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Return of Private Foundation

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

Treated as a Private Foundation

2009Department 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 THE HACKNEY FOUNDATION		A Employer identification number 63-1131504
	Number and street (or P.O. box number if mail is not delivered to street address) ONE METROPLEX DRIVE	Room/suite 210	B Telephone number 205 870-5563
	City or town, state, and ZIP code BIRMINGHAM, AL 35209		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) \$ 481,779. (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 <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			

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)
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					
4 Dividends and interest from securities		5,538.	5,538.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		15,053.			
b Gross sales price for all assets on line 6a		130,786.			
7 Capital gain net income (from Part IV, line 2)			15,053.		
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 or (loss)					
11 Other income		43.	43.		STATEMENT 2
12 Total. Add lines 1 through 11		20,634.	20,634.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 3		300.	150.		150.
b Accounting fees STMT 4		5,885.	2,943.		2,942.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		67.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 6		10,609.	10,609.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		16,861.	13,702.		3,092.
25 Contributions, gifts, grants paid		32,725.			32,725.
26 Total expenses and disbursements. Add lines 24 and 25		49,586.	13,702.		35,817.
27 Subtract line 26 from line 12		<28,952.>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			6,932.		
c Adjusted net income (if negative, enter -0-)				N/A	

25

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			21,754.	8,292.	8,292.
	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 7			193,400.	180,873.	241,891.
	c Investments - corporate bonds					
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other					
	14 Land, buildings, and equipment basis ▶ 2,920.					
	Less: accumulated depreciation STMT 8 ▶ 2,920.					
	15 Other assets (describe ▶ STATEMENT 9)			249,993.	247,030.	231,596.
	16 Total assets (to be completed by all filers)			465,147.	436,195.	481,779.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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.	
	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27 Capital stock, trust principal, or current funds			3,139,582.	3,139,582.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			<2,674,435.>	<2,703,387.>	
	30 Total net assets or fund balances			465,147.	436,195.	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances			465,147.	436,195.	

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	465,147.
2 Enter amount from Part I, line 27a	2	<28,952.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	436,195.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	436,195.

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 MERRILL LYNCH- SEE ATTACHMENT #2	P	VARIOUS	VARIOUS
b MERRILL LYNCH- SEE ATTACHMENT #2	P	VARIOUS	VARIOUS
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 71,010.		63,723.	7,287.
b 59,776.		52,010.	7,766.
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			7,287.
b			7,766.
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	15,053.
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.)

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	90,082.	498,403.	.180741
2007	114,459.	1,088,140.	.105188
2006	120,108.	1,014,581.	.118382
2005	133,417.	1,008,268.	.132323
2004	148,454.	1,034,657.	.143481

2 Total of line 1, column (d)	2	.680115
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	.136023
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	491,164.
5 Multiply line 4 by line 3	5	66,810.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	69.
7 Add lines 5 and 6	7	66,879.
8 Enter qualifying distributions from Part XII, line 4	8	35,817.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <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	139.
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	139.
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	139.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,005.	
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	1,005.	
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		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	866.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 866. Refunded <input type="checkbox"/>	11	0.	

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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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) <input type="checkbox"/> AL		
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

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?	13	X	

Website address **▶ N/A**

14 The books are in care of **▶ THE ORGANIZATION** Telephone no. **▶ (205) 870-5563**
 Located at **▶ THE ORGANIZATION'S ADDRESS, BIRMINGHAM, AL** ZIP+4 **▶ 35209**

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	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

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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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

N/A

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

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

(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
BRENDA HACKNEY ONE METROPLEX DRIVE BIRMINGHAM, AL 35209	PRES / VP / TREASURER 5.00	0.	0.	0.
T. MORRIS HACKNEY ONE METROPLEX DRIVE BIRMINGHAM, AL 35209	CHAIRMAN / SEC 5.00	0.	0.	0.
JAMES R. HACKNEY ONE METROPLEX DRIVE BIRMINGHAM, AL 35209	DIRECTOR 5.00	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 VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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

	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	

Total. Add lines 1 through 3

0.

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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	253,191.
b	Average of monthly cash balances	1b	15,784.
c	Fair market value of all other assets	1c	229,669.
d	Total (add lines 1a, b, and c)	1d	498,644.
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	498,644.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	7,480.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	491,164.
6	Minimum investment return. Enter 5% of line 5	6	24,558.

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	24,558.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	139.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	139.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	24,419.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	24,419.
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	24,419.

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	35,817.
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	35,817.
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	35,817.

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				24,419.
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	97,693.			
b From 2005	85,175.			
c From 2006	71,240.			
d From 2007	60,927.			
e From 2008	65,162.			
f Total of lines 3a through e	380,197.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$	35,817.			
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				24,419.
e Remaining amount distributed out of corpus	11,398.			
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	391,595.			
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	97,693.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	293,902.			
10 Analysis of line 9:				
a Excess from 2005	85,175.			
b Excess from 2006	71,240.			
c Excess from 2007	60,927.			
d Excess from 2008	65,162.			
e Excess from 2009	11,398.			

