Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 02/01 **, 2009, and ending** 01/31, 2010

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation CARPENTER FAMILY FOUNDATION F.K.A. KAREN A CARPENTER MEMORIAL FOUNDATION	**A Employer identification number** 95-3854103
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 1880 CENTURY PARK EAST SUITE 1600	**B** Telephone number (see page 10 of the instructions) (310) 556-6608
	City or town, state, and ZIP code LOS ANGELES, CA 90067	**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 ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 2,353,942.

J Accounting method [X] Cash ☐ Accrual
☐ Other (specify) ____________
(Part I, column (d) must be on cash basis)

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	54.			
	2 Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,690.	3,690.		ATCH 1
	4 Dividends and interest from securities	23,048.	23,048.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	95,830.			
	b Gross sales price for all assets on line 6a 835,389.				
	7 Capital gain net income (from Part IV, line 2)		95,830.		
	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) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	122,622.	122,568.		
Operating and Administrative Expenses	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 schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) **	3,540.	480.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 4	5,171.	5,171.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	8,711.	5,651.		
	25 Contributions, gifts, grants paid	43,500.			43,500.
	26 **Total expenses and disbursements** Add lines 24 and 25	52,211.	5,651.		43,500.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	70,411.			
	b **Net investment income** (if negative, enter -0-)		116,917.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets 1	Cash - non-interest-bearing	2,350.	6,022.	6,022.
2	Savings and temporary cash investments	819,133.	1,316,953.	1,316,570.
3	Accounts receivable ▶ 1,865.			
	Less: allowance for doubtful accounts ▶		1,865.	1,865.
4	Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less: allowance for doubtful accounts ▶			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)	396,855.	349,984.	349,986.
b	Investments - corporate stock (attach schedule) ATCH 5	644,553.	249,475.	396,623.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
12	Investments - mortgage loans			
13	Investments - other (attach schedule) ATCH 6	302,642.	310,874.	282,876.
14	Land, buildings, and equipment basis ▶ 5,933.			ATCH 7
	Less accumulated depreciation (attach schedule) ▶ 5,933.			
15	Other assets (describe ▶)			
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,165,533.	2,235,173.	2,353,942.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)	756.		
23	**Total liabilities** (add lines 17 through 22)	756.		
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. ▶ X			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg , and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	2,164,777.	2,235,173.	
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,164,777.	2,235,173.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,165,533.	2,235,173.	

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	2,164,777.
2	Enter amount from Part I, line 27a	2	70,411.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,235,188.
5	Decreases not included in line 2 (itemize) ▶	5	15.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,235,173.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	95,830.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	292,173.	2,580,860.	0.113208
2007	41,000.	3,053,211.	0.013428
2006	43,388.	1,994,193.	0.021757
2005	91,500.	1,765,057.	0.051840
2004	193,607.	1,740,068.	0.111264

2	**Total** of line 1, column (d)	2	0.311497
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.062299
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	2,248,359.
5	Multiply line 4 by line 3	5	140,071.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,169.
7	Add lines 5 and 6	7	141,240.
8	Enter qualifying distributions from Part XII, line 4	8	43,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter ____________ (attach copy of ruling 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	2,338.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .	2	
3	Add lines 1 and 2 . . .	3	2,338.
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	2,338.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 . . . 6a 11,159.		
b	Exempt foreign organizations-tax withheld at source . . . 6b 0.		
c	Tax paid with application for extension of time to file (Form 8868) . . . 6c 0.		
d	Backup withholding erroneously withheld . . . 6d		
7	Total credits and payments. Add lines 6a through 6d . . .	7	11,159.
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	8,821.
11	Enter the amount of line 10 to be. **Credited to 2010 estimated tax** ▶ 8,821. **Refunded** ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . .	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . .	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year? . . .	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* . . .	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year? . . .	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? . . .	4b		
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 page 19 of the instructions) ▶ CA,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* . . .	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *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)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		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 ▶ GELFAND, RENNERT & FELDMAN Telephone no. ▶ 310 553-1707

Located at ▶ 1880 CENTURY PARK EAST, SUITE 1600, L.A. ZIP + 4 ▶ 90067

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

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

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

			Line	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 page 20 of the instructions.)		2b		X
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.)*		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

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

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . . . ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) . . . . . . ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . . ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**	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? . . . . . . ☐ 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**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 8		0.	0.	0.

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

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

Total number of other employees paid over $50,000 . . . . . . ▶

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ NONE

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 NOT APPLICABLE	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,197,783.
b	Average of monthly cash balances	1b	1,084,815.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	2,282,598.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,282,598.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	34,239.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,248,359.
6	**Minimum investment return.** Enter 5% of line 5	6	112,418.

Part XI **Distributable Amount** (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6			1	112,418.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,338.		
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,338.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	110,080.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	110,080.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	110,080.

Part XII **Qualifying Distributions** (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	43,500.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	43,500.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	N/A
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	43,500.

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

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				110,080.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009.				
a From 2004 — 0.				
b From 2005 — 0.				
c From 2006 — 0.				
d From 2007 — 0.				
e From 2008 — 149,223.				
f Total of lines 3a through e	149,223.			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 43,500.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				43,500.
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).)*	66,580.			66,580.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	82,643.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	82,643.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008 — 82,643.				
e Excess from 2009				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

RICHARD CARPENTER

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

N/A

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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

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*				
ATTACHMENT 9				
Total . . . . . ▶ **3a**				43,500.
b *Approved for future payment*				
Total . . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,690.	
4 Dividends and interest from securities			14	23,048.	
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			14	95,830.	
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)				122,568.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 122,568.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions.)
	NOT APPLICABLE

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		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

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 — Date: 12/10/10 — Title: TREASURER

Paid Preparer's Use Only

Preparer's signature	Date 12/10/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00085690
Firm's name (or yours if self-employed), address, and ZIP code	GELFAND, RENNERT, & FELDMAN, LLP 1880 CENTURY PARK EAST, SUITE 1600 LOS ANGELES, CA 90067	EIN ▶ 95-4756056	Phone no 310-553-1707

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust CARPENTER FAMILY FOUNDATION
F.K.A. KAREN A CARPENTER MEMORIAL FOUNDATION

Employer identification number 95-3854103

Note: *Form 5227 filers need to complete **only** Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	67,995.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	67,995.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	27,835.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	27,835.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			67,995.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			27,835.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			95,830.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary.*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17. If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ See instructions for Schedule D (Form 1041).

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2009

Name of estate or trust: CARPENTER FAMILY FOUNDATION

Employer identification number: 95-3854103

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a BS&CO - CASH IN LIEU	VAR	07/15/2009	2.		2.
CALL ON BROADCOM S/T	05/27/2009	05/27/2009	6,095.		6,095.
JPMORGAN #720-90005 S/T (SEE ATTACHED)	VAR	VAR	309,206.	259,040.	50,166.
SANFORD BERNSTEIN S/T (SEE ATTACHED)	VAR	VAR	197,772.	186,081.	11,691.
SANFORD BERNSTEIN - CASH IN LIEU		11/13/2009	3.		3.
SANFORD BERNSTEIN - CASH IN LIEU		12/16/2009	16.		16.
SANFORD BERNSTEIN - CASH IN LIEU		12/16/2009	22.		22.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 67,995.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number

Part II . Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEC V. AIG CASE SETTLEMENT	VAR	06/30/2009	38.		38.
BROADCOM L/T GAIN	06/30/1995	06/19/2009	119,842.	556.	119,286.
JPMORGAN #720-90005 L/T (SEE ATTACHED)	VAR	VAR	82,440.	90,039.	-7,599.
BERNSTEIN EMERGING MKT - L/T GAIN	05/21/1998	08/25/2009	4,600.	3,010.	1,590.
BERNSTEIN INTERMEDIATE - L/T	05/21/1998	08/25/2009	5,850.	5,982.	-132.
SANFORD BERNSTEIN L/T (SEE ATTACHED)	VAR	VAR	109,503.	194,851.	-85,348.

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . 27,835.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		BS&CO - CASH IN LIEU PROPERTY TYPE: SECURITIES				P	VAR	07/15/2009
2.							2.	
		SEC V. AIG CASE SETTLEMENT PROPERTY TYPE: SECURITIES				P	VAR	06/30/2009
38.							38.	
		BROADCOM L/T GAIN PROPERTY TYPE: SECURITIES				P	06/30/1995	06/19/2009
119,842.		556.					119,286.	
		CALL ON BROADCOM S/T PROPERTY TYPE: SECURITIES				P	05/27/2009	05/27/2009
6,095.							6,095.	
		JPMORGAN #720-90005 L/T (SEE ATTACHED)					VAR	VAR
82,440.		90,039.					-7,599.	
		JPMORGAN #720-90005 S/T (SEE ATTACHED) PROPERTY TYPE: SECURITIES				P	VAR	VAR
309,206.		259,040.					50,166.	
		BERNSTEIN EMERGING MKT - L/T GAIN PROPERTY TYPE: SECURITIES				P	05/21/1998	08/25/2009
4,600.		3,010.					1,590.	
		BERNSTEIN INTERMEDIATE - L/T PROPERTY TYPE: SECURITIES				P	05/21/1998	08/25/2009
5,850.		5,982.					-132.	
		SANFORD BERNSTEIN L/T (SEE ATTACHED) PROPERTY TYPE: SECURITIES				P	VAR	VAR
109,503.		194,851.					-85,348.	
		SANFORD BERNSTEIN S/T (SEE ATTACHED) PROPERTY TYPE: SECURITIES				P	VAR	VAR
197,772.		186,081.					11,691.	
		SANFORD BERNSTEIN - CASH IN LIEU PROPERTY TYPE: SECURITIES				P		11/13/2009
3.							3.	
		SANFORD BERNSTEIN - CASH IN LIEU PROPERTY TYPE: SECURITIES				P		12/16/2009
16.							16.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SANFORD BERNSTEIN - CASH IN LIEU PROPERTY TYPE: SECURITIES				P		12/16/2009
22.							22.	
TOTAL GAIN(LOSS)							95,830.	

JSA
9E1730 1 000

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SANFORD C. BERNSTEIN		10.	10.
CNB T-BILL INTEREST		3,657.	3,657.
BS&CO INTEREST		23.	23.
	TOTAL	3,690.	3,690.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SANFORD C. BERNSTEIN STOCK-DIVIDENDS	5,639.	5,639.
NATIONAL FINANCIAL SVCS/CNB CNI DIVIDEND	20.	20.
SANFORD C. BERNSTEIN INTERMEDIATE DURATI	7,668.	7,668.
SANFORD C. BERNSTEIN EMERGING MARKETS	184.	184.
SANFORD C. BERNSTEIN INTERNATIONAL VALUE	2,112.	2,112.
BEAR STEARNS & CO #720-90005	6,329.	6,329.
BEAR STEARNS & CO #720-62403	1,096.	1,096.
TOTAL	23,048.	23,048.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TAXES - LICENSE	60.	
FOREIGN TAXES-BERNSTEIN & CO	418.	418.
FOREIGN TAXES-BEAR, STEARNS	62.	62.
FEDERAL TAXES - CURRENT YEAR	3,000.	
TOTALS	3,540.	480.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT FEES	5,136.	5,136.
INVESTMENT EXPENSE	35.	35.
TOTALS	5,171.	5,171.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 5

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SANFORD C. BERNSTEIN-STOCK A/C	248,919.	263,023.
BEAR STEARNS & CO-STOCK A/C	556.	133,600.
TOTALS	249,475.	396,623.

FORM 990PF, PART II - OTHER INVESTMENTS

ATTACHMENT 6

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BERNSTEIN EMERGING MARKETS FUN	18,528.	17,135.
BERNSTEIN INT'L VALUE FUND	124,926.	94,176.
BERNSTEIN INTERMEDIATE DURATIO	167,420.	171,565.
TOTALS	310,874.	282,876.

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENT

ATTACHMENT 7

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
COMPUTER	M5	2,939			2,939	2,939			2,939
OFFICE EQUIP	M5	2,994			2,994	2,994			2,994
TOTALS		5,933			5,933	5,933			5,933

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RICHARD CARPENTER 1880 CENTURY PARK EAST, SUITE 1600 LOS ANGELES, CA 90067	PRESIDENT 1.00	0.	0.	0.
DAVID JACKEL 1880 CENTURY PARK EAST, SUITE 1600 LOS ANGELES, CA 90067	ASST.TREAS 1.00	0.	0.	0.
WERNER WOLFEN 1800 AVE OF THE STARS, SUITE 900 LOS ANGELES, CA 90067	SECRETARY 1.00	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 9

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
UCLA SCHOOL OF MUSIC UCLA DEVELOPMENT 10920 WILSHIRE BLVD SUITE 1400 LOS ANGELES, CA 90024-6516	501(C)(3) ORGANIZATION	CHARITABLE	17,500
NOTRE DAME PREPARATORY SCHOOL 815 HAMPTON LANE TOWSON, MD 21286	501(C)(3) ORGANIZATION	CHARITABLE	5,000
LA GOAL 4911 OVERLAND AVE CULVER CITY, CA 90230	501(C)(3) ORGANIZATION	CHARITABLE	17,500
MUSICAL THEATER WEST 4350 EAST 7TH STREET LONG BEACH, CA 90804-5546	501(C)(3) ORGANIZATION	CHARITABLE	3,000
ASCENSION LUTHERAN SCHOOL 1600 E HILLCREST DRIVE THOUSAND OAKS, CA 91362		CHARITABLE	500
		TOTAL CONTRIBUTIONS PAID	43,500.

Description of Property

GENERAL DEPRECIATION

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp. reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
COMPUTER	12/23/1997	2,939	100 000			2,939	2,939	2,939	200DB	MQ			5		
OFFICE EQUIP	12/31/1998	2,994	100 000			2,994	2,994	2,994	200DB	MQ			5		
Less: Retired Assets															
Subtotals		5,933				5,933	5,933	5,933							
Listed Property															
Less: Retired Assets															
Subtotals															
TOTALS		5,933				5,933	5,933	5,933.							

