Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning , 2008, and ending , 20

G Check all that apply [ ] Initial return [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation: BOSHELL FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): 14241 DALLAS PARKWAY — Room/suite: 1100

City or town, state, and ZIP code: DALLAS, TX 75254

A Employer identification number: 20-2736718

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

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 ▶ [ ]

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)* ▶ $ 411,919.

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis)*

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	16,633.	16,633.	16,633.	STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-24,921.			
	b Gross sales price for all assets on line 6a 115,230.				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	-8,288.	16,633.	16,633.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	NONE			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) STMT 2	7,432.	7,432.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) *	291.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	7,723.	7,432.		
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements.** Add lines 24 and 25	7,723.	7,432.		
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-16,011.			
	b **Net investment income** (if negative, enter -0-)		9,201.		
	c **Adjusted net income** (if negative, enter -0-)			16,633.	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments			
	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 15 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)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 4	583,541.	411,919.	411,919.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	583,541.	411,919.	411,919.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ X and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	583,541.	411,919.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	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)	583,541.	411,919.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	583,541.	411,919.	

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	583,541.
2	Enter amount from Part I, line 27a	2	-16,011.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	567,530.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 5	5	155,611.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	411,919.

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 SEE PART IV SCHEDULE			
b			
c			
d			
e			

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-24,921.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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))
2007	NONE	567,937.	NONE
2006	NONE	549,575.	NONE
2005			
2004			
2003			

2 **Total** of line 1, column (d)	2	NONE
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	NONE
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	NONE
5 Multiply line 4 by line 3	5	NONE
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	92.
7 Add lines 5 and 6	7	92.
8 Enter qualifying distributions from Part XII, line 4	8	NONE

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling 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 ▶ ☐ and enter 1% of Part I, line 27b	1	184.
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	184.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	184.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008 — 6a		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	NONE
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	184.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ TX,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ EDWARD O. BOSHELL, JR. Telephone no. ▶ 972-387-2600

Located at ▶ 14241 DALLAS PARKWAY, SUITE 200 DALLAS, TX ZIP + 4 ▶ 75254

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here . . . N/A ▶ ☐
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.

		Answer	Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
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 2008?		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 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☒ Yes ☐ No			
	If "Yes," list the years ▶ 2006 , , ,				
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?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 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 2008)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2008?		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 [X] 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 [X] No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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)?		5b	N/A	
	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 [X] 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 [X] No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
	If you answered "Yes" to 6b, also file Form 8870				
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	[ ] Yes [X] No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6		NONE	NONE	NONE

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (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
NONE		

Total number of others receiving over $50,000 for professional services ▶ NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	NONE
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	NONE
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	NONE
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	NONE
6	**Minimum investment return.** Enter 5% of line 5	6	NONE

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	NONE
2a	Tax on investment income for 2008 from Part VI, line 5	2a	184.		
b	Income tax for 2008 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	184.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	-184.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	-184.
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	

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

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 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				NONE
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			27,819.	
b Total for prior years 20 06 ,20 ___ ,20 ___		25,375.		
3 Excess distributions carryover, if any, to 2008				
a From 2003 ______				
b From 2004 ______				
c From 2005 ______				
d From 2006 ______				
e From 2007 ______				
f **Total** of lines 3a through e				
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ NONE				
a Applied to 2007, but not more than line 2a			NONE	
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 2008 distributable amount				
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2008 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		25,375.		
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		25,375.		
e Undistributed income for 2007. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			27,819.	
f Undistributed income for 2008. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				
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 2003 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2004 ______				
b Excess from 2005 ______				
c Excess from 2006 ______				
d Excess from 2007 ______				
e Excess from 2008 NONE				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2008, 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) 2008	(b) 2007	(c) 2006	(d) 2005	
2a 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 27 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))

EDWARD O. BOSHELL, JR

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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
Total . . . . ▶ 3a				
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income (See page 28 of the instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	16,633.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-24,921.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-8,288.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -8,288.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 28 of the instructions.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Edward O [illegible] 10/13/10 President

Signature of officer or trustee | Date | Title

Paid Preparer's Use Only			
Preparer's signature	Date 10/12/10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions) P00186331
Firm's name (or yours if self-employed), address, and ZIP code	BKD, LLP 14241 DALLAS PARKWAY, SUITE 1100 DALLAS, TX 75254		EIN ▶ 44-0160260 Phone no 972.702.8262

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					2,201.	
		SEE ATTACHED SCHEDULE				P	VARIOUS	VARIOUS
		PROPERTY TYPE: SECURITIES						
113,029.		140,151.					-27,122.	
TOTAL GAIN(LOSS)							-24,921.	

JSA
8E1730 1 000

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
SANFORD BERNSTEIN		16,633.	16,633.	16,633.
	TOTAL	16,633.	16,633.	16,633.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	7,432.	7,432.
TOTALS	7,432.	7,432.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
FOREIGN TAXES	291.
TOTALS	291.

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
SANFORD BERNSTEIN	411,919.	411,919.
TOTALS	411,919.	411,919.

