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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

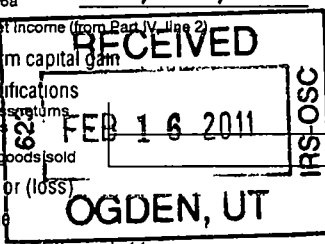
For calendar year 2009, or tax year beginning **OCT 1, 2009**, and ending **SEP 30, 2010**

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 LUCY & EMILY BEASLEY CHARITABLE TRUST	A Employer identification number 34-1350747
	Number and street (or P O box number if mail is not delivered to street address) Room/suite C/O JPMORGAN CHASE BANK, NA; PO BOX 3038	B Telephone number (414) 977-1210
	City or town, state, and ZIP code MILWAUKEE, WI 53201	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,747,959.	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	178.	178.		STATEMENT 1
	4 Dividends and interest from securities	214,535.	214,535.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<38,588.>			
	b Gross sales price for all assets on line 6a 1,845,819.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less premiums and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	3,422.	7.		STATEMENT 3
	12 Total. Add lines 1 through 11	179,547.	214,720.		
	13 Compensation of officers, directors, trustees, etc	129,067.	89,300.		29,767.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	5,201.	0.		5,201.
	b Accounting fees STMT 5	905.	0.		905.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 6	1,323.	1,323.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	200.	0.		200.
	24 Total operating and administrative expenses. Add lines 13 through 23	136,696.	90,623.		36,073.
	25 Contributions, gifts, grants paid	318,000.			318,000.
	26 Total expenses and disbursements. Add lines 24 and 25	454,696.	90,623.		354,073.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<275,149.>			
	b Net investment income (if negative, enter -0-)		124,097.		
	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	1,000.		
	2 Savings and temporary cash investments	477,175.	371,232.	371,232.
	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 9 4,180,607.	4,094,268.	4,350,486.
	c Investments - corporate bonds	STMT 10 2,908,227.	2,825,693.	3,026,241.
11 Investments - land, buildings, and equipment basis				
Less accumulated depreciation				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis				
Less accumulated depreciation				
15 Other assets (describe)				
16 Total assets (to be completed by all filers)	7,567,009.	7,291,193.	7,747,959.	
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. <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	7,567,009.	7,291,193.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	0.	0.		
30 Total net assets or fund balances	7,567,009.	7,291,193.		
31 Total liabilities and net assets/fund balances	7,567,009.	7,291,193.		

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	7,567,009.
2 Enter amount from Part I, line 27a	2	<275,149.>
3 Other increases not included in line 2 (itemize) SEE STATEMENT 8	3	4,880.
4 Add lines 1, 2, and 3	4	7,296,740.
5 Decreases not included in line 2 (itemize) MUTUAL FUND TIMING DIFFERENCE	5	5,547.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,291,193.

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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			
b CLASS ACTION SETTLEMENT			
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,845,091.		1,884,407.	<39,316.>
b 695.			695.
c 33.			33.
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			<39,316.>
b			695.
c			33.
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	<38,588.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	435,435.	6,876,054.	.063326
2007	443,714.	8,969,674.	.049468
2006	432,998.	9,572,462.	.045234
2005	403,719.	8,926,054.	.045229
2004	333,531.	7,687,243.	.043388

2 Total of line 1, column (d)	2	.246645
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	.049329
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	7,577,067.
5 Multiply line 4 by line 3	5	373,769.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,241.
7 Add lines 5 and 6	7	375,010.
8 Enter qualifying distributions from Part XII, line 4	8	354,073.

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.

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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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	2,482.
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	2,482.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	2,482.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,400.
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	1,400.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	1,082. EFTPS ✓
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 <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
d		
e		
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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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 ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ 214-965-2903 Located at ▶ 2200 ROSS AVE, FLOOR 5, DALLAS, TX ZIP+4 ▶ 75201			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 <input type="checkbox"/>	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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

5a During the year did the foundation pay or incur any amount to

(1) Carry on propoganda, 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

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 11		129,067.	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 VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

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

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

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
	0.
2	
All other program-related investments See instructions	
3 N/A	
	0.
Total. Add lines 1 through 3 ▶	0.

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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	7,349,361.
b	Average of monthly cash balances	1b	343,093.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,692,454.
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	7,692,454.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	115,387.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	7,577,067.
6	Minimum investment return. Enter 5% of line 5	6	378,853.

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	378,853.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,482.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,482.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	376,371.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	376,371.
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	376,371.

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	354,073.
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	354,073.
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	354,073.