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
9X9024 1 000

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J.P. Morgan Securities

Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 02/01/2009 To 01/31/2010)

AE : SOLURSH,POLLOCK,SELIG AE # . 0LE9
Account : Carpenter Fam Found / 720-90005
Home : 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
84 00	***BP P L C SPONSORED ADR (FRM BP AMOCO PLC)	Symbol BP	10/24/08	42 613	3,579 50	6/18/09	47 939	4,026 85	447 35	
87 00	***BP P L C SPONSORED ADR (FRM BP AMOCO PLC)	Symbol BP	10/24/08	42 613	3,707 33	9/2/09	52 841	4,597 14	889 81	
Sub Total of	Security		:		7,286 83			8,623 99	1,337 16	0 00
206 00	***INGERSOLL RAND CO LTD CL A	Cusip G4776G101000	10/24/08	17 143	3,531 56	6/18/09	21 210	4,369 18	837 62	
215 00	***INGERSOLL RAND PLC	Symbol IR	10/24/08	17 143	3,685 85	9/2/09	30 536	6,565 24	2,879 39	
77 00	***TOTAL S A 1 ADR REPRESENTING 1 ORD SHS	Symbol TOT	1/10/05	51 833	3,991 13	6/18/09	54 641	4,207 35		216 22
46 00	***TOTAL S A 1 ADR REPRESENTING 1 ORD SHS	Symbol TOT	1/10/05	51 833	2,384 31	9/2/09	56 713	2,608 81		224 50
16 00	***TOTAL S A 1 ADR REPRESENTING 1 ORD SHS	Symbol TOT	1/9/07	67 300	1,076 80	9/2/09	56 713	907 41		(169 39)
19 00	***TOTAL S A 1 ADR REPRESENTING 1 ORD SHS	Symbol TOT	10/24/08	45 964	873 31	9/2/09	56 714	1,077 56	204 25	
Sub Total of	Security		:		8,325 55			8,801 13	204 25	271 33

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LONG TRANSACTIONS										
Common Stock										
164 00	***UNILEVER PLC SPONSORED ADR NEW	Symbol UL	10/24/08	21 643	3,549 38	6/18/09	24 199	3,968 69	419 31	
171 00	***UNILEVER PLC SPONSORED ADR NEW	Symbol UL	10/24/08	21 643	3,700 87	9/2/09	27 035	4,623 00	922 13	
Sub Total of	**Security**			:	7,250 25			8,591 69	1,341.44	0 00
46 00	ABBOTT LABORATORIES	Symbol ABT	10/24/08	54 466	2,505 45	6/18/09	47 039	2,163 78	(341 67)	
47 00	ABBOTT LABORATORIES	Symbol ABT	10/24/08	54 466	2,559 91	9/2/09	45 152	2,122 15	(437 76)	
Sub Total of	**Security**			.	5,065 36			4,285 93	(779 43)	0 00
368 00	ALCOA INC	Symbol AA	10/24/08	9 440	3,473 99	6/18/09	10 761	3,960 09	486 10	
382 00	ALCOA INC	Symbol AA	10/24/08	9 440	3,606 16	9/2/09	11 543	4,409 52	803 36	
Sub Total of	**Security**			:	7,080 15			8,369 61	1,289 46	0 00
687 00	ALLIANCE ONE INTERNATIONAL INC	Symbol AOI	10/24/08	3 011	2,068 42	6/18/09	4 177	2,869 59	801 17	
714 00	ALLIANCE ONE INTERNATIONAL INC	Symbol AOI	10/24/08	3 011	2,149 71	9/2/09	3 909	2,790 86	641 15	
Sub Total of	**Security**			.	4,218 13			5,660 45	1,442 32	0 00

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LONG TRANSACTIONS										
Common Stock										
44 00	AMGEN INC	Symbol AMGN	10/24/08	57 177	2,515 80	6/18/09	53 049	2,334 14	(181 66)	
45 00	AMGEN INC	Symbol AMGN	10/24/08	57 177	2,572 97	9/2/09	59 174	2,662 84	89 87	
Sub Total of	**Security**			:	5,088 77			4,996 98	(91 79)	0 00
47 00	APOLLO GROUP INC-CL A	Symbol APOL	10/24/08	54 233	2,548 97	9/2/09	64 383	3,026 01	477 04	
45 00	APOLLO GROUP INC-CL A	Symbol APOL	10/24/08	54 234	2,440 51	6/18/09	66 458	2,990 62	550 11	
Sub Total of	**Security**			:	4,989 48			6,016 63	1,027 15	0 00
125 00	APPLIED SIGNAL TECHNOLOGY INC	Symbol APSG	10/24/08	17 261	2,157 67	9/2/09	23 951	2,993 87	836 20	
120 00	APPLIED SIGNAL TECHNOLOGY INC	Symbol APSG	10/24/08	17 261	2,071 36	6/18/09	24 723	2,966 70	895 34	
Sub Total of	**Security**			:	4,229 03			5,960 57	1,731 54	0 00
148 00	AT&T INC	Symbol T	10/24/08	25 010	3,701 54	9/2/09	25 509	3,775 38	73 84	
142 00	AT&T INC	Symbol T	10/24/08	25 010	3,551 47	6/18/09	24 099	3,422 11	(129 36)	
Sub Total of	**Security**				7,253 01			7,197 49	(55 52)	0 00

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LONG TRANSACTIONS										
Common Stock										
49 00	BIOGEN IDEC INC		2/18/09	51 198	2,508 72	9/2/09	49 171	2,409 37	(99 35)	
		Symbol BIIB								
48 00	BIOGEN IDEC INC		2/18/09	51 199	2,457 53	6/18/09	52 054	2,498 58	41 05	
		Symbol BIIB								
Sub Total of	**Security**			:	4,966 25			4,907 95	(58 30)	0 00
80 00	BOEING CO		10/24/08	45 785	3,662 79	9/2/09	48 542	3,883 35	220 56	
		Symbol BA								
77 00	BOEING CO		10/24/08	45 785	3,525 43	6/18/09	48 938	3,768 26	242 83	
		Symbol BA								
Sub Total of	**Security**				7,188 22			7,651 61	463 39	0 00
71 00	CAMPBELL SOUP CO		10/24/08	35 902	2,549 01	9/2/09	30 785	2,185 77	(363 24)	
		Symbol CPB								
69 00	CAMPBELL SOUP CO		10/24/08	35 902	2,477 21	6/18/09	28 655	1,977 19	(500 02)	
		Symbol CPB								
Sub Total of	**Security**			.	5,026 22			4,162 96	(863 26)	0 00
105 00	CATERPILLAR INC		10/24/08	33 729	3,541 53	6/18/09	34 309	3,602 45	60 92	
		Symbol CAT								
109 00	CATERPILLAR INC		10/24/08	33 729	3,676 45	9/2/09	43 712	4,764 56	1,088 11	
		Symbol CAT								
Sub Total of	**Security**			:	7,217 98			8,367 01	1,149 03	0 00

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Business:

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LONG TRANSACTIONS										
Common Stock										
106 00	CENTRAL GARDEN & PET CO	Symbol CENT	2/27/09	7 410	785 45	6/18/09	10 729	1,137 31	351 86	
37 00	CENTRAL GARDEN & PET CO	Symbol CENT	2/27/09	7 410	274 17	9/2/09	11 778	435.80	161 63	
74 00	CENTRAL GARDEN & PET CO	Symbol CENT	3/3/09	6 510	481 71	9/2/09	11 779	871 61	389 90	
Sub Total of	**Security**			:	1,541 33			2,444 72	903 39	0 00
82 00	CENTURYTEL INC	Symbol CTL	10/24/08	30 272	2,482 33	6/18/09	31 913	2,616 84	134 51	
85 00	CENTURYTEL INC	Symbol CTL	10/24/08	30 272	2,573 14	9/2/09	31 914	2,712 71	139 57	
Sub Total of	**Security**			:	5,055 47			5,329 55	274 08	0 00
55 00	CHEVRON CORPORATION	Symbol CVX	10/24/08	64 359	3,539 77	6/18/09	69 028	3,796 52	256 75	
58 00	CHEVRON CORPORATION	Symbol CVX	10/24/08	64 359	3,732 84	9/2/09	68 798	3,990 29	257 45	
Sub Total of	**Security**			:	7,272 61			7,786 81	514 20	0 00
45 00	CLOROX CO	Symbol CLX	10/24/08	54 349	2,445 69	6/18/09	56 329	2,534 79	89 10	

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LONG TRANSACTIONS										
Common Stock										
47 00	CLOROX CO	Symbol CLX	10/24/08	54 349	2,554 38	9/2/09	58 199	2,735 36	180 98	
Sub Total of	Security			:	5,000 07			5,270 15	270 08	0 00
86 00	COMPUTER PROGRAMS & SYSTEMS INC	Symbol. CPSI	10/24/08	25 209	2,167 98	9/2/09	38 734	3,331.16	1,163 18	
82 00	COMPUTER PROGRAMS & SYSTEMS INC	Symbol CPSI	10/24/08	25 209	2,067 14	6/18/09	38 940	3,193 06	1,125 92	
Sub Total of	Security			:	4,235 12			6,524 22	2,289 10	0 00
62.00	CONSOLIDATED EDISON INC	Symbol ED	10/24/08	40 433	2,506 82	6/18/09	36 874	2,286 19	(220 63)	
64 00	CONSOLIDATED EDISON INC	Symbol ED	10/24/08	40 433	2,587 69	9/2/09	39 797	2,547 03	(40 66)	
Sub Total of	Security			:	5,094 51			4,833 22	(261 29)	0 00
142 00	CRAWFORD & CO-CL B	Symbol CRDB	10/24/08	14 771	2,097 47	6/18/09	4 729	671 55	(1,425 92)	
147 00	CRAWFORD & CO-CL B	Symbol CRDB	10/24/08	14 771	2,171 32	8/3/09	4 925	723 98	(1,447 34)	
Sub Total of	Security			:	4,268 79			1,395 53	(2,873 26)	0 00
908 00	DYNEGY INC DEL CL A	Symbol DYN	3/6/09	1 092	991 81	6/18/09	2 110	1,915 83	924 02	

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LONG TRANSACTIONS										
Common Stock										
944.00	DYNEGY INC DEL CL A		3/6/09	1 092	1,031 13	9/2/09	1 660	1,566 99	535 86	
		Symbol DYN								
Sub Total of	**Security**			:	2,022 94			3,482 82	1,459 88	0 00
115 00	EMERSON ELECTRIC CO		10/24/08	30 727	3,533.55	6/18/09	33 095	3,805 91	272 36	
		Symbol EMR								
119 00	EMERSON ELECTRIC CO		10/24/08	30 727	3,656 46	9/2/09	36 369	4,327 94	671 48	
		Symbol EMR								
Sub Total of	**Security**			.	7,190 01			8,133 85	943 84	0 00
51 00	EXXON MOBIL CORP		1/12/04	40 590	2,070 09	6/18/09	71 957	3,669 81		1,599 72
		Symbol XOM								
54 00	EXXON MOBIL CORP		1/12/04	40 590	2,191 86	9/2/09	68 695	3,709 55		1,517 69
		Symbol XOM								
Sub Total of	**Security**			.	4,261 95			7,379 36	0 00	3,117 41
40 00	GENERAL MILLS INC		10/24/08	64.247	2,569 86	9/2/09	58 368	2,334 73	(235 13)	
		Symbol GIS								
39 00	GENERAL MILLS INC		10/24/08	64 247	2,505 62	6/18/09	54 976	2,144 08	(361 54)	
		Symbol. GIS								
Sub Total of	**Security**			:	5,075 48			4,478 81	(596 67)	0 00
111 00	GENUINE PARTS CO		1/8/08	42 902	4,762 08	9/2/09	35 108	3,896 97		(865 11)
		Symbol GPC								

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LONG TRANSACTIONS										
Common Stock										
107 00	GENUINE PARTS CO	Symbol GPC	1/8/08	42 902	4,590 48	6/18/09	33 307	3,563 90		(1,026 58)
Sub Total of	**Security**			:	9,352 56			7,460 87	0 00	(1,891 69)
59 00	GILEAD SCIENCES INC	Symbol GILD	10/24/08	43 397	2,560 41	9/2/09	45 400	2,678 61	118 20	
57 00	GILEAD SCIENCES INC	Symbol GILD	10/24/08	43 397	2,473 61	6/18/09	46 229	2,635 06	161 45	
Sub Total of	**Security**			:	5,034 02			5,313 67	279 65	0 00
7 00	GOOGLE INC CL A	Symbol GOOG	10/24/08	338 183	2,367 28	6/18/09	416 569	2,915 98	548 70	
7 00	GOOGLE INC CL A	Symbol GOOG	10/24/08	338 183	2,367 28	9/2/09	454 119	3,178 83	811 55	
Sub Total of	**Security**			:	4,734 56			6,094 81	1,360 25	0 00
93 00	HCP INC	Symbol HCP	10/24/08	27 658	2,572 18	9/2/09	26 306	2,446 42	(125 76)	
89 00	HCP INC	Symbol HCP	10/24/08	27 658	2,461 55	6/18/09	21 007	1,869 58	(591 97)	
Sub Total of	**Security**			:	5,033 73			4,316 00	(717 73)	0 00
76 00	HERSHEY COMPANY (THE) FORMERLY HERSHEY FOODS CORP	Symbol HSY	10/24/08	33 746	2,564 73	9/2/09	38 429	2,920 60	355 87	

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LONG TRANSACTIONS										
Common Stock										
73 00	HERSHEY COMPANY (THE) FORMERLY HERSHEY FOODS CORP	Symbol HSY	10/24/08	33 746	2,463 49	6/18/09	34 502	2,518 65	55 16	
Sub Total of	**Security**			:	5,028 22			5,439 25	411 03	0 00
190 00	HOME DEPOT INC	Symbol HD	1/9/07	39 490	7,503 10	6/18/09	23 569	4,478 18		(3,024 92)
16 00	HOME DEPOT INC	Symbol HD	1/9/07	39 490	631 84	9/2/09	26 503	424 05		(207 79)
182 00	HOME DEPOT INC	Symbol HD	1/8/08	24 957	4,542 17	9/2/09	26 503	4,823 55		281 38
Sub Total of	**Security**			:	12,677 11			9,725 78	0 00	(2,951 33)
119 00	ILLINOIS TOOL WORKS INC	Symbol ITW	10/24/08	30 794	3,664 52	9/2/09	41 162	4,898 28	1,233 76	
115 00	ILLINOIS TOOL WORKS INC	Symbol ITW	10/24/08	30 794	3,541 34	6/18/09	36 655	4,215 38	674 04	
Sub Total of	**Security**			:	7,205 86			9,113 66	1,907 80	0 00
244 00	INTEL CORP	Symbol INTC	10/24/08	14 452	3,526 20	6/18/09	16.008	3,905 89	379 69	
253 00	INTEL CORP	Symbol INTC	10/24/08	14 452	3,656 27	9/2/09	19 676	4,978 14	1,321 87	
Sub Total of	**Security**			:	7,182 47			8,884 03	1,701 56	0 00

