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

POSTMARK DATE JUN 09 2010
ENVELOPE

For calendar year 2009, or tax year beginning FEB 1, 2009, and ending JAN 31, 2010

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

Use the IRS label Otherwise, print or type. See Specific Instructions.

Name of foundation
TR. U/W FOR LAUB FAMILY FOUNDATION
P61578004

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
JPMORGAN CHASE BANK;PO BOX 3038

City or town, state, and ZIP code
MILWAUKEE, WI 53201

A Employer identification number
52-7091387

B Telephone number
(414) 977-1210

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: [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,352,100.

J Accounting method: [X] 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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	202.	202.		STATEMENT 1
	4 Dividends and interest from securities	30,522.	28,576.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<52,281.>			
	b Gross sales price for all assets on line 6a 652,620.				
	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				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,967.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	<19,590.>	28,778.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	20,395.	15,296.		5,099.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	373.	373.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications	120.	0.		120.
	23 Other expenses STMT 5	250.	0.		250.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	21,138.	15,669.		5,469.
	25 Contributions, gifts, grants paid	60,000.			60,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	81,138.	15,669.		65,469.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<100,728.>			
	b **Net investment income** (if negative, enter -0-)		13,109.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
JUN 22 2010
OGDEN, UT
015
RS-OSC

SCANNED JUN 25 2010

NE 3

923501 02-02-10 LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions. Form **990-PF** (2009)

10590608 748522 P61578004 2009.03051 TR. U/W FOR LAUB FAMILY FOU P6157801

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		<4,916.>	<4,916.>
	2	Savings and temporary cash investments	61,758.	48,866.	48,866.
	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			
	7	Other notes and loans receivable ▶			
		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			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	1,350,666.	1,267,729.	1,308,150.
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1,412,424.	1,311,679.	1,352,100.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	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	1,412,424.	1,311,679.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30	**Total net assets or fund balances**	1,412,424.	1,311,679.	
	31	**Total liabilities and net assets/fund balances**	1,412,424.	1,311,679.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,412,424.
2	Enter amount from Part I, line 27a	2	<100,728.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,311,696.
5	Decreases not included in line 2 (itemize) ▶ MISC ADJUSTMENT	5	17.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,311,679.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SALES OF PUBLICLY TRADED SECURITIES			
b	CLASS ACTION SETTLEMENT	P		
c	CAPITAL GAINS DIVIDENDS			
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	652,450.		704,901.	<52,451.>
b	44.			44.
c	126.			126.
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				<52,451.>
b				44.
c				126.
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	<52,281.>
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). If (loss), enter -0- in Part I, line 8	3	N/A

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 instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	70,761.	1,395,009.	.050724
2007	38,742.	1,581,128.	.024503
2006	4,899.	1,457,821.	.003360
2005	4,704.	1,369,177.	.003436
2004	4,500.	1,321,621.	.003405

2 **Total** of line 1, column (d)	2	.085428
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	.017086
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,301,640.
5 Multiply line 4 by line 3	5	22,240.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	131.
7 Add lines 5 and 6	7	22,371.
8 Enter qualifying distributions from Part XII, line 4	8	65,469.

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 instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	131.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	131.
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	131.
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 232.		
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	232.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	101.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	0. **Refunded** ▶	11	101.

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 instructions for definition)? *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*	1b		X
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 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? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		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, col. (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NY			
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)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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 ▶ JPMORGAN CHASE BANK, NA Telephone no. ▶ (212) 648-1489
Located at ▶ 245 PARK AVE, NEW YORK, NY ZIP+4 ▶ 10167

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | 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 page 20 of the instructions)?	1b		X
	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 ▶ ______, ______, ______, ______			
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 instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
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.)* N/A	3b		
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)? ☐ 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)? N/A **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? N/A **7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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
JPMORGAN CHASE BANK, NA PO BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2.00	17,902.	0.	0.
MARILYN ELIAS C/O JPMORGAN CHASE BANK MILWAUKEE, WI 53201	CO-TRUSTEE 3.00	2,493.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

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

Part X **Minimum Investment Return** (All domestic foundations must complete this part Foreign foundations, see 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	1,168,484.
b	Average of monthly cash balances	1b	152,978.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,321,462.
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	1,321,462.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	19,822.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,301,640.
6	**Minimum investment return.** Enter 5% of line 5	6	65,082.

