISCO SYSTEMS INC.	725.000	11/16/2006	8/3/2009	16,296.13	19,565.36	-3,269.23
651-Bern...	CISCO SYSTEMS INC.	275.000	11/16/2006	8/4/2009	6,141.28	7,421.34	-1,280.06
651-Bern...	CISCO SYSTEMS INC.	425.000	12/28/2006	8/4/2009	9,491.06	11,676.20	-2,185.14
651-Bern...	HARTFORD FINANCIAL SE...	200.000	8/1/2008	8/5/2009	3,279.32	12,513.98	-9,234.66
651-Bern...	EMERSON ELECTRIC CO	175.000	8/23/2007	8/6/2009	6,070 42	8,068.55	-1,998.13
651-Bern...	APACHE CORP	50.000	5/19/2008	8/7/2009	4,332.12	7,234.65	-2,902.53
651-Bern. .	APACHE CORP	100.000	6/9/2008	8/7/2009	8,664.23	14,029.61	-5,365.38
651-Bern...	APACHE CORP	75.000	6/26/2008	8/7/2009	6,498.17	10,115.72	-3,617.55
651-Bern...	MONSANTO CO	50.000	7/15/2008	8/7/2009	4,211.29	5,884.60	-1,673.31
651-Bern. .	CHEVRON CORPORATION	300 000	6/20/2007	8/10/2009	20,762.59	24,598 62	-3,836.03
651-Bern .	CHEVRON CORPORATION	200 000	6/28/2007	8/10/2009	13,841.72	16,877.06	-3,035 34
651-Bern...	CHEVRON CORPORATION	100.000	7/25/2008	8/10/2009	6,920.86	8,243.39	-1,322.53

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	CARDINAL HEALTH INC	350.000	4/22/2008	8/11/2009	11,765.40	17,978.35	-6,212.95
651-Bern...	EXXON MOBIL CORP	600.000	1/31/2006	8/17/2009	40,009.31	37,766.52	2,242.79
651-Bern. .	EXXON MOBIL CORP.	200.000	3/19/2007	8/17/2009	13,336.44	14,222.24	-885.80
651-Bern...	EXXON MOBIL CORP.	50.000	3/21/2007	8/17/2009	3,334.11	3,633.62	-299.51
651-Bern .	APACHE CORP	25.000	6/26/2008	8/20/2009	2,165.85	3,371.91	-1,206.06
651-Bern...	APACHE CORP	100.000	6/27/2008	8/20/2009	8,663.42	13,642.40	-4,978.98
651-Bern...	APACHE CORP	100.000	7/14/2008	8/20/2009	8,663.42	12,445.31	-3,781.89
651-Bern...	APACHE CORP	186.000	7/23/2008	8/20/2009	16,113.95	20,748.34	-4,634.39
651-Bern...	CARDINAL HEALTH INC	650 000	4/22/2008	8/20/2009	22,624.04	33,388.36	-10,764.32
651-Bern...	CARDINAL HEALTH INC	300 000	5/7/2008	8/20/2009	10,441.86	16,392.45	-5,950.59
651-Bern...	GENWORTH FINANCIAL INC	700 000	1/31/2006	8/20/2009	5,549.32	22,815.94	-17,266.62