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LONG TRANSACTIONS										
Common Stock										
264 00	JABIL CIRCUIT INC	Symbol JBL	10/24/08	7 766	2,050 28	6/18/09	6 910	1,824 31	(225 97)	
275 00	JABIL CIRCUIT INC	Symbol JBL	10/24/08	7 766	2,135 70	9/2/09	10 453	2,874 65	738 95	
Sub Total of	Security				4,185 98			4,698 96	512 98	0 00
27 00	JOHNSON & JOHNSON	Symbol JNJ	1/10/06	62 780	1,695 06	9/2/09	59 669	1,611 05		(84 01)
41 00	JOHNSON & JOHNSON	Symbol JNJ	1/10/06	62 780	2,573 98	6/18/09	55 723	2,284 65		(289 33)
12 00	JOHNSON & JOHNSON	Symbol JNJ	1/9/07	66 220	794 64	9/2/09	59 668	716 02		(78 62)
4 00	JOHNSON & JOHNSON	Symbol JNJ	1/8/08	67 290	269 16	9/2/09	59.668	238 67		(30 49)
Sub Total of	Security				5,332 84			4,850 39	0 00	(482.45)
65 00	KIMBERLY CLARK CORP	Symbol. KMB	1/12/04	57 176	3,716 47	6/18/09	51 299	3,334 43		(382 04)
31 00	KIMBERLY CLARK CORP	Symbol KMB	1/12/04	57 176	1,772 47	9/2/09	58 220	1,804 83		32 36
29 00	KIMBERLY CLARK CORP	Symbol KMB	1/10/06	60 280	1,748 12	9/2/09	58 220	1,688 39		(59 73)

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Home : 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
7 00	KIMBERLY CLARK CORP	Symbol KMB	1/8/08	68 690	480 83	9/2/09	58 220	407 54		(73 29)
Sub Total of	Security			:	7,717 89			7,235 19	0 00	(482 70)
98 00	KROGER CO	Symbol KR	10/24/08	26 505	2,597 46	9/2/09	21 599	2,116 74	(480 72)	
94 00	KROGER CO	Symbol KR	10/24/08	26 505	2,491 44	6/18/09	21 579	2,028 46	(462 98)	
Sub Total of	Security			:	5,088 90			4,145.20	(943 70)	0 00
44 00	LACLEDE GROUP INC	Symbol LG	10/24/08	48 290	2,124 77	9/2/09	32 360	1,423 83	(700 94)	
43 00	LACLEDE GROUP INC	Symbol LG	10/24/08	48 290	2,076 48	6/18/09	33 455	1,438 56	(637 92)	
Sub Total of	Security			:	4,201 25			2,862 39	(1,338 86)	0 00
69 00	MCDONALDS CORP	Symbol MCD	1/9/07	43 806	3,022 64	9/2/09	55 489	3,828 71		806 07
67 00	MCDONALDS CORP	Symbol MCD	1/9/07	43 806	2,935 03	6/18/09	58 470	3,917 47		982 44
Sub Total of	Security			:	5,957 67			7,746 18	0 00	1,788 51
111 00	MICROSOFT CORP	Symbol MSFT	1/9/07	29 810	3,308 90	6/18/09	23 579	2,617 31		(691 59)

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Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 02/01/2009 To 01/31/2010)

AE : SOLURSH,POLLOCK,SELIG **AE # : 0LE9**
Account : Carpenter Fam Found / 720-90005
Home : 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
116 00	MICROSOFT CORP	Symbol MSFT	1/9/07	29 810	3,457 95	9/2/09	23 999	2,783 92		(674 03)
Sub Total of	**Security**		:		6,766 85			5,401 23	0 00	(1,365 62)
74 00	MYRIAD GENETICS INC	Symbol MYGN	10/24/08	27 644	2,045 63	9/2/09	30 061	2,224 48	178 85	
72 00	MYRIAD GENETICS INC	Symbol MYGN	10/24/08	27 643	1,990 33	6/18/09	36 564	2,632 59	642 26	
Sub Total of	**Security**		:		4,035 96			4,857 07	821 11	0 00
18 00	MYRIAD PHARMACEUTICALS INC	Symbol MYRX	10/24/08	4 284	77 12	9/2/09	4 350	78 30	1 18	
18 00	MYRIAD PHARMACEUTICALS INC	Symbol MYRX	10/24/08	4 403	79 25	9/2/09	4 349	78 29	(0 96)	
Sub Total of	**Security**		:		156 37			156 59	0 22	0 00
326 00	NPS PHARMACEUTICALS INC	Symbol NPSP	10/24/08	6 642	2,165 16	9/2/09	4 107	1,338 74	(826 42)	
313 00	NPS PHARMACEUTICALS INC	Symbol NPSP	10/24/08	6 642	2,078 82	6/18/09	4 463	1,397 07	(681 75)	
Sub Total of	**Security**		.		4,243 98			2,735 81	(1,508.17)	0 00
83 00	NUCOR CORP	Symbol NUE	1/10/06	35 570	2,952 31	9/2/09	43 593	3,618 24		665 93

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Due to the rep g requirements of some financial transactions, the information on this report m t match the 1099.

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J.P. Morgan Securities

Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 02/01/2009 To 01/31/2010)

AE : SOLURSH,POLLOCK,SELIG   AE # : 0LE9
Account : Carpenter Fam Found / 720-90005
Home : 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
101 00	NUCOR CORP	Symbol NUE	1/10/06	35 570	3,592 57	6/18/09	47 030	4,749 99		1,157 42
8 00	NUCOR CORP	Symbol NUE	1/9/07	55 140	441 12	9/2/09	43 594	348 75		(92 37)
15 00	NUCOR CORP	Symbol NUE	1/8/08	53 166	797 49	9/2/09	43 593	653 89		(143 60)
Sub Total of	Security			:	7,783 49			9,370 87	0 00	1,587 38
57 00	OCCIDENTAL PETE CORP	Symbol OXY	10/24/08	45 983	2,621 01	9/2/09	72 154	4,112 79	1,491.78	
54 00	OCCIDENTAL PETE CORP	Symbol OXY	10/24/08	45 983	2,483 06	6/18/09	64 940	3,506 78	1,023 72	
Sub Total of	Security			:	5,104.07			7,619 57	2,515 50	0 00
341 00	PFIZER INC	Symbol PFE	1/10/05	26 350	8,985 35	6/18/09	15 040	5,128 64		(3,856 71)
52 00	PFIZER INC	Symbol PFE	1/10/06	24 440	1,270 88	9/2/09	16 200	842 38		(428 50)
18 00	PFIZER INC	Symbol PFE	1/10/06	24 440	439 92	6/18/09	15 040	270 72		(169 20)
28 00	PFIZER INC	Symbol PFE	1/9/07	26 080	730 24	9/2/09	16 200	453 59		(276 65)
63 00	PFIZER INC	Symbol PFE	1/8/08	23 700	1,493 10	9/2/09	16 200	1,020 57		(472 53)

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Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 02/01/2009 To 01/31/2010)

AE : SOLURSH,POLLOCK,SELIG AE # : 0LE9
Account : Carpenter Fam Found / 720-90005
Home . 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
229 00	PFIZER INC		10/24/08	16 676	3,818 79	9/2/09	16 200	3,709 70	(109 09)	
		Symbol PFE								
Sub Total of	**Security**			:	16,738 28			11,425 60	(109 09)	(5,203 59)
302 00	PHH CORP NEW		10/24/08	7 052	2,129 64	9/2/09	20 145	6,083 70	3,954 06	
		Symbol PHH								
291 00	PHH CORP NEW		10/24/08	7 052	2,052 08	6/18/09	15 746	4,582 05	2,529 97	
		Symbol PHH								
Sub Total of	**Security**			:	4,181 72			10,665 75	6,484 03	0 00
73 00	QUALCOMM INC		10/24/08	34 927	2,549 64	9/2/09	45 557	3,325 68	776 04	
		Symbol QCOM								
71 00	QUALCOMM INC		10/24/08	34 927	2,479 79	6/18/09	44 868	3,185 64	705 85	
		Symbol QCOM								
Sub Total of	**Security**			:	5,029 43			6,511 32	1,481 89	0 00
875.00	RELIANT ENERGY INC		10/24/08	4 898	4,285 84	3/6/09	2 079	1,818 76	(2,467 08)	
		Cusip 75952B105000								
229 00	ROCKWOOD HOLDINGS INC		2/18/09	8 011	1,834 63	6/18/09	14 556	3,333 42	1,498 79	
		Symbol ROC								
238 00	ROCKWOOD HOLDINGS INC		2/18/09	8 012	1,906 74	9/2/09	19 062	4,536 86	2,630 12	
		Symbol ROC								
Sub Total of	**Security**			:	3,741 37			7,870 28	4,128 91	0 00

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Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 02/01/2009 To 01/31/2010)

AE : SOLURSH,POLLOCK,SELIG   AE # : 0LE9
Account : Carpenter Fam Found / 720-90005
Home . 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
46 00	SHERWIN WILLIAMS CO	Symbol SHW	10/24/08	55 102	2,534 68	9/2/09	59 408	2,732 78	198 10	
45 00	SHERWIN WILLIAMS CO	Symbol SHW	10/24/08	55 102	2,479 57	6/18/09	53 923	2,426 53	(53 04)	
Sub Total of	Security			:	5,014 25			5,159 31	145 06	0 00
62 00	STEIN MART INC	Symbol SMRT	7/20/09	10 639	659 61	9/2/09	12 478	773 63	114 02	
166 00	TEREX CORP NEW	Symbol TEX	10/24/08	12 902	2,141 65	9/2/09	15 683	2,603 38	461 73	
159 00	TEREX CORP NEW	Symbol TEX	10/24/08	12 901	2,051 33	6/18/09	12 867	2,045 80	(5 53)	
Sub Total of	Security			:	4,192 98			4,649 18	456 20	0 00
86 00	THORATEC CORP NEW	Symbol THOR	10/24/08	25 246	2,171 12	9/2/09	26 006	2,236 52	65.40	
82 00	THORATEC CORP NEW	Symbol THOR	10/24/08	25 245	2,070 13	6/18/09	25 499	2,090 91	20 78	
Sub Total of	Security			.	4,241 25			4,327 43	86 18	0 00
155 00	TREX COMPANY INC	Symbol TREX	10/24/08	14 144	2,192 27	9/2/09	18 808	2,915 22	722 95	

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Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 02/01/2009 To 01/31/2010)

AE : SOLURSH,POLLOCK,SELIG **AE # : 0LE9**
Account : Carpenter Fam Found / 720-90005
Home : 310-553-1707
Business.

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
150 00	TREX COMPANY INC	Symbol TREX	10/24/08	14 144	2,121 56	6/18/09	12 819	1,922 81	(198 75)	
Sub Total of	Security		:		4,313 83			4,838 03	524 20	0 00
613 00	TRW AUTOMOTIVE HOLDINGS INC	Symbol TRW	2/18/09	2 446	1,499 34	6/18/09	8 950	5,486.21	3,986 87	
245 00	TRW AUTOMOTIVE HOLDINGS INC	Symbol TRW	2/19/09	2 511	615 12	6/18/09	8 950	2,192 69	1,577 57	
891 00	TRW AUTOMOTIVE HOLDINGS INC	Symbol TRW	2/19/09	2 511	2,237 04	9/2/09	16 230	14,460 80	12,223 76	
Sub Total of	Security		:		4,351 50			22,139 70	17,788 20	0 00
244 00	TW TELECOM INC CLASS A	Symbol TWTC	2/18/09	8 450	2,061 70	6/18/09	10 957	2,673 48	611 78	
253 00	TW TELECOM INC CLASS A	Symbol TWTC	2/18/09	8 450	2,137 75	9/2/09	11 364	2,875 05	737 30	
Sub Total of	Security		:		4,199 45			5,548 53	1,349 08	0 00
15 00	UNIFI INC	Symbol UFI	10/24/08	4 987	74 80	2/5/09	1 462	21 93	(52 87)	
19 00	UNIFI INC	Symbol. UFI	10/24/08	4 987	94 75	2/6/09	1 368	25 99	(68 76)	
46 00	UNIFI INC	Symbol UFI	10/24/08	4 987	229 39	2/12/09	1 055	48 52	(180.87)	

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Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 02/01/2009 To 01/31/2010)

AE . SOLURSH,POLLOCK,SELIG   AE # : 0LE9
Account : Carpenter Fam Found / 720-90005
Home : 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
37 00	UNIFI INC Symbol UFI		10/24/08	4 987	184 51	2/13/09	1 173	43 41	(141 10)	
83 00	UNIFI INC Symbol UFI		10/24/08	4 987	413 90	2/13/09	1 050	87 14	(326 76)	
4 00	UNIFI INC Symbol UFI		10/24/08	4 988	19 95	2/9/09	1 330	5 32	(14 63)	
7 00	UNIFI INC Symbol UFI		10/24/08	4 987	34 91	2/10/09	1 170	8 19	(26 72)	
9 00	UNIFI INC Symbol UFI		10/24/08	4 987	44 88	2/11/09	1 149	10 34	(34 54)	
14 00	UNIFI INC Symbol UFI		10/24/08	4 986	69 81	2/4/09	1 692	23 69	(46 12)	
14 00	UNIFI INC Symbol UFI		10/27/08	4 963	69 48	2/26/09	0 659	9 23	(60 25)	
32 00	UNIFI INC Symbol UFI		10/27/08	4 963	158 83	2/13/09	1 050	33 60	(125 23)	
8 00	UNIFI INC Symbol UFI		10/27/08	4 964	39 71	2/17/09	1 084	8 67	(31 04)	
2 00	UNIFI INC Symbol UFI		10/27/08	4 965	9 93	2/20/09	0 930	1 86	(8 07)	
2 00	UNIFI INC Symbol UFI		10/27/08	4 965	9 93	2/23/09	0 910	1 82	(8 11)	

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Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 02/01/2009 To 01/31/2010)

AE : SOLURSH,POLLOCK,SELIG **AE # :** 0LE9
Account : Carpenter Fam Found / 720-90005
Home : 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
3 00	UNIFI INC		10/27/08	4 963	14 89	2/24/09	0 817	2.45	(12 44)	
		Symbol UFI								
2 00	UNIFI INC		10/27/08	4 965	9 93	2/25/09	0 795	1 59	(8 34)	
		Symbol UFI								
2 00	UNIFI INC		10/27/08	4 965	9 93	2/26/09	0 670	1 34	(8 59)	
		Symbol UFI								
2 00	UNIFI INC		10/27/08	4 965	9 93	3/3/09	0 525	1 05	(8 88)	
		Symbol UFI								
1 00	UNIFI INC		10/27/08	4 960	4 96	3/4/09	0 510	0 51	(4 45)	
		Symbol UFI								
2 00	UNIFI INC		10/27/08	4 965	9 93	3/5/09	0 515	1 03	(8 90)	
		Symbol UFI								
13 00	UNIFI INC		10/27/08	4 963	64 52	3/6/09	0 582	7 57	(56 95)	
		Symbol UFI								
Sub Total of	Security				1,578 87			345 25	(1,233 62)	0 00
578.00	USEC INC		10/24/08	3 658	2,114 50	6/18/09	5 284	3,054 36	939 86	
		Symbol USU								
601 00	USEC INC		10/24/08	3 658	2,198 64	9/2/09	4 369	2,625 90	427 26	
		Symbol USU								
Sub Total of	Security				4,313 14			5,680.26	1,367 12	0 00
137 00	VERIZON COMMUNICATIONS		10/24/08	25 676	3,517 62	6/18/09	30 029	4,114 00	596 38	
		Symbol VZ								