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				376,371.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			310,259.	
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 ▶ \$ 354,073.				
a Applied to 2008, but not more than line 2a			310,259.	
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				43,814.
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				332,557.
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				(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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					
3 Subtract line 2d from line 2c					
Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter.					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

NONE

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here 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
**JPMORGAN CHASE BANK, NA, (216) 781-2204
 1300 EAST 9TH STREET, CLEVELAND, OH 44114**

b The form in which applications should be submitted and information and materials they should include
BY LETTER - DESCRIPTION OF ORGANIZATION AND NEED

c Any submission deadlines
NO DEADLINE - ANYTIME DURING THE YEAR

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors
NO RESTRICTIONS OF ANY KIND

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

SOURCE	AMOUNT
MONEY MARKET FUNDS	178.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	178.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & INTEREST	214,568.	33.	214,535.
TOTAL TO FM 990-PF, PART I, LN 4	214,568.	33.	214,535.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ACCRETION	7.	7.	
EXCISE TAX REFUND-FYE 2008	3,415.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	3,422.	7.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL EXPENSES	5,201.	0.		5,201.
TO FM 990-PF, PG 1, LN 16A	5,201.	0.		5,201.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	905.	0.		905.
TO FORM 990-PF, PG 1, LN 16B	905.	0.		905.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES WITHHELD	1,323.	1,323.		0.
TO FORM 990-PF, PG 1, LN 18	1,323.	1,323.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
OHIO AG REGISTRATION FEE	200.	0.		200.
TO FORM 990-PF, PG 1, LN 23	200.	0.		200.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 8
DESCRIPTION		AMOUNT
CARRYING VALUE/BASIS ADJUSTMENT		4,693.
RETURN OF CAPITAL ADJUSTMENT		187.
TOTAL TO FORM 990-PF, PART III, LINE 3		4,880.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
ABBOTT LABORATORIES - 725 SHS	38,045.	37,874.
ALEXION PHARMACEUTICALS INC - 100 SHS	5,464.	6,436.
AMAZON COM INC - 100 SHS	18,435.	23,559.
APACHE CORP - 275 SHS	26,187.	26,884.
APOLLO GROUP INC CL A - 100 SHS	4,106.	5,135.
APPLE INC. - 220 SHS	36,572.	62,425.
BB & T CORP - 300 SHS	5,530.	7,224.
CVS/CAREMARK CORPORATION - 690 SHS	24,730.	21,714.
CAMPBELL SOUP COMPANY - 200 SHS	10,787.	10,725.
CARDINAL HEALTH INC - 500 SHS	14,981.	16,520.
CELGENE CORPORATION - 400 SHS	20,616.	23,044.
CISCO SYSTEMS INC - 1925 SHS	45,860.	42,158.
COCA-COLA CO - 200 SHS	0.	0.
COLGATE PALMOLIVE CO - 120 SHS	13,396.	13,066.
DEERE & CO - 300 SHS	12,763.	20,934.
WALT DISNEY CO - 1200 SHS	30,733.	39,720.
DOW CHEMICAL CO - 300 SHS	7,796.	8,238.
E I DU PONT DE NEMOURS & CO - 900 SHS	34,717.	40,158.
FREEMPORT-MCMORAN COPPER & GOLD INC CL B - 420 SHS	26,343.	35,864.
GENERAL ELECTRIC CO - 800 SHS	12,241.	13,000.
GENERAL MILLS INC - 300 SHS	7,939.	10,962.
HEWLETT-PACKARD CO - 486 SHS	16,201.	20,446.
INTERNATIONAL BUSINESS MACHINES CORP - 262 SHS	29,951.	35,145.
JOHNSON CONTROLS INC - 1000 SHS	27,697.	30,500.
LOWES COMPANIES INC - 500 SHS	11,539.	11,145.
MICROSOFT CORP - 2476 SHS	64,945.	60,637.
MORGAN STANLEY - 519 SHS	14,482.	12,809.
NIKE INC B - 200 SHS	12,859.	16,028.
NORFOLK SOUTHERN CORP - 760 SHS	37,648.	45,228.
NOVELLUS SYSTEMS INC - 400 SHS	10,060.	10,632.
OCCIDENTAL PETROLEUM CORP - 560 SHS	42,558.	43,848.
ORACLE CORP - 900 SHS	19,752.	24,165.
PACCAR INC - 600 SHS	21,844.	28,890.
PARKER-HANNIFIN CORP - 200 SHS	9,004.	14,012.
PEPSICO INC - 270 SHS	16,244.	17,939.
PFIZER INC - 2400 SHS	36,275.	41,208.
PROCTER & GAMBLE CO - 675 SHS	43,586.	40,480.
PUBLIC SERVICE ENTERPRISE GROUP - 200 SHS	6,559.	6,616.
QUALCOMM INC - 695 SHS	27,866.	31,367.
SPDR S&P 500 ETF TRUST - 690 SHS	75,390.	78,750.
SCHLUMBERGER LTD - 245 SHS	12,890.	15,094.
SOUTHERN CO - 400 SHS	12,230.	14,896.
SPRINT NEXTEL CORP - 2500 SHS	10,621.	11,575.
STAPLES INC - 850 SHS	18,572.	17,782.
SYSCO CORP - 300 SHS	9,435.	8,556.
UNITED TECHNOLOGIES CORP - 490 SHS	33,454.	34,903.

