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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 10/01, 2009, and ending 9/30, 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.

HUTTO PATTERSON CHARITABLE FOUNDATION
729 MISSION STREET, SUITE 100
SOUTH PASADENA, CA 91030

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

I Fair market value of all assets at end of year (from Part II, column (c), line 16) J Accounting method: Cash Accrual
 Other (specify) _____

► \$ 8,949,572. (Part I, column (d) must be on cash basis.)

A Employer identification number
95-4181302

B Telephone number (see the instructions)
626-441-0330

C If exemption application is pending, check here ►

D 1 Foreign organizations, check here ►
2 Foreign organizations meeting the 85% test, check here and attach computation ►

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	484.	484.		
	4 Dividends and interest from securities	414,479.	414,479.		
	5a Gross rents b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a	-228,694.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	186,269.	414,963.	0.	
	13 Compensation of officers, directors, trustees, etc	134,670.	67,335.		67,335.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	5,879.	2,940.		2,939.
	b Accounting fees (attach sch)	SEE ST 1			
	c Other prof fees (attach sch)	12,186.	12,186.		
	17 Interest				
	18 Taxes (attach schedule see instr)	SEE ST 2			
		17,880.	12,425.		
OPERATING AND ADMINISTRATIVE EXPENSES	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	SEE STATEMENT 4	21,607.	5,850.		4,150.
	24 Total operating and administrative expenses. Add lines 13 through 23	192,222.	100,736.		74,424.
	25 Contributions, gifts, grants paid PART XV	443,040.			443,040.
	26 Total expenses and disbursements. Add lines 24 and 25	635,262.	100,736.	0.	517,464.
	27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-448,993.			
	b Net investment income (if negative, enter -0-)		314,227.		
	c Adjusted net income (if negative, enter -0-)			0.	

12/14

Part II	Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash – non-interest-bearing				
	2 Savings and temporary cash investments		50,447.	768,885.	768,885.
	3 Accounts receivable	►			
	Less: allowance for doubtful accounts	►			
	4 Pledges receivable	►	1,763.		
	Less: allowance for doubtful accounts	►		1,763.	1,763.
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)				
	7 Other notes and loans receivable (attach sch)	►			
	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 (attach schedule)				
	b Investments – corporate stock (attach schedule) <u>STATEMENT 5</u>		5,860,309.	6,532,182.	7,278,949.
	c Investments – corporate bonds (attach schedule) <u>STATEMENT 6</u>		2,850,561.	1,009,578.	899,059.
	11 Investments – land, buildings, and equipment: basis	►			
	Less accumulated depreciation (attach schedule)	►			
	12 Investments – mortgage loans				
	13 Investments – other (attach schedule)				
	14 Land, buildings, and equipment basis	►			
	Less accumulated depreciation (attach schedule)	►			
	15 Other assets (describe ► <u>SEE STATEMENT 7</u>)			916.	916.
	16 Total assets (to be completed by all filers – see instructions Also, see page 1, item I)		8,761,317.	8,313,324.	8,949,572.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, & other disqualified persons				
	21 Mortgages and other notes payable (attach schedule)				
	22 Other liabilities (describe ► <u>SEE STATEMENT 8</u>)			1,000.	
	23 Total liabilities (add lines 17 through 22)		0.	1,000.	
	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		8,761,317.	8,312,324.	
	28 Paid-in or capital surplus, or land, building, and equipment fund				
	29 Retained earnings, accumulated income, endowment, or other funds.				
	30 Total net assets or fund balances (see the instructions)		8,761,317.	8,312,324.	
	31 Total liabilities and net assets/fund balances (see the instructions)		8,761,317.	8,313,324.	

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	8,761,317.
2 Enter amount from Part I, line 27a	2	-448,993.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	8,312,324.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	8,312,324.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SHORT TERM DISPOSITIONS: SEE ATTACHED SCH. D-1			P	VARIOUS	VARIOUS
b LONG TERM DISPOSITIONS: SEE ATTACHED SCH. D-1			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 1,251,757.		1,188,895.	62,862.		
b 2,509,510.		2,801,066.	-291,556.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))		
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a			62,862.		
b			-291,556.		
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	-228,694.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	If gain, also enter in Part I, line 8, column (c) (see the instructions) If (loss), enter -0- in Part I, line 8		3	0.	

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 the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	330,174.	7,343,855.	0.044959
2007	553,376.	10,652,836.	0.051946
2006	525,300.	11,695,522.	0.044915
2005	461,518.	12,135,196.	0.038031
2004	411,560.	10,396,052.	0.039588

2 Total of line 1, column (d)	2	0.219439
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.043888
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	8,703,164.
5 Multiply line 4 by line 3	5	381,964.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,142.
7 Add lines 5 and 6	7	385,106.
8 Enter qualifying distributions from Part XII, line 4	8	517,464.

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 the instructions)

1 a 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 instr.)		
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	3,142.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,142.
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	3,142.
6 Credits/Payments:		
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	5,200.
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	5,200.
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	13.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,045.
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 2,045. Refunded	11	0.

Part VII-A Statements Regarding Activities

1 a 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?

Yes	No
1a	X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?

