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Form **990-PF**

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

2008

Department of the Treasury
Internal Revenue Service

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

For calendar year 2008, or tax year beginning **07/01, 2008**, and ending **06/30, 2009**

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

Name of foundation: MENIL FOUNDATION, INC.
Number and street (or P.O. box number if mail is not delivered to street address): 1519 BRANARD
Room/suite:
City or town, state, and ZIP code: HOUSTON, TX 77006

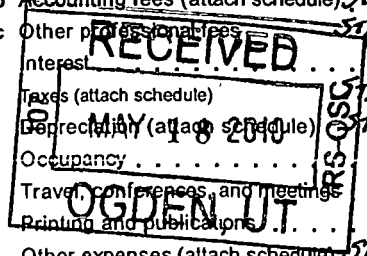
A Employer identification number: 74-6045327
B Telephone number (see page 10 of the instructions): (713) 525-9480

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): \$ 530,176,176
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)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) <input type="checkbox"/> if the foundation is not required to attach Sch. B.	4,954,137.			
	2 Check <input type="checkbox"/>				
	3 Interest on savings and temporary cash investments	11,065.	11,065.	11,065.	
	4 Dividends and interest from securities	4,748,056.	6,911,023.	6,911,023.	
	5a Gross rents	1,623,844.	1,623,844.	1,623,844.	
	b Net rental income or (loss) 130,210.				
	6a Net gain or (loss) from sale of assets not on line 10	-2,023,879.			
	b Gross sales price for all assets on line 6a 92,787,243.				
	7 Capital gain net income (from Part IV, line 2)		0.	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) STMT. 1.	445,073.	49,925.	445,073.	STMT. 1.	
12 Total. Add lines 1 through 11	9,758,296.	8,595,857.	8,991,005.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	533,303.	218,960.	218,960.	314,343.
	14 Other employee salaries and wages	4,891,565.	726,452.	731,192.	4,080,211.
	15 Pension plans, employee benefits	1,417,261.	240,945.	243,328.	1,227,404.
	16a Legal fees (attach schedule) STMT. 2.	71,987.	36,589.	36,589.	30,982.
	b Accounting fees (attach schedule) STMT. 3.	83,508.	41,803.	41,803.	38,845.
	c Other professional fees STMT. 4.	803,239.	178,622.	178,622.	667,097.
	17 Interest	138,142.	53,875.	53,875.	91,836.
	18 Taxes (attach schedule) STMT. 5.	939,020.	545,160.	545,523.	388,484.
	19 Depreciation (attach schedule) STMT. 6.	1,826,690.	208,146.	208,146.	
	20 Occupancy	992,556.	84,520.	84,695.	948,798.
	21 Travel, conferences, and meetings	497,001.	45,039.	45,039.	503,652.
	22 Printing and publications	261,332.	1,572.	1,572.	336,051.
	23 Other expenses (attach schedule) STMT. 7.	3,710,650.	1,523,592.	1,524,227.	2,217,187.
	24 Total operating and administrative expenses. Add lines 13 through 23	16,166,254.	3,905,275.	3,913,571.	10,844,890.
	25 Contributions, gifts, grants paid STMT. 8.	37,746.			313,746.
26 Total expenses and disbursements. Add lines 24 and 25	16,204,000.	3,905,275.	3,913,571.	11,158,636.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-6,445,704.				
b Net investment income (if negative, enter -0-)		4,690,582.			
c Adjusted net income (if negative, enter -0-)			5,077,434.		



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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		4,292,165.	11,533,610.	11,533,610.
	3	Accounts receivable	1,943,926.			
		Less: allowance for doubtful accounts	25,000.	883,426.	1,918,926.	1,918,926.
	4	Pledges receivable	1,464,113.			
		Less: allowance for doubtful accounts		2,208,378.	1,464,113.	1,464,113.
	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		69,146.	51,498.	51,498.
	9	Prepaid expenses and deferred charges		218,556.	255,702.	255,702.
	10 a	Investments - U.S. and state government obligations <i>STMT. 9</i>		38,322,195.	17,057,233.	17,057,233.
	b	Investments - corporate stock (attach schedule) <i>STMT. 10</i>		109,994,735.	79,206,686.	88,145,050.
	c	Investments - corporate bonds (attach schedule) <i>STMT. 11</i>		17,210,039.	27,606,865.	27,606,865.
	11	Investments - land, buildings, and equipment: basis	18,278,908.			
	Less: accumulated depreciation (attach schedule) <i>STMT. 6</i>	4,527,367.	13,919,802.	13,751,541.	13,751,541.	
12	Investments - mortgage loans		9,031,023.	8,881,965.	8,881,965.	
13	Investments - other (attach schedule) <i>STMT. 12</i>		30,997,397.	28,601,631.	28,601,631.	
14	Land, buildings, and equipment: basis	60,586,496.				
	Less: accumulated depreciation (attach schedule) <i>STMT. 6</i>	27,951,191.	34,057,503.	32,635,305.	32,635,305.	
15	Other assets (describe <i>STMT. 13</i>)		297,674,320.	298,272,737.	298,272,737.	
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		558,878,685.	521,237,812.	530,176,176.	
Liabilities	17	Accounts payable and accrued expenses		2,989,384.	3,701,812.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach <i>STMT. 14</i>)		2,500,000.	2,500,000.	
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)		5,489,384.	6,201,812.		
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		337,357,250.	324,939,718.	
	25	Temporarily restricted		48,705,323.	22,769,554.	
	26	Permanently restricted		167,326,728.	167,326,728.	
	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)		553,389,301.	515,036,000.		
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)		558,878,685.	521,237,812.		

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)	1 553,389,301.
2	Enter amount from Part I, line 27a	2 -6,445,704.
3	Other increases not included in line 2 (itemize)	3
4	Add lines 1, 2, and 3	4 546,943,597.
5	Decreases not included in line 2 (itemize) <i>SEE STATEMENT 15</i>	5 31,907,597.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 515,036,000.

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 PUBLICLY TRADED SECURITIES			
b OTHER CAPITAL GAIN + LOSSES SEE STMT. 16		STMT. 16	STMT. 16
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 92,671,763.		94,705,069.	(2,033,307)
b STMT. 16		STMT. 16	STMT. 16 (5,069,453)
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(j) F.M.V. as of 12/31/69	(i) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any	
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	(7,102,760)
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	(6,341,078)

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	18,903,053.	217,253,136.	0.087009
2006	14,860,261.	204,165,175.	0.072785
2005	32,320,409.	191,585,759.	0.168699
2004	20,951,639.	175,965,009.	0.119067
2003	18,257,076.	163,986,289.	0.111333
2 Total of line 1, column (d)			0.558893
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			0.111779
4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5			176,550,899.
5 Multiply line 4 by line 3			19,734,683.
6 Enter 1% of net investment income (1% of Part I, line 27b)			46,906.
7 Add lines 5 and 6			19,781,589.
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.			11,858,869.

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

1 a 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
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-)
3 Add lines 1 and 2
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-
6 Credits/Payments:
a 2008 estimated tax payments and 2007 overpayment credited to 2008
b Exempt foreign organizations-tax withheld at source
c Tax paid with application for extension of time to file (Form 8868)
d Backup withholding erroneously withheld
7 Total credits and payments. Add lines 6a through 6d
8 Enter any penalty for underpayment of estimated tax. Check here [] if Form 2220 is attached
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid
11 Enter the amount of line 10 to be: Credited to 2009 estimated tax Refunded

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?
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)?
c Did the foundation file Form 1120-POL for this year?
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:
(1) On the foundation. (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?
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?
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
b If "Yes," has it filed a tax return on Form 990-T for this year?
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
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?
7 Did the foundation have at least \$5,000 in assets at any time during the year?
8 a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions)
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?
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)?
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(3)? If "Yes," attach schedule (see page 20 of the instructions). *STMT. 24* 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 ▶ WWW.MENIL.ORG

14 The books are in care of ▶ SHARON MCGAUGHEY Telephone no. ▶ 713-525-9484
 Located at ▶ 1519 BRANARD HOUSTON, TX ZIP + 4 ▶ 77006

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.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the <i>REASONABLE COMPENSATION.</i> <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"/> 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 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? <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	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <i>STMT. 18</i> <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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	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 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 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 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 No
- b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? Yes No

5b	N/A	
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
STATEMENT 19	STMT. 19	477,450.	55,853.	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
SEE STATEMENT 20	STMT. 20	702,280.	86,474.	17,602.

Total number of other employees paid over \$50,000 27

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
SEE STATEMENT 21		415,711.
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2 SEE STATEMENT 22	9,379,473.
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	172,395,337.
b	Average of monthly cash balances	1b	4,593,027.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	2,251,127.
d	Total (add lines 1a, b, and c)	1d	179,239,491.
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	179,239,491.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	2,688,592.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	176,550,899.
6	Minimum investment return. Enter 5% of line 5	6	8,827,545.

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	
2a	Tax on investment income for 2008 from Part VI, line 5	2a	
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	11,158,636.
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	700,233.
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	11,858,869.
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	11,858,869.

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) NOT APPLICABLE

Table with 4 columns: (a) Corpus, (b) Years prior to 2007, (c) 2007, (d) 2008. Rows include: 1 Distributable amount for 2008 from Part XI, line 7; 2 Undistributed income, if any, as of the end of 2007; 3 Excess distributions carryover, if any, to 2008; 4 Qualifying distributions for 2008 from Part XII, line 4; 5 Excess distributions carryover applied to 2008; 6 Enter the net total of each column as indicated below; 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3); 8 Excess distributions carryover from 2003 not applied on line 5 or line 7; 9 Excess distributions carryover to 2009; 10 Analysis of line 9.

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

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 2008, enter the date of the ruling ▶ 02/14/1972

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	
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	5,077,434.	7,151,749.	5,460,568.	5,079,570.	22,769,321.
b 85% of line 2a	4,315,819.	6,078,987.	4,641,483.	4,317,635.	19,353,924.
c Qualifying distributions from Part XII, line 4 for each year listed	11,858,869.	18,903,053.	14,860,261.	32,440,395.	78,062,578.
d Amounts included in line 2c not used directly for active conduct of exempt activities	313,746.	892,200.	63,050.	234,936.	1,503,932.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	11,545,123.	18,010,853.	14,797,211.	32,205,459.	76,558,646.
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	5,885,030.	7,241,771.	6,805,506.	6,386,192.	26,318,499.
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)(ii)					
(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).)

MS. LOUISA STUDE SAROFIM

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:

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	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
Name and address (home or business)				
a Paid during the year SEE STATEMENT §				313,746.
Total				▶ 3a 313,746.
b Approved for future payment NONE				
Total				▶ 3b 0.

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

- 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?
- a Transfers from the reporting foundation to a noncharitable exempt organization of:
 - (1) Cash
 - (2) Other assets
 - b Other transactions:
 - (1) Sales of assets to a noncharitable exempt organization
 - (2) Purchases of assets from a noncharitable exempt organization
 - (3) Rental of facilities, equipment, or other assets
 - (4) Reimbursement arrangements
 - (5) Loans or loan guarantees
 - (6) Performance of services or membership or fundraising solicitations
 - c Sharing of facilities, equipment, mailing lists, other assets, or paid employees
 - 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.

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

(a) Line no.	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
1B(5)	8,881,965.	RICHMONT CORP	REFINANCED MORTGAGE ON PROPERTY FOR BENEFIT OF 501(C) (2) ORGANIZATION.
1B(4)	VARIOUS	RICHMONT CORP	DEEMED CONTRIBUTION TO PAYDOWN 501(C) (2) ORG. DEBT.
1C	VARIOUS	RICHMONT CORP	VARIOUS OVERHEAD SHARING TO REDUCE OVERALL COSTS FOR BOTH ORGANIZATIONS.
			STMT. 24

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
RICHMONT CORPORATION	501(C) (2) CORP.	MENIL FOUNDATION OWNS 100% OF THE STOCK OF THIS CORP.

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

Signature of officer or trustee: *[Signature]* Date: 15/12/10 Title: CFO

Sign Here

Paid Preparer's Use Only	Preparer's signature: <i>[Signature]</i>	Date: 3-10-10	Check if self-employed: <input type="checkbox"/>	Preparer's identifying number (See Signature on page 30 of the instructions): P00232953
	Firm's name (or yours if self-employed), address, and ZIP code: W.P. SCHOENFIELD & CO., P.C. 3411 RICHMOND AVE STE. 350 HOUSTON, TX 77046	EIN: 76-0487895	Phone no. 713-527-9281	

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

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2008

Name of the organization

MENIL FOUNDATION, INC.

Employer identification number

74 : 6045327

Organization type (check one):

Filers of:

Section:

Form 990 or 990-EZ

501(c)() (enter number) organization

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

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

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

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**. (Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.)

General Rule

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

Special Rules

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3 % support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of \$5,000 or more during the year.) ▶ \$

Caution. Organizations that are not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but they **must** answer "No" on Part IV, line 2 of their Form 990, or check the box in the heading of their Form 990-EZ, or on line 2 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74 - 6045327

Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	Mr. and Mrs. Eddie Allen 1936 Sunset Blvd Houston, TX 77005	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	ABE and RAE Weingarten Fund 4295 San Felipe, Suite 310 Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	William A. Anderson 2001 Kirby Dr. Suite 1300 Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	Toni and Jeffery Beauchamp 9 Pinehill Lane Houston, TX 77019	\$ 7,300	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
5	The Brown Foundation, Inc. P. O. Box 130646 Houston, TX 77219	\$ 640,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
6	Peter H. Brown and Anne S. Bohnn 4904 Mt. Vernon Street Houston, TX 77006	\$ 11,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74 - 6045327

Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
<u>7</u>	Charles Butt Charitable Fund P. O. Box 839999 San Antonio, TX 78283-3999	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>8</u>	The Cullen Foundation 601 Jefferson, 40th Floor Houston, TX 77002	\$ 110,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>9</u>	Henrietta K. Alexander 3215 Huntington Pl Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>10</u>	Benjamin de Menil 120 East 70th Street New York, NY 10021	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>11</u>	Leslie Elkins and Shannon B. Sasser 2923 Inwood Dr. Houston, TX 77019	\$ 55,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>12</u>	John D. Arnold 3925 Inverness Houston, TX 77019	\$ 100,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
13	Bruce T. Halle Family Foundation 20225 N. Scottsdale Road Scottsdale, AZ 85255	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
14	Mr. and Mrs. Robert J. Carney 559 Westminster Houston, TX 77024	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
15	Clare Casademont 3207 Virginia Street Houston, TX 77098	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
16	H. Fort Flowers Foundation, Inc. 1210 River Oaks Bank Tower, 2001 Kirby Drive Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
17	Capricorn Foundation 2200 Willowick Rd., #6GH Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
18	The Gailo Trust 3617 Olympia Drive Houston, TX 77019-3027	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74 - 6045327

Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
19	George and Mary Josephine Hamman Foundation 3336 Richmond, Suite 310 Houston, TX 77098	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
20	The Greentree Fund 5130 Green Tree Houston, TX 77056	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
21	Citi Kitchen P. O. Box 262409 Houston, TX 77207	\$ 20,160	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
22	Ann G. Trammell Fund 4605 Post Oak Place, Suite 270 Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
23	Consulate General of The Federal Rep. of Germany 1330 Post Oak Boulevard, Suite #1850 Houston, TX 77056-3017	\$ 22,928	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
24	Mr. and Mrs. Roy H. Cullen 901 Kirby Drive Houston, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
25	Houston Museum District Association 4200 Montrose, Suite 425 Houston, TX 77006	\$ 289,786	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
26	Mathew Marks Gallery 523 West 24th Street New York, NY 10011	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
27	John P. McGovern Foundation 2211 Norfolk, Suite 900 Houston, TX 77098-4044	\$ 10,200	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
28	Mr. and Mrs. Francois de Menil 1140 Broadway, Suite 705 New York, NY 10001	\$ 9,650	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
29	Jeff F. Fort and Marion K. Barthelme 1323 North Boulevard Houston, TX 77006	\$ 72,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
30	Mrs. Frances R. Dittmer P. O. Box 2219 Aspen, CO 81612	\$ 35,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization

Menil Foundation, Inc.

