

Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

2009

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 , **2009**, and ending , **20**

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: **RICHARD KING MELLON FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address): **500 GRANT STREET, 41ST FLOOR**

Room/suite: _____

City or town, state, and ZIP code: **PITTSBURGH, PA 15219-2502**

A Employer identification number: 25-1127705

B Telephone number (see page 10 of the instructions): (412) 392-2800

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16): \$ 1,839,427,098.

J Accounting method: Cash Accrual
 Other (specify) _____
 (Part I, column (d) must be on cash basis)

C If exemption application is pending, check here

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

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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)
1 Contributions, gifts, grants, etc. received (attach schedule) if the foundation is not required to attach Sch. B.				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3 Interest on savings and temporary cash investments	895,015.	895,091.		
4 Dividends and interest from securities	37,085,148.	30,805,892.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	-52,877,517.			
b Gross sales price for all assets on line 6a	1,497,666,387.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10 a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule) SCH.. F.	6,891,472.	9,653,286.		
12 Total. Add lines 1 through 11	-8,005,882.	41,354,269.		
13 Compensation of officers, directors, trustees, etc.	1,625,421.	599,896.		1,025,524.
14 Other employee salaries and wages	898,361.	266,717.		631,644.
15 Pension plans, employee benefits	797,578.	249,325.		548,253.
16 a Legal fees (attach schedule) SCHEDULE A	162,252.	56,913.		105,339.
b Accounting fees (attach schedule) SCH.. A.	60,121.	20,646.		39,475.
c Other professional fees (attach schedule) SCH.. A	5,191,817.	5,149,493.		42,324.
17 Interest				
18 Taxes (attach schedule) (see page 14 of the instructions) SCHEDULE B	1,328,818.	294,570.		0.
19 Depreciation (attach schedule) and depletion				
20 Occupancy	144,365.	0.		144,365.
21 Travel, conferences, and meetings	165,392.	53,340.		112,052.
22 Printing and publications	31,958.	0.		31,958.
23 Other expenses (attach schedule) SCH.. C.	232,369.	23,638.		208,731.
24 Total operating and administrative expenses. Add lines 13 through 23	10,638,452.	6,714,538.		2,889,665.
25 Contributions, gifts, grants paid	76,545,340.			76,545,340.
26 Total expenses and disbursements Add lines 24 and 25	87,183,792.	6,714,538.		79,435,005.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	-95,189,674.			
b Net investment income (if negative, enter -0-)		34,639,731.		
c Adjusted net income (if negative, enter -0-)			-0-	

POSTMARK DATE NOV 15 2010

Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedule 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 SCHEDULE G	8,645,849.	12,246,766.	12,236,921.	
	2	Savings and temporary cash investments SCHEDULE G	134,226,663.	121,070,641.	121,070,491.	
	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				
	10 a	Investments - U S and state government obligations (attach schedule) SCHEDULE G	34,631,823.	83,798,954.	83,293,590.	
	b	Investments - corporate stock (attach schedule) SCH. G	790,628,030.	715,017,353.	802,605,744.	
	c	Investments - corporate bonds (attach schedule) SCH. G	327,661,600.	270,678,137.	280,790,430.	
	11	Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule) SCHEDULE G	464,556,894.	474,534,354.	536,097,922.		
14	Land, buildings, and equipment basis ▶					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶ ATCH 1/SCHEDULE G)	3,000,000.	3,332,000.	3,332,000.		
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	1,763,350,859.	1,680,678,205.	1,839,427,098.		
Liabilities	17	Accounts payable and accrued expenses	5,402,543.	16,300,310.		
	18	Grants payable SCHEDULE J	36,676,667.	16,222,532.		
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ FEDERAL EXCISE TAX)	2,766,347.	6,385,595.		
23	Total liabilities (add lines 17 through 22)	44,845,557.	38,908,437.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted	1,718,505,302.	1,641,769,768.		
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>					
	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)	1,718,505,302.	1,641,769,768.			
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	1,763,350,859.	1,680,678,205.			

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 1,718,505,302.
2	Enter amount from Part I, line 27a	2 -95,189,674.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 2	3 18,454,140.
4	Add lines 1, 2, and 3	4 1,641,769,768.
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 1,641,769,768.

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 SCHEDULE D				P		
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			-71,683,521.			
b						
c						
d						
e						
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any				
a						
b						
c						
d						
e						
2 Capital gain net income or (net capital loss)				2	-71,683,521.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }						
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):				3	NONE	
{ 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. }						

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	65,381,588.	1,782,706,499.	0.036675
2007	108,178,613.	2,116,734,569.	0.051106
2006	93,520,371.	1,907,073,794.	0.049039
2005	76,804,954.	1,743,076,967.	0.044063
2004	80,554,421.	1,606,474,255.	0.050144
2 Total of line 1, column (d)			0.231027
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			0.046205
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			1,633,277,974.
5 Multiply line 4 by line 3			75,465,609.
6 Enter 1% of net investment income (1% of Part I, line 27b)			346,397.
7 Add lines 5 and 6			75,812,006.
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			79,435,005.

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	346,397.
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	346,397.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-	5	346,397.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	684,020.
b	Exempt foreign organizations-tax withheld at source	6b	0.
c	Tax paid with application for extension of time to file (Form 8868).	6c	50,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments Add lines 6a through 6d	7	734,020.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	387,623.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 387,623. Refunded <input type="checkbox"/> 11		

Part VII-A Statements Regarding Activities

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

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)		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ WWW.FDNCENTER.ORG/GRANTMAKER/RKMELLON	X	
14	The books are in care of ▶ JOHN J. TURCIK Telephone no. ▶ 412 392-2800 Located at ▶ 500 GRANT ST., 41ST FL., PITTSBURGH, PA ZIP + 4 ▶ 15219-2502		
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____		
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. ▶ _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? 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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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? Yes No
 If "Yes" to 6b, file Form 8870

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

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATTACHMENT 3		1,625,421.	435,802.	0.

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
STEPHEN P. ERB 500 GRANT ST., PGH., PA 15219	INVESTMENTS/TAX PART-TIME 10-15 HRS.	86,414.	34,656.	0.
ROSEANNE FARKASOVSKY 500 GRANT ST., PGH., PA 15219	ADMIN. 38 HOURS	67,336.	27,768.	0.
BRIAN HILL 500 GRANT ST., PGH., PA 15219	PROGRAM OFFICER 38 HOURS	134,514.	30,143.	0.
MICHAEL HORST 500 GRANT ST., PGH., PA 15219	INVESTMENTS PART-TIME 10-15 HRS.	82,500.	11,756.	0.
EDWARD J. MORGAN 500 GRANT ST., PGH., PA 15219	INVESTMENTS PART-TIME 10-15 HRS.	59,165.	10,001.	0.
Total number of other employees paid over \$50,000				2

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
T. ROWE PRICE ASSOCIATES, INC. 100 EAST PRATT STREET, BALTIMORE, MD	INVESTMENT MGMT.	580,077.
MARSICO CAPITAL MANAGEMENT 1200 17TH STREET, DENVER, CO	INVESTMENT MGMT.	341,172.
BNY MELLON, N.A. MELLON SQUARE, PITTSBURGH, PA	INV. CUSTODY / MGMT	587,461.
BLACKROCK FINANCIAL MANAGEMENT 40 EAST 52ND STREET, NEW YORK, NY	INVESTMENT MGMT.	643,985.
ARONSON + JOHNSON + ORTIZ, LLC 230 S. BROAD STREET, PHILADELPHIA, PA	INVESTMENT MGMT.	333,140.
Total number of others receiving over \$50,000 for professional services		14

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 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 PITTSBURGH GATEWAYS CORPORATION	332,000.
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3	332,000.

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	1,131,511,743.
b	Average of monthly cash balances	1b	103,516,580.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	423,121,904.
d	Total (add lines 1a, b, and c)	1d	1,658,150,227.
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	0.
3	Subtract line 2 from line 1d	3	1,658,150,227.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	24,872,253.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,633,277,974.
6	Minimum investment return. Enter 5% of line 5	6	81,663,899.

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	81,663,899.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	346,397.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	346,397.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	81,317,502.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	81,317,502.
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	81,317,502.

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	79,435,005.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	79,435,005.
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	346,397.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	79,088,608.

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				81,317,502.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			25,090,373.	
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 79,435,005.				
a Applied to 2008, but not more than line 2a			25,090,373.	
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				54,344,632.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b				
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				
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				26,972,870.
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)				
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				0.

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities 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 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).)

NONE

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

NONE

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

Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see 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:

SCHEDULE H

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

SCHEDULE H

c Any submission deadlines.

SCHEDULE H

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

SCHEDULE H

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 SCHEDULE I				76,545,340.
Total.				76,545,340.
b Approved for future payment SCHEDULE J				16,222,532.
Total.				16,222,532.

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... a Transfers from the reporting foundation to a noncharitable exempt organization of... b Other transactions... c Sharing of facilities, equipment, mailing lists, other assets, or paid employees... d If the answer to any of the above is "Yes," complete the following schedule.

Table with 4 columns: (a) Line no, (b) Amount involved, (c) Name of noncharitable exempt organization, (d) Description of transfers, transactions, and sharing arrangements. Row 1 contains 'N/A' in columns (b) and (d).

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... [] Yes [X] No

b If "Yes," complete the following schedule

Table with 3 columns: (a) Name of organization, (b) Type of organization, (c) Description of relationship. All rows are empty.

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 block containing: Signature of officer or trustee, Date (11/15/10), Title (DIRECTOR), Preparer's signature, Date, Check if self-employed, Preparer's identifying number, Firm's name, address, and ZIP code, EIN, and Phone no.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity

5 Name, address, and ZIP code of pass-through entity
ACORN INVESTORS, LLC
2215-B RENAISSANCE DRIVE
LAS VEGAS NV 89119

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1 & 2		X	2,369,394.	2,368,270.	1,124.
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 ----- \$2,368,270 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 ----- \$2,368,270 WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
75-2713299

5 Name, address, and ZIP code of pass-through entity
AQUA INTERNATIONAL PARTNERS, LP
301 COMMERCE ST., SUITE 3300
FORT WORTH TX 76102

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065)		X	-187,583.	-187,583.	
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 9A		X	71,674.	54,601.	17,073.
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 ----- (\$132,982) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 ----- (\$132,982) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return **RICHARD KING MELLON FOUNDATION** Identifying number **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity **98-0487470**
- 5 Name, address, and ZIP code of pass-through entity
**CARLYLE ASIA PARTNERS II, LP
1001 PENNSYLVANIA AVE., SUITE 220S
WASHINGTON DC 20004**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity **01/01/2009 to 12/31/2009**
- 9 Your tax year **01/01/2009 to 12/31/2009**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 5		X	27,055.	21,644.	5,411.
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$21,644
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$21,644 WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return **RICHARD KING MELLON FOUNDATION** Identifying number **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity **20-2387136**
- 5 Name, address, and ZIP code of pass-through entity
**CARLYLE EUROPE REAL ESTATE PTR II
1001 PENNSYLVANIA AVE. SUITE 220S
WASHINGTON DC 20004**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity **01/01/2009 to 12/31/2009**
- 9 Your tax year **01/01/2009 to 12/31/2009**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 2		X	-416,921.	54,100.	-471,021.
12 FROM 2009 SCH. K-1 (FORM 1065) LINES 10 & 11		X	151,469.	90,836.	60,633.
13 FROM 2009 SCH. K-1 (FORM 1065) LINE 16M		X	742.	228.	514.

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$144,708
----- WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$144,708 WILL
----- BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-8891268

5 Name, address, and ZIP code of pass-through entity
CEREP III, LP
1001 PENNSYLVANIA AVE. SUITE 220S
WASHINGTON DC 20004

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 2		X	-293,052.	-102,820.	-190,232.
12 FROM 2009 SCH. K-1 (FORM 1065) LINES 10 & 11		X	-4,959.	-5,499.	540.
13 FROM 2009 SCH. K-1 (FORM 1065) LINE 16M		X	3,758.	3,068.	690.

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$111,387)
----- WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$111,387)
----- WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-3166450

5 Name, address, and ZIP code of pass-through entity
CARLYLE REALTY HALLEY COINV. IV LP
1001 PENNSYLVANIA AVE., SUITE 220S
WASHINGTON DC 20004

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 2		X	-145,632.	-145,179.	-453.
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 10		X	1,811.	1,811.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$143,368)
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$143,368)
 WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
52-2052290

5 Name, address, and ZIP code of pass-through entity
CARLYLE REALTY PARTNERS LP
1001 PENNSYLVANIA AVE., SUITE 220S
WASHINGTON DC 20004

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/21/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	8,590.	8,590.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$8,590

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$8,590 WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
52-2184600

6 Tax shelter registration number (if applicable) of pass-through entity

5 Name, address, and ZIP code of pass-through entity
CARLYLE REALTY PARTNER II LP
1001 PENNSYLVANIA AVE., SUITE 220S
WASHINGTON DC 20004

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 2		X	52,835.	52,835.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$52,835
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$52,835 WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return **RICHARD KING MELLON FOUNDATION** Identifying number **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity **20-0254092**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 5 Name, address, and ZIP code of pass-through entity
**CARLYLE REALTY PTRS III ALTERNATIVE
1001 PENNSYLVANIA AVE. SUITE 220S
WASHINGTON DC 20004**
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity **01/01/2009 to 12/31/2009**
- 9 Your tax year **01/01/2009 to 12/31/2009**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-33,765	-33,765	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$33,765)
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$33,765) WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

Identifying number

RICHARD KING MELLON FOUNDATION

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
26-2365866

5 Name, address, and ZIP code of pass-through entity
CRP III ALTERNATIVE AIV LP
1001 PENNSYLVANIA AVE, SUITE 220S
WASHINGTON DC 20004

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 2		X	-450,928.	-444,190.	-6,738.
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 7		X	22,297.	3,057.	19,240.
13 FROM 2009 SCH. K-1 (FORM 1065) LINE 10		X	201,058.	164,003.	37,055.

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 ----- (\$277,130) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 ----- (\$277,130) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-1979695

5 Name, address, and ZIP code of pass-through entity
CARLYLE REALTY PARTNERS IV, LP
1001 PENNSYLVANIA AVE., SUITE 220S
WASHINGTON DC 20004

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065) 11 LINES 1 & 2		X	-499,022.	-358,104.	-104,918.
FROM 2009 SCH. K-1 (FORM 1065) 12 LINE 10		X	506.	495.	11.
FROM 2009 SCH. K-1 (FORM 1065) 13 LINE 11E		X	265,546.	233,279.	32,267.

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
----- (\$124,330) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
----- (\$124,330) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-5511868

5 Name, address, and ZIP code of pass-through entity

CARLYLE REALTY PARTNERS V LP
1001 PENNSYLVANIA AVE., SUITE 220S
WASHINGTON DC 20004

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 2		X	-582,984.	-420,299.	-162,685.
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 5		X	822,433.	125,997.	696,436.
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
----- (\$294,302) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
----- (\$294,302) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return Identifying number
RICHARD KING MELLON FOUNDATION **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity
26-2371785
- 5 Name, address, and ZIP code of pass-through entity
**CRP IV AIV, LP
1001 PENNSYLVANIA AVE., SUITE 220S
WASHINGTON DC 20004**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity
01/01/2009 to 12/31/2009
- 9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065) 11 LINES 1 & 2		X	-81,954.	-76,897.	-5,057.
FROM 2009 SCH. K-1 (FORM 1065) 12 LINE 10		X	16,479.	8,656.	7,823.
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 (\$68,241) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 (\$68,241) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
26-2367833

5 Name, address, and ZIP code of pass-through entity
CRP V AIV LP
1001 PENNSYLVANIA AVE., SUITE 220S
WASHINGTON DC 20004

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 2		X	-80,490.	-91,833.	11,343.
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 10		X	5,116.	5,116.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 (\$86,717) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 (\$86,717) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return Identifying number
25-1127705
RICHARD KING MELLON FOUNDATION

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity
26-1179627
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 5 Name, address, and ZIP code of pass-through entity
 CARLYLE REALTY PTRS V SCOPEL LP
 1001 PENNSYLVANIA AVE., SUITE 220S
 WASHINGTON DC 20004
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity
01/01/2009 to 12/31/2009
- 9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	1,297.	1,297.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$1,297

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$1,297 WILL BE

 REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-3304179

5 Name, address, and ZIP code of pass-through entity

CARLYLE REALTY MASTER COINV IV LP
1001 PENNSYLVANIA AVE., SUITE 220S
WASHINGTON DC 20004

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	31,959	31,959	
12 FROM 2009 SCH, K-1 (FORM 1065) LINE 11E		X	339,948	339,948	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
----- \$371,907 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
----- \$371,907 WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
75-3214255

5 Name, address, and ZIP code of pass-through entity
CARLYLE/RIVERSTONE MLP PTRS LP
712 FIFTH AVEUNE, 19TH FLOOR
NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065)					
11 LINE 1		X	3,916.	-697.	4,613.
FROM 2009 SCH. K-1 (FORM 1065)					
12 LINE 5		X		3.	-3.
FROM 2009 SCH. K-1 (FORM 1065)					
13 LINE 6A		X	107.	6.	101.

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$688)
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$688) WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
54-2105707

5 Name, address, and ZIP code of pass-through entity
CARLYLE/RIVERSTONE MLP PTRS. II LP
712 FIFTH AVENUE, 19TH FLOOR
NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065)					
11 LINE 1		X	38,129.	-5,247.	43,376.
FROM 2009 SCH. K-1 (FORM 1065)					
12 LINE 5		X		26.	-26.
FROM 2009 SCH, K-1 (FORM 1065)					
13 LINE 6A		X	807.	45.	762.

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$5,176)
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$5,176) WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
75-3124245

5 Name, address, and ZIP code of pass-through entity
C/R CDM INVESTMENT P'SHIP II LP
712 FIFTH AVENUE, 19TH FLOOR
NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065) 11 LINE 1		X	641,467.	641,467.	
FROM 2009 SCH, K-1 (FROM 1065) 12 LINE 10		X	301,846.	301,846.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$943,313
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$943,313 WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return Identifying number
RICHARD KING MELLON FOUNDATION **25-1127705**

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity 6 Tax shelter registration number (if applicable) of pass-through entity
20-4993320

5 Name, address, and ZIP code of pass-through entity 7 Internal Revenue Service Center where pass-through entity filed its return
C/R COBALT INVESTMENT P'SHIP LP **OGDEN, UT**
712 FIFTH AVENUE, 19TH FLOOR
NEW YORK NY 10019

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065)					
11 LINE 1		X	17,127.	17,127.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$17,127
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$17,127 WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
26-1990731

5 Name, address, and ZIP code of pass-through entity
C/R JADE PARTNERS LP
712 FIFTH AVENUE, 19TH FLOOR
NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	5,684.	5,684.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$5,684
 ----- WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$5,684 WILL
 ----- BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
04-3804319

5 Name, address, and ZIP code of pass-through entity
C/R LNG II INVESTMENT P'SHIP LP
712 FIFTH AVENUE, 19TH FLOOR
NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OF BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-3,512.	-3,512.	
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 20		X	-59,209.	-59,209.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR

 (\$62,721) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 (\$62,721) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity

5 Name, address, and ZIP code of pass-through entity
 C/R II NISKA US INVESTMENT P'SHIP
 712 FIFTH AVENUE, 19TH FLOOR
 NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
 OGDEN, UT

8 Tax year of pass-through entity
 01/01/2009 to 12/31/2009

9 Your tax year
 01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OF BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065) 11 LINE 1		X	46,886.	46,886.	
FROM 2009 SCH. K-1 (FORM 1065) 12 LINE 10		X	-398.	-398.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$46,488
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$46,488 WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
26-2219779

5 Name, address, and ZIP code of pass-through entity
C/R II NISKA CANADA INV. P'SHIP, LP
712 FIFTH AVENUE, 19TH FLOOR
NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-16,105.	-16,105.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$16,105)

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$16,105) WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
33-1113174

5 Name, address, and ZIP code of pass-through entity
C/R SEMGROUP INVESTMENT P'SHIP
712 FIFTH AVENUE, 19TH FLOOR
NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 11E		X	5,434,898.	4,758,472.	676,426.
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 10		X	255,355.	2,555,355.	
13 FROM 2009 SCH. K-1 (FORM 1065) LINE 13W		X	320.	320.	

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$5,014,147)
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$5,014,147)
 WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
33-1113174

5 Name, address, and ZIP code of pass-through entity

C/R SEMGROUP INVESTMENT P'SHIP
712 FIFTH AVENUE, 19TH FLOOR
NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2008 to 12/31/2008

9 Your tax year
01/01/2008 to 12/31/2008

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2008 SCH. K-1 (FORM 1065)					
11 LINE 1		X	-4,646,941.	389,896.	-5,036,837.
FROM 2008 SCH. K-1 (FORM 1065)					
12 LINE 10		X	116,364.	837,026.	-720,662.
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 \$1,226,922 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 \$1,226,922 WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-4058315

5 Name, address, and ZIP code of pass-through entity
C/R STALLION INVESTMENT P'SHIP LP
712 FIFTH AVENUE, 19TH FLOOR
NEW YORK NY 10019

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065)					
11 LINE 1		X	-308,754.	-308,754.	
FROM 2009 SCH. K-1 (FORM 1065)					
12 LINE 10		X	-20,167.	-20,167.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$328,921)

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$328,921) WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity
26-0005892
- 5 Name, address, and ZIP code of pass-through entity
DB REALTY MEZZANINE INV. FD II LLC
280 PARK AVE, 40TH FLOOR
NEW YORK NY 10017
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity
01/01/2009 to 12/31/2009
- 9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065)					
11 LINE 5		X	72,350.	36,102.	36,248.
FROM 2009 SCH. K-1 (FORM 1065)					
12 LINE 13H		X	2,912.	1,453.	1,459.
FROM 2009 SCH. K-1 (FORM 1065)					
13 LINE 13K		X	158,021.	78,852.	79,169.

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$44,203)

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$44,203) WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entry, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
94-3320258

5 Name, address, and ZIP code of pass-through entity
DUFF ACKERMAN & GOODRICH LP
TWO EMBARCADERO CTR SUITE 2300
SAN FRANCISCO CA 94111

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-29,838.	-29,838.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR

 (\$29,838) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 (\$29,838) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
94-3382349

5 Name, address, and ZIP code of pass-through entity

DUFF ACKERMAN & GOODRICH QP FD II
TWO EMBARCADERO CENTER SUTIE 2300
SAN FRANCISCO CA 94111

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH, K-1 (FORM 1065) LINE 1		X	-573,163.	-573,163.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 ----- (\$573,163) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 ----- (\$573,163) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entry
20-8679690

5 Name, address, and ZIP code of pass-through entity
ENERGY SPECTRUM PARTNERS V, LP
5956 SHERRY LANE, SUITE 900
DALLAS TX 75225

6 Tax shelter registration number (if applicable) of pass-through entry

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-195,708.	-195,708.	
12 FROM 2009 SCH. K-1 (FORM 1065) LINES 5 & 7		X	2,889.	1,874.	1,015.
13 FROM 2009 SCH. K-1 (FORM 1065) LINE 13		X	83,468.	352.	83,116.

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 (\$194,186) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 (\$194,186) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
26-0819074

5 Name, address, and ZIP code of pass-through entity
ENERGY TRUST PARTNERS III LP
5956 SHERRY LANE, SUITE 900
DALLAS TX 75225

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OF BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065) 11 LINE 1		X	-106,112.	-117,784.	11,672.
FROM 2009 SCH. K-1 (FORM 1065) 12 LINES 13J & 13W		X	106,206.	106,206.	
FROM 2009 SCH. K-1 (FORM 1065) 13 LINE 11F		X	2,898.	2,898.	

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR

 (\$221,092) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 (\$221,092) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-4380671

5 Name, address, and ZIP code of pass-through entity
 FLAG INTERNATIONAL PARTNERS LP
 1266 EAST MAIN ST., 5TH FLOOR
 STAMFORD CT 06902

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 5 & 6A		X	12,477.	811.	11,666.
12 FROM 2009 SCH. K-1 (FORM 1065) LINES 13H & 13K		X	93,912.	1,057.	92,855.
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$246)

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$246) WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-4380765

5 Name, address, and ZIP code of pass-through entity

FLAG VENTURE PARTNERS VI LP
1266 EAST MAIN ST, 5TH FLOOR
STAMFORD CT 06902

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-5,908	-991	-4,917
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$991)

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$991) WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-5425961

5 Name, address, and ZIP code of pass-through entity
HARBERT POWER FUND III LLC
PO BOX 1297
BIRMINGHAM AL 35201

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) BOX L		X	-192.	-192.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$192)
----- WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$192) WILL
----- WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
98-0482996

5 Name, address, and ZIP code of pass-through entity

HARBERT EUROPEAN REAL ESTATE II
ONE RIVERCHASE PARKWAY SOUTH
BIRMINGHAM AL 35244

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-34,848.	-34,848.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
----- (\$34,848) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
----- (\$34,848) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return Identifying number
RICHARD KING MELLON FOUNDATION **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity **72-1372315**
- 5 Name, address, and ZIP code of pass-through entity
**HARBINGER INDEPENDENT PWR FD I
PO BOX 1297
BIRMINGHAM AL 35201-1297**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity **01/01/2009 to 12/31/2009**
- 9 Your tax year **01/01/2009 to 12/31/2009**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 13A		X	43,396.	43,396.	
FROM 2009 SCH. K-1 (FORM 1065) LINE 9A		X	5,564.	5,564.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$48,960
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$48,960 WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

▶ See separate instructions.

Name(s) shown on return **RICHARD KING MELLON FOUNDATION** Identifying number **25-1127705**

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity **63-1277092**

5 Name, address, and ZIP code of pass-through entity
**HARBINGER INDEPENDENT PWR FD II
PO BOX 1297
BIRMINGHAM AL 35244**

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity **01/01/2009 to 12/31/2009**

9 Your tax year **01/01/2009 to 12/31/2009**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1, 13A & 13W		X	122,041.	122,041.	
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 9A		X	534.	534.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
----- \$122,575 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
----- \$122,575 WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity

5 Name, address, and ZIP code of pass-through entity
MAGELLAN MIDSTREAM HOLDINGS LP
PO BOX 22186 MAIL DROP 28
TULSA OK 74121-2186

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH, K-1 (FORM 1065) LINE 1		X	72,419.	72,419.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER ICNOME, EXCEPT FOR

 \$72,419 WHICH IN UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 \$72,419 WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return RICHARD KING MELLON FOUNDATION	Identifying number 25-1127705
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Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity 043326800	6 Tax shelter registration number (if applicable) of pass-through entity
5 Name, address, and ZIP code of pass-through entity MEDIA/COMMUNICATIONS PTRS III LP 75 STATE ST, SUITE 2500 BOSTON MA 02109	7 Internal Revenue Service Center where pass-through entity filed its return OGDEN, UT
	8 Tax year of pass-through entity 01/01/2009 to 12/31/2009
	9 Your tax year 01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	211	211	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$211
 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$211 WILL
 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity

5 Name, address, and ZIP code of pass-through entity
**M/C VENTURE PARTNERS V LP
75 STATE ST, SUITE 2500
BOSTON MA 02109**

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 2		X	40,309.	40,309.	
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 10		X	-154.	-154.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$40,155

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$40,155 WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-4621122

5 Name, address, and ZIP code of pass-through entity
M/C VENTURE PARTNERS VI LP
75 STATE STREET, SUITE 2500
BOSTON MA 02109

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 2		X	-62,176.	-62,176.	
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 10		X	1,771.	1,771.	
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 (\$60,405) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 (\$60,405) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-2488043

6 Tax shelter registration number (if applicable) of pass-through entity

5 Name, address, and ZIP code of pass-through entity
NEXT GENERATION PARTNERS V LP
1266 E MAIN ST, 5TH FLOOR
STAMFORD CT 06902

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-49,509.	-49,509.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 ----- (\$49,509) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 ----- (\$49,509) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return: **RICHARD KING MELLON FOUNDATION** Identifying number: **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity: **26-0354783**
- 5 Name, address, and ZIP code of pass-through entity:
**OCH-ZIFF CAPITAL MGMT GROUP LLC
9 WEST 57TH STREET 13TH FLOOR
NEW YORK NY 10019-2701**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return: **OGDEN, UT**
- 8 Tax year of pass-through entity: **01/01/2009 to 12/31/2009**
- 9 Your tax year: **01/01/2009 to 12/31/2009**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065) 11 LINES 5, 11C, 13H, 13K, 16L		X	-864.	-9.	-855.
FROM 2009 SCH. K-1 (FROM 1065) 12 LINE 11F		X	11,659.	814.	10,842.
FROM 2009 SCH. K-1 (FROM 1065) 13 LINES 8 & 9A		X	-325.	-21.	-304.

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$784

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$784 WILL BE

 REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
39-2064299

5 Name, address, and ZIP code of pass-through entity
OAKTREE REAL ESTATE OPPTS FD IV LP
333 SOUTH GRAND AVE 28TH FLOOR
LOS ANGELES CA 90071

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 5 & 6A		X	110,630.	2,095.	108,535.
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 13		X	108,706.	12,585.	96,121.
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 ----- (\$10,490) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 ----- (\$10,490) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return **RICHARD KING MELLON FOUNDATION** Identifying number **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity
95-4779278
- 5 Name, address, and ZIP code of pass-through entity
**OCM/GFI PWR OPPORTUNITIES FD LP
333 SOUTH GRAND AVE, 28TH FLOOR
LOS ANGELES CA 90071**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity
01/01/2009 to 12/31/2009
- 9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-18,281	-18,281	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR

 (\$18,281) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 (\$18,281) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return **RICHARD KING MELLON FOUNDATION** Identifying number **25-1127705**

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity _____ 6 Tax shelter registration number (if applicable) of pass-through entity _____

5 Name, address, and ZIP code of pass-through entity
OCM JAPAN OPPORTUNITIES FUND LP
333 SOUTH GRAND AVE., 28TH FLOOR
LOS ANGELES CA 90071

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-3,574.	237.	-3,811.
12 FROM 2009 SCH. K-1 (FORM 1065) LINES 8 & 9A		X	-520,643.	-2,118.	-518,525.
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR

 (\$1,881) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 (\$1,881) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
20-2998535

5 Name, address, and ZIP code of pass-through entity
OCM OPPORTUNITIES FUND VI LP
333 SOUTH GRAND AVE 28TH FLOOR
LOS ANGELES CA 90071

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-1,440.	-1,440.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

----- THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS
 ----- ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR
 ----- (\$1,440) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE
 ----- (\$1,440) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return Identifying number
RICHARD KING MELLON FOUNDATION **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity
26-4344593
- 5 Name, address, and ZIP code of pass-through entity
**OCM OPFS FD VI AIF (DELAWARE) LP
333 SOUTH GRAND AVE 28TH FLOOR
LOS ANGELES CA 90071**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity
01/01/2009 to 12/31/2009
- 9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 2		X	3,058.	1,164.	1,894.
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$1,164

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$1,164 WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
95-4833215

5 Name, address, and ZIP code of pass-through entity

OCM PRINCIPAL OPPTS FUND II LP
333 SOUTH GRAND AVE 28TH FLOOR
LOS ANGELES CA 90071

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/21/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-797	-797	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$797)

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$797) WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
95-4568177

5 Name, address, and ZIP code of pass-through entity
 OCM REAL ESTATE OPFS FD A LP
 333 SOUTH GRAND AVE, 28TH FLOOR
 LOS ANGELES CA 90071

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 2		X	-33,019.	-16,919.	-16,100.
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR

 (\$16,919) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 (\$16,919) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

▶ See separate instructions.

Name(s) shown on return **RICHARD KING MELLON FOUNDATION** Identifying number **25-1127705**

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
95-4716210

5 Name, address, and ZIP code of pass-through entity
**OCM REAL ESTAE OPPTS FUND II LP
333 SOUTH GRAND AVE, 28TH FLOOR
LOS ANGELES CA 90071**

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entry
01/01/2009 to 12/21/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	1,862.	1,862.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR \$1,862

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE \$1,862

 WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)
▶ See separate instructions.

Attachment
Sequence No **84**

Name(s) shown on return **RICHARD KING MELLON FOUNDATION** Identifying number **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity **01-0709496**
- 5 Name, address, and ZIP code of pass-through entity
**OCM REAL ESTATE OPPTS FUND III LP
333 SOUTH GRAND AVE, 28TH FLOOR
LOS ANGELES CA 90071**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity **01/01/2009 to 12/31/2009**
- 9 Your tax year **01/01/2009 to 12/31/2009**

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINES 1 & 2		X	32,440.	-13,586.	46,026.
12 FROM 2009 SCH. K-1 (FORM 1065) LINE 9A		X	-11,542.	7,203.	-18,745.
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR

 (\$6,383) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 (\$6,383) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return

RICHARD KING MELLON FOUNDATION

Identifying number

25-1127705

Part I General Information

1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)

2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No

3 Identify type of pass-through entity
(a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC

4 Employer identification number of pass-through entity
98-0423061

5 Name, address, and ZIP code of pass-through entity

PERTECH BERMUDA HOLDINGS LTD
CLARENDON HOUSE 2 CHURCH ST
HAMILTON BD HM11

6 Tax shelter registration number (if applicable) of pass-through entity

7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT

8 Tax year of pass-through entity
01/01/2009 to 12/31/2009

9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-235.	-235.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$235)

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$235) WILL

 BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return Identifying number
RICHARD KING MELLON FOUNDATION **25-1127705**

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity
20-3845009
- 5 Name, address, and ZIP code of pass-through entity
**RREEF GLOBAL OPPTS FUND II LLC
 1011 CENTRE RD SUITE 200
 WILMINGTON DE 19805**
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity
01/01/2009 to 12/21/2009
- 9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
FROM 2009 SCH. K-1 (FORM 1065) LINES 1, 2 & 13W		X	-210,404.	-73,525.	283,929.
FROM 2009 SCH. K-1 (FORM 1065) LINE 10		X	2,983.	2,662.	321.
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR

 (\$70,863) WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 (\$70,863) WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return Identifying number
25-1127705

RICHARD KING MELLON FOUNDATION

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entity, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entity
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity
25-1777423
- 6 Tax shelter registration number (if applicable) of pass-through entity
- 5 Name, address, and ZIP code of pass-through entity
 STRATEGIC INVESTMENT FUND PTRS
 425 SIXTH AVE SUITE 580
 PITTSBURGH PA 15219-1835
- 7 Internal Revenue Service Center where pass-through entity filed its return
OGDEN, UT
- 8 Tax year of pass-through entity
01/01/2009 to 12/21/2009
- 9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	20,181.	20,181.	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR

 \$20,181 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE

 \$20,181 WILL BE REPORTED ON 2009 FORM 990-T.

Notice of Inconsistent Treatment or Administrative Adjustment Request (AAR)

Department of the Treasury
Internal Revenue Service

(For use by partners, S corporation shareholders, estate and domestic trust beneficiaries, foreign trust owners and beneficiaries, REMIC residual interest holders, and TMPs)

Attachment
Sequence No **84**

▶ See separate instructions.

Name(s) shown on return Identifying number
25-1127705
RICHARD KING MELLON FOUNDATION

Part I General Information

- 1 Check boxes that apply (a) Notice of inconsistent treatment (b) Administrative adjustment request (AAR)
- 2 If you are a tax matters partner (TMP) filing an AAR on behalf of the pass-through entry, are you requesting substituted return treatment? (see instructions) Yes No
- 3 Identify type of pass-through entry
 (a) Partnership (b) Electing large partnership (c) S corporation (d) Estate (e) Trust (f) REMIC
- 4 Employer identification number of pass-through entity 6 Tax shelter registration number (if applicable) of pass-through entity
 95-4488855
- 5 Name, address, and ZIP code of pass-through entity 7 Internal Revenue Service Center where pass-through entity filed its return
 TCW SPECIAL CREDIT FUND VI OGDEN, UT
 865 S. FIGUEROA ST., SUITE 1800 8 Tax year of pass-through entry
 LOS ANGELES CA 90017 01/01/2009 to 12/21/2009
9 Your tax year
01/01/2009 to 12/31/2009

Part II Inconsistent or Administrative Adjustment Request (AAR) Items

(a) Description of inconsistent or administrative adjustment request (AAR) items (see instructions)	(b) Inconsistency is in, or AAR is to correct (check boxes that apply)		(c) Amount as shown on Schedule K-1, Schedule Q, or similar statement, a foreign trust statement, or your return, whichever applies (see instructions)	(d) Amount you are reporting	(e) Difference between (c) and (d)
	Amount of item	Treatment of item			
10 ORDINARY INCOME (LOSS) FROM TRADE OR BUSINESS ACTIVITIES					
11 FROM 2009 SCH. K-1 (FORM 1065) LINE 1		X	-1,706	-1,706	
12					
13					

Part III Explanations - Enter the Part II item number before each explanation. If more space is needed, continue your explanations on the back.

 THE TAXPAYER WILL REPORT THE ABOVE AMOUNT AS A NON-TRADE OR BUSINESS

 ITEM ON FORM 990-PF, PAGE 1, LINE 11-OTHER INCOME, EXCEPT FOR (\$1,706)

 WHICH IS UNRELATED BUSINESS TAXABLE INCOME (LOSS). THE (\$1,706) WILL

 BE REPORTED ON 2009 FORM 990-T.

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS APPROVED FOR FUTURE PAYMENT

11 November 2010

Children, Youth, and Young Adults

Boys Hope Girls Hope

509(a)1

\$50,000

Baden, PA

toward construction costs of a permanent second home for disadvantaged girls

County of Allegheny, Department of Human Services

GOVT/PUBLIC

\$500,000

BODY

Pittsburgh, PA

to fund the information technology infrastructure for the Improving Outcomes for Children and Families Initiative

Manchester Youth Development Center, Inc.

509(a)1

\$150,000

Pittsburgh, PA

toward two-year support of operations and programs

Sisters of St. Francis of the Neumann Communities

GROUP RULING -

\$25,000

CHURCH

Pittsburgh, PA

toward two-year support of operations

Total Children, Youth, and Young Adults (4 items)

\$725,000

Conservation

The Conservation Fund

509(a)1

\$2,000,000

Arlington, VA

toward purchase of an easement on 187,597 acres of working forestland

County of Allegheny

GOVT/PUBLIC BODY

\$50,000

Pittsburgh, PA

toward two-year support of the sustainability manager position for the Allegheny Green program

Foundation for California University of Pennsylvania

509(a)1

\$300,000

California, PA

toward three-year support of operations for Farmland Habitat Restoration and Watershed Conservation in Pennsylvania

Mountain Watershed Association, Inc.

509(a)1

\$125,000

Melcroft, PA

toward two-year support of restoration efforts of the Indian Creek and Jacob's Creek watersheds

Riverlife

509(a)1

\$1,550,000

Pittsburgh, PA

toward completion of fountain renovations at Point State Park

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS APPROVED FOR FUTURE PAYMENT

Ruffed Grouse Society of America

509(a)2

\$150,000

Coraopolis, PA

toward operating support for 2009 and funding for local and state habitat projects

Zoological Society of Pittsburgh

509(a)1

\$375,000

Pittsburgh, PA

toward purchase and installation of a biomass burner that will convert elephant manure and switch grass to energy to heat the elephant barn at the International Conservation Center

Total Conservation (7 items)

\$4,550,000

Education

Child Development Centers

509(a)1

\$50,000

Franklin, PA

to complete the expansion of the Hasson Heights Child Development Center creating four classrooms, an indoor gymnasium, kitchen and staff planning room

Ligonier Valley School District

GOVT/PUBLIC BODY

\$16,957

Ligonier, PA

toward preparation of a long-range strategic facility plan

Ligonier Valley School District

GOVT/PUBLIC BODY

\$8,043

Ligonier, PA

toward preparation of a long-range strategic facility plan

Negro Educational Emergency Drive

509(a)1

\$750,000

Pittsburgh, PA

toward the College Access Program Campaign

Negro Educational Emergency Drive

509(a)1

\$750,000

Pittsburgh, PA

toward the College Access Program Campaign

Pennsylvania Institute for Conservation Education

509(a)1

\$65,000

Bloomsburg, PA

toward three-year support of operations for PA Wildlife Leadership Adventures

Pennsylvania Institute for Conservation Education

509(a)1

\$50,000

Bloomsburg, PA

toward three-year support of operations for PA Wildlife Leadership Adventures

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS APPROVED FOR FUTURE PAYMENT

<i>The Pittsburgh Foundation</i>	509(a)1
\$3,000,000	
Pittsburgh, PA	
a three-year grant toward support of The Pittsburgh Promise	
<i>Robert Morris University</i>	509(a)1
\$100,000	
Moon Township, PA	
toward two-year support of the Bayer Center for Nonprofit Management	
<i>Total Education (9 items)</i>	\$4,790,000
<u>Regional Economic Development</u>	
<i>3 Rivers Wet Weather, Inc.</i>	509(a)1
\$300,000	
Pittsburgh, PA	
toward two-year support of the development of a cost effective management model for the Allegheny County Sewer System	
<i>African American Chamber Foundation of Western Pennsylvania</i>	509(a)3 Type 1
\$100,000	
Pittsburgh, PA	
toward two year support of general operations	
<i>Alle-Kiski Medical Center Trust</i>	509(a)3 Type 1
\$50,000	
Natrona Heights, PA	
for emergency department renovations at the Alle-Kiski Medical Center	
<i>Art Works in Johnstown</i>	509(a)1
\$14,450	
Johnstown, PA	
to regenerate a turn-of-the-century industrial building in a historic neighborhood into a facility where artists can create, teach and market their work	
<i>Art Works in Johnstown</i>	509(a)1
\$23,200	
Johnstown, PA	
to regenerate a turn-of-the-century industrial building in a historic neighborhood into a facility where artists can create, teach and market their work	
<i>Art Works in Johnstown</i>	509(a)1
\$79,350	
Johnstown, PA	
to regenerate a turn-of-the-century industrial building in a historic neighborhood into a facility where artists can create, teach and market their work	
<i>East Liberty Development Incorporated</i>	509(a)1
\$75,000	
Pittsburgh, PA	
to provide East Liberty's new and existing businesses and restaurants the tools to excel in a changing marketplace and revitalize East Liberty as a regional restaurant destination	

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS APPROVED FOR FUTURE PAYMENT

<i>East Liberty Development Incorporated</i> \$75,000 Pittsburgh, PA to provide East Liberty's new and existing businesses and restaurants the tools to excel in a changing marketplace and revitalize East Liberty as a regional restaurant destination	509(a)1
<i>Fort Ligonier Association</i> \$220,500 Ligonier, PA to hire a development and marketing director for Fort Ligonier	509(a)2
<i>The Georgia Trust for Historic Preservation</i> \$50,000 Atlanta, GA toward interior renovation of the Fort Benning Roundhouse	509(a)1
<i>Hill House Economic Development Corporation</i> \$400,000 Pittsburgh, PA toward construction of a new full service market in Pittsburgh's Hill District	509(a)3 Type 1
<i>Historical Society of Western Pennsylvania</i> \$191,365 Pittsburgh, PA toward support of the capital campaign for the Senator John Heinz History Center	509(a)1
<i>Operation Better Block, Inc.</i> \$200,000 Pittsburgh, PA toward Phase II of the Homewood Children's Village initiative	509(a)1
<i>The Pittsburgh Foundation</i> \$1,000,000 Pittsburgh, PA to establish the Cultural District Pooled Fund at The Pittsburgh Foundation	509(a)1
<i>The Pittsburgh Foundation</i> \$500,000 Pittsburgh, PA to establish the Cultural District Pooled Fund at The Pittsburgh Foundation	509(a)1
<i>Pittsburgh Parks Conservancy</i> \$1,500,000 Pittsburgh, PA toward construction and maintenance costs of restoring Mellon Square Park in Downtown Pittsburgh	509(a)1
<i>RIDC Fund For Economic Growth</i> \$250,000 Pittsburgh, PA toward the purchase of LTV property	509(a)3 Type 1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS APPROVED FOR FUTURE PAYMENT

RIDC Fund For Economic Growth

\$928,667

Pittsburgh, PA

toward the purchase of LTV property

509(a)3 Type 1

Riverlife

\$200,000

Pittsburgh, PA

toward two years of operating support

509(a)1

Total Regional Economic Development (19 items)

\$6,157,532

Grand Totals (39 items)

\$16,222,532

**RICHARD KING MELLON FOUNDATION
E.I. NO. 25-1127705**

**Form 990-PF - 2009
PAGE 6, PART VII-B, Question 5a(4)
Statements regarding activities**

Report regarding expenditure responsibility grant

1. Grantee - Strategic Investment Fund Partnership
Regional Enterprise Tower
425 Sixth Avenue, Suite 1290
Pittsburgh, PA 15219-1849
2. Date granted - April 17, 2002
Amount - \$1,000,000.00
3. Purpose - To promote economic development in the greater southwestern
Pennsylvania region
4. Amount spent by grantee - The Strategic Investment Fund Partnership has
committed capital from all investors of \$29,700,000 of which
\$18,020,000 has been expended. The Richard King Mellon
Foundation's share of committed capital is \$3,000,000 of which
\$1,820,202 has been expended.
5. Statement regarding diversion of grant funds
To the best of the grantor's knowledge, the grant funds have not been
expended for any purpose other than the intended purpose of the grant.
6. Reports received from grantee
July 29, 2010 - Report of amount spent and unexpended amount
7. Independent Verification - The grantor has no reason to doubt the accuracy
or reliability of the grantee's report.

**RICHARD KING MELLON FOUNDATION
E.I. NO. 25-1127705**

Form 990-PF - 2009

PAGE 6, PART VII-B, Question 5a(4)

Statements regarding activities

Report regarding expenditure responsibility grant

1. Grantee - Strategic Investment Fund Partnership
Regional Enterprise Tower
425 Sixth Avenue, Suite 1290
Pittsburgh, PA 15219-1849
2. Date granted - February 5, 2003
Amount - \$1,000,000.00
3. Purpose - To promote economic development in the greater southwestern
Pennsylvania region
4. Amount spent by grantee - The Strategic Investment Fund Partnership has
committed capital from all investors of \$29,700,000 of which
\$18,020,000 has been expended. The Richard King Mellon
Foundation's share of committed capital is \$3,000,000 of which
\$1,820,202 has been expended.
5. Statement regarding diversion of grant funds
To the best of the grantor's knowledge, the grant funds have not been
expended for any purpose other than the intended purpose of the grant.
6. Reports received from grantee
July 29, 2010 - Report of amount spent and unexpended amount
7. Independent Verification - The grantor has no reason to doubt the accuracy
or reliability of the grantee's report.

**RICHARD KING MELLON FOUNDATION
E.I. NO. 25-1127705**

Form 990-PF - 2009

PAGE 6, PART VII-B, Question 5a(4)

Statements regarding activities

Report regarding expenditure responsibility grant

1. Grantee - Strategic Investment Fund Partnership
Regional Enterprise Tower
425 Sixth Avenue, Suite 1290
Pittsburgh, PA 15219-1849

2. Date granted - May 20, 2004
Amount - \$1,000,000.00

3. Purpose - To promote economic development in the greater southwestern
Pennsylvania region

4. Amount spent by grantee - The Strategic Investment Fund Partnership has
committed capital from all investors of \$29,700,000 of which
\$18,020,000 has been expended. The Richard King Mellon
Foundation's share of committed capital is \$3,000,000 of which
\$1,820,202 has been expended.

5. Statement regarding diversion of grant funds
To the best of the grantor's knowledge, the grant funds have not been
expended for any purpose other than the intended purpose of the grant.

6. Reports received from grantee
July 29, 2010 - Report of amount spent and unexpended amount

7. Independent Verification - The grantor has no reason to doubt the accuracy
or reliability of the grantee's report.

**RICHARD KING MELLON FOUNDATION
E.I. NO. 25-1127705**

**Form 990-PF - 2009
PAGE 6, PART VII-B, Question 5a(4)
Statements regarding activities**

Report regarding expenditure responsibility grant

1. Grantee - Pittsburgh Gateways Corporation
4514 Plummer Street
Pittsburgh, PA 15201

2. Date granted - June 30, 2009
Amount - \$332,000.00

3. Purpose - To promote economic development in the greater southwestern
Pennsylvania region

4. Amount spent by grantee - None

5. Statement regarding diversion of grant funds
To the best of the grantor's knowledge, the grant funds have not been
expended for any purpose other than the intended purpose of the grant.

6. Reports received from grantee
January 28, 2010 - Report of amount spent and unexpended amount

7. Independent Verification - The grantor has no reason to doubt the accuracy
or reliability of the grantee's report.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 1

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PROGRAM RELATED ASSETS	3,332,000.	3,332,000.
TOTALS	<u>3,332,000.</u>	<u>3,332,000.</u>

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

<u>DESCRIPTION</u>	<u>AMOUNT</u>
DECREASE IN GRANTS PAYABLE	18,122,135.
INCREASE IN PROGRAM RELATED ASSETS	332,000.
ROUNDING	5.
TOTAL	<u>18,454,140.</u>

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
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RICHARD P. MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
--	--------------------------------	----	----	----

SEWARD PROSSER MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
--	--------------------------------	----	----	----

ALISON M. BYERS, PSY.D. 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
--	--------------------------------	----	----	----

W. RUSSELL. G. BYERS, JR. 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
--	--------------------------------	----	----	----

CATHARINE MELLON CATHEY 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
--	--------------------------------	----	----	----

CONSTANCE ELIZABETH MELLON KAPP 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
--	--------------------------------	----	----	----

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 3 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
ARMOUR N. MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
RICHARD A. MELLON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
BRUCE K.M. HENDERSON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
ROBERT B. BURR, JR. 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
LAWRENCE S. BUSCH 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.
MICHAEL WATSON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TRUSTEE PART-TIME/0-1 HOUR*	0.	0.	0.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
OFFICERS SEE ATTACHMENT 4		1,625,421.	435,802.	0.
	GRAND TOTALS	1,625,421.	435,802.	0.

RICHARD KING MELLON FOUNDATION
FORM 990-PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

25-1127705

<u>NAME AND ADDRESS</u>	<u>TITLE AND TIME DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
DOUGLAS L. SISSON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	VICE PRESIDENT INVESTMENT OFFICER PART TIME/ 22.5 HOURS*	\$202,319	\$65,112	NONE
MICHAEL WATSON 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	SENIOR VICE PRESIDENT PROGRAM OFFICER FULL TIME/ 45 HOURS*	357,146	76,827	NONE
LISA KUZMA 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	SECRETARY SINCE 10/16/07 PROGRAM OFFICER FULL TIME/ 38 HOURS*	138,254	59,250	NONE
ROBERT B. BURR, JR. 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	TREASURER CHIEF INVESTMENT OFFICER PART TIME/ 22.5 HOURS*	315,716	65,282	NONE
JOHN J. TURCIK 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	CONTROLLER PART TIME/ 12.5 HOURS*	99,265	38,969	NONE
SCOTT D. IZZO 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	DIRECTOR FULL TIME/ 45 HOURS*	317,109	65,339	NONE
LAWRENCE S. BUSCH 500 GRANT STREET, SUITE 4106 PITTSBURGH, PA 15219-2502	ASSISTANT TREASURER ADMINISTRATIVE OFFICER PART TIME/ 10-15 HOURS*	195,612	65,023	NONE
* AVERAGE PER WEEK	GRAND TOTALS	<u>\$1,625,421</u>	<u>\$435,802</u>	<u>NONE</u>

RICHARD KING MELLON FOUNDATION
E.I. No. 25-1127705

Form 990-PF - 2009
Page 1, Part I, Lines 16a, 16b, and 16c

Schedule A

	Column		
	(a)	(b)	(d)
16(a) Legal Fees			
Reed Smith LLP	\$158,138	\$54,305	\$103,833
Lovett Bookman Harmon Marks LLP	2,294	788	1,506
Fishman Haygood Phelps	1,820	1,820	0
Total Legal Fees	\$162,252	\$56,913	\$105,339
16(b) Accounting Fees			
PricewaterhouseCoopers LLP	\$60,121	\$20,646	\$39,475
16(c) Other Professional Fees			
Investment Management Fees	4,229,525	4,229,525	0
Custodian Fees	800,157	800,157	0
Consultants	162,135	119,811	42,324
Total Professional Fees	\$5,191,817	\$5,149,493	\$42,324

RICHARD KING MELLON FOUNDATION
E. I. No 25-1127705

Form 990-PF - 2009
Page 1, Part 1, Line 18

Schedule B

Taxes

	<u>Column</u>		
	(a)	(b)	(d)
Federal Excise Tax Provision	\$335,125	\$0	\$0
Federal UBIT Provision	699,123	0	0
Real Estate Taxes	0	0	0
Foreign Income Taxes Withheld	294,570	294,570	0
TOTALS	\$1,328,818	\$294,570	\$0

RICHARD KING MELLON FOUNDATION
E.I. No 25-1127705

Form 990-PF - 2009
Page 1, Part I, Line 23

Schedule C

	<u>Other Expenses</u>		
	(a)	(b)	(d)
Office expenses and supplies	\$121,993	\$380	\$121,613
Computer expenses	18,673	0	18,673
Dues and memberships	23,738	0	23,738
Liability, Workmen's Comp and Other Insurances	63,985	21,891	42,094
Maintenance expenses of properties	0	0	0
Other expenses	3,980	1,367	2,613
TOTALS	\$232,369	\$23,638	\$208,731

RICHARD KING MELLON FOUNDATION
E.I No. 25-1127705
SUMMARY - CAPITAL GAINS AND LOSSES - 2009

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Custodian	Direct Investments Account	(h) Gain or (Loss)	(i) FMV as of 12/31/09	(j) Adjusted Basis as of 12/31/09	(k) Excess of (i) over (j)	(L) Capital Gains Net Income or (Loss)
Bank of New York Mellon Corp	Account #10260196019	3,597,334				3,597,334
Bank of New York Mellon Corp	Account #10260740022	0				0
Bank of New York Mellon Corp	Account #10260442058	0				0
Bank of New York Mellon Corp	Account #10260740113	(14,313,220)				(14,313,220)
Bank of New York Mellon Corp	Account #10260740121	100				100
Bank of New York Mellon Corp	Account #10260740139	4,138,532				4,138,532
Bank of New York Mellon Corp	Account #10260740188	430,026				430,026
Bank of New York Mellon Corp	Account #10260740196	(1,246,525)				(1,246,525)
Bank of New York Mellon Corp	Account #10260740204	(3,379,259)				(3,379,259)
Bank of New York Mellon Corp	Account #10260740212	(14,550)				(14,550)
Bank of New York Mellon Corp	Account #10260740402	(1,357,157)				(1,357,157)
Bank of New York Mellon Corp	Account #10260741665	0				0
Bank of New York Mellon Corp	Account #10260742270	(10,730,846)				(10,730,846)
Bank of New York Mellon Corp	Account #10260743690	(4,448,062)				(4,448,062)
Bank of New York Mellon Corp	Account #10260743700	(7,451,252)				(7,451,252)
JPMorgan Chase Bank, N A	Bernstein - P58138	(18,320,195)				(18,320,195)
JPMorgan Chase Bank, N A	Fidelity - P58139	0				0
JPMorgan Chase Bank, N A	Marsico - P87895	(7,139,605)				(7,139,605)
JPMorgan Chase Bank, N A	Mondrian - P82089	(2,898,225)				(2,898,225)
JPMorgan Chase Bank, N A	Tradewinds - P03460	1,498,067				1,498,067
Total Direct Investments *		(561,634,838)	\$0	\$0	\$0	(561,634,838)
Partnerships						
Total Partnerships - See Schedule F		(9,813,160)				(9,813,160)
Other						
Class Action Suit Settlements(074-021)(074-040)(044-205)(074-011)(074-020)(074-012)(074-018)(074-370)(074-002)(074-166)(074-227)		329,332				329,332
Gain/(Loss) from Other Property						
- Schedule D (Summary) Page 2 of 4		705				705
Miscellaneous cost adj (019-601)(074-018)(074-020)(074-021)(074-040)(074-166)(074-227)		(406,930)				(406,930)
Non Partnership Gains/(Losses) on Foreign Exchange		(158,630)				(158,630)
Total Other		(235,523)				-235,523
Total Capital Gain Net Income						0
To Page 1, Part I, Line 7 - column (b)						0
To Page 3, Part IV, Line 2		(71,683,521)		\$0	\$0	(71,683,521)
Reconciling Items to Arrive at Capital Gain per Books						
Capital gains (losses) reported for tax purposes, but not for book purposes						
1) Partnerships - See Schedule F		(9,813,160)				
2) Securities sold in December, 2009(a 2009 trade date) settled in 2010 - realized net gain (loss) for 2009 tax reporting purposes - Schedule D (Summary) Page 3 of 4		196,101 *				
Total reduction of tax capital gain to arrive at book capital loss		(9,617,059)				
Capital gains (losses) reported for book purposes, but not for tax purposes						
1) Partnerships - See Schedule F		9,395,534				
2) Securities sold in December, 2008 (a 2008 trade date) settled in 2009 - realized net gain (loss) for 2009 book reporting purposes - Schedule D (Summary) Page 4 of 4		(1,212,339) *				
3) Booked as capital gain - dividend for tax						
4) Gain(Loss) - Annual Report (acct 40000-001)		1,005,750				
Total increase in tax capital gain to arrive at book capital loss		9,188,945				
Net gain or (loss) from sale of assets not on line 10 - per books - to Page 1, Part I, Line 6 - column (a)		(\$52,877,517)				

*The reported gains and losses recognize all gains and losses with a 2009 trade date For book purposes gains and losses are recognized based on settlement date

RICHARD KING MELLON FOUNDATION
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Schedule D
 (Summary)
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(a)	(c)	(d)	(e)	(g)	(h)
Units/ Shares	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Gain/(Loss)
Securities					
Lumend Inc - Final Distribution	12-12-02	10-12-09	705 00	0	705
Limited Partnership Interests					
					0
Real Estate Fund					
					0
Total Gain/(Loss) from Other Property					\$705

 \$705
 =====
 Schedule D
 (Summary)
 Page 1 of 4

Securities sold in December, 2009 (2009 trade date) settled in 2010
 Realized gain (loss) for 2009 tax reporting purposes

ACCOUNT	FACE VALUE OR SHARES	DESCRIPTION OF SECURITY	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR OTHER BASIS	GAIN (LOSS)
#074-018	-100,000 0000	FNMA POOL # 974149 5 5% 2/01/38	2009-11-19	2010-01-13	105,452 54	(52,509 48)	52,943 06 31414RWJ0
	-99,999 4500	FNMA POOL # 974149 5 5% 2/01/38	2009-11-19	2010-01-13	105,452 54	(52,509 19)	52,943 35 31414RWJ0
	100,000 0000	FNMA POOL # 974149 5 5% 2/01/38	2009-11-19	2010-01-13	(105,452 54)	52,509 48	(52,943 06) 31414RWJ0
	99,999 4500	FNMA POOL # 974149 5 5% 2/01/38	2009-11-19	2010-01-13	(105,452 54)	52,509 19	(52,943 35) 31414RWJ0
	-99,999 4500	FNMA POOL # 974149 5 5% 2/01/38	2009-11-19	2010-01-13	105,452 54	(105,018 95)	433 59 31414RWJ0
	-100,000 0000	COMMIT TO PUR FNMA 1/01/39	2009-12-03	2010-01-13	105,625 00	(105,019 53)	605 47 01F052615
	-18,714 1400	FNMA POOL # 852637 6 0% 2/01/36	2009-12-04	2010-01-13	19,943 72	(20,000 74)	(57 02) 31408JHN4
	-961,323 6600	FNMA POOL # 934211 6 0% 12/01/38	2009-12-04	2010-01-13	1,024,485 63	(1,027,414 66)	(2,929 03) 31412TKY8
	-14,328 5000	FNMA POOL # 948858 6 0% 8/01/37	2009-12-04	2010-01-13	15,269 93	(15,313 58)	(43 65) 31413LTP4
	-785,670 7900	FNMA POOL # 954185 6 0% 1/01/38	2009-12-04	2010-01-13	837,291 81	(839,685 66)	(2,393 85) 31413SRE6
	-19,961 6100	FNMA POOL # 991043 6 0% 10/01/38	2009-12-04	2010-01-13	21,273 15	(21,333 97)	(60 82) 31415V5C5
	-700,000 0000	COMMIT TO PUR FNMA 1/01/34	2009-12-11	2010-01-13	754,031 25	(754,960 94)	(929 69) 01F062614
	-800,000 0000	FNMA POOL # AC5005 5 0% 1/01/40	2009-12-16	2010-01-13	829,000 00	(832,750 00)	(3,750 00) 31417QR30
	-1,000,000 0000	FNMA POOL # AC5005 5 0% 1/01/40	2009-12-16	2010-01-13	1,036,250 00	(1,040,937 50)	(4,687 50) 31417QR30
	-1,000,000 0000	FNMA POOL # AC5005 5 0% 1/01/40	2009-12-16	2010-01-13	1,036,250 00	(1,040,937 50)	(4,687 50) 31417QR30
	-1,700,000 0000	COMMIT TO PUR FNMA 1/01/20	2009-12-31	2010-01-19	1,775,603 52	(1,799,500 00)	(23,896 48) 01F050411
							(47,083 98)
#074-020	-100 0000	EDUCATION MANAGEMENT CORPORATION	2009-12-29	2010-01-04	2,186 94	(1,800 00)	386 94 28140M103
	-100 0000	EDUCATION MANAGEMENT CORPORATION	2009-12-29	2010-01-04	2,155 72	(1,800 00)	355 72 28140M103
	-100 0000	SALESFORCE COM INC	2009-12-29	2010-01-04	7,433 94	(3,586 48)	3,847 46 79466L302
	-100 0000	SALESFORCE COM INC	2009-12-29	2010-01-04	7,433 94	(3,586 48)	3,847 46 79466L302
	-100 0000	SALESFORCE COM INC	2009-12-29	2010-01-04	7,441 85	(3,586 48)	3,855 37 79466L302
	-100 0000	SALESFORCE COM INC	2009-12-29	2010-01-04	7,456 04	(3,601 40)	3,854 64 79466L302
	-200 0000	VERISK ANALYTICS INC-CLASS A	2009-12-29	2010-01-04	6,183 22	(4,400 00)	1,783 22 92345Y106
	-100 0000	VERISK ANALYTICS INC-CLASS A	2009-12-29	2010-01-04	3,079 01	(2,200 00)	879 01 92345Y106
	-100 0000	EDUCATION MANAGEMENT CORPORATION	2009-12-30	2010-01-05	2,184 56	(1,800 00)	384 56 28140M103
	-100 0000	INTUITIVE SURGICAL INC	2009-12-30	2010-01-05	30,638 84	(9,726 15)	20,912 69 46120E602
	-300 0000	SALESFORCE COM INC	2009-12-30	2010-01-05	22,065 93	(10,713 42)	11,352 51 79466L302
	-100 0000	VERISK ANALYTICS INC-CLASS A	2009-12-30	2010-01-05	3,075 03	(2,200 00)	875 03 92345Y106
	-200 0000	SALESFORCE COM INC	2009-12-31	2010-01-06	14,792 49	(6,568 82)	8,223 67 79466L302
	-200 0000	SALESFORCE COM INC	2009-12-31	2010-01-06	14,786 95	(7,124 26)	7,662 69 79466L302
	-100 0000	SALESFORCE COM INC	2009-12-31	2010-01-06	7,369 72	(3,562 13)	3,807 59 79466L302
							72,028 56
#074-040	-100 0000	SCHOOL SPECIALTY INC	2009-12-29	2010-01-04	2,491 39	(1,904 00)	587 39 807863105
							587 39
#074-227	-1,900 0000	MCKESSON CORPORATION	2009-12-29	2010-01-04	120,274 50	(107,122 00)	13 152 50 58155Q103
							13,152 50
#074-369	-4,078 0000	STRYKER CORP	2009-12-29	2010-01-04	207,409 90	(147,550 59)	59,859 31 863667101
	-1,440 0000	STRYKER CORP	2009-12-29	2010-01-04	73,291 37	(52,976 96)	20,314 41 863667101
	-3,045 0000	STRYKER CORP	2009-12-30	2010-01-05	153,859 89	(110,174 49)	43,685 40 863667101
	-867 0000	STRYKER CORP	2009-12-30	2010-01-05	43,842 02	(31,369 88)	12,472 14 863667101
	-1,218 0000	STRYKER CORP	2009-12-31	2010-01-06	61,748 82	(44,069 80)	17,679 02 863667101
							154,010 28
#074-370	-2,100 0000	CVS CAREMARK CORP	2009-12-29	2010-01-04	68,291 08	(64,885 14)	3,405 94 126650100
							3,405 94
					9,466,219 70	(9,270,119 01)	196,100 69