V F CORP - 100 SHS	5,769.	8,102.
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A - 300 SHS	15,451.	19,341.
CITIGROUP INC - 5400 SHS	22,500.	21,114.
WELLS FARGO & CO - 1100 SHS	27,166.	27,627.
BANK OF AMERICA CORP - 2068 SHS	55,510.	27,097.
GOLDMAN SACHS GROUP INC - 185 SHS	20,801.	26,747.
DEVON ENERGY CORP - 200 SHS	13,415.	12,948.
EOG RESOURCES INC - 200 SHS	18,084.	18,594.
HONEYWELL INTERNATIONAL INC - 400 SHS	16,937.	17,576.
ISHARES S&P MIDCAP 400 INDEX FUND - 2207 SHS	151,273.	176,737.
VERIZON COMMUNICATIONS INC - 881 SHS	29,887.	28,712.
COACH INC - 300 SHS	11,132.	12,888.
AETNA INC - 600 SHS	15,605.	18,966.
US BANCORP DEL - 900 SHS	24,277.	19,458.
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND - 3404 SHS	189,061.	169,587.
ISHARES RUSSELL MIDCAP INDEX FUND - 2921 SHS	250,677.	263,971.
ADVANCED AUTO PARTS INC - 200 SHS	7,846.	11,736.
YUM BRANDS INC - 600 SHS	21,432.	27,636.
NABORS INDUSTRIES LTD - 200 SHS	3,840.	3,612.
COMCAST CORP CL A - 500 SHS	8,491.	9,040.
CARNIVAL CORPORATION - 300 SHS	10,490.	11,456.
GOOGLE INC CL A - 27 SHS	8,013.	14,196.
WELLPOINT INC - 100 SHS	5,530.	5,664.
JPMORGAN US REAL ESTATE FUND SELECT SHARE CLASS FUND 3037 - 7838.746 SHS	70,000.	114,054.
JPMORGAN INTREPID AMERICA FUND SELECT SHARE CLASS FUND 1206 - 8228.98 SHS	192,147.	170,093.
JPMORGAN INTREPID GROWTH FUND SELECT SHARE CLASS FUND 1202 - 12743.281 SHS	275,000.	257,669.
JPMORGAN ASIA 3 FUND SELECT SHARE CLASS FUND 1134 - 10918.959 SHS	404,895.	388,278.
VANGUARD EMERGING MARKET ETF - 2000 SHS	103,394.	90,920.
AT&T INC - 400 SHS	15,250.	11,440.
STARWOOD HOTELS & RESORTS - 200 SHS	4,354.	10,510.
JPM TR I GROWTH ADV FD SEL SH CL FD 1567 - 34766.119 SHS	275,000.	270,133.
IVY GLOBAL NATURAL RESOURCE-I - 2171.815 SHS	90,000.	39,375.
BANK OF NEW YORK MELLON CORP - 400 SHS	12,308.	10,452.
CME GROUP INC CLASS A COMMON STOCK - 40 SHS	11,154.	10,418.
INVESCO LTD - 400 SHS	7,730.	8,492.
PHILIP MORRIS INTERNATIONAL - 237 SHS	9,491.	13,277.
SPDR GOLD TRUST - 970 SHS	91,112.	124,073.
ACE LTD NEW - 160 SHS	7,330.	9,320.
ARTIO INTERNATIONAL 3 II - I - 30447 SHS	230,179.	363,537.
TYCO INTERNATIONAL LTD - 200 SHS	7,238.	7,346.
TIME WARNER INC NEW - 1216 SHS	32,826.	37,270.
COVIDIEN PLC - 200 SHS	7,293.	8,038.
MERCK AND CO INC - 1200 SHS	40,329.	44,172.
BERKSHIRE HATHAWAY INC DEL CL B - 175 SHS	12,607.	14,469.
HIGHBRIDGE DYNAMIC COMMODITIES STRATEGY FUND - SE - 5293.18 SHS	81,303.	86,914.
NEXTERA ENERGY INC - 200 SHS	9,997.	10,878.

