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

OMB No 1545-0042

2009

Department of the Treasury
Internal Revenue Service

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

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

G Check all that apply ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the
IRS label.
Otherwise,
print
or type.
See Specific
InstructionsThe Caruso Family Foundation
101 The Grove Drive
Los Angeles, CA 90036

A Employer identification number

95-4317077

B Telephone number (see the instructions)

(323) 900-8100

C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐H Check type of organization ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, column (c), line 16)

\$ 1,357,970.

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)

1 Contributions, gifts, grants, etc., received (att sch)

2,291,000.

2 Ck ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

211.

211.

4 Dividends and interest from securities

8,544.

8,544.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

116,285.

b Gross sales price for all assets on line 6a 2,925,498.

7 Capital gain net income (from Part IV, line 2)

116,285.

8 Net short-term capital gain

9 Income modifications

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule)

See Statement 1

136.

136.

12 Total. Add lines 1 through 11

2,416,176.

125,176.

0.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instr) See Stmt 2

1,747.

10.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 3

6,404.

6,404.

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

8,151.

6,414.

25 Contributions, gifts, grants paid Part XV

1,940,697.

1,940,697.

26 Total expenses and disbursements. Add lines 24 and 25

1,948,848.

6,414.

0.

1,940,697.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

467,328.

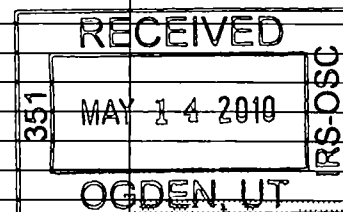
b Net investment income (if negative, enter 0)

118,762.

c Adjusted net income (if negative, enter 0)

0.

SCANNED MAY 19 2010

REVENUE
ADMINISTRATIVE
AND
EXPENSES

28

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash – non-interest-bearing		328,187.	328,187.
	2 Savings and temporary cash investments			
	3 Accounts receivable			
	Less allowance for doubtful accounts			
	4 Pledges receivable			
	Less allowance for doubtful accounts			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch.)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments – U.S. and state government obligations (attach schedule)			
	b Investments – corporate stock (attach schedule)	947,442.	1,069,095.	1,029,783.
	c Investments – corporate bonds (attach schedule)			
	11 Investments – land, buildings, and equipment basis			
L I A B I L I T I E S	Less accumulated depreciation (attach schedule)			
	12 Investments – mortgage loans			
	13 Investments – other (attach schedule)			
	14 Land, buildings, and equipment basis			
	Less accumulated depreciation (attach schedule)			
	15 Other assets (describe _____)			
	16 Total assets (to be completed by all filers – see instructions. Also, see page 1, item I)	947,442.	1,397,282.	1,357,970.
	17 Accounts payable and accrued expenses	17,603.	2,382.	
	18 Grants payable			
	19 Deferred revenue			
N E T A S S E T S F U N D B A L A N C E S	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe _____)			
	23 Total liabilities (add lines 17 through 22)	17,603.	2,382.	
	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	929,839.	1,394,900.	
	30 Total net assets or fund balances (see the instructions)	929,839.	1,394,900.	
	31 Total liabilities and net assets/fund balances (see the instructions)	947,442.	1,397,282.	

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	929,839.
2 Enter amount from Part I, line 27a	2	467,328.
3 Other increases not included in line 2 (itemize) See Statement 4	3	100.
4 Add lines 1, 2, and 3	4	1,397,267.
5 Decreases not included in line 2 (itemize) See Statement 5	5	2,367.
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,394,900.

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 See Statement 6				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss).	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	116,285.
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)

N/A

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			
2007			
2006			
2005			
2004			

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

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary - see instr.)		1	2,375.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b			
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	2,375.
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	2,375.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a 1,500.		
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	1,500.
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	875.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	Refunded	11	

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see the instructions) CA		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If 'No,' attach explanation</i>	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>David Liston</u> Telephone no. <u>(323) 900-8100</u> Located at <u>101 The Grove Drive, Los Angeles, CA</u> ZIP + 4 <u>90036</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			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)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	N/A
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>	☐ Yes	☒ No
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer 'No' and attach statement — see the instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u>20__</u> , <u>20__</u> , <u>20__</u> , <u>20__</u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes	☒ No
b If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

5b N/A

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

If 'Yes,' attach the statement required by Regulations section 53.4945-5(d)

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

6b X

If 'Yes' to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

7b N/A

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

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 7		0.	0.	0.

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

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

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

0

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

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

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

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

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

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	
2a Tax on investment income for 2009 from Part VI, line 5	2 a	2,375.
b Income tax for 2009 (This does not include the tax from Part VI)	2 b	
c Add lines 2a and 2b	2 c	2,375.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	-2,375.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	-2,375.
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	0.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1 a	1,940,697.
a Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1 b	
b Program-related investments — total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes		
3 Amounts set aside for specific charitable projects that satisfy the		
a Suitability test (prior IRS approval required)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,940,697.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,940,697.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				0.
2 Undistributed income, if any, as of the end of 2009.				
a Enter amount for 2008 only			0.	
b Total for prior years 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004	703,484.			
b From 2005	672,644.			
c From 2006	2,175,246.			
d From 2007	1,044,197.			
e From 2008	1,197,077.			
f Total of lines 3a through e	5,792,648.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 1,940,697.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				0.
e Remaining amount distributed out of corpus	1,940,697.			
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	7,733,345.			
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)	703,484.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	7,029,861.			
10 Analysis of line 9				
a Excess from 2005	672,644.			
b Excess from 2006	2,175,246.			
c Excess from 2007	1,044,197.			
d Excess from 2008	1,197,077.			
e Excess from 2009	1,940,697.			

N/A

4942(1)(5)

(4) Gross investment income

[illegible]

None

See Statement for Line 2a

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 10				
Total			▶ 3a	1,940,697.
b Approved for future payment				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	211.	
4 Dividends and interest from securities			14	8,544.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	136.	
8 Gain or (loss) from sales of assets other than inventory					116,285.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a _____					
b _____					
c _____					
d _____					
e _____					
12 Subtotal. Add columns (b), (d), and (e)				8,891.	116,285.
13 Total. Add line 12, columns (b), (d), and (e)				13	125,176.

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

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

[illegible]

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

► Attach to Form 990, 990-EZ, or 990-PF

OMB No 1545-0047

2009

Name of the organization

The Caruso Family Foundation

Employer identification number

95-4317077

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

- ☐ 501(c)(____) (enter number) organization
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
☐ 527 political organization

Form 990-PF

- ☐ 501(c)(3) exempt private foundation
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
☒ 501(c)(3) taxable private foundation

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

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

General Rule —

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

Special Rules —

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ, that met the 33-1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ, that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ _____

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

The Caruso Family Foundation

95-4317077

Part I Contributors (see instructions.)

