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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning 04/01 , 2009, and ending 03/31, 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
TR THORNTON/VENABLE MEM U/I 4 55-1114757

Number and street (or P O box number if mail is not delivered to street address) Room/suite
P.O. BOX 1908

City or town, state, and ZIP code
ORLANDO, FL 32802-1908

A Employer identification number
58-6174419

B Telephone number (see page 10 of the instructions)
( ) -

C If exemption application is pending, check here ▶ ☐
D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 18,662,974.

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

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)				
	2 Check ▶ [X] if the foundation is **not** required to attach Sch B.				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	373,816.	376,885.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	80,632.			
	b Gross sales price for all assets on line 6a 2,674,105.				
	7 Capital gain net income (from Part IV, line 2)		80,101.		
	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	454,448.	456,986.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	69,756.	34,878.		34,878.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 2	175.	NONE	NONE	175.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 3	9,396.	5,351.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses** Add lines 13 through 23	79,327.	40,229.	NONE	35,053.
	25 Contributions, gifts, grants paid	1,019,663.			1,019,663.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,098,990.	40,229.	NONE	1,054,716.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-644,542.			
	b **Net investment income** (if negative, enter -0-)		416,757.		
	c **Adjusted net income** (if negative, enter -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 Savings and temporary cash investments	782,209.	763,745.	763,745.
3 Accounts receivable ▶			
Less allowance for doubtful accounts ▶			
4 Pledges receivable ▶			
Less allowance for doubtful accounts ▶			
5 Grants receivable			
6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7 Other notes and loans receivable (attach schedule) ▶			
Less. allowance for doubtful accounts ▶			
8 Inventories for sale or use			
9 Prepaid expenses and deferred charges			
10 a Investments - U S and state government obligations (attach schedule)			
b Investments - corporate stock (attach schedule)			
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) STMT 4	18,051,068.	17,410,098.	17,899,229.
14 Land, buildings, and equipment basis ▶			
Less accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	18,833,277.	18,173,843.	18,662,974.
Liabilities			
17 Accounts payable and accrued expenses			
18 Grants payable			
19 Deferred revenue			
20 Loans from officers, directors, trustees, and other disqualified persons			
21 Mortgages and other notes payable (attach schedule)			
22 Other liabilities (describe ▶)			
23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances			
Foundations that follow SFAS 117, check here ▶ [ ] and complete lines 24 through 26 and lines 30 and 31.			
24 Unrestricted			
25 Temporarily restricted			
26 Permanently restricted			
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [X]			
27 Capital stock, trust principal, or current funds	17,231,063.	18,173,843.	
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	1,602,214.		
30 **Total net assets or fund balances** (see page 17 of the instructions)	18,833,277.	18,173,843.	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	18,833,277.	18,173,843.	

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	18,833,277.
2 Enter amount from Part I, line 27a	2	-644,542.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	674.
4 Add lines 1, 2, and 3	4	18,189,409.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	15,566.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	18,173,843.

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 DETAIL			
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	80,101.
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	696,121.	18,119,766.	0.03841776985
2007			
2006			
2005			
2004			

2	Total of line 1, column (d)	2	0.03841776985
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	0.03841776985
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	17,110,382.
5	Multiply line 4 by line 3	5	657,343.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,168.
7	Add lines 5 and 6	7	661,511.
8	Enter qualifying distributions from Part XII, line 4	8	1,054,716.

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 ▶ [X] and enter 1% of Part I, line 27b	1	4,168.
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	4,168.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,168.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 10,382.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments Add lines 6a through 6d	7	10,382.
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	6,214.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 4,168. **Refunded** ▶	11	2,046.

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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, 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) ▶ STMT 7			
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)*

			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 ▶ SUNTRUST BANK, ATLANTA Telephone no. ▶ (404)588-7384

Located at ▶ 25 PARK PLACE; ATLANTA, GA ZIP + 4 ▶ 30303

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.

			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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 (No)
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	N/A

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

1 List all officers, directors, trustees, foundation managers and their compensation (see 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
SEE STATEMENT 8		69,756.	-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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		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 NONE	
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	16,754,057.
b	Average of monthly cash balances	1b	616,889.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	17,370,946.
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	NONE
3	Subtract line 2 from line 1d	3	17,370,946.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	260,564.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	17,110,382.
6	**Minimum investment return.** Enter 5% of line 5	6	855,519.

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	855,519.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,168.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,168.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	851,351.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	851,351.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	851,351.

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	1,054,716.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,054,716.
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	4,168.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	1,050,548.

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				851,351.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			199,488.	
b Total for prior years 20 07 ,20 ___ ,20 ___		NONE		
3 Excess distributions carryover, if any, to 2009.				
a From 2004 ... NONE				
b From 2005 ... NONE				
c From 2006 ... NONE				
d From 2007 ... NONE				
e From 2008 ... NONE				
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4. ▶ $ 1,054,716.				
a Applied to 2008, but not more than line 2a			199,488.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				851,351.
e Remaining amount distributed out of corpus	3,877.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,877.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions			None	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				NONE
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)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,877.			
10 Analysis of line 9				
a Excess from 2005 ... NONE				
b Excess from 2006 ... NONE				
c Excess from 2007 ... NONE				
d Excess from 2008 ... NONE				
e Excess from 2009 ... 3,877.				

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 (a) 2009	Prior 3 years (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).)

N/A

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*				
SEE STATEMENT 9				
Total . . . . ▶ **3a**				1,019,663.
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					
4 Dividends and interest from securities			14	373,816.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	80,632.	
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)				454,448.	

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 454,448.

(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	

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

Signature of officer or trustee: E.W. WOHLFORD | Date: 06/24/2010 | Title: TRUSTEE

Paid Preparer's Use Only

Preparer's signature	Date 06/24/2010	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00353001
Firm's name (or yours if self-employed), address, and ZIP code	KPMG LLP PO BOX 6768 PROVIDENCE, RI 02940-6768	EIN ▶ 13-5565207 Phone no 888-942-3272

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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)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,646.	
		20000. US TREAS 4.125% 8/15 PROPERTY TYPE: SECURITIES					02/10/2009	04/06/2009
20,936.00		21,045.00					-109.00	
		45000. US TREAS 2.125% 1/31 PROPERTY TYPE: SECURITIES					11/19/2008	04/06/2009
45,557.00		45,590.00					-33.00	
		1074.61 GREENWICH CAP COML 4.305% 8/1 PROPERTY TYPE: SECURITIES					01/26/2005	04/10/2009
1,075.00		1,080.00					-5.00	
		649.41 MORGAN STANLEY CAP 5.124% 3/12 PROPERTY TYPE: SECURITIES					03/21/2006	04/12/2009
649.00		649.00						
		15000. US TREAS 4.125% 5/15 PROPERTY TYPE: SECURITIES					12/20/2006	04/14/2009
16,830.00		14,526.00					2,304.00	
		952.9 FHLMC GOLD #E98664 4.500% 8/01/ PROPERTY TYPE: SECURITIES					09/12/2003	04/15/2009
953.00		953.00						
		833.21 GNMA REMIC 2004-84-A 3.624% 5/16 PROPERTY TYPE: SECURITIES					07/27/2006	04/16/2009
833.00		833.00						
		272.91 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	04/16/2009
273.00		273.00						
		70000. US TREAS 1.375% 2/15 PROPERTY TYPE: SECURITIES					03/04/2009	04/22/2009
70,232.00		69,989.00					243.00	
		430.46 BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	04/25/2009
430.00		429.00					1.00	

