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Return of Private Foundation

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

Treated as a Private Foundation

OMB No 1545-0052

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 December 1, 2009, and ending November 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 New Balance Foundation		A Employer identification number 04-6470644
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite 20 Guest Street		B Telephone number (see page 10 of the instructions) 617-783-4000
	City or town, state, and ZIP code Boston, Massachusetts 02135-2088		C If exemption application is pending, check here ☐
	H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 117,612,726		J Accounting method: ☐ Cash ☒ Accrual ☐ Other (specify) _____	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 page 11 of 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 (attach schedule)	1,000,000			
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,931	1,931	NONE	
	4 Dividends and interest from securities	4,467,285	4,467,285		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,641,466			
	b Gross sales price for all assets on line 6a 251,782,206				
	7 Capital gain net income (from Part IV, line 2)		3,641,466		
	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) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	9,110,682	8,110,682			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	2,286	1,535		250
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	272,700	272,700		
	24 Total operating and administrative expenses. Add lines 13 through 23	274,986	274,235		250
	25 Contributions, gifts, grants paid	6,237,216			6,237,216
26 Total expenses and disbursements. Add lines 24 and 25	6,512,202	274,235	NONE	6,237,466	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	2,598,480				
b Net investment income (if negative, enter -0-)		7,836,447			
c Adjusted net income (if negative, enter -0-)			NONE		

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

Cat No 11289X

Form 990-PF (2009)

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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
Assets	1 Cash—non-interest-bearing	10,045	235,096	235,096
	2 Savings and temporary cash investments	225,704	15,609,142	15,609,379
	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 (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	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)	109,191,609	96,201,341	101,173,342 Stmt 6
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ▶			
Liabilities	Less: accumulated depreciation (attach schedule) ▶			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	558,791	503,385	559,244 Stmt 6A
	14 Land, buildings, and equipment: basis ▶			
	Less: accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶ accrued dividends and interest)		35,665	35,665
	16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	109,986,149	112,584,629	117,612,726
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)			
	Foundations that follow SFAS 117, check here ▶ ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	and complete lines 27 through 31.			
Net Assets or Fund Balances	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see page 17 of the instructions)	109,986,149	112,584,629	
	31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	109,986,149	112,584,629	

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	109,986,149
2 Enter amount from Part I, line 27a	2	2,598,480
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	112,584,629
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	112,584,629

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
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	3,641,466
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 pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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.

(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	5,974,678	101,709,674	0.05874247517
2007	6,409,110	125,915,767	0.05089997983
2006	6,381,905	123,865,057	0.05152304576
2005	5,160,431	101,900,703	0.05064176054
2004	4,560,790	83,743,349	0.05446151909

2 Total of line 1, column (d)	2	0.26626878039
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	0.05325375608
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	116,608,902
5 Multiply line 4 by line 3	5	6,209,862
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	78,364
7 Add lines 5 and 6	7	6,288,882
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.	8	6,237,466

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b	1		156,729
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		
3	Add lines 1 and 2	3		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5		156,729
6	Credits/Payments:			
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	157,411	
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		157,411
8	Enter any penalty for underpayment of estimated tax Check here ☒ if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		682
11	Enter the amount of line 10 to be Credited to 2010 estimated tax 682 Refunded	11		0

Part VII-A Statements Regarding Activities

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?		Yes	No
1a				✓
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>	1b		✓
c	Did the foundation file Form 1120-POL for this year?	1c		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ \$ _____ (2) On foundation managers ▶ \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>	2		✓
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? <i>If "Yes," attach a conformed copy of the changes</i>	3		✓
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	✓	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	✓	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>	5		✓
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	✓	
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ <u>Massachusetts</u>			
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? <i>If "No," attach explanation</i>	8b	✓	
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 on page 27)? <i>If "Yes," complete Part XIV</i>	9		✓
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10		✓

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 page 20 of the instructions)	11		✓
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► NEWBALANCEFOUNDATION.ORG	13	✓	
14	The books are in care of ► WILLIAM R. STANDLEY Telephone no ► 617-746-2212 Located at ► NEW BALANCE, 20 GUEST STREET BOSTON, MA ZIP+4 ► 02135-2088			
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		► ☐

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

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

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)? (see page 22 of the instructions)	☐ 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 page 22 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here			5b
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	☐ Yes	☐ No	
If "Yes," attach the statement required by Regulations section 53.4945–5(d)				
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
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

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 page 22 of the 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
SEE STATEMENT 7	TRUSTEE P T	NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1—see page 23 of the 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

NONE

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 page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
UBS FINANCIAL SERVICES 1 POST OFFICE SQUARE, BOSTON MA 02109-2106	INVESTMENT ADVISOR	272,689
Total number of others receiving over \$50,000 for professional services		NONE

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	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 24 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3	NONE

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	100,263,235
b	Average of monthly cash balances	1b	18,121,437
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	118,384,672
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	118,384,672
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	1,775,770
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	116,608,902
6	Minimum investment return. Enter 5% of line 5	6	5,830,445

Part XI Distributable Amount (see page 25 of the 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	5,830,445
2a	Tax on investment income for 2009 from Part VI, line 5	2a	156,729
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	156,729
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	5,673,716
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	5,673,716
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	5,673,716

Part XII Qualifying Distributions (see page 25 of the 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	6,237,466
b	Program-related investments—total from Part IX-B	1b	NONE
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	6,237,466
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 page 26 of the instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	6,237,466

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 page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				5,673,716
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			none	
b Total for prior years 20 __, 20 __, 20 __		none		
3 Excess distributions carryover, if any, to 2009				
a From 2004	458,071			
b From 2005	220,641			
c From 2006	414,118			
d From 2007	208,346			
e From 2008	949,816			
f Total of lines 3a through e	2,250,992			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 6,237,466				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required—see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required—see page 26 of the instructions)				
d Applied to 2009 distributable amount				5,673,716
e Remaining amount distributed out of corpus	563,750			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,814,742			
b Prior years' undistributed income Subtract line 4b from line 2b		none		
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				
d Subtract line 6c from line 6b Taxable amount—see page 27 of the instructions		none		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount—see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	458,071			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,356,671			
10 Analysis of line 9:				
a Excess from 2005	220,641			
b Excess from 2006	414,118			
c Excess from 2007	208,346			
d Excess from 2008	949,816			
e Excess from 2009	563,750			

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9)

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling					
b	Check box to indicate whether the foundation is a private operating foundation described in section	☐ 4942(j)(3) or ☐ 4942(j)(5)				
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year	Prior 3 years			(e) Total
		(a) 2009	(b) 2008	(c) 2007	(d) 2006	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed					
d	Amounts included in line 2c not used directly for active conduct of exempt activities					
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test—enter $\frac{2}{3}$ of minimum investment return shown in Part X, line 6 for each year listed					
c	"Support" alternative test—enter:					
	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
	(3) Largest amount of support from an exempt organization					
	(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see page 28 of the instructions.)

1	Information Regarding Foundation Managers:
a	List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2))
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
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 page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d
a	The name, address, and telephone number of the person to whom applications should be addressed
b	The form in which applications should be submitted and information and materials they should include:
c	Any submission deadlines
d	Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 8	N/A	PUBLIC	GENERAL SUPPORT	6,237,216
Total			3a	6,237,216
b Approved for future payment				
CHILDREN'S HOSPITAL BOSTON	N/A	PUBLIC	GENERAL SUPPORT	1,500,000
TUFTS UNIVERSITY	N/A	PUBLIC	GENERAL SUPPORT	500,000
KID2KID / CHOP CHOP	N/A	PUBLIC	GENERAL SUPPORT	350,000
REDINGTON FAIRVIEW GENERAL HOSPITAL	N/A	PUBLIC	GENERAL SUPPORT	236,007
FRANCISCAN CHILDREN'S HOSPITAL	N/A	PUBLIC	GENERAL SUPPORT	225,000
TWO TEN FOOTWEAR FOUNDATION	N/A	PUBLIC	GENERAL SUPPORT	125,000
CAMP SUNSHINE	N/A	PUBLIC	GENERAL SUPPORT	50,000
Total			3b	3,011,007

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion 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	1,931		
4 Dividends and interest from securities . .			14	4,467,285		
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	3,641,466		
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)				8,110,682		
13 Total. Add line 12, columns (b), (d), and (e)				13	8,110,682	

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

[illegible]

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

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 6/28/11	
Title TRUSTEE			
Paid Preparer's Use Only	Preparer's signature 		Date 6/22/11
	Firm's name (or yours if self-employed), address, and ZIP code Grant Thornton LLP #36-6055558 226 Causeway Street, Boston, Ma 02114		Check if self-employed ☐
EIN  36-6055558		Preparer's identifying number (see Signature on page 30 of the instructions) P00202198	
Phone no 617-723-7900			

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2009

Name of the organization

Employer identification number

NEW BALANCE FOUNDATION

04 : 6470644

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33⅓% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$

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

Name of organization
NEW BALANCE FOUNDATION

Employer identification number
04 : 6470644

Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
.....	NEW BALANCE ATHLETIC SHOE, INC 20 GUEST STREET BOSTON, MASSACHUSETTS 02135-2088	\$ 1,000,000	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
.....		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
.....		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
.....		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
.....		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
.....		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
.....		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/09 - 11/30/10

TIN: 04-6470644

STATEMENT 1

PART I, LINE 3

INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
INTEREST	1,931	1,931	NONE

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/09 - 11/30/10

TIN: 04-6470644

STATEMENT 2

PART I, LINE 4

DIVIDENDS & INTEREST FROM SECURITIES

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST	4,467,285	4,467,285

PART IV - CAPITAL GAINS & LOSSES

STOCK	Purchase	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
	Date				
Black & Decker Corp	08/03/09	12/01/09	55,580	34,018	21,562
Black & Decker Corp	08/04/09	12/01/09	68,549	43,032	25,517
Black & Decker Corp	08/07/19	12/01/09	61,756	41,306	20,450
Black & Decker Corp	08/17/09	12/01/09	45,699	29,970	15,730
Black & Decker Corp	08/18/09	12/01/09	31,495	20,878	10,617
Black & Decker Corp	09/02/09	12/01/09	24,702	16,919	7,784
CVS Caremark	07/30/09	12/02/09	12,443	13,930	(1,487)
CVS Caremark	08/04/09	12/02/09	18,787	20,685	(1,898)
Lockheed Martin	07/30/09	12/02/09	9,319	8,942	378
Macy's Inc	08/12/09	12/22/09	28,618	26,417	2,202
Macy's Inc	10/15/09	12/22/09	4,828	5,561	(734)
Merck & Co	08/04/09	12/16/09	31,525	24,853	6,672
Commerce Banc Shares	07/30/09	12/05/09	34	29	5
Encore Acquisition Co	08/06/09	12/28/09	3,965	2,929	1,036
Encore Acquisition Co	10/15/09	12/28/09	4,980	4,523	457
Encore Acquisition Co	08/04/09	12/01/09	4,099	3,267	832
Encore Acquisition Co	08/06/09	12/01/09	9,109	7,143	1,966
Idiexx Labs	07/30/09	12/15/09	5,216	4,983	233
Idiexx Labs	08/04/09	12/15/09	2,634	2,505	129
Strayer Education Inc	08/04/09	12/28/09	4,304	4,393	(89)
Strayer Education Inc	07/30/09	12/23/09	3,971	3,941	30
Strayer Education Inc	08/04/09	12/23/09	662	659	3
AES Corp	10/06/09	12/21/09	30,638	30,375	263
AES Corp	12/21/09	12/21/09	25,531	25,500	31
American Gen Finance	10/14/09	12/21/09	14,200	14,200	-
American Gen Finance	10/29/09	12/21/09	10,650	10,500	150
American Gen Finance Notes	10/14/09	12/21/09	13,725	12,675	1,050
American Gen Finance Notes	11/02/09	12/21/09	13,725	13,133	593
AMR Real Estate	10/09/09	12/21/09	9,889	9,825	64
AMR Real Estate	10/15/09	12/21/09	44,501	44,433	68
Arch Wstn Nts	10/14/09	12/21/09	14,888	14,925	(38)
Arch Wstn Nts	10/16/09	12/21/09	14,888	14,813	75
Ball Corp Global	10/15/09	12/21/09	25,344	25,313	31
Biomet Inc	10/06/09	12/21/09	16,238	16,088	150
Biomet Inc	10/15/09	12/21/09	16,238	16,238	-
Case Corp	10/06/09	12/21/09	14,928	14,400	528
Case Corp	10/27/09	12/21/09	14,928	14,550	378
Chesapeake Energy	10/06/09	12/18/09	15,638	15,225	413
Chesapeake Energy	10/27/09	12/18/09	15,638	15,638	-
CIE Gen Geophysique	10/06/09	12/21/09	14,906	14,925	(19)
CIE Gen Geophysique	10/19/09	12/21/09	14,906	15,000	(94)
Cimarex Energy	10/29/09	12/22/09	25,313	24,250	1,063
CIT Group Inc	12/10/09	12/22/09	17,450	18,200	(750)
Community Health Systems	10/13/09	12/18/09	31,125	30,975	150
Community Health Systems	10/22/09	12/18/09	25,938	26,031	(94)
Community Health Systems	10/23/09	12/18/09	20,750	20,850	(100)
Constellation Brands	10/13/09	12/22/09	5,326	5,263	63
Constellation Brands	10/15/09	12/22/09	21,302	21,098	204
Constellation Brands	11/30/09	12/22/09	26,628	26,625	3
Corrections Corp of America	10/08/09	12/21/09	10,325	10,325	-
Corrections Corp of America	10/09/09	12/21/09	5,163	5,163	-
Corrections Corp of America	10/15/09	12/21/09	10,325	10,325	-

