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Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

2009

Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning DEC 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 ☐ Address change ☐ Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation GALLOP FAMILY FOUNDATION		A Employer identification number 27-1449070
	Number and street (or P.O. box number if mail is not delivered to street address)	Room/suite	B Telephone number (314) 615-6000
	City or town, state, and ZIP code ST. LOUIS, MO 63105		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 ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,030,251. (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	2,151,949.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	28,929.	28,910.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	196,053.			
	b Gross sales price for all assets on line 6a	1,069,997.			
	7 Capital gain net income (from Part IV, line 2)		196,053.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit (loss)					
11 Other income	172.	172.		STATEMENT 2	
12 Total. Add lines 1 through 11	2,377,103.	225,135.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees	5,036.	5,036.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses				
	24 Total operating and administrative expenses. Add lines 13 through 23	5,036.	5,036.		0.
	25 Contributions, gifts, grants paid	95,000.			95,000.
26 Total expenses and disbursements. Add lines 24 and 25	100,036.	5,036.		95,000.	
27 Subtract line 26 from line 12	2,277,067.				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		220,099.			
c Adjusted net income (if negative, enter -0-)			N/A		

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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			
	2 Savings and temporary cash investments		32,321.	32,323.
	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 STMT 5	0.	948,214.	871,301.
	c Investments - corporate bonds STMT 6	0.	960,000.	972,882.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 7	0.	165,000.	153,745.	
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	0.	2,105,535.	2,030,251.	
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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	2,105,535.	
30 Total net assets or fund balances	0.	2,105,535.		
31 Total liabilities and net assets/fund balances	0.	2,105,535.		

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	0.
2 Enter amount from Part I, line 27a	2	2,277,067.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,277,067.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	171,532.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,105,535.

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 PUBLICLY TRADED SECURITIES	D	02/28/10	03/02/10
b PUBLICLY TRADED SECURITIES	P	/ / 10	/ / 10
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 1,053,955.		855,487.	198,468.
b 16,042.		18,457.	<2,415.>
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			198,468.
b			<2,415.>
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	196,053.
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)

N/A

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☐ No

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

1 Enter the appropriate amount in each column for each year, see 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			
2007			
2006			
2005			
2004			

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

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)		1	4,402.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		3	4,402.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
3 Add lines 1 and 2		5	4,402.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		6a	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6d	7	0.
b Exempt foreign organizations - tax withheld at source		8	55.
c Tax paid with application for extension of time to file (Form 8868)		9	4,457.
d Backup withholding erroneously withheld		10	
7 Total credits and payments. Add lines 6a through 6d		11	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ☐ Refunded ☐			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ MO		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► NORTHERN TRUST BANK Telephone no ► (314) 505-8300 Located at ► 190 CARONDELET PLAZA, ST LOUIS, MO ZIP+4 ► 63105			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No	
If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)	N/A	3b
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b X

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

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

☐ Yes ☒ No

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

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

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

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

N/A

☐ Yes ☐ No

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

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

X

If "Yes" to 6b, file Form 8870.

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

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		0.	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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	1,618,025.
b	Average of monthly cash balances	1b	183,675.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	1,801,700.
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	1,801,700.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	27,026.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,774,674.
6	Minimum investment return. Enter 5% of line 5 ADJUSTED FOR SHORT TAX PERIOD	6	51,538.

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	51,538.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,402.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,402.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	47,136.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	47,136.
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	47,136.

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	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	95,000.

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				47,136.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
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			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				47,136.
e Remaining amount distributed out of corpus	47,864.			
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	47,864.			
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				0.
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	47,864.			
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	47,864.			

N/A

- ☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income**

[illegible]

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here ☒ 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	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 10				
Total				95,000.
b Approved for future payment				
BARNES-JEWISH HOSPITAL FOUNDATION 1001 HIGHLANDS PLAZA DR W, SUITE 140 ST LOUIS,		NOT FOR PROFIT 501(C)(3)	CANCER FRONTIER FUND SPECIFIC RESEARCH	50,000.
Total				50,000.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

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 (2) Other assets b Other transactions (1) Sales of assets to a noncharitable exempt organization (2) Purchases of assets from a noncharitable exempt organization (3) Rental of facilities, equipment, or other assets (4) Reimbursement arrangements (5) Loans or loan guarantees (6) Performance of services or membership or fundraising solicitations c Sharing of facilities, equipment, mailing lists, other assets, or paid employees 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.		Yes	No
	1a(1)		X
	1a(2)		X
	1b(1)		X
	1b(2)		X
	1b(3)		X
	1b(4)		X
	1b(5)		X
	1b(6)		X
	1c		X

[illegible]

- 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		

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.