Part XVII	Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations
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- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[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 <u>James M. Hark</u> Date <u>1/21/2010</u> Title <u>President</u>	
	Preparer's signature <u>Justin Flannery, CPA</u> Date <u>1/23/10</u>	Check if self-employed <input type="checkbox"/> Preparer's identifying number <u>P00643736</u>
Paid Preparer's Use Only	Firm's name (or yours if self-employed) & address, and ZIP code <u>WARREN, AVERETT, KIMBROUGH & MARINO, LLC</u> <u>2500 ACTON ROAD</u> <u>BIRMINGHAM, ALABAMA 35243</u>	
	EIN <u>63-1239864</u> Phone no. <u>(205) 979-4100</u>	

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	5,538.	0.	5,538.
TOTAL TO FM 990-PF, PART I, LN 4	5,538.	0.	5,538.

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
THE ENDOWMENT TEI FUND, LP	43.	43.	
TOTAL TO FORM 990-PF, PART I, LINE 11	43.	43.	

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SIROTE & PERMUTT	300.	150.		150.
TO FM 990-PF, PG 1, LN 16A	300.	150.		150.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WARREN, AVERETT, KIMBROUGH & MARINO, LLC	5,885.	2,943.		2,942.
TO FORM 990-PF, PG 1, LN 16B	5,885.	2,943.		2,942.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	67.	0.		0.
TO FORM 990-PF, PG 1, LN 18	67.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	7,600.	7,600.		0.
BANK FEES	1.	1.		0.
THE ENDOWMENT FUND TEI, LP				
INVESTMENT EXPENSES	3,008.	3,008.		0.
TO FORM 990-PF, PG 1, LN 23	10,609.	10,609.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH	180,873.	241,891.
TOTAL TO FORM 990-PF, PART II, LINE 10B	180,873.	241,891.

FORM 990-PF	DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT	STATEMENT	8
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DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER	1,651.	1,651.	0.
FILING CABINET	1,269.	1,269.	0.
TOTAL TO FM 990-PF, PART II, LN 14	2,920.	2,920.	0.

FORM 990-PF

OTHER ASSETS

STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH- OTHER	249,993.	247,030.	231,596.
TO FORM 990-PF, PART II, LINE 15	249,993.	247,030.	231,596.

The Hackney Foundation

ATTACHMENT #1

EIN: 63-1131504

Contributions Paid During the Year

September 30, 2010

Name	Relationship	Recipient Status	Purpose	Amount
DISCOVERY CLUBS OF ALABAMA	NONE	PUBLIC CHARITY	UNRESTRICTED	100.00
GLENWOOD, INC	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.00
ALABAMA YOUTH HOME	NONE	PUBLIC CHARITY	UNRESTRICTED	200.00
ALABAMA BALLET POINTE BALL	NONE	PUBLIC CHARITY	UNRESTRICTED	300.00
UAB CENTER FOR PALLIATIVE CARE	NONE	PUBLIC CHARITY	UNRESTRICTED	200.00
ST MATTHEW CATHOLIC CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	100.00
CANTERBURY UNITED METHODIST CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	50.00
ST. MARKS EPISCOPAL CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	50.00
AMERICAN CANCER SOCIETY	NONE	PUBLIC CHARITY	UNRESTRICTED	200.00
VOICES FOR ALABAMA'S CHILDREN	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000 00
BIRMINGHAM ZOO	NONE	PUBLIC CHARITY	UNRESTRICTED	200.00
WILLIAM BRYANT WELLONS, III MEMORIAL	NONE	PUBLIC CHARITY	UNRESTRICTED	100.00
MITCHELL'S PLACE	NONE	PUBLIC CHARITY	UNRESTRICTED	150.00
CATHEDRAL CHURCH OF THE ADVENT	NONE	PUBLIC CHARITY	UNRESTRICTED	50.00
CUMBERLAND PRESBYTERIAN CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	50 00
MAGIC MOMENTS	NONE	PUBLIC CHARITY	UNRESTRICTED	250 00
THE MGH FOUNDATION	NONE	PUBLIC CHARITY	UNRESTRICTED	200.00
LEADING EDGE INSTITUTE	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000 00
CHILDREN'S HOSPITAL	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000 00
SOUTHERN WOMEN'S COMMITTEE OF	NONE	PUBLIC CHARITY	UNRESTRICTED	100.00
CANTERBURY UNITED METHODIST CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	200.00
BIRMINGHAM LANDMARKS	NONE	PUBLIC CHARITY	UNRESTRICTED	250.00
UAB SCHOOL OF NURSING	NONE	PUBLIC CHARITY	UNRESTRICTED	250.00
BIRMINGHAM MUSEUM OF ART	NONE	PUBLIC CHARITY	UNRESTRICTED	50.00
ST AUGUSTINE OF CANTERBURY EPISCOPAL	NONE	PUBLIC CHARITY	UNRESTRICTED	50 00
ALABAMA APPLESEED CENTER	NONE	PUBLIC CHARITY	UNRESTRICTED	250.00
THE KYSER MIREE LEADERSHIP FUND	NONE	PUBLIC CHARITY	UNRESTRICTED	50 00
CANTERBURY UNITED METHODIST CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.00
IMPACT ALABAMA	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.00
LAKESHORE FOUNDATION	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000.00
ROTARY CLUB OF BIRMINGHAM	NONE	PUBLIC CHARITY	UNRESTRICTED	2,000 00
BIRMINGHAM MUSEUM OF ART	NONE	PUBLIC CHARITY	UNRESTRICTED	50.00
CENTRAL ALABAMA	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.00
SLOSS FURNACES	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000.00
MOUNTAIN BROOK COMMUNITY CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	50.00
CANTERBURY UNITED METHODIST CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	25.00
CANTERBURY UNITED METHODIST CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000 00
CANTERBURY UNITED METHODIST CHURCH	NONE	PUBLIC CHARITY	UNRESTRICTED	2,500.00
ALABAMA SYMPHONY ORCHESTRA	NONE	PUBLIC CHARITY	UNRESTRICTED	500.00
HIGHLANDS CASHIERS HOSPITAL FOUNDATION	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000.00
CENTRAL ALABAMA	NONE	PUBLIC CHARITY	UNRESTRICTED	50.00
TEMPLE EMANU-EL	NONE	PUBLIC CHARITY	UNRESTRICTED	50.00
DISCOVERY CLUBS OF ALABAMA	NONE	PUBLIC CHARITY	UNRESTRICTED	100.00
				<u>32,725.00</u>