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

DESCRIPTION	AMOUNT
UNREALIZED LOSSES	155,611.
TOTAL	155,611.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
EDWARD O. BOSHELL, JR. 14241 DALLAS PARKWAY, SUITE 200 DALLAS, TX 75254	TRUSTEE	NONE	NONE	NONE
BETSEY TODD 336 BROADMOOR ROAD BALTIMORE, MD 21212	TRUSTEE 1.	NONE	NONE	NONE
	GRAND TOTALS	NONE	NONE	NONE

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the separate instructions for Form 1041 (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2008

Name of estate or trust: BOSHELL FOUNDATION

Employer identification number: 20-2736718

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2007 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					2,201.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-27,122.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2007 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	-24,921.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D (Form 1041) 2008**

Part III Summary of Parts I and II **Caution:** *Read the instructions **before** completing this part*		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			
14 **Net long-term gain or (loss):**				
a Total for year	14a			-24,921.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-24,921.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of

a The loss on line 15, column (3) **or** **b** $3,000 ..... 16 (3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)		17		
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18			
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19			
20	Add lines 18 and 19	20			
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21			
22	Subtract line 21 from line 20. If zero or less, enter -0-		22		
23	Subtract line 22 from line 17 If zero or less, enter -0-		23		
24	Enter the **smaller** of the amount on line 17 or $2,200		24		
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23		25		
26	Subtract line 25 from line 24		26		
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22		27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)		28		
29	Subtract line 28 from line 27		29		
30	Multiply line 29 by 15% (15)			30	
31	Figure the tax on the amount on line 23 Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)			31	
32	Add lines 30 and 31			32	
33	Figure the tax on the amount on line 17. Use the 2008 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions)			33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on line 1a of Schedule G, Form 1041 (or line 36 of Form 990-T)			34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	Employer identification number
BOSHELL FOUNDATION	20-2736718

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a					
SEE ATTACHED SCHEDULE	VARIOUS	VARIOUS	113,029.	140,151.	-27,122.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -27,122.

Capital Gains Report

BOSHELL FOUNDATION (Account: 888-18800) January 1, 2008 through December 31, 2008

000028 ABTAXUB1 000621

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
LONG-TERM								
04/12/2006	01/03/2008	13	INTL BUSINESS MACHINES CORP	105.16	80.87	1,367.05	1,051.26	315.79
07/18/2006	01/07/2008	6	BOEING CO	83.22	79.47	499.30	476.82	22.48
06/19/2007	01/07/2008	6	DEERE & CO	88.44	60.71	530.65	364.27	166.38