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Realized Gain/Loss Report

(Excluding Zero Gain/Loss and Sort Order: Security Type, Without Outside Holdings)
(From 02/01/2009 To 01/31/2010)

AE : SOLURSH,POLLOCK,SELIG   AE # : 0LE9
Account : Carpenter Fam Found / 720-90005
Home : 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
142 00	VERIZON COMMUNICATIONS	Symbol VZ	10/24/08	25 676	3,646 00	9/2/09	30 229	4,292 54	646 54	
Sub Total of	**Security**				7,163 62			8,406 54	1,242.92	0 00
156 00	WALT DISNEY CO	Symbol DIS	1/8/08	30 870	4,815 72	6/18/09	23.904	3,729 05		(1,086 67)
162 00	WALT DISNEY CO	Symbol DIS	1/8/08	30 870	5,000 94	9/2/09	25 319	4,101 73		(899 21)
Sub Total of	**Security**				9,816 66			7,830 78	0 00	(1,985 88)
79 00	WELLS FARGO & CO	Symbol WFC	10/24/08	31 134	2,459 61	6/18/09	23 659	1,869 09	(590 52)	

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Realized Gain/Loss Report

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AE : SOLURSH,POLLOCK,SELIG **AE # :** 0LE9
Account : Carpenter Fam Found / 720-90005
Home : 310-553-1707
Business:

Quantity	Description	Maturity Date	Purchase Date	Purchase Unit Price	Cost	Sale Date	Sale Unit Price	Proceeds	Short Term Gain/Loss	Long Term Gain/Loss
LONG TRANSACTIONS										
Common Stock										
82 00	WELLS FARGO & CO		10/24/08	31 134	2,553 01	9/2/09	26 479	2,171 30	(381 71)	
		Symbol WFC								
Sub Total of	**Security**			:	5,012 62			4,040 39	(972 23)	0 00
Sub Total of	**Common Stock**			:	349,079 12			391,645 72	50,165 23	(7,598 63)
Sub Total of	**LONG TRANSACTIONS**			:	349,079 12			391,645 72	50,165 23	(7,598 63)
Grand Total.					349,079 12			391,645 72	50,165 23	(7,598 63)

		COST	PROCEEDS	G/L
BREAK DOWN	SHORT-TERM	309,205.60	259,040.37	50,165.23
	LONG-TERM	82,440.12	90,038.73	(7,598.63)

Carpenter Family Foundation
Corrections to Amount From Bernstein Capital Gain/Loss Statement
FYE 1/31/2010

	Proceeds		Cost		Gain/Loss	
Long-Term						
Total reported		**$ 126,843.34**		**$ 225,384.98**		**$ (98,541.64)**
Less: Adjustments						
**Separately Reported on Sch. D	$ 4,600.00		$ 3,006.38		$ 1,593.62	
	$ -		$ 3.73		$ (3 73)	
	$ 5,850.00		$ 5,981.69		$ (131.69)	
		$ 10,450.00		**$ 8,991.80**		**$ 1,458.20**
**Wrong Classification on report	$ 406.01		$ 405.28		$ 0.73	
Listed as LT when ST	$ 589.78		$ 1,082.78		$ (493.00)	
	$ 331.75		$ 990.00		$ (658.25)	
	$ 262.43		$ 3,330.73		$ (3,068.30)	
	$ 684.56		$ 1,041.00		$ (356.44)	
	$ 431.72		$ 1,496 16		$ (1,064.44)	
	$ 131.08		$ 440.00		$ (308.92)	
	$ 32.77		$ 110.00		$ (77.23)	
	$ 163.87		$ 202.63		$ (38.76)	
	$ 29 67		$ 2,850.00		$ (2,820.33)	
	$ 555 18		$ 804.57		$ (249.39)	
	$ 1,443.71		$ 1,498.92		$ (55.21)	
	$ 646 30		$ 529.15		$ 117.15	
	$ 137.38		$ 700.18		$ (562.80)	
	$ 294.39		$ 1,909.65		$ (1,615.26)	
	$ 294.39		$ 1,974.88		$ (1,680 49)	
	$ 227.78		$ 1,090.26		$ (862.48)	
	$ 227.78		$ 1,085.70		$ (857.92)	
Total		**$ 6,890.55**		**$ 21,541.89**		**$ (14,651.34)**
	Proceeds		**Cost**		**Gain/Loss**	
Adjusted LT		**$ 109,502.79**		**$ 194,851.29**		**$ (85,348.50)**

	Proceeds		Cost		Gain/Loss	
Short-Term						
Total reported		**$ 190,881.03**		**$ 164,539.42**		**$ 26,341.61**
Adjustments						
From wrong classification (above)		**$ 6,890.55**		**$ 21,541.89**		**$ (14,651.34)**
Adjusted ST		**$ 197,771.58**		**$ 186,081.31**		**$ 11,690.27**

BERNSTEIN
Global Wealth Management

Capital Gains

Account: CARPENTER FAMILY FOUNDATION (888-49118)
02/01/2009 - 01/31/2010

Summary

Description	Amount
Short-Term	$26,341.61
Long-Term	($98,541 64)
Total	**($72,200.03)**

INCORRECT . SEE STATEMENT

Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	08/26/2009	01/29/2010	8	OCCIDENTAL PETROLEUM CORP	$78 73	$73 49	$629 86	$587.93	$41.93
888-49118	06/29/2009	01/29/2010	2	OCCIDENTAL PETROLEUM CORP	$78.73	$66.17	$157 47	$132 33	$25 14
888-49118	08/26/2009	01/28/2010	12	WAL-MART STORES INC	$52 68	$51 83	$632.12	$621 96	$10.16
888-49118	06/09/2009	01/27/2010	11	INGERSOLL-RAND PLC	$33 51	$22 71	$368.59	$249 77	$118.82
888-49118	04/27/2009	01/27/2010	11	BUNGE LTD	$62 18	$46 79	$683 94	$514 66	$169.28
888-49118	05/06/2009	01/22/2010	25	VODAFONE GROUP PLC-SP ADR	$21 86	$19 29	$546.40	$482 33	$64.07
888-49118	04/15/2009	01/22/2010	8	CHEVRON CORP	$75 33	$66 30	$602 60	$530 43	$72.17
888-49118	05/22/2009	01/19/2010	25	US BANCORP	$24 48	$18 06	$612 06	$451 62	$160.44
888-49118	05/15/2009	01/19/2010	5	US BANCORP	$24 48	$17 65	$122.41	$88 27	$34.14
888-49118	06/29/2009	01/15/2010	18	OCCIDENTAL PETROLEUM CORP	$78 89	$66 17	$1,420.00	$1,190.97	$229.03
888-49118	02/03/2009	01/15/2010	2	OCCIDENTAL PETROLEUM CORP	$78.89	$55 26	$157 78	$110.51	$47.27
888-49118	01/30/2009	01/15/2010	2	OCCIDENTAL PETROLEUM CORP	$78 89	$54 55	$157 78	$109 09	$48 69
888-49118	08/26/2009	01/14/2010	9	VISA INC - CLASS A SHRS	$87.50	$69 31	$787 50	$623 78	$163.72
888-49118	03/16/2009	01/13/2010	15	NEWS CORP	$13 35	$6.11	$200 25	$91 64	$108.61
888-49118	03/16/2009	01/13/2010	35	NEWS CORP	$13 35	$6 11	$467 25	$213 83	$253 42
888-49118	02/25/2009	01/13/2010	45	HOME DEPOT INC	$28 12	$20.35	$1,265 54	$915.67	$349 87
888-49118	01/20/2009	01/13/2010	75	NEWS CORP	$13 35	$7 53	$1,001 25	$564 96	$436.29
888-49118	08/26/2009	01/12/2010	17	CELGENE CORP	$57 10	$54 17	$970 63	$920 92	$49.71
888-49118	02/05/2009	01/12/2010	50	NOKIA CORP-SPON ADR	$13 01	$13 00	$650 59	$650.07	$0.52
888-49118	01/21/2009	01/12/2010	10	METLIFE INC	$38 69	$25 67	$386 92	$256.71	$130.21
888-49118	01/21/2009	01/12/2010	5	NOKIA CORP-SPON ADR	$13.01	$13 48	$65 06	$67 40	($2 34)
888-49118	07/30/2009	01/11/2010	25	SPRINT NEXTEL CORP	$4.00	$4 02	$100.02	$100 50	($0 48)
888-49118	07/30/2009	01/11/2010	75	SPRINT NEXTEL CORP	$4 00	$4 02	$300.07	$301.49	($1 42)

Capital Gains

Account: CARPENTER FAMILY FOUNDATION (888-49118)
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Short-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	07/30/2009	01/11/2010	25	SPRINT NEXTEL CORP	$4.00	$4.02	$100.02	$100.50	($0 48)
888-49118	08/26/2009	01/07/2010	11	MEDCO HEALTH SOLUTIONS INC	$63 85	$55.55	$702.38	$611 01	$91 37
888-49118	04/17/2009	01/07/2010	8	ACE LTD	$47 73	$45 50	$381 86	$363 97	$17 89
888-49118	04/15/2009	01/07/2010	2	CHEVRON CORP	$79 22	$66 31	$158.44	$132 61	$25.83
888-49118	03/27/2009	01/07/2010	5	CHEVRON CORP	$79 22	$68 92	$396.09	$344 62	$51.47
888-49118	08/26/2009	01/06/2010	2	APPLE INC	$213.11	$167 00	$426 21	$334.00	$92.21
888-49118	08/27/2009	12/24/2009	4	AMAZON.COM INC	$138 44	$84.13	$553.75	$336.51	$217.24
888-49118	08/26/2009	12/22/2009	2	CME GROUP INC	$326.30	$273 32	$652 60	$546.63	$105.97
888-49118	08/26/2009	12/21/2009	15	ARCELORMITTAL-NY REGISTERED	$44 17	$35.70	$662.53	$535 53	$127 00
888-49118	08/26/2009	12/21/2009	1	GOOGLE INC-CL A	$597 62	$467 71	$597 62	$467.71	$129.91
888-49118	07/09/2009	12/18/2009	45	LOWE'S COS INC	$23.59	$18.88	$1,061.43	$849.72	$211.71
888-49118	08/26/2009	12/17/2009	8	FEDEX CORP	$84.74	$68.17	$677.95	$545 36	$132.59
888-49118	08/26/2009	12/17/2009	10	PEPSICO INC	$60 28	$57 62	$602.82	$576.22	$26.60
888-49118	04/16/2009	12/15/2009	11	PROCTER & GAMBLE CO	$62 19	$50 34	$684 04	$553 70	$130 34
888-49118	01/21/2009	12/15/2009	5	METLIFE INC	$36 78	$25 67	$183 91	$128 35	$55.56
888-49118	01/13/2009	12/15/2009	15	METLIFE INC	$36 78	$28.99	$551 75	$434 82	$116.93
888-49118	08/26/2009	12/14/2009	10	KOHLS CORP	$56.04	$52.96	$560.44	$529 55	$30 89
888-49118	04/17/2009	12/14/2009	7	ACE LTD	$50.17	$45 50	$351 17	$318 47	$32.70
888-49118	01/21/2009	12/11/2009	5	CORNING INC	$18 53	$9.34	$92 66	$46.69	$45.97
888-49118	09/16/2009	12/10/2009	15	BLACK & DECKER CORP	$62 54	$49.41	$938.12	$741 18	$196 94
888-49118	08/26/2009	12/10/2009	10	SCHLUMBERGER LTD	$61 07	$55 93	$610 70	$559 34	$51.36
888-49118	07/28/2009	12/10/2009	12	CATERPILLAR INC	$56 81	$42 81	$681 73	$513.67	$168 06
888-49118	01/21/2009	12/10/2009	45	CORNING INC	$18.36	$9.34	$826.05	$420 24	$405.81
888-49118	07/28/2009	12/09/2009	3	CATERPILLAR INC	$56 16	$42 81	$168 48	$128 42	$40 06
888-49118	07/17/2009	12/09/2009	5	CATERPILLAR INC	$56 16	$33 99	$280.79	$169 97	$110.82
888-49118	03/27/2009	12/04/2009	5	CHEVRON CORP	$78 60	$68 93	$393 01	$344.63	$48.38
888-49118	08/26/2009	12/03/2009	6	UNION PACIFIC CORP	$64 54	$60 52	$387 24	$363 12	$24 12
888-49118	12/18/2008	12/01/2009	20	ALLSTATE CORP	$28 53	$30 89	$570 59	$617 89	($47 30)
888-49118	12/17/2008	12/01/2009	5	ALLSTATE CORP	$28.53	$29 95	$142 65	$149 75	($7 10)
888-49118	01/13/2009	11/30/2009	10	METLIFE INC	$33 22	$28.99	$332 25	$289.88	$42.37