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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)	
		176.31 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	04/25/2009
176.00		227.00					-51.00	
		1448.98 FNMA POOL #555591 5.500% 7/0 PROPERTY TYPE: SECURITIES					09/11/2003	04/25/2009
1,449.00		1,466.00					-17.00	
		45.28 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	04/25/2009
45.00		46.00					-1.00	
		1358.4 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	04/25/2009
1,358.00		1,362.00					-4.00	
		687.13 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	04/25/2009
687.00		684.00					3.00	
		30000. US TREAS 4.500% 2/28 PROPERTY TYPE: SECURITIES					05/02/2008	04/30/2009
31,964.00		31,523.00					441.00	
		25000. US TREAS 1.875% 2/28 PROPERTY TYPE: SECURITIES					03/13/2009	04/30/2009
24,816.00		24,966.00					-150.00	
		45000. CONOCOPHILLIPS 5.750% 2/01 PROPERTY TYPE: SECURITIES					01/29/2009	05/04/2009
45,862.00		44,697.00					1,165.00	
		5000. WALT DISNEY CO 4.500% 12/15/ PROPERTY TYPE: SECURITIES					12/17/2008	05/07/2009
5,211.00		4,951.00					260.00	
		199.9 GREENWICH CAP COML 4.305% 8/10/ PROPERTY TYPE: SECURITIES					01/26/2005	05/10/2009
200.00		201.00					-1.00	
		10000. US TREAS 4.125% 8/31 PROPERTY TYPE: SECURITIES					08/12/2008	05/11/2009
10,860.00		10,443.00					417.00	

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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)	
		25000. US TREAS 4.125% 8/31 PROPERTY TYPE: SECURITIES					05/02/2008	05/11/2009
27,150.00		25,534.00					1,616.00	
		722.88 MORGAN STANLEY CAP 5.124% 3/12 PROPERTY TYPE: SECURITIES					03/21/2006	05/12/2009
723.00		723.00						
		909.93 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	05/15/2009
910.00		910.00						
		250000. FED NATL MTG ASSN 4.250% 5/1 PROPERTY TYPE: SECURITIES					12/04/2008	05/15/2009
250,000.00		253,743.00					-3,743.00	
		837.43 GNMA REMIC 2004-84-A 3.624% 5/16 PROPERTY TYPE: SECURITIES					07/27/2006	05/16/2009
837.00		837.00						
		270.75 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	05/16/2009
271.00		271.00						
		245.75 BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	05/25/2009
246.00		245.00					1.00	
		181.57 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	05/25/2009
182.00		233.00					-51.00	
		1460.63 FNMA POOL #555591 5.500% 7/0 PROPERTY TYPE: SECURITIES					09/11/2003	05/25/2009
1,461.00		1,478.00					-17.00	
		51.67 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	05/25/2009
52.00		53.00					-1.00	
		1152.71 FNMA POOL #888202 5.500% 2/0 PROPERTY TYPE: SECURITIES					02/21/2007	05/25/2009
1,153.00		1,156.00					-3.00	

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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)	
		683.49 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	05/25/2009
683.00		680.00					3.00	
		35000. US TREAS 2.750% 2/15 PROPERTY TYPE: SECURITIES					03/31/2009	06/05/2009
32,041.00		35,180.00					-3,139.00	
		5000. US TREAS 4.125% 8/31/ PROPERTY TYPE: SECURITIES					08/12/2008	06/09/2009
5,330.00		5,221.00					109.00	
		50000. US TREAS 4.125% 8/31 PROPERTY TYPE: SECURITIES					05/30/2008	06/09/2009
53,297.00		51,732.00					1,565.00	
		2130.36 GREENWICH CAP COML 4.305% 8/1 PROPERTY TYPE: SECURITIES					01/26/2005	06/10/2009
2,130.00		2,141.00					-11.00	
		656.22 MORGAN STANLEY CAP 5.124% 3/12 PROPERTY TYPE: SECURITIES					03/21/2006	06/12/2009
656.00		656.00						
		16171.64 CREDIT SUISSE FIRST 4.609% 2/ PROPERTY TYPE: SECURITIES					02/28/2007	06/15/2009
16,172.00		15,945.00					227.00	
		993.62 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	06/15/2009
994.00		994.00						
		15000. US TREAS 1.875% 4/30 PROPERTY TYPE: SECURITIES					04/30/2009	06/15/2009
14,416.00		14,864.00					-448.00	
		12268.26 GNMA REMIC 2004-84-A 3.624% 5/ PROPERTY TYPE: SECURITIES					07/27/2006	06/16/2009
12,268.00		12,268.00						
		273.74 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	06/16/2009
274.00		274.00						

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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)	
		45000. AT&T INC 5.800% 2/15 PROPERTY TYPE: SECURITIES					01/29/2009	06/24/2009
45,632.00		44,860.00					772.00	
		449.64 BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	06/25/2009
450.00		448.00					2.00	
		117.98 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	06/25/2009
118.00		152.00					-34.00	
		1631.15 FNMA POOL #555591 5.500% 7/0 PROPERTY TYPE: SECURITIES					09/11/2003	06/25/2009
1,631.00		1,650.00					-19.00	
		45.78 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	06/25/2009
46.00		47.00					-1.00	
		1183.89 FNMA POOL #888202 5.500% 2/0 PROPERTY TYPE: SECURITIES					02/21/2007	06/25/2009
1,184.00		1,187.00					-3.00	
		679.87 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	06/25/2009
680.00		676.00					4.00	
		15000. TELECOM ITALIA CAPIT 6.175% 6/18 PROPERTY TYPE: SECURITIES					06/15/2009	06/29/2009
15,204.00		15,000.00					204.00	
		20000. US TREAS 0.875% 4/30 PROPERTY TYPE: SECURITIES					04/30/2009	07/07/2009
19,991.00		19,979.00					12.00	
		100.34 GREENWICH CAP COML 4.305% 8/10 PROPERTY TYPE: SECURITIES					01/26/2005	07/10/2009
100.00		101.00					-1.00	
		729.5 MORGAN STANLEY CAP 5.124% 3/12/ PROPERTY TYPE: SECURITIES					03/21/2006	07/12/2009
730.00		729.00					1.00	