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Securities sold in December, 2009
(a 2009 trade date) settled in 2010
Realized gain (loss) on 2010 books

ACCOUNT	AMOUNT
#074-018	(47,083 98)
#074-020	72,028 56
#074-040	587 39
#074-227	13,152 50
#074-369	154,010 28
#074-369	3,405 94

\$196,101
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Schedule D
(Summary)
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SCHEDULE E

RICHARD KING MELLON FOUNDATION
E.I. No. 25-1127705

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Page 1, Part I, Line 11
Other Income (Loss)

Schedule F

	<u>Column</u>	
	(a)	(b)
Income (Loss) from partnerships-Schedule F, Page 7 of 7	\$6,891,472	\$9,653,286
	-----	-----
Totals	<u><u>\$6,891,472</u></u>	<u><u>\$9,653,286</u></u>

RICHARD KING MELLON FOUNDATION
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990-PF - 2009 - Other Income (Loss)
Income (Loss) from Partnerships

REPORTED ON

FORM 990-PF AS

FORM 990-T

Schedule F

PARTNERSHIP NAME	EIN	NET SCH K-1 (FORM 1065)	OTHER INCOME (LOSS)	CAPITAL GAIN (LOSS)	INCOME/(LOSS) FROM PARTNERSHIPS		TOTAL INCOME (LOSS) REPORTED		DIFFERENCE	
					ORDINARY	CAPITAL GAIN/(LOSS)	FOR TAX PURPOSES	FOR BOOK PURPOSES		
Acorn Investors	26-4289591	5,148,706	1,645,527	1,134,909	2,368,270	0	5,148,706	2,416,552	(c)*	2,732,154
Active Emerging Markets CTF	04-6848900	12,446	160,920	(148,474)	0	0	12,446	(721,727)	(b) (c)*	734,173
Alliance Institutional Fund, Emerging Mar	26-4322335	(1,048,793)	199,981	(1,248,774)	0	0	(1,048,793)	(1,048,822)	(b) (c)*	29
Aqua International Partners, L P	75-2713299	(174,564)	(58,655)	17,073	(187,583)	54,601	(174,564)	0	*	(174,564)
Axiom International Equity Fund, LLC	36-7288281	(2,503,396)	650,265	(3,153,661)	0	0	(2,503,396)	(148,166)	(b) (c)*	(2,355,230)
BBH & Co Private Equity Partners, L P	13-4007968	(3,439)	(3,439)	0	0	0	(3,439)	0	*	(3,439)
Bernstein Emerging Markets Value Trust	13-3963706	(834,229)	374,577	(1,208,806)	0	0	(834,229)	(834,229)	(b), (c)*	0
Birchmere Ventures II L P	25-1855629	1,140	(16,742)	17,882	0	0	1,140	0	*	1,140
Brentwood Associates VIII L P	95-4654108	103,661	(19,537)	123,198	0	0	103,661	326,877	*	(223,216)
Brentwood Associates IX L P	95-4709619	(4,837)	(12,943)	8,106	0	0	(4,837)	0	*	(4,837)
Brentwood Associates Private Equity III-A	95-4785505	(438,138)	(19,169)	(418,969)	0	0	(438,138)	0	*	(438,138)
B&T Enterprises II, L L C	52-2219790	(204)	(204)	0	0	0	(204)	0	*	(204)
Carlyle-Aerostructures Partners L P	52-2022563	(17)	(17)	0	0	0	(17)	0	*	(17)
Carlyle-Aerostructures Partners II, L P	52-2022564	(355)	(355)	0	0	0	(355)	0	*	(355)
Carlyle Asia Partners L P	98-0202247	174,577	103,431	71,148	0	0	174,577	0	*	174,577
Carlyle Asia Partners II, L P	98-0487470	(243,710)	(265,354)	0	21,644	0	(243,710)	0	*	(243,710)
Carlyle Asia Growth Partners III, L P	98-0487641	(199,215)	(74,466)	(124,749)	0	0	(199,215)	0	*	(199,215)
Carlyle Asia Growth Partners IV L P	98-0582182	(51,264)	(51,264)	0	0	0	(51,264)	0	*	(51,264)
Carlyle Asia Venture Partners, II L P	98-0345684	138,740	18,146	120,594	0	0	138,740	220,019	*	(81,279)
Carlyle Avo Partners II, L P	98-0413493	7	7	0	0	0	7	0	*	7
Carlyle-Contour Partners L P	52-2024975	(9)	(9)	0	0	0	(9)	0	*	(9)
Carlyle-CPL Partners I, L P	98-0646099	256,248	178,615	77,633	0	0	256,248	0	*	256,248
Carlyle Europe Coinvestment, L P	98-0202241	(68)	(68)	0	0	0	(68)	0	*	(68)
Carlyle Europe Partners, L P	98-0179398	(368,585)	(8,824)	(359,761)	0	0	(368,585)	(9,590)	*	(358,995)
Carlyle Europe Partners II L P	98-0404501	(855,252)	(58,971)	(796,281)	0	0	(855,252)	0	*	(855,252)
CEP II U S Investments L P	98-0404502	(23)	(23)	0	0	0	(23)	0	*	(23)
Carlyle Europe Partners III L P	98-0520226	(142,707)	(149,233)	6,526	0	0	(142,707)	0	*	(142,707)
Carlyle Europe Real Estate Partners II, L	20-2387136	(534,851)	(427,046)	(252,513)	54,052	90,656	(534,851)	0	*	(534,851)
CEREP III L P	20-8891268	(233,964)	(126,612)	4,035	(105,436)	(5,951)	(233,964)	0	*	(233,964)
CEVP P & I, L P	N/A	(10)	(10)	0	0	0	(10)	0	*	(10)
TCG Holdings Cayman II, LP	98-0206218	(10,934)	289	(11,223)	0	0	(10,934)	0	*	(10,934)
Carlyle High Yield Investors Ltd	98-0206418	0	0	0	0	0	0	139,301	*	(139,301)
Carlyle HIT Partners, LP	51-0398319	(65)	(65)	0	0	0	(65)	0	*	(65)
Carlyle-IT Partners L P	52-2022568	(201)	(201)	0	0	0	(201)	0	*	(201)
Carlyle Japan International Partners II, L I	98-0504200	(19,478)	(19,478)	0	0	0	(19,478)	0	*	(19,478)
Carlyle Japan International Partners II **	98-0504201	(1,119)	(1,119)	0	0	0	(1,119)	0	*	(1,119)
Carlyle-Kuhlman Partners, L P	51-0393669	(13)	(13)	0	0	0	(13)	0	*	(13)
Carlyle-Kuhlman Partners II, L P	51-0393670	(896)	(896)	0	0	0	(896)	0	*	(896)
Carlyle LeaseCo Partners II, L P	** 20-2464406	0	0	0	0	0	0	0	*	0
Carlyle Mezzanine Partners, L P	56-2454606	83,477	133,095	(49,618)	0	0	83,477	0	*	83,477
Carlyle Mezzanine Partners II, L P	26-2104909	92,777	100,940	(8,163)	0	0	92,777	0	*	92,777
Carlyle Mezzanine Partners II (Cayman),	98-0583214	0	0	0	0	0	0	0	*	0
Carlyle Partners II, L P	51-0357731	1,003	1,003	0	0	0	1,003	0	*	1,003
Carlyle Partners III, L P	52-2229944	(85,662)	(13,999)	(71,663)	0	0	(85,662)	91,001	*	(176,663)
CP III Coinvestment, LP	54-1970037	0	0	0	0	0	0	228	*(b)	(228)

RICHARD KING MELLON FOUNDATION
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990-PF - 2009 - Other Income (Loss)
Income (Loss) from Partnerships

REPORTED ON
FORM 990-PF AS FORM 990-T

Schedule F

PARTNERSHIP NAME	EIN	NET SCH K-1 (FORM 1065)	OTHER INCOME (LOSS)	CAPITAL GAIN (LOSS)	INCOME/(LOSS) FROM PARTNERSHIPS		TOTAL INCOME (LOSS) REPORTED		DIFFERENCE	
					ORDINARY	CAPITAL GAIN/(LOSS)	FOR TAX PURPOSES	FOR BOOK PURPOSES		
Carlyle Partners III (Videotron), LP	51-0398313	0	0	0	0	0	0	0	*	0
Carlyle Partners III FM (Cayman), LP	98-0392353	(4,257)	(4,257)	0	0	0	(4,257)	0	*	(4,257)
Carlyle Partners III-JUST Hawaii LP	26-3781242	0	0	0	0	0	0	0	*	0
Carlyle Partners III Loews LP	02-0726395	0	0	0	0	0	0	0	*	0
Carlyle Partners III Telecommunications, I 14-1910627		0	0	0	0	0	0	0	*	0
Carlyle Partners IV, L P	20-2031772	(58,996)	(58,434)	(2,562)	0	0	(58,996)	0	*	(58,996)
Carlyle Partners IV Cayman L P	98-0490282	0	0	0	0	0	0	0	*	0
Carlyle Partners IV Telecommunications, 20-3805998		1	1	0	0	0	1	0	*	1
Carlyle Partners V, L P	28-0204424	(112,733)	(112,733)	0	0	0	(112,733)	0	*	(112,733)
Carlyle Partners V Cayman, L P	98-0588263	(3)	(3)	0	0	0	(3)	0	*	(3)
Carlyle Partners V MC L P	32-0235135	6	6	0	0	0	6	0	*	6
Carlyle Partners V MC, L P	32-0235135	5	5	0	0	0	5	0	*	5
Carlyle Partners V MC Cayman L P	98-0606650	114	114	0	0	0	114	0	*	114
Carlyle Partners V SA3 Cayman LP	98-0641123	0	0	0	0	0	0	0	*	0
Carlyle Partners V SN Cayman LP	98-0614969	0	0	0	0	0	0	0	*	0
Carlyle Partners V US, L P	26-2623741	86,542	86,542	0	0	0	86,542	0	*	86,542
Carlyle Piedmont Domestic Partners, ** 74-3130675		1,317	6	1,311	0	0	1,317	10,238	*	(8,921)
Carlyle Realty Foreign Investors III L P	52-2276064	(32,586)	(32,588)	0	0	0	(32,588)	(226,965)	*	194,377
Carlyle Realty Halley Convestment IV, L 20-3166450		(142,717)	651	0	(145,179)	1,811	(142,717)	0	*	(142,717)
Carlyle Realty Partners L P	52-2052290	3,036	(5,554)	0	8,590	0	3,036	0	*	3,036
Carlyle Realty Partners II, L P	52-2184600	(786,951)	4,652	(844,438)	52,835	0	(786,951)	0	*	(786,951)
Carlyle Realty Partners III Alternative L F 20-0254092		(110,288)	(83,420)	6,897	(33,765)	0	(110,288)	(101,821)	*	(8,467)
CRP III Alternative AIV L P	26-2365866	(226,373)	13,702	37,055	(441,133)	164,003	(226,373)	0	*	(226,373)
Carlyle Realty Partners IV, L P	20-1979695	(183,466)	(68,797)	9,661	(124,825)	495	(183,466)	0	*	(183,466)
Carlyle Realty Partners V, L P	20-5511868	78,744	420,480	(47,434)	(294,302)	0	78,744	0	*	78,744
CRP IV AIV, L P	26-2371785	(68,220)	(7,802)	7,823	(76,897)	8,656	(68,220)	0	*	(68,220)
CRP V AIV, L P	26-2367833	(72,634)	14,083	0	(91,833)	5,116	(72,634)	0	*	(72,634)
Carlyle Realty Partners V Scopel L P	26-1179627	(2,667)	(3,964)	0	1,297	0	(2,667)	0	*	(2,667)
Carlyle Realty Master Convestment III ** 30-0095976		0	0	0	0	0	0	0	*	0
Carlyle Realty Master Convestment IV L 20-3304179		388,143	16,236	0	371,907	0	388,143	0	*	388,143
Carlyle Strategic Partners, L P	56-2454608	(43,794)	27,450	(71,244)	0	0	(43,794)	0	*	(43,794)
Carlyle Strategic Partners II, L P	61-1532530	76,969	148,095	(71,126)	0	0	76,969	0	*	76,969
Carlyle Strategic Partners II (Cayman), LF 98-0583213		(55)	(55)	0	0	0	(55)	0	*	(55)
Carlyle-SWM Partners L P	52-2081223	(35)	(35)	0	0	0	(35)	0	*	(35)
Carlyle / Riverstone Global Energy & Pow 51-0406272		(12,763)	(12,763)	0	0	0	(12,763)	0	*	(12,763)
Carlyle / Riverstone MLP Partners, L P 75-3124255		20,700	4,737	16,651	(688)	0	20,700	(28,973)	*	49,673
Carlyle / Riverstone MLP Partners II, I ** 54-2105707		136,679	19,439	122,416	(5,176)	0	136,679	196,187	*	(59,508)
Carlyle / River Global Energy & Pwr F ** 51-0426186		(159,047)	(159,047)	0	0	0	(159,047)	0	*	(159,047)
Carlyle / River Global Energy & Pwr Fd - 98-0353034		76,591	76,591	0	0	0	76,591	0	*	76,591
Carlyle / River Global Energy & Pwr Fd II 98-0442558		(362)	(362)	0	0	0	(362)	0	*	(362)
Carlyle / Riverstone TE Knight, L P 98-0568763		77,330	77,330	0	0	0	77,330	0	*	77,330
C/R TE Partners III, L P 20-4138980		5,546	5,546	0	0	0	5,546	0	*	5,546
Carlyle / Riverstone TE Partners III (C) 98-0568765		124,022	124,022	0	0	0	124,022	0	*	124,022
C/R CDM Investment Partnership II, L P 75-3124245		1,055,799	(146)	112,632	641,467	301,846	1,055,799	758,820	*	296,979
C/R Cobalt Investment Partnership L P 20-4993320		(51,162)	(68,289)	0	17,127	0	(51,162)	0	*	(51,162)

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FORM 990-PF AS

FORM 990-T

PARTNERSHIP NAME	EIN	NET SCH K-1 (FORM 1065)	OTHER INCOME (LOSS)	CAPITAL GAIN (LOSS)	INCOME/(LOSS) FROM PARTNERSHIPS		TOTAL INCOME (LOSS) REPORTED		DIFFERENCE	
					ORDINARY	CAPITAL GAIN/(LOSS)	FOR TAX PURPOSES	FOR BOOK PURPOSES		
C/R Jade Partners, L P	26-1990731	6,058	374	0	5,684	0	6,058	0	*	6,058
C/R Knight Partners, L P	26-0233965	82,819	82,819	0	0	0	82,819	0	*	82,819
C/R LNG II Investment Partnership, L P	04-3804319	(134,538)	(71,817)	0	(3,512)	(59,209)	(134,538)	0	*	(134,538)
C/R II Naka U S Investment Partnership	20-5332248	46,484	(4)	0	46,886	(398)	46,484	0	*	46,484
C/R II Naka Canada Investment Partners	26-2219779	(16,311)	(206)	0	(16,105)	0	(16,311)	0	*	(16,311)
C/R River Partners II, L P	98-0481552	0	0	0	0	0	0	1,528	*	(1,528)
C/R SEGS Investment Partnership, L I **	20-4058529	(1,402)	(1,402)	0	0	0	(1,402)	0	*	(1,402)
C/R Semgroup Investment Partnership, L	33-1113174	4,322,867	659,245	(1,349,885)	4,758,152	255,355	4,322,867	0	*	4,322,867
C/R Semgroup Investment Partnership, L	33-1113174	4,847,651	75,770	3,344,959	369,896	837,026	4,647,651	0	*	4,647,651
C/R Station Investment Partnership, L P	20-4058315	(66,039)	262,882	0	(308,754)	(20,167)	(66,039)	0	*	(66,039)
Rverstone/Carlyle TE Partners IV, L P	26-1548369	(80,261)	(80,261)	0	0	0	(80,261)	0	*	(80,261)
Carlyle US Venture Partners, L P	** 52-2038006	(118,389)	(2,492)	(115,897)	0	0	(118,389)	(349,648)	*	231,259
Carlyle-USIS Partners, L P	51-0393186	(8)	(8)	0	0	0	(8)	1,045	*(b)	(1,053)
Carlyle-USIS Partners II, L P	51-0393187	(73)	(73)	0	0	0	(73)	14,458	*(b)	(14,531)
Carlyle Venture Partners II, L P	51-0408213	(54,881)	(50,023)	(4,858)	0	0	(54,881)	0	*	(54,881)
Carlyle Venture Partners II (Cayman), L F	98-0486565	272,676	272,676	0	0	0	272,676	123,934	*	148,742
Carlyle Venture Partners III (Cayman), L I	98-0588192	0	0	0	0	0	0	0	*	0
Carlyle U S Growth Fund III, L P	20-3712542	(88,285)	(88,285)	0	0	0	(88,285)	0	*	(88,285)
CMC - Hertz Partners, L P	20-3860624	(75)	(75)	0	0	0	(75)	0	*	(75)
CP IV Knight TE Holdings, L P	98-0535555	87,957	87,957	0	0	0	87,957	0	*	87,957
DAG Ventures QP, L P	20-1544311	(270,325)	(1,889)	(288,430)	0	0	(270,325)	0	*	(270,325)
DAG Ventures II - QP, L P	20-4626638	(54,980)	1,133	(56,113)	0	0	(54,980)	0	*	(54,980)
DAG Ventures III - QP, L P	20-8786618	(295,727)	(84,012)	(211,715)	0	0	(295,727)	0	*	(295,727)
DB Realty Mezzanine Investment Fund I	13-4027579	265	265	0	0	0	265	0	*	265
DB Realty Mezzanine Investment Fund II	26-0005892	(88,580)	(44,377)	0	(44,203)	0	(88,580)	0	*	(88,580)
DB Realty Mezzanine Parallel Fund II, L	26-0005911	0	0	0	0	0	0	0	*	0
Duff Ackerman & Goodrich, L P	94-3320258	(33,508)	(3,670)	0	(29,838)	0	(33,508)	0	*	(33,508)
Duff Ackerman & Goodrich QP Fund II	94-3382349	(690,102)	116,379	(233,318)	(573,163)	0	(690,102)	0	*	(690,102)
Energy Spectrum Partners V, L P	20-8679690	(276,087)	(81,901)	0	(194,186)	0	(276,087)	0	*	(276,087)
Energy Trust Partners III, L P	26-0819074	(284,379)	(73,889)	10,582	(221,092)	0	(284,379)	0	*	(284,379)
Flag International Partners, L P	20-4380671	(54,706)	(74,399)	19,939	(246)	0	(54,706)	0	*	(54,706)
Flag Venture Partners VI, L P	20-4360765	(101,368)	(130,103)	29,726	(991)	0	(101,368)	0	*	(101,368)
Harbert Power Fund III, L L C	20-5425961	(192)	0	0	0	(192)	(192)	0	*	(192)
Harbert European Real Estate Fund II	98-0482996	64,367	99,040	175	(34,848)	0	64,367	0	*	64,367
Harbinger Independent Power Fund I, L L I	72-1372315	0	0	0	0	0	0	255,653	*	(255,653)
Harbinger Ind Power Fund I, Common E	72-1372315	49,411	451	0	43,396	5,564	49,411	0	*	49,411
Harbinger Independent Power Fund II, L L	63-1277082	0	0	0	0	0	0	164,819	*	(164,819)
Harbinger Ind Power Fund II, Common E	63-1277082	122,784	209	0	122,041	534	122,784	0	*	122,784
Harbinger Ind Power Fund II, Warrant	63-1277092	0	0	0	0	0	0	0	*	0
Lotus China Fund, L P	20-1786733	(126,505)	16,675	(143,160)	0	0	(126,505)	0	*	(126,505)
Magellan Midstream Holdings, L P	20-4328784	72,451	32	0	72,419	0	72,451	0	*	72,451
Media/Communications Partners II, L P	04-3119722	(1,813)	(93)	(1,720)	0	0	(1,813)	0	*	(1,813)
Media/Communications Partners III, L P	04-3326800	44,651	1,329	43,111	211	0	44,651	189,036	*	(144,385)
M/C Venture Partners IV, L P	04-3449247	(513)	(513)	0	0	0	(513)	0	*	(513)
M/C Venture Partners V, L P	04-3526474	17,612	(21,362)	(1,181)	40,309	(154)	17,612	0	*	17,612
M/C Venture Partners VI, L P	20-4621122	(102,520)	(51,512)	9,397	(62,176)	1,771	(102,520)	0	*	(102,520)
Mentech Capital Partners, L P	77-0518201	(84,374)	2,080	(86,454)	0	0	(84,374)	0	*	(84,374)
Mentech Capital Partners II, L P	77-0549035	(151,892)	(26,447)	(125,445)	0	0	(151,892)	0	*	(151,892)
Mentech Capital Partners III, L P	20-3198538	(298,273)	(169,720)	(128,553)	0	0	(298,273)	0	*	(298,273)
Mondnan Emerging Markets Equity Fund	20-1575014	(132,492)	556,110	(688,602)	0	0	(132,492)	(324,479)	*(b), (c)*	191,987

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PARTNERSHIP NAME	EIN	FORM 990-PF AS		FORM 990-T			TOTAL		DIFFERENCE	
		NET SCH K-1 (FORM 1065)	OTHER INCOME (LOSS)	CAPITAL GAIN (LOSS)	INCOME/(LOSS) FROM PARTNERSHIPS		FOR TAX PURPOSES	FOR BOOK PURPOSES		
					ORDINARY	CAPITAL GAIN/(LOSS)				INCOME (LOSS) REPORTED
Morgenthaler Venture Partners IV	** 34-1807476	366,339	(851)	367,190	0	0	366,339	462,114	*	(95,775)
Morgenthaler Venture Partners V	34-1672532	83,519	97,902	(14,383)	0	0	83,519	170,830	*	(87,311)
Morgenthaler Partners VI, L P	34-1918712	(383,862)	(67,163)	(316,699)	0	0	(383,862)	0	*	(383,862)
Morgenthaler Partners VII, L P	34-1949423	(1,021,444)	(141,424)	(880,020)	0	0	(1,021,444)	0	*	(1,021,444)
Morgenthaler Partners VIII, L P	20-2984296	(205,141)	(184,454)	(40,687)	0	0	(205,141)	0	*	(205,141)
Morgenthaler Venture Partners IX, LP	26-2756898	(108,029)	(80,783)	(27,246)	0	0	(108,029)	0	*	(108,029)
MTS Health Investors II, L P	20-5162074	(37,766)	(37,766)	0	0	0	(37,766)	0	*	(37,766)
Newbridge Asia III, L P	75-2910626	(82,448)	(1,513)	(80,935)	0	0	(82,448)	356,545	*	(438,993)
Newbridge Asia IV L P	98-0461629	2,412,076	(185,254)	2,597,330	0	0	2,412,076	0	*	2,412,076
Newbridge Sterling AIV Partners I, L P	20-1987761	(22,591)	(22,591)	0	0	0	(22,591)	0	*	(22,591)
Next Generation Partners V, L P	20-2488043	(253,947)	(149,408)	(55,030)	(49,509)	0	(253,947)	0	*	(253,947)
Och-Ziff Capital Management Group I **	26-0354783	11,254	(1,959)	12,429	20	764	11,254	0	*	11,254
Oaktree Japan Opportunites Value Fund	26-4470470	1,898	9,244	(7,346)	0	0	1,898	0	*	1,898
Oaktree Pncipal Fund V L P	98-0599574	(13,450)	(20,348)	6,898	0	0	(13,450)	0	*	(13,450)
Oaktree Real Estate Opportunites Fund I	39-2064299	244,906	26,998	228,398	(10,490)	0	244,906	0	*	244,906
OCM Asia Pncipal Opportunites Fund, I	41-2199974	(37,115)	(55,656)	18,541	0	0	(37,115)	0	*	(37,115)
OCM European Credit Opportunites Fun	98-0499134	803,026	803,028	0	0	0	803,026	0	*	803,026
OCM European Pncipal Opportunites Fi	98-0486140	(53,038)	(53,038)	0	0	0	(53,038)	0	*	(53,038)
OCM European Pncipal Opportunites Fi	75-3256074	90,731	47,239	43,492	0	0	90,731	0	*	90,731
OCM/GFI Power Opportunites Fund, L F	95-4779278	169,072	39,238	148,115	(18,281)	0	169,072	844,652	*	(475,580)
OCM/GFI Power Opportunites Fund II, L	20-1843612	28,586	(61,460)	90,046	0	0	28,586	270,431	*	(241,845)
OCM Emerging Markets Feeder Fund **	95-4686710	(64,593)	(134,511)	69,918	0	0	(64,593)	14,303,678	(b)	(14,368,271)
OCM High Yield Limited Partnership	95-4531546	1,225,422	1,852,958	(627,536)	0	0	1,225,422	1,849,915	(c)	(624,493)
OCM High Yield Plus Feeder Fund Pai	20-0400211	(125,107)	2,625,957	(2,751,064)	0	0	(125,107)	0	*	(125,107)
OCM High Yield Plus Feeder Fund Partn	20-0400211	0	0	0	0	0	0	0	*	0
OCM Japan Opportunites Fund L P **	98-0460404	(526,098)	(3,574)	(520,643)	237	(2,118)	(526,098)	0	*	(526,098)
OCM Opportunites Fund, L P	95-4551378	74,148	(10,077)	84,225	0	0	74,148	48,179	*	25,969
OCM Opportunites Fund II L P	95-4656967	36,627	(731)	37,358	0	0	36,627	22,525	*	14,102
OCM Opportunites Fund III L P	95-4761130	17,612	(1,383)	18,995	0	0	17,612	58,510	*	(40,898)
OCM Opportunites Fund IV, L P	95-4878221	(8,800)	(908)	(7,892)	0	0	(8,800)	23,032	*	(31,832)
OCM Opportunites Fund V, L P	20-1096337	(459,974)	8,985	(468,959)	0	0	(459,974)	514,653	*	(974,627)
OCM Opportunites Fund VI, L P	20-2998535	22,986	227,941	(203,515)	(1,440)	0	22,986	0	*	22,986
OCM Opportunites Fund VI AIF (Delawa	26-4344593	8,212	7,048	0	1,164	0	8,212	0	*	8,212
OCM Opportunites Fund VII, L P	98-0521250	(493,012)	382,618	(855,630)	0	0	(493,012)	0	*	(493,012)
OCM Opportunites Fund VII AIF (Delawa	51-0627167	25,442	25,442	0	0	0	25,442	0	*	25,442
OCM Opportunites Fund VIIB AIF (Caym	46-0521714	22,358	22,358	0	0	0	22,358	0	*	22,358
OCM Opportunites Fund VIIB, L P	20-8514102	993,824	600,477	393,347	0	0	993,824	0	*	993,824
OCM Pncipal Opportunites Fund L P	95-4593041	4,947	5,078	(131)	0	0	4,947	30,087	*	(25,140)
OCM Pncipal Opportunites Fund II L P	95-4833215	14,502	3,097	12,202	(797)	0	14,502	30,118	*	(15,616)
OCM Pncipal Opportunites Fund, III L P	20-0379312	200,537	5,152	195,385	0	0	200,537	0	*	200,537
OCM Pncipal Opportunites Fund, IV L F	98-0508802	175,156	161,334	13,822	0	0	175,156	0	*	175,156
OCM Pncipal Opportunites Fund IV AIF	51-0627157	(546)	(546)	0	0	0	(546)	0	*	(546)
OCM Real Estate Opportunites Fund A I	95-4568177	(59,127)	(12,571)	(29,637)	(16,919)	0	(59,127)	0	*	(59,127)
OCM Real Estate Opportunites Fund II, I	95-4716210	(3,122)	(952)	(4,032)	1,862	0	(3,122)	0	*	(3,122)
OCM Real Estate Opportunites Fund III, I	01-0709496	(907,058)	51,612	(952,287)	(13,586)	7,203	(907,058)	0	*	(907,058)
Pertech Bermuda Holdings, Ltd	98-0423061	7,525	2	7,758	(235)	0	7,525	0	*	7,525
Redpoint Omega, L P	20-8398991	(10,561)	(56,203)	45,642	0	0	(10,561)	0	*	(10,561)
Redpoint Ventures I, L P	94-3341727	(26,201)	(24,329)	(1,872)	0	0	(26,201)	0	*	(26,201)
Redpoint Ventures II L P	94-3368262	482,653	(69,598)	532,251	0	0	482,653	0	*	482,653
Redpoint Ventures III, L P	20-4169323	(102,815)	(110,230)	7,415	0	0	(102,815)	0	*	(102,815)

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PARTNERSHIP NAME	EIN	FORM 990-PF AS		FORM 990-T		TOTAL		DIFFERENCE		
		NET SCH K-1 (FORM 1065)	OTHER INCOME (LOSS)	CAPITAL GAIN (LOSS)	INCOME/(LOSS) FROM PARTNERSHIPS		INCOME (LOSS) REPORTED			
					ORDINARY	CAPITAL GAIN/(LOSS)	FOR TAX PURPOSES		FOR BOOK PURPOSES	
RFE Investment Partners IV L P	22-2888655	(802)	(802)	0	0	0	(802)	0	*	(802)
RREEF Global Opportunites Fund II, L P	20-3845009	(541,036)	(84,151)	(406,022)	(73,525)	2,662	(541,036)	0	*	(541,036)
Strategic Investment Fund Partners	25-1777423	32,232	12,051	0	20,181	0	32,232	16,884	*	15,348
TA/Advert VIII, L P	04-3334380	(106,338)	4,485	(110,823)	0	0	(106,338)	113,750	*	(220,088)
TA IX, L P	04-3520503	917,455	20,085	897,370	0	0	917,455	1,200,000	*	(282,545)
TA X, L P	20-4529991	(80,646)	(80,846)	0	0	0	(80,646)	0	*	(80,646)
TA Subordinated Debt Fund L P	04-3506994	459,087	13,296	445,791	0	0	459,087	660,000	*	(200,913)
TA Subordinated Debt Fund II, L P	20-4529997	239,318	237,923	1,395	0	0	239,318	0	*	239,318
TCW Special Credits Fund IV	95-4424460	10,920	(2,635)	13,555	0	0	10,920	19,090	*	(8,170)
TCW Special Credits Fund V	95-6971241	(2,696)	(332)	(2,364)	0	0	(2,696)	0	*	(2,696)
TCW Special Credits Fund VI	** 95-4488855	(25,269)	(2,517)	(21,046)	(1,706)	0	(25,269)	0	*	(25,269)
TPG Asia V, L P	98-0541240	(93,857)	(93,857)	0	0	0	(93,857)	0	*	(93,857)
TPG VI OG AIV II L P	98-0623119	267	267	0	0	0	267	0	*	267
TPG Bluegrass IV - AIV 1, L P	20-4914492	(62)	(62)	0	0	0	(62)	0	*	(62)
TPG Bluegrass V - AIV 1, L P	20-4914632	566	566	0	0	0	566	0	*	566
TPG V Hamlet AIV LP	20-8685564	(150)	(150)	0	0	0	(150)	0	*	(150)
TPG Izumi AIV 1, L P	26-1780730	(29,883)	1,824	(31,707)	0	0	(29,883)	0	*	(29,883)
TPG Izumi AIV 8, L P	26-1780672	(39,844)	1,881	(41,705)	0	0	(39,844)	0	*	(39,844)
TPG Media V-AIV 1, L P	20-8356363	137,715	(33)	137,748	0	0	137,715	0	*	137,715
TPG Midwest US V LLC	26-1720946	(66,952)	653	(67,605)	0	0	(66,952)	0	*	(66,952)
TPG Luna, L P	98-0632338	(75)	(75)	0	0	0	(75)	0	*	(75)
TPG Luna V-AIV, LP	98-0637659	(107)	(107)	0	0	0	(107)	0	*	(107)
TPG Partners II L P	75-2698246	(127,737)	184	(127,921)	0	0	(127,737)	107,473	*	(235,210)
TPG Partners III, L P	75-2852148	75,931	12,408	63,523	0	0	75,931	220,941	*	(145,010)
TPG Partners IV L P	20-0347894	128,488	21,769	106,719	0	0	128,488	0	*	128,488
TPG Partners V, L P	20-4578637	(4,453)	6,856	(11,309)	0	0	(4,453)	0	*	(4,453)
TPG Partners VI L P	26-1684644	(57,746)	(57,746)	0	0	0	(57,746)	0	*	(57,746)
TPG Partners IV - AIV, L P	98-0475865	1,869	1,869	0	0	0	1,869	0	*	1,869
TPG Partners V - AIV, L P	98-0502263	(44)	(44)	0	0	0	(44)	0	*	(44)
TPG V VE-AIV 1 L P	27-1363222	77	77	0	0	0	77	0	*	77
TPG VI-AIV, L P	98-0626805	(8)	(8)	0	0	0	(8)	0	*	(8)
TPG VI VE-AIV 1, L P	27-1366609	59	59	0	0	0	59	0	*	59
TPG Viking AIV 1, LP	98-0561874	(54)	(54)	0	0	0	(54)	0	*	(54)
TPG Umbrella IV, L P	20-8356324	(33)	(33)	0	0	0	(33)	0	*	(33)
Versant Venture Capital I L P	95-4767944	(71,021)	(24,843)	(46,178)	0	0	(71,021)	0	*	(71,021)
Versant Venture Capital II, L P	94-3410103	223,717	(67,469)	311,186	0	0	223,717	0	*	223,717
Versant Venture Capital III L P	20-3659276	(145,206)	(92,619)	(52,587)	0	0	(145,206)	0	*	(145,206)
Versant Venture Capital IV, L P	26-3080195	(96,808)	(96,808)	0	0	0	(96,808)	0	*	(96,808)
Warburg, Pincus Equity Partners, L P	13-3986317	(31,483)	1,868	(33,351)	0	0	(31,483)	161,242	*	(192,725)
Warburg, Pincus IX Brandywine Holdings	N/A	0	0	0	0	0	0	0	*	0
Warburg, Pincus IX Brandywine Holdings	20-4202574	0	0	0	0	0	0	0	*	0
Warburg, Pincus Investors Liquidating Tr.	33-1085446	(44)	(44)	0	0	0	(44)	0	*	(44)
Warburg, Pincus Ventures, L P	** 13-3784037	0	0	0	0	0	0	0	*	0

RICHARD KING MELLON FOUNDATION
E.I.No. 25-1127705

990-PF - 2009 - Other Income (Loss)
Income (Loss) from Partnerships

Schedule F

		REPORTED ON							
		FORM 990-PF AS			FORM 990-T				
PARTNERSHIP NAME	EIN	NET SCH K-1 (FORM 1065)	OTHER INCOME (LOSS)	CAPITAL GAIN (LOSS)	INCOME/(LOSS) FROM PARTNERSHIPS		TOTAL INCOME (LOSS) REPORTED		DIFFERENCE
					ORDINARY	CAPITAL GAIN/(LOSS)	FOR TAX PURPOSES	FOR BOOK PURPOSES	
Warburg, Pincus Ventures Liquidating Tr. 26-6609402		(9,824)	(881)	(8,943)	0	0	(9,824)	0	(9,824)
Warburg, Pincus Private Equity VIII, L P 13-4161869		(275,285)	32,067	(307,352)	0	0	(275,285)	0	(275,285)
Warburg, Pincus (Bermuda) Private Equ 13-4194502		(405)	(405)	0	0	0	(405)	0	(405)
Warburg, Pincus Private Equity IX, L P 20-2975990		101,517	(33,970)	135,487	0	0	101,517	0	101,517
Warburg, Pincus (Bermuda) Private Equ 20-5101531		(9,677)	0	(9,677)	0	0	(9,677)	0	(9,677)
Warburg, Pincus Private Equity X, L P 26-0849130		(238,056)	(105,720)	(132,336)	0	0	(238,056)	0	(238,056)
Warburg, Pincus Private Equity X O&G, L 23-3605628		(2,729)	(2,729)	0	0	0	(2,729)	0	(2,729)
WGI Emerging Markets Fund LLC 20-3377269		(214,699)	442,178	(656,877)	0	0	(214,699)	166,261	(380,960)
From Schedule F-1, Forms 8621, PFIC S N/A		242,834	234,805	8,029	0	0	242,834	0	242,834
Totals		7,347,228	9,653,286	(9,813,160)	5,657,228	1,649,874	7,347,228	22,566,186	(15,218,958)
								6,891,472	(a)
Other income (loss) To Schedule F - Page 1 of 8, Column								=====	
								(b)	
Capital gain (loss) To Form 990-PF								9,395,534	(b)
								=====	
								Schedule D (Summary)	
								Schedule D (Summary)	
								6,279,180	(c)
								=====	

Notes

- * Income is recorded for book purposes on a cash method, cost recovery basis
- ** 2009 is final return for this partnership
- (a) Income is recorded for book purposes using partnership financial reporting of net income
- (b) Represents the following capital gains for book purposes only
- (c) Represents the following interest and dividends for book purposes only

	Capital Gains	Interest and Dividends	Total
Acorn Investors	0	2,416,552	2,416,552
Active Emerging Markets CTF	(976,493)	254,766	(721,727)
Alliance Institutional Fund, Emerging Markets Growth Fund	(1,248,774)	199,952	(1,048,822)
Axiom International Equity Fund LLC	(466,251)	318,085	(148,166)
Bernstein Emerging Markets Value Trust	(1,208,606)	374,577	(834,229)
CP III Coinvestment, LP	228	0	228
Cartyle-USIS Partners, L P	1,045	0	1,045
Cartyle-USIS Partners II, L P	14,458	0	14,458
Mondnan Emerging Markets Equity Fund L P	(872,742)	548,283	(324,479)
OCM Emerging Markets Feeder Fund, L P	14,303,678	0	14,303,678
OCM High Yield Limited Partnership	0	1,849,915	1,849,915
WGI Emerging Markets Fund LLC	(150,809)	317,070	166,261
	<u>9,395,534</u>	<u>6,279,180</u>	<u>15,674,714</u>

RICHARD KING MELLON FOUNDATION
E I No 25-112705

990-PF - 2009 - Supplemental Schedule F-1
Income from Passive Foreign Investment Companies

REPORTED ON
FORM 990-PF, SCHEDULE F FORM 990-T

Schedule F-1

PASSIVE FOREIGN INVESTMENT COMPANY NAME	EIN	NET FORM 8621	OTHER INCOME (LOSS)	CAPITAL GAIN (LOSS)	INCOME/(LOSS) FROM PARTNERSHIPS		TOTAL INCOME (LOSS) REPORTED		DIFFERENCE
					ORDINARY	CAPITAL GAIN/(LOSS)	FOR TAX PURPOSES	FOR BOOK PURPOSES	
XTEP (China) Company Limited	N/A	43,796	43,796	0	0	0	43,796	0	43,796
CEP Dome 2	N/A	2,529	2,529	0	0	0	2,529	0	2,529
Dome 4 0909 S A R L	N/A	90	90	0	0	0	90	0	90
CEP II AIV Z (Cayman)	N/A	6,205	6,205	0	0	0	6,205	0	6,205
CEP Dome 2	N/A	513	513	0	0	0	513	0	513
Dome 4 0909 S A R L	N/A	18	18	0	0	0	18	0	18
CEP II AIV Z (Cayman)	N/A	1,200	1,200	0	0	0	1,200	0	1,200
PQ Luxco Parent S A R L	N/A	25,370	25,370	0	0	0	25,370	0	25,370
A-PQ Luxco Parent S A R L	N/A	19,025	19,025	0	0	0	19,025	0	19,025
Manor Care Parent SARL	N/A	2,868	2,868	0	0	0	2,868	0	2,868
SN Parent SARL	N/A	1,229	1,229	0	0	0	1,229	0	1,229
A-PQ Luxco Parent S A R L	N/A	29,912	29,912	0	0	0	29,912	0	29,912
PQ Luxco Parent S A R L	N/A	14,257	14,257	0	0	0	14,257	0	14,257
Japan Rental Housing Investment Inc	N/A	2,398	2,398	0	0	0	2,398	0	2,398
Oaktree European Credit Opps Holdings	N/A	81,875	81,809	66	0	0	81,875	0	81,875
Dalian Danor Pnnting Co Ltd	N/A	573	573	0	0	0	573	0	573
OCM Luxembourg Opps VII Blocker	N/A	(337)	(337)	0	0	0	(337)	0	(337)
TPG OG I Cayman, L P	N/A	11,313	3,350	7,963	0	0	11,313	0	11,313
Totals		242,834	234,805	8,029	0	0	242,834	0	242,834

RICHARD KING MELLON FOUNDATION
E.I. No. 25-1127705
BALANCE SHEET - ASSETS

Form 990-PF - 2009
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Schedule G

	<i>End of Year</i>	
	<i>(b)</i> <i>Book Value</i>	<i>(c) Fair</i> <i>Market Value</i>
Cash - Line 1		
Page 2 of 7	\$12,246,766	\$12,236,921
Savings and temporary cash Investments - Line 2		
*MB - Page 86	44,132,850	44,132,700
Money Market	76,937,791	76,937,791
Form 990-PF, Page 2, Part II, Line 2	121,070,641	121,070,491
Investments- Securitles - Line 10		
a) US & State Gvt Obligations		
*MB - Pages 36-38 - U.S. Gvt. Obligations	53,513,743	52,578,751
*MB - Pages 32-35 - Federal Agency Bonds	30,285,211	30,714,839
Total US & State Gvt Obligations	83,798,954	83,293,590
b) Corporate Stock		
Page 3 of 7	715,017,353	802,605,744
c) Corporate Bonds		
Page 3 of 7	270,678,137	280,790,430
Investments-Other - Line 13		
Page 7 of 7	474,534,354	536,097,922
Other Assets - Line 15		
Page 2 of 7	3,332,000	3,332,000
TOTAL ASSETS	\$1,680,678,205	\$1,839,427,098

*** Note:**

Detail Statements are as follows.
MB-Mellon Bank Statements,
M-Mondrain Inv Partners LTD; B-Bernstein;F-Fidelity,MS-Marsico; T-Tradewinds

RICHARD KING MELLON FOUNDATION
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Schedule G

	End of Year	
	(b) Book Value	(c) Fair Market Value
Cash:		
Checking Accounts	\$1,501,100	\$1,501,100
Petty Cash	450	450
Cash Receivable	3,465,400	3,465,400
Investment Accounts - Principal Cash		
Mellon Domestic - Page 85	(155,132)	(155,132)
B - Page 6	726	778
F - Page 6	11,032	9,373
M - Page 6	1,000,581	1,000,581
MS - Page 6	4,946,753	4,946,757
T - Page 6	1,434,510	1,426,268
Investment Accounts - Income Cash		
Mellon Domestic - Page 86	41,346	41,346
Total to Schedule G (Summary)	\$12,246,766	\$12,236,921
Other Assets:		
Program-related assets:		
Strategic Investment Partnership Fund	3,332,000	3,332,000
Totals to Schedule G (Summary)	\$3,332,000	\$3,332,000

RICHARD KING MELLON FOUNDATION
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Schedule G

	<i>End of Year</i>	
	<i>(b)</i> <i>Book Value</i>	<i>(c) Fair</i> <i>Market Value</i>
Line 10(b) Corporate Stock - Detail		
*MB - Pages 7-25 - Common Stocks	\$552,154,225	\$602,537,654
Investments - MB - Annual Report Stocks	392,090	148,905
*MS - Pages 7-29 - Equities	57,336,948	66,443,441
*M - Pages 7-22 - Equities	62,429,403	72,868,354
*T - Pages 7-18 - Equities	20,804,374	25,622,788
Investments - FOR - Annual Report Stocks	1,044,628	1,044,628
Acorn Investors, Inc	17,545,234	32,391,316
Globelmmune	1,548,658	1,548,658
Lamina Ceramics, Inc	1,761,793	0
Total Corporate Stock - To Page 1 of 7	\$715,017,353	\$802,605,744
Line 10(c) Corporate Bonds - Detail		
* MB - Pages 38-85 - Mortgage/Asset Backed, Corporate, International, Other	255,623,474	265,688,683
Investments - MB - Annual Report Fixed Income	15,054,663	15,101,747
Total Corporate Bonds - To Page 1 of 7	\$270,678,137	\$280,790,430

RICHARD KING MELLON FOUNDATION
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BALANCE SHEET - ASSETS

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Schedule G

	End of Year	
	(b) Book Value	(c) Fair Market Value
Summary of Investments - Other		
Investments In Limited Partnerships:		
Alliance Institutional Fund	\$9,298,859	\$13,361,271
Aqua International Partners, L.P.	4,998,104	106,101
Axiom International Equity Fund	30,179,071	38,554,966
BBH & CO. Private Equity Partners, L.P.	1,379,383	98,860
Berstein Emerging Markets Value Trust	16,765,426	18,733,101
Birchmere Ventures II, L.P.	617,066	448,153
Brentwood Associates IX, L.P.	2,763,603	507,061
Brentwood Associates Private Equity III-A, L.P.	46,348	1,162,987
Brentwood Associates VIII L.P.	0	450,036
C/R CDM Investment Partnership II, L.P.	0	24,143
C/R Cobalt Investment Partnership, L.P.	1,378,197	3,723,867
C/R II Niska Canada Investment Partnership, L.P.	918,442	1,410,922
C/R II Niska U.S. Investment Partnership, L.P.	351,916	540,561
C/R Jade Partners, L.P.	804,885	760,963
C/R LNG II Investment Partnership, L.P.	1,528,499	1,524,000
C/R River Partners II, L.P.	0	417,610
C/R Stallion Investment Partnership, L.P.	1,343,463	65,964
C/R TE Partners III (Cayman), L.P.	952,026	1,101,324
CEVP P&I, L.P.	0	513
CP III Coinvestment, LLC	0	1,803
Carlyle - CPG (CPL) Partners I, L.P.	2,303,572	15,673,644
Carlyle - Contour Partners, L.P.	12,228	2,999
Carlyle - IT Partners, L.P.	14,661	0
Carlyle - Kuhlman Partners II, L.P.	0	398,334
Carlyle - Kuhlman Partners, L.P.	0	5,671
Carlyle Aerostructures Partners II, L.P.	489,868	310,083
Carlyle Aerostructures Partners, L.P.	32,002	33,659
Carlyle Asia Growth Partners III, L.P.	7,561,686	8,574,798
Carlyle Asia Growth Partners IV, L.P.	378,454	694,898
Carlyle Asia Partners (MDV) II, L.P.	878,764	1,204,110
Carlyle Asia Partners II, L.P.	6,632,763	5,896,614
Carlyle Asia Partners, L.P.	2,457,994	14,391,502
Carlyle Asia Venture Partners II, L.P.	0	2,459,039
Carlyle B&T Enterprises II, LLC	25,817	22,944
Carlyle CMC Hertz Partners, L.P.	28,911	401,712
Carlyle Europe Partners II, L.P.	1,427,006	5,294,917
Carlyle Europe Partners III, L.P.	3,393,679	2,207,558
Carlyle Europe Partners, L.P.	0	470,574
Carlyle Europe Real Estate Partners II, LP	5,652,808	3,008,016
Carlyle Europe Real Estate Partners III, LP	2,824,997	1,534,523
Carlyle HIT Partners, LP	0	383
Carlyle High Yield Partners, L.P.	0	269,923
Carlyle Japan International Partners II, L.P.	425,395	274,377
Carlyle Mezzanine Partners II (Cayman), L.P.	131,323	199,564
Carlyle Mezzanine Partners II, L.P.	1,248,623	1,271,865
Carlyle Mezzanine Partners, L.P.	1,382,792	987,413
Carlyle Partners II, L.P.	0	220,946
Carlyle Partners III Hawaii, L.P.	931,139	0
Carlyle Partners III Loews, L.P.	142,587	142,587
Carlyle Partners III Telecommunications, L.P.	0	681,832
Carlyle Partners III, L.P.	0	840,720
Carlyle Partners IV Cayman, L.P.	1,852,152	1,187,525

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RICHARD KING MELLON FOUNDATION
E.I. No. 25-1127705
BALANCE SHEET - ASSETS

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Schedule G

	<u>End of Year</u>	
	<u>(b)</u> <u>Book Value</u>	<u>(c) Fair</u> <u>Market Value</u>
Carlyle Partners IV Knight TE Holdings, L.P.	\$982,902	\$1,413,523
Carlyle Partners IV Telecommunications, L.P.	661,114	821,722
Carlyle Partners IV, L.P.	5,017,943	5,422,998
Carlyle Partners V Cayman, L.P.	73,649	73,481
Carlyle Partners V MC Cayman, L.P.	90,945	91,059
Carlyle Partners V MC, L.P.	729,543	729,543
Carlyle Partners V SN Cayman, L.P.	34,702	34,702
Carlyle Partners V US, L.P.	278,526	604,639
Carlyle Partners V, L.P.	1,870,290	971,611
Carlyle Realty Foreign Investors III, L.P.	0	2,757,977
Carlyle Realty Halley Coinvestment IV, L.P.	2,388,419	2,075,462
Carlyle Realty Master Coinvestment IV, L.P.	1,785,473	892,404
Carlyle Realty Partners II, L.P.	0	890,114
Carlyle Realty Partners III Alt AIV, L.P.	0	529,596
Carlyle Realty Partners III Alternative, L.P.	0	1,211,206
Carlyle Realty Partners IV AIV, L.P.	674,109	1,394,076
Carlyle Realty Partners IV, L.P.	8,077,094	5,469,559
Carlyle Realty Partners V (Scopel), L.P.	72,885	67,663
Carlyle Realty Partners V AIV, L.P.	1,215,601	1,072,857
Carlyle Realty Partners V, L.P.	7,924,110	7,038,940
Carlyle Realty Partners, L.P.	0	446,526
Carlyle SWM Partners, L.P.	0	3,181
Carlyle Strategic Partners II Cayman, L.P.	276,314	270,062
Carlyle Strategic Partners II, L.P.	3,025,352	3,368,717
Carlyle Strategic Partners, L.P.	44,848	740,029
Carlyle US Venture Partners, L.P.	43,220	43,220
Carlyle Venture Partners II Cayman, L.P.	0	449,181
Carlyle Venture Partners II, L.P.	2,949,760	2,293,807
Carlyle Venture Partners III (Cayman), L.P.	250,037	222,846
Carlyle Venture Partners III, L.P.	2,488,130	2,148,501
Carlyle/Riverstone Global Energy & Power Fund (Cayman) L.P.	793,126	793,123
Carlyle/Riverstone Global Energy & Power Fund I, L.P.	64,122	41,758
Carlyle/Riverstone Global Energy & Power Fund II (Cayman), L.P.	0	94,796
Carlyle/Riverstone Global Energy & Power Fund II, L.P.	280,919	58,963
Carlyle/Riverstone Knight Partners, L.P.	938,961	1,329,739
Carlyle/Riverstone TE Partners (Knight), L.P.	852,509	1,224,024
Carlyle/Riverstone TE Partners III, L.P.	5,086,357	6,590,738
DAG Ventures II-QP, L.P.	2,756,682	2,400,177
DAG Ventures III-QP, L.P.	4,000,000	3,678,110
DAG Ventures QP, L.P.	1,596,972	1,707,351
DB Realty Mezzanine Investment Fund II, L.L.C.	0	68,995
Duff Ackerman & Goodrich QP Fund II, L.P.	3,522,497	2,450,874
Duff Ackerman & Goodrich, L.P.	1,881,983	644,403
Energy Spectrum Partners V, L.P.	2,210,311	2,434,512
Energy Trust Partners III, L.P.	1,062,812	660,596
Flag International Partners, L.P.	1,485,905	1,341,725
Flag Next Generation Partners V, L.P.	2,579,764	2,096,911
Flag Venture Partners VI, L.P.	1,660,000	1,427,145
Harbert European Real Estate Fund II Parallel, L.P.	1,633,488	1,697,216
Harbert Power Fund III, L.L.C.	2,293,474	2,293,474
Harbinger Independent Power Fund I, LLC	0	1,085,738
Harbinger Independent Power Fund I, LLC-Warrants	15,164	15,164
Harbinger Independent Power Fund II, LLC	0	783,661
Lotus China Fund, L.P.	4,474,860	6,141,191
M/C Venture Partners IV, L.P.	1,449,128	454,940
M/C Venture Partners V L.P.	1,135,820	1,786,714
M/C Venture Partners VI, L.P.	2,196,399	2,397,110
MTS Health Investors II, L.P.	1,610,653	1,637,005
Media/Communications Partners II L.P.	0	1,067

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Schedule G

	<i>End of Year</i>	
	<i>(b)</i> <i>Book Value</i>	<i>(c) Fair</i> <i>Market Value</i>
Media/Communications Partners III, L.P.	\$0	\$311,692
Meritech Capital Partners II, L.P.	2,954,490	2,525,461
Meritech Capital Partners III, L.P.	5,155,450	7,227,334
Mentech Capital Partners, L.P.	6,566,945	645,273
Mondrian Emerging Markets Equity Fund	17,935,918	19,535,717
Morgenthaler Partners VI, L.P.	4,322,976	1,392,421
Morgenthaler Partners VII, L.P.	6,688,314	3,745,091
Morgenthaler Partners VIII, L.P.	5,756,428	5,447,725
Morgenthaler Venture Partners V	0	1,512,794
Morgenthaler Venture Partners IX, L.P.	600,000	430,596
Newbridge Asia III, L.P.	0	1,694,202
Newbridge Asia IV, L.P.	1,939,870	5,348,944
Newbridge Sterling AIV Partners I, L.P.	1,005,285	7,170,201
OCM Asia Principal Opportunities Fund, L.P.	2,085,124	1,397,346
OCM European Credit Opportunities Fund - Note	5,026,220	4,872,880
OCM European Credit Opportunities Fund, L.P.	30,577,500	12,159,136
OCM European Pnncipal Opportunities Fund II, L.P.	2,041,120	2,468,267
OCM European Principal Opportunities Fund, L.P.	2,751,337	3,944,085
OCM High Yield Limited Partnership	27,038,625	24,722,394
OCM High Yield Plus Feeder Fund, L.P.	21,237,849	25,881,504
OCM Japan Opportunities Fund, L.P.	4,582,772	2,703,865
OCM Opportunities Fun VI, L.P.	7,261,022	10,743,905
OCM Opportunities Fund II, L.P.	0	57,313
OCM Opportunities Fund III, L.P.	0	158,342
OCM Opportunities Fund IV, L.P.	0	30,490
OCM Opportunities Fund V, L.P.	0	2,391,535
OCM Opportunities Fund VII, L.P.	9,910,904	10,853,446
OCM Opportunities Fund VIIB, L.P.	12,750,000	17,271,261
OCM Opportunities Fund, L.P.	0	34,554
OCM Principal Opportunities Fund II, L.P.	0	424,180
OCM Principal Opportunities Fund III, L.P.	592,317	1,597,231
OCM Principal Opportunities Fund IV, L.P.	3,585,511	3,847,185
OCM Principal Opportunities Fund, L.P.	0	3,631
OCM Real Estate Opportunities Fund A, L.P.	0	575,165
OCM Real Estate Opportunities Fund II, L.P.	0	215,249
OCM Real Estate Opportunities Fund III, L.P.	582,082	5,864,099
OCM/GFI Power Opportunities Fund II, L.P.	0	4,048,347
OCM/GFI Power Opportunities Fund, L.P.	0	1,926
Oaktree Principal Fund V, L.P.	423,863	492,496
Oaktree Real Estate Opportunities Fund IV, L.P.	1,929,613	2,287,499
RFE Investment Partners IV L.P.	0	162,709
RREEF Global Opportunities Fund II, L.P.	5,000,000	2,391,833
Redpoint Omega, L.P.	1,143,480	1,184,197
Redpoint Ventures I, L.P.	3,418,826	1,636,354
Redpoint Ventures II, L.P.	1,735,609	2,993,393
Redpoint Ventures III, L.P.	2,837,500	2,760,729
Rexiter Active Emerging Markets	15,167,147	13,867,190
Riverstone/Carlyle TE Partners IV, L.P.	2,672,298	2,906,935
T/A Advent VIII, L.P.	0	218,302
TA IX, L.P.	0	2,603,822
TA Subordinated Debt Fund II, L.P.	3,450,000	3,780,009
TA Subordinated Debt Fund, L.P.	0	1,122,935
TA X, L.P.	6,056,250	5,074,217
TCW Special Credits Fund IV	0	10,248
TCW Special Credits Fund V	0	1,022
TCW Special Credits Fund VI	0	19,057
TPG Ariel Partners (Cayman), L.P.	279,138	216,429
TPG Asia V, L.P.	1,198,804	1,002,319
TPG Bluegrass IV - AIV 1, L.P.	79,138	116,123

11/12/10

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RICHARD KING MELLON FOUNDATION
E.I. No. 25-1127705
BALANCE SHEET - ASSETS

Form 990-PF - 2009
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Schedule G

	End of Year	
	(b) Book Value	(c) Fair Market Value
TPG Bluegrass V - AIV 1, L.P.	\$92,557	\$118,862
TPG Izumi AIV 6, L.P. (Newbridge Asia IV AIV)	409,614	296,830
TPG Izumi AIV I, L.P.	311,403	226,645
TPG Luna V AIV, L.P.	15,775	15,668
TPG Luna, L.P.	11,372	11,290
TPG Media V - AIV 1, L.P.	37,043	61,838
TPG Midwest US V, L.L.C.	74,510	7,704
TPG Partners II, L.P.	0	45,976
TPG Partners III, L.P.	0	820,383
TPG Partners IV, L.P.	859,760	1,743,928
TPG Partners V - AIV, L.P.	245,707	66,841
TPG Partners V, L.P.	2,518,645	1,872,789
TPG Partners VI AIV, L.P.	12,532	15,028
TPG Partners VI, L.P.	377,580	127,063
TPG Umbrella IV, L.P.	155,327	54,428
TPG V Hamlet AIV, L.P.	431,295	194,026
TPG V VE AIV I, L.P.	84,407	84,404
TPG VI OG AIV II, L.P.	213,918	256,724
TPG VI VE AIV I, L.P.	62,128	62,128
TPG Viking AIV I, L.P.	90,258	45,121
Versant Venture Capital I, L.P.	328,220	1,387,709
Versant Venture Capital II, L.P.	3,380,000	3,467,775
Versant Venture Capital III, L.P.	2,680,000	2,189,439
Versant Venture Capital IV, L.P.	640,000	560,439
Warburg Pincus (Bermuda) Private Equity IX, L.P.	1,475,000	1,845,715
Warburg Pincus (Bermuda) Private Equity VIII, L.P.	267,980	36,298
Warburg Pincus (Bermuda) Private Equity X, L.P.	300,000	242,016
Warburg Pincus Equity Partners, L.P.	0	1,378,697
Warburg Pincus IX Brandywine Holdings II, LLC	55,000	10,307
Warburg Pincus IX Brandywine Holdings, LLC	50,000	14,319
Warburg Pincus Investors Liquidating Trust, L.P.	0	7,088
Warburg Pincus Private Equity IX, L.P.	7,034,780	7,968,312
Warburg Pincus Private Equity VIII, L.P.	2,639,809	8,303,329
Warburg Pincus Private Equity X O&G, L.P.	250,000	247,216
Warburg Pincus Private Equity X, L.P.	3,690,706	2,934,040
Warburg Pincus Ventures, L.P.	0	42,920
Westwood Global Investment Emerging Markets Fund	17,307,922	18,688,664
TOTAL LIMITED PARTNERSHIPS	\$474,534,354	\$536,097,922
Totals to Schedule G (Summary)	\$474,534,354	\$536,097,922

Statement of account
December 1, 2009 - December 31, 2009

R K Mellon Foundation Combined
Account number CON0000040

Portfolio manager John W. Lantz 98
412 234 4250

In the event of interrupted electric or phone service to the office where your BNY Mellon relationship is handled, please call the BNY Mellon Client Communications Status Line at 1-888-MELLON3 and follow the prompt for Wealth Management. Thank you.

Please review your statement promptly and contact your portfolio manager with any questions.

You should be aware that in early 2009, representatives of the Internal Revenue Service articulated the position that the rules regarding the reporting of foreign bank and financial accounts apply to certain hedge funds, private equity investments and real estate investment trusts, among other products. You should consult your tax advisor to determine whether you may be affected by these reporting requirements.