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	65,082.
2a	Tax on investment income for 2009 from Part VI, line 5 — 2a 131.		
b	Income tax for 2009. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	131.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	64,951.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	64,951.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	64,951.

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	65,469.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	65,469.
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	5	131.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	65,338.

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				64,951.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			63,979.	
b Total for prior years: ___ , ___ , ___		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: ▶ $ 65,469.				
a Applied to 2008, but not more than line 2a			63,979.	
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				1,490.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		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 instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				63,461.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
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 foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ▶ [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				
MAYOR'S ALLIANCE FOR NY'C ANIMALS 244 FIFTH AVE NEW YORK, NY 10001	NONE	CHARITY	PROGRAM SUPPORT	50,000.
PET PROTECTORS 2490 BLACK ROCK TURNPIKE FAIRFIELD, CT 06432	NONE	CHARITY	PROGRAM SUPPORT	10,000.
Total			▶ 3a	60,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income
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	202.	
4 Dividends and interest from securities			14	30,522.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<52,281.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a EXCISE TAX REFUND					
b 1/31/2008			01	1,967.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<19,590.>	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 <19,590.>

(See worksheet in line 13 instructions 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).

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		

Sign Here

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

Signature of officer or trustee AUTHORIZED OFFICER | Date JUN 8 2010 | Title TRUSTEE

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no.	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET FUNDS	202.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	202.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	28,702.	126.	28,576.
MUNI INCOME	1,946.	0.	1,946.
TOTAL TO FM 990-PF, PART I, LN 4	30,648.	126.	30,522.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND 1/31/2008	1,967.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,967.	0.	

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN DIVIDEND TAX PAID	373.	373.		0.
TO FORM 990-PF, PG 1, LN 18	373.	373.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NEW YORK AG FILING FEE	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	250.	0.		250.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 6

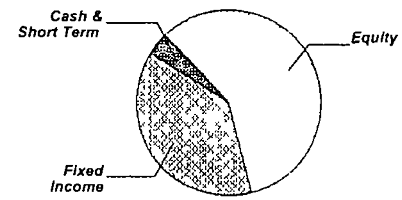
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	COST	756,866.	788,508.
CORPORATE BONDS	COST	510,863.	519,642.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,267,729.	1,308,150.

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	843,011 14	788,507 83	(54,503 31)	12,125 00	58%
Cash & Short Term	139,894 63	48,865 69	(91,028 94)	39 04	4%
Fixed Income	459,196 24	519,642 03	60,445 79	21,262 60	38%
Market Value	**$1,442,102 01**	**$1,357,015 55**	**($85,086.46)**		**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	7,057 37	(4,915 68)	(11,973 05)
Accruals	1,402 70	1,211 81	(190 89)
Market Value	**$8,460 07**	**($3,703 87)**	**($12,163.94)**

Portfolio Activity	PRINCIPAL Current Period Value	PRINCIPAL Year-to-Date Value	INCOME Current Period Value	INCOME Year-to-Date Value
Beginning Market Value	**1,442,102.01**	**1,442,102 01**	**7,057.37**	**7,057.37**
Additions	7,057 37	7,057 37	58,157 56	58,157 56
Withdrawals & Fees	(58,157 56)	(58,157 56)	(71,986 85)	(71,986 85)
Net Additions/Withdrawals	**($51,100 19)**	**($51,100.19)**	**($13,829 29)**	**($13,829 29)**
Income			1,856 24	1,856 24
Change In Investment Value	(33,986 27)	(33,986 27)		
Ending Market Value	**$1,357,015.55**	**$1,357,015.55**	**($4,915.68)**	**($4,915.68)**
Accruals	--	--	1,211 81	1,211 81
Market Value with Accruals	**--**	**--**	**($3,703.87)**	**($3,703.87)**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	1,685 26	1,685 26
Foreign Dividends	12 18	12 18
Interest Income	14 57	14 57
Taxable Income	**$1,712 01**	**$1,712.01**
Tax-Exempt Income	144 23	144 23
Tax-Exempt Income	**$144.23**	**$144.23**