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Account: CARPENTER FAMILY FOUNDATION (888-49118)
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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	01/07/2009	11/30/2009	20	VIACOM INC-CLASS B	$29 50	$19.67	$589 92	$393.49	$196.43
888-49118	01/07/2009	11/30/2009	45	VIACOM INC-CLASS B	$29.50	$19 67	$1,327.31	$885.35	$441.96
888-49118	09/16/2009	11/25/2009	4	RIO TINTO PLC-SPON ADR	$210.05	$182.15	$840.21	$728 58	$111.63
888-49118	08/26/2009	11/25/2009	20	PETROLEO BRASILEIRO-SPON AD	$46 24	$35 31	$924.81	$706 27	$218.54
888-49118	02/03/2009	11/25/2009	8	OCCIDENTAL PETROLEUM CORP	$82 94	$55 26	$663 48	$442 04	$221 44
888-49118	05/15/2009	11/24/2009	30	US BANCORP	$23 75	$17 65	$712 36	$529.63	$182.73
888-49118	09/14/2009	11/18/2009	11	UNITED TECHNOLOGIES CORP	$68 53	$61 43	$753 86	$675 75	$78.11
888-49118	03/03/2009	11/16/2009	8	EOG RESOURCES INC	$90 69	$48.26	$725 52	$386 04	$339.48
888-49118	08/26/2009	11/13/2009	25	CISCO SYSTEMS INC	$23 56	$21 90	$589 04	$547 52	$41.52
888-49118	04/16/2009	11/13/2009	19	PROCTER & GAMBLE CO	$61.69	$50 34	$1,172 20	$956 39	$215.81
888-49118	12/17/2008	11/13/2009	15	ALLSTATE CORP	$28.89	$29.95	$433.42	$449.25	($15 83)
888-49118	08/26/2009	11/12/2009	10	CELGENE CORP	$53 57	$54 17	$535.67	$541.72	($6.05)
888-49118	08/26/2009	11/11/2009	130	TAIWAN SEMICONDUCTOR-SP ADR	$10 24	$10 64	$1,331 23	$1,383.56	($52 33)
888-49118	11/10/2008	11/10/2009	65	CBS CORP-CLASS B	$13 26	$8 02	$862.11	$521.11	$341.00
888-49118	08/27/2009	11/09/2009	9	COLGATE-PALMOLIVE CO	$80 19	$72.91	$721 68	$656 19	$65.49
888-49118	08/26/2009	11/09/2009	35	ALTERA CORPORATION	$20 07	$19.14	$702.43	$669 76	$32 67
888-49118	09/09/2009	11/06/2009	15	AETNA INC	$28.80	$29 02	$431 98	$435.33	($3 35)
888-49118	06/01/2009	11/06/2009	20	DU PONT (E I) DE NEMOURS	$32 92	$29.84	$658 32	$596 78	$61 54
888-49118	08/26/2009	11/04/2009	6	UNION PACIFIC CORP	$59.60	$60 52	$357 58	$363 10	($5 52)
888-49118	03/24/2009	11/04/2009	75	SCHERING-PLOUGH CORP	$10.50	$10 29	$787 50	$771.60	$15.90
888-49118	03/20/2009	11/04/2009	50	SCHERING-PLOUGH CORP	$10 50	$10 00	$525 00	$499.87	$25.13
888-49118	03/03/2009	10/29/2009	2	EOG RESOURCES INC	$85 36	$48 25	$170 71	$96 50	$74.21
888-49118	02/03/2009	10/29/2009	7	EOG RESOURCES INC	$85 36	$67 06	$597 50	$469 44	$128.06
888-49118	08/26/2009	10/28/2009	15	PETROLEO BRASILEIRO-SPON AD	$39 75	$35.31	$596 22	$529.70	$66.52
888-49118	12/29/2008	10/28/2009	10	LIMITED BRANDS INC	$17 31	$9 42	$173 07	$94.23	$78.84
888-49118	12/29/2008	10/28/2009	25	LIMITED BRANDS INC	$17 31	$9 42	$432 67	$235 57	$197 10
888-49118	08/26/2009	10/23/2009	18	FREEPORT-MCMORAN COPPER	$82.70	$63 35	$1,488.67	$1,140 35	$348.32
888-49118	09/03/2009	10/22/2009	15	EMERSON ELECTRIC CO	$40.00	$36 73	$599 96	$550 92	$49.04
888-49118	08/26/2009	10/22/2009	11	TEVA PHARMACEUTICAL-SP ADR	$50 65	$51 52	$557 12	$566 77	($9 65)
888-49118	08/26/2009	10/21/2009	12	MEDCO HEALTH SOLUTIONS INC	$56 75	$55 55	$680 98	$666 55	$14 43

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	08/26/2009	10/19/2009	30	ALTERA CORPORATION	$21.64	$19 14	$649.16	$574 07	$75 09
888-49118	08/26/2009	10/19/2009	1	GOOGLE INC-CL A	$551.19	$467 70	$551 19	$467.70	$83.49
888-49118	08/26/2009	10/15/2009	10	GILEAD SCIENCES INC	$46 56	$46 13	$465 59	$461.33	$4.26
888-49118	08/27/2009	10/12/2009	14	MCDONALD'S CORP	$56 79	$56 90	$795 10	$796.63	($1 53)
888-49118	08/26/2009	10/12/2009	13	UNION PACIFIC CORP	$59 65	$60 52	$775 51	$786 73	($11 22)
888-49118	07/27/2009	10/12/2009	30	CROWN CASTLE INTL CORP	$31 94	$26 85	$958 24	$805.50	$152.74
888-49118	07/17/2009	10/12/2009	20	CATERPILLAR INC	$53 67	$33 99	$1,073.40	$679 87	$393.53
888-49118	07/10/2009	10/12/2009	35	AMERICAN TOWER CORP-CL A	$37 44	$30 63	$1,310 30	$1,072.03	$238 27
888-49118	01/20/2009	10/12/2009	15	CAPITAL ONE FINANCIAL CORP	$37.92	$23 53	$568 87	$352 94	$215 93
888-49118	01/20/2009	10/12/2009	20	CAPITAL ONE FINANCIAL CORP	$37 92	$23.53	$758 49	$470 58	$287.91
888-49118	07/09/2009	10/08/2009	10	LOWE'S COS INC	$20 84	$18.88	$208.38	$188.82	$19.56
888-49118	02/24/2009	10/08/2009	15	LOWE'S COS INC	$20.84	$15 58	$312.56	$233 75	$78.81
888-49118	08/26/2009	10/06/2009	12	VISA INC - CLASS A SHRS	$68 01	$69.31	$816.09	$831 70	($15 61)
888-49118	08/26/2009	10/05/2009	20	HEWLETT-PACKARD CO	$45.58	$44.39	$911.55	$887 87	$23.68
888-49118	07/27/2009	10/02/2009	15	CROWN CASTLE INTL CORP	$30 05	$26.85	$450 75	$402 74	$48.01
888-49118	08/26/2009	09/21/2009	3	APPLE INC	$182 14	$167 00	$546 43	$501.00	$45.43
888-49118	08/26/2009	09/21/2009	12	BAXTER INTERNATIONAL INC	$58.47	$57.01	$701.66	$684 13	$17 53
888-49118	02/12/2009	09/21/2009	5	DEVON ENERGY CORPORATION	$69 45	$51 11	$347.25	$255 57	$91 68
888-49118	08/26/2009	09/16/2009	5	MEDCO HEALTH SOLUTIONS INC	$55 76	$55 55	$278 81	$277 73	$1 08
888-49118	01/15/2009	09/11/2009	3	GOLDMAN SACHS GROUP INC	$174 69	$74 06	$524 07	$222.19	$301 88
888-49118	07/14/2009	09/09/2009	25	TEXTRON INC	$18 38	$9 44	$459 55	$236 02	$223.53
888-49118	01/30/2009	09/09/2009	8	OCCIDENTAL PETROLEUM CORP	$76 04	$54.54	$608.31	$436.35	$171.96
888-49118	11/07/2008	09/09/2009	18	EASTMAN CHEMICAL COMPANY	$51 37	$39 57	$924 60	$712 19	$212.41
888-49118	07/13/2009	09/08/2009	5	ALTRIA GROUP INC	$18 52	$16 63	$92.59	$83 13	$9.46
888-49118	07/10/2009	09/08/2009	75	ALTRIA GROUP INC	$18 52	$16 44	$1,388 79	$1,233 24	$155 55
888-49118	04/13/2009	09/08/2009	50	ALTRIA GROUP INC	$18 52	$16 50	$925 86	$824 98	$100.88
888-49118	08/21/2009	08/25/2009	5	NORTHROP GRUMMAN CORP	$49 39	$49 91	$246 96	$249 56	($2 60)
888-49118	08/20/2009	08/25/2009	50	AK STEEL HOLDING CORP	$21 00	$20 47	$1,049 84	$1,023 56	$26 28
888-49118	08/05/2009	08/25/2009	45	PULTE HOMES INC	$13 09	$11 75	$589 26	$528 56	$60 70
888-49118	07/28/2009	08/25/2009	45	VALERO ENERGY CORP	$18 83	$18 13	$847 41	$815 65	$31.76

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	07/27/2009	08/25/2009	10	CIMAREX ENERGY CO-W/I	$39.26	$35.50	$392.58	$354 96	$37.62
888-49118	07/17/2009	08/25/2009	15	CATERPILLAR INC	$47 86	$33 99	$717.86	$509.89	$207.97
888-49118	07/15/2009	08/25/2009	115	DELL INC	$14.57	$12 28	$1,675.76	$1,412.72	$263 04
888-49118	07/14/2009	08/25/2009	60	TEXTRON INC	$14 80	$9.44	$888.18	$566.44	$321.74
888-49118	07/02/2009	08/25/2009	140	RRI ENERGY INC	$5 87	$4 99	$822 16	$699 09	$123 07
888-49118	06/30/2009	08/25/2009	40	D R HORTON INC	$13 06	$9 39	$522 36	$375.61	$146.75
888-49118	06/30/2009	08/25/2009	2	NVR INC	$679.48	$501 25	$1,358 96	$1,002 49	$356 47
888-49118	06/29/2009	08/25/2009	13	SPX CORP	$57.36	$48 97	$745.73	$636 61	$109 12
888-49118	06/29/2009	08/25/2009	20	TYCO ELECTRONICS LTD	$23 48	$18 55	$469 69	$370 92	$98.77
888-49118	06/23/2009	08/25/2009	40	MASCO CORP	$14.63	$8 93	$585 04	$357 33	$227.71
888-49118	06/09/2009	08/25/2009	35	INGERSOLL-RAND PLC	$30 88	$22.71	$1,080.95	$794.69	$286.26
888-49118	06/03/2009	08/25/2009	20	XL CAPITAL LTD -CLASS A	$16.78	$9.97	$335 64	$199.37	$136.27
888-49118	06/01/2009	08/25/2009	15	DU PONT (E I.) DE NEMOURS	$32 38	$29 84	$485.76	$447 57	$38 19
888-49118	06/01/2009	08/25/2009	60	NEXEN INC	$21 03	$25 91	$1,261 86	$1,554.60	($292 74)
888-49118	05/29/2009	08/25/2009	15	ENSCO INTERNATIONAL INC	$38 27	$38 71	$574 03	$580 65	($6 62)
888-49118	05/28/2009	08/25/2009	35	CATERPILLAR INC	$47 86	$34 49	$1,674 99	$1,207 01	$467.98
888-49118	05/27/2009	08/25/2009	30	DU PONT (E I) DE NEMOURS	$32 38	$27 78	$971 52	$833 45	$138 07
888-49118	05/18/2009	08/25/2009	90	TYCO ELECTRONICS LTD	$23.48	$17 27	$2,113 61	$1,554.45	$559.16
888-49118	05/15/2009	08/25/2009	80	US BANCORP	$21 91	$17 65	$1,752.80	$1,412.34	$340.46
888-49118	05/06/2009	08/25/2009	60	VODAFONE GROUP PLC-SP ADR	$22 04	$19 29	$1,322 26	$1,157 58	$164.68
888-49118	05/04/2009	08/25/2009	25	DU PONT (E I) DE NEMOURS	$32 38	$29 22	$809 60	$730 43	$79.17
888-49118	05/04/2009	08/25/2009	40	UNUM GROUP	$22 73	$16 87	$909 28	$674.93	$234 35
888-49118	04/17/2009	08/25/2009	5	ACE LTD	$50 97	$45 50	$254 86	$227.48	$27 38
888-49118	04/16/2009	08/25/2009	10	DU PONT (E.I) DE NEMOURS	$32 38	$27 90	$323 83	$278.97	$44 86
888-49118	04/16/2009	08/25/2009	25	PROCTER & GAMBLE CO	$53 48	$50 34	$1,337 03	$1,258.40	$78.63
888-49118	04/15/2009	08/25/2009	7	TIME WARNER CABLE	$35 81	$28 03	$250 64	$196 23	$54.41
888-49118	04/14/2009	08/25/2009	25	ACE LTD	$50 97	$46 56	$1,274 28	$1,163.91	$110.37
888-49118	04/14/2009	08/25/2009	35	NORTHROP GRUMMAN CORP	$49 39	$44 95	$1,728.71	$1,573.25	$155 46
888-49118	04/13/2009	08/25/2009	105	ALTRIA GROUP INC	$18 09	$16 50	$1,899 43	$1,732 43	$167 00
888-49118	04/07/2009	08/25/2009	55	ELI LILLY & CO	$33.83	$31 92	$1,860.67	$1,755 34	$105.33

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	03/24/2009	08/25/2009	15	CHEVRON CORP	$70.46	$69 71	$1,056 89	$1,045 58	$11 31
888-49118	03/24/2009	08/25/2009	10	ELI LILLY & CO	$33.83	$33 47	$338 30	$334.65	$3 65
888-49118	03/12/2009	08/25/2009	30	SYMANTEC CORP	$15 33	$13 59	$459 87	$407 76	$52.11
888-49118	03/11/2009	08/25/2009	8	TIME WARNER CABLE	$35 81	$25.89	$286.45	$207 12	$79 33
888-49118	02/25/2009	08/25/2009	15	HOME DEPOT INC	$27 45	$20 35	$411 75	$305 22	$106.53
888-49118	02/18/2009	08/25/2009	5	DEUTSCHE BANK AG REGISTERED	$69 77	$25.26	$348 87	$126 29	$222 58
888-49118	02/10/2009	08/25/2009	30	HOME DEPOT INC	$27 45	$22 46	$823 50	$673 87	$149.63
888-49118	02/03/2009	08/25/2009	23	EOG RESOURCES INC	$74.42	$67 06	$1,711 67	$1,542 42	$169 25
888-49118	01/28/2009	08/25/2009	25	DEVON ENERGY CORPORATION	$62.86	$64 32	$1,571 53	$1,607 89	($36 36)
888-49118	01/21/2009	08/25/2009	25	CORNING INC	$16 14	$9 34	$403 43	$233 46	$169.97
888-49118	01/21/2009	08/25/2009	75	NOKIA CORP-SPON ADR	$12.59	$13.48	$944.02	$1,010.95	($66 93)
888-49118	01/20/2009	08/25/2009	60	ARCHER-DANIELS-MIDLAND CO	$27.88	$25.63	$1,672.67	$1,537.72	$134.95
888-49118	01/20/2009	08/25/2009	55	CAPITAL ONE FINANCIAL CORP	$36 32	$23 53	$1,997 64	$1,294 08	$703.56
888-49118	01/20/2009	08/25/2009	275	NEWS CORP	$10 98	$7 53	$3,020 41	$2,071 52	$948.89
888-49118	01/15/2009	08/25/2009	28	BUNGE LTD	$66 47	$41 19	$1,861 03	$1,153.36	$707 67
888-49118	01/15/2009	08/25/2009	40	GLAXOSMITHKLINE PLC-SPON AD	$39 14	$36 33	$1,565 63	$1,453 23	$112.40
888-49118	01/13/2009	08/25/2009	25	METLIFE INC	$39.05	$28.99	$976 26	$724 69	$251.57
888-49118	01/07/2009	08/25/2009	25	VIACOM INC-CLASS B	$25 02	$19 67	$625 51	$491 86	$133 65
888-49118	12/29/2008	08/25/2009	65	LIMITED BRANDS INC	$15 44	$9.42	$1,003 79	$612.47	$391 32
888-49118	12/04/2008	08/25/2009	325	MOTOROLA INC	$7 52	$4.34	$2,443.35	$1,409 65	$1,033.70
888-49118	12/01/2008	08/25/2009	12	TIME WARNER CABLE	$35.81	$28 30	$429.67	$339 63	$90 04
888-49118	11/28/2008	08/25/2009	75	NEWS CORP	$10.98	$7 64	$823 75	$572.82	$250.93
888-49118	11/13/2008	08/25/2009	80	SYMANTEC CORP	$15 33	$11 87	$1,226.31	$949 82	$276.49
888-49118	11/11/2008	08/25/2009	2	BUNGE LTD	$66.47	$42 93	$132.93	$85 85	$47.08
888-49118	11/10/2008	08/25/2009	25	J C. PENNEY CO INC	$31 35	$20 26	$783 69	$506.60	$277.09
888-49118	11/10/2008	08/25/2009	22	TIME WARNER CABLE	$35.81	$31.38	$787 73	$690.26	$97.47
888-49118	11/10/2008	08/25/2009	63	TIME WARNER INC	$28.62	$22 18	$1,802 99	$1,397 49	$405.50
888-49118	11/07/2008	08/25/2009	45	ALTRIA GROUP INC	$18 09	$17 91	$814 04	$805 75	$8.29
888-49118	11/07/2008	08/25/2009	25	CARDINAL HEALTH INC	$34 36	$39.52	$859.12	$988.01	($128 89)
888-49118	11/07/2008	08/25/2009	7	EASTMAN CHEMICAL COMPANY	$53 92	$39 56	$377 43	$276 95	$100.48