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OFFICE OF THE
COMPTROLLER
OF THE COMMONWEALTH OF MASSACHUSETTS
STATE HOUSE, ROOM 1000
CHARLESTOWN, MASSACHUSETTS 02129
TEL: 617-725-7300 FAX: 617-725-7301
WWW.STATE.TREASURY.MA.GOV

Account listing

Account	Account title	Market value as of December 31, 2009
10260196019	Rkmf-Oaktree Converts	\$ 40,241,144.87
10260442058	Rkmf-Mb-Unrestricted	0.00
10260740022	Rkmf-Mb Restricted	152,331,921.43
10260740113	Rkmf-Blackrock Growth	116,594,635.71
10260740121	Rkmf-Transition	0.00
10260740139	Rkmf-T Rowe Price	1,586,040.87
10260740188	Rkmf-Blackrock	168,349,599.05
10260740196	Rkmf-Dodge & Cox Bond	166,019,077.68
10260740204	Rkmf-Trp Mid-Cap	89,579,457.29
10260740212	Rkmf-Brown Brothers	13,934,536.16
10260740402	Rkmf-Trp Small Cap	43,862,363.60



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Account	Account title	Market value as of December 31, 2009
10260741665	Rkmf-Oaktree	0 00
10260742270	Rkmf-Aronson	93,793,684.55
10260743690	Rkmf-Sands	70,060,344.27
10260743700	Rkmf-Palisades	39,186,034.61

Total market value \$ 995,538,840 09

Account summary
December 1, 2009 - December 31, 2009

R K Mellon Foundation - Combined
Account number CON00000040

Account activity

Market value

Market value as of December 1, 2009:	\$ 981,951,426.74
Income	2,196,838.10
Additions	2,184,539.29
Withdrawals	-4,337,836.04
Change in investment value	13,543,872.00
Market value as of December 31, 2009:	\$ 995,538,840.09
Accrued income as of December 31, 2009:	7,941,138.42
Total market value plus accrued income	\$ 1,003,479,978.51

Cash and money market activity

Cash/money market balance as of December 1, 2009:	\$ 54,086,600.21
Income	2,196,838.10
Receipts	2,184,539.29
Sales/Maturities	56,573,814.93
Disbursements	-4,332,074.03
Purchases	-67,010,609.35
Cash/money market balance as of December 31, 2009:	\$ 43,699,109.15

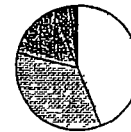
Income summary

	This period	Year to date
Interest tax exempt	\$ 0.00	\$ 19,000.00
Interest taxable	1,325,812.48	16,974,559.12
Dividends	871,025.62	8,370,533.76
Other asset income	0.00	106,684.45
Total income	\$ 2,196,838.10	\$ 25,470,777.33

	Short term	Long term
Year to date realized net gain/loss	\$ -11,689,202.31	\$ -23,282,084.55
(For annual tax preparation please refer to your annual tax letter)		

Account profile

Asset allocation



45%	U.S. common stocks
35%	Taxable fixed income
15%	Large cap funds
4%	Cash & cash equivalents
1%	Other
1%	Other equity

Asset summary

	Market value
Equities	
U.S. common stocks	\$ 449,448,151.32
Large cap funds	145,796,952.00
International-developed	1,265,550.00
Other equity	6,027,000.00
Fixed income	
Taxable	344,040,209.85
Alternative investments	4,942,063.37
Cash & cash equivalents	44,018,913.55
(Includes income cash of \$ 41,345.18)	
Total assets	\$ 995,538,840.09

Bond maturities

Less than 1 year	1 to 5 years	5 to 10 years	over 10 years	Par value
\$ 5,902,102.80	\$ 81,377,075.41	\$ 85,976,425.98	\$ 131,283,636.05	
1.9%	26.7%	28.2%	43.1%	% of par value



Portfolio manager John W. Lantz 98
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Asset detail

Equities

U.S. common stocks

Energy

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
17,900	Nabors Industries LTD (NBR)	\$ 21.8900	\$ 391,831.00	\$ 260,736.77	\$ 131,094.23	\$ 0.00	0.0%	0.0%
12,200	Transocean LTD (RIG)	82.8000	1,010,160.00	884,512.97	125,647.03	0.00	0.0	0.1
17,300	Anadarko Petroleum Corp (APC)	62.4200	1,079,866.00	1,133,714.94	-53,848.94	6,228.00	0.6	0.1
7,200	Apache Corp (APA)	103.1700	742,824.00	514,512.00	228,312.00	4,320.00	0.6	0.1
24,000	B J Services Co (BJS)	18.6000	446,400.00	310,351.20	136,048.80	4,800.00	1.1	0.0
19,950	Barrett Bill Corp (BBG)	31.1100	620,644.50	525,716.72	94,927.78	0.00	0.0	0.1
24,800	Cnx Gas Corp (CXG)	29.5200	732,096.00	678,134.13	53,961.87	0.00	0.0	0.1
12,200	Cameron International Corporation (CAM)	41.8000	509,960.00	313,431.62	196,528.38	0.00	0.0	0.1
51,700	Chevron Corporation (CVX)	76.9900	3,980,383.00	2,678,306.56	1,302,076.44	140,624.00	3.5	0.4
34,000	Complete Production Services, Inc (CPX)	13.0000	442,000.00	480,949.14	-38,949.14	0.00	0.0	0.0
8,500	Concho Resources Inc (CXO)	44.9000	381,650.00	221,824.89	159,825.11	0.00	0.0	0.0
40,800	Conocophillips (COP)	51.0700	2,083,656.00	1,461,090.12	622,565.88	81,600.00	3.9	0.2
18,500	Consol Energy Inc (CNX)	49.8000	921,300.00	699,232.33	222,067.67	7,400.00	0.8	0.1
13,000	Eog Res Inc (EOG)	97.3000	1,264,900.00	1,017,419.74	247,480.26	7,540.00	0.6	0.1
98,200	Exxon Mobil Corp (XOM)	68.1900	6,696,258.00	5,090,100.95	1,606,157.05	164,976.00	2.5	0.7
82,800	Fmc Technologies Inc (FTI)	57.8400	4,789,152.00	2,847,715.01	1,941,436.99	0.00	0.0	0.5
28,500	Marathon Oil Corp (MRO)	31.2200	889,770.00	727,792.16	161,977.84	27,360.00	3.1	0.1
14,800	Murphy Oil Corp (MUR)	54.2000	802,160.00	633,672.76	168,487.24	14,800.00	1.8	0.1
84,000	National Oilwell Varco Inc (NOV)	44.0900	3,703,560.00	3,997,493.35	-293,933.35	0.00	0.0	0.4
14,300	Newfield Expl Co (NFX)	48.2300	689,689.00	437,505.64	252,183.36	0.00	0.0	0.1
9,100	Occidental Petroleum Corp (OXY)	81.3500	740,285.00	570,742.05	169,542.95	12,012.00	1.6	0.1
10,000	Oil Sts Intl Inc (OIS)	39.2900	392,900.00	369,370.00	23,530.00	0.00	0.0	0.0
20,100	Patterson-UTI Energy Inc (PTEN)	15.3500	308,535.00	546,809.28	-238,274.28	4,020.00	1.3	0.0
12,000	Peabody Energy Corporation (BTU)	45.2100	542,520.00	459,134.43	83,385.57	3,360.00	0.6	0.1



Portfolio manager

John W. Lantz 98
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Equities

U.S. common stocks

Energy
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
71,900	Petrohawk Energy Corp (HK)	23.9900	1,724,881 00	1,425,408 41	299,472 59	0 00	0 0	0 2
5,300	Royal Dutch Shell PLC (RDS A) ADR	60 1100	318,583 00	433,633.91	-115,050 91	15,136 80	4 8	0 0
66,475	Schlumberger LTD (SLB)	65 0900	4,326,857 75	4,637,336.31	-310,478 56	55,839 00	1 3	0 4
24,200	Smith Intl Inc (SII)	27.1700	657,514 00	361,932 30	295,581 70	11,616 00	1 8	0 1
23,600	Southern Un Co New (SUG)	22 7000	535,720 00	411,511 60	124,208 40	14,160 00	2 6	0 1
7,300	Sunoco Inc (SUN)	26 1000	190,530 00	297,309 13	-106,779 13	8,760 00	4 6	0 0
17,600	Ultra Petroleum Corp (UPL)	49 8600	877,536 00	680,365 46	197,170 54	0 00	0 0	0 1
21,200	Williams Cos Inc (WMB)	21 0800	446,896 00	310,209 00	136,687 00	9,328 00	2 1	0 0
Total energy			\$ 43,241,017 25	\$ 35,417,974.88	\$ 7,823,042 37	\$ 593,879 80		4 3%

Materials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
29,100	Agnico Eagle Mines LTD (AEM)	\$ 54.0000	\$ 1,571,400 00	\$ 1,411,064 62	\$ 160,335 38	\$ 0 00	0 0%	0 2%
20,900	Dow Chemical Co (DOW)	27.6300	577,467 00	327,373 42	250,093 58	12,540 00	2 2	0 1
12,700	DU Pont (E I) De Nemours And (DD) Company	33 6700	427,609 00	627,062 50	-199,453 50	20,828 00	4 9	0 0
7,200	Eastman Chem Co (EMN)	60 2400	433,728 00	482,155 20	-48,427 20	12,672 00	2 9	0 0
19,600	Ecolab Inc (ECL)	44.5800	873,768 00	610,798 77	262,969 23	12,152 00	1 4	0 1
13,200	Freeport McMoran Copper & Gold Inc (FCX)	80.2900	1,059,828 00	1,158,891 88	-99,063 88	0 00	0 0	0 1
18,300	International Paper Co (IP)	26 7800	490,074 00	427,030 50	63,043 50	1,830 00	0 4	0 1
12,500	Intrepid Potash Inc (IPI)	29 1700	364,625 00	428,707 69	-64,082 69	0 00	0 0	0 0
7,800	Lubrizol Corp (LZ)	72 9500	569,010 00	239,123 82	329,886.18	9,672 00	1 7	0 1
32,500	Monsanto Co New (MON)	81.7500	2,656,875 00	2,516,789 21	140,085.79	34,450 00	1 3	0 3
7,300	Nucor Corp (NUE)	46.6500	340,545 00	119,349 70	221,195 30	10,512 00	3 1	0 0

Materials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
8,600	Reliance Steel & Aluminum (RS)	43 2200	371,692 00	268,734 03	102,957 97	3,440 00	0 9	0 0
14,400	Sonoco Products Co (SON)	29 2500	421,200 00	469,823 04	-48,623 04	15,552 00	3 7	0 0
15,600	Southern Copper Corp (PCU)	32 9100	513,396 00	315,151 90	198,244 10	11,232 00	2 2	0 1
16,300	United Sts Stl Corp New (X)	55 1200	898,456 00	509,561 72	388,894 28	3,260 00	0 4	0 1
Total materials			\$ 11,569,673 00	\$ 9,911,618 00	\$ 1,658,055 00	\$ 148,140 00		1.2%

Industrials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
30,400	Uti Worldwide Inc (UTIW) Ord	\$ 14 3200	\$ 435,328 00	\$ 572,987 11	\$ -137,659 11	\$ 1,824 00	0 4%	0 0%
49,300	Actuant Corp (ATU) Class A	18 5300	913,529 00	324,487 47	589,041 53	1,972 00	0 2	0 1
5,800	Adminstaff Inc (ASF)	23 5900	136,822 00	177,923 44	-41,101 44	3,016 00	2 2	0 0
12,000	Advisory Brd Co (ABCO)	30 6500	367,800 00	583,658 98	-215,858 98	0 00	0 0	0 0
4,900	Alliant Techsystems Inc (ATK)	88 2700	432,523 00	234,425 58	198,097 42	0 00	0 0	0 0
35,250	Ametek Inc New (AME)	38 2400	1,347,960 00	1,106,385 72	241,574 28	8,460 00	0 6	0 1
10,300	A123 Systems Inc (AONE)	22 4400	231,132 00	160,948 53	70,183 47	0 00	0 0	0 0
7,600	Avery Dennison Corp (AVY)	36 4900	277,324 00	284,772 95	-7,448 95	6,080 00	2 2	0 0
9,200	The Boeing Company (BA)	54 1300	497,996 00	396,962 64	101,033 36	15,456 00	3 1	0 1
5,200	Burlington Northern Santa Fe Corp (BNI)	98 6200	512,824 00	374,118 16	138,705 84	8,320 00	1 6	0 1
20,300	C H Robinson Worldwide Inc (CHRW)	58 7300	1,192,219 00	1,081,150 08	111,068 92	20,300 00	1 7	0 1
9,600	C S X Corp (CSX)	48 4900	465,504 00	335,559 36	129,944 64	8,448 00	1 8	0 1
14,200	Colfax Corporation (CFX)	12 0400	170,968 00	123,642 53	47,325 47	0 00	0 0	0 0
14,200	Crane Co (CR)	30 6200	434,804 00	425,458 98	9,345 02	11,360 00	2 6	0 0
34,900	Cummins Inc (CMI)	45 8600	1,600,514 00	1,975,079 68	-374,565 68	24,430 00	1 5	0 2
45,498	Danaher Corp (DHR)	75 2000	3,421,449 60	3,196,229 39	225,220 21	7,279 68	0 2	0 3
182,400	Delta Air Lines Inc (DAL)	11 3800	2,075,712 00	1,650,672 68	425,039 32	0 00	0 0	0 2
13,900	Donnelley R R & Sons Co (RRD)	22 2700	309,553 00	425,404 99	-115,851 99	14,456 00	4 7	0 0



Portfolio manager **John W. Lantz 98**
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Industrials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
9,200	Dover Corp (DOV)	41 6100	382,812 00	476,718 56	-93,906 56	9,568 00	2 5	0 0
8,800	Eaton Corp (ETN)	63.6200	559,856 00	788,269 40	-228,413 40	17,600 00	3 1	0 1
13,000	Enernoc Inc (ENOC)	30 3900	395,070 00	194,827 04	200,242 96	0 00	0 0	0 0
22,500	Fastenal Co (FAST)	41 6400	936,900 00	742,213 66	194,686 34	16,650 00	1 8	0 1
4,600	Fedex Corp (FDX)	83.4500	383,870 00	365,291 06	18,578 94	2,024 00	0 5	0 0
1,500	First Solar Inc (FSLR)	135.4000	203,100.00	182,703.92	20,396 08	0 00	0 0	0 0
19,800	Gardner Denver Machy Inc (GDI)	42 5500	842,490 00	863,514 19	-21,024 19	3,960 00	0 5	0 1
5,200	General Dynamics Corporation (GD)	68 1700	354,484 00	255,398 00	99,086 00	7,904.00	2 2	0 0
226,300	General Electric Company (GE)	15.1300	3,423,919 00	6,463,643 20	-3,039,724.20	90,520 00	2 6	0 3
10,900	Goodrich Corp (GR)	64 2500	700,325.00	470,617 39	229,707.61	11,772 00	1 7	0 1
26,700	Harsco Corp (HSC)	32.2300	860,541 00	973,951 30	-113,410 30	21,894.00	2 5	0 1
57,000	Hertz Global Holdings Inc (HTZ)	11.9200	679,440 00	369,942 70	309,497 30	0 00	0 0	0 1
15,900	Hub Group Inc CL A (HUBG)	26.7900	425,961 00	445,145 86	-19,184 86	0 00	0 0	0 0
8,900	Huron Consulting Group Inc (HURN)	23.0400	205,056.00	448,807.17	-243,751.17	0 00	0 0	0 0
27,200	Ilex Corp (IEX)	31 1500	847,280 00	948,571 53	-101,291 53	13,056 00	1 5	0 1
15,700	Ihs Inc-Class A (IHS)	54 8100	860,517 00	721,568 60	138,948 40	0 00	0 0	0 1
8,400	Illinois Tool Wks Inc (ITW)	47 9900	403,116.00	363,476 40	39,639 60	10,416 00	2 6	0 0
23,900	Interline Brands Inc (IBI)	17 2700	412,753.00	413,519.91	-766 91	0 00	0 0	0 0
31,000	Iron Mtn Inc PA (IRM)	22 7600	705,560 00	643,134 29	62,425.71	0 00	0 0	0 1
16,800	Kbr Inc (KBR)	19 0000	319,200 00	317,217 60	1,982 40	3,360 00	1 1	0 0
52,500	Korn Ferry Intl (KFY)	16 5000	866,250 00	897,097.11	-30,847 11	0 00	0 0	0 1
1,572	Kratos Defense & Security Solutions (KTOS) Inc	10 5500	16,584 60	78,600 00	-62,015.40	0 00	0 0	0 0
10,500	Msc Intl Direct Inc CL A (MSM)	47 0000	493,500 00	389,280 56	104,219 44	8,400 00	1 7	0 1
28,800	Manpower Inc (MAN)	54 5800	1,571,904 00	1,188,895 82	383,008 18	21,312 00	1 4	0 2
46,600	McDermott Intl Inc (MDR)	24 0100	1,118,866.00	888,999 63	229,866 37	0 00	0 0	0 1
27,400	Mobile Mini Inc (MINI)	14 0900	386,066 00	328,159 31	57,906 69	0 00	0 0	0 0
8,300	Norfolk Southern Corporation (NSC)	52 4200	435,086 00	597,640 11	-162,554 11	11,288 00	2 6	0 0

Industrials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
16,800	Northrop Grumman Corp (NOC)	55 8500	938,280 00	834,279 10	104,000 90	28,896 00	3 1	0 1
42,700	Paccar Inc (PCAR)	36 2700	1,548,729 00	1,676,724 79	-127,995.79	15,372 00	1 0	0 2
10,900	Parker Hannifin Corp (PH)	53 8800	587,292.00	653,379 74	-66,087 74	10,900 00	1 9	0 1
27,100	Quanta Svcs Inc (PWR)	20 8400	564,764 00	601,535 75	-36,771 75	0 00	0 0	0 1
10,100	Raytheon Co (RTN)	51 5200	520,352 00	451,156.90	69,195 10	12,524 00	2 4	0 1
40,685	Republic Svcs Inc CL A (RSG)	28 3100	1,151,792 35	1,040,561 40	111,230 95	30,920 60	2 7	0 1
20,900	Resources Connection Inc (RECN)	21.2200	443,498.00	430,257 49	13,240 51	0 00	0 0	0 0
34,700	Robert Half Intl Inc (RHI)	26 7300	927,531.00	734,985.73	192,545 27	16,656 00	1 8	0 1
18,800	Rockwell Collins (COL)	55 3600	1,040,768 00	394,850 50	645,917 50	18,048 00	1 7	0 1
42,200	Roper Industries Inc (ROP)	52.3700	2,210,014 00	736,184 68	1,473,829 32	16,036 00	0 7	0 2
4,400	School Specialty Inc (SCHS)	23 4000	102,960 00	83,417 57	19,542.43	0 00	0 0	0 0
40,900	Southwest Airls Co (LUV)	11.4300	467,487 00	377,112 79	90,374.21	736 20	0 2	0 1
4,900	Stencycle Inc (SRCL)	55 1700	270,333 00	253,099 17	17,233 83	0 00	0 0	0 0
31,300	3m Co (MMM)	82 6700	2,587,571 00	1,600,146 40	987,424 60	63,852 00	2 5	0 3
7,100	Union Pac Corp (UNP)	63 9000	453,690 00	436,224.00	17,466 00	7,668 00	1 7	0 1
38,100	United Parcel Service Cl B (UPS)	57.3700	2,185,797 00	2,003,905 09	181,891 91	68,580 00	3 1	0 2
23,600	United Technologies Corp (UTX)	69 4100	1,638,076 00	1,048,742 37	589,333 63	36,344 00	2 2	0 2
8,300	Versk Analytics Inc (VRSK)	30 2800	251,324 00	182,600 00	68,724 00	0 00	0 0	0 0
27,500	Waste Connections Inc (WCN)	33 3400	916,850 00	592,928 88	323,921 12	0 00	0 0	0 1
Total Industrials			\$ 52,421,576 55	\$ 48,379,164 94	\$ 4,042,411 61	\$ 707,658 48		5.3%

Consumer discretionary

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
10,500	Garmin LTD (GRMN)	\$ 30 7000	\$ 322,350 00	\$ 191,582 20	\$ 130,767 80	\$ 7,875 00	2 4%	0 0%
17,000	A C Moore Arts & Crafts Inc (ACMR)	2 9400	49,980 00	260,895 14	-210,915 14	0 00	0 0	0 0
10,900	Abercrombie & Fitch Co CL A (ANF)	34 8500	379,865.00	259,269 07	120,595 93	7,630 00	2 0	0 0
59,400	Amazon.Com Inc (AMZN)	134 5200	7,990,488 00	3,943,649 71	4,046,838 29	0 00	0 0	0 8
15,200	American Public Education Inc (APEI)	34 3600	522,272 00	517,270 01	5,001 99	0 00	0 0	0 1



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Consumer discretionary
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
34,600	Anntaylor Stores Corp (ANN)	13 6400	471,944 00	932,214 98	-460,270 98	0 00	0 0	0 1
21,300	Bed Bath & Beyond Inc (BBBY)	38 6100	822,393 00	689,134.72	133,258 28	0 00	0 0	0 1
6,200	Big Lots Inc (BIG)	28 9800	179,676 00	155,578 46	24,097 54	0 00	0 0	0 0
13,700	Bridgepoint Education Inc (BPI)	15 0200	205,774 00	165,076 19	40,697 81	0 00	0 0	0 0
134,800	Cbs Corp (CBS) Class B	14.0500	1,893,940 00	1,264,820 00	629,120 00	26,960 00	1 4	0 2
31,700	Cablevision Sys Corp CL A (CVC)	25 8200	818,494 00	965,332 08	-146,838 08	12,680 00	1 6	0 1
11,900	Capella Education Company (CPLA)	75.3000	896,070 00	518,881 94	377,188 06	0 00	0 0	0 1
82,400	Carmax Inc (KMX)	24 2500	1,998,200 00	919,467.55	1,078,732 45	0 00	0 0	0 2
15,900	Chipotle Mexican Grill Inc (CMG) CL A	88 1600	1,401,744 00	991,851 64	409,892 36	0 00	0 0	0 1
12,200	Choice Hotels Intl Inc (CHH)	31 6600	386,252 00	385,466.56	785 44	9,028 00	2 3	0 0
36,600	Coach Inc (COH)	36 5300	1,336,998.00	1,019,151 30	317,846 70	10,980 00	0 8	0 1
2,500	Columbia Sportswear Co (COLM)	39 0400	97,600.00	96,750 30	849.70	1,800 00	1 8	0 0
158,600	Comcast Corp CL A (CMCSA)	16 8600	2,673,996.00	2,717,198.25	-43,202 25	42,822 00	1 6	0 3
43,900	The Walt Disney Company (DIS)	32.2500	1,415,775.00	1,243,583 23	172,191 77	15,365 00	1 1	0 1
18,250	Discovery Communications Inc (DISCA)	30 6700	559,727.50	298,949 49	260,778 01	0 00	0 0	0 1
21,550	Discovery Communications Inc (DISCK)	26 5200	571,506.00	316,383.63	255,122 37	0 00	0 0	0 1
28,100	Directv (DTV)	33 3500	937,135.00	647,598 89	289,536.11	0 00	0 0	0 1
18,300	Dollar General Corp (DG)	22 4300	410,469 00	404,333.30	6,135 70	0 00	0 0	0 0
10,200	Education Management Corporation (EDMC)	22 0100	224,502 00	183,600 00	40,902 00	0 00	0 0	0 0
52,594	Expedia Inc (EXPE)	25 7300	1,353,243 62	1,292,749 22	60,494 40	0 00	0 0	0 1
49,100	Ford Motor Company (F)	10 0000	491,000 00	441,850 90	49,149 10	0 00	0 0	0 1
67,800	Gap Inc (GPS)	20 9500	1,420,410 00	934,270.36	486,139 64	23,052 00	1 6	0 1
17,800	Gaylord Entertainment Co (GET)	19 7500	351,550 00	776,917 50	-425,367 50	0 00	0 0	0 0
63,800	Home Depot Inc (HD)	28 9300	1,845,734 00	1,564,790 71	280,943 29	57,420 00	3 1	0 2
5,000	Hyatt Hotels Corp. (H)	29 8100	149,050 00	125,000 00	24,050 00	0 00	0 0	0 0
15,900	J Crew Group Inc (JCG)	44.7400	711,366 00	290,471 70	420,894 30	0 00	0 0	0 1

Consumer discretionary
continued

Shares/per value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
26,400	K12 Inc (LRN)	20.2700	535,128 00	468,209 79	66,918 21	0.00	0.0	0.1
46,617	Kohls Corp (KSS)	53.9300	2,514,054 81	1,909,217 21	604,837 60	0.00	0.0	0.3
30,200	Lkq Corp (LKQX)	19.5900	591,618 00	502,186 13	89,431.87	0.00	0.0	0.1
51,900	Lamar Advertising Co CL A (LAMR)	31.0900	1,613,571 00	1,588,711.88	24,859 12	0.00	0.0	0.2
124,200	Las Vegas Sands Corp (LVS)	14.9400	1,855,548 00	1,007,545.68	848,002.32	0.00	0.0	0.2
3,500	Liberty Global Inc (LBTYA) Ser A	21.8900	76,615 00	135,674 27	-59,059 27	0.00	0.0	0.0
8,600	Liberty Media-Starz (LSTZA) A	46.1500	396,890 00	408,300 28	-11,410 28	0.00	0.0	0.0
32,400	Macy's Inc (M)	16.7600	543,024.00	501,568 20	41,455.80	6,480 00	1.2	0.1
49,534	Marrriott International Inc (MAR)	27.2500	1,349,801 50	1,300,801 35	49,000 15	0.00	0.0	0.1
25,000	News Corporation (NWSA) Class A	13.6900	342,250 00	478,985.00	-136,735.00	3,000 00	0.9	0.0
27,500	Nike Inc Class B Stock (NKE)	66.0700	1,816,925 00	1,514,751 49	302,173 51	29,700 00	1.6	0.2
23,200	Omnicom Group Inc (OMC)	39.1500	908,280 00	658,182 24	250,097 76	13,920 00	1.5	0.1
41,900	O Reilly Automotive Inc (ORLY)	38.1200	1,597,228 00	434,873.51	1,162,354.49	0.00	0.0	0.2
16,700	P F Changs China Bistro Inc (PFCH)	37.9100	633,097 00	638,375 99	-5,278.99	0.00	0.0	0.1
20,000	Panera Bread Co CL A (PNRA)	66.9400	1,338,800 00	889,826.90	448,973 10	0.00	0.0	0.1
45,200	Penney J C Inc (JCP)	26.6100	1,202,772.00	1,294,658 89	-91,886 89	36,160 00	3.0	0.1
6,000	Sherwin Williams Co (SHW)	61.6500	369,900 00	386,130 00	-16,230 00	8,520 00	2.3	0.0
56,000	Staples Inc (SPLS)	24.5900	1,377,040 00	1,296,246 57	80,793 43	18,480 00	1.3	0.1
151,300	Starbucks Corp (SBUX)	23.0600	3,488,978.00	2,422,766 46	1,066,211.54	0.00	0.0	0.4
30,000	Starwood Hotels & Resorts Worldwide (HOT) Inc	36.5700	1,097,100 00	888,991 03	208,108 97	6,000 00	0.6	0.1
11,600	T J X Companies Inc (TJX)	36.5500	423,980 00	236,860 40	187,119 60	5,568 00	1.3	0.0
34,600	Target Corp (TGT)	48.3700	1,673,602 00	1,397,365.36	276,236 64	23,528 00	1.4	0.2
20,000	Tempur-Pedic Intl Inc (TPX)	23.6300	472,600 00	522 87	472,077 13	0.00	0.0	0.1
13,900	Tim Hortons Inc (THI)	30.5100	424,089 00	384,962 45	39,126 55	5,240 30	1.2	0.0
38,833	Time Warner Inc (TWX)	29.1400	1,131,593 62	1,325,762 47	-194,168 85	29,124.75	2.6	0.1



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Consumer discretionary
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
15,085	Time Warner Cable Inc (TWC)	41.3900	624,368 15	586,699 20	37,668 95	0 00	0 0	0 1
20,800	Viacom Inc Class B (VIA B)	29.7300	618,384 00	437,153.60	181,230 40	0 00	0 0	0 1
17,500	Wabco Holdings Inc-W/ (WBC)	25.7900	451,325 00	624,553.59	-173,228 59	0 00	0 0	0 1
5,400	Whirlpool Corp (WHR)	80 6600	435,564 00	373,123 80	62,440 20	9,288 00	2.1	0 0
8,400	Wynn Resorts LTD (WYNN)	58.2300	489,132 00	301,874.72	187,257 28	0 00	0 0	0.1
26,600	Zumiez Inc (ZUMZ)	12.7200	338,352 00	680,894 91	-342,542 91	0 00	0 0	0 0
Total consumer discretionary			\$ 63,621,114.20	\$ 49,589,865 27	\$ 14,031,248 93	\$ 410,621.05		6.4%

Consumer staples

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
40,900	Avon Products Inc (AVP)	\$ 31 5000	\$ 1,288,350 00	\$ 1,012,417 86	\$ 275,932.14	\$ 34,356 00	2 7%	0 1%
13,200	Cvs Caremark Corporation (CVS)	32 2100	425,172 00	380,491.44	44,680 56	4,026 00	1 0	0 0
11,200	Campbell Soup Co (CPB)	33 8000	378,560 00	355,745 60	22,814.40	12,320 00	3.3	0 0
58,787	Coca - Cola Co (KO)	57.0000	3,350,859 00	2,957,760 03	393,098 97	96,410 68	2 9	0 3
28,100	Conagra Inc (CAG)	23 0500	647,705.00	746,063 90	-98,358 90	22,480 00	3 5	0.1
6,100	Kimberly Clark Corp (KMB)	63.7100	388,631.00	332,002.22	56,628 78	14,640 00	3 8	0 0
18,000	Kraft Foods Inc CL A (KFT)	27.1800	489,240 00	429,270 00	59,970 00	20,880 00	4 3	0 1
13,900	Kroger Co (KR)	20 5300	285,367 00	252,874 51	32,492 49	5,282 00	1 9	0 0
7,800	Pantry Inc (PTRY)	13 5900	106,002 00	140,645.16	-34,643.16	0 00	0 0	0 0
32,520	Philip Morris International Inc (PM)	48 1900	1,567,138 80	1,745,124 01	-177,985.21	75,446 40	4 8	0 2
72,600	The Procter & Gamble Company (PG)	60.6300	4,401,738.00	4,065,773 81	335,964 19	127,776 00	2 9	0 4
8,100	Reynolds American Inc (RAJ)	52 9700	429,057 00	389,529 00	39,528 00	29,160 00	6 8	0 0
15,200	Safeway Inc (SWY)	21 2900	323,608 00	540,922 40	-217,314 40	6,080 00	1 9	0 0
15,500	Supervalu Inc (SVU)	12 7100	197,005.00	297,281 86	-100,276 86	10,850 00	5 5	0 0
12,900	Sysco Corp (SYY)	27 9400	360,426 00	368,760 69	-8,334 69	12,900 00	3 6	0 0
76,400	Wal Mart Stores Inc (WMT)	53 4500	4,083,580 00	4,217,441 44	-133,861.44	83,276 00	2 0	0 4

Consumer staples
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
36,900	Whole Foods Mkt Inc (WFMI)	27 4500	1,012,905 00	1,031,273 63	-18,368 63	0 00	0 0	0 1
Total consumer staples			\$ 19,735,343.80	\$ 19,263,377 56	\$ 471,966 24	\$ 555,883.08		2 0%

Healthcare

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
37,500	Qiagen NV (QGEN)	\$ 22 3300	\$ 837,375.00	\$ 673,904 53	\$ 163,470 47	\$ 0 00	0 0%	0 1%
53,265	Abbott Laboratories (ABT)	53 9900	2,875,777 35	2,964,548 10	-88,770 75	85,224 00	3 0	0 3
16,200	Alexion Pharmaceuticals Inc (ALXN)	48 8200	790,884 00	396,297 19	394,586 81	0 00	0 0	0 1
61,100	Allergan Inc (AGN)	63 0100	3,849,911 00	2,684,468 41	1,165,442 59	12,220 00	0 3	0 4
29,200	Amerisourcebergen Corp (ABC)	26.0700	761,244 00	553,086 26	208,157 74	9,344 00	1 2	0 1
29,300	Amerigroup Corp (AGP)	26 9600	789,928 00	743,375 13	46,552 87	0 00	0 0	0 1
49,500	Amgen Inc (AMGN)	56 5700	2,800,215.00	2,535,280 34	264,934 66	0.00	0 0	0 3
7,700	Arthrocare Corp (ARTC)	23 7000	182,490 00	363,236 48	-180,746 48	0 00	0 0	0 0
11,600	Bard C R Inc (BCR)	77 9000	903,640 00	888,542 88	15,097 12	7,888 00	0 9	0 1
15,900	Biomarin Pharmaceutical Inc (BMRN)	18 8100	299,079 00	487,583 32	-188,504.32	0 00	0 0	0 0
37,400	Carefusion Corporation (CFN)	25 0100	935,374 00	728,975 10	206,398 90	0 00	0 0	0 1
14,000	Catalyst Health Solutions Inc (CHSI)	36 4700	510,580 00	394,216.33	116,363 67	0 00	0 0	0 1
15,400	Centene Corp Del (CNC)	21 1700	326,018 00	261,631 23	64,386.77	0 00	0 0	0 0
18,200	Cephalon Inc (CEPH)	62 4200	1,136,044 00	978,199 75	157,844 25	0 00	0 0	0 1
18,400	Cerner Corp (CERN)	82 4400	1,516,896 00	1,086,364 97	430,531 03	0 00	0 0	0 2
22,000	Conceptus Inc (CPTS)	18 7600	412,720 00	363,986.17	48,733 83	0 00	0 0	0 0
26,900	Covance Inc (CVD)	54.5700	1,467,933.00	1,380,324 72	87,608 28	0 00	0 0	0 2
10,300	Coventry Health Care Inc (CVH)	24.2900	250,187 00	119,339 86	130,847 14	0 00	0 0	0 0
19,900	Dentsply International Inc (XRAY)	35 1700	699,883 00	728,125.18	-28,242 18	3,980 00	0 6	0 1
16,100	Eclipsys Corp (ECLP)	18 5200	298,172 00	250,158 08	48,013 92	0 00	0 0	0 0
12,200	Edwards Lifesciences Corp (EW)	86 8500	1,059,570 00	413,520 84	646,049 16	0 00	0 0	0 1
43,900	Elan PLC ADR (ELN)	6 5200	286,228 00	630,996 45	-344,768 45	0 00	0 0	0 0
55,600	Exelixis Inc (EXEL)	7 3700	409,772 00	439,932 69	-30,160 69	0 00	0 0	0 0



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Healthcare
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
24,600	Express Scripts Inc CL A (ESRX)	86.4200	2,125,932.00	2,056,213.37	69,718.63	0.00	0.0	0.2
9,100	Forest Labs Inc (FRX)	32.1100	292,201.00	484,866.20	-192,665.20	0.00	0.0	0.0
58,000	Genzyme Corp (GENZ) Com-Gen Div	49.0100	2,842,580.00	3,239,000.30	-396,420.30	0.00	0.0	0.3
5,900	Glaxo Smithkline PLC Spons ADR (GSK)	42.2500	249,275.00	313,868.74	-64,593.74	10,944.50	4.4	0.0
21,000	Health Net Inc Common Stock (HNT)	23.2900	489,090.00	300,729.60	188,360.40	0.00	0.0	0.1
17,600	Healthways Inc (HWAY)	18.3400	322,784.00	479,777.85	-156,993.85	0.00	0.0	0.0
10,500	Humana Inc (HUM)	43.8900	460,845.00	468,651.08	-7,806.08	0.00	0.0	0.1
30,300	Human Genome Sciences Inc (HGS)	30.5800	926,574.00	296,282.16	630,291.84	0.00	0.0	0.1
9,800	Idexx Labs Inc (IDXX)	53.4500	523,810.00	330,485.25	193,324.75	0.00	0.0	0.1
57,416	Illumina Inc (ILMN)	30.6800	1,761,522.88	1,870,950.14	-109,427.26	0.00	0.0	0.2
72,100	Incyte Corporation (INCY)	9.1100	656,831.00	505,270.56	151,560.44	0.00	0.0	0.1
16,100	Intuitive Surgical Inc (ISRG)	303.4300	4,885,223.00	1,384,346.10	3,500,876.90	0.00	0.0	0.5
22,100	Johnson & Johnson (JNJ)	64.4100	1,423,461.00	1,366,416.48	57,044.52	43,316.00	3.0	0.1
23,300	Life Technologies Corporation (LIFE)	52.2200	1,216,726.00	1,098,472.39	118,253.61	0.00	0.0	0.1
9,200	Lilly Eli & Co (LLY)	35.7100	328,532.00	480,332.00	-151,800.00	18,032.00	5.5	0.0
7,900	McKesson Corporation (MCK)	62.5000	493,750.00	445,402.00	48,348.00	3,792.00	0.8	0.1
19,400	Medassets Inc (MDAS)	21.2100	411,474.00	295,388.48	116,085.52	0.00	0.0	0.0
29,000	Medco Health Solutions Inc (MHS)	63.9100	1,853,390.00	1,384,107.45	469,282.55	0.00	0.0	0.2
27,100	Merck & Co Inc (MRK)	36.5400	990,234.00	934,058.13	56,175.87	41,192.00	4.2	0.1
6,300	Millipore Corp (MIL)	72.3500	455,805.00	396,798.52	59,006.48	0.00	0.0	0.1
6,200	Myriad Genetics Inc (MYGN)	26.0900	161,758.00	128,840.90	32,917.10	0.00	0.0	0.0
15,200	Osi Pharmaceuticals Inc (OSIP)	31.0600	472,112.00	481,605.76	-9,493.76	0.00	0.0	0.1
6,800	Onyx Pharmaceuticals Inc Del (ONXX)	29.3400	199,512.00	210,653.88	-11,141.88	0.00	0.0	0.0
15,700	P S S World Med Inc (PSSI)	22.6000	354,820.00	318,712.94	36,107.06	0.00	0.0	0.0
16,800	Perrigo Co (PRGO)	39.8300	669,144.00	452,775.46	216,368.54	4,200.00	0.6	0.1
337,681	Pfizer Inc (PFE)	18.1900	6,142,417.39	7,313,607.91	-1,171,190.52	243,130.32	4.0	0.6
11,300	Pharmasset Inc (VRUS)	20.7000	233,910.00	227,563.81	6,346.19	0.00	0.0	0.0

Healthcare
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
21,300	Regeneron Pharmaceuticals Inc (REGN)	24.1800	515,034.00	396,484.81	118,549.19	0.00	0.0	0.1
10,500	Resmed Inc (RMD)	52.2700	548,835.00	438,412.63	110,422.37	0.00	0.0	0.1
8,100	Sxc Health Solutions Corp (SXCI)	53.9500	436,995.00	386,854.71	50,140.29	0.00	0.0	0.0
34,900	Schein Henry Inc (HSIC)	52.6000	1,835,740.00	1,256,764.27	578,975.73	0.00	0.0	0.2
16,100	Seattle Genetics Inc (SGEN)	10.1600	163,576.00	164,450.48	-874.48	0.00	0.0	0.0
32,100	Senomyx Inc (SNMX) Com	3.7700	121,017.00	357,387.72	-236,370.72	0.00	0.0	0.0
229,629	Solta Medical Inc (SLTM)	2.0300	466,146.87	1,000,222.22	-534,075.35	0.00	0.0	0.1
18,568	Stryker Corp (SYK)	50.3700	935,270.16	672,703.93	262,566.23	11,140.80	1.2	0.1
21,200	Teva Pharmaceutical Inds LTD ADR (TEVA)	56.1800	1,191,016.00	903,488.19	287,527.81	10,218.40	0.9	0.1
13,300	Theravance Inc (THRX)	13.0700	173,831.00	326,944.08	-153,113.08	0.00	0.0	0.0
42,700	Unitedhealth Group Inc (UNH)	30.4800	1,301,496.00	1,092,115.78	209,380.22	1,281.00	0.1	0.1
15,800	Valeant Pharmaceuticals Intl (VRX)	31.7900	502,282.00	246,330.96	255,951.04	0.00	0.0	0.1
38,000	Varian Medical Systems Inc (VAR) N/C From Varian Associates Effective 4/5/99	46.8500	1,780,300.00	2,084,234.07	-303,934.07	0.00	0.0	0.2
18,000	Vertex Pharmaceuticals Inc (VRTX)	42.8500	771,300.00	354,034.18	417,265.82	0.00	0.0	0.1
13,700	Waters Corp (WAT)	61.9600	848,852.00	770,764.10	78,087.90	0.00	0.0	0.1
21,900	Watson Pharmaceuticals Inc (WPI)	39.6100	867,459.00	621,851.27	245,607.73	0.00	0.0	0.1
26,100	Wellpoint Inc (WLP)	58.2900	1,521,369.00	1,465,696.02	55,672.98	0.00	0.0	0.2
9,600	Xenoport Inc (XNPT)	18.5500	178,080.00	336,078.71	-157,998.71	0.00	0.0	0.0
41,100	Zimmer Holdings Inc (ZMH)	59.1100	2,429,421.00	1,902,481.19	526,939.81	0.00	0.0	0.2

Total healthcare \$ 70,931,653.85 \$ 62,108,570.79 \$ 8,823,082.86 \$ 505,903.02 7.2%

Financials

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,700	Arch Cap Group LTD (ACGI)	\$ 71.5500	\$ 193,185.00	\$ 77,884.50	\$ 115,300.50	\$ 0.00	0.0%	0.0%
17,300	Axis Capital Holdings LTD (AXS)	28.4100	491,493.00	654,957.28	-163,464.28	14,532.00	3.0	0.1
11,100	Endurance Specialty Hldgs (ENH)	37.2300	413,253.00	465,110.56	-51,857.56	11,100.00	2.7	0.0



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Financials
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
28,000	Allstate Corp (ALL)	30 0400	841,120 00	973,742.01	-132,622 01	22,400 00	2 7	0 1
15,600	American Finl Group Inc Ohio (AFG)	24.9500	389,220 00	445,504.80	-56,284 80	8,112 00	2 1	0 0
20,900	Ameriprise Financial Inc (AMP)	38 8200	811,338 00	988,721 87	-177,383 87	14,212 00	1 8	0 1
17,600	A O N Corp (AON)	38 3400	674,784 00	648,810 38	25,973.62	10,560 00	1 6	0 1
21,900	Assurant Inc (AIZ)	29 4800	645,612 00	692,590 99	-46,978 99	13,140 00	2 0	0 1
7,600	Bok Finl Corp (BOKF)	47 5200	361,152 00	308,940 00	52,212.00	7,296 00	2 0	0 0
188,200	Bank Of America Corporation (BAC)	15.0600	2,834,292 00	4,160,675.79	-1,326,383.79	7,528 00	0 3	0 3
13,800	The Bank Of New York Mellon (BK) Corporation	27 9700	385,986 00	378,051 00	7,935 00	4,968 00	1 3	0 0
24,100	Berkley W R Corp (WRB)	24 6400	593,824 00	565,727 90	28,096.10	5,784 00	1 0	0 1
7,600	Cme Group Inc (CME)	335 9600	2,553,296 00	2,020,484.07	532,811 93	34,960.00	1 4	0 3
17,800	Chubb Corp (CB)	49 1800	875,404.00	883,986 28	-8,582 28	24,920 00	2 9	0 1
121,000	Citigroup Inc (C)	3 3100	400,510.00	564,331 90	-163,821 90	0 00	0 0	0 0
34,000	Comerica Inc (CMA)	29 5700	1,005,380 00	833,004 00	172,376 00	6,800 00	0 7	0 1
79,900	Discover Financial Services (DFS)	14.7100	1,175,329 00	1,020,269 35	155,059 65	6,392 00	0 5	0 1
660,500	E*trade Financial Corporation (ETFC)	1.7600	1,162,480 00	1,057,459 90	105,020 10	0 00	0 0	0 1
24,700	Eaton Vance Corp (EV) Com Non VTG	30 4100	751,127 00	524,029 83	227,097 17	15,808 00	2 1	0 1
4,900	Ehealth Inc (EHTH)	16 4300	80,507 00	61,929 27	18,577 73	0 00	0 0	0 0
19,100	Federated Investors Inc CL B (FII)	27 5000	525,250 00	614,733 50	-89,483 50	18,336 00	3 5	0 1
89,020	Fifth Third Bancorp (FITB)	9 7500	867,945.00	739,899 71	128,045 29	3,560 80	0 4	0 1
3,550	First Niagara Finl Group Inc (FNFG)	13 9100	49,380 50	42,600 00	6,780 50	1,988 00	4 0	0 0
7,800	Franklin Res Inc (BEN)	105.3500	821,730 00	782,893.14	38,836.86	6,864 00	0 8	0 1
20,300	Goldman Sachs Group Inc (GS)	168.8400	3,427,452 00	1,783,748 37	1,643,703 63	28,420 00	0 8	0 3
4,500	Greenhill & Co Inc (GHL)	80 2400	361,080 00	275,955 23	85,124 77	8,100 00	2 2	0 0
67,100	H R P T Properties Trust Reit (HRP)	6.4700	434,137 00	536,867 10	-102,730 10	32,208 00	7 4	0 0
45,200	Hudson City Bancorp Inc (HCBK)	13 7300	620,596 00	758,364 20	-137,768 20	27,120 00	4 4	0 1
21,900	Interactive Brokers Group Inc (IBKR)	17 7200	388,068 00	550,078 97	-162,010 97	0 00	0 0	0 0

Financials
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
31,400	Intercontinentalexchange Inc (ICE)	112 3000	3,526,220 00	2,175,208 82	1,351,011.18	0 00	0 0	0 4
144,700	JP Morgan Chase & Co (JPM)	41 6700	6,029,649 00	5,037,370 36	992,278.64	28,940 00	0 5	0 6
39,000	Janus Cap Group Inc (JNS)	13 4500	524,550 00	457,656.11	66,893.89	1,560.00	0 3	0 1
82,300	Keycorp New (KEY)	5.5500	456,765.00	449,572.12	7,192 88	3,292.00	0 7	0.1
11,800	Liberty Acquisition Holdings Corporation	9.8000	115,640 00	118,000 00	-2,360 00	0.00	0 0	0 0
6,400	M & T BK Corp (MTB)	66 8900	428,096 00	315,409 73	112,686.27	17,920 00	4 2	0 0
50,200	Msci Inc (MXB)	31.8000	1,596,360.00	885,368 33	710,991 67	0 00	0 0	0.2
82,700	Marshall & Ilsley Corp (MI)	5 4500	450,715 00	475,239 71	-24,524 71	3,308 00	0 7	0 1
30,400	Metlife Inc (MET)	35 3500	1,074,840 00	955,802 00	118,838 00	22,496.00	2 1	0 1
15,300	Moodys Corp (MCO)	26 8000	410,040 00	391,794 41	18,245 59	6,426 00	1 6	0 0
53,100	Morgan Stanley (MS)	29 6000	1,571,760 00	1,946,763 99	-375,003.99	10,620 00	0 7	0.2
15,900	Nyse Euronext (NYX)	25.3000	402,270 00	294,640 39	107,629 61	19,080 00	4 7	0 0
41,200	PNC Financial Services Group (PNC)	52.7900	2,174,948 00	1,742,181 85	432,766 15	16,480.00	0 8	0 2
10,500	Price T Rowe Group inc (TROW)	53.2500	559,125 00	601,465.20	-42,340 20	10,500 00	1 9	0 1
34,800	Principal Finl Group Inc (PFG)	24 0400	836,592 00	989,444 68	-152,852.68	17,400 00	2 1	0 1
21,200	Progressive Corp Ohio (PGR)	17.9900	381,388.00	450,315.56	-68,927 56	0 00	0 0	0 0
10,500	Prudential Financial Inc (PRU)	49 7600	522,480 00	414,540 00	107,940 00	7,350 00	1 4	0.1
16,500	Raymond James Finl Inc (RJF)	23 7700	392,205 00	386,558 11	5,646 89	7,260 00	1 9	0 0
30,000	Riskmetrics Group Inc (RMG)	15 9100	477,300 00	431,917 17	45,382 83	0 00	0 0	0 1
8,600	ST Joe Co (JOE)	28 8900	248,454 00	180,747 07	67,706.93	0 00	0 0	0 0
52,000	Schwab Charles Corp New (SCHW)	18 8200	978,640.00	982,298 23	-3,658 23	12,480 00	1 3	0 1
12,900	Signature Bank (SBNY)	31 9000	411,510 00	375,337.19	36,172.81	0 00	0 0	0 0
6,180	Simon Property Group Inc Ret (SPG)	79 8000	493,164 00	336,022 51	157,141 49	14,832 00	3 0	0 1
22,400	Suntrust Banks Inc (STI)	20 2900	454,496 00	329,998 08	124,497 92	896 00	0 2	0 1
12,300	T C F Financial Corp (TCB)	13 6200	167,526 00	155,965 78	11,560 22	2,460 00	1 5	0 0
64,300	Td Amentrade Holding Corp (AMTD)	19 3800	1,246,134 00	1,113,911 15	132,222 85	0 00	0 0	0 1
17,300	Taubman Centers Inc (TCO)	35.9100	621,243 00	450,690 95	170,552 05	28,718 00	4 6	0 1



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Financials
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
10,200	Torchmark Corp (TMK)	43 9500	448,290.00	543,303 00	-95,013.00	6,120 00	1 4	0 1
14,700	The Travelers Companies Inc (TRV)	49 8600	732,942 00	712,238 46	20,703 54	19,404 00	2 7	0 1
29,700	US Bancorp (USB)	22 5100	668,547 00	714,983 40	-46,436.40	5,940 00	0 9	0 1
196,150	Wells Fargo & Company (WFC)	26.9900	5,294,088 50	5,147,368 62	146,719 88	39,230 00	0 7	0 5
39,800	Zions Bancorporation (ZION)	12 8300	510,634.00	579,688 34	-69,054 34	1,592 00	0 3	0 1
Total financials			\$ 58,341,342 00	\$ 53,553,153 22	\$ 4,788,188 78	\$ 639,412 80		5 9%

Information technology

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
5,400	Accenture PLC (ACN)	\$ 41.5000	\$ 224,100 00	\$ 195,979 50	\$ 28,120 50	\$ 4,050 00	1 8%	0 0%
36,700	Marvell Technology Group LTD (MRVL)	20 7500	761,525 00	537,698 22	223,826.78	0 00	0 0	0 1
80,800	Seagate Technology (STX)	18 1900	1,469,752 00	1,312,810 17	156,941 83	0 00	0 0	0 2
49,000	Check Point Software Technology Ord (CHKP)	33.8800	1,660,120 00	1,143,869.12	516,250 88	0 00	0 0	0 2
936	Aol Inc (AOL)	23.2800	21,790 08	25,769 90	-3,979 82	0 00	0 0	0 0
5,500	Akamai Technologies Inc (AKAM)	25.3400	139,370 00	141,227 26	-1,857 26	0 00	0 0	0 0
42,700	Altera Corp (ALTR)	22 6300	966,301 00	784,195.39	182,105.61	8,540 00	0 9	0 1
49,800	Apple Inc (AAPL)	210 7320	10,494,453 60	5,904,977 29	4,589,476.31	0 00	0 0	1 1
17,900	Ariba Inc (ARBA) Com New	12 5200	224,108 00	165,697 02	58,410 98	0 00	0 0	0 0
12,500	Autodesk Inc (ADSK)	25.4100	317,625.00	364,731 84	-47,106 84	0 00	0 0	0 0
13,800	Avnet Inc (AVT)	30 1600	416,208 00	341,353.61	74,854 39	0 00	0 0	0 0
3,000	Baidu Com Inc. (BIDU)	411.2300	1,233,690 00	949,395.76	284,294.24	0.00	0 0	0 1
16,347	Bigband Networks Inc (BBND)	3.4400	56,233 68	45,575.44	10,658 24	0 00	0 0	0 0
11,600	Blackboard Inc (BBBB)	45.3900	526,524.00	327,840 00	198,684 00	0 00	0 0	0 1
29,400	Blue Coat Sys Inc (BCSI)	28 5400	839,076 00	587,494.48	251,581 52	0 00	0 0	0 1
79,400	Broadcom Corp CL A (BRCM)	31 4700	2,498,718.00	1,970,439.30	528,278 70	0 00	0 0	0 3
127,064	Cisco Systems Inc (CSCO)	23 9400	3,041,912 16	2,698,532 26	343,379 90	0 00	0 0	0 3

Information technology
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
16,500	Compuware Corp (CPWR)	7.2300	119,295 00	189,666 45	-70,371 45	0 00	0 0	0 0
6,300	Concur Technologies Inc (CNQR)	42 7500	269,325 00	132,992.52	136,332 48	0 00	0 0	0 0
23,300	Constant Contact Inc (CTCT)	16 0000	372,800 00	420,143 96	-47,343 96	0 00	0 0	0 0
17,000	Cree Research Inc (CREE)	56 3700	958,290 00	532,778 98	425,511 02	0 00	0 0	0 1
12,800	Dts Inc (DTSI)	34 2100	437,888 00	380,658 78	57,229 22	0 00	0 0	0 0
12,400	Digital Riv Inc (DRIV)	26 9900	334,676.00	376,291 33	-41,615.33	0 00	0 0	0 0
20,000	Dolby Laboratories Inc (DLB) CL -A	47.7300	954,600 00	576,372 90	378,227.10	0 00	0 0	0 1
58,500	E M C Corp Mass (EMC)	17 4700	1,021,995.00	925,538 96	96,456 04	0 00	0 0	0 1
34,900	Epiq Sys Inc (EPIQ)	13 9900	488,251 00	516,670 69	-28,419 69	0 00	0 0	0.1
39,700	Ebay Inc (EBAY)	23 5300	934,141 00	784,532 55	149,608 45	0 00	0 0	0 1
39,800	Electronic Arts Inc (ERTS)	17.7500	706,450 00	824,127 84	-117,677 84	0 00	0 0	0 1
25,400	Fai Co (FEIC)	23 3600	593,344 00	573,655.71	19,688 29	0 00	0 0	0 1
62,800	Flir Sys Inc (FLIR)	32 7300	2,055,444 00	1,315,004 25	740,439 75	0 00	0 0	0 2
33,500	Factset Research Systems Inc (FDS)	65 8700	2,206,645 00	1,389,931 96	816,713.04	26,800 00	1 2	0 2
18,300	Fiserv Inc (FISV)	48 4800	887,184 00	935,534 11	-48,350 11	0 00	0 0	0 1
55,400	Global Pmts Inc (GPN)	53 8600	2,983,844 00	2,033,719 42	950,124 58	4,432 00	0.2	0 3
16,100	Google Inc (GOOG)	619 9800	9,981,678 00	5,638,466 13	4,343,211 87	0 00	0 0	1 0
8,400	Harris Corporation (HRS)	47.5500	399,420 00	378,890.40	20,529 60	7,392 00	1 9	0 0
116,100	Hewlett Packard Co (HPQ)	51 5100	5,980,311 00	5,061,609 91	918,701 09	37,152 00	0 6	0 6
47,600	Intel Corp (INTC)	20 4000	971,040 00	761,219 33	209,820 67	26,656 00	2 7	0 1
11,100	International Business Machines (IBM) Corporation	130 9000	1,452,990 00	920,567 30	532,422 70	24,420 00	1.7	0 2
68,700	Intersil Corporation (ISIL)	15 3400	1,053,858 00	934,090 51	119,767 49	32,976 00	3 1	0.1
12,888	Ipass Inc (IPAS)	1 0400	13,403 52	43,949 08	-30,545 56	6,186 24	46 2	0 0
103,800	Jds Uniphase Corporation (JDSU)	8 2500	856,350 00	1,041,950 12	-185,600 12	0 00	0 0	0 1
47,800	Juniper Networks Inc (JNPR)	26 6700	1,274,826 00	1,003,244 47	271,581.53	0 00	0 0	0 1
34,531	Lam Resh Corp (LRCX)	39 2100	1,353,960 51	891,477.16	462,483 35	0 00	0 0	0 1
20,000	Loopnet Inc (LOOP)	9 9300	198,600 00	10,199 60	188,400 40	0 00	0 0	0 0



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Information technology
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
20,200	Memc Electr Matis Inc (WFR)	13.6200	275,124 00	295,629 69	-20,505 69	0 00	0 0	0 0
22,800	McAfee Inc (MFE)	40 5700	924,996 00	639,085 32	285,910 68	0 00	0 0	0 1
19,900	Micros Sys Inc (MCRS)	31 0300	617,497 00	614,556 16	2,940 84	0 00	0 0	0 1
168,300	Microsoft Corporation (MSFT)	30 4800	5,129,784 00	3,829,978 39	1,299,805 61	87,516 00	1 7	0 5
28,600	Microchip Technology Inc (MCHP)	29 0500	830,830 00	700,630 77	130,199 23	38,896 00	4 7	0 1
115,200	Micron Technology Inc (MU)	10 5600	1,216,512 00	573,177 09	643,334 91	0 00	0 0	0 1
3,214	Monotype Imaging Holdings Inc (TYPE)	9 0300	29,022 42	992 58	28,029 84	0 00	0 0	0 0
36,900	National Semiconductor Corp (NSM)	15.3600	566,784 00	532,292 14	34,491 86	11,808 00	2 1	0 1
35,200	Netapp Inc (NTAP)	34 3600	1,209,472 00	935,577 54	273,894 46	0 00	0 0	0 1
59,450	Neustar Inc (NSR) CL A	23.0400	1,369,728 00	1,037,435 70	332,292 30	0 00	0 0	0 1
61,200	Nvidia Corp (NVDA)	18 6800	1,143,216 00	513,912 10	629,303 90	0 00	0 0	0 1
162,034	P M C - Sierra Inc (PMCS)	8 6600	1,403,214 44	1,132,931 22	270,283 22	0 00	0 0	0 1
154,400	Palm Inc (PALM)	10 0300	1,548,632 00	1,927,397 39	-378,765 39	0 00	0 0	0 2
11,327	Pros Holdings Inc (PRO)	10.3500	117,234 45	11,893 35	105,341 10	0 00	0 0	0 0
166,700	Qualcomm Inc (QCOM)	46 2600	7,711,542 00	7,197,593 79	513,948 21	113,356 00	1 5	0 8
33,600	Red Hat Inc (RHT)	30 9000	1,038,240 00	510,625 32	527,614 68	0 00	0 0	0 1
50,400	Rightnow Technologies Inc (RNOW)	17.3700	875,448 00	640,649 49	234,798 51	0 00	0 0	0 1
37,400	Rovi Corporation (ROVI)	31 8700	1,191,938 00	687,368 56	504,569 44	0 00	0 0	0 1
24,400	Saic Inc (SAI)	18 9400	462,136 00	400,775 31	61,360 69	0 00	0 0	0 1
80,043	Salesforce.Com Inc (CRM)	73.7700	5,904,772 11	3,320,376 21	2,584,395 90	0 00	0 0	0 6
20,800	Semtech Corp (SMTC)	17 0100	353,808 00	270,713 92	83,094 08	0 00	0 0	0 0
20,700	Silicon Laboratories Inc (SLAB)	48 3800	1,001,466 00	718,100 67	283,365 33	0 00	0 0	0 1
32,500	Skillssoft Pub LTD Co (SKIL) Sponsored ADR	10 4800	340,600 00	163,029 50	177,570 50	0 00	0 0	0 0
15,500	Sunpower Corporation (SPWRB)	20 9500	324,725 00	425,245 50	-100,520 50	0 00	0 0	0 0
9,400	Sybase Inc (SY)	43.4000	407,960 00	247,804 16	160,155 84	0 00	0 0	0 0
27,400	Symantec Corp (SYMC)	17.8900	490,186 00	510,873 00	-20,687 00	0 00	0 0	0 1

Information technology
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
31,400	Taleo Corp (TLEO) Class A	23.5200	738,528 00	412,854 15	325,673 85	0 00	0 0	0 1
14,100	Texas Instruments Inc (TXN)	26 0600	367,446 00	456,825.90	-89,379 90	6,768 00	1 8	0 0
22,800	Trimble Nav LTD (TRMB)	25 2000	574,560 00	507,359 33	67,200 67	0 00	0 0	0 1
7,500	Ultimate Software Group Inc (ULTI)	29 3700	220,275 00	133,183 61	87,091 39	0 00	0 0	0 0
16,500	Varian Semiconductor Equipment Assoc(VSEA) Spun Off From Varian Associates Inc Effective 3/24/99 1 For 1 Basis	35 8800	592,020 00	489,312 76	102,707 24	0 00	0 0	0 1
21,800	Versign Inc (VRSN)	24 2400	528,432 00	159,045.13	369,386 87	0 00	0 0	0 1
48,200	Visa Inc-Class A Shrs (V)	87 4600	4,215,572 00	2,713,116.45	1,502,455 55	24,100 00	0 6	0 4
23,000	Vmware Inc (VMW)	42 3800	974,740 00	703,088 67	271,651 33	0 00	0 0	0 1
67,000	Western Union Co (WU)	18 8500	1,262,950.00	1,211,127 05	51,822 95	4,020 00	0 3	0 1
36,200	Xilinx Inc (XLNX)	25 0600	907,172 00	872,998 40	34,173 60	23,168 00	2 6	0 1
19,500	Zebra Technologies Corp Class A (ZBRA)	28 3500	552,825 00	333,937 50	218,887 50	0 00	0 0	0 1
Total information technology			\$ 111,171,502 97	\$ 81,922,364 80	\$ 29,249,138 17	\$ 488,236 24		11 2%

Telcommunications services

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
123,900	At & T Inc (T)	\$ 28 0300	\$ 3,472,917 00	\$ 2,909,560 41	\$ 563,356 59	\$ 208,152 00	6 0%	0 4%
40,000	America Movil S A B De C V (AMX)	46 9800	1,879,200 00	1,304,604 00	574,596 00	18,160 00	1 0	0 2
26,000	American Tower Corp CL A (AMT)	43 2100	1,123,460 00	667,618 81	455,841 19	0 00	0 0	0 1
3,300	Crown Castle Intl Corp (CCI)	39 0400	128,832 00	30,525 00	98,307 00	0 00	0 0	0 0
4,765	Fibertower Corp (FTWRD)	4.1800	19,917 70	156,716 08	-136,798 38	0 00	0 0	0 0
12,300	Leap Wireless Intl Inc (LEAP)	17 5500	215,865 00	493,602 08	-277,737 08	0 00	0 0	0 0
39,500	Nii Hldgs Inc (NIHD) CL B New	33 5800	1,326,410 00	585,390 05	741,019 95	0 00	0 0	0 1
28,700	Sba Communications Corp (SBAC)	34 1600	980,392 00	654,684 20	325,707 80	0 00	0 0	0 1



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Telecommunications services
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
56,000	Verizon Communicationsinc (VZ)	33.1300	1,855,280 00	1,895,545.81	-40,265 81	106,400 00	5.7	0 2
Total telecommunications services			\$ 11,002,273.70	\$ 8,698,246 44	\$ 2,304,027 26	\$ 332,712 00		1 1%