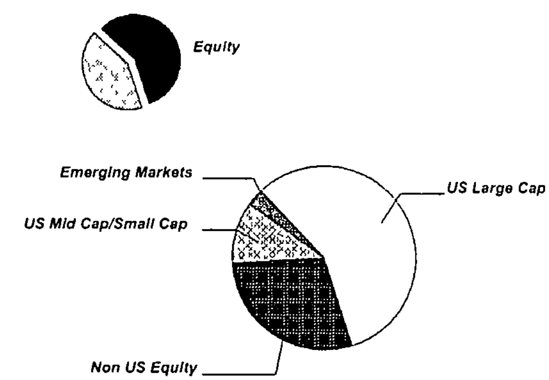
	Current Period Value	Year-to-Date Value
ST Realized Gain/Loss	1,317 24	1,317 24
LT Realized Gain/Loss	(13,311 66)	(13,311 66)
Realized Gain/Loss	**($11,994.42)**	**($11,994.42)**

	To-Date Value
Unrealized Gain/Loss	**$40,420.79**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap	492,263 75	458,941 07	(33,322 68)	32%
US Mid Cap/Small Cap	92,304 78	89,241 39	(3,063 39)	7%
Non US Equity	258,442 61	239,992 07	(18,450 54)	18%
Emerging Markets	0 00	333 30	333 30	1%
Total Value	**$843,011.14**	**$788,507.83**	**($54,503.31)**	**58%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	788,507 83
Tax Cost	756,866 05
Unrealized Gain/Loss	31,641 79
Estimated Annual Income	12,125 00
Accrued Dividends	181 54
Yield	1 54 %

