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, JUL 1, 2009 and ending JUN 30, 2010

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

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

Name of foundation
KASTORY FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
CUMMINGS & LOCKWOOD PO BX 271820

City or town, state, and ZIP code
WEST HARTFORD, CT 06127

A Employer identification number
14-1837220

B Telephone number
860.313.4930

C If exemption application is pending, check here ▶ [ ]
D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,689,113.

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

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

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

		(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	52,697.		N/A	
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	63.	63.		STATEMENT 1
	4 Dividends and interest from securities	32,743.	32,743.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	116,383.			
	b Gross sales price for all assets on line 6a 1,982,059.				
	7 Capital gain net income (from Part IV, line 2)		116,383.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	201,886.	149,189.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	15,000.	0.		15,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 3	<247.>	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 4	10,066.	10,066.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	24,819.	10,066.		15,000.
	25 Contributions, gifts, grants paid	80,000.			80,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	104,819.	10,066.		95,000.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	97,067.			
	b **Net investment income** (if negative, enter -0-)		139,123.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED OCT 27 2010

923501
02-02-10 LHA **For Privacy Act and Paperwork Reduction Act Notice, see the instructions.** Form **990-PF** (2009) 7

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	50,650.		
	2 Savings and temporary cash investments	6,833.	28,480.	28,480.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 5	1,596,787.	1,722,857.	1,660,633.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,654,270.	1,751,337.	1,689,113.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,654,270.	1,654,270.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	97,067.	
	30 **Total net assets or fund balances**	1,654,270.	1,751,337.	
	31 **Total liabilities and net assets/fund balances**	1,654,270.	1,751,337.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,654,270.
2	Enter amount from Part I, line 27a	2	97,067.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,751,337.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,751,337.

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				
b	SEE ATTACHED STATEMENT			
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	1,982,059.		1,865,676.	116,383.

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				116,383.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } 2 116,383.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 } 3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	107,198.	1,597,946.	.067085
2007	125,268.	2,161,342.	.057958
2006	98,517.	2,137,548.	.046089
2005	95,527.	2,006,698.	.047604
2004	93,841.	1,892,183.	.049594

2	**Total** of line 1, column (d)	2	.268330
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	.053666
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,736,335.
5	Multiply line 4 by line 3	5	93,182.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,391.
7	Add lines 5 and 6	7	94,573.
8	Enter qualifying distributions from Part XII, line 4	8	95,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	1,391.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	1,391.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	1,391.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 273.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	273.
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	1,118.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶	Refunded ▶	11	

Part VII-A Statements Regarding Activities

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

Form **990-PF** (2009)

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ PAUL BOURDEAU, ESQ, CUMMINGS & LOCK Telephone no. ▶860.313.4930

Located at ▶75 ISHAM RD STE 400 PO BOX 271820, W HARTFORD, CT ZIP+4 ▶06127

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

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

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

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

				Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes X 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)?	N/A	1b		
	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 X No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes X No			
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

Form **990-PF** (2009)

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 X 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 [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes [X] No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes X 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 [X] No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A 5b

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

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

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

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BERNARD H. KASTORY 211 TERRAPIN POINT VERO BEACH, FL 32963	TRUSTEE 0.00	0.	0.	0.
MARK B. KASTORY 2440 N. RACINE AVE., APT 1 CHICAGO, IL 60614	TRUSTEE 4.00	7,500.	0.	0.
MOLLY CARTER 744 WEST BELMONT AVE., UNIT 2F CHICAGO, IL 60657	TRUSTEE 4.00	7,500.	0.	0.

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

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

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

Form **990-PF** (2009)

923551
02-02-10

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	1,566,701.
b	Average of monthly cash balances		1b	196,076.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	1,762,777.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	1,762,777.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	26,442.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,736,335.
6	**Minimum investment return.** Enter 5% of line 5		6	86,817.

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

1	Minimum investment return from Part X, line 6		1	86,817.
2a	Tax on investment income for 2009 from Part VI, line 5	2a 1,391.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	1,391.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	85,426.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	85,426.
6	Deduction from distributable amount (see instructions)		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	85,426.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	95,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	95,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	1,391.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	93,609.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				85,426.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			54,725.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ 95,000.				
a Applied to 2008, but not more than line 2a			54,725.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				40,275.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				45,151.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

BERNARD H. KASTORY

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

NONE

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

Check here ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 7				
Total			▶ 3a	80,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

923611 02-02-10

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	63.	
4 Dividends and interest from securities			14	32,743.	
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	116,383.	
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)		0.		149,189.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 149,189.

(See worksheet in line 13 instructions to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Bernard H Kastory | 10/5/10 | Trustee

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only

Preparer's signature: Carol J. DeRosier | Date: 9/27/10 | Check if self-employed ☐ | Preparer's identifying number

Firm's name (or yours if self-employed), address, and ZIP code: CUMMINGS & LOCKWOOD LLC
75 ISHAM ROAD, SUITE 400, PO BOX 271820
WEST HARTFORD, CT 06127

EIN ▶

Phone no.