JUNIPER NETWORKS INC - 600 SHS	11,795.	18,210.
EXXON MOBIL CORP - 575 SHS	45,792.	35,529.
METLIFE INC - 400 SHS	14,401.	15,380.
MARVELL TECHNOLOGY GROUP LTD - 500 SHS	10,183.	8,755.
PRUDENTIAL FINANCIAL INC - 300 SHS	11,352.	16,254.
CONOCOPHILLIPS - 400 SHS	19,343.	22,972.
BIOGEN IDEC INC - 200 SHS	10,863.	11,224.
BAIDU INC SPONS ADR - 110 SHS	10,140.	11,288.
TD AMERITRADE HOLDING CORPORATION - 600 SHS	10,060.	9,690.
MASTERCARD INC - CLASS A - 40 SHS	7,312.	8,960.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,094,268.	4,350,486.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIDELITY ADVISOR HIGH INCOME ADVANTAGE FUND - 40918.705 SHS	385,000.	373,179.
JPMORGAN INTERNATIONAL CURRENCY INCOME FUND 1.28% - 14157 SHS	154,453.	156,860.
NATIONSBANK CORP SUB NOTES 7 3/4% AUG 15 2015 - 15000 SHS	17,110.	17,385.
NORFOLK SOUTHERN CORP NOTES 7.70% MAY 15 2017 DTD 5/19/97 - 5000 SHS	5,582.	6,390.
U S A BOND STRIPPED PRIN PMT ZERO CPN MAY 15 2017 DTD 05/16/87 - 35000 SHS	27,290.	30,820.
U S A BONDS 7 1/4% MAY 15 2016 DTD 5/15/86 - 50000 SHS	58,979.	65,567.
GNMA POOL NO 462816 7% JUN 15 2028 DTD 6/1/98 - 2093.29 SHS	2,134.	2,389.
HOUSEHOLD FINANCE CORP NOTES 7% MAY 15 2012 DTD 5/22/2002 - 15000 SHS	13,350.	16,220.
SBC COMMUNICATIONS INC NOTES 5 7/8% AUG 15 2012 DTD 8/19/2002 - 10000 SHS	10,268.	10,884.
VERIZON GLOBAL FUNDING CORP NOTES 7 3/8% SEP 1 2012 - 20000 SHS	21,825.	22,415.
WELLPOINT HEALTH NETWORK NOTES 6 3/8% JAN 15 2012 DTD 1/16/2002 - 5000 SHS	5,127.	5,324.
WELLS FARGO COMPANY NOTES 5% NOV 15 2014 DTD 11/6/2002 - 25000 SHS	24,144.	26,993.
U S A BONDS 3 7/8% FEB 15 2013 DTD 2/15/2003 - 50000 SHS	50,237.	54,047.
GOLDMAN SACHS GROUP INC NOTES 5 1/4% APR 1 2013 DTD 3/31/2003 - 25000 SHS	25,348.	27,007.
FANNIE MAE SER 2002-12 CL PG 6% MAR 25 2017 DTD 2/1/2002 - 9690.8 SHS	9,818.	10,575.
DEUTSCHE TELEKOM INT FIN NOTES 5 1/4% JUL 22 2013 DTD 7/22/2003 - 10000 SHS	9,540.	10,969.
AMERICAN EXPRESS NOTES 4 7/8% JUL 15 2013 DTD 7/24/2003 - 20000 SHS	20,067.	21,639.

DAIMLERCHRYSLER NA HLDNS NTS 6 1/2% NOV 15 2013-5000 SHS	5,219.	5,719.
METLIFE INC NOTES 5% NOV 24 2013 DTD 11/24/2003 - 10000 SHS	10,182.	10,955.
MORGAN STANLEY NOTES 4 3/4% APR 1 2014 DTD 3/30/2004 - 20000 SHS	20,086.	20,887.
U S A NOTES 4 1/4% AUG 15 2014 DTD 8/15/2004 - 30000 SHS	28,570.	33,827.
FNMA GTD REMIC 4 1/4% AUG 25 2023 - 9837.25 SHS	9,416.	10,077.
U S A NOTES 4% FEB 15 2015 DTD 2/15/2005 - 50000 SHS	51,005.	56,223.
MERCK & CO 4 3/4% MAR 1 2015 DTD 2/17/2005 - 5000 SHS	5,058.	5,676.
EXELON CORP NOTES 4.9% JUN 15 2015 DTD 6/9/2005 - 10000 SHS	9,370.	10,960.
KIMBERLY-CLARK CORPORATION 4 7/8% AUG 15 2015 DTD 8/11/2005 - 15000 SHS	14,924.	17,243.
U S A NOTES 4 1/4% AUG 15 2015 DTD 8/15/2005 - 20000 SHS	22,597.	22,858.
CITIGROUP INC SENIOR NOTES 5.3% JAN 7 2016 DTD 12/8/2005 - 25000 SHS	24,926.	26,642.
CISCO SYSTEMS NOTES 5 1/2% FEB 22 2016 DTD 2/22/2006 - 15000 SHS	14,624.	17,695.
CAP ONE MULTI-ASSET EXEC TR SER 2006 5.30% FEB 15 2014 - 20000 SHS	20,128.	20,514.
COMCAST CORP 6 1/2% JAN 15 2017 DTD 7/14/2006 - 10000 SHS	10,801.	11,896.
FEDERAL HOME LOAN BANK 5% DEC 21 2015 DTD 11/4/2005 - 25000 SHS	24,242.	29,070.
BHP BILLITON FINANCE USA 5 1/4% DEC 15 2015 DTD 12/12/2005 - 15000 SHS	14,668.	17,145.
OHIO POWER COMPANY 4.85% JAN 15 2014 DTD 7/11/2003 - 10000 SHS	9,979.	10,881.
FANNIE MAE SER 2004-70 CL DN 4% DEC 25 2029 DTD 9/1/2004 - 9352.26 SHS	8,867.	9,548.
FNMA REMIC TRUST 5% SER 2003-55 CL CD JUN 25 2023 DTD 05/01/2003 - 25000 SHS	23,930.	26,664.
U S A TREASURY NOTES 4 1/2% APR 30 2012 DTD 4/30/2007 - 25000 SHS	27,683.	26,645.
MERRILL LYNCH MED TM NOTE 6.05% AUG 15 2012-10000 SHS	9,918.	10,733.
SUNTRUST BANKS SR NOTES 6% SEP 11 2017 DTD 09/10/2007 - 5000 SHS	5,000.	5,415.
GE CAP CORP MEDIUM TERM NOTES 5 5/8% SEP 15 2017- 25000 SHS	24,235.	27,928.
DIAGEO CAPITAL PLC NOTES 5 3/4% OCT 23 2017 DTD 10/26/2007 - 15000 SHS	15,469.	17,703.
HONEYWELL INTERNATIONAL 5.3% MAR 01 2018 DTD 02/29/2008 - 5000 SHS	5,369.	5,848.
ORACLE CORP 5 3/4% APR 15 2018 DTD 04/09/2008 - 5000 SHS	4,998.	5,945.
ALLSTATE LF GLB FN TRST MED TERM NOTES 5 3/8% APR 30 2013- 5000 SHS	4,934.	5,526.
KEYCORP MEDIUM TERM NOTES 6 1/2% MAY 14 2013 DTD 05/14/2008 - 5000 SHS	4,979.	5,480.