Note P indicates position adjusted for Pending Trade Activity

Equity Detail

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
JPMORGAN TR I GROWTH ADVANTAGE FUND SELECT SHARE CLASS FUND 1567 4812A3-71-8 JGAS X	7,614 458	6 87	52,311 33	53,000 00	(688 67)	418 79	0 80 %
ABBOTT LABORATORIES 002824-10-0 ABT	45 000	52 94	2,382 30	2,152 88	229 42	72 00 18 00	3 02 %
ADVANCED AUTO PARTS INC 00751Y-10-6 AAP	15 000	39 45	591 75	516 25	75 50	3 60	0 61 %
AETNA INC 00817Y-10-8 AET	35 000	29 97	1,048 95	888 87	160 08	1 40	0 13 %
AFLAC INC 001055-10-2 AFL	15 000	48 43	726 45	665 34	61 11	16 80	2 31 %
AMAZON COM INC 023135-10-6 AMZN	4 000	125 41	501 64	332 11	169 53		
ANADARKO PETROLEUM CORP 032511-10-7 APC	10 000	63 78	637 80	431 18	206 62	3 60	0 56 %
APACHE CORP 037411-10-5 APA	14 000	98 77	1,382 78	1,355 53	27 25	8 40 2 10	0 61 %
APPLE INC. 037833-10-0 AAPL	11 000	192 06	2,112 69	1,434 21	678 48		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
APPLIED MATERIALS INC 038222-10-5 AMAT	85 000	12 18	1,035 30	1,117 39	(82 09)	20 40	1 97 %
AT&T INC 00206R-10-2 T	50 000	25 36	1,268 00	1,931 70	(663 70)	84 00 21 00	6 62 %
BAKER HUGHES INC 057224-10-7 BHI	5 000	45 28	226 40	229 49	(3 09)	3 00 0 75	1 33 %
BANK OF AMERICA CORP 060505-10-4 BAC	150 000	15 18	2,277 00	3,490 71	(1,213 71)	6 00	0 26 %
BANK OF NEW YORK MELLON CORP 064058-10-0 BK	50 000	29 09	1,454 50	2,010 23	(555 73)	18 00 4 50	1 24 %
BAXTER INTERNATIONAL INC 071813-10-9 BAX	15 000	57 59	863 85	741 33	122 52	17 40	2 01 %
BB & T CORP 054937-10-7 BBT	20 000	27 87	557 40	382 67	174 73	12 00 3 00	2 15 %
BOEING CO 097023-10-5 BA	10 000	60 60	606 00	657 55	(51 55)	16 80	2 77 %
BRISTOL MYERS SQUIBB CO 110122-10-8 BMY	25 000	24 36	609 00	499 33	109 67	32 00 12 80	5 25 %
CARDINAL HEALTH INC 14149Y-10-8 CAH	15 000	33 07	496 05	357 39	138 66	10 50	2 12 %
CATERPILLAR INC 149123-10-1 CAT					N/A	 4 20	
CELGENE CORPORATION 151020-10-4 CELG	25 000	56 78	1,419 50	1,273 25	146 25		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
CISCO SYSTEMS INC 17275R-10-2 CSCO	130 000	22 47	2,921 10	2,777 26	143 84		
CITIGROUP INC 172967-10-1 C	225 000	3 32	747 00	947 33	(200 33)		
COACH INC 189754-10-4 COH	10 000	34 88	348 80	333 89	14 91	3 00	0 86 %
COCA COLA CO 191216-10-0 KO	15 000	54 25	813 75	861 09	(47 34)	24 60	3 02 %
COMCAST CORP CL A 20030N-10-1 CMCS A	35 000	15 83	554 05	592 25	(38 20)	13 23	2 39 %
CONOCOPHILLIPS 20825C-10-4 COP	30 000	48 00	1,440 00	1,454 88	(14 88)	60 00	4 17 %
CORNING INC 219350-10-5 GLW	75 000	18 08	1,356 00	1,121 92	234 08	15 00	1 11 %
CVS/CAREMARK CORPORATION 126650-10-0 CVS	55 000	32 37	1,780 35	1,124 25	656 10	19 25 4 81	1 08 %
DEERE & CO 244199-10-5 DE	30 000	49 95	1,498 50	1,190 27	308 23	33 60 8 40	2 24 %
DEVON ENERGY CORP 25179M-10-3 DVN	21 000	66 91	1,405 11	1,096 97	308 14	13 44	0 96 %
DOW CHEMICAL CO 260543-10-3 DOW	50 000	27 09	1,354 50	674 45	680 05	30 00	2 21 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
US Large Cap							
EATON VANCE SPL INVT TR VALUE FD CL I 277905-64-2 EILV X	2,844 443	16 30	46,364 42	43,633 75	2,730 67	733 86	1 58 %
EDISON INTERNATIONAL 281020-10-7 EIX	40 000	33 32	1,332 80	1,555 99	(223 19)	50 40 12 60	3 78 %
EMERSON ELECTRIC CO 291011-10-4 EMR	20 000	41 54	830 80	720 75	110 05	26 80	3 23 %
EOG RESOURCES INC 26875P-10-1 EOG	6 000	90 42	542 52	406 07	136 45	3 48	0 64 %
EXXON MOBIL CORP 30231G-10-2 XOM	42 000	64 43	2,706 06	2,507 74	198 32	70 56	2 61 %
FREEPORT-MCMORAN COPPER & GOLD INC CL B 35671D-85-7 FCX	25 000	66 69	1,667 25	1,532 77	134 48	15 00 3 75	0 90 %
GENERAL MILLS INC 370334-10-4 GIS	10 000	71 31	713 10	547 94	165 16	19 60 4 90	2 75 %
P **GILEAD SCIENCES INC** 375558-10-3 GILD	15 000	48 27	724 05	703 63	20 42		
GOLDMAN SACHS GROUP INC 38141G-10-4 GS	14 000	148 72	2,082 08	1,642 63	439 45	19 60	0 94 %
GOOGLE INC CL A 38259P-50-8 GOOG	5 000	529 94	2,649 72	2,165 48	484 24		
HARTFORD CAPITAL APPRECIATION FUND 416649-30-9 ITHI X	2,819 170	29 58	83,391 05	70,000 00	13,391 05	1,209 42	1 45 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
HEWLETT-PACKARD CO 428236-10-3 HPQ	75 000	47 07	3,530 25	1,773 74	1,756 51	24 00	0 68 %
HONEYWELL INTERNATIONAL INC 438516-10-6 HON	10 000	38 64	386 40	410 10	(23 70)	12 10	3 13 %
INTERNATIONAL GAME TECHNOLOGY 459902-10-2 IGT	15 000	18 34	275 10	232 08	43 02	3 60	1 31 %
INTERNATIONAL BUSINESS MACHINES CORP 459200-10-1 IBM	12 000	122 39	1,468 68	1,036 35	432 33	26 40	1 80 %
JOHNSON CONTROLS INC 478366-10-7 JCI	50 000	27 83	1,391 50	1,002 40	389 10	26 00	1 87 %
JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 4812A2-10-8 JPIA X	1,412 933	19 36	27,354 38	20,105 15	7,249 23	774 28	2 83 %
JPMORGAN US LARGE CAP CORE PLUS FUND SELECT FUND 1002 4812A2-38-9 JLPS X	6,261 583	17 45	109,264 62	100,000 00	9,264 62	1,709 41	1 56 %
JUNIPER NETWORKS INC 48203R-10-4 JNPR	40 000	24 83	993 20	793 86	199 34		
MASTERCARD INC - CLASS A 57636Q-10-4 MA	3 000	249 90	749 70	545 74	203 96	1 80 0 45	0 24 %
MERCK & CO INC 58933Y-10-5 MRK	80 000	38 18	3,054 40	2,579 98	474 42	121 60	3 98 %