Employer Identification Number

74 - 6045327

Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
31	Ms. Karol Kreymer and Dr. Robert J. Card 10 South Briar Hollow Lane, No. 68 Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
32	Ms. Janie C. Lee 3711 San Felipe #4D Houston, TX 77027	\$ 15,100 \$ 1	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
33	Mr. and Mrs. John L. Marion 1400 Shady Oaks Lane Fort Worth, TX 76107	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
34	Mary Kathryn Lynch Kurtz Charitable Trust 600 Bering Drive (Northern Trust Bank) Houston, TX 77057	\$ 88,143	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
35	Mr. and Mrs. Michael Gamson 8723 Crescent Gate Ln, Houston, TX 77024	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
36	Mr. and Mrs. Keith Spickelmer #2 Pinehill Houston, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
37	Nightingale Code Foundation 1001 McKinney, Suite 1900 Houston, TX 77002-6418	\$ 60,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
38	Mr. and Mrs. Roy L. Nolen 3059 Reba Drive Houston, TX 77019	\$ 7,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
39	Mr. and Mrs. Robert L. Gerry 2114 Kingston Houston, TX 77019	\$ 5,000 \$ 25,088	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
40	Mr. and Mrs. Morton A. Cohn 800 Bering Dr. Suite 210 Houston, TX 77057	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
41	James Harithas 1822 North Boulevard Houston, TX 77098	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
42	Al Walker 3810 Del Monte Drive Houston, TX 77019	\$ 7,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
43	Mr. William J. Hill 1106 Berthea Houston, TX 77006	\$ 87,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
44	Ginette Henkin 100 Bay Place, Apt. #1212 Oakland, CA 94610	\$ 192,000	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
45	Elizabeth Howard 9 Shadder Way Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
46	Mrs. Samuel Nash Sprunt (Ms. Clare Sprunt) 3702 Knollwood Houston, TX 77019	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
47	Jackson and Company 707 Hawthorne Street Houston, TX 77006	\$ 15,449	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
48	HOK, Inc. 2800 Post Oak Blvd., Suite #3700 Houston, TX 77056	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
49	Mr. Herbert C. Wells 3711 San Felipe, #3-H Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
50	Caroline Huber P. O. Box 131675 Houston, TX 77219	\$ 58,799	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
51	David J. Kirkland 2920 Del Monte Drive Houston, TX 77019	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
52	Werner H. Kramarsky 954 Lexington Ave., Box 144 New York, NY 10021	\$ 5,000 \$ 12,998	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
53	The Wortham Foundation Inc. 2727 Allen Parkway, Suite 1570 Houston, TX 77019	\$ 200,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
54	Mr. and Mrs. Robert M. Jenney 2215 Westgate Dr. Houston, TX 77019	\$ 30,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
55	Kempner Fund of The Fidelity Charitable Gift Fund 3701 Overbrook Houston, TX 77027	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
56	Mr. and Mrs. Meredith J. Long 3722 Knollwood Houston, TX 77019	\$ 55,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
57	Laura and John Arnold Foundation 3050 Post Oak Blvd., Suite 825 Houston, TX 77056	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
58	Gabrielle Levine 2839 Mandeville Canyon Road Los Angeles, CA 90049-1007	\$ 13,280	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
59	Louisa Stude Sarofim 1995 Charitable Trust First City Tower 1001 Fannin, Suite 4700 Houston, TX 77002	\$ 1,010,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
60	Ms. Marley Lott 1928 South Boulevard Houston, TX 77098	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
61	McClain Gallery / McClain, Robert 2242 Richmnond Ave. Houston, TX 77098	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
62	Morgan Family Fund 2121 Kirby Drive, No. 99 Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
63	National Endowment for The Arts 1100 Pennsylvania Ave., NW Washington, DC 20205	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
64	The Adelaide de Menil Family Trust 2002 222 Central Park South New York, NY 10019	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
65	Ralph S. O'Connor 10,000 Memorial Dr., Suite 510 Houston, TX 77024	\$ 5,100	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
66	Mr. and Mrs. Keith Spickelmier #2 Pinehill Houston, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
67	Judy Nyquist 1527 Kirby Drive Houston, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
68	Maconda Brown O'Connor 2313 Westgate Street Houston, TX 77019-6429	\$ 10,041	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
69	Rochelle and Max Levit Family Foundation 20 River Hollow Houston, TX 77027	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
70	Ross Foundation 2121 Kirby Dr., Unit 78 Houston, TX 77019	\$ 6,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
71	Mr. and Mrs. Richard J. Schnieders 717 Acequia Madre Santa Fe, NM 87505	\$ 25,000 \$ 1,107	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
72	Sysco Corporation 1390 Enclave Parkway Houston, TX 77077-2099	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
73	Mr. and Mrs. Michael D. Cannon 6512 Rutgers Houston, TX 77005	\$ 30,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
74	Susan Vaughan Foundation Legacy Trust Company 600 Jefferson, Suite 300 Houston, TX 77002	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
75	Raquel and Andrew Segal Fund Boxer Property Management Corp 720 N. Post Oak Road, Suite 500 Houston, TX 77024	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
76	Marian Lloyd Wheleas 3010 Chevy Chase Houston, TX 77019	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
77	Raymond & Susan Brochstein Foundation 11530 Main Street Houston, TX 77025	\$ 18,760	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
78	Mr. and Mrs. Benjamin D. Wilcox 2904 Ferndale Houston, TX 77098	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
79	Mr. and Mrs. Harry C. Pinson 600 Travis Street, Suite 2300 Houston, TX 77002	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
80	Angela Westwater 907 5th Ave. #11-D New York, NY 10021	\$ 10,318	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
81	The Eugene V. and Clare E. Thaw Charitable Trust P. O. Box 2422 Santa Fe, NM 87504-2422	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
82	Timothy J. Unger 515 E. Friar Tuck Houston, TX 77024	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
83	Mr. and Mrs. Mathew Wolf 3606 Knollwood Street Houston, TX 77019	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
84	Thomas R. Reckling 5305 Bayou Glen Road Houston, TX 77056	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
85	Drew Robins P. O. Box 72 Houston, TX 77001	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
86	Rock Foundation Inc 222 Central Park South New York, NY 10019	\$ 30,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
87	Jay Thomas Snyder 592 Fifth Ave. 6th Floor New York, NY 10036	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
88	Mr. Thomas Wessel and Mrs. Marcy Taub 3715 Inverness Drive Houston, TX 77019	\$ 18,881	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
89	Charles Wright 1938 Fairview Avenue East Seattle, WA 98102	\$ 15,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
90	Stardust Fund 2437 North Blvd. Houston, TX 77098	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
91	Sterling-Turner Foundation Mellie Esperson Building 815 Walker Street, Ste. #1543 Houston, TX 77002-5724	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
92	David Teiger 51 Peachcroft Drive Bernardsville, NJ 07924	\$ 25,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
93	The Adler Foundation 4899 Montrose Blvd., Suite 1312 Houston, TX 77006-6169	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
94	Jesse H. Jones II 2208 Salisbury Lane Houston, TX 77019	\$ 8,750	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
95	Lynn D. Lasher 5551 Cedar Creek Houston, TX 77056	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
96	Mr. and Mrs. William R. Lummis 4200 Chase Tower 600 Travis Street Houston, TX 77002	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
97	The Andy Warhol Foundation 65 Bleecker Street, 7th Floor New York, NY 10012	\$ 50,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
98	Mr. and Mrs. William N. Mathis 3645 Del Monte Drive Houston, TX 77019	\$ 5,620	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
99	The Crane Foundation 4409 Montrose Blvd., Suite 200 Houston, TX 77006	\$ 20,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
100	The Klein Foundation 500 W. Texas, Suite #1230 Midland, TX 79701-4281	\$ 5,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
101	The New York Community Trust 903 3rd Avenue New York, NY 10022	\$ 13,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
102	The Oshman Foundation P. O. Box 27969 Houston, TX 77227	\$ 8,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
103	Mr. Mark L. D. Wawro and Ms. Melanie Gray 3718 Inverness Drive Houston, TX 77019-1104	\$ 35,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
104	Ms. Louisa Stude Sarofim First City Tower, 1001 Fannin, Suite 4700 Houston, TX 77002	\$ 137,000 \$ 1	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
105	The P.S.1 Contemporary Art 22-25 Jackson Avenue Long Island City, NY 11101	\$ 75,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
106	The Peninsula Foundation 705 Park Avenue, #14B New York, NY 10021	\$ 75,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
107	The Simmons Foundation 109 North Post Oak Lane, Suite #220 Houston, TX 77024	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
108	John Thrash 306 Longwoods Houston, TX 77024	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part I Contributions (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
109	Martha Clair Tompkins 1902 Bissonnet Houston, TX 77024	\$ 6,680	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
110	W. S. Bellows Construction P. O. Box 2132 Houston, TX 77252-2132	\$ 10,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>
---		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> <small>(Complete Part II if there is a noncash contribution.)</small>

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part II Noncash Property (See Specific Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
32	Work of art-#2008-023 Robert Wilson, Saint Sebastien, (Premiere Mansion, Act 1), 1988 Pencil & Charcoal on paper	\$ 1	11 / 19 / 2008
39	3,334 shares of Vaalco Energy Inc. stock	\$ 25,088	7 / 16 / 2008
44	Work of art-#2008-022.01~.25 Danny Lyon, 25 Photographs	\$ 192,000	10 / 31 / 2008
50	Work of art-#2007-001 Kurt Schwitters, Modeme Siedlung, 1927 Pencil and Printed label on paper. Work of art-#2008-019 Marcel Duchamp, Boite (de ou par Marcel Dunchamp ou Rose Selavy) Series B. 1941-1954.	\$ 29,999 \$ 28,800	3 / 28 / 2007 10 / 31 / 2008
52	Work of art-#2008-014 Susan Frecon, Lament, 1993 Watercolor on paper 10 x 13 inches Work of art-#2008-015 Max Neuhaus. Passage & Mix of an outside sound, Three to One Drawing #6, 1992 Colored pencil on paper	\$ 4,999 \$ 7,999	5 / 23 / 2008 5 / 23 / 2008
68	217 shares of ADR BP Amoco L C Sponsored stock	\$ 10,041	12 / 9 / 2008

Name of organization Menil Foundation, Inc.	Employer Identification Number 74 - 6045327
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Part II Noncash Property (See Specific Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
71	23 shares of MLP Kinder Morgan Energy Partners LP. stock	\$ 1,107	12 / 15 / 2008
80	220 shares of Abbott Lab. stock	\$ 10,318	6 / 24 / 2009
104	Work of art-#2008-021 Claes Oldenburg, Studies for Store Objects-Petticoat, Flag, Gun, 1961 Collage & gouache	\$ 1	10 / 20 / 2008
—	----- ----- -----	\$ -----	----- / ----- / -----
—	----- ----- -----	\$ -----	----- / ----- / -----
—	----- ----- -----	\$ -----	----- / ----- / -----

Form **872-C**

Consent Fixing Period of Limitation Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

OMB No. 1545-0056

(Rev. September 1998)

Department of the Treasury
Internal Revenue Service

To be used with
Form 1023. Submit
in duplicate.

(See instructions on reverse side.)

Under section 6501(c)(4) of the Internal Revenue Code, and as part of a request filed with Form 1023 that the organization named below be treated as a publicly supported organization under section 170(b)(1)(A)(vi) or section 509(a)(2) during an advance ruling period,

Menil Foundation, Inc.

(Exact legal name of organization as shown in organizing document)

1519 Branard, Houston, Texas, 77076

(Number, street, city or town, state, and ZIP code)

and the
District Director of
Internal Revenue, or
Assistant
Commissioner
(Employee Plans and
Exempt Organizations)

consent and agree that the period for assessing tax (imposed under section 4940 of the Code) for any of the 5 tax years in the advance ruling period will extend 8 years, 4 months, and 15 days beyond the end of the first tax year.

However, if a notice of deficiency in tax for any of these years is sent to the organization before the period expires, the time for making an assessment will be further extended by the number of days the assessment is prohibited, plus 60 days.

Ending date of first tax year 06/30/2006
(Month, day, and year)

Name of organization (as shown in organizing document)	Date
Menil Foundation, Inc.	6/08/05
Officer or trustee having authority to sign	Type or print name and title
Signature ▶ <i>E. Moore</i>	E.C. MOORE CFO
For IRS use only	
District Director or Assistant Commissioner (Employee Plans and Exempt Organizations)	Date

By ▶

For Paperwork Reduction Act Notice, see page 7 of the Form 1023 Instructions.

Cat. No. 16905Q

STMT. 25-1

FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
BOOK AND FILM ROYALTIES	49,925.	49,925.	49,925.
COST SHARING REIMBURSEMENTS & MISC	215,323.		215,323.
BOOKSTORE SALES: RELATED TO EXEMPT	153,699.		153,699.
BOOKSTORE SALES: UNRELATED TO EXEMPT	4,801.		4,801.
MISCELLANEOUS INCOME RE: RENTAL PPTIES	21,325.		21,325.
TOTALS	445,073.	49,925.	445,073.

STMT. 1

Menil Foundation, Inc.
EIN: 74-6045327
FYE 06/30/09

LEGAL FEES: PART 1, LINE 16a		Expensed in 06/30/09
Fulbright & Jaworski LLP	Attorneys	28,515
Robert Michael Moore	Attorneys	6,404
Singleton Cooksey Hanson LLP	Attorneys	34,035
Tim Headley	Attorneys	2,427
Nixon Peabody LLP	Attorneys	606
Total legal fees: PART 1, LINE 16a		<u>71,987</u>

Menil Foundation, Inc.
EIN: 74-6045327
FYE 06/30/09

ACCOUNTING FEES: PART 1, LINE 16b

Expensed in
06/30/09

Deloitte & Touche LLP	Certified Public Accountants	66,133
W P Schoenfield & Company	Certified Public Accountants	11,175
Lance J. Mosby CPA	Certified Public Accountants	6,200
TOTAL ACCOUNTING FEES: PART 1, LINE 16b		<u>83,508</u>

Menil Foundation, Inc.

EIN: 74-6045327

FYE 06/30/09

OTHER PROFESSIONAL FEES: PART 1, LINE 16c

Description	Type of Service	Expensed in 06/30/09
Crate Works	Crating & packing services	7,943
Architectural Fees	Architectural consulting	379,132
401(k) Administration Fees	401(k) Plan Administration	7,060
Advertising Fees	Advertising	42,943
Payroll Processing Fees	Data processing fees	18,386
Janitorial Fees	Janitorial services	21,786
Editing & Translating Fees	Editorial and translating services	84,497
Temporary Help	Temporary help	55,031
Visiting Curators Fees	Visiting curators fees	5,000
Honoraria Fees	Honoraria fees	48,800
Conservation Fees	Conservation	52,863
Photography Fees	Photography fees	30,059
Audio-visual Fees	Audio-visual fees	4,466
Computer consulting fees	Computer consulting fees	6,053
Miscellaneous Fees	Miscellaneous fees	39,219
TOTAL OTHER PROFESSIONAL FEES: PART 1, LINE 16c		<u>803,239</u>

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
PAYROLL TAXES	384,340.
PROPERTY TAXES	463,101.
EXCISE TAXES	91,579.

TOTALS	939,020.
	=====

Menil Foundation, Inc.
 EIN: 74-6045327
 FYE 06/30/09

Plant Property & Equipment & Depreciation Expense

	Cost	Accum Depr	Book Val	Depr Exp
<u>Property & Equipment</u>				
Museum buildings	45,948,277			
Other bldgs & Improvements	249,588			
Furniture, fixtures & equipment	5,886,300			
Sub-total	52,084,165	27,951,191	24,132,974	
Land	8,502,331		8,502,331	
Total	60,586,496	27,951,191	32,635,305	
		<i>Line 14</i>		
Depreciation expense - Menil		<i>Pg 2</i>		1,652,419

<u>Rental Property</u>				
Rental Land	11,837,074			
Buildings & improvements	6,441,834			
Total	18,278,908	4,527,367	13,751,541	
		<i>Line 11</i>		
Depreciation expense		<i>Pg 2</i>		174,271

MENIL FOUNDATION TOTAL DEPRECIATION 1,826,690
Pg 1, line 19

Menil Foundation, Inc.
EIN: 74-6045327
FYE 06/30/09

OTHER EXPENSES: PART 1, LINE 23	Expensed in 06/30/09
Investment services & bank fees	1,376,347
Maintenance	727,250
Property & liability insurance	399,631
Shipping & postage	383,951
General job supplies	233,894
Security	226,971
Exhibition rental/loan fees	168,960
Library & archive purchases	84,275
Misc other expenses	82,199
Service contracts	80,379
Office supplies	56,019
Memberships & subscriptions	36,405
Photography expense	30,499
Bad debts	990
Workers compensation insurance	(10,248)
Recovered overhead costs	(166,872)
TOTAL OTHER EXPENSES: PART 1, LINE 23	3,710,650

Menil Foundation, Inc.
 EIN 74-6045327
 FYE: 06/30/09

#10 - Contributions and Grants to Other Organizations: Part I, Line 25

Name and address	Relationship	Status	Purpose	Expensed	-Acc'd at 06/30/08	-Acc'd at 06/30/09	Paid
Triple Aught foundation P O Box 33 Hiko, NV 89017	None	509 (A) (2)	Heizer City Project	\$0	\$275,000		\$275,000
Writers in the Schools 1523 W. Main St. Houston, TX 77006	None	509 (A) (1)	Support of educational activities	\$25,000			\$25,000
Houston Museum District Association 1020 Holcombe Blvd, Suite #1300 Houston, TX 77030-2213	None	509 (A) (1)	Support of museum district	\$11,146			\$11,146
Rice University P O Box 1892 Houston, TX 77251-1892	None	509 (A) (1)	John & Dominique de Menil Fellows	\$1,500			\$1,500
South Main Center Association 1020 Holcombe Blvd., Suite #1300 Houston, TX 77030-2213	NONE	509 (A) (1)	Support of Center	\$0	\$1,000		\$1,000
The Leo House 332 West 23rd Street New York, NY 10011	None	509 (A) (1)	General Support	\$100			\$100
TOTAL				\$37,746	\$276,000	\$0	\$313,746

STMT. 8

Menil Foundation, Inc.
EIN: 74-6045327
FYE: 06/30/09

Part II, Line 10a, U.S. and State Govt Obligations

		<u>No. Bonds</u>	<u>Market Value as of 6/30/09</u>
HELD AT NORTHERN TRUST CO. GOVERNMENT BONDS.	(Stmt. 9 -1, pg 4)	21,245,000	17,057,233
TOTAL		<u>21,245,000</u>	<u>17,057,233</u>

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market Translation	Unrealized gain/loss Translation	Total
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Fixed Income

Government bonds

United States - USD

UNITED STATES TREAS BD STRIPPED PRIN PMT000177 05-15-2038 (UNDDATE) REG CUSIP 912803DG5

1,645,000 000	27.322	0.00	449,446 80	418,880 89	30,565 91	0.00	30,565 91
Issue Date 15 May 09	Yield to Maturity 4.406%	Maturity Date 15 May 39					

UNITED STATES TREAS BD STRIPPED PRIN PMTT-STR 02-15-2037 (UNDDATE) REG CUSIP 912803CZ4

3,700,000 000	30.084	0.00	1,113,478 00	1,014,835.21	88,642 79	0.00	88,642 79
Issue Date 15 Feb 07	Yield to Maturity 4.441%	Maturity Date 15 Feb 37					

UNITED STATES TREAS BDS 00202 4.75% DUE 02-15-2037 REG CUSIP 912810PT9

2,125,000 000	107.1562	37,921.28	2,277,069.25	2,155,366.82	121,702.43	0.00	121,702 43
Issue Date 15 Feb 07	Rate 9.50%	Yield to Maturity 8.372%	Maturity Date 15 Feb 37				