(a) Number	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Rick J. Caruso 101 The Grove Drive Los Angeles, CA 90036	\$ 2,256,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	Henry Caruso 101 The Grove Drive Los Angeles, CA 90036	\$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

The Caruso Family Foundation

95-4317077

Part II Noncash Property (see instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization

Employer identification number

The Caruso Family Foundation

95-4317077

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations aggregating more than \$1,000 for the year. (Complete cols (a) through (e) and the following line entry)For organizations completing Part III, enter total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once - see instructions)

► \$ N/A

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

2009

Federal Statements

Page 1

Client 603

The Caruso Family Foundation

95-4317077

4/29/10

02.15PM

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
Other Investment Income			
Total	\$ 136.	\$ 136.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Tax	\$ 1,675.			
State Tax	10.	\$ 10.		
Tax - Other	62.			
Total	\$ 1,747.	\$ 10.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Mgmt Expenses	\$ 1,094.	\$ 1,094.		
Licenses	210.	210.		
Misc	100.	100.		
Outside Services	5,000.	5,000.		
Total	\$ 6,404.	\$ 6,404.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part III, Line 3
Other Increases

Book/Tax Difference - Expenses		
Total	\$ 100.	\$ 100.

Statement 5
Form 990-PF, Part III, Line 5
Other Decreases

Book/Tax Difference - Capital Gains	\$ 1,801.
Book/Tax Difference - Dividends & Interest	566.
Total	\$ 2,367.

Client 603

The Caruso Family Foundation

95-4317077

4/29/10

02.15PM

Statement 6
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	JP Morgan	Purchased	Various	Various
2	JP Morgan	Purchased	Various	Various
3	JP Morgan	Purchased	Various	Various
4	JP Morgan	Purchased	Various	Various
5	Settlements	Purchased	Various	Various
6	Currency Ex Gai	Purchased	Various	Various
7	JP -Powershares	Purchased	Various	Various

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	154,814.		140,374.	14,440.				\$ 14,440.
2	311.		205.	106.				106.
3	111,136.		136,812.	-25,676.				-25,676.
4	2655450.		2531822.	123,628.				123,628.
5	1,272.		0.	1,272.				1,272.
6	714.		0.	714.				714.
7	1,801.		0.	1,801.				1,801.
Total								\$ 116,285.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Henry J. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee 0	\$ 0.	\$ 0.	\$ 0.
Gloria G. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee 0	0.	0.	0.
Rick J. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee / Pres 0	0.	0.	0.
Christina J. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee / VP 0	0.	0.	0.
Marc A. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee / VP 0	0.	0.	0.

Client 603

The Caruso Family Foundation

95-4317077

4/29/10

02 15PM

Statement 7 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compen- sation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
Tina P. Caruso 101 The Grove Drive Los Angeles, CA 90036	Trustee 0	\$ 0.	\$ 0.	\$ 0.
David J. Liston 101 The Grove Drive Los Angeles, CA 90036	CFO / Secretary 0	0.	0.	0.
Total		\$ 0.	\$ 0.	\$ 0.

Statement 8
Form 990-PF, Part XV, Line 1a
Foundation Managers - 2% or More Contributors

Henry J. Caruso
Rick J. Caruso

Statement 9
Form 990-PF, Part XV, Line 2a-d
Application Submission Information

Name of Grant Program: David J. Liston
Name: The Caruso Family Foundation
Care Of: 101 The Grove Drive
Street Address: Los Angeles, CA 90036
City, State, Zip Code: Telephone:
Form and Content: See Statement Attached
Submission Deadlines:
Restrictions on Awards: The purpose of the Caruso Family Foundation is to be active in the support of qualified philanthropic endeavors in the areas of education, social welfare, historical and environmental preservation, medical and scientific research and cultural pursuits.

Client 603

The Caruso Family Foundation

95-4317077

4/29/10

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Statement 10
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
Good News Foundation Po Box 10957 Beverly Hills, CA 90213	N/A		Unrestricted	\$ 5,000.
Los Angeles Police Foundation 1880 N. Academy Drive Los Angeles, CA 90012	N/A		Unrestricted	100,000.
Brentwood School 12001 Sunset Blvd Los Angeles, CA 90049	N/A		Library Fund/Aquatics Facility	2,599.
Pepperdine University 24255 Pacific Coast Highway Malibu, CA, CA 90263	N/A		School of Law	36,000.
Para Los Ninos 845 East 6th Street Los Angeles, CA 90021	N/A		Unrestricted	250,000.
University of Southern Califor University Park Los Angeles, CA 90089	N/A		School of Policy, Planning & Development	9,440.
St. Francis High School 200 S Foothill Blvd La Canada, CA 91011	N/A		Unrestricted	6,000.
House Ear Institute 845 East 6th Street Los Angeles, CA 90021	N/A		Hearing disorder reserach	150,000.
Saint John's Health Center Fou 1328 Twebty Second Street Santa Monica, CA 90404	N/A		Unrestricted	122,223.
Catholic Big Brother Big Siste 3300 W Temple Street Los Angeles, CA 90026	N/A		Unrestricted	10,000.
Misc ,	N/A		Unrestricted	937,027.
University of Southern California USC Catholic Church Los Angeles, CA	N/A		Church Construction	111,158.

Client 603

The Caruso Family Foundation

95-4317077

4/29/10

02 15PM

Statement 10 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

<u>Name and Address</u>	<u>Donee Relationship</u>	<u>Found- ation Status</u>	<u>Purpose of Grant</u>	<u>Amount</u>
African American Voter Project 2092 West Jefferson Blvd Los Angeles, CA 90018	N/A			\$ 5,000.
Petersen Automotive Museum 6060 Wilshire Blvd Los Angeles, CA 90036	N/A			7,250.
American Cancer Society 1710 Webster Street Oakland, CA 94612	N/A			10,000.
Children Hospital Los Angeles 4650 Sunset Blvd Los Angeles, CA 90027	N/A			10,500.
St. Elisabeth School 6635 Tobias Ave Van Nuys, CA 91405	N/A			28,500.
Big Brother Big Sister 230 N 13 th Street Philadelphia, PA 19107	N/A			25,000.
Stanford University Stanford, CA 94305	N/A			10,000.
Scripps College 1080 Columbia Ave Claremont, CA 91711	N/A			10,000.
Los Angeles County Economic Development 444 S Flower Street Los Angeles, CA 90071	N/A			5,000.
Mendez National Institute 2200 West 3 rd Street # 100 Los Angeles, CA 90057	N/A			75,000.
Friends of Third Street School 201 S June Street Los Angeles, CA 90004	N/A			5,000.
Assistance League of Southern California 1370 N St. Andrew Place Hollywood, CA 90028	N/A			10,000.

Total \$ 1,940,697.

FOUNDATION PROPOSAL GUIDELINES

Instructions for Applicants

I. Cover letter

II. Proposal Summary (Abstract)

Limit to one page which includes amount requested, total budget, project purpose and planned results

III. Introduction to Organization

History, general purpose, goals and objectives, accomplishments, service area and population served

IV. Statement of problem or need

V. Project goals and objectives

VI. Staffing requirements

Job description, personal resumes, recruitment and training plans

VII. Implementation Method and Schedule

VIII. Evaluation criteria and procedures

IX. Itemized Budget

Program and operating costs, other sources of funding

X. Future Funding Plans

XI. Appendix

Support documents, including tax-exempt letter, board of directors listing, annual report, current operating budget, audited financial statement, recent and current funding sources (cash and in-kind) and community support letters

(When required)

RECORDING REQUESTED BY AND MAIL TO:

DAILY COMMERCE

~ SINCE 1917 ~

915 E FIRST ST, LOS ANGELES, CA 90012
Mailing Address P O Box 54026, Los Angeles, California 90054-0026
Telephone (213) 229-5300 / Fax (213) 229-5481

This space for filing stamp only

BETTY LOK
CARUSO FAMILY FOUNDATION
101 THE GROVE DR
LOS ANGELES, CA - 90036

DC #. 1852854

**NOTICE OF AVAILABILITY
OF ANNUAL RETURN**

Pursuant to Section 6104(d) of the Internal Revenue Code, notice is hereby given that the annual return for the calendar year 2009 of the CARUSO FAMILY FOUNDATION, a private foundation, is available at the foundation's principal office for inspection during regular business hours from 9:00 a.m. to 5:00 p.m. by any citizen who requests it within 180 days after the date of this publication.