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
	Date				
Crown Americas	10/07/09	12/21/09	31,131	30,675	456
Crown Americas	10/15/09	12/21/09	25,943	25,750	193
Crown Castle Int	10/29/09	12/21/09	26,563	26,500	63
CSC Holdings	10/14/09	12/21/09	15,450	15,300	150
CSC Holdings	10/27/09	12/21/09	10,300	10,325	(25)
Directv Holdings	10/07/09	12/18/09	15,525	15,375	150
Directv Holdings	10/27/09	12/18/09	15,525	15,561	(36)
Dynegy	10/07/09	12/18/09	13,875	13,875	-
Dynegy	10/19/09	12/18/09	13,875	14,025	(150)
Echostar DBS	10/06/09	12/21/09	15,300	14,850	450
Echostar DBS	10/16/09	12/21/09	15,300	15,075	225
Echostar DBC Corp NTS	10/26/09	12/18/09	25,750	25,625	125
El Paso Corp	10/20/09	12/21/09	55,138	54,725	413
Flextronic Intl NTS	10/06/09	12/21/09	15,038	14,850	188
Flextronic Intl NTS	10/15/09	12/21/09	10,025	9,950	75
Ford Motor Credit	10/06/09	12/21/09	30,075	28,200	1,875
Ford Motor Credit	10/22/09	12/21/09	30,075	28,200	1,875
Ford Motor Credit	11/05/09	12/21/09	25,063	24,125	938
Freeport McMoran Copper	10/06/09	12/21/09	32,895	32,025	870
Freeport McMoran Copper	10/22/09	12/21/09	21,930	21,900	30
Frontier Communications	10/06/09	12/21/09	15,638	15,413	225
Frontier Communications	10/27/09	12/21/09	10,425	10,388	38
Georgia Pac Corp	10/14/09	12/21/09	15,225	14,944	281
Georgia Pac Corp	10/27/09	12/21/09	15,225	15,300	(75)
Georgia Pac Corp MW	10/21/09	12/21/09	26,250	26,188	63
HCA Inc	10/06/09	12/18/09	32,250	31,455	795
HCA Inc	10/15/09	12/18/09	21,500	21,075	425
HCA Inc	10/26/09	12/18/09	26,875	26,438	438
Health Mgt Assoc	10/14/09	12/21/09	14,025	13,988	38
Health Mgt Assoc	10/27/09	12/21/09	14,025	14,006	19
Hertz Corp	10/07/09	12/21/09	30,638	30,150	488
Hertz Corp	10/19/09	12/21/09	20,425	20,500	(75)
Host Marriott LP NTS	10/06/09	12/21/09	29,550	28,650	900
Host Marriott LP NTS	10/19/09	12/21/09	24,625	24,188	438
Iron Mtn	10/15/09	12/21/09	30,267	30,450	(183)
Kinder morgan Fin	10/07/09	12/22/09	28,650	28,950	(300)
Kinder morgan Fin	10/19/09	12/22/09	23,875	24,000	(125)
Leucadia Natl Corp	10/07/09	12/22/09	28,275	28,647	(372)
Leucadia Natl Corp	10/15/09	12/22/09	28,275	28,422	(147)
Leucadia Natl Corp NTS	10/16/09	12/22/09	26,455	26,650	(195)
Level 3 Fin Inc	10/28/09	12/22/09	47,700	47,475	225
Level 3 Fin Inc	11/06/09	12/22/09	5,300	5,188	113
Level 3 Fin Inc	10/19/09	12/21/09	26,625	25,650	975
Levi Strauss Assoc NTS	10/16/09	12/21/09	57,613	57,888	(275)
Mediacom Broadband	10/07/09	12/22/09	15,113	15,150	(38)
Mediacom Broadband	10/22/09	12/22/09	10,075	10,225	(150)
Metropcs Wireless Inc	10/16/09	12/22/09	30,338	30,000	338
Midwest generation LLC	10/08/09	12/18/09	15,185	12,757	2,428
Midwest generation LLC	10/27/09	12/18/09	15,185	12,866	2,319
Mirant North Amer LLC	10/07/09	12/22/09	14,813	14,888	(75)
Mirant North Amer LLC	10/15/09	12/22/09	9,875	9,950	(75)
Newfield Exploration	10/14/09	12/22/09	15,113	15,150	(38)

PART IV - CAPITAL GAINS & LOSSES

STOCK	Purchase	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
	Date				
Newfield Exploration	10/27/09	12/22/09	10,075	10,200	(125)
NRG Energy Inc NTS	10/09/09	12/22/09	30,000	29,288	713
NRG Energy Inc NTS	10/19/09	12/22/09	25,000	24,813	188
NTL Cable PLC	10/15/09	12/22/09	10,225	10,325	(100)
NTL Cable PLC	10/08/09	12/09/09	31,313	30,788	525
NTL Cable PLC	10/15/09	12/09/09	10,438	10,325	113
Omega Healthcare	10/20/09	12/22/09	24,625	24,688	(63)
Owens-Brockway Global	10/07/09	12/22/09	15,356	15,413	(56)
Owens-Brockway Global	10/19/09	12/22/09	10,238	10,325	(88)
Paetec hldg Corp	12/09/09	12/22/09	30,300	30,300	-
Peabody Energy Corp	10/23/09	12/18/09	25,344	25,469	(125)
Penn Natl Gaming Inc	11/17/09	12/22/09	14,550	14,550	-
Penn Natl Gaming Inc	11/18/09	12/22/09	14,550	14,550	-
Petrohawk Energy Corp	10/06/09	12/21/09	31,245	30,975	270
Petrohawk Energy Corp	10/26/09	12/21/09	20,830	20,975	(145)
Pioneer Nat Res	10/19/09	12/22/09	28,800	27,900	900
Quebecor Media	10/15/09	12/22/09	30,225	29,922	303
Qwest Communications	10/14/09	12/22/09	15,000	14,818	182
Qwest Communications	10/22/09	12/22/09	10,000	9,903	97
Qwest Communications INT	10/14/09	12/22/09	15,000	15,090	(90)
Qwest Communications INT	10/29/09	12/22/09	10,000	10,075	(75)
Range Ressources Corp	10/14/09	12/22/09	15,375	15,150	225
Range Ressources Corp	10/27/09	12/22/09	15,375	15,225	150
Royal Caribbean Cruises	10/22/09	12/22/09	28,950	29,100	(150)
RRI Energy In	10/09/09	12/22/09	14,333	14,315	18
RRI Energy In	10/22/09	12/22/09	10,238	10,250	(13)
RRI Energy In	11/02/09	12/22/09	5,119	5,125	(6)
Silgan Holdings	10/15/09	12/22/09	25,250	25,000	250
Smithfield Foods	10/15/09	12/22/09	22,844	20,750	2,094
Sprint Capital Corp	10/07/09	12/22/09	32,204	31,106	1,097
Sprint Capital Corp	10/22/09	12/22/09	18,402	17,500	902
Sprint Capital Corp	11/05/09	12/22/09	9,201	8,775	426
Stater Bros Holdings	10/07/09	12/22/09	15,170	15,186	(17)
Stater Bros Holdings	10/27/09	12/22/09	10,113	10,100	13
Stater Bros Holdings	11/19/09	12/22/09	5,057	5,050	7
Supervalu Inc	10/07/09	12/22/09	15,284	15,600	(317)
Supervalu Inc	10/15/09	12/22/09	10,189	10,338	(149)
Tenet Healthcare Corp	10/15/09	12/22/09	26,000	26,188	(188)
Terex corp	10/22/09	12/22/09	27,563	27,668	(105)
Transdigm Inc	10/29/09	12/22/09	25,250	25,438	(188)
Transdigm Inc	11/23/09	12/22/09	25,250	25,313	(63)
Videotron LTEE	10/23/09	12/22/09	30,300	30,375	(75)
Windstream Corp	10/14/09	12/22/09	15,377	15,411	(35)
Windstream Corp	10/22/09	12/22/09	10,251	10,324	(73)
Wynn Las Vegas	10/06/09	12/22/09	19,350	18,900	450
Wynn Las Vegas	10/22/09	12/22/09	9,675	9,638	38
Wynn Las Vegas	10/28/09	12/22/09	19,350	19,100	250
Wynn Las Vegas	11/23/09	12/22/09	4,838	4,788	50
US Treasury Bill Due 12/17/09	11/19/09	12/17/09	2,000,000	1,999,983	17
US Treasury Bill Due 12/17/09	11/25/09	12/17/09	2,200,000	2,199,956	44
US Treasury Bill Due 12/03/09	11/12/09	12/03/09	3,000,000	2,999,947	53
US Treasury Bill Due 12/10/09	11/12/09	12/10/09	3,000,000	2,999,915	85

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
	Date				
US Treasury Bill Due 12/24/09	11/25/09	12/24/09	2,200,000	2,199,923	77
US Treasury Bill Due 12/24/09	12/10/09	12/24/09	1,400,000	1,399,967	33
US Treasury Bill Due 12/24/09	12/17/09	12/24/09	2,100,000	2,099,983	18
US Treasury Bill Due 12/31/09	12/03/09	12/31/09	2,100,000	2,099,887	113
US Treasury Bill Due 12/31/09	12/17/09	12/31/09	2,100,000	2,099,956	44
US Treasury Bill Due 12/29/09	12/10/09	12/29/09	400,000	399,987	14
US Treasury Bill Due 12/29/09	12/10/09	12/17/09	999,970	999,966	4
United States Treasury Bill due 1/14/10	12/31/09	01/14/10	4,125,000	4,124,994	6
United States Treasury Bill due 1/14/10	01/07/10	01/14/10	2,062,000	2,062,002	(2)
United States Treasury Bill due 1/07/10	12/31/09	01/07/10	4,125,000	4,125,002	(2)
United States Treasury Bill due 1/21/10	01/07/10	01/21/10	2,062,000	2,062,002	(2)
United States Treasury Bill due 1/21/10	01/14/10	01/21/10	6,187,000	6,186,995	5
United States Treasury Bill due 1/28/10	12/31/09	01/28/10	3,384,000	3,383,982	18
United States Treasury Bill due 1/28/10	12/31/09	01/25/10	740,995	740,996	(1)
IPATH S&P 500 VIX SHORT	01/21/10	01/26/10	1,107,169	1,009,475	97,694
DEVON ENERGY CORP	08/04/09	01/14/10	18,647	15,414	3,233
DEVON ENERGY CORP	10/15/09	01/14/10	10,803	10,405	399
DEVON ENERGY CORP	08/04/09	01/06/10	30,606	24,590	6,016
INTL BUSINESS MACHINE	07/30/09	01/14/10	20,699	18,664	2,035
MERCK & CO INC	08/04/09	01/14/10	30,287	22,832	7,456
MERCK & CO INC	10/15/09	01/14/10	19,994	16,806	3,188
PP&G INDUSTRIES	07/30/09	01/20/10	30,699	26,542	4,157
PP&G INDUSTRIES	08/04/09	01/20/10	816	741	76
SHERWIN WILLIAMS CO	07/30/09	01/06/10	10,990	10,502	488
SHERWIN WILLIAMS CO	08/04/09	01/06/10	20,198	20,569	(371)
ENCORE ACQUISITION CO	10/15/09	01/04/10	1,030	922	108
GREEN MOUNTAIN COFFEE ROASTERS	07/30/09	01/06/10	5,562	4,579	982
United States Treasury Bill due 2/11/10	01/21/10	02/11/10	5,639,000	5,638,974	26
United States Treasury Bill due 2/4/10	01/21/10	02/04/10	1,600,000	1,600,003	(3)
United States Treasury Bill due 2/4/10	01/29/10	02/04/10	3,250,000	3,249,996	4
United States Treasury Bill due 2/18/10	02/04/10	02/18/10	1,616,000	1,615,994	6
United States Treasury Bill due 2/25/10	02/04/10	02/25/10	1,616,000	1,615,987	13
ACCENTURE PLC IRELAND	07/30/09	02/10/10	29,492	25,991	3,502
ALLSTATE CORP	10/15/09	02/04/10	262	287	(25)
ALLSTATE CORP	08/04/09	02/03/10	43,220	40,612	2,608
ALLSTATE CORP	10/15/09	02/03/10	10,180	10,895	(715)
ALLSTATE CORP	08/04/09	01/27/10	29,788	27,718	2,070
KROGER COMPANY	08/04/09	02/18/10	153	150	3
KROGER COMPANY	08/04/09	02/17/10	30,510	30,115	395
KROGER COMPANY	07/30/09	01/27/10	13,264	13,234	31
KROGER COMPANY	08/04/09	01/27/10	17,807	17,863	(55)
PFIZER INC	07/30/09	02/10/10	16,416	14,812	1,604
PFIZER INC	08/04/09	02/10/10	17,306	15,576	1,729
AFFILIATED COMPUTER SVCS INC	07/30/09	02/05/10	2,115	1,685	430
AFFILIATED COMPUTER SVCS INC	08/04/09	02/05/10	12,689	9,984	2,705
AFFILIATED COMPUTER SVCS INC	08/06/09	02/05/10	12,991	10,223	2,768
AFFILIATED COMPUTER SVCS INC	07/30/09	01/28/10	4,662	3,611	1,051
DELL INC	07/30/09	02/05/10	5,285	5,650	(365)
INTEGRYS ENERGY GROUP	07/30/09	02/02/10	3,612	2,889	723
MADISON SQUARE GARDEN INC	07/30/09	02/11/10	2,327	1,860	466
MADISON SQUARE GARDEN INC	08/04/09	02/11/10	1,802	1,483	319
MADISON SQUARE GARDEN INC	08/06/09	02/11/10	2,134	1,784	350