651-Bern...	GENWORTH FINANCIAL INC.	700.000	8/24/2006	8/20/2009	5,549.32	23,934.47	-18,385.15
651-Bern...	GENWORTH FINANCIAL INC.	400.000	11/29/2006	8/20/2009	3,171.04	13,201.84	-10,030.80
651-Bern...	XL CAPITAL LTD.	800.000	7/29/2003	8/20/2009	12,005.77	63,428.16	-51,422.39
651-Bern...	NIKE INC	200.000	4/30/2008	8/27/2009	11,197.81	13,673.18	-2,475 37
651-Bern .	NIKE INC	200.000	5/1/2008	8/27/2009	11,197.81	13,590.90	-2,393.09
651-Bern...	HEWLETT PACKARD CO.	500.000	12/21/2006	8/28/2009	22,329.12	20,449.40	1,879.72
651-Bern...	JPMORGAN CHASE & CO.	70.000	1/7/2008	9/2/2009	2,894.81	2,875.22	19.59
651-Bern...	JPMORGAN CHASE & CO.	250.000	1/15/2008	9/2/2009	10,338.61	9,996.18	342.43
651-Bern...	ALTRIA GROUP INC.	310.000	6/4/2007	9/8/2009	5,727.78	8,961.54	-3,233.76
651-Bern...	ALTRIA GROUP INC.	300 000	8/1/2007	9/8/2009	5,543.02	8,044 23	-2,501.21
651-Bern...	ALTRIA GROUP INC.	200.000	8/6/2007	9/8/2009	3,695 34	5,480.65	-1,785.31
651-Bern...	ALTRIA GROUP INC.	190.000	1/15/2008	9/8/2009	3,510.58	6,025 20	-2,514.62
651-Bern. .	TIME WARNER CABLE INC	8.365	11/2/2006	9/8/2009	314.32	219.51	94.81
651-Bern...	TIME WARNER CABLE INC	50.187	11/21/2006	9/8/2009	1,885.85	1,362.55	523.30
651-Bern...	TIME WARNER CABLE INC	133.831	11/29/2006	9/8/2009	5,028.93	3,568.83	1,460.10
651-Bern. .	TIME WARNER CABLE INC	50 187	1/22/2007	9/8/2009	1,885.85	1,491.59	394.26
651-Bern...	TIME WARNER CABLE INC	167.288	5/15/2008	9/8/2009	6,286 15	3,603.39	2,682.76
651-Bern...	ALTRIA GROUP INC.	110.000	1/15/2008	9/10/2009	2,034.55	3,488.29	-1,453.74
651-Bern .	ALTRIA GROUP INC	2,025 000	8/12/2008	9/10/2009	37,454.24	17,699.16	19,755.08
651-Bern...	BAXTER INTERNATIONAL I...	150 000	5/5/2008	9/10/2009	8,326.28	9,465.35	-1,139.07
651-Bern...	BAXTER INTERNATIONAL I...	350.000	8/6/2008	9/10/2009	19,428.00	24,350.66	-4,922.66
651-Bern .	GOLDMAN SACHS GROUP ...	50.000	8/29/2007	9/11/2009	8,737.60	8,626 87	110.73
651-Bern...	GOLDMAN SACHS GROUP ...	29.000	3/27/2008	9/11/2009	5,067 81	5,103.48	-35 67