Utilities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
11,800	Alliant Energy Corporation (LNT)	\$ 30 2600	\$ 357,068 00	\$ 351,817 00	\$ 5,251 00	\$ 17,700 00	5.0%	0 0%
11,000	Ameren Corporation (AEE)	27 9500	307,450 00	556,475.70	-249,025.70	16,940 00	5 5	0 0
75,000	Calpine Corporation (CPN)	11.0000	825,000 00	934,281 28	-109,281 28	0 00	0 0	0 1
5,200	Constellation Energy Group Inc (CEG)	35 1700	182,884 00	463,548 80	-280,664 80	4,992 00	2 7	0 0
16,100	D T E Energy Co (DTE)	43 5900	701,799 00	843,995 68	-142,196 68	34,132 00	4.9	0 1
29,200	Duke Energy Corp (DUK)	17.2100	502,532 00	506,182 00	-3,650 00	28,032 00	5 6	0 1
14,200	Edison International (EIX)	34 7800	493,876.00	305,660 36	188,215 64	17,892 00	3 6	0 1
8,400	Energen Corp (EGN)	46 8000	393,120 00	327,805 80	65,314 20	4,200 00	1 1	0 0
3,700	Entergy Corp (ETR)	81 8400	302,808.00	457,390 30	-154,582 30	11,100 00	3 7	0 0
5,200	Exelon Corp (EXC)	48 8700	254,124 00	233,435 28	20,688 72	10,920 00	4 3	0 0
9,700	Firstenergy Corp (FE)	46.4500	450,565.00	459,563.94	-8,998.94	21,340 00	4.7	0 1
18,400	Mirant Corp (MIR)	15.2700	280,968 00	338,321 00	-57,353 00	0 00	0 0	0 0
8,400	National Fuel Gas Co N J (NFG)	50 0000	420,000 00	232,835.40	187,164 60	11,256 00	2 7	0 0
28,500	NV Energy Inc (NVE)	12 3800	352,830 00	487,992 60	-135,162 60	12,540 00	3 6	0 0
17,300	Public Svc Enterprise Group Inc (PEG)	33 2500	575,225.00	649,638.81	-74,413 81	23,009 00	4 0	0 1
15,800	Sempra Energy (SRE)	55.9800	884,484.00	798,211.70	86,272 30	24,648 00	2 8	0 1
Total utilities			\$ 7,284,733 00	\$ 7,947,155.65	\$ -662,422 65	\$ 238,701 00		0 8%

Other U.S. common stocks

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
10,900	Iridium Communications Inc (IRDM)	\$ 8 0300	\$ 87,527 00	\$ 78,480 00	\$ 9,047 00	\$ 0 00	0.0%	0 0%
10,900	Iridium Communications (IRDMW) Expires 2/14/2013	2 8000	30,520 00	30,520 00		0 00	0 0	0 0
4,702	Owens Corning-CW13 Expiration 10/31/2013	2 1000	9,874 20	15,000 00	-5,125.80	0 00	0 0	0 0
Total other U.S. common stocks			\$ 127,921.20	\$ 124,000.00	\$ 3,921.20	\$ 0 00		0.0%

Total U.S. common stocks \$ 449,448,151.32 \$ 376,915,491.55 \$ 72,532,659.77 \$ 4,621,147.47 45.1%

Large cap funds

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,308,300	Spdr Trust Series 1 (SPY)	\$ 111.4400	\$ 145,796,952 00	\$ 166,588,229 46	\$ -20,791,277 46	\$ 3,088,896 30	2 1%	14 6%
Total large cap funds			\$ 145,796,952.00	\$ 166,588,229.46	\$ -20,791,277.46	\$ 3,088,896.30		14.6%

International-developed

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
9,500	Herbalife LTD (HLF)	\$ 40 5700	\$ 385,415 00	\$ 439,641 00	\$ -54,226 00	\$ 7,600 00	2 0%	0 0%
15,300	Warner Chilcott PLC (WCRX)	28 4700	435,591 00	267,321.62	168,269 38	0 00	0 0	0 0
15,100	Foster Wheeler AG (FWLT)	29 4400	444,544 00	321,849 17	122,694 83	0 00	0 0	0 0
Total international-developed			\$ 1,265,550 00	\$ 1,028,811.79	\$ 236,738.21	\$ 7,600.00		0.1%

Other equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
105,000	Ishares Russell 1000 Value Index FD (IWD)	\$ 57 4000	\$ 6,027,000 00	\$ 7,621,691 30	\$ -1,594,691.30	\$ 147,315 00	2 4%	0 6%
Total other equity			\$ 6,027,000.00	\$ 7,621,691.30	\$ -1,594,691.30	\$ 147,315.00		0.6%

Total equities \$ 602,537,653.32 \$ 552,154,224.10 \$ 50,383,429.22 \$ 7,864,958.77 60.5%



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Fixed income

Taxable

Individual holdings Other

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
77,620.43	Commercial Mtg Asset TR Ser 1999-C2 Coml Mtg Passthru CTF A2 Var 12/17/2009 Moody's: AAA S&P: AAA	\$ 100.2070	\$ 77,781.10	\$ 88,174.99	\$ -10,393.89	\$ 5,857.24	7.5%	0.0%
275,000	Sales Tax Asset Receivable Corp N Y DTD 11/4/2004 4.06% 10/15/2010 Taxable-Ser B Moody's: AA3 S&P: AAA	102.2880	281,292.00	275,000.00	6,292.00	11,165.00	4.0	0.0
1,600,000	Peco Energy Transition TR Ser 2001-A Transition Bd 6.520% 12/31/2010 Moody's: AAA S&P: AAA	102.4960	1,639,936.00	1,818,625.00	-178,689.00	104,320.00	6.4	0.2
477,833.23	Salomon Brothers Mortgage Securities VII Passthru CTF DTD 12/1/2001 6.499% 10/13/2011 Ser 2001-C2 Class A3 Moody's: AAA S&P: AAA	104.8170	500,850.46	531,682.81	-30,832.35	31,054.38	6.2	0.1
811,474.16	Federal Home Loan Bank DTD 9/20/2005 4.77% 9/20/2012 Moody's: AAA S&P: AAA	105.3880	855,196.39	859,148.27	-3,951.88	38,707.32	4.5	0.1
775,000	Oncor Elec Delivery Transition Bd Co Passthru CTF DTD 8/21/2003 4.95% 2/15/2015 Ser 2003-1 Class A3 Moody's: AAA S&P: AAA	105.6330	818,655.75	799,400.39	19,255.36	38,362.50	4.7	0.1
1,650,000	Pse & G Transition Fdg LLC 2001-1 Transition Bd CL A-6 6.610% 06/15/2015 Moody's: AAA S&P: AAA	110.8900	1,829,685.00	1,860,890.63	-31,205.63	109,065.00	6.0	0.2
1,316,498.95	Centerpoint Energy Transition Bond Passthru CTF DTD 10/24/2001 5.63% 9/15/2015 Ser 2001-1 Class A4 Moody's: AAA S&P: AAA	107.8940	1,420,423.38	1,402,688.49	17,734.89	74,118.89	5.2	0.1

Fixed income

Taxable

Individual holdings Other
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
485,000	FHLMC Multifamily Structured Pass Thru CTF DTD 6/1/2009 4.324% 12/25/2015 Series K003 Class A3 Moody's: N/A S&P: N/A	103.2190	500,612.15	489,846.87	10,765.28	20,971.40	4.2	0.1
587,742.93	Sim Student Loan Trust Passthru CTF DTD 9/14/2006 Fltg Rate 10/25/2016 Series 2006-8 Class A2 Moody's: AAA S&P: AAA	99.8750	587,008.25	587,582.21	-573.96	1,645.68	0.3	0.1
2,200,000	Sim Student Loan Trust Passthru CTF DTD 2/22/2007 Fltg Rate 7/25/2017 Series 2007-2 Class A2 Moody's: AAA S&P: AAA	98.9690	2,177,318.00	2,197,515.63	-20,197.63	6,160.00	0.3	0.2
500,000	Txu Elec Delivery Transition Bd Co LLC DTD 6/7/2004 5.29% 5/15/2018 Series 2004-1 Class A3 Moody's: AAA S&P: AAA	108.3240	541,620.00	515,781.25	25,838.75	26,450.00	4.9	0.1
211,886.03	Burlington North Santa Fe 99-2 Trust Passthru CTF DTD 9/29/1999 7.57% 1/2/2021 Moody's: AA2 S&P: A	118.5610	251,214.20	249,014.82	2,199.38	16,039.77	6.4	0.0
1,568,914.20	Union Pacific Railroad Pass Thru DTD 9/29/2000 8.0% 1/10/2021 Moody's: AA3 S&P: A	117.1970	1,838,720.37	1,941,750.97	-103,030.60	125,513.14	6.8	0.2
1,853,147.22	Burlington Northn Santa Fe Ry Co Passthru TR 2000 1 Pass Thru CTF DTD 6/29/2000 8.25% 1/15/2021 Moody's: AA2 S&P: A	119.3690	2,212,083.31	2,278,318.73	-66,235.42	152,884.65	6.9	0.2
1,430,268.63	Federal Express Corp Pass Thru TR 1998-1 Pass Thru CTF 1998-1a 6.72% 01/15/2022 Moody's: A2 S&P: A+	102.5330	1,466,497.33	1,625,095.84	-158,598.51	96,114.05	6.6	0.2



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Fixed income

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Individual holdings Other
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
877,554.78	Fedex Corp DTD 7/1/1999 7.65% 1/15/2022 Moody's A2 S&P+ A-	111.3430	977,095.82	1,022,860.30	-45,764.48	67,132.94	6.9	0.1
386,276.40	Burlington Northn Santa Fe Pass Thru TR 2001-1 Passthru CTF 6.727% 7/15/2022 Moody's AA2 S&P+ A	113.6950	439,176.95	432,857.46	6,319.49	25,984.81	5.9	0.0
415,292.35	Csx Trans DTD 12/13/2007 6.251% 1/15/2023 Moody's A2 S&P+ A-	105.7865	439,323.24	415,292.35	24,030.89	25,959.92	5.9	0.0
396,988.91	Bnsf Railway Co 2006-3 P DTD 9/28/2006 5.342 4/1/2024 Moody's AA2 S&P+ A	101.2610	401,994.94	387,528.67	14,466.27	21,207.15	5.3	0.0
245,000	Port Auth N Y & N J DTD 7/1/2009 5.859% 12/1/2024 Cons-One Hundred Fifty-Eight Moody's AA3 S&P+ AA-	102.0010	249,902.45	245,000.00	4,902.45	14,354.55	5.7	0.0
285,925.06	LB-Ubs Commercial Mortgage Trust DTD 9/11/2000 7.37% 8/15/2026 Ser 2000-C4 Class A2 Moody's AAA S&P AAA	101.5030	290,222.51	331,427.36	-41,204.85	21,072.68	7.3	0.0
1,375,000	Slm Student Loan Trust Pass Thru CTF DTD 9/20/2005 3.78813% 1/25/2028 Series 2005-B Class A4 Moody's AAA S&P AAA	97.6563	1,342,774.13	1,374,627.87	-31,853.74	14,162.50	1.1	0.1
853,011.76	Union Pacific Railroad Passthru CTF DTD 7/28/2005 5.082% 1/2/2029 Moody's AA3 S&P+ A	97.0090	827,498.18	853,011.76	-25,513.58	43,350.06	5.2	0.1
690,000	LB-Ubs Commercial Mortgage Trust DTD 5/11/2004 Fltg Rate 6/15/2029 Ser 2004-C4 Class A3 Moody's AAA S&P AAA	101.1730	698,093.70	713,044.92	-14,951.22	34,983.00	5.0	0.1

Fixed income

Taxable

Individual holdings Other
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
940,000	LB-Ubs Commercial Mortgage Trust DTD 6/11/2002 5.594% 6/15/2031 Ser 2002-C2 Class A4 Moody's: AAA S&P: AAA	104.6120	983,352.80	948,812.50	34,540.30	52,583.60	5.4	0.1
18,836.25	Credit-Based Asset Servicing & Securities Passthru CTF DTD 6/1/2003 2.879% 12/25/2032 Ser 2003-CB3 Class AF1 Moody's: AAA S&P: AAA	73.3300	13,812.62	18,635.38	-4,822.76	542.30	3.9	0.0
671,856.75	Salomon Bros Mortgage Secs VII Coml Mtg Passthru CTF 2000-C3 CL A-2 6.592% 12/18/2033 Moody's: AAA S&P: AAA	101.7550	683,647.84	727,893.32	-44,245.48	44,288.80	6.5	0.1
450,000	Cs First Boston Mortgage Securities Corp Pass Thru CTF DTD 3/1/2003 4.597% 3/15/2035 Series 2003-CPN1 Class A2 Moody's: AAA S&P: AAA	100.5130	452,308.50	444,392.58	7,915.92	20,686.50	4.6	0.1
915,000	Banc Of America Commercial Mortgage Inc Passthru CTF DTD 5/1/2002 6.186% 6/11/2035 Series 2002-PB2 Class A4 Moody's: AAA S&P: AAA	104.7350	958,325.25	995,777.34	-37,452.09	56,601.90	5.9	0.1
750,000	Wachovia Bank Commercial Mortgage Trust DTD 8/1/2003 5.125% 8/15/2035 2003-C6 Coml Mtg Passthru CTF CL A-4 Moody's: AAA S&P: AAA	102.4890	768,667.50	779,037.11	-10,369.61	38,437.50	5.0	0.1
955,000	Cs First Boston Mortgage Securities Corp Passthru CTF DTD 3/1/2002 6.439% 12/15/2035 Series 2002-CKP1 Class A3 Moody's: AAA S&P: AAA	105.5390	1,007,897.45	989,767.97	18,129.48	61,492.45	6.1	0.1



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Fixed income

Taxable

Individual holdings Other
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,010,000	Ge Capital Commercial Mtg Corp Pass Thru CTF DTD 8/1/2002 5.3499% 8/11/2036 Series 2002-2a Class A3 Moody's: AAA S&P: AAA	103.8230	1,048,612.30	1,011,972.66	36,639.64	54,024.90	5.2	0.1
755,000	Cs First Boston Mortgage Securities Corp Passthru CTF DTD 10/1/2002 5.183% 11/15/2036 Series 2002-CKS4 Class A2 Moody's: AAA S&P: AAA	103.3210	780,073.55	739,664.06	40,409.49	39,131.65	5.0	0.1
670,000	J P Morgan Chase Commercial Mortgage Sec Passthru CTF DTD 11/1/2004 4.529% 1/12/2037 Series 2004-Cbx Class A4 Moody's: AAA S&P: AAA	100.3450	672,311.50	663,614.06	8,697.44	30,344.30	4.5	0.1
1,545,000	Greenwich Capital Commercial Funding Corp Passthru CTF DTD 11/1/2005 5.224% 4/10/2037 Series 2005-GG5 Class A5 Moody's: AAA S&P: AA+	94.7210	1,463,439.45	1,446,747.66	16,691.79	80,710.80	5.5	0.2
80,000	Pennsylvania ST Tpk Commn Oil DTD 10/15/2009 5.848% 12/1/2037 Taxable-Sr-Ser B-Build America Bds Moody's: A1 S&P: AA	94.8420	75,873.60	78,242.00	-2,368.40	4,678.40	6.2	0.0
700,000	Texas ST DTD 8/26/2009 5.517% 4/1/2039 Build America Bonds Taxable Moody's: AA1 S&P: AA+	97.5390	682,773.00	700,000.00	-17,227.00	38,619.00	5.7	0.1
1,335,000	New Jersey ST Tpk Auth Tpk Rev DTD 4/28/2009 7.414% 1/1/2040 Taxable-Ser F-Build Amer Bds- Issuer Subsidy Moody's: A3 S&P: A+	112.7200	1,504,812.00	1,335,000.00	169,812.00	98,976.90	6.6	0.2

Fixed income

Taxable

Individual holdings Other
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
280,142.28	Federal Natl Mtg Assn Passthru CTF DTD 4/1/2001 7.5% 7/25/2041 Series 2001-T4 Class A1 Moody's: N/A S&P: N/A	112.7500	315,860.42	293,273.94	22,586.48	21,010.67	6.7	0.0
882,926.41	Federal National Mortgage Assn Whole Loan Passthru CTF OTD 10/1/2001 7.0% 9/25/2041 Series 2001-W3 Class A Moody's: AAA S&P: N/A	111.0780	980,737.00	959,354.71	21,382.29	61,804.85	6.3	0.1
600,000	Banc Of America Commercial Mortgage Inc Passthru CTF DTD 11/1/2004 4.561% 11/10/2041 Ser 2004-5 Class A3 Moody's: AAA S&P: AAA	100.6390	603,834.00	603,014.40	819.60	27,366.00	4.5	0.1
205,000	Bear Stearns Commercial Mortgage Securities Passthru CTF OTD 12/1/2004 4.825% 11/11/2041 Ser 2004-PWR6 CL A6 Moody's: AAA S&P: AAA	97.5270	199,930.35	206,118.40	-6,188.05	9,891.25	5.0	0.0
805,000	Wachovia Bank Commercial Mortgage Trust DTD 3/1/2005 5.037% 3/15/2042 Series 2005-C17 Class Apb Moody's: AAA S&P: AAA	101.9640	820,810.20	819,307.62	1,502.58	40,547.85	4.9	0.1
1,080,000	J P Morgan Chase Commercial Mortgage Security Passthru CTF DTD 6/1/2005 4.738% 7/15/2042 Series 2005-LDP2 Class A4 Moody's: AAA S&P: AAA	95.6020	1,032,501.60	984,951.57	47,550.03	51,170.40	5.0	0.1
775,000	Greenwich Capital Commercial Funding Corp DTD 2/1/2005 4.569% 8/10/2042 Series 2005-GG3 Class A3 Moody's: AAA S&P: AAA	97.9320	758,973.00	770,458.98	-11,485.98	35,409.75	4.7	0.1



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,190,675.91	Federal Home LN Mtg Corp Structured Pass Thru CTF DTD 2/1/2004 6.5% 10/25/2043 Ser T-59 Class 1A1 Moody's N/A S&P N/A	108 3310	2,373,181 12	2,247,325 44	125,855 68	142,393 93	6 0	0 2
1,025,000	JP Morgan Chase Commercial Mortgage Sec DTD 9/1/2006 5.399% 5/15/2045 Series 2006-LDP8 Class A4 Moody's AAA S&P AA-	92 8970	952,194 25	941,238 28	10,955 97	55,339 75	5 8	0 1
863,462	Citigroup Commerical Mortgage Trust Passthru CTF DTD 4/1/2008 6.096% 12/10/2049 Series 2008-C7 Class A4 Moody's AAA S&P A+	89 7940	775,337 07	862,770 33	-87,433 26	52,584 84	6 8	0 1

Individual holdings Government related

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,695,000	General Elec Cap Corp DTD 3/12/2009 1 8% 3/11/2011 Under The Temporary Liquidity Guarantee Program (TLGP) FDIC Insured Moody's AAA S&P AAA	\$ 101 1280	\$ 1,714,119 60	\$ 1,694,474 55	\$ 19,645 05	\$ 30,510 00	1 8%	0 2%
1,620,000	Citibank Na DTD 8/6/2009 1 375% 8/10/2011 Under The Temporary Liquidity Guarantee Program (TLGP) FDIC Insured Moody's AAA S&P AAA	100 2650	1,624,293 00	1,616,873 40	7,419 60	22,275 00	1 4	0 2

Individual holdings Government related
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,160,000	Citibank Na DTD 10/6/2009 1.25% 11/15/2011 Under The Temporary Liquidity Guarantee Program (Tlqp) FDIC Insured Moody's: AAA S&P: AAA	99 9240	1,159,118 40	1,157,633 60	1,484 80	14,500 00	1 3	0 1
2,890,000	General Elec Cap Corp DTD 3/12/2009 2.25% 3/12/2012 Under The Temporary Liquidity Guarantee Program (Tlqp) FDIC Insured Moody's: AAA S&P: AAA	101 4490	2,931,876 10	2,933,118 80	-1,242 70	65,025 00	2 2	0 3
2,120,000	Citigroup Inc DTD 5/7/2009 1.875% 5/7/2012 Under The Temporary Liquidity Guarantee Program (Tlqp) FDIC Insured Moody's: AAA S&P: AAA	100 5320	2,131,278 40	2,114,466 80	16,811 60	39,750 00	1 9	0 2
1,275,000	JP Morgan Chase & Co DTD 2/23/2009 2.2% 6/15/2012 Under The Temporary Liquidity Guarantee Program (Tlqp) FDIC Insured Moody's: AAA S&P: AAA	101 3900	1,292,722 50	1,274,209 50	18,513 00	28,050 00	2 2	0 1
200,000	Citigroup Funding Inc DTD 6/30/2009 2 125% 7/12/2012 Under The Temporary Liquidity Guarantee Program (Tlqp) FDIC Insured Moody's: AAA S&P: AAA	100 7720	201,544 00	200,408 00	1,136 00	4,250 00	2 1	0 0
1,325,000	Federal Natl Mtg Assn DTD 07/26/2002 5 250% 08/01/2012 Moody's: AA2 S&P: A	106 7130	1,413,947 25	1,341,096 92	72,850 33	69,562 50	4 9	0 1



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Individual holdings Government related
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
975,000	Citigroup Funding Inc DTD 9/22/2009 1.875% 10/22/2012 Under The Temporary Liquidity Guarantee Program (TLGP) FDIC Insured Moody's: AAA S&P: AAA	99.6220	971,314.50	971,509.50	-195.00	18,281.25	1.9	0.1
1,375,000	Citigroup Funding Inc DTD 8/6/2009 2.25% 12/10/2012 Under The Temporary Liquidity Guarantee Program (TLGP) FDIC Insured Moody's: AAA S&P: AAA	100.7850	1,385,793.75	1,375,112.75	10,681.00	30,937.50	2.2	0.1
490,000	GMAC LLC DTD 6/8/2009 2.2% 12/19/2012 Under The Temporary Liquidity Guarantee Program (TLGP) FDIC Insured Moody's: AAA S&P: AAA	100.6130	493,003.70	493,026.80	-23.10	10,780.00	2.2	0.1
275,000	General Elec Cap Corp DTD 5/12/2009 2.125% 12/21/2012 Under The Temporary Liquidity Guarantee Program (TLGP) FDIC Insured Moody's: AAA S&P: AAA	100.0930	275,255.75	277,260.50	-2,004.75	5,843.75	2.1	0.0
1,325,000	Citibank Na DTD 10/27/2009 1.75% 12/28/2012 Under The Temporary Liquidity Guarantee Program (TLGP) FDIC Insured Moody's: AAA S&P: AAA	99.1200	1,313,340.00	1,320,879.25	-7,539.25	23,187.50	1.8	0.1
1,775,000	General Electric Capital Corp DTD 6/18/2009 2.625% 12/28/2012 Under The Temporary Liquidity Guarantee Program (TLGP) FDIC Insured Moody's: AAA S&P: AAA	101.8410	1,807,677.75	1,802,557.25	5,120.50	46,593.75	2.6	0.2

Individual holdings Government related
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,550,000	Federal National Mortgage Assn DTD 12/11/2008 2.875% 12/11/2013 Moody's: AAA S&P: AAA	102.0000	1,581,000.00	1,547,783.50	33,216.50	44,562.50	2.8	0.2
800,000	Federal Natl Mtg Assn DTD 11/6/2003 5.125% 1/2/2014 Moody's: AA2 S&P: A	106.1630	849,304.00	773,034.20	76,269.80	41,000.00	4.8	0.1
1,100,000	Federal National Mortgage Assn DTD 2/5/2009 2.75% 2/5/2014 Moody's: AAA S&P: AAA	101.1250	1,112,375.00	1,099,131.00	13,244.00	30,250.00	2.7	0.1
1,720,000	Federal National Mortgage Assn DTD 8/25/2009 3.5% 8/25/2014 Moody's: AAA S&P: AAA	100.7190	1,732,366.80	1,720,000.00	12,366.80	60,200.00	3.5	0.2
990,000	Federal Home Loan Mtge Corp DTD 10/12/2007 5.125% 11/17/2017 Moody's: AAA S&P: AAA	108.8750	1,077,862.50	1,130,669.10	-52,806.60	50,737.50	4.7	0.1
200,000	Resolution Fdg Corp Fed Book Entry Cpn Strips Generic INT Pmt 07/15/2018 Zero Cpn Rfco 8.625 1/15/30 Moody's: N/A S&P: N/A	69.1750	138,350.00	117,870.55	20,479.45	7,528.86	5.4	0.0
200,000	Resolution Fdg Corp Fed Book Entry Cpn Strips Generic INT Pmt 10/15/2018 Moody's: N/A S&P: N/A	68.1250	136,250.00	116,042.51	20,207.49	7,414.72	5.4	0.0
1,770,000	Federal Home Loan Bank DTD 5/4/2004 5.375% 5/15/2019 Moody's: AAA S&P: AAA	107.0310	1,894,448.70	1,780,228.83	114,219.87	95,137.50	5.0	0.2
1,391,822.16	New Vy Generation V Ser 2003-2 Passthru CTF 4.929% 01/15/2021 Moody's: AAA S&P: AAA	101.1640	1,408,022.97	1,381,753.65	26,269.32	68,602.91	4.9	0.1
1,969,391.20	Overseas Private Invest DTD 12/6/2005 5.142% 12/15/2023 Moody's: N/A S&P: N/A	105.0870	2,069,574.13	2,046,069.82	23,504.31	101,266.10	4.9	0.2
TOTAL US AGENCIES			\$30,714,838.80	\$30,285,210.78				



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Individual holdings Treasury

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,300,000	United States Treasury NT DTD 6/30/2008 2.875% 6/30/2010 Moody's: AAA S&P: AAA	\$ 101.3090	\$ 1,317,017.00	\$ 1,331,179.69	\$ -14,162.69	\$ 37,375.00	2.8%	0.1%
3,000,000	United States Treasury Note DTD 7/31/2008 2.75% 7/31/2010 Moody's: AAA S&P: AAA	101.4260	3,042,780.00	3,110,752.23	-67,972.23	82,500.00	2.7	0.3
5,000,000	United States Treasury Note DTD 2/2/2009 .75% 1/31/2011 Moody's: AAA S&P: AAA	100.3130	5,015,650.00	5,011,149.56	4,500.44	44,000.00	0.9	0.5
8,000,000	United States Treasury Note DTD 3/31/2009 0.875% 3/31/2011 Moody's: AAA S&P: AAA	100.1840	8,014,720.00	8,004,687.50	10,032.50	70,000.00	0.9	0.8
830,000	United States Treasury Note DTD 4/30/2009 0.875% 4/30/2011 Moody's: AAA S&P: AAA	100.1330	831,103.90	834,409.38	-3,305.48	7,262.50	0.9	0.1
640,000	U S Treasury Note DTD 7/31/2006 4.875% 7/31/2011 Moody's: AAA S&P: AAA	106.1990	679,673.60	686,052.15	-6,378.55	31,200.00	4.6	0.1
500,000	United States Treasury Note DTD 4/30/2008 3.125% 4/30/2013 Moody's: AAA S&P: AAA	104.1880	520,940.00	528,085.94	-7,145.94	15,625.00	3.0	0.1
275,000	United States Treasury Note DTD 5/15/2003 3.625% 5/15/2013 Moody's: AAA S&P: AAA	105.8750	291,156.25	293,433.60	-2,277.35	9,968.75	3.4	0.0
1,500,000	United States Treasury Note DTD 11/30/2008 2.0% 11/30/2013 Moody's: AAA S&P: AAA	99.4690	1,492,035.00	1,537,739.40	-45,704.40	30,000.00	2.0	0.2
485,184	U S Treasury Inflation Indexed Bond DTD 4/15/2009 1.25% 4/15/2014 Moody's: AAA S&P: AAA	103.3520	501,447.37	500,855.78	591.59	6,064.80	1.2	0.1
565,000	United States Treasury Note DTD 4/30/2009 1.875% 4/30/2014 Moody's: AAA S&P: AAA	97.9450	553,389.25	555,694.97	-2,305.72	10,593.75	1.9	0.1

Individual holdings Treasury
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
345,000	United States Treasury Note DTD 10/31/2009 2.375% 10/31/2014 Moody's: AAA S&P: AAA	98.9140	341,253.30	344,344.53	-3,091.23	8,193.75	2.4	0.0
6,900,000	United States Treasury Note OTD 12/31/2009 2.625% 12/31/2014 Moody's: N/A S&P: N/A	99.7110	6,880,059.00	6,890,367.26	-10,308.26	181,125.00	2.6	0.7
40,000	United States Treasury Note DTD 5/15/2009 3.125% 5/15/2019 Moody's: AAA S&P: AAA	94.7030	37,881.20	38,717.19	-835.99	1,250.00	3.3	0.0
11,780,000	United States Treasury Note DTD 11/15/2009 3.375% 11/15/2019 Moody's: AAA S&P: AAA	96.1880	11,330,946.40	11,504,804.27	-173,857.87	397,575.00	3.5	1.1
1,000,000	United States Treas Bds DTD 2/15/93 7 1/8% 2/15/2023 Moody's: AAA S&P: AAA	128.2500	1,282,500.00	1,337,187.50	-54,687.50	71,250.00	5.6	0.1
375,000	U S Treasury Bonds DTD 08/15/1996 6 3/4% 08/15/2026 Moody's: AAA S&P: AAA	126.1720	473,145.00	468,384.75	4,760.25	25,312.50	5.4	0.1
5,830,000	United States Treas Bds Stripped Prin Pmt DTD 11/15/1997 11/15/2027 Moody's: N/A S&P: AAA	42.0460	2,451,281.80	2,588,688.34	-137,406.54	120,239.65	4.9	0.3
125,856.25	U S Treasury Inflation Indexed Bond DTD 1/15/2009 2.5% 1/15/2029 Moody's: AAA S&P: AAA	107.2580	134,990.90	136,068.46	-1,077.56	3,146.41	2.3	0.0
30,000	United States Treasury Note DTD 2/15/2001 5.375% 2/15/2031 Moody's: AAA S&P: AAA	110.5000	33,150.00	34,258.59	-1,108.59	1,612.50	4.9	0.0
60,000	United States Treasury Note DTD 2/15/2008 4.375% 2/15/2038 Moody's: AAA S&P: AAA	96.0000	57,600.00	59,746.88	-2,146.88	2,625.00	4.6	0.0
300,000	United States Treasury Note DTD 5/15/2008 4.5% 5/15/2038 Moody's: AAA S&P: AAA	97.9220	293,766.00	304,572.81	-10,806.81	13,500.00	4.6	0.0



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Individual holdings Treasury
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
4,030,000	United States Treasury Note DTD 2/15/2009 3.5% 2/15/2039 Moody's AAA S&P AAA	81.9060	3,300,811.80	3,567,594.58	-266,782.78	141,050.00	4.3	0.3
1,065,000	United States Treasury Note DTD 5/15/2009 4.25% 5/15/2039 Moody's AAA S&P AAA	93.8130	999,108.45	1,026,099.22	-26,990.77	45,262.50	4.5	0.1
2,765,000	United States Treasury Note DTD 8/15/2009 4.5% 8/15/2039 Moody's AAA S&P AAA	97.7340	2,702,345.10	2,818,868.76	-116,523.66	124,425.00	4.6	0.3
	TOTAL US GOVERNMENT		\$52,578,751.32	\$53,513,743.34				

Individual holdings Mortgage backed securities

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
87,430.43	Federal National Mortgage Assn Passthru CTF Pool Number 254861 4% 8/1/2010 Moody's N/A S&P N/A	\$ 100.9080	\$ 88,224.30	\$ 87,458.54	\$ 765.76	\$ 3,497.22	4.0%	0.0%
6,579.24	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G10787 5.5% 6/1/2011 Moody's N/A S&P N/A	103.4850	6,808.53	6,579.84	228.69	361.86	5.3	0.0
6,801.35	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G10724 5.5% 7/1/2011 Moody's N/A S&P N/A	106.3880	7,235.82	6,805.51	430.31	374.07	5.2	0.0
1,188,056.93	Federal National Mortgage Assn Passthru CTF Pool Number 545179 6.253% 9/1/2011 Moody's N/A S&P N/A	105.3370	1,251,463.53	1,287,185.45	-35,721.92	74,348.60	5.9	0.1
5,858.49	Federal National Mortgage Assn Passthru CTF Pool Number 609774 6% 9/1/2011 Moody's N/A S&P N/A	102.0010	5,975.72	5,888.70	87.02	351.51	5.9	0.0

Individual holdings Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
8,627.33	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G10757 6.5% 12/1/2011 Moody's: N/A S&P: N/A	103.4450	8,924.54	8,500.61	423.93	560.78	6.3	0.0
1,044,795.75	Federal National Mortgage Assn Passthru CTF Pool Number 545387 5.885% 1/1/2012 Moody's: N/A S&P: N/A	106.4980	1,112,686.58	1,113,360.46	-673.88	61,433.99	5.5	0.1
953,297.34	Federal National Mortgage Assn Passthru CTF Pool Number 545423 6.002% 2/1/2012 Moody's: N/A S&P: N/A	106.3600	1,013,927.05	1,037,604.53	-23,677.48	57,197.84	5.6	0.1
876,038.76	Federal National Mortgage Assn Passthru CTF Pool Number 545547 6.095% 3/1/2012 Moody's: N/A S&P: N/A	107.0080	937,431.56	948,311.98	-10,880.42	53,438.36	5.7	0.1
28,810.93	Federal Home LN Mtg Corp Multiclass Mtg Partn Cfts Gtd Ser 1961 CL 1961-H 6.500% 05/15/2012 Moody's: N/R S&P: N/A	102.5380	29,542.15	29,846.32	-304.17	1,872.71	6.3	0.0
23,231.24	Federal National Mortgage Assn Passthru CTF Pool Number 417910 5.5% 3/1/2013 Moody's: N/A S&P: N/A	106.6060	24,765.90	23,239.42	1,526.48	1,277.72	5.2	0.0
13,506.37	Federal National Mortgage Assn Passthru CTF Pool Number 418403 5.5% 3/1/2013 Moody's: N/A S&P: N/A	106.6060	14,398.60	13,511.13	887.47	742.85	5.2	0.0
5,557.59	Government National Mortgage Assn Passthru CTF Pool Number 780733 7% 3/15/2013 Moody's: N/A S&P: N/A	104.1850	5,790.18	5,571.49	218.69	389.03	6.7	0.0
470,037.44	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G11574 6% 2/1/2019 Moody's: N/A S&P: N/A	107.1230	503,518.21	486,562.17	16,956.04	28,202.25	5.6	0.1



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Individual holdings Mortgage backed securities
continued

Shares/per value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
28,437.79	Federal National Mortgage Assn Passthru CTF Pool Number 447888 5.5% 1/1/2014 Moody's N/A S&P N/A	106.6060	30,316.39	28,439.81	1,876.58	1,564.08	5.2	0.0
851,439	Federal National Mortgage Assn Passthru CTF Pool Number 323560 5.5% 2/1/2014 Moody's N/A S&P N/A	106.6060	907,625.06	864,077.54	43,607.52	46,829.15	5.2	0.1
7,115.90	Federal National Mortgage Assn Passthru CTF Pool Number 447734 5.5% 3/1/2014 Moody's N/A S&P N/A	106.6060	7,585.98	7,116.18	469.80	391.37	5.2	0.0
3,182.78	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E79765 6% 12/1/2014 Moody's N/A S&P N/A	106.9350	3,403.51	3,203.27	200.24	190.97	5.6	0.0
291,493.87	Federal Home LN Mtge Corp Passthru CTF DTD 7/1/2004 5.5% 6/15/2015 Ser 2825 Class Vpremic Moody's N/A S&P N/A	106.6610	310,910.28	304,565.55	6,344.73	16,032.16	5.2	0.0
464,426.93	Federal National Mortgage Assn Passthru CTF Pool Number 555383 5.5% 3/1/2016 Moody's N/A S&P N/A	106.6060	495,106.97	483,874.79	11,232.18	25,543.48	5.2	0.1
565,928.09	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G11185 5.5% 10/1/2016 Moody's N/A S&P N/A	106.2940	601,547.60	587,061.94	14,485.66	31,126.04	5.2	0.1
751,320.41	Federal National Mortgage Assn Passthru CTF Pool Number 254003 6% 10/1/2016 Moody's N/A S&P N/A	107.1690	805,182.57	788,651.64	16,530.93	45,079.22	5.6	0.1

Individual holdings Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
35,333.19	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E87922 6% 2/1/2017 Moody's: N/A S&P: N/A	107 1230	37,849 97	35,598 19	2,251 78	2,119 99	5.6	0 0
4,237 02	Federal National Mortgage Assn Passthru CTF Pool Number 623886 5 5% 2/1/2017 Moody's: N/A S&P: N/A	106 3250	4,505 01	4,315 14	189 87	233 04	5 2	0 0
65,438.23	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E88452 6% 3/1/2017 Moody's: N/A S&P: N/A	106 6406	69,783 72	66,430 01	3,353 71	3,926.29	5.6	0 0
48,563.71	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E89354 6% 4/1/2017 Moody's: N/A S&P: N/A	107 1230	52,022 90	50,081 34	1,941 56	2,913 82	5.6	0 0
51,338.76	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E89497 6% 4/1/2017 Moody's: N/A S&P: N/A	106 6406	54,747.96	51,952 44	2,795 52	3,080 33	5 6	0 0
1,959,209 12	Federal National Mortgage Assn Passthru CTF Pool Number 888381 5.506% 4/1/2017 Moody's: N/A S&P: N/A	107 6850	2,109,774 34	1,950,637 56	159,136 78	107,893 65	5 1	0 2
15,605.71	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E89435 6% 5/1/2017 Moody's: N/A S&P: N/A	107 1230	16,717 30	15,800 78	916 52	936 34	5.6	0 0
23,742.24	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E89787 6% 5/1/2017 Moody's: N/A S&P: N/A	107 1230	25,433 40	24,484 19	949 21	1,424 53	5 6	0 0
1,371 31	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E89874 6% 5/1/2017 Moody's: N/A S&P: N/A	106 6406	1,462 37	1,387 71	74 66	82 28	5 6	0 0



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
33,451.24	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E01140 6% 5/1/2017 Moody's: N/A S&P: N/A	107.3860	35,915.26	33,869.40	2,045.86	2,007.07	5.6	0.0
729,849	Federal National Mortgage Assn Passthru CTF Pool Number 545621 6.5% 5/1/2017 Moody's: N/A S&P: N/A	108.5610	792,331.37	768,394.15	23,937.22	47,440.19	6.0	0.1
15,795.04	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E89968 6% 6/1/2017 Moody's: N/A S&P: N/A	107.1230	16,920.12	15,992.47	927.65	947.70	5.6	0.0
442,098.59	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E90227 6% 6/1/2017 Moody's: N/A S&P: N/A	107.1230	473,589.27	461,923.95	11,665.32	26,525.92	5.6	0.1
371,735.96	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E90315 6% 7/1/2017 Moody's: N/A S&P: N/A	107.1230	398,214.71	388,420.52	9,794.19	22,304.16	5.6	0.0
25,074.20	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E90379 6% 7/1/2017 Moody's: N/A S&P: N/A	107.1230	26,860.24	25,857.76	1,002.48	1,504.45	5.6	0.0
780,053.19	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G11578 6.5% 7/1/2017 Moody's: N/A S&P: N/A	107.7480	840,491.71	821,127.87	19,363.84	50,703.46	6.0	0.1
505,106.31	Federal National Mortgage Assn Passthru CTF Pool Number 555028 6% 10/1/2017 Moody's: N/A S&P: N/A	107.1690	541,317.38	532,374.15	8,943.23	30,306.38	5.6	0.1

Individual holdings Mortgage backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
39,526.72	Federal National Mortgage Assn Passthru CTF Pool Number 669450 5.5% 11/1/2017 Moody's: N/A S&P N/A	106.4810	42,088.45	40,902.45	1,186.00	2,173.97	5.2	0.0
145,618.99	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E93838 6% 1/1/2018 Moody's: N/A S&P N/A	106.6406	155,288.96	150,169.59	5,119.37	8,737.14	5.6	0.0
474,098.64	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G11430 6.5% 12/1/2017 Moody's: N/A S&P N/A	108.0290	512,164.02	498,618.42	13,545.60	30,816.41	6.0	0.1
1,878,667.05	Federal National Mortgage Assn Passthru CTF Pool Number 735930 5.5% 12/1/2018 Moody's: N/A S&P N/A	106.3250	1,997,492.74	1,918,295.18	79,197.56	103,326.69	5.2	0.2
929,721.17	Federal Home Loan Mortgage Corp REMIC Passthru CTF DTD 6/1/2005 4.5% 3/15/2019 Series 2989 Class Ka Moody's: N/A S&P N/A	103.8330	965,357.38	967,055.28	-1,697.90	41,837.45	4.3	0.1
712,968.88	Federal National Mortgage Assn Passthru CTF Pool Number 725416 6% 1/1/2019 Moody's: N/A S&P N/A	107.1690	764,081.62	750,845.34	13,236.28	42,778.13	5.6	0.1
584,382.97	Federal National Mortgage Assn Passthru CTF Pool Number 252442 6.5% 5/1/2019 Moody's: N/A S&P N/A	106.4330	621,976.33	611,958.52	10,017.81	37,984.89	6.1	0.1
65,932.80	Federal National Mortgage Assn Passthru CTF Pool Number 776379 5.5% 5/1/2019 Moody's: N/A S&P N/A	106.6060	70,288.32	68,230.15	2,058.17	3,626.30	5.2	0.0
21,275.84	Federal National Mortgage Assn Passthru CTF Pool Number 785676 5.5% 7/1/2019 Moody's: N/A S&P N/A	106.6060	22,681.32	21,804.41	876.91	1,170.17	5.2	0.0



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Individual holdings Mortgage backed securities
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,526,651.25	Federal National Mortgage Assn Passthru CTF Pool Number 735593 6% 8/1/2019 Moody's N/A S&P N/A	107.1690	2,707,786.88	2,619,426.72	88,360.16	151,599.08	5.6	0.3
1,134,890.62	Federal National Mortgage Assn REMIC Passthru CTF DTD 8/1/2009 4% 8/25/2019 Series 2009-70 Class NT Moody's N/A S&P N/A	102.8280	1,166,985.33	1,181,704.85	-14,719.52	45,395.62	3.9	0.1
928,513.90	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G11611 6% 9/1/2018 Moody's N/A S&P N/A	107.1230	994,651.95	974,214.19	20,437.76	55,710.83	5.6	0.1
1,832,760.75	Federal National Mortgage Assn Passthru CTF Pool Number 745209 5.5% 9/1/2019 Moody's N/A S&P N/A	106.4810	1,951,541.97	1,825,392.83	126,149.14	100,801.84	5.2	0.2
495,624.54	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G11673 6% 1/1/2020 Moody's N/A S&P N/A	106.9980	530,308.35	515,449.52	14,858.83	29,737.47	5.6	0.1
103,916.14	Federal National Mortgage Assn Passthru CTF Pool Number 735611 5.5% 3/1/2020 Moody's N/A S&P N/A	106.4810	110,650.95	106,457.19	4,193.76	5,715.39	5.2	0.0
258,926.96	Federal National Mortgage Assn Passthru CTF Pool Number 745192 5.5% 6/1/2020 Moody's N/A S&P N/A	106.6370	276,111.94	258,057.13	18,054.81	14,240.98	5.2	0.0
260,674.29	Federal National Mortgage Assn Passthru CTF Pool Number 745809 5.5% 6/1/2020 Moody's N/A S&P N/A	106.6370	277,975.24	259,798.58	18,176.66	14,337.09	5.2	0.0

Individual holdings Mortgage backed securities
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
163,292.54	Federal National Mortgage Assn Passthru CTF Pool Number 811517 5.5% 11/1/2020 Moody's: N/A S&P: N/A	105.7969	172,758.45	161,506.52	11,251.93	8,981.09	5.2	0.0
1,712,092.58	Federal National Mortgage Assn Passthru CTF Pool Number 995158 4.5% 12/1/2020 Moody's: N/A S&P: N/A	103.7930	1,777,032.25	1,762,117.77	14,914.48	77,044.17	4.3	0.2
696,174.90	Federal National Mortgage Assn Passthru CTF Pool Number 254296 6.5% 4/1/2022 Moody's: N/A S&P: N/A	108.7110	756,818.70	727,230.84	29,587.86	45,251.37	6.0	0.1
769,989.10	Federal National Mortgage Assn Passthru CTF Pool Number 254441 6.5% 8/1/2022 Moody's: N/A S&P: N/A	108.7110	837,062.85	804,337.84	32,725.01	50,049.29	6.0	0.1
1,081,490.12	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number E02388 6% 9/1/2022 Moody's: N/A S&P: N/A	106.8100	1,155,139.60	1,095,431.20	59,708.40	64,889.41	5.6	0.1
2,825,263.93	Federal National Mortgage Assn Passthru CTF Pool Number 968066 6% 10/1/2022 Moody's: N/A S&P: N/A	106.9820	3,022,523.86	2,884,417.90	138,105.96	169,515.84	5.6	0.3
22,500.35	Government National Mortgage Assn Passthru CTF Pool Number 374555 6.5% 1/15/2024 Moody's: N/A S&P: N/A	107.1590	24,111.15	22,525.74	1,585.41	1,462.52	6.1	0.0
16,553.12	Federal Natl Mtg Assn Gtd REMIC Pass Thru CTF REMIC TR 1996-W2 CL A7 7.8% 06/25/2026 Moody's: AAA S&P: AAA	103.7770	17,178.33	16,211.72	966.61	1,291.14	7.5	0.0
762,904.75	Federal National Mortgage Assn Passthru CTF Pool Number 889157 6% 2/1/2028 Moody's: N/A S&P: N/A	106.7410	814,332.16	784,540.24	29,791.92	45,774.29	5.6	0.1



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
23,424.51	Government National Mortgage Assn Passthru CTF Pool Number 480610 6% 10/15/2028 Moody's: N/A S&P: N/A	106.8280	25,023.94	23,043.86	1,980.08	1,405.47	5.6	0.0
9,781.12	Government National Mortgage Assn Passthru CTF Pool Number 486597 6% 10/15/2028 Moody's: N/A S&P: N/A	106.8280	10,448.97	430.14	10,018.83	586.87	5.6	0.0
12,811.54	Government National Mortgage Assn Passthru CTF Pool Number 468972 6% 11/15/2028 Moody's: N/A S&P: N/A	106.8280	13,686.31	12,763.48	922.83	768.69	5.6	0.0
19,473.88	Government National Mortgage Assn Passthru CTF Pool Number 481694 6% 11/15/2028 Moody's: N/A S&P: N/A	106.8280	20,803.56	19,157.44	1,646.12	1,168.43	5.6	0.0
1,743.59	Government National Mortgage Assn Passthru CTF Pool Number 492917 6% 11/15/2028 Moody's: N/A S&P: N/A	106.8280	1,862.64	1,715.27	147.37	104.62	5.6	0.0
38,813.49	Government National Mortgage Assn Passthru CTF Pool Number 491466 6% 5/15/2029 Moody's: N/A S&P: N/A	106.8280	41,463.68	40,099.19	1,364.49	2,328.81	5.6	0.0
54,114.06	Government National Mortgage Assn Passthru CTF Pool Number 781048 6.5% 6/15/2029 Moody's: N/A S&P: N/A	108.1680	58,534.10	56,785.91	1,748.19	3,517.41	6.0	0.0
1,069.05	Government National Mortgage Assn Passthru CTF Pool Number 518643 7.5% 12/15/2029 Moody's: N/A S&P: N/A	112.6210	1,203.97	1,066.50	137.47	80.18	6.7	0.0

Individual holdings Mortgage backed securities
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
508.88	Government National Mortgage Assn Passthru CTF Pool Number 508305 7.5% 1/15/2030 Moody's: N/A S&P: N/A	108.7969	553.65	494.39	59.26	38.17	6.9	0.0
1,281.82	Government National Mortgage Assn Passthru CTF Pool Number 521480 7.5% 2/15/2030 Moody's: N/A S&P: N/A	112.6690	1,444.21	1,280.55	163.66	96.14	6.7	0.0
601.74	Government National Mortgage Assn Passthru CTF Pool Number 527092 8% 2/15/2030 Moody's: N/A S&P: N/A	115.0130	692.08	619.75	72.33	48.14	7.0	0.0
981.84	Government National Mortgage Assn Passthru CTF Pool Number 512519 8% 9/15/2030 Moody's: N/A S&P: N/A	115.0130	1,129.24	1,011.32	117.92	78.55	7.0	0.0
0.01	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G01391 7% 4/1/2032 Moody's: N/A S&P: N/A	110.4330	0.01	0.01		0.00	0.0	0.0
11,343.89	Federal National Mortgage Assn Passthru CTF Pool Number 254379 7% 7/1/2032 Moody's: N/A S&P: N/A	110.9020	12,580.60	12,010.34	570.26	794.07	6.3	0.0
0.05	Federal National Mortgage Assn Passthru CTF Pool Number 545762 6.5% 7/1/2032 Moody's: N/A S&P: N/A	108.0630	0.05	0.05		0.00	0.0	0.0
25,633.72	Government National Mortgage Assn Passthru CTF Pool Number 781496 6.5% 9/15/2032 Moody's: N/A S&P: N/A	108.1000	27,710.05	27,015.51	694.54	1,666.19	6.0	0.0
0.02	Federal National Mortgage Assn Passthru CTF Pool Number 254477 5.5% 10/1/2032 Moody's: N/A S&P: N/A	105.2140	0.02	0.02		0.00	0.0	0.0



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,272,483.38	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G01767 6 5% 12/1/2032 Moody's N/A S&P N/A	108 1560	1,376,267 12	1,299,523 62	76,743 50	82,711 42	6 0	0 1
24,339 64	Government National Mortgage Assn Passthru CTF Pool Number 781590 5 5% 4/15/2033 Moody's N/A S&P N/A	105 4150	25,657 63	24,761 78	895 85	1,338 68	5 2	0 0
194,549 82	Federal National Mortgage Assn Passthru CTF Pool Number 555531 5 5% 6/1/2033 Moody's N/A S&P N/A	105 1040	204,479 64	193,121 09	11,358 55	10,700 24	5 2	0 0
623,693.50	Federal Home Loan Mortgage Corp Passthru CTF Pool Number 1B1150 Fltg Rate 9/1/2033 Moody's N/A S&P N/A	102 8990	641,774 37	622,718 97	19,055 40	21,330 32	3 3	0 1
1,597,698.39	Federal National Mortgage Assn Passthru CTF Pool Number 725693 Fltg Rate 10/1/2033 Moody's N/A S&P N/A	103 5420	1,654,288.87	1,531,793 32	122,495.55	64,371 27	3 9	0 2
1,056,672.60	Federal National Mortgage Assn Passthru CTF Pool Number 725206 5.5% 2/1/2034 Moody's N/A S&P N/A	105.1040	1,110,605.17	1,060,965 32	49,639 85	58,116 99	5 2	0 1
23,108.40	Federal National Mortgage Assn Passthru CTF Pool Number 772652 5.5% 3/1/2034 Moody's N/A S&P N/A	105.1040	24,287 85	23,111 06	1,176 79	1,270 96	5 2	0 0
3,541,089 83	Federal National Mortgage Assn Passthru CTF Pool Number 745942 6% 4/1/2034 Moody's N/A S&P N/A	106 8130	3,782,344 28	3,568,754 61	213,589 67	212,465 39	5 6	0 4

Individual holdings Mortgage backed securities
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
37,902.19	Federal National Mortgage Assn Passthru CTF Pool Number 773074 5.5% 4/1/2034 Moody's: N/A S&P: N/A	105.1040	39,836.72	38,461.96	1,374.76	2,084.62	5.2	0.0
50,614.63	Federal National Mortgage Assn Passthru CTF Pool Number 780062 5.5% 5/1/2034 Moody's: N/A S&P: N/A	105.1040	53,198.00	50,656.03	2,541.97	2,783.80	5.2	0.0
79,699.78	Federal National Mortgage Assn Passthru CTF Pool Number 778633 5.5% 6/1/2034 Moody's: N/A S&P: N/A	105.1040	83,767.66	80,895.78	2,871.88	4,383.49	5.2	0.0
108,449.97	Federal National Mortgage Assn Passthru CTF Pool Number 779185 5.5% 6/1/2034 Moody's: N/A S&P: N/A	105.1040	113,985.26	109,520.92	4,464.34	5,964.75	5.2	0.0
44,362.30	Federal National Mortgage Assn Passthru CTF Pool Number 783204 5.5% 7/1/2034 Moody's: N/A S&P: N/A	105.1040	46,626.55	44,968.90	1,657.65	2,439.93	5.2	0.0
665,564.78	Federal National Mortgage Assn Passthru CTF Pool Number 725946 5.5% 11/1/2034 Moody's: N/A S&P: N/A	105.1040	699,535.21	675,878.60	23,656.61	36,606.06	5.2	0.1
1,666,461.72	Federal National Mortgage Assn Passthru CTF Pool Number 735417 6.5% 3/1/2035 Moody's: N/A S&P: N/A	108.0630	1,800,828.53	1,732,339.01	68,489.52	108,320.01	6.0	0.2
263,867.39	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number H00259 5.5% 4/1/2035 Moody's: N/A S&P: N/A	104.6350	276,097.64	264,403.39	11,694.25	14,512.71	5.3	0.0
2,130,353.60	Federal Home Loan Mortgage Corp Passthru CTF Pool Number 1G0169 Fltg Rate 4/1/2035 Moody's: N/A S&P: N/A	103.7010	2,209,197.99	2,088,079.41	121,118.58	104,600.36	4.7	0.2



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,021,175.11	Federal National Mortgage Assn Passthru CTF Pool Number 888673 6% 4/1/2035 Moody's: N/A S&P: N/A	107 0000	1,092,657.37	1,018,303.06	74,354.31	61,270.51	5.6	0.1
191,465.20	Federal Natl Mtg Assn REMIC Passthru CTF DTD 3/1/2005 5% 4/25/2035 Ser 2005-23 Class Tg Moody's: N/A S&P: N/A	106 0060	202,964.60	191,225.87	11,738.73	9,573.26	4.7	0.0
1,083,254.51	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number G01841 5.5% 6/1/2035 Moody's: N/A S&P: N/A	105 1980	1,139,562.08	1,107,585.43	31,976.65	59,579.00	5.2	0.1
782,991.53	Federal National Mortgage Assn Passthru CTF Pool Number 833874 5.5% 6/1/2035 Moody's: N/A S&P: N/A	105 0420	822,469.96	775,017.94	47,452.02	43,064.53	5.2	0.1
0.07	Federal National Mortgage Assn Passthru CTF Pool Number 828346 5% 7/1/2035 Moody's: N/A S&P: N/A	102 8180	0.07	0.07		0.00	0.0	0.0
1,180,940.95	Federal National Mortgage Assn Passthru CTF Pool Number 829230 5.5% 8/1/2035 Moody's: N/A S&P: N/A	105 0420	1,240,483.99	1,178,342.51	62,141.48	64,951.75	5.2	0.1
2,027,283.48	Federal Home Loan Mortgage Corp Passthru CTF Pool Number 1B7006 Fltg Rate 11/1/2035 Moody's: N/A S&P: N/A	104 4080	2,116,646.14	1,989,192.71	127,453.43	100,005.89	4.7	0.2
1,071,577.97	Federal National Mortgage Assn Passthru CTF Pool Number 745412 5.5% 12/1/2035 Moody's: N/A S&P: N/A	105.1040	1,126,271.31	1,069,394.68	56,876.63	58,936.79	5.2	0.1

Individual holdings Mortgage backed securities
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,445,635.11	Federal Home Loan Mortgage Corp REMIC Passthru CTF DTD 11/1/2007 6% 12/15/2035 Series 3389 Class GA Moody's: N/A S&P: N/A	105.0620	2,569,433.16	2,470,091.48	99,341.68	146,738.11	5.7	0.3
0.68	Federal National Mortgage Assn Passthru CTF Pool Number 745428 5.5% 1/1/2036 Moody's: N/A S&P: N/A	105.0420	0.71	0.67	0.04	0.04	5.6	0.0
56,024.62	Federal Home Loan Mortgage Corp Passthru CTF Pool Number 1Q0072 Fltg Rate 4/1/2036 Moody's: N/A S&P: N/A	104.8300	58,730.61	56,103.41	2,627.20	2,997.32	5.1	0.0
5,219,358.23	Federal National Mortgage Assn Passthru CTF Pool Number 745418 5.5% 4/1/2036 Moody's: N/A S&P: N/A	105.0420	5,482,518.27	5,419,977.30	62,540.97	287,064.70	5.2	0.6
30,949.33	Federal National Mortgage Assn Passthru CTF Pool Number 745925 Fltg Rate 9/1/2036 Moody's: N/A S&P: N/A	105.9480	32,790.20	31,169.36	1,620.84	1,807.44	5.5	0.0
32,694.12	Federal National Mortgage Assn Passthru CTF Pool Number 888008 Fltg Rate 9/1/2036 Moody's: N/A S&P: N/A	105.1490	34,377.54	33,133.46	1,244.08	1,618.36	4.7	0.0
191,413.93	Federal National Mortgage Assn Passthru CTF Pool Number 901406 Fltg Rate 9/1/2036 Moody's: N/A S&P: N/A	105.7100	202,343.67	196,827.34	5,516.33	11,877.23	5.9	0.0
129,000.69	Federal Home Loan Mortgage Corp Passthru CTF Pool Number 1J1399 Fltg Rate 12/1/2036 Moody's: N/A S&P: N/A	105.6920	136,343.41	131,822.57	4,520.84	7,946.44	5.8	0.0
9,847.68	Federal Home Loan Mortgage Corp Passthru CTF Pool Number 1N0333 Fltg Rate 12/1/2036 Moody's: N/A S&P: N/A	105.4040	10,379.85	9,852.29	527.56	536.70	5.2	0.0



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,487,620.48	Federal National Mortgage Assn Passthru CTF Pool Number 888379 Fltg Rate 12/1/2036 Moody's: N/A S&P: N/A	104.0770	2,589,040.77	2,479,555.15	109,485.62	109,704.06	4.2	0.3
47,693.04	Federal National Mortgage Assn Passthru CTF Pool Number 906281 Fltg Rate 1/1/2037 Moody's: N/A S&P: N/A	105.3750	50,256.54	47,804.81	2,451.73	2,594.50	5.2	0.0
3,359,231.87	Federal National Mortgage Assn Passthru CTF Pool Number 888366 7% 4/1/2037 Moody's: N/A S&P: N/A	109.7220	3,685,816.39	3,656,313.94	29,502.45	235,146.23	6.4	0.4
107,197.39	Federal Home Loan Mortgage Corp Passthru CTF Pool Number 1J1727 Fltg Rate 6/1/2037 Moody's: N/A S&P: N/A	106.1910	113,833.98	110,090.86	3,743.12	6,506.88	5.7	0.0
4,765,133.68	Federal Home Loan Mortgage Corp Gold Passthru CTF Pool Number A64639 6.5% 8/1/2037 Moody's: N/A S&P: N/A	107.1350	5,105,125.97	5,095,714.83	9,411.14	309,733.69	6.1	0.5
1,164,375.14	Federal National Mortgage Assn Passthru CTF Pool Number 256860 6.5% 8/1/2037 Moody's: N/A S&P: N/A	106.6880	1,242,248.55	1,175,109.20	67,139.35	75,684.38	6.1	0.1
162,007.39	Federal National Mortgage Assn Passthru CTF Pool Number 899650 6% 8/1/2037 Moody's: N/A S&P: N/A	106.0780	171,854.20	161,551.75	10,302.45	9,720.44	5.7	0.0
220,544.88	Federal Home Loan Mortgage Corp Passthru CTF Pool Number 1J2837 Fltg Rate 9/1/2037 Moody's: N/A S&P: N/A	106.2110	234,242.92	225,989.58	8,253.34	13,122.42	5.6	0.0

Individual holdings Mortgage backed securities
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
2,576,550.24	Federal National Mortgage Assn Passthru CTF Pool Number 256939 7% 10/1/2037 Moody's: N/A S&P: N/A	109.7210	2,827,016.69	2,708,598.42	118,418.27	180,358.52	6.4	0.3
1,530,353.39	Federal National Mortgage Assn Passthru CTF Pool Number 952320 6.5% 10/1/2037 Moody's: N/A S&P: N/A	106.6880	1,632,703.42	1,554,743.40	77,960.02	99,472.97	6.1	0.2
30,665.88	Federal National Mortgage Assn Passthru CTF Pool Number 967480 6% 12/1/2037 Moody's: N/A S&P: N/A	106.0780	32,529.75	31,988.35	541.40	1,839.95	5.7	0.0
0.0001	Federal National Mortgage Assn Passthru CTF Pool Number 932029 5.5% 1/1/2038 Moody's: N/A S&P: N/A	104.7920				0.00	0.0	0.0
103,729.01	Federal National Mortgage Assn Passthru CTF Pool Number 933515 6% 2/1/2038 Moody's: N/A S&P: N/A	106.0160	109,969.35	107,683.67	2,285.68	6,223.74	5.7	0.0
3,438,959.70	Federal National Mortgage Assn Passthru CTF Pool Number 889324 6.5% 3/1/2038 Moody's: N/A S&P: N/A	106.6880	3,668,957.32	3,539,441.81	129,515.51	223,532.38	6.1	0.4
93,468.66	Federal National Mortgage Assn Passthru CTF Pool Number 973062 6% 3/1/2038 Moody's: N/A S&P: N/A	106.0160	99,091.73	97,032.16	2,059.57	5,608.12	5.7	0.0
2,196,767	Federal National Mortgage Assn Passthru CTF Pool Number A00494 5.5% 8/1/2037 Moody's: N/A S&P: N/A	104.7344	2,300,770.74	2,339,900.10	-39,129.36	120,822.19	5.3	0.2
579,204.79	Federal Natl Mtg Assn Gtd REMIC Pass Thru TR 6.0% 4/25/2043 Moody's: N/A S&P: AAA	105.9060	613,412.62	606,083.51	7,329.11	34,752.29	5.7	0.1