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization	Employer identification number
KASTORY FAMILY FOUNDATION	14-1837220

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . ▶ $ ____________

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

Name of organization	Employer identification number
KASTORY FAMILY FOUNDATION	14-1837220

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	KASTORY FAMILY CLAT BERNARD KASTORY, TRUSTEE, 211 TERRAPIN POINT VERO BEACH, FL 32963	$ 52,697.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

FORM 990-PF LIST OF SUBSTANTIAL CONTRIBUTORS STATEMENT 6
PART VII-A, LINE 10

NAME OF CONTRIBUTOR	ADDRESS
KASTORY FAMILY CLAT	211 TERRAPIN POINT VERO BEACH, FL 32963-4407

FORM 990-PF GRANTS AND CONTRIBUTIONS STATEMENT 7
PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AFS-USA INTERCULTURAL PROGRAMS ONE WHITEHALL STREET, 2ND FLOOR NEW YORK, NY 10004	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
CENTRAL ASIA INSTITUTE PO BOX 7209 BOZEMAN, MT 59771	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
CHICAGO CARES INC 300 W ADAMS STE 300 CHICAGO, IL 60606	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
DOUBLE H - HOLE IN THE WOODS RANCH INC 97 HIDDEN VALLEY ROAD LAKE LUZERNE, NY 12846	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
GIFT OF ADOPTION FUND INC P.O. BOX 567, 2001 WAUKEGAN ROAD, 5TH FLOOR TECHNY, IL 60082	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
INDIAN RIVER MEDICAL CENTER FOUNDATION 1000 36TH STREET VERO BEACH, FL 32960	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.

INTERNATIONAL MEDICAL CORPS 1919 SANTA MONICA BLVD, STE 400 SANTA MONICA, CA 90404	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
NEST INC 326 N BRENTWOOD BLVD SAINT LOUIS, MO 63105	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
NETWORK FOR TEACHING ENTREPRENEURSHIP 120 WALL STREET, 29TH FLOOR NEW YORK, NY 10005	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
ORPHAN FOUNDATION OF AMERICA 21351 GENTRY DRIVE STERLING, VA 20166	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
SAVE THE CHILDREN FEDERATION INC 54 WILTON ROAD WESTPORT, CT 06880	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	10,000.
VERO BEACH MUSEUM OF ART 3001 RIVERSIDE PARK DRIVE VERO BEACH, FL 32963	NONE CURRENT USE FOR GENERAL CHARITABLE PURPOSES	PUBLIC CHARITY	5,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			80,000.

990	Form 990-PF - Average Monthly Value of Investments	

	(Line 1a)		(Line 1b)	
	FMV of Securities	Calculated Averages	Cash Balances	Calculated Averages
Beginning (optional):				
1st month	1,482,376.		57,483.	
Ending:				
1st month	1,578,047.	1,530,212.	61,465.	59,474.
2nd month	1,622,460.	1,600,254.	60,857.	61,161.
3rd month	1,697,735.	1,660,098.	47,680.	54,269.
4th month	1,658,271.	1,678,003.	42,144.	44,912.
5th month	1,726,711.	1,692,491.	44,023.	43,084.
6th month		863,356.	1,822,692.	933,358.
7th month	1,726,379.	863,190.	50,098.	936,395.
8th month	1,755,449.	1,740,914.	50,100.	50,099.
9th month	1,829,826.	1,792,638.	50,402.	50,251.
10th month	1,866,601.	1,848,214.	45,405.	47,904.
11th month	1,767,423.	1,817,012.	35,063.	40,234.
12th month	1,660,633.	1,714,028.	28,480.	31,772.
Total of all months		18,800,410.		2,352,913.
Number of months in year		12		12
Average monthly value		1,566,701.		196,076.
Number of months in year - override				

Kastory Family Foundation
Form 990-PF
EIN 14-1837220

Private Banking and Investment Group

Account Number: 5LW-74D04

MERRILL LYNCH TRUST COMPANY
AGENT OF THE
KASTORY FAMILY FDN-PIA
TUA 12-12-2001 BERNARD KASTORY
MARK KASTORY,MOLLY KASTORY TRS

Net Portfolio Value: **$1,539,858.64**

Your Private Wealth Advisor:
WEIL COHEN GROUP
623 FIFTH AVE 34TH FLR
NEW YORK NY 10022
(800) 927-7591

Trust Officer:
JILL DAMATO
609-274-2751

TRUST MANAGEMENT ACCOUNT

This account is enrolled in the Personal Investment Advisory Program

May 30, 2009 - June 30, 2009

ASSETS

	June 30	*May 29*
Cash/Money Accounts	57,483.07	49,742.66
Fixed Income	-	-
Equities	-	-
Mutual Funds	1,482,375.57	1,558,504.12
Options	-	-
Other	-	-
Subtotal (Long Portfolio)	*1,539,858.64*	*1,608,246.78*
TOTAL ASSETS	**$1,539,858.64**	$1,608,246.78