The Hackney Foundation
ATTACHMENT #2
EIN: 63-1131504
Gain/Loss Detail
September 30, 2010

Description	Acq Date	Sale Date	Sale Amount	Cost Basis	Gain/(Loss)	ST/LT
34 shares of TOTAL S A SP ADR	2/4/2009	10/1/2009	1,958.63	1,781.05	177.58	ST
6 shares of TOTAL S A SP ADR	2/25/2009	10/1/2009	345.65	297.80	47.85	ST
138 shares of DISCOVER FINL SVCS	5/15/2009	10/19/2009	2,160.07	1,188.75	971.32	ST
58 shares of FIRSTENERGY CORP	12/15/2008	10/19/2009	2,743.15	3,135.49	(392.34)	ST
20 shares of FIRSTENERGY CORP	5/15/2009	10/19/2009	945.92	731.94	213.98	ST
40 shares of LOCKHEED MARTIN CORP	12/15/2008	10/19/2009	3,078.91	2,981.52	97.39	ST
15 shares of PNC FINCL SERVICES GROUP	4/23/2009	10/19/2009	671.04	594.92	76.12	ST
116 shares of PUB SVC ENTERPRISE GRP	12/15/2008	10/19/2009	3,660.96	3,378.47	282.49	ST
67 shares of CVS CAREMARK CORP	12/15/2008	10/26/2009	2,481.07	1,901.44	579.63	ST
22 shares of COVIDIEN PLC SHS	1/14/2009	10/26/2009	955.72	786.58	169.14	ST
15 shares of ACE LIMITED	12/15/2008	10/26/2009	819.26	693.30	125.96	ST
52 shares of BURLNGTN N SNTA FE\$0 01	12/15/2008	11/10/2009	5,069.69	3,692.01	1,377.68	ST
2 shares of BURLNGTN N SNTA FE\$0 01	1/6/2009	11/10/2009	194.99	162.34	32.65	ST
8 shares of DIAMOND OFFSHORE DRLNG	3/10/2009	11/10/2009	803.80	454.20	349.60	ST
17 shares of DIAMOND OFFSHORE DRLNG	3/24/2009	11/10/2009	1,708.08	1,194.08	514.00	ST
37 shares of DEERE CO	12/15/2008	11/10/2009	1,788.03	1,348.29	439.74	ST
3 shares of DEERE CO	1/6/2009	11/10/2009	144.98	133.93	11.05	ST
27 shares of NUCOR CORPORATION	12/17/2008	11/10/2009	1,098.64	1,274.13	(175.49)	ST
16 shares of NUCOR CORPORATION	1/6/2009	11/10/2009	651.06	729.28	(78.22)	ST
35 shares of CVS CAREMARK CORP	12/15/2008	11/30/2009	1,085.71	993.29	92.42	ST
21 shares of CVS CAREMARK CORP	3/24/2009	11/30/2009	651.43	603.70	47.73	ST
57 shares of CAPITAL ONE FINL	4/29/2009	1/6/2010	2,322.05	977.55	1,344.50	ST
18 shares of XTO ENERGY INC	7/9/2009	1/6/2010	861.98	630.46	231.52	ST
30 shares of XTO ENERGY INC	7/9/2009	1/15/2010	1,417.42	1,050.79	366.63	ST
59 shares of AMER EXPRESS COMPANY	9/9/2009	1/26/2010	2,296.33	1,989.85	306.48	ST
118 shares of APPLIED MATERIAL INC	9/9/2009	2/1/2010	1,464.28	1,611.99	(147.71)	ST
28 shares of TOTAL S A SP ADR	3/10/2009	2/26/2010	1,547.21	1,328.95	218.26	ST
2 shares of TOTAL S A SP ADR	3/24/2009	2/26/2010	110.52	103.01	7.51	ST
6 shares of CARNIVAL CORP PAIRED SHS	7/9/2009	3/10/2010	223.61	151.73	71.88	ST
1 share of CATERPILLAR INC DEL	11/10/2009	3/10/2010	58.92	59.92	(1.00)	ST
1 share of CORNING INC	2/1/2010	3/10/2010	18.52	18.16	0.36	ST
1 share of DISNEY (WALT) CO COM STK	3/5/2010	3/10/2010	33.36	33.08	0.28	ST
9 shares of ERICSSON LM TEL CL B ADR	6/23/2009	3/10/2010	97.46	84.82	12.64	ST
2 shares of FREEPRT-MCMRAN CPR & GLD	5/15/2009	3/10/2010	160.41	89.70	70.71	ST
3 shares of FIFTH THIRD BANCORP	8/10/2009	3/10/2010	38.97	29.39	9.58	ST
8 shares of GENERAL ELECTRIC	8/10/2009	3/10/2010	132.39	117.98	14.41	ST
1 share of HALLIBURTON COMPANY	10/26/2009	3/10/2010	30.44	30.84	(0.40)	ST
2 shares of INTEL CORP	9/9/2009	3/10/2010	42.35	39.52	2.83	ST
14 shares of INVESCO LTD	3/31/2009	3/10/2010	279.75	192.04	87.71	ST
2 shares of KEYCORP NEW COM	1/26/2010	3/10/2010	15.23	14.13	1.10	ST
2 shares of KELLOGG CO	11/30/2009	3/10/2010	105.25	104.97	0.28	ST
2 shares of LINCOLN NTL CORP IND NPV	8/10/2009	3/10/2010	54.67	46.54	8.13	ST
1 share of MASTERCARD INC	7/9/2009	3/10/2010	248.50	162.21	86.29	ST
1 share of PG&E CORP	10/19/2009	3/10/2010	42.95	42.96	(0.01)	ST
2 shares of PEABODY ENERGY CORP COM	1/6/2010	3/10/2010	97.42	101.21	(3.79)	ST
9 shares of PNC FINCL SERVICES GROUP	4/23/2009	3/10/2010	517.33	356.95	160.38	ST
2 shares of PEPSICO INC	3/10/2009	3/10/2010	129.05	92.97	36.08	ST
4 shares of ROGERS COMMUNICATIONS B	2/1/2010	3/10/2010	136.75	126.50	10.25	ST
1 share of TOTAL S A SP ADR	3/24/2009	3/10/2010	58.28	51.51	6.77	ST
1 share of TRANSOCEAN LTD	7/9/2009	3/10/2010	85.93	68.47	17.46	ST
28 shares of UNITEDHEALTH GROUP INC	3/10/2009	3/10/2010	934.41	539.42	394.99	ST
9 shares of UNITEDHEALTH GROUP INC	5/15/2009	3/10/2010	300.35	248.75	51.60	ST
2 shares of UNITED STS STL CORP NEW	11/10/2009	3/10/2010	120.25	76.14	44.11	ST
2 shares of US BANCORP (NEW)	5/15/2009	3/10/2010	50.16	35.32	14.84	ST