The foundation's principal office is located at 101 The Grove Drive, Los Angeles, CA 90036 (323) 900-8100.

The principal manager of the foundation is Rick J. Caruso
4/27/09
5/3/10

DC-1852854#

PROOF OF PUBLICATION

(2015 5 C.C.P.)

State of California)
County of Los Angeles) ss

Notice Type AAR - AVAILABILITY-ANNUAL RETURN

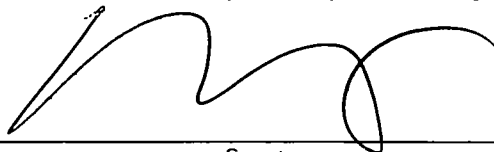
Ad Description THE CARUSO FAMILY FOUNDATION

I am a citizen of the United States and a resident of the State of California; I am over the age of eighteen years, and not a party to or interested in the above entitled matter. I am the principal clerk of the printer and publisher of the DAILY COMMERCE, a newspaper published in the English language in the city of LOS ANGELES, county of LOS ANGELES, and adjudged a newspaper of general circulation as defined by the laws of the State of California by the Superior Court of the County of LOS ANGELES, State of California, under date 10/30/1981, Case No. 599760. That the notice, of which the annexed is a printed copy, has been published in each regular and entire issue of said newspaper and not in any supplement thereof on the following dates, to-wit:

05/03/2010

Executed on: 05/03/2010
At Los Angeles, California

I certify (or declare) under penalty of perjury that the foregoing is true and correct.



Signature



CARUSO FAMILY FOUNDATION - GCM
Account Number: C 89350-00-0

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss
on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
AMERICAN CENTURY INTERNATIONAL DISCOVERY FUND (FUND 108)	2,379.100 25.720	03/13/08 03/12/09	11/24/09 11/24/09	20,580.11 222.50	32,446.04 139.42	L -11,865.93 S 83.08
JPMORGAN SMALL CAP EQUITY FUND SELECT CLASS FUND 367	2,053.390 3.060	12/20/07 12/23/08	11/24/09 11/24/09	59,282.06 88.34	68,802.09 65.91	L -9,520.03 S 22.43
J.P.MORGAN SECURITIES INC AS AGENT @ 28.87						
ALTRIA GROUP INC @ 19.36	700.000	08/20/04	11/24/09	13,509.65	7,623.25	L 5,886.40
BROKERAGE				13,552.00		
TAX &/OR SEC				42.00		
J.P. MORGAN SECURITIES INC.				.35		

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss
on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
BARRICK GOLD CORP @ 43.14 12,942 00 BROKERAGE 18.00 TAX &/OR SEC .34 J.P. MORGAN SECURITIES INC	300.000	08/13/04	11/24/09	12,923 66	5,621.70	L 7,301 96
KRAFT FOODS INC A @ 27.27 13,198.68 BROKERAGE 29.04 TAX &/OR SEC .34 J.P. MORGAN SECURITIES INC.	484.000	08/20/04	11/24/09	13,169 30	8,367.35	L 4,801.95

CARUSO FAMILY FOUNDATION - GCM
Account Number: C 89350-00-0

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
PHILIP MORRIS INTERNATIONAL @ 50.56 35,392.00	700.000	08/20/04	11/24/09	35,349.09	17,513.40	L 17,835.69
BROKERAGE 42.00						
TAX &/OR SEC .91						
J.P. MORGAN SECURITIES INC.						
Total Gain/Loss				154,813.87	140,373.83	L 14,440.04
				310.84	205.33	S 105.51

Note: Your capital gain and loss schedule will show an N/A for the gain or loss for sales where we have incomplete or missing tax cost.
Please consult your tax advisor for appropriate tax reporting on these sales.

CARUSO FAMILY FOUNDATION - INTERNAL
Account Number: C 88178-00-6

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss
on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
CAMERON INTERNATIONAL CORPORATION	1,000.000	12/26/08	01/06/09	25,176.25	19,156.00	S 6,020.25
@ 25 2364 25,236.40						
BROKERAGE 60.00						
TAX &/OR SEC .15						
J.P. MORGAN SECURITIES INC.						
OIL SERVICE HOLDERS TRUST	400.000	12/19/08	01/06/09	35,114.08	29,253.72	S 5,860.36
DEPOSITORY RECEIPTS						
@ 87.8457 35,138.28						
BROKERAGE 24.00						
TAX &/OR SEC .20						
SCHLUMBERGER LTD	300.000	12/26/08	01/06/09	14,710.02	11,729.22	S 2,980.80
@ 49.0937 14,728.11						
BROKERAGE 18.00						
TAX &/OR SEC .09						
J.P. MORGAN SECURITIES INC.						

CARUSO FAMILY FOUNDATION - INTERNAL
Account Number C 88178-00-6

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss
on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
ALTRIA GROUP INC @ 16.0733 25,717.28 BROKERAGE 96.00 TAX &/OR SEC .15 J.P. MORGAN SECURITIES INC.	1,600.000	12/18/08	01/14/09	25,621.13	24,097.12	S 1,524.01
EXPRESS SCRIPTS INC CL A @ 51.748 25,874.00 BROKERAGE 30.00 TAX &/OR SEC .15	500.000	01/05/09	01/14/09	25,843.85	28,424.80	S -2,580.95
BARRICK GOLD CORP @ 33.7462 16,873.10 BROKERAGE 30.00 TAX &/OR SEC .10 J.P. MORGAN SECURITIES INC.	500.000	12/22/08	01/16/09	16,843.00	16,411.35	S 431.65

CARUSO FAMILY FOUNDATION - INTERNAL

Account Number: C 88178-00-6

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
GOLDCORP INC						
@ 25.7142	750.000	12/22/08	01/16/09	19,240.54	21,224.03	S -1,983.49
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC.						
MARKET VECTORS GOLD MINERS						
@ 29.94	500.000	10/14/08	01/16/09	14,939.91	13,816.75	S 1,123.16
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC						
SILVER WHEATON CORPORATION						
@ 5.8759	2,000.000	12/24/08	01/16/09	11,651.73	11,302.00	S 349.73
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC.						