KRAFT FOODS INC NOTES 6 1/8% AUG 23 2018 DTD 05/22/2008 - 5000 SHS	5,775.	5,909.
TIME WARNER CABLE INC 6.2% JUL 01 2013 DTD 06/19/2008 - 5000 SHS	4,989.	5,633.
RIO TINTO FIN USA LTD NOTES 6 1/2% JUL 15 2018 DTD 06/27/2008 - 5000 SHS	5,892.	6,030.
E.I. DU PONT DE NEMOURS SR NOTES 6% JUL 15 2018 DTD 07/28/2008 - 10000 SHS	10,160.	12,046.
SIMON PROPERTY GROUP LP 5 1/4% DEC 01 2016 DTD 12/12/2006 - 5000 SHS	4,698.	5,589.
FANNIE MAE SER 2004-45 CL ZL 6% OCT 15 2032 DTD 05/01/2004 - 29218.01 SHS	29,776.	32,545.
NATIONAL CITY CORP 4.9% JAN 15 2015 DTD 01/12/2005 - 5000 SHS	4,439.	5,514.
PEPSICO INC 7.9% NOV 01 2018 DTD 10/24/2008 - 5000 SHS	5,774.	6,661.
NATIONAL RURAL UTIL CORP 10 3/8% NOV 01 2018 DTD 10/30/2008 - 5000 SHS	6,738.	7,160.
BP CAPITAL MARKETS PLC 5 1/4% NOV 07 2013 DTD 11/07/2008 - 5000 SHS	5,415.	5,446.
SEMPRA ENERGY 9.8% FEB 15 2019 DTD 11/20/2008 - 5000 SHS	5,327.	6,971.
FREDDIE MAC 4.5% SER 2717 CL AE 4.5% DEC 15 2033 DTD 12/01/2003 - 25000 SHS	25,969.	26,288.
PRINCIPAL LIFE INC FDG MED TERM NOTE 5.3% APR 24 2013 - 10000 SHS	9,849.	10,820.
FANNIE MAE SER 1998-37 CL VZ 6% JUN 17 2028 DTD 06/01/1998 - 14935.71 SHS	15,234.	16,434.
MIDAMERICAN ENERGY CO 5.3% MAR 15 2018 DTD 03/25/2008 - 10000 SHS	9,972.	11,512.
WYETH 5.45% APR 01 2017 DTD 03/27/2007 - 5000 SHS	5,062.	5,825.
EATON CORP 6.95% MAR 20 2019 DTD 3/16/2009 - 5000 SHS	5,190.	6,329.
PROGRESS ENERGY INC 6.05% MAR 15 2014 DTD 03/19/2009 - 5000 SHS	4,986.	5,693.
ATOMS ENERGY CORP 8 1/2% MAR 15 2019 DTD 03/26/2009 - 5000 SHS	4,991.	6,500.
TRANS-CANADA PIPELINES 4% JUN 15 2013 DTD 06/12/2003 - 5000 SHS	4,680.	5,365.
HRPT PROPERTIES TRUST 5 3/4% FEB 15 2014 DTD 10/30/2003 - 5000 SHS	4,829.	5,296.
ACE INA HOLDINGS 5.9% JUN 15 2019 DTD 06/08/2009 - 10000 SHS	10,850.	11,637.
ERP OPERATING LP 5 3/4% JUN 15 2017 DTD 06/04/2007 - 5000 SHS	4,958.	5,630.
FORD CREDIT TRUST SER 2008-B CL A4A 4.95% MAR 15 2013- 25000 SHS	24,797.	26,194.
BURLINGTN NORTH SANTA FE 4.7% OCT 01 2019 DTD 09/24/2009 - 5000 SHS	4,991.	5,492.
THOMSON REUTERS CORP NOTES 4.7% OCT 15 2019 DTD 09/29/2009 - 5000 SHS	4,982.	5,519.
FED HME LN MTG CORP GROUP NBR G1- DUE 09/01/2015 - 1616.27 SHS	1,666.	1,744.