LIABILITIES

Debit Balance	-	-
Short Market Value	-	-
NET PORTFOLIO VALUE	**$1,539,858.64**	$1,608,246.78

CASH FLOW

	This Statement	*Year to Date*
Opening Cash/Money Accounts	**$49,742.66**	
CREDITS		
Funds Received	-	-
Electronic Transfers	-	-
Other Credits	-	1,988 50
Subtotal	-	*1,988.50*
DEBITS		
Electronic Transfers	-	-
Other Debits	(62,128.00)	(82,984.00)
ML Trust Fees	(1,728.85)	(12,378.04)
Non ML Trust Fees	(5,000.00)	(10,000 00)
Bill Payment	-	-
Subtotal	($68,856.85)	*($105,362.04)*
Net Cash Flow	**($68,856.85)**	($103,373.54)
Dividends/Interest Income	5,325.44	15,236 78
Security Purchases/Debits	-	(83,556 61)
Security Sales/Credits	71,271.82	103,031 37
Closing Cash/Money Accounts	**$57,483.07**	
Securities You Transferred In/Out	-	-

Kastory Family Foundation
Form 990-PF
EIN 14-1837220

Private Banking and
Investment Group

KASTORY FAMILY FDN-PIA

Account Number: 5LW-74D04

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

May 30, 2009 - June 30, 2009

CASH/MONEY ACCOUNTS

Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	50,649.82	50,649		**50,649.82**		--

MUTUAL FUNDS/CLOSED END FUNDS/UIT

Description	Quantity	Total Client Investment	Cumulative Investment Return	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
ISHARES RUSSELL 1000 *GROWTH INDEX FUND* *SYMBOL: IWF* *Initial Purchase: 06/29/04* *Equity 100%*	7,668	360,258	(45,640)	360,258	41.0300	**314,618.04**	(45,640)	**4,770**	1 51
ISHARES RUSSELL 1000 *VALUE INDEX FUND* *SYMBOL. IWD* *Initial Purchase.06/29/04* *Equity 100%*	6,632	382,416	(66,799)	382,416	47.5900	**315,616.88**	(66,799)	**10,638**	3.37
ISHARES RUSSELL MIDCAP *GROWTH INDEX FUND* *SYMBOL. IWP* *Initial Purchase.06/29/04* *Equity 100%*	1,662	62,765	(2,185)	62,765	36.4500	**60,579.90**	(2,185)	**655**	1 08
ISHARES RUSSELL MIDCAP *VALUE INDEX FUND* *SYMBOL: IWS* *Initial Purchase 06/29/04* *Equity 100%*	2,107	68,300	(7,239)	68,300	28.9800	**61,060.86**	(7,239)	**1,848**	3 02
ISHARES MSCI EAFE INDEX *FUND* *SYMBOL: EFA* *Initial Purchase 06/29/04* *Equity 100%*	3,515	165,872	(4,849)	165,872	45.8100	**161,022.15**	(4,849)	**6,643**	4 12
ISHARES IBOXX $	1,142	121,909	(7,389)	121,909	100.2800	**114,519.76**	(7,389)	**6,235**	5.44

Kastory Family Foundation
Form 990PF
EIN 14-1837220

Private Banking and Investment Group

KASTORY FAMILY FDN-PIA

Account Number: 5LW-74D04

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

May 30, 2009 June 30, 2009

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Client Investment	Cumulative Investment Return	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
INVT GRADE CORP BD FUND SYMBOL: LQD Initial Purchase 06/29/04 Fixed Income 100%									
ISHARES BARCLYS 1-3 YEAR TREAS INDEX FUND SYMBOL: SHY Initial Purchase:06/29/04 Fixed Income 100%	1,694	137,306	4,498	137,306	83.7100	**141,804.74**	4,498	**4,689**	3.30
ISHARES MSCI EMERGING MKTS INDEX FD SYMBOL: EEM Initial Purchase:06/29/04 Equity 100%	2,616	54,011	30,302	54,011	32.2300	**84,313.68**	30,302	**1,292**	1.53
ISHARES BARCLAYS AGGRGT AGGREGATE BD FUND SYMBOL: AGG Initial Purchase:06/29/04 Fixed Income 100%	1,059	105,947	2,229	105,947	102.1500	**108,176.85**	2,229	**4,957**	4.58
ISHARES RS 2000 GROWTH INDEX FUND SYMBOL IWO Initial Purchase.06/29/04 Equity 100%	1,091	66,220	(4,372)	66,220	56.6900	**61,848.79**	(4,372)	**216**	.34
ISHARES RS 2000 VALUE INDEX FUND SYMBOL IWN Initial Purchase 06/29/04 Equity 100%	1,264	71,778	(12,965)	71,778	46.5300	**58,813.92**	(12,965)	**1,116**	1.89
Subtotal (Fixed Income)						364,501.35			