04/12/2006	01/08/2008	5	APPLE INC	180.75	67.68	903.76	338.42	565.34
12/11/2006	01/08/2008	30	***INGERSOLL-RAND CO LTD-CL A	40.35	39.53	1,210.46	1,185.91	24.55
10/12/2007	01/11/2008	6	AMERICAN EXPRESS CO	43.67	62.78	262.01	376.70	-114.69
04/12/2006	01/16/2008	5	APPLE INC	165.26	67.68	826.31	338.42	487.89
10/29/2007	01/16/2008	20	EMC CORP/MASS	16.84	25.07	336.75	501.47	-164.72
07/23/2007	01/23/2008	20	INTEL CORP	19.25	24.82	385.05	496.38	-111.33
08/13/2007	01/23/2008	15	INTEL CORP	19.25	24.11	288.80	361.68	-72.88
08/21/2007	01/23/2008	5	INTEL CORP	19.25	23.88	96.27	119.40	-23.13
04/12/2006	01/25/2008	10	***AMERICA MOVIL-ADR SERIES L	55.21	32.94	552.07	329.40	222.67
06/11/2007	01/25/2008	5	BAKER HUGHES INC	73.08	83.83	365.38	419.14	-53.76
10/04/2006	01/25/2008	7	ENTERGY CORP	107.74	80.30	754.17	562.12	192.05
04/30/2007	01/25/2008	5	HONEYWELL INTERNATIONAL INC	58.28	54.58	291.39	272.90	18.49
01/24/2007	01/29/2008	9	***COVIDIEN LIMITED	42.78	38.29	385.00	344.59	40.41
04/20/2007	01/29/2008	2	***COVIDIEN LIMITED	42.78	51.49	85.55	102.98	-17.43
05/18/2007	01/29/2008	2	***COVIDIEN LIMITED	42.78	51.14	85.55	102.28	-16.73
04/17/2006	01/29/2008	3	MCDONALD'S CORP	51.11	34.36	153.32	103.08	50.24
11/02/2006	01/29/2008	2	MCDONALD'S CORP	51.11	42.00	102.21	84.00	18.21
03/08/2007	01/29/2008	5	MICROSOFT CORP	32.53	27.64	162.64	138.19	24.45
06/11/2007	01/30/2008	4	BAKER HUGHES INC	67.81	83.83	271.25	335.32	-64.07
06/18/2007	01/30/2008	7	BAKER HUGHES INC	67.81	89.19	474.69	624.36	-149.67
01/18/2007	02/01/2008	15	***NOKIA CORP-SPON ADR	37.40	19.85	561.07	297.74	263.33
10/08/2007	02/05/2008	15	***ABB LTD-SPOON ADR	24.18	26.86	362.70	402.95	-40.25
11/05/2007	02/05/2008	5	***ABB LTD-SPOON ADR	24.18	30.86	120.90	154.31	-33.41
06/14/2007	02/05/2008	7	AIR PRODUCTS & CHEMICALS INC	90.43	81.42	633.03	569.96	63.07
04/27/2006	02/05/2008	12	CLOROX COMPANY	59.61	64.50	715.37	774.03	-58.66
12/15/2006	02/05/2008	8	MBIA INC	15.73	72.05	125.82	576.40	-450.58
04/12/2006	02/05/2008	4	WELLPOINT INC	78.67	73.88	314.66	295.54	19.12
04/12/2006	02/07/2008	8	***PARTNERRE LTD	81.01	60.09	648.07	480.70	167.37
04/02/2007	02/07/2008	15	SPIRIT AEROSYSTEMS HLDG-CL A	24.16	31.42	362.38	471.26	-108.88
05/21/2007	02/07/2008	5	SPIRIT AEROSYSTEMS HLDG-CL A	24.16	33.50	120.80	167.50	-46.70
10/10/2006	02/07/2008	25	SARA LEE CORP	13.37	16.28	334.24	407.05	-72.81
07/18/2007	02/07/2008	7	UNITED TECHNOLOGIES CORP	71.28	75.37	498.94	527.57	-28.63
04/12/2006	02/12/2008	10	ALTRIA GROUP INC	72.41	53.07	724.07	530.72	193.35
10/10/2006	02/14/2008	30	SARA LEE CORP	13.20	16.28	395.99	488.48	-92.49
11/28/2006	02/14/2008	30	SARA LEE CORP	13.20	16.43	396.00	492.91	-96.91
04/12/2006	02/19/2008	30	BROADCOM CORP-CL A	19.48	43.44	584.29	1,303.29	-719.00
10/03/2006	02/19/2008	8	EATON CORP	79.18	69.65	633.42	557.24	76.18
04/12/2006	02/26/2008	18	BORGWARNER INC	45.56	29.71	820.16	534.77	285.39
08/21/2007	02/29/2008	15	INTEL CORP	20.02	23.88	300.25	358.22	-57.97
12/19/2006	02/29/2008	13	KOHLS CORP	44.68	71.32	580.85	927.10	-346.25
04/30/2007	02/29/2008	11	MERCK & CO. INC.	44.23	51.49	486.53	566.34	-79.81
04/12/2006	03/04/2008	25	CISCO SYSTEMS INC	24.16	21.06	604.12	526.42	77.70
04/12/2006	03/04/2008	15	MERRILL LYNCH & CO INC	48.78	77.47	731.73	1,162.02	-430.29