Northern Trust

STMT. 9-1
P2 1 of 4

PORTFOLIO STATEMENTS

30 JUN 09

Account number MENIL

DOMESTIC CONSOLIDATION

Page 40 of 64

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income							
Government bonds							
United States - USD							
UNITED STATES TREAS BDS DTD 02/15/2001 5 375 15 FEB 2031 CUSIP 812810FP8							
370,000 000	114.7812	7,471.54	424,690.44	403,504.95	21,185.49	0.00	21,185.49
Issue Date 15 Feb 01	Rate 5.375%	Yield to Maturity 4.113%	Maturity Date 15 Feb 31				
UNITED STATES TREAS BDS DTD 11/15/1997 6 125% DUE 11-15-2027 REG CUSIP 812810FB9							
630,000 000	123.2188	4,928.28	776,278.44	644,953.83	131,324.61	0.00	131,324.61
Issue Date 15 Nov 97	Rate 6.125%	Yield to Maturity 3.991%	Maturity Date 15 Nov 27				
UNITED STATES TREAS NTS 4 75 DUE 08-15-2017 BEO CUSIP 912828HA1							
1,960,000 000	109.625	34,976.78	2,148,650.00	2,211,402.21	-62,752.21	0.00	-62,752.21
Issue Date 15 Aug 07	Rate 4.75%	Yield to Maturity 2.827%	Maturity Date 15 Aug 17				
UNITED STATES TREAS NTS DTD 00025 3 625% DUE 05-15-2013 REG CUSIP 912828BA7							
3,260,000 000	105.7734	15,093.01	3,448,212.84	3,483,378.11	-35,165.27	0.00	-35,165.27
Issue Date 15 May 03	Rate 7.25%	Yield to Maturity 2.544%	Maturity Date 15 May 13				
UNITED STATES TREAS NTS DTD 00032 4 25% DUE 08-15-2013 REG CUSIP 912828BH2							
40,000 000	108.1172	638.67	43,246.88	42,800.60	446.28	0.00	446.28
Issue Date 15 Aug 03	Rate 4.25%	Yield to Maturity 1.379%	Maturity Date 15 Aug 13				
UNITED STATES TREAS NTS DTD 00229 1 875% DUE 04-30-2014 REG CUSIP 912828KN9							
240,000 000	97.039	758.15	232,893.60	238,956.25	-6,062.65	0.00	-6,062.65
Issue Date 30 Apr 09	Rate 1.875%	Yield to Maturity 1.77%	Maturity Date 30 Apr 14				
UNITED STATES TREAS NTS DTD 00230 1 375% DUE 05-15-2012 REG CUSIP 912828KP4							
1,575,000 000	99.438	2,765.86	1,566,148.50	1,556,118.27	10,030.23	0.00	10,030.23
Issue Date 15 May 09	Rate 2.75%	Yield to Maturity 1.738%	Maturity Date 15 May 12				

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income							
Government bonds							
United States - USD							
US OF AMER TREAS BONDS 2 625 DUE 04-30-2016 REG CUSIP 912828KRO							
1,495,000,000	96.6875	6,611.70	1,445,478.12	1,496,023.80	-50,545.68	0.00	-50,545.68
Issue Date 30 Apr 09	Rate 5.25%	Yield to Maturity 4.896%	Maturity Date 30 Apr 16				
US TREAS BD STRIPPED PRN PMT 11-15-2027REG CUSIP 912803BM4							
2,500,000,000	43.7626	0.00	1,094,065.00	1,043,455.02	50,609.98	0.00	50,609.98
Issue Date 15 Nov 97	Yield to Maturity 4.348%	Maturity Date 15 Nov 27					
US TREAS BDS USD1000 7 25 DUE 05-15-2016REG CUSIP 912810DWS							
1,130,000,000	125.3359	10,463.23	1,416,295.66	1,305,385.89	110,909.77	0.00	110,909.77
Issue Date 15 May 86	Rate 14.50%	Yield to Maturity 5.042%	Maturity Date 15 May 16				
US TREAS NTS 875 DUE 01-31-2011 REG CUSIP 912828JY7							
50,000,000	100.055	182.49	50,027.50	49,939.62	87.88	0.00	87.88
Issue Date 31 Jan 09	Rate 0.875%	Yield to Maturity 0.325%	Maturity Date 31 Jan 11				
US TREAS NTS 4.5 DUE 11-30-2011 REG CUSIP 912828GA2							
25,000,000	107.6641	95.28	26,916.02	24,996.09	1,919.93	0.00	1,919.93
Issue Date 30 Nov 06	Rate 4.50%	Yield to Maturity 0.649%	Maturity Date 30 Nov 11				
US TREAS NTS 4.625 DUE 07-31-2012 REG CUSIP 912828GZ7							
500,000,000	108.6672	8,646.05	544,336.00	545,990.38	-1,654.38	0.00	-1,654.38
Issue Date 31 Jul 07	Rate 9.25%	Yield to Maturity 1.786%	Maturity Date 31 Jul 12				
Total USD		131,552.32	17,057,233.15	16,635,988.04	421,245.11	0.00	421,245.11
Total United States		131,552.32	17,057,233.15	16,635,988.04	421,245.11	0.00	421,245.11

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Account Number: MENIL

Donor: Public Foundation

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Fixed Income</i>									
Total Government Bonds									
		<u>21,245,000,000</u>		131,652.32	<u>17,057,233.15</u>	16,635,988.04	421,245.11	0.00	421,245.11

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Menil Foundation, Inc
 EIN 74-6045327
 FYE 06/30/09

Part II, Line 10b, Corporate Stock

	No. Shares	Book Value as of 6/30/09	Market Value as of 6/30/09
HELD AT NORTHERN TRUST CO (Stmt. 10-1, pg 39)	1,634,652,020	48,396,131	48,396,131
PENDING SALE BOOKED BY NORTHER TRUST CO AFTER 6/30/09		148,849	148,849
PENDING PURCHASE BOOKED BY NORTHERN TRUST CO AFTER 6/30/09		(244,071)	(244,071)
PENDING TRADES BOOKED BY TAXPAYER BEFORE 6/30/09		2,108	2,108
BARROW HANLEY LARGE CAP VALUE FUND	496,324	4,990,171	4,990,171
DFA INT'L SMALL CAP VALUE PORT INST CLASS PNC G I.S.	168,322	2,097,287	2,097,287
AMERICAN FUNDS EUROPACIFIC GROWTH FUND	62,943	1,984,587	1,984,587
NEWPORT ASIAN INSTITUTIONAL FUND, LP	various	2,126,910	2,126,910
WESTWOOD TRUST SMIDCAP EQUITY PT FUND	31,099	9,094,982	9,094,982
WELLINGTON TRUST CTF MIDCAP GROWTH FUND	140,543	6,969,546	6,969,546
SENTINEL INTERNATIONAL EQUITY TRUST	231,106	2,443,173	2,443,173
THE RICHMONT CORPORATION	1,000	1,197,012	10,135,376
Total		79,206,686	88,145,050

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate / local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
Canada - USD								
IMAX CORP COM	CUSIP 45245E109	8 12	0 00	50,149 12	19,629 85	30,519 27	0 00	30,519 27
POTASH CORP SASK INC COM SEDOL 2696377								
		83 05	0 00	26,845 50	23,353 14	5,492 36	0 00	5,492 36
STANTEC INC COM STK CUSIP 85472N109								
		24 03	0 00	131,564 25	124,870 28	6,693 99	0 00	6,693 99
TESCO CORP COM CUSIP 88157K101								
		7 84	0 00	7,940 00	7,440 00	500 00	0 00	500 00
Total USD			0 00	218,498 87	175,293 25	43,205 62	0 00	43,205 62
Total Canada			0 00	218,498 87	175,293 25	43,205 62	0 00	43,205 62
Denmark - USD								
ADR NOVO-NORDISKA S ADR CUSIP 670100205								
		54 46	0 00	223,286 00	278,719 40	-55,433 40	0 00	-55,433 40
Total USD			0 00	223,286 00	278,719 40	-55,433 40	0 00	-55,433 40
Total Denmark			0 00	223,286 00	278,719 40	-55,433 40	0 00	-55,433 40
France - USD								
ADR TOTAL SA CUSIP 89151E109								
		54 23	0 00	417,571 00	449,024 01	-31,453 01	0 00	-31,453 01
Total USD			0 00	417,571 00	449,024 01	-31,453 01	0 00	-31,453 01
Total France			0 00	417,571 00	449,024 01	-31,453 01	0 00	-31,453 01

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
Germany - USD							
ADR AXTRON AKTIENGESSELLSCHAFT SPONSORED ADR REPSTG ORD SHS CUSIP 009606104	12.36	0.00	17,304.00	7,442.96	9,861.04	0.00	9,861.04
Total USD		0.00	17,304.00	7,442.96	9,861.04	0.00	9,861.04
Total Germany							
India - USD							
ADR HDFC BK LTD ADR REPSTG 3 SHS CUSIP 40415F101	103.13	889.17	158,407.68	103,482.14	54,925.54	0.00	54,925.54
Total USD		889.17	158,407.68	103,482.14	54,925.54	0.00	54,925.54
Total India							
Ireland - USD							
ADR ICON PUB LTD CO CUSIP 45103T107	21.58	0.00	94,304.60	94,314.10	-9.50	0.00	-9.50
Total USD		0.00	94,304.60	94,314.10	-9.50	0.00	-9.50
COVIDIEN PLC USD0 20 SEDOL B3QN1M2							
	37.44	0.00	109,324.80	97,058.35	12,266.45	0.00	12,266.45
Total USD		0.00	203,629.40	191,372.45	12,256.95	0.00	12,256.95
Total Ireland							
Mexico - USD							
ADR FOMENTO ECONOMICO MEXICANA SAB DE CV CUSIP 344418106	32.26	0.00	170,978.00	234,942.11	-63,964.11	0.00	-63,964.11
Total USD		0.00	170,978.00	234,942.11	-63,964.11	0.00	-63,964.11

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
Total Mexico			0.00	170,978.00	234,942.11	-63,964.11	0.00	-63,964.11
Netherlands - USD								
ADR ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG A SHS CUSIP 780259206			0.00	383,991.50	327,235.13	66,756.37	0.00	66,756.37
CORE LABORATORIES NV NLG0 03 CUSIP N22717107								
670 000		87.15	0.00	58,390.50	36,803.10	21,587.40	0.00	21,587.40
Total USD			0.00	452,382.00	364,038.23	88,343.77	0.00	88,343.77
Total Netherlands								
452,382.00			0.00	452,382.00	364,038.23	88,343.77	0.00	88,343.77
Switzerland - USD								
ADR ABB LTD SPONSORED ADR CUSIP 000375204			0.00	82,056.00	144,305.49	-62,249.49	0.00	-62,249.49
ADR NESTLE SA SPONSORED ADR REPSTG REG SH CUSIP 641069406								
5,200 000		15.78	0.00	82,056.00	144,305.49	-62,249.49	0.00	-62,249.49
ADR NESTLE SA SPONSORED ADR REPSTG REG SH CUSIP 641069406								
17,525 000		37.62	0.00	659,280.50	279,647.73	379,642.77	0.00	379,642.77
FOSTER WHEELER LTD (BM) COM STK CUSIP H27178104								
800 000		23.75	0.00	21,375.00	22,433.04	-1,058.04	0.00	-1,058.04
Total USD			0.00	762,721.50	446,386.26	316,335.24	0.00	316,335.24
Total Switzerland								
762,721.50			0.00	762,721.50	446,386.26	316,335.24	0.00	316,335.24
United Kingdom - USD								
ADR ARM HLDS PLC SPONSORED ISIN USD420681068 CUSIP 042068106			0.00	24,477.00	16,154.00	8,323.00	0.00	8,323.00
4,100 000		5.97	0.00	24,477.00	16,154.00	8,323.00	0.00	8,323.00

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
United Kingdom - USD							
ADR HSBC HLDGS PLC SPONSORED ADR NEW CUSIP 404280406	41 77	3,909 60	370,666 98	493,959 86	-123,292 98	0 00	-123,292 98
ADR RIO TINTO PLC SPONSORED ADR CUSIP 767204100	163 87	0 00	180,257 00	301,264 37	-121,007 37	0 00	-121,007 37
Total USD		3,909 60	575,400 98	811,378 33	-235,977 35	0 00	-235,977 35
Total United Kingdom		3,909 60	575,400 98	811,378 33	-235,977 35	0 00	-235,977 35
United States - USD							
#REORG/BANKRATE INC COM CASH MERGER EFF 9/25/09 CUSIP 06646Y108	25 24	0 00	33,821 60	50,679 67	-16,858 07	0 00	-16,858 07
#REORG/IPC HLDG CASH & STK MRGR VALIDUS HLDG LTD COM STK USD0 175 2034306 9/8/09 CUSIP G4933P101	27 34	0 00	36,225 50	35,827 74	397 76	0 00	397 76
#REORG/MERCK & CO INC COM-NAME CHANGE TOMERCK & CO INC 2055872 EFF 11/3/09 CUSIP 589331107	27 96	5,597 40	395,634 00	420,993 68	-25,359 68	0 00	-25,359 68
#REORG/OMNITURE INC COM CASH MERGER EFF 10/26/09 CUSIP 68212S109	12 56	0 00	33,284 00	26,115 71	7,168 29	0 00	7,168 29
#REORG/VISTA PRINT COM STATE OF INC CHANGE TO VISTAPRINT NV 2054430 8/3/09 CUSIP G93762204	42 65	0 00	115,155 00	46,818 96	68,336 04	0 00	68,336 04
#REORG/WYETH COM CASH AND STOCK MERGER EFF 10-15-08 SEDOL 2027104	45 39	0 00	93,957 30	76,904 72	17,052 58	0 00	17,052 58

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Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities									
Common stock									
United States - USD									
AARONS INC CUSIP 002535201		2,500 000	29 82	30 60	74,550 00	65,209 00	9,341 00	0 00	9,341 00
ABAXIS INC COM CUSIP 002567105		4,725 000	20 54	0 00	97,051 50	91,226 45	5,825 05	0 00	5,825 05
ABBOTT LAB COM CUSIP 002824100		11,900 000	47 04	0 00	559,776 00	300,459 83	259,316 17	0 00	259,316 17
ABERCROMBIE & FITCH CO CL A CUSIP 002896207		775 000	25 39	0 00	19,677 25	20 553 00	-875 75	0 00	-875 75
ACTUANT CORP CL A NEW CUSIP 00508X203		1,500 000	12 20	0 00	18,300 00	19,077 89	-777 89	0 00	-777 89
ADR O2MICRO INTL LTD SPONSORED ADR CUSIP 67107W100		14,809 000	5 00	0 00	73,045 00	130,244 48	-57,199 48	0 00	-57,199 48
ADVISORY BRD CO COM CUSIP 00762W107		875 000	25 70	0 00	22,487 50	20,084 32	2,403 18	0 00	2,403 18
AEROPOSTALE COM CUSIP 007865108		450 000	34 27	0 00	15,421 50	11,639 44	3,782 06	0 00	3,782 06
AETNA INC SEDOL 2695921		1,940 000	25 05	0 00	48,597 00	44,952 64	3,644 36	0 00	3,644 36

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Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities									
Common stock									
United States - USD									
AFFILIATED MANAGERS GROUP INC COM STK CUSIP 008252108									
		440 000	58 19	0 00	25,603 60	18,175 51	6,428 09	0 00	6,428 09
AIRCASTLE LIMITED COM STK SEDOL B1BDJQ3									
		5,330 000	7 35	514 00	39,175 50	57,383 86	-18,208 36	0 00	-18,208 36
AIRGAS INC COM CUSIP 009363102									
		1,000 000	40 53	0 00	40,530 00	40,949 00	-419 00	0 00	-419 00
AKAMAI TECHNOLOGIES INC COM STK CUSIP 009711101									
		700 000	19 18	0 00	13,426 00	10,101 00	3,325 00	0 00	3,325 00
ALEXA PHARMACEUTICALS INC COM CUSIP 015384100									
		5,202 000	2 37	0 00	12,328 74	30,837 77	-18,509 03	0 00	-18,509 03
ALTRIA GROUP INC COM CUSIP 02208S103									
		25,350 000	16 39	8,612 00	415,486 50	222,291 25	193,195 25	0 00	193,195 25
AMEDISYS INC COM CUSIP 023436108									
		650 000	33 02	0 00	21,463 00	24,841 23	-3,378 23	0 00	-3,378 23
AMERICAN EXPRESS CO CUSIP 025816109									
		5,750 000	23 24	1,035 00	133,630 00	242,378 24	-108,748 24	0 00	-108,748 24
AMERICAN SUPERCONDUCTOR CORP SHS CUSIP 030111108									
		840 000	26 25	0 00	22,050 00	13,212 16	8,837 84	0 00	8,837 84

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◆ Asset Detail - Base Currency

Description/Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
United States - USD								
AMERN ECOLOGY CORP COM NEW	CUSIP 025533407							
32,000	17.92	0.00	573.44	326.40	247.04	0.00		247.34
AMERG CORP COM CUSIP 03232P405								
2,178,000	21.44	0.00	46,696.32	30,557.03	16,139.29	0.00		16,139.29
ANSYS INC COM CUSIP 03662Q105								
1,700,000	31.16	0.00	52,872.00	48,771.81	4,200.19	0.00		4,200.19
APACHE CORP COM SEDOL 2043962								
690,000	72.15	0.00	49,763.50	52,345.06	-2,561.56	0.00		-2,561.56
APPLE INC CUSIP 037833100								
3,890,000	142.43	0.00	554,052.70	507,097.64	46,955.06	0.00		46,955.06
ARCSIGHT INC STK CUSIP 039666102								
3,683,000	17.77	0.00	65,446.91	51,930.81	13,516.10	0.00		13,516.10
ARENA RES INC COM CUSIP 040049108								
1,640,000	31.85	0.00	52,234.00	48,365.13	3,868.87	0.00		3,868.87
ASPEN INSURANCE HLDGS COM CUSIP G05384105								
1,300,000	22.34	0.00	29,042.00	28,671.50	370.50	0.00		370.50
ASSURANT INC COM SEDOL 2331430								
3,460,000	24.09	0.00	83,351.40	90,715.93	-7,364.53	0.00		-7,364.53