1b	X
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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

1c	X
----	---

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation ► \$ _____ 0. (2) On foundation managers ► \$ _____ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____ 0.

0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If 'Yes,' attach a detailed description of the activities.

2	X
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3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes ..

3	X
---	---

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a	X
----	---

b If 'Yes,' has it filed a tax return on Form 990-T for this year?

4b	N/A
----	-----

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5	X
---	---

If 'Yes,' attach the statement required by General Instruction T

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

• By language in the governing instrument, or

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

6	X
---	---

7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV

7	X
---	---

8a Enter the states to which the foundation reports or with which it is registered (see the instructions) ►

CA

8b	X
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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

9	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

10	X
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10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses

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 ► STANISLAWSKI & COMPANY, INC. Telephone no. ► (626) 441-0330 Located at ► 729 MISSION STREET, STE 100 SOUTH PASADENA CA ZIP + 4 ► 91030		
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	► □ 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 checked="" type="checkbox"/> Yes <input 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 the instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> 1b X		
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 ► 20__, 20__, 20__, 20__. 2a		
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 the instructions) 2b N/A		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20__, 20__, 20__, 20__. 2c		
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 3a		
b	If 'Yes,' did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 3b N/A		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a X		
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? 4b X		

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

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

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

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

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

(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

Yes No

Yes No

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)?**5b** N/AOrganizations relying on a current notice regarding disaster assistance check here ► **c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A Yes No

If 'Yes,' attach the statement required by Regulations section 53 4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b** X

If 'Yes' to 6b, file Form 8870

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

Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?**7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CATHERINE HUTTO GORDON 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030	PRESIDENT 2.50	33,668.	0.	0.
EILEEN C. HUTTO 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030	VICE PRESIDE 2.50	33,668.	0.	0.
HARRY L. HATHAWAY 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030	TRUSTEE 2.50	33,667.	0.	0.
DOUGLAS JOHNSON 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030	TRUSTEE 2.50	33,667.	0.	0.

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

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

Total number of other employees paid over \$50,000 ►

0

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

3 Five highest-paid independent contractors for professional services – (see instructions). 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.

1	N/A	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

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

1	N/A	
2		

All other program-related investments See instructions.

3 _____

Total Add lines 1 through 3 ► **0**

Total. Add lines 1 through 3

BAA

Form 990-PF (2009)

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	8,317,947.
b Average of monthly cash balances	1b	517,752.
c Fair market value of all other assets (see instructions)	1c	
d Total (add lines 1a, b, and c)	1d	8,835,699.
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	8,835,699.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	132,535.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,703,164.
6 Minimum investment return. Enter 5% of line 5	6	435,158.

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	435,158.
2a Tax on investment income for 2009 from Part VI, line 5	2a	3,142.
b Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	3,142.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	432,016.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	432,016.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	432,016.

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	517,464.
b Program-related investments – total from Part IX-B	1b	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the.	3a	
a Suitability test (prior IRS approval required)	3b	
b Cash distribution test (attach the required schedule)	4	517,464.
4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	5	3,142.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	6	514,322.
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				432,016.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			29,929.	
b Total for prior years. 20_____, 20_____, 20_____,		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 ► \$ 517,464.				
a Applied to 2008, but not more than line 2a			29,929.	
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				432,016.
e Remaining amount distributed out of corpus		55,519.		
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		55,519.		
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 instructions				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) (see instructions)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)		0.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		55,519.		
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		55,519.		

BAA

Form 990-PF (2009)

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

N/A

Part XV **Supplementary Information** (Complete this part only if the organization had \$5,000 or more in assets at any time during the year – see 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:

SEE STATEMENT 9

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

SEE STATEMENT FOR LINE 2A

c Any submission deadlines:

SEE STATEMENT FOR LINE 2A

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

SEE STATEMENT FOR LINE 2A

Part XV. Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> SEE STATEMENT 10				
Total				► 3a 443,040.
<i>b Approved for future payment</i> SEE STATEMENT 11				
Total				► 3b 676,000.
BAA	TEEA0501L 07/06/09			Form 990-PF (2009)

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (see the instructions)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	484.	
4 Dividends and interest from securities			14	414,479.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-228,694.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				186,269.	
13 Total Add line 12, columns (b), (d), and (e)					13 186,269.

(See worksheet in the instructions for line 13 to verify calculations)

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

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization of:

- (1) Cash
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees . . .
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

	Yes	No
1a (1)		X
1a (2)		X
1b (1)		X
1b (2)		X
1b (3)		X
1b (4)		X
1b (5)		X
1b (6)		X
1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b If 'Yes,' complete the following schedule.

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

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

Signature of officer or trustee		Date	PRESIDENT	
			Title	
Paid Pre- parer's Use Only	Preparer's signature	Date	Check if self- employed	Preparer's Identifying number (See Signature in the instrs)
	C.G. STANISLAWSKI, C.P.A.	8-5-11	<input type="checkbox"/>	P00044611
	Firm's name (or yours if self- employed), address, and ZIP code	STANISLAWSKI & COMPANY, CPA, INC. 729 MISSION STREET, SUITE 100 SOUTH PASADENA, CA 91030-3071	EIN	95-4835215
		Phone no	(626) 441-0330	

BAA

2009

FEDERAL STATEMENTS

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HUTTO PATTERSON CHARITABLE FOUNDATION

95-4181302

STATEMENT 1
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990-PF	\$ 5,879.	\$ 2,940.	\$ 0.	\$ 2,939.
TOTAL	\$ 5,879.	\$ 2,940.	\$ 0.	\$ 2,939.