Capital Gains Report

BOSHELL FOUNDATION (Account: 888-18800) January 1, 2008 through December 31, 2008

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
04/12/2006	03/04/2008	5	WELLPOINT INC	71.02	73.89	355.08	369.43	-14.35
10/16/2007	03/05/2008	6	TEREX CORP	66.81	85.63	400.88	513.79	-112.91
04/12/2006	03/07/2008	12	TARGET CORP	52.26	51.43	627.07	617.11	9.96
04/12/2006	03/13/2008	5	FRANKLIN RESOURCES INC	92.15	94.50	460.75	472.48	-11.73
11/05/2007	03/17/2008	5	***ABB LTD-SPOON ADR	24.14	30.86	120.67	154.32	-33.65
11/08/2007	03/17/2008	10	***ABB LTD-SPOON ADR	24.14	30.61	241.36	306.09	-64.73
11/13/2007	03/17/2008	5	***ABB LTD-SPOON ADR	24.14	28.47	120.68	142.33	-21.65
01/07/2008	03/17/2008	6	LEHMAN BROTHERS HOLDINGS INC	25.97	57.99	155.80	347.94	-192.14
01/10/2008	03/17/2008	6	LEHMAN BROTHERS HOLDINGS INC	25.97	56.07	155.80	336.41	-180.61
03/06/2008	03/17/2008	8	LEHMAN BROTHERS HOLDINGS INC	25.97	45.99	207.74	367.93	-160.19
11/02/2006	03/18/2008	6	***ARCELORMITTAL SA LUXEMBOURG	78.36	41.98	470.18	251.86	218.32
09/04/2007	03/18/2008	14	CONSTELLATION ENERGY GROUP	86.81	84.00	1,215.33	1,176.00	39.33
03/23/2007	03/18/2008	10	MARATHON OIL CORP	47.62	50.72	476.17	507.23	-31.06
04/13/2006	03/19/2008	9	NORTHROP GRUMMAN CORP	79.39	68.18	714.47	613.64	100.83
01/30/2007	03/20/2008	10	ADOBE SYSTEMS INC	34.50	39.15	345.03	391.46	-46.43
02/05/2007	03/20/2008	5	ADOBE SYSTEMS INC	34.50	38.64	172.51	193.22	-20.71
12/19/2006	03/20/2008	4	FLUOR CORP	128.88	82.86	515.52	331.46	184.06
04/12/2006	03/20/2008	12	WELLPOINT INC	45.76	73.89	549.12	886.64	-337.52
06/15/2006	03/20/2008	8	WELLPOINT INC	45.76	70.16	366.09	561.26	-195.17
07/18/2006	03/20/2008	10	WELLPOINT INC	45.76	75.14	457.61	751.37	-293.76
11/02/2006	03/25/2008	3	***ARCELORMITTAL SA LUXEMBOURG	77.01	41.98	231.03	125.94	105.09
02/05/2007	03/25/2008	5	ADOBE SYSTEMS INC	36.30	38.65	181.50	193.23	-11.73
04/02/2007	03/25/2008	5	ADOBE SYSTEMS INC	36.30	41.49	181.50	207.47	-25.97
06/18/2007	03/25/2008	2	BAKER HUGHES INC	66.88	89.19	133.76	178.39	-44.63
07/18/2007	03/25/2008	7	BAKER HUGHES INC	66.88	81.81	468.16	572.66	-104.50
10/30/2007	04/01/2008	12	CATERPILLAR INC	79.16	73.72	949.93	884.64	65.29
04/12/2006	04/01/2008	30	KROGER CO	25.77	19.65	773.18	589.64	183.54
01/24/2007	04/01/2008	9	***TYCO ELECTRONICS LTD	34.34	35.25	309.04	317.24	-8.20
04/20/2007	04/01/2008	2	***TYCO ELECTRONICS LTD	34.34	47.40	68.67	94.80	-26.13
05/18/2007	04/01/2008	2	***TYCO ELECTRONICS LTD	34.34	47.08	68.67	94.16	-25.49
04/02/2007	04/04/2008	5	ADOBE SYSTEMS INC	37.11	41.50	185.53	207.48	-21.95
11/01/2007	04/04/2008	5	ADOBE SYSTEMS INC	37.11	47.20	185.53	236.02	-50.49
10/16/2007	04/04/2008	3	TEREX CORP	67.87	85.63	203.62	256.90	-53.28
12/05/2007	04/04/2008	5	TEREX CORP	67.87	62.95	339.37	314.75	24.62
11/13/2007	04/08/2008	10	***ABB LTD-SPOON ADR	27.18	28.47	271.77	284.67	-12.90
12/07/2007	04/08/2008	15	***ABB LTD-SPOON ADR	27.18	29.50	407.65	442.48	-34.83
04/12/2006	04/08/2008	10	BANK OF AMERICA CORP	38.79	45.81	387.85	458.12	-70.27
05/21/2007	04/09/2008	30	SPIRIT AEROSYSTEMS HLDG-CL A	25.82	33.50	774.72	1,005.00	-230.28
01/22/2008	04/11/2008	6	ALTRIA GROUP INC	21.44	22.01	128.63	132.08	-3.45
04/12/2006	04/14/2008	5	TRAVELERS COS INC/THE	49.18	41.30	245.89	206.51	39.38
	04/15/2008		FAIRPOINT COMMUNICATIONS INC			5.95		5.95
04/12/2006	04/16/2008	7	PROCTER & GAMBLE CO	69.40	56.37	485.81	394.56	91.25
06/09/2007	04/18/2008	5	DEERE & CO	92.70	61.46	463.51	307.32	156.19
06/29/2007	04/18/2008	8	MARATHON OIL CORP	48.68	60.59	389.42	484.70	-95.28
08/06/2007	04/18/2008	1	PHILIP MORRIS INTERNATIONAL	49.70	46.97	49.70	46.97	2.73
08/13/2007	04/18/2008	5	PHILIP MORRIS INTERNATIONAL	49.70	46.97	248.51	234.85	13.66
01/22/2008	04/18/2008	5	PHILIP MORRIS INTERNATIONAL	49.70	49.77	248.51	248.84	-0.33
01/30/2007	04/21/2008	7	ABBOTT LABORATORIES	50.19	53.06	351.34	371.40	-20.06
03/12/2007	04/21/2008	8	ABBOTT LABORATORIES	50.19	54.42	401.53	435.34	-33.81