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
62,051.94	Banc Of America Securities Auto Trust Passthru CTF DTD 11/14/2006 5.17% 12/20/2010 Series 2006-G1 Class A4 Moody's: AAA S&P: AAA	\$ 100.2190	\$ 62,187.83	\$ 62,047.35	\$ 140.48	\$ 3,208.09	5.2%	0.0%
125,000	Chrysler Financial Auto Securitization Trust Passthru CTF DTD 7/14/2009 1.85% 6/15/2011 Series 2009-A Class A2 Moody's: N/A S&P: AAA	100.6500	125,812.50	124,990.45	822.05	2,312.50	1.8	0.0
30,790.47	Nissan Auto Receivables Owner Trust Passthru CTF DTD 4/25/2006 5.22% 11/15/2011 Series 2006-B Class A4 Moody's: AAA S&P: AAA	100.8140	31,041.10	30,786.00	255.10	1,607.26	5.2	0.0
69,816.41	Connecticut Rrb Special Purpose Trust Cl&p-Passtrur CTF DTD 3/30/2001 6.21% 12/30/2011 Series 2001-1 Class A5 Moody's: AAA S&P: AAA	103.1530	72,017.72	72,543.62	-525.90	4,335.60	6.0	0.0
790,180.28	Nissan Auto Receivables Owner Trust Passthru CTF DTD 7/31/2006 5.45% 6/15/2012 Series 2006-C Class A4 Moody's: AAA S&P: AAA	102.0370	806,276.25	790,071.71	16,204.54	43,064.83	5.3	0.1
1,325,000	Chase Issuance Trust Passthru CTF DTD 10/3/2007 4.96% 9/17/2012 Series 2007-A15 Class A Moody's: AAA S&P: AAA	103.0200	1,365,015.00	1,366,820.31	-1,805.31	65,720.00	4.8	0.1
1,075,000	Usaa Auto Owner Trust Passthru CTF DTD 11/21/2006 4.98% 10/15/2012 Series 2006-4 Class A4 Moody's: AAA S&P: AAA	102.5040	1,101,918.00	1,075,839.84	26,078.16	53,535.00	4.9	0.1
1,385,000	Bank Of America Credit Card Trust Passthru CTF DTD 8/22/2007 Fltg Rate 1/15/2013 Series 2007-A12 Class A12 Moody's: AAA S&P: AAA	99.6130	1,379,640.05	1,381,321.09	-1,681.04	5,998.85	0.4	0.1

Individual holdings Asset backed securities
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
167,600.98	Small Business Admin DTD 2/26/2003 4.524% 2/10/2013 Moody's: N/A S&P: N/A	103.5310	173,518.97	167,600.98	5,917.99	7,644.60	4.4	0.0
140,000	Cnh Equipment Trust Passthru CTF DTD 5/12/2009 2.97% 3/15/2013 Series 2009-B Class A3 Moody's: AAA S&P: AAA	101.4800	142,072.00	141,853.91	218.09	4,158.00	2.9	0.0
140,000	Honda Auto Receivables Owner Trust Passthru CTF DTD 7/14/2009 2.31% 5/15/2013 Series 2009-3 Class A3 Moody's: AAA S&P: N/A	101.2950	141,813.00	139,976.27	1,836.73	3,234.00	2.3	0.0
176,336.44	Small Business Admin DTD 8/27/2003 5.136% 8/10/2013 Moody's: N/A S&P: N/A	105.0310	185,207.93	176,336.44	8,871.49	9,056.64	4.9	0.0
150,000	Ford Credit Auto Owner Trust Pass Thru CTF DTD 6/9/2009 2.79% 8/15/2013 Series 2009-B Class A3 Moody's: N/A S&P: AAA	101.9070	152,860.50	149,989.22	2,871.28	4,185.00	2.7	0.0
995,000	Harley-Davidson Motorcycle Trust Passthru CTF DTD 11/16/2009 Var Rate 9/16/2013 Series 2009-3 Class A3 Moody's: AAA S&P: AAA	99.9330	994,333.35	994,851.65	-518.30	17,313.00	1.7	0.1
180,000	John Deere Owner Trust Passthru CTF DTD 6/9/2009 2.59% 10/15/2013 Series 2009-A Class A3 Moody's: AAA S&P: AAA	101.6390	182,950.20	179,969.65	2,980.55	4,662.00	2.6	0.0
200,000	American Express Credit Account Master Trust Passthru CTF DTD 6/14/2006 5.35% 1/15/2014 Moody's: AAA S&P: AAA	105.7930	211,586.00	199,674.52	11,911.48	10,700.00	5.1	0.0
125,000	Ford Credit Auto Owner Trust Pass Thru CTF DTD 11/30/2009 1.51% 1/15/2014 Series 2009-E Class A3 Moody's: AAA S&P: AAA	99.4620	124,327.50	124,516.60	-189.10	1,887.50	1.5	0.0



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
80,000	Capital One Multi-Asset Execution Trust Passthru CTF DTD 4/25/2006 5.3% 2/18/2014 Series 2006-A6 Class A Moody's: AAA S&P AAA	104.9450	83,956.00	79,969.00	3,987.00	4,240.00	5.1	0.0
436,485.21	Small Business Admin Gtd Partn Ctf's DTD 3/24/2004 4.12% 3/10/2014 Series 10a Moody's: N/A S&P: N/A	102.6880	448,217.93	436,485.21	11,732.72	17,983.19	4.0	0.1
1,260,000	Bank Of America Credit Card Trust Passthru CTF DTD 10/16/2006 Var Rate 3/15/2014 Series 2006-A12 Class A12 Moody's: AAA S&P: AAA	98.4310	1,240,230.60	1,234,012.50	6,218.10	3,260.25	0.3	0.1
1,045,000	Ford Credit Auto Owner Trust Passthru CTF DTD 3/25/2009 6.07% 5/15/2014 Series 2009-A Class A4 Moody's: AAA S&P: AAA	108.8590	1,137,576.55	1,139,376.56	-1,800.01	63,431.50	5.6	0.1
125,000	Chase Issuance Trust Passthru CTF DTD 10/15/2007 5.12% 10/15/2014 Series 2007-A17 Class A Moody's: AAA S&P: AAA	107.7240	134,655.00	121,629.89	13,025.11	6,400.00	4.8	0.0
275,000	Ge Capital Credit Card Master Note Trust Passthru CTF DTD 8/13/2009 3.69% 7/15/2015 Series 2009-2 Class A Moody's: AAA S&P: N/A	102.1420	280,890.50	281,301.96	-411.46	10,147.50	3.6	0.0
1,500,000	Slm Student Loan Trust Passthru CTF DTD 4/30/2008 Fltg Rate 10/25/2016 Series 2008-5 Class A2 Moody's: AAA S&P: AAA	101.5310	1,522,965.00	1,500,000.00	22,965.00	20,700.00	1.4	0.2
150,000	Bank Of America Credit Card Trust Passthru CTF DTD 7/28/2006 Fltg Rate 12/15/2016 Series 2006-A7 Class A7 Moody's: AAA S&P: AAA	95.4300	143,145.00	125,595.71	17,549.29	418.13	0.3	0.0

Individual holdings Asset backed securities
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
170,045.53	Small Business Admin Gtd Dev Partn CTF Deb Ser 1997-20 B DTD 2/12/1997 7 1% 2/1/2017 Moody's: N/A S&P: N/A	108 4690	184,446 69	183,224 06	1,222 63	12,073 23	6 6	0 0
104,017.35	Small Business Admin Gtd Dev Partn CTF Deb Ser 1997-20 C 7.15% 3/1/2017 Moody's: N/A S&P: N/A	109 4060	113,801 22	114,289 07	-487 85	7,437 24	6.5	0 0
380,000	Slm Student Loan Trust Passthru CTF DTD 4/30/2008 Fltg Rate 1/25/2018 Series 2008-5 Class A3 Moody's: AAA S&P: AAA	102.8040	390,655.20	380,000 00	10,655 20	6,004 00	1 5	0 0
760,161 44	Union Pacific Corp Passthru CTF DTD 9/25/1998 6.85% 1/2/2019 Series 1998-B Moody's: AA3 S&P: A	107 8150	819,568 06	834,268 64	-14,700 58	52,071 06	6 4	0 1
170,000	Chase Issuance Trust Passthru CTF DTD 2/15/2007 5.23% 4/15/2019 Series 2007-A3 Class A3 Moody's: AAA S&P: AAA	106 2720	180,662 40	163,385.94	17,276 46	8,891 00	4 9	0 0
165,000	Citibank Credit Card Issuance Trust Passthru CTF DTD 9/20/2007 5.65% 9/20/2019 Series 2007-A8 Class A8 Moody's: AAA S&P: AAA	108 3180	178,724 70	166,834 41	11,890 29	9,322 50	5 2	0 0
161,778.08	Small Business Admin DTD 12/15/1999 7.19% 12/1/2019 Moody's: N/A S&P: N/A	108 7500	175,933 66	177,753 68	-1,820 02	11,631 84	6 6	0 0
125,000	Citibank Credit Card Issuance Trust Passthru CTF DTD 2/7/2008 5.35% 2/7/2020 Moody's: AAA S&P: AAA	105 9600	132,450 00	132,763 67	-313 67	6,687 50	5 1	0 0
258,573.96	Small Business Admin Gtd Dev Partn CTF Deb Ser 2002-20 A 6 140% 1/1/2022 Moody's: N/A S&P: N/A	107 3440	277,563 63	276,027 71	1,535 92	15,876 44	5.7	0 0



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain for loss	Estimated annual income	Yield	Pct of holdings
552,607.13	Small Bus Admin Gtd Dev Ptc Deb 4.64% 5/1/2023 Moody's: N/A S&P: N/A	103.5630	572,296.52	552,607.13	19,689.39	25,640.97	4.5	0.1
553,229.01	Small Business Administration Pass-Thru Certs 4.35% 7/1/2023 Moody's: N/A S&P: N/A	103.2500	571,208.95	553,229.01	17,979.94	24,065.46	4.2	0.1
1,020,000	Sim Student Loan Trust Passthru CTF DTD 4/30/2008 Fltg Rate 7/25/2023 Series 2008-5 Class A4 Moody's: AAA S&P: AAA	104.5090	1,065,991.80	1,020,000.00	45,991.80	20,196.00	1.9	0.1
689,811.97	Small Business Admin Gtd Dev Partn CTF Deb Ser 2003-20 J Partn CTF DTD 10/15/2003 4.92% 10/1/2023 Moody's: N/A S&P: N/A	104.4380	720,425.83	689,811.97	30,613.86	33,938.75	4.7	0.1
748,160.39	Small Business Admin Partn Certs Passthru CTF DTD 11/17/2004 4.88% 11/1/2024 ser 2004-20k Class 1 Moody's: N/A S&P: N/A	104.3750	780,892.41	748,160.39	32,732.02	36,510.23	4.7	0.1
781,004.84	Small Business Administration Participation Certs Passthru CTF 5.31% 5/1/2027 Series 2007-20e Class 1 Moody's: N/A S&P: N/A	106.3130	830,309.68	781,004.84	49,304.84	41,471.36	5.0	0.1
350,000	First Franklin Mtg Loan Asset Backed Passthru CTF DTD 8/26/2005 Fltg Rate 7/25/2035 Series 2005-FF7 Class A5 Moody's: AAA S&P: AAA	84.0090	294,031.50	301,000.00	-6,968.50	2,120.79	0.7	0.0

Individual holdings Corporate

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
650,000	State Street Corp DTD 6/20/2000 7.65% 6/15/2010 Moody's A2 S&P A	\$ 102.9100	\$ 668,915.00	\$ 767,131.00	\$ -98,216.00	\$ 49,725.00	7.4%	0.1%
25,000	Unilever Cap Corp DTD 10/24/2000 7.125% 11/1/2010 Moody's A1 S&P A+	105.4090	26,352.25	26,629.50	-277.25	1,781.25	6.8	0.0
425,000	General Elec Cap Corp DTD 4/25/2007 5% 12/1/2010 Moody's AA2 S&P AA+	104.0010	442,004.25	424,834.25	17,170.00	21,250.00	4.8	0.0
515,000	Morgan Stanley DTD 10/21/2005 5.05% 1/21/2011 Moody's A2 S&P A	103.7190	534,152.85	513,614.65	20,538.20	26,007.50	4.9	0.1
635,000	Hewlett-Packard Co DTD 5/27/2009 2.25% 5/27/2011 Moody's A2 S&P A	101.4200	644,017.00	634,790.45	9,226.55	14,287.50	2.2	0.1
1,275,000	US Central Federal Credit DTD 10/19/2009 1.25% 10/19/2011 Moody's AAA S&P AAA	99.9730	1,274,655.75	1,274,349.75	306.00	15,937.50	1.3	0.1
1,360,000	General Elec Cap Corp DTD 12/2/2005 5% 11/15/2011 Moody's AA2 S&P AA+	105.6260	1,436,513.60	1,355,685.90	80,827.70	68,000.00	4.7	0.1
35,000	MetLife Inc DTD 11/27/2001 6.125% 12/1/2011 Moody's A3 S&P A-	107.5030	37,626.05	34,832.35	2,793.70	2,143.75	5.7	0.0
510,000	Morgan Stanley DTD 8/9/2006 Fltg Rate 1/9/2012 Moody's A2 S&P A	98.8680	504,226.80	396,600.00	107,626.80	2,703.00	0.5	0.1
80,000	Goldman Sachs Group Inc Sr NT DTD 1/15/2002 6.600% 1/15/2012 Moody's A1 S&P A	108.7140	86,971.20	84,932.60	2,038.60	5,280.00	6.1	0.0
335,000	Eli Lilly & Co DTD 3/6/2009 3.55% 3/6/2012 Moody's A1 S&P AA	104.0690	348,631.15	334,658.30	13,972.85	11,892.50	3.4	0.0



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
375,000	Bank New York Inc Sub NT DTD 3/15/2002 6.375% 4/1/2012 Moody's AA3 S&P A+	108 1090	405,408 75	386,688 75	18,720 00	23,906 25	5.9	0 0
555,000	General Elec Cap Corp DTD 4/10/2007 Fitg Rate 4/10/2012 Moody's AA2 S&P AA+	97 8220	542,912 10	538,666 35	4,245 75	2,220 00	0 4	0 1
15,000	Travelers Cos Inc DTD 5/29/2007 5.375% 6/15/2012 Moody's A2 S&P A-	105 8710	15,880 65	14,927 70	952 95	806 25	5.1	0 0
30,000	Midamerican Energy Co DTD 6/29/2007 5.65% 7/15/2012 Moody's A2 S&P A-	107 9540	32,386 20	29,987 10	2,399 10	1,695 00	5 2	0 0
580,000	Bear Stearns Co Inc DTD 8/10/2007 6.95% 8/10/2012 Moody's AA3 S&P A+	111 7260	648,022.40	578,625.40	69,397 00	40,310 00	6.2	0 1
115,000	Monsanto Co DTD 8/14/2002 7 375% 8/15/2012 Moody's A2 S&P A+	113 3480	130,350 20	132,120.05	-1,769 85	8,481 25	6 5	0 0
1,250,000	Citigroup Inc DTD 8/26/2002 5 625% 8/27/2012 Moody's BAA1 S&P A-	102 8570	1,285,712 50	1,342,187.50	-56,475.00	70,312.50	5 5	0 1
25,000	Abbott Laboratories DTD 11/9/2007 5 15% 11/30/2012 Moody's A1 S&P AA	109 2950	27,323 75	24,990 25	2,333 50	1,287.50	4 7	0 0
35,000	Walt Disney Company DTD 12/4/2007 4 7% 12/1/2012 Moody's A2 S&P A	107 6650	37,682 75	36,052 80	1,629 95	1,645 00	4 4	0 0
385,000	Yingli Green Energy Hold DTD 12/13/2007 Mat 12/15/2012 Convertible Until 12/15/2012 Moody's N/A S&P N/A	109 0000	419,650 00	338,489 01	81,160 99	0 00	0 0	0 0

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
10,000	Hewlett Packard Co DTD 3/3/2008 4 5% 3/1/2013 Moody's: A2 S&P: A	106 0160	10,601 60	9,992 10	609 50	450 00	4 2	0 0
1,094,000	Central Euro Media Entertainment DTD 3/10/2008 3 5% 3/15/2013 Convertible Until 3/14/2013 Moody's: N/A S&P: B-	76 2500	834,175.00	745,877 50	88,297 50	38,290 00	4 6	0 1
1,605,000	Allstate Lf Glb Fn Trst DTD 4/30/2008 5.375% 4/30/2013 Moody's: A1 S&P: AA-	106 7470	1,713,289 35	1,603,395 00	109,894 35	86,268 75	5 0	0 2
1,650,000	Wachovia Corp DTD 4/25/2008 Fltg Rate 5/1/2013 Moody's: A1 S&P: AA-	102 0250	1,683,412.50	1,650,000 00	33,412 50	33,825 00	2 0	0 2
1,650,000	Aegon N V DTD 5/20/2003 4 75% 6/1/2013 Moody's: A3 S&P: A-	100 5460	1,659,009 00	1,603,818 50	55,190 50	78,375.00	4 7	0 2
201,000	China Sunergy Co LTD DTD 7/1/2008 4 75% 6/15/2013 Convertible Until 6/15/2013 Moody's: N/A S&P: N/A	62 6190	125,864 19	133,552 83	-7,688 64	9,547 50	7 6	0 0
35,000	Walgreen Co DTD 7/17/2008 4 875% 8/1/2013 Moody's: A2 S&P: A+	107 3850	37,584 75	33,988 85	3,595.90	1,706 25	4 5	0 0
100,000	Berkshire Hathaway Fin Corp DTD 8/6/2008 5 0% 8/15/2013 Moody's: AA2 S&P: AAA	107.5300	107,530 00	108,690 00	-1,160 00	5,000 00	4 7	0 0
595,000	China Med Tech Inc DTD 8/15/2008 4 0% 8/15/2013 Convertible Until 8/15/2013 Moody's: N/R S&P: N/R	63 3750	377,081 25	394,872 40	-17,791 15	23,800 00	6 3	0 0
55,000	Bb&t Corporation DTD 9/25/2009 3 375% 9/25/2013 Moody's: A1 S&P: A	100 7880	55,433 40	54,951 05	482 35	1,856.25	3 4	0 0
565,000	Goldman Sachs Group Inc Global NT DTD 10/14/2003 5.25% 10/15/2013 Moody's: A1 S&P: A	106 2010	600,035 65	559,988 45	40,047 20	29,662 50	4 9	0 1



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
75,000	General Dynamics Corp DTD 12/15/2008 5.25% 2/1/2014 Moody's: A2 S&P: A	108.7970	81,597.75	81,058.50	539.25	3,937.50	4.8	0.0
115,000	U S BK Natl Assn Minneapolis Minn Medium Term Sub BK Nts Book Entry Tranche # Sb 00002 6.300% 2/4/2014 Moody's: AA2 S&P: A+	110.8050	127,425.75	120,741.95	6,683.80	7,245.00	5.7	0.0
1,650,000	Wachovia Corporation DTD 2/6/2004 4.875% 2/15/2014 Moody's: A2 S&P: A+	101.7010	1,678,066.50	1,632,823.50	45,243.00	80,437.50	4.8	0.2
225,000	Bottling Group LLC DTD 10/24/2008 6.95% 3/15/2014 Moody's: AA2 S&P: A+	115.0610	258,887.25	224,534.25	34,353.00	15,637.50	6.0	0.0
250,000	Philip Morris Intl Inc DTD 11/17/2008 6.875% 3/17/2014 Moody's: A2 S&P: A	113.3120	283,280.00	248,780.00	34,500.00	17,187.50	6.1	0.0
90,000	Praxair Inc DTD 3/26/2009 4.375% 3/31/2014 Moody's: A2 S&P: A	105.4450	94,900.50	89,715.60	5,184.90	3,937.50	4.2	0.0
550,000	Republic N Y Corp DTD 4/15/1989 9.5% 4/15/2014 Moody's: A2 S&P: A+	115.3380	634,359.00	695,024.00	-60,665.00	52,250.00	8.2	0.1
70,000	Bb&t Corporation DTD 5/4/2009 5.7% 4/30/2014 Moody's: A1 S&P: A	108.2450	75,771.50	69,858.90	5,912.60	3,990.00	5.3	0.0
330,000	Stanford University DTD 4/29/2009 3.625% 5/1/2014 Moody's: AAA S&P: AAA	102.8800	339,504.00	329,653.50	9,850.50	11,962.50	3.5	0.0
525,000	Morgan Stanley DTD 5/13/2009 6.0% 5/13/2014 Moody's: A2 S&P: A	107.5200	564,480.00	523,167.75	41,312.25	31,500.00	5.6	0.1
70,000	Microsoft Corp DTD 5/18/2009 2.95% 6/1/2014 Moody's: AAA S&P: AAA	101.0710	70,749.70	69,931.40	818.30	2,065.00	2.9	0.0

Individual holdings Corporate
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,025,000	Oracle Corp DTD 7/8/2009 3.75% 7/8/2014 Moody's: A2 S&P: A	103.1810	1,057,605.25	1,025,000.00	32,605.25	38,437.50	3.6	0.1
65,000	SBC Communications Inc DTD 11/3/2004 5.1% 9/15/2014 Moody's: A2 S&P: A	107.5660	69,917.90	67,965.05	1,952.85	3,315.00	4.7	0.0
35,000	US Bank Na DTD 10/14/2004 4.95% 10/30/2014 Moody's: AA2 S&P: A+	106.0610	37,121.35	34,499.15	2,622.20	1,732.50	4.7	0.0
390,000	Morgan Stanley DTD 11/20/2009 4.2% 11/20/2014 Moody's: A2 S&P: A	100.0700	390,273.00	389,844.00	429.00	16,380.00	4.2	0.0
955,000	Conocophillips DTD 5/21/2009 4.6% 1/15/2015 Moody's: A1 S&P: A	106.1990	1,014,200.45	963,113.40	51,087.05	43,930.00	4.3	0.1
2,300,000	Jpmorgan Chase & Co DTD 9/18/2009 3.7% 1/20/2015 Moody's: AA3 S&P: A+	100.2960	2,306,808.00	2,291,428.00	15,380.00	85,100.00	3.7	0.2
75,000	Morgan Stanley DTD 4/28/2008 6% 4/28/2015 Moody's: A2 S&P: A	106.5220	79,891.50	68,527.50	11,364.00	4,500.00	5.6	0.0
100,000	United Technologies Corp DTD 4/29/2005 4.875% 5/1/2015 Moody's: A2 S&P: A	107.3390	107,339.00	99,437.00	7,902.00	4,875.00	4.5	0.0
65,000	Oracle Corp DTD 1/13/2006 5.25% 1/15/2016 Moody's: A2 S&P: A	107.9860	70,190.90	67,781.20	2,409.70	3,412.50	4.9	0.0
25,000	Southern Cal Edison DTD 1/19/2005 5% 1/15/2016 Moody's: A1 S&P: A	104.2560	26,064.00	23,800.00	2,264.00	1,250.00	4.8	0.0
575,000	Wyeth DTD 11/14/2005 5.5% 2/15/2016 Moody's: A1 S&P: AA	107.4870	618,050.25	581,493.75	36,556.50	31,625.00	5.1	0.1



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
65,000	Cisco Systems Inc DTD 2/22/2006 5.5% 2/22/2016 Moody's: A1 S&P A+	109.7900	71,363.50	68,727.50	2,636.00	3,575.00	5.0	0.0
1,575,000	Canadian Natl Railway DTD 5/31/2006 5.8% 6/1/2016 Moody's: A3 S&P A-	108.0050	1,701,078.75	1,570,038.75	131,040.00	91,350.00	5.4	0.2
1,200,000	ST Paul Travelers DTD 6/20/2006 6.25% 6/20/2016 Moody's: A2 S&P A-	109.6320	1,315,584.00	1,195,776.00	119,808.00	75,000.00	5.7	0.1
1,450,000	Caterpillar Inc DTD 8/8/2006 5.7% 8/15/2016 Moody's: A2 S&P A	108.1810	1,568,624.50	1,447,027.50	121,597.00	82,650.00	5.3	0.2
75,000	Credit Suisse USA Inc DTD 8/16/2006 5.85% 8/16/2016 Moody's: AA1 S&P A+	106.6680	80,001.00	72,250.50	7,750.50	4,387.50	5.5	0.0
15,000	Lowe's Companies Inc DTD 10/10/2006 5.4% 10/15/2016 Moody's: A1 S&P A+	107.1420	16,071.30	14,947.20	1,124.10	810.00	5.0	0.0
70,000	Emerson Electric Co DTD 12/6/2006 5.125% 12/1/2016 Moody's: A2 S&P A	104.4130	73,089.10	69,450.50	3,638.60	3,587.50	4.9	0.0
1,650,000	Bank Of America Na DTD 3/13/2007 5.3% 3/15/2017 Moody's: A1 S&P A	98.0090	1,617,148.50	1,523,480.50	93,668.00	87,450.00	5.4	0.2
35,000	Eli Lilly & Co DTD 3/14/2007 5.2% 3/15/2017 Moody's: A1 S&P AA	105.8820	37,058.70	36,593.90	464.80	1,820.00	4.9	0.0
60,000	Verizon Communications DTD 4/3/2007 5.5% 4/1/2017 Moody's: A3 S&P A	105.5230	63,313.80	61,794.00	1,519.80	3,300.00	5.2	0.0
2,500,000	Wyeth DTD 3/27/2007 5.45% 4/1/2017 Moody's: A1 S&P AA	106.5840	2,664,600.00	2,604,493.00	60,107.00	136,250.00	5.1	0.3

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,615,000	Wal Mart Stores Inc DTD 4/5/2007 5.375% 4/5/2017 Moody's: AA2 S&P: AA	107.5900	1,737,578.50	1,602,039.90	135,538.60	86,806.25	5.0	0.2
35,000	John Deere Capital Corp DTD 4/13/2007 5.5% 4/13/2017 Moody's: A2 S&P: A	106.0040	37,101.40	35,412.65	1,688.75	1,925.00	5.2	0.0
60,000	Amgen Inc DTD 12/1/2007 5.85% 6/1/2017 Moody's: A3 S&P: A+	109.2750	65,565.00	66,739.80	-1,174.80	3,510.00	5.4	0.0
675,000	JP Morgan Chase Bank Na DTD 6/27/2007 6% 7/5/2017 Moody's: AA2 S&P: A+	105.9710	715,304.25	669,728.25	45,576.00	40,500.00	5.7	0.1
35,000	Coca Cola Enterprises DTD 7/25/1997 7.125% 8/1/2017 Moody's: A3 S&P: A	115.3530	40,373.55	39,805.50	568.05	2,493.75	6.2	0.0
40,000	Kimberly-Clark DTD 7/30/2007 6.125% 8/1/2017 Moody's: A2 S&P: A	110.8570	44,342.80	39,878.80	4,464.00	2,450.00	5.5	0.0
195,000	Morgan Stanley DTD 8/28/2007 6.25% 8/28/2017 Moody's: A2 S&P: A	104.3580	203,498.10	194,713.35	8,784.75	12,187.50	6.0	0.0
450,000	Bank Of America Corp DTD 8/23/2007 6% 9/1/2017 Moody's: A2 S&P: A	103.7920	467,064.00	448,987.50	18,076.50	27,000.00	5.8	0.1
50,000	IBM Corp DTD 9/14/2007 5.7% 9/14/2017 Moody's: A1 S&P: A+	109.3310	54,665.50	53,198.00	1,467.50	2,850.00	5.2	0.0
85,000	McDonald's Corp DTD 10/18/2007 5.8% 10/15/2017 Moody's: A3 S&P: A	110.5170	93,939.45	84,828.30	9,111.15	4,930.00	5.3	0.0
70,000	Florida Power & Light DTD 10/10/2007 5.55% 11/01/2017 Moody's: AA2 S&P: A	107.9240	75,546.80	74,648.00	898.80	3,885.00	5.1	0.0



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
70,000	Coca-Cola Co DTD 11/1/2007 5.35% 11/15/2017 Moody's: AA3 S&P: A+	107.7220	75,405.40	75,870.90	-465.50	3,745.00	5.0	0.0
3,200,000	General Electric Co DTD 12/6/2007 5.25% 12/6/2017 Moody's: AA2 S&P: AA+	102.1860	3,269,952.00	3,299,736.00	-29,784.00	168,000.00	5.1	0.3
775,000	Wells Fargo Company DTD 12/10/2007 5.625% 12/11/2017 Moody's: A1 S&P: AA-	104.0160	806,124.00	771,776.00	34,348.00	43,593.75	5.4	0.1
125,000	JP Morgan Chase & Co DTD 12/20/2007 6% 1/15/2018 Moody's: AA3 S&P: A+	107.4990	134,373.75	124,180.00	10,193.75	7,500.00	5.6	0.0
225,000	Bear Stearns Co Inc DTD 2/1/2008 7.25% 2/1/2018 Moody's: AA3 S&P: A+	114.7850	258,266.25	256,304.25	1,962.00	16,312.50	6.3	0.0
75,000	Wachovia Corp DTD 1/31/2008 5.75% 2/1/2018 Moody's: A1 S&P: AA-	104.3570	78,267.75	77,268.75	999.00	4,312.50	5.5	0.0
1,800,000	Philips Electronics NV DTD 3/11/2008 5.75% 3/11/2018 Moody's: A3 S&P: A-	106.4060	1,915,308.00	1,760,276.00	155,032.00	103,500.00	5.4	0.2
65,000	Ace Ina Holdings DTD 2/14/2008 5.8% 3/15/2018 Moody's: A3 S&P: A-	106.4060	69,163.90	69,140.15	23.75	3,770.00	5.5	0.0
40,000	Archer Daniels DTD 3/4/2008 5.45% 3/15/2018 Moody's: A2 S&P: A	106.5120	42,604.80	39,999.20	2,605.60	2,180.00	5.1	0.0
35,000	John Deere Capital Corp DTD 4/3/2008 5.35% 4/3/2018 Moody's: A2 S&P: A	105.6840	36,989.40	34,883.45	2,105.95	1,872.50	5.1	0.0
240,000	Oracle Corp DTD 4/9/2008 5.75% 4/15/2018 Moody's: A2 S&P: A	108.1190	259,485.60	239,887.20	19,598.40	13,800.00	5.3	0.0

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
125,000	Chubb Corp DTD 5/6/2008 5.75% 5/15/2018 Moody's A2 S&P A+	106 1650	132,706 25	135,719 10	-3,012 85	7,187 50	5 4	0 0
75,000	Glaxosmithkline Cap Inc DTD 5/13/2008 5 65% 5/15/2018 Moody's A1 S&P A+	107 8590	80,894.25	78,551.25	2,343 00	4,237 50	5.2	0.0
35,000	Pitney Bowes Inc DTD 4/29/2003 4 75% 5/15/2018 Moody's A1 S&P A	101.2340	35,431 90	32,484 90	2,947 00	1,662 50	4 7	0 0
35,000	Pepsico Inc DTD 5/28/2008 5% 6/1/2018 Moody's AA2 S&P A+	103 8230	36,338 05	34,419 70	1,918 35	1,750 00	4 8	0 0
25,000	Conocophillips DTD 7/6/1998 6 65% 7/15/2018 Moody's A1 S&P A	112 8920	28,223 00	25,334 25	2,888 75	1,662 50	5.9	0.0
800,000	American Intl Group Inc DTD 7/2/2009 8.25% 8/15/2018 Moody's A3 S&P A-	93 8850	751,080 00	800,000 00	-48,920 00	66,000 00	8 8	0 1
35,000	Halliburton Company DTD 9/12/2008 5 9% 9/15/2018 Moody's A2 S&P A	108 9210	38,122.35	35,265.15	2,857 20	2,065.00	5 4	0 0
1,000,000	Verizon Communications DTD 11/4/2008 8.75% 11/1/2018 Moody's A3 S&P A	124 9020	1,249,020 00	994,380 00	254,640 00	87,500 00	7 0	0 1
1,600,000	Conocophillips DTD 2/3/2009 5.75% 2/1/2019 Moody's A1 S&P A	109 4550	1,751,280 00	1,589,216 00	162,064 00	92,000 00	5 3	0 2
1,645,000	Cornell University DTD 4/2/2009 5 45% 2/1/2019 Moody's AA1 S&P AA	106 0980	1,745,312.10	1,643,157.60	102,154 50	89,652 50	5 1	0 2
700,000	Met Life Glob Funding I DTD 2/17/2009 7 717% 2/15/2019 Moody's A3 S&P A-	117.5140	822,598 00	702,450 00	120,148 00	54,019 00	6 6	0.1



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Individual holdings Corporate
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
40,000	Chevron Corporation DTD 3/3/2009 4.95% 3/3/2019 Moody's: AA1 S&P: AA	105.3370	42,134.80	39,987.60	2,147.20	1,980.00	4.7	0.0
60,000	Pfizer Inc DTD 3/24/2009 6.2% 3/15/2019 Moody's: A1 S&P: AA	111.1620	66,697.20	67,654.20	-957.00	3,720.00	5.6	0.0
1,300,000	Pitney Bowes Inc DTD 3/5/2009 6.25% 3/15/2019 Moody's: A1 S&P: A	110.7450	1,439,685.00	1,297,673.00	142,012.00	81,250.00	5.6	0.1
1,350,000	Bhp Billiton Fin USA LTD DTD 3/25/2009 6.5% 4/1/2019 Moody's: A1 S&P: A+	114.7060	1,548,531.00	1,564,272.00	-15,741.00	87,750.00	5.7	0.2
300,000	Verizon Communications Inc DTD 3/27/2009 6.35% 4/1/2019 Moody's: A3 S&P: A	110.3230	330,969.00	295,554.00	35,415.00	19,050.00	5.8	0.0
35,000	Becton Dickinson DTD 5/15/2009 5.0% 5/15/2019 Moody's: A2 S&P: AA-	102.7020	35,945.70	35,133.90	811.80	1,750.00	4.9	0.0
1,600,000	Nokia Corp DTD 5/7/2009 5.375% 5/15/2019 Moody's: A2 S&P: A	102.0940	1,633,504.00	1,660,208.00	-26,704.00	86,000.00	5.3	0.2
90,000	Allstate Corp DTD 5/13/2009 7.45% 5/16/2019 Moody's: A3 S&P: A-	116.1820	104,563.80	105,579.85	-1,016.05	6,705.00	6.4	0.0
200,000	Bank Of America Corp DTD 6/2/2009 7.625% 6/1/2019 Moody's: A2 S&P: A	115.6850	231,370.00	198,488.00	32,882.00	15,250.00	6.6	0.0
35,000	Merck & Co Inc DTD 6/25/2009 5% 6/30/2019 Moody's: AA3 S&P: AA-	103.9440	36,380.40	34,779.15	1,601.25	1,750.00	4.8	0.0
75,000	Air Products & Chemicals Inc DTD 8/21/2009 4.375% 8/21/2019 Moody's: A2 S&P: A	99.1050	74,328.75	74,946.00	-617.25	3,281.25	4.4	0.0

Individual holdings Corporate
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
380,000	Morgan Stanley DTD 9/23/2009 5.625% 9/23/2019 Moody's A2 S&P: A	100.7310	382,777.80	376,597.00	6,180.80	21,375.00	5.6	0.0
210,000	Mobil Corp Deb DTD 08/15/1991 8.625% 08/15/2021 Moody's AAA S&P: AAA	133.3990	280,137.90	245,916.30	34,221.60	18,112.50	6.5	0.0
825,000	Aid-Isreal DTD 9/18/2003 5.50% 9/18/2023 Moody's: AAA S&P: AAA	106.5160	878,757.00	834,644.42	44,112.58	45,375.00	5.2	0.1
900,000	Banc One Corp Sub Deb DTD 10/29/1996 7.625% 10/15/2026 Moody's A1 S&P: A	113.4750	1,021,275.00	1,109,790.00	-88,515.00	68,625.00	6.7	0.1
1,047,000	Bankamerica Cap II Semi Income PFD Secs Ser 2 8.000% 12/15/2026 Moody's: BAA3 S&P: BB	98.0000	1,026,060.00	1,232,457.99	-206,397.99	83,760.00	8.2	0.1
450,000	Bank One Capital III 8.75 09/01/30 DTD 08/30/00 Moody's A2 S&P: BBB+	112.5390	506,425.50	589,072.50	-82,647.00	39,375.00	7.8	0.1
1,850,000	At & T Corp DTD 5/15/2002 8.0% 11/15/2031 Moody's A2 S&P: A	122.0520	2,257,962.00	2,214,524.75	43,437.25	148,000.00	6.6	0.2
1,750,000	Citigroup Inc DTD 6/6/2002 6.625% 6/15/32 Moody's BAA1 S&P: A-	90.9360	1,591,380.00	1,990,667.50	-399,287.50	115,937.50	7.3	0.2
1,250,000	BAC Capital Trust VI DTD 3/8/2005 5.625% 3/8/2035 Moody's: AA3 S&P: BB	80.0450	1,000,562.50	1,240,424.50	-239,862.00	70,312.50	7.0	0.1
1,325,000	Allstate Corp DTD 5/9/2005 5.55% 5/9/2035 Moody's: A3 S&P: A-	96.3010	1,275,988.25	1,318,481.00	-42,492.75	73,537.50	5.8	0.1
125,000	Florida Power & Light DTD 6/7/2005 4.95% 6/1/2035 Moody's: AA2 S&P: A	91.3550	114,193.75	124,055.00	-9,861.25	6,187.50	5.4	0.0



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Individual holdings Corporate
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
125,000	Public Service El & Gas DTD 7/1/2005 5.25% 7/1/2035 Moody's: A2 S&P: A-	95.3960	119,245.00	124,606.25	-5,361.25	6,562.50	5.5	0.0
675,000	Hsbc Holdings PLC DTD 5/3/2006 6.5% 5/2/2036 Moody's: A1 S&P: A	104.8820	707,953.50	657,352.00	50,601.50	43,875.00	6.2	0.1
1,625,000	Bristol Myers Squibb DTD 11/20/2006 5.875% 11/15/2036 Moody's: A2 S&P: A+	103.9300	1,688,862.50	1,622,286.25	66,576.25	95,468.75	5.7	0.2
40,000	E I DU Pont De Nemours DTD 12/15/2006 5.6% 12/15/2036 Moody's: A2 S&P: A	99.4450	39,778.00	37,792.80	1,985.20	2,240.00	5.6	0.0
225,000	Honeywell International DTD 3/15/2007 5.7% 3/15/2037 Moody's: A2 S&P: A	102.2250	230,006.25	223,175.25	6,831.00	12,825.00	5.6	0.0
1,450,000	Chubb Corp DTD 5/11/2007 6% 5/11/2037 Moody's: A2 S&P: A+	102.8560	1,491,412.00	1,449,391.00	42,021.00	87,000.00	5.8	0.2
250,000	Pacificorp DTD 10/3/2007 6.25% 10/15/2037 Moody's: A2 S&P: A	107.8920	269,730.00	249,687.50	20,042.50	15,625.00	5.8	0.0
475,000	AT&T Inc DTD 12/6/2007 6.3% 1/15/2038 Moody's: A2 S&P: A	101.5730	482,471.75	472,905.25	9,566.50	29,925.00	6.2	0.1
20,000	United Parcel Service DTD 1/15/2008 6.2% 1/15/2038 Moody's: AA3 S&P: AA-	110.8640	22,172.80	19,897.40	2,275.40	1,240.00	5.6	0.0
225,000	Florida Power & Light DTD 1/16/2008 5.95% 2/1/2038 Moody's: AA2 S&P: A	105.0500	236,362.50	223,776.00	12,586.50	13,387.50	5.7	0.0
35,000	Duke Energy Carolinas DTD 4/14/2008 6.05% 4/15/2038 Moody's: A1 S&P: A	106.4730	37,265.55	35,014.30	2,251.25	2,117.50	5.7	0.0

Individual holdings Corporate
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
40,000	Monsanto Co DTD 4/15/2008 5.875% 4/15/2038 Moody's: A2 S&P: A+	103.2920	41,316.80	39,148.40	2,168.40	2,350.00	5.7	0.0
70,000	Wal-Mart Stores Inc DTD 4/15/2008 6.2% 4/15/2038 Moody's: AA2 S&P: AA	110.2790	77,195.30	65,873.55	11,321.75	4,340.00	5.6	0.0
65,000	Alabama Power Co DTD 5/14/2008 6.125% 5/15/2038 Moody's: A2 S&P: A	106.8000	69,420.00	68,123.90	1,296.10	3,981.25	5.7	0.0
50,000	Philip Morris Intl Inc DTD 5/16/2008 6.375% 5/16/2038 Moody's: A2 S&P: A	108.0930	54,046.50	54,655.95	-609.45	3,187.50	5.9	0.0
125,000	Florida Power Corp DTD 6/18/2008 6.4% 6/15/2038 Moody's: A1 S&P: A-	109.1790	136,473.75	124,472.50	12,001.25	8,000.00	5.9	0.0
35,000	United Technologies Corp DTD 5/16/2008 6.125% 7/15/2038 Moody's: A2 S&P: A	108.3360	37,917.60	34,796.65	3,120.95	2,143.75	5.7	0.0
300,000	Pacificorp DTD 1/8/2009 6.0% 1/15/2039 Moody's: A2 S&P: A	105.0960	315,288.00	297,150.00	18,138.00	18,000.00	5.7	0.0
255,000	AT&T Inc DTD 2/3/2009 6.55% 2/15/2039 Moody's: A2 S&P: A	105.3660	268,683.30	253,564.35	15,118.95	16,702.50	6.2	0.0
225,000	Bellsouth Telecommunication DTD 12/13/1995 Step Cpn 12/15/2095 Cpn Rt = 0% To 12/15/15, Thereafter 6.65% Mty. 12/15/2095 Moody's: A2 S&P: A	59.0430	132,846.75	120,039.75	12,807.00	0.00	0.0	0.0
40,000	Bristol Myers Squibb Co Sr Deb 6.875% 08/01/2097 Moody's: A2 S&P: A+	108.3960	43,358.40	43,645.20	-286.80	2,750.00	6.3	0.0
Total taxable individual holdings			\$ 311,401,715.73	\$ 306,991,485.69	\$ 4,410,230.04	\$ 14,243,702.93		31.1%



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Convertibles

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
100,000	Ciphergen Biosystems Inc DTD 8/22/2003 4.50% 9/1/2008 Convertible Until 9/1/2008 Moody's: N/A S&P: N/A	\$ 80.5000	\$ 80,500.00	\$ 69,000.00	\$ 11,500.00	\$ 4,500.00	5.6%	0.0%
40,000	Encore Capital Group Inc DTD 9/19/2005 3.375% 9/19/2010 Convertible Until 9/19/2010 Moody's: N/A S&P: N/A	93.2500	37,300.00	34,600.00	2,700.00	1,350.00	3.6	0.0
240,000	Lifetime Brands Inc DTD 6/27/2006 4.75% 7/15/2011 Convertible Until 7/15/2011 Moody's: N/R S&P: N/R	88.7500	213,000.00	190,806.25	22,193.75	11,400.00	5.4	0.0
860,000	World Acceptance Corp DTD 12/18/2006 3% 10/1/2011 Convertible Until 10/1/2011 Moody's: N/A S&P: N/A	93.6250	805,175.00	747,224.50	57,950.50	25,800.00	3.2	0.1
160,000	China Medical Tech Inc DTD 11/21/2006 3.5% 11/15/2011 Convertible Until 11/15/2011 Moody's: N/A S&P: N/A	83.2500	133,200.00	132,175.00	1,025.00	5,600.00	4.2	0.0
65,000	Richardson Elec LTD DTD 2/15/2005 7.75% 12/15/2011 Convertible Until 12/15/2011 Moody's: N/A S&P: N/A	96.0000	62,400.00	56,668.75	5,731.25	5,037.50	8.1	0.0
270,000	Endeavor Intl Corp DTD 1/20/2005 6% 1/15/2012 Convertible Until 1/15/12 Moody's: N/A S&P: N/A	82.3750	222,412.50	247,362.50	-24,950.00	16,200.00	7.3	0.0
895,000	National Financial Partners Corp DTD 1/22/2007 0.75% 2/1/2012 Convertible Until 1/30/2012 Moody's: N/A S&P: N/A	83.0000	742,850.00	713,425.00	29,425.00	6,712.50	0.9	0.1

Convertibles
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
667,000	Newport Corp DTD 2/7/2007 2.5% 2/15/2012 Convertible Until 2/15/2012 Moody's N/A S&P: N/A	91.3750	609,471.25	479,213.85	130,257.40	16,675.00	2.7	0.1
15,000	Dixie Group Inc Sub Deb Conv 7.0% 5/15/2012 Moody's: WR S&P N/R	86.0000	12,900.00	10,584.24	2,315.76	1,050.00	8.1	0.0
841,000	Savvis Inc DTD 5/9/2007 3% 5/15/2012 Convertible Until 5/15/2012 Moody's: N/A S&P: N/A	91.0000	765,310.00	544,917.50	220,392.50	25,230.00	3.3	0.1
470,000	Integra Lifesciences Hldgs DTD 6/11/2007 2.375% 6/1/2012 Convertible Until 5/29/2012 Moody's: N/A S&P: N/A	92.7500	435,925.00	352,887.13	83,037.87	11,162.50	2.6	0.0
333,000	Kulicke & Soffa Ind Inc DTD 6/6/2007 0.875% 6/1/2012 Convertible Until 6/1/2012 Moody's N/A S&P N/A	87.3750	290,958.75	161,950.86	129,007.89	2,913.75	1.0	0.0
550,000	Nii Holdings Inc DTD 6/5/2007 3.125% 6/15/2012 Convertible Until 6/15/2012 Moody's: N/A S&P B-	91.7500	504,625.00	386,997.07	117,627.93	17,187.50	3.4	0.1
405,000	Verifone Holdings Inc DTD 6/22/2007 1.375% 6/15/2012 Convertible Until 6/15/2012 Moody's N/A S&P B-	87.7500	355,387.50	295,367.65	60,019.85	5,568.75	1.6	0.0
405,000	Lsb Industries DTD 6/29/2007 5.5% 7/1/2012 Convertible Until 7/1/2012 Moody's. N/A S&P: N/A	97.8750	396,393.75	325,873.00	70,520.75	22,275.00	5.6	0.0
310,000	Kkr Financial Holdings LLC DTD 9/18/2008 7.0% 7/15/2012 Convertible Until 7/15/2012 Moody's. N/A S&P: N/A	92.3750	286,362.50	255,650.00	30,712.50	21,700.00	7.6	0.0



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Convertibles
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
741,000	Kendle International Inc DTD 7/16/2007 3.375% 7/15/2012 Convertible Until 7/15/2012 Moody's N/A S&P: B	89 0000	659,490 00	606,138 00	53,352 00	25,008 75	3 8	0 1
555,000	Honzon Lines Inc DTD 8/8/2007 4.25% 8/15/2012 Convertible Until 8/15/2012 Moody's CAA2 S&P: CCC+	81 2500	450,937 50	381,025 00	69,912 50	23,587 50	5 2	0 1
260,000	Cyberonics Inc DTD 9/27/2005 3% 9/27/2012 Convertible Until 9/27/2012 Moody's N/R S&P: N/R	92 0000	239,200 00	188,175 00	51,025 00	7,800 00	3 3	0 0
258,000	Standard Pacific Corp DTD 9/28/2007 6.0% 10/1/2012 Convertible Until 10/1/2012 Moody's CAA3 S&P: CCC-	92 5000	238,650 00	147,788 30	90,861 70	15,480 00	6 5	0 0
710,000	Gmx Resources Inc DTD 2/15/2008 5.0% 2/1/2013 Convertible Until 2/1/2013 Moody's N/A S&P: N/A	89 1250	632,787.50	604,766.21	28,021 29	35,500 00	5 6	0 1
400,000	Trico Marine Services Inc DTD 5/15/2009 8 125% 2/1/2013 Convertible Until 2/1/2013 Moody's N/A S&P: CCC	84.2500	337,000 00	304,612 50	32,387 50	32,500 00	9 6	0 0
295,000	Radisys Corp DTD 2/12/2008 2 75% 2/15/2013 Convertible Until 2/15/2013 Moody's N/A S&P: N/A	92 0000	271,400 00	206,230 47	65,169 53	8,112 50	3 0	0 0
500,000	Alaska Communications Systems Group DTD 4/8/2008 5.75% 3/1/2013 Convertible Until 3/1/2013 Moody's N/A S&P: N/A	91 3750	456,875.00	443,073 90	13,801 10	28,750 00	6 3	0.1

Convertibles
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1,050,000	Suntech Pwr Hldgs Co DTD 3/17/2008 3.0% 3/15/2013 Convertible Until 3/15/2013 Moody's N/A S&P: N/A	79 2500	832,125 00	566,282 25	265,842 75	31,500 00	3 8	0 1
445,000	Rentech Inc DTD 4/18/2006 4% 4/15/2013 Convertible Until 4/15/2013 Moody's N/A S&P: N/A	70 0000	311,500 00	317,380 75	-5,880 75	17,800 00	5 7	0 0
40,000	Cell Genesys Inc DTD 5/1/2009 3.125% 5/1/2013 Convertible Until 11/1/2011 Moody's N/A S&P: N/A	100 0000	40,000 00	40,000 00		1,250 00	3 1	0 0
560,000	Clena Corp DTD 4/10/2006 0 25% 5/1/2013 Convertible Until 5/1/2013 Moody's N/A S&P: B	75.5000	422,800 00	307,412 50	115,387 50	1,400 00	0 3	0 0
345,000	Merix Corp DTD 5/16/2006 4% 5/15/2013 Convertible Until 5/15/2013 Moody's N/A S&P: N/A	100 2500	345,862 50	193,731 24	152,131 26	13,800 00	4 0	0 0
614,000	Sandisk Corp DTD 5/15/2006 1% 5/15/2013 Convertible Until 5/15/2013 Moody's N/A S&P: B	83.3750	511,922 50	376,141 25	135,781 25	6,140 00	1 2	0 1
1,212,000	Patnot Coal Corp DTD 5/28/2008 3.25% 5/31/2013 Convertible Until 5/31/2013 Moody's N/R S&P: N/R	80 2500	972,630 00	644,052 50	328,577 50	39,390 00	4 1	0 1
146,000	Terremark Worldwide Inc DTD 5/1/2007 6 625% 6/12/2013 Convertible Until 6/15/2013 Moody's N/A S&P: N/A	90 5000	132,130 00	121,966.25	10,163 75	9,672 50	7 3	0 0
669,000	Energy Conversion Devices DTD 6/24/2008 3 0% 6/15/2013 Convertible Until 6/15/2013 Moody's N/A S&P: N/A	63 8750	427,323 75	431,382 81	-4,059 06	20,070 00	4 7	0 0



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Convertibles
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
195,000	Smithfield Foods Inc DTD 7/8/2008 4% 6/30/2013 Convertible Until 6/30/2013 Moody's N/A S&P B-	98.3750	191,831.25	134,151.89	57,679.36	7,800.00	4.1	0.0
120,000	Evergreen Solar Inc DTD 7/2/2008 4% 7/15/2013 Convertible Until 7/15/2013 Moody's N/R S&P: N/R	51.7500	62,100.00	55,537.50	6,562.50	4,800.00	7.7	0.0
255,000	Sino-Forest Corp DTD 7/23/2008 5.0% 8/1/2013 Convertible Until 8/1/2013 Moody's BA2 S&P BB	118.1250	301,218.75	189,757.50	111,461.25	12,750.00	4.2	0.0
1,320,000	American Real Estate Partners DTD 4/5/2007 Fltg Rate 8/15/2013 Convertible Until 8/15/2013 Moody's N/A S&P N/A	83.0000	1,095,600.00	1,099,256.25	-3,656.25	52,800.00	4.8	0.1
295,000	Ferro Corp DTD 8/19/2008 6.5% 8/15/2013 Convertible Until 8/15/2013 Moody's B2 S&P CCC+	88.7500	261,812.50	259,550.00	2,262.50	19,175.00	7.3	0.0
610,000	Hanover Compressor Co DTD 12/15/2003 4.75% 1/15/2014 Convertible Until 1/15/2014 Moody's B1 S&P: BB	89.7500	547,475.00	515,273.71	32,201.29	28,975.00	5.3	0.1
125,000	Aar Corp DTD 2/11/2008 1.625% 3/1/2014 Convertible Until 3/1/2014 Moody's N/A S&P: BB	89.1250	111,406.25	79,371.25	32,035.00	2,031.25	1.8	0.0
690,000	Charming Shoppes DTD 4/30/2007 1.125% 5/1/2014 Convertible Until 5/1/2014 Moody's N/A S&P: CCC+	74.5000	514,050.00	328,025.00	186,025.00	7,762.50	1.5	0.1

Convertibles
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
138,000	Network Equipment Tech DTD 5/23/1989 7.25% 5/15/2014 Convertible Until 5/15/2014 Moody's: WR S&P: N/R	86.2200	118,983.60	128,430.00	-9,446.40	10,005.00	8.4	0.0
360,000	Providence Service Corp DTD 11/13/2007 6.5% 5/15/2014 Convertible Until 5/15/2014 Moody's: B2 S&P: B	84.0000	302,400.00	213,412.50	88,987.50	23,400.00	7.7	0.0
420,000	Amylin Pharmaceuticals DTD 6/8/2007 3% 6/15/2014 Convertible Until 6/13/2014 Moody's: N/A S&P: N/A	78.0000	327,600.00	323,430.75	4,169.25	12,600.00	3.9	0.0
700,000	Western Refining Inc DTD 6/10/2009 5.75% 6/15/2014 Convertible Until 6/15/2014 Moody's: B3 S&P: B-	79.1250	553,875.00	557,730.76	-3,855.76	40,250.00	7.3	0.1
160,000	Leap Wireless Intl Inc DTD 1/15/2009 4.5% 7/15/2014 Convertible Until 7/15/2014 Moody's: CAA1 S&P: CCC	82.7500	132,400.00	127,567.37	4,832.63	7,200.00	5.4	0.0
426,000	Stewart Enterprises DTD 6/27/2007 3.125% 7/15/2014 Convertible Until 7/15/2014 Moody's: BA3 S&P: BB-	82.8750	353,047.50	236,624.18	116,423.32	13,312.50	3.8	0.0
75,000	Molina Healthcare Inc DTD 10/11/2007 3.75% 10/1/2014 Convertible Until 10/1/2014 Moody's: N/A S&P: N/A	87.2500	65,437.50	63,876.75	1,560.75	2,812.50	4.3	0.0
475,000	Usec Inc DTD 9/28/2007 3% 10/1/2014 Convertible Until 10/1/2014 Moody's: CAA2 S&P: CCC-	65.0000	308,750.00	291,418.20	17,331.80	14,250.00	4.6	0.0
1,020,000	Adc Telecommunications I DTD 12/26/2007 3.5% 7/15/2015 Convertible Until 7/15/2015 Moody's: N/A S&P: N/A	76.2500	777,750.00	753,557.38	24,192.62	35,700.00	4.6	0.1



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
230,000	Massey Energy Co DTD 8/12/2008 3.25% 8/1/2015 Convertible Until 8/1/2015 Moody's: N/R S&P: BB-	87.3750	200,962.50	154,950.00	46,012.50	7,475.00	3.7	0.0
620,000	Shengdatech Inc DTD 5/28/2008 6% 6/1/2018 Convertible Until 6/1/2018 Moody's: N/A S&P: N/A	94.8750	588,225.00	595,837.50	-7,612.50	37,200.00	6.3	0.1
375,000	Ual Corp DTD 7/28/2006 4.5% 6/30/2021 Convertible Until 6/28/2021 Mandatory Put 6/30/2011 @ 100 Moody's: N/A S&P: CCC	88.7500	332,812.50	323,437.50	9,375.00	16,875.00	5.1	0.0
285,000	Interpublic Group Cos DTD 11/15/2006 4.25% 3/15/2023 Convertible Until 3/15/2023 Moody's: BA3 S&P: B+	99.3750	283,218.75	219,018.50	64,200.25	12,112.50	4.3	0.0
295,000	Expressjet Hlds DTD 8/5/2003 4.25% 8/1/2023 Convertible Until 8/1/23 Moody's: N/A S&P: N/A	95.7500	282,462.50	283,937.50	-1,475.00	33,187.50	11.8	0.0
290,000	Bell Microproducts Inc DTD 12/17/2004 3.75% 3/5/2024 Convertible Until 3/5/2024 Moody's: N/A S&P: N/A	87.5000	253,750.00	211,420.06	42,329.94	10,875.00	4.3	0.0
140,000	Safeguard Scientifics Inc DTD 2/18/2004 2.625% 3/15/2024 Convertible Until 3/15/2024 Moody's: N/A S&P: N/A	94.7500	132,650.00	123,300.00	9,350.00	3,675.00	2.8	0.0
269,000	Avatar Holdings Inc DTD 3/30/2004 4.5% 4/1/2024 Convertible Until 4/1/2024 Moody's: N/A S&P: N/A	95.6250	257,231.25	232,845.00	24,386.25	12,105.00	4.7	0.0

Convertibles
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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
36,000	Beazer Homes USA DTD 8/19/2004 4.625% 6/15/2024 Convertible Until 6/15/2024 Moody's: CAA2 S&P: D	92.7500	33,390.00	28,260.00	5,130.00	1,665.00	5.0	0.0
115,000	Csg Systems Intl Inc DTD 6/2/2004 2.5% 6/15/2024 Convertible Until 6/15/2024 Moody's: WR S&P: N/R	99.8750	114,856.25	91,931.00	22,925.25	2,875.00	2.5	0.0
120,000	Century Aluminum Company DTD 2/1/2005 1.75% 8/1/2024 Convertible Until 8/1/2024 Moody's: CA S&P: B	95.6250	114,750.00	36,150.00	78,600.00	2,100.00	1.8	0.0
560,000	Conmed Corp DTD 11/10/2004 2.50% 11/15/2024 Convertible Until 11/15/2024 Moody's: B1 S&P: B	94.1250	527,100.00	418,449.80	108,650.20	14,000.00	2.7	0.1
275,000	Compucredit Hldg DTD 9/21/2005 3.625% 5/30/2025 Convertible Until 5/29/2025 Moody's: N/A S&P: N/A	37.0000	101,750.00	139,258.50	-37,508.50	9,968.75	9.8	0.0
25,000	Ats Medical Inc Conv DTD 10/7/2005 6% 10/15/2025 Convertible Until 10/15/2025 Moody's: N/A S&P: N/A	99.0000	24,750.00	22,122.67	2,627.33	1,500.00	6.1	0.0
55,000	Ats Medical Inc DTD 10/7/2005 6.0% 10/15/2025 Convertible Until 10/15/2025 Moody's: N/A S&P: N/A	99.0000	54,450.00	39,036.50	15,413.50	3,300.00	6.1	0.0
495,000	Helix Energy Solutions DTD 3/30/2005 3.25% 12/15/2025 Convertible Until 12/15/2025 Moody's: N/R S&P: N/R	90.0000	445,500.00	350,876.36	94,623.64	16,087.50	3.6	0.0
718,000	Hutchinson Technology DTD 1/25/2006 3.25% 1/15/2026 Convertible Until 1/15/2026 Moody's: N/R S&P: N/R	80.3750	577,092.50	429,201.07	147,891.43	23,335.00	4.0	0.1



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
292,000	Mentor Graphics Corp DTD 3/3/2006 6.25% 3/1/2026 Convertible Until 3/1/2026 Moody's: N/A S&P: N/A	97.8750	285,795.00	212,862.50	72,932.50	18,250.00	6.4	0.0
343,000	Greenbrier Cos Inc DTD 5/22/2006 2.375% 5/15/2026 Convertible Until 5/15/2026 Mandatory Put 5/15/2013 @ 100 Moody's: CAA2 S&P: CCC	75.0000	257,250.00	250,023.44	7,226.56	8,146.25	3.2	0.0
515,000	Five Star Quality Care DTD 10/18/2006 3.75% 10/15/2026 Convertible Until 10/15/2026 Moody's: N/A S&P: N/A	80.3750	413,931.25	404,835.51	9,095.74	19,312.50	4.7	0.0
50,000	Lecroy Corp Conv DTD 10/12/2006 4% 10/15/2026 Convertible Until 10/15/2026 Moody's: N/R S&P: N/A	85.1250	42,562.50	43,150.00	-587.50	2,000.00	4.7	0.0
600,000	Inland Real Estate Corp DTD 11/13/2006 4.625% 11/15/2026 Convertible Until 11/15/2026 Moody's: N/A S&P: N/A	95.3750	572,250.00	531,675.00	40,575.00	27,750.00	4.9	0.1
328,000	Kemet Corp DTD 3/16/2007 2.25% 11/15/2026 Convertible Until 11/15/2026 Moody's: N/A S&P: N/A	82.6250	271,010.00	199,157.80	71,852.20	7,380.00	2.7	0.0
320,000	Goodrich Petroleum Corp DTD 12/6/2006 3.25% 12/1/2026 Convertible Until 12/1/2026 Moody's: N/A S&P: N/A	92.1250	294,800.00	243,380.15	51,419.85	10,400.00	3.5	0.0
555,000	Sesi LLC DTD 12/12/2006 Step Cpn 12/15/2026 Convertible Until 12/15/2026 Moody's: N/A S&P: BB+	91.6250	508,518.75	420,470.85	88,047.90	8,325.00	1.6	0.1

Convertibles
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
450,000	Smith & Wesson Holding Co DTD 12/15/2006 4.0% 12/15/2026 Convertible Until 12/15/2026 Moody's: N/A S&P: N/A	92.7500	417,375.00	375,487.50	41,887.50	18,000.00	4.3	0.0
115,000	Trico Marine Services Inc DTD 5/23/2007 3% 1/15/2027 Convertible Until 1/15/2027 Moody's: N/A S&P: CCC-	60.3750	69,431.25	74,025.00	-4,593.75	3,450.00	5.0	0.0
175,000	Hospitality Prop Trust DTD 3/7/2007 3.8% 3/15/2027 Convertible Until 3/15/2027 Moody's: BAA2 S&P: BBB	97.6250	170,843.75	110,687.50	60,156.25	6,650.00	3.9	0.0
35,000	L-1 Identity Solutions Inc DTD 5/17/2007 3.75% 5/15/2027 Convertible Until 5/15/2027 Moody's: N/A S&P: BB-	90.1250	31,543.75	31,062.50	481.25	1,312.50	4.2	0.0
579,000	Dollar Financial Corp DTD 6/27/2007 2.875% 6/30/2027 Convertible Until 6/30/2027 Moody's: N/A S&P: N/A	93.1250	539,193.75	422,022.90	117,170.85	16,646.25	3.1	0.1
75,000	Live Nation Inc DTD 7/16/2007 2.875% 7/15/2027 Convertible Until 7/14/2027 Moody's: N/A S&P: CCC+	77.5000	58,125.00	60,000.00	-1,875.00	2,156.25	3.7	0.0
1,430,000	Global Indus LTD DTD 7/27/2007 2.75% 8/1/2027 Convertible Until 8/1/2027 Moody's: N/A S&P: N/A	61.8750	884,812.50	791,730.09	93,082.41	39,325.00	4.4	0.1
414,000	Powerwave Technologies I DTD 9/24/2007 3.875% 10/1/2027 Convertible Until 10/1/2027 Moody's: N/A S&P: N/A	64.7500	268,065.00	259,797.15	8,267.85	16,042.50	6.0	0.0
75,000	Globalstar Inc DTD 4/15/2008 5.75% 4/1/2028 Convertible Until 4/1/2028 Moody's: N/A S&P: N/A	63.6250	47,718.75	45,887.50	1,831.25	4,312.50	9.0	0.0