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Account: CARPENTER FAMILY FOUNDATION (888-49118)
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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	10/31/2008	08/25/2009	20	METLIFE INC	$39 05	$30 77	$781 01	$615 48	$165 53
888-49118	10/09/2008	08/25/2009	10	NOKIA CORP-SPON ADR	$12 59	$16 62	$125 87	$166.22	($40 35)
888-49118	10/08/2008	08/25/2009	5	METLIFE INC	$39 05	$26 50	$195 25	$132.50	$62.75
888-49118	09/24/2008	08/25/2009	10	DEVON ENERGY CORPORATION	$62 86	$101 25	$628 61	$1,012 52	($383 91)
888-49118	09/22/2008	08/25/2009	25	SPRINT NEXTEL CORP	$3 70	$6.74	$92.42	$168 56	($76 14)
888-49118	09/15/2008	08/25/2009	16	DEVON ENERGY CORPORATION	$62.86	$89 72	$1,005 78	$1,435 55	($429 77)
888-49118	09/11/2008	08/25/2009	20	WESTERN DIGITAL CORP	$32 94	$23 71	$658 71	$474 15	$184 56
888-49118	08/28/2008	08/25/2009	75	XL CAPITAL LTD -CLASS A	$16 78	$20 05	$1,258 64	$1,503 98	($245 34)
888-49118	08/27/2008	08/25/2009	20	WESTERN DIGITAL CORP	$32.94	$28 21	$658.70	$564.23	$94 47
888-49118	01/30/2009	08/20/2009	15	OCCIDENTAL PETROLEUM CORP	$71 64	$54.54	$1,074.55	$818.16	$256 39
888-49118	11/28/2008	08/20/2009	75	NEWS CORP	$10.82	$7.64	$811.49	$572.82	$238.67
888-49118	10/10/2008	08/20/2009	5	APACHE CORP	$86.56	$66.28	$432.82	$331.42	$101.40
888-49118	09/04/2008	08/20/2009	10	APACHE CORP	$86 56	$108 30	$865 65	$1,083 04	($217 39)
888-49118	10/14/2008	08/19/2009	130	ERICSSON (LM) TEL-SP ADR	$9 26	$7 06	$1,203 84	$917 21	$286 63
888-49118	03/24/2009	08/11/2009	3	CHEVRON CORP	$68 28	$69 70	$204 83	$209 11	($4 28)
888-49118	08/29/2008	08/11/2009	10	CHEVRON CORP	$68 28	$87.32	$682 75	$873 17	($190 42)
888-49118	06/23/2009	08/10/2009	45	MASCO CORP	$14 90	$8.93	$670 64	$401.99	$268.65
888-49118	12/29/2008	08/10/2009	70	LIMITED BRANDS INC	$14 76	$9 42	$1,032 93	$659 58	$373.35
888-49118	10/08/2008	08/06/2009	15	METLIFE INC	$35 28	$26 50	$529.14	$397 50	$131.64
888-49118	05/05/2009	08/03/2009	35	TORCHMARK CORP	$39.00	$30.84	$1,365 06	$1,079 52	$285 54
888-49118	01/20/2009	07/31/2009	15	ARCHER-DANIELS-MIDLAND CO	$30 30	$25 63	$454 52	$384 42	$70.10
888-49118	01/13/2009	07/31/2009	40	ARCHER-DANIELS-MIDLAND CO	$30 30	$27 84	$1,212.07	$1,113.42	$98.65
888-49118	04/16/2009	07/29/2009	25	DU PONT (E I) DE NEMOURS	$29 58	$27 90	$739.43	$697 40	$42.03
888-49118	01/15/2009	07/29/2009	80	TYSON FOODS INC-CL A	$11 21	$8 29	$896 85	$663 32	$233.53
888-49118	11/07/2008	07/29/2009	15	EASTMAN CHEMICAL COMPANY	$48 03	$39 57	$720 49	$593 48	$127 01
888-49118	03/24/2009	07/21/2009	55	ELI LILLY & CO	$34 35	$33.46	$1,889 43	$1,840 56	$48.87
888-49118	11/07/2008	07/20/2009	85	SAFEWAY INC	$19.75	$22 38	$1,678.79	$1,901 91	($223 12)
888-49118	01/20/2009	07/17/2009	25	CAPITAL ONE FINANCIAL CORP	$26 66	$23 53	$666.56	$588.22	$78 34
888-49118	01/15/2009	07/15/2009	15	ROYAL DUTCH SHELL PLC-ADR	$49 50	$49 31	$742 53	$739 65	$2.88
888-49118	04/14/2009	07/13/2009	22	AMGEN INC	$57 83	$47 38	$1,272 28	$1,042 30	$229.98

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888-49118	04/16/2009	07/10/2009	35	PROCTER & GAMBLE CO	$52.15	$50 34	$1,825 14	$1,761 76	$63 38
888-49118	05/20/2009	06/30/2009	275	REGIONS FINANCIAL CORP	$4 09	$4.00	$1,124.31	$1,100.00	$24.31
888-49118	12/01/2008	06/26/2009	75	CORNING INC	$16 03	$8 64	$1,202 61	$648.10	$554.51
888-49118	11/14/2008	06/26/2009	100	CORNING INC	$16 03	$8 94	$1,603 48	$894 22	$709.26
888-49118	10/09/2008	06/26/2009	60	NOKIA CORP-SPON ADR	$14 93	$16 62	$895 99	$997 32	($101 33)
888-49118	10/08/2008	06/26/2009	35	METLIFE INC	$29 82	$26.50	$1,043.85	$927.50	$116.35
888-49118	04/14/2009	06/25/2009	20	AMGEN INC	$51 91	$47.38	$1,038.27	$947 54	$90.73
888-49118	07/09/2008	06/25/2009	23	AMGEN INC	$51 91	$51 28	$1,194 01	$1,179 48	$14.53
888-49118	03/20/2009	06/24/2009	30	AUTOLIV INC	$27 90	$17 35	$836 95	$520.47	$316.48
888-49118	02/17/2009	06/04/2009	70	LINCOLN NATIONAL CORP	$18 87	$13 14	$1,320 98	$919.78	$401 20
888-49118	12/22/2008	05/29/2009	70	SANOFI SYNTHELABO SA	$31.68	$32 63	$2,217 46	$2,284.05	($66 59)
888-49118	09/02/2008	05/29/2009	14	DEVON ENERGY CORPORATION	$63.69	$95.89	$891.70	$1,342 49	($450.79)
888-49118	11/07/2008	05/28/2009	50	SAFEWAY INC	$19 95	$22 38	$997.52	$1,118 76	($121 24)
888-49118	11/07/2008	05/28/2009	5	SAFEWAY INC	$19 95	$22.37	$99 75	$111 87	($12 12)
888-49118	09/05/2008	05/28/2009	80	NVIDIA CORP	$10 50	$11 60	$840.08	$928 13	($88 05)
888-49118	08/27/2008	05/27/2009	25	WESTERN DIGITAL CORP	$25 41	$28 21	$635 17	$705.27	($70 10)
888-49118	08/26/2008	05/27/2009	25	WYETH	$44 12	$42 31	$1,103 12	$1,057 84	$45 28
888-49118	10/08/2008	05/26/2009	5	METLIFE INC	$30 29	$26.50	$151 45	$132 50	$18 95
888-49118	08/27/2008	05/26/2009	30	WESTERN DIGITAL CORP	$24 90	$28 21	$747 07	$846 32	($99 25)
888-49118	02/10/2009	05/15/2009	5	HOME DEPOT INC	$24 33	$22 46	$121 63	$112 31	$9.32
888-49118	10/22/2008	05/15/2009	55	HOME DEPOT INC	$24.33	$19 54	$1,337.94	$1,074 79	$263.15
888-49118	03/06/2009	05/14/2009	125	GAP INC/THE	$15 37	$9 74	$1,921 26	$1,217 85	$703.41
888-49118	11/07/2008	05/14/2009	15	EASTMAN CHEMICAL COMPANY	$38 27	$39 56	$574 10	$593 47	($19 37)
888-49118	06/19/2008	05/14/2009	125	MOTOROLA INC	$5.72	$8.12	$715 40	$1,014 98	($299 58)
888-49118	11/10/2008	05/01/2009	15	J C PENNEY CO INC	$30 85	$20 26	$462 81	$303 96	$158.85
888-49118	10/14/2008	05/01/2009	120	ERICSSON L M TEL CO	$8 33	$7.06	$999 22	$846 65	$152.57
888-49118	12/26/2008	04/29/2009	55	TJX COMPANIES INC	$28 20	$20 00	$1,550 94	$1,099.98	$450 96
888-49118	12/22/2008	04/29/2009	5	TJX COMPANIES INC	$28 20	$19 87	$140.99	$99 35	$41.64
888-49118	10/09/2008	04/14/2009	75	NOKIA CORP-SPON ADR	$13 66	$16 62	$1,024 67	$1,246 65	($221 98)
888-49118	09/05/2008	04/14/2009	45	NVIDIA CORP	$11 47	$11 60	$516 31	$522 07	($5 76)

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	11/11/2008	04/13/2009	16	BUNGE LTD	$57 30	$42 92	$916 73	$686 78	$229.95
888-49118	09/09/2008	04/09/2009	7	GOLDMAN SACHS GROUP INC	$119 04	$162 35	$833.27	$1,136.42	($303 15)
888-49118	08/26/2008	04/09/2009	25	WYETH	$42 30	$42.31	$1,057.44	$1,057.84	($0 40)
888-49118	11/11/2008	04/08/2009	12	BUNGE LTD	$56 03	$42.92	$672 39	$515.08	$157.31
888-49118	04/11/2008	04/08/2009	50	SUPERVALU INC	$14 54	$30 16	$727 17	$1,507 95	($780 78)
888-49118	12/22/2008	04/07/2009	50	TJX COMPANIES INC	$25.75	$19 87	$1,287 58	$993 43	$294.15
888-49118	05/22/2008	04/03/2009	22	TOYOTA MOTOR CORP -SPON ADR	$74.81	$100.57	$1,645 86	$2,212 58	($566 72)
						Total	**$190,881.03**	**$164,539.42**	**$26,341.61**

AMOUNTS ARE INCORRECT

Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	12/01/2008	01/28/2010	35	TIME WARNER INC	$26 79	$17 89	$937 71	$626.21	$311 50
888-49118	01/15/2009	01/27/2010	7	BUNGE LTD	$62.18	$41 19	$435 24	$288 35	$146.89
888-49118	10/23/2008	01/26/2010	35	LOWE'S COS INC	$22 10	$18 21	$773 36	$637 20	$136.16
888-49118	07/02/2008	01/25/2010	22	MERCK & CO INC.	$39 30	$38.45	$864 52	$845 93	$18 59
888-49118	06/19/2008	01/25/2010	8	MERCK & CO. INC.	$39.30	$35 65	$314 37	$285 20	$29.17
888-49118	05/09/2007	01/25/2010	40	PFIZER INC	$19 00	$27.14	$760 01	$1,085 65	($325 64)
888-49118	03/27/2007	01/25/2010	15	PFIZER INC	$19 00	$25 51	$285.00	$382 62	($97 62)
888-49118	09/22/2008	01/11/2010	175	SPRINT NEXTEL CORP	$4 00	$6 74	$700 16	$1,179.98	($479 82)
888-49118	11/06/2007	01/06/2010	25	AT&T INC	$27 85	$39 78	$696 31	$994 51	($298 20)
888-49118	11/10/2008	12/15/2009	25	TIME WARNER INC	$30 30	$20 66	$757 60	$516 53	$241.07
888-49118	06/19/2008	11/23/2009	10	MERCK & CO. INC	$36 38	$35.65	$363.82	$356 49	$7 33
888-49118	12/06/2007	11/13/2009	5	ALLSTATE CORP	$28 89	$52 55	$144 47	$262 73	($118 26)
888-49118	06/19/2008	11/12/2009	19	MERCK & CO. INC.	$33 34	$35 65	$633.44	$677.32	($43 88)
888-49118	06/19/2008	11/06/2009	6	MERCK & CO INC.	$32.62	$35 65	$195.72	$213 89	($18 17)
888-49118	06/19/2008	11/06/2009	37	MERCK & CO INC	$32 62	$35 65	$1,206 95	$1,319.00	($112 05)
888-49118	10/10/2008	11/04/2009	7	APACHE CORP	$98.90	$66.28	$692 31	$463 99	$228 32
888-49118	10/10/2008	10/22/2009	3	APACHE CORP	$101 27	$66 29	$303 81	$198 86	$104 95
888-49118	10/10/2008	10/12/2009	5	APACHE CORP	$100 09	$66 28	$500 46	$331.42	$169.04