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
United States - USD							
AST ACCEP CAP CORP COM CUSIP 04543P100	7 69	0 00	11,688 80	12,740 48	-1,051 68	0 00	-1,051 68
A&T INC COM SEDOL 2831811							
4 770 000	24 84	0 00	118,466 80	132,426 57	-13,939 77	0 00	-13,939 77
AATHENAHEALTH INC COM MON STOCK CUSIP 04685W103							
1,430 000	37 01	0 00	52,924 30	50,021 40	2,902 90	0 00	2,902 90
AATHEROS COMMUNICATIONS INC COM CUSIP 04743P108							
1,700 000	19 24	0 00	32,708 00	24,174 00	8,534 00	0 00	8,534 00
AUTOMATIC DATA PROCESSING INC COM CUSIP 053015103							
5,600 000	35 44	2,013 00	198,464 00	223,732 77	-25,268 77	0 00	-25,268 77
BANCORSOUTH INC COM CUSIP 058692103							
1,225 000	20 53	0 00	25,149 25	24,253 69	895 56	0 00	895 56
BANK OF AMERICA CORP CUSIP 060505104							
14,460 000	13 20	0 00	190,872 00	443,656 86	-252,784 86	0 00	-252,784 86
BED BATH BEYOND INC COM SEDOL 2085878							
940 000	30 75	0 00	28,905 00	25,086 48	3,818 52	0 00	3,818 52
BIG LOTS INC COM CUSIP 089302103							
740 000	21 03	0 00	15,562 20	11,524 40	4,037 80	0 00	4,037 80

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◆ Asset Detail - Base Currency

Description/Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
United States - USD								
BIOMARIN PHARMACEUTICAL INC COM ISIN CH0008107010 CUSIP 09061G101								
	570 000	15 81	0 00	8,897 70	8,792 62	105 08	0 00	105 03
BIO-REFERENCE LABS INC COM PAR \$0 01 NEW CUSIP 09057G602								
	3,051 000	31 61	0 00	96,442 11	75,479 80	20,962 31	0 00	20,962 31
BJS RESTAURANTS INC COM CUSIP 09180C106								
	1,300 000	16 87	0 00	21,931 00	13,959 01	7,971 99	0 00	7,971 99
BLACKBAUD INC COM CUSIP 09227Q100								
	2,000 000	15 55	0 00	31,100 00	26,002 00	5,098 00	0 00	5,098 00
BLUE NILE INC COM CUSIP 09578R103								
	680 000	42 99	0 00	29,233 20	17,648 84	11,584 26	0 00	11,584 26
BUCYRUS INTL INC NEW COM CL A CUSIP 118759109								
	4,252 000	28 56	0 00	121,437 12	158,325 72	-36,888 60	0 00	-36,888 60
BUFFALO WILD WINGS INC COM STK CUSIP 118848109								
	590 000	32 52	0 00	19,186 80	19,081 27	105 53	0 00	105 53
CABLEVISION NY GROUP CL A COM SEDOL 2162243								
	2,060 000	19 41	0 00	39,984 60	30,166 57	9,818 03	0 00	9,818 03
CACI INTL INC CL A CL A CUSIP 127190304								
	525 000	42 71	0 00	22,422 75	20,585 75	1,827 00	0 00	1,827 00

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Description/Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities									
Common stock									
United States - USD									
CAMPBELL SOUP CO COM	SEDOL	2162845							
		1,350,000	29.42	0.00	39,717.00	39,275.33	441.67	0.00	441.67
CAPELLE ED CO COM CUSIP 139594105									
		1,616,000	59.95	0.00	96,879.20	88,509.31	8,369.89	0.00	8,369.89
CARRIZO OIL & GAS INC COM CUSIP 144577103									
		1,190,000	17.15	0.00	20,408.50	17,469.12	2,939.38	0.00	2,939.38
CATERPILLAR INC COM CUSIP 149123101									
		3,700,000	33.04	0.00	122,248.00	272,445.64	-150,197.64	0.00	-150,197.64
CBEYOND INC CUSIP 149847105									
		2,920,000	14.35	0.00	41,902.00	50,977.49	-9,075.49	0.00	-9,075.49
CEPHEID INC COM CUSIP 15670R107									
		950,000	9.42	0.00	8,949.00	9,908.50	-959.50	0.00	-959.50
CHEVRON CORP COM CUSIP 166764100									
		11,160,000	66.25	0.00	739,350.00	514,108.59	225,241.41	0.00	225,241.41
CINEMARK HLDGS INC COM SEDOL B1W7RQ0									
		720,000	11.32	0.00	8,150.40	7,466.53	683.87	0.00	683.87
CISCO SYSTEMS INC CUSIP 17275R102									
		15,200,000	18.64	0.00	283,328.00	394,650.88	-111,522.88	0.00	-111,522.88

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Equities									
Common stock									
United States - USD									
CITI TRENDS INC COM ORD USD1	CUSIP 17306X102	1,500,000	25.88	0.00	38,820.00	20,487.95	18,332.05	0.00	18,352.05
CITY NATL CORP COM CUSIP 178566105									
		1,490,000	36.83	0.00	54,876.70	59,333.53	-4,456.83	0.00	-4,456.83
CLIFFS NAT RES INC COM STK CUSIP 18683K101									
		1,050,000	24.47	0.00	25,693.50	25,626.54	-133.04	0.00	-133.04
CMNTY HLTH SYS INC NEW COM CUSIP 203668108									
		400,000	25.25	0.00	10,100.00	8,488.77	1,601.23	0.00	1,601.23
COCA COLA CO COM CUSIP 191216100									
		18,671,000	47.99	8,475.11	896,021.29	813,976.55	82,044.74	0.00	82,044.74
COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A CUSIP 192446102									
		5,409,000	26.70	0.00	144,420.30	118,921.90	25,498.40	0.00	25,498.40
COMPUTER PROGRAMS & SYS INC COM CUSIP 205306103									
		1,720,000	38.31	0.00	65,893.20	59,917.63	5,975.57	0.00	5,975.57
CONCEPTUS INC COM CUSIP 206016107									
		2,300,000	16.90	0.00	38,870.00	33,867.27	5,002.73	0.00	5,002.73
CONCHO RES INC COM STK CUSIP 20605P101									
		1,125,000	28.69	0.00	32,276.25	30,539.03	1,737.22	0.00	1,737.22

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Description/Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
United States - USD							
CONCUR TECHNOLOGIES INC COM CUSIP 206708109	31.08	0.00	51,033.36	42,382.93	8,650.43	0.00	8,650.43
CONOCOPHILLIPS COM CUSIP 20825C104							
12,500,000	42.06	0.00	525,750.00	599,696.08	-73,946.08	0.00	-73,946.08
COPART INC COM CUSIP 217204106							
4,746,000	34.67	0.00	164,543.82	154,624.83	9,918.99	0.00	9,918.99
CORNELL COMPANIES INC COM CUSIP 218141108							
1,100,000	16.21	0.00	17,831.00	21,263.00	-3,432.00	0.00	-3,432.00
COSTAR GROUP INC COM CUSIP 22160N109							
1,200,000	39.87	0.00	47,844.00	37,847.04	9,996.96	0.00	9,996.96
CRA INTL INC COM CUSIP 12618T105							
3,602,000	27.76	0.00	99,991.52	116,341.50	-16,349.98	0.00	-16,349.98
CUBIST PHARMACEUTICALS INC COM CUSIP 229678107							
500,000	18.33	0.00	9,165.00	8,709.69	455.31	0.00	455.31
CULLEN / FROST BANKERS INC COM CUSIP 229898109							
825,000	46.12	0.00	38,049.00	37,383.72	665.28	0.00	665.28
CYBERSOURCE CORP DEL COM CUSIP 23251J106							
4,010,000	15.30	0.00	61,353.00	45,701.16	15,651.84	0.00	15,651.84

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
United States - USD							
CYMER INC COM CUSIP 232572107							
790 000	29 73	0 00	23,486 70	20,955 71	2,530 99	0 00	2,530 99
DANVERS BANCORP INC COM STK CUSIP 236442109							
950 000	13 45	0 00	12,777 50	12,674 93	102 57	0 00	102 57
DEALERTRACK HLDGS INC COM STK CUSIP 242309102							
4,176 000	17 00	0 00	70,992 00	79,109 40	-8,117 40	0 00	-8,117 40
DEVON ENERGY CORP NEW COM SEDOL 2480677							
1,150 000	54 50	0 00	62,675 00	113,191 06	-50,516 06	0 00	-50,516 06
DEXCOM INC COM CUSIP 252131107							
3,964 000	6 19	0 00	24,537 16	27,723 38	-3,186 22	0 00	-3,186 22
OG FASTCHANNEL INC COM STK CUSIP 23326R109							
1,230 000	18 30	0 00	22,509 00	17,268 96	5,240 04	0 00	5,240 04
DIALYSIS CORP AMER COM STK ISIN# US2525791025 CUSIP 252528102							
2,900 000	5 01	0 00	14,529 00	18,156 85	-3,627 85	0 00	-3,627 85
DIGITAL RIV INC COM CUSIP 25388B104							
900 000	36 32	0 00	32,688 00	21,069 00	11,619 00	0 00	11,619 00
DRIL-QUIP INC COM CUSIP 262037104							
3,995 000	38 10	0 00	152,209 50	140,428 70	11,780 80	0 00	11,780 80

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Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
United States - USD							
FREEPORT-MCMORAN COPPER & GOLD INC CUSIP 35671D857							
2,650,000	50.11	0.00	132,791.50	305,422.84	-172,631.34	0.00	-172,631.34
FRKLN RES INC COM CUSIP 354613101							
950,000	72.01	199.50	68,409.50	92,983.00	-24,573.50	0.00	-24,573.50
FTI CONSULTING INC COM CUSIP 302941109							
480,000	50.72	0.00	24,345.60	20,456.26	3,889.34	0.00	3,889.34
GALLAGHER ARTHUR J & CO COM CUSIP 363576109							
700,000	21.34	224.00	14,938.00	15,295.00	-357.00	0.00	-357.00
GENERAL CABLE CORP DEL NEW COM CUSIP 369300108							
1,025,000	37.58	0.00	38,519.50	37,159.22	1,360.28	0.00	1,360.28
GENERAL DYNAMICS CORP COM CUSIP 369550108							
3,500,000	55.39	1,330.00	193,865.00	315,834.60	-121,969.60	0.00	-121,969.60
GENERAL ELECTRIC CO CUSIP 369604103							
30,504,000	11.72	3,320.40	357,506.88	639,933.56	-282,426.68	0.00	-282,426.68
GEN-PROBE INC NEW COM CUSIP 36966T103							
990,000	42.88	0.00	42,550.20	39,006.00	3,544.20	0.00	3,544.20
GEO GROUP INC COM STK CUSIP 36159R103							
1,900,000	18.58	0.00	35,302.00	35,948.95	-646.95	0.00	-646.95

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
United States - USD								
GMX RES INC COM STK	CUSIP 38011M106	10.64	0.00	43,677.20	92,143.62	-48,466.42	0.00	-48,466.42
GOLDMAN SACHS GROUP INC COM SEDOL 2407866								
570.000		147.44	0.00	84,040.80	67,839.68	16,101.12	0.00	16,101.12
GOODRICH PETE CORP COM NEW CUSIP 382410405								
860.000		24.59	0.00	21,147.40	27,513.94	-6,366.54	0.00	-6,366.54
GOOGLE INC CL A CL A SEDOL B020QX2								
110.000		421.59	0.00	46,374.90	36,528.48	9,846.42	0.00	9,846.42
GREENHILL & CO INC COM CUSIP 395259104								
300.000		72.21	0.00	21,663.00	19,028.01	2,634.99	0.00	2,634.99
GUESS INC COM CUSIP 401617105								
800.000		25.78	80.00	20,624.00	11,800.00	8,824.00	0.00	8,824.00
HAIN CELESTIAL GROUP INC COM CUSIP 405217100								
1,900.000		15.61	0.00	29,659.00	32,964.05	-3,305.05	0.00	-3,305.05
HALLIBURTON CO COM CUSIP 406216101								
8,700.000		20.70	0.00	180,090.00	305,639.92	-125,749.92	0.00	-125,749.92
HAMBREDS INC COM STK CUSIP 410345102								
2,375.000		15.01	0.00	35,648.75	35,825.21	-176.46	0.00	-176.46

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Equities									
Common stock									
United States - USD									
HANOVER INS GROUP INC COM	CUSIP 410867105								
1 150 000	38 11	0 00	43 826 50	42 706 98	1 119 52	0 00			1 119 52
HANSEN NAT CORP COM CUSIP 411310105									
600 000	30 82	0 00	18 482 00	17 773 98	718 02	0 00			718 02
HCC INS HLDGS INC COM CUSIP 404132102									
2 175 000	24 01	271 87	52 221 75	53 996 99	-1 775 24	0 00			-1 775 24
HEALTHCARE SVCS GROUP INC COM CUSIP 421906108									
825 000	17 88	0 00	14 751 00	15 411 00	-660 00	0 00			-660 00
HEICO CORP NEW CL A CL A CUSIP 422806208									
865 000	29 26	0 00	25 309 90	17 892 84	7 417 06	0 00			7 417 06
HEICO CORP NEW COM CUSIP 422806109									
1 605 000	36 26	0 00	58 197 30	51 259 26	6 938 04	0 00			6 938 04
HHGREGG INC COM STK CUSIP 42833L108									
3 735 000	15 16	0 00	56 622 60	51 690 10	4 932 50	0 00			4 932 50
HIBBETT SPORTS INC COM STK CUSIP 428567101									
6 106 000	18 00	0 00	145 808 00	147 047 16	-1 139 16	0 00			-1 139 16
HITTITE MICROWAVE CORP COM STK CUSIP 43365Y104									
3 210 000	34 75	0 00	111 547 50	111 168 04	379 46	0 00			379 46

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Description / Asset ID	Exchange rate / local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
United States - USD							
HMS HLDGS CORP COM CUSIP 40425J101							
600 000	40 72	0 00	24,432 00	18,301 16	6,130 84	0 00	6,130 84
HOLOGIC INC COM CUSIP 436440101							
1,320 000	14 23	0 00	18,783 60	17,358 00	1,425 60	0 00	1,425 60
HORNBECK OFFSHORE SVCS INC NEW COM CUSIP 440543106							
800 000	21 39	0 00	19,251 00	14,274 00	4,977 00	0 00	4,977 00
HUNT J B TRANS SVCS INC COM CUSIP 445658107							
2,315 000	30 53	0 00	70,678 95	67,118 01	3,558 94	0 00	3,558 94
ICF INTL INC COM STK CUSIP 44925C103							
860 000	27 59	0 00	23,727 40	19,990 76	3,736 64	0 00	3,736 64
ILLUMINA INC COM CUSIP 452327109							
400 000	38 94	0 00	15,576 00	8,696 00	6,880 00	0 00	6,880 00
INTEL CORP COM CUSIP 458140100							
28,100 000	16 55	0 00	465,055 00	762,321 62	-297,266 62	0 00	-297,266 62
INTERNATIONAL SPEEDWAY CORP CL A CUSIP 460335201							
1,075 000	25 61	0 00	27,530 75	27,894 68	-363 93	0 00	-363 93
INTUITIVE SURGICAL INC COM NEW STK CUSIP 46120E602							
100 000	163 66	0 00	16,366 00	28,722 38	-12,356 38	0 00	-12,356 38

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
United States - USD								
IPC THE HOSPITALIST CO INC STK	CUSIP 44984A105	26.69	0.00	24,821.70	17,946.29	6,875.41	0.00	6,875.41
ITRON INC COM STK NPV	CUSIP 465741106							
520 000		55.07	0.00	28,636.40	29,969.65	-1,333.25	0.00	-1,333.25
JOHNSON & JOHNSON COM CUSIP 478160104								
15,950 000		56.80	0.00	905,960.00	636,954.72	269,005.28	0.00	269,005.28
JONES LANG LASALLE INC COM STK CUSIP 480200107								
250 000		32.73	0.00	8,182.50	8,228.50	-46.00	0.00	-46.00
JPMORGAN CHASE & CO COM CUSIP 46625H100								
11,737 000		34.11	0.00	400,349.07	345,784.79	54,554.28	0.00	54,554.28
KAYDON CORP COM CUSIP 486587108								
725 000		32.56	0.00	23,606.00	25,016.49	-1,410.49	0.00	-1,410.49
KENDLE INTL INC COM CUSIP 48880L107								
1,467 000		12.24	0.00	17,956.08	49,837.21	-31,881.13	0.00	-31,881.13
KEY ENERGY SVCS INC CUSIP 492914106								
6,215 000		5.76	0.00	35,788.40	31,879.90	3,918.50	0.00	3,918.50
KNIIGHT TRANSN INC COM CUSIP 489064103								
8,875 000		16.55	0.00	146,861.25	138,950.77	7,930.48	0.00	7,930.48

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
United States - USD								
KRAFT FOODS INC CL A	CUSIP 50075N104	25.34	2,933.64	256,339.44	114,053.46	142,285.98	0.00	142,285.98
KROGER CO COM SEDOL 2497406								
		22.05	0.00	160,303.50	172,138.93	-11,835.43	0.00	-11,835.43
LANDSTAR SYS INC COM CUSIP 515098101								
		35.91	0.00	28,728.00	28,445.04	282.96	0.00	282.93
LAUDER ESTEE COS INC CL A CUSIP 518439104								
		32.67	0.00	88,209.00	106,717.44	-18,508.44	0.00	-18,508.41
LIFE TIME FITNESS INC COM CUSIP 53217R207								
		20.01	0.00	70,435.20	95,349.10	-24,913.90	0.00	-24,913.90
LINCOLN ELEC HLDGS INC COM CUSIP 533900106								
		36.04	222.75	29,733.00	30,758.97	-1,025.97	0.00	-1,025.97
LKG CORP COM LKG CORP CUSIP 501889208								
		16.45	0.00	113,751.75	94,493.90	19,257.85	0.00	19,257.85
LOOPNET INC COM STK CUSIP 543524300								
		7.75	0.00	64,015.00	98,164.00	-34,149.00	0.00	-34,149.00
LUBRIZOL CORP COM SEDOL 2537302								
		47.31	0.00	168,423.60	179,936.40	-11,512.80	0.00	-11,512.80