Kastory Family Foundation
Form 990PF
EIN 14-1837220

Private Banking and Investment Group

KASTORY FAMILY FDN-PIA

Account Number: 5LW-74D04

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

May 30, 2009 - June 30, 2009

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Client Investment	Cumulative Investment Return	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
Subtotal (Equities)						1,117,874.22			
TOTAL			(114,409)	1,596,787		**1,482,375.57**	(114,409)	**43,059**	2.90
TOTAL PRINCIPAL INVESTMENTS				1,647,437		**1,533,025.39**	(114,409)	**43,059**	2.81

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the capital appreciation (depreciation) of all shares purchased, including shares purchased through reinvestment.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CMA MONEY FUND	11,833.00	11,833	1.0000	**11,833.00**	**20**	.17
TOTAL INCOME INVESTMENTS		11,833		**11,833.00**	**20**	17

Income Debit Balance **4,999.75**

Kastory Family Foundation
Form 990-PF
EIN 14-1837220

Mason Investment Advisory Services, Inc.

PORTFOLIO APPRAISAL

Kastory Family Foundation

4JK-033707

June 30, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Short Term Maturities							
5,241.264	FPA New Income Class A	10.92	57,249	11 05	57,916	3 3	3 3
6,282.482	Vanguard S/T Investment Grade	10 59	66,558	10 73	67,411	3 9	3 5
			123,807		125,327	7.2	3 4
Intermediate Term Maturities							
4,509.459	Dodge & Cox Income	12 97	58,467	13.19	59,480	3 4	4 8
5,639.371	Harbor Bond Fund Inst	12 15	68,502	12.70	71,620	4 1	3 4
			126,969		131,100	7 6	4.0
Long Term Maturities							
4,948.680	Loomis Sayles Investment Grade Bond Cl. A	11 68	57,815	12 01	59,434	3.4	4.7
7,782.347	Vanguard L/T Investment Grade	8 93	69,458	9 46	73,621	4.3	5 6
			127,273		133,055	7 7	5.2
	Taxable Bond Funds Total		378,049		389,481	22 5	4 2
Treasury Inflation Protected Securities							
4,259.682	Vanguard Inflation Protected Fund Adm. Shs	24 66	105,027	25.48	108,537	6 3	2.7
			105,027		108,537	6.3	2.7
International Bonds							
4,569.680	PIMCO Foreign Bond Fund (US Dollar Hedged)	10 01	45,730	10.63	48,576	2.8	3.0
4,627.291	T. Rowe International Bond Fund	9 87	45,660	9 37	43,358	2.5	2.7
			91,390		91,933	5.3	2.9
U.S. Equities							
Large Cap Value							
2,344.057	Davis New York Venture Fund Class Y	31.30	73,360	28.98	67,931	3 9	1 0
3,893.471	T. Rowe Price Equity Income Fund	20.99	81,735	19.62	76,390	4.4	1 9
4,229 329	Vanguard Value Index Signal Shares	19.39	81,997	18.13	76,678	4.4	2 9
			237,092		220,998	12.8	2.0

Kastory Family Foundation
Form 990-PF
EIN 14-1837220

Mason Investment Advisory Services, Inc.

PORTFOLIO APPRAISAL

Kastory Family Foundation

4JK-033707

June 30, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
	Large Cap Growth						
1,084 121	Calamos Growth Class A	44.48	48,216	41 94	45,468	2 6	0 0
1,779.006	Growth Fund of America Class F	27.16	48,316	24 98	44,440	2 6	0 9
1,980.860	Jensen Portfolio Class I	24.50	48,532	22 68	44,926	2 6	1 4
			145,065		134,834	7.8	0 8
	U.S Equities Total		382,157		355,832	20 6	1 5
International Equities							
	International Large Cap Value						
2,273.155	Dodge & Cox Int'l Stock	31 86	72,416	28.39	64,535	3 7	1 2
2,361 973	Vanguard International Value Portfolio	30 62	72,316	26 11	61,671	3 6	2 8
			144,733		126,206	7 3	2 0
	International Large Cap Growth						
1,305.374	EuroPacific Growth Fund CL F	38 16	49,816	33 80	44,122	2.6	1 9
2,135.981	Oppenheimer International Growth Fund Y	21 99	46,963	22 57	48,209	2 8	1.1
			96,779		92,331	5 3	1 5
	International Equities Total		241,512		218,537	12.6	1 8
Growth Real Estate							
	Domestic Growth Real Estate						
3,296.746	Cohen & Steers Institutional Real Estate	30.56	100,742	31 53	103,946	6 0	2 7
			100,742		103,946	6 0	2 7
	Global Growth Real Estate						
5,664 810	ING Global Real Estate Fund Class W	14.70	83,287	13 45	76,192	4.4	6 2
			83,287		76,192	4.4	6 2
	Growth Real Estate Total		184,029		180,138	10 4	4.2
Small Company							
	Small Cap Value						
1,994.704	Berwyn Fund	22 67	45,216	22 88	45,639	2 6	0.2
683.377	Vanguard Small Cap Value ETF	55.13	37,674	53 90	36,834	2 1	2 0
			82,890		82,473	4.8	1.0

Kastory Family Foundation
Form 990-PF
EIN 14-1837220

Mason Investment Advisory Services, Inc.