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	JPMORGAN CHASE & CO.	350.000	1/15/2008	9/11/2009	14,909 19	13,994 65	914.54
651-Bern...	COCA COLA CO	100.000	6/16/2008	9/16/2009	5,239.15	5,506.87	-267.72
651-Bern...	FLUOR CORP	200.000	12/12/2007	9/16/2009	11,151.69	15,223.95	-4,072.26
651-Bern...	MEDCO HEALTH SOLUTIO .	275.000	11/16/2007	9/16/2009	15,384.15	13,322.44	2,061.71
651-Bern...	APPLE INC	75.000	7/7/2006	9/21/2009	13,677.86	4,206.23	9,471.63
651-Bern...	APPLE INC	70.000	7/13/2007	9/21/2009	12,766 01	9,443 97	3,322.04
651-Bern..	APACHE CORP	14.000	7/23/2008	9/25/2009	1,303 85	1,561 70	-257.85
651-Bern...	BP PLC SPONSORED ADR	550.000	1/23/2008	10/1/2009	28,797.31	33,653.24	-4,855.93
651-Bern...	BP PLC SPONSORED ADR	300 000	9/5/2008	10/1/2009	15,707.63	16,305.60	-597.97
651-Bern...	EXXON MOBIL CORP.	150.000	3/21/2007	10/1/2009	10,144.55	10,900.86	-756.31
651-Bern...	EXXON MOBIL CORP.	500.000	3/23/2007	10/1/2009	33,815.18	37,497.60	-3,682.42
651-Bern...	HEWLETT PACKARD CO.	100.000	12/21/2006	10/5/2009	4,559.79	4,089.88	469.91
651-Bern...	HEWLETT PACKARD CO.	200.000	3/15/2007	10/5/2009	9,119.58	7,921.98	1,197.60
651-Bern...	MERCK & CO. INC.	100.000	4/30/2007	10/6/2009	3,246.82	5,149.33	-1,902 51
651-Bern...	MERCK & CO. INC	100 000	4/30/2007	10/6/2009	3,246 82	5,149.33	-1,902.51
651-Bern .	MERCK & CO. INC.	800 000	4/30/2007	10/6/2009	25,974 61	41,194.64	-15,220.03
651-Bern...	MERCK & CO. INC.	600 000	4/8/2008	10/6/2009	19,480.96	24,597.36	-5,116.40
651-Bern ..	MERCK & CO. INC.	400 000	5/23/2008	10/6/2009	12,987.31	15,594.88	-2,607.57
651-Bern .	MERCK & CO. INC.	1,200 000	6/19/2008	10/6/2009	38,961 92	42,875.52	-3,913.60
651-Bern...	MERCK & CO. INC.	400.000	6/23/2008	10/6/2009	12,987.31	14,314.20	-1,326.89
651-Bern. .	MERCK & CO. INC.	300.000	7/1/2008	10/6/2009	9,740.48	11,462.67	-1,722.19
651-Bern .	JPMORGAN CHASE & CO.	100.000	1/15/2008	10/7/2009	4,454.21	3,998.47	455.74
651-Bern ..	JPMORGAN CHASE & CO.	580.000	5/28/2008	10/7/2009	25,834 39	24,789.96	1,044.43
651-Bern...	GILEAD SCIENCES INC.	475 000	9/20/2005	10/14/2009	21,748.98	11,146.16	10,602.82
651-Bern...	GOOGLE INC.	45.000	9/20/2005	10/19/2009	24,844.35	13,870.29	10,974.06
651-Bern...	MEDCO HEALTH SOLUTIO ..	275.000	11/16/2007	10/21/2009	15,673.80	13,322 44	2,351.36
651-Bern. .	MEDCO HEALTH SOLUTIO. .	150.000	3/5/2008	10/21/2009	8,549 34	6,278.21	2,271.13
651-Bern ..	WAL-MART STORES INC.	450 000	10/1/2008	10/21/2009	23,242.57	27,027.95	-3,785.38
651-Bern. .	CELGENE CORP	300.000	7/16/2007	10/22/2009	17,023.66	17,643.33	-619.67
651-Bern...	CELGENE CORP	100.000	7/18/2007	10/22/2009	5,674.55	5,884.89	-210.34
651-Bern...	TEVA PHARMACEUTICAL I .	375.000	1/25/2008	10/23/2009	18,893.92	16,814.93	2,078.99
651-Bern...	TEVA PHARMACEUTICAL I...	100.000	2/21/2008	10/23/2009	5,038.38	4,816.96	221.42
651-Bern...	SCHLUMBERGER LTD	200.000	12/1/2005	11/2/2009	12,436.64	9,642.35	2,794.29
651-Bern...	JPMORGAN CHASE & CO.	295.000	5/28/2008	11/5/2009	12,627 27	12,608 68	18.59