CARUSO FAMILY FOUNDATION - INTERNAL

Account Number: C 88178-00-6

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss
on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
SUNCOR ENERGY INC @ 21.5644 12,938.64 BROKERAGE 36.00 TAX &/OR SEC .08 J.P. MORGAN SECURITIES INC.	600.000	11/24/08	01/16/09	12,902.56	11,010.60	S 1,891.96
VARIAN MEDICAL SYSTEMS INC @ 35.07 17,535.00 BROKERAGE 30.00 TAX &/OR SEC .10 J.P. MORGAN SECURITIES INC.	500.000	01/07/09	01/16/09	17,504.90	17,075.35	S 429.55
YAMANA GOLD INC @ 6.5538 19,661.40 BROKERAGE 150.00 TAX &/OR SEC .12 J.P. MORGAN SECURITIES INC.	3,000.000	12/24/08	01/16/09	19,511.28	17,422.50	S 2,088.78

CARUSO FAMILY FOUNDATION - INTERNAL
Account Number: C 88178-00-6

Capital Gain and Loss Schedule

Transactions

Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
SPDR GOLD TRUST @ 90.0786 45,039.30 BROKERAGE 30.00 TAX &/OR SEC .26 J.P. MORGAN SECURITIES INC.	500,000	09/29/08	01/30/09	45,009.04	46,006.09	S -997.05
EASTERN PLATINUM LIMITED HELD BY ROYAL BANK OF CANADA TORONTO ISIN CA2765551038 SEDOL # B081S11	14,000,000	11/07/08	02/23/09	4,569.75	12,766.34	S -8,196.59
DB GOLD DOBLE SHORT SHORT ETN @ 22.9043 18,323.44 BROKERAGE 48.00 TAX &/OR SEC .11 J.P. MORGAN SECURITIES INC.	800,000	02/23/09	03/03/09	18,275.33	15,178.88	S 3,096.45

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Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss
on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
HORIZONS BETAPRO S&P/TSX GLOBAL GOLD BEAR PLUS ETF HELD BY ROYAL BANK OF CANADA, TORONTO ISIN:CA44045V2057 SEDOL:B1Z7LQ5	1,300.000	02/18/09	03/03/09	9,997.68	9,067.88	S 929.80
PROSHARES SHORT S&P 500 @ 90.285 BROKERAGE TAX &/OR SEC J.P. MORGAN SECURITIES INC.	100.000	02/18/09	03/03/09	9,022.44	8,123.75	S 898.69
PROSHARES ULTRASHORT S&P 500 @ 108.3062 BROKERAGE TAX &/OR SEC J.P. MORGAN SECURITIES INC.	350.000	02/27/09	03/03/09	37,885.95	29,255.00	S 8,630.95

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
ISHARES BARCLAYS 20+ YEAR TREASURY BOND FUND	500.000	03/02/09	03/04/09	50,935.91	51,951.76	S -1,015.85
@ 101.9324	50,966.20					
BROKERAGE	30.00					
TAX &/OR SEC	.29					
AGNICO EAGLE MINES LTD						
@ 58.0671	8,710.07					
BROKERAGE	9.00					
TAX &/OR SEC	.05					
J.P. MORGAN SECURITIES INC.						
	150.000	03/18/09	03/26/09	8,701.02	7,006.82	S 1,694.20
ALTRIA GROUP INC						
@ 16.88	10,128.00					
BROKERAGE	36.00					
TAX &/OR SEC	.06					
J.P. MORGAN SECURITIES INC.						
	600.000	03/24/09	03/26/09	10,091.94	10,416.00	S -324.06

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
BARRICK GOLD CORP @ 32.983 13,193.20 BROKERAGE 24.00 TAX &/OR SEC .08 J.P. MORGAN SECURITIES INC.	400.000	03/18/09	03/26/09	13,169.12	11,008.00	S 2,161.12
BROWN FORMAN CORP B @ 40.5905 10,147.63 BROKERAGE 15.00 TAX &/OR SEC .06 J.P. MORGAN SECURITIES INC.	250.000	03/23/09	03/26/09	10,132.57	9,945.13	S 187.44
CHATTEM INC @ 58.129 13,079.03 BROKERAGE 13.50 TAX &/OR SEC .08 J.P. MORGAN SECURITIES INC.	225.000	03/24/09	03/26/09	13,065.45	13,002.05	S 63.40

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on Capital Transactions
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
DIAGEO P L C	300.000	03/23/09	03/26/09	13,299.82	12,836.39	S 463.43
SPONSORED A/D/R NEW						
@ 44.393						
13,317.90						
BROKERAGE						
18.00						
TAX &/OR SEC						
.08						
MEDCO HEALTH SOLUTIONS INC	250.000	03/24/09	03/26/09	9,989.94	9,917.82	S 72.12
@ 40.02						
10,005.00						
BROKERAGE						
15.00						
TAX &/OR SEC						
.06						
J.P. MORGAN SECURITIES INC.						
PACTIV CORP	500.000	03/23/09	03/26/09	7,069.96	6,460.00	S 609.96
@ 14.20						
7,100.00						
BROKERAGE						
30.00						
TAX &/OR SEC						
04						
J.P. MORGAN SECURITIES INC.						

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
PFIZER INC @ 14.38 3,595.00 BROKERAGE 15.00 TAX &/OR SEC .03 J.P. MORGAN SECURITIES INC.	250.000	03/23/09	03/26/09	3,579.97	3,495.00	S 84.97
SILVER STANDARD RESOURCES INC @ 17.5809 3,516.18 BROKERAGE 12.00 TAX &/OR SEC .02 J.P. MORGAN SECURITIES INC.	200.000	03/18/09	03/26/09	3,504.16	2,491.94	S 1,012.22
SOUTHWEST AIRLINES CO @ 6.44 3,220.00 BROKERAGE 25.00 TAX &/OR SEC .02 J.P. MORGAN SECURITIES INC.	500.000	03/24/09	03/26/09	3,194.98	3,025.00	S 169.98

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
STARWOOD HOTELS & RESORTS @ 14.4687 11,574.96	800.000	03/23/09	03/26/09	11,526.89	10,358.40	S 1,168.49
BROKERAGE 48.00						
TAX &/OR SEC 07						
J.P. MORGAN SECURITIES INC						
YAMANA GOLD INC @ 9.5105 5,706.30	600.000	03/18/09	03/26/09	5,676.26	4,620.00	S 1,056.26
BROKERAGE 30.00						
TAX &/OR SEC 04						
J.P. MORGAN SECURITIES INC.						
DB GOLD DOBLE SHORT SHORT ETN @ 22.1072 50,846.56	2,300.000	03/26/09	03/30/09	50,708.27	49,795.00	S 913.27
BROKERAGE 138.00						
TAX &/OR SEC .29						
J.P. MORGAN SECURITIES INC.						

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on Capital Transactions
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
PROSHARES SHORT S&P 500 @ 78.1407 39,070.35 BROKERAGE 30.00 TAX &/OR SEC .22 J.P. MORGAN SECURITIES INC.	500.000	03/26/09	03/30/09	39,040.13	37,793.60	S 1,246.53
STARWOOD HOTELS & RESORTS @ 12.4734 3,742.02 BROKERAGE 18.00 TAX &/OR SEC .03 J.P. MORGAN SECURITIES INC.	300.000	03/30/09	03/31/09	3,723.99	3,795.00	S -71.01
JOHNSON CONTROLS INC @ 12.5183 12,518.30 BROKERAGE 60.00 TAX &/OR SEC .08 J.P. MORGAN SECURITIES INC.	1,000.000	03/30/09	04/01/09	12,458.22	11,820.50	S 637.72

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on Capital Transactions
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
STARWOOD HOTELS & RESORTS						
@ 12.9911 12,991.10	1,000.000	04/01/09	04/01/09	12,931.02	12,960.00	S -28.98
BROKERAGE 60.00						
TAX &/OR SEC .08						
J.P. MORGAN SECURITIES INC.						
ALTRIA GROUP INC						
@ 16.36 4,090.00	250.000	03/30/09	04/07/09	4,074.89	4,080.00	S -5.11
BROKERAGE 15.00						
TAX &/OR SEC .11						
J.P. MORGAN SECURITIES INC.						
BAXTER INTERNATIONAL INC						
@ 48.4308 9,686.16	200.000	03/23/09	04/07/09	9,673.91	10,172.00	S -498.09
BROKERAGE 12.00						
TAX &/OR SEC .25						
J.P. MORGAN SECURITIES INC.						