Sign Here

Signature of officer or trustee

Date 12/10



 Title

Preparer's 
signature

Date

Date 10/4/10

Check if self-employed ☐

Preparer's identifying number

Firm's name (or yours if self-employed),
address, and ZIP code

ABELES AND HOFFMAN, P.C.
9666 OLIVE BLVD., SUITE 625
ST. LOUIS, MISSOURI 63132

FIN ▶

Phone no 314-991-4770

Form **990-PF** (2009)

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

GALLOP FAMILY FOUNDATION

27-1449070

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).

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

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

Name of organization

Employer identification number

GALLOP FAMILY FOUNDATION

27-1449070

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	SUE E. GALLOP C/O SANDFORD S. NEUMANN 1700 S. HANLEY ROAD, SUITE 1700 ST LOUIS, MO 63105	\$ 989,341.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	SUE E. GALLOP CHARITABLE REMAINDER ANNUITY TRUST DTD 3-1-02 SEE ABOVE	\$ 1,027,019.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
3	SUE E. GALLOP CHARITABLE REMAINDER ANNUITY TRUST DTD 3-1-02 SEE ABOVE	\$ 135,589.	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.)

Employer identification number

27-1449070

[illegible]

Consolidation Overview

April 1, 2010 - June 30, 2010

Consolidation ID V9482
GALLOP FAMILY FOUNDATION
EIN # 27-1449070

Portfolio Summary

Equity Securities	Market Value	Change From Prior Period	Cost	Unrealized Gain/Loss	Estimated Annual Income	Yield	% of Assets
Large Cap	\$ 275,792.47	(\$ 36,959.65)	\$ 300,000.00	(\$ 24,207.53)	\$ 4,971.18	1.8%	13.6%
Mid Cap	97,535.36	(\$ 6,785.67)	103,765.51	(6,230.15)	216.05	0.2%	4.8%
Small Cap	94,490.04	(\$ 9,144.19)	100,000.00	(5,509.96)	0.00	0.0%	4.7%
International Developed	275,046.69	(\$ 47,293.97)	311,682.69	(37,503.32)	7,806.68	2.8%	13.5%
International Emerging	128,436.15	(\$ 11,808.11)	132,765.65	(4,525.08)	876.85	0.7%	6.3%
Other Equity	0.00	0.00	0.00	0.00	0.00	0.0%	0.0%
Total Equity Securities	\$ 871,300.71	(\$ 111,991.59)	\$ 948,213.85	(\$ 77,976.04)	\$ 13,870.76	1.6%	42.9%
Fixed Income Securities							
Corporate/Government	972,881.94	12,778.14	960,000.00	12,881.94	43,225.92	4.4%	47.9%
Total Fixed Income Securities	\$ 972,881.94	\$ 12,778.14	\$ 960,000.00	\$ 12,881.94	\$ 43,225.92	4.4%	47.9%
Real Estate							
Real Estate Funds	94,886.39	(\$ 9,801.14)	100,000.00	(5,113.61)	2,528.41	2.7%	4.7%
Total Real Estate	(A) \$ 94,886.39	(\$ 9,801.14)	(1) \$ 100,000.00	(\$ 5,113.61)	\$ 2,528.41	2.7%	4.7%
Commodities							
Commodities	58,858.89	(\$ 3,509.20)	65,000.00	(6,141.11)	5,798.16	9.9%	2.9%
Total Commodities	(A) \$ 58,858.89	(\$ 3,509.20)	(1) \$ 65,000.00	(\$ 6,141.11)	\$ 5,798.16	9.9%	2.9%
Cash and Short Term Investments	(A) \$ 153,745.28		(1) \$ 165,000				
Cash	32,322.72	(\$ 39,534.88)	32,321.02	0.00	1305	0.0%	1.6%