Capital Gains (Losses) Report - Last year:2

1/1/2009 through 12/31/2009

Account	Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/L...
651-Bern...	JPMORGAN CHASE & CO.	5.000	9/26/2008	11/5/2009	214 02	202.50	11.52
651-Bern...	SCHERING PLOUGH CORP	1,200 000	7/14/2008	11/5/2009	25,854.48	25,854.48	0.00
651-Bern. .	CME GROUP INC	25.000	1/15/2008	11/6/2009	7,658.08	15,243 61	-7,585.53
651-Bern...	CME GROUP INC	50 000	1/25/2008	11/6/2009	15,316.16	31,778.87	-16,462.71
651-Bern..	MOTOROLA INC	1,000.000	6/13/2008	11/6/2009	9,217.15	9,043 30	173.85
651-Bern...	MOTOROLA INC	100.000	9/25/2008	11/6/2009	921.72	761.50	160.22
651-Bern...	COLGATE PALMOLIVE CO	150.000	10/6/2008	11/9/2009	12,064.76	11,032.53	1,032.23
651-Bern...	CBS CORP	200.000	2/22/2006	11/12/2009	2,605.29	5,065.78	-2,460.49
651-Bern. .	CBS CORP	800.000	4/19/2006	11/12/2009	10,421.17	19,708 72	-9,287.55
651-Bern...	CISCO SYSTEMS INC.	75.000	12/28/2006	11/13/2009	1,762.66	2,060.51	-297.85
651-Bern...	CISCO SYSTEMS INC.	500.000	1/17/2007	11/13/2009	11,751.09	13,671.60	-1,920.51
651-Bern...	CISCO SYSTEMS INC.	225.000	2/5/2007	11/13/2009	5,287.99	6,191.21	-903.22
651-Bern...	CBS CORP	200.000	4/19/2006	11/16/2009	2,681.69	4,927.18	-2,245.49
651-Bern .	CBS CORP	200 000	4/20/2006	11/16/2009	2,681.69	4,909.06	-2,227.37
651-Bern...	CBS CORP	600.000	4/20/2006	11/16/2009	8,045.07	14,727 18	-6,682.11
651-Bern .	KOHLS CORP.	250.000	4/22/2008	11/20/2009	13,468.25	11,447.63	2,020.62
651-Bern...	KOHLS CORP.	150.000	8/13/2008	11/20/2009	8,080.95	7,254 00	826.95
651-Bern...	SPRINT NEXTEL CORPOR...	100.000	9/28/2006	12/9/2009	414.95	1,675 48	-1,260.53
651-Bern. .	SPRINT NEXTEL CORPOR...	1,600.000	11/3/2006	12/9/2009	6,639.19	30,736.64	-24,097.45
651-Bern...	SPRINT NEXTEL CORPOR ..	1,100.000	1/7/2008	12/9/2009	4,564.44	14,232.90	-9,668 46
651-Bern...	SPRINT NEXTEL CORPOR...	200.000	4/8/2008	12/9/2009	829.90	1,333.10	-503.20
651-Bern...	SPRINT NEXTEL CORPOR .	3,200 000	4/8/2008	12/9/2009	13,247.65	21,329.60	-8,081.95
651-Bern...	TIME WARNER INC.	33.000	11/2/2006	12/14/2009	1,003.51	1,632.58	-629.07
651-Bern. .	TIME WARNER INC.	200.000	11/21/2006	12/14/2009	6,081 86	10,235.86	-4,154.00
651-Bern...	TIME WARNER INC	167.000	11/29/2006	12/14/2009	5,078 35	8,394.92	-3,316 57
651-Bern. .	HEWLETT PACKARD CO.	8.000	3/15/2007	12/16/2009	410 15	316.88	93.27
651-Bern...	METLIFE INC.	200 000	12/12/2008	12/16/2009	7,383.95	5,763.48	1,620.47
651-Bern...	PEPSICO INC.	50.000	10/1/2003	12/16/2009	3,049.49	2,279.94	769.55
651-Bern .	PEPSICO INC.	300.000	10/6/2003	12/16/2009	18,296 95	13,909.27	4,387.68
651-Bern...	AOL INC.	0.002	11/2/2006	12/16/2009	4.65	0 08	4.57
651-Bern. .	LOWES COMPANIES INC.	175.000	10/22/2008	12/18/2009	4,126.38	3,205.34	921.04
TOTAL LONG TERM					**33,001,031.02**	**43,082,984.78**	**-10,081,953.76**
OVERALL TOTAL					**42,389,698.42**	**52,521,289.41**	**-10,131,590.99**