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Capital Gains Report

BOSHELL FOUNDATION (Account: 888-18800) January 1, 2008 through December 31, 2008

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/14/2007	04/21/2008	15	ABBOTT LABORATORIES	50.19	53.98	752.88	809.76	-56.88
04/13/2006	04/21/2008	15	METLIFE INC	60.39	49.68	905.79	745.21	160.58
04/12/2006	04/22/2008	6	APPLE INC	162.22	67.68	973.34	406.11	567.23
11/01/2007	04/23/2008	10	ADOBE SYSTEMS INC	36.63	47.20	366.30	472.04	-105.74
04/12/2006	04/30/2008	10	JPMORGAN CHASE & CO	47.18	41.84	471.80	418.39	53.41
04/12/2006	04/30/2008	10	PROCTER & GAMBLE CO	68.06	56.37	680.64	563.66	116.98
08/22/2007	05/13/2008	10	AT&T INC	39.34	39.54	393.40	395.39	-1.99
05/24/2006	05/13/2008	20	AMERICAN ELECTRIC POWER	43.74	32.83	874.71	656.66	218.05
08/21/2007	05/13/2008	6	BAKER HUGHES INC	81.11	77.97	486.68	467.83	18.85
04/12/2006	05/13/2008	10	CISCO SYSTEMS INC	25.82	21.06	258.20	210.57	47.63
09/15/2006	05/13/2008	25	CISCO SYSTEMS INC	25.82	22.77	645.49	569.33	76.16
01/18/2007	05/13/2008	5	***NOKIA CORP-SPON ADR	28.25	19.85	141.22	99.25	41.97
11/16/2007	05/13/2008	15	***NOKIA CORP-SPON ADR	28.25	38.15	423.68	572.20	-148.52
08/22/2007	05/14/2008	5	AT&T INC	39.50	39.54	197.50	197.69	-0.19
03/22/2007	05/14/2008	10	DOW CHEMICAL	42.58	45.01	425.78	450.06	-24.28
04/12/2006	05/14/2008	10	JPMORGAN CHASE & CO	45.78	41.84	457.85	418.40	39.45
07/18/2007	05/14/2008	4	PARKER-HANNIFIN CORP	85.95	73.04	343.81	292.18	51.63
12/24/2007	05/16/2008	10	ALCOA INC	42.46	36.87	424.58	368.70	55.88
10/29/2007	05/16/2008	18	HOLOGIC INC	20.82	33.44	374.71	601.96	-227.25
01/07/2008	05/16/2008	28	HOLOGIC INC	20.82	34.94	582.88	978.29	-395.41
01/08/2007	05/16/2008	8	WRIGLEY WM JR CO	77.54	51.30	620.30	410.43	209.87
01/22/2008	05/19/2008	5	PHILIP MORRIS INTERNATIONAL	53.62	49.77	268.09	248.84	19.25
11/02/2006	05/22/2008	1	***ARCELORMITTAL SA LUXEMBOURG	99.59	41.98	99.59	41.98	57.61
11/14/2006	05/22/2008	3	***ARCELORMITTAL SA LUXEMBOURG	99.59	42.30	298.79	126.91	171.88
05/24/2006	05/22/2008	15	AMERICAN ELECTRIC POWER	42.79	32.83	641.84	492.50	149.34
12/19/2006	05/22/2008	2	FLUOR CORP	188.11	82.86	376.22	165.73	210.49
08/28/2007	05/22/2008	1	FLUOR CORP	188.11	123.77	188.11	123.77	64.34
04/11/2008	05/22/2008	3	FREEPORT MCMORAN COPPER &	118.88	107.26	356.64	321.78	34.86
04/12/2006	06/03/2008	3	***ALCON INC	157.81	103.15	473.42	309.45	163.97
07/18/2007	06/12/2008	4	PARKER-HANNIFIN CORP	77.25	73.04	309.00	292.18	16.82
10/08/2007	06/12/2008	5	***RESEARCH IN MOTION	129.74	115.68	648.68	578.40	70.28
08/09/2007	06/16/2008	1	DEERE & CO	80.81	61.47	80.81	61.47	19.34
09/10/2007	06/16/2008	5	DEERE & CO	80.81	68.44	404.07	342.22	61.85
08/13/2007	06/17/2008	9	MARATHON OIL CORP	52.69	54.07	474.23	486.65	-12.42
08/13/2007	06/17/2008	21	MARATHON OIL CORP	52.69	54.07	1,106.55	1,135.50	-28.95
08/17/2007	06/17/2008	10	MARATHON OIL CORP	52.69	52.33	526.93	523.29	3.64
04/12/2006	06/19/2008	25	GENERAL ELECTRIC CO	27.94	34.37	698.47	859.21	-160.74
04/12/2006	06/23/2008	15	MICROSOFT CORP	28.28	27.11	424.24	406.66	17.58
01/30/2007	06/23/2008	10	MICROSOFT CORP	28.28	30.35	282.83	303.55	-20.72
04/12/2006	06/24/2008	20	BROADCOM CORP-CL A	27.45	43.44	549.03	868.86	-319.83
11/16/2007	06/24/2008	20	***NOKIA CORP-SPON ADR	24.56	38.15	491.25	762.94	-271.69
05/18/2007	06/30/2008	25	***VODAFONE GROUP PLC-SP ADR	29.62	28.78	740.56	719.62	20.94
05/25/2007	06/30/2008	10	***VODAFONE GROUP PLC-SP ADR	29.62	30.32	296.22	303.20	-6.98
07/18/2007	07/01/2008	5	PARKER-HANNIFIN CORP	70.48	73.05	352.40	365.24	-12.84
04/12/2006	07/02/2008	7	GENENTECH INC	78.15	80.36	547.05	562.54	-15.49
01/07/2008	07/03/2008	4	CATERPILLAR INC	69.67	68.42	278.69	273.68	5.01
04/13/2006	07/03/2008	4	NORTHROP GRUMMAN CORP	66.12	68.18	264.49	272.73	-8.24
06/26/2007	07/03/2008	1	NORTHROP GRUMMAN CORP	66.12	76.49	66.12	76.49	-10.37
03/19/2008	07/08/2008	20	FANNIE MAE	15.96	31.00	319.26	620.09	-300.83