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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)	
		7749.94 CREDIT SUISSE FIRST 4.609% 2/1 PROPERTY TYPE: SECURITIES					02/28/2007	07/15/2009
7,750.00		7,642.00					108.00	
		1091.3 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	07/15/2009
1,091.00		1,091.00						
		275.02 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	07/16/2009
275.00		275.00						
		404.08 BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	07/25/2009
404.00		403.00					1.00	
		212.76 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	07/25/2009
213.00		273.00					-60.00	
		1496.83 FNMA POOL #555591 5.500% 7/0 PROPERTY TYPE: SECURITIES					09/11/2003	07/25/2009
1,497.00		1,514.00					-17.00	
		52.15 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	07/25/2009
52.00		53.00					-1.00	
		914.43 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	07/25/2009
914.00		917.00					-3.00	
		676.28 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	07/25/2009
676.00		673.00					3.00	
		45000. US TREAS 2.000% 2/28 PROPERTY TYPE: SECURITIES					04/06/2009	07/31/2009
45,431.00		45,561.00					-130.00	
		25000. BURLINGTON NORTH 5.750% 3/15 PROPERTY TYPE: SECURITIES					03/11/2008	08/10/2009
26,165.00		24,942.00					1,223.00	

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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)	
		515.06 GREENWICH CAP COML 4.305% 8/10 PROPERTY TYPE: SECURITIES					01/26/2005	08/10/2009
515.00		518.00					-3.00	
		20000. EMERSON ELECTRIC 4.125% 4/15 PROPERTY TYPE: SECURITIES					04/14/2009	08/12/2009
20,592.00		19,951.00					641.00	
		663.09 MORGAN STANLEY CAP 5.124% 3/12 PROPERTY TYPE: SECURITIES					03/21/2006	08/12/2009
663.00		663.00						
		434.16 CREDIT SUISSE FIRST 4.609% 2/15 PROPERTY TYPE: SECURITIES					02/28/2007	08/15/2009
434.00		428.00					6.00	
		931.16 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	08/15/2009
931.00		931.00						
		200000. US TREAS 3.500% 8/1 PROPERTY TYPE: SECURITIES					08/21/2008	08/15/2009
200,000.00		202,766.00					-2,766.00	
		125000. US TREAS 3.500% 8/1 PROPERTY TYPE: SECURITIES					04/30/2007	08/15/2009
125,000.00		122,056.00					2,944.00	
		276.3 GNMA REMIC 2007-4-A 4.206% 6/16/ PROPERTY TYPE: SECURITIES					02/22/2007	08/16/2009
276.00		276.00						
		10000. US TREAS 4.125% 8/31 PROPERTY TYPE: SECURITIES					08/12/2008	08/17/2009
10,772.00		10,443.00					329.00	
		30000. PRAXAIR INC 4.625% 3/30 PROPERTY TYPE: SECURITIES					03/04/2008	08/18/2009
32,320.00		29,958.00					2,362.00	
		50000. INTL LEASE FIN COR 5.875% 5/01 PROPERTY TYPE: SECURITIES					11/20/2006	08/19/2009
36,563.00		51,450.00					-14,887.00	

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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)	
		612.33 BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	08/25/2009
612.00		610.00					2.00	
		170.66 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	08/25/2009
171.00		219.00					-48.00	
		1229.29 FNMA POOL #555591 5.500% 7/0 PROPERTY TYPE: SECURITIES					09/11/2003	08/25/2009
1,229.00		1,244.00					-15.00	
		46.28 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	08/25/2009
46.00		47.00					-1.00	
		1074.06 FNMA POOL #888202 5.500% 2/0 PROPERTY TYPE: SECURITIES					02/21/2007	08/25/2009
1,074.00		1,077.00					-3.00	
		35000. HONEYWELL INTL 5.000% 2/15 PROPERTY TYPE: SECURITIES					02/18/2009	08/25/2009
36,721.00		34,875.00					1,846.00	
		30000. J P MORGAN CHASE & CO SUB NOTES PROPERTY TYPE: SECURITIES					05/16/2008	08/25/2009
31,955.00		31,721.00					234.00	
		25000. J P MORGAN CHASE & CO SUB NOTES PROPERTY TYPE: SECURITIES					05/16/2008	08/25/2009
26,614.00		26,434.00					180.00	
		672.7 WELLS FARGO MTG BK 4.99861% 11/25/ PROPERTY TYPE: SECURITIES					03/14/2007	08/25/2009
673.00		669.00					4.00	
		6332.134 ALLIANZ FDS NFJ SMALLCAP VALUE PROPERTY TYPE: SECURITIES					03/13/2009	09/09/2009
144,499.00		102,074.00					42,425.00	
		8564.69 GREENWICH CAP COML 4.305% 8/1 PROPERTY TYPE: SECURITIES					01/26/2005	09/10/2009
8,565.00		8,607.00					-42.00	

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)	
		10000. NORTHERN BORDER 7.100% 03/15 PROPERTY TYPE: SECURITIES					08/22/2007	09/10/2009
10,619.00		10,498.00					121.00	
		5706.93 MORGAN STANLEY CAP 5.124% 3/1 PROPERTY TYPE: SECURITIES					03/21/2006	09/14/2009
5,743.00		5,707.00					36.00	
		666.41 MORGAN STANLEY CAP 5.124% 3/12 PROPERTY TYPE: SECURITIES					03/21/2006	09/14/2009
666.00		666.00						
		813.2 CREDIT SUISSE FIRST 4.609% 2/15/ PROPERTY TYPE: SECURITIES					02/28/2007	09/15/2009
813.00		802.00					11.00	
		834.07 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	09/15/2009
834.00		834.00						
		277.59 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	09/16/2009
278.00		278.00						
		7664.66 LB-UBS COML MTG 4.310% 2/1 PROPERTY TYPE: SECURITIES					02/23/2007	09/17/2009
7,665.00		7,478.00					187.00	
		10000. UNITED TECHNOLOGIES 6.125% 2/01 PROPERTY TYPE: SECURITIES					12/15/2008	09/22/2009
11,246.00		9,984.00					1,262.00	
		13080.444 MFS SER TR I CORE GROWTH I PROPERTY TYPE: SECURITIES					02/02/2009	09/23/2009
200,000.00		162,067.00					37,933.00	
		1673.02 BEAR STEARNS ALT-A 5.53268% 3/2 PROPERTY TYPE: SECURITIES					06/22/2006	09/25/2009
1,673.00		1,668.00					5.00	
		184.29 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	09/25/2009
184.00		237.00					-53.00	

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)	
		741.49 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	09/25/2009
741.00		750.00					-9.00	
		46.51 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	09/25/2009
47.00		47.00						
		758.31 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	09/25/2009
758.00		760.00					-2.00	
		669.13 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	09/25/2009
669.00		666.00					3.00	
		20000. MERRILL LYNCH & CO 5.450% 2/05 PROPERTY TYPE: SECURITIES					01/29/2008	10/01/2009
20,876.00		19,974.00					902.00	
		1114.36 GREENWICH CAP COML 4.305% 8/1 PROPERTY TYPE: SECURITIES					01/26/2005	10/10/2009
1,114.00		1,120.00					-6.00	
		36000. US TREAS 4.125% 8/31 PROPERTY TYPE: SECURITIES					08/19/2009	10/14/2009
38,815.00		38,793.00					22.00	
		25000. US TREAS 4.125% 8/31 PROPERTY TYPE: SECURITIES					08/12/2008	10/14/2009
26,955.00		26,107.00					848.00	
		810.17 CREDIT SUISSE FIRST 4.609% 2/15 PROPERTY TYPE: SECURITIES					02/28/2007	10/15/2009
810.00		799.00					11.00	
		599.9 FHLMC GOLD #E98664 4.500% 8/01/ PROPERTY TYPE: SECURITIES					09/12/2003	10/15/2009
600.00		600.00						
		20000. MERRILL LYNCH & CO 6.150% 4/25 PROPERTY TYPE: SECURITIES					10/01/2009	10/15/2009
21,329.00		21,288.00					41.00	