Portfolio Value and Cost Basis - As of 12/31/2009:9

As of 12/31/2009

Security	12/31/2009 Cost Basis	12/31/2009 Balance
Mutual Fund		
Bernstein Emerging Markets Portfolio	683,598.99	740,329.18
Bernstein Inter. Duration Institutional	8,152,288.49	7,954,198.36
Bernstein International Portfolio	4,558,489.97	3,848,961.90
Blackrock Global Allocation Fund	3,000,000.00	3,057,888.76
COLUMBIA ACORN FUND	545,127.13	453,810.66
COLUMBIA DIVIDEND INCOME FUND	790,800.00	1,051,737.38
COLUMBIA LARGE CAP ENHANCED ..	2,114,693.00	1,836,198.82
COLUMBIA SELECT LARGE CAP GRO...	510,000.00	757,159.59
COLUMBIA SMALL CAP VALUE I FUND	235,000.00	354,563.05
COLUMBIA STRATEGIC INCOME FUND	500,000.00	564,453.13
DFA Emerging Markets Core Equity Port. .	475,000.00	515,431.56
DFA International Core Equity	912,000.00	913,802.37
DFA International Real Estate Sec. Portf...	304,000.00	273,884.11
DFA International Small Company Portf...	152,000.00	151,786.67
DFA Int'l Small Cap Value	456,000.00	444,798.97
DFA Inv't Two Year Global Fixed Income	2,280,000.00	2,253,333.33
DFA US Core Equity II	2,090,000.00	2,173,219.56
Dimensional Advisor Emerging Markets ..	285,000.00	302,716.20
Dimensional Advisor Global Fixed Incom. .	3,420,000.00	3,365,084.75
Dimensional Advisor One Year Fixed Inc...	5,320,000.00	5,304,549.85
Dimensional Advisor Real Estate Securit..	456,000.00	490,441.94
Dimensional Advisor US Large Capital V...	1,007,000 00	1,039,916 46
Dimensional US Vector Equity Portfolio	1,463,000.00	1,512,914 12
FIDELITY SELECT MONEY MARKET	469,252 11	469,252.11
MFS SER TR I RESH INTL FUND	1,020,060.00	1,545,741.71
PIMCO TOTAL RETURN FUND	500,000.00	536,246 28
Vanguard Short Term Bond Index Signal...	4,000,000.00	3,984,703.63
TOTAL Mutual Fund	**45,699,309.69**	**45,897,124.44**
Other		
Bernstein Global Diversified Hedge Fund	3,939,679.80	3,753,104.86
Hines REIT	3,672,257.33	3,656,656.97
TOTAL Other	**7,611,937.13**	**7,409,761.83**
Stock		
ACE LTD	14,720.07	16,380 00
AETNA INC	65,220 28	72,910.00
AIR PRODUCTS & CHEMICALS INC	97,826.26	97,272 00
AK STEEL HOLDING CORP	31,873.92	34,160.00
ALCON INC.	170,236.90	213,655.00
ALTRIA GROUP INC.	72,362.69	47,112.00
AMAZON.COM INC.	9,491.50	16,815 00
AMERIPRISE FINANCIAL INC	47,479.65	50,466 00

Portfolio Value and Cost Basis - As of 12/31/2009:9

As of 12/31/2009

Security	12/31/2009 Cost Basis	12/31/2009 Balance
ANHEUSER BUSCH COMPANIES INC.	23,012.99	24,714.25
AOL INC.	10,868 08	9,731.04
APPLE INC	176,785 39	327,688.26
ARCELORMITTAL SA LUXEMBOURG	42,140.23	50,325.00
ARCHER-DANIELS-MIDLAND CO	56,145 67	64,185.50
AT&T INC	283,180.91	227,043.00
BANK NEW YORK MELLON CORP	17,246.35	15,383 50
BANK OF AMERICA CORP.	92,388.65	85,842 00
BAXTER INTERNATIONAL INC	31,105.89	30,807.00
BB&T CORP	45,688.53	43,129.00
BROADCOM CORP	21,473.70	23,602 50
BUNGE LTD	61,341.15	76,596.00
CAMERON INTERNATIONAL CORP	59,164.71	66,880 00
CATERPILLAR INC	14,821.88	22,796 00
CBS CORP	39,859.67	50,580.00
CELGENE CORP	77,882.30	72,384 00
CHEVRON CORPORATION	46,141.96	50,043 50
CIMAREX ENERGY CO	31,500.20	50,321.50
CISCO SYSTEMS INC.	107,596.26	98,154.00
CME GROUP INC	92,727.94	75,591 00
COMCAST CORPORATION	20,529.00	19,572 00
CONOCOPHILLIPS	249,475.02	209,387.00
CONSTELLATION BRANDS INC	42,459.54	44,604.00
COOPER INDUSTRIES LTD.	33,148.40	36,244 00
CORNING INC.	33,981.00	48,275 00
COSTCO WHOLESALE CORP	100,425.04	106,506.00
COVIDIEN PLC	31,013.38	31,002 01
CREDIT SUISSE GROUP	54,698.34	58,992 00
D R HORTON INC	19,976.25	22,827.00
DANAHER CORP	77,796.79	97,760.00
DEAN FOODS CO	22,446.48	21,648.00
DELL INC.	86,173.62	91,904.00
DEUTSCHE BANK AG	44,571.72	85,092.00
DEVON ENERGY CORP	135,891 32	154,350.00
E I DU PONT DE NEMOURS & CO	86,160 57	111,111.00
EMC CORP	90,871.87	97,832.00
ENSCO INTL LTD	34,145 60	37,943 00
FEDEX CORP	13,477.46	16,690.00
FORD MOTOR CO.	45,509.41	57,000.00
FRANKLIN RESOURCES INC	80,784 10	73,745 00
FREEPORT MCMORAN COPPER & G.	62,928.12	84,304.50
GARMIN LTD	48,872.96	52,190 00
GENERAL ELECTRIC CO.	121,595.30	111,962.00
GENERAL MILLS INC	16,353.30	17,702.50
GILEAD SCIENCES INC.	129,814.22	161,180.75