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Transactions

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
PFIZER INC @ 13.54 27,080.00 BROKERAGE 120.00 TAX &/OR SEC .70 J.P. MORGAN SECURITIES INC.	2,000.000	03/30/09	04/07/09	26,959.30	27,420.00	S -460.70
WYNDHAM WORLDWIDE CORP @ 5.74 5,740.00 BROKERAGE 50.00 TAX &/OR SEC .15 J.P. MORGAN SECURITIES INC.	1,000.000	03/24/09	04/07/09	5,689.85	4,740.00	S 949.85
ALTRIA GROUP INC @ 16.91 21,137.50 BROKERAGE 75.00 TAX &/OR SEC .55 J.P. MORGAN SECURITIES INC.	1,250.000	03/30/09	04/29/09	21,061.95	20,400.00	S 661.95

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
LORILLARD INC @ 63.3363 31,668.15 BROKERAGE 30.00 TAX &/OR SEC .82 J.P. MORGAN SECURITIES INC.	500.000	04/01/09	04/29/09	31,637.33	30,696.00	S 941.33
STRYKER CORP @ 38.6992 11,609.76 BROKERAGE 18.00 TAX &/OR SEC 30 J.P. MORGAN SECURITIES INC.	300.000	03/24/09	04/29/09	11,591.46	9,792.89	S 1,798.57
PROSHARES SHORT S&P 500 @ 68.4548 20,536.44 BROKERAGE 18.00 TAX &/OR SEC .53 J.P. MORGAN SECURITIES INC.	300.000	04/30/09	05/04/09	20,517.91	20,994.00	S -476.09

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
PROSHARES ULTRASHORT QQQ @ 35.9289 17,964.45 BROKERAGE 30.00 TAX &/OR SEC .47 J.P. MORGAN SECURITIES INC.	500.000	04/16/09	05/04/09	17,933.98	20,387.95	S -2,453.97
BARRICK GOLD CORP @ 33.1843 16,592.15 BROKERAGE 30.00 TAX &/OR SEC .43 J.P. MORGAN SECURITIES INC.	500.000	03/31/09	05/11/09	16,561.72	16,579.75	S -18.03
SILVER WHEATON CORPORATION @ 8.5167 6,813.36 BROKERAGE 40.00 TAX &/OR SEC .18 J.P. MORGAN SECURITIES INC.	800.000	03/31/09	05/11/09	6,773.18	6,704.00	S 69.18

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
YAMANA GOLD INC @ 8.4933 4,246.65 BROKERAGE 30.00 TAX &/OR SEC .11 J.P. MORGAN SECURITIES INC.	500.000	03/31/09	05/11/09	4,216.54	4,620.00	S -403.46
BARRICK GOLD CORP @ 35.638 17,819.00 BROKERAGE 30.00 TAX &/OR SEC 46 J.P. MORGAN SECURITIES INC.	500.000	03/31/09	05/13/09	17,788.54	16,579.75	S 1,208.79
YAMANA GOLD INC @ 9.3944 4,697.20 BROKERAGE 25.00 TAX &/OR SEC .13 J.P. MORGAN SECURITIES INC.	500.000	03/31/09	05/13/09	4,672.07	4,620.00	S 52.07

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
EASTERN PLATINUM LIMITED HELD BY ROYAL BANK OF CANADA TORONTO ISIN CA2765551038 SEDOL # B081S11	10,000.000	12/10/08	05/13/09	3,933.67	2,669.84	S 1,263.83
MINERA ANDES INC HELD BY ROYAL BANK OF CANADA, TORONTO ISIN CA6029101012 SEDOL 2559652	10,000.000	12/10/08	05/13/09	5,849.08	4,462.77	S 1,386.31
AGNICO EAGLE MINES LTD @ 58.4681 38,004.27 BROKERAGE 39.00 TAX &/OR SEC .98 J.P. MORGAN SECURITIES INC.	650.000	03/31/09	05/22/09	37,964.29	37,889.02	S 75.27
YAMANA GOLD INC @ 10.67 5,335.00 BROKERAGE 30.00 TAX &/OR SEC .14 J.P. MORGAN SECURITIES INC.	500.000	03/31/09	05/22/09	5,304.86	4,620.00	S 684.86

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
FIRST MAJESTIC SILVER CORP HELD BY ROYAL BANK OF CANADA TORONTO ISIN:CA32076V1031 SEDOL:2833583	2,500.000	03/18/09	05/22/09	5,620.72	3,370.82	\$ 2,249.90
MINERA ANDES INC HELD BY ROYAL BANK OF CANADA TORONTO ISIN CA6029101012 SEDOL 2559652	10,000.000	10/28/08	05/22/09	6,104.15	4,395.69	\$ 1,708.46
EASTERN PLATINUM LIMITED HELD BY ROYAL BANK OF CANADA TORONTO ISIN CA2765551038 SEDOL # B081S11	4,000.000	12/10/08	06/01/09	2,064.42	935.69	\$ 1,128.73
BAXTER INTERNATIONAL INC @ 46 89 7,033.50 BROKERAGE 9.00 TAX &/OR SEC .19 J.P. MORGAN SECURITIES INC.	150.000	03/20/09	06/10/09	7,024.31	7,483.50	\$ -459.19

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
POWERSHARES DB BASE METALS DOUBLE SHORT ETN	300.000	06/10/09	06/11/09	9,752.38	11,151.00	S -1,398.62
@ 32.5688						
BROKERAGE						
TAX &/OR SEC						
PROSHARES SHORT S&P 500	500.000	06/10/09	06/11/09	31,645.38	32,330.10	S -684.72
@ 63.3524						
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC.						
PROSHARES ULTRSHORT QQQ	1,000.000	06/10/09	06/11/09	30,896.90	36,517.95	S -5,621.05
@ 30.9577						
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC.						

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
DEUTSCHE BK AG LDN BRH	2,100.000	05/22/09	07/13/09	51,742.66	49,755.93	S 1,986.73
GLD SHRT ETN38						
@ 24.70	51,870.00					
BROKERAGE	126.00					
TAX &/OR SEC	1.34					
POWERSHARES DB BASE METALS DOUBLE	300.000	06/10/09	07/13/09	12,826.85	11,151.00	S 1,675.85
SHORT ETN						
@ 42.8173	12,845.19					
BROKERAGE	18.00					
TAX &/OR SEC	.34					
BARRICK GOLD CORP	500.000	07/13/09	07/17/09	16,991.41	15,732.75	S 1,258.66
@ 34.0437	17,021.85					
BROKERAGE	30.00					
TAX &/OR SEC	44					
J.P. MORGAN SECURITIES INC.						