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Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
02/06/2007	07/08/2008	22	NVIDIA CORP	12.03	22.57	264.55	496.45	-231.90
02/13/2007	07/08/2008	15	NVIDIA CORP	12.03	22.63	180.38	339.44	-159.06
10/12/2007	07/08/2008	13	NVIDIA CORP	12.03	35.70	156.33	464.12	-307.79
05/01/2008	07/10/2008	6	VMWARE INC CL A	38.09	67.85	228.54	407.10	-178.56
04/10/2008	07/11/2008	15	FANNIE MAE	9.97	28.17	149.49	422.50	-273.01
10/29/2007	07/15/2008	10	NVIDIA CORP	11.20	33.30	111.95	333.01	-221.06
10/30/2007	07/15/2008	15	NVIDIA CORP	11.20	34.77	167.93	521.57	-353.64
04/14/2008	07/15/2008	15	NVIDIA CORP	11.20	18.30	167.93	274.54	-106.61
05/25/2007	07/17/2008	5	***VODAFONE GROUP PLC-SP ADR	30.01	30.32	150.04	151.60	-1.56
06/13/2007	07/17/2008	15	***VODAFONE GROUP PLC-SP ADR	30.01	31.32	450.13	469.84	-19.71
09/24/2007	07/17/2008	15	***VODAFONE GROUP PLC-SP ADR	30.01	35.16	450.13	527.46	-77.33
12/24/2007	07/18/2008	5	ALCOA INC	33.71	36.87	168.56	184.35	-15.79
01/07/2008	07/18/2008	10	ALCOA INC	33.71	33.23	337.12	332.28	4.84
11/16/2007	07/18/2008	15	***NOKIA CORP-SPON ADR	27.53	38.15	413.01	572.22	-159.21
03/04/2008	07/18/2008	10	***NOKIA CORP-SPON ADR	27.53	33.63	275.34	336.32	-60.98
10/17/2007	07/21/2008	6	BAKER HUGHES INC	83.09	97.41	498.52	584.45	-85.93
12/06/2007	07/21/2008	10	YUM! BRANDS INC	34.92	38.23	349.18	382.33	-33.15
10/17/2007	07/22/2008	3	BAKER HUGHES INC	86.78	97.41	260.35	292.23	-31.88
01/29/2008	07/23/2008	6	COSTCO WHOLESALE CORP	63.31	66.36	379.87	398.17	-18.30
02/19/2008	07/23/2008	4	COSTCO WHOLESALE CORP	63.31	64.33	253.25	257.34	-4.09
04/12/2006	07/23/2008	47 .000	BERNSTEIN INTERNATIONAL PORTFOLIO	21.27	26.59	1,000.00	1,249.72	-249.72
04/12/2006	07/23/2008	.015	BERNSTEIN INTERNATIONAL PORTFOLIO	21.27	26.00	0.00	0.39	-0.39
04/30/2007	07/30/2008	10	HONEYWELL INTERNATIONAL INC	52.01	54.58	520.06	545.81	-25.75
04/13/2006	07/30/2008	5	METLIFE INC	51.24	49.68	256.20	248.41	7.79
05/24/2006	07/30/2008	5	METLIFE INC	51.24	51.25	256.20	256.24	-0.04
04/12/2006	08/04/2008	14	EXXON MOBIL CORP	78.17	61.56	1,094.31	861.80	232.51
04/23/2008	08/04/2008	4	UNION PACIFIC CORP	80.21	67.27	320.82	269.07	51.75
03/01/2007	08/05/2008	6	VF CORP	73.62	79.70	441.73	478.18	-36.45
03/02/2007	08/05/2008	4	VF CORP	73.62	79.56	294.48	318.24	-23.76
04/12/2006	08/07/2008	10	BROADCOM CORP-CL A	25.13	43.44	251.25	434.43	-183.18
04/12/2006	08/07/2008	15	CITIGROUP INC	19.27	47.53	289.02	712.96	-423.94
05/20/2008	08/07/2008	1	***RIO TINTO PLC	371.20	523.05	371.20	523.05	-151.85
03/17/2008	08/15/2008	10	***NOKIA CORP-SPON ADR	25.43	30.99	254.29	309.87	-55.58
06/26/2007	08/15/2008	8	NORTHROP GRUMMAN CORP	71.07	76.50	568.57	611.99	-43.42
04/12/2006	08/29/2008	8	EXXON MOBIL CORP	81.18	61.56	649.42	492.46	156.96
09/20/2006	09/04/2008	15	AMERISOURCEBERGEN CORP	41.16	44.84	617.38	672.61	-55.23
12/01/2006	09/04/2008	10	AMERISOURCEBERGEN CORP	41.16	45.76	411.59	457.60	-46.01
04/24/2008	09/08/2008	8	***FOSTER WHEELER LTD	39.81	67.73	318.46	541.84	-223.38
02/05/2008	09/12/2008	7	MEMC ELECTRONIC MATERIALS INC	32.85	71.69	229.95	501.82	-271.87
04/10/2008	09/12/2008	4	MEMC ELECTRONIC MATERIALS INC	32.85	74.83	131.39	299.34	-167.95
05/20/2008	09/12/2008	4	MEMC ELECTRONIC MATERIALS INC	32.85	68.58	131.39	274.31	-142.92
06/03/2008	09/12/2008	8	SALESFORCE.COM INC	57.37	71.86	458.95	574.86	-115.91
05/27/2008	09/12/2008	30	STARBUCKS CORP	15.54	17.32	466.13	519.51	-53.38
04/12/2006	09/15/2008	15	MERRILL LYNCH & CO INC	21.15	77.47	317.23	1,162.02	-844.79
05/13/2008	09/15/2008	15	MERRILL LYNCH & CO INC	21.15	48.75	317.24	731.32	-414.08
05/10/2006	09/17/2008	23	FREDDIE MAC	0.28	62.81	6.32	1,444.73	-1,438.41
05/24/2006	09/17/2008	17	FREDDIE MAC	0.28	61.29	4.68	1,042.01	-1,037.33

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Capital Gains Report

BOSHELL FOUNDATION (Account: 888-18800) January 1, 2008 through December 31, 2008