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
METLIFE INC 59156R-10-8 MET	15 000	35 32	529 80	429 76	100 04	11 10	2 10%
MICROSOFT CORP 594918-10-4 MSFT	170 000	28 18	4,790 60	3,915 02	875 58	88 40	1 85%
MONSANTO CO 61166W-10-1 MON	8 000	75 88	607 04	819 59	(212 55)	8 48	1 40%
MORGAN STANLEY 617446-44-8 MS	45 000	26 78	1,205 10	1,231 87	(26 77)	9 00 2 25	0 75%
NASDAQ OMX GROUP INC 631103-10-8 NDAQ	25 000	17 99	449 75	506 93	(57 18)		
NIKE INC B 654106-10-3 NKE	12 000	63 75	765 00	713 41	51 59	12 96	1 69%
NORFOLK SOUTHERN CORP 655844-10-8 NSC	60 000	47 06	2,823 60	2,490 95	332 65	81 60	2 89%
OCCIDENTAL PETROLEUM CORP 674599-10-5 OXY	29 000	78 34	2,271 86	1,732 35	539 51	38 28	1 68%
ORACLE CORP 68389X-10-5 ORCL	50 000	23 06	1,153 00	1,046 17	106 83	10 00 2 50	0 87%
PACCAR INC 693718-10-8 PCAR	40 000	36 03	1,441 20	1,402 14	39 06	14 40	1 00%
PARKER-HANNIFIN CORP 701094-10-4 PH	12 000	55 91	670 92	527 41	143 51	12 00	1 79%
PEPSICO INC 713448-10-8 PEP	24 000	59 62	1,430 88	1,635 23	(204 35)	43 20	3 02%

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
PFIZER INC 717081-10-3 PFE	160 000	18 66	2,985 60	2,418 52	567 08	115 20	3 86%
PHILIP MORRIS INTERNATIONAL 718172-10-9 PM	35 000	45 51	1,592 85	1,079 21	513 64	81 20	5 10%
PRAXAIR INC 74005P-10-4 PX	16 000	75 32	1,205 12	432 59	772 53	28 80	2 39%
PRINCIPAL FINANCIAL GROUP 74251V-10-2 PFG	10 000	23 05	230 50	255 24	(24 74)	5 00	2 17%
PROCTER & GAMBLE CO 742718-10-9 PG	55 000	61 55	3,385 25	3,320 97	64 28	96 80 24 20	2 86%
PRUDENTIAL FINANCIAL INC 744320-10-2 PRU	20 000	49 99	999 80	792 38	207 42	14 00	1 40%
QUALCOMM INC 747525-10-3 QCOM	45 000	39 19	1,763 55	1,670 42	93 13	30 60	1 74%
SCHLUMBERGER LTD 806857-10-8 SLB	23 000	63 46	1,459 58	1,063 48	396 10	19 32	1 32%
SOUTHERN CO 842587-10-7 SO	20 000	32 00	640 00	584 51	55 49	35 00 8 75	5 47%
SOUTHWESTERN ENERGY CO 845467-10-9 SWN	10 000	42 88	428 80	427 99	0 81		
SPDR TRUST SERIES 1 78462F-10-3 SPY	258 000	107 39	27,706 62	29,651 94	(1,945 32)	609 13	2 20%
SPRINT NEXTEL CORP 852061-10-0 S	110 000	3 28	360 80	449 25	(88 45)		