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	<u>Purchase</u> Date	<u>Sale Date</u>	<u>Sale Amount</u>	<u>Purchase Cost</u>	<u>Gain / (Loss)</u>
MADISON SQUARE GARDEN INC	10/15/09	02/11/10	700	645	55
MADISON SQUARE GARDEN INC	07/30/09	02/10/10	13	11	2
UDR INC REITS	07/30/09	02/12/10	8,339	5,720	2,619
XEROX CORP	08/06/09	02/05/10	1	1	-
COMMERCE BANC SHARES	08/04/09	02/02/10	3,294	3,017	277
COMMERCE BANC SHARES	07/30/09	02/01/10	5,671	4,959	712
COMMERCE BANC SHARES	08/04/09	02/01/10	555	503	52
GREEM MTN COFFEE ROASTERS INC	08/06/09	02/10/10	5,961	5,000	961
GREEM MTN COFFEE ROASTERS INC	10/15/09	02/10/10	3,185	2,813	371
GREEM MTN COFFEE ROASTERS INC	07/30/09	02/08/10	2,024	1,709	315
GREEM MTN COFFEE ROASTERS INC	08/04/09	02/08/10	7,204	5,956	1,248
GREEM MTN COFFEE ROASTERS INC	08/06/09	02/08/10	1,214	1,027	187
IDEXX LABS	08/06/09	02/22/10	1,055	1,005	50
IDEXX LABS	10/15/09	02/22/10	2,215	2,121	94
IDEXX LABS	08/04/09	02/19/10	2,442	2,305	137
IDEXX LABS	08/06/09	02/19/10	4,035	3,819	216
AMERIPRISE FINANCIAL INC	08/03/09	03/19/10	17,708	11,070	6,638
AMGEN INC	08/03/09	03/03/10	19,699	21,610	(1,911)
WELLPOINT INC	08/03/09	03/19/10	13,031	10,638	2,393
CVS CAREMARK CORP	08/04/09	03/24/10	35,467	33,638	1,829
CVS CAREMARK CORP	10/15/09	03/24/10	10,082	10,625	(542)
KIMBERLY CLARK CORP	10/01/09	03/11/10	3,740	3,670	70
KIMBERLY CLARK CORP	10/15/09	03/11/10	12,881	12,796	85
KIMBERLY CLARK CORP	10/01/09	03/10/10	66,862	65,471	1,391
KROGER COMPANY	08/04/09	03/03/10	4,505	4,321	185
KROGER COMPANY	10/15/09	03/03/10	10,087	10,625	(538)
KROGER COMPANY	12/02/09	03/03/10	7,083	7,232	(149)
KROGER COMPANY	12/03/09	03/03/10	23,984	23,816	168
NESTLE SA	08/04/09	03/24/10	31,758	25,940	5,818
NORTHROP GRUMMAN CORP	08/04/09	03/04/10	16,092	12,118	3,974
NORTHROP GRUMMAN CORP	08/04/09	03/04/10	2,078	1,544	534
TOTAL SA FRANCE SPON	07/30/09	02/25/10	6,329	6,535	(206)
TOTAL SA FRANCE SPON	08/04/09	02/25/10	21,169	21,533	(364)
BRANDYWINE REALTY TRUST	07/30/09	03/08/10	174	122	52
COMMERCE BANCSHARES	08/04/09	03/16/10	1,578	1,401	177
COMMERCE BANCSHARES	08/06/09	03/16/10	5,583	5,077	506
COMMERCE BANCSHARES	10/15/09	03/16/10	2,468	2,283	185
DIAMOND FOODS	08/04/09	03/24/10	384	258	126
DIAMOND FOODS	07/30/09	03/23/10	8,381	5,631	2,750
DIAMOND FOODS	08/04/09	03/23/10	3,683	2,498	1,185
ORRSTOWN FINANCIAL SVCS	02/17/10	03/05/10	360	330	31
ORRSTOWN FINANCIAL SVCS	02/24/10	03/05/10	144	139	5
UNITED STATES TREASURY BILL DUE 3/11/10	02/11/10	03/11/10	2,819,000	2,818,931	69
UNITED STATES TREASURY BILL DUE 3/04/10	02/04/10	03/04/10	1,617,000	1,616,971	29
UNITED STATES TREASURY BILL DUE 3/18/10	02/19/10	03/18/10	1,624,000	1,623,944	56
UNITED STATES TREASURY BILL DUE 3/25/10	02/11/10	03/25/10	2,820,000	2,819,877	123
UNITED STATES TREASURY BILL DUE 3/25/10	02/25/10	03/25/10	1,000,000	999,948	53
CAREFUSION CORP	08/04/09	04/09/10	2,197	1,524	674
CAREFUSION CORP	08/07/09	04/09/10	6,142	4,295	1,847
CAREFUSION CORP	08/17/09	04/09/10	12,575	8,673	3,902
CAREFUSION CORP	08/18/09	04/09/10	4,686	3,352	1,334
CAREFUSION CORP	08/04/09	04/08/10	20,061	14,044	6,017

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase Date	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
CAREFUSION CORP	08/03/09	04/07/10	12,348	8,671	3,678
CAREFUSION CORP	08/04/09	04/07/10	8,145	5,691	2,454
CIGNA CORP	08/03/09	04/07/10	39,773	30,921	8,852
CIGNA CORP	08/04/09	04/07/10	61,829	48,460	13,369
CIGNA CORP	08/06/09	04/07/10	40,315	29,648	10,668
CIGNA CORP	08/07/09	04/07/10	21,333	16,396	4,937
CIGNA CORP	08/17/09	04/07/10	24,768	20,678	4,089
CIGNA CORP	08/18/09	04/07/10	29,649	24,255	5,394
CIGNA CORP	09/02/09	04/07/10	27,118	22,297	4,821
CIGNA CORP	10/16/09	04/07/10	34,530	27,234	7,296
IBM	07/30/09	04/14/10	1,704	1,545	158
IBM	08/04/09	04/14/10	29,486	26,856	2,631
NIKE INC	09/16/09	04/21/10	24,489	18,137	6,352
NIKE INC	09/17/09	04/21/10	8,341	6,345	1,997
PFIZER INC	08/04/09	04/14/10	32,004	30,176	1,828
PPG INDUSTRIES	08/04/09	04/14/10	40,933	33,722	7,211
PUBLIC SERVICE ENTERPRISE GROUP	07/30/09	04/07/10	12,439	13,695	(1,256)
PUBLIC SERVICE ENTERPRISE GROUP	08/04/09	04/07/10	20,415	21,642	(1,226)
STATE STREET CORP	08/04/09	03/31/10	64,900	77,123	(12,224)
STATE STREET CORP	10/15/09	03/31/10	12,681	15,258	(2,577)
TOTAL SA FRANCE SPON	08/04/09	04/07/10	33,063	31,356	1,706
ANADARKO PETROLEUM	07/30/09	04/23/10	2,946	1,900	1,046
ANADARKO PETROLEUM	08/04/09	04/23/10	7,733	5,235	2,498
UDR INC REITS	07/30/09	04/26/10	3,792	1,872	1,920
UDR INC REITS	08/04/09	04/26/10	14,747	7,320	7,427
UDR INC REITS	08/06/09	04/26/10	7,163	4,451	2,712
UDR INC REITS	10/15/09	04/26/10	948	694	254
BOOTS & COOTS INC COM	12/28/09	04/12/10	791	427	364
BOOTS & COOTS INC COM	01/04/10	04/12/10	1,352	761	591
BOOTS & COOTS INC COM	01/05/10	04/12/10	1,311	757	554
BOOTS & COOTS INC COM	01/06/10	04/12/10	1,179	692	487
BOOTS & COOTS INC COM	01/07/10	04/12/10	1,485	891	594
BOOTS & COOTS INC COM	01/08/10	04/12/10	1,017	595	422
BOOTS & COOTS INC COM	01/11/10	04/12/10	347	209	138
BOOTS & COOTS INC COM	01/12/10	04/12/10	465	272	192
BOOTS & COOTS INC COM	01/13/10	04/12/10	503	299	204
BOOTS & COOTS INC COM	01/14/10	04/12/10	961	572	389
ITRON INC	07/30/09	04/21/10	7,496	5,253	2,243
ITRON INC	08/04/09	04/21/10	3,104	2,211	893
ITRON INC	07/30/09	04/07/10	3,003	2,176	827
JONES LANG LASALLE INC	07/30/09	04/27/10	1,522	706	815
JONES LANG LASALLE INC	08/04/09	04/27/10	6,327	3,080	3,247
JONES LANG LASALLE INC	07/30/09	04/08/10	3,365	1,710	1,655
JONES LANG LASALLE INC	07/30/09	04/07/10	6,993	3,531	3,462
PRE-PAID LEGAL SVCS INC	10/15/09	04/19/10	744	784	(40)
PRE-PAID LEGAL SVCS INC	08/04/09	04/15/10	1,186	1,581	(395)
PRE-PAID LEGAL SVCS INC	08/06/09	04/15/10	2,112	2,667	(555)
PRE-PAID LEGAL SVCS INC	10/15/09	04/15/10	222	247	(25)
PRE-PAID LEGAL SVCS INC	07/30/09	04/14/10	1,543	1,891	(348)
PRE-PAID LEGAL SVCS INC	08/04/09	04/14/10	1,015	1,235	(220)
PRE-PAID LEGAL SVCS INC	07/30/09	04/13/10	844	1,045	(201)
AMERICAN FUNDS EURO PACIFIC GROWTH FUND	07/29/09	04/27/10	1,130,072	1,000,005	130,066

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase Date	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
AMERICAN FUNDS EURO PACIFIC GROWTH FUND	08/03/09	04/27/10	3,558,612	3,328,453	230,159
UNITED STATES TREASURY BILL DUE 4/08/10	02/25/10	04/08/10	616,000	615,951	49
UNITED STATES TREASURY BILL DUE 4/08/10	03/25/10	04/08/10	1,910,000	1,909,964	36
UNITED STATES TREASURY BILL DUE 4/15/10	03/11/10	04/15/10	1,410,000	1,409,875	125
UNITED STATES TREASURY BILL DUE 4/22/10	03/04/10	04/22/10	1,641,000	1,640,758	242
UNITED STATES TREASURY BILL DUE 4/22/10	03/17/10	04/22/10	1,624,000	1,623,808	192
UNITED STATES TREASURY BILL DUE 4/22/10	04/15/10	04/22/10	858,000	857,985	16
UNITED STATES TREASURY BILL DUE 4/29/10	03/11/10	04/29/10	1,409,000	1,408,774	226
UNITED STATES TREASURY BILL DUE 4/29/10	03/25/10	04/29/10	1,910,000	1,909,809	191
AMERICAN FUNDS EURO PACIFIC GROWTH FUND	12/28/09	05/14/10	139,260	151,526	(12,266)
AMERICAN FUNDS EURO PACIFIC GROWTH FUND	08/03/09	05/14/10	170,970	171,552	(581)
AMERICAN FUNDS EURO PACIFIC GROWTH FUND	08/05/09	05/14/10	1,504,687	1,500,005	4,682
AMERICAN FUNDS EURO PACIFIC GROWTH FUND	10/02/09	05/14/10	1,207,262	1,250,005	(42,743)
AMERICAN FUNDS EURO PACIFIC GROWTH FUND	10/14/09	05/14/10	1,348,396	1,500,005	(151,609)
UNITED STATES TREASURY BILL DUE 5/6/10	04/09/10	05/06/10	2,295,000	2,294,764	236
UNITED STATES TREASURY BILL DUE 5/6/10	04/15/10	05/06/10	858,000	857,937	63
UNITED STATES TREASURY BILL DUE 5/13/10	04/22/10	05/13/10	4,123,000	4,122,694	306
UNITED STATES TREASURY BILL DUE 5/20/10	04/30/10	05/20/10	3,320,000	3,319,784	216
UNITED STATES TREASURY BILL DUE 5/27/10	05/06/10	05/27/10	827,000	826,957	43
UNITED STATES TREASURY BILL DUE 5/27/10	05/20/10	05/27/10	10,000,000	9,999,772	228
UNITED STATES TREASURY BILL DUE 5/27/10	05/20/10	05/27/10	4,200,000	4,199,907	93
ALLSTATE CORP	08/03/09	05/14/10	71,708	61,079	10,629
ALLSTATE CORP	08/04/09	05/14/10	17,490	15,481	2,008
ALLSTATE CORP	08/06/09	05/14/10	35,456	30,339	5,118
ALLSTATE CORP	08/07/09	05/14/10	19,080	16,535	2,545
ALLSTATE CORP	08/17/09	05/14/10	30,845	27,013	3,832
ALLSTATE CORP	08/18/09	05/14/10	28,461	24,289	4,172
ALLSTATE CORP	08/26/09	05/14/10	31,799	28,999	2,801
ALLSTATE CORP	12/03/09	05/14/10	22,260	19,843	2,416
AMERIPRISE FINANCIAL INC	08/03/09	05/14/10	77,043	49,539	27,504
AMERIPRISE FINANCIAL INC	08/04/09	05/14/10	26,685	17,453	9,233
AMERIPRISE FINANCIAL INC	08/06/09	05/14/10	46,269	30,121	16,148
AMERIPRISE FINANCIAL INC	08/07/09	05/14/10	16,140	11,014	5,127
AMERIPRISE FINANCIAL INC	08/17/09	05/14/10	54,231	34,889	19,342
AMERIPRISE FINANCIAL INC	08/18/09	05/14/10	32,711	21,112	11,599
AMERIPRISE FINANCIAL INC	09/02/09	05/14/10	43,041	28,300	14,741
AMGEN INC	08/03/09	05/14/10	34,938	40,089	(5,151)
AMGEN INC	08/04/09	05/14/10	13,921	15,990	(2,070)
AMGEN INC	08/06/09	05/14/10	27,568	30,749	(3,180)
AMGEN INC	08/07/09	05/14/10	16,377	18,218	(1,841)
AMGEN INC	08/12/09	05/14/10	54,591	62,207	(7,616)
AMGEN INC	08/26/09	05/14/10	21,836	24,543	(2,707)
AMGEN INC	10/16/09	05/14/10	9,280	10,445	(1,164)
AMGEN INC	11/10/09	05/14/10	32,755	32,555	200
APACHE CORP	08/03/09	05/14/10	34,351	32,257	2,094
APACHE CORP	08/04/09	05/14/10	38,993	36,469	2,524
APACHE CORP	08/07/09	05/14/10	74,272	69,496	4,776
APACHE CORP	08/17/09	05/14/10	1,393	1,253	140
APACHE CORP	08/18/09	05/14/10	18,568	17,002	1,566
APACHE CORP	08/21/09	05/14/10	46,420	44,410	2,010
AT&T INC	08/03/09	05/14/10	62,392	64,172	(1,779)
AT&T INC	08/04/09	05/14/10	15,598	16,062	(464)