STATEMENT 2
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ACCOUNT SERVICE FEES	\$ 280.	\$ 280.		
LEGAL FEES	785.	785.		
MANAGEMENT FEES	11,121.	11,121.		
TOTAL	\$ 12,186.	\$ 12,186.	\$ 0.	\$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA REGISTRY OF CHARITABLE TRUSTS	\$ 25.			
FEDERAL TAX	5,420.			
FOREIGN TAX WITHHELD	12,425.	\$ 12,425.		
FRANCHISE TAX BOARD	10.			
TOTAL	\$ 17,880.	\$ 12,425.	\$ 0.	\$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BOARD MEETINGS	\$ 5,291.	\$ 4,146.		\$ 4,146.
HOMEOWNERS INSURANCE	751.			
MEMBERSHIP DUES	1,020.	1,020.		
MISCELLANEOUS EXPENSES	7.	4.		4.
OFFICE EXPENSE	960.	480.		
PROPERTY TAXES	13,179.			
TRAVEL EXPENSE	399.	200.		
TOTAL	\$ 21,607.	\$ 5,850.	\$ 0.	\$ 4,150.

HUTTO PATTERSON CHARITABLE FOUNDATION

95-4181302

STATEMENT 5
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

<u>CORPORATE STOCKS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
PUBLICLY TRADED STOCKS-SEE SCHEDULE B-1	COST	\$ 6,532,182.	\$ 7,278,949.
	TOTAL	<u>\$ 6,532,182.</u>	<u>\$ 7,278,949.</u>

STATEMENT 6
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

<u>CORPORATE BONDS</u>	<u>VALUATION METHOD</u>	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
CORPORATE BONDS - SEE ATTACHED SCH. B-2	COST	\$ 1,009,578.	\$ 899,059.
	TOTAL	<u>\$ 1,009,578.</u>	<u>\$ 899,059.</u>

STATEMENT 7
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	<u>BOOK VALUE</u>	<u>FAIR MARKET VALUE</u>
DUE FROM UBS FINANCIAL SERVICES	\$ 916.	\$ 916.
TOTAL	<u>\$ 916.</u>	<u>\$ 916.</u>

STATEMENT 8
FORM 990-PF, PART II, LINE 22
OTHER LIABILITIES

OTHER CURRENT LIABILITY	\$ 1,000.
TOTAL	<u>\$ 1,000.</u>

STATEMENT 9
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

NAME OF GRANT PROGRAM: STANISLAWSKI & CO., INC.
 NAME: STANISLAWSKI & CO., INC.
 CARE OF:
 STREET ADDRESS: 729 MISSION STREET, SUITE 100
 CITY, STATE, ZIP CODE: SOUTH PASADENA, CA 91030
 TELEPHONE:
 FORM AND CONTENT: LETTER, NAME OF CONTACT, PURPOSE, AMOUNT REQUESTED, WHO
 WILL BENEFIT AND 501(C) (3) QUALIFICATIONS.
 SUBMISSION DEADLINES: NONE

STATEMENT 9 (CONTINUED)
FORM 990-PF, PART XV, LINE 2A-D
APPLICATION SUBMISSION INFORMATION

RESTRICTIONS ON AWARDS:

STATEMENT 10
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

<u>NAME AND ADDRESS</u>	<u>DONEE RELATIONSHIP</u>	<u>FOUND- ATION STATUS</u>	<u>PURPOSE OF GRANT</u>	<u>AMOUNT</u>
ART CENTER COLLEGE OF DESIGN 1700 LIDA STREET PASADENA, CA 91103		P CHAR	PUBLIC PROGRAM INITIATIVES	\$ 100,000.
SHELTER FROM THE STORM 73-555 ALESSANDRO DR, STE D PALM DESERT, CA 92260		P CHAR	EMERGENCY SHELTER & PRESCHOOL PROGRAM	50,000.
FOOTHILL FAMILY SERVICE 2500 E FOOTHILL BLVD., STE 300 PASADENA, CA 91107		P CHAR	FUTURE SUCCESS PROGRAM PROVIDING AFTER SCHOOL ACTIVITIES FOR CHILDREN IN NEED	25,000.
HILLSIDES HOME FOR CHILDREN 940 AVENUE 64 PASADENA, CA 91105		P CHAR	SAFE HOUSING AND TRANSITIONAL LIVING SUPPORT TO YOUNG ADULTS WHO LEAVE FOSTER CARE AT 18	50,000.
YOUNG & HEALTHY 37 NORTH HOLLISTON AVE PASADENA, CA 91106		P CHAR	DIRECT DELIVERY OF MEDICAL, DENTAL AND MENTAL HEALTH SERVICES TO ECONOMICALLY DISADVANTAGED CHILDREN	50,000.
CALTECH 551 S. HILL AVENUE PASADENA, CA 91106		P CHAR	CONTRIBUTION TO AID CALTECH'S ONGOING OPERATIONS.	3,000.
FROSTIG CENTER - TEMPUS PROGRAM 971 N. ALTADENA DRIVE PASADENA, CA 91107		P CHAR	TEMPUS PROGRAM DID NOT PROCEED, FUNDS RETURNED.	-10,000.