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Equities									
Common stock									
United States - USD									
LUMBER LIQUIDATORS INC COM	CUSIP 550030103	1,152,000	15.76	0.00	18,155.52	12,274.67	5,880.85	0.00	5,880.85
MARATHON OIL CORP COM SEDOL 2910970									
MASIMO CORP COM STK	CUSIP 574795100	3,230,000	30.13	0.00	97,319.90	99,584.97	-2,265.07	0.00	-2,265.07
MC DONALDS CORP COM	CUSIP 580135101	300,000	24.11	0.00	7,233.00	8,429.25	-1,196.25	0.00	-1,196.25
9,500,000	57.49	0.00	546,155.00	356,726.18	189,428.82	0.00	0.00	189,428.82	
MCDERMOTT INTL INC COM STK \$1 PAR CUSIP 580037109									
2,600,000	20.31	0.00	52,806.00	142,538.13	-89,732.13	0.00	0.00	-89,732.13	
MCGRAW HILL COMPANIES INC COM CUSIP 580645109									
9,900,000	30.11	0.00	298,089.00	285,784.94	12,294.06	0.00	0.00	12,294.06	
MEDASSETS INC COM STK CUSIP 584045108									
1,590,000	18.45	0.00	30,925.50	25,508.20	5,417.30	0.00	0.00	5,417.30	
MEDIDATA SOLUTIONS INC COM CUSIP 58471A105									
804,000	16.38	0.00	13,169.52	12,604.66	564.86	0.00	0.00	564.86	
MEDNAX INC COM CUSIP 58502B106									
2,215,000	42.13	0.00	93,317.95	112,860.70	-19,542.75	0.00	0.00	-19,542.75	

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
United States - USD								
MEDTRONIC INC COM	CUSIP 585055106	34 89	0 00	125,604 00	136,284 58	-10,680 58	0 00	-10,680 58
MERCADOLIBRE INC COM STK	CUSIP 58733R102							
1,130 000		26 88	0 00	30,374 40	19,820 85	10,553 55	0 00	10,553 55
MERIDIAN BIOSCIENCE INC COM	CUSIP 589584101							
860 000		22 58	0 00	19,418 80	16,353 57	3,065 23	0 00	3,065 23
METLIFE INC COM	SEDOL 2573209							
3,670 000		30 01	0 00	110,136 70	87,325 70	22,811 00	0 00	22,811 00
MFC ISHARES TR RUSSELL 2000 GROWTH INDEXFD	CUSIP 464287648							
370 000		56 69	0 00	20,975 30	18,922 95	2,052 35	0 00	2,052 35
MFC ISHARES TR RUSSELL 2000 VALUE INDEX FD	CUSIP 464287630							
2,550 000		46 53	0 00	118,651 50	117,398 68	1,252 82	0 00	1,252 82
MFO ARTIO GLOBAL INVT FDS INTL EQUITY FDCL I	CUSIP 04315J506							
392,424 520		24 95	0 00	9,790,991 77	13,212,800 83	-3,421,809 06	0 00	-3,421 809 06
MICROCHIP TECHNOLOGY INC COM	CUSIP 595017104							
2,800 000		22 55	0 00	63,140 00	100,148 37	-37,008 37	0 00	-37 008 37
MICROSYS INC COM	CUSIP 594901100							
2,340 000		25 32	0 00	59,248 80	50,087 82	9,160 98	0 00	9,160 98

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Description/Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities									
Common stock									
United States - USD									
MICROSEMI CORP COM	CUSIP 595137100	4,560,000	13.80	0.00	62,928.00	59,895.91	3,032.09	0.00	3,032.09
MICROSOFT CORP COM CUSIP 594918104									
19,900,000			23.77	0.00	473,023.00	613,869.11	-140,846.11	0.00	-140,846.11
MICRUS CORP STK CUSIP 59518V102									
890,000			9.04	0.00	8,045.60	9,507.61	-1,462.01	0.00	-1,462.01
MOLSON COORS BREWING CO CL B CL B SEDOL B067BM3									
2,280,000			42.33	0.00	96,512.40	94,936.27	1,576.13	0.00	1,576.13
MONOLITHIC PWR SYS INC COM CUSIP 609839105									
1,090,000			22.41	0.00	24,426.90	11,866.97	12,559.93	0.00	12,559.93
MOOG INC CL A CUSIP 615394202									
770,000			25.81	0.00	19,873.70	24,806.86	-4,933.16	0.00	-4,933.16
MORGAN STANLEY COM STK USD00 01 SEDOL 2262314									
1,170,000			28.51	0.00	33,356.70	28,769.72	3,586.98	0.00	3,586.98
MOTOROLA INC COM SEDOL 2606600									
7,870,000			6.63	0.00	52,178.10	52,447.98	-269.88	0.00	-269.88
MSC INDL DIRECT INC CL A COM CUSIP 553530106									
5,165,000			35.48	0.00	183,254.20	196,718.36	-13,465.16	0.00	-13,465.16

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Equities									
Common stock									
United States - USD									
MSCI INC CL A CL A	CUSIP 55354G100		24.44	0.00	177,801.00	122,782.48	55,018.52	0.00	55,018.52
MWM VETERINARY SUPPLY INC COM STK CUSIP 55402X105									
		2,677,000	34.86	0.00	93,320.22	85,303.53	8,016.69	0.00	8,016.69
MYRIAD GENETICS INC COM CUSIP 62855J104									
		930,000	35.65	0.00	33,154.50	21,810.75	11,343.75	0.00	11,343.75
MYRIAD PHARMACEUTICALS INC COM CUSIP 62856H107									
		232,500	4.65	0.00	1,081.12	715.36	365.76	0.00	365.76
NATIONAL CINEMEDIA INC COM CUSIP 635309107									
		2,580,000	13.76	0.00	35,638.40	22,325.80	13,312.60	0.00	13,312.60
NATL FINL PARTNERS CORP COM SEDOL 2772821									
		3,350,000	7.32	0.00	24,522.00	136,278.12	-111,756.12	0.00	-111,756.12
NATL INSTRS CORP COM CUSIP 636518102									
		800,000	22.56	0.00	20,304.00	20,406.96	-102.96	0.00	-102.96
NAVISTAR INTL CORP NEW COM SEDOL 2624464									
		2,660,000	43.60	0.00	115,976.00	76,842.41	37,133.59	0.00	37,133.59
NCI INC CL A CL A CUSIP 62888K104									
		1,030,000	30.42	0.00	31,332.60	26,922.83	4,409.77	0.00	4,409.77

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Equities										
Common stock										
United States - USD										
NEOGEN CORP COM	CUSIP 640491106	1,000,000	28.98	0.00	28,980.00	22,330.00	6,650.00	0.00	0.00	6,650.00
NETFLIX INC COM STK	CUSIP 64110L106	250,000	41.34	0.00	10,335.00	9,956.03	378.97	0.00	0.00	378.97
NETLOGIC MICROSYSTEMS INC COM	CUSIP 64118B100	1,741,000	36.46	0.00	63,476.86	42,879.27	20,597.59	0.00	0.00	20,597.59
NETSUITE INC COM STK	CUSIP 64118Q107	5,676,000	11.81	0.00	67,033.56	78,413.27	-11,379.71	0.00	0.00	-11,379.71
NEUSTAR INC CL A	CUSIP 64126X201	4,070,000	22.16	0.00	90,191.20	83,917.73	6,273.47	0.00	0.00	6,273.47
NEUTRAL TANDEM INC COM STK	CUSIP 64128B108	2,185,000	29.52	0.00	64,501.20	42,860.14	21,641.06	0.00	0.00	21,641.06
NEWS CORP CL A COM	CUSIP 65248E104	31,840,000	9.11	0.00	290,062.40	476,813.52	-186,751.12	0.00	0.00	-186,751.12
NORDSON CORP COM	CUSIP 655663102	325,000	38.66	0.00	12,564.50	12,304.50	260.00	0.00	0.00	260.00
NUANCE COMMUNICATIONS INC COM	CUSIP 67020Y100	1,460,000	12.09	0.00	17,651.40	14,084.63	3,566.77	0.00	0.00	3,566.77

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Equities									
Common stock									
United States - USD									
NUVASIVE INC COM	CUSIP 670704105	1,500,000	44.60	0.00	66,900.00	56,773.95	10,126.05	0.00	10,126.05
O REILLY AUTOMOTIVE INC COM CUSIP 686091109									
		3,316,000	38.08	0.00	126,273.28	91,410.16	34,863.12	0.00	34,863.12
OCCIDENTAL PETROLEUM CORP CUSIP 674599105									
		6,800,000	65.81	2,475.00	447,508.00	220,718.94	226,789.06	0.00	226,789.06
OCEANEERING INTL INC COM CUSIP 675232102									
		700,000	45.20	0.00	31,640.00	18,711.00	12,929.00	0.00	12,929.00
OIL STS INTL INC COM ISIN US6780261052 CUSIP 678026105									
		1,295,000	24.21	0.00	31,351.85	27,874.36	3,477.59	0.00	3,477.59
ONLINE RES CORP COM CUSIP 68273G101									
		3,360,000	6.24	0.00	20,966.40	13,200.38	7,766.02	0.00	7,766.02
OPTIONSXPRESS HLDGS INC COM STK CUSIP 684010101									
		3,605,000	15.53	0.00	55,985.65	69,684.39	-13,678.74	0.00	-13,678.74
OREXIGEN THERAPEUTICS INC COM CUSIP 686164104									
		4,345,000	5.13	0.00	22,289.85	22,427.64	-137.79	0.00	-137.79
ORMAT TECHNOLOGIES INC COM CUSIP 686688102									
		290,000	40.31	0.00	11,889.90	8,550.94	3,138.96	0.00	3,138.96

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Equities									
Common stock									
United States - USD									
PACTIV CORP COM	CUSIP 695257105	2,100,000	21.70	0.00	45,570.00	43,686.09	1,883.91	0.00	1,883.91
PANERA BREAD CO CL A CUSIP 69840W108									
560,000		49.86		0.00	27,921.60	28,754.64	-833.04	0.00	-833.04
PAREXEL INTL CORP COM CUSIP 699462107									
1,520,000		14.38		0.00	21,857.60	13,184.91	8,672.69	0.00	8,672.69
PATRIOT COAL CORP-STOCK DISTRIBUTION CUSIP 70336T104									
440,000		6.38		0.00	2,807.20	6,776.92	-3,969.72	0.00	-3,969.72
PATTERSON COS INC COM CUSIP 703395103									
2,150,000		21.70		0.00	46,655.00	44,668.40	1,986.60	0.00	1,986.60
PATTERSON-UTI ENERGY INC COM CUSIP 703481101									
2,275,000		12.86		0.00	29,256.50	27,668.69	1,586.81	0.00	1,586.81
PEABODY ENERGY CORP COM STK CUSIP 704549104									
3,800,000		30.16		0.00	114,608.00	212,557.59	-97,949.59	0.00	-97,949.59
PEETS COFFEE & TEA INC COM CUSIP 705560100									
3,851,000		25.20		0.00	97,045.20	97,327.81	-282.61	0.00	-282.61
PEP BOYS-MANNY MOE & JACK COM CUSIP 713278109									
2,590,000		10.14		0.00	26,262.60	17,917.00	8,345.60	0.00	8,345.60

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Equities									
Common stock									
United States - USD									
PEPSICO INC COM	CUSIP 713448108	12,950,000	54.96	0.00	711,732.00	384,628.85	327,103.05	0.00	327,103.05
		PFIZER INC COM STK \$ 11 1/8 PAR SEDOL 2684703							
4,840,000		15.00		0.00	72,600.00	65,251.43	7,348.57	0.00	7,348.57
		PGA E CORP COM SEDOL 2689560							
3,040,000		38.44		1,230.60	116,857.60	116,205.64	651.96	0.00	651.96
		PHASE FORWARD INC COM CUSIP 71721R406							
3,250,000		15.11		0.00	49,107.50	43,888.66	5,218.84	0.00	5,218.84
		PHILIP MORRIS INTL INC COM CUSIP 718172108							
25,350,000		43.62		15,039.00	1,105,767.00	514,353.35	591,413.65	0.00	591,413.65
		PHILLIPS VAN HEUSEN CORP COM CUSIP 718592108							
1,925,000		28.69		0.00	55,228.25	52,530.17	2,698.08	0.00	2,698.08
		PORTFOLIO RECOVERY ASSOCS INC COM CUSIP 73640Q105							
1,220,000		38.73		0.00	47,250.60	36,866.33	6,384.27	0.00	6,384.27
		POWER INTEGRATIONS INC COM CUSIP 733276103							
5,988,000		23.79		0.00	142,454.52	174,440.01	-31,985.49	0.00	-31,985.49
		PRAXAIR INC COM CUSIP 7400SP104							
4,900,000		71.07		0.00	348,243.00	243,851.58	104,291.42	0.00	104,291.42

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Equities								
Common stock								
United States - USD								
PRIVATEBANCORP INC COM	CUSIP 742962103							
1,050,000		22.24	0.00	23,352.00	22,165.50	1,186.50	0.00	1,186.50
PROCTER & GAMBLE CO COM CUSIP 742718109								
14,400,000		51.10	0.00	735,640.00	497,806.68	238,033.32	0.00	238,033.32
PROS HLDGS INC COM CUSIP 74346Y103								
2,200,000		8.12	0.00	17,864.00	13,075.92	4,788.08	0.00	4,788.08
PROSPERITY BANCSHARES INC COM CUSIP 743606105								
2,245,000		29.83	78.37	66,968.35	64,851.06	2,117.29	0.00	2,117.29
PRUDENTIAL FINL INC COM SEDOL 2819118								
430,000		37.22	0.00	16,004.60	16,734.50	-729.90	0.00	-729.90
PSS WORLD MED INC COM CUSIP 69366A100								
2,210,000		18.51	0.00	40,907.10	40,876.93	30.17	0.00	30.17
PSYCHIATRIC SOLUTIONS INC COM CUSIP 74439H108								
1,930,000		22.74	0.00	43,888.20	52,294.32	-8,406.12	0.00	-8,406.12
QUALCOMM INC COM CUSIP 747525103								
6,760,000		45.20	0.00	306,456.00	287,739.63	18,716.37	0.00	18,716.37
QUALITY SYS INC COM STK CUSIP 747582104								
620,000		56.96	186.00	35,315.20	22,859.40	12,455.80	0.00	12,455.80

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Equities									
Common stock									
United States - USD									
RAYMOND JAMES FNCL INC COM STK CUSIP 754730109									
		1,620,000	17.21	178.20	27,880.20	28,018.15	-137.95	0.00	-137.95
REDWOOD TR INC COM CUSIP 758075402									
		6,111,000	14.76	1,527.75	90,188.36	105,653.03	-15,464.67	0.00	-15,464.67
RESOURCES CONNECTION INC COM CUSIP 76122Q105									
		9,971,000	17.17	0.00	171,202.07	192,016.48	-20,814.41	0.00	-20,814.41
ROBBINS & MYERS INC COM CUSIP 770196103									
		925,000	19.25	0.00	17,806.25	19,598.73	-1,793.48	0.00	-1,793.48
ROFIN SINAR TECHNOLOGIES INC COM CUSIP 775043102									
		575,000	20.01	0.00	11,505.75	11,484.25	11.50	0.00	11.50
SCHLUMBERGER LTD COM STK CUSIP 806657108									
		87,716,000	54.11	18,420.36	4,746,312.76	2,047,623.18	2,698,689.58	0.00	2,698,689.58
SCOTTS MIRACLE-GRO COMPANY CL A CL A CUSIP 810186106									
		950,000	35.05	0.00	33,297.50	33,193.19	104.31	0.00	104.31
SEATTLE GENETICS INC COM CUSIP 812576102									
		4,295,000	9.72	0.00	41,747.40	42,528.53	-782.13	0.00	-782.13
SEMTECH CORP COM CUSIP 816850101									
		2,000,000	15.91	0.00	31,820.00	22,944.00	8,876.00	0.00	8,876.00

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					Market	Translation	
Equities							
Common stock							
United States - USD							
SHUTTERFLY INC COM CUSIP 82568P304							
920 000	13 95	0 00	12,834 00	11,757 12	1,076 88	0 00	1,076 88
SILICON LABORATORIES INC COM CUSIP 826918102							
2,630 000	37 94	0 00	99,782 20	55,548 96	44,233 24	0 00	44,233 24
SLM CORP COM SEDOL 2101967							
4,090 000	10 27	0 00	42,004 30	17,670 06	24,334 24	0 00	24,334 24
SMITH A O CORP COM CUSIP 831865209							
850 000	32 57	0 00	27,684 50	26,797 27	887 23	0 00	887 23
SOURCEFIRE INC COM CUSIP 83616T108							
995 000	12 39	0 00	12,328 05	8,335 29	3,992 76	0 00	3,992 76
SPRINT NEXTEL CORP SEDOL 2922447							
3,920 000	4 81	0 00	18,855 20	18,908 11	-53 91	0 00	-53 91
SRA INTL INC CL A CUSIP 78464R105							
1,200 000	17 56	0 00	21,072 00	20,925 00	147 00	0 00	147 00
STANLEY INC COM CUSIP 854532108							
1,020 000	32 88	0 00	33,537 60	32,691 96	845 64	0 00	845 64
STARENT NETWORKS CORP COM CUSIP 85528P108							
1,750 000	24 41	0 00	42,717 50	27,552 85	15,164 65	0 00	15,164 65

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Description / Asset ID	Investment Mgr ID	Shares/PAAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities									
Common stock									
United States - USD									
STEC INC COM STK	CUSIP 784774101	2,970,000	23.19	0.00	68,874.30	14,225.71	54,648.59	0.00	54,648.59
STEEL DYNAMICS INC COM CUSIP 858119100									
1,700,000		14.73	127.50	25,041.00	25,905.96	-864.96	0.00	-864.96	
STIFEL FINL CORP COM CUSIP 860630102									
600,000		48.09	0.00	28,854.00	25,158.00	3,696.00	0.00	3,696.00	
STRAYER ED INC COM CUSIP 863236105									
230,000		218.11	0.00	50,165.30	48,024.00	2,141.30	0.00	2,141.30	
SUNPOWER CORP COM CL B STK CUSIP 867652307									
640,000		23.95	0.00	15,328.00	18,432.83	-3,104.83	0.00	-3,104.83	
SYBASE INC COM CUSIP 871130100									
1,800,000		31.34	0.00	56,412.00	57,499.56	-1,087.56	0.00	-1,087.56	
SYNERGY HLDGS INC COM STK CUSIP 87163F106									
2,600,000		16.03	0.00	41,678.00	39,226.98	2,451.02	0.00	2,451.02	
SYSCO CORP COM CUSIP 871829107									
4,600,000		22.48	1,104.00	103,408.00	159,771.07	-56,363.07	0.00	-56,363.07	
T-3 ENERGY SVCS INC COM CUSIP 87306E107									
66,000		11.91	0.00	786.06	794.18	-8.12	0.00	-8.12	