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
748,000	Carnizo Oil & Gas Inc DTD 5/29/2008 4.375% 6/1/2028 Convertible Until 6/1/2028 Moody's: N/A S&P: N/A	85.8750	642,345.00	519,218.75	123,126.25	32,725.00	5.1	0.1
104,000	National Retail Properties DTD 3/4/2008 5.125% 6/15/2028 Convertible Until 6/15/2028 Moody's: BAA2 S&P: BBB-	106.2500	110,500.00	79,693.52	30,806.48	5,330.00	4.8	0.0
91,000	Medicus Pharmaceutical DTD 6/4/2002 2.5% 6/4/2032 Convertible Until 6/4/2032 Moody's: N/A S&P: N/A	101.5000	92,365.00	66,600.62	25,764.38	2,275.00	2.5	0.0
555,000	Kv Pharmaceutical Co DTD 5/16/2003 2.5% 5/16/2033 Convertible Until 5/16/2033 Moody's: N/A S&P: N/A	57.0000	316,350.00	326,706.25	-10,356.25	13,875.00	4.4	0.0
645,000	Capitalsource Inc DTD 7/30/2007 7.25% 7/15/2037 Convertible Until 7/15/2037 Moody's: N/A S&P: B-	90.2500	582,112.50	500,801.90	81,310.60	46,762.50	8.0	0.1
1,032,000	Affymetrix Inc DTD 11/16/2007 3.5% 1/15/2038 Convertible Until 1/15/2038 Moody's: N/R S&P: N/R	88.5000	913,320.00	708,806.00	204,514.00	36,120.00	4.0	0.1
225,000	Hercules Offshore Inc DTD 6/3/2008 3.375% 6/1/2038 Convertible Until 6/1/2038 Moody's: N/A S&P: N/A	79.3750	178,593.75	161,100.00	17,493.75	7,593.75	4.3	0.0
21,100	Bank Of America Preferred Convertible Until 12/31/2049	14.9200	314,812.00	316,500.00	-1,688.00	21,569.26	6.9	0.0
14,900	Entertainment Properties Convertible Until 12/31/49	16.5500	246,595.00	238,420.77	8,174.23	21,426.20	8.7	0.0
7,800	Entertainment Properties Preferred Convertible Until 12/31/2049	24.8700	193,986.00	173,268.46	20,717.54	17,550.00	9.1	0.0

Convertibles
continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
0.016	Ion Media Networks Inc Conv Preferred	1.0000	0.02	1,942.20	-1,942.18	0.00	0.0	0.0
5,980	Petroquest Energy Inc Preferred	31.5000	188,370.00	178,593.06	9,776.94	20,559.24	10.9	0.0
3,500	Xanadoo Co Convertible Until 12/31/2049	39.5500	138,425.00	140,250.00	-1,825.00	0.00	0.0	0.0
Total taxable convertibles			\$ 32,638,494.12	\$ 27,830,022.10	\$ 4,808,472.02	\$ 1,457,328.45		3.2%
Total taxable fixed income			\$ 344,040,209.85	\$ 334,821,507.79	\$ 9,218,702.06	\$ 15,701,031.38		34.4%
Total fixed income			\$ 344,040,209.85	\$ 334,821,507.79	\$ 9,218,702.06	\$ 15,701,031.38		34.4%

Alternative investments

Private equity

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
805,000	Alexandria Real Estate DTD 1/17/2007 3.7% 1/15/2027 Convertible Until 1/15/2027 Moody's N/A S&P N/A	\$ 94.5000	\$ 760,725.00	\$ 659,791.00	\$ 100,934.00	\$ 29,785.00	3.9%	0.1%
665,000	American Equity Investment Life Hldg DTD 12/22/2009 5.25% 12/6/2029 Convertible Until 12/6/2029 Mandatory Put 12/15/2014 @ 100 Moody's N/A S&P N/A	101.4930	674,928.45	607,799.22	67,129.23	34,912.50	5.2	0.1
595,000	American Oriental Bio DTD 7/15/2008 5.0% 7/15/2015 Convertible Until 7/13/2015 Moody's N/A S&P N/A	86.8750	516,906.25	478,586.63	38,319.62	29,750.00	5.8	0.1
1,370,000	Excel Maritime Carriers DTD 10/10/2007 1.875% 10/15/2027 Convertible Until 10/15/2027 Moody's N/A S&P N/A	57.2500	784,325.00	756,556.25	27,768.75	25,687.50	3.3	0.1



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Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
380,000	First Industrial LP DTD 9/25/2006 4.625% 9/15/2011 Convertible Until 9/15/2011 Moody's: N/A S&P: BB	90.3750	343,425.00	344,375.00	-950.00	17,575.00	5.1	0.0
50,000	Lecroy Corp DTD 10/12/2006 4% 10/15/2026 Convertible Until 10/15/2026 Moody's: N/R S&P: N/A	85.1250	42,562.50	45,062.50	-2,500.00	2,000.00	4.7	0.0
630,000	Mpt Operating Partnership DTD 11/6/2006 6.125% 11/15/2011 Convertible Until 11/15/2011 Moody's: N/A S&P: N/A	97.1250	611,887.50	540,015.50	71,872.00	38,587.50	6.3	0.1
195,000	Mpt Operating Partnership LP DTD 3/26/2008 9.25% 4/1/2013 Convertible Until 3/27/2013 Moody's: N/A S&P: N/A	109.0000	212,550.00	195,749.18	16,800.82	18,037.50	8.5	0.0
330,000	Nrfc Nnn Holdings LLC DTD 5/28/2008 11.5% 6/15/2013 Convertible Until 6/15/2013 Moody's: N/A S&P: N/A	71.0000	234,300.00	219,300.00	15,000.00	37,950.00	16.2	0.0
655,000	Preit Associates LP DTD 5/8/2007 4% 6/1/2012 Convertible Until 6/1/2012 Moody's: N/A S&P: N/A	86.1250	564,118.75	560,149.70	3,969.05	26,200.00	4.6	0.1
145,000	Quixote Corp DTD 2/9/2005 7% 2/15/2025 Convertible Until 2/14/2025 Mandatory Put 2/15/2010 @ 100 Moody's: N/A S&P: N/A	98.9896	143,534.92	140,140.63	3,394.29	10,150.00	7.1	0.0

Alternative investments

Private equity continued

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
55,000	Richardson Elec LTD DTD 2/15/2005 7.75% 12/15/2011 Convertible Until 12/15/2011 Moody's N/A S&P: N/A	96.0000	52,800.00	53,395.13	-595.13	4,262.50	8.1	0.0
Total private equity			\$ 4,942,063.37	\$ 4,600,920.74	\$ 341,142.63	\$ 274,897.50		0.5%
Total alternative investments			\$ 4,942,063.37	\$ 4,600,920.74	\$ 341,142.63	\$ 274,897.50		0.5%

Other assets

Shares/par value	Description	Market price	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
1	019-601 Mellon R K Fdn Res Fds- 074002-Fx Acct					\$ 0.00	0.0%	0.0%
1	074369-Rkmf-074002-Sands					0.00	0.0	0.0
1	074370-Rkmf-074002-Armstrong					0.00	0.0	0.0
Total other assets			\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00		0.0%

Cash and cash equivalents

	Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
260,000	Banco Bolbao Vizcaya NY Certificate Of Deposit DTD 12/15/2009 Fltg Rate 12/15/2010 Moody's: N/A S&P: N/A	\$ 259,851.80*	\$ 260,000.00*	\$ -148.20	\$ 788.14	0.3%	0.0%
43,812,895.46	Dreyfus Treasury Prime Cash Management (Principal Holding)	43,812,895.46*	43,812,895.46*		0.00	0.0	4.4
60,000	United States Treas Bill DTD 7/6/2009 Mat 6/10/2010 Moody's: AAA S&P: AAA Principal Cash	59,952.60*	59,954.50*	-1.90	91.25	0.2	0.0
		-155,131.49					



Portfolio manager John W. Lantz 98
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Cash and cash equivalents
continued

Description	Market value	Tax cost	Unrealized gain (or loss)	Estimated annual income	Yield	Pct of holdings
Income Cash	41,345.18					
Total cash and cash equivalents	\$ 44,018,913.55	\$ 44,132,849.56	\$ -150.10	\$ 879.39		4.4%
Total assets	\$ 995,538,840.09	\$ 935,709,502.59	\$ 59,943,123.81	\$ 23,841,767.04		100.0%
	COLUMN (b) BOOK VALUE					COLUMN (c) FAIR MARKET VALUE
TOTAL ALTERNATIVE INVESTMENTS PAGE 85	\$ 4,600,920.					\$ 4,942,063.
TOTAL FIXED INCOME PAGE 83	334,821,507.					344,040,210.
LESS US AGENCIES PAGE 35	(30,285,210.)					(30,714,839.)
LESS US GOVERNMENT PAGE 38	(53,513,743.)					(52,578,751.)
TOTAL TO SCHEDULE G PAGE 3 OF 7	<u>\$255,623,474.</u>					<u>\$265,688,683.</u>
MELLON LMS (HJ5003711 - DREYFUS)	\$ 76,937,691.					\$ 76,937,691.
TOTAL CASH AND CASH EQUIVALENTS PAGE 85	44,132,850.					44,132,700.
MELLON MONEY MARKET ACCOUNT (123-3228)	100.					100.
TOTAL TO SCHEDULE G PAGE 1 OF 7	<u>\$121,070,640.</u>					<u>\$121,070,491.</u>

Activity summary

Description	Principal cash	Income cash
Beginning balances	\$ 54,082,517.57	\$ 4,082.54
Receipts		
Sales and maturities	\$ 56,573,814.93	
Interest taxable		1,325,812.48
Dividends		871,025.62
Transfers-receipts	2,164,310.81	
Other receipts	20,228.48	
Total receipts	\$ 58,758,354.22	\$ 2,196,838.10
Payments		
Purchases	\$ -67,010,609.35	
Payments to beneficiaries	-2,164,310.81	
Taxes		-2,871.66
Transfers-payments	-7,606.91	-2,156,703.90
Other payments	-580.75	
Total payments	\$ -69,183,107.82	\$ -2,159,575.56
Ending balances	\$ 43,857,763.97	\$ 41,345.18



Portfolio manager

John W. Lantz 98
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Activity detail

Date	Transaction description	Principal cash	Income cash	Tax cost
12/01/2009	Beginning balances	\$ 54,082,517.57	\$ 4,082.64	\$ 934,622,928.92

Receipts

Date	Transaction description	Principal cash	Income cash	Tax cost	Gain/loss
12/01/2009	Paid Down 38,961 54 Par Value Of Small Business Admin 7 19% 12/01/19 Trade Date 12/1/09 Theor. Settlement Date 12/1/09 Taxable To Federal And State	\$ 38,961 54		\$ -42,808 99	\$ -3,847 45
12/01/2009	Sold 40,000 Par Value Of Smith & Wesson Hldg Co 4 0% 12/15/26 Trade Date 11/25/09 Theor. Settlement Date 12/1/09 Sold Through Hoerig & Co Inc, Jersey Ct# 443 Sold Interest \$737 78 Taxable To Federal And State Swift External Ref# 1093290184614a 40,000 Par Value At 93 625 %	37,450 00		-36,814 50	635.50
12/01/2009	Sold 7,085,000 Par Value Of United States Treas 2 375% 10/31/14 Trade Date 11/30/09 Theor Settlement Date 12/1/09 Sold Through Morgan Stanley & Co Inc, NY Sold Interest \$14,409.75 Taxable To Federal Only Swift External Ref# 001811002571501 7,085,000 Par Value At 101.82031249 %	7,213,969 14		-7,070,882 81	143,086.33
12/01/2009	Sold 100 Shares Of Intuitive Surgical Inc Trade Date 11/25/09 Theor. Settlement Date 12/1/09 Sold Through Goldman Sachs Execution Paid \$1 00 Brokerage Paid \$0 72 Sec Fee Sold On The Over The Counter Taxable To Federal And State 100 Shares At \$279 6908	27,967 36		-9,987 91	17,979 45
12/01/2009	Sold 1,500 Shares Of Marvell Tech Group LTD Trade Date 11/25/09 Theor. Settlement Date 12/1/09 Sold Through Bear Stearns & Co Inc. Paid \$45.00 Brokerage Paid \$0 61 Sec Fee Taxable To Federal And State 1,500 Shares At \$15.7228	23,538.59		-33,252 90	-9,714.31
12/01/2009	Sold 100 Shares Of J Crew Group Inc Trade Date 11/25/09 Theor Settlement Date 12/1/09 Sold Through Liquidnet Inc Paid \$2.00 Brokerage Paid \$0 12 Sec Fee Taxable To Federal And State 100 Shares At \$43 785	4,376.38		-3,740 87	635.51

	COST	% OF COST	MARKET VALUE	% OF MARKET
ASSETS				
CASH	725 89	0 77	777 92	0 86
SECURITIES	0 00	0 00	0 00	0 00
LONG FUTURES	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
RECEIVABLES				
NET INTEREST	0 00	0 00	0 00	0 00
NET DIVIDENDS - PREFERRED STOCK	0 00	0 00	0 00	0 00
NET DIVIDENDS - COMMON STOCK	0 00	0 00	0 00	0 00
OTHER INCOME	0 00	0 00	0 00	0 00
OVERDUE INCOME	0 00	0 00	0 00	0 00
TAX RECLAIMS	93,181 71	99 23	89,789 20	99 14
SECURITIES	0 00	0 00	0 00	0 00
SPOT CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
FORWARD CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
SHORT SALES	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
OTHER RECEIVABLES	0 00	0 00	0 00	0 00
TOTAL RECEIVABLES	93,181 71	99 23	89,789 20	99 14
OTHER ASSETS	0 00	0 00	0 00	0 00
TOTAL ASSETS	93,907.60	100.00	90,567 12	100 00

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	COST	% OF COST	MARKET VALUE	% OF MARKET
LIABILITIES				
PAYABLES				
SECURITIES	0 00	0 00	0 00	0 00
SPOT CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
FORWARD CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
ACCRUED EXPENSES	0 00	0 00	0 00	0 00
OTHER PAYABLES	0 00	0 00	0 00	0 00
TOTAL PAYABLES	0 00	0 00	0 00	0 00
SHORT SALES	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
SHORT FUTURES	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
OTHER LIABILITIES	0 00	0 00	0 00	0 00
TOTAL LIABILITIES	0 00	0 00	0 00	0 00
NET ASSETS	93,907 80	100 00	90,567 12	100 00

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	CURRENT PERIOD		YEAR-TO-DATE
	COST	MARKET VALUE	MARKET VALUE
BEGINNING NET ASSETS	38,989,998 78	23,110,565.01	23,110,565 01
RECEIPTS			
CONTRIBUTIONS	0 00	0 00	0 00
OTHER RECEIPTS	99,031 25	99,031 25	99,031. 25
EARNED INCOME	97,638 42	103,145 54	103,145 54
NET REALIZED GAIN(LOSS)	(18,475,738 72)	(18,475,738.72)	(18,475,738 72)
TOTAL RECEIPTS	(18,279,069 05)	(18,273,561 93)	(18,273,561 93)
DISBURSEMENTS			
BENEFIT PAYMENTS	0 00	0 00	0 00
OTHER DISBURSEMENTS	(20,616,412 79)	(20,616,412 79)	(20,616,412 79)
EXPENSES	(609 34)	(609 34)	(609 34)
TOTAL DISBURSEMENTS	(20,817,022 13)	(20,617,022.13)	(20,617,022 13)
NET UNREALIZED GAIN(LOSS) AS OF			
END OF PERIOD	52 03		
BEGINNING OF YEAR	(15,870,534 14)		
BEGINNING OF PERIOD	(15,870,534 14)		
CHANGE IN NET UNREALIZED GAIN(LOSS)		15,870,586 17	15,870.586 17
ENDING NET ASSETS	93,907 80	80,567 12	90,567 12

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	CURRENT PERIOD		YEAR-TO-DATE
	COST	MARKET VALUE	MARKET VALUE
BEGINNING CASH BALANCE	710,344 20	708,656 54	708,656 54
RECEIPTS			
CONTRIBUTIONS	0 00	0 00	0 00
OTHER RECEIPTS	99,031 25	99,031.25	99,031.25
NET INTEREST	390 13	390 13	390 13
NET DIVIDENDS - PREFERRED STOCK	0 00	0 00	0 00
NET DIVIDENDS - COMMON STOCK	117,128 04	117,128 04	117,128 04
OTHER INCOME	0 00	0 00	0 00
TAX RECLAIMS	25,001 07	25,001.07	25,001 07
SECURITIES	20,774,565 68	20,774,565 68	20,774,565 68
CURRENCY CONTRACTS	34,131,804.10	34,131,804 10	34,131,804 10
SHORT SALES	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00
TOTAL RECEIPTS	55,147,920 27	55,147,920 27	55,147,920 27
DISBURSEMENTS			
BENEFIT PAYMENTS	0 00	0 00	0 00
OTHER DISBURSEMENTS	(954,514.05)	(954,514 05)	(954,514 05)
EXPENSES	(609 34)	(609 34)	(609 34)
SECURITIES	(20,353,530 84)	(20,353,530 84)	(20,353,530 84)
CURRENCY CONTRACTS	(34,552,255 01)	(34,552,255 01)	(34,552,255 01)
SHORT SALES	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00
TOTAL DISBURSEMENTS	(55,860,909 24)	(55,860,909.24)	(55,860,909 24)
NET REALIZED CURRENCY GAIN(LOSS)	3,370 66	3,370 66	3,370 66
CHANGE IN NET UNREALIZED CURRENCY GAIN(LOSS)		1,739 69	1,739 69
ENDING CASH BALANCE	725 89	777 92	777 92

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	CURRENT PERIOD		YEAR-TO-DATE
	UNREALIZED GAIN(LOSS)	MARKET VALUE	MARKET VALUE
NET INTEREST			
INTEREST RECEIVED	-	390.13	390.13
TOTAL NET INTEREST	0.00	390.13	390.13
TOTAL NET INTEREST EARNED	0.00	390.13	390.13
NET DIVIDENDS - COMMON STOCK			
DIVIDENDS RECEIVED	-	116,236.11	116,236.11
TAX RECLAIMS RECEIVED	-	27,262.60	27,262.60
ACCRUED DIVIDENDS AT END OF PERIOD	0.00	0.00	0.00
ACCRUED DIVIDENDS AT BEGINNING OF PERIOD	1,299.26	(30,536.82)	(30,536.82)
TAX RECLAIMS AT END OF PERIOD	(3,392.51)	89,789.20	89,789.20
TAX RECLAIMS AT BEGINNING OF PERIOD	7,600.37	(98,626.08)	(98,626.08)
REALIZED CURRENCY EXCHANGE GAIN(LOSS)		(1,369.60)	(1,369.60)
TOTAL NET DIVIDENDS EARNED - COMMON STOCK	5,507.12	102,755.41	102,755.41
TOTAL EARNED INCOME	5,507.12	103,145.54	103,145.54

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* * CASH * *	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	BASE COST	BASE MARKET VALUE	CURRENCY
	BASE ACCRUAL	LOCAL-ACCRUAL BASE ACCRUAL	
SOUTH AFRICAN RAND <u>7 383750</u>			
SOUTH AFRICAN RAND	2,945 36	2,945 36	-
	347 95	399 98	52 03
	0 00	0 00	
	0 00	0 00	
THAILAND BAHT <u>33 340000</u>			
THAILAND BAHT	0 46	0 46	-
	0 01	0 01	0 00
	0 00	0 00	
	0 00	0.00	
U S DOLLAR			
U S DOLLAR	377 93	377 93	0 00
		0 00	
TOTAL CASH	725 89	777 92	52 03
		0 00	

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10/2009

SECURITIES	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED-GAIN(LOSS)
BRITISH POUND				
EQUITIES				
COMMON STOCK				
XSTRATA PLC COM STK USDO 50 3141100	0 00 0 00 0	0 00 USD	0 00 666 88	0 00
TOTAL COMMON STOCK		0 00	0 00 0 00	0 00
TOTAL EQUITIES		0 00	0 00 0 00	0 00
TOTAL BRITISH POUND		0 00	0 00 0 00	0 00

** SECURITIES **	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
EURO				
EQUITIES				
COMMON STOCK				
ALLIANZ SE ORD SHS NPV(REGD) 5231485	0 00 0 00 0	0 00 0 00	0 00 0 00 5,454 35	0 00 0 00 0 00
		8,571 78	7,825 63	0 00
ARCELOR MITTAL N V 'A'EURO O1 B19J059A	0 00 0 00 0	0 00 0 00	0 00 0 00 498 69	0 00 0 00 0 00
		653 03	715 50	0 00
BASF SE NPV 5086577	0 00 0 00 0	0 00 0 00	0 00 0 00 8,722 74	0 00 0 00 0 00
		13,659.37	12,514 95	0 00
DEUTSCHE BANK AG ORD NPV(REGD) 5750355	0 00 0.00 0	0 00 0 00	0 00 0 00 12,248 55	0 00 0 00 0 00
		19,034 86	17,573 61	0 00
DEUTSCHE LUFTHANSA AG NPV 5287488	0 00 0 00 0	0 00 0 00	0.00 0.00 5,064 00	0 00 0 00 0 00
		7,884 14	7,265 57	0 00
E ON AG NPV 4942904	0 00 0 00 0	0 00 0 00	0 00 0 00 3,633 42	0 00 0.00 0 00
		5,597 10	5,213 05	0 00
ENI EUR1 7145056	0 00 0 00 0	0 00 0 00	0 00 0 00 12,223 20	0 00 0 00 0 00
		16,250 93	17,537 24	0 00
FONDIARIA - SAI SPA EUR1 5975987	0 00 0 00 0	0 00 0 00	0 00 0 00 792 00	0.00 0 00 0 00
		1,121 04	1,136 32	0 00

10/10/09/AR/SC/M

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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
MUNCHENER RUCKVERSICHERUNGS AG NPV(REGD) 5294121	0 00 0 00 0	0 00 0 00	0 00 0 00 4,758 05 6,826 61	0 00 0 00 0 00 0 00
REPSOL YPF SA EUR1 5669354	0 00 0 00 0	0 00 0 00	0 00 0 00 163 08 233 98	0 00 0 00 0 00 0 00
RWE AG(NEU) NPV'A' 4768962	0 00 0 00 0	0 00 0 00	0 00 0 00 1,296 07 1,859 54	0 00 0 00 0 00 0 00
TOTAL COMMON STOCK		0 00 0 00	0 00 0 00 54,854 15 78,702 00	0 00 0 00 0 00 0 00
TOTAL EQUITIES		0 00 0 00	0 00 0 00 54,854 15 78,702 00	0 00 0 00 0 00 0 00
TOTAL EURO		0 00 0 00	0 00 0 00 54,854 15 78,702 00	0 00 0 00 0 00 0 00
		82,506 51	82,506 51	82,506 51

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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
SWISS FRANC				
EQUITIES				
COMMON STOCK				
CREDIT SUISSE GROUP AG CHFO 04 7171589	0 00 0 00 0	0 00 0 00	0 00 0 00 8,800 00 8,512 70	0 00 0 00 0 00 0 00
NOVARTIS AG CHFO 50(REGD) 7103065	0 00 0 00 0	0 00 0 00	0 00 0 00 1,972 00 1,907 62	0 00 0 00 0 00 0 00
TOTAL COMMON STOCK		0.00 0 00	0 00 0 00	0 00 0 00
TOTAL EQUITIES		10,008 32	10,772 00 10,420 32	0 00 0 00
TOTAL SWISS FRANC		0 00 0 00	0 00 0 00	0 00 0 00
TOTAL SECURITIES		10,008 32	10,772 00 10,420 32	0 00 0 00

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* * SUMMARY * *	BASE COST	BASE MARKET VALUE	UNREALIZED GAIN(LOSS) TOTAL BASE - MARKET - CURRENCY
CASH	725 89	777 92	52 03 -
RECEIVABLES	93,181 71	89,789 20	(3,392 51) -
TOTAL NET ASSETS	93,907 80	90,587.12	(3,340 48) 0 00 (3,340 48)

W551-9576 (8 05)

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	COST	% OF COST	MARKET VALUE	% OF MARKET
ASSETS				
CASH	11,032.47	27.30	9,372.90	21.81
SECURITIES	0.00	0.00	0.00	0.00
LONG FUTURES	0.00	0.00	0.00	0.00
PURCHASED OPTIONS	0.00	0.00	0.00	0.00
RECEIVABLES				
NET INTEREST	0.00	0.00	0.00	0.00
NET DIVIDENDS - PREFERRED STOCK	0.00	0.00	0.00	0.00
NET DIVIDENDS - COMMON STOCK	0.00	0.00	0.00	0.00
OTHER INCOME	0.00	0.00	0.00	0.00
OVERDUE INCOME	0.00	0.00	0.00	0.00
TAX RECLAIMS	29,382.05	72.70	33,604.86	78.19
SECURITIES	0.00	0.00	0.00	0.00
SPOT CURRENCY CONTRACTS	0.00	0.00	0.00	0.00
FORWARD CURRENCY CONTRACTS	0.00	0.00	0.00	0.00
SHORT SALES	0.00	0.00	0.00	0.00
REVERSE REPURCHASE AGREEMENTS	0.00	0.00	0.00	0.00
VARIATION MARGIN	0.00	0.00	0.00	0.00
PURCHASED OPTIONS	0.00	0.00	0.00	0.00
WRITTEN OPTIONS	0.00	0.00	0.00	0.00
OTHER RECEIVABLES	0.00	0.00	0.00	0.00
TOTAL RECEIVABLES	29,382.05	72.70	33,604.86	78.19
OTHER ASSETS	0.00	0.00	0.00	0.00
TOTAL ASSETS	40,414.52	100.00	42,977.76	100.00

WSSFS9576 (8 05)

JPMorgan Chase Bank, N.A.
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	COST	% OF COST	MARKET VALUE	% OF MARKET
LIABILITIES				
PAYABLES				
SECURITIES	0 00	0 00	0 00	0 00
SPOT CURRENCY CONTRACTS	0 00	0.00	0 00	0 00
FORWARD CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0.00	0 00	0 00
VARIATION MARGIN	0 00	0.00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0.00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
ACCRUED EXPENSES	0 00	0 00	0 00	0 00
OTHER PAYABLES	0 00	0.00	0 00	0 00
TOTAL PAYABLES	0.00	0.00	0 00	0.00
SHORT SALES	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0.00	0 00	0 00
SHORT FUTURES	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0.00	0 00	0 00
OTHER LIABILITIES	0 00	0 00	0.00	0 00
TOTAL LIABILITIES	0 00	0.00	0 00	0 00
NET ASSETS	40,414 52	100 00	42,977 78	100 00

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	CURRENT PERIOD		YEAR-TO-DATE
	COST	MARKET VALUE	MARKET VALUE
BEGINNING NET ASSETS	45,142 15	48,144 25	48,144 25
RECEIPTS			
CONTRIBUTIONS	0 00	0 00	0 00
OTHER RECEIPTS	0 00	0 00	0 00
EARNED INCOME	(179 89)	650 49	650 49
NET REALIZED GAIN(LOSS)	(3 95)	(3 95)	(3 95)
TOTAL RECEIPTS	(183.84)	646 54	646 54
DISBURSEMENTS			
BENEFIT PAYMENTS	0 00	0 00	0 00
OTHER DISBURSEMENTS	(4,543 79)	(4,543 79)	(4,543 79)
EXPENSES	0 00	0 00	0 00
TOTAL DISBURSEMENTS	(4,543 79)	(4,543 79)	(4,543 79)
NET UNREALIZED GAIN(LOSS) AS OF			
END OF PERIOD	(1,659 57)		
BEGINNING OF YEAR	(2,390 33)		
BEGINNING OF PERIOD	(2,390 33)		
CHANGE IN NET UNREALIZED GAIN(LOSS)		730.76	730 76
ENDING NET ASSETS	40,414 52	42,977 76	42,977 76

WSS59576 (6.05)

JPMorgan Chase Bank, N.A.
Chase MetroTech Center
Brooklyn, NY 11245



	CURRENT PERIOD		YEAR-TO-DATE
	COST	MARKET VALUE	MARKET VALUE
BEGINNING CASH BALANCE	13,587 21	11,176.88	11,176 88
RECEIPTS			
CONTRIBUTIONS	0 00	0.00	0 00
OTHER RECEIPTS	0 00	0 00	0 00
NET INTEREST	0 00	0 00	0 00
NET DIVIDENDS - PREFERRED STDCK	0 00	0 00	0 00
NET DIVIDENDS - COMMON STOCK	0 00	0 00	0 00
OTHER INCOME	0 00	0 00	0 00
TAX RECLAIMS	2,013 00	2,013 00	2,013 00
SECURITIES	0 00	0.00	0 00
CURRENCY CONTRACTS	2,009 05	2,009 05	2,009 05
SHORT SALES	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00
TOTAL RECEIPTS	4,022.05	4,022 05	4,022 05
DISBURSEMENTS			
BENEFIT PAYMENTS	0 00	0 00	0 00
OTHER DISBURSEMENTS	(4,543 79)	(4,543.79)	(4,543.79)
EXPENSES	0 00	0 00	0 00
SECURITIES	0 00	0 00	0 00
CURRENCY CONTRACTS	(2,013 00)	(2,013 00)	(2,013 00)
SHORT SALES	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00
TOTAL DISBURSEMENTS	(6,556 79)	(6,556 79)	(6,556 79)
NET REALIZED CURRENCY GAIN(LOSS)	0 00	0 00	0 00
CHANGE IN NET UNREALIZED CURRENCY GAIN(LOSS)		730 76	730 76
ENDING CASH BALANCE	11,032 47	9,372 90	9,372 90

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JPMorgan Chase Bank, N.A.
Chase MetroTech Center
Brooklyn, NY 11245

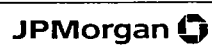


	CURRENT PERIOD		YEAR-TO-DATE
	UNREALIZED GAIN(LOSS)	MARKET VALUE	MARKET VALUE
NET DIVIDENDS - COMMON STOCK			
TAX RECLAIMS RECEIVED	-	1,948 19	1,948 19
TAX RECLAIMS AT END OF PERIOD	4,222 81	33,604 86	33,604 86
TAX RECLAIMS AT BEGINNING OF PERIOD	(3,392 43)	(34,967 37)	(34,967 37)
REALIZED CURRENCY EXCHANGE GAIN(LOSS)		64 81	64 81
TOTAL NET DIVIDENDS EARNED - COMMON STOCK	830 38	650 49	650 49
TOTAL EARNED INCOME	830 38	650 49	650 49

* * CASH * *	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	BASE COST	BASE MARKET VALUE	CURRENCY
	BASE ACCRUAL	LOCAL-ACCRUAL BASE ACCRUAL	
<u>UNITED KINGDOM - GBP</u>			
BRITISH POUND	4,126 24	4,126 24	-
	8,322 83	6,663 26	(1,659 57)
	0 00	0 00	
	0 00	0 00	
<u>UNITED STATES OF AMERICA - CCC</u>			
USD U S DOLLAR	2,709 64	2,709 64	-
	2,709 64	2,709 64	0 00
	0 00	0 00	
	0 00	0 00	
TOTAL CASH	11,032.47	9,372 90	(1,659 57)
		0 00	

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JPMorgan Chase Bank, N.A.
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 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL-ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
ITALY - ITL				
EQUITIES				
COMMON STOCK				
MISCELLANEOUS				
EUR ATLANTIA SPA EUR1 7667163	0 00 0 00 0	0 00 0 00 3,193 74	0 00 0 00 2,521.20 3,617 29	0 00 0 00 0 00 0 00
EUR LOTTOMATICA SPA EUR1 7528378	0 00 0 00 0	0 00 0 00 721 97	0 00 0 00 569 94 817.72	0 00 0 00 0 00 0 00
TOTAL MISCELLANEOUS		0 00 0 00 3,915 71	0 00 0 00 3,091 14 4,435 01	0 00 0 00 0 00 0 00
ENERGY				
EUR ENI EUR1 7145056	0 00 0 00 0	0.00 0 00 13,800 64	0.00 0 00 10,894 50 15,630.88	0 00 0 00 0 00 0 00
TOTAL ENERGY		0 00 0 00 13,800 64	0 00 0 00 10,894 50 15,630 88	0 00 0 00 0 00 0 00
FINANCE				
EUR BANCO POPOLARE DI VERONA E NOVARA EUR3 6 7378261	0 00 0 00 0	0 00 0 00 2,941.40	0 00 0 00 2,322 00 3,331 49	0 00 0 00 0 00 0 00
EUR INTESA SANPAOLO SPA EURO 52 4076836	0 00 0 00 0	0 00 0 00 1,146 66	0 00 0 00 905 20 1,298 74	0 00 0.00 0 00 0 00

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** SECURITIES **	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOGAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
TOTAL FINANCE		0 00	0 00	0 00
		0 00	0 00	0 00
		4,088 06	3,227 20	0 00
			4,630 23	0 00
TOTAL COMMON STOCK		0 00	0 00	0 00
		0 00	0 00	0 00
		21,804 41	17,212 84	0 00
			24,696 12	0 00
TOTAL EQUITIES		0 00	0 00	0 00
		0 00	0 00	0 00
		21,804 41	17,212 84	0 00
			24,696 12	0 00
TOTAL ITALY		0 00	0 00	0 00
		0 00	0 00	0 00
		21,804 41	17,212 84	0 00
			24,696 12	0 00

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST		LOCAL MARKET VALUE		UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
		BASE	ACCRUAL	BASE	ACCRUAL	
NETHERLANDS - ANG						
EQUITIES						
COMMON STOCK						
MISCELLANEOUS						
EUR UNILEVER NV CVA EURO.16 B12T3J1	0 00 0 00 0	0 00 0 00	0 00 0 00	0 00 0 00	2,606 50 3,739 68	0 00 0 00 0 00
TOTAL MISCELLANEOUS		0.00 0 00		0 00 0 00	2,606 50 3,739 68	0 00 0 00
TOTAL COMMON STOCK		0 00 0 00		0 00 0 00	2,606 50 3,739 68	0 00 0 00
TOTAL EQUITIES		0 00 0 00		0 00 0 00	2,606 50 3,739 68	0 00 0 00
TOTAL NETHERLANDS		0 00 0 00		0 00 0 00	2,606.50 3,739 68	0 00 0 00

** SECURITIES **	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET
				CURRENCY
SWITZERLAND - CHF				
EQUITIES				
COMMON STOCK				
FINANCE				
COMPAGNIE FINANCIERE RICHEMONT AG	0 00	0 00	0 00	0 00
'A' CHF1(BR)EQUITY UNIT	0 00	0 00	0 00	0 00
7151116D	0		5,343 52	0 00
		4,266 45	5,169 06	0 00
TOTAL FINANCE		0 00	0 00	0 00
		0.00	0 00	0 00
			5,343 52	0.00
		4,266 45	5,169 06	0 00
TOTAL COMMON STOCK		0 00	0 00	0 00
		0 00	0 00	0 00
			5,343 52	0 00
		4,266 45	5,169 06	0 00
TOTAL EQUITIES		0 00	0 00	0 00
		0 00	0 00	0 00
			5,343 52	0 00
		4,266 45	5,169 06	0 00
TOTAL SWITZERLAND		0 00	0 00	0 00
		0 00	0 00	0 00
			5,343 52	0 00
		4,266 45	5,169 06	0 00
TOTAL SECURITIES		0 00	0 00	0 00
			33,604 86	0 00
				0 00

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* * SUMMARY * *	BASE COST	BASE MARKET VALUE	UNREALIZED GAIN(LOSS) TOTAL BASE MARKET CURRENCY
CASH	11,032 47	9,372 90	(1,659 57) -
RECEIVABLES	29,382 05	33,604 86	4,222 81 -
TOTAL NET ASSETS	40,414 52	42,977 78	2,563 24 0 00 <u>2,563 24</u>

WSSFR076 (8 05)

JPMorgan Chase Bank, N.A.
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	COST	% OF COST	MARKET VALUE	% OF MARKET
ASSETS				
CASH	1,000,580 88	1.57	1,000,580 89	1.35
SECURITIES	62,429,403 14	97.92	72,868,353 90	98.22
LONG FUTURES	0.00	0.00	0 00	0 00
PURCHASED OPTIONS	0.00	0 00	0 00	0 00
RECEIVABLES				
NET INTEREST	0 00	0 00	0 00	0 00
NET DIVIDENDS - PREFERRED STOCK	0 00	0 00	0 00	0 00
NET DIVIDENDS - COMMON STOCK	112,792.41	0.18	110,277 17	0.15
OTHER INCOME	0 00	0.00	0 00	0 00
OVERDUE INCOME	0 00	0 00	0 00	0 00
TAX RECLAIMS	209,568 27	0.33	211,379.97	0.28
SECURITIES	0.00	0.00	0 00	0.00
SPOT CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
FORWARD CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
SHORT SALES	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0.00	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0.00	0 00	0 00	0 00
OTHER RECEIVABLES	0.00	0 00	0 00	0 00
TOTAL RECEIVABLES	322,360 68	0 51	321,657.14	0 43
OTHER ASSETS	0 00	0 00	0 00	0 00
TOTAL ASSETS	63,752,344 70	100 00	74,190,591.93	100.00

	COST	% OF COST	MARKET VALUE	% OF MARKET
LIABILITIES				
PAYABLES				
SECURITIES	0 00	0 00	0 00	0 00
SPOT CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
FORWARD CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
ACCRUED EXPENSES	0 00	0 00	0 00	0 00
OTHER PAYABLES	0 00	0 00	0 00	0 00
TOTAL PAYABLES	0.00	0 00	0 00	0 00
SHORT SALES	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
SHORT FUTURES	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
OTHER LIABILITIES	0 00	0 00	0 00	0 00
TOTAL LIABILITIES	0 00	0 00	0 00	0 00
NET ASSETS	83,752,344 70	100 00	74,190,591 93	100 00

	CURRENT PERIOD		YEAR-TO-DATE
	AT COST	MARKET VALUE	MARKET VALUE
BEGINNING NET ASSETS	65,172,463 58	60,715,421 45	60,715,421 45
RECEIPTS			
CONTRIBUTIONS	0 00	0 00	0 00
OTHER RECEIPTS	1,142,497 95	1,142,497 95	1,142,497 95
EARNED INCOME	2,675,774 57	2,683,870 77	2,683,870 77
NET REALIZED GAIN(LOSS)	(2,900,634 65)	(2,900,634 65)	(2,900,634 65)
TOTAL RECEIPTS	817,837 87	925,734.07	925,734 07
DISBURSEMENTS			
BENEFIT PAYMENTS	0 00	0 00	0 00
OTHER DISBURSEMENTS	(2,337,756 75)	(2,337,756 75)	(2,337,756 75)
EXPENSES	0 00	0 00	0 00
TOTAL DISBURSEMENTS	(2,337,756 75)	(2,337,756.75)	(2,337,756 75)
NET UNREALIZED GAIN(LOSS) AS OF			
END OF PERIOD	10,438,950 77		
BEGINNING OF YEAR	(4,448,242 39)		
BEGINNING OF PERIOD	(4,448,242 39)		
CHANGE IN NET UNREALIZED GAIN(LOSS)		14,887,193 16	14,887,193 16
ENDING NET ASSETS	83,752,344 70	74,190,591 93	74,190,591.93

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	CURRENT PERIOD		YEAR-TO-DATE
	COST	MARKET VALUE	MARKET VALUE
BEGINNING CASH BALANCE	856,018 82	855,501 52	855,501 52
RECEIPTS			
CONTRIBUTIONS	0 00	0 00	0 00
OTHER RECEIPTS	1,142,497 95	1,142,497 95	1,142,497 95
NET INTEREST	395 46	395 46	395 46
NET DIVIDENDS - PREFERRED STOCK	0 00	0 00	0 00
NET DIVIDENDS - COMMON STOCK	2,502,870 60	2,502,870 60	2,502,870 60
OTHER INCOME	0 00	0 00	0 00
TAX RECLAIMS	73,140 96	73,140 96	73,140 96
SECURITIES	10,989,090 13	10,989,090 13	10,989,090 13
CURRENCY CONTRACTS	15,737,334 80	15,737,334 80	15,737,334 80
SHORT SALES	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00
TOTAL RECEIPTS	30,445,329 90	30,445,329 90	30,445,329 90
DISBURSEMENTS			
BENEFIT PAYMENTS	0 00	0 00	0 00
OTHER DISBURSEMENTS	(2,337,756 75)	(2,337,756 75)	(2,337,756 75)
EXPENSES	0 00	0 00	0 00
SECURITIES	(12,211,117 55)	(12,211,117 55)	(12,211,117 55)
CURRENCY CONTRACTS	(15,777,119 91)	(15,777,119 91)	(15,777,119 91)
SHORT SALES	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00
TOTAL DISBURSEMENTS	(30,325,994 21)	(30,325,994 21)	(30,325,994 21)
NET REALIZED CURRENCY GAIN(LOSS)	25,228 37	25,228 37	25,228 37
CHANGE IN NET UNREALIZED CURRENCY GAIN(LOSS)		515 31	515 31
ENDING CASH BALANCE	1,000,580 88	1,000,580 89	1,000,580 89

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	CURRENT PERIOD		YEAR-TO-DATE
	UNREALIZED GAIN(LOSS)	MARKET VALUE	MARKET VALUE
NET INTEREST			
INTEREST RECEIVED	-	395 46	395 46
TOTAL NET INTEREST	0.00	395 46	395 46
TOTAL NET INTEREST EARNED	0 00	395 46	395 46
NET DIVIDENDS - COMMON STOCK			
DIVIDENDS RECEIVED	-	2,468,885 48	2,468,885 48
TAX RECLAIMS RECEIVED	-	72,608 37	72,608 37
ACCRUED DIVIDENDS AT END OF PERIOD	(2,515 24)	110,277 17	110,277 17
ACCRUED DIVIDENDS AT BEGINNING OF PERIOD	2,939 81	(86,206 36)	(86,206 36)
TAX RECLAIMS AT END OF PERIOD	1,811 70	211,379 97	211,379 97
TAX RECLAIMS AT BEGINNING OF PERIOD	5,859 93	(127,987 03)	(127,987 03)
REALIZED CURRENCY EXCHANGE GAIN(LOSS)		34,517 71	34,517 71
TOTAL NET DIVIDENDS EARNED - COMMON STOCK	8,096 20	2,683,475 31	2,883,475.31
TOTAL EARNED INCOME	8,096 20	2,883,870 77	2,883,870 77

** CASH **	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	BASE COST	BASE MARKET VALUE	CURRENCY
	BASE ACCRUAL	LOCAL ACCRUAL BASE ACCRUAL	
<u>AUSTRALIAN DOLLAR</u> 1 111914			
AUSTRALIAN DOLLAR	0 01	0 01	-
	0 01	0 01	0 00
	0 00	0 00	
<u>EURO</u> 0 696986			
EURO	1 73	1 73	-
	2 47	2 48	0 01
	0.00	0 00	
<u>JAPANESE YEN</u> 93 095000			
JAPANESE YEN	3	3	-
	0 03	0 03	0 00
	0 00	0 00	
<u>SWISS FRANC</u> 1 033750			
SWISS FRANC	0 02	0 02	-
	0 02	0 02	0 00
	0 00	0 00	
<u>U S DOLLAR</u>			
U. S DOLLAR	1,000,578 35	1,000,578 35	0 00
		0 00	
TOTAL CASH	1,000,580 88	1,000,580 89	0 01
		0 00	

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL -	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL-ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
AUSTRALIAN DOLLAR	1 111914			
EQUITIES				
COMMON STOCK				
AMCOR ORD NPV 6066608	5.4168 6 23 205,739	1,114,453 92 693,530 07 0 00	1,281,753 97 1,152,745 43 0 00 0.00	167,300 05 459,215 36 150,461 30 308,754 06
FOSTERS GROUP ORD NPV 6349268	4.9079 5 50 289,948	1,423,024 66 747,868 90 0 00	1,594,714 00 1,434,206 04 0 00 0 00	171,689 34 686,337.14 154,408.82 531,928 32
NATIONAL AUSTRALIA BANK NPV 6624608	24 2784 27 40 8,030	194,955 61 138,239.71 0.00	220,022 00 197,876 79 0 00 0 00	25,066.39 59,637 08 22,543 46 37,093 62
QBE INSURANCE GROUP NPV 6715740	23 1593 25 60 69,973	1,620,527 10 1,462,053 29 0 00	1,791,308 80 1,611,013 57 0 00 0 00	170,781 70 148,960 28 153,592 53 (4,632 25)
TELSTRA CORPORATION NPV 6087289	3.3634 3 43 713,147	2,398,614.16 1,776,804 36 0 00	2,446,094 21 2,199,894 83 0 00 0 00	47,480 05 423,090 47 42,701.18 380,389 29
WESFARMERS ORD NPV 6948836	23 7966 31,27 53,575	1,274,902 33 928,440 60 0 00	1,675,290 25 1,506,672 29 0.00 0 00	400,387 92 578,231 69 360,088 87 218,142 82
TOTAL COMMON STOCK		8,028,477.78 5,746,936 93 0 00	9,009,183.23 8,102,408 95 0 00 0 00	982,705 45 2,355,472 02 883,796 16 1,471,675 86
TOTAL EQUITIES		8,026,477 78 5,746,936 93 0 00	9,009,183 23 8,102,408.95 0 00 0 00	982,705 45 2,355,472 02 883,796 16 1,471,675 86

WSJ-9576 (8-09)

JPMorgan Chase Bank, N.A.
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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL ACCRUAL	TOTAL BASE
			BASE ACCRUAL	MARKET CURRENCY
TOTAL AUSTRALIAN DOLLAR		8,026,477 78	9,009,183 23	982,705 45
		5,746,936 93	8,102,408 95	2,355,472 02
			0 00	883,796 16
		0 00	0 00	1,471,675 86

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JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
BRITISH POUND O 819253				
EQUITIES				
COMMON STOCK				
AVIVA ORD GBPO 25 O216238	4 3359 3 979 73,491	318,646 84 546,842 34 0 00	292,420 69 472,215 55 0 00	(26,226 15) (74,626 79) (42,351 29) (32,275 50)
BG GROUP ORD GBPO 10 O876289	2 6155 11 22 69,407	181,535 50 262,224 53 0 00	778,746 54 1,257,558 85 0 00	597,211 04 995,334 32 964,406 25 30,928 07
BP ORD USDO 25 O798059	5 2167 6 00 237,241	1,237,620 54 2,080,295 46 0 00	1,423,446 00 2,298,651 78 0 00	195,825 46 218,356 32 300,080 24 (81,723.92)
COMPASS GROUP ORD GBPO 10 O533153	3 0167 4 452 203,401	613,594 99 1,087,224.65 0 00	905,541 25 1,462,313 29 0 00	291,946 26 375,088 64 471,449 41 (96,360 77)
GLAXOSMITHKLINE ORD GBPO 25 O925288	11 6088 13 195 115,730	1,343,485 83 2,380,741 32 28,778 63	1,527,057 35 2,465,968 57 17,359 53 28,033 03	183,571 52 85,227 25 296,440 48 (211,213 23)
UNILEVER ORD GBPO O31111 B10RZP7	12 5609 19 94 69,556	873,687 63 1,622,918.19 0 00	1,386,946 64 2,239,710 79 0 00	513,259 01 616,792 60 828,836 31 (212,043 71)
VODAFONE GROUP ORD USDO 11428571 B16GWDS	1.3381 1 437 787,564	1,053,841 36 1,745,198 60 35,112 44	1,131,729 47 1,827,573 34 20,949 52 33,830 33	77,888 11 82,374 74 125,777 60 (43,402.86)
TOTAL COMMON STOCK		5,822,412 69 9,725,445 09 63,891 07	7,445,887.94 12,023,992 17 38,309 05 61,863 36	1,823,475 25 2,298,547 08 2,944,639 00 (646,091 92)

W5-39576 (B US)

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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
TOTAL EQUITIES		5,622,412.69	7,445,887.94	1,823,475.25
		9,725,445.09	12,023,992.17	2,298,547.08
			38,309.05	2,944,639.00
		63,891.07	61,863.36	(646,091.92)
TOTAL BRITISH POUND		5,622,412.69	7,445,887.94	1,823,475.25
		9,725,445.09	12,023,992.17	2,298,547.08
			38,309.05	2,944,639.00
		63,891.07	61,863.36	(646,091.92)

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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LDSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL ACCRUAL	TOTAL BASE MARKET CURRENCY
EURO 0 896986				
EQUITIES				
COMMON STOCK				
BANCO SANTANDER SA EURO 50 5705946	11 2352 11 55 77,288	868,346 97 958,194 99 2,431 32	892,676 40 1,280,767 46 1,573 38 2,257 40	24,329 43 322,572 47 34,906 65 287,665.82
CARREFOUR EUR2 5 5641567	37 4365 33 56 46,275	1,732,372 86 2,299,345 26 0 00	1,552,989 00 2,228,150 96 0 00 0 00	(179,383 86) (71,194 30) (257,370 98) 186,176 68
COMPAGNIE DE ST-GOBAIN EUR4 7380482	30 5327 38 07 24,771	756,326 21 857,250 56 0 00	943,031 97 1,353,015 11 0 00 0 00	186,705 76 495,764 55 267,876 09 227,888 46
DEUTSCHE TELEKOM AG NPV(REGD) 5842359	12 1879 10 34 114,900	1,400,393 54 1,886,755 05 28,248 20	1,188,066 00 1,704,577 69 18,163 71 26,060 38	(212,327 54) (182,177 36) (304,636 94) 122,459 58
FORTIS NPV 7266139	16 0439 2 623 84,125	1,349,695 32 1,779,742 46 0 00	220,659 88 316,591 76 0 00 0 00	(1,129,035 44) (1,463,150 70) (1,619,883 58) 156,732 88
FORTIS NPV VVPR STRIP 7266151	0 0065 0 002 36,566	237 24 337 46 0 00	73 13 104 92 0 00 0 00	(164 11) (232 54) (235 46) 2 92
FRANCE TELECOM EUR4 5176177	16 5784 17 43 67,886	1,125,438 90 1,481,133 74 0 00	1,183,252 98 1,697,672 21 0 00 0.00	57,814 08 216,538 47 82,948 76 133,589 71
GDF SUEZ VVPR STRIP 8389KQ2	0 00 0 001 12,579	0 00 0 00 0 00	12 58 18 05 0 00 0 00	12 58 18 05 18 05 0 00

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* * SECURITIES * *

	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
SHARES/PAR			LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
IBERDROLA SA EURO 75 B288C92	4 9266 6 67 238,392	1,174,459 78 1,359,188 54 4,128 87	1,590,074 64 2,281,359 58 2,839 02 4,073 28	415,614 86 922,171 04 596,303 41 325,867 63
IBERDROLA SA EUR3 4424640	0 00 0 00 0	0 00 0 00 907 88	0 00 0 00 666 16 955 77	0 00 0 00 0 00 0 00
ING GROEP N V CVA EURO 24 7154182	10 9533 6 90 105,184	1,152,117 05 1,318,489.85 0 00	725,769 60 1,041,297 93 0 00 0 00	(426,347 45) (277,191 92) (611,701 99) 334,510 07
INTESA SANPAOLO SPA EURO 52 4076836	2 3779 3.15 281,278	668,864.60 649,708 16 40,506.90	886,025 70 1,271,225 37 29,592 11 42,457 28	217,161.10 621,517 21 311,571 89 309,945 32
REED ELSEVIER NV EURO 07 4148810	11 7600 8 601 98,244	1,155,349 63 1,384,914 24 0 00	844,996 64 1,212,358 92 0 00 0 00	(310,352 99) (172,555 32) (445,278 97) 272,723 65
ROYAL DUTCH SHELL 'A'ORD EURO 07 B09CBL4	20 5344 21 10 73,101	1,501,085 70 1,552,768 12 9,339 88	1,542,431 10 2,213,003 01 6,394 87 9,175 04	41,345 40 660,234 89 59,320 32 600,914 57
RWE AG(NEU) NPV'A' 4768962	38 3714 68 23 25,325	971,754 95 1,045,702 58 71,650 09	1,727,924 75 2,479,140 03 50,701 88 72,744.52	756,169 80 1,433,437 45 1,084,914 63 348,522 82
SOCIETE GENERALE EUR1 25 5966516	60 6823 48 95 18,554	1,125,898 83 1,135,699 39 0 00	908,218 30 1,303,066 20 0 00 0 00	(217,680 53) 167,366 81 (312,317 14) 479,683 95
TELEFONICA SA EUR1 5732524	11 6734 19 52 76,785	896,338 25 1,038,421 63 3,866 83	1,498,843 20 2,150,465 27 2,534 07 3,635 76	602,504 95 1,112,043 64 864,443 97 247,599 67

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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL ACCRUAL	TOTAL BASE
				MARKET CURRENCY
TOTAL S A EUR2 5	42 3794	1,572,571 55	1,670,000 54	97,428 99
B15C557	45 005	1,487,805 45	2,396,033 27	908,227 82
	37,107	0 00	0 00	139,786 25
		0 00	0 00	768,441 57
UNICREDIT SPA EURO 50	3 9698	1,050,703 27	619,996 50	(430,706 77)
4232445	2 3425	1,012,908 12	889,539 98	(123,368 14)
	264,673	7,778 04	7,778 04	(617,956 52)
		11,009 43	11,159 54	494,588 38
UPM-KYMMENE OYJ NPV	16 6716	973,802 38	485,979 52	(487,822 86)
5051252	8 32	1,124,123 28	697,259 11	(426,864 17)
	58,411	0 00	0 00	(699,903 87)
		0 00	0 00	273,039 70
TOTAL COMMON STOCK		19,475,757 03	18,481,022 43	(994,734 80)
		22,372,488 88	26,515,646 83	4,143,157 95
		172,089 40	120,243 24	(1,427,195 43)
			172,518 97	5,570,353 38
TOTAL EQUITIES		19,475,757 03	18,481,022 43	(994,734 60)
		22,372,488 88	26,515,646 83	4,143,157 95
			120,243 24	(1,427,195 43)
		172,089 40	172,518 97	5,570,353 38
MISCELLANEOUS				
RIGHTS				
FORTIS DIVIDEND RIGHT SER'42'	0 00	0 00	0 00	0 00
B3DWV3	0 00	0 00	0 00	0 00
	84,125	0 00	0 00	0 00
		0 00	0 00	0 00
TOTAL RIGHTS		0 00	0 00	0 00
		0 00	0 00	0 00
		0 00	0 00	0 00
		0 00	0 00	0 00
TOTAL MISCELLANEOUS		0 00	0 00	0 00
		0 00	0 00	0 00
		0 00	0 00	0 00
		0 00	0 00	0 00

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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
TOTAL EURO		19,475,757 03	18,481,022 43	(994,734 60)
		22,372,488 88	26,515,646 83	4,143,157 95
			120,243 24	(1,427,195 43)
		172,089 40	172,518 97	5,570,353 38

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** SECURITIES **	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL ACCRUAL	TOTAL BASE MARKET CURRENCY
HONG KONG DOLLAR 7 754050				
EQUITIES				
COMMON STOCK				
HONG KONG ELECTRIC HLDGS HKD1 6435327	37 4515 42 20 164,500	6,160,767 80 794,479 89 0 00	6,941,900.00 895,261 19 0 00	781,132 20 100,781.30 100,738 62 42 68
WHARF(HLDGS) HKD1 6435576	21 4093 44 75 98,250	2,103,464 83 269,646 40 0 00	4,396,687 50 567,018 20 0 00	2,293,222 67 297,371 80 295,745 14 1,626 66
TOTAL COMMON STOCK		8,264,232 63 1,064,126 29 0 00	11,338,587 50 1,462,279 39 0 00	3,074,354 87 398,153 10 396,483 76 1,669 34
TOTAL EQUITIES		8,264,232 63 1,064,126 29 0 00	11,338,587 50 1,462,279 39 0 00	3,074,354 87 398,153 10 396,483 76 1,669 34
TOTAL HONG KONG DOLLAR		8,264,232 63 1,064,126 29 0 00	11,338,587 50 1,462,279 39 0 00	3,074,354 87 398,153 10 396,483 76 1,669 34

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
JAPANESE YEN 93 095000				
EQUITIES				
COMMON STOCK				
ASTELLAS PHARMA INC NPV 6985383	4,430 8252 3,460 00 44,200	195,842,472 1,789,865 01 0 00	152,932,000 1,642,752 03 0 0 00	(42,910,472) (147,112 98) (460,932 08) 313,819.10
CANON INC NPV 6172323	3,007 6866 3,910 00 51,300	154,294,325 1,418,244 42 30,785 60	200,583,000 2,154,605 51 2,821,500 30,307 75	46,288,675 736,361 09 497,219 78 239,141.31
KAO CORP NPV 6483809	3,034 4562 2,175 00 80,100	243,059,942 2,117,265 58 0 00	174,217,500 1,871,394 81 0 0 00	(68,842,442) (245,870.77) (739,485 93) 493,615 16
KDDI CORPORATION NPV 6248990	555,755 6653 493,000.00 236	131,158,337 1,214,645 42 0 00	116,348,000 1,249,777.11 0 0 00	(14,810,337) 35,131 69 (159,088 43) 194,220 12
NITTO DENKO CORP NPV 6641801	4,143 4254 3,320 00 19,500	80,796,795 716,218 44 0 00	64,740,000 695,418 66 0 0 00	(16,056,795) (20,799 78) (172,477 52) 151,677 74
SEKISUI HOUSE NPV 6793906	1,036 6041 839 00 61,000	63,232,852 589,252 51 0 00	51,179,000 549,750 26 0 0 00	(12,053,852) (39,502 25) (129,479 05) 89,976 80
SEVEN & I HOLDINGS CO LTD NPV BOF55D6	2,637 2839 1,897 00 64,400	169,841,082 1,608,883 22 0 00	122,166,800 1,312,281 00 0 0 00	(47,674,282) (296,602 22) (512,103 58) 215,501 36
TAKEDA PHARMACEUTICAL CO NPV 6870445	4,966 0984 3,830 00 52,700	261,713,384 2,376,616 87 0 00	201,841,000 2,168,118 59 0 0 00	(59,872,384) (208,498 28) (643,132 12) 434,633 84

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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL-ACCRUAL	TOTAL BASE
			BASE ACCRUAL	MARKET CURRENCY
TOKIO MARINE HOLDINGS INC 6513126	3,283 5077 2,530 00 45,700	150,056,302 1,288,147 44 0 00	115,621,000 1,241,967 88 0 00	(34,435,302) (46,179 56) (369,894 21) 323,714 65
TOYOTA MOTOR CORP NPV 6900643	3,969 0976 3,880 00 30,500	121,057,477 1,118,763 81 0 00	118,340,000 1,271,174 61 0 00	(2,717,477) 152,410 80 (29,190 36) 181,601 16
WEST JAPAN RAILWAY CO NPV 6957995	496,028 0976 312,000 00 164	81,348,608 711,171 29 0 00	51,168,000 549,632 10 0 0.00	(30,180,608) (161,539 19) (324,191 50) 162,652 31
TOTAL COMMON STOCK		1,652,401,578 14,949,074 01 30,785 60	1,369,136,300 14,706,872 56 2,821,500 30,307 75	(283,265,278) (242,201 45) (3,042,755 00) 2,800,553 55
TOTAL EQUITIES		1,652,401,578 14,949,074.01 30,785 60	1,369,136,300 14,706,872 56 2,821,500 30,307 75	(283,265,276) (242,201 45) (3,042,755 00) 2,800,553 55
TOTAL JAPANESE YEN		1,652,401,578 14,949,074 01 30,785 60	1,369,136,300 14,706,872 56 2,821,500 30,307.75	(283,265,276) (242,201 45) (3,042,755 00) 2,800,553 55

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** SECURITIES **	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE SHARES/PAR	BASE COST BASE ACCRUAL	BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	LOCAL TOTAL BASE MARKET CURRENCY
NEW ZEALAND DOLLAR	1 374287			
EQUITIES				
COMMON STOCK				
TELECOM CORP OF NEW ZEALAND NPV 6881436	5 7478 2 50 262.457	1,508,558 11 729,436 77 1,475 53	656,142 50 477,442 09 2,362 11 1,718 79	(852,415 61) (251,994 68) (620,260 22) 368,265 54
TOTAL COMMON STOCK		1,508,558 11 729,436 77 1,475 53	656,142 50 477,442 09 2,362 11 1,718 79	(852,415 61) (251,994 68) (620,260 22) 368,265 54
TOTAL EQUITIES		1,508,558 11 729,436 77 1,475 53	656,142 50 477,442 09 2,362 11 1,718 79	(852,415 61) (251,994 68) (620,260 22) 368,265 54
TOTAL NEW ZEALAND DOLLAR		1,508,558 11 729,436 77 1,475 53	656,142 50 477,442 09 2,362 11 1,718 79	(852,415 61) (251,994 68) (620,260 22) 368,265 54

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SINGAPORE DOLLAR 1 403950				
EQUITIES				
COMMON STOCK				
OVERSEA-CHINESE BANKING CORP SGDO 50 BOF9V20	4 4398 9 10 127,515	566,137 08 336,391 77 0 00	1,160,386 50 826,515 55 0 00	594,249 42 490,123 78 423,269 66 66,854 12
SINGAPORE TELECOMMUNICATIONS NPV(BOARD L BO2PY22	3 0062 3 11 410,000	1,232,543 31 843,621.98 18,115 74	1,275,100 00 908,223 23 25,420 00 18,106 06	42,556 69 64,601 25 30,312 12 34,289 13
UNITED OVERSEAS BANK SGD1 6916781	11 5145 19 70 73,000	840,557 73 555,276 66 0 00	1,438,100 00 1,024,324 23 0 00 0 00	597,542 27 469,047 57 425,615 07 43,432 50
TOTAL COMMON STOCK		2,639,238 12 1,735,290 41 18,115 74	3,873,586 50 2,759,063 01 25,420 00 18,106 06	1,234,348 38 1,023,772 60 879,196 85 144,575 75
TOTAL EQUITIES		2,639,238 12 1,735,290 41 18,115 74	3,873,586 50 2,759,063 01 25,420 00 18,106 06	1,234,348 38 1,023,772 60 879,196 85 144,575 75
TOTAL SINGAPORE DOLLAR		2,639,238 12 1,735,290 41 18,115 74	3,873,586 50 2,759,063 01 25,420 00 18,106 06	1,234,348 38 1,023,772 60 879,196 85 144,575 75