PART IV - CAPITAL GAINS & LOSSES

STOCK	Purchase		Sale Amount	Purchase Cost	Gain / (Loss)
	Date	Sale Date			
AT&T INC	08/07/09	05/14/10	77,991	78,954	(963)
AT&T INC	08/17/09	05/14/10	4,312	4,262	50
AT&T INC	08/18/09	05/14/10	22,066	21,793	272
AT&T INC	08/26/09	05/14/10	17,754	18,659	(905)
AT&T INC	10/16/09	05/14/10	20,290	20,583	(293)
AT&T INC	03/19/10	05/14/10	12,681	13,074	(393)
BANK OF NEW YORK MELLON	08/03/09	05/14/10	65,378	61,880	3,498
BANK OF NEW YORK MELLON	08/04/09	05/14/10	16,566	15,854	713
BANK OF NEW YORK MELLON	08/07/09	05/14/10	40,232	41,369	(1,136)
BANK OF NEW YORK MELLON	08/17/09	05/14/10	39,937	37,555	2,382
BANK OF NEW YORK MELLON	08/18/09	05/14/10	22,039	20,881	1,158
BANK OF NEW YORK MELLON	08/21/09	05/14/10	26,624	26,011	613
BANK OF NEW YORK MELLON	10/16/09	05/14/10	29,287	27,142	2,145
BANK OF NOVA SCOTIA CANADA	04/14/10	05/14/10	41,656	42,458	(802)
BANK OF NOVA SCOTIA CANADA	04/15/10	05/14/10	33,325	34,283	(958)
BANK OF NOVA SCOTIA CANADA	04/16/10	05/14/10	54,532	55,560	(1,028)
BANK OF NOVA SCOTIA CANADA	04/19/10	05/14/10	16,915	17,050	(135)
BP PLC SPON ADR	08/03/09	05/14/10	28,513	32,090	(3,577)
BP PLC SPON ADR	08/04/09	05/14/10	69,080	77,205	(8,125)
BP PLC SPON ADR	08/06/09	05/14/10	27,586	30,004	(2,419)
BP PLC SPON ADR	08/12/09	05/14/10	46,362	50,315	(3,953)
BP PLC SPON ADR	10/16/09	05/14/10	15,068	17,948	(2,881)
CANADIAN NATURAL RESOURCES LTD	04/09/10	05/14/10	216,288	245,648	(29,361)
CARDINAL HEALTH INC	08/03/09	05/14/10	32,007	22,612	9,395
CARDINAL HEALTH INC	08/04/09	05/14/10	78,826	55,416	23,410
CARDINAL HEALTH INC	08/07/09	05/14/10	15,833	11,226	4,607
CARDINAL HEALTH INC	08/17/09	05/14/10	32,347	22,619	9,728
CARDINAL HEALTH INC	08/18/09	05/14/10	12,088	8,765	3,322
CARDINAL HEALTH INC	10/16/09	05/14/10	91,935	77,775	14,160
CHEVRON CORP	08/03/09	05/14/10	68,281	61,774	6,507
CHEVRON CORP	08/04/09	05/14/10	17,846	16,099	1,747
CHEVRON CORP	08/07/09	05/14/10	85,351	76,538	8,813
CHEVRON CORP	08/17/09	05/14/10	6,207	5,325	883
CHEVRON CORP	08/18/09	05/14/10	23,666	20,356	3,310
CHEVRON CORP	09/02/09	05/14/10	27,157	24,009	3,149
CHEVRON CORP	03/19/10	05/14/10	15,518	14,789	729
CISCO SYSTEMS INC	08/03/09	05/14/10	34,782	31,514	3,269
CISCO SYSTEMS INC	08/04/09	05/14/10	85,217	76,969	8,248
CISCO SYSTEMS INC	08/07/09	05/14/10	16,894	15,313	1,581
CISCO SYSTEMS INC	08/17/09	05/14/10	45,714	38,179	7,535
CISCO SYSTEMS INC	08/18/09	05/14/10	23,727	19,959	3,767
CISCO SYSTEMS INC	09/02/09	05/14/10	24,845	21,530	3,315
COMPUTER SCIENCES	08/03/09	05/14/10	33,210	32,064	1,147
COMPUTER SCIENCES	08/04/09	05/14/10	46,694	45,540	1,154
COMPUTER SCIENCES	08/07/09	05/14/10	45,945	45,547	397
COMPUTER SCIENCES	08/12/09	05/14/10	99,880	99,677	203
CONOCOPHILIPPS	08/03/09	05/14/10	39,118	31,823	7,295
CONOCOPHILIPPS	08/04/09	05/14/10	57,429	46,449	10,980
CONOCOPHILIPPS	08/07/09	05/14/10	97,380	77,746	19,634
CONOCOPHILIPPS	08/17/09	05/14/10	7,768	5,905	1,864
CONOCOPHILIPPS	08/18/09	05/14/10	27,189	20,745	6,444
CONOCOPHILIPPS	09/02/09	05/14/10	16,646	13,359	3,287

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase Date	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
CONOCOPHILIPPS	10/16/09	05/14/10	11,652	10,928	724
CONSTELLATION ENERGY GROUP INC	08/03/09	05/14/10	39,004	31,562	7,442
CONSTELLATION ENERGY GROUP INC	08/04/09	05/14/10	57,231	46,342	10,888
CONSTELLATION ENERGY GROUP INC	08/07/09	05/14/10	57,231	46,407	10,824
CONSTELLATION ENERGY GROUP INC	08/17/09	05/14/10	41,920	32,750	9,170
CONSTELLATION ENERGY GROUP INC	08/18/09	05/14/10	24,970	19,596	5,374
CONSTELLATION ENERGY GROUP INC	09/15/09	05/14/10	21,872	19,607	2,265
CONSTELLATION ENERGY GROUP INC	10/16/09	05/14/10	1,094	1,002	91
COVIDIEN PLC	08/03/09	05/14/10	36,270	31,620	4,649
COVIDIEN PLC	08/04/09	05/14/10	51,178	45,136	6,042
COVIDIEN PLC	08/07/09	05/14/10	90,785	78,567	12,219
COVIDIEN PLC	08/18/09	05/14/10	19,804	17,358	2,445
COVIDIEN PLC	11/10/09	05/14/10	22,251	22,354	(103)
DEVON ENERGY CORP	08/03/09	05/14/10	67,563	62,436	5,127
DEVON ENERGY CORP	08/04/09	05/14/10	16,071	14,946	1,124
DEVON ENERGY CORP	08/07/09	05/14/10	43,621	42,479	1,142
DEVON ENERGY CORP	08/12/09	05/14/10	32,798	32,176	622
DEVON ENERGY CORP	10/16/09	05/14/10	38,373	41,732	(3,359)
DEVON ENERGY CORP	11/10/09	05/14/10	16,399	17,412	(1,013)
DEVON ENERGY CORP	03/19/10	05/14/10	19,679	19,230	449
EDISON INTL	08/03/09	05/14/10	34,603	33,268	1,334
EDISON INTL	08/04/09	05/14/10	46,697	44,577	2,120
EDISON INTL	08/07/09	05/14/10	81,131	77,030	4,101
EDISON INTL	08/18/09	05/14/10	21,837	20,546	1,290
EDISON INTL	09/02/09	05/14/10	16,797	16,440	357
EDISON INTL	10/16/09	05/14/10	21,501	21,517	(16)
EMERSON ELECTRIC CO	08/03/09	05/14/10	82,732	61,475	21,258
EMERSON ELECTRIC CO	08/04/09	05/14/10	25,381	18,703	6,678
EMERSON ELECTRIC CO	08/07/09	05/14/10	104,209	75,791	28,417
EMERSON ELECTRIC CO	08/17/09	05/14/10	5,369	3,757	1,612
EMERSON ELECTRIC CO	08/18/09	05/14/10	30,262	21,302	8,960
EMERSON ELECTRIC CO	10/16/09	05/14/10	29,286	23,519	5,767
EXXON MOBIL CORP	08/03/09	05/14/10	63,864	71,697	(7,833)
EXXON MOBIL CORP	08/04/09	05/14/10	8,220	9,154	(934)
EXXON MOBIL CORP	08/07/09	05/14/10	43,946	48,511	(4,564)
EXXON MOBIL CORP	08/17/09	05/14/10	33,829	35,618	(1,789)
EXXON MOBIL CORP	08/18/09	05/14/10	21,183	22,257	(1,075)
EXXON MOBIL CORP	10/16/09	05/14/10	22,131	25,626	(3,495)
EXXON MOBIL CORP	03/19/10	05/14/10	31,616	33,279	(1,663)
FOREST LABORATORIES	08/03/09	05/14/10	32,031	31,080	952
FOREST LABORATORIES	08/04/09	05/14/10	46,045	45,641	404
FOREST LABORATORIES	08/07/09	05/14/10	78,477	77,310	1,166
FOREST LABORATORIES	08/18/09	05/14/10	12,813	13,122	(310)
FOREST LABORATORIES	09/02/09	05/14/10	16,016	16,763	(747)
FOREST LABORATORIES	10/16/09	05/14/10	13,480	15,013	(1,533)
FREEMPORT-MCMORAN COPPER & GOLD INC	08/03/09	05/14/10	34,226	31,952	2,274
FREEMPORT-MCMORAN COPPER & GOLD INC	08/04/09	05/14/10	48,746	45,491	3,256
FREEMPORT-MCMORAN COPPER & GOLD INC	08/07/09	05/14/10	83,664	77,680	5,984
FREEMPORT-MCMORAN COPPER & GOLD INC	08/17/09	05/14/10	9,334	8,051	1,283
FREEMPORT-MCMORAN COPPER & GOLD INC	08/18/09	05/14/10	24,892	21,488	3,404
FREEMPORT-MCMORAN COPPER & GOLD INC	09/02/09	05/14/10	34,572	30,835	3,737
GENERAL DYNAMICS CORP	08/03/09	05/14/10	79,985	62,920	17,065

PART IV - CAPITAL GAINS & LOSSES

STOCK	Purchase		Sale Amount	Purchase Cost	Gain / (Loss)
	Date	Sale Date			
GENERAL DYNAMICS CORP	08/04/09	05/14/10	17,774	14,070	3,704
GENERAL DYNAMICS CORP	08/07/09	05/14/10	55,812	44,964	10,847
GENERAL DYNAMICS CORP	08/17/09	05/14/10	43,014	33,513	9,501
GENERAL DYNAMICS CORP	08/18/09	05/14/10	25,595	20,030	5,565
GENERAL DYNAMICS CORP	09/02/09	05/14/10	21,329	17,460	3,869
GOLDMAN SACHS GROUP	11/04/09	05/14/10	178,863	217,182	(38,319)
GOLDMAN SACHS GROUP	03/19/10	05/14/10	17,815	22,012	(4,197)
HEINZ HJ CO	08/03/09	05/14/10	37,935	31,498	6,437
HEINZ HJ CO	08/04/09	05/14/10	54,488	45,725	8,763
HEINZ HJ CO	08/07/09	05/14/10	57,017	47,293	9,724
HEINZ HJ CO	08/17/09	05/14/10	37,705	30,799	6,906
HEINZ HJ CO	08/18/09	05/14/10	24,830	20,250	4,580
HEINZ HJ CO	09/02/09	05/14/10	27,589	22,644	4,945
HEINZ HJ CO	10/16/09	05/14/10	10,346	9,184	1,162
HEWLETT PACKARD CO	08/03/09	05/14/10	36,685	33,875	2,809
HEWLETT PACKARD CO	08/04/09	05/14/10	80,895	74,562	6,333
HEWLETT PACKARD CO	08/07/09	05/14/10	33,393	30,012	3,381
HEWLETT PACKARD CO	08/17/09	05/14/10	15,285	14,047	1,239
HEWLETT PACKARD CO	08/18/09	05/14/10	23,046	21,197	1,849
HEWLETT PACKARD CO	09/02/09	05/14/10	23,516	22,250	1,266
HEWLETT PACKARD CO	10/16/09	05/14/10	4,468	4,589	(120)
HOME DEPOT	12/02/09	05/14/10	277,447	222,989	54,459
HONEYWELL INTL INC	08/03/09	05/14/10	40,430	31,387	9,043
HONEYWELL INTL INC	08/04/09	05/14/10	58,500	45,881	12,619
HONEYWELL INTL INC	08/07/09	05/14/10	54,886	44,310	10,576
HONEYWELL INTL INC	08/17/09	05/14/10	44,044	34,056	9,988
HONEYWELL INTL INC	08/18/09	05/14/10	28,234	21,762	6,471
HONEYWELL INTL INC	09/02/09	05/14/10	22,587	17,985	4,602
HONEYWELL INTL INC	10/16/09	05/14/10	16,263	13,665	2,597
INTEL CORP	08/03/09	05/14/10	34,780	31,153	3,628
INTEL CORP	08/04/09	05/14/10	87,114	77,344	9,770
INTEL CORP	08/07/09	05/14/10	22,212	19,177	3,034
INTEL CORP	08/17/09	05/14/10	34,889	29,817	5,072
INTEL CORP	08/18/09	05/14/10	22,862	19,623	3,239
INTEL CORP	08/21/09	05/14/10	32,505	28,260	4,245
INTEL CORP	10/16/09	05/14/10	4,551	4,244	307
INTL BUSINESS MACHINE	08/03/09	05/14/10	36,475	33,564	2,912
INTL BUSINESS MACHINE	08/04/09	05/14/10	48,851	44,790	4,061
INTL BUSINESS MACHINE	08/07/09	05/14/10	50,154	45,934	4,220
INTL BUSINESS MACHINE	08/17/09	05/14/10	34,521	30,904	3,617
INTL BUSINESS MACHINE	08/18/09	05/14/10	24,100	21,760	2,340
INTL BUSINESS MACHINE	09/02/09	05/14/10	26,054	23,310	2,744
INTL BUSINESS MACHINE	09/15/09	05/14/10	39,081	35,763	3,318
ITT CORP	08/03/09	05/14/10	65,625	62,039	3,586
ITT CORP	08/04/09	05/14/10	17,569	16,515	1,054
ITT CORP	08/07/09	05/14/10	46,764	44,678	2,086
ITT CORP	08/17/09	05/14/10	33,329	31,127	2,202
ITT CORP	08/18/09	05/14/10	21,703	20,445	1,257
ITT CORP	09/02/09	05/14/10	20,669	19,940	730
ITT CORP	10/16/09	05/14/10	5,426	5,720	(294)
ITT CORP	03/19/10	05/14/10	25,837	26,423	(587)
JOHNSON & JOHNSON CO	08/03/09	05/14/10	65,415	62,300	3,115