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Equities									
Common stock									
United States - USD									
TARGET CORP COM STK	CUSIP 87612E106								
9,250,000		39.47	0.00	365,097.50	311,175.17	53,922.33	0.00	53,922.33	
TEAM INC COM STK CUSIP 878155100									
1,160,000		15.67	0.00	18,177.20	28,130.80	-10,953.60	0.00	-10,953.60	
TECHNE CORP COM CUSIP 878377100									
1,297,000		63.81	0.00	82,761.57	84,149.81	-1,388.24	0.00	-1,388.24	
TELEFLEX INC COM CUSIP 879369105									
625,000		44.83	0.00	28,018.75	27,802.75	216.00	0.00	216.00	
TESSERA TECHNOLOGIES INC COM STK CUSIP 88164L100									
1,645,000		25.28	0.00	41,602.05	39,903.42	1,698.63	0.00	1,698.63	
TETRA TECH INC NEW COM CUSIP 88162G103									
5,915,000		28.65	0.00	169,464.75	122,503.60	46,961.15	0.00	46,961.15	
TETRA TECHNOLOGIES INC DEL COM CUSIP 88162F105									
2,300,000		7.96	0.00	18,308.00	11,637.08	6,670.92	0.00	6,670.92	
TEXAS INSTRS INC COM CUSIP 882508104									
10,700,000		21.30	0.00	227,910.00	333,676.51	-105,766.51	0.00	-105,766.51	
TIME WARNER CABLE INC COM SEDOL B638PC8									
3,356,000		31.67	0.00	105,284.52	133,933.23	-27,648.71	0.00	-27,648.71	

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Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities									
Common stock									
United States - USD									
TIVO INC COM	CUSIP 888706108	3,280,000	10.48	0.00	34,374.40	22,393.55	11,980.85	0.00	11,980.85
TOWER GROUP INC COM CUSIP 891777104									
1,780,000		24.78	0.00	44,108.40	39,338.00	4,770.40	0.00	0.00	4,770.40
TRANSOCEAN LTD CUSIP H8817H100									
2,737,000		74.29	0.00	203,331.73	284,503.79	-81,172.06	0.00	0.00	-81,172.06
TRIMBLE NAV LTD COM CUSIP 896239100									
560,000		19.63	0.00	10,992.80	11,435.20	-442.40	0.00	0.00	-442.40
TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0 80 SEDOL B64GC98									
6,190,000		25.98	0.00	160,816.20	130,298.50	30,517.70	0.00	0.00	30,517.70
TYLER TECHNOLOGIES INC COM STK CUSIP 902252105									
2,075,000		15.62	0.00	32,411.50	31,802.70	608.80	0.00	0.00	608.80
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK CUSIP 90384S303									
2,870,000		11.12	0.00	31,914.40	26,366.48	5,547.92	0.00	0.00	5,547.92
ULTIMATE SOFTWARE GROUP INC COM CUSIP 90385D107									
3,725,000		24.24	0.00	90,294.00	50,528.87	39,765.13	0.00	0.00	39,765.13
UNITED NAT FOODS INC COM CUSIP 811163103									
1,500,000		26.25	0.00	39,375.00	26,154.75	13,220.25	0.00	0.00	13,220.25

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Account number MENIL

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities							
Common stock							
United States - USD							
UNITED PARCEL SVC INC CL B SEDOL 2517382	49 99	0 00	32,893 40	33,004 88	-11 48	0 00	-11 48
UNITED TECHNOLOGIES CORP COM CUSIP 913017109							
6,050 000	51 96	0 00	314,358 00	400,611 05	-86,253 05	0 00	-86,253 05
URBAN OUTFITTERS INC COM CUSIP 917047102							
500 000	20 87	0 00	10,435 00	7,830 00	2,605 00	0 00	2,605 00
UTD THERAPEUTICS CORP DEL COM STK CUSIP 91307C102							
130 000	83 33	0 00	10,832 90	8,406 44	2,426 46	0 00	2,426 46
VALERO ENERGY CORP COM STK NEW SEDOL 2041364							
1,070 000	16 89	0 00	18,072 30	18,470 93	-398 63	0 00	-398 63
VALIDUS HOLDING LTD COM STK US00 175 CUSIP G9319H102							
930 000	21 98	0 00	20,441 40	21,895 04	-1,453 64	0 00	-1,453 64
VARIAN SEMICONDUCTOR EQUIPMENT ASSOCS INC COM CUSIP 922207105							
2,915 000	23 99	0 00	69,930 85	63,645 54	6,285 31	0 00	6,285 31
VCA ANTECH INC COM STK CUSIP 918194101							
1,400 000	26 70	0 00	37,380 00	23,338 00	14,042 00	0 00	14,042 00
VOCUS INC COM CUSIP 92856J108							
2,250 000	19 75	0 00	44,460 00	36,998 55	7,461 45	0 00	7,461 45

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
United States - USD								
VOLCANO CORP COM STK	CUSIP 928645100							
1,880,000	13.98	0.00	26,282.40	30,257.75	-3,975.35	0.00	-3,975.35	
VOLCOM INC COM CUSIP 92864N101								
3,125,000	12.50	0.00	39,062.50	41,562.33	-2,499.83	0.00	-2,499.83	
WADDELL & REED FINL INC CL A COM CUSIP 930059100								
5,210,000	26.37	0.00	137,387.70	139,308.84	-1,921.14	0.00	-1,921.14	
WALGREEN CO COM SEDOL 2934839								
16,880,000	29.40	0.00	496,272.00	317,398.59	178,873.41	0.00	178,873.41	
WAL-MART STORES INC COM CUSIP 931142103								
7,000,000	48.44	0.00	338,080.00	359,907.28	-20,827.28	0.00	-20,827.28	
WALTER ENERGY INC CUSIP 93317Q105								
775,000	36.24	0.00	28,086.00	24,987.25	3,118.75	0.00	3,118.75	
WASH FED INC COM CUSIP 938824109								
1,575,000	13.00	0.00	20,475.00	20,310.57	164.43	0.00	164.43	
WASTE CONNECTIONS INC COM CUSIP 941053100								
2,025,000	25.91	0.00	52,467.75	50,998.41	1,469.34	0.00	1,469.34	
WATSON WYATT WORLDWIDE INC CL A CUSIP 942712100								
1,025,000	37.53	76.87	38,468.25	42,186.48	-3,728.23	0.00	-3,728.23	

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate / local market price	At crued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Equities								
Common stock								
United States - USD								
WELLS FARGO & CO NEW COM STK	SEDOL 2649100							
3 350 000	24 26	0 00	81,271 00	67,845 18	13,425 82	0 00	13,425 82	
WENDYS / ARBYS GROUP INC COM STK	CUSIP 950587105							
2,275 000	4 00	0 00	9,100 00	8,281 00	819 00	0 00	819 00	
WEST PHARMACEUTICAL SVCS INC COM	CUSIP 955306105							
800 000	34 85	0 00	27,880 00	27,173 04	706 96	0 00	706 96	
WHITING PETE CORP NEW COM STK	CUSIP 966387102							
530 000	35 16	0 00	18,634 80	16,813 22	1,821 58	0 00	1,821 58	
WILEY JOHN & SONS INC CL A	CUSIP 96823206							
600 000	33 25	0 00	19,850 00	19,984 98	-34 98	0 00	-34 98	
ZOLL MED CORP COM	CUSIP 989922109							
575 000	19 34	0 00	11,120 50	11,105 61	14 89	0 00	14 89	
ZUMIEZ INC COM	CUSIP 989817101							
6,380 000	8 01	0 00	51,183 90	76,408 13	-25,224 23	0 00	-25,224 23	
ZYMOGENETICS INC COM STK	CUSIP 98985T109							
1,620 000	4 60	0 00	7,452 00	14,582 20	-7,130 20	0 00	-7,130 20	
Total USD		76,002 92	45,135,236 82	44,101,104 44	1,034,132 38	0 00	1,034,132 38	
Total United States		76,002 92	45,135,236 82	44,101,104 44	1,034,132 38	0 00	1,034,132 38	
Total Common Stock		80,801 69	48,335,416 25	47,163,183 58	1,172,232 67	0 00	1,172,232 67	

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Menil Foundation, Inc
EIN: 74-6045327
FYE. 06/30/09

Part II, Line 10c, Corporate Bonds & Notes

	No. Shares	Market Value as of 6/30/09
HELD AT NORTHERN TRUST CO: CORPORATE BONDS (Stmt. 11-1, pg 16)	16,990,000	17,692,290
HELD AT NORTHERN TRUST CO: GOV'T AGENCIES (TAXABLE) (Stmt. 11-2)	980,000	1,015,257
HELD AT NORTHERN TRUST CO. MUNICIPAL/PROVINCIAL BONDS. (Stmt. 11-3, pg 2)	155,000	157,723
HELD AT NORTHERN TRUST CO. GOV'T MORTGAGE BACKED BONDS. (Stmt. 11-4, pg 2)	642,054	680,677
HELD AT NORTHERN TRUST CO. GUARANTEED FIXED INCOME BONDS (Stmt. 11-5)	550,000	549,033
HELD AT NORTHERN TRUST CO. ASSET BACKED BONDS. (Stmt. 11-6, pg 3)	4,220,321	4,209,498
PENDING SALE BOOKED BY NORTHERN TRUST AFTER 6/30/09		1,095,352
PENDING PURCHASE BOOKED BY NORTHERN TRUST AFTER 6/30/09		(1,947,311)
PENDING TRADES BOOKED BY TAXPAYER BEFORE 6/30/09		347,270
AMERICAN CENTURY FUNDS (foreign bonds mutual fund)	-	-
OPPENHEIMER INT'L BOND FUND CLASS Y (foreign bonds fund)	629,269	3,807,076
TOTAL		<u><u>27,606,865</u></u>

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Corporate bonds							
Bermuda - USD							
WEATHERFORD INTL 9.625% DUE 03-01-2019 CUSIP 847075AF4							
160,000,000	117.6407	5,133.33	189,225.12	180,382.80	7,842.32	0.00	7,842.32
Issue Date 08 Jan 09	Rate 9.625%	Yield to Maturity 6.062%	Maturity Date 01 Mar 19				
Total USD		5,133.33	189,225.12	180,382.80	7,842.32	0.00	7,842.32
Total Bermuda		5,133.33	189,225.12	180,382.80	7,842.32	0.00	7,842.32
Canada - USD							
CANADIAN NATL RY CO CANADIAN NATL RAILWAY 5.85% DUE 11-15-2017 BE0 CUSIP 136375BP6							
80,000,000	105.665	598.00	84,532.00	82,962.42	1,569.58	0.00	1,569.58
Issue Date 24 Sep 07	Rate 11.70%	Yield to Maturity 7.786%	Maturity Date 15 Nov 17				
Total USD		598.00	84,532.00	82,962.42	1,569.58	0.00	1,569.58
Total Canada		598.00	84,532.00	82,962.42	1,569.58	0.00	1,569.58
France - USD							
FRANCE TELECOM SA NT STEP UP 03-01-2011 02-01-2002 CUSIP 35177PAK3							
50,000,000	108.1532	1,291.66	54,076.60	53,177.95	898.65	0.00	898.65
Issue Date 01 Sep 01	Rate 7.75%	Yield to Maturity 1.312%	Maturity Date 01 Mar 11				
Total USD		1,291.66	54,076.60	53,177.95	898.65	0.00	898.65
Total France		1,291.66	54,076.60	53,177.95	898.65	0.00	898.65

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◆ Asset Detail - Base Currency

Description/Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income									
Corporate bonds									
Netherlands - USD									
DEUTSCHE TELEKOM INTL FIN BV GTD NT STEP UP 06-15-2010 CUSIP 25156PAB9									
		65,000,000	105.1665	245.55	68,358.22	67,463.98	894.24	0.00	894.24
Issue Date	06 Jul 00	Rate	8.50%	Yield to Maturity	1.21%	Maturity Date	15 Jun 10		
DIAGEO FINANCE BV/XX7447045 5% DUE 04-01-2013 BEO CUSIP 2524413AD3									
		100,000,000	105.1342	1,375.00	105,134.20	100,274.35	4,859.85	0.00	4,859.85
Issue Date	30 Mar 06	Rate	11.00%	Yield to Maturity	4.916%	Maturity Date	01 Apr 13		
Total USD				1,620.55	173,492.42	167,738.33	5,754.09	0.00	5,754.09
Total Netherlands				1,620.55	173,492.42	167,738.33	5,754.09	0.00	5,754.09
United Kingdom - USD									
BRITISH TELECOMMUNICATIONS PLC SR NT 5.15% DUE 01-15-2013 REG CUSIP 11102AAB7									
		300,000,000	99.655	7,267.23	298,965.00	295,420.54	3,544.46	0.00	3,544.46
Issue Date	12 Dec 07	Rate	10.30%	Yield to Maturity	6.282%	Maturity Date	15 Jan 13		
GLAXOSMITHKLINE 5.65% DUE 05-15-2018 CUSIP 377372AD9									
		485,000,000	105.9204	3,501.42	513,713.94	502,859.48	10,854.46	0.00	10,854.46
Issue Date	13 May 08	Rate	11.30%	Yield to Maturity	8.082%	Maturity Date	15 May 18		
Total USD				10,768.65	812,678.94	798,280.02	14,398.92	0.00	14,398.92
Total United Kingdom				10,768.65	812,678.94	798,280.02	14,398.92	0.00	14,398.92
United States - USD									
3M CO MEDIUM TERM NTS BOOK ENTRY TRANCHER TR 00005 4.375% DUE 08-15-2013 CUSIP 88579EAE5									
		85,000,000	105.3287	1,404.85	90,380.24	86,430.00	3,950.24	0.00	3,950.24
Issue Date	21 Aug 08	Rate	8.75%	Yield to Maturity	3.396%	Maturity Date	15 Aug 13		

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income							
Corporate bonds							
United States - USD							
ABBOTT LABS 5 15% DUE 11-30-2012/11-09-2007 BEO CUSIP 002819AA8							
125,000 000	108 0481	554 33	135,060 12	124,951 25	10,108 87	0 00	10,108 87
Issue Date 08 Nov 07	Rate 10 30%	Yield to Maturity 2 62%	Maturity Date 30 Nov 12				
ABBOTT LABS NT 5 125% DUE 04-01-2019 REG CUSIP 002824AU4							
325,000 000	102 963	5,459 54	334,629 75	332,286 62	2,343 13	0 00	2,343 13
Issue Date 03 Mar 09	Rate 10 25%	Yield to Maturity 8 282%	Maturity Date 01 Apr 19				
ALLSTATE LIFE GL FOG SECD MED TRM TRANCHE # TR 00039 5 375 DUE 4-30-2013 CUSIP 02003MBQ6							
350,000 000	103 3986	3,187 67	361,895 10	361,455 50	439 60	0 00	439 60
Issue Date 30 Apr 08	Rate 5 375%	Yield to Maturity 2 96%	Maturity Date 30 Apr 13				
AMERN EXPRESS CR CORP MEDIUM TERM NTS TRANCHE # TR 00069 5 875 DUE 05-02-2013 CUSIP 0258MOCW7							
150,000 000	99 2969	1,444 26	148,945 35	147,670 54	1,274 81	0 00	1,274 81
Issue Date 02 Jun 08	Rate 11 75%	Yield to Maturity 6 51%	Maturity Date 02 May 13				
AMGEN INC 5 85% DUE 06-01-2017 CUSIP 031162AV2							
45,000 000	106 1108	219 37	47,749 86	45,014 40	2,735 46	0 00	2,735 46
Issue Date 01 Dec 07	Rate 11 70%	Yield to Maturity 8 126%	Maturity Date 01 Jun 17				
ARCHER DANIELS 5 45% DUE 03-15-2018 CUSIP 039483AY8							
75,000 000	105 148	1,203 53	78,861 00	78,212 70	648 30	0 00	648 30
Issue Date 04 Mar 08	Rate 10 90%	Yield to Maturity 8 202%	Maturity Date 15 Mar 18				
BB&T CORP SR MEDIUM TERM NTS BOOK ENTRY TRANCHE # TR 00001 5 7% DUE 04-30-2014 CUSIP 05531FAA1							
160 000 000	102 1432	1,444 00	163,429 12	159,703 10	3,726 02	0 00	3,726 02
Issue Date 04 May 09	Rate 5 70%	Yield to Maturity 3 333%	Maturity Date 30 Apr 14				

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Rate	Yield to Maturity	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income											
Corporate bonds											
United States - USD											
BECTON DICKINSON & 5% DUE 05-15-2019 CUSIP 075887AU3											
		80,000,000	102.181	5.00%	4.051%	511.11	81,744.80	80,259.44	1,485.36	0.00	1,485.36
Issue Date	15 May 09				Maturity Date	15 May 19					
BERKSHIRE HATHAWAY FIN CORP GTD SR NT 5% DUE 08-15-2013 REG CUSIP 084664BG5											
		250,000,000	104.9083	10.00%	4.388%	4,722.21	262,270.75	265,793.09	-3,522.34	0.00	-3,522.34
Issue Date	06 Aug 08				Yield to Maturity	15 Aug 13					
BOTTLING GROUP LLC BOTTLING GROUP LLC 5% DUE 04-01-2016 BEO CUSIP 10138MAG0											
		45,000,000	106.2478	11.00%	6.88%	618.75	47,811.51	46,102.39	1,709.12	0.00	1,709.12
Issue Date	30 Mar 06				Yield to Maturity	01 Apr 16					
BRISTOL MYERS 5.45% DUE 05-01-2018 CUSIP 110122AR9											
		90,000,000	105.9496	10.90%	8.042%	317.49	95,354.64	93,035.11	2,319.53	0.00	2,319.53
Issue Date	01 May 08				Yield to Maturity	01 May 18					
BURLINGTON NORTHN SANTA FE CORP NT 5.75% DUE 03-15-2018 BEO CUSIP 12189TBA1											
		80,000,000	102.3239	11.50%	8.582%	1,354.43	81,859.12	80,931.39	927.73	0.00	927.73
Issue Date	14 Mar 08				Yield to Maturity	15 Mar 18					
CAP 1 FINL CORP MTN 5.7 DUE 09-15-2011 CUSIP 14040HAQB											
		300,000,000	100.4436	5.70%	2.438%	5,034.99	301,330.80	301,956.00	-625.20	0.00	-625.20
Issue Date	12 Sep 06				Yield to Maturity	15 Sep 11					
CHEVRON CORP 4.95% DUE 03-03-2019 CUSIP 166751AJ6											
		125,000,000	103.3283	9.90%	7.702%	2,028.12	129,161.62	127,474.91	1,686.71	0.00	1,686.71
Issue Date	03 Mar 09				Yield to Maturity	03 Mar 19					