PORTFOLIO APPRAISAL

Kastory Family Foundation

4JK-033707

June 30, 2010

Quantity	Security	Unit Cost	Total Cost	Price	Market Value	Pct. Assets	Cur. Yield
Small Cap Growth							
1,519 058	Conestoga Capital Advisors Small Cap Fund	17 85	27,116	17 32	26,310	1 5	0 3
909 395	Dreyfus Boston Co. Sm Cap Gr Tax Sensitive	29 93	27,216	28 94	26,318	1 5	0 0
			54,333		52,628	3 0	0 2
	Small Company Total		137,223		135,101	7 8	0 7
Aggressive International							
1,792 740	SPDR Index Shares S&P Int'l Small Cap ETF	25 44	45,610	23 63	42,362	2 4	1 7
			45,610		42,362	2 4	1 7
Energy/Natural Resources							
Energy							
644.965	Vanguard Special Energy Fund	60.12	38,774	51 16	32,996	1 9	1 8
			38,774		32,996	1.9	1 8
Natural Resources							
1,940.374	Columbia Energy & Natural Resources Cl Z	19 79	38,400	17 30	33,568	1 9	0.1
			38,400		33,568	1 9	0 1
	Energy/Natural Resourc Total		77,174		66,565	3 8	1 0
Commodities							
9,775 997	Pimco Commodity Real Return Strategy Inst.	8.25	80,685	7 38	72,147	4 2	9 9
			80,685		72,147	4.2	9 9
TOTAL PORTFOLIO			1,722,857		1,660,633	100.0	2.8

Kastory Family Foundation
Form 990PF fye 6/30/10
EIN 14-1837220

Mason Investment Advisory Services, Inc.

REALIZED GAINS/LOSSES SALE SUMMARY

Kastory Family Foundation

4JK-033707

From 01-01-10 Through 06-30-10

Security	Open Date	Close Date	Quantity	Proceeds	Cost Basis	Gain Or Loss Short Term	Gain Or Loss Long Term
short							
William Blair International Growth Class I	12-31-09	05-20-10	2,622 691	45,671	49,716	-4,046	
Davis New York Venture Fund Class Y	12-31-09	06-11-10	276 589	8,383	8,656	-273	
FPA New Income Class A	12-31-09	06-11-10	806.159	8,883	8,807	76	
ING Global Real Estate Fund Class W	12-31-09	06-11-10	1,151.386	16,183	16,941	-758	
Loomis Sayles Investment Grade Bond Cl A	12-31-09	06-11-10	973.971	11,583	11,409	175	
Oppenheimer International Growth Fund Y	05-20-10	06-11-10	411.790	9,483	9,054	430	
Vanguard Small Cap Value ETF	12-31-09	06-11-10	137 000	7,775	7,555	220	
Dodge & Cox Income	12-31-09	06-11-10	840 273	11,083	10,899	184	
			7,219.859	119,047	123,038	-3,991	
TOTAL GAINS						1,095	
TOTAL LOSSES						-5,086	
			7,219.859	**119,047**	**123,038**	**-3,991**	
TOTAL REALIZED GAIN/LOSS			-3,991				

REALIZED GAIN DISCLAIMER
Please consult with your tax advisor regarding the appropriate treatment of these items on your income tax return
We have gathered the information contained in this report from sources we believe to be reliable, but do not guarantee the accuracy or completeness of such information, and we assume no liability in supplying this information We may be relying on information previously supplied by you This report should not be regarded as tax or legal advice
It is important to verify the method of sales to generate gains and losses (For example, First In First Out (FIFO), Last IN Last OUT (LIFO), Highest Basis, or Specific Identification) Dates of acquisition and sale are trade date. Some of these dates may have been supplied by you. Be aware that federal tax exempt and state tax exempt interest may be comingled with fully taxable interest
If the cost basis is listed as zero for any security the most likely reason is that this security was not originally purchased through Mason Securities. We recommend you provide us with the cost basis.