2009

FEDERAL STATEMENTS

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HUTTO PATTERSON CHARITABLE FOUNDATION

95-4181302

STATEMENT 10 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PASADENA POLICE FOUNDATION 207 N. GARFIELD AVENUE PASADENA, CA 91101		P CHAR	YOUTH ACCOUNTABILITY BOARD PROGRAM	\$ 25,000.
INSPIRING MINDS CONFERENCE 2080 ADDISON STREET #4200 BERKELEY, CA 94720		P CHAR	INSPIRING MINDS CONFERENCE	19,040.
UC BERKELEY CTR FOR EARLY CHILDHOOD ED 2440 BANCROFT WAY, STE 203 BERKELEY, CA 94720		P CHAR	STUDENT SCHOLARSHIPS FOR EARLY CHILDHOOD DEVELOPMENT	100,000.
UC BERKLEY CENTER FOR EARLY CHILDHOOD ED 2440 BANCROFT WAY, STE 203 BERKELEY, CA 94720		P CHAR	EARLY CHILDHOOD EDUCATION PROGRAM SCHOLARSHIPS	25,000.
UNDERGRADUATE STUDENT SCHOLARSHIP FUND 2080 ADDISON STREET #4200 BERKELEY, CA 94720		P CHAR	UNDERGRADUATE STUDENT SCHOLARSHIP FUND	6,000.
				TOTAL \$ 443,040.

STATEMENT 11
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
OCCIDENTAL COLLEGE 1600 CAMPUS ROAD LOS ANGELES, CA 90041		P CHAR	ACADEMIC COMMONS LIBRARY ARCHITECTURAL EXPENSES	\$ 150,000.
FOOTHILL FAMILY SERVICE 2500 E FOOTHILL BLVD., STE 300 PASADENA, CA 91107		P CHAR	FUTURE SUCCESS PROGRAM PROVIDING AFTER SCHOOL ACTIVITIES FOR CHILDREN IN NEED	25,000.
UC BERKLEY CENTER FOR EARLY CHILDHOOD ED 2440 BANCROFT WAY, STE 203 BERKELEY, CA 94720		P CHAR	SCHOLARSHIPS FOR CHILDREN OF LOW INCOME STAFF AT UC BERKELEY CENTER FOR EARLY CHILDHOOD EDUCATION	25,000.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART XV, LINE 3B
RECIPIENT APPROVED FOR FUTURE PAYMENT

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND- ATION STATUS	PURPOSE OF GRANT	AMOUNT
PROGRAM				
UC BERKLEY SCHOOL OF SOCIAL WELFARE 2080 ADDISON STREET BERKELY, CA 94720		P CHAR	SCHOOL OF SOCIAL WELFARE AND UNDERGRADUATE STUDENT SCHOLARSHIP FUND	\$ 18,000.
ART CENTER COLLEGE OF DESIGN 1700 LIDA STREET PASADENA, CA 91103		P CHAR	PUBLIC PROGRAM INITIATIVES	100,000.
CALIFORNIA SCIENCE CENTER 700 EXPOSITION PARK DRIVE LOS ANGELES, CA 90037		P CHAR	COMMUNITY YOUTH PROGRAMS	60,000.
LOS ANGELES COUNTY BAR 1055 W. SEVENTH STREET, STE 2700 LOS ANGELES, CA 90017		P CHAR	DOMESTIC VIOLENCE PROJECT AND DISPUTE RESOLUTION SERVICES PROGRAM	30,000.
PASADENA CITY COLLEGE 1570 E. COLORADO BLVD. PASADENA, CA 91106		P CHAR	DEVELOPMENT OF THE CENTER FOR THE ARTS.	250,000.
VERBUM DEI HIGH SCHOOL 11100 S. CENTRAL AVENUE LOS ANGELES, CA 90059		P CHAR	ADOPT-A-STUDENT PROGRAM	18,000.
TOTAL				\$ 676,000.