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate / local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income								
Corporate bonds								
United States - USD								
CISCO SYS INC SR NT 5 5% DUE 02-22-2018 REG CUSIP 17275RAC6								
85,000,000	105 9391	1,675 20	90,048 23	85,505 54	4,542 69	0 00		4,542 69
Issue Date 22 Feb 06	Rate 11 00%	Yield to Maturity 6 518%	Maturity Date 22 Feb 16					
COCA COLA CO 5 35% DUE 11-15-2017 CUSIP 191216AK6								
150,000,000	106 7947	1,025 41	160,192 05	155,628 45	4,563 60	0 00		4,563 60
Issue Date 01 Nov 07	Rate 10 70%	Yield to Maturity 7 386%	Maturity Date 15 Nov 17					
COCA COLA ENTERPRISES INC 7 125 DUE 08-01-2017 REG CUSIP 191219BB9								
45,000,000	112 0604	1,335 93	50,427 18	50,848 87	-421 69	0 00		-421 69
Issue Date 25 Jul 97	Rate 14 25%	Yield to Maturity 8 16%	Maturity Date 01 Aug 17					
COMCAST CORP NEW NT 5 5 DUE 03-15-2011 BEO CUSIP 20030NAD3								
450,000,000	104 0536	7,287 49	468,241 20	467,657 25	583 95	0 00		583 95
Issue Date 14 Mar 03	Rate 11 00%	Call Date 14 Mar 11	Call Price 200 00	Yield to Maturity 2 984%	Maturity Date 15 Mar 11			
CONOCOPHILLIPS CDA FDG CO INT 5 625% DUE 10-15-2016 BEO CUSIP 20825TAAS								
80,000,000	106 4906	950 00	85,192 48	82,601 19	2,591 29	0 00		2,591 29
Issue Date 13 Oct 06	Rate 11 25%	Yield to Maturity 7 448%	Maturity Date 15 Oct 16					
COSTCO WHOLESALE CORP NEW CORP 5 500000% 5 DUE 03-15-2017 02-20-2007 BEO CUSIP 22160KAC9								
80,000,000	105 8671	1,295 55	84,693 68	85,598 13	-904 45	0 00		-904 45
Issue Date 20 Feb 07	Rate 11 00%	Yield to Maturity 7 548%	Maturity Date 15 Mar 17					
CR SUISSE 1ST B5TN 6 5% DUE 01-15-2012 CUSIP 22541LAC7								
40,000,000	107 912	1,198 88	43,164 80	41,638 59	1,526 21	0 00		1,526 21
Issue Date 11 Jan 02	Rate 6 50%	Yield to Maturity 1 70%	Maturity Date 15 Jan 12					

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income							
Corporate bonds							
United States - USD							
CR SUISSE AG 5.5% DUE 05-01-2014 CUSIP 22546QAA5							
400,000 000	103.894	3,483.33	415,576.00	414,696.00	880.00	0.00	880.00
Issue Date 04 May 09	Rate 5.50%	Yield to Maturity 3.133%	Maturity Date 01 May 14				
CR SUISSE USA INC 5.85% DUE 08-16-2016 CUSIP 225434C16							
50,000 000	102.9566	1,096.87	51,478.30	49,875.00	1,603.30	0.00	1,603.30
Issue Date 16 Aug 06	Rate 5.85%	Yield to Maturity 4.456%	Maturity Date 16 Aug 16				
CREDIT SUISSE FIRST BOSTON USA INC NT 4.125% DUE 01-15-2010 BEO CUSIP 22541LAQ6							
55,000 000	101.2127	1,046.14	55,666.98	54,973.05	693.93	0.00	693.93
Issue Date 15 Dec 04	Rate 4.125%	Yield to Maturity 0.884%	Maturity Date 15 Jan 10				
CVS CORP SR NT 6.125% DUE 08-15-2016 BEO CUSIP 126650BE 9							
450,000 000	103.5695	10,412.49	466,152.75	471,214.84	-5,062.09	0.00	-5,062.09
Issue Date 15 Aug 06	Rate 12.25%	Yield to Maturity 8.482%	Maturity Date 15 Aug 16				
DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOK5 5 DUE 04-13-2017 CUSIP 24422EQF9							
75,000 000	100.9245	893.74	75,693.37	75,881.83	-188.46	0.00	-188.46
Issue Date 13 Apr 07	Rate 11.00%	Yield to Maturity 8.06%	Maturity Date 13 Apr 17				
DEERE JOHN CAP CORP MEDIUM TERM NTS-BOOKENTRY SR NT 5.35% DUE 04-03-2018 CUSIP 24422EQR3							
75,000 000	99.4023	980.82	74,551.72	74,238.34	313.38	0.00	313.38
Issue Date 03 Apr 08	Rate 10.70%	Yield to Maturity 8.042%	Maturity Date 03 Apr 18				
DEVON FING CORP U L C NT 6.875% DUE 09-30-2011 BEO CUSIP 25179SAC4							
385,000 000	108.6091	6,690.71	418,145.03	420,308.35	-2,163.32	0.00	-2,163.32
Issue Date 03 Oct 01	Rate 6.875%	Yield to Maturity 1.704%	Maturity Date 30 Sep 11				

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◆ Asset Detail - Base Currency

Description/AssetID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income								
Corporate bonds								
United States - USD								
DUKE ENERGY CAROLINAS LLC 5 25% DUE 01-15-2018/01-18-2008 BE0 CUSIP 26442CAC8								
500,000 000	104 3894	104 3894	12 468 75	521,947 00	521,590 00	357 00	0 00	357 00
Issue Date 10 Jan 08 Rate 10 50% Yield to Maturity 8 164% Maturity Date 15 Jan 18								
EMERSON ELEC CO NT 4 875% DUE 10-15-2019REG CUSIP 291011AY0								
140,000 000	100 0328	100 0328	1,440 83	140,045.92	138,784 40	1,261 52	0 00	1,261 52
Issue Date 21 Jan 09 Rate 9 75% Yield to Maturity 8 062% Maturity Date 15 Oct 19								
EVEREST REINS HLDGS INC 5 4 DUE 10-15-2014 BE0 CUSIP 299808AD7								
50,000 000	87 413	87 413	570 00	43,706 50	49,915 50	-6,209 00	0 00	-6,209 00
Issue Date 12 Oct 04 Rate 5 40% Yield to Maturity 5 338% Maturity Date 15 Oct 14								
FLORIDA PWR & LT CO 5 55% DUE 11-01-2017BEO CUSIP 3410R1E26								
400,000 000	106 3492	106 3492	3,700 00	425,396 80	421,815 74	3,581 06	0 00	3,581 06
Issue Date 10 Oct 07 Rate 11 10% Yield to Maturity 7 806% Maturity Date 01 Nov 17								
GCB WALT DISNEY COMP D1204007 0 010 JD12 4 7 DUE 12-01-12 BEO CUSIP 254687AV8								
75,000 000	107 4452	107 4452	293 74	80,583 90	77,213 03	3,370 87	0 00	3,370 37
Issue Date 04 Dec 07 Rate 9 40% Call Date 30 Nov 12 Call Price 200 00 Yield to Maturity 3 12% Maturity Date 01 Dec 12								
GEN DYNAMICS CORP NT 4 25 DUE 05-15-2013/05-14-2013 BE0 CUSIP 368650AK4								
80,000 000	102 0975	102 0975	434 43	81,678 00	81,082 82	595 18	0 00	595 18
Issue Date 15 May 03 Rate 6 50% Call Date 14 May 13 Call Price 200 00 Yield to Maturity 3 974% Maturity Date 15 May 13								
GEN ELEC CAP CORP MTN BO TRANCHE # TR 00521 5 875 DUE 02-15-2012BEO CUSIP 36962GXS8								
400,000 000	104 4493	104 4493	8,877 77	417,797 20	420,348 00	-2,550 80	0 00	-2,550 00
Issue Date 15 Feb 02 Rate 5 875% Yield to Maturity 2 125% Maturity Date 15 Feb 12								

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Description/Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income								
Corporate bonds								
United States - USD								
GENERAL MILS INC NT 5.2% DUE 03-17-2015 REG CUSIP 3703348F0								
450,000,000	105,441		6,759.99	474,484.50	465,261.92	9,222.58	0.00	9,222.58
Issue Date 17 Mar 08	Rate 10.40%	Yield to Maturity 6.322%	Maturity Date 17 Mar 15					
GOLDMAN SACHS 6.6% DUE 01-15-2012 CUSIP 38141G8U7								
550,000,000	106,4725		16,738.31	585,598.75	582,663.16	2,935.59	0.00	2,935.59
Issue Date 10 Jan 02	Rate 19.80%	Yield to Maturity 5.946%	Maturity Date 15 Jan 12					
HALLIBURTON CO HALLIBURTON CO 5.9% DUE 09-15-2018 BEO CUSIP 408216AV3								
90,000,000	106,787		1,563.48	96,108.30	94,290.22	1,818.08	0.00	1,818.08
Issue Date 12 Sep 08	Rate 11.80%	Yield to Maturity 8.502%	Maturity Date 15 Sep 18					
HEWLETT PACKARD CO 4.5% DUE 03-01-2013 CUSIP 428236AQ6								
140,000,000	103,966		2,100.00	145,552.40	139,281.59	6,270.81	0.00	6,270.81
Issue Date 03 Mar 08	Rate 9.00%	Yield to Maturity 3.892%	Maturity Date 01 Mar 13					
INTL BUSINESS MACHS CORP BD 5.7 DUE 09-14-2017 BEO CUSIP 459200GJ4								
100,000,000	106,1663		1,694.16	106,166.30	103,225.57	2,940.73	0.00	2,940.73
Issue Date 14 Sep 07	Rate 11.40%	Call Date 13 Sep 17	Yield to Maturity 7.53%	Maturity Date 14 Sep 17				
INTUIT INC 5.4 DUE 03-15-2012 BEO CUSIP 461202AA1								
20,000,000	100,9743		318.00	20,194.86	19,006.47	1,188.39	0.00	1,188.39
Issue Date 12 Mar 07	Rate 5.40%	Yield to Maturity 2.397%	Maturity Date 15 Mar 12					
INTUIT SR NT 5.75% DUE 03-15-2017 BEO CUSIP 461202AB9								
60,000,000	95,012		1,015.83	57,007.20	52,123.16	4,884.04	0.00	4,884.04
Issue Date 12 Mar 07	Rate 5.75%	Yield to Maturity 4.644%	Maturity Date 15 Mar 17					

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◆ Asset Detail - Base Currency

Description/Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income							
Corporate bonds							
United States - USD							
JOHNSON & JOHNSON 5.15% DUE 07-15-2018 CUSIP 478160AUB			69,246.06	67,593.93	1,652.13	0.00	1,652.13
Issue Date 23 Jun 08	Rate 10.30%	Yield to Maturity 7.502%	Maturity Date 15 Jul 18				
JPMORGAN CHASE & CO FORMERLY J.P. MORGAN 6 DUE 01-15-2018 BEO CUSIP 46625HG90			288,022.10	305,078.96	-7,057.86	0.00	-7,057.86
Issue Date 20 Dec 07	Rate 12.00%	Yield to Maturity 9.482%	Maturity Date 15 Jan 18				
KIMBERLY CLARK 6.125% DUE 08-01-2017 CUSIP 494368B88			71,295.44	65,589.17	5,706.27	0.00	5,706.27
Issue Date 30 Jul 07	Rate 12.25%	Yield to Maturity 7.62%	Maturity Date 01 Aug 17				
KROGER CO 6.4% DUE 08-15-2017 CUSIP 50104CG4			74,212.60	72,267.37	1,945.23	0.00	1,945.23
Issue Date 15 Aug 07	Rate 12.80%	Yield to Maturity 9.014%	Maturity Date 15 Aug 17				
LULLY ELI & CO 5.2% DUE 03-15-2017 CUSIP 532457B83			157,158.60	146,399.25	10,759.35	0.00	10,759.35
Issue Date 14 Mar 07	Rate 10.40%	Yield to Maturity 7.44%	Maturity Date 15 Mar 17				
LOCKHEED MARTIN CORP 7.65 CO GUARNT DUE 05-01-2016 CUSIP 539830AE9			140,709.72	137,216.23	3,493.49	0.00	3,493.49
Issue Date 01 May 96	Rate 15.30%	Yield to Maturity 7.21%	Maturity Date 01 May 16				
LOWES COS INC NT 5% DUE 10-15-2015/10-14-2015 REG CUSIP 548661CH8			89,930.85	87,020.26	2,910.59	0.00	2,910.59
Issue Date 06 Oct 05	Rate 10.00%	Call Date 14 Oct 15	Call Price 200.00	Yield to Maturity 5.54%	Maturity Date 15 Oct 15		

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income								
Corporate bonds								
United States - USD								
MARATHON OIL CORP MARATHON OIL 6 DUE 10-01-2017 BE0 CUSIP 565849AD8								
80,000 000		101 8225	1,200 00	81,458 00	78,286 57	3,171 43	0 00	3 171 43
Issue Date	27 Sep 07	Rate 12 00%	Yield to Maturity 9 308%	Maturity Date 01 Oct 17				
MCDONALDS CORP MTN 5 75 DUE 03-01-2012 CUSIP 58013MDR2								
60,000 000		108 4528	1,150 00	65,071 68	59,084 67	5,987 01	0 00	5,987 01
Issue Date	22 Feb 02	Rate 5 75%	Yield to Maturity 1 615%	Maturity Date 01 Mar 12				
METLIFE INC 6 125% DUE 12-01-2011 CUSIP 59156RAC2								
420,000 000		104 6667	2,143 74	439,684 14	436,864 47	2,819 67	0 00	2,819 67
Issue Date	27 Nov 01	Rate 12 25%	Yield to Maturity 3 594%	Maturity Date 01 Dec 11				
MICROSOFT CORP 2 95% DUE 06-01-2014 CUSIP 594818AB0								
150,000 000		99 2745	528 54	148,911 75	148,464 00	447 75	0 00	447 75
Issue Date	18 May 09	Rate 5 90%	Yield to Maturity 4 422%	Maturity Date 01 Jun 14				
MIDAMERICAN ENERGY 5 65% DUE 07-15-2012 CUSIP 595620AF2								
150,000 000		106 0546	3,907 91	159,081 90	155,979 01	3,102 89	0 00	3,102 89
Issue Date	29 Jun 07	Rate 11 30%	Yield to Maturity 3 628%	Maturity Date 15 Jul 12				
MONSANTO CO NEW MONSANTO CO NEW 5 125% DUE 04-15-2018/04-15-2008 BE0 CUSIP 611665WAF8								
140,000 000		103 6022	1,514 71	145,043 08	140,550 52	4,492 56	0 00	4,492 56
Issue Date	15 Apr 08	Rate 10 25%	Yield to Maturity 8 142%	Maturity Date 15 Apr 18				
MORGAN STANLEY MTN 6% DUE 04-28-2015 CUSIP 61747YCE3								
160,000 000		99 7389	1,680 00	159,582 24	148,392 86	11,189 38	0 00	11,189 38
Issue Date	28 Apr 08	Rate 12 00%	Yield to Maturity 8 39%	Maturity Date 28 Apr 15				

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Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income								
Corporate bonds								
United States - USD								
NATL CY BK CLEV OH MEDIUM T TRANCHE # SB00003 6 2 DUE 12-15-2011 CUSIP 63534PAC1								
250,000,000		102.7701	688.89	256,925.25	260,685.00	-3,759.75	0.00	-3,759.75
Issue Date	04 Dec 01	Rate 6.20%	Yield to Maturity 2.573%	Maturity Date 15 Dec 11				
NORFOLK SOUTHN CORP NT 7 7 DUE 05-15-2017 REG CUSIP 655844AE8								
75,000,000		109.6043	737.91	82,203.22	84,032.29	-1,829.07	0.00	1,829.07
Issue Date	19 May 97	Rate 15.40%	Yield to Maturity 8.682%	Maturity Date 15 May 17				
NORTHROP GRUMMAN CORP DEB 7 75 DUE 03-01-2016 REG CUSIP 668807AP7								
100,000,000		114.536	2,583.32	114,536.00	115,264.85	-728.85	0.00	-728.85
Issue Date	01 Mar 95	Rate 15.50%	Yield to Maturity 7.454%	Maturity Date 01 Mar 16				
ONEOK PARTNERS LP 6 15% DUE 10-01-2016 CUSIP 68268NAB9								
160,000,000		99.0072	2,460.00	158,411.52	154,102.63	4,308.89	0.00	4,308.89
Issue Date	25 Sep 06	Rate 12.30%	Yield to Maturity 10.204%	Maturity Date 01 Oct 16				
ORACLE CORP 5 25% DUE 01-15-2016 CUSIP 68402LAC8								
250,000,000		104.6416	6,183.32	261,604.00	258,691.12	2,912.88	0.00	2,912.88
Issue Date	13 Jan 05	Rate 10.50%	Yield to Maturity 6.74%	Maturity Date 15 Jan 16				
PARKER-HANNIFIN CORP MEDIUM TERM INTS BOOTRANCHE # TR 00008 5 5 DUE 05-15-2018 CUSIP 70109HAH8								
35,000,000		102.2614	245.96	35,781.49	34,817.75	873.74	0.00	873.74
Issue Date	16 May 08	Rate 11.00%	Yield to Maturity 8.40%	Maturity Date 15 May 18				
PEPSICO INC SR NT 5% DUE 06-01-2018 BEC CUSIP 713448BH0								
95,000,000		102.762	395.63	97,642.80	96,200.01	1,442.89	0.00	1,442.89
Issue Date	28 May 08	Rate 10.00%	Yield to Maturity 7.732%	Maturity Date 01 Jun 18				