1 share of UNION PACIFIC CORP	11/10/2009	3/10/2010	71.04	62.05	8.99	ST
1 share of VORNADO REALTY TRUST COM	10/19/2009	3/10/2010	72.59	62.83	9.76	ST
12 shares of TOTAL S A SP ADR	3/24/2009	3/12/2010	702.20	618.12	84.08	ST
12 shares of TOTAL S A SP ADR	4/29/2009	3/12/2010	702.21	614.31	87.90	ST
82 shares of SOUTHERN COMPANY	10/19/2009	5/3/2010	2,840.95	2,710.09	130.86	ST
4 shares of SOUTHERN COMPANY	10/19/2009	5/4/2010	137.69	132.20	5.49	ST
3 shares of ACCENTURE PLC SHS	4/21/2010	5/13/2010	123.86	131.72	(7.86)	ST
2 shares of BAXTER INTERNTL INC	4/21/2010	5/13/2010	88.89	117.33	(28.44)	ST
2 shares of BOEING COMPANY	1/22/2010	5/13/2010	145.28	118.05	27.23	ST
11 shares of CARNIVAL CORP PAIRED SHS	7/9/2009	5/13/2010	432.76	278.18	154.58	ST
5 shares of CONOCOPHILLIPS	4/21/2010	5/13/2010	287.25	284.47	2.78	ST
4 shares of CATERPILLAR INC DEL	11/10/2009	5/13/2010	271.53	239.71	31.82	ST
7 shares of CORNING INC	2/1/2010	5/13/2010	131.32	127.14	4.18	ST
4 shares of DISNEY (WALT) CO COM STK	3/5/2010	5/13/2010	141.00	132.32	8.68	ST
9 shares of ERICSSON LM TEL CL B ADR	6/23/2009	5/13/2010	95.41	84.82	10.59	ST
5 shares of FREEPORT-MCMURAN CPR & GLD	5/15/2009	5/13/2010	363.80	224.27	139.53	ST
20 shares of GENERAL ELECTRIC	8/10/2009	5/13/2010	364.20	294.95	69.25	ST
4 shares of HALLIBURTON COMPANY	10/26/2009	5/13/2010	118.39	123.38	(4.99)	ST
8 shares of INTEL CORP	9/9/2009	5/13/2010	181.75	158.08	23.67	ST
4 shares of JOHNSON AND JOHNSON COM	4/13/2010	5/13/2010	260.51	262.44	(1.93)	ST
3 shares of KELLOGG CO	11/30/2009	5/13/2010	164.87	157.45	7.42	ST
4 shares of LINCOLN NTL CORP IND NPV	8/10/2009	5/13/2010	119.47	93.09	26.38	ST
1 share of MASTERCARD INC	7/9/2009	5/13/2010	233.63	162.21	71.42	ST
8 shares of PG&E CORP	10/19/2009	5/13/2010	352.88	343.70	9.18	ST
1 share of PRUDENTIAL FINANCIAL INC	5/15/2009	5/13/2010	62.23	38.02	24.21	ST
6 shares of PEABODY ENERGY CORP COM	1/6/2010	5/13/2010	260.30	303.65	(43.35)	ST
7 shares of ROGERS COMMUNICATIONS B	2/1/2010	5/13/2010	254.34	221.37	32.97	ST
6 shares of SEMPRA ENERGY	5/3/2010	5/13/2010	287.34	302.41	(15.07)	ST
12 shares of TRANSOCEAN LTD	7/9/2009	5/13/2010	810.84	821.74	(10.90)	ST
4 shares of UNITEDHEALTH GROUP INC	5/15/2009	5/13/2010	121.39	110.56	10.83	ST
5 shares of UNITED STS STL CORP NEW	11/10/2009	5/13/2010	285.65	190.36	95.29	ST
13 shares of US BANCORP (NEW)	5/15/2009	5/13/2010	345.95	229.61	116.34	ST
4 shares of UNION PACIFIC CORP	11/10/2009	5/13/2010	305.57	248.20	57.37	ST
2 shares of VORNADO REALTY TRUST COM	10/19/2009	5/13/2010	165.15	125.67	39.48	ST
75 shares of BAXTER INTERNTL INC	4/21/2010	5/19/2010	1,052.55	1,466.67	(404.12)	ST
16 shares of TRANSOCEAN LTD	7/9/2009	6/1/2010	825.12	1,095.67	(270.55)	ST
11 shares of TRANSOCEAN LTD	2/26/2010	6/1/2010	567.27	873.53	(306.26)	ST
6 shares of TRANSOCEAN LTD	3/12/2010	6/1/2010	309.43	514.27	(204.84)	ST
53 shares of HALLIBURTON COMPANY	10/26/2009	6/11/2010	1,288.68	1,634.89	(346.21)	ST
40 shares of HALLIBURTON COMPANY	11/10/2009	6/11/2010	972.60	1,257.13	(284.53)	ST
21 shares of ANADARKO PETE CORP	6/23/2009	6/14/2010	876.33	916.37	(40.04)	ST
36 shares of HALLIBURTON COMPANY	11/10/2009	6/14/2010	876.51	1,131.42	(254.91)	ST
38 shares of HALLIBURTON COMPANY	1/15/2010	6/14/2010	925.21	1,285.00	(359.79)	ST
12 shares of CHEVRON CORP	7/9/2009	6/21/2010	921.12	760.60	160.52	ST
75 shares of CORNING INC	2/1/2010	7/28/2010	1,319.71	1,362.24	(42.53)	ST
6 shares of CONOCOPHILLIPS	4/21/2010	8/13/2010	331.25	341.37	(10.12)	ST
1 share of ACCENTURE PLC SHS	4/21/2010	8/16/2010	38.90	43.91	(5.01)	ST
1 share of CVS CAREMARK CORP	6/11/2010	8/16/2010	28.65	31.98	(3.33)	ST
1 share of CONOCOPHILLIPS	4/21/2010	8/16/2010	54.89	56.89	(2.00)	ST
8 shares of CATERPILLAR INC DEL	11/10/2009	8/16/2010	548.11	479.43	68.68	ST
1 share of JOHNSON AND JOHNSON COM	4/13/2010	8/16/2010	57.96	65.61	(7.65)	ST
1 share of KIMBERLY CLARK	6/1/2010	8/16/2010	64.98	61.40	3.58	ST
1 share of PACCAR INC	10/26/2009	8/16/2010	42.34	39.83	2.51	ST
3 shares of PG&E CORP	10/19/2009	8/16/2010	137.12	128.89	8.23	ST
1 share of PEABODY ENERGY CORP COM	1/6/2010	8/16/2010	45.78	50.61	(4.83)	ST
1 share of UNION PACIFIC CORP	11/10/2009	8/16/2010	73.09	62.05	11.04	ST
1 share of VORNADO REALTY TRUST COM	10/19/2009	8/16/2010	81.16	62.84	18.32	ST
5 shares of CATERPILLAR INC DEL	11/10/2009	8/24/2010	326.17	299.65	26.52	ST
30 shares of INTEL CORP	9/9/2009	8/24/2010	555.92	592.82	(36.90)	ST
8 shares of PACCAR INC	10/26/2009	8/24/2010	327.87	318.61	9.26	ST