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Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	01/29/2008	10/05/2009	25	BP PLC-SPONS ADR	$51 26	$63 35	$1,281 60	$1,583 82	($302 22)
888-49118	09/19/2006	10/02/2009	10	JPMORGAN CHASE & CO	$41.26	$46.44	$412 60	$464.43	($51 83)
888-49118	09/11/2006	10/02/2009	10	JPMORGAN CHASE & CO	$41 26	$45 31	$412 60	$453 13	($40 53)
888-49118	05/23/2007	10/01/2009	19	EXXON MOBIL CORP	$67 75	$83 10	$1,287.28	$1,578 93	($291 65)
888-49118	07/08/2008	09/11/2009	10	JPMORGAN CHASE & CO	$42 58	$34 35	$425 80	$343.50	$82.30
888-49118	05/23/2007	08/27/2009	6	EXXON MOBIL CORP	$70 63	$83.10	$423 80	$498 60	($74 80)
888-49118	03/22/2007	08/27/2009	10	EXXON MOBIL CORP	$70 63	$73.90	$706 32	$739 01	($32.69)
888-49118	06/19/2008	08/25/2009	15	MERCK & CO INC	$32 80	$35.65	$491 94	$534.72	($42 78)
888-49118	06/19/2008	08/25/2009	75	MOTOROLA INC	$7 52	$8 12	$563 85	$609 00	($45 15)
888-49118	06/03/2008	08/25/2009	25	MERCK & CO INC.	$32 80	$38 33	$819 89	$958 30	($138 41)
888-49118	05/07/2008	08/25/2009	25	CARDINAL HEALTH INC	$34 36	$54 78	$859 12	$1,369.50	($510 38)
888-49118	04/28/2008	08/25/2009	55	MERCK & CO INC	$32.80	$41.42	$1,803.77	$2,278.05	($474.28)
888-49118	04/09/2008	08/25/2009	350	SPRINT NEXTEL CORP	$3.70	$6.57	$1,293.88	$2,299.85	($1,005 97)
888-49118	03/20/2008	08/25/2009	10	DEUTSCHE BANK AG REGISTERED	$69 77	$109 13	$697 74	$1,091 27	($393 53)
888-49118	02/08/2008	08/25/2009	15	DEUTSCHE BANK AG REGISTERED	$69 77	$110.04	$1,046 60	$1,650.54	($603 94)
888-49118	01/29/2008	08/25/2009	10	BP PLC-SPONS ADR	$51 86	$63.35	$518.56	$633.52	($114 96)
888-49118	01/29/2008	08/25/2009	10	DEUTSCHE BANK AG REGISTERED	$69 77	$114 14	$697 73	$1,141 43	($443 70)
888-49118	01/23/2008	08/25/2009	15	BP PLC-SPONS ADR	$51 86	$61 19	$777 83	$917.81	($139 98)
888-49118	01/23/2008	08/25/2009	10	CONOCOPHILLIPS	$44 92	$71 21	$449 22	$712.07	($262 85)
888-49118	12/21/2007	08/25/2009	15	MORGAN STANLEY	$30 17	$53 90	$452 55	$808 54	($355 99)
888-49118	12/07/2007	08/25/2009	10	TRAVELERS COS INC/THE	$48.56	$54 37	$485 65	$543 67	($58 02)
888-49118	12/06/2007	08/25/2009	15	ALLSTATE CORP	$28 96	$52.54	$434.37	$788.17	($353 80)
888-49118	11/26/2007	08/25/2009	20	ALLSTATE CORP	$28 96	$49.69	$579 16	$993 87	($414 71)
888-49118	11/06/2007	08/25/2009	95	AT&T INC	$26 36	$39 78	$2,504 28	$3,779.13	($1,274 85)
888-49118	10/24/2007	08/25/2009	25	CONOCOPHILLIPS	$44 92	$81 53	$1,123 05	$2,038 24	($915 19)
888-49118	09/25/2007	08/25/2009	15	MORGAN STANLEY	$30 17	$61 16	$452.55	$917.36	($464 81)
888-49118	09/19/2007	08/25/2009	20	CONOCOPHILLIPS	$44 92	$88 47	$898.44	$1,769 44	($871 00)
888-49118	09/05/2007	08/25/2009	15	MORGAN STANLEY	$30 17	$62.57	$452 55	$938 52	($485 97)
888-49118	09/04/2007	08/25/2009	10	ALLSTATE CORP	$28 96	$55.08	$289.58	$550 75	($261 17)
888-49118	08/24/2007	08/25/2009	85	AT&T INC	$26 36	$40 24	$2,240 68	$3,419 99	($1,179 31)

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Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	08/20/2007	08/25/2009	45	AT&T INC	$26 36	$38.63	$1,186.24	$1,738 14	($551 90)
888-49118	08/09/2007	08/25/2009	25	ALTRIA GROUP INC	$18 09	$20.98	$452.25	$524 50	($72 25)
888-49118	08/02/2007	08/25/2009	20	CONOCOPHILLIPS	$44 92	$79.89	$898.44	$1,597 76	($699 32)
888-49118	06/21/2007	08/25/2009	15	TRAVELERS COS INC/THE	$48 56	$53 02	$728.47	$795.32	($66 85)
888-49118	06/05/2007	08/25/2009	50	MACY'S INC	$16 00	$40.08	$800 04	$2,003 86	($1,203 82)
888-49118	05/09/2007	08/25/2009	55	MACY'S INC	$16 00	$43 83	$880.04	$2,410 63	($1,530 59)
888-49118	03/27/2007	08/25/2009	35	PFIZER INC	$16.79	$25 51	$587.60	$892 75	($305 15)
888-49118	02/28/2007	08/25/2009	30	MACY'S INC	$16 00	$44.61	$480 02	$1,338 37	($858 35)
888-49118	02/27/2007	08/25/2009	40	MACY'S INC	$16 00	$43.75	$640.04	$1,749 95	($1,109 91)
888-49118	01/29/2007	08/25/2009	15	CONOCOPHILLIPS	$44 92	$64 81	$673 83	$972.08	($298 25)
888-49118	01/08/2007	08/25/2009	5	CONOCOPHILLIPS	$44 92	$67 97	$224 61	$339.87	($115.26)
888-49118	10/02/2006	08/25/2009	25	SPRINT NEXTEL CORP	$3.70	$16.99	$92.42	$424.71	($332.29)
888-49118	08/11/2006	08/25/2009	35	CBS CORP-CLASS B	$11.12	$26 25	$389.28	$918 71	($529 43)
888-49118	07/13/2006	08/25/2009	35	CBS CORP-CLASS B	$11 12	$26 98	$389 28	$944 44	($555 16)
888-49118	07/05/2006	08/25/2009	45	PFIZER INC	$16 79	$23.58	$755 49	$1,061 20	($305 71)
888-49118	06/13/2006	08/25/2009	75	PFIZER INC	$16.79	$23 24	$1,259 15	$1,743 23	($484 08)
888-49118	05/16/2006	08/25/2009	80	PFIZER INC	$16 79	$24 92	$1,343 10	$1,993 65	($650 55)
888-49118	04/18/2006	08/25/2009	105	CBS CORP-CLASS B	$11 12	$24 54	$1,167 83	$2,576 79	($1,408 96)
888-49118	04/06/2006	08/25/2009	140	PFIZER INC	$16 79	$25 03	$2,350 42	$3,504 62	($1,154 20)
888-49118	07/15/2004	08/25/2009	5	TIME WARNER CABLE	$35.81	$54 86	$179.03	$274.28	($95 25)
888-49118	07/15/2004	08/25/2009	20	TIME WARNER INC	$28 62	$38 78	$572 38	$775 65	($203 27)
888-49118	03/17/2004	08/25/2009	11	TIME WARNER CABLE	$35 81	$50.68	$393 85	$557 44	($163 59)
888-49118	03/17/2004	08/25/2009	42	TIME WARNER INC	$28 62	$37 53	$1,201 99	$1,576.44	($374 45)
888-49118	05/21/1998	08/25/2009	186	BERNSTEIN EMERGING MARKETS PORTFOLIO	$24 95	$16.16	$4,600 00	$3,006 38	$1,593.62
888-49118	05/21/1998	08/25/2009	0 231	BERNSTEIN EMERGING MARKETS PORTFOLIO	$24 95	$16.15	$0 00	$3.73	($3 73)
888-49118	05/21/1998	08/25/2009	453 137	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	$12 91	$13 20	$5,850 00	$5,981 69	($131 69)
888-49118	07/25/2008	08/20/2009	15	APACHE CORP	$86 56	$109 41	$1,298 47	$1,641 11	($342 64)

REPORTED SEPARATELY

BERNSTEIN
Global Wealth Management

Capital Gains

Account: CARPENTER FAMILY FOUNDATION (888-49118)
02/01/2009 - 01/31/2010

Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	07/23/2008	08/20/2009	7	APACHE CORP	$86.56	$111.73	$605 95	$782 10	($176 15)
888-49118	09/04/2007	08/20/2009	15	ALLSTATE CORP	$27.36	$55.07	$410.42	$826.11	($415 69)
888-49118	08/24/2007	08/20/2009	15	ALLSTATE CORP	$27 36	$56 48	$410.42	$847 22	($436 80)
888-49118	03/22/2007	08/19/2009	20	EXXON MOBIL CORP	$67 41	$73 90	$1,348 30	$1,478 01	($129 71)
888-49118	03/06/2006	08/19/2009	30	EXXON MOBIL CORP	$67 41	$60 61	$2,022.44	$1,818.39	$204.05
888-49118	07/29/2008	08/13/2009	40	HARTFORD FINANCIAL SVCS GRP	$19 65	$62 37	$785.90	$2,494.65	($1,708 75)
888-49118	07/18/2008	08/13/2009	20	HARTFORD FINANCIAL SVCS GRP	$19 65	$58.97	$392 95	$1,179.47	($786 52)
888-49118	06/16/2008	08/13/2009	5	HARTFORD FINANCIAL SVCS GRP	$19 65	$72 69	$98.23	$363.43	($265 20)
888-49118	06/28/2007	08/11/2009	22	CHEVRON CORP	$68.28	$84 42	$1,502 06	$1,857.16	($355 10)
888-49118	06/04/2004	07/31/2009	35	KROGER CO	$21 41	$17 15	$749 50	$600 28	$149.22
888-49118	09/01/2006	07/30/2009	50	GENWORTH FINANCIAL INC-CL A	$7.13	$34 57	$356.38	$1,728.32	($1,371 94)
888-49118	09/19/2005	07/30/2009	75	GENWORTH FINANCIAL INC-CL A	$7 13	$30.65	$534 58	$2,298.47	($1,763 89)
888-49118	04/30/2008	07/29/2009	10	TYSON FOODS INC-CL A	$11.21	$17 83	$112 11	$178 26	($66 15)
888-49118	04/07/2008	07/15/2009	20	ROYAL DUTCH SHELL PLC-ADR	$49 50	$72 40	$990 04	$1,448 02	($457 98)
888-49118	04/01/2008	07/15/2009	10	ROYAL DUTCH SHELL PLC-ADR	$49 50	$69 40	$495 01	$694.00	($198 99)
888-49118	06/28/2007	07/13/2009	13	CHEVRON CORP	$61 77	$84 42	$803.06	$1,097 40	($294 34)
888-49118	08/18/2006	07/13/2009	30	CHEVRON CORP	$61 77	$66 52	$1,853 23	$1,995 49	($142 26)
888-49118	07/12/2006	07/13/2009	7	CHEVRON CORP	$61.77	$65 24	$432 42	$456 69	($24 27)
888-49118	03/06/2006	07/10/2009	30	EXXON MOBIL CORP	$65 09	$60 61	$1,952 83	$1,818 38	$134.45
888-49118	04/21/2008	07/09/2009	25	CARDINAL HEALTH INC	$29.79	$51 97	$744 81	$1,299 29	($554 48)
888-49118	04/30/2008	06/30/2009	85	TYSON FOODS INC-CL A	$12.81	$17.83	$1,088 85	$1,515.18	($426 33)
888-49118	04/21/2008	06/30/2009	40	CARDINAL HEALTH INC	$30 87	$51 97	$1,234 62	$2,078 84	($844 22)
888-49118	08/09/2007	06/24/2009	37	PHILIP MORRIS INTERNATIONAL	$41 71	$47.43	$1,543 17	$1,754 90	($211 73)
888-49118	03/14/2007	06/24/2009	30	AUTOLIV INC	$27 90	$57 32	$836 95	$1,719 52	($882 57)
888-49118	09/29/2006	06/24/2009	13	PHILIP MORRIS INTERNATIONAL	$41 71	$40 56	$542.20	$527 28	$14 92
888-49118	06/21/2007	06/23/2009	12	TRAVELERS COS INC/THE	$40 75	$53.02	$488.97	$636 25	($147 28)
888-49118	07/14/2003	06/23/2009	33	TRAVELERS COS INC/THE	$40 75	$38.35	$1,344.67	$1,265.62	$79.05
888-49118	08/09/2007	06/22/2009	50	MORGAN STANLEY	$27 47	$62.54	$1,373 55	$3,127.15	($1,753 60)
888-49118	08/09/2007	06/22/2009	5	MORGAN STANLEY	$27 47	$62 54	$137.35	$312 72	($175 37)
888-49118	08/24/2007	06/15/2009	25	ALLSTATE CORP	$24 62	$56 48	$615 45	$1,412 02	($796 57)