US Large Cap

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
STAPLES INC 855030-10-2 SPLS	65 000	23 46	1,524 90	1,435 94	88 96	21 45	1 41%
STARWOOD HOTELS & RESORTS 85590A-40-1 HOT	25 000	33 32	833 00	532 46	300 54	5 00	0 60%
SYSCO CORP 871829-10-7 SYY	30 000	27 99	839 70	943 72	(104 02)	30 00	3 57%
TD AMERITRADE HOLDING CORPORATION 87236Y-10-8 AMTD	20 000	17 76	355 20	313 24	41 96		
P **TIME WARNER INC** NEW 887317-30-3 TWX	65 000	27 45	1,784 25	1,637 28	146 97	48 75	2 73%
UNITED TECHNOLOGIES CORP 913017-10-9 UTX	30 000	67 48	2,024 40	1,619 49	404 91	46 20	2 28%
US BANCORP DEL 902973-30-4 USB	60 000	25 08	1,504 80	1,732 17	(227 37)	12 00	0 80%
V F CORP 918204-10-8 VFC	9 000	72 03	648 27	515 36	132 91	21 60	3 33%
VERIZON COMMUNICATIONS INC 92343V-10-4 VZ	65 000	29 42	1,912 30	2,150 64	(238 34)	123 50 30 88	6 46%
WAL MART STORES INC 931142-10-3 WMT	30 000	53 43	1,602 90	1,406 87	196 03	32 70	2 04%
WALT DISNEY CO 254687-10-6 DIS	85 000	29 55	2,511 75	2,233 29	278 46	29 75	1 18%
WELLPOINT INC 94973V-10-7 WLP	5 000	63 72	318 60	262 50	56 10		

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
US Large Cap							
WELLS FARGO & CO 949746-10-1 WFC	75 000	28 43	2,132 25	1,830 26	301 99	15 00	0 70%
XILINX CORP 983919-10-1 XLNX	35 000	23 58	825 30	758 70	66 60	22 40	2 71%
YUM BRANDS INC 988498-10-1 YUM	30 000	34 21	1,026 30	1,060 86	(34 56)	25 20 6 30	2 46%
Total US Large Cap			**$458,941.07**	**$416,568.23**	**$42,372.84**	**$7,602.74** **$176 14**	**1.66%**
US Mid Cap/Small Cap							
ASTON FDS TAMRO S CAP I 00078H-14-1 ATSI X	1,794 688	16 14	28,966 26	25,000 00	3,966 26	25 12	0 09%
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	500 000	60 11	30,055 00	27,994 20	2,060 80	506 50	1 69%
JPMORGAN MARKET EXPANSION INDEX FUND SELECT SHARE CLASS FUND 3708 4812C1-63-7 PGMI X	3,561 254	8 40	29,914 53	25,000 00	4,914 53	498 57	1 67%
KB HOME 48666K-10-9 KBH	20 000	15 28	305 60	334 87	(29 27)	5 00	1 64%
Total US Mid Cap/Small Cap			**$89,241.39**	**$78,329 07**	**$10,912.32**	**$1,035.19**	**1 16%**

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income Accrued Dividends	Yield
Non US Equity							
ACE LTD NEW H0023R-10-5 ACE	15 000	49 27	739 05	690 46	48 59	18 60	2 52%
COOPER INDUSTRIES PLC CL - A G24140-10-8 CBE	15 000	42 90	643 50	501 32	142 18	15 00	2 33%
COVIDIEN PLC G2554F-10-5 COV	30 000	50 56	1,516 80	1,106 92	409 88	21 60 5 40	1 42%
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	3,529 008	30 57	107,881 77	143,003 54	(35,121 76)	1,538 64	1 43%
ISHARES MSCI EAFE INDEX FUND 464287-46-5 EFA	257 000	52 48	13,487 36	14,898 29	(1,410 93)	370 33	2 75%
JPMORGAN ASIA EQUITY FUND SELECT SHARE CLASS FUND 1134 4812A0-70-6 JPAS X	2,793 154	28 90	80,722 15	71,000 00	9,722 15	321 21	0 40%
JPMORGAN INTERNATIONAL VALUE FUND SELECT SHARE CLASS FUND 1296 4812A0-56-5 JIES X	2,879 079	12 01	34,577 74	30,000 00	4,577 74	1,197 69	3 46%
TRANSOCEAN INC H8817H-10-0 RIG	5 000	84 74	423 70	421 32	2 38		
Total Non US Equity			**$239,992.07**	**$261,621 85**	**($21,629.77)**	**$3,483.07** **$5.40**	**1.45%**