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)	
		278.89 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	10/16/2009
279.00		279.00						
		243.88 LB-UBS COML MTG 4.310% 2/15 PROPERTY TYPE: SECURITIES					02/23/2007	10/19/2009
244.00		238.00					6.00	
		389.61 BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	10/25/2009
390.00		388.00					2.00	
		176.99 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	10/25/2009
177.00		227.00					-50.00	
		769.78 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	10/25/2009
770.00		779.00					-9.00	
		52.87 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	10/25/2009
53.00		54.00					-1.00	
		803.77 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	10/25/2009
804.00		806.00					-2.00	
		665.59 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	10/25/2009
666.00		662.00					4.00	
		10000. US TREAS 2.750% 2/15 PROPERTY TYPE: SECURITIES					03/31/2009	11/09/2009
9,444.00		10,052.00					-608.00	
		647.09 GREENWICH CAP COML 4.305% 8/10 PROPERTY TYPE: SECURITIES					01/26/2005	11/10/2009
647.00		650.00					-3.00	
		25000. US TREAS 2.750% 2/15 PROPERTY TYPE: SECURITIES					03/31/2009	11/12/2009
23,594.00		25,129.00					-1,535.00	

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)	
		3544.54 CREDIT SUISSE FIRST 4.609% 2/1 PROPERTY TYPE: SECURITIES					02/28/2007	11/15/2009
3,545.00		3,495.00					50.00	
		825.43 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	11/15/2009
825.00		825.00						
		280.19 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	11/16/2009
280.00		280.00						
		65000. US TREAS 2.750% 2/15 PROPERTY TYPE: SECURITIES					05/04/2009	11/17/2009
62,131.00		63,864.00					-1,733.00	
		221.83 LB-UBS COML MTG 4.310% 2/15 PROPERTY TYPE: SECURITIES					02/23/2007	11/18/2009
222.00		216.00					6.00	
		60000. GE CAP COML MTG CORP PARTN CTF SE PROPERTY TYPE: SECURITIES					04/05/2002	11/24/2009
63,389.00		60,297.00					3,092.00	
		341.54 BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	11/25/2009
342.00		340.00					2.00	
		174.39 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	11/25/2009
174.00		224.00					-50.00	
		778.96 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	11/25/2009
779.00		788.00					-9.00	
		47.02 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	11/25/2009
47.00		48.00					-1.00	
		777.95 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	11/25/2009
778.00		780.00					-2.00	

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)	
		662.06 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	11/25/2009
662.00		659.00					3.00	
		150000. FED HOME LN BK 4.625% 10/1 PROPERTY TYPE: SECURITIES					10/03/2007	12/02/2009
164,001.00		149,862.00					14,139.00	
		163.69 GREENWICH CAP COML 4.305% 8/10 PROPERTY TYPE: SECURITIES					01/26/2005	12/10/2009
164.00		165.00					-1.00	
		820.44 CREDIT SUISSE FIRST 4.609% 2/15 PROPERTY TYPE: SECURITIES					02/28/2007	12/15/2009
820.00		809.00					11.00	
		720.17 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	12/15/2009
720.00		720.00						
		281.5 GNMA REMIC 2007-4-A 4.206% 6/16/ PROPERTY TYPE: SECURITIES					02/22/2007	12/16/2009
282.00		282.00						
		11326.49 LB-UBS COML MTG 4.310% 2/ PROPERTY TYPE: SECURITIES					02/23/2007	12/17/2009
11,326.00		11,050.00					276.00	
		195.19 BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	12/25/2009
195.00		195.00						
		157.52 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	12/25/2009
158.00		202.00					-44.00	
		849.14 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	12/25/2009
849.00		859.00					-10.00	
		53.36 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	12/25/2009
53.00		54.00					-1.00	

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)	
		648.76 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	12/25/2009
649.00		650.00					-1.00	
		658.55 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	12/25/2009
659.00		655.00					4.00	
		10767.63 GREENWICH CAP COML 4.305% 8/ PROPERTY TYPE: SECURITIES					01/26/2005	01/10/2010
10,768.00		10,821.00					-53.00	
		1501.16 CREDIT SUISSE FIRST 4.609% 2/1 PROPERTY TYPE: SECURITIES					02/28/2007	01/15/2010
1,501.00		1,480.00					21.00	
		991.9 FHLMC GOLD #E98664 4.500% 8/01/ PROPERTY TYPE: SECURITIES					09/12/2003	01/15/2010
992.00		987.00					5.00	
		282.81 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	01/16/2010
283.00		275.00					8.00	
		677.13 LB-UBS COML MTG 4.310% 2/15 PROPERTY TYPE: SECURITIES					02/23/2007	01/17/2010
677.00		661.00					16.00	
		790.14 BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	01/25/2010
790.00		788.00					2.00	
		179.44 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	01/25/2010
179.00		231.00					-52.00	
		901.68 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	01/25/2010
902.00		912.00					-10.00	
		47.54 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	01/25/2010
48.00		49.00					-1.00	

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)	
		717.31 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	01/25/2010
717.00		719.00					-2.00	
		655.06 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	01/25/2010
655.00		652.00					3.00	
		53745. BEAR STEARNS ALT-A 5.53268% 3/25 PROPERTY TYPE: SECURITIES					06/22/2006	02/04/2010
27,964.00		53,575.00					-25,611.00	
		30000. CITIGROUP INC 6.500% 8/19 PROPERTY TYPE: SECURITIES					08/13/2008	02/10/2010
32,134.00		29,982.00					2,152.00	
		389.71 GREENWICH CAP COML 4.305% 8/10 PROPERTY TYPE: SECURITIES					01/26/2005	02/10/2010
390.00		392.00					-2.00	
		55000. MERRILL LYNCH & CO 6.400% 8/28 PROPERTY TYPE: SECURITIES					10/15/2009	02/10/2010
56,169.00		56,350.00					-181.00	
		6768.44 CREDIT SUISSE FIRST 4.609% 2/1 PROPERTY TYPE: SECURITIES					02/28/2007	02/15/2010
6,768.00		6,674.00					94.00	
		884.69 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	02/15/2010
885.00		880.00					5.00	
		284.13 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	02/16/2010
284.00		276.00					8.00	
		20367.61 LB-UBS COML MTG 4.310% 2/ PROPERTY TYPE: SECURITIES					02/23/2007	02/17/2010
20,368.00		19,871.00					497.00	
		375.2 BEAR STEARNS ALT-A 5.53268% 3/25/ PROPERTY TYPE: SECURITIES					06/22/2006	02/25/2010
375.00		374.00					1.00	