Short-Term Totals

71,010.25

63,722.52

7,287.73

9 shares of OCCIDENTAL PETE CORP CAL	6/30/2008	10/26/2009	751 11	812 29	(61 18)	LT
20 shares of BOSTON PPTYS INC	12/15/2008	1/6/2010	1,368.97	1,075 99	292 98	LT
41 shares of EMERSON ELEC CO	12/15/2008	1/22/2010	1,758 72	1,308.30	450 42	LT
90 shares of AT& T INC	12/15/2008	2/1/2010	2,286 06	2,433 60	(147 54)	LT
9 shares of GENL DYNAMICS CORP COM	12/15/2008	2/26/2010	649 45	474 22	175 23	LT
20 shares of TOTAL S A SP ADR	2/25/2009	2/26/2010	1,105 15	992 71	112.44	LT
33 shares of AT& T INC	12/15/2008	3/5/2010	822 20	892 32	(70 12)	LT
7 shares of NIKE INC CL B	12/15/2008	3/5/2010	478 22	341 10	137 12	LT
53 shares of VERIZON COMMUNICATNS COM	12/15/2008	3/5/2010	1,547 27	1,696 53	(149.26)	LT
4 shares of ABBOTT LABS	12/15/2008	3/10/2010	220 40	202 91	17 49	LT
3 shares of AIR PRODUCTS&CHEM	12/15/2008	3/10/2010	222 92	146 19	76 73	LT
2 shares of AT& T INC	12/15/2008	3/10/2010	51 05	54 08	(3.03)	LT
8 shares of AMGEN INC COM PV 0 0001	12/15/2008	3/10/2010	463 21	461.15	2 06	LT
1 share of ANADARKO PETE CORP	12/15/2008	3/10/2010	71 22	38 07	33 15	LT
16 shares of BOSTON SCIENTIFIC CORP	12/17/2008	3/10/2010	122 87	124 31	(1.44)	LT
1 share of CHEVRON CORP	12/15/2008	3/10/2010	73.74	79.71	(5 97)	LT
4 shares of EXXON MOBIL CORP COM	1/31/2008	3/10/2010	269 43	334 70	(65 27)	LT
2 shares of GENL DYNAMICS CORP COM	12/15/2008	3/10/2010	148 18	105.38	42 80	LT
2 shares of GOLDMAN SACHS GROUP INC	10/10/2008	3/10/2010	344 02	172 51	171 51	LT
3 shares of INTL BUSINESS MACHINES	10/31/2008	3/10/2010	377 19	273 41	103 78	LT
3 shares of METLIFE INC COM	12/15/2008	3/10/2010	125 04	89 64	35 40	LT
2 shares of NESTLE S A REP RG SH ADR	12/15/2008	3/10/2010	100 69	70 50	30 19	LT
3 shares of NORTHN TRUST CORP	1/14/2009	3/10/2010	161 72	140 98	20 74	LT
1 share of PFIZER INC	9/30/2005	3/10/2010	17 18	24 97	(7.79)	LT
2 shares of PFIZER INC	8/28/2006	3/10/2010	34 38	55 14	(20 76)	LT
1 share of TJX COS INC NEW	12/15/2008	3/10/2010	41 88	19 57	22.31	LT
1 share of TRAVELERS COS INC	12/15/2008	3/10/2010	52 91	39.88	13 03	LT
2 shares of THERMO FISHER SCIENTIFIC	12/15/2008	3/10/2010	100.75	59.83	40 92	LT
3 shares of UNITED TECHS CORP COM	12/15/2008	3/10/2010	215 67	147 39	68 28	LT
1 share of VERIZON COMMUNICATNS COM	12/15/2008	3/10/2010	29 78	32 01	(2 23)	LT