FED HOME LN MTG CORP 5.50% DUE 02/01/2033 - 3081.4 SHS	3,201.	3,307.
FED HOME LN MTG CORP 6.00% DUE 12/01/2032 - 14824.92 SHS	15,246.	16,274.
FED HOME LN MTG CORP PARTN B1- DUE 12/01/2019 - 14894.98 SHS	14,853.	15,826.
FED HOME LN MTG CORPSER 1591 6.350% DUE 10/15/2023 - 13098.77 SHS	13,506.	14,272.
FNMA REMIC 1992-G61 CL Z 7.00% DUE 10/25/2022 - 15885.69 SHS	16,561.	17,701.
FNMA GTD MTG 251760 6.00% DUE 06/01/2013 - 1399.52 SHS	1,381.	1,512.
FNMA GTD MTG NBR 0486831 5.50% DUE 03/01/2014 - 9831.27 SHS	9,645.	10,587.
FNMA GTD MTG NBR 0630225 6.50% DUE 03/01/2032 - 7014 SHS	7,030.	7,826.
FNMA GTD REMIC -5 CL-B DUE 5.50% DUE 02/25/2017 - 10514.68 SHS	10,502.	11,492.
FNMA GTD REMIC -62 CL-ZE 5.50% DUE 11/25/2017 - 30881.35 SHS	29,740.	33,528.
FNMA GTD REMIC-71 CL-UC 5.00% DUE 11/25/2017 - 23885.87 SHS	22,647.	25,986.
FNMA GTD REMIC-28 CL 28-TC 5.50% DUE 04/25/2023 - 25000 SHS	24,278.	28,871.
FNMA GTD REMIC-32 CL-NG 5.00% DUE 05/25/2018 - 25000 SHS	24,211.	28,310.
FNMA GTD REMIC 46 CL-HB 4.00% DUE 06/25/23 - 17801.37 SHS	16,511.	18,685.
FNMA GTD REMIC -1 CL HA 4.50% DUE 11/25/2016 - 7554.61 SHS	7,389.	7,694.
FEDERAL HOME LN SER 2568 CL XA 5.000% DUE 03/15/2017 - 6498.26 SHS	6,443.	6,659.
FEDERAL HOME LN SER 2624 CL QH 5.00% DUE 06/15/2033 - 25000 SHS	23,258.	27,307.
FNMA GTD REMIC -17 CL-LC 3.75% DUE 01/25/2034 - 20456.61 SHS	17,848.	21,601.
FNMA GTD REMIC -1 CL-GE 5.00% DUE 07/25/2033 - 25000 SHS	23,688.	27,054.
FEDERAL HOME LN MTG SER 2707 CL OD 5.00% DUE 12/15/2017 - 23000 SHS	22,828.	24,282.
FEDERAL HOME LN MTG SER 2737 CL UD 5.50% DUE 07/15/2032 - 15000 SHS	14,733.	16,096.
FEDERAL HOME LN SER 2744 CL 2744-TU 5.50% DUE 05/15/2032 - 30000 SHS	29,700.	32,209.
FEDERAL HOME LN SER 2775 CL OC 4.50% DUE 12/15/2015 - 11182.43 SHS	10,924.	11,273.
FEDERAL HOME SER 2785 CL 2785-VD 4.50% DUE 05/15/2015 - 7218.29 SHS	7,020.	7,713.
FEDERAL HOME LN GTD SER 2798 CL JL 4.50% DUE 05/15/2019 - 30000 SHS	29,597.	32,834.
FEDERAL HOME LN SER 2783 CL JT 5.00% DUE 02/15/2022 - 25000 SHS	24,121.	26,444.
FEDERAL HOME LN SER 2892 CL 2982-BN 5.00% DUE 01/15/2019 - 30000 SHS	30,108.	32,416.