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)	
		129.77 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	02/25/2010
130.00		167.00					-37.00	
		649.51 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	02/25/2010
650.00		657.00					-7.00	
		47.78 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	02/25/2010
48.00		49.00					-1.00	
		683.41 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	02/25/2010
683.00		685.00					-2.00	
		651.59 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	02/25/2010
652.00		648.00					4.00	
		15000. UNITED TECHNOLOGIES 6.125% 2/01 PROPERTY TYPE: SECURITIES					12/15/2008	03/01/2010
16,942.00		14,976.00					1,966.00	
		78.06 GREENWICH CAP COML 4.305% 8/10/ PROPERTY TYPE: SECURITIES					01/26/2005	03/10/2010
78.00		78.00						
		1116.53 CREDIT SUISSE FIRST 4.609% 2/1 PROPERTY TYPE: SECURITIES					02/28/2007	03/15/2010
1,117.00		1,101.00					16.00	
		667.59 FHLMC GOLD #E98664 4.500% 8/01 PROPERTY TYPE: SECURITIES					09/12/2003	03/15/2010
668.00		664.00					4.00	
		180000. FEDERAL HOME LOAN MTG CORP NOTE PROPERTY TYPE: SECURITIES					08/30/2007	03/15/2010
180,000.00		192,025.00					-12,025.00	
		285.46 GNMA REMIC 2007-4-A 4.206% 6/16 PROPERTY TYPE: SECURITIES					02/22/2007	03/16/2010
285.00		278.00					7.00	

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)	
		259.13 LB-UBS COML MTG 4.310% 2/15 PROPERTY TYPE: SECURITIES					02/23/2007	03/17/2010
259.00		253.00					6.00	
		178.85 FEDERAL NATIONAL MTG ASSN PASSTHR PROPERTY TYPE: SECURITIES					09/10/2002	03/25/2010
179.00		230.00					-51.00	
		685.72 FNMA POOL #555591 5.500% 7/01 PROPERTY TYPE: SECURITIES					09/11/2003	03/25/2010
686.00		694.00					-8.00	
		66.25 FNMA POOL #725877 5.392% 9/01/ PROPERTY TYPE: SECURITIES					03/16/2007	03/25/2010
66.00		68.00					-2.00	
		783.75 FNMA POOL #888202 5.500% 2/01 PROPERTY TYPE: SECURITIES					02/21/2007	03/25/2010
784.00		786.00					-2.00	
		648.14 WELLS FARGO MTG BK 4.99861% 11/25 PROPERTY TYPE: SECURITIES					03/14/2007	03/25/2010
648.00		645.00					3.00	
		25000. VERIZON GLOBAL FDG CORP NOTE PROPERTY TYPE: SECURITIES					01/14/2004	03/30/2010
29,555.00		30,084.00					-529.00	
TOTAL GAIN(LOSS)		....					80,101.	

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST		373,816.	376,885.
	TOTAL	373,816.	376,885.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREP FEE		175.			175.
	TOTALS	175.	NONE	NONE	175.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FED ESTIMATES	9,396.	
FOREIGN TAXES		5,351.
TOTALS	9,396.	5,351.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED STATEMENT	C	18,051,068.	17,410,098.	17,899,229.
TOTALS		18,051,068.	17,410,098.	17,899,229.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ACCRUED MARKET DISCOUNT		674.
	TOTAL	674.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
PURCHASE ACCRUED INTEREST		340.
TAX COST ADJ (ROWE T PRICE)		15,226.
	TOTAL	15,566.

STATEMENT 6

STATE(S) WHERE THE FOUNDATION IS REGISTERED
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GA

STATEMENT 7

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

OFFICER NAME:
SUNTRUST BANK, ATLANTA
ADDRESS:
P.O. BOX 4655
ATLANTA, GA 30302
TITLE:
TRUSTEE, AS REQ'D
COMPENSATION .... 69,756.

TOTAL COMPENSATION: 69,756.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
1ST PRESBYTERIAN CHURCH
OF ATLANTA
ADDRESS:
1328 PEACHTREE STREET, NE
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 254,916.

RECIPIENT NAME:
ATLANTA HISTORICAL
SOCIETY
ADDRESS:
130 WEST PACES FERRY ROAD, NW
ATLANTA, GA 30305
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 254,916.

RECIPIENT NAME:
ROBERT W WOODRUFF ARTS
CENTER INC
ADDRESS:
1280 PEACHTREE STREET, NE
ATLANTA, GA 30309
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL CHARITABLE PURPOSE
FOUNDATION STATUS OF RECIPIENT:
N/A
AMOUNT OF GRANT PAID .... 509,831.

TOTAL GRANTS PAID: 1,019,663.

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: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number: 58-6174419

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	73,218.
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	73,218.

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	LONG-TERM CAPITAL GAIN DIVIDENDS		STMT 1			1,646.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-16,289.
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	21,526.
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	6,883.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

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			73,218.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			6,883.
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			80,101.

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: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number: 58-6174419

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 20000. US TREAS 4.125% 8/15/10	02/10/2009	04/06/2009	20,936.00	21,045.00	-109.00
45000. US TREAS 2.125% 1/31/10	11/19/2008	04/06/2009	45,557.00	45,590.00	-33.00
70000. US TREAS 1.375% 2/15/12	03/04/2009	04/22/2009	70,232.00	69,989.00	243.00
30000. US TREAS 4.500% 2/28/11	05/02/2008	04/30/2009	31,964.00	31,523.00	441.00
25000. US TREAS 1.875% 2/28/14	03/13/2009	04/30/2009	24,816.00	24,966.00	-150.00
45000. CONOCOPHILLIPS 5.750% 2/01/19	01/29/2009	05/04/2009	45,862.00	44,697.00	1,165.00
5000. WALT DISNEY CO 4.500% 12/15/13	12/17/2008	05/07/2009	5,211.00	4,951.00	260.00
10000. US TREAS 4.125% 8/31/12	08/12/2008	05/11/2009	10,860.00	10,443.00	417.00
250000. FED NATL MTG ASSN 4.250% 5/15/09	12/04/2008	05/15/2009	250,000.00	253,743.00	-3,743.00
35000. US TREAS 2.750% 2/15/19	03/31/2009	06/05/2009	32,041.00	35,180.00	-3,139.00
5000. US TREAS 4.125% 8/31/12	08/12/2008	06/09/2009	5,330.00	5,221.00	109.00
15000. US TREAS 1.875% 4/30/14	04/30/2009	06/15/2009	14,416.00	14,864.00	-448.00
45000. AT&T INC 5.800% 2/15/19	01/29/2009	06/24/2009	45,632.00	44,860.00	772.00
15000. TELECOM ITALIA CAPIT 6.175% 6/18/14	06/15/2009	06/29/2009	15,204.00	15,000.00	204.00
20000. US TREAS 0.875% 4/30/11	04/30/2009	07/07/2009	19,991.00	19,979.00	12.00
45000. US TREAS 2.000% 2/28/10	04/06/2009	07/31/2009	45,431.00	45,561.00	-130.00
20000. EMERSON ELECTRIC 4.125% 4/15/15	04/14/2009	08/12/2009	20,592.00	19,951.00	641.00
200000. US TREAS 3.500% 8/15/09	08/21/2008	08/15/2009	200,000.00	202,766.00	-2,766.00
35000. HONEYWELL INTL 5.000% 2/15/19	02/18/2009	08/25/2009	36,721.00	34,875.00	1,846.00
6332.134 ALLIANZ FDS NFJ SMALLCAP VALUE FD	03/13/2009	09/09/2009	144,499.00	102,074.00	42,425.00
10000. UNITED TECHNOLOGIES 6.125% 2/01/19	12/15/2008	09/22/2009	11,246.00	9,984.00	1,262.00
13080.444 MFS SER TR I CORE GROWTH I	02/02/2009	09/23/2009	200,000.00	162,067.00	37,933.00
36000. US TREAS 4.125% 8/31/12	08/19/2009	10/14/2009	38,815.00	38,793.00	22.00
20000. MERRILL LYNCH & CO 6.150% 4/25/13	10/01/2009	10/15/2009	21,329.00	21,288.00	41.00