SCHEDULE B-1

Investments - Corporate Stock

Security	Shares	Valuation Method	Cost Basis (Book Value)	Unrealized Gain/(Loss)	Fair Market Value
3M Company	1,500 00	Cost	72,740 00	57,325 00	130,065 00
Abbott Laboratories	2,000 00	Cost	77,060 42	27,419 58	104,480 00
Allianz SE ADS	10,000 00	Cost	126,380 92	(13,380 92)	113,000 00
Allstate Corp	1,000 00	Cost	19,972 56	11,577 44	31,550 00
Amer Nat Ins Co	500 00	Cost	46,297 82	(8,312 82)	37,985 00
American International GP New	340 00	Cost	263,640 00	(250,346 00)	13,294 00
Aqua Amer Inc	2,500 00	Cost	43,125 00	7,875 00	51,000 00
AT&T Inc	6,000 00	Cost	166,471 75	5,128 25	171,600 00
Atmos Energy Corp	2,500 00	Cost	73,280 51	(155 51)	73,125 00
Aust NZ Bk New Adr	8,500 00	Cost	138,011 36	56,978 64	194,990 00
Bank of America Corp	11,637 00	Cost	241,135 61	(88,667 64)	152,467 97
Bank of Nova Scotia	4,000 00	Cost	108,336 00	104,864 00	213,200 00
Barclays PLC Adr	12,000 00	Cost	328,906 35	(102,706 35)	226,200 00
Barclays PLC Yon-CP PFE	2,913 00	Cost	49,987 08	(611 73)	49,375 35
Barclays Bank PLC Ton-CP CAT	347 00	Cost	24,984 00	156 15	25,140 15
BASF SE Spon ADR	2,000 00	Cost	61,259 56	65,040 44	126,300 00
Baxter Intl Inc	1,200 00	Cost	17,049 00	40,203 00	57,252 00
Bayer AG Spon Adr	500 00	Cost	24,985 88	9,849 12	34,835 00
BHP Billiton Ltd	1,000 00	Cost	43,832 47	32,487 53	76,320 00
Bk of Montreal	3,000 00	Cost	123,647 65	49,602 35	173,250 00
BNP Paribas SP ADR Repstg	3,000 00	Cost	83,710 00	22,610 00	106,320 00
Bristol Myers Squibb Co	4,000 00	Cost	109,441 09	(1,001 09)	108,440 00
Call AT&T	(20 00)	Cost	(474 74)	(855 26)	(1,330 00)
Call Wells Fargo & Co	(10 00)	Cost	(589 73)	274 73	(315 00)
Call Bank of Nova Scotia	(10 00)	Cost	(1,069 72)	(2,130 28)	(3,200 00)
Call Du Pont De Nemours	(10 00)	Cost	(979 73)	(945 27)	(1,925 00)
Call Conocophillips	(10 00)	Cost	(954 73)	(865 27)	(1,820 00)
Call Chevron Corp	(10 00)	Cost	(2,069 71)	(1,460 29)	(3,530 00)
Call Bank of Montreal CA	(10 00)	Cost	(1,369 72)	44 72	(1,325 00)
Call McDonalds Corp	(10 00)	Cost	(714 73)	334 73	(380 00)
Call DOW Chemical	(10 00)	Cost	(1,219 72)	(452 78)	(1,672 50)
Call Telefonica S A Spon	(5 00)	Cost	(594 73)	(655 27)	(1,250 00)
Cakk JPMorgan Chase & Co	(20 00)	Cost	(1,669 71)	209 71	(1,460 00)
Capital Trust Inc (MD) New	3,000 00	Cost	73,200 00	(68,340 00)	4,860 00
Chevron Texaco Corp	3,000 00	Cost	98,620 00	144,530 00	243,150 00
Coca Cola Co	500 00	Cost	31,585 00	(2,325 00)	29,260 00
Colgate Palmolive Co	1,000 00	Cost	59,950 00	16,910 00	76,860 00
ConocoPhillips	3,000 00	Cost	174,640 00	(2,350 00)	172,290 00
Dentsply International, Inc	4,000 00	Cost	107,693 34	20,186 66	127,880 00
Deutsche Bank AG Yon-CP CME	194 00	Cost	49,807 56	(86 33)	49,721 23
Deutsche Bank AG Yon-CP JPM	5,464 00	Cost	199,982 40	967 12	200,949 52
Dow Chemical Co	3,500 00	Cost	102,154 57	(6,044 57)	96,110 00
Du Pont De Nemours & Co	3,000 00	Cost	118,072 34	15,787 66	133,860 00
Exxon Mobil Corp	3,000 00	Cost	48,420 00	136,950 00	185,370 00
Gallagher Arthur J & Co	4,000 00	Cost	80,354 77	25,125 23	105,480 00
General Electric Co	6,000 00	Cost	194,117 92	(96,617 92)	97,500 00
General Maritime Corp	8,000 00	Cost	187,035 60	(147,755 60)	39,280 00
Hawaiian Electric	3,000 00	Cost	78,528 00	(10,908 00)	67,620 00
Honeywell International Inc	2,000 00	Cost	75,190 74	12,689 26	87,880 00
HSBC Holdings Plc Spon Adr New	2,250 00	Cost	108,612 75	5,214 75	113,827 50
HSBC USA Inc	7,593 00	Cost	99,999 81	303 72	100,303 53
Intl Business Machines Corp	1,000 00	Cost	28,648 00	105,492 00	134,140 00
Johnson & Johnson	1,000 00	Cost	25,398 00	36,562 00	61,960 00
JP Morgan Chase & Co	6,000 00	Cost	201,386 00	26,974 00	228,360 00
JP Morgan Yon-CP	931 00	Cost	49,957 46	0 00	49,957 46
Kimberly Clark Corp	3,000 00	Cost	178,691 29	16,458 71	195,150 00
Lilly Eli & Co	4,000 00	Cost	144,517 36	1,602 64	146,120 00