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
MARKET VECTORS GOLD MINERS @ 38.12 15,248.00 BROKERAGE 24.00 TAX &/OR SEC .40 J.P. MORGAN SECURITIES INC.	400,000	07/14/09	07/17/09	15,223.60	14,373.38	S 850.22
MINEFINDERS LTD @ 7.8473 7,847.30 BROKERAGE 60.00 TAX &/OR SEC .21 J.P. MORGAN SECURITIES INC.	1,000,000	07/13/09	07/17/09	7,787.09	7,332.20	S 454.89
SILVER WHEATON CORPORATION @ 8.3512 16,702.40 BROKERAGE 120.00 TAX &/OR SEC .43 J.P. MORGAN SECURITIES INC.	2,000,000	07/13/09	07/17/09	16,581.97	14,900.00	S 1,681.97

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
YAMANA GOLD INC	1,780.000	07/14/09	07/17/09	16,589.17	15,533.42	\$ 1,055.75
@ 9.37 16,678.60						
BROKERAGE 89.00						
TAX &/OR SEC .43						
J.P. MORGAN SECURITIES INC.						
COEUR D'ALENE MINES CORP	750.000	07/14/09	07/20/09	9,758.22	8,475.00	\$ 1,283.22
@ 13.0713 9,803.48						
BROKERAGE 45.00						
TAX &/OR SEC 26						
J.P. MORGAN SECURITIES INC.						
RANDGOLD RESOURCES LTD	350.000	07/14/09	07/20/09	23,115.40	21,367.50	\$ 1,747.90
SPONSORED A/D/R						
@ 66.1057 23,137.00						
BROKERAGE 21.00						
TAX &/OR SEC .60						

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
YAMANA GOLD INC @ 9.67 4,835.00 BROKERAGE 25.00 TAX &/OR SEC .13 J.P. MORGAN SECURITIES INC.	500.000	07/13/09	07/20/09	4,809.87	4,292.35	S 517.52
FRANCO NEVADA CORP HELD BY ROYAL BANK OF CANADA ISIN: CA3518581051 SEDOL # B29NF31	600.000	07/13/09	07/20/09	14,817.04	13,137.41	S 1,679.63
PROSHARES SHORT S&P 500 @ 62.67 18,801.00 BROKERAGE 18.00 TAX &/OR SEC .49 J.P. MORGAN SECURITIES INC	300.000	07/21/09	07/22/09	18,782.51	18,944.82	S -162.31

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on Capital Transactions
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
PROSHARES ULTRASHORT QQQ @ 27.57 13,785.00 BROKERAGE 30.00 TAX &/OR SEC .36 J.P. MORGAN SECURITIES INC.	500.000	06/10/09	08/18/09	13,754.64	16,130.00	S -2,375.36
CONSTELLATION BRANDS INC A @ 14.921 7,460.50 BROKERAGE 30.00 TAX &/OR SEC .20 J.P. MORGAN SECURITIES INC.	500.000	05/05/09	09/11/09	7,430.30	6,063.75	S 1,366.55
ENCANA CORP @ 58.8538 17,656.14 BROKERAGE 18.00 TAX &/OR SEC .46 J.P. MORGAN SECURITIES INC	300.000	09/02/09	09/11/09	17,637.68	15,063.24	S 2,574.44

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on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
ROYAL DUTCH SHELL PLC SPONSORED A/D/R @ 56.417 28,208.50 BROKERAGE 30.00 TAX &/OR SEC .73	500.000	07/14/09	09/11/09	28,177.77	24,078.40	S 4,099.37
SILVER STANDARD RESOURCES INC @ 21.745 16,308.75 BROKERAGE 45.00 TAX &/OR SEC .42 J.P. MORGAN SECURITIES INC.	750.000	08/20/09	09/11/09	16,263.33	13,686.00	S 2,577.33
SILVER WHEATON CORPORATION @ 12.4898 12,489.80 BROKERAGE 60.00 TAX &/OR SEC .33 J.P. MORGAN SECURITIES INC.	1,000.000	08/20/09	09/11/09	12,429.47	9,637.50	S 2,791.97

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Note: **S** indicates Short Term Realized Gain/Loss
L indicates Long Term Realized Gain/Loss
F indicates Foreign Exchange Gain/Loss
on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
BARRICK GOLD CORP @ 38.08 19,040.00 BROKERAGE 30.00 TAX &/OR SEC .49 J.P. MORGAN SECURITIES INC.	500 000	08/18/09	09/17/09	19,009 51	16,946.40	S 2,063.11
COEUR D'ALENE MINES CORP @ 20.76 38,406.00 BROKERAGE 111.00 TAX &/OR SEC .99 J.P. MORGAN SECURITIES INC.	1,850 000	08/20/09	09/17/09	38,294 01	26,655 85	S 11,638.16
FIRST MAJESTIC SILVER CORP HELD BY ROYAL BANK OF CANADA TORONTO ISIN:CA32076V1031 SEDOL:2833583	6,000.000	09/02/09	09/17/09	15,904 16	13,101.94	S 2,802 22

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on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
FRANCO NEVADA CORP HELD BY ROYAL BANK OF CANADA ISIN: CA3518581051 SEDOL # B29NF31	1,100.000	08/18/09	09/17/09	31,171.48	26,715.14	S 4,456.34
GAMMON GOLD INC @ 8.36 10,032.00 BROKERAGE 60.00 TAX & OR SEC .26 J.P. MORGAN SECURITIES INC.	1,200.000	09/02/09	09/17/09	9,971.74	8,628.39	S 1,343.35
NEWMONT MINING CORP @ 45.9918 27,595.08 BROKERAGE 36.00 TAX & OR SEC .71 J.P. MORGAN SECURITIES INC.	600.000	08/20/09	09/17/09	27,558.37	24,317.76	S 3,240.61

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Note: **S** indicates Short Term Realized Gain/Loss
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on Capital Transactions
O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
SILVER WHEATON CORPORATION @ 12.86 18,004.00 BROKERAGE 84.00 TAX &/OR SEC .47 J.P. MORGAN SECURITIES INC	1,400.000	08/18/09	09/17/09	17,919.53	13,245.70	S 4,673.83
YAMANA GOLD INC @ 11.12 27,800.00 BROKERAGE 150.00 TAX &/OR SEC .72 J.P. MORGAN SECURITIES INC.	2,500.000	09/02/09	09/17/09	27,649.28	23,218.75	S 4,430.53
BARRICK GOLD CORP @ 36.98 18,490.00 BROKERAGE 30.00 TAX &/OR SEC .48 J.P. MORGAN SECURITIES INC.	500.000	08/18/09	09/18/09	18,459.52	16,825.00	S 1,634.52

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Note: **S** indicates Short Term Realized Gain/Loss
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on Capital Transactions
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
DENBURY RES INC @ 15.81 4,743.00	300.000	09/04/09	09/18/09	4,724.87	4,440.00	S 284.87
BROKERAGE 18.00						
TAX &/OR SEC .13						
J.P. MORGAN SECURITIES INC.						
EXXON MOBIL CORP @ 69.9079 27,963.16	400.000	09/04/09	09/18/09	27,938.44	26,797.48	S 1,140.96
BROKERAGE 24.00						
TAX &/OR SEC .72						
J.P. MORGAN SECURITIES INC.						
VITERRA INC HELD BY ROYAL BANK OF CANADA, TORONTO ISIN CA92849T1084 SEDOL B06WVL7	2,250.000	08/21/09	09/24/09	21,043.11	18,432.38	S 2,610.73