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

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: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number: 58-6174419

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 10000. US TREAS 2.750% 2/15/19	03/31/2009	11/09/2009	9,444.00	10,052.00	-608.00
25000. US TREAS 2.750% 2/15/19	03/31/2009	11/12/2009	23,594.00	25,129.00	-1,535.00
65000. US TREAS 2.750% 2/15/19	05/04/2009	11/17/2009	62,131.00	63,864.00	-1,733.00
55000. MERRILL LYNCH & CO 6.400% 8/28/17	10/15/2009	02/10/2010	56,169.00	56,350.00	-181.00

1b Total Combine the amounts in column (f). Enter here and on Schedule D, line 1b 73,218.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041 **Schedule D-1 (Form 1041) 2009**

JSA
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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
TR THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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 1074.61 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	04/10/2009	1,075.00	1,080.00	-5.00
649.41 MORGAN STANLEY CAP 5.124% 3/12/44	03/21/2006	04/12/2009	649.00	649.00	
15000. US TREAS 4.125% 5/15/15	12/20/2006	04/14/2009	16,830.00	14,526.00	2,304.00
952.9 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	04/15/2009	953.00	953.00	
833.21 GNMA REMIC 2004-84-A 3.624% 5/16/17	07/27/2006	04/16/2009	833.00	833.00	
272.91 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	04/16/2009	273.00	273.00	
430.46 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	04/25/2009	430.00	429.00	1.00
176.31 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	04/25/2009	176.00	227.00	-51.00
1448.98 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	04/25/2009	1,449.00	1,466.00	-17.00
45.28 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	04/25/2009	45.00	46.00	-1.00
1358.4 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	04/25/2009	1,358.00	1,362.00	-4.00
687.13 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	04/25/2009	687.00	684.00	3.00
199.9 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	05/10/2009	200.00	201.00	-1.00
25000. US TREAS 4.125% 8/31/12	05/02/2008	05/11/2009	27,150.00	25,534.00	1,616.00
722.88 MORGAN STANLEY CAP 5.124% 3/12/44	03/21/2006	05/12/2009	723.00	723.00	
909.93 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	05/15/2009	910.00	910.00	
837.43 GNMA REMIC 2004-84-A 3.624% 5/16/17	07/27/2006	05/16/2009	837.00	837.00	
270.75 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	05/16/2009	271.00	271.00	
245.75 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	05/25/2009	246.00	245.00	1.00
181.57 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	05/25/2009	182.00	233.00	-51.00
1460.63 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	05/25/2009	1,461.00	1,478.00	-17.00
51.67 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	05/25/2009	52.00	53.00	-1.00
1152.71 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	05/25/2009	1,153.00	1,156.00	-3.00
683.49 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	05/25/2009	683.00	680.00	3.00
50000. US TREAS 4.125% 8/31/12	05/30/2008	06/09/2009	53,297.00	51,732.00	1,565.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number 58-6174419

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 2130.36 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	06/10/2009	2,130.00	2,141.00	-11.00
656.22 MORGAN STANLEY CAP 5.124% 3/12/44	03/21/2006	06/12/2009	656.00	656.00	
16171.64 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	06/15/2009	16,172.00	15,945.00	227.00
993.62 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	06/15/2009	994.00	994.00	
12268.26 GNMA REMIC 2004-84-A 3.624% 5/16/17	07/27/2006	06/16/2009	12,268.00	12,268.00	
273.74 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	06/16/2009	274.00	274.00	
449.64 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	06/25/2009	450.00	448.00	2.00
117.98 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	06/25/2009	118.00	152.00	-34.00
1631.15 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	06/25/2009	1,631.00	1,650.00	-19.00
45.78 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	06/25/2009	46.00	47.00	-1.00
1183.89 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	06/25/2009	1,184.00	1,187.00	-3.00
679.87 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	06/25/2009	680.00	676.00	4.00
100.34 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	07/10/2009	100.00	101.00	-1.00
729.5 MORGAN STANLEY CAP 5.124% 3/12/44	03/21/2006	07/12/2009	730.00	729.00	1.00
7749.94 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	07/15/2009	7,750.00	7,642.00	108.00
1091.3 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	07/15/2009	1,091.00	1,091.00	
275.02 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	07/16/2009	275.00	275.00	
404.08 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	07/25/2009	404.00	403.00	1.00
212.76 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	07/25/2009	213.00	273.00	-60.00
1496.83 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	07/25/2009	1,497.00	1,514.00	-17.00
52.15 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	07/25/2009	52.00	53.00	-1.00
914.43 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	07/25/2009	914.00	917.00	-3.00
676.28 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	07/25/2009	676.00	673.00	3.00
25000. BURLINGTON NORTH 5.750% 3/15/18	03/11/2008	08/10/2009	26,165.00	24,942.00	1,223.00
515.06 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	08/10/2009	515.00	518.00	-3.00

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

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side: TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number: 58-6174419