Portfolio Value and Cost Basis - As of 12/31/2009:9

As of 12/31/2009

Security	12/31/2009 Cost Basis	12/31/2009 Balance
GOLDMAN SACHS GROUP INC.	347,846.91	430,542.00
GOOGLE INC.	218,725.62	334,789.20
HEWLETT PACKARD CO.	148,572.79	174,721.92
HOME DEPOT INC	32,539.19	46,288.00
HUNTSMAN CORP	25,649.52	27,096.00
ILLINOIS TOOL WORKS INC	118,543.57	134,372 00
INGERSOLL RAND CO LTD	82,295.17	121,516 00
INTEL CORP.	170,163 93	193,800.00
J C PENNEY CO INC	46,911.43	45,237.00
JOHNSON CONTROLS INC	52,002.22	51,756 00
JPMORGAN CHASE & CO	351,921 65	400,032.00
KLA-TENCOR CORP	31,632.33	32,544.00
KOHLS CORP.	87,070.40	107,860.00
LIMITED BRANDS INC	5,572.38	11,544.00
LOWES COMPANIES INC.	63,047.53	75,549.70
MACYS INC	96,401.80	55,308.00
MASCO CORP	12,378.47	17,953.00
MEDCO HEALTH SOLUTIONS INC.	31,862.67	47,932.50
MERCK & CO. INC.	164,731.15	181,384.56
METLIFE INC.	16,540.24	22,977.50
MICROSOFT CORP.	45,895.37	51,816.00
MORGAN STANLEY	83,892.13	71,040.00
MOTOROLA INC	48,388.30	76,824.00
NATIONAL OILWELL VARCO INC	13,992.44	15,431.50
NEWS CORPORATION	81,969.48	179,896.00
NEXEN INC	51,366.63	57,432.00
NISOURCE INC	24,082.92	27,684.00
NOKIA CORP	64,121.98	70,032.50
NORTHROP GRUMMAN CORP	64,022.54	78,190.00
NVR INC	32,405.84	46,196 15
OCCIDENTAL PETE. CORP.	91,230.03	112,669 75
OFFICE DEPOT INC.	46,117.58	47,085 00
PEPSICO INC.	73,914.27	79,040.00
PFIZER INC.	280,180.79	220,099.00
PRINCIPAL FINANCIAL GROUP INC	23,236.00	19,232.00
PULTE HOMES INC.	23,214.18	22,000.00
QUALCOMM INC.	161,040.81	173,475.00
QUANTA SERVICES INC	18,384.08	16,672.00
RRI ENERGY INC	19,508.40	20,592.00
SCHLUMBERGER LTD	205,076.47	195,270.00
SMITHFIELD FOODS INC	21,959.04	24,304.00
SPRINT NEXTEL CORPORATION	100,664.27	86,742 00
SPX CORP	44,058.46	46,495 00
STEEL DYNAMICS INC	23,935.68	28,352 00
SUNCOR ENERGY INC	32,364 16	30,013 50