FEDERAL HOME LN SER 2973 CL 2973-EB 5.50% DUE 04/15/2035 - 20101.9 SHS	19,807.	22,298.
FEDERAL HOME LNSER 3034 CL EH 5.50% DUE 12/15/2034 - 11435.47 SHS	11,409.	12,462.
FEDERAL HOME LN SER 3132 CL MC 5.50% DUE 03/15/2026 - 25000 SHS	25,070.	28,193.
FNMA GTD MTG 688980 5.50% DUE 05/01/2033 - 21290.26 SHS	21,523.	23,059.
FNMA GTD MTG 4.50% DUE 01/01/2019 - 9189.98 SHS	9,352.	9,761.
FNMA GTD MTG 5.00% DUE 12/01/2033 - 21932.75 SHS	21,850.	23,288.
FNMA GTD MTG 5.00% DUE 07/01/2019 - 10753.81 SHS	10,971.	11,484.
FNMA GTD MTG 5.50% DUE 01/01/2034 - 22243.22 SHS	22,001.	23,899.
FNMA GTD MTG NBR 790734 5.00% DUE 09/01/2019 - 13084.47 SHS	12,968.	13,973.
FNMA GTD MTG PASS THRU 805119 5.50% DUE 01/01/2020 - 14149.72 SHS	14,077.	15,300.
FNMA GTD MTG 4.50% DUE 04/01/2020 - 11344.04 SHS	11,278.	12,024.
FNMA GTD MTG 888656 6.50% DUE 04/01/2025 - 25333.8 SHS	26,089.	27,694.
GNMA GTD PASS THRU CTF POOL NBR 465268 6.00% DUE 03/15/2014 - 11390.24 SHS	11,273.	12,357.
GNMA GTD PASS THRU CTF POOL NBR 486942X 6.00% DUE 02/15/2014 - 2635.49 SHS	2,652.	2,859.
GNMA GTD PASS THRU CTF POOL NBR 782040 6.00% DUE 06/15/2020 - 14001 SHS	14,351.	15,077.
TEXTRON INC NT DTD 12/04/2007 5.60% DUE 12/01/2017 - 5000 SHS	5,236.	5,402.
BANK OF NEW YORK MELLON NOTES 4.6% JAN 15 2020 DTD 11/16/2009 - 5000 SHS	4,990.	5,524.
U S A NOTES 3 3/8% NOV 15 2019 DTD 11/16/2009 - 80000 SHS	82,883.	86,182.
WESTPAC BANKING CORP NOTES 4 7/8% NOV 19 2019 DTD 11/19/2009 - 12000 SHS	11,991.	12,865.
FREDDIE MAC SER 2886 CL BE 4.5% NOV 15 2019 DTD 11/01/2004 - 25000 SHS	25,625.	28,075.
BLACKROCK INC 5% DEC 10 2019 DTD 12/10/2009 - 5000 SHS	4,975.	5,512.
SHELL INTERNATIONAL FIN 3.1% JUN 28 2015 DTD 06/28/2010 - 4000 SHS	3,997.	4,196.
CNA FINANCIAL CORP 5 7/8% AUG 15 2020 DTD 08/10/2010 - 2000 SHS	1,994.	2,039.
AON CORP SR NOTES 3 1/2% SEP 30 2015 DTD 09/10/2010 - 2000 SHS	1,990.	2,038.
CREDIT SUISSE FB USA INC NOTES 6 1/8% NOV 15 2011 DTD 11/6/2001 - 10000 SHS	10,292.	10,580.
MONSANTO CO SR NOTES 7 3/8% AUG 15 2012 DTD 8/14/2002 - 10000 SHS	10,760.	11,127.
U S A NOTES 3 5/8% MAY 15 2013 DTD 5/15/2003 - 65000 SHS	69,545.	70,332.
U S A NOTES 4% FEB 15 2014 DTD 2/17/2004 - 60000 SHS	57,447.	66,502.

HOME DEPOT INC SR NOTES 5.40% MAR 1 2016 DTD 3/24/2006 - 15000 SHS	14,629.	17,079.
CAP ONE FINL CO NOTES 6.15% SEP 1 2016 10000 SHS	9,999.	10,964.
U S A NOTES 4 3/4% JAN 31 2012 DTD 1/31/2007 - 10000 SHS	10,125.	10,593.
INTUIT INC 5.40% MAR 15 2012 DTD 3/12/2007 - 5000 SHS	5,063.	5,277.
U S A NOTES 4 3/4% AUG 15 2017 DTD 08/15/2007 - 35000 SHS	38,721.	41,554.
U S A NOTES 3 7/8% MAY 15 2018 DTD 05/15/2008 - 90000 SHS	95,474.	101,615.
U S A NOTES 3 3/8% JUL 31 2013 DTD 07/31/2008 - 30000 SHS	31,922.	32,372.
U S A NOTES 3 3/4% NOV 15 2018 DTD 11/17/2008 - 35000 SHS	35,726.	39,102.
ANADARKO PETROLEUM CORP NOTES 8.7% MAR 15 2019 DTD 03/05/2009 - 5000 SHS	4,945.	6,080.
AFLAC INC SR NOTES 8 1/2% MAY 15 2019 DTD 05/21/2009 - 0 SHS	6,384.	6,362.
U S A NOTES 3 1/4% MAY 31 2016 DTD 06/01/2009 - 65000 SHS	65,414.	71,155.
VODAFONE GROUP PLC 4.15% JUN 10 2014 DTD 06/10/2009 - 10000 SHS	9,993.	10,801.
BUNGE LIMITED FINANCE CO 8 1/2% JUN 15 2019 DTD 06/09/2009 - 5000 SHS	5,127.	6,043.
POTAST CORP SASKATCHEWAN INC NOTES 7 3/4% MAY 31 2011 - 5000 SHS	5,368.	5,235.
TOTAL TO FORM 990-PF, PART II, LINE 10C	<u>2,825,693.</u>	<u>3,026,241.</u>