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 663.09 MORGAN STANLEY CAP 5.124% 3/12/44	03/21/2006	08/12/2009	663.00	663.00	
434.16 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	08/15/2009	434.00	428.00	6.00
931.16 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	08/15/2009	931.00	931.00	
125000. US TREAS 3.500% 8/15/09	04/30/2007	08/15/2009	125,000.00	122,056.00	2,944.00
276.3 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	08/16/2009	276.00	276.00	
10000. US TREAS 4.125% 8/31/12	08/12/2008	08/17/2009	10,772.00	10,443.00	329.00
30000. PRAXAIR INC 4.625% 3/30/15	03/04/2008	08/18/2009	32,320.00	29,958.00	2,362.00
50000. INTL LEASE FIN COR 5.875% 5/01/13	11/20/2006	08/19/2009	36,563.00	51,450.00	-14,887.00
612.33 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	08/25/2009	612.00	610.00	2.00
170.66 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	08/25/2009	171.00	219.00	-48.00
1229.29 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	08/25/2009	1,229.00	1,244.00	-15.00
46.28 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	08/25/2009	46.00	47.00	-1.00
1074.06 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	08/25/2009	1,074.00	1,077.00	-3.00
30000. J P MORGAN CHASE & CO SUB NOTES	05/16/2008	08/25/2009	31,955.00	31,721.00	234.00
25000. J P MORGAN CHASE & CO SUB NOTES	05/16/2008	08/25/2009	26,614.00	26,434.00	180.00
672.7 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	08/25/2009	673.00	669.00	4.00
8564.69 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	09/10/2009	8,565.00	8,607.00	-42.00
10000. NORTHERN BORDER 7.100% 03/15/11	08/22/2007	09/10/2009	10,619.00	10,498.00	121.00
5706.93 MORGAN STANLEY CAP 5.124% 3/12/44	03/21/2006	09/14/2009	5,743.00	5,707.00	36.00
666.41 MORGAN STANLEY CAP 5.124% 3/12/44	03/21/2006	09/14/2009	666.00	666.00	
813.2 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	09/15/2009	813.00	802.00	11.00
834.07 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	09/15/2009	834.00	834.00	
277.59 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	09/16/2009	278.00	278.00	
7664.66 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	09/17/2009	7,665.00	7,478.00	187.00
1673.02 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	09/25/2009	1,673.00	1,668.00	5.00

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

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
TR THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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 184.29 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	09/25/2009	184.00	237.00	-53.00
741.49 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	09/25/2009	741.00	750.00	-9.00
46.51 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	09/25/2009	47.00	47.00	
758.31 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	09/25/2009	758.00	760.00	-2.00
669.13 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	09/25/2009	669.00	666.00	3.00
20000. MERRILL LYNCH & CO 5.450% 2/05/13	01/29/2008	10/01/2009	20,876.00	19,974.00	902.00
1114.36 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	10/10/2009	1,114.00	1,120.00	-6.00
25000. US TREAS 4.125% 8/31/12	08/12/2008	10/14/2009	26,955.00	26,107.00	848.00
810.17 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	10/15/2009	810.00	799.00	11.00
599.9 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	10/15/2009	600.00	600.00	
278.89 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	10/16/2009	279.00	279.00	
243.88 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	10/19/2009	244.00	238.00	6.00
389.61 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	10/25/2009	390.00	388.00	2.00
176.99 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	10/25/2009	177.00	227.00	-50.00
769.78 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	10/25/2009	770.00	779.00	-9.00
52.87 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	10/25/2009	53.00	54.00	-1.00
803.77 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	10/25/2009	804.00	806.00	-2.00
665.59 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	10/25/2009	666.00	662.00	4.00
647.09 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	11/10/2009	647.00	650.00	-3.00
3544.54 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	11/15/2009	3,545.00	3,495.00	50.00
825.43 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	11/15/2009	825.00	825.00	
280.19 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	11/16/2009	280.00	280.00	
221.83 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	11/18/2009	222.00	216.00	6.00
60000. GE CAP COML MTG CORP PARTN CTF SER 2002-1A	04/05/2002	11/24/2009	63,389.00	60,297.00	3,092.00
341.54 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	11/25/2009	342.00	340.00	2.00

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TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number

58-6174419

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 174.39 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	11/25/2009	174.00	224.00	-50.00
778.96 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	11/25/2009	779.00	788.00	-9.00
47.02 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	11/25/2009	47.00	48.00	-1.00
777.95 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	11/25/2009	778.00	780.00	-2.00
662.06 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	11/25/2009	662.00	659.00	3.00
150000. FED HOME LN BK 4.625% 10/10/12	10/03/2007	12/02/2009	164,001.00	149,862.00	14,139.00
163.69 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	12/10/2009	164.00	165.00	-1.00
820.44 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	12/15/2009	820.00	809.00	11.00
720.17 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	12/15/2009	720.00	720.00	
281.:5 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	12/16/2009	282.00	282.00	
11326.49 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	12/17/2009	11,326.00	11,050.00	276.00
195.19 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	12/25/2009	195.00	195.00	
157.52 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	12/25/2009	158.00	202.00	-44.00
849.14 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	12/25/2009	849.00	859.00	-10.00
53.36 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	12/25/2009	53.00	54.00	-1.00
648.76 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	12/25/2009	649.00	650.00	-1.00
658.55 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	12/25/2009	659.00	655.00	4.00
10767.63 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	01/10/2010	10,768.00	10,821.00	-53.00
1501.16 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	01/15/2010	1,501.00	1,480.00	21.00
991.9 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	01/15/2010	992.00	987.00	5.00
282.81 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	01/16/2010	283.00	275.00	8.00
677.13 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	01/17/2010	677.00	661.00	16.00
790.14 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	01/25/2010	790.00	788.00	2.00
179.44 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	01/25/2010	179.00	231.00	-52.00
901.68 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	01/25/2010	902.00	912.00	-10.00

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

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TR THORNTON/VENABLE MEM U/I 4 55-1114757

Employer identification number 58-6174419

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 47.54 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	01/25/2010	48.00	49.00	-1.00
717.31 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	01/25/2010	717.00	719.00	-2.00
655.06 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	01/25/2010	655.00	652.00	3.00
53745. BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	02/04/2010	27,964.00	53,575.00	-25,611.00
30000. CITIGROUP INC 6.500% 8/19/13	08/13/2008	02/10/2010	32,134.00	29,982.00	2,152.00
389.71 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	02/10/2010	390.00	392.00	-2.00
6768.44 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	02/15/2010	6,768.00	6,674.00	94.00
884.69 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	02/15/2010	885.00	880.00	5.00
284.13 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	02/16/2010	284.00	276.00	8.00
20367.61 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	02/17/2010	20,368.00	19,871.00	497.00
375.2 BEAR STEARNS ALT-A 5.53268% 3/25/36	06/22/2006	02/25/2010	375.00	374.00	1.00
129.77 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	02/25/2010	130.00	167.00	-37.00
649.51 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	02/25/2010	650.00	657.00	-7.00
47.78 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	02/25/2010	48.00	49.00	-1.00
683.41 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	02/25/2010	683.00	685.00	-2.00
651.59 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	02/25/2010	652.00	648.00	4.00
15000. UNITED TECHNOLOGIES 6.125% 2/01/19	12/15/2008	03/01/2010	16,942.00	14,976.00	1,966.00
78.06 GREENWICH CAP COML 4.305% 8/10/42	01/26/2005	03/10/2010	78.00	78.00	
1116.53 CREDIT SUISSE FIRST 4.609% 2/15/38	02/28/2007	03/15/2010	1,117.00	1,101.00	16.00
667.59 FHLMC GOLD #E98664 4.500% 8/01/18	09/12/2003	03/15/2010	668.00	664.00	4.00
180000. FEDERAL HOME LOAN MTG CORP NOTE	08/30/2007	03/15/2010	180,000.00	192,025.00	-12,025.00
285.46 GNMA REMIC 2007-4-A 4.206% 6/16/29	02/22/2007	03/16/2010	285.00	278.00	7.00
259.13 LB-UBS COML MTG 4.310% 2/15/30	02/23/2007	03/17/2010	259.00	253.00	6.00
178.85 FEDERAL NATIONAL MTG ASSN PASSTHRU CTF POOL	09/10/2002	03/25/2010	179.00	230.00	-51.00
685.72 FNMA POOL #555591 5.500% 7/01/33	09/11/2003	03/25/2010	686.00	694.00	-8.00