	Quantity	Price	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income / Accrued Dividends	Yield
Emerging Markets							
CARNIVAL CORPORATION 143658-30-0 CCL	10 000	33 33	333 30	346 90	(13 60)	4 00	1 20%

Cash & Short Term Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	139,894 63	48,865 69	(91,028 94)	4%

Asset Categories

Market Value/Cost	Current Period Value
Market Value	48,865 69
Tax Cost	48,865 69
Estimated Annual Income	39 04
Accrued Interest	10 36
Yield	0 10%

Note [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Short Term Detail

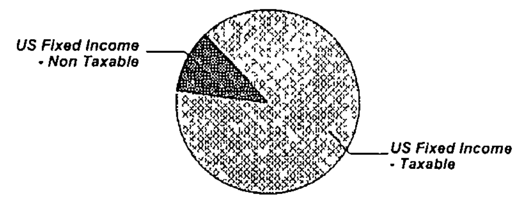
	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
Cash							
COST OF PENDING PURCHASES	(135 36)	1 00	(135 36)	(135 36)		(5 05)	0 10% [1]
PROCEEDS FROM PENDING SALES	476 34	1 00	476 34	476 34		(4 43)	0 10% [1]
US DOLLAR PRINCIPAL	48,524 71	1 00	48,524 71	48,524 71		48 52 10 36	0 10% [1]
Total Cash			**$48,865.69**	**$48,865 69**	**$0.00**	**$39 04** **$10 36**	**0.10%**

J.P.Morgan

Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Fixed Income - Taxable	399,968 52	460,414 31	60,445 79	34%
US Fixed Income - Non Taxable	59,227 72	59,227 72	0 00	4%
Total Value	**$459,196.24**	**$519,642.03**	**$60,445.79**	**38%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	519,642 03
Tax Cost	510,863 03
Unrealized Gain/Loss	8,779 00
Estimated Annual Income	21,262 60
Accrued Interest	1,019 91
Yield	4 09%

Fixed Income Summary CONTINUED

SUMMARY BY MATURITY

Fixed Income	Market Value	% of Bond Portfolio
Less than 5 years[1]	519,642 03	100%

SUMMARY BY TYPE

Fixed Income	Market Value	% of Bond Portfolio
Mutual Funds	460,414 31	89%
Other	59,227 72	11%
Total Value	**$519,642.03**	**100%**

[1]The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

Fixed Income Detail

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
US Fixed Income - Taxable							
GOLDMAN SACHS TRUST HIGH YIELD FUND INSTITUTIONAL SHS 38141W-67-9	8,359 264	6 97	58,264 07	59,100 00	(835 93)	4,572 51	7 85%
JPMORGAN STRATEGIC INCOME OPPORTUNITIES FUND 3844 30-Day Annualized Yield 2 63% 4812A4-35-1	2,467 917	11 63	28,701 87	25,000 00	3,701 87	1,021 71 66 63	3 56%
JPMORGAN HIGH YIELD BOND FUND SELECT CLASS FUND 3580 30-Day Annualized Yield 7 06% 4812C0-80-3	4,081 633	7 79	31,795 92	32,000 00	(204 08)	3,448 97 208 16	10 85%
JPMORGAN SHORT DURATION BOND FUND SELECT CLASS FUND 3133 30-Day Annualized Yield 1 93% 4812C1-33-0	31,315 532	10 91	341,652 45	334,763 03	6,889 42	10,490 70 626 31	3 07%
Total US Fixed Income - Taxable			**$460,414.31**	**$450,863.03**	**$9,551 28**	**$19,533.89** **$901.10**	**4.24%**

J.P.Morgan

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield

US Fixed Income - Non Taxable

	Quantity	Price	Market Value	Tax Cost Adjusted / Original	Unrealized Gain/Loss	Estimated Annual Income / Accrued Interest	Yield
JPMORGAN TR I TAX AWARE REAL RETURN FUND SELECT SHARE CLASS FUND 992 30-Day Annualized Yield 1 57% 4812A2-54-6	5,940 594	9 97	59,227 72	60,000 00	(772 28)	1,728 71 118 81	2 92%