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL-ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SOUTH AFRICAN RAND	7 363750			
EQUITIES				
COMMON STOCK				
SASOL NPV	297 2123	4,675,743 33	4,688,136 00	12,392 67
6777450	298 00	633,226 34	636,650 62	3,424 28
	15,732	0 00	0 00	1,682 93
		0 00	0 00	1,741 35
TOTAL COMMON STOCK		4,875,743.33	4,688,136 00	12,392 67
		633,226 34	636,650 62	3,424 28
		0 00	0.00	1,682 93
		0 00	0 00	1,741 35
TOTAL EQUITIES		4,875,743 33	4,688,136 00	12,392 67
		633,226 34	636,650 62	3,424 28
		0 00	0.00	1,682 93
		0 00	0 00	1,741 35
TOTAL SOUTH AFRICAN RAND		4,875,743 33	4,688,136 00	12,392 67
		633,226 34	636,650 62	3,424 28
		0 00	0 00	1,682 93
		0 00	0 00	1,741 35

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL-ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SWISS FRANC 1 033750				
EQUITIES				
COMMON STOCK				
NOVARTIS AG CHFO 50(REGD) 7103065	67 2476 56 50 47,181	3,172,807 89 2,595,319 34 36,003 34	2,665,726 50 2,578,695 53 38,395 76 37,142 21	(507,081 39) (16,623 81) (490,526 14) 473,902.33
ZURICH FINANCIAL SERVICES AG CHFO 10 5983816	238 9546 226.50 4,799	1,146,742 98 1,120,213 07 0 00 0 00	1,086,973 50 1,051,485 85 0 00 0 00	(59,769 48) (68,727 22) (57,818 12) (10,909 10)
TOTAL COMMON STOCK		4,319,550 87 3,715,532 41	3,752,700 00 3,630,181 38 38,395 76 37,142 21	(568,850 87) (85,351 03) (548,344 26) 462,993 23
TOTAL EQUITIES		4,319,550 87 3,715,532 41 36,003 34	3,752,700 00 3,630,181 38 38,395 76 37,142 21	(566,850 87) (85,351 03) (548,344 26) 462,993 23
TOTAL SWISS FRANC		4,319,550 87 3,715,532 41 36,003 34	3,752,700 00 3,630,181 38 38,395 76 37,142 21	(566,850.87) (85,351 03) (548,344 26) 462,993 23

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SECURITIES	UNIT COST MARKET-PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED-GAIN(LOSS)
U S DOLLAR				
EQUITIES				
COMMON STOCK				
JARDINE MATHESON HLDGS ORD USDO 25 6472119	5 7520 30 18 26,200	150,703 37	790,716 00 0 00	640,012 63
TOTAL COMMON STOCK		150,703.37	790,716 00 0 00	640,012 63
ADR				
CHUNGHWA TELECOM ADR EACH REPR 10 ORD TW 171330403	17 4840 18 57 33,770	590,435 03	627,108 90 0 00	36,673 87
TAIWAN SEMICONDUCTOR MANUFACTURING ADS E INTO 5 ORD SHS 874039100	10 2387 11 44 99,300	1,016,707 61	1,135,992 00 0 00	119,284 39
TOTAL ADR		1,607,142 64	1,763,100 90 0 00	155,958 28
TOTAL EQUITIES		1,757,846 01	2,553,816 90 0 00	795,970 89
TOTAL U. S DOLLAR		1,757,846 01	2,553,816 90 0 00	795,970 89
TOTAL SECURITIES		82,429,403 14	72,868,353 90 321,657.14	10,438,950 76 263,214 68 10,175,736 08

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* * SUMMARY * *	BASE COST	BASE MARKET VALUE	UNREALIZED GAIN(LOSS) TOTAL BASE MARKET CURRENCY
CASH	1,000,580 88	1,000,580 89	0 01 -
SECURITIES	62,429,403 14	72,868,353 90	10,438,950 76 263,214 68 10,175,736 08
RECEIVABLES	322,360 68	321,657 14	(703 54) -
TOTAL NET ASSETS	63,752,344 70	74,190,591 93	10,438,247 23 263,214 68 10,175,032 55

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	COST	% OF COST	MARKET VALUE	% OF MARKET
ASSETS				
CASH	4,946,752 65	7.91	4,946,756 50	6.91
SECURITIES	58,381,576 54	93.40	67,488,068 89	94.24
LONG FUTURES	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
RECEIVABLES				
NET INTEREST	0 00	0 00	0 00	0 00
NET DIVIDENDS - PREFERRED STOCK	233 60	0 00	233 60	0 00
NET DIVIDENDS - COMMON STOCK	47,822 42	0 08	47,783 35	0 07
OTHER INCOME	0 00	0 00	0 00	0 00
OVERDUE INCOME	0 00	0 00	0 00	0 00
TAX RECLAIMS	171,991.34	0.28	172,853 07	0 24
SECURITIES	42,793 54	0 07	42,669 49	0 06
SPOT CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
FORWARD CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
SHORT SALES	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
OTHER RECEIVABLES	0 00	0 00	0 00	0 00
TOTAL RECEIVABLES	262,840 90	0 42	263,539.51	0 37
OTHER ASSETS	0.00	0 00	0 00	0 00
TOTAL ASSETS	63,591,170.09	101 74	72,698,364 90	101 52

	COST	% OF COST	MARKET VALUE	% OF MARKET
LIABILITIES				
PAYABLES				
SECURITIES	(1,087,421 92)	(1 74)	(1,088,237 16)	(1 52)
SPOT CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
FORWARD CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
ACCRUED EXPENSES	0 00	0 00	0 00	0 00
OTHER PAYABLES	0 00	0 00	0 00	0 00
TOTAL PAYABLES	(1,087,421 92)	(1.74)	(1,088,237 16)	(1 52)
SHORT SALES	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
SHORT FUTURES	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
OTHER LIABILITIES	0 00	0 00	0 00	0 00
TOTAL LIABILITIES	(1,087,421 92)	(1.74)	(1,088,237 16)	(1 52)
NET ASSETS	82,503,748 17	100 00	71,810,127 74	100 00

W55252/03 (8.05)

JPMorgan Chase Bank, N.A.
Chase MetroTech Center
Brooklyn, NY 11245



	CURRENT PERIOD		YEAR-TO-DATE
	COST	MARKET VALUE	MARKET VALUE
BEGINNING NET ASSETS	69,666,267.79	52,634,923.20	52,634,923.20
RECEIPTS			
CONTRIBUTIONS	0.00	0.00	0.00
OTHER RECEIPTS	(157.05)	(157.05)	(157.05)
EARNED INCOME	1,202,370.65	1,211,367.14	1,211,367.14
NET REALIZED GAIN(LOSS)	(7,149,633.14)	(7,149,633.14)	(7,149,633.14)
TOTAL RECEIPTS	(5,947,419.54)	(5,938,423.05)	(5,938,423.05)
DISBURSEMENTS			
BENEFIT PAYMENTS	0.00	0.00	0.00
OTHER DISBURSEMENTS	(1,215,090.04)	(1,215,090.04)	(1,215,090.04)
EXPENSES	(10.04)	(10.04)	(10.04)
TOTAL DISBURSEMENTS	(1,215,100.08)	(1,215,100.08)	(1,215,100.08)
NET UNREALIZED GAIN(LOSS) AS OF			
END OF PERIOD	9,105,556.91		
BEGINNING OF YEAR	(17,023,170.76)		
BEGINNING OF PERIOD	(17,023,170.76)		
CHANGE IN NET UNREALIZED GAIN(LOSS)		26,128,727.67	26,128,727.67
ENDING NET ASSETS	62,503,748.17	71,810,127.74	71,810,127.74

WS319976 (10/09)

JPMorgan Chase Bank, N.A.
Chase MetroTech Center
Brooklyn, NY 11245



	CURRENT PERIOD		YEAR-TO-DATE
	COST	MARKET VALUE	MARKET VALUE
BEGINNING CASH BALANCE	5,129,324.48	5,129,324.48	5,129,324.48
RECEIPTS			
CONTRIBUTIONS	0.00	0.00	0.00
OTHER RECEIPTS	(157.05)	(157.05)	(157.05)
NET INTEREST	195.61	195.61	195.61
NET DIVIDENDS - PREFERRED STOCK	31,430.25	31,430.25	31,430.25
NET DIVIDENDS - COMMON STOCK	1,158,626.46	1,158,626.46	1,158,626.46
OTHER INCOME	0.00	0.00	0.00
TAX RECLAIMS	15,402.88	15,402.88	15,402.88
SECURITIES	66,146,358.51	66,146,358.51	66,146,358.51
CURRENCY CONTRACTS	90,763,105.31	90,763,105.31	90,763,105.31
SHORT SALES	0.00	0.00	0.00
REVERSE REPURCHASE AGREEMENTS	0.00	0.00	0.00
VARIATION MARGIN	0.00	0.00	0.00
PURCHASED OPTIONS	0.00	0.00	0.00
WRITTEN OPTIONS	0.00	0.00	0.00
TOTAL RECEIPTS	158,114,981.97	158,114,981.97	158,114,981.97
DISBURSEMENTS			
BENEFIT PAYMENTS	0.00	0.00	0.00
OTHER DISBURSEMENTS	(1,215,090.04)	(1,215,090.04)	(1,215,090.04)
EXPENSES	(10.04)	(10.04)	(10.04)
SECURITIES	(66,207,902.69)	(66,207,902.69)	(66,207,902.69)
CURRENCY CONTRACTS	(90,868,490.51)	(90,868,490.51)	(90,868,490.51)
SHORT SALES	0.00	0.00	0.00
REVERSE REPURCHASE AGREEMENTS	0.00	0.00	0.00
VARIATION MARGIN	0.00	0.00	0.00
PURCHASED OPTIONS	0.00	0.00	0.00
WRITTEN OPTIONS	0.00	0.00	0.00
TOTAL DISBURSEMENTS	(158,291,493.28)	(158,291,493.28)	(158,291,493.28)
NET REALIZED CURRENCY GAIN(LOSS)	(6,040.50)	(6,040.50)	(6,040.50)
CHANGE IN NET UNREALIZED CURRENCY GAIN(LOSS)		3.85	3.85
ENDING CASH BALANCE	4,948,752.85	4,948,756.50	4,948,758.50

WSR5070 (B US)

JPMorgan Chase Bank, N.A.
Chase MetroTech Center
Brooklyn, NY 11245



	CURRENT-PERIOD		YEAR-TO-DATE
	UNREALIZED GAIN(LOSS)	MARKET VALUE	MARKET VALUE
NET INTEREST			
INTEREST RECEIVED	-	199 37	199 37
REALIZED CURRENCY EXCHANGE GAIN(LOSS)	-	(3 76)	(3 76)
TOTAL NET INTEREST	0 00	195 61	195 61
TOTAL NET INTEREST EARNED	0 00	195 61	195 61
NET DIVIDENDS - PREFERRED STOCK			
DIVIDENDS RECEIVED	-	31,430 25	31,430 25
ACCRUED DIVIDENDS AT END OF PERIOD	0 00	233 60	233 60
ACCRUED DIVIDENDS AT BEGINNING OF PERIOD	0 00	(7,338 48)	(7,338 48)
TOTAL NET DIVIDENDS EARNED - PREFERRED STOCK	0 00	24,325 37	24,325 37
NET DIVIDENDS - COMMON STOCK			
DIVIDENDS RECEIVED	-	1,150,922 05	1,150,922 05
TAX RECLAIMS RECEIVED	-	16,811 77	16,811 77
ACCRUED DIVIDENDS AT END OF PERIOD	(39 07)	47,783 35	47,783 35
ACCRUED DIVIDENDS AT BEGINNING OF PERIOD	337 78	(62,046 09)	(62,046 09)
TAX RECLAIMS AT END OF PERIOD	861 73	172,853 07	172,853 07
TAX RECLAIMS AT BEGINNING OF PERIOD	7,836 05	(145,773 51)	(145,773 51)
REALIZED CURRENCY EXCHANGE GAIN(LOSS)	-	6,295 52	6,295 52
TOTAL NET DIVIDENDS EARNED - COMMON STOCK	8,998 49	1,186,846 16	1,186,846 16
TOTAL EARNED INCOME	8,998 49	1,211,367 14	1,211,367 14

WSF9576 (8 05)

JPMorgan Chase Bank, N.A.
Chase MetroTech Center
Brooklyn, NY 11245



* * CASH * *	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	BASE COST	BASE MARKET VALUE	CURRENCY
	BASE ACCRUAL	LOCAL-ACCRUAL BASE ACCRUAL	
<u>CANADIAN DOLLAR 1 048350</u>			
CANADIAN DOLLAR	74 25 70 74 0 00	74 25 70 83 0 00 0 00	- 0 09
<u>EURO 0 696986</u>			
EURO	3 11 4 46 0 00	3 11 4 46 0 00 0 00	- 0 00
<u>SOUTH KOREAN WON 1184 475000</u>			
SOUTH KOREA WON	4,392 00 0 01 0 00	4,392 00 3 77 0 00 0 00	- 3 76
<u>U S DOLLAR</u>			
U S DOLLAR	4,946,677 44	4,946,677 44 0 00	0 00
TOTAL CASH	4,946,752.85	4,946,756 50 0 00	3 85

WSPF9576 (8 05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL-ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
AUSTRALIAN DOLLAR	1 111914			
EQUITIES				
COMMON STOCK				
MISCELLANEOUS				
CSL NPV	32 1889 32 49 40,134	1,291,870 54 1,043,638 58 0 00	1,303,953 66 1,172,710 72 0 00 0 00	12,083 12 129,072 14 10,866 97 118,205 17
TOTAL MISCELLANEOUS		1,291,870 54 1,043,638 58 0 00	1,303,953 66 1,172,710 72 0 00 0 00	12,083 12 129,072 14 10,866 97 118,205 17
TOTAL COMMON STOCK		1,291,870 54 1,043,638 58 0 00	1,303,953 66 1,172,710 72 0 00 0 00	12,083 12 129,072 14 10,866 97 118,205 17
TOTAL EQUITIES		1,291,870 54 1,043,638 58 0 00	1,303,953 66 1,172,710 72 0 00 0 00	12,083 12 129,072 14 10,866 97 118,205 17
TOTAL AUSTRALIAN DOLLAR		1,291,870 54 1,043,638 58 0 00	1,303,953 66 1,172,710 72 0 00 0 00	12,083 12 129,072 14 10,866 97 118,205 17

WSFF5576 (8.05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET
				CURRENCY
BRITISH POUND 0 619253				
EQUITIES				
COMMON STOCK				
MISCELLANEOUS				
RECKITT BENCKISER GROUP PLC ORD GBPO 10	26 6668 33 56 13,790	367,734 61 638,736 59	462,792 40 747,340 31	95,057 79 108,603 72 153,504 07 (44,900 35)
TOTAL MISCELLANEOUS		367,734 61 638,736 59	462,792 40 747,340 31	95,057 79 108,603 72 153,504 07 (44,900 35)
CAPITAL EQUIPMENT				
AUTONOMY CORP ORD GBPO 00333	13 1256 15 11 31,397	412,104 61 678,438 60	474,408 67 766,098 84	62,304 06 87,660 24 100,611 71 (12,951 47)
COMPASS GROUP ORD GBPO 10	4 2624 4 452 95,273	406,091 34 665,613 30	424,155 40 684,947 35	18,064 06 19,334 05 29,170 74 (9,836 69)
TOTAL CAPITAL EQUIPMENT		818,195 95 1,344,051 90	898,564 07 1,451,046 19	80,388 12 106,994 29 129,782 45 (22,788 16)
FINANCE				
HSBC HLDGS ORD USDO 50	6 8364 7 088 217,852	1,489,331 14 2,461,056 01 USD 16,967 54	1,544,134 98 2,493,546 38 16,967 54 16,967 54	54,803 84 32,490 37 88,499 98 (56,009 61)
STANDARD CHARTERED ORD USDO 50	14 7750 15 75 28,584	422,329 04 697,200 58 USD 0 00	450,198 00 727,002 24 0 00 0 00	27,868 96 29,801 66 45,004 19 (15,202 53)

WSSF8576 (8 05)

JPMorgan Chase Bank, N.A
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 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
		BASE COST	BASE MARKET VALUE	LOCAL TOTAL BASE MARKET CURRENCY
		BASE ACCRUAL	LOCAL ACCRUAL BASE ACCRUAL	
TOTAL FINANCE		1,911,860 18 3,158,256 59 16,967 54	1,994,332.98 3,220,548 62 0 00 16,967 54	82,672 80 62,292 03 133,504 17 (71,212 14)
SERVICES				
TESCO ORD GBPO 05	3 4741 4 28 102,939	357,622 57 586,288 86 0 00	440,578 92 711,468 87 0 00 0 00	82,956 35 125,180 01 133,962 08 (8,782 07)
TOTAL SERVICES		357,622 57 586,288 86 0 00	440,578 92 711,468 87 0 00 0 00	82,956 35 125,180 01 133,962 08 (8,782 07)
TOTAL COMMON STOCK		3,455,213 31 5,727,333 94 16,967.54	3,796,268 37 6,130,403 99 0 00 16,967 54	341,055 06 403,070 05 550,752 77 (147,682 72)
TOTAL EQUITIES		3,455,213 31 5,727,333 94 16,967 54	3,796,268 37 6,130,403 99 0 00 16,967 54	341,055 06 403,070 05 550,752 77 (147,682 72)
TOTAL BRITISH POUND		3,455,213 31 5,727,333 94 16,967 54	3,796,268 37 6,130,403 99 0 00 16,967 54	341,055.06 403,070 05 550,752 77 (147,682.72)

WSSFD576 (8.05)

JPMorgan Chase Bank, N.A.
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 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL-ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
DANISH KRONE 5 186250				
EQUITIES				
COMMON STOCK				
CAPITAL EQUIPMENT				
VESTAS WIND SYSTEMS DKK1	309 1216 317 00 15,507	4,793,548 00 872,011.19 0 00	4,915,719 00 947,836 88 0 00	122,171 00 75,825 69 23,556 69 52,269 00
TOTAL CAPITAL EQUIPMENT		4,793,548 00 872,011 19 0 00	4,915,719 00 947,836 88 0 00	122,171 00 75,825 69 23,556 69 52,269 00
CONSUMER GOODS				
NOVO-NORDISK AS DKK1 SER'B'	330 7114 332 00 23,747	7,853,402 58 1,573,688 65 0 00	7,884,004 00 1,520,174 31 0 00	30,601 42 (53,514 34) 5,900 50 (59,414 84)
NOVOZYMES A/S SER'B'DKK10	462 8586 540 00 4,033	1,866,708 54 365,234 51 0 00	2,177,820 00 419,921 91 0 00	311,111 46 54,687 40 59,987 74 (5,300 34)
TOTAL CONSUMER GOODS		9,720,111.12 1,938,923 16 0.00	10,061,824 00 1,940,096 22 0 00	341,712 88 1,173 06 65,888 24 (64,715 18)
TOTAL COMMON STOCK		14,513,659 12 2,810,934 35 0 00	14,977,543 00 2,887,933 10 0 00	463,883 88 76,998 75 89,444 93 (12,446 18)
TOTAL EQUITIES		14,513,659 12 2,810,934 35 0 00	14,977,543 00 2,887,933 10 0 00	463,883 88 76,998 75 89,444 93 (12,446 18)

WSSJF9576 (8.05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
		BASE COST	BASE MARKET VALUE	LOCAL
		BASE ACCRUAL	LOCAL-ACCRUAL BASE ACCRUAL	TOTAL BASE MARKET CURRENCY
TOTAL DANISH KRONE		14,513,659 12 2,810,934 35 0 00	14,977,543 00 2,887,933 10 0 00 0 00	463,883 88 76,998 75 89,444 93 (12,446 18)

W55F9576 (B 05)

JPMorgan Chase Bank, N.A
 Chase MetroTech Center
 Brooklyn, NY 11245



** SECURITIES **	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL-ACCRUAL	TOTAL BASE
			BASE ACCRUAL	MARKET
				CURRENCY
EURO 0 896986				
EQUITIES				
COMMON STOCK				
MISCELLANEOUS				
TELEFONICA SA EUR1	18 0542 19 52 88,863	1,604,354 28 2,347,815 68 3,292 79	1,734,605.76 2,488,725 61 2,294 39 3,291 88	130,251 48 140,909 93 186,878 29 (45,968 36)
TOTAL MISCELLANEOUS		1,604,354.28 2,347,815 68 3,292 79	1,734,805 76 2,488,725 61 2,294 39 3,291 88	130,251.48 140,909 93 186,878 29 (45,968 36)
CAPITAL EQUIPMENT				
ALSTOM EUR7	61 5324 49 06 17,900	1,101,430 22 1,662,045 60 0 00	878,174 00 1,259,960 14 0 00 0 00	(223,256 22) (402,085 46) (320,316 87) (81,768.59)
CONTINENTAL AG NPV	0 00 0 00 0	0 00 0 00 26,269 22	0 00 0 00 16,793 49 24,094 46	0 00 0 00 0 00 0 00
GAMESA CORPORACION TECNOLOGICA SA ORD EU	0 00 0 00 0	0 00 0 00 135 28	0 00 0 00 86 54 124 16	0 00 0 00 0 00 0 00
HOCHTIEF AG NPV	0 00 0 00 0	0 00 0 00 2,730 57	0 00 0 00 2,024.97 2,905 33	0 00 0 00 0 00 0 00
INFINEON TECHNOLOGIES AG ORD NPV	3 0782 3 88 215,689	663,923 61 959,201 35 0 00	836,873 32 1,200,703 99 0 00 0 00	172,949 71 241,502 64 248,139 61 (6,636 97)

WSJF9576 (8 05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
SCHNEIDER ELECTRIC EURB	75 9039 81 78 11,589	879,650 73 1,290,632 81 0 00	947,748 42 1,359,782 04 0 00	68,097 69 69,149.23 97,703 19 (28,553 96)
TOTAL CAPITAL EQUIPMENT		2,845,004 58 3,911,879 76 29,135 07	2,882,795 74 3,820,446 17 18,905 00 27,123 95	17,791 18 (91,433 59) 25,525 93 (116,959 52)
CONSUMER GOODS				
ACCOR EUR3	33 6464 38 25 7,667	257,967 31 364,599 02 0 00	293,262 75 420,758 73 0 00	35,295 44 56,159 71 50,640 13 5,519 58
ANHEUSER-BUSCH INBEV NPV	27 0465 36 395 39,612	1,071,366 31 1,514,539 93 0 00	1,441,678 74 2,068,448 56 0 00	370,312 43 553,908 63 531,305 78 22,602 85
BAYERISCHE MOTOREN WERKE AG EUR1	0 00 0.00 0	0 00 0 00 1,654 12	0 00 0 00 1,216 71 1,745 67	0 00 0 00 0 00 0 00
INDUSTRIA DE DISENO TEXTIL SA EURO 15	42 9387 43.39 11,015	472,969.95 700,030 83 0 00	477,940 85 685,725 63 0.00 0 00	4,970 90 (14,305 20) 7,131 99 (21,437 19)
TOTAL CONSUMER GOODS		1,802,303 57 2,579,169 78 1,654 12	2,212,882.34 3,174,932 92 1,216 71 1,745 67	410,578 77 595,763 14 589,077.90 6,685 24
ENERGY				
ASML HOLDING NV EURO 09	14 8897 24 00 25,829	384,584 78 521,149 31 0 00	619,896 00 889,395 78 0 00	235,311 22 368,246.47 337,612 75 30,633 72

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



WSSJ0576 (8-05)

* * SECURITIES * *

	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
		BASE ACCRUAL	BASE ACCRUAL	
TOTAL ENERGY		384,584 78	619,898 00	235,311 22
		521,149 31	889,395 78	368,246 47
		0 00	0 00	337,612 75
		0 00	0 00	30,633 72
FINANCE				
BANCO BILBAO VIZCAYA ARGENTARIA SA EURO	10 4266 12 73 39,328	410,056 93 585,988 92 373 63	500,645 44 718,301 04 265 88 381 47	90,588 51 132,312 12 129,971 86 2,340 26
BNP PARIBAS EUR2	53.0653 55 90 8,752	464,427 78 681,106 23 0 00	489,236 80 701,932 50 0 00 0 00	24,809 02 20,826 27 35,594 75 (14,768 48)
COMMERZBANK AG ORD NPV	0 00 0 00 0	0 00 0 00 15,014 04	0 00 0 00 9,654 09 13,851 21	0 00 0 00 0 00 0 00
FIAT SPA EUR5	10 3229 10 25 74,933	773,523 99 1,148,578 60 0 00	768,063 25 1,101,978 74 0 00 0 00	(5,460 74) (46,599 86) (7,834 81) (38,765 05)
TOTAL FINANCE		1,648,008 70	1,757,945 49	109,936 79
		2,415,673 75	2,522,212 28	106,538 53
		15,387 67	9,919 97	157,731 80
			14,232 68	(51,193 27)
MATERIALS				
AKZO NOBEL NV EUR2	45 0411 46 40 16,439	740,429 91 1,094,549 28 369 46	762,769 60 1,094,383 68 250 25 359 05	22,339 69 (165 60) 32,051.86 (32,217 46)
BASF SE NPV	39 3925 43 74 39,775	1,566,835 70 2,312,745 06 0 00	1,739,758 50 2,496,118 50 0 00 0 00	172,922 80 183,373 44 248,100 99 (64,727 55)

MS-5145 (0 18 12)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
THYSSENKRUPP AG NPV	20 7826 26 58 21,324	443,167 79 631,831 98	566,791 92 813,204 70 0 00 0 00	123,624 13 181,372 72 177,369 72 4,003 00
TOTAL MATERIALS		2,750,433 40 4,039,126 32 369 46	3,069,320 02 4,403,706 88 250 25 359 05	318,888 82 364,580 56 457,522 57 (92,942 01)
SERVICES				
DAIMLER AG ORD NPV(REGD)	29 5918 37 17 50,388	1,491,072 05 2,096,612 01 0 00	1,872,921 96 2,687,174 77 0 00 0 00	381,849 91 590,562 76 547,859 15 42,703 61
METRO AG NPV	39 1376 42 90 17,322	677,941 72 974,981 97 0 00	743,113 80 1,066,182 52 0 00 0 00	65,172 08 91,200 55 93,505 60 (2,305 05)
PUBLICIS GROUPE SA EURO 40	28 8505 28 50 8,542	246,440 81 366,964.37 0 00	243,447 00 349,285 58 0 00 0 00	(2,993 81) (17,678 79) (4,295 37) (13,383 42)
TOTAL SERVICES		2,415,454.58 3,438,558.35 0 00	2,859,482 76 4,102,642 87 0 00 0 00	444,028 18 664,084 52 637,069 38 27,015 14
TOTAL COMMON STOCK		13,250,143 87 19,253,372.95 49,839 11	14,916,928 11 21,402,062 51 32,586 32 46,753 23	1,666,784.24 2,148,689 56 2,391,418 62 (242,729 06)
TOTAL EQUITIES		13,250,143 87 19,253,372 95 49,839 11	14,916,928 11 21,402,062 51 32,586 32 46,753 23	1,666,784 24 2,148,689 56 2,391,418 62 (242,729 06)

WSSJ 9576 (R 05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST		LOCAL MARKET VALUE		UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
		BASE	COST	BASE	MARKET VALUE	
		BASE ACCRUAL		LOCAL-ACCRUAL BASE ACCRUAL		
TOTAL EURO		13,250,143 87	19,253,372 95	14,916,928 11	21,402,062 51	1,666,784 24
			49,839 11		32,586 32	2,148,689.56
					46,753 23	2,391,418.62
						(242,729 06)

WSSP8576 (8 US)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



BASE CURRENCY USD

AS OF DECEMBER 31, 2009

* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL-ACCRUAL	TOTAL BASE
			BASE ACCRUAL	MARKET
				CURRENCY
HONG KONG DOLLAR 7.754050				
EQUITIES				
COMMON STOCK				
MISCELLANEOUS				
CHAODA MODERN AGRICULTURE HLDGS HKDO 10	8 2579 8 30 14,000	115,610 43 14,914 40	116,200 00 14,985 72 0 00 0 00	589 57 71 32 76 03 (4 71)
CNOOC HKDO 02	10 5427 12 20 462,500	4,875,977.05 626,137 04 0 00	5,642,500 00 727,684 24 0 00 0 00	766,522 95 101,547 20 98,854 51 2,692 69
TENCENT HLDGS LIMITED HKDO 0001	120 7036 168 50 21,700	2,619,268 35 337,941 10 0 00	3,656,450 00 471,553 58 0 00 0 00	1,037,181.65 133,612 48 133,759 99 (147 51)
TOTAL MISCELLANEOUS		7,810,855 83 978,992 54 0 00	9,415,150 00 1,214,223 54 0 00 0 00	1,804,294 17 235,231.00 232,690 53 2,540 47
CONSUMER GOODS				
ESPRIT HLDGS ORD HKDO 10	49 4218 51.75 200	9,884 35 1,275 36 24,917 26	10,350 00 1,334 79 193,110 00 24,904 40	465 65 59 43 60 06 (0 63)
TOTAL CONSUMER GOODS		9,884 35 1,275 36 24,917 26	10,350 00 1,334 79 193,110 00 24,904 40	465 65 59 43 60 06 (0 63)

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 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL ACCRUAL	TOTAL BASE MARKET CURRENCY
FINANCE				
CHEUNG KONG(HLDGS) HKDO 50	87 8990	9,932,582 66	11,333,900 00	1,401,317 34
	100 30	1,281,488 27	1,461,674 87	180,186 60
	113,000	0 00	0 00	180,720 69
		0 00	0 00	(534 09)
CHINA RESOURCES ENTERPRISE ORD HKD1	26 2682	2,731,895 15	2,948,400 00	216,504 85
	28 35	352,498.09	380,240 00	27,741 91
	104,000	0 00	0 00	27,921 52
		0 00	0 00	(179.61)
HANG LUNG PROPERTIES HKD1	22 3226	2,098,323 92	2,876,400 00	778,076 08
	30 60	270,741 63	370,954 53	100,212 90
	94,000	0 00	0 00	100,344 48
		0.00	0 00	(131.58)
TOTAL FINANCE		14,762,801 73	17,158,700 00	2,395,898 27
		1,904,727 99	2,212,869 40	308,141 41
		0 00	0 00	308,986 69
		0 00	0 00	(845 28)
TOTAL COMMON STOCK		22,383,541 91	26,584,200 00	4,200,658 09
		2,884,995 89	3,428,427 73	543,431 84
			193,110 00	541,737.28
		24,917 26	24,904 40	1,694 56
TOTAL EQUITIES		22,383,541 91	26,584,200 00	4,200,658 09
		2,884,995 89	3,428,427 73	543,431 84
			193,110 00	541,737.28
		24,917 26	24,904 40	1,694 56
TOTAL HONG KONG DOLLAR		22,383,541 91	26,584,200 00	4,200,658 09
		2,884,995 89	3,428,427 73	543,431 84
			193,110 00	541,737 28
		24,917 26	24,904 40	1,694 56

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL-ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
JAPANESE YEN 93 095000				
EQUITIES				
COMMON STOCK				
CAPITAL EQUIPMENT				
DAIKIN INDUSTRIES NPV	2,025 6066 3,660 00 17,800	36,055,797 350,446 24 0 00	65,148,000 699,801 28 0 00	29,092,203 349,355 04 312,500 15 36,854 89
TOTAL CAPITAL EQUIPMENT		38,055,797 350,446.24 0 00	65,148,000 699,801 28 0 00	29,092,203 349,355 04 312,500 15 36,854 89
CONSUMER GOODS				
HONDA MOTOR CO NPV	2,263 3418 3,110 00 20,800	47,077,509 495,125 17 1,688 51	64,688,000 694,860 09 154,752 1,662 30	17,610,491 199,734 92 189,166.91 10,568 01
NINTENDO CO NPV	22,976.8789 22,040 00 1,800	41,358,382 456,959 12 0 00	39,672,000 426,145 34 0 00	(1,686,382) (30,813 78) (18,114 64) (12,699 14)
TOTAL CONSUMER GOODS		88,435,891 952,084 29 1,688 51	104,360,000 1,121,005 43 154,752 1,662 30	15,924,109 168,921 14 171,052.27 (2,131.13)
FINANCE				
DAIWA SECURITIES GROUP INC NPV	519.7360 465 00 142,000	73,802,505 773,832 15 0 00	66,030,000 709,275 47 0 00	(7,772,505) (64,556 68) (83,490 06) 18,933 38
MIZUHO FINANCIAL GROUP NPV	188 7318 166 00 425,200	80,248,780 869,019 86 0 00	70,583,200 758,184 65 0 00	(9,665,580) (110,835 21) (103,824 90) (7,010 31)

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JPMorgan Chase Bank, N.A.
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** SECURITIES **	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET- CURRENCY
TOTAL FINANCE		154,051,285 1,642,852 01 0 00	138,613,200 1,467,460 12 0 0 00	(17,438,085) (175,391 89) (187,314 96) 11,923 07
MATERIALS				
SUMCO CORP NPV	1,758 8232 1,630 00 20,700	36,407,641 386,734 27 0 00	33,741,000 362,436 22 0 0 00	(2,666,641) (24,298 05) (28,644 30) 4,346 25
TOTAL MATERIALS		38,407,641 386,734 27 0 00	33,741,000 362,436 22 0 0 00	(2,666,641) (24,298 05) (28,644 30) 4,346 25
SERVICES				
FAMILYMART CO NPV	2,878 0910 2,745 00 22,400	64,469,238 701,785 63 0 00	61,488,000 660,486 60 0 0 00	(2,981,238) (41,299 03) (32,023 63) (9,275 40)
MARUBENI CORP NPV	389 4238 511 00 284,000	110,596,349 1,059,699 54 0 00	145,124,000 1,558,880 71 0 0 00	34,527,651 499,181 17 370,886 16 128,295 01
TOTAL SERVICES		175,065,587 1,761,485 17 0 00	208,612,000 2,219,367 31 0 0 00	31,546,413 457,882 14 338,862 53 119,019 61
TOTAL COMMON STOCK		490,016,201 5,093,601 98 1,688 51	546,474,200 5,870,070 36 154,752 1,662 30	56,457,999 776,468 38 606,455 69 170,012 69
TOTAL EQUITIES		490,016,201 5,093,601 98 1,688 51	546,474,200 5,870,070 36 154,752 1,662 30	56,457,999 776,468 38 606,455 69 170,012 69

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JPMorgan Chase Bank, N.A.
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* * SECURITIES * *

	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET
				CURRENCY
TOTAL JAPANESE YEN		490,016,201 5,093,601 98 1,688 51	546,474,200 5,870,070 36 154,752 1,662 30	56,457,999 776,468 38 606,455 69 170,012 69

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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST BASE ACCRUAL	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL-ACGRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
SINGAPORE DOLLAR 1 403950				
EQUITIES				
COMMON STOCK				
MISCELLANEOUS				
NOBLE GROUP HKDO 25	1 9930	322,860 99	526,500 00	203,639 01
	3 25	224,173.46	375,013 36	150,839 90
	162,000	USD	0 00	145,047 20
		0 00	0 00	5,792 70
TOTAL MISCELLANEOUS		322,860 99	526,500 00	203,639 01
		224,173 46	375,013 36	150,839 90
		0 00	0 00	145,047 20
			0 00	5,792 70
FINANCE				
CAPITALAND NPV B/L 500	2 6992	1,321,267.82	2,055,900 00	734,632 18
	4 20	892,765 87	1,464,368 39	571,602 52
	489,500	0 00	0 00	523,260 93
		0 00	0 00	48,341 59
TOTAL FINANCE		1,321,267.82	2,055,900 00	734,632 18
		892,765 87	1,464,368 39	571,602 52
		0.00	0 00	523,260 93
			0 00	48,341 59
TOTAL COMMON STOCK		1,644,128 81	2,582,400 00	938,271 19
		1,116,939.33	1,839,381 75	722,442 42
		0 00	0 00	668,308.13
			0 00	54,134 29
TOTAL EQUITIES		1,644,128 81	2,582,400 00	938,271 19
		1,116,939 33	1,839,381 75	722,442 42
		0 00	0 00	668,308 13
			0 00	54,134 29
TOTAL SINGAPORE DOLLAR		1,644,128 81	2,582,400 00	938,271 19
		1,116,939 33	1,839,381 75	722,442 42
		0 00	0 00	668,308.13
			0 00	54,134 29

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JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
SWISS FRANC 1 033750				
EQUITIES				
COMMON STOCK				
MISCELLANEOUS				
ACTELION CHFO 50	59 1869 55 20 5,964	352,990 79 315,343 47	329,212 80 318,464 62 0 00 0 00	(23,777 99) 3,121 15 (23,001 66) 26,122 81
ROCHE HLDG AG GENUSSSCHEINE NPV	0 00 0 00 0	0 00 0 00	0 00 0 00 20,755 56 20,077 93	0 00 0 00 0 00 0 00
TOTAL MISCELLANEOUS		352,990 79 315,343.47	329,212 80 318,464 62 20,755 56 20,077 93	(23,777 99) 3,121 15 (23,001 66) 26,122 81
CAPITAL EQUIPMENT				
ABB LTD CHF2 02	22 7211 19 94 40,943	930,269 40 901,823 28	816,403 42 789,749 38 0 00 0 00	(113,865 98) (112,073 90) (110,148 48) (1,925 42)
TOTAL CAPITAL EQUIPMENT		930,269 40 901,823 28 0 00	816,403 42 789,749 38 0 00 0 00	(113,865 98) (112,073 90) (110,148 48) (1,925 42)
CONSUMER GOODS				
NESTLE SA CHFO 10	44 1760 50 20 26,659	1,177,687 46 1,145,670 76 23,044 39	1,338,281 80 1,294,589 41 24,366 24 23,570 73	160,594 34 148,918 65 155,351 24 (6,432 59)
NOVARTIS AG CHFO 50(REGD)	53 9555 56 50 32,726	1,765,749 06 1,727,899 93 0 00	1,849,019 00 1,788,652 00 0 00 0 00	83,269 94 60,752 07 80,551 34 (19,799 27)

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JPMorgan Chase Bank, N.A.
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* * SECURITIES * *

	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST	LOCAL MARKET VALUE BASE MARKET VALUE LOCAL-ACCRUAL BASE ACCRUAL	UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
TOTAL CONSUMER GOODS		2,843,438.52	3,187,300.80	243,864.28
		2,873,570.69	3,083,241.41	209,670.72
			24,366.24	235,902.58
		23,044.39	23,570.73	(26,231.86)
FINANCE				
CREDIT SUISSE GROUP AG CHFO 04	42 4945 51 20 46,284	1,966,816.78 1,810,406.08 37,614.26	2,369,740.80 2,292,373.20 38,870.42	402,924.02 481,967.12 389,769.30 92,197.82
GAM HOLDING LTD	0 00 0 00 0	0 00 0 00 5,773.55	0 00 0 00 6,265.40 6,060.85	0 00 0 00 0 00 0 00
JULIUS BAER GRUPPE AG CHFO 02 (REGD)	24 8067 36 38 14,963	371,182.71 320,178.36 0 00	544,353.94 526,581.80 0 00 0 00	173,171.23 206,403.44 167,517.51 38,885.93
TOTAL FINANCE		2,337,999.49	2,914,094.74	576,095.25
		2,130,584.44	2,818,955.00	688,370.56
		43,387.81	46,447.70 44,931.27	557,286.81 131,083.75
MATERIALS				
HOLCIM CHF2(REGD)	0 00 0 00 0	0 00 0.00 22,711.28	0.00 0 00 23,869.56 23,090.26	0 00 0 00 0 00 0 00
LONZA GROUP AG CHF1(REGD)	113 6523 73 00 12,099	1,375,079.18 1,215,614.62 14,150.68	883,227.00 854,391.29 14,916.65 14,429.65	(491,852.18) (361,223.33) (475,794.12) 114,570.79
SYNGENTA AG CHFO 10	285.1853 290 70 2,586	737,489.11 729,207.64 0 00	751,750.20 727,206.96 0 00 0 00	14,261.09 (2,000.68) 13,795.50 (15,796.18)

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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
TOTAL MATERIALS		2,112,568 29	1,634,977 20	(477,591 09)
		1,944,822 26	1,581,598 25	(363,224 01)
			38,786 21	(461,998 62)
		36,861 96	37,519 91	98,774 61
TOTAL COMMON STOCK		8,677,264 49	8,881,988 96	204,724 47
		8,166,144 14	8,592,008 66	425,864 52
			130,355 71	198,040 63
		122,152 23	126,099 84	227,823 89
TOTAL EQUITIES		8,677,264 49	8,881,988 96	204,724 47
		8,166,144 14	8,592,008 66	425,864 52
			130,355 71	198,040 63
		122,152 23	126,099 84	227,823 89
TOTAL SWISS FRANC		8,677,264 49	8,881,988 96	204,724 47
		8,166,144 14	8,592,008 66	425,864 52
			130,355 71	198,040 63
		122,152 23	126,099 84	227,823 89

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JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* SECURITIES *	UNIT COST MARKET-PRICE SHARES/PAR	COST	MARKET-VALUE ACCRUED INCOME	UNREALIZED-GAIN(LOSS)
U S DOLLAR				
EQUITIES				
COMMON STOCK				
MISCELLANEOUS				
COVIDIEN PLC SHS	42 9746 47 89 15,900	683,296 22	761,451 00 0 00	78,154 78
TRANSOCEAN LTD CHF15	64 3479 82 80 26,354	1,695,824 67	2,182,111 20 0 00	486,286 53
TOTAL MISCELLANEOUS		2,379,120 89	2,943,562 20 0 00	564,441 31
CAPITAL EQUIPMENT				
RESEARCH IN MOTION COM NPV	67 8019 67.54 5,307	359,824 68	358,434 78 0 00	(1,389 90)
TOTAL CAPITAL EQUIPMENT		359,824 68	358,434 78 0 00	(1,389 90)
SERVICES				
CANADIAN NATIONAL RAILWAY CO COM NPV	54 5672 54 36 6,544	357,087.63	355,731 84 0 00	(1,355 79)
TOTAL SERVICES		357,087 63	355,731.84 0.00	(1,355 79)
TOTAL COMMON STOCK		3,096,033 20	3,657,728 82 0.00	561,695 62

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JPMorgan Chase Bank, N.A.
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 Brooklyn, NY 11245



SECURITIES	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN (LOSS)
PREFERRED STOCK				
MISCELLANEOUS				
ITAU UNIBANCO HLDG SA ADR EACH REPR 1 PR	9 1089 22 84 33,718	307,132 51	770,119 12 233 60	462,986 61
TOTAL MISCELLANEOUS		307,132 51	770,119 12 233 60	462,986 61
TOTAL PREFERRED STOCK		307,132 51	770,119 12 233 60	462,986 61
ADR				
CAPITAL EQUIPMENT				
BAIDU INC ADS EACH REPR 1 ORD CLS'A'SHS	372.4111 411 23 1,660	618,202 36	682,641 80 0 00	64,439 44
CEMEX S A B DE C V ADR EACH REP 10 CPO	8 5455 11 82 93,071	795,340 86	1,100,099 22 0 00	304,758 36
CTRIP.COM INTERNATIONAL ADR EACH REPR 0	55.6478 71 86 9,400	523,089 73	675,484.00 0 00	152,394 27
GAFISA SA ADR EACH REPR 2 SHS	28 5901 32 36 64,480	1,843,487 99	2,086,572 80 0 00	243,084 81
LONGTOP FINANCIAL TECHNOLOGIES ADR EACH	27 0325 37 02 13,532	365,803 58	500,954 64 0 00	135,151 06
TAIWAN SEMICONDUCTOR MANUFACTURING ADS E INTO 5 ORD SHS	9 9315 11 44 103,493	1,027,843 80	1,183,959 92 0 00	156,116 12
VALE SA ADR REPR 1 ORD SHS NPV SPON	15 3379 29 03 37,100	569,034 53	1,077,013 00 0 00	507,978 47

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JPMorgan Chase Bank, N.A.
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 Brooklyn, NY 11245



* SECURITIES *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
TOTAL CAPITAL EQUIPMENT		5,742,802 85	7,306,725.38 0 00	1,563,922 53
CONSUMER GOODS				
TEVA PHARMACEUTICAL INDUSTRIES ADR EACH ORD ILSO.10	46 7773 56 18 16,081	752,225 71	903,430 58 0 00	151,204 87
TOTAL CONSUMER GOODS		752,225 71	903,430 58 0 00	151,204 87
ENERGY				
PETROLEO BRASILEIRO SA PETROBRAS ADS EAC COM NPV	27 6938 47 68 21,778	603,114 69	1,038,375 04 4,249 11	435,260 35
TOTAL ENERGY		603,114 69	1,038,375 04 4,249 11	435,260 35
FINANCE				
ICICI BANK ADR EACH REPR 2 ORD INR10(SPD)	20 8456 37 71 38,403	800,532 23	1,448,177 13 0 00	647,644 90
TOTAL FINANCE		800,532 23	1,448,177 13 0 00	647,644 90
TOTAL ADR		7,898,675.48	10,696,708 13 4,249 11	2,798,032 65
GDR				
MATERIALS				
RELIANCE INDUSTRIES GDR EACH REP 2 INR10 1(BNY)'144A	44 2691 46 87 22,200	982,774 19	1,040,514 00 0 00	57,739 81
TOTAL MATERIALS		982,774 19	1,040,514 00 0 00	57,739 81

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JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



SECURITIES	UNIT COST MARKET-PRICE SHARES/PAR	COST	MARKET-VALUE ACCRUED INCOME	UNREALIZED-GAIN(LOSS)
TOTAL GDR		982,774 19	1,040,514 00 0 00	57,739 81
TOTAL EQUITIES		12,284,615 38	16,165,070 07 4,482 71	3,880,454 69
TOTAL U S DOLLAR		12,284,615 38	16,165,070 07 4,482 71	3,880,454 69
TOTAL SECURITIES		58,381,578 54	87,488,088 89 220,870 02	9,108,492 35 8,937,479 71 169,012 64

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JPMorgan Chase Bank, N.A.
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* * SUMMARY * *	BASE COST	BASE MARKET VALUE	UNREALIZED GAIN(LOSS)
			TOTAL BASE MARKET CURRENCY
CASH	4,946,752 65	4,946,756 50	3 85 - 3 85
SECURITIES	58,381,576 54	67,488,068 89	9,106,492 35 8,937,479 71 169,012 64
RECEIVABLES	262,840 90	263,539 51	698 61 - 698 61
PAYABLES	(1,087,421 92)	(1,088,237 16)	(815 24) - (815 24)
TOTAL NET ASSETS	82,503,748 17	71,810,127 74	9,106,379 57 8,937,479 71 168,899 86

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JPMorgan Chase Bank, N.A.
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	COST	% OF COST	MARKET VALUE	% OF MARKET
ASSETS				
CASH	1,434,509 84	6 44	1,426,268 27	5 27
SECURITIES	20,804,374 33	93 38	25,622,788 49	94 59
LONG FUTURES	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
RECEIVABLES				
NET INTEREST	0 00	0 00	0 00	0 00
NET DIVIDENDS - PREFERRED STOCK	0 00	0 00	0 00	0 00
NET DIVIDENDS - COMMON STOCK	39,968 41	0 18	39,169 02	0 14
OTHER INCOME	0 00	0 00	0 00	0 00
OVERDUE INCOME	0 00	0 00	0 00	0 00
TAX RECLAIMS	0 00	0 00	0 00	0 00
SECURITIES	0 00	0 00	0 00	0 00
SPOT CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
FORWARD CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
SHORT SALES	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
OTHER RECEIVABLES	0 00	0 00	0 00	0 00
TOTAL RECEIVABLES	39,968 41	0 18	39,169 02	0 14
OTHER ASSETS	0 00	0 00	0 00	0 00
TOTAL ASSETS	22,278,852 58	100 00	27,088,225 78	100 00

JPMorgan Chase Bank, N.A.
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	√ COST	% OF COST	MARKET VALUE	% OF MARKET
LIABILITIES				
PAYABLES				
SECURITIES	0 00	0 00	0 00	0 00
SPOT CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
FORWARD CURRENCY CONTRACTS	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
ACCRUED EXPENSES	0 00	0 00	0 00	0 00
OTHER PAYABLES	0 00	0 00	0 00	0 00
TOTAL PAYABLES	0 00	0 00	0 00	0 00
SHORT SALES	0 00	0 00	0 00	0 00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00	0 00
SHORT FUTURES	0 00	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00	0 00
OTHER LIABILITIES	0 00	0 00	0 00	0 00
TOTAL LIABILITIES	0 00	0 00	0 00	0 00
NET ASSETS	22,278,852 58	100 00	27,088,225 78	100 00

W351-9576 (8-10)

	CURRENT PERIOD		YEAR-TO-DATE
	COST	MARKET VALUE	MARKET VALUE
BEGINNING NET ASSETS	0 00	0 00	0 00
RECEIPTS			
CONTRIBUTIONS	0 00	0 00	0 00
OTHER RECEIPTS	20,424,136.32	20,424,136.32	20,424,136.32
EARNED INCOME	446,325.31	445,525.92	445,525.92
NET REALIZED GAIN(LOSS)	1,507,422.20	1,507,422.20	1,507,422.20
TOTAL RECEIPTS	22,377,883.83	22,377,084.44	22,377,084.44
DISBURSEMENTS			
BENEFIT PAYMENTS	0 00	0 00	0 00
OTHER DISBURSEMENTS	(99,031.25)	(99,031.25)	(99,031.25)
EXPENSES	0 00	0 00	0 00
TOTAL DISBURSEMENTS	(99,031.25)	(99,031.25)	(99,031.25)
NET UNREALIZED GAIN(LOSS) AS OF			
END OF PERIOD	4,810,172.59		
BEGINNING OF YEAR	0 00		
BEGINNING OF PERIOD	0 00		
CHANGE IN NET UNREALIZED GAIN(LOSS)		4,810,172.59	4,810,172.59
ENDING NET ASSETS	22,278,852.58	27,088,225.78	27,088,225.78

MSB:W/6 (B US)

JPMorgan Chase Bank, N.A.
Chase MetroTech Center
Brooklyn, NY 11245



	CURRENT PERIOD		YEAR-TO-DATE
	COST	MARKET VALUE	MARKET VALUE
BEGINNING CASH BALANCE	0 00	0 00	0 00
RECEIPTS			
CONTRIBUTIONS	0 00	0 00	0 00
OTHER RECEIPTS	762,237 58	762,237 58	762,237 58
NET INTEREST	(39 35)	(39 35)	(39 35)
NET DIVIDENDS - PREFERRED STOCK	41,213.69	41,213 69	41,213 69
NET DIVIDENDS - COMMON STOCK	362,505 23	362,505 23	362,505 23
OTHER INCOME	0 00	0 00	0 00
TAX RECLAIMS	2,677 33	2,677.33	2,677 33
SECURITIES	5,688,385 52	5,688,385 52	5,688,385 52
CURRENCY CONTRACTS	5,750,278 24	5,750,278 24	5,750,278 24
SHORT SALES	0 00	0 00	0.00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00
TOTAL RECEIPTS	12,607,258 24	12,607,258 24	12,607,258.24
DISBURSEMENTS			
BENEFIT PAYMENTS	0 00	0 00	0 00
OTHER DISBURSEMENTS	(99,031 25)	(99,031 25)	(99,031 25)
EXPENSES	0 00	0 00	0.00
SECURITIES	(5,333,175 49)	(5,333,175 49)	(5,333,175 49)
CURRENCY CONTRACTS	(5,758,213.20)	(5,758,213 20)	(5,758,213 20)
SHORT SALES	0 00	0 00	0.00
REVERSE REPURCHASE AGREEMENTS	0 00	0 00	0 00
VARIATION MARGIN	0 00	0 00	0 00
PURCHASED OPTIONS	0 00	0 00	0 00
WRITTEN OPTIONS	0 00	0 00	0 00
TOTAL DISBURSEMENTS	(11,190,419 94)	(11,190,419 94)	(11,190,419 94)
NET REALIZED CURRENCY GAIN(LOSS)	17,671 54	17,671 54	17,671 54
CHANGE IN NET UNREALIZED CURRENCY GAIN(LOSS)		(8,241 57)	(8,241 57)
ENDING CASH BALANCE	1,434,509 84	1,426,268 27	1,426,268 27

WSS:FR576 (8 05)

JPMorgan Chase Bank, N.A.
Chase MetroTech Center
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	CURRENT PERIOD		YEAR-TO-DATE
	UNREALIZED GAIN(LOSS)	MARKET VALUE	MARKET VALUE
NET INTEREST			
INTEREST RECEIVED	-	(39 35)	(39 35)
TOTAL NET INTEREST	0 00	(39 35)	(39 35)
TOTAL NET INTEREST EARNED	0.00	(39 35)	(39 35)
NET DIVIDENDS - PREFERRED STOCK			
DIVIDENDS RECEIVED	-	40,827.02	40,827.02
REALIZED CURRENCY EXCHANGE GAIN(LOSS)		386 67	386 67
TOTAL NET DIVIDENDS EARNED - PREFERRED STOCK	0 00	41,213 69	41,213 69
NET DIVIDENDS - COMMON STOCK			
DIVIDENDS RECEIVED	-	358,865 04	358,865 04
TAX RECLAIMS RECEIVED	-	2,483 90	2,483 90
ACCRUED DIVIDENDS AT END OF PERIOD	(799 39)	39,169 02	39,169 02
ACCRUED DIVIDENDS AT BEGINNING OF PERIOD	0.00	0 00	0 00
REALIZED CURRENCY EXCHANGE GAIN(LOSS)		3,833 62	3,833 62
TOTAL NET DIVIDENDS EARNED - COMMON STOCK	(799 39)	404,351 58	404,351.58
TOTAL EARNED INCOME	(799 39)	445,525 92	445,525 92

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JPMorgan Chase Bank, N.A.
Chase MetroTech Center
Brooklyn, NY 11245



* * CASH * *	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	BASE COST	BASE MARKET VALUE	
	BASE ACCRUAL	LOCAL-ACCRUAL BASE ACCRUAL	CURRENCY
<u>AUSTRALIAN DOLLAR</u> 1 111914			
AUSTRALIAN DOLLAR	2,359 80	2,359 80	-
	2,159 45	2,122 29	(37 16)
	0 00	0 00	
	0 00	0 00	
<u>BRITISH POUND</u> 0 619253			
BRITISH POUND	25,959 52	25,959 52	-
	41,270 07	41,920 73	650 66
	0 00	0 00	
	0 00	0 00	
<u>EURO</u> 0 696986			
EURO	133,848 62	133,848 62	-
	197,025.17	192,039 31	(4,985 86)
	0 00	0 00	
	0 00	0 00	
<u>JAPANESE YEN</u> 93 095000			
JAPANESE YEN	7,011,781	7,011,781	-
	79,464 71	75,318 56	(4,146 15)
	0 00	0	
	0 00	0 00	
<u>SOUTH AFRICAN RAND</u> 7 383750			
SOUTH AFRICAN RAND	55,023 60	55,023 60	-
	7,195 29	7,472 23	276 94
	0 00	0 00	
	0 00	0 00	
<u>U S DOLLAR</u>			
U S DOLLAR	1,107,395 15	1,107,395 15	0 00
		0 00	
TOTAL CASH	1,434,509 84	1,426,268 27	(8,241 57)
		0 00	

WSSSF9576 (8 05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST BASE COST	LOCAL MARKET VALUE		UNREALIZED GAIN(LOSS) LOCAL TOTAL BASE MARKET CURRENCY
			LOCAL-ACCRUAL BASE ACCRUAL	LOCAL-ACCRUAL BASE ACCRUAL	
AUSTRALIAN DOLLAR 1 111914					
EQUITIES					
COMMON STOCK					
ALUMINA NPV	1 40	433,123 60		569,248 16	136,124 56
6954985	1 84	310,592 93		511,953 33	201,360 40
	309.374		0 00	0 00	122,423 62
			0 00	0 00	78,936 78
NEWCREST MINING NPV	29 9424	471,053 50		555,811 56	84,758 06
6637101	35 33	371,417 37		499,869 13	128,451 76
	15.732		0 00	0 00	76,227 15
			0 00	0 00	52,224 61
TOTAL COMMON STOCK		904,177 10		1,125,059 72	220,882 62
		682,010 30		1,011,822 46	329,812 16
			0 00	0 00	198,650 77
			0 00	0 00	131,161 39
TOTAL EQUITIES		904,177 10		1,125,059 72	220,882 62
		682,010 30		1,011,822 46	329,812 16
			0 00	0 00	198,650 77
			0 00	0 00	131,161 39
TOTAL AUSTRALIAN DOLLAR		904,177 10		1,125,059 72	220,882 62
		682,010 30		1,011,822 46	329,812 16
			0 00	0 00	198,650 77
			0 00	0 00	131,161 39

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JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET- CURRENCY
BRITISH POUND 0 819253				
EQUITIES				
COMMON STOCK				
REXAM ORD 64 2/7P	2 7363	86,131 95	91,475 07	5,343 12
0425045	2 906	137,255 43	147,718 52	10,463 09
	31,478		0 00	8,628 34
		0 00	0 00	1,834 75
UNITED UTILITIES GROUP PLC ORD GBPO 05	4 935	294,185 22	295,496 68	1,311 46
B39J2M4	4 957	431,260 82	477,182 82	45,922 00
	59,612		6,658 65	2,117 82
		10,918 52	10,752 72	43,804 18
VODAFONE GROUP ORD USDO 11428571	1 257	310,067 96	354,469 10	44,401 14
B16GWDS	1 437	454,544 12	572,414 43	117,870.31
	246,673		6,561 60	71,701 18
		10,997 57	10,596 00	46,169 13
TOTAL COMMON STOCK		690,385.13	741,440 85	51,055 72
		1,023,060 37	1,197,315 77	174,255 40
			13,220 25	82,447 34
		21,916 09	21,348 72	91,808 06
TOTAL EQUITIES		690,385.13	741,440 85	51,055 72
		1,023,060 37	1,197,315 77	174,255 40
			13,220 25	82,447 34
		21,916 09	21,348 72	91,808 06
TOTAL BRITISH POUND		690,385.13	741,440 85	51,055 72
		1,023,060 37	1,197,315 77	174,255 40
			13,220 25	82,447 34
		21,916 09	21,348 72	91,808 06

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JPMorgan Chase Bank, N.A.
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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL ACCRUAL	TOTAL BASE
				MARKET
				CURRENCY
EURO 0 896986				
EQUITIES				
COMMON STOCK				
ALCATEL LUCENT EUR2'A'	1 595	231,707 25	346,035 52	114,328 27
5975006	2 382	306,027 35	496,474 46	190,447 11
	145,271	0 00	0 00	164,032 48
				26,414 63
AREVA(CI) EUR38(CERT D'INVEST)	318 00	154,230 00	169,265 00	15,035 00
4174116	349 00	203,699 27	242,852 96	39,153 69
	485	0 00	0 00	21,571 47
				17,582 22
BELGACOM NPV	23 83	314,341 53	333,996 12	19,654 59
BOOD9P6	25 32	415,166 58	479,200 93	64,034 35
	13,191	0 00	0 00	28,199 42
				35,834 93
CARREFOUR EUR2 5	30 5615	374,011 43	410,707 28	36,695 85
5641567	33 56	554,405 54	589,262 27	34,856 73
	12,238	0 00	0 00	52,649 37
				(17,792 64)
ERG SPA EURO 10	10 3058	194,337 19	182,535 76	(11,801 43)
5337093	9 68	286,909 71	261,893 18	(25,016 53)
	18,857	0 00	0 00	(16,932 10)
				(8,084 43)
SANOFI-AVENTIS EUR2	42 0708	434,296 91	568,384 38	134,087 47
5671735	55 06	577,925 49	815,489 49	237,564 00
	10,323	0 00	0 00	192,382 00
				45,182 00
SIEMENS AG NPV(REGD)	44 05	243,860 80	356,352 32	112,491 52
5727973	64 37	322,079 15	511,276 49	189,197 34
	5,536	0 00	0 00	161,397 21
				27,800 13
SOCIETE GENERALE EUR1 25	34 22	118,709 18	169,807 55	51,098 37
5966516	48 95	156,785 15	243,631 38	86,846 23
	3,469	0 00	0 00	73,313 38
				13,532 85

JPMorgan Chase Bank, N.A.
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W351 367 36 (10/10)

** SECURITIES **	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET CURRENCY
TECHNIP NPV 4874160	26 99 49 40 4,166	112,440 34 148,505 58 0 00	205,800 40 295,272 12 0 00	93,360 06 146,766 54 133,948 34 12,818 20
THALES EUR3 4162791	29 1619 35 945 12,223	356,446 09 474,695 24 0 00	439,355 74 630,365 65 0 00	82,909 65 155,670 41 118,954 62 36,715 79
WOLTERS-KLUWER NV CVA EURO 12 5671519	12 675 15 30 19,527	247,564 73 326,891 87 0 00	298,763 10 428,650 36 0 00	51,258 37 101,758 49 73,542 95 28,215 54
TOTAL COMMON STOCK		2,781,885 45 3,773,090.93 0 00	3,481,003.17 4,994,369 29 0 00	699,117 72 1,221,278 36 1,003,059 14 218,219 22
PREFERRED STOCK				
TELECOM ITALIA SPA(NEW) DI RISP EURO 55 7634402	0 783 0 773 591,847	463,416 20 612,056.95 0 00	457,497 73 656,394 87 0 00	(5,918 47) 44,337 92 (8,491 52) 52,829 44
TOTAL PREFERRED STOCK		463,418.20 612,056 95 0 00	457,497.73 656,394.87 0 00	(5,918 47) 44,337 92 (8,491 52) 52,829 44
TOTAL EQUITIES		3,245,301 65 4,385,147 88 0 00	3,938,500 90 5,650,764 16 0 00	693,199 25 1,265,616 28 994,567 62 271,048 66
MISCELLANEOUS				
RIGHTS				
FORTIS DIVIDEND RIGHT SER'42' B30WVD3	0 00 0 00 13,700	0 00 0.00 0 00	0 00 0 00 0 00	0 00 0 00 0 00

W30SP77 (B. 08.00)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
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* * SECURITIES * *	UNIT COST MARKET PRICE SHARES/PAR	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
		BASE COST	BASE MARKET VALUE	LOCAL
		BASE ACCRUAL	LOCAL-ACCRUAL BASE ACCRUAL	TOTAL BASE MARKET CURRENCY
TOTAL RIGHTS		0 00	0 00	0 00
		0 00	0 00	0 00
		0 00	0 00	0 00
		0 00	0 00	0 00
TOTAL MISCELLANEOUS		0 00	0 00	0 00
		0 00	0 00	0 00
		0 00	0 00	0 00
TOTAL EURO		<u>3,245,301.65</u>	<u>3,938,500.90</u>	<u>693,199.25</u>
		4,385,147.88	5,650,764.16	1,265,616.28
			0 00	994,567.62
		0 00	0 00	271,048.66