Kastory Family Foundation
Form 990-PF f/y/e 6/30/10
EIN 14-1837220

Capital Gains & Losses

Shs.	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
135	Ishares Russell 1000 Growth Index Fund	6/29/2004	9/23/2009	$ 6,293.89	$ 6,442 20	$ (148 31)
38	Ishares Russell 1000 Growth Index Fund	6/29/2004	12/4/2009	$ 1,858 15	$ 1,813 36	$ 44 79
6446	Ishares Russell 1000 Growth Index Fund	6/29/2004	12/18/2009	$ 315,138.77	$ 307,603 14	$ 7,535 63
196	Ishares Russell 1000 Growth Index Fund	12/14/2005	12/18/2009	$ 9,582 25	$ 10,221 40	$ (639 15)
135	Ishares Russell 1000 Growth Index Fund	8/23/2006	12/18/2009	$ 6,600.02	$ 6,801 30	$ (201 28)
458	Ishares Russell 1000 Growth Index Fund	10/9/2008	12/18/2009	$ 22,391 18	$ 17,705 82	$ 4,685.36
260	Ishares Russell 1000 Growth Index Fund	4/2/2009	12/18/2009	$ 12,711 16	$ 9,671 71	$ 3,039 45
400	Ishares Russell 1000 Value Index Fund	6/29/2004	9/23/2009	$ 22,516 14	$ 23,912 00	$ (1,395 86)
4492	Ishares Russell 1000 Value Index Fund	6/29/2004	12/18/2009	$ 255,769 25	$ 268,531 76	$ (12,762 51)
140	Ishares Russell 1000 Value Index Fund	12/14/2005	12/18/2009	$ 7,971.43	$ 9,877 00	$ (1,905 57)
125	Ishares Russell 1000 Value Index Fund	12/11/2007	12/18/2009	$ 7,117.35	$ 10,248.10	$ (3,130.75)
85	Ishares Russell 1000 Value Index Fund	12/14/2007	12/18/2009	$ 4,839 80	$ 6,885 00	$ (2,045.20)
460	Ishares Russell 1000 Value Index Fund	10/9/2008	12/18/2009	$ 26,191 86	$ 22,965 41	$ 3,226 45
930	Ishares Russell 1000 Value Index Fund	4/2/2009	12/18/2009	$ 52,953 13	$ 39,997 44	$ 12,955 69
206	Ishares Russell 1000 Value Index Fund	12/4/2009	12/18/2009	$ 11,729 41	$ 11,733 57	$ (4 16)
30	Ishares Russell Midcap Growth Index Fund	6/29/2004	9/23/2009	$ 1,289 07	$ 1,160 25	$ 128 82
1367	Ishares Russell Midcap Growth Index Fund	6/29/2004	12/18/2009	$ 60,529.34	$ 52,868 74	$ 7,660 60
215	Ishares Russell Midcap Growth Index Fund	10/9/2008	12/18/2009	$ 9,519.97	$ 7,128 33	$ 2,391 64
50	Ishares Russell Midcap Growth Index Fund	4/2/2009	12/18/2009	$ 2,213 95	$ 1,608 50	$ 605 45
54	Ishares Russell Midcap Growth Index Fund	12/4/2009	12/18/2009	$ 2,391 07	$ 2,345 76	$ 45 31
150	Ishares Russell Midcap Value Index Fund	6/29/2004	9/23/2009	$ 5,387.98	$ 4,908 50	$ 479 48
1419	Ishares Russell Midcap Value Index Fund	6/29/2004	12/18/2009	$ 51,581.03	$ 46,434 42	$ 5,146 61
84	Ishares Russell Midcap Value Index Fund	12/11/2007	12/18/2009	$ 3,053 42	$ 4,052 72	$ (999 30)
45	Ishares Russell Midcap Value Index Fund	12/14/2007	12/18/2009	$ 1,635 76	$ 2,132 10	$ (496 34)
89	Ishares Russell Midcap Value Index Fund	10/9/2008	12/18/2009	$ 3,235 17	$ 2,653 98	$ 581 19
320	Ishares Russell Midcap Value Index Fund	4/2/2009	12/18/2009	$ 11,632 09	$ 8,118 40	$ 3,513 69
92	Ishares Russell Midcap Value Index Fund	12/4/2009	12/18/2009	$ 3,344 23	$ 3,291 76	$ 52 47
356	Ishares MSCI EAFE Index Fund	6/29/2004	9/23/2009	$ 19,779 17	$ 16,877 96	$ 2,901 21
2176	Ishares MSCI EAFE Index Fund	6/29/2004	12/18/2009	$ 118,439 24	$ 103,164 17	$ 15,275 07
95	Ishares MSCI EAFE Index Fund	12/14/2007	12/18/2009	$ 5,170 83	$ 7,608 55	$ (2,437 72)
593	Ishares MSCI EAFE Index Fund	10/9/2008	12/18/2009	$ 32,276 87	$ 26,251 10	$ 6,025 77