PART IV - CAPITAL GAINS & LOSSES

STOCK	Purchase		Sale Amount	Purchase Cost	Gain / (Loss)
	Date	Sale Date			
JOHNSON & JOHNSON CO	08/04/09	05/14/10	15,636	14,900	735
JOHNSON & JOHNSON CO	08/07/09	05/14/10	82,646	77,892	4,754
JOHNSON & JOHNSON CO	08/18/09	05/14/10	22,018	20,589	1,429
JOHNSON & JOHNSON CO	08/26/09	05/14/10	31,910	30,654	1,256
JOHNSON & JOHNSON CO	10/16/09	05/14/10	16,274	15,445	829
JP MORGAN CHASE & CO	08/03/09	05/14/10	30,946	30,896	50
JP MORGAN CHASE & CO	08/04/09	05/14/10	77,563	78,001	(438)
JP MORGAN CHASE & CO	08/06/09	05/14/10	29,359	30,050	(691)
JP MORGAN CHASE & CO	08/17/09	05/14/10	8,728	9,081	(353)
JP MORGAN CHASE & CO	08/18/09	05/14/10	19,242	20,209	(967)
JP MORGAN CHASE & CO	08/26/09	05/14/10	19,837	21,774	(1,937)
JP MORGAN CHASE & CO	10/16/09	05/14/10	3,769	4,414	(645)
JP MORGAN CHASE & CO	11/10/09	05/14/10	12,894	14,228	(1,334)
JP MORGAN CHASE & CO	03/19/10	05/14/10	19,837	21,625	(1,787)
KIMBERLY CLARK CORP	08/03/09	05/14/10	67,712	63,832	3,880
KIMBERLY CLARK CORP	08/04/09	05/14/10	14,158	13,519	639
KIMBERLY CLARK CORP	08/07/09	05/14/10	83,101	77,651	5,451
KIMBERLY CLARK CORP	08/18/09	05/14/10	18,159	17,201	958
KIMBERLY CLARK CORP	08/26/09	05/14/10	24,623	23,940	683
KIMBERLY CLARK CORP	09/15/09	05/14/10	18,467	17,285	1,182
KIMBERLY CLARK CORP	10/16/09	05/14/10	308	296	11
KROGER COMPANY	08/03/09	05/14/10	64,032	61,614	2,417
KROGER COMPANY	08/04/09	05/14/10	16,092	15,523	569
KROGER COMPANY	08/07/09	05/14/10	83,699	78,709	4,990
KROGER COMPANY	08/18/09	05/14/10	21,456	20,112	1,344
KROGER COMPANY	08/21/09	05/14/10	33,524	32,009	1,515
KROGER COMPANY	09/15/09	05/14/10	22,350	20,288	2,062
LINCOLN NATIONAL CORP	08/03/09	05/14/10	40,203	31,713	8,491
LINCOLN NATIONAL CORP	08/04/09	05/14/10	95,536	77,733	17,803
LINCOLN NATIONAL CORP	08/06/09	05/14/10	39,083	30,592	8,491
LINCOLN NATIONAL CORP	08/17/09	05/14/10	15,829	12,622	3,207
LINCOLN NATIONAL CORP	08/18/09	05/14/10	21,993	17,882	4,111
LINCOLN NATIONAL CORP	08/26/09	05/14/10	16,810	14,754	2,056
LINCOLN NATIONAL CORP	11/10/09	05/14/10	28,016	24,718	3,299
LINCOLN NATIONAL CORP	12/03/09	05/14/10	28,016	22,499	5,518
MICROSOFT CORP	08/03/09	05/14/10	37,381	30,953	6,428
MICROSOFT CORP	08/04/09	05/14/10	94,315	77,441	16,874
MICROSOFT CORP	08/07/09	05/14/10	18,403	15,149	3,254
MICROSOFT CORP	08/17/09	05/14/10	37,956	30,822	7,134
MICROSOFT CORP	08/18/09	05/14/10	25,879	21,060	4,819
MICROSOFT CORP	08/26/09	05/14/10	28,755	24,610	4,145
NEWELL RUBBERMAIND INC	08/03/09	05/14/10	38,306	32,041	6,266
NEWELL RUBBERMAIND INC	08/04/09	05/14/10	53,678	45,426	8,252
NEWELL RUBBERMAIND INC	08/07/09	05/14/10	52,539	44,982	7,557
NEWELL RUBBERMAIND INC	08/17/09	05/14/10	42,780	34,941	7,839
NEWELL RUBBERMAIND INC	08/18/09	05/14/10	24,806	20,297	4,509
NEWELL RUBBERMAIND INC	08/26/09	05/14/10	32,532	27,851	4,681
OCCIDENTAL PETROLEUM	08/03/09	05/14/10	35,740	32,058	3,682
OCCIDENTAL PETROLEUM	08/04/09	05/14/10	86,508	76,956	9,552
OCCIDENTAL PETROLEUM	08/07/09	05/14/10	20,713	17,972	2,741
OCCIDENTAL PETROLEUM	08/17/09	05/14/10	39,396	32,955	6,440
OCCIDENTAL PETROLEUM	08/18/09	05/14/10	23,150	19,602	3,548

PART IV - CAPITAL GAINS & LOSSES

STOCK	Purchase	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
	Date				
OCCIDENTAL PETROLEUM	09/15/09	05/14/10	20,307	19,447	860
OMNICOM GROUP	08/03/09	05/14/10	37,631	32,227	5,404
OMNICOM GROUP	08/04/09	05/14/10	89,987	76,786	13,202
OMNICOM GROUP	08/07/09	05/14/10	15,748	13,690	2,058
OMNICOM GROUP	08/12/09	05/14/10	61,355	52,229	9,126
OMNICOM GROUP	09/02/09	05/14/10	20,452	17,685	2,767
OMNICOM GROUP	10/16/09	05/14/10	6,340	5,911	429
OMNICOM GROUP	11/10/09	05/14/10	16,361	14,623	1,738
PARKER HANNIFIN CORP	08/03/09	05/14/10	46,311	32,536	13,775
PARKER HANNIFIN CORP	08/04/09	05/14/10	104,199	75,372	28,827
PARKER HANNIFIN CORP	08/07/09	05/14/10	19,186	14,099	5,087
PARKER HANNIFIN CORP	08/17/09	05/14/10	42,672	30,526	12,146
PARKER HANNIFIN CORP	08/18/09	05/14/10	30,102	21,625	8,477
PARKER HANNIFIN CORP	09/02/09	05/14/10	33,079	23,784	9,295
PEPSICO CORP	08/03/09	05/14/10	18,073	16,994	1,079
PFIZER INC	08/03/09	05/14/10	62,701	62,002	698
PFIZER INC	08/04/09	05/14/10	15,029	14,953	76
PFIZER INC	08/07/09	05/14/10	47,268	47,001	267
PFIZER INC	08/12/09	05/14/10	32,320	31,657	663
PFIZER INC	08/18/09	05/14/10	18,988	18,704	284
PFIZER INC	08/26/09	05/14/10	24,240	25,287	(1,047)
PFIZER INC	03/03/10	05/14/10	18,342	19,573	(1,231)
PINEY BOWES INC	08/03/09	05/14/10	71,324	63,015	8,310
PINEY BOWES INC	08/04/09	05/14/10	16,495	14,619	1,877
PINEY BOWES INC	08/07/09	05/14/10	41,587	39,934	1,652
PINEY BOWES INC	08/12/09	05/14/10	46,465	44,192	2,273
PINEY BOWES INC	08/18/09	05/14/10	12,662	11,717	945
PINEY BOWES INC	09/02/09	05/14/10	23,233	21,640	1,593
PINEY BOWES INC	03/19/10	05/14/10	11,616	12,214	(598)
PPG INDUSTRIES	08/03/09	05/14/10	38,003	33,140	4,863
PPG INDUSTRIES	08/04/09	05/14/10	85,751	74,934	10,817
PPG INDUSTRIES	08/07/09	05/14/10	20,788	17,917	2,872
PPG INDUSTRIES	08/12/09	05/14/10	45,474	38,758	6,716
PPG INDUSTRIES	08/18/09	05/14/10	22,737	18,542	4,195
PPG INDUSTRIES	08/26/09	05/14/10	32,482	27,243	5,238
PROCTER & GAMBLE CO	08/03/09	05/14/10	70,237	62,111	8,126
PROCTER & GAMBLE CO	08/04/09	05/14/10	16,857	14,995	1,862
PROCTER & GAMBLE CO	08/06/09	05/14/10	36,835	30,302	6,534
PROCTER & GAMBLE CO	08/07/09	05/14/10	25,597	21,352	4,246
PROCTER & GAMBLE CO	08/17/09	05/14/10	32,153	27,021	5,132
PROCTER & GAMBLE CO	08/18/09	05/14/10	24,661	20,729	3,932
PROCTER & GAMBLE CO	08/21/09	05/14/10	31,216	26,714	4,502
SARA LEE CORP	08/03/09	05/14/10	42,205	30,734	11,471
SARA LEE CORP	08/04/09	05/14/10	63,197	46,666	16,531
SARA LEE CORP	08/07/09	05/14/10	105,182	76,809	28,373
SARA LEE CORP	08/12/09	05/14/10	29,360	19,540	9,820
SARA LEE CORP	08/17/09	05/14/10	1,248	789	459
SARA LEE CORP	08/18/09	05/14/10	29,727	18,974	10,753
SARA LEE CORP	08/26/09	05/14/10	29,360	19,560	9,800
SHERWIN WILLIAMS CO	08/03/09	05/14/10	45,542	34,825	10,717
SHERWIN WILLIAMS CO	08/04/09	05/14/10	56,051	43,155	12,896
SHERWIN WILLIAMS CO	08/07/09	05/14/10	54,494	43,484	11,011

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase		Sale Amount	Purchase Cost	Gain / (Loss)
	Date	Sale Date			
SHERWIN WILLIAMS CO	08/17/09	05/14/10	40,092	31,171	8,921
SHERWIN WILLIAMS CO	08/18/09	05/14/10	28,804	22,263	6,541
SHERWIN WILLIAMS CO	08/26/09	05/14/10	38,924	30,365	8,560
SHERWIN WILLIAMS CO	10/16/09	05/14/10	4,282	3,460	822
SHERWIN WILLIAMS CO	11/10/09	05/14/10	23,355	17,816	5,539
STATE STREET CORP	08/03/09	05/14/10	26,072	32,703	(6,630)
STATE STREET CORP	08/04/09	05/14/10	58,098	75,674	(17,575)
STATE STREET CORP	08/06/09	05/14/10	23,198	29,916	(6,718)
STATE STREET CORP	08/17/09	05/14/10	18,887	22,756	(3,869)
STATE STREET CORP	08/18/09	05/14/10	16,013	19,601	(3,588)
STATE STREET CORP	09/02/09	05/14/10	20,529	25,200	(4,670)
STATE STREET CORP	10/16/09	05/14/10	3,490	4,527	(1,037)
STATE STREET CORP	11/10/09	05/14/10	45,165	47,462	(2,297)
STATE STREET CORP	12/03/09	05/14/10	20,529	20,694	(165)
SYMANTEC CORP	08/03/09	05/14/10	65,122	61,514	3,607
SYMANTEC CORP	08/04/09	05/14/10	18,147	17,492	655
SYMANTEC CORP	08/07/09	05/14/10	48,018	46,644	1,374
SYMANTEC CORP	08/17/09	05/14/10	39,828	36,828	3,000
SYMANTEC CORP	08/18/09	05/14/10	21,359	19,990	1,369
SYMANTEC CORP	09/02/09	05/14/10	1,606	1,504	102
SYMANTEC CORP	09/15/09	05/14/10	16,060	15,638	422
SYMANTEC CORP	10/16/09	05/14/10	4,577	4,742	(165)
TEXAS INSTRUMENTS	08/03/09	05/14/10	32,837	32,264	573
TEXAS INSTRUMENTS	08/04/09	05/14/10	48,762	48,128	634
TEXAS INSTRUMENTS	08/07/09	05/14/10	48,762	47,810	952
TEXAS INSTRUMENTS	08/12/09	05/14/10	24,690	23,880	810
TEXAS INSTRUMENTS	08/17/09	05/14/10	11,234	10,660	574
TEXAS INSTRUMENTS	08/18/09	05/14/10	21,603	20,641	962
TEXAS INSTRUMENTS	09/15/09	05/14/10	24,690	24,770	(80)
TEXAS INSTRUMENTS	10/16/09	05/14/10	29,381	27,187	2,194
TRAVELERS COS INC	08/03/09	05/14/10	72,384	63,829	8,556
TRAVELERS COS INC	08/04/09	05/14/10	16,394	14,872	1,522
TRAVELERS COS INC	08/07/09	05/14/10	47,920	45,192	2,728
TRAVELERS COS INC	08/17/09	05/14/10	34,553	31,989	2,564
TRAVELERS COS INC	08/18/09	05/14/10	21,942	20,423	1,519
TRAVELERS COS INC	08/26/09	05/14/10	30,265	29,208	1,057
TRAVELERS COS INC	10/16/09	05/14/10	7,062	6,840	222
TYCO ELECTRONICS LTD	08/03/09	05/14/10	42,291	32,707	9,584
TYCO ELECTRONICS LTD	08/04/09	05/14/10	62,430	48,130	14,300
TYCO ELECTRONICS LTD	08/07/09	05/14/10	61,567	47,563	14,004
TYCO ELECTRONICS LTD	08/17/09	05/14/10	40,565	31,451	9,114
TYCO ELECTRONICS LTD	08/18/09	05/14/10	22,584	17,669	4,915
TYCO ELECTRONICS LTD	09/02/09	05/14/10	28,770	21,628	7,142
TYCO ELECTRONICS LTD	10/16/09	05/14/10	11,220	9,312	1,908
UNITED TECHNOLOGIES CORP	08/03/09	05/14/10	41,515	32,222	9,293
UNITED TECHNOLOGIES CORP	08/04/09	05/14/10	100,771	77,898	22,873
UNITED TECHNOLOGIES CORP	08/07/09	05/14/10	21,290	16,716	4,574
UNITED TECHNOLOGIES CORP	08/17/09	05/14/10	36,902	29,214	7,688
UNITED TECHNOLOGIES CORP	08/18/09	05/14/10	24,483	19,596	4,887
UNITED TECHNOLOGIES CORP	09/15/09	05/14/10	21,290	18,446	2,843
VERIZON COMMUNICATIONS	08/03/09	05/14/10	56,403	63,074	(6,671)
VERIZON COMMUNICATIONS	08/04/09	05/14/10	15,890	17,604	(1,714)