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
03/14/2008	09/17/2008	15	FREDDIE MAC	0.28	21.11	4.13	316.59	-312.46
05/25/2006	09/17/2008	18	FANNIE MAE	0.45	50.07	8.08	901.27	-893.19
03/14/2008	09/17/2008	17	FANNIE MAE	0.45	22.52	7.63	382.77	-375.14
04/12/2006	09/17/2008	6	GOLDMAN SACHS GROUP INC	107.30	159.49	643.78	956.92	-313.14
03/31/2008	09/17/2008	2	GOLDMAN SACHS GROUP INC	107.30	164.19	214.59	328.38	-113.79
11/29/2006	09/17/2008	6	NYSE EURONEXT	37.37	99.29	224.21	595.76	-371.55
08/23/2007	09/17/2008	8	NYSE EURONEXT	37.37	74.69	298.95	597.56	-298.61
04/12/2006	09/18/2008	7	EXXON MOBIL CORP	76.21	61.56	533.49	430.90	102.59
04/12/2006	09/19/2008	15	JPMORGAN CHASE & CO	45.21	41.84	678.17	627.60	50.57
10/30/2007	09/19/2008	5	TEXTRON INC	34.99	68.14	174.94	340.69	-165.75
12/04/2007	09/19/2008	6	TEXTRON INC	34.99	70.31	209.92	421.84	-211.92
10/17/2007	09/22/2008	7	***RESEARCH IN MOTION	99.97	112.85	699.78	789.92	-90.14
10/08/2007	09/23/2008	5	EOG RES INC	94.68	76.62	473.38	383.08	90.30
05/24/2006	09/24/2008	11	METLIFE INC	53.98	51.25	593.79	563.74	30.05
05/20/2008	09/24/2008	15	MEMC ELECTRONIC MATERIALS INC	31.15	68.58	467.29	1,028.68	-561.39
07/23/2008	09/24/2008	5	MEMC ELECTRONIC MATERIALS INC	31.15	52.48	155.76	262.40	-106.64
07/03/2008	09/25/2008	15	SCHERING-PLOUGH CORP	18.57	19.82	278.48	297.37	-18.89
09/14/2007	09/26/2008	20	GENERAL MOTORS CORP	9.88	33.46	197.49	669.24	-471.75
09/28/2007	09/26/2008	15	GENERAL MOTORS CORP	9.88	36.60	148.13	548.93	-400.80
11/07/2007	09/26/2008	15	GENERAL MOTORS CORP	9.88	34.63	148.13	519.45	-371.32
10/02/2006	09/26/2008	10	VERIZON COMMUNICATIONS INC	31.79	35.85	317.94	358.55	-40.61
04/01/2008	09/26/2008	15	WACHOVIA CORP	8.78	28.66	131.64	429.91	-298.27
02/12/2007	09/26/2008	6	WRIGLEY WM JR CO	79.52	50.80	477.13	304.80	172.33
11/13/2007	09/29/2008	9	WRIGLEY WM JR CO	79.56	61.65	716.04	554.83	161.21
04/01/2008	09/30/2008	25	WACHOVIA CORP	2.79	28.66	69.63	716.54	-646.91
04/23/2008	09/30/2008	15	WACHOVIA CORP	2.79	26.16	41.78	392.43	-350.65
04/30/2007	10/02/2008	7	HONEYWELL INTERNATIONAL INC	38.96	54.58	272.70	382.07	-109.37
06/18/2007	10/02/2008	8	HONEYWELL INTERNATIONAL INC	38.96	58.19	311.65	465.49	-153.84
08/15/2007	10/02/2008	5	HONEYWELL INTERNATIONAL INC	38.96	55.85	194.78	279.25	-84.47
07/22/2008	10/07/2008	10	ELECTRONIC ARTS INC	29.76	48.00	297.60	480.02	-182.42
11/13/2007	10/07/2008	1	WRIGLEY WM JR CO	80.00	61.65	80.00	61.65	18.35
12/07/2007	10/07/2008	6	WRIGLEY WM JR CO	80.00	64.76	480.00	388.54	91.46
01/25/2008	10/07/2008	6	WRIGLEY WM JR CO	80.00	57.78	480.00	346.68	133.32
03/25/2008	10/07/2008	4	WRIGLEY WM JR CO	80.00	62.13	320.00	248.52	71.48
04/12/2006	10/08/2008	10	BROADCOM CORP-CL A	15.20	43.44	151.97	434.43	-282.46
11/19/2007	10/09/2008	7	***RESEARCH IN MOTION	60.94	106.77	426.61	747.42	-320.81
12/26/2007	10/09/2008	2	***RESEARCH IN MOTION	60.94	117.93	121.89	235.87	-113.98
04/12/2006	10/13/2008	5	TARGET CORP	38.94	51.43	194.72	257.13	-62.41
09/10/2007	10/14/2008	3	DEERE & CO	43.20	68.45	129.60	205.34	-75.74
10/08/2007	10/14/2008	8	DEERE & CO	43.20	74.06	345.58	592.50	-246.92
11/05/2007	10/14/2008	7	DEERE & CO	43.20	77.06	302.38	539.44	-237.06
04/23/2008	10/17/2008	6	***TRANSOCEAN INC	69.17	156.65	415.05	939.93	-524.88
12/26/2007	10/31/2008	4	***RESEARCH IN MOTION	50.75	117.94	202.97	471.76	-268.79
01/07/2008	10/31/2008	5	***RESEARCH IN MOTION	50.75	101.66	253.73	508.29	-254.56
03/27/2008	10/31/2008	1	***RESEARCH IN MOTION	50.75	115.68	50.75	115.68	-64.93
01/07/2008	11/04/2008	25	ALCOA INC	12.36	33.23	308.90	830.70	-521.80
01/19/2007	11/04/2008	11	MCKESSON CORP	37.68	55.08	414.44	605.89	-191.45
06/29/2007	11/04/2008	9	MCKESSON CORP	37.68	59.86	339.09	538.76	-199.67
06/26/2007	11/04/2008	1	NORTHROP GRUMMAN CORP	48.03	76.50	48.03	76.50	-28.47

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Capital Gains Report

BOSHELL FOUNDATION (Account: 888-18800)