12 shares of WASTE MANAGEMENT INC NEW	12/15/2008	3/10/2010	401 06	362 98	38 08	LT
2 shares of WELLS FARGO & CO NEW DEL	12/15/2008	3/10/2010	59 53	51 71	7 82	LT
26 shares of ACE LIMITED	12/15/2008	3/22/2010	1,361 04	1,193 67	167.37	LT
65 shares of INVESCO LTD	3/31/2009	4/13/2010	1,440 41	891 63	548 78	LT
12 shares of ANADARKO PETE CORP	12/15/2008	4/21/2010	863 88	456 96	406.92	LT
109 shares of BOSTON SCIENTIFIC CORP	12/17/2008	4/21/2010	785 38	846 88	(61 50)	LT
77 shares of BOSTON SCIENTIFIC CORP	3/24/2009	4/21/2010	554 82	644 86	(90 04)	LT
96 shares of BRISTOL-MYERS SQUIBB CO	4/9/2009	4/21/2010	2,402 83	1,920 23	482 60	LT
35 shares of CHEVRON CORP	12/15/2008	4/21/2010	2,849 09	2,789 85	59 24	LT
7 shares of EXXON MOBIL CORP COM	1/31/2008	4/21/2010	480 75	585.73	(104 98)	LT
8 shares of HESS CORP	3/24/2009	4/21/2010	515.23	522.72	(7 49)	LT
4 shares of OCCIDENTAL PETE CORP CAL	6/30/2008	4/21/2010	341.04	361.03	(19 99)	LT
1 share of OCCIDENTAL PETE CORP CAL	12/15/2008	4/21/2010	85 27	55 71	29.56	LT
6 shares of ABBOTT LABS	12/15/2008	5/13/2010	292 13	304 38	(12 25)	LT
2 shares of AIR PRODUCTS&CHEM	12/15/2008	5/13/2010	143 99	97 45	46 54	LT
3 shares of AVALONBAY CMMUN INC	1/14/2009	5/13/2010	312 86	157 32	155 54	LT
10 shares of AT& T INC	12/15/2008	5/13/2010	258 62	270 40	(11.78)	LT
4 shares of AMGEN INC COM PV 0 0001	12/15/2008	5/13/2010	225 22	230 58	(5 36)	LT
8 shares of ANADARKO PETE CORP	12/15/2008	5/13/2010	465 93	304 64	161 29	LT
1 share of BOSTON PPTYS INC	12/15/2008	5/13/2010	81 67	53 80	27 87	LT
3 shares of BHP BILLITON LTD ADR	12/17/2008	5/13/2010	207 29	133 76	73.53	LT
1 share of BEST BUY CO INC	12/15/2008	5/13/2010	44 38	23 47	20.91	LT
3 shares of CHEVRON CORP	12/15/2008	5/13/2010	238 49	239.13	(0 64)	LT
3 shares of COVIDIEN PLC SHS	1/14/2009	5/13/2010	138 50	107 26	31 24	LT
9 shares of CISCO SYSTEMS INC COM	12/15/2008	5/13/2010	230 66	149 12	81.54	LT
7 shares of EXXON MOBIL CORP COM	1/31/2008	5/13/2010	455 98	585.73	(129 75)	LT
4 shares of GENL DYNAMICS CORP COM	12/15/2008	5/13/2010	294 23	210 77	83 46	LT
2 shares of GOLDMAN SACHS GROUP INC	10/10/2008	5/13/2010	292 08	172 51	119 57	LT
5 shares of HESS CORP	3/24/2009	5/13/2010	293 29	326 70	(33 41)	LT
10 shares of HEWLETT PACKARD CO DEL	7/27/2006	5/13/2010	492 82	324.16	168.66	LT
3 shares of INTL BUSINESS MACHINES	10/31/2008	5/13/2010	396 39	273 41	122.98	LT