Portfolio Value and Cost Basis - As of 12/31/2009:9

As of 12/31/2009

Security	12/31/2009 Cost Basis	12/31/2009 Balance
SUPERVALU INC	56,359.50	48,298 00
SYMANTEC CORP.	78,321.73	94,817.00
TARGET CORP.	87,901.72	96,740.00
TEVA PHARMACEUTICAL INDUSTRIES	91,212 57	110,955 50
TEXTRON INC.	11,803.44	22,572 00
THE TRAVELERS COMPANIES INC	48,384 45	47,367.00
TIME WARNER CABLE INC	78,589.20	113,988.06
TIME WARNER INC.	120,832.13	122,388 00
TYCO ELECTRONICS LTD	91,317.86	120,295 00
UNITED PARCEL SVC INC	22,078.39	21,513.75
UNUM GROUP	18,459.36	23,424.00
US BANCORP	54,492.17	65,279 00
VALE SA	14,174.95	14,515.00
VALERO ENERGY CORP	88,444.99	83,750.00
VERIZON COMMUNICATIONS	4,206.92	0.00
VERTEX PHARMACEUTICALS INC	24,482.22	25,710.00
VISA INC	29,946.64	39,357.00
VODAFONE GROUP PLC	36,882.80	46,180.00
WAL-MART STORES INC.	26,827.95	29,397.50
WALT DISNEY CO	17,648.75	32,250.00
WELLS FARGO & CO	119,317.85	124,154.00
WESTERN DIGITAL CORP	34,540.18	52,980.00
XL CAPITAL LTD.	28,102.11	49,491.00
TOTAL Stock	**8,487,141.24**	**9,559,599.40**
TOTAL Investments	**61,798,388.06**	**62,866,485.67**

Statement of Shareholder Receiving a Distribution of Stock

THE CREAN FOUNDATION (Account: 888-09280)

Statement of Shareowner
Receiving a Distribution of Stock
of Time Warner Cable Inc.
Filed Pursuant to Treasury Regulation Section 1.355-5(b)

1. The undersigned, a shareholder owning common stock of Time Warner Inc. as of March 12 2009, the record date, received a distribution on March 27 2009, from Time Warner Inc. shares of common stock of Time Warner Cable Inc., a corporation controlled by Time Warner Inc. to which Section 355 of the Internal Revenue code of 1986, as amended (the "Code"), applies.

2. The names and addresses of the corporations involved are:

   (a) Time Warner Inc.
   One Time Warner Center
   New York, NY 10019

   (b) Time Warner Cable Inc.
   60 Columbus Circle
   New York, NY 10023

3 The undersigned surrendered no stock or securities of Time Warner Inc. in the distribution.

4. The undersigned received 987 shares of common stock of Time Warner Cable Inc. in the distribution.

5. Time Warner Inc. has received a private letter ruling from the Internal Revenue Service to the effect that the distribution of shares of Time Warner Cable Inc. common stock qualifies as a tax-free distribution under section 355 of the Code.

Marc A. Feldin, CFO
Shareholder's Signature

Shareholder's Signature

*** ATTACH TO YOUR U.S. FEDERAL INCOME TAX RETURN FOR THE TAX PERIOD 2009 ***

Statement of Shareholder Receiving a Distribution of Stock

THE CREAN FOUNDATION (Account: 888-09280)

Statement of Shareowner
Receiving a Distribution of Stock
of AOL Inc.
Filed Pursuant to Treasury Regulation Section 1.355-5(b)

1. The undersigned, a shareholder owning common stock of Time Warner Inc. as of November 27 2009, the record date, received a distribution on December 09 2009, from Time Warner Inc. shares of common stock of AOL Inc., a corporation controlled by Time Warner Inc. to which Section 355 of the Internal Revenue code of 1986, as amended (the "Code"), applies.

2. The names and addresses of the corporations involved are:

   (a) Time Warner Inc.
   One Time Warner Center
   New York, NY 10019

   (b) AOL Inc.
   770 Broadway
   New York, NY 10003

3. The undersigned surrendered no stock or securities of Time Warner Inc. in the distribution.

4. The undersigned received 418 shares of common stock of AOL Inc. in the distribution.

5. Time Warner Inc. has received a private letter ruling from the Internal Revenue Service to the effect that the distribution of shares of AOL Inc. common stock qualifies as a tax-free distribution under section 355 of the Code.

Marc S. Boldin, CFO

Shareholder's Signature

Shareholder's Signature

*** ATTACH TO YOUR U.S. FEDERAL INCOME TAX RETURN FOR THE TAX PERIOD 2009 ***