SCHEDULE B-1

Investments - Corporate Stock

Security	Shares	Valuation Method	Cost Basis (Book Value)	Unrealized Gain/(Loss)	Fair Market Value
McDonalds Corp	1,000 00	Cost	69,225 04	5,284 96	74,510 00
Merck & Co	2,500 00	Cost	24,975 00	67,050 00	92,025 00
Morgan Stanley	25,000 00	Cost	250,000 00	(101,250 00)	148,750 00
Nestle Spon Adr Rep Reg Shr	5,000 00	Cost	79,302 26	187,847 74	267,150 00
Novartis Ag Adr	4,000 00	Cost	164,252 44	66,427 56	230,680 00
Owens & Minor Inc	1,500 00	Cost	41,044 35	1,645 65	42,690 00
Pfizer Inc	5,000 00	Cost	106,242 43	(20,392 43)	85,850 00
Raytheon Co (New)	400 00	Cost	9,504 97	8,779 03	18,284 00
Roche Holdings	1,000 00	Cost	43,166 00	(9,036 00)	34,130 00
Royal Bank Of Canada	3,000 00	Cost	72,544 00	83,846 00	156,390 00
Royal Dutch Shell PLC	4,000 00	Cost	212,923 83	28,276 17	241,200 00
Seadrill Ltd US Line	2,000 00	Cost	43,885 63	14,094 37	57,980 00
Sempra Energy	2,500 00	Cost	80,700 00	53,800 00	134,500 00
Southern Co	3,000 00	Cost	75,507 18	36,212 82	111,720 00
Telefonica S A Spon ADR	1,200 00	Cost	73,459 76	15,520 24	88,980 00
Total S A France Spon ADR	4,000 00	Cost	203,550 96	2,849 04	206,400 00
UBS AG Yon-CP Ford	2,086 00	Cost	24,990 28	0 00	24,990 28
UBS AG Yon-CP JPM	1,285 00	Cost	49,973 65	(1,195 05)	48,778 60
UBS AG Yon-CP KGC	1,315 00	Cost	24,985 00	0 00	24,985 00
Verizon Communications Inc	3,000 00	Cost	92,499 61	5,270 39	97,770 00
Walt Disney Co Hldg Co	2,000 00	Cost	11,480 00	54,720 00	66,200 00
Wells Fargo & Co New	1,000 00	Cost	28,858 15	(3,743 15)	25,115 00
Total Corporate Stocks			6,532,181 51	746,767 58	7,278,949 09

SCHEDULE B-2

Investments - Corporate Bonds

Security	Shares	Valuation Method	Cost Basis (Book Value)	Unrealized Gain/(Loss)	Fair Market Value
BNP Paribas US LLC 3/23/12	100,000 00	Cost	102,375 00	(1,625 00)	100,750 00
Ford Motor Credit Co NTS 10/01/13	100,000 00	Cost	101,255 25	6,032 75	107,288 00
HSBS Fin Corp Internotes NTS 7/15/12	50,000 00	Cost	50,000 00	1,640 00	51,640 00
HSBC Fin Corp Internotes 5% 7/15/14	50,000 00	Cost	50,000 00	2,082 50	52,082 50
General Motors Notes 7 20% 1/15/11	125,000 00	Cost	132,613 75	(92,301 25)	40,312 50
Wells Fargo Co 6 375% 8/1/11	100,000 00	Cost	122,249 00	(17,709 00)	104,540 00
J P Morgan Chase 5 750% 1/2/13	100,000 00	Cost	112,754 00	(3,899 00)	108,855 00
Gen Elec Cap Corp Ser A 7%	150,000 00	Cost	152,253 85	(1,703 35)	150,550 50
GE Capital Internotes Callable 6%	50,000 00	Cost	50,380 25	840 25	51,220 50
Ford Motor Co Cap TR II 6 5% 1/15/32	2,000 00	Cost	117,494 55	(21,674 55)	95,820 00
General Motors Corp 7 25% 2/15/52	5,000 00	Cost	18,202 71	17,797 29	36,000 00
Total Corporate Bonds			1,009,578 36	(110,519 36)	899,059 00