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

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
TR THORNTON/VENABLE MEM U/I 4 55-1114757	58-6174419

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 66.25 FNMA POOL #725877 5.392% 9/01/14	03/16/2007	03/25/2010	66.00	68.00	-2.00
783.75 FNMA POOL #888202 5.500% 2/01/17	02/21/2007	03/25/2010	784.00	786.00	-2.00
648.14 WELLS FARGO MTG BK 4.99861% 11/25/36	03/14/2007	03/25/2010	648.00	645.00	3.00
25000. VERIZON GLOBAL FDG CORP NOTE	01/14/2004	03/30/2010	29,555.00	30,084.00	-529.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . . -16,289.00

FEDERAL CAPITAL GAIN DIVIDENDS
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LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS		
LONG-TERM 15% CAPITAL GAIN DIVIDENDS	1,646.00	
TOTAL 15% RATE CAPITAL GAIN DIVIDENDS		1,646.00
TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS		1,646.00

990PF, PART VII-B LINE 2B – SECTION 4942a2 EXPLANATION STATEMENT

This question does not apply. The foundation does not have any undistributed income from prior years.

Investment Review (110 Items)- as of 04/01/2010 (Settle Date View)

print | expand | contract | save | ticker |

Click on an investment class to show investment information or select a date from the drop-down listbox to view historical investment inform:
**Disclaimer Pricing changes made since the last statement may not be reflected in Investment Review values

Assets as of: 03/31/2010 Account: All Accounts

Main-1114757 / Sub-7908617

	P/I	Units	Market Value	% Mkt Value	Accrued Income	Tax Cost	Est Annual Income	Yi at I
CASH EQUIVALENTS			$0.00	0.000%	$0.00	$0.00	$0.00	
⊞ COINS AND CURRENCY			$0 00	0.000%	$0.00	$0.00	$0.00	
STIF & MONEY MARKET FUNDS			$763,744.84	4.092%	$96.41	$763,744.84	$1,333.50	
⊞ TAXABLE			$763,744.84	4.092%	$96.41	$763,744.84	$1,333.50	
US GOVERNMENT & AGENCY BONDS			$2,368,473.64	12 691%	$19,166.01	$2,344,083.34	$92,372.87	
⊞ FHLMC GOLD POOLS/PASSTHRU			$42,676.73	0.229%	$152.03	$40,338.71	$1,824.36	
⊞ FNMA CMO/REMICS			$69,258.00	0.371%	$233.39	$70,350.00	$2,800.70	
⊞ FNMA POOLS/PASSTHRU			$123,521 63	0.662%	$531 65	$119,453.69	$6,318 22	
⊞ GNMA CMO/REMICS			$119,308.68	0.639%	$404.03	$112,103 27	$4,848.33	
⊞ OTHER US GOVT AGENCIES			$770,854 20	4.130%	$6,290.35	$764,836 08	$22,625.00	
⊞ US TREASURY NOTES & BONDS			$1,242,854.40	6.659%	$11,554.56	$1,237,001.59	$53,956 25	
CORPORATE OBLIGATIONS			$1,510,412.38	8.093%	$17,841.71	$1,464,612.16	$78,093.87	
⊞ ASSET BACKED			$20,372.60	0.109%	$20.53	$19,996.61	$462 00	
⊞ CONSUMER DISCRETIONARY			$92,538.20	0.496%	$957.30	$84,719.75	$4,882 50	
⊞ CONSUMER STAPLES			$81,791.00	0.438%	$366.81	$74,237.00	$3,775.00	
⊞ ENERGY			$49,018.15	0 263%	$638.52	$45,292.45	$2,952.50	
⊞ FINANCIALS			$505,888.58	2.711%	$8,116.19	$506,069.84	$27,606.50	
⊞ FOREIGN GOVERNMENT			$42,731.60	0.229%	$478.33	$39,973.20	$1,640.00	
⊞ HEALTH CARE			$115,115.40	0.617%	$514.58	$104,855.45	$5,972.50	
⊞ INDUSTRIALS			$193,391.97	1.036%	$1,790.06	$185,137.08	$10,020.50	
⊞ INFORMATION TECHNOLOGY			$58,527.95	0.314%	$800.50	$54,982.05	$2,582.50	
⊞ MATERIALS			$10,644.10	0.057%	$179.17	$10,087.50	$537.50	
⊞ MORTGAGE BACKED			$164,915.77	0.884%	$595.42	$163,974.04	$7,277.87	
⊞ TELECOMMUNICATION SERVICES			$75,648.45	0.405%	$1,500.46	$76,328.90	$4,840.00	
⊞ UTILITIES			$99,828.61	0.535%	$1,883.84	$98,958.29	$5,544.50	
MUTUAL FUNDS			$9,651,311.32	51.714%	$603.50	$9,107,164.98	$87,458 37	
⊞ COMMODITY			$129,880.12	0.696%	$0.00	$245,975.00	$10,214 36	
⊞ HEDGED FDS FOREIGN			$2,690,081.67	14.414%	$0.00	$2,500,000.00	$0.00	
⊞ INDEXED EQUITY			$1,850,113.92	9 913%	$0.00	$2,236,145.00	$36,908.93	
⊞ INTL EMERGING			$446,418.84	2.392%	$0.00	$233,600.92	$6,463.51	
⊞ LARGE CAP GROWTH			$3,301,658.07	17.691%	$0.00	$2,445,161.00	$9,078 08	
⊞ OTHER INTL FIXED INCOME			$317,608.06	1 702%	$603.50	$335,421.00	$11,528 00	
⊞ REIT FDS			$442,662.50	2 372%	$0.00	$750,034.93	$12,822 35	
⊞ SMALL CAP GROWTH			$304,791.95	1 633%	$0.00	$215,639.50	$0.00	
⊞ SMALL CAP VALUE			$168,096.18	0 901%	$0 00	$145,187.63	$443 15	
PROPRIETARY FUNDS			$4,369,031.31	23.410%	$0.00	$4,494,232.68	$88,552.07	
⊞ INTL DIVERSIFIED			$714,335.50	3.828%	$0.00	$747,932.46	$36,839.94	
⊞ LARGE CAP VALUE			$3,145,292.93	16.853%	$0.00	$3,075,457.22	$46,467.61	
⊞ MID CAP VALUE			$509,402.88	2.729%	$0.00	$670,843.00	$5,244.52	
MISCELLANEOUS ASSETS			$0.00	0.000%	$0.00	$5.00	$0.00	
⊞ ACCOUNT RECEIVABLES			$0.00	0.000%	$0 00	$5.00	$0.00	
TOTAL:			$18,662,973.49	100%	$37,707.63	$18,173,843.00	$347,810.68	

Please note· Market values and transactions reflect beginning of current business day's pricing and activities. Month end values may differ from your month end Statement of Account due to retroactive pricing

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