7 shares of JPMORGAN CHASE & CO	12/15/2008	5/13/2010	288.95	203.55	85.40	LT
2 shares of METLIFE INC COM	12/15/2008	5/13/2010	86.89	59.76	27.13	LT
5 shares of METLIFE INC COM	1/6/2009	5/13/2010	217.25	178.30	38.95	LT
8 shares of MERCK AND CO INC SHS	12/29/2006	5/13/2010	268.40	347.83	(79.43)	LT
7 shares of MCDONALDS CORP COM	4/9/2009	5/13/2010	497.01	397.26	99.75	LT
1 share of MICROSOFT CORP	1/28/2009	5/13/2010	29.47	17.88	11.59	LT
6 shares of NESTLE S A REP RG SH ADR	12/15/2008	5/13/2010	288.07	211.50	76.57	LT
3 shares of NIKE INC CL B	12/15/2008	5/13/2010	228.86	146.19	82.67	LT
3 shares of NORTHN TRUST CORP	1/14/2009	5/13/2010	163.89	140.98	22.91	LT
4 shares of OCCIDENTAL PETE CORP CAL	12/15/2008	5/13/2010	337.72	222.83	114.89	LT
5 shares of ORACLE CORP 0 01 DEL	3/31/2009	5/13/2010	122.24	90.67	31.57	LT
7 shares of PNC FINCL SERVICES GROUP	4/23/2009	5/13/2010	476.10	277.63	198.47	LT
5 shares of PEPSICO INC	3/10/2009	5/13/2010	334.74	232.44	102.30	LT
9 shares of PFIZER INC	8/28/2006	5/13/2010	150.11	248.15	(98.04)	LT
8 shares of STAPLES INC	12/15/2008	5/13/2010	179.45	135.36	44.09	LT
5 shares of TJX COS INC NEW	12/15/2008	5/13/2010	228.95	97.88	131.07	LT
3 shares of TRAVELERS COS INC	12/15/2008	5/13/2010	151.77	119.66	32.11	LT
3 shares of THERMO FISHER SCIENTIFIC	12/15/2008	5/13/2010	161.97	89.76	72.21	LT
9 shares of UNITED TECHS CORP COM	12/15/2008	5/13/2010	660.50	442.17	218.33	LT
9 shares of VERIZON COMMUNICATNS COM	12/15/2008	5/13/2010	259.11	288.09	(28.98)	LT
2 shares of WAL-MART STORES INC	8/29/2008	5/13/2010	105.35	119.18	(13.83)	LT
11 shares of WASTE MANAGEMENT INC NEW	12/15/2008	5/13/2010	375.99	332.74	43.25	LT
19 shares of WELLS FARGO & CO NEW DEL	12/15/2008	5/13/2010	635.57	491.27	144.30	LT
13 shares of ANADARKO PETE CORP	12/15/2008	6/1/2010	577.48	495.04	82.44	LT
21 shares of NIKE INC CL B	12/15/2008	6/11/2010	1,517.75	1,023.34	494.41	LT
20 shares of NIKE INC CL B	2/25/2009	6/11/2010	1,445.49	859.38	586.11	LT
22 shares of ANADARKO PETE CORP	12/15/2008	6/14/2010	918.05	837.77	80.28	LT
28 shares of ANADARKO PETE CORP	3/24/2009	6/14/2010	1,168.42	1,203.09	(34.67)	LT
42 shares of CHEVRON CORP	12/15/2008	6/21/2010	3,223.91	3,347.82	(123.91)	LT
9 shares of MCDONALDS CORP COM	4/9/2009	6/21/2010	631.52	510.78	120.74	LT
49 shares of STAPLES INC	12/15/2008	6/21/2010	1,077.29	829.08	248.21	LT
27 shares of WASTE MANAGEMENT INC NEW	12/15/2008	6/21/2010	914.96	816.73	98.23	LT
33 shares of BEST BUY CO INC	12/15/2008	7/14/2010	1,152.04	774.84	377.20	LT
19 shares of FRONTIER COMMUNICATIONS	12/15/2008	7/14/2010	137.31	157.12	(19.81)	LT
2 shares of FRONTIER COMMUNICATIONS	1/6/2009	7/14/2010	14.46	16.51	(2.05)	LT
13 shares of UNITED TECHS CORP COM	12/15/2008	7/14/2010	885.41	638.69	246.72	LT
15 shares of EXXON MOBIL CORP COM	1/31/2008	8/13/2010	903.02	1,255.14	(352.12)	LT
6 shares of EXXON MOBIL CORP COM	12/15/2008	8/13/2010	361.22	484.62	(123.40)	LT
8 shares of GENL DYNAMICS CORP COM	12/15/2008	8/13/2010	487.94	421.55	66.39	LT
17 shares of HESS CORP	3/24/2009	8/13/2010	900.72	1,110.80	(210.08)	LT
9 shares of UNITED TECHS CORP COM	12/15/2008	8/13/2010	637.22	442.17	195.05	LT
2 shares of ABBOTT LABS	12/15/2008	8/16/2010	100.71	101.46	(0.75)	LT
1 share of AIR PRODUCTS&CHEM	12/15/2008	8/16/2010	75.80	48.73	27.07	LT
1 share of AVALONBAY COMM INC	1/14/2009	8/16/2010	102.29	52.44	49.85	LT
1 share of AT&T INC	12/15/2008	8/16/2010	26.66	27.04	(0.38)	LT
3 shares of APACHE CORP	12/15/2008	8/16/2010	274.19	218.25	55.94	LT
1 share of BOSTON PPTYS INC	12/15/2008	8/16/2010	80.97	53.80	27.17	LT
1 share of BHP BILLITON LTD ADR	12/17/2008	8/16/2010	71.81	44.59	27.22	LT
1 share of BEST BUY CO INC	12/15/2008	8/16/2010	33.08	23.48	9.60	LT
12 shares of CARNIVAL CORP PAIRED SHS	7/9/2009	8/16/2010	389.91	303.47	86.44	LT
4 shares of CISCO SYSTEMS INC COM	12/15/2008	8/16/2010	87.67	66.28	21.39	LT
1 share of EXXON MOBIL CORP COM	12/15/2008	8/16/2010	59.83	80.77	(20.94)	LT
9 shares of ERICSSON LM TEL CL B ADR	6/23/2009	8/16/2010	95.87	84.82	11.05	LT
1 share of GOLDMAN SACHS GROUP INC	10/10/2008	8/16/2010	147.55	86.26	61.29	LT
8 shares of GENERAL ELECTRIC	8/10/2009	8/16/2010	123.67	117.98	5.69	LT
1 share of HESS CORP	3/24/2009	8/16/2010	52.57	65.34	(12.77)	LT
1 share of HEWLETT PACKARD CO DEL	7/27/2006	8/16/2010	40.55	32.42	8.13	LT
1 share of HEWLETT PACKARD CO DEL	9/7/2006	8/16/2010	40.56	35.64	4.92	LT
7 shares of JPMORGAN CHASE & CO	12/15/2008	8/16/2010	263.57	203.56	60.01	LT
1 share of LINCOLN NTL CORP IND NPV	8/10/2009	8/16/2010	22.22	23.27	(1.05)	LT
2 shares of MERCK AND CO INC SHS	12/29/2006	8/16/2010	69.92	86.96	(17.04)	LT
2 shares of MCDONALDS CORP COM	4/9/2009	8/16/2010	143.51	113.51	30.00	LT