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
DB GOLD DOBLE SHORT SHORT ETN @ 18.6788 56,036.40 BROKERAGE 180.00 TAX &/OR SEC 1 45 J.P. MORGAN SECURITIES INC.	3,000.000	09/24/09	09/25/09	55,854.95	54,091.92	S 1,763.03
PROSHARES SHORT S&P 500 @ 56.9856 113,971.20 BROKERAGE 120.00 TAX &/OR SEC 2 93 J.P. MORGAN SECURITIES INC.	2,000.000	09/21/09	09/25/09	113,848.27	112,375.80	S 1,472.47
MASTERCARD INC - CLASS A @ 211.2513 42,250.26 BROKERAGE 12.00 TAX &/OR SEC 1.09 J.P. MORGAN SECURITIES INC.	200.000	09/28/09	09/29/09	42,237.17	41,231.19	S 1,005.98

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Note: **S** indicates Short Term Realized Gain/Loss
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
ENERGY TRANSFER PARTNERS L P						
@ 42.8701 17,148.04	400.000	10/02/09	10/12/09	17,123.59	16,562.96	S 560.63
BROKERAGE 24.00						
TAX &/OR SEC 45						
J.P. MORGAN SECURITIES INC.						
EXXON MOBIL CORP						
@ 70.141 49,098.70	700.000	10/02/09	10/12/09	49,055.43	46,793.11	S 2,262.32
BROKERAGE 42.00						
TAX &/OR SEC 1.27						
J.P. MORGAN SECURITIES INC.						
MASTERCARD INC - CLASS A						
@ 217.8042 21,780.42	100.000	10/02/09	10/12/09	21,773.86	20,014.63	S 1,759.23
BROKERAGE 6.00						
TAX &/OR SEC .56						
J.P. MORGAN SECURITIES INC.						

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
NOKIA CORP CL A	500.000	10/02/09	10/12/09	7,424.80	6,970.00	S 454.80
SPONSORED A/D/R @ 14.91						
BROKERAGE						7,455.00
STEC INC @ 26.8894	550.000	10/02/09	10/12/09	14,755.78	14,906.76	S -150.98
BROKERAGE						33.00
TAX &/OR SEC						39
J.P. MORGAN SECURITIES INC.						
YUM BRANDS INC @ 35.3153	500.000	10/02/09	10/12/09	17,627.19	16,599.90	S 1,027.29
BROKERAGE						17,657.65
TAX &/OR SEC						30.00
J.P. MORGAN SECURITIES INC.						.46

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on Capital Transactions
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
AUEX VENTURES INC HELD BY ROYAL BANK OF CANADA, TORONTO ISIN : CA0510361011 SEDOL : B0CLZC7	1,500.000	07/27/09	10/13/09	4,633.05	3,646.54	S 986.51
ALEXCO RESOURCE CORP @ 2.8475 2,278.00 BROKERAGE 32.00 TAX &/OR SEC .06 J.P. MORGAN SECURITIES INC	800.000	11/02/07	10/21/09	2,245.94	4,764.64	L -2,518.70
AUEX VENTURES INC HELD BY ROYAL BANK OF CANADA, TORONTO ISIN : CA0510361011 SEDOL : B0CLZC7	1,500.000	07/27/09	10/21/09	4,472.27	3,646.53	S 825.74
CONNACHER OIL & GAS LIMITED HELD BY ROYAL BANK OF CANADA TORONTO ISIN CA20588Y1034 SEDOL # 2743529	4,500.000	06/05/08	10/21/09	4,429.31	18,816.31	L -14,387.00

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Security Description	Units	Acq. Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
FRONTIER DEVELOPMENT GROUP INC @ 4.569 9,138.00	2,000.000	05/02/08	10/21/09	9,057.76	15,250.00	L -6,192.24
BROKERAGE 80.00						
TAX &/OR SEC 24						
J.P. MORGAN SECURITIES INC.						
MATRIX INITIATIVES INC @ 5.315 265.75	50.000	10/18/07	10/21/09	263.24	935.25	L -672.01
BROKERAGE 2.50						
TAX &/OR SEC .01						
J.P. MORGAN SECURITIES INC.						
SPDR TRUST SERIES 1 @ 108.511 21,702.20	200.000	10/21/09	10/23/09	21,689.64	21,679.92	S 9.72
BROKERAGE 12.00						
TAX &/OR SEC .56						
J.P. MORGAN SECURITIES INC.						

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Note: **S** indicates Short Term Realized Gain/Loss
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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
THYEE DEVELOPMENT CORP HELD BY ROYAL BANK OF CANADA TORONTO ISIN CA9021651091 SEDOL # 2447575	1,000.000	11/02/07	10/21/09	107.76	800.67	L -692.91
DENISON MINES CORP HELD BY ROYAL BANK OF CANADA TORONTO ISIN CA2483561072 SEDOL # 2003223	1,700.000	10/27/09	10/21/09	3,013.43	N/A	N/A
DB GOLD DOBLE SHORT SHORT ETN @ 15.3809 26,147 53 BROKERAGE 102.00 TAX &/OR SEC .68 J.P. MORGAN SECURITIES INC.	1,700.000	10/02/09	11/03/09	26,044.85	30,872.00	S -4,827.15
EDISON INTERNATIONAL @ 32.02 4,803.00 BROKERAGE 9.00 TAX &/OR SEC .13 J.P. MORGAN SECURITIES INC.	150.000	10/19/09	11/05/09	4,793.87	5,091.00	S -297.13

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
MERCURY GENERAL CORP @ 36.936 18,468.00 BROKERAGE 30.00 TAX &/OR SEC .48 J.P. MORGAN SECURITIES INC.	500.000	10/21/09	11/05/09	18,437.52	18,543.20	S -105.68
PUBLIC SERVICE ENTERPRISE GROUP @ 30.62 9,186.00 BROKERAGE 18.00 TAX &/OR SEC .24 J.P. MORGAN SECURITIES INC.	300.000	10/19/09	11/05/09	9,167.76	9,458.73	S -290.97
TRANSOCEAN INC @ 90.05 9,005.00 BROKERAGE 6.00 TAX &/OR SEC .24 J.P. MORGAN SECURITIES INC.	100.000	11/04/09	11/11/09	8,998.76	8,444.00	S 554.76

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
AETNA INC @ 29.9135 44,870.25 BROKERAGE 90.00 TAX &/OR SEC 1.16 J.P. MORGAN SECURITIES INC.	1,500.000	10/06/09	11/11/09	44,779.09	39,690.00	S 5,089.09
C R BARD INC @ 80.7509 24,225.27 BROKERAGE 18.00 TAX &/OR SEC 63 J.P. MORGAN SECURITIES INC.	300.000	10/16/09	11/11/09	24,206.64	23,095.68	S 1,110.96
BAXTER INTERNATIONAL INC @ 56.9439 17,083.17 BROKERAGE 18.00 TAX &/OR SEC .44 J.P. MORGAN SECURITIES INC.	300.000	10/20/09	11/11/09	17,064.73	16,657.20	S 407.53