W53192/18 (1/09)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET
				CURRENCY
JAPANESE YEN 93 095000				
EQUITIES				
COMMON STOCK				
COCA-COLA WEST CO LTD NPV	1,582 00	57,110,200	59,167,900	2,057,700
6163286	1,639 00	569,251.93	635,564 75	66,312.82
	36,100		705,033	22,103 23
		7,692 67	7,573.26	44,209 59
DAI NIPPON PRINTING CO NPV	941 00	55,519,000	69,679,000	14,160,000
6250906	1,181 00	553,391 47	748,471 99	195,080 52
	59,000		0	152,102 69
		0 00	0 00	42,977.83
FUJIFILM HLDGS CORP NPV	2,345.00	52,293,500	62,217,000	9,923,500
6356525	2,790 00	521,240 97	668,317 31	147,076 34
	22,300		0	106,595 41
		0 00	0 00	40,480 93
JS GROUP CORP NPV	1,176 00	30,223,200	41,094,300	10,871,100
6900212	1,599 00	301,252 93	441,423 28	140,170.35
	25,700		0	116,774 27
		0 00	0 00	23,396 08
KAO CORP NPV	1,899 007	20,889,077	23,925,000	3,035,923
6483809	2,175.00	210,289 19	256,995 54	46,706 35
	11,000		0	32,611 02
		0 00	0 00	14,095 33
MABUCHI MOTOR CO NPV	4,100 00	58,630,000	65,494,000	6,864,000
6551030	4,580 00	584,400 70	703,517 91	119,117 21
	14,300		664,950	73,731 13
		7,255 32	7,142 71	45,386 08
MITSUI SUMITOMO INSURANCE GROUP HLD NPV	2,373 8427	47,476,854	47,300,000	(176,854)
B204CS1	2,365 00	479,296 20	508,083 14	28,786 94
	20,000		0	(1,899 71)
		0 00	0 00	30,686 65
NINTENDO CO NPV	23,888 2144	38,221,143	35,264,000	(2,957,143)
6639550	22,040 00	423,372 16	378,795 85	(44,576 31)
	1,600		0	(31,764 79)
		0 00	0 00	(12,811 52)

WSSIF9576 (8 05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED LOCAL
	MARKET PRICE	BASE COST	BASE MARKET VALUE	GAIN(LOSS)
	SHARES/PAR	BASE ACCRUAL	LOCAL-ACCRUAL	TOTAL BASE
			BASE ACCRUAL	MARKET CURRENCY
ROHM CO NPV 6747204	5,070 00 6,060 00 6,600	33,462,000 333,536 01 0 00	39,996,000 429,625 65 0 00	6,534,000 96,089 64 70,186 37 25,903 27
SEGA SAMMY HLDGS INC NPV 802RK08	912 00 1,114 00 27,000	24,624,000 245,442 31 0 00	30,078,000 323,089 32 0 00	5,454,000 77,647 01 58,585 32 19,061 69
SEKISUI HOUSE NPV 6793906	821 00 839.00 38,000	31,198,000 310,969 35 0 00	31,882,000 342,467 37 0 00	684,000 31,498 02 7,347 33 24,150 69
SEVEN & I HOLDINGS CO LTD NPV 80F55D6	2,241 6038 1,897.00 26,700	59,850,822 602,443 05 0 00	50,649,900 544,066 81 0 00	(9,200,922) (58,376 24) (98,833 68) 40,457 44
SHISEIDO CO NPV 6805265	1,473 00 1,781 00 34,000	50,082,000 499,197 61 0 00	60,554,000 650,453 84 0 00	10,472,000 151,256 23 112,487 25 38,768 98
SUMITOMO TRUST & BANKING CO NPV 6859002	383 00 453 00 62,000	23,746,000 236,690 76 0 00	28,086,000 301,691 82 0 00	4,340,000 65,001 06 46,619 04 18,382 02
TOYO SEIKAN KAISHA NPV 6900267	1,563 00 1,416 00 11,300	17,661,900 176,046 85 0 00	16,000,800 171,876 04 0 00	(1,661,100) (4,170 81) (17,843 06) 13,672 25
WACOAL HOLDINGS CORP NPV 6932204	1,174 0897 1,010 00 39,000	45,789,500 459,319 50 0 00	39,390,000 423,116 17 0 00	(6,399,500) (36,203.33) (68,741 61) 32,538 28
TOTAL COMMON STOCK		846,777,198 6,506,140 99 14,947 99	700,777,900 7,527,556 79 1,369,983 14,715 97	54,000,704 1,021,415 80 580,060 21 441,355 59

WJ-SF-9576 (8 05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET
				CURRENCY
TOTAL EQUITIES		646,777,196	700,777,900	54,000,704
		6,506,140 99	7,527,556 79	1,021,415 80
			1,369,983	580,060 21
		14,947 99	14,715 97	441,355 59
TOTAL JAPANESE YEN		646,777,196	700,777,900	54,000,704
		6,506,140 99	7,527,556 79	1,021,415 80
			1,369,983	580,060 21
		14,947 99	14,715 97	441,355 59

W03-SP-01-01-02

JPMorgan Chase Bank, N.A.
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* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR		LOCAL-ACCRUAL	TOTAL BASE
		BASE ACCRUAL	BASE ACCRUAL	MARKET
				CURRENCY
SOUTH AFRICAN RAND 7 363750				
EQUITIES				
COMMON STOCK				
GOLD FIELDS ORD ZARO 50	100 68	3,675,524 76	3,576,955 86	(98,568 90)
6280215	97 98	406,622.83	485,751 94	79,129 11
	36,507	0 00	0 00	(13,385 70)
		0 00	0.00	92,514 81
IMPALA PLATINUM HLDGS ORD ZARO 025	169 00	2,181,621 00	2,620,397 91	438,776 91
B1FFT76	202 99	241,352 45	355,851 01	114,498 56
	12,909	0 00	0 00	59,586 06
		0 00	0 00	54,912 50
TOTAL COMMON STOCK		5,857,145 78	6,197,353 77	340,208.01
		647,975.28	841,602 95	193,627 67
		0 00	0 00	46,200 36
		0 00	0 00	147,427 31
TOTAL EQUITIES		5,857,145 78	6,197,353 77	340,208 01
		647,975 28	841,602.95	193,627 67
		0 00	0 00	46,200 36
		0 00	0 00	147,427 31
TOTAL SOUTH AFRICAN RAND		5,857,145 78	6,197,353 77	340,208 01
		647,975 28	841,602 95	193,627 67
		0 00	0 00	46,200 36
		0 00	0 00	147,427 31

WSSFP8276 (8 05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST	LOCAL COST	LOCAL MARKET VALUE	UNREALIZED GAIN(LOSS)
	MARKET PRICE	BASE COST	BASE MARKET VALUE	LOCAL
	SHARES/PAR	BASE ACCRUAL	LOCAL-ACCRUAL	TOTAL BASE
			BASE ACCRUAL	MARKET
				CURRENCY
SWISS FRANC	1 033750			
EQUITIES				
COMMON STOCK				
NOVARTIS AG CHFO 50(REGD)	42 8961	622,937 42	820,493 00	197,555 58
7103065	56 50	548,234 78	793,705 44	245,470 66
	14,522		0 00	191,105 77
		0 00	0 00	54,364 89
TOTAL COMMON STOCK		622,937 42	820,493 00	197,555 58
		548,234 78	793,705 44	245,470 66
		0 00	0 00	191,105 77
		0 00	0 00	54,364 89
TOTAL EQUITIES		622,937 42	820,493 00	197,555 58
		548,234 78	793,705 44	245,470 66
		0 00	0 00	191,105 77
		0 00	0 00	54,364 89
TOTAL SWISS FRANC		622,937 42	820,493 00	197,555 58
		548,234 78	793,705 44	245,470 66
		0 00	0 00	191,105 77
		0 00	0 00	54,364 89

WSSP:WDRB (8/09)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* SECURITIES *	UNIT COST MARKET PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED GAIN(LOSS)
U S DOLLAR				
EQUITIES				
COMMON STOCK				
AXIS CAPITAL HLDGS COM STK USDO 0125 G0692U109	30 3488 28 41 9,408	285,521 51	267,281 28 1,975 68	(18,240 23)
BARRICK GOLD CORP COM NPV 087901108	31 1162 39 38 24,874	773,985 01	979,538 12 0 00	205,553 11
IVANHOE MINES LTD COM 46579N103	6 19 14 61 15,121	93,598 99	220,917 81 0 00	127,318 82
KINROSS GOLD CORP COM STK NPV 496902404	18 8552 18 40 36,997	697,586 04	680,744 80 0 00	(16,841 24)
MAGNA INTERNATIONAL INC CLASS'A'SUB VTG 559222401	31 81 50 58 8,048	256,006 88	407,067 84 0 00	151,060 96
NEXEN INC COM NPV 65334H102	19 4037 23 93 23,684	459,557 60	566,758 12 1,128 65	107,200 52
UBS AG CHFO 10 H89231338	9 58 15 51 26,200	250,996 00	406,362 00 0 00	155,366 00
TOTAL COMMON STOCK		2,817,252.03	3,528,889 97 3,104 33	711,417 94
ADR				
ANGLOGOLD ASHANTI LVL1 ADR EACH REP 1 OR ZARO 25(BNY) 035128206	32 6895 40 18 15,719	513,846.26	631,589 42 0 00	117,743 16
BP AMOCO P L C ADR-EACH CNV INTO 6 ORD U 055622104	43 7580 57 97 11,530	504,529 70	668,394 10 0 00	163,864 40

WNSJ-08/26 (B US)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SECURITIES * *	UNIT COST MARKET-PRICE SHARES/PAR	COST	MARKET VALUE ACCRUED INCOME	UNREALIZED-GAIN(LOSS)
CENTRAIS ELETR BRAS-ELETROBRAS ADR-EACH SHS NPV 15234Q207	12 60 21 09 25,998	327,574 80	548,297 82 0 00	220,723 02
KOREA ELECTRIC POWER CORP SPON ADR EACH KRW5000 500631106	10 7719 14 54 35,043	377,479 25	509,525 22 0 00	132,045 97
NIPPON TEL & TEL CORP SPONS ADR-REPR 1/2 654624105	19.05 19 74 31,500	600,075 00	621,810 00 0 00	21,735 00
NOKIA CORP ADR EACH REPR 1 EURO 06 654902204	13 4321 12 85 40,297	541,272 04	517,816 45 0 00	(23,455 59)
ROYAL DUTCH SHELL ADR EA REP 2 CL'B' EUR 780259107	42 21 58 13 13,700	578,277 00	796,381 00 0 00	218,104 00
SK TELECOM ADR EACH REP 1/9 KRW500(CIT)S 78440P108	15 7155 16.26 47,819	751,498 65	777,536 94 0 00	26,038 29
TOTAL ADR		4,194,552 70	5,071,350 95 0 00	876,798 25
TOTAL EQUITIES		7,011,804 73	8,600,020 92 3,104 33	1,588,216 19
TOTAL U S DOLLAR		7,011,804 73	8,600,020 92 3,104 33	1,588,216 19
TOTAL SECURITIES		20,804,374 33	25,822,788 49 39,169 02	4,818,414 16 3,681,248 26 1,137,165 90

WSSIF9575 (8.05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



* * SUMMARY * *	BASE COST	BASE MARKET VALUE	UNREALIZED GAIN(LOSS) TOTAL BASE MARKET CURRENCY
CASH	1,434,509 84	1,426,268 27	(8,241 57) -
SECURITIES	20,804,374 33	25,622,788 49	4,818,414 16 3,681,248 26 1,137,165 90
RECEIVABLES	39,968 41	39,169 02	(799 39) -
TOTAL NET ASSETS	22,278,852.58	27,088,225 78	4,809,373 20 3,681,248 26 1,128,124 94

WSS19576 (8 05)

JPMorgan Chase Bank, N.A.
 Chase MetroTech Center
 Brooklyn, NY 11245



Richard King Mellon Foundation

Pittsburgh, Pennsylvania

Approved in December 2004 and effective January 1, 2005, the trustees established the following program priorities

REGIONAL FOCUS FOR PENNSYLVANIA

Conservation

- Land preservation
- Watershed protection and restoration
- Sustainable environments

SOUTHWESTERN PENNSYLVANIA

Regional Economic Development

- Quality of urban life
- Talent attraction and retention
- Business stimulus initiatives
- Rural economic development
- Arts and culture, emphasizing economic impact

Children, Youth, and Young Adults

- Early childhood education
- After-school programs

Education

- Charter schools, parochial schools, and independent schools
- Higher educational institutions
- Workforce training

Human Services and Nonprofit Capacity Building

- Critical and strategic service providers

The Foundation gives priority to projects and programs that have clearly defined outcomes and an evaluation component. It does not consider requests on behalf of individuals or from outside the United States. The Foundation does not encourage requests from outside Pennsylvania.

All proposals must be accompanied by a completed application form (see previous page) and addressed to

Director
Richard King Mellon Foundation
One Mellon Center
500 Grant Street, Suite 4106
Pittsburgh, PA 15219-2502

Richard King Mellon Foundation Grant Application

(The Foundation accepts the *Common Grant Application Format*)

Date of Application _____

Legal Name of Organization: _____
(Should be the same as on IRS determination letter)

Current Annual Operating Budget: _____

Address: _____

Administrative Officer/Title: _____

Telephone Number: (____) _____ FAX Number (____) _____

Project Name: _____

Purpose of Grant *(one sentence)* _____

Beginning and Ending Dates of Project/Campaign: _____

Amount Requested: \$ _____ Total Project Cost \$ _____

Signature, Board of Directors Chairperson: _____ Date: _____

Typed Name and Title: _____

Signature, Executive Director _____ Date: _____

Typed Name and Title: _____

Required Attachments:

Copy of current IRS determination letter indicating 501(c)(3) tax-exempt status.

Executive Summary providing an overview of the organization, and describing the proposed program or project, how it will benefit the community, and the organization's capacity and plan to operate the project.

Description of the plan to document progress and results.

Project budget.

Organization's history, including goals, current programs and activities, and accomplishments.

List of Board of Directors and officers, with affiliations, addresses and telephone numbers.

Audited financial statements for the current and prior two years with corresponding operating budgets.

Other sources of funding and financial plan to sustain the project.

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

11 November 2010

Children, Youth, and Young Adults

3 Rivers Connect

\$30,000

Pittsburgh, PA

to design a community-oriented, data-gathering initiative for the community of Homewood

509(a)1

Achieva

\$150,000

Pittsburgh, PA

payable over three years for expansion of the Young Adult Transition Program

509(a)1

Allegheny Council to Improve Our Neighborhoods-Housing, Inc.

\$100,000

509(a)1

Pittsburgh, PA

to establish a masonry pre-apprenticeship program

Angels' Place, Inc.

\$227,000

Pittsburgh, PA

toward general operating support

509(a)1

Big Brothers Big Sisters of Greater Pittsburgh

\$50,000

Pittsburgh, PA

toward operating support for 1,000 matches

509(a)1

Boys Hope Girls Hope

\$50,000

Baden, PA

toward construction costs of a permanent second home for disadvantaged girls

509(a)1

The Challenge Program, Inc.

\$130,000

Johnstown, PA

to introduce high school students to careers in the growing energy sector

509(a)1

Children's Hospital of Pittsburgh Foundation

\$100,000

Pittsburgh, PA

toward the establishment of the Arnold Palmer Family Fund

509(a)1

The Children's Institute of Pittsburgh

\$600,000

Pittsburgh, PA

toward two-year support for development of pediatric research related to autism

509(a)1

Coal Country Hang-Out

\$10,000

Northern Cambria, PA

to expand the experiential education program for the arts, environmental studies and contemporary issues

509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Coro Center for Civic Leadership

509(a)1

\$350,000

Pittsburgh, PA

toward two-year support of the Regional Internship Program and the Young Leaders for Green Communities Program

County of Allegheny, Department of Human Services

GOVT/PUBLIC

\$500,000

BODY

Pittsburgh, PA

to fund the information technology infrastructure for the Improving Outcomes for Children and Families Initiative

East End Cooperative Ministry, Inc.

509(a)1

\$250,000

Pittsburgh, PA

toward operating support and planning for the Community House project

Family Resources

509(a)1

\$150,000

Pittsburgh, PA

toward two-year support of an environmental education and outdoor activities program, as well as trail restoration and enhancement at the Family Retreat Center in Mars, PA

Family Resources

509(a)1

\$421,000

Pittsburgh, PA

toward costs associated with merging with the Parental Stress Center

Garfield Jubilee Association, Inc.

509(a)1

\$95,000

Pittsburgh, PA

toward capacity building and general operating support

Gateway Rehabilitation Center

509(a)1

\$175,000

Moon Township, PA

toward start-up costs and budget shortfall of a new youth halfway house

Heritage Health Foundation, Inc.

509(a)3 Type 2

\$100,000

Braddock, PA

toward two-year support of the 4 Kids Early Learning Program

Hill House Association

509(a)1

\$750,000

Pittsburgh, PA

toward the capital campaign to improve facilities and help support existing programs; \$750,000 to be paid as a \$1 to \$1 challenge on individual donations received

The Kingsley Association

509(a)1

\$175,000

Pittsburgh, PA

to build staff and organizational capacity to meet the challenges associated with the programming and management of the new Kingsley Community Center

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Leadership Pittsburgh \$3,500 Pittsburgh, PA toward production of the One Vision One Life video	509(a)2
Lifesteps \$400,000 Butler, PA toward support for a variety of needs addressing organizational infrastructure, facilities and technology	509(a)2
Manchester Craftsmen's Guild \$250,000 Pittsburgh, PA toward support of the Youth and Arts Program	509(a)1
Manchester Youth Development Center, Inc. \$150,000 Pittsburgh, PA toward two-year support of operations and programs	509(a)1
The Mentoring Partnership of Southwestern PA \$10,000 Pittsburgh, PA toward the Mentoring Partnership program in honor of the Burke family's service to children and youth in the Pittsburgh region	509(a)1
One Vision One Life, Inc. \$10,000 Pittsburgh, PA toward consulting services	509(a)1
One Vision One Life, Inc. \$305,000 Pittsburgh, PA toward two-year support of violence intervention and prevention programs	509(a)1
Pennsylvania Partnerships for Children \$150,000 Harrisburg, PA to build a diverse, statewide coalition to create an agenda around providing appropriate education and training programs for high school students and drop-outs	509(a)1
Pittsburgh Chapter of the National Tooling and Machining Foundation, Inc. 509(a)1 Moon Township, PA to create a program that attracts more students to manufacturing careers	\$50,000
Pittsburgh Entertainment Project \$200,000 Pittsburgh, PA toward the Youth and Media Initiative and non-profit capacity building	509(a)2
The Pittsburgh Project \$1,000,000 Pittsburgh, PA toward two-year support of operations	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Schenley Heights Community Development Program	509(a)1
\$100,000	
Pittsburgh, PA	
to sustain the After-School Tutorial & Enrichment Program, the Summer Enrichment Program, and to implement the FOCUS Me Program	
Scottdale Free Public Library	509(a)1
\$30,000	
Scottdale, PA	
toward development of an outdoor area to hold children's programs	
Sisters of St. Francis of the Neumann Communities	GROUP RULING -
\$25,000	
CHURCH	
Pittsburgh, PA	
toward two-year support of operations	
Smithsonian Institution	509(a)1
\$5,000	
Washington, DC	
toward Ability Pittsburgh, a program at the Senator John Heinz History Center	
Sports Heroes and Humanitarians Museum of Pittsburgh	509(a)1
\$55,000	
Pittsburgh, PA	
to establish the Clemente Society, a contributor-supported initiative that will generate funds to help sustain the Clemente Museum and to continue Roberto Clemente's lifelong commitment to help at-risk youth	
Urban Youth Action, Inc.	509(a)1
\$100,000	
Pittsburgh, PA	
to provide general support for the youth development program	
Young Men's Christian Association of Pittsburgh	509(a)2
\$8,530	
Pittsburgh, PA	
toward costs associated with establishing the Homewood Children's Village as a nonprofit corporation	
Young Women's Christian Association of Greater Pittsburgh	509(a)2
\$25,000	
Pittsburgh, PA	
toward summer camp tuition for low income school-aged children on the subsidy waiting list	
YouthPlaces	509(a)1
\$350,000	
Pittsburgh, PA	
toward two-year support of programming and capacity building	
YouthPlaces	509(a)1
\$100,000	
Pittsburgh, PA	
toward support of the 2009 Summer Youth Violence Prevention Project	
YouthWorks	509(a)1
\$100,000	
Pittsburgh, PA	
toward two-year support of operations	
Total Children, Youth, and Young Adults (42 items)	\$7,840,030

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Conservation

Allegheny Land Trust

\$75,000

Sewickley, PA

toward implementation of conservation priorities identified in the Green Print Plan

509(a)1

American Fisheries Society, Inc.

\$10,000

Bethesda, MD

toward the national American Fisheries Society's annual conference to be held in Pittsburgh on September 12 - 16, 2010

509(a)2

American Rivers

\$200,000

Washington, DC

payable equally over three years toward operational support for dam removal and river restoration in western Pennsylvania. \$30,000 was redirected to develop a GIS-based river restoration prioritization tool for western Pennsylvania. This grant is not to be used for production of educational material.

509(a)1

Appalachian Mountain Club

\$1,500,000

Boston, MA

toward the capital campaign to support land purchases as part of the Maine Woods Initiative

509(a)1

Community Foundation of Greater Johnstown

\$50,000

Johnstown, PA

toward the Riverwalk, part of the Greater Johnstown Tech Park

509(a)1

The Community Foundation of Westmoreland County

\$80,000

Greensburg, PA

toward two-year support of the Smart Growth Partnership of Westmoreland County

509(a)1

Conemaugh Valley Conservancy

\$65,000

Hollsopple, PA

toward operating assistance for the fiscal period July 1, 2007 through June 30, 2009

509(a)1

Conservation Consultants, Inc.

\$130,000

Pittsburgh, PA

toward the creation of an energy-related public education and outreach program to be offered by the Pennsylvania Departments of Environmental Protection, Community and Economic Development, and other entities

509(a)1

The Conservation Fund

\$300,000

Arlington, VA

toward three-year support to conserve Pennsylvania's and the nation's great legacy of land and water resources

509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

The Conservation Fund \$382,500 Arlington, VA toward the purchase of property in Indiana and Cambria counties, PA	509(a)1
The Conservation Fund \$500,000 Arlington, VA toward the purchase of property in Maine	509(a)1
The Conservation Fund \$500,000 Arlington, VA toward the purchase of property in Maine	509(a)1
The Conservation Fund \$2,500,000 Arlington, VA to help implement a strategy to protect and preserve the Rocky Mountain Front ecosystem	509(a)1
County of Allegheny \$50,000 Pittsburgh, PA toward two-year support of the sustainability manager position for the Allegheny Green program	GOVT/PUBLIC BODY
Foundation for California University of Pennsylvania \$300,000 California, PA toward three-year support of operations for Farmland Habitat Restoration and Watershed Conservation in Pennsylvania	509(a)1
Foundation for California University of Pennsylvania \$300,000 California, PA toward three-year support of operations for Farmland Habitat Restoration and Watershed Conservation in Pennsylvania	509(a)1
Foundation for California University of Pennsylvania \$40,000 California, PA to reintroduce wild pheasants into Somerset County	509(a)1
Foundation for Pennsylvania Watersheds \$300,000 Alexandria, PA toward conservation planning and capacity building	509(a)3 Type 1
Foundation for Pennsylvania Watersheds \$600,000 Alexandria, PA toward two-year support of programs to assist in abandoned mine drainage restoration, environmental planning/design, stream restoration, riparian buffer plantings, and education	509(a)3 Type 1
Friends of the Riverfront \$40,000 Pittsburgh, PA toward stewardship of the Three Rivers Heritage Trail and Three Rivers Water Trail	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Grove City College \$50,000 Grove City, PA toward restoration of Wolf Creek and to establish a nature trail and parklet for school and public use	509(a)1
Land Trust Alliance, Inc. \$150,000 Washington, DC to develop and pilot a new assessment tool focused on fee land stewardship in western Pennsylvania and to protect conservation easements	509(a)1
Ligonier Camp and Conference Center \$300,000 Ligonier, PA toward purchase of property in Westmoreland County, PA	509(a)2
Looking Glass Institute \$15,000 Pittsburgh, PA toward encouraging greater collaboration to enhance impact and sustainability of environmentally concerned organizations	509(a)2
Looking Glass Institute \$59,000 Pittsburgh, PA to assess and assist eight Pittsburgh-based environmental and conservation organizations with shared services	509(a)2
Loyalhanna Watershed Association, Inc. \$40,000 Ligonier, PA toward purchase of property in Westmoreland County	509(a)1
Loyalhanna Watershed Association, Inc. \$50,000 Ligonier, PA toward the cost of a feasibility study for the Ligonier Valley Trail System and/or the construction of the Mill Creek bridge	509(a)1
Loyalhanna Watershed Association, Inc. \$40,000 Ligonier, PA toward general support of operations	509(a)1
Mount Washington Community Development Corporation \$250,000 Pittsburgh, PA toward restoration and management efforts of the Grand View Scenic Byway Park	509(a)1
Mountain Watershed Association, Inc. \$125,000 Melcroft, PA toward two-year support of restoration efforts of the Indian Creek and Jacob's Creek watersheds	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Mountain Watershed Association, Inc. \$15,000 Melcroft, PA to engage Rhiza Labs to perform an assessment of data modeling and design services for a portal website	509(a)1
Mountain Watershed Association, Inc. \$48,000 Melcroft, PA toward Phase II of a Rhiza Insight-powered website for the Indian Creek Watershed	509(a)1
National Audubon Society \$200,000 Audubon, PA for three-year support of conservation internship work in and adjacent to important bird areas in western Pennsylvania	509(a)1
National Audubon Society \$150,000 Audubon, PA toward two-year support to advance the Important Bird Areas Program for priority habitats in western Pennsylvania, promote citizen science engagement in conservation action, and serve as a regional and state leader for sound avian data	509(a)1
National Park Foundation \$3,930 Washington, DC toward the Flight 93 Memorial Campaign 9/11 event	509(a)1
The Nature Conservancy, Inc. \$50,000 Harrisburg, PA toward development of new data layers relevant to land protection strategies in western Pennsylvania	509(a)1
Nine Mile Run Watershed Association, Inc. \$100,000 Pittsburgh, PA toward support of Phase II of the Rain Barrel Initiative to help educate the public about reducing stormwater runoff, install 3500 rain barrels, and monitor and measure the impacts of runoff at four demonstration sites	509(a)1
Nine Mile Run Watershed Association, Inc. \$29,000 Pittsburgh, PA to complete repairs to Nine Mile Run, which suffered significant storm damage on June 17, 2009	509(a)1
Penn's Corner Conservancy Charitable Trust \$100,000 Greensburg, PA toward public education for stormwater management projects currently being planned in Westmoreland County	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Pennsylvania Environmental Council, Inc.

509(a)1

\$550,000

Harrisburg, PA

toward two-year support of a comprehensive water quality and landscape protection program for western Pennsylvania as well as support for strategic planning and outreach related to state policy on land and watershed protection

Pennsylvania Environmental Council, Inc.

509(a)1

\$200,000

Harrisburg, PA

toward two-year support of a comprehensive water quality and landscape protection program for western Pennsylvania as well as support for strategic planning and outreach related to state policy on land and watershed protection

Pennsylvania Environmental Council, Inc.

509(a)1

\$75,000

Harrisburg, PA

to support planning to determine whether the Susquehanna River should be added to the Captain John Smith Chesapeake National Historic Trail

Pennsylvania Parks and Forests Foundation

509(a)1

\$75,000

Harrisburg, PA

toward restoration of Stewart Place on the Green in Ohiopyle, PA

Pittsburgh Community Broadcasting Corporation

509(a)1

\$50,000

Pittsburgh, PA

toward radio programming for three new Allegheny Front series: Overcoming Nature Deficit Disorder, Creating a Sustainable City, and Water Management in Pennsylvania

Rachel Carson Homestead Association

509(a)1

\$25,000

Springdale, PA

to develop Pittsburgh as a model of sustainable policies and practices based on Rachel Carson's principles and to preserve Rachel Carson's homestead

Resources Legacy Fund

509(a)1

\$24,750

Sacramento, CA

toward costs associated with the Wingspread Conference and the development of a summary of funder information to support the Department of Interior's Treasured Landscapes Initiative

Riverlife

509(a)1

\$200,000

Pittsburgh, PA

toward completion of fountain renovations at Point State Park

Ruffed Grouse Society of America

509(a)2

\$132,000

Coraopolis, PA

for purchase of equipment to manage grouse and woodcock habitat in the state of Michigan

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

<i>Ruffed Grouse Society of America</i>	509(a)2
\$100,000	
Coraopolis, PA	
toward operating support for 2009 and funding for local and state habitat projects	
<i>Steel City Rowing Corporation</i>	509(a)2
\$150,000	
Verona, PA	
toward purchase of property to expand the park space for the Verona Riverfront Project	
<i>Student Conservation Association, Inc.</i>	509(a)1
\$300,000	
Charlestown, NH	
toward the Pittsburgh Community Programs and Green Cities Intern Corps	
<i>Student Conservation Association, Inc.</i>	509(a)1
\$325,000	
Charlestown, NH	
to improve Pittsburgh's quality of life through the conservation service efforts of high school members and Green Cities interns	
<i>Touchstone Center for Crafts</i>	509(a)1
\$55,000	
Farmington, PA	
toward sewage facility planning to upgrade the sewage treatment system	
<i>Trout Unlimited</i>	509(a)1
\$275,000	
Arlington, VA	
toward two-year support of Phase III to restore the West Branch of the Susquehanna River	
<i>West Virginia University Foundation</i>	509(a)1
\$20,000	
Morgantown, WV	
toward the efforts of Dr. John Edwards to preserve hunting heritage and promote recreational hunting	
<i>Western Pennsylvania Conservancy</i>	509(a)1
\$400,000	
Pittsburgh, PA	
toward two-year support of operations for the land and freshwater conservation programs	
<i>Western Pennsylvania Conservancy</i>	509(a)1
\$150,000	
Pittsburgh, PA	
toward support of tree plantings and community education for the Pittsburgh region	
<i>Western Pennsylvania Conservancy</i>	509(a)1
\$7,000	
Pittsburgh, PA	
toward travel costs associated with sending key Pittsburgh stakeholders to Philadelphia to view that city's vacant property program	

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Western Pennsylvania Conservancy

509(a)1

\$3,750,600

Pittsburgh, PA

toward acquisition of property in Clearfield County

Total Conservation (59 items)

\$16,561,780

Education

A+ Schools: Pittsburgh's Community Alliance for Public Education

\$150,000

509(a)1

Pittsburgh, PA

toward two-year support of the Good Governance and Parent and Community Empowerment Programs

Allegheny College

509(a)1

\$75,000

Meadville, PA

toward support of Creek Connections' Pittsburgh Science Program

Beginning With Books

509(a)1

\$100,000

Pittsburgh, PA

for two-year support of the Neighborhood-Based Early Literacy Outreach Program

Beginning With Books

509(a)1

\$75,000

Pittsburgh, PA

for two-year support of the Neighborhood-Based Early Literacy Outreach Program

Carnegie Institute

509(a)1

\$30,000

Pittsburgh, PA

to develop 5th, 6th, and 7th grade curriculum on conservation and ecosystems for the Pittsburgh Public Schools

Carnegie Institute

509(a)1

\$67,000

Pittsburgh, PA

toward final design of a trail and southern entry for the Carnegie Science Center, bid submission and subcontractor selection

Carnegie Library of Pittsburgh

509(a)1

\$707,635

Pittsburgh, PA

toward the Libraries for Life Campaign

Carnegie Library of Pittsburgh

509(a)1

\$292,365

Pittsburgh, PA

toward the Libraries for Life Campaign

Carnegie Library of Pittsburgh

509(a)1

\$25,000

Pittsburgh, PA

toward development of a communication plan in relation to the library's restructuring efforts

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Carnegie Mellon University

509(a)1

\$5,000,000

Pittsburgh, PA

toward creation of the Life Sciences Competitiveness Fund to be used to assist the University in upgrading facilities and recruiting faculty and students in the life sciences area

Chatham University

509(a)1

\$750,000

Pittsburgh, PA

to create a master plan for the development of the Eden Hall Campus and to hire essential leadership for the School of Sustainability and the Environment

Child Development Centers

509(a)1

\$100,000

Franklin, PA

to complete the expansion of the Hasson Heights Child Development Center creating four classrooms, an indoor gymnasium, kitchen and staff planning room

Community College of Allegheny County Educational Foundation

\$75,000

509(a)1

Pittsburgh, PA

toward hiring full-time faculty for the nursing program and curriculum revisions

Coro Center for Civic Leadership

509(a)1

\$45,000

Pittsburgh, PA

toward Running for Public Office 2009, an experiential learning program

Crossroads Foundation

509(a)1

\$50,000

Pittsburgh, PA

toward support of general operations

Derry Area School District Foundation

509(a)1

\$40,000

Derry, PA

toward construction of an outdoor amphitheater and art center

The Extra Mile Education Foundation, Inc.

509(a)1

\$50,000

Pittsburgh, PA

\$100,000 over two years as a 2 to 1 match to new corporate and individual donations

Family Communications, Inc.

509(a)1

\$250,000

Pittsburgh, PA

toward development of a pilot episode of an animated children's television program, Daniel's Neighborhood, for PBS

Family Tyes, Inc.

509(a)2

\$250,000

Pittsburgh, PA

toward support of operations

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

<i>Fund for Advancement of Minorities Through Education</i>	509(a)1
\$250,000	
Pittsburgh, PA	
toward three-year support of operations	
<i>Imani Christian Academy</i>	509(a)1
\$135,000	
Pittsburgh, PA	
toward a construction trades mentoring program	
<i>Indian Creek Valley Christian Family & Children's Center</i>	509(a)1
\$100,000	
Champion, PA	
toward support of long-term sustainability efforts focused on development and creation of new sources of revenue	
<i>La Roche College</i>	509(a)1
\$250,000	
Pittsburgh, PA	
as a matching grant for the renovation of the John J. Wright Library	
<i>Ligonier Valley School District</i>	GOVT/PUBLIC BODY
\$25,000	
Ligonier, PA	
toward preparation of a long-range strategic facility plan	
<i>National Geographic Society</i>	509(a)2
\$70,000	
Washington, DC	
toward the planning process to design a collaborative project around conservation and environmental awareness with Pittsburgh educational institutions	
<i>Negro Educational Emergency Drive</i>	509(a)1
\$500,000	
Pittsburgh, PA	
toward the College Access Program Campaign	
<i>The Neighborhood Academy</i>	509(a)1
\$500,000	
Pittsburgh, PA	
toward two-year support of annual operating funds and toward the Forging Futures Campaign	
<i>Oglebay Foundation, Inc.</i>	509(a)1
\$50,000	
Wheeling, WV	
toward three-year support of the National Parks and Recreation Training School	
<i>Our Mother of Sorrows School</i>	GROUP RULING - CHURCH
\$50,000	
Johnstown, PA	
toward repairs for the roof of the school building	
<i>Pennsylvania Institute for Conservation Education</i>	509(a)1
\$86,000	
Bloomsburg, PA	
toward three-year support of operations for PA Wildlife Leadership Adventures	

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

<i>The Pennsylvania State University</i> \$70,000 University Park, PA to establish The Center for Specialty Crop Evaluation and Improvement to be housed in the Department of Horticulture	509(a)1
<i>The Pittsburgh Foundation</i> \$3,000,000 Pittsburgh, PA a three-year grant toward support of The Pittsburgh Promise	509(a)1
<i>The Pittsburgh Foundation</i> \$3,000,000 Pittsburgh, PA a three-year grant toward support of The Pittsburgh Promise	509(a)1
<i>Pittsburgh Voyager</i> \$49,000 Pittsburgh, PA to support a joint public-ticketed program with Carnegie Science Center	509(a)1
<i>Robert Morris University</i> \$200,000 Moon Township, PA toward two-year support of the Bayer Center for Nonprofit Management	509(a)1
<i>Saint Vincent College</i> \$2,000,000 Latrobe, PA toward renovation of the Herbert W. Boyer School of Natural Sciences, Mathematics, and Computing	509(a)1
<i>Saint Vincent College</i> \$500,000 Latrobe, PA toward two-year support of the development of an online community for early learning teachers, caregivers, and families for the Fred Rogers Center Learning Network	509(a)1
<i>University of Pittsburgh School of Medicine</i> \$10,000 Pittsburgh, PA toward support of the 2009 Mellon Lecture	509(a)1
<i>University of Pittsburgh, Institute of Politics</i> \$150,000 Pittsburgh, PA toward three year support of operations	509(a)1
<i>University of Pittsburgh, School of Social Work</i> \$50,000 Pittsburgh, PA toward support of a June 2010 conference on racial equity	509(a)1
<i>Valley School of Ligonier</i> \$400,000 Ligonier, PA toward marketing efforts, technology infrastructure, renovations to the athletic fields, and updates to the library collection	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Westmoreland County Community College Educational Foundation, Inc. \$200,000
509(a)3 Type 3 (Functionally Integrated)

Youngwood, PA
to establish a diagnostic medical sonography program

World Affairs Council of Pittsburgh 509(a)1

\$75,000

Pittsburgh, PA

to create and implement a young professionals group focused on those with international backgrounds or interest

Total Education (43 items) \$19,852,000

Human Services

Addison Behavioral Care, Inc. 509(a)1

\$125,000

Pittsburgh, PA

to hire additional positions for programs that have the ability to generate funds and ensure future sustainability for the organization

The Albert Schweitzer Fellowship

\$50,000

Pittsburgh, PA

to aid the Pittsburgh Schweitzer Fellows Program in continuing its role in developing leaders in service for under-served communities in southwestern Pennsylvania

American Red Cross Southwestern Pennsylvania Chapter 509(a)1

\$100,000

Pittsburgh, PA

toward disaster relief for families in Allegheny and Westmoreland counties affected by the June 17, 2009 floods

Bridge To Independence, Inc. 509(a)1

\$75,000

Braddock, PA

toward expansion of childcare services, literacy, job preparation, and other services in Braddock

Catholic Charities of the Diocese of Pittsburgh, Inc.

\$50,000

CHURCH

Pittsburgh, PA

toward basic needs assistance and a mapping project

The Community Foundation of Westmoreland County 509(a)1

\$200,000

Greensburg, PA

toward a challenge grant for the Forever Fund and Now Fund

Community Human Services Corporation 509(a)1

\$50,000

Pittsburgh, PA

payable over three years toward establishment of a development team to coordinate an agency-wide initiative around fund-raising

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Connect, Inc. \$45,500 Charleroi, PA to renovate a portion of the building at 218 South Maple Avenue in Greensburg to accommodate a program to serve the chronically homeless and mentally ill	509(a)2
Dollar Energy Fund \$250,000 Pittsburgh, PA to provide utility assistance to low-income families in southwestern Pennsylvania	509(a)1
Elizabeth Seton Center, Inc. -\$259 Pittsburgh, PA to retain two architectural firms to create a master plan for the construction of a performing arts facility complex	509(a)1
Family Resources \$75,000 Pittsburgh, PA to provide highly secure supervised visitation with non-custodial parents	509(a)1
Focus on Renewal Sto-Rox Neighborhood Corporation \$260,000 McKees Rocks, PA toward support of operations, including \$10,000 for the Mooncrest arts workshops	509(a)1
Greater Pittsburgh Community Food Bank \$150,000 Duquesne, PA toward operating support and food purchases to meet increased demand	509(a)2
Hosanna House, Inc. \$300,000 Wilkinsburg, PA toward upgrades to the summer camp property and general operating support	509(a)1
Light of Life Rescue Mission, Inc. \$125,000 Pittsburgh, PA toward support of operations	509(a)2
Ligonier Township Police Department \$30,000 Ligonier, PA toward expenses of the K-9 program	
The Midwife Center For Birth and Women's Health \$50,000 Pittsburgh, PA to provide care to uninsured and underinsured women and infants, as part of the Midwife Center's Beginning Campaign	509(a)2
The Midwife Center For Birth and Women's Health \$50,000 Pittsburgh, PA to provide care to uninsured and underinsured women and infants, as part of the Midwife Center's Beginning Campaign	509(a)2

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Mutual Aid Ambulance Service, Inc. \$123,000 Greensburg, PA to purchase new equipment and training manuals to modernize public access to the automated external defibrillator system in Westmoreland County	509(a)2
National Brain Tumor Society \$5,000 Watertown, MA to provide general support for the National Brain Tumor Society educational and research efforts	509(a)1
Neighborhood Housing Services, Inc. \$320,000 Pittsburgh, PA toward enhanced services for a wider population of new and struggling homeowners	509(a)1
North Hills Community Outreach, Inc. \$10,000 Allison Park, PA toward parking lot paving	509(a)1
North Side Christian Health Center \$260,000 Pittsburgh, PA toward operating support and a Kresge Foundation match	509(a)1
The Pittsburgh Foundation \$100,000 Pittsburgh, PA toward support of the Human Service Integration Fund	509(a)1
The Salvation Army \$10,000 Carnegie, PA toward the Red Shield Campaign	
Sisters of Charity of Seton Hill \$300,000 Greensburg, PA toward construction of a water pumping facility	509(a)1
Sisters Place, Inc. \$50,000 Clairton, PA for two-year support toward capacity building to assist the organization's efforts to diversify funding sources	509(a)1
United Way of Allegheny County \$300,000 Pittsburgh, PA toward the 2008 Annual Campaign programs	509(a)1
United Way of Allegheny County \$400,000 Pittsburgh, PA to help at-risk children and struggling families	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

United Way of Westmoreland County \$300,000 Greensburg, PA toward two-year support of operations	509(a)1
United Way of Westmoreland County \$300,000 Greensburg, PA toward two-year support of operations	509(a)1
United Way of Westmoreland County \$25,000 Greensburg, PA toward disaster relief for families in Westmoreland County affected by the June 17, 2009 floods	509(a)1
United Way of Westmoreland County \$180,000 Greensburg, PA toward three-year support of the July 2009 merger of the Chestnut Ridge and Westmoreland chapters of the American Red Cross	509(a)1
Urban League of Greater Pittsburgh \$750,000 Pittsburgh, PA toward necessary relocation of corporate offices	
Western Pennsylvania School for the Deaf \$85,000 Pittsburgh, PA to renovate the printing and graphics shop	509(a)1
Westmoreland County Food Bank, Inc. \$100,000 Delmont, PA toward support of operations for food and staffing to meet increased demand	509(a)1
Westmoreland Human Opportunities, Inc. \$300,000 Greensburg, PA toward three-year support of the Circles Initiative in Western Pennsylvania using a strategy to empower people to permanently transition out of poverty	509(a)1
Women's Center and Shelter of Greater Pittsburgh \$50,000 Pittsburgh, PA to expand the use of the Women's Center Business System principles at the direct service level	509(a)1
Young Women's Christian Association of Westmoreland County \$200,000 509(a)2 Greensburg, PA toward operating support	
Total Human Services (39 items)	\$6,153,241

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Regional Economic Development

3 Rivers Connect	509(a)1
\$150,000	
Pittsburgh, PA	
toward two-year support of the Pittsburgh Regional Indicators Consortium, a project which compiles data on a variety of economic, demographic, environmental, and social topics for the Pittsburgh region	
3 Rivers Wet Weather, Inc.	509(a)1
\$300,000	
Pittsburgh, PA	
toward two-year support of the development of a cost effective management model for the Allegheny County Sewer System	
African American Chamber Foundation of Western Pennsylvania	
\$100,000	
509(a)3 Type 1	
Pittsburgh, PA	
toward two year support of general operations	
Alle-Kiski Medical Center Trust	509(a)3 Type 1
\$200,000	
Natrona Heights, PA	
for emergency department renovations at the Alle-Kiski Medical Center	
Allegheny Conference on Community Development	509(a)1
\$390,000	
Pittsburgh, PA	
toward annual operating support	
Allegheny Conference on Community Development	509(a)1
\$75,000	
Pittsburgh, PA	
toward costs associated with the G-20 Summit	
Allegheny-Singer Research Institute	509(a)2
\$280,000	
Pittsburgh, PA	
toward costs associated with testing removal of toxic heavy metals from fluid emanating from the use of the frac drilling method for natural gas	
Art Works in Johnstown	509(a)1
\$83,000	
Johnstown, PA	
to regenerate a turn-of-the-century industrial building in a historic neighborhood into a facility where artists can create, teach and market their work	
Asian American Film Festival of Pittsburgh	509(a)1
\$50,000	
Pittsburgh, PA	
toward the 2009 Film Festival to be held May 8-17	
Associated Artists of Pittsburgh	509(a)1
\$50,000	
Pittsburgh, PA	
to stimulate an influx of artists, collectors and cultural tourists to Pittsburgh	

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

August Wilson Center for African American Culture \$60,000 Pittsburgh, PA toward the search for a new executive director	509(a)1
August Wilson Center for African American Culture \$750,000 Pittsburgh, PA to provide working capital to support start-up of the August Wilson Center	509(a)1
Bike Pittsburgh, Inc. \$60,000 Pittsburgh, PA for two-year support to strengthen the organization's presence in Pittsburgh and increase efforts in making Pittsburgh safe, accessible and friendly for bicycle transportation	509(a)1
Bluerooft Technologies, Inc. \$150,000 McKeesport, PA to establish a proving ground for quality of life and green technology	509(a)1
Borough of Smethport \$50,000 Smethport, PA to develop a comprehensive business plan and engineering feasibility assessment for the woody biomass renewable energy combined heat and power project	
Bridgeway Capital \$185,000 Pittsburgh, PA toward expansion of the Beyond Bricks and Mortar Program to educate nonprofits about real estate strategies and options	509(a)1
Carnegie Institute \$50,000 Pittsburgh, PA toward an educational exhibition of man's relationship with the horse	509(a)1
Carnegie Institute \$250,000 Pittsburgh, PA toward Carnegie Museum of Art's exhibition Connecting with Teenie Harris: A Retrospective (November 2011 through February 2012)	509(a)1
Carnegie Mellon University \$28,500 Pittsburgh, PA for an analysis of Pittsburgh's city neighborhoods, performed by Carnegie Mellon University's Remaking Cities Institute	509(a)1
Children's Museum of Pittsburgh \$350,000 Pittsburgh, PA toward support of general operations	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

City of Asylum Pittsburgh \$100,000 Pittsburgh, PA toward operating costs associated with the pre-construction phase of renovations to the Center for the Literary Arts	509(a)1
City Theatre Company, Inc. \$100,000 Pittsburgh, PA toward support of operations	509(a)1
Community Foundation of Fayette County \$20,000 Uniontown, PA toward assessment of Ohiopyle's sewage system	509(a)1
Community Foundation of Fayette County \$25,000 Uniontown, PA to update Ohiopyle Borough's sewage facilities plan, as required by Pennsylvania's Department of Environmental Protection, to be used as a guide to implement improvements to its sewage facilities	509(a)1
Community Theater Project Corporation \$225,000 Pittsburgh, PA toward general operating support and the resident artist program	509(a)3 Type 1
Conemaugh Valley Conservancy \$500,000 Hollsopple, PA toward completion of the Quemahoning Whitewater Release project	509(a)1
East Liberty Development Incorporated \$300,000 Pittsburgh, PA to provide East Liberty's new and existing businesses and restaurants the tools to excel in a changing marketplace and revitalize East Liberty as a regional restaurant destination	509(a)1
East Liberty Development Incorporated \$10,000 Pittsburgh, PA toward construction of the Ellsworth Avenue pedestrian bridge in East Liberty	509(a)1
Economic Growth Connection of Westmoreland \$100,000 Greensburg, PA toward the purchase of the Ligonier Armory property	509(a)1
Fay-Penn Economic Development Council \$125,000 Uniontown, PA toward community and economic development programs in Fayette County	509(a)1
First United Methodist Church of Pittsburgh \$10,000 Pittsburgh, PA toward renovation of the First United Methodist Church of Pittsburgh	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

The Forbes Funds

509(a)3 Type 1

\$100,000

Pittsburgh, PA

toward two-year support to implement the Community Quality Institute designed to improve the delivery services for youth programs

Fort Ligonier Association

509(a)2

\$218,000

Ligonier, PA

to hire a development and marketing director for Fort Ligonier

Frick Art & Historical Center

509(a)1

\$75,000

Pittsburgh, PA

toward support of operations

Grantmakers for Effective Organizations

509(a)1

\$8,000

Washington, DC

toward 2009 membership

Grantmakers of Western Pennsylvania

509(a)1

\$20,000

Pittsburgh, PA

toward 2009 membership dues

Greater Pittsburgh Arts Council

509(a)1

\$175,000

Pittsburgh, PA

toward a collaborative strategy for audience development

Grow Pittsburgh

509(a)1

\$50,000

Pittsburgh, PA

toward the development and staffing of Braddock Farm

Hill House Economic Development Corporation

509(a)3 Type 1

\$100,000

Pittsburgh, PA

toward construction of a new full service market in Pittsburgh's Hill District

Historical Society of Western Pennsylvania

509(a)1

\$808,635

Pittsburgh, PA

toward support of the capital campaign for the Senator John Heinz History Center

Historical Society of Western Pennsylvania

509(a)1

\$4,500

Pittsburgh, PA

toward operating support

Historical Society of Western Pennsylvania

509(a)1

\$350,000

Pittsburgh, PA

toward operating support

Historical Society of Western Pennsylvania

509(a)1

\$500

Pittsburgh, PA

toward operating support

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Idea Foundry	509(a)1
\$500,000	
Pittsburgh, PA	
toward programs and a self-sustaining model development	
Independent Sector	509(a)1
\$17,500	
Washington, DC	
toward 2009 membership dues	
Innovation Works, Inc.	509(a)1
\$300,000	
Pittsburgh, PA	
for two-year support to launch the AlphaLab initiative	
Leadership Pittsburgh	509(a)2
\$17,500	
Pittsburgh, PA	
toward development of a professional, interactive human service experience video	
Ligonier Valley Rail Road Association	509(a)1
\$30,000	
Ligonier, PA	
to assist with annual operating expenses	
Manchester Craftsmen's Guild	509(a)1
\$325,000	
Pittsburgh, PA	
toward support of operations and critical equipment upgrades	
The Mattress Factory, Ltd.	509(a)1
\$250,000	
Pittsburgh, PA	
toward support of operations and to help achieve financial stability	
Minority and Women Educational Labor Agency	509(a)1
\$350,000	
Pittsburgh, PA	
\$300,000 toward support of operations and \$50,000 for ongoing consulting and mentoring services through Bridgeway Capital directly or through consultants they choose to engage	
Minority and Women Educational Labor Agency	509(a)1
\$250,000	
Pittsburgh, PA	
toward support of operations	
The Mon Valley Initiative	509(a)1
\$175,000	
Homestead, PA	
toward support of the Workforce and Business Development Program	
Mount Airy Baptist Church	
\$700,000	
Newton, GA	
toward construction of a new church	

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

<i>The Mountain Playhouse, Inc.</i> \$30,000 Jennerstown, PA toward three-year support of operating costs to ensure a successful theater season while enhancing the theater experience for all patrons through improvement of the quality of the performance	509(a)1
<i>National Aviary in Pittsburgh, Inc.</i> \$2,000,000 Pittsburgh, PA for construction of the Immersion Theater and Education Center	509(a)1
<i>National Center for Defense Manufacturing & Machining</i> \$100,000 Latrobe, PA to assist manufacturers in obtaining government contracts	509(a)1
<i>Neighbors in the Strip</i> \$150,000 Pittsburgh, PA toward two year support of construction of a public market in the Strip District's historic produce buildings	509(a)1
<i>New Hazlett Center for the Performing Arts</i> \$175,000 Pittsburgh, PA toward two-year support of programs as well as completion of capital investments	509(a)1
<i>Northside Leadership Conference</i> \$250,000 Pittsburgh, PA toward restoration of the farmers' market section of Allegheny Commons Park including lighting, trees, paths, and pedestrian amenities	509(a)1
<i>Oakland Planning and Development Corporation</i> \$85,000 Pittsburgh, PA toward Innovation Oakland, a program for pedestrian signage, historical markers and a digital kiosk system that will act as a pedestrian guide for the Oakland community	509(a)1
<i>Operation Better Block, Inc.</i> \$200,000 Pittsburgh, PA toward Phase II of the Homewood Children's Village initiative	509(a)1
<i>The Pennsylvania State University</i> \$40,000 University Park, PA to conduct an engineering analysis and redesign of existing facilities for the Southwest Regional Renewable Energy Incubator	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

<i>The Pennsylvania State University</i> \$40,000 University Park, PA to develop a business plan for the BioEnergy Bridge, a university-industry-public partnership to address critical need for integrated research and technology development in the area of biofuels, and bioenergy research and development and deployment	509(a)1
<i>The Pennsylvania State University</i> \$600,000 University Park, PA toward two-year support of operations and research and development of the BioEnergy Bridge, a program designed to increase the use of Pennsylvania-based biomass for energy production, with a particular focus on land and water conservation	509(a)1
<i>Philanthropy Roundtable</i> \$24,000 Washington, DC toward philanthropic efforts in Pennsylvania	509(a)1
<i>Pittsburgh Ballet Theatre, Inc.</i> \$300,000 Pittsburgh, PA toward support of operations	509(a)1
<i>Pittsburgh Central Keystone Innovation Zone</i> \$25,000 Pittsburgh, PA to support the 2008-2009 activities of the Pittsburgh Central Keystone Innovation Zone	
<i>Pittsburgh Council for International Visitors</i> \$100,000 Pittsburgh, PA for three year support toward efforts at sustainability for expanded promotion and visitor development for Global Pittsburgh	509(a)2
<i>Pittsburgh Downtown Partnership</i> \$1,000,000 Pittsburgh, PA toward renovation, maintenance, and programming for Market Square	509(a)1
<i>Pittsburgh Downtown Partnership</i> \$50,000 Pittsburgh, PA toward the 2009 Pittsburgh Downtown Housing Initiative	509(a)1
<i>Pittsburgh Downtown Partnership</i> \$10,000 Pittsburgh, PA to launch a comprehensive activation program for 28 to 32 vacant storefronts in Downtown Pittsburgh	509(a)1
<i>Pittsburgh Downtown Partnership</i> \$200,000 Pittsburgh, PA toward the 2010 Downtown Living Initiative program	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Pittsburgh Filmmakers \$150,000 Pittsburgh, PA toward support of operations	509(a)1
Pittsburgh Filmmakers \$5,000 Pittsburgh, PA toward promotional and educational materials for the film Rachel Is. ...	509(a)1
The Pittsburgh Foundation \$100,000 Pittsburgh, PA toward a public education campaign on the City-County consolidation efforts	509(a)1
The Pittsburgh Foundation \$60,000 Pittsburgh, PA toward an integrated strategic alliance between the Community Foundation of Westmoreland County and The Pittsburgh Foundation	509(a)1
Pittsburgh Gateways Corporation \$332,000 Pittsburgh, PA toward support of the Energy and Carbon Credit Aggregation Program	509(a)1
Pittsburgh Gateways Corporation \$273,000 Pittsburgh, PA toward support of programming for America's Music Crossroads Center	509(a)1
Pittsburgh Glass Center, Inc. \$75,000 Pittsburgh, PA toward support of operations and a new boiler	509(a)1
Pittsburgh Life Sciences Greenhouse \$2,000,000 Pittsburgh, PA toward annual operating support	509(a)1
Pittsburgh Life Sciences Greenhouse \$2,000,000 Pittsburgh, PA toward annual operating support	509(a)1
Pittsburgh Opera, Inc. \$300,000 Pittsburgh, PA toward support of operations	509(a)1
Pittsburgh Partnership for Neighborhood Development \$150,000 Type 1 Pittsburgh, PA toward community development activities in the Pittsburgh neighborhoods	509(a)3
The Pittsburgh Public Theater Corporation \$150,000 Pittsburgh, PA toward audience development and operations	509(a)1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Pittsburgh Regional Healthcare Initiative

509(a)3 Type 1

\$250,000

Pittsburgh, PA

for programs for patient safety and quality of care

Pittsburgh Symphony, Inc.

509(a)2

\$350,000

Pittsburgh, PA

to provide operating support

The Pittsburgh Trust for Cultural Resources

509(a)1

\$50,000

Pittsburgh, PA

to provide support for events marking The Pittsburgh Trust for Cultural Resources' 25th anniversary

The Pittsburgh Trust for Cultural Resources

509(a)1

\$50,000

Pittsburgh, PA

toward lighting for the Festival of Lights to coincide with the G-20 Summit

The Pittsburgh Trust for Cultural Resources

509(a)1

\$20,000

Pittsburgh, PA

toward support of First Night 2010

The Poise Foundation

509(a)1

\$325,000

Pittsburgh, PA

toward three-year support of operations and development of a vision and strategy for a sustainable community

The Poise Foundation

509(a)1

\$200,000

Pittsburgh, PA

to assist Dwelling House Savings & Loan in reaching the asset minimum requirement set by the Office of Thrift Supervision

The Poise Foundation

509(a)1

-\$180,000

Pittsburgh, PA

to assist Dwelling House Savings & Loan in reaching the asset minimum requirement set by the Office of Thrift Supervision

The Poise Foundation

509(a)1

-\$11,847

Pittsburgh, PA

to assist Dwelling House Savings & Loan in reaching the asset minimum requirement set by the Office of Thrift Supervision

Program to Aid Citizen Enterprise

509(a)1

\$100,000

Pittsburgh, PA

toward three-year support of operations and implementation of a business plan

RIDC Fund For Economic Growth

509(a)3 Type 1

\$75,000

Pittsburgh, PA

toward costs associated with updating the strategic plan and website

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

Riverlife \$300,000 Pittsburgh, PA toward two years of operating support	509(a)1
Robert Morris University \$25,000 Moon Township, PA to complete a study on the impact of the economic crisis on nonprofit organizations	509(a)1
The Robotics Foundry and Digital Greenhouse, Inc. \$500,000 Pittsburgh, PA toward three-year support of programs designed to create high-value jobs by attracting and growing companies and supporting universities that are developing and leveraging the region's world-class assets in robotics, advanced electronics, and cyber security	509(a)3 Type 1
The Robotics Foundry and Digital Greenhouse, Inc. \$500,000 Pittsburgh, PA toward three-year support of programs designed to create high-value jobs by attracting and growing companies and supporting universities that are developing and leveraging the region's world-class assets in robotics, advanced electronics, and cyber security	509(a)3 Type 1
Rosedale Block Cluster, Inc. \$125,000 Pittsburgh, PA toward two-year support to strengthen administrative and program operations	509(a)1
Service Corps of Retired Executives \$10,000 Latrobe, PA payable equally over three years to stimulate small business growth in Westmoreland and Indiana Counties	509(a)1
The Sprout Fund \$200,000 Pittsburgh, PA toward support of general operations	509(a)1
Sustainable Pittsburgh \$600,000 Pittsburgh, PA to support the policy and practice of sustainability in southwestern Pennsylvania and to enhance outdoor recreational opportunities in the region	509(a)3 Type 1
Sustainable Pittsburgh \$650,000 Pittsburgh, PA toward support of the Outdoor Recreation Partnership, Sustainable Business and Communities programs and overseeing projects and activities associated with Pittsburgh's designation as the North American host of World Environment Day	509(a)3 Type 1

RICHARD KING MELLON FOUNDATION

E.I. No. 25-1127705

GRANTS PAID DURING 2009

<i>The Union Project</i>	509(a)1
\$150,000	
Pittsburgh, PA	
toward execution of the transformation business plan	
<i>University of Pittsburgh, Institute of Politics</i>	509(a)1
\$200,000	
Pittsburgh, PA	
toward two-year support of the Power of 32 (counties) regional visioning process	
<i>University of Pittsburgh, Institute of Politics</i>	509(a)1
\$200,000	
Pittsburgh, PA	
toward two-year support of the Power of 32 (counties) regional visioning process	
<i>Venture Outdoors</i>	509(a)1
\$150,000	
Pittsburgh, PA	
toward programs and operations	
<i>Western Pennsylvania Conservancy</i>	509(a)1
\$175,000	
Pittsburgh, PA	
toward design, engineering, cost estimating, and permitting for on-site parking upgrades at Fallingwater	
<i>Westmoreland Museum of Art</i>	509(a)1
\$150,000	
Greensburg, PA	
toward the planning phase of an upcoming capital expansion project	
<i>WQED Pittsburgh</i>	509(a)1
\$50,000	
Pittsburgh, PA	
toward development of a business plan	
<i>Total Regional Economic Development (112 items)</i>	\$26,138,288
Grand Totals (295 items)	\$76,545,339

Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury Internal Revenue Service

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 [X]
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

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.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868.

Table with 3 columns: Type or print, Name of Exempt Organization, Employer identification number. Includes address: 500 GRANT STREET, 41ST FLOOR, PITTSBURGH, PA 15219-2502

Check type of return to be filed (file a separate application for each return):

- Form 990 []
Form 990-BL []
Form 990-EZ []
Form 990-PF [X]
Form 990-T (corporation) []
Form 990-T (sec. 401(a) or 408(a) trust) []
Form 990-T (trust other than above) []
Form 1041-A []
Form 4720 []
Form 5227 []
Form 6069 []
Form 8870 []

The books are in the care of JOHN J. TURCIK

Telephone No. 412 392-2800 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 will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- [X] calendar year 2009 or
tax year beginning , and ending .

2 If this tax year is for less than 12 months, check reason. [] Initial return [] Final return [] Change in accounting period

Table with 3 rows: 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 \$ 734,020.
3b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit. 3b \$ 734,020.
3c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions. 3c \$ NONE

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

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box X

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 the return See instructions	Name of Exempt Organization RICHARD KING MELLON FOUNDATION	Employer identification number 25-1127705
	Number, street, and room or suite no. If a P O box, see instructions 500 GRANT STREET, 41ST FLOOR	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions PITTSBURGH, PA 15219-2502	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

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 JOHN J. TURCIK
Telephone No. 412 392-2800 FAX No 724 238-3773
- 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 11/15/2010
- For calendar year 2009, or other tax year beginning , and ending
- If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period
- State in detail why you need the extension THE RICHARD KING MELLON FOUNDATION HAS NOT YET RECEIVED ALL INFORMATION NECESSARY FOR A COMPLETE AND ACCURATE 2009 TAX RETURN. SEVERAL PARTNERSHIP SCHEDULES K-1 HAVE NOT BEEN RECEIVED.

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	\$ 734,020
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	\$ 734,020
c	Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	\$ NONE

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 *Scott J. M...* Title DIRECTOR Date 08/16/2010