BERNSTEIN
Global Wealth Management

Capital Gains

Account: CARPENTER FAMILY FOUNDATION (888-49118)
02/01/2009 - 01/31/2010

Long-Term Capital Gains

Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)
888-49118	07/12/2006	06/10/2009	18	CHEVRON CORP	$70 83	$65 24	$1,274.87	$1,174 33	$100.54
888-49118	01/07/2004	06/10/2009	7	CHEVRON CORP	$70.83	$43 18	$495.78	$302.25	$193.53
888-49118	07/15/2003	05/28/2009	35	SAFEWAY INC	$19.95	$20 80	$698 26	$727 90	($29 64)
888-49118	05/22/2008	05/26/2009	5	WESTERN DIGITAL CORP	$24.90	$35 65	$124.51	$178 24	($53 73)
888-49118	05/22/2008	05/26/2009	20	WESTERN DIGITAL CORP	$24 90	$35 65	$498 04	$712 98	($214 94)
888-49118	05/19/2008	05/26/2009	50	WESTERN DIGITAL CORP	$24 90	$35 23	$1,245 11	$1,761 32	($516 21)
888-49118	08/14/2007	05/26/2009	30	METLIFE INC	$30 29	$62 21	$908.67	$1,866 38	($957 71)
888-49118	04/01/2008	04/29/2009	20	ROYAL DUTCH SHELL PLC-ADR	$46 07	$69.40	$921.35	$1,388.00	($466 65)
888-49118	08/09/2007	04/29/2009	12	ALTRIA GROUP INC	$16 94	$20 98	$203.32	$251 75	($48 43)
888-49118	05/31/2007	04/29/2009	25	VERIZON COMMUNICATIONS INC	$30.89	$43 77	$772 34	$1,094 26	($321 92)
888-49118	10/06/2006	04/29/2009	25	VERIZON COMMUNICATIONS INC	$30.89	$35 31	$772.34	$882.78	($110.44)
888-49118	10/04/2006	04/29/2009	15	VERIZON COMMUNICATIONS INC	$30 89	$35 91	$463.40	$538.58	($75 18)
888-49118	09/29/2006	04/29/2009	20	ALTRIA GROUP INC	$16 94	$17 94	$338.87	$358 82	($19 95)
888-49118	06/16/2006	04/29/2009	18	ALTRIA GROUP INC	$16 94	$16 45	$304 98	$296 03	$8.95
888-49118	03/15/2000	04/29/2009	25	ALTRIA GROUP INC	$16 94	$4 68	$423 59	$117 11	$306.48
888-49118	01/23/2007	04/14/2009	20	METLIFE INC	$27 01	$61 55	$540.19	$1,230.98	($690 79)
888-49118	01/29/2008	04/13/2009	1	DEUTSCHE BANK AG REGISTERED	$51.09	$114.14	$51 09	$114.14	($63 05)
888-49118	08/21/2007	04/13/2009	19	DEUTSCHE BANK AG REGISTERED	$51 09	$125 20	$970 75	$2,378 83	($1,408 08)
888-49118	09/11/2006	04/13/2009	15	JPMORGAN CHASE & CO	$33 29	$45 31	$499 38	$679 68	($180 30)
888-49118	09/04/2007	04/09/2009	6	GOLDMAN SACHS GROUP INC	$119 04	$180 79	$714 23	$1,084 72	($370 49)
888-49118	08/28/2007	04/09/2009	6	GOLDMAN SACHS GROUP INC	$119 04	$173 68	$714 23	$1,042 10	($327 87)
888-49118	01/23/2007	04/09/2009	5	METLIFE INC	$25 94	$61 55	$129 71	$307.74	($178 03)
888-49118	10/24/2005	04/09/2009	5	METLIFE INC	$25 94	$48 75	$129 71	$243.77	($114 06)
888-49118	12/02/2002	04/09/2009	35	METLIFE INC	$25.94	$27.17	$908 00	$951 00	($43 00)
888-49118	01/07/2008	04/08/2009	10	SUPERVALU INC	$14.54	$34.22	$145 43	$342.18	($196 75)
ST 888-49118	11/10/2008	03/30/2009	20	J C PENNEY CO INC	$20 30	$20 26	$406 01	$405 28	$0 73
888-49118	04/27/2007	03/26/2009	65	FIDELITY NATIONAL CL A	$20.14	$25 25	$1,309 17	$1,641 25	($332 08)
888-49118	03/27/2007	03/26/2009	20	MERCK & CO INC	$27 41	$43 83	$548 18	$876 53	($328 35)
888-49118	03/12/2007	03/26/2009	30	MERCK & CO. INC.	$27 41	$44 37	$822 28	$1,331 05	($508 77)
888-49118	04/06/2006	03/26/2009	60	PFIZER INC	$14 43	$25 03	$865 90	$1,501 98	($636 08)

BERNSTEIN
Global Wealth Management

Capital Gains

Account: CARPENTER FAMILY FOUNDATION (888-49118)
02/01/2009 - 01/31/2010

Long-Term Capital Gains

	Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)	
	888-49118	03/15/2000	03/26/2009	30	ALTRIA GROUP INC	$17.19	$4.68	$515.81	$140 53	$375.28	
	888-49118	01/08/2009	03/23/2009	80	BANK OF AMERICA CORP	$7.37	$13 53	$589 78	$1,082.78	($493 00)	
ST	888-49118	10/07/2008	03/23/2009	45	BANK OF AMERICA CORP	$7 37	$22.00	$331 75	$990 00	($658 25)	ST
	888-49118	05/28/2008	03/23/2009	115	GANNETT CO	$2.28	$28.96	$262 43	$3,330.73	($3,068 30)	
	888-49118	05/24/2006	03/23/2009	10	JPMORGAN CHASE & CO	$26 53	$42.12	$265.32	$421 17	($155 85)	
	888-49118	05/24/2006	03/23/2009	20	JPMORGAN CHASE & CO	$26 53	$42.12	$530 64	$842.34	($311 70)	
	888-49118	05/24/2006	03/23/2009	5	JPMORGAN CHASE & CO	$26 53	$42.12	$132 66	$210.59	($77 93)	
	888-49118	07/14/2003	03/23/2009	15	TRAVELERS COS INC/THE	$39 87	$38 35	$598 04	$575.27	$22.77	
	888-49118	04/01/2008	03/19/2009	15	ROYAL DUTCH SHELL PLC-ADR	$45.64	$69 40	$684 56	$1,041.00	($356 44)	
	888-49118	12/17/2008	03/18/2009	200	FIFTH THIRD BANCORP	$2 16	$7 48	$431 72	$1,496 16	($1,064 44)	ST
ST	888-49118	10/07/2008	03/18/2009	20	BANK OF AMERICA CORP	$6.55	$22 00	$131.08	$440.00	($308 92)	
	888-49118	10/07/2008	03/18/2009	5	BANK OF AMERICA CORP	$6 55	$22.00	$32 77	$110.00	($77.23)	
	888-49118	02/13/2008	03/18/2009	25	BANK OF AMERICA CORP	$6.55	$43 28	$163 85	$1,082 03	($918 18)	
	888-49118	02/07/2008	03/18/2009	25	BANK OF AMERICA CORP	$6 55	$43 10	$163 86	$1,077 53	($913 67)	
	888-49118	11/10/2008	03/12/2009	10	J C PENNEY CO INC	$16.39	$20 26	$163.87	$202.63	($38 76)	
ST	888-49118	05/12/2008	03/12/2009	75	AMERICAN INTERNATIONAL GROUP	$0 40	$38.00	$29 67	$2,850 00	($2,820 33)	ST
	888-49118	02/13/2008	03/12/2009	25	AMERICAN INTERNATIONAL GROUP	$0 40	$45 75	$9 89	$1,143 73	($1,133 84)	
	888-49118	02/08/2008	03/12/2009	50	AMERICAN INTERNATIONAL GROUP	$0 40	$50.64	$19 78	$2,531 77	($2,511 99)	
	888-49118	02/08/2008	03/12/2009	50	J C PENNEY CO INC	$16 39	$48 06	$819 37	$2,402 84	($1,583 47)	
	888-49118	01/29/2008	03/12/2009	19	CATERPILLAR INC	$25.99	$69 10	$493.72	$1,312 87	($819 15)	
	888-49118	10/12/2006	03/12/2009	25	AMERICAN INTERNATIONAL GROUP	$0 40	$67 27	$9 89	$1,681 84	($1,671 95)	
	888-49118	09/14/2006	03/12/2009	30	AMERICAN INTERNATIONAL GROUP	$0 40	$65.30	$11 87	$1,959.03	($1,947 16)	
	888-49118	08/24/2006	03/12/2009	15	AMERICAN INTERNATIONAL GROUP	$0.40	$63 23	$5 93	$948.38	($942 45)	
	888-49118	05/09/2006	03/12/2009	55	AMERICAN INTERNATIONAL GROUP	$0.40	$65 83	$21.76	$3,620 60	($3,598 84)	
	888-49118	03/13/2006	03/12/2009	40	AMERICAN INTERNATIONAL GROUP	$0 40	$67 97	$15.82	$2,718.65	($2,702 83)	
	888-49118	03/18/2004	03/12/2009	10	AMERICAN INTERNATIONAL GROUP	$0 40	$73 52	$3.96	$735 19	($731 23)	
	888-49118	08/04/2003	03/12/2009	175	SANMINA-SCI CORP	$0.22	$8 18	$38 68	$1,432 31	($1,393 63)	
	888-49118	02/09/2009	03/10/2009	55	WELLS FARGO & COMPANY	$11 49	$19 20	$632.06	$1,055 79	($423 73)	
	888-49118	02/07/2008	02/24/2009	50	BANK OF AMERICA CORP	$4.53	$43.10	$226.48	$2,155 04	($1,928 56)	
	888-49118	06/04/2007	02/24/2009	25	BANK OF AMERICA CORP	$4 53	$50 74	$113.24	$1,268.48	($1,155 24)	

Bernstein
Global Wealth Management

Capital Gains

Account: CARPENTER FAMILY FOUNDATION (888-49118)
02/01/2009 - 01/31/2010

Long-Term Capital Gains

	Account No.	Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain/(Loss)	
	888-49118	04/18/2007	02/24/2009	25	BANK OF AMERICA CORP	$4.53	$51 93	$113.24	$1,298 22	($1,184 98)	
	888-49118	04/02/2007	02/24/2009	65	BANK OF AMERICA CORP	$4 53	$50 43	$294.42	$3,278.24	($2,983 82)	
	888-49118	10/02/2006	02/24/2009	50	SPRINT NEXTEL CORP	$3 50	$16.99	$175.06	$849.41	($674 35)	
	888-49118	05/24/2006	02/24/2009	45	JPMORGAN CHASE & CO	$20 77	$42 12	$934.55	$1,895 26	($960 71)	
	888-49118	05/11/2006	02/24/2009	25	JPMORGAN CHASE & CO	$20 77	$45 73	$519 20	$1,143 37	($624 17)	
	888-49118	09/08/2005	02/24/2009	100	SPRINT NEXTEL CORP	$3 50	$23.18	$350.12	$2,317 70	($1,967 58)	
	888-49118	12/27/2001	02/24/2009	10	BANK OF AMERICA CORP	$4 53	$33.47	$45 30	$334.66	($289 36)	
	888-49118	09/08/2005	02/19/2009	25	SPRINT NEXTEL CORP	$3 30	$23 18	$82 62	$579.42	($496 80)	
	888-49118	03/06/2003	02/19/2009	150	SPRINT NEXTEL CORP	$3.30	$11.19	$495.72	$1,679.01	($1,183 29)	
ST	888-49118	05/22/2008	02/10/2009	8	TOYOTA MOTOR CORP -SPON ADR	$69 40	$100 57	$555.18	$804.57	($249 39)	ST
	888-49118	10/04/2006	02/10/2009	20	VERIZON COMMUNICATIONS INC	$31.20	$35.90	$624 02	$718 09	($94 07)	
	888-49118	01/21/2009	02/09/2009	150	DELL INC	$9.62	$9.99	$1,443.71	$1,498 92	($55 21)	
	888-49118	10/14/2008	02/06/2009	75	ERICSSON L M TEL CO	$8.62	$7 06	$646 30	$529.15	$117.15	
ST	888-49118	09/22/2008	02/06/2009	35	CITIGROUP INC	$3 93	$20.01	$137 38	$700 18	($562 80)	ST
	888-49118	02/27/2008	02/06/2009	75	CITIGROUP INC	$3.93	$25.46	$294 39	$1,909.65	($1,615 26)	
	888-49118	02/08/2008	02/06/2009	75	CITIGROUP INC	$3 93	$26 33	$294.39	$1,974 88	($1,680 49)	
	888-49118	01/30/2008	02/06/2009	45	CITIGROUP INC	$3.93	$28 23	$176 64	$1,270.31	($1,093 67)	
ST	888-49118	06/16/2008	02/04/2009	15	HARTFORD FINANCIAL SVCS GRP	$15 19	$72 68	$227 78	$1,090 26	($862 48)	
	888-49118	06/12/2008	02/04/2009	15	HARTFORD FINANCIAL SVCS GRP	$15 19	$72 38	$227 78	$1,085 70	($857 92)	ST
	888-49118	10/16/2007	02/03/2009	40	BP PLC-SPONS ADR	$42 02	$76 53	$1,680 82	$3,061.19	($1,380 37)	
	888-49118	12/18/2006	02/03/2009	15	BP PLC-SPONS ADR	$42 02	$67 26	$630 31	$1,008 87	($378 56)	
	888-49118	10/30/2006	02/03/2009	20	BLACK & DECKER CORP	$29 78	$84 39	$595.52	$1,687 72	($1,092 20)	
							Total	$126,843.34	$225,384.98	($98,541.64)	

AMOUNTS INCORRECT

SOME SECURITIES ARE CLASSIFIED LT WHEN S

The information above reflects the total gains and losses of the accounts in your relationship and therefore may include nontaxable accounts To simplify your tax planning process, we encourage you to customize this page with a Personalized Account Analysis that aligns with your tax obligations or contact your Bernstein Advisor Please note that prior to 2008, long-term capital gains distributions from mutual funds can be found on the Income report Please see your Year-End Tax Report for your official tax record You should verify the accuracy of all calculations with your tax advisor

Statement of Shareholder Receiving a Distribution of Stock

CARPENTER FAMILY FOUNDATION (Account 888-49118)

Statement of Shareowner
Receiving a Distribution of Stock
of Time Warner Cable Inc
Filed Pursuant to Treasury Regulation Section 1 355-5(b)

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

2 The names and addresses of the corporations involved are

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

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

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

4 The undersigned received 58 shares of common stock of Time Warner Cable Inc. in the distribution

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

____
Shareholder's Signature

____
Shareholder's Signature

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

Statement of Shareholder Receiving a Distribution of Stock

CARPENTER FAMILY FOUNDATION (Account 888-49118)

Statement of Shareowner
Receiving a Distribution of Stock
of AOL Inc
Filed Pursuant to Treasury Regulation Section 1 355-5(b)

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

2 The names and addresses of the corporations involved are

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

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

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

4 The undersigned received 13 shares of common stock of AOL Inc in the distribution

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

Shareholder's Signature

Shareholder's Signature

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

Form 4562 Depreciation and Amortization

(Including Information on Listed Property)

Department of the Treasury Internal Revenue Service (99)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No 67

Name(s) shown on return: CARPENTER FAMILY FOUNDATION

Identifying number: 95-3854103

Business or activity to which this form relates: GENERAL DEPRECIATION

Part I Election To Expense Certain Property Under Section 179

Note: *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation (see instructions)	3	
4	Reduction in limitation Subtract line 3 from line 2 If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property Enter the amount from line 29	7	
8	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5 (see instructions)	11	
12	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010 Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property Instead, use Part V*

Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.) (See instructions.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III MACRS Depreciation (Do not include listed property.) (See instructions)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property			27.5 yrs.	MM	S/L	
			27 5 yrs.	MM	S/L	
i Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

(a) Classification of property	(b)	(c)	(d)	(e)	(f)	(g)
20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year			40 yrs	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instructions	22	
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* ***only*** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles.)*

24a Do you have evidence to support the business/investment use claimed? ☐ **Yes** ☐ **No** **24b** If "Yes," is the evidence written? ☐ **Yes** ☐ **No**

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions)						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle 1		(b) Vehicle 2		(c) Vehicle 3		(d) Vehicle 4		(e) Vehicle 5		(f) Vehicle 6	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons (see instructions).

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use? (See instructions)		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year (see instructions):					
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f) See the instructions for where to report				44	