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
DB GOLD DOBLE SHORT SHORT ETN @ 14.3875 7,193.75 BROKERAGE 30.00 TAX & OR SEC 19 J.P. MORGAN SECURITIES INC.	500 000	10/02/09	11/11/09	7,163.56	9,080 00	S -1,916 44
DEUTSCHE TELEKOM AG SPONSORED A/D/R @ 14.3049 15,735.39 BROKERAGE 66.00 TAX & OR SEC .41	1,100 000	11/04/09	11/11/09	15,668.98	15,190 12	S 478.86
DOMINION RESOURCES INC VA @ 36.6369 10,991.07 BROKERAGE 18 00 TAX & OR SEC 29 J.P. MORGAN SECURITIES INC.	300.000	10/19/09	11/11/09	10,972 78	10,476.93	S 495.85

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
EDISON INTERNATIONAL @ 33.9052 10,171.56 BROKERAGE 18.00 TAX &/OR SEC .27 J.P. MORGAN SECURITIES INC.	300.000	11/04/09	11/11/09	10,153.30	9,886.01	S 267.29
MASTERCARD INC - CLASS A @ 236.5981 59,149.53 BROKERAGE 15.00 TAX &/OR SEC 1.53 J.P. MORGAN SECURITIES INC.	250.000	10/27/09	11/11/09	59,133.00	55,252.50	S 3,880.50
MEDCO HEALTH SOLUTIONS INC @ 61.6046 24,641.84 BROKERAGE 24.00 TAX &/OR SEC .64 J.P. MORGAN SECURITIES INC.	400.000	10/13/09	11/11/09	24,617.20	22,351.00	S 2,266.20

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
PUBLIC SERVICE ENTERPRISE GROUP @ 31.3093 15,654.65 BROKERAGE 30.00 TAX &/OR SEC .41 J.P. MORGAN SECURITIES INC.	500.000	10/19/09	11/11/09	15,624.24	15,764.55	S -140.31
SPDR TRUST SERIES 1 @ 110.6777 33,203.31 BROKERAGE 18.00 TAX &/OR SEC .86 J.P. MORGAN SECURITIES INC.	300.000	10/29/09	11/11/09	33,184.45	31,757.19	S 1,427.26
SOUTHWEST AIRLINES CO @ 9.2461 13,869.15 BROKERAGE 75.00 TAX &/OR SEC .36 J.P. MORGAN SECURITIES INC.	1,500.000	11/03/09	11/11/09	13,793.79	12,450.00	S 1,343.79

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
STRYKER CORP @ 49.3355	400.000	10/05/09	11/11/09	19,709.69	17,746.20	S 1,963.49
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC.						
YUM BRANDS INC @ 35.5749	500.000	11/03/09	11/11/09	17,756.99	16,555.00	S 1,201.99
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC.						
EXXON MOBIL CORP @ 74.3592	300.000	10/29/09	11/16/09	22,289.18	21,785.55	S 503.63
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC.						

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
MASTERCARD INC - CLASS A @ 232.8763 46,575.26 BROKERAGE 12.00 TAX &/OR SEC 1.20 J.P. MORGAN SECURITIES INC.	200.000	11/13/09	11/16/09	46,562.06	46,882.32	S -320.26
XCEL ENERGY INC @ 19.99 5,997.00 BROKERAGE 18.00 TAX &/OR SEC .16 J.P. MORGAN SECURITIES INC.	300.000	10/19/09	11/16/09	5,978.84	5,970.57	S 8.27
CENTRAL FUND CANADA LTD CL A @ 14.1832 92,190.80 BROKERAGE 390.00 TAX &/OR SEC 2.37 J.P. MORGAN SECURITIES INC.	6,500.000	10/07/08	11/18/09	91,798.44	81,032.66	L 10,765.78

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
NOKIA CORP CL A	1,250.000	11/06/09	11/18/09	17,362.05	16,537.50	S 824.55
SPONSORED A/D/R @ 13.95						
BROKERAGE						
PROSHARES SHORT S&P 500 @ 54.0328	400.000	11/18/09	11/19/09	21,588.56	21,347.00	S 241.56
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC.						
DEUTSCHE TELEKOM AG SPONSORED A/D/R	1,500.000	11/19/09	11/24/09	21,530.59	21,472.35	S 58.24
@ 14.4141						
BROKERAGE						
TAX &/OR SEC						

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
ENTERGY CORP @ 78.6269 23,588.07 BROKERAGE 18.00 TAX &/OR SEC .61 J.P. MORGAN SECURITIES INC.	300.000	11/19/09	11/24/09	23,569.46	23,322.03	S 247.43
EXPRESS SCRIPTS INC CL A @ 88.1616 17,632.32 BROKERAGE 12.00 TAX &/OR SEC .46	200.000	11/19/09	11/24/09	17,619.86	16,780.50	S 839.36
SPDR TRUST SERIES 1 @ 110.8169 55,408.45 BROKERAGE 30.00 TAX &/OR SEC 1.43 J.P. MORGAN SECURITIES INC.	500.000	11/19/09	11/24/09	55,377.02	54,774.90	S 602.12

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
UAL CORPORATION						
@ 6.946 20,838.00	3,000.000	11/19/09	11/24/09	20,687.46	21,437.10	S -749.64
BROKERAGE 150.00						
TAX &/OR SEC .54						
J.P. MORGAN SECURITIES INC.						
CVS/CAREMARK CORPORATION						
@ 31.49 12,596.00	400.000	10/29/09	11/25/09	12,571.67	14,864.11	S -2,292.44
BROKERAGE 24.00						
TAX &/OR SEC .33						
J.P. MORGAN SECURITIES INC.						
HUMANA INC						
@ 41.4532 20,726.60	500.000	11/19/09	11/27/09	20,696.06	20,323.30	S 372.76
BROKERAGE 30.00						
TAX &/OR SEC .54						
J.P. MORGAN SECURITIES INC.						

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Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
THYEE DEVELOPMENT CORP HELD BY ROYAL BANK OF CANADA TORONTO ISIN CA9021651091 SEDOL # 2447575	19,000.000	11/02/07	11/27/09	3,233 10	15,212.76	L -11,979.66
BARCLAYS BK PLC IPATH S&P ETN @ 82.7026 24,810.78 BROKERAGE 18.00 TAX &OR SEC .64	300.000	11/25/09	11/30/09	24,792 14	24,170.01	S 622.13
PROSHARES SHORT S&P 500 @ 53.6918 16,107.54 BROKERAGE 18.00 TAX &OR SEC .42 J.P. MORGAN SECURITIES INC	300.000	11/25/09	11/30/09	16,089 12	15,915.00	S 174.12

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O indicates Ordinary Income Gain

Security Description	Units	Acq Date	Sold Date	Net Proceeds	Tax Cost	Total Gain/Loss
CVS/CAREMARK CORPORATION @ 32.1703	550.000	11/03/09	12/11/09	17,660.21	19,733.58	S -2,073.37
BROKERAGE						
TAX &/OR SEC						
J.P. MORGAN SECURITIES INC.						
Total Gain/Loss				111,135.55	136,812.29	L -25,676.74
				2,655,449.76	2,528,808.34	S 123,627.99

Note: Your capital gain and loss schedule will show an N/A for the gain or loss for sales where we have incomplete or missing tax cost. Please consult your tax advisor for appropriate tax reporting on these sales.