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 11
 TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JPMORGAN CHASE BANK, NA P.O. BOX 3038 MILWAUKEE, WI 53201	INVESTMENT MGR 2.00	53,460.	0.	0.
HOWARD W CABLE JR C/O JPMORGAN CHASE BANK PO BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 2.00	55,607.	0.	0.
ROBERT E HISSONG C/O JPMORGAN CHASE BANK PO BOX 3038 MILWAUKEE, WI 53201	BOARD MEMBER 2.00	0.	0.	0.
A RUSSELL SMITH C/O JPMORGAN CHASE BANK PO BOX 3038 MILWAUKEE, WI 53201	BOARD MEMBER 2.00	10,000.	0.	0.
GAY W CABLE C/O JPMORGAN CHASE BANK PO BOX 3038 MILWAUKEE, WI 53201	BOARD MEMBER 2.00	10,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		129,067.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ACCESS P O BOX 1007 AKRON, OH 44309	NONE PROGRAM SUPPORT	CHARITABLE	15,000.
AKRON BOARD OF EDUCATION 70 NORTH BROADWAY AKRON, OH 44308	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
AKRON ROTARY FOUNDATION 4460 REX LAKE DRIVE AKRON, OH 44319	NONE PROGRAM SUPPORT	CHARITABLE	10,000.
AKRON ZOO 500 EDGEWOOD AVE AKRON, OH 44307	NONE PROGRAM SUPPORT	CHARITABLE	10,000.
AKRON-SUMMIT COUNTY PUBLIC LIBRARY 60 S HIGH ST AKRON, OH 44326	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
ARDMORE FOUNDATION 981 E. MARKET STREET AKRON, OH 44305	NONE PROGRAM SUPPORT	CHARITABLE	10,000.
BATTERED WOMAN'S SHELTER 759 W.MARKET STREET AKRON, OH 44303	NONE PROGRAM SUPPORT	CHARITABLE	5,000.
BELMONT UNIVERSITY 1900 BELMONT BLVD. NASHVILLE, TN 37212	NONE PROGRAM SUPPORT	CHARITABLE	1,000.

BOYS & GIRLS CLUB OF THE WESTERN RESERVE INC 889 JONATHAN AVE AKRON, OH 44306	NONE PROGRAM SUPPORT	CHARITABLE	25,000.
CUMBERLAND COLLEGE 816 WALNUT STREET WILLIAMSBURG, KY 40769	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
GENNESARET P O BOX 4933 AKRON, OH 44310	NONE PROGRAM SUPPORT	CHARITABLE	15,000.
GOODWILL INDUSTRIES 570 E. WATERLOO ROAD AKRON, OH 44319	NONE PROGRAM SUPPORT	CHARITABLE	50,000.
GUARDIAN SUPPORT SERVICES, INC 4200 MUNSON ST NW CANTON, OH 44718	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
H M LIFE OPPORTUNITIES SERVICES P O BOX 8174 AKRON, OH 44320	NONE PROGRAM SUPPORT	CHARITABLE	15,000.
HUMANE SOCIETY OF GREATER AKRON 4904 QUICK ROAD PENINSULA, OH 44264	NONE PROGRAM SUPPORT	CHARITABLE	20,000.
KENT STATE UNIVERSITY FOUNDATION PO BOX 5190 KENT, OH 44242	NONE PROGRAM SUPPORT	CHARITABLE	45,000.
PROJECT LEARN OF SUMMIT COUNTY 1040 E. TALLMADGE AVE. AKRON, OH 44310	NONE PROGRAM SUPPORT	CHARITABLE	1,000.
SALVATION ARMY 190 S. MAPLE STREET AKRON, OH 44302	NONE PROGRAM SUPPORT	CHARITABLE	45,000.

LUCY & EMILY BEASLEY CHARITABLE TRUST V1

34-1350747

UNIVERSITY OF AKRON FOUNDATION NONE CHARITABLE 45,000.
105 FIR HILL AKRON, OH 44325 PROGRAM SUPPORT

VALLEY VIEW BAPTIST CHURCH NONE CHARITABLE 1,000.
2442 EASTLAND AVE. NASHVILLE, PROGRAM SUPPORT
TN 37206

WEBB SCHOOL NONE CHARITABLE 1,000.
P O BOX 488 BELLE BUCKLE, TN PROGRAM SUPPORT
37020

TOTAL TO FORM 990-PF, PART XV, LINE 3A 318,000.