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase Date	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
VERIZON COMMUNICATIONS	08/07/09	05/14/10	72,580	79,142	(6,563)
VERIZON COMMUNICATIONS	08/17/09	05/14/10	4,008	4,250	(242)
VERIZON COMMUNICATIONS	08/18/09	05/14/10	21,330	22,527	(1,197)
VERIZON COMMUNICATIONS	09/02/09	05/14/10	14,316	15,085	(769)
VERIZON COMMUNICATIONS	10/16/09	05/14/10	36,218	36,553	(335)
VF CORP	08/03/09	05/14/10	47,746	38,153	9,593
VF CORP	08/04/09	05/14/10	52,644	42,337	10,306
VF CORP	08/07/09	05/14/10	52,644	43,917	8,727
VF CORP	08/12/09	05/14/10	40,809	33,333	7,476
VF CORP	08/17/09	05/14/10	4,897	3,881	1,016
VF CORP	08/18/09	05/14/10	28,566	22,747	5,819
VF CORP	10/16/09	05/14/10	11,835	11,072	763
WAL MART STORES	08/03/09	05/14/10	65,439	62,300	3,139
WAL MART STORES	08/04/09	05/14/10	15,705	15,032	673
WAL MART STORES	08/07/09	05/14/10	82,453	77,676	4,777
WAL MART STORES	08/18/09	05/14/10	12,826	12,605	221
WAL MART STORES	08/21/09	05/14/10	31,411	30,989	422
WAL MART STORES	09/15/09	05/14/10	10,470	10,015	455
WAL MART STORES	10/16/09	05/14/10	1,571	1,540	31
WELLPOINT INC	08/03/09	05/14/10	20,280	20,477	(197)
WELLPOINT INC	08/04/09	05/14/10	79,278	79,452	(174)
WELLPOINT INC	08/07/09	05/14/10	21,334	20,780	554
WELLPOINT INC	08/17/09	05/14/10	23,704	24,190	(486)
WELLPOINT INC	08/18/09	05/14/10	21,071	21,415	(345)
WELLPOINT INC	09/02/09	05/14/10	21,071	21,575	(504)
WELLPOINT INC	10/16/09	05/14/10	56,627	49,888	6,739
XEROX CORP	08/03/09	05/14/10	36,467	30,503	5,964
XEROX CORP	08/04/09	05/14/10	59,946	50,134	9,813
XEROX CORP	08/07/09	05/14/10	54,601	46,157	8,444
XEROX CORP	08/17/09	05/14/10	43,361	35,024	8,337
XEROX CORP	08/18/09	05/14/10	24,028	19,710	4,318
XEROX CORP	09/02/09	05/14/10	1,998	1,674	324
XEROX CORP	10/16/09	05/14/10	72,635	55,245	17,390
AON CORP	07/30/09	05/19/10	8,450	8,333	117
AON CORP	08/04/09	05/19/10	22,399	22,055	344
APOLLO GROUP INC	09/30/09	05/14/10	15,221	20,952	(5,731)
APOLLO GROUP INC	10/01/09	05/14/10	13,843	18,944	(5,102)
APOLLO GROUP INC	10/15/09	05/14/10	5,092	7,178	(2,086)
HOME DEPOT	03/03/10	05/19/10	29,887	27,548	2,339
LOCKHEED MARTIN CORP	07/30/09	05/05/10	20,297	17,958	2,339
METLIFE INC	07/30/09	05/14/10	8,018	6,436	1,582
METLIFE INC	08/04/09	05/14/10	23,642	20,858	2,784
METLIFE INC	07/30/09	04/28/10	30,412	22,792	7,620
WELLS FARGO & CO INC	07/30/09	05/14/10	21,582	16,574	5,009
WELLS FARGO & CO INC	08/04/09	05/14/10	8,985	7,281	1,704
AMEREN CORP	07/30/09	05/13/10	4,974	5,031	(57)
AMEREN CORP	08/04/09	05/13/10	3,699	3,697	1
ANADARKO PETROLEUM CORP	08/04/09	05/17/10	4,814	4,238	576
ANADARKO PETROLEUM CORP	08/06/09	05/17/10	11,327	10,042	1,285
SYBASE INC	02/23/10	05/21/10	28,832	19,670	9,162
GENTEX CORP	07/30/09	05/13/10	2,055	1,446	609
GENTEX CORP	07/30/09	05/12/10	6,816	4,771	2,045

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase Date	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
ITRON INC	08/04/09	05/10/10	7,118	5,069	2,049
ITRON INC	08/06/09	05/10/10	3,862	2,650	1,212
JONES LANG LASALLE INC	08/06/09	05/11/10	3,756	2,067	1,689
JONES LANG LASALLE INC	08/26/09	05/11/10	2,237	1,262	976
JONES LANG LASALLE INC	08/04/09	05/10/10	1,768	897	871
JONES LANG LASALLE INC	08/06/09	05/10/10	8,224	4,705	3,519
JONES LANG LASALLE INC	08/04/09	04/28/10	4,147	1,988	2,159
SIMPSON MANUFACTURING CO	07/30/09	05/11/10	2,824	2,451	373
STRAYER EDUCATION INC	08/04/09	05/10/10	6,817	6,370	448
UNITED STATES TREASURY BILL DUE 6/3/10	05/06/10	06/03/10	826,000	825,934	66
UNITED STATES TREASURY BILL DUE 6/3/10	05/27/10	06/03/10	5,275,000	5,274,892	108
UNITED STATES TREASURY BILL DUE 6/3/10	05/27/10	06/03/10	7,040,000	7,039,853	147
UNITED STATES TREASURY BILL DUE 6/10/10	05/17/10	06/10/10	4,136,000	4,135,609	391
UNITED STATES TREASURY BILL DUE 6/10/10	06/02/10	06/17/10	4,387,000	4,386,903	97
UNITED STATES TREASURY BILL DUE 6/17/10	05/20/10	06/17/10	3,320,000	3,319,624	376
UNITED STATES TREASURY BILL DUE 6/17/10	06/02/10	06/17/10	4,386,000	4,385,766	234
UNITED STATES TREASURY BILL DUE 6/24/10	05/27/10	06/24/10	1,886,000	1,885,793	207
UNITED STATES TREASURY BILL DUE 6/24/10	06/02/10	06/24/10	4,386,000	4,385,647	353
UNITED STATES TREASURY BILL DUE 6/24/10	06/15/10	06/24/10	2,111,000	2,110,991	9
UNITED STATES TREASURY BILL DUE 6/15/10	06/10/10	06/15/10	4,111,000	4,110,939	61
PEPSI BOTTLING GROUP INC	08/03/09	03/14/10	32,171	28,276	3,895
AON CORP	09/09/09	06/10/10	12,472	13,996	(1,524)
AON CORP	10/15/09	06/10/10	9,573	10,454	(880)
AON CORP	08/04/09	06/09/10	9,769	10,191	(423)
AON CORP	09/09/09	06/09/10	11,257	12,627	(1,370)
EATON CORP	08/04/09	05/27/10	47,137	36,393	10,744
EATON CORP	10/15/09	05/27/10	11,107	9,513	1,595
HASBRO INC	07/30/09	06/23/10	21,579	13,766	7,814
HASBRO INC	08/04/09	06/23/10	7,810	4,979	2,830
KELLOGG CO	03/10/10	05/26/10	31,947	31,588	359
TOTAL SA FRANCE SPONADR	08/04/09	06/15/10	31,199	35,186	(3,987)
DELL INC	07/30/09	06/09/10	1,754	1,953	(199)
DELL INC	08/04/09	06/09/10	7,078	7,638	(559)
DELL INC	08/06/09	06/09/10	6,891	7,572	(681)
DELL INC	10/15/09	06/09/10	2,255	2,759	(504)
INTEGRYS ENERGY GROUP INC	07/30/09	06/03/10	2,941	2,209	732
INTEGRYS ENERGY GROUP INC	08/04/09	06/03/10	6,560	4,928	1,633
INTEGRYS ENERGY GROUP INC	08/06/09	06/03/10	6,560	4,905	1,656
INTEGRYS ENERGY GROUP INC	10/15/09	06/03/10	4,524	3,478	1,046
MILLICOM INTL CELLULAR SA NEW	07/30/09	06/24/10	2,155	1,848	306
NOBILE ENERGY INC	07/30/09	06/25/10	5,674	5,264	410
NOBILE ENERGY INC	08/04/09	06/25/10	4,098	4,042	56
NOBILE ENERGY INC	08/06/09	06/25/10	5,359	5,184	175
ALVARION LTD	08/04/09	06/25/10	232	459	(227)
ALVARION LTD	07/30/09	06/24/10	348	670	(322)
ALVARION LTD	08/04/09	06/24/10	134	261	(127)
ALVARION LTD	07/30/09	06/23/10	354	658	(304)
SOUTH JERSEY IND INC	07/30/09	06/24/10	2,307	1,972	335
SOUTH JERSEY IND INC	08/04/09	06/24/10	87	74	13
SOUTH JERSEY IND INC	07/30/09	06/23/10	10,344	8,783	1,561
EXXON MOBIL CORP	07/30/09	07/07/10	21,955	26,803	(4,848)
EXXON MOBIL CORP	08/04/09	07/07/10	6,563	7,932	(1,369)

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase Date	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
NIKE INC	09/17/09	07/07/10	29,481	25,495	3,985
NIKE INC	10/15/09	07/07/10	471	452	20
PNC FINANCIAL SVC	01/20/10	07/14/10	36,793	35,168	1,625
PNC FINANCIAL SVC	02/03/10	07/14/10	6,723	5,981	742
SHERWIN WILLIAMS CO	08/04/09	06/30/10	27,273	23,291	3,982
SHERWIN WILLIAMS CO	10/15/09	06/30/10	9,351	8,321	1,030
IVANHOE	07/30/09	07/13/10	7,868	3,571	4,297
NOBILE ENERGY INC	08/06/09	06/28/10	630	610	20
NOBILE ENERGY INC	10/15/09	06/28/10	630	725	(95)
SYBASE INC	02/23/10	07/20/10	24,971	16,828	8,143
SYBASE INC	02/23/10	07/19/10	4,215	2,841	1,374
ALVARION LTD	01/04/10	07/09/10	35	75	(40)
ALVARION LTD	01/05/10	07/09/10	202	436	(235)
ALVARION LTD	10/15/09	07/08/10	84	202	(119)
ALVARION LTD	12/28/09	07/08/10	265	559	(294)
ALVARION LTD	01/04/10	07/08/10	352	767	(414)
ALVARION LTD	10/15/09	07/07/10	373	901	(529)
ALVARION LTD	08/06/09	07/06/10	558	1,220	(663)
ALVARION LTD	10/15/09	07/06/10	31	70	(40)
ALVARION LTD	08/06/09	07/02/10	205	443	(238)
ALVARION LTD	08/05/09	07/01/10	201	430	(229)
ALVARION LTD	08/06/09	07/01/10	664	1,421	(756)
ALVARION LTD	08/04/09	06/29/10	332	702	(369)
ALVARION LTD	08/05/09	06/29/10	376	785	(409)
ALVARION LTD	08/04/09	06/28/10	284	571	(287)
ALVARION LTD	08/04/09	06/28/10	37	76	(39)
GENTEX CORP	07/30/09	07/07/10	5,678	4,816	863
GENTEX CORP	08/04/09	07/07/10	1,916	1,644	273
NUTRI / SYSTEMS	07/30/09	07/26/10	1,529	976	552
NUTRI / SYSTEMS	08/04/09	07/26/10	1,484	927	557
NUTRI / SYSTEMS	08/06/09	07/26/10	719	430	289
TIMBERLAND CO	07/30/09	07/07/10	3,947	3,205	742
ALLIANZ FIXED INCOME SHARES	07/30/09	07/26/10	1,914,477	1,773,885	140,592
ALLIANZ FIXED INCOME SHARES	08/05/09	07/26/10	294,887	270,826	24,062
US TREASURY INFLATION PROTECTED BOND 4/15/29	07/30/09	07/26/10	654,531	617,819	36,712
US TREASURY INFLATION PROTECTED BOND 4/15/29	08/05/09	07/26/10	95,998	89,941	6,057
US TREASURY INFLATION PROTECTED BOND 7/15/12	07/30/09	07/26/10	369,708	367,089	2,619
US TREASURY INFLATION PROTECTED BOND 7/15/12	08/05/09	07/26/10	10,305	10,248	58
US TREASURY INFLATION PROTECTED BOND 1/15/11	07/30/09	07/26/10	199,667	205,175	(5,507)
US TREASURY INFLATION PROTECTED BOND 1/15/11	08/05/09	07/26/10	13,989	14,395	(405)
US TREASURY INFLATION PROTECTED BOND 1/15/14	07/30/09	07/26/10	640,582	613,844	26,738
US TREASURY INFLATION PROTECTED BOND 1/15/14	08/05/09	07/26/10	76,469	73,395	3,073
US TREASURY INFLATION PROTECTED BOND 4/15/11	07/30/09	07/26/10	403,815	409,229	(5,414)
US TREASURY INFLATION PROTECTED BOND 4/15/11	08/05/09	07/26/10	117,129	118,853	(1,724)
US TREASURY BILL DUE 7/29/10	06/17/10	07/29/10	2,500,000	2,499,883	117
US TREASURY BILL DUE 7/29/10	07/08/10	07/29/10	1,950,000	1,949,840	161
US TREASURY BILL DUE 7/29/10	07/15/10	07/29/10	2,200,000	2,199,892	108
US TREASURY BILL DUE 7/15/10	06/15/10	07/15/10	2,000,000	1,999,965	35
US TREASURY BILL DUE 7/15/10	06/17/10	07/15/10	2,500,000	2,499,940	60
US TREASURY BILL DUE 7/08/10	06/10/10	07/08/10	4,111,000	4,110,897	103
US TREASURY BILL DUE 7/22/10	06/17/10	07/22/10	2,700,000	2,699,921	79
US TREASURY BILL DUE 7/22/10	07/08/10	07/22/10	1,950,000	1,949,908	92