Continued on next page.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST BANK	28,929.	0.	28,929.
TOTAL TO FM 990-PF, PART I, LN 4	28,929.	0.	28,929.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	172.	172.	
TOTAL TO FORM 990-PF, PART I, LINE 11	172.	172.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST BANK-INVESTMENT SERVICES	5,036.	5,036.		0.
TO FORM 990-PF, PG 1, LN 16C	5,036.	5,036.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
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DESCRIPTION	AMOUNT
BOOK/DONOR'S BASIS DIFFERENCE IN SALE OF STOCKS	171,532.
TOTAL TO FORM 990-PF, PART III, LINE 5	171,532.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	948,214.	871,301.
TOTAL TO FORM 990-PF, PART II, LINE 10B	948,214.	871,301.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	960,000.	972,882.
TOTAL TO FORM 990-PF, PART II, LINE 10C	960,000.	972,882.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	7
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	165,000.	153,745.
TOTAL TO FORM 990-PF, PART II, LINE 13		165,000.	153,745.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT 8
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NAME OF CONTRIBUTOR	ADDRESS
SUE E. GALLOP	101 S. HANLEY RD, SUITE 1600 ST. LOUIS, MO 63105

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT 9
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
SANDFORD S. NEUMAN 101 S. HANLEY ROAD, SUITE 1700 ST LOUIS, MO 63105	CO-TRUSTEE 1.00	0.	0.	0.
JOHN S. GALLOP 1127 WEST LILL CHICAGO, IL 60614	CO-TRUSTEE 1.00	0.	0.	0.
ELIZABETH G. DENNIS 144 GUNSTON HALL COURT CHESTERFIELD, MO 63017	CO-TRUSTEE 1.00	0.	0.	0.
THOMAS J. GALLOP 200 SOUTH MCCARTY DRIVE BEVERLY HILLS, CA 90212	CO-TRUSTEE 1.00	0.	0.	0.
EMILY G. COEN 6364 ALEXANDER DRIVE CLAYTON, MO 63105	CO-TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 10

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BEVERLY HILLS HIGH SCHOOL 241 MORENO DRIVE BEVERLY HILLS, CA 90212	ANNUAL FUND	NOT FOR PROFIT 501(C)(3)	2,500.
CAMP FOR ALL KIDS PO BOX 50194 ST LOUIS, MO 63105	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	3,000.
CENTRAL REFORM CONGREGATION 5020 WATERMAN BLVD ST LOUIS, MO 63108	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	1,000.
CUREDUCHENNE 3334 EAST COAST HIGHWAY #157 CORONA DEL MAR, CA 92625	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	3,000.
DUKE UNIVERSITY SCHOOL OF LAW BOX 90389 DURHAM, NC 27708-0389	ANNUAL FUND	NOT FOR PROFIT 501(C)(3)	2,000.
EL RODEO SCHOOL 605 WHITTIER BEVERLY HILLS, CA 90210	ANNUAL FUND	NOT FOR PROFIT 501(C)(3)	2,500.
FOREST PARK FOREVER PO BOX 790056 ST LOUIS, MO 63179-9721	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	300.
FORSYTH SCHOOL 6235 WYDOWN BLVD ST LOUIS, MO 63105	ANNUAL FUND	NOT FOR PROFIT 501(C)(3)	2,500.

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FRIENDS OF WINGS 9890 CLAYTON RD, SUITE 220 ST LOUIS, MO 63124	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	250.
JEWISH FERDERATION OF ST LOUIS 12 MILLSTONE CAMPUS DR ST LOUIS, MO 63146	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	3,000.
JEWISH UNITED FUND ANNUAL CAMPAIGN 30 SOUTH WELLS STREET CHICAGO, IL 60606	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	4,000.
JOBS FOR YOUTH CHICAGO 17 NORTH STATE STREET, SIXTH FLOOR CHICAGO, IL 60602-2100	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	3,500.
LATIN SCHOOL OF CHICAGO 59 W NORTH BLVD CHICAGO, IL 60610	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	2,500.
MISSOURI HISTORY MUSEUM LINDELL & DEBALIVIERE ST LOUIS, MO 63112	INTERNSHIP	NOT FOR PROFIT 501(C)(3)	3,000.
MUNY #1 THEATRE DRIVE ST LOUIS, MO 63112	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	500.
NATIONAL PUBLIC RADIO ONE UNIVERSITY DRIVE ST LOUIS, MO 63121	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	500.
NISHMAH PO BOX 11566 ST LOUIS, MO 63105	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	500.
READY READERS 10270 BACH BLVD ST LOUIS, MO 63132	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	250.