SCHEDULE D-1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/ (Loss)
SHORT TERM:						
ALTRIA GROUP INC	5,000 00	39,924 00	40,154 00	6,045 25	5,687 74	357 51
AT&T INC	5,000 00	39,924 00	40,154 00	5,324 15	5,225 03	99 12
BANK OF NEW YORK MELLON	60 00	VARIOUS	VARIOUS	6,108 67	1,946 48	4,162 19
BARCLAYS PLC ADR	10 00	40,116 00	40,105 00	903 07	113 25	789 82
BNP PARIBAS SP ADR REPSTG	0 00	40,126 00	40,126 00	2,894 76	0 00	2,894 76
CHEVRON CORP	15 00	VARIOUS	VARIOUS	1,910 34	829 12	1,081 22
COMCAST CORP NEW	5,000 00	39,924 00	40,087 00	5,431 70	5,059 69	372 01
CONOCOPHILLIPS	20 00	VARIOUS	VARIOUS	2,268 23	913 73	1,354 50
CVS CAREMARK CORP	5,000 00	39,924 00	40,154 00	5,467 10	5,350 79	116 31
DELL INC	5,000 00	39,924 00	40,087 00	5,466 10	5,298 52	167 58
DUKE ENERGY CORP	5,000 00	39,924 00	40,154 00	5,512 50	5,264 59	247 91
EXXON MOBIL CORP	50 00	VARIOUS	VARIOUS	5,955 44	1,034 99	4,920 45
GECC	5,000 00	39,924 00	40,154 00	5,244 38	4,925 65	318 73
GENERAL ELECTRIC CO	20 00	40,177 00	40,154 00	1,400 63	253 41	1,147 22
GLAXOSMITHKLINE	5,000 00	39,924 00	40,154 00	5,433 00	5,321 50	111 50
GOLDMAN SACHS GP	5,000 00	39,924 00	40,154 00	5,276 36	4,869 05	407 31
HONEYWELL INTERNATIONAL	10 00	40,177 00	40,154 00	785 45	63 25	722 20
HSBC HOLDINGS PLC SPO	12 00	40,165 00	40,154 00	2,217 73	475 25	1,742 48
INDIANA MICHIGAN	5,000 00	39,924 00	40,154 00	5,590 95	5,268 57	322 38
JPMORGAN CHASE & CO	30 00	VARIOUS	VARIOUS	1,931 17	419 89	1,511 28
KRAFT FOODS INC	5,000 00	39,924 00	40,154 00	5,278 25	5,138 32	139 93
MARATHON OIL CORP	5,000 00	39,924 00	40,154 00	5,293 75	5,120 37	173 38
METLIFE INC	5,000 00	39,924 00	40,154 00	5,876 00	5,062 32	813 68
MORGAN STANLEY	5,000 00	39,924 00	40,154 00	5,197 22	4,693 55	503 67
REVCON ON JPM	50,000 00	39,987 00	40,175 00	50,000 00	45,992 10	4,007 90
REVCON ON MON	50,000 00	40,018 00	40,101 00	47,721 14	48,929 49	(1,208 35)
RIO TINTO FINANCE	5,000 00	39,924 00	40,154 00	5,944 75	5,162 16	782 59
ROYAL BANK OF CANADA	30 00	VARIOUS	VARIOUS	3,495 19	994 15	2,501 04
TYCO INTL FINAN	5,000 00	39,924 00	40,087 00	6,011 10	5,377 47	633 63
VERIZON COMM	5,000 00	39,924 00	40,154 00	5,437 25	5,245 84	191 41
WELLPOINT INC	5,000 00	39,924 00	40,087 00	5,381 85	5,200 74	181 11
WELLS FARGO CO	5,000 00	39,924 00	40,154 00	5,187 80	4,874 75	313 05
BANK OF AMERICA	25,000 00	40,184 00	40,276 00	24,589 50	25,585 43	(995 93)
BK MONTREAL	10 00	40,218 00	40,168 00	1,545 03	176 85	1,368 18
CHEVRON CORP	15 00	VARIOUS	VARIOUS	1,191 82	273 38	918 44
CONOCOPHILLIPS	10 00	40,249 00	40,168 00	1,424 92	875 83	549 09
EXXON MOBIL CORP	10 00	40,200 00	40,168 00	1,464 52	327 81	1,136 71
GENERAL ELECTRIC CO	20 00	40,227 00	40,177 00	642 59	558 45	84 14
HONEYWELL INTERNATIONAL	10 00	40,227 00	40,177 00	1,118 00	219 57	898 43
HSBC HOLDINGS PLC SPO	22 00	VARIOUS	VARIOUS	2,396 60	264 26	2,132 34
JPMORGAN CHASE & CO	20 00	VARIOUS	VARIOUS	2,752 14	723 61	2,028 53
MORGAN STANLEY	100,000 00	40,003 00	40,276 00	101,861 55	100,353 57	1,507 98
PACIFIC BELL	25,000 00	40,184 00	40,276 00	24,638 56	26,125 23	(1,486 67)
REVCOS ON BAC	100,000 00	40,079 00	40,267 00	100,000 00	90,693 60	9,306 40
REVCOS ON CHK	50,000 00	40,065 00	40,252 00	50,000 00	45,707 60	4,292 40
REVCOS ON GE	100,000 00	40,065 00	40,252 00	100,000 00	92,839 60	7,160 40
REVCOS ON WFC	100,000 00	40,049 00	40,235 00	100,000 00	91,669 00	8,331 00
ROYAL BANK OF CANADA	10 00	40,200 00	40,168 00	721 15	120 45	600 70
SEMPRA ENERGY	10 00	40,197 00	40,154 00	1,048 70	0 00	1,048 70
10YR MS STEP-UP	100,000 00	39,986 00	40,276 00	98,056 00	100,000 00	(1,944 00)
BP PLC SPON ADR	500 00	40,176 00	40,350 00	15,289 16	29,555 00	(14,265 84)
BARCLAYS BK PLC	50,000 00	40,220 00	40,388 00	50,000 00	45,245 76	4,754 24
CALL EXXON MOBILE	(10 00)	40,378 00	40,336 00	0 00	0 01	(0 01)
CALL JPMORGAN CHASE & CO	(20 00)	40,350 00	40,336 00	0 00	0 01	(0 01)
CITIGROUP FGD INC ELKS	10,000 00	40,248 00	40,443 00	100,000 00	98,575 60	1,424 40
COHEN & STEERS INFRASTRUCTURE FUND	108 00	40,359 00	40,409 00	1,525 88	1,403 96	121 92