Kastory Family Foundation
Form 990-PF f/y/e 6/30/10
EIN 14-1837220

Capital Gains & Losses

Shs	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
295	Ishares MSCI EAFE Index Fund	4/2/2009	12/18/2009	$ 16,056 79	$ 11,970 33	$ 4,086 46
77	Ishares MSCI EAFE Index Fund	12/4/2009	12/18/2009	$ 4,191 10	$ 4,358 97	$ (167 87)
360	Ishares MSCI Emerging Mkts Index Fund	6/29/2004	9/23/2009	$ 14,018 98	$ 6,368 00	$ 7,650 98
46	Ishares MSCI Emerging Mkts Index Fund	6/29/2004	12/4/2009	$ 1,903.89	$ 813 68	$ 1,090.21
1398	Ishares MSCI Emerging Mkts Index Fund	6/29/2004	12/18/2009	$ 56,086 31	$ 24,729 09	$ 31,357 22
78	Ishares MSCI Emerging Mkts Index Fund	12/14/2007	12/18/2009	$ 3,129 28	$ 3,909 88	$ (780 60)
734	Ishares MSCI Emerging Mkts Index Fund	10/9/2008	12/18/2009	$ 29,447 33	$ 18,190 50	$ 11,256 83
39	Ishares RS 2000 Growth Index Fund	6/29/2004	9/23/2009	$ 2,602 79	$ 2,423 85	$ 178 94
915	Ishares RS 2000 Growth Index Fund	6/29/2004	12/18/2009	$ 60,058.32	$ 56,867.41	$ 3,190.91
55	Ishares RS 2000 Growth Index Fund	10/9/2008	12/18/2009	$ 3,610 06	$ 2,906 71	$ 703 35
82	Ishares RS 2000 Growth Index Fund	4/2/2009	12/18/2009	$ 5,382.28	$ 4,022 04	$ 1,360 24
79	Ishares RS 2000 Growth Index Fund	12/4/2009	12/18/2009	$ 5,185 37	$ 5,119 99	$ 65 38
55	Ishares RS 2000 Value Index Fund	6/29/2004	9/23/2009	$ 3,190 47	$ 3,133 67	$ 56 80
841	Ishares RS 2000 Value Index Fund	6/29/2004	12/18/2009	$ 47,675 14	$ 47,916 77	$ (241 63)
135	Ishares RS 2000 Value Index Fund	12/11/2007	12/18/2009	$ 7,652.96	$ 9,730 70	$ (2,077 74)
40	Ishares RS 2000 Value Index Fund	12/14/2007	12/18/2009	$ 2,267.54	$ 2,812.37	$ (544 83)
193	Ishares RS 2000 Value Index Fund	4/2/2009	12/18/2009	$ 10,940 92	$ 8,184 49	$ 2,756 43
109	Ishares RS 2000 Value Index Fund	12/4/2009	12/18/2009	$ 6,179.07	$ 6,067.93	$ 111.14
783	Ishares IBoxx $ Invt Grade Corp Bd Fd	6/29/2004	12/18/2009	$ 83,121.84	$ 83,751.02	$ (629 18)
160	Ishares IBoxx $ Invt Grade Corp Bd Fd	12/14/2005	12/18/2009	$ 16,985 31	$ 17,174 40	$ (189 09)
122	Ishares IBoxx $ Invt Grade Corp Bd Fd	2/2/2007	12/18/2009	$ 12,951.29	$ 12,977.14	$ (25 85)
77	Ishares IBoxx $ Invt Grade Corp Bd Fd	12/14/2007	12/18/2009	$ 8,174.18	$ 8,006.46	$ 167 72
180	Ishares IBoxx $ Invt Grade Corp Bd Fd	9/23/2009	12/18/2009	$ 19,108 48	$ 19,138 46	$ (29 98)
64	Ishares IBoxx $ Invt Grade Corp Bd Fd	12/4/2009	12/18/2009	$ 6,794 13	$ 6,769 92	$ 24 21
1118	Ishares Barclays 1-3 Year Treas Index Fd	6/29/2004	12/18/2009	$ 93,440.03	$ 91,083 48	$ 2,356 55
313	Ishares Barclays 1-3 Year Treas Index Fd	12/14/2005	12/18/2009	$ 26,159 86	$ 25,155 81	$ 1,004 05
226	Ishares Barclays 1-3 Year Treas Index Fd	2/2/2007	12/18/2009	$ 18,888 59	$ 18,034 80	$ 853 79
37	Ishares Barclays 1-3 Year Treas Index Fd	12/14/2007	12/18/2009	$ 3,092 38	$ 3,032 15	$ 60 23
505	Ishares Barclays 1-3 Year Treas Index Fd	9/23/2009	12/18/2009	$ 42,206 83	$ 42,354 35	$ (147 52)
105	Ishares Barclays 1-3 Year Treas Index Fd	12/4/2009	12/18/2009	$ 8,775.68	$ 8,765.40	$ 10 28
702	Ishares Barclays Aggregate Bd Fund	6/29/2004	12/18/2009	$ 73,654 75	$ 70,249 15	$ 3,405 60