GALLOP FAMILY FOUNDATION

27-1449070

SHAARE EMETH CONGREGATION 11645 LADUE RD ST LOUIS, MO 63141	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	2,000.
SMDS-RJA 11411 N. FORTY DR ST LOUIS, MO 63131	SCHOLARSHIP	NOT FOR PROFIT 501(C)(3)	2,500.
STUDIOSTL 3547 OLIVE STREET, SUITE 300 ST LOUIS, MO 63103	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	1,500.
UNITED IN HARMONY PO BOX 34456 LOS ANGELES, CA 90034	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	1,000.
UNIVERSITY OF MICHIGAN 500 S STATE STREET, SUITE 5000 ANN ARBOR, MI 48109-1382	GENERAL SUPPORT	NOT FOR PROFIT 501(C)(3)	1,000.
WASHINGTON UNIVERSITY CAMPUS BOX 1082, 7425 FORSYTH BLVD ST LOUIS, MO 63105	SCHOOL OF SOCIAL WORK	NOT FOR PROFIT 501(C)(3)	1,000.
WHITFIELD SCHOOL 175 S MASON RD ST LOUIS, MO 63141	ANNUAL FUND	NOT FOR PROFIT 501(C)(3)	1,200.
BARNES-JEWISH HOSPITAL FOUNDATION 1001 HIGHLANDS PLAZA DR W, SUITE 140 ST LOUIS, MO 63110	CANCER FRONTIER FUND SPECIFIC RESEARCH	NOT FOR PROFIT 501(C)(3)	50,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

95,000.

990-PF, PART IV

GAIN OR (LOSS) FROM SALE OF ASSETS

DATE ACQUIRE	DATE SOLD	SHARES	DESCRIPTION OF PROPERTY	PROCEEDS	STOCK BASIS	GAIN (LOSS)
1/28/2010	3/5/2010	400	ADR China Mobile LTd	19,599.75	19,795.00	(195.25)
1/28/2010	3/5/2010	160	ADR CNOOC Ltd	25,199.09	21,286.00	3,913.09
1/28/2010	3/5/2010	450	ADR National Grid	22,097.74	21,712.00	385.74
1/28/2010	3/5/2010	650	ADR Nintendo	23,373.70	21,326.00	2,047.70
1/28/2010	3/5/2010	350	ADR Total SA	19,694.25	18,826.00	868.25
1/28/2010	3/5/2010	950	ADR Unilever	29,041.13	19,044.00	9,997.13
1/28/2010	3/5/2010	1,450	AMB PPTY Corp	35,481.49	30,444.00	5,037.49
1/28/2010	3/5/2010	500	American Campus	13,932.82	9,935.00	3,997.82
1/28/2010	3/5/2010	3,500	Apollo Invst Corp	41,824.47	32,476.00	9,348.47
1/28/2010	3/5/2010	2,000	ARC Entergy Tr	43,359.85	27,059.00	16,300.85
1/28/2010	3/5/2010	500	Avalonbay Cmnty	40,425.49	27,633.00	12,792.49
1/28/2010	3/5/2010	30,000	Barrett Bill	29,265.00	30,975.00	(1,710.00)
1/28/2010	3/5/2010	350	Bunge LTD	30,925.61	18,095.00	12,830.61
1/28/2010	3/5/2010	1,650	Canadian Oil	45,229.55	15,688.00	29,541.55
1/28/2010	3/5/2010	450	Crescent Point Energy Corp	17,148.65	16,591.00	557.65
1/28/2010	3/5/2010	400	Digital Rlty Tr	20,941.73	13,106.00	7,835.73
1/28/2010	3/5/2010	1,326	Duke Energy Corp	21,812.42	18,356.00	3,456.42
1/28/2010	3/5/2010	550	Exelon corp	24,332.79	18,312.00	6,020.79
1/28/2010	3/5/2010	20,000	Iconix Brand	17,825.00	18,175.00	(350.00)
1/28/2010	3/5/2010	500	Johnson & Johnson	31,674.60	32,327.00	(652.40)
1/28/2010	3/5/2010	676	Kinder Morgan Mgmt	39,635.39	13,930.71	25,704.68
1/28/2010	3/5/2010	20,000	Kingross Gold Corp	20,600.00	18,582.00	2,018.00
1/28/2010	3/5/2010	800	Micochip Technology Inc	21,879.72	21,609.00	270.72
1/28/2010	3/5/2010	2,800	New York Cmnty	43,820.56	36,400.00	7,420.56
1/28/2010	3/5/2010	35,000	NI Hldgs Inc	32,217.50	33,644.00	(1,426.50)
1/28/2010	3/5/2010	900	Norfolk Southn corp	47,500.41	35,452.00	12,048.41
1/28/2010	3/5/2010	550	PG & E Corp	23,373.22	23,128.00	245.22
1/28/2010	3/5/2010	500	Philip Morris Intl Inc	24,704.69	18,658.00	6,046.69
1/28/2010	3/5/2010	1,000	Potlatch Corp	33,657.57	34,212.00	(554.43)
1/28/2010	3/5/2010	900	Rayonier Inc	38,284.52	39,305.00	(1,020.48)
1/28/2010	3/5/2010	663	Spectra Energy	14,565.92	13,684.00	881.92
1/28/2010	3/5/2010	20,000	St. Mary Land	19,550.00	18,866.00	684.00
1/28/2010	3/5/2010	2,400	Teco Energy	37,487.52	37,224.00	263.52
1/28/2010	3/5/2010	550	United Parcel	32,703.13	30,166.00	2,537.13
1/28/2010	3/5/2010	450	Ventas Inc	20,000.00	5,939.00	14,061.00
1/28/2010	3/5/2010	30,000	Versign Inc	26,265.00	23,380.00	2,885.00
1/28/2010	3/5/2010	1,400	Work Wrestling Entertainment	24,524.47	20,146.00	4,378.47
TOTAL DONATED				1,053,954.75	855,486.71	198,468.04
3/12/2010	5/7/2010	25	ADR Toyota	1,907.06	1,920.00	(12.94)
3/12/2010	5/10/2010	25	ADR Singapore Airls LTD	530.75	558.00	(27.25)
3/12/2010	5/20/2010	90	ADR ASML Holding NV	2,680.99	3,063.60	(382.61)
3/12/2010	6/23/2010	110	ADR Accor S A ADR	1,180.24	1,180.30	(0.06)
3/12/2010	6/25/2010	235	ADR France Telecom	4,358.05	5,675.25	(1,317.20)
3/12/2010	6/28/2010	215	ADR Accor S A ADR	2,142.95	2,306.95	(164.00)
3/12/2010	6/28/2010	70	ADR Kddi Corp	3,241.68	3,752.70	(511.02)
TOTAL PURCHASED				16,041.72	18,456.80	(2,415.08)
TOTAL				1,069,996.47	873,943.51	196,052.96