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase Date	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
ALLIANZ FIXED INCOME SHARES	05/24/10	08/20/10	35,200	34,047	1,153
US TREASURY INFL. PROTECTED NOTE	05/26/10	08/20/10	57,887	58,093	(206)
ALLIANZ FIXED INCOME SHARES	08/05/09	08/20/10	1,151,414	1,032,196	119,217
US TREASURY INFL. PROTECTED NOTE 4/15/29	08/05/09	08/20/10	409,922	371,044	38,878
US TREASURY INFL. PROTECTED NOTE 07/15/12	08/05/09	08/20/10	263,840	262,476	1,364
US TREASURY INFL. PROTECTED NOTE 01/15/11	08/05/09	08/20/10	131,828	136,034	(4,206)
US TREASURY INFL. PROTECTED NOTE 01/15/14	08/05/09	08/20/10	396,137	378,841	17,296
US TREASURY INFL. PROTECTED NOTE 4/15/11	08/05/09	08/20/10	179,227	182,159	(2,932)
US TREASURY INFL. PROTECTED NOTE 07/15/12	07/30/09	08/19/10	3,862	3,836	26
US TREASURY INFL. PROTECTED NOTE 07/15/12	08/05/09	08/19/10	393,909	391,806	2,102
US TREASURY INFL. PROTECTED NOTE 07/15/12	07/30/09	08/17/10	612,175	607,336	4,839
US TREASURY NOTE 12/31/11	01/12/10	08/13/10	499,953	496,930	3,023
US TREASURY NOTE 12/31/11	01/14/10	08/13/10	37,295	37,058	237
US TREASURY NOTE 12/31/11	02/19/10	08/13/10	214,697	213,474	1,223
STRAYER EDUCATION INC	10/15/09	08/20/10	4,032	5,687	(1,655)
TIMBERLAND CO	07/30/09	07/28/10	215	156	59
TIMBERLAND CO	08/04/09	07/28/10	4,459	3,444	1,015
TIMBERLAND CO	08/06/09	07/28/10	1,379	1,034	345
WILMINGTON TRUST CORP	10/15/09	08/20/10	1,507	2,701	(1,194)
NEW JERSEY RESOURCES CRP	07/30/09	08/23/10	1,038	1,133	(95)
NEW JERSEY RESOURCES CRP	07/30/09	08/20/10	1,791	1,983	(192)
PARKWAY PROPERTIES	07/30/09	08/23/10	355	351	4
PARKWAY PROPERTIES	08/04/09	08/23/10	1,955	2,237	(281)
PARKWAY PROPERTIES	07/30/09	08/20/10	879	851	28
PARKWAY PROPERTIES	07/30/09	08/19/10	695	662	33
PARKWAY PROPERTIES	07/30/09	08/18/10	254	230	25
STRAYER EDUCATION INC	08/06/09	08/20/10	5,807	7,797	(1,991)
STRAYER EDUCATION INC	08/04/09	08/18/10	839	1,098	(259)
STRAYER EDUCATION INC	08/06/09	08/18/10	3,356	4,332	(976)
WILMINGTON TRUST CORP	08/06/09	08/20/10	1,737	2,515	(779)
WILMINGTON TRUST CORP	08/04/09	08/19/10	1,021	1,354	(333)
WILMINGTON TRUST CORP	08/06/09	08/19/10	1,758	2,441	(684)
WILMINGTON TRUST CORP	07/30/09	08/18/10	3,865	4,609	(744)
WILMINGTON TRUST CORP	08/04/09	08/18/10	2,641	3,378	(737)
IVANHOE	07/30/09	08/18/10	1,298	558	740
IVANHOE	08/04/09	08/18/10	9,864	4,742	5,121
SUNOCO INC	08/06/09	07/30/10	11,175	8,127	3,048
APACHE CORP	08/04/09	08/04/10	9,849	8,808	1,041
PNC FINANCIAL SVC	02/03/10	07/28/10	18,376	16,747	1,629
PNC FINANCIAL SVC	02/08/10	07/28/10	11,932	10,234	1,698
PNC FINANCIAL SVC	03/31/10	07/28/10	30,069	30,052	18
TOTAL SA FRANCE SPONADR	10/15/09	08/11/10	21,536	26,931	(5,396)
TOTAL SA FRANCE SPONADR	08/04/09	07/28/10	30,164	33,410	(3,246)
APACHE CORP	07/30/09	08/04/10	19,893	16,783	3,110
GOLDMAN SACHS GROUP	07/30/09	08/11/10	28,557	30,812	(2,255)
PG & E CORP	07/30/09	08/18/10	17,197	15,550	1,647
PG & E CORP	08/04/09	08/18/10	12,245	11,026	1,219
TOTAL SA FRANCE SPONADR	08/04/09	08/11/10	8,956	9,879	(922)
ISHARES BARCLAYS TIPS BOND FUND	07/29/09	08/09/10	88,230	82,935	5,295
ISHARES BARCLAYS TIPS BOND FUND	07/29/09	08/09/10	3,101,421	2,915,735	185,686
US TREASURY BILL DUE 08/26/10	07/29/09	08/26/10	5,650,000	5,649,370	630
US TREASURY BILL DUE 08/26/10	08/05/10	08/26/10	3,600,000	3,599,739	261

PART IV - CAPITAL GAINS & LOSSES

STOCK	Purchase		Sale Amount	Purchase Cost	Gain / (Loss)
	Date	Sale Date			
US TREASURY BILL DUE 08/05/10	06/23/10	08/05/10	7,700,000	7,699,403	597
US TREASURY BILL DUE 08/12/10	07/15/10	08/12/10	2,200,000	2,199,769	231
US TREASURY BILL DUE 08/19/10	07/22/10	08/19/10	3,800,000	3,799,598	402
FNMA DUE 10/01/39	01/13/10	09/14/10	97,511	97,143	368
US TREASURY NOTE 09/15/10	03/26/10	09/14/10	45,817	44,670	1,148
US TREASURY NOTE 01/31/11	08/13/10	09/14/10	361,094	360,914	180
US TREASURY NOTE 12/31/10	08/19/10	09/14/10	73,041	73,413	(372)
US TREASURY NOTE 08/15/05	09/28/09	09/14/10	64,826	62,404	2,422
FNMA PL 06/01/35	07/30/09	09/14/10	483,144	464,786	18,358
FNMA PL 01/01/36	08/05/09	09/14/10	256,156	245,593	10,563
FNMA PL 11/01/38	07/30/09	09/14/10	455,649	442,266	13,384
FNMA PL 11/01/38	08/05/09	09/14/10	66,595	64,400	2,195
FNMA PL 11/01/38	07/30/09	09/14/10	1,622,763	1,582,488	40,275
ALLIANZ FIXED INCOME SHARES	07/30/09	09/14/10	1,134,788	1,041,529	93,259
ALLIANZ FIXED INCOME SHARES	07/30/09	09/14/10	1,098,854	948,130	150,723
US TREASURY INFL PROT NOTE 7/15/12	08/05/09	09/14/10	175,008	174,080	928
US TREASURY INFL PROT. NOTE 4/15/11	07/30/09	09/14/10	460,833	467,668	(6,835)
US TREASURY INFL PROT. NOTE 8/15/05	09/09/09	09/14/10	242,540	232,810	9,730
JONES LANG LASALLE INC	10/15/09	09/27/10	7,398	4,545	2,853
SKYWORKS SOLUTIONS	10/22/09	09/22/10	7,209	4,085	3,124
TIMBERLAND CO	10/15/09	09/23/10	1,669	1,289	381
TIMBERLAND CO	10/15/09	09/22/10	355	272	83
DIONEX CORP	07/30/09	09/01/10	656	586	70
DIONEX CORP	07/30/09	08/31/10	3,060	2,735	326
DIONEX CORP	07/30/09	08/30/10	436	391	45
JONES LANG LASALLE INC	08/26/09	09/24/10	3,441	1,803	1,638
JONES LANG LASALLE INC	08/26/09	09/14/10	6,332	3,515	2,816
PLANTRONICS INC	07/30/09	09/14/10	1,291	1,037	254
QUALITY SYSTEMS	07/30/09	09/27/10	4,626	4,116	510
TIMBERLAND CO	08/06/09	09/22/10	3,218	2,309	909
CINTAS CORP	10/15/09	08/30/10	1,282	1,468	(186)
MCDERMOTT INTL	10/15/09	09/13/10	5,471	5,177	294
SUNOCO INC	10/15/09	09/01/10	1,538	1,466	73
CINTAS CORP	08/06/09	08/30/10	641	640	1
CINTAS CORP	07/30/09	08/27/10	5,128	5,008	120
CINTAS CORP	08/04/09	08/27/10	5,000	4,936	64
CINTAS CORP	08/06/09	08/27/10	4,359	4,355	4
HASBRO INC	07/30/09	09/02/10	4,703	2,903	1,800
MCDERMOTT INTL	07/30/09	09/13/10	3,647	2,570	1,077
MCDERMOTT INTL	08/04/09	09/13/10	2,972	2,317	655
MCDERMOTT INTL	08/06/09	09/13/10	2,904	2,333	571
SUNOCO INC	08/19/09	09/01/10	513	379	134
SUNOCO INC	08/27/09	09/01/10	5,812	4,630	1,182
SUNOCO INC	08/06/09	08/31/10	683	514	169
SUNOCO INC	08/06/09	08/31/10	171	129	42
SUNOCO INC	08/19/09	08/31/10	2,560	1,894	667
SUNOCO INC	08/06/09	08/30/10	8,549	6,450	2,099
NIKE INC	10/15/09	09/15/10	12,661	10,710	1,950
NIKE INC	01/27/10	09/15/10	21,050	17,563	3,487
NESTLE SA	08/04/09	09/08/10	30,868	23,926	6,942
PUBLIC SERVICE ENTERPRISE GROUP	08/04/09	09/15/10	29,884	30,778	(894)
VODAFONE GROUP	07/30/09	09/01/10	23,027	19,118	3,910

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase Date	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
VODAFONE GROUP	08/04/09	09/01/10	5,842	5,109	733
US TREASURY BILL DUE 9/23/10	08/19/10	09/23/10	1,100,000	1,099,849	151
US TREASURY BILL DUE 9/23/10	08/23/10	09/23/10	2,700,000	2,699,690	310
US TREASURY BILL DUE 9/02/10	08/05/10	09/02/10	3,600,000	3,599,614	386
US TREASURY BILL DUE 9/09/10	08/12/10	09/09/10	2,200,000	2,199,774	226
US TREASURY BILL DUE 9/09/10	08/26/10	09/09/10	1,000,000	999,959	41
US TREASURY BILL DUE 9/16/10	08/12/10	09/16/10	3,100,000	3,099,595	405
US TREASURY BILL DUE 9/16/10	08/26/10	09/16/10	3,000,000	2,999,752	248
US TREASURY BILL DUE 9/30/10	08/26/10	09/30/10	3,250,000	3,249,545	455
US TREASURY BILL DUE 9/30/10	09/02/10	09/30/10	3,600,000	3,599,681	319
HOME DEPOT	03/25/10	10/20/10	12,313	13,010	(697)
HOME DEPOT	03/30/10	10/20/10	557	589	(32)
HOME DEPOT	07/07/10	10/20/10	32,360	28,934	3,426
HOME DEPOT	03/03/10	10/13/10	12,671	12,856	(185)
HOME DEPOT	03/04/10	10/13/10	5,992	6,051	(59)
HOME DEPOT	03/24/10	10/13/10	31	32	(1)
HOME DEPOT	03/25/10	10/13/10	18,632	19,515	(883)
NIKE INC	01/27/10	09/29/10	16,438	13,109	3,330
NIKE INC	02/17/10	09/29/10	38,303	30,923	7,380
AT&T INC	07/30/09	10/06/10	28,106	25,789	2,317
NORTHROP GRUMMAN CORP	08/04/09	10/26/10	28,007	21,382	6,625
CREDO PETROLEUM CORP	07/30/09	10/18/10	262	395	(132)
CREDO PETROLEUM CORP	07/30/09	10/14/10	436	654	(218)
CREDO PETROLEUM CORP	07/30/09	10/08/10	231	346	(115)
CREDO PETROLEUM CORP	07/30/09	10/06/10	255	370	(115)
DIONEX CORP	07/30/09	10/13/10	2,554	1,888	666
IMMUCOR INC	07/30/09	10/20/10	1,302	1,281	21
IMMUCOR INC	08/04/09	10/20/10	1,268	1,254	13
IMMUCOR INC	08/06/09	10/20/10	1,268	1,266	2
IMMUCOR INC	10/15/09	10/20/10	548	597	(49)
NEW JERSEY RESOURCES CRP	07/30/09	10/20/10	3,495	3,480	15
SKYWORKS SOLUTIONS	10/22/09	10/26/10	10,466	5,372	5,093
SOUTH JERSEY IND INC	08/04/09	10/20/10	1,259	926	333
RIVERBED TECHNOLOGY CORP	11/02/09	10/22/10	23,586	8,987	14,599
RIVERBED TECHNOLOGY CORP	12/23/09	10/22/10	12,528	5,269	7,260
SKYWORKS SOLUTIONS	02/03/10	10/26/10	12,690	8,045	4,645
US TREASURY BILL DUE 10/21/10	09/30/10	10/21/10	3,000,000	2,999,842	158
US TREASURY BILL DUE 10/07/10	09/23/10	10/07/10	3,700,000	3,699,952	48
US TREASURY BILL DUE 10/14/10	09/17/10	10/14/10	5,250,000	5,249,650	350
US TREASURY BILL DUE 10/14/10	09/17/10	10/08/10	499,991	499,967	24
US TREASSURY BILL DUE 10/28/10	09/09/10	10/28/10	1,600,000	1,599,781	219
US TREASSURY BILL DUE 11/18/10	10/07/10	11/18/10	3,700,000	3,699,487	513
US TREASSURY BILL DUE 11/18/10	10/14/10	11/18/10	4,000,000	3,999,503	497
US TREASSURY BILL DUE 11/04/10	09/09/10	11/04/10	1,600,000	1,599,712	288
US TREASSURY BILL DUE 11/04/10	09/30/10	11/04/10	1,900,000	1,899,826	174
US TREASSURY BILL DUE 11/12/10	09/30/10	11/12/10	2,000,000	1,999,772	228
US TREASSURY BILL DUE 11/26/10	11/26/10	11/26/10	1,000,000	1,000,000	-
US TREASSURY BILL DUE 11/26/10	10/20/10	11/26/10	1,000,000	999,870	130
US TREASSURY BILL DUE 11/26/10	10/20/10	11/24/10	999,986	999,870	116
NATL-OILWELL VARCO	01/07/10	11/10/10	4,770	3,809	961
NATL-OILWELL VARCO	01/14/10	11/10/10	40,748	32,419	8,330
NATL-OILWELL VARCO	01/21/10	11/10/10	1,472	1,121	351