Kastory Family Foundation
Form 990-PF f/y/e 6/30/10
EIN 14-1837220

Capital Gains & Losses

Shs.	Description	Date Acquired	Date Sold	Sales Price	Cost Basis	Gain/Loss
167	Ishares Barclays Aggregate Bd Fund	12/14/2005	12/18/2009	$ 17,521.85	$ 16,765 13	$ 756 72
140	Ishares Barclays Aggregate Bd Fund	2/2/2007	12/18/2009	$ 14,688 98	$ 13,916 00	$ 772 98
50	Ishares Barclays Aggregate Bd Fund	12/14/2007	12/18/2009	$ 5,246 06	$ 5,017 50	$ 228 56
285	Ishares Barclays Aggregate Bd Fund	9/23/2009	12/18/2009	$ 29,902 58	$ 29,730 69	$ 171.89
59	Ishares Barclays Aggregate Bd Fund	12/4/2009	12/18/2009	$ 6,190 37	$ 6,175 53	$ 14 84
				$ 1,861,624 77	$1,742,638 22	$ 118,986 55

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 ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
b	SEE ATTACHED SCHEDULE	P	VARIOUS	VARIOUS
c	WILLIAMS SECURITIES - CLASS ACTION SETTLEMENT	P		03/02/10
d	WORLDCOM - CLASS ACTION SETTLEMENT	P		06/21/10
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	1,861,625.		1,742,638.	118,987.
b	119,047.		123,038.	<3,991.>
c	51.			51.
d	33.			33.
e	1,303.			1,303.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(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	
a				118,987.
b				<3,991.>
c				51.
d				33.
e				1,303.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter "-0-" in Part I, line 7 }	2	116,383.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

923591
04-24-09

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

SOURCE	AMOUNT
MASON SECURITIES INC, ACCT #4JK-033707	23.
MERRILL LYNCH ACCT #5LW-74D04	38.
UNITED STATES TREASURY - INTEREST ON TAX REFUND	2.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	63.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
COHEN & STEERS INSTITUTIONAL REALTY	1,326.	0.	1,326.
DODGE & COX INCOME FUND	1,550.	0.	1,550.
FPA NEW INCOME INC.	540.	0.	540.
HARBOR BOND FUND INSTITUTIONAL CLASS	685.	0.	685.
ING GLOBAL REAL ESTATE FUND CLASS W	711.	0.	711.
ISHARES BARCLAYS 1-3 YEAR TREAS INDEX FUND	2,484.	1,095.	1,389.
ISHARES BARCLAYS AGGREGATE BD FUND	2,437.	0.	2,437.
ISHARES IBOXX INVT GRADE CORP BD FUND	3,500.	0.	3,500.
ISHARES RS 2000 GROWTH INDEX FUND	165.	0.	165.
ISHARES RS 2000 VALUE INDEX FUND	577.	0.	577.
ISHARES RUSSELL 1000 GROWTH INDEX FUND	2,586.	0.	2,586.
ISHARES RUSSELL 1000 VALUE INDEX FUND	3,999.	0.	3,999.
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND	300.	0.	300.
ISHARES RUSSELL MIDCAP VALUE INDEX FUND	717.	0.	717.
JENSEN PORTFOLIO CLASS I	315.	0.	315.
LOOMIS SAYLES INVESTMENT GRADE BOND FUND CLASS A	1,407.	0.	1,407.
PIMCO COMMODITY REAL RETURN STRATEGY FUND	3,768.	0.	3,768.
PIMCO FOREIGN BOND FUND	514.	0.	514.
SPDR INDEX S&P INTL SMALL CAP	414.	0.	414.
T ROWE PRICE EQUITY INCOME	735.	0.	735.
T ROWE PRICE INTERNATIONAL BOND	459.	0.	459.

VANGUARD ENERGY FUND	258.	208.	50.
VANGUARD INFLATION PROTECTED FUND ADMIRAL SHARES	1,011.	0.	1,011.
VANGUARD LONG-TERM INVESTMENT GRADE FUND	1,642.	0.	1,642.
VANGUARD SHORT-TERM INVESTMENT GRADE FUND INVESTOR SHARES	942.	0.	942.
VANGUARD SMALL CAP VALUE	23.	0.	23.
VANGUARD VALUE INDEX SIGNAL FUND	981.	0.	981.
TOTAL TO FM 990-PF, PART I, LN 4	34,046.	1,303.	32,743.

FORM 990-PF TAXES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
UNITED STATES TREASURY - REFUND OF EXCISE TAX	<247.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<247.>	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH - FEES	9,816.	9,816.		0.
MERRILL LYNCH - ANNUAL FEE	250.	250.		0.
TO FORM 990-PF, PG 1, LN 23	10,066.	10,066.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 5

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	1,722,857.	1,660,633.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,722,857.	1,660,633.