SCHEDULE D-1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/ (Loss)
FRONTIER COMMUNICATIONS CORP	720 12	VARIOUS	VARIOUS	5,351 44	6,235 10	(883 66)
ITAU UNIBANCO HLDG SA ADR	1,500 00	40,254 00	40,380 00	31,058 23	32,689 82	(1,631 59)
MORGAN STANLEY EXCHANGE EFF	10,000 00	40,262 00	40,450 00	100,000 00	98,719 51	1,280 49
MORGAN STANLEY EMERGING MARKETS	190 00	40,374 00	40,407 00	3,090 33	2,996 25	94 08
MORGAN STANLEY STOCK	10,000 00	40,170 00	40,358 00	100,000 00	96,848 10	3,151 90
TOTAL SHORT TERM				1,251,757 40	1,188,895 12	62,862 28

SCHEDULE D-1

Security	Shares	Bought	Sold	Gross Proceeds	Cost Basis	Realized Gain/ (Loss)
<u>LONG TERM:</u>						
BANK OF NEW YORK MELLON CORP	2,000 00	VARIOUS	VARIOUS	53,236 11	69,162 94	(15,926 83)
BK MONTREAL	1,000 00	38,065 00	40,165 00	50,923 59	40,668 60	10,254 99
DIANA SHIPPING INC	2,000 00	38,572 00	40,154 00	31,076 69	29,659 00	1,417 69
HSBC FINANCE CORP	101,000 00	VARIOUS	VARIOUS	159,280 80	169,392 34	(10,111 54)
PIMCO INCOME OPPTY FUND	8,000 00	VARIOUS	VARIOUS	163,160 92	192,726 00	(29,565 08)
PIMCOFLTG RATE STRATEGIC	2,000 00	VARIOUS	VARIOUS	18,753 60	38,985 70	(20,232 10)
WYETH	1,000 00	VARIOUS	VARIOUS	50,252 28	18,139 99	32,112 29
BAKER HUGHES INC	300 00	38,729 00	40,277 00	14,232 62	20,836 65	(6,604 03)
BANK OF NEW YORK MELLON CORP	1,000 00	VARIOUS	VARIOUS	27,809 97	32,023 18	(4,213 21)
COHEN & STEERS INFRASTRUCTURE	0 00	38,071 00	40,253 00	7 18	0 00	7 18
FORD MOTOR CREDIT	100,000 00	38,889 00	40,240 00	102,494 75	94,505 25	7,989 50
GEN ELEC CAP CORP	200,000 00	38,950 00	40,276 00	198,900 00	201,110 13	(2,210 13)
HONEYWELL INTERNATIONAL INC	1,000 00	37,778 00	40,256 00	40,109 98	28,384 87	11,725 11
JPM CAP XXVI	4,000 00	VARIOUS	VARIOUS	104,745 26	95,933 75	8,811 51
MERCK & CO INC NEW COM	500 00	32,527 00	40,193 00	18,742 05	4,994 13	13,747 92
MICROSOFT CORP	4,000 00	35,677 00	VARIOUS	119,974 87	68,774 12	51,200 75
ROYAL BANK OF CANADA	1,000 00	38,069 00	40,284 00	55,575 69	23,661 40	31,914 29
MS EMERGING MKTS DOMESTIC DEBT	25,000 00	VARIOUS	VARIOUS	383,675 17	491,505 61	(107,830 44)
BANK OF NOVA SCOTIA CANADA	1,000 00	38,065 00	40,451 00	50,399 58	26,930 00	23,469 58
BLACKROCK GLOBAL OPPORTUNITIES	4,177 00	38,649 00	40,409 00	69,881 84	104,981 64	(35,099 80)
BP PLC SPON ADR	2,000 00	VARIOUS	40,350 00	61,156 63	92,886 38	(31,729 75)
COHEN & STEERS INFRASTRUCTURE	5,876 00	VARIOUS	40,409 00	83,019 16	140,113 80	(57,094 64)
EATON VANCE TAX MANAGED GLOBAL	12,500 00	39,135 00	40,409 00	135,525 65	250,000 00	(114,474 35)
GMAC SMARTNOTES 06 300	75,000 00	39,296 00	40,407 00	67,601 25	63,722 25	3,879 00
GMAC SMARTNOTES 06 500	228,000 00	39,296 00	40,407 00	207,118 83	196,542 12	10,576 71
GMAC SMARTNOTES NTS 06 850	200,000 00	38,083 00	40,407 00	184,884 75	200,000 00	(15,115 25)
W P CAREY & CO LLC	2,000 00	39,731 00	40,381 00	56,970 89	56,340 00	630 89
ADJUSTMENT TO PRIOR YEAR BASIS	0 00	VARIOUS	VARIOUS	0 00	22,888 29	(22,888 29)
ADJUSTMENT TO CURRENT YEAR BASIS	0 00	VARIOUS	VARIOUS	0 00	26,198 00	(26,198 00)
TOTAL LONG TERM				2,509,510 11	2,801,066 14	(291,556 03)
OVERALL TOTAL				3,761,267 51	3,989,961 26	(228,693 75)