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase Date	Sale Date	Sale Amount	Purchase Cost	Gain / (Loss)
NATL-OILWELL VARCO	03/11/10	11/10/10	5,476	4,063	1,413
NATL-OILWELL VARCO	03/11/10	11/10/10	59	44	15
NATL-OILWELL VARCO	01/07/10	11/03/10	31,982	27,792	4,191
VODAFONE GROUP	08/04/09	11/17/10	31,886	25,568	6,319
CREDO PETROLEUM CORP	08/06/09	11/22/10	312	466	(153)
CREDO PETROLEUM CORP	08/04/09	11/17/10	16	25	(9)
CREDO PETROLEUM CORP	08/06/09	11/17/10	120	179	(59)
CREDO PETROLEUM CORP	08/04/09	11/11/10	56	89	(33)
CREDO PETROLEUM CORP	08/04/09	11/09/10	216	343	(127)
CREDO PETROLEUM CORP	08/04/09	11/05/10	434	687	(253)
CREDO PETROLEUM CORP	08/04/09	11/04/10	120	191	(71)
CREDO PETROLEUM CORP	08/04/09	11/02/10	192	305	(113)
CREDO PETROLEUM CORP	08/04/09	11/01/10	313	496	(183)
CREDO PETROLEUM CORP	07/30/09	10/29/10	241	370	(129)
CREDO PETROLEUM CORP	08/04/09	10/29/10	153	242	(89)
CREDO PETROLEUM CORP	07/30/09	10/28/10	176	271	(95)
DIONEX CORP	07/30/09	11/19/10	90	65	25
DIONEX CORP	08/04/09	11/19/10	3,254	2,395	858
DIONEX CORP	07/30/09	11/18/10	5,311	3,842	1,470
DIONEX CORP	07/30/09	11/17/10	2,574	1,888	686
LIFEWAY FOODS INS	07/30/09	11/10/10	120	151	(31)
LIFEWAY FOODS INS	07/30/09	11/11/10	370	466	(96)
LIFEWAY FOODS INS	07/30/09	11/09/10	307	390	(83)
LIFEWAY FOODS INS	07/30/09	11/05/10	633	793	(160)
LIFEWAY FOODS INS	07/30/09	11/04/10	150	189	(39)
LIFEWAY FOODS INS	07/30/09	11/02/10	180	227	(47)
LIFEWAY FOODS INS	07/30/09	11/01/10	178	227	(48)
FNMA PL DUE 02/01/36	08/05/09	11/15/10	150,506	145,992	4,513
FNMA PL DUE 02/01/36	08/05/09	10/29/10	137,783	133,141	4,642
FNMA PL DUE 05/01/38	08/05/09	11/15/10	617,387	596,450	20,937
FNMA PL DUE 05/01/38	08/05/09	10/29/10	167,969	162,133	5,836
FNMA PL DUE 11/01/38	08/05/09	11/15/10	148,717	144,125	4,592
FNMA PL DUE 11/01/38	08/05/09	10/29/10	133,714	129,397	4,317
FNMA PL DUE 11/01/38	07/30/09	10/29/10	206,232	204,087	2,145
ALLIANZ FIXED INCOME SHARES Series C	08/05/09	11/15/10	929,706	855,599	74,107
ALLIANZ FIXED INCOME SHARES Series C	07/30/09	10/29/10	907,771	815,378	92,392
ALLIANZ FIXED INCOME SHARES Series C	08/05/09	10/29/10	91,957	83,122	8,836
ALLIANZ FIXED INCOME SHARES Series M	07/30/09	11/15/10	89,948	78,483	11,465
ALLIANZ FIXED INCOME SHARES Series M	08/05/09	11/15/10	826,018	716,089	109,929
ALLIANZ FIXED INCOME SHARES Series M	07/30/09	10/29/10	982,248	835,898	146,350
US TSY INFL PROT NOTE DUE 7/15/12	08/05/09	11/15/10	236,781	235,938	843
US TSY INFL PROT NOTE DUE 7/15/12	09/10/09	11/15/10	29,598	29,645	(47)
US TSY INFL PROT NOTE DUE 7/15/12	08/05/09	10/29/10	40,028	39,734	293
US TSY INFL PROT NOTE DUE 4/15/11	08/05/09	11/15/10	306,881	312,736	(5,856)
US TSY INFL PROT NOTE DUE 4/15/11	07/30/09	10/29/10	160,140	162,891	(2,751)
US TSY INFL PROT NOTE DUE 4/15/11	08/05/09	10/29/10	130,114	132,520	(2,406)
US TSY NOTE DUE 2/15/15	09/28/09	11/15/10	88,097	84,999	3,098
US TSY NOTE DUE 2/15/15	10/29/09	11/15/10	103,709	99,830	3,880
US TSY NOTE DUE 2/15/15	09/28/09	10/29/10	196,307	187,213	9,094
US TSY INFL PROT BOND DUE 04/15/28	09/09/10	11/15/10	167,607	168,219	(612)
US TSY INFL PROT NOTE DUE 7/15/12	12/28/09	11/15/10	29,598	30,095	(497)
US TSY NOTE DUE 2/29/12	03/03/10	11/15/10	159,049	158,210	839

PART IV - CAPITAL GAINS & LOSSES

<u>STOCK</u>	Purchase		Sale Amount	Purchase Cost	Gain / (Loss)
	Date	Sale Date			
US TSY NOTE DUE 2/29/12	03/25/10	11/15/10	36,239	35,878	361
US TSY NOTE DUE 2/29/12	04/06/10	11/15/10	39,259	38,832	426
US TSY NOTE DUE 2/29/12	03/03/10	10/29/10	224,794	223,296	1,498
US TSY NOTE DUE 3/15/13	03/26/10	11/15/10	48,849	47,648	1,202
US TSY NOTE DUE 3/15/13	03/26/10	10/29/10	47,055	45,662	1,393
US TSY NOTE DUE 10/31/14	05/12/10	11/15/10	157,394	151,688	5,707
US TSY NOTE DUE 10/31/14	08/20/10	11/15/10	69,253	69,246	8
US TSY NOTE DUE 10/31/14	04/15/10	10/29/10	2,120	1,998	122
US TSY NOTE DUE 10/31/14	05/12/10	10/29/10	230,019	219,441	10,578
US TSY NOTE DUE 7/31/17	08/13/10	11/15/10	364,419	363,973	446
US TSY NOTE DUE 7/31/17	08/13/10	10/29/10	374,471	369,070	5,400
US TSY NOTE DUE 1/15/29	09/14/10	11/15/10	55,746	56,125	(378)
US TSY NOTE DUE 1/15/29	09/09/10	10/29/10	1,254	1,182	72
US TSY NOTE DUE 1/15/29	09/14/10	10/29/10	68,984	65,651	3,333
US TSY NOTE DUE 6/30/17	08/19/10	11/15/10	73,166	73,413	(247)
US TSY NOTE DUE 6/30/17	08/19/10	10/29/10	75,113	74,447	666
			301,542,978	297,901,513	3,641,466

TOTAL GAIN:	3,641,466
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NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/09 - 11/30/10

TIN: 04-6470644

STATEMENT 4

PART I, LINE 18 - TAXES

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	CHARITABLE PURPOSES
FOREIGN TAX PAID	1,535	
EXCISE TAX	501	
MASS ANNUAL REPORT FEE		250

PART I, LINE 23 - OTHER EXPENSES

DESCRIPTION	REVENUE & EXPENSES PER BOOKS	NET INVESTMENT INCOME
UBS FEES	272,689	272,689
BOSTON PRIVATE BANK	<u>11</u>	<u>11</u>
	272,700	272,700

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/09 - 11/30/10

TIN: 04-6470644

STATEMENT 6

PART II, LINE 10b - INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FAIR MARKET VALUE
UBS:		
Foundation Main	68,934,765	71,680,026
Strategic Advantage	7,011,750	7,557,336
MFS Large Cap Value	5,938,807	6,396,756
Anchor Mid Cap Value	1,665,857	1,948,476
Boston Trust Small Cap	1,809,295	2,191,888
PIMCO Total Return	<u>10,840,867</u>	<u>11,398,860</u>
	96,201,341	101,173,342

NEW BALANCE FOUNDATION
FORM 990-PF
TAX YEAR 12/01/09 - 11/30/10

TIN: 04-6470644

STATEMENT 6A

PART II, LINE 13 - INVESTMENTS - OTHER

DESCRIPTION	ENDING BOOK VALUE	ENDING FAIR MARKET VALUE
ADVEST	<u>503,385</u>	<u>559,244</u>
	503,385	559,244

PART VIII, LIST OF DIRECTORS & OFFICERS

NAME & ADDRESS	TITLE	TIME DEVOTED	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCOUNT & OTHER ALLOWANCES
ANNE M. DAVIS 20 GUEST STREET BOSTON, MA 02135	TRUSTEE	PART TIME = 2.0 hours per week	NONE	NONE	NONE
JAMES S. DAVIS 20 GUEST STREET BOSTON, MA 02135	TRUSTEE	PART TIME = 0.25 hours per week	NONE	NONE	NONE
PAUL R. GAURON 20 GUEST STREET BOSTON, MA 02135	TRUSTEE	PART TIME = 0.25 hours per week	NONE	NONE	NONE

PART XV - GRANTS AND CONTRIBUTIONS PAID

	<u>AMOUNT</u>
AfterSchool Partners, Inc.	\$5,000.00
Alfond Youth Center	\$75,000.00
Allston Brighton Community Development	\$5,000.00
Alzheimer's Association - Mass. Chapter	\$25,000.00
American Red Cross	\$20,000.00
Artists for Humanity	\$10,029.00
Bloomfield Elementary School	\$12,300.00
Boston Learning Center, Inc	\$10,000.00
Boston Medical Center	\$576,370.00
Boston Symphony Orchestra	\$21,242.00
Brighton Main Streets	\$15,000.00
Camp Sunshine	\$50,000.00
Canaan Elementary School	\$7,525.00
Caritas St. Elizabeth's Medical Center	\$5,000.00
Casa Myrna Vazquez, Inc.	\$20,000.00
Central Catholic High School	\$250,000.00
Charles River Watershed Association	\$5,000.00
Children's Hospital Boston	\$250,000.00
Children's Hospital Boston	\$1,500,000.00
Class, Inc.	\$25,000.00
Community Rowing	\$20,000.00
Dana Farber Cancer Institute	\$20,000.00
Esperanza Academy	\$15,000.00
Essex Art Center	\$10,000.00
Family Nurturing Center of Massachusetts	\$25,000.00
Franciscan Hospital for Children	\$225,000.00
Franciscan Hosspital for Children	\$10,000.00
Girls on The Run	\$50,000.00
Good Shepherd Food Bank	\$25,000.00
GoodSports, Inc	\$25,000.00
Greater Lawrence Community Boating	\$10,000.00
Greater Lawrence Family Health Center	\$120,000.00
Groundwork Lawrence	\$25,000.00
Habitat for Humanity for Greater Boston	\$4,000.00
Haley Hosue	\$10,000.00
Hill House	\$10,000.00
Jeanne Geiger Crisis Center, Inc.	\$1,250.00
Joseph M. Smith Community Health Center	\$10,000.00
Kaboom	\$2,500.00
Kaboom	\$85,000.00
Kid2Kid Inc	\$200,000.00
Kid2Kid, Inc.	\$50,000.00
Lawrence Boys & Girls Club	\$150,000.00
Lawrence General Hospital	\$10,000.00
Lawrence Partners in Education	\$10,000.00
Lazarus House	\$15,000.00

STATEMENT 8

PART XV - GRANTS AND CONTRIBUTIONS PAID

	<u>AMOUNT</u>
Maine General Health	\$5,000.00
Maine Medical Center	\$124,330.00
Massachusetts General Hospital	\$25,000.00
Merrimack Valley Habitat for Humanity	\$2,000.00
Merrimack Valley YMCA	\$20,000.00
MetroLacrosse	\$9,163.00
MetroLacrosse, Inc	\$250,000.00
Neighbors In Need, Inc.	\$7,500.00
New Englan Aquarium Corporation	\$25,000.00
New England Baptist Hospital	\$10,000.00
North Elementary School	\$25,000.00
Operation A.B.L.E. of Greater Boston, Inc	\$3,000.00
Partners in Health	\$100,000.00
Perkins School for the Blind	\$10,000.00
Pine Street Inn, Inc	\$10,000.00
Playworks	\$125,000.00
Redington Fairview General Hospital	\$236,007.00
Regis College	\$25,000.00
Rosie's Place	\$40,000.00
Squashbusters	\$20,000.00
Tenacity, Inc.	\$100,000.00
The Food Project	\$15,000.00
The Greater Boston Food Bank	\$10,000.00
The Maine Children's Home	\$25,000.00
The Town of Norway	\$15,000.00
The Upham's Corner Community Center	\$10,000.00
Third Sector New England	\$25,000.00
Tufts University (Freidman School of Nutrition Science & Policy)	\$500,000.00
Two / Ten Int'l Footwear Foundation	\$125,000.00
University of Massachusetts Boston	\$15,000.00
Verite, Inc.	\$10,000.00
West End House Boys & Girls Club	\$110,000.00
Wholesome Wave Foundation Charitable Ventures, Inc	\$25,000.00
WinterKids Education Foundation	\$35,000.00
Yawkey Sports Training Center	\$50,000.00
YMCA of Greater Boston	<u>\$70,000.00</u>
	\$6,237,216.00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

► **File a separate application for each return.**

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **►**

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on **e-file for Charities & Nonprofits**.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ **►**

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization New Balance Foundation	Employer identification number 04-6470644
	Number, street, and room or suite no. If a P.O. box, see instructions. 20 Guest Street	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Boston, Ma 02135-2088	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► **William Standley**

Telephone No. ► **617-746-2212** FAX No. ► **617-746-6212**

• If the organization does not have an office or place of business in the United States, check this box ☐ **►**

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **07/15**, 20 **11**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☐ calendar year 20 or
- ☒ tax year beginning **December 1**, 20 **09**, and ending **November 30**, 20 **10**.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	41,965
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	67,441
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☐ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing your return. See instructions	Name of exempt organization	Employer identification number
	Number, street, and room or suite no. If a P.O. box, see instructions.	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

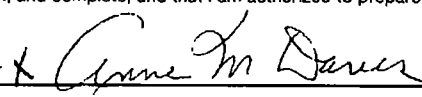
- The books are in the care of ☐ Telephone No. ☐ FAX No. ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until _____, 20_____.
- For calendar year _____, or other tax year beginning _____, 20_____, and ending _____, 20_____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension _____

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature Title **Trustee**

Date