1 share of MCDONALDS CORP COM	4/23/2009	8/16/2010	71 76	54 68	17.08	LT
2 shares of MICROSOFT CORP	1/28/2009	8/16/2010	49 05	35.78	13 27	LT
1 share of NORTHN TRUST CORP	1/14/2009	8/16/2010	49 45	46 99	2 46	LT
1 share of OCCIDENTAL PETE CORP CAL	12/15/2008	8/16/2010	75 87	55 71	20.16	LT
2 shares of ORACLE CORP 0 01 DEL	3/31/2009	8/16/2010	45 43	36 27	9 16	LT
4 shares of PNC FINCL SERVICES GROUP	4/23/2009	8/16/2010	222 15	158 65	63.50	LT
43 shares of STAPLES INC	12/15/2008	8/16/2010	820 53	727 57	92 96	LT
1 share of UNITEDHEALTH GROUP INC	5/15/2009	8/16/2010	31.94	27 64	4 30	LT
4 shares of US BANCORP (NEW)	5/15/2009	8/16/2010	88 39	70.65	17 74	LT
1 share of UNITED TECHS CORP COM	12/15/2008	8/16/2010	70 31	49 13	21 18	LT
1 share of VERIZON COMMUNICATNS COM	12/15/2008	8/16/2010	29 96	30 03	(0.07)	LT
1 share of WAL-MART STORES INC	8/29/2008	8/16/2010	50 29	59 59	(9 30)	LT
1 share of WASTE MANAGEMENT INC NEW	12/15/2008	8/16/2010	33.23	30.25	2 98	LT
3 shares of WELLS FARGO & CO NEW DEL	12/15/2008	8/16/2010	76 98	77 57	(0.59)	LT
12 shares of BEST BUY CO INC	12/15/2008	8/24/2010	381 78	281.76	100.02	LT
55 shares of ERICSSON LM TEL CL B ADR	6/23/2009	8/24/2010	544 30	518.34	25 96	LT
3 shares of FREEPRT-MCMRAN CPR & GLD	5/15/2009	8/24/2010	201 32	134 56	66 76	LT
12 shares of BEST BUY CO INC	12/15/2008	9/13/2010	412 00	281 76	130 24	LT

Long-Term Totals

59,776.46 52,010.49 7,765.97

Grand Totals

130,786.71 115,733.01 15,053.70