SCHEDULE B, PART II NONCASH PROPERTY

DATE ACQUIRED		NONCASH DESCRIPTION	FMV OF STOCK
1/28/2010	400	ADR China Mobile LTd	19,028.00
1/28/2010	160	ADR CNOOC Ltd	22,864.00
1/28/2010	450	ADR National Grid	23,233.50
1/28/2010	650	ADR Nintendo	23,341.50
1/28/2010	350	ADR Total SA	20,884.50
1/28/2010	950	ADR Unilever	29,450.00
1/28/2010	1,450	AMB PPTY Corp	35,742.50
1/28/2010	500	American Campus	13,040.00
1/28/2010	3,500	Apollo Invt Corp	36,995.00
1/28/2010	2,000	ARC Entergy Tr	38,037.00
1/28/2010	500	Avalonbay Cmnty	38,675.00
1/28/2010	30,000	Barrett Bill	29,212.50
1/28/2010	350	Bunge LTD	31,150.00
1/28/2010	1,650	Canadian Oil	43,790.85
1/28/2010	450	Crescent Point Energy Corp	16,346.47
1/28/2010	400	Digital Rlty Tr	19,452.00
1/28/2010	1,326	Duke Energy Corp	22,197.24
1/28/2010	550	Exelon corp	25,454.00
1/28/2010	20,000	Iconix Brand	17,725.00
1/28/2010	500	Johnson & Johnson	31,720.00
1/28/2010	676	Kinder Morgan Mgmt	38,457.30
1/28/2010	20,000	Kingross Gold Corp	19,625.00
1/28/2010	800	Micochip Technology Inc	21,312.00
1/28/2010	2,800	New York Cmnty	41,804.00
1/28/2010	35,000	NI Hldgs Inc	31,937.50
1/28/2010	900	Norfolk Southn corp	45,387.00
1/28/2010	550	PG & E Corp	23,853.50
1/28/2010	500	Philip Morris Intl Inc	23,320.00
1/28/2010	1,000	Potlatch Corp	31,670.00
1/28/2010	900	Rayonier Inc	38,943.00
1/28/2010	663	Spectra Energy	14,612.52
1/28/2010	20,000	St. Mary Land	19,675.00
1/28/2010	2,400	Teco Energy	37,656.00
1/28/2010	550	United Parcel	32,637.00
1/28/2010	450	Ventas Inc	19,386.00
1/28/2010	30,000	Versign Inc	25,500.00
1/28/2010	1,400	Work Wrestling Entertainment	22,904.00
			<u>1,027,018.88</u>