January 1, 2008 through December 31, 2008

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
12/07/2007	11/04/2008	7	NORTHROP GRUMMAN CORP	48.03	82.96	336.24	580.70	-244.46
05/16/2008	11/04/2008	8	RYDER SYSTEM INC	40.45	74.89	323.60	599.14	-275.54
04/12/2006	11/05/2008	5	JPMORGAN CHASE & CO	42.27	41.84	211.36	209.20	2.16
07/11/2007	11/06/2008	7	AIR PRODUCTS & CHEMICALS INC	55.98	81.88	391.87	573.18	-181.31
08/14/2007	11/06/2008	6	AIR PRODUCTS & CHEMICALS INC	55.98	88.49	335.88	530.94	-195.06
08/15/2007	11/06/2008	5	HONEYWELL INTERNATIONAL INC	30.49	55.85	152.44	279.26	-126.82
08/23/2007	11/06/2008	10	HONEYWELL INTERNATIONAL INC	30.49	56.03	304.87	560.29	-255.42
05/08/2007	11/07/2008	5	MEDCO HEALTH SOLUTIONS INC	39.81	36.67	199.07	183.35	15.72
08/28/2007	11/10/2008	10	FLUOR CORP	39.94	61.88	399.35	618.85	-219.50
01/07/2008	11/10/2008	1	FLUOR CORP	39.94	69.82	39.94	69.82	-29.88
03/27/2008	11/10/2008	4	***RESEARCH IN MOTION	47.10	115.68	188.42	462.73	-274.31
04/12/2006	11/13/2008	10	***AMERICA MOVIL-ADR SERIES L	29.59	32.94	295.85	329.41	-33.56
06/16/2008	11/13/2008	5	***AMERICA MOVIL-ADR SERIES L	29.59	56.62	147.93	283.11	-135.18
06/25/2008	11/13/2008	5	***AMERICA MOVIL-ADR SERIES L	29.59	53.41	147.93	267.06	-119.13
04/12/2006	11/13/2008	1,079 .000	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.35	12.24	12,250.00	13,206.95	-956.95
04/12/2006	11/13/2008	.295	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	11.35	12.24	0.00	3.61	-3.61
04/23/2008	11/14/2008	4	NATIONAL-OILWELL INC	26.55	73.85	106.21	295.39	-189.18
04/30/2008	11/14/2008	4	NATIONAL-OILWELL INC	26.55	67.63	106.21	270.51	-164.30
03/22/2007	11/17/2008	15	DOW CHEMICAL	21.00	45.01	315.03	675.11	-360.08
06/11/2007	11/17/2008	15	DOW CHEMICAL	21.00	45.56	315.03	683.41	-368.38
08/27/2007	11/17/2008	15	DOW CHEMICAL	21.00	43.31	315.03	649.60	-334.57
05/24/2006	11/20/2008	68	***FLEXTRONICS INTL LTD	1.62	11.56	109.82	785.95	-676.13
12/26/2007	11/20/2008	27	***FLEXTRONICS INTL LTD	1.62	12.15	43.61	328.01	-284.40
04/12/2006	11/20/2008	11	FRANKLIN RESOURCES INC	52.66	94.50	579.25	1,039.47	-460.22
06/25/2008	11/21/2008	2	***AMERICA MOVIL-ADR SERIES L	27.87	53.41	55.73	106.83	-51.10
06/27/2008	11/21/2008	8	***AMERICA MOVIL-ADR SERIES L	27.87	52.95	222.93	423.61	-200.68
04/01/2008	11/21/2008	15	ASHLAND INC	10.76	48.19	161.37	722.92	-561.55
11/14/2006	11/24/2008	7	***ARCELORMITTAL SA LUXEMBOURG	20.52	42.31	143.66	296.14	-152.48
03/27/2007	11/24/2008	10	***ARCELORMITTAL SA LUXEMBOURG	20.52	53.02	205.24	530.23	-324.99
05/16/2008	11/25/2008	45	ALLIED WASTE INDUSTRIES INC	10.20	12.67	459.21	570.19	-110.98
12/07/2007	11/25/2008	10	HONEYWELL INTERNATIONAL INC	26.03	58.46	260.30	584.60	-324.30
04/12/2006	12/01/2008	3	CHEVRON CORP	76.19	58.59	228.56	175.76	52.80
04/12/2006	12/08/2008	5	***BP PLC-SPONS ADR	44.67	72.42	223.36	362.12	-138.76
04/12/2006	12/08/2008	5	TRAVELERS COS INC/THE	43.57	41.30	217.86	206.52	11.34
04/12/2007	12/11/2008	10	ABBOTT LABORATORIES	51.28	57.27	512.84	572.70	-59.86
05/30/2007	12/11/2008	2	ABBOTT LABORATORIES	51.28	56.06	102.57	112.13	-9.56
06/25/2007	12/11/2008	5	***TEVA PHARMACEUTICAL-SP ADR	42.39	40.69	211.97	203.43	8.54
04/12/2006	12/15/2008	5	CHEVRON CORP	79.89	58.59	399.45	292.95	106.50
04/12/2006	12/16/2008	15	TECH DATA CORP	17.24	36.79	258.67	551.86	-293.19
08/09/2007	12/19/2008	9	METLIFE INC	36.72	62.86	330.49	565.73	-235.24
09/28/2007	12/19/2008	5	METLIFE INC	36.72	69.86	183.60	349.32	-165.72
12/06/2007	12/19/2008	1	METLIFE INC	36.72	64.16	36.72	64.16	-27.44
04/30/2007	12/22/2008	15	KB HOME	14.25	44.34	213.79	665.05	-451.26
09/24/2008	12/23/2008	6	KELLOGG CO	41.82	55.46	250.91	332.77	-81.86
10/15/2008	12/23/2008	5	KELLOGG CO	41.82	50.73	209.10	253.66	-44.56

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Capital Gains Report

BOSHELL FOUNDATION (Account: 888-18800)

January 1, 2008 through December 31, 2008

Open Date	Close Date	Quantity	Description	Sale Price	Unit Cost	Total Proceeds	Total Cost	Gain or Loss
SUBTOTAL FOR LONG-TERM						113,029.13	140,150.98	-27,121.85
TOTAL						113,029.13	140,150.98	-27,121.85

** ACCOUNT TOTALS **

CURRENT PERIOD - G/L -27,121.85

LONG TERM -27,121.85

Capital-Gains Distributions: If you own shares of the Sanford C. Bernstein Fund, Inc., you may have received an annual capital-gains distribution (different from the capital gains or losses on securities sold, which are listed in this report). Long-term capital-gains distributions are a separate item on the I.R.S. forms, and appear on the Summary-of-Key-Items report.

Zero-Cost Transactions: If you transferred securities to Bernstein for which the purchase price was unavailable, the total capital-gains figure that appears on this report needs to be adjusted. Any such transactions are segregated on the Capital-Gains report, with the cost entered as zero. You will need to update the report data with the correct purchase information.

This information should be reviewed by your tax advisor or accountant.

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