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Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income									
Corporate bonds									
United States - USD									
PFIZER INC NT 4 45 DUE 03-15-2012 CUSIP 717081CZ4		100,000 000	104 9239	1,189 02	104,823 90	104,616 82	307 08	0 00	307 08
Issue Date 24 Mar 09	Rate 4 45%	Yield to Maturity 1 527%	Maturity Date 15 Mar 12						
PHILIP MORRIS INTL INC NT 5 65% DUE 05-16-2018 REG CUSIP 718172AA7		50,000 000	104 8193	353 12	52,409 65	49,868 00	2,541 65	0 00	2,541 65
Issue Date 16 May 08	Rate 11 30%	Yield to Maturity 8 802%	Maturity Date 16 May 18						
PITNEY BOWES INC 4 75% DUE 05-15-2018 CUSIP 72447WAA7		75,000 000	92 996	455 20	69,747 00	69,988 34	-242 34	0 00	-242 34
Issue Date 29 Apr 03	Rate 9 50%	Call Date 14 May 18	Call Price 200 00	Yield to Maturity 8 80%	Maturity Date 15 May 18				
PRAXAIR INC NT 4 375% DUE 03-31-2014 REG CUSIP 7400SPAS3		200,000 000	103 5383	2,309 02	207,076 60	199,368 00	7,708 60	0 00	7,708 60
Issue Date 26 Mar 09	Rate 8 75%	Yield to Maturity 4 92%	Maturity Date 31 Mar 14						
PRAXAIR INC NT 4 625% DUE 03-30-2015/03-06-2008 REG CUSIP 7400SPAR5		45,000 000	103 3179	526 08	46,493 05	44,364 40	2,108 65	0 00	2,108 65
Issue Date 07 Mar 08	Rate 9 25%	Yield to Maturity 5 434%	Maturity Date 30 Mar 15						
RAYTHEON CO DEB DTD 12/14/1998 6 4 DUE 12-15-2018 BEC CUSIP 75511IAU5		65,000 000	110 6686	184 88	71,934 59	71,912 76	21 83	0 00	21 83
Issue Date 15 Jun 99	Rate 12 80%	Yield to Maturity 8 004%	Maturity Date 15 Dec 18						
REYNOLDS AMERN INC SR SEC2 NT 7 25% DUE 06-01-2013 BEC CUSIP 761713AD8		85 000 000	102 8356	513 54	87,410 26	83,566 81	3,823 45	0 00	3,823 45
Issue Date 07 Dec 06	Rate 7 25%	Yield to Maturity 4 019%	Maturity Date 01 Jun 13						

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◆ Asset Detail - Base Currency

Description/Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income								
Corporate bonds								
United States - USD								
SBC COMMUNICATIONS INC SBC COMMUNICATIONS INC 6 25 3-15-11 BEO CUSIP 78387GAD5								
Issue Date	19 Mar 01	Rate 12.50%	Yield to Maturity 2.496%	Maturity Date 15 Mar 11	137,750.60	127,942.58	9,808.02	9,808.02
		105.962		2,392.35			0.00	
SCHERING PLOUGH 6% DUE 09-15-2017 CUSIP 80660SAJ0								
Issue Date	17 Sep 07	Rate 12.00%	Yield to Maturity 7.906%	Maturity Date 15 Sep 17	79,875.30	76,025.03	3,850.27	3,850.27
		106.5004		1,324.99			0.00	
SEMPRA ENERGY 6% DUE 02-01-2013 CUSIP 816851AF6								
Issue Date	31 Jan 03	Rate 6.00%	Yield to Maturity 3.053%	Maturity Date 01 Feb 13	76,664.10	77,578.70	-914.60	-914.60
		102.2188		1,875.00			0.00	
SOUTHERN CO CORPNOTE 5.3% DUE 01-15-2012/01-18-2007 CUSIP 842587AB3								
Issue Date	18 Jan 07	Rate 10.60%	Yield to Maturity 3.134%	Maturity Date 15 Jan 12	83,989.68	81,201.24	2,788.44	2,788.44
		104.8996		1,955.10			0.00	
SOUTH CAL EDISON CO 5 DUE 01-15-2016 BEO CUSIP 842400EY5								
Issue Date	19 Jan 05	Rate 10.00%	Yield to Maturity 7.406%	Maturity Date 15 Jan 15	97,275.82	95,656.11	1,619.71	1,619.71
		102.3956		2,190.27			0.00	
TARGET CORP 6% DUE 01-15-2018 CUSIP 87612EAS5								
Issue Date	17 Jan 06	Rate 12.00%	Yield to Maturity 7.898%	Maturity Date 15 Jan 18	265,056.00	266,800.00	-1,744.00	-1,744.00
		106.0224		7,125.00			0.00	
TIME WARNER CABLE INC NT 5.85% DUE 05-01-2017 REG CUSIP 88732JAH1								
Issue Date	09 Apr 07	Rate 11.70%	Yield to Maturity 9.564%	Maturity Date 01 May 17	124,825.12	118,212.38	6,612.74	6,612.74
		99.8601		1,218.75			0.00	

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income									
Corporate bonds									
United States - USD									
TIME WARNER COS INC COMPANIES INC 9 125 DUE 01-15-2013 BE0 CUSIP 887315AK5									
200,000 000			110 10	6,415 27	220,200 00	220,772 00	-572 00	0 00	-572 00
Issue Date 19 Jan 93	Rate 9 125%	Yield to Maturity 3 22%	Maturity Date 15 Jan 13						
TRANSOCEAN INC NT 7 375% DUE 04-15-2018/04-14-2018 BE0 CUSIP 893830AK5									
70,000 000			110 573	1,089 85	77,401 10	75,042 05	2,359 05	0 00	2,359 05
Issue Date 15 Oct 01	Rate 14 75%	Call Date 14 Apr 18	Call Price 200 00	Yield to Maturity 10 188%	Maturity Date 15 Apr 18				
TRAVELERS COS INC TRAVELERS COS I 5 375% DUE 06-15-2012 CUSIP 89417EAB5									
50,000 000			101 6958	119 43	50,847 90	50,038 11	809 79	0 00	809 79
Issue Date 29 May 07	Rate 10 75%	Yield to Maturity 4 848%	Maturity Date 15 Jun 12						
U S BK NATL ASSN MINNEAPOLIS MINN MED TR# SB 00001 DTD 07/26/01 6 375 8-01-2011 CUSIP 90333WA46									
400,000 000			107 1505	10,625 00	428,602 00	427,752 00	850 00	0 00	850 00
Issue Date 26 Jul 01	Rate 6 375%	Yield to Maturity 1 221%	Maturity Date 01 Aug 11						
U S BK NATL ASSN MINNEAPOLIS MINN MEDIUMTRANCHE # SB 00002 6 3 2-4-14REG CUSIP 90333WAB4									
265,000 000			108 6072	6,817 12	287,809 08	277,812 88	9,996 20	0 00	9 996 20
Issue Date 04 Feb 02	Rate 6 30%	Yield to Maturity 2 919%	Maturity Date 04 Feb 14						
UN PAC CORP 6 125 DUE 01-15-2012 BE0 CUSIP 907818CN6									
115,000 000			104 517	3,247 94	120,194 55	116,610 65	3,583 90	0 00	3,583 90
Issue Date 17 Jan 02	Rate 12 25%	Yield to Maturity 3 746%	Maturity Date 15 Jan 12						
UNITED TECHNOLOGIES CORP UNITED TECH CORP 5 375 DUE 12-15-2017/12-07-2007 BE0 CUSIP 913017BMO									
250,000 000			105 9033	783 85	264,758 25	264,657 50	100 75	0 00	100 75
Issue Date 07 Dec 07	Rate 10 75%	Yield to Maturity 7 662%	Maturity Date 15 Dec 17						

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Description / Asset ID	Investment Mgr / ID	Exchange rate / local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income								
Corporate bonds								
United States - USD								
UNITEDHEALTH GROUP 6% DUE 02-15-2018 CUSIP 91324PB0								
330,000,000	85 9724		7,688 33	316,708 92	321,908 41	-5,200 49	0 00	-5,200 49
Issue Date 07 Feb 08 Rate 12 00% Yield to Maturity 10 042% Maturity Date 15 Feb 18								
US BANK NATL ASSN 4 95% DUE 10-30-2014 CUSIP 90331HKP7								
80,000,000	103,1979		671 00	82,558 32	78,903 32	3,655 00	0 00	3,655 00
Issue Date 14 Oct 04 Rate 4.95% Yield to Maturity 3 017% Maturity Date 30 Oct 14								
VA ELEC & PWR CO SR NT 2008 SER A 5 DUE 06-30-2019 CUSIP 827804FHZ								
250,000,000	100 852		173 60	252,130 00	250,166 50	1,963 50	0 00	1,963 50
Issue Date 26 Jun 09 Rate 10 00% Yield to Maturity 6 642% Maturity Date 30 Jun 19								
VERIZON COMMUNICATIONS INC BD 5 DUE 04-01-2017 BEO CUSIP 92343VAG9								
410,000,000	100 172		5,637 50	410,705 20	414,610 39	-3,905 19	0 00	-3,905 19
Issue Date 03 Apr 07 Rate 11 00% Call Date 31 Mar 17 Call Price 200 00 Yield to Maturity 8 744% Maturity Date 01 Apr 17								
WACHOVIA CORP 5 5% DUE 05-01-2013 CUSIP 82876WBJ4								
350,000,000	103 3004		3,208 33	361,551 40	362,127 50	-576 10	0 00	-576 10
Issue Date 25 Apr 08 Rate 5 50% Yield to Maturity 2 926% Maturity Date 01 May 13								
WALGREEN CO NT 4 875% DUE 08-01-2013 BEO CUSIP 931422AD1								
90,000,000	106 1061		1,828 12	95,495 49	93,246 52	2,248 97	0 00	2,248 97
Issue Date 17 Jul 08 Rate 4 875% Yield to Maturity 2 262% Maturity Date 01 Aug 13								
WAL-MART STORES INC 4 55 DUE 05-01-2013 BEO CUSIP 931142BT9								
250,000,000	104 7864		2,053 82	261,866 00	264,580 00	-2,624 00	0 00	-2,624 00
Issue Date 29 Apr 03 Rate 9 10% Yield to Maturity 3 862% Maturity Date 01 May 13								

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Description/Asset ID Investment Mgr ID Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
					Market	Translation	
Government agencies							
United States - USD							
FHLB FEDERAL HOME LOAN BANK YIELD TO MATURITY 3 688 3 625 10-18-2013 CUSIP 3133XSAE8							
575,000,000	103.3955	4,226.64	594,524.12	601,164.65	-6,640.53	0.00	-6,640.53
Issue Date 15 Sep 08 Rate 3.625% Yield to Maturity 1.79% Maturity Date 18 Oct 13							
FHLMC PREASSIGN 00033 3 5 05-29-2013 CUSIP 3137EABJ7							
100,000,000	104.0534	311.11	104,053.40	98,824.00	5,229.40	0.00	5,229.40
Issue Date 14 Mar 08 Rate 3.50% Yield to Maturity 1.578% Maturity Date 29 May 13							
FNMA FNMA 3 25 04-09-2013 CUSIP 31398AMW9							
305,000,000	103.6292	2,257.84	316,679.06	298,534.64	18,144.42	0.00	18,144.42
Issue Date 07 Feb 08 Rate 6.50% Yield to Maturity 2.984% Maturity Date 09 Apr 13							
Total USD		6,795.59	1,015,256.58	998,523.29	16,733.29	0.00	16,733.29
Total United States		6,795.59	1,015,256.58	998,523.29	16,733.29	0.00	16,733.29
Total Government Agencies		6,795.59	1,015,256.58	998,523.29	16,733.29	0.00	16,733.29
980,000,000							

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PORTFOLIO STATEMENTS

30/9/09

Account Number: BERNIL
 DOMESTIC CONSOLIDATION

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/e./pense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
------------------------	--------------------------------------	----------------------------	--------------	------	--------	-------------------------------------	-------

Municipal/provincial bonds

United States - USD
 NEW JERSEY ECONOMIC DEV AUTH REV 5.178% 11-01-2015 BEO TAXABLE CUSIP 645918BU6

155,000,000	101.757	1,337.65	157,723.35	155,000.00	2,723.35	0.00	2,723.35
Issue Date 25 Oct 05	Rate 10.355%	Maturity Date 01 Nov 15					
Total USD		1,337.65	157,723.35	155,000.00	2,723.35	0.00	2,723.35

Northern Trust

*Generated by Northern Trust from periodic data on 16 Dec 09 B003

STMT 11 - 3
 P 1 of 2

PORTFOLIO STATEMENTS

Account number: MENIL

DOMESTIC CONSOLIDATION

30 JUN 03

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Fixed Income</i>									
Municipal/provincial bonds									
Total United States				1,337.65	157,723.35	155,000.00	2,723.35	0.00	2,723.35
Total Municipal/Provincial Bonds				1,337.65	<u>157,723.35</u>	<u>155,000.00</u>	<u>2,723.35</u>	<u>0.00</u>	<u>2,723.35</u>

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Pg 2 of 2

PORTFOLIO STATEMENTS

30-361N-09

Account number: MENIL
DOMESTIC CONSOLIDATION

◆ Asset Detail - Base Currency

Description/Asset ID	Investment Mgr ID	Shares/PAAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Government mortgage backed securities									
United States - USD									
FNMA POOL #745932 6.5% 11-01-2036 BEO CUSIP 31403DVZ9									
Issue Date	01 Oct 06	Rate	13.00%	Yield to Maturity	5.052%	Maturity Date	01 Nov 36		
	157,220,380			106.6738	167,712.95	164,477.83	3,235.12	0.00	3,235.12
FNMA POOL #888812 ADJ RT DUE 11-01-2037 BEO CUSIP 31410GR96									
Issue Date	01 Nov 07	Rate	11.96%	Yield to Maturity	5.052%	Maturity Date	01 Nov 37		
	351,263,340			105.4847	370,529.07	364,554.08	5,974.99	0.00	5,974.99
FNMA POOL #983214 6.5% 05-01-2038 BEO CUSIP 31415LGX9									
Issue Date	01 May 08	Rate	6.50%	Yield to Maturity	5.052%	Maturity Date	01 May 38		
	133,570,120			106.637	142,435.16	139,674.66	2,760.50	0.00	2,760.50
Total USD					680,677.18	668,706.57	11,970.61	0.00	11,970.61
Total United States					680,677.18	668,706.57	11,970.61	0.00	11,970.61

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PORTFOLIO STATEMENTS
 Account Number: MENIL
 DOMESTIC CONSOLIDATION
 30 JUN 09

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
<i>Fixed Income</i>							
Total Government Mortgage Backed Securities		3,325.55	<u>660,677.18</u>	668,706.57	11,970.61	0.00	11,970.61
			642,053.640				

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Guaranteed fixed income								
United States - USD								
BK AMER CORP MED TRM NTS SER L BK FDIC GTD TRNCHE # TR 00007 2 I DUE 04-30-12 CUSIP 06050BAG6								
225,000,000		100.1524	800.62	225,342.90	224,932.50	410.40	0.00	410.40
Issue Date: 30 Jan 09	Rate: 2.10%	Yield to Maturity: 1.168%	Maturity Date: 30 Apr 12					
GMAC LLC SR GTD NT 2 2 DUE 12-19-2012 CUSIP 36186CBF9								
325,000,000		99.5969	456.80	323,689.92	323,054.88	635.04	0.00	635.04
Issue Date: 08 Jun 09	Rate: 4.40%	Yield to Maturity: 2.85%	Maturity Date: 19 Dec 12					
Total USD			1,257.42	549,032.82	547,987.38	1,045.44	0.00	1,045.44
Total United States			1,257.42	549,032.82	547,987.38	1,045.44	0.00	1,045.44
Total Guaranteed Fixed Income								
			1,257.42	549,032.82	547,987.38	1,045.44	0.00	1,045.44
				<u>550,000.000</u>				

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PORTFOLIO STATEMENTS

◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Shares/PAR value	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Asset backed securities									
United States - USD									
05-15-2016 BEO CUSIP 05522RAC2		370,000,000	92.8906	57.45	343,695.22	323,403.88	20,291.24	0.00	20,291.24
Issue Date 09 Aug 06	Rate 0.34935%		Yield to Maturity 1.61%	Maturity Date 15 May 16					
AMERN EXPRESS CR A/C MASTER TR 2008-4 AST BACKED CTF CL A FLTG RATE 11-15-2016 CUSIP 02582JFC9									
Issue Date 17 Apr 08	Rate 3.43876%	250,000,000	98.3999	191.03	248,489.75	242,561.90	5,937.85	0.00	5,937.85
			Maturity Date 15 Nov 16						

STMT 11-6
pg 1 of 3

PORTFOLIO STATEMENTS

30 JUN 09

◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Asset backed securities							
United States - USD							
AMERN EXPRESS CR FLTG RT 1 83875% DUE 04-15-2016 CUSIP 02582JFF6							
250,000,000	100.5305	213.25	251,326.25	244,832.15	6,394.10	0.00	6,394.10
Issue Date 18 Sep 08 Rate 3.83876% Maturity Date 15 Apr 16							
Fixed Income							
Asset backed securities							
United States - USD							
CAP 1 MULT-ASSET 4 9499980927% DUE 08-15-2012 CUSIP 14041NDZ1							
210,000,000	101.0877	462.00	212,284.16	210,253.74	2,030.42	0.00	2,030.42
Issue Date 19 Oct 07 Rate 9.89998% Maturity Date 15 Aug 12							
Asset backed securities							
United States - USD							
CHASE ISSUANCE TR CHAIT 2008-A10 1MLIB+75 08-15-2015 BEO CUSIP 161571CX0							
700,000,000	96.9293	332.68	678,505.10	641,485.28	37,019.81	0.00	37,019.81
Issue Date 13 Jun 08 Rate 2.13876% Yield to Maturity 1.882% Maturity Date 15 Aug 15							
Asset backed securities							
United States - USD							
CITIBANK CR CARD CR CARD NT CL 2009-A4 9 DUE 06-23-2016 CUSIP 17305EEQ4							
650,000,000	101.28125	530.82	658,328.12	648,482.00	9,836.12	0.00	9,836.12
Issue Date 25 Jun 09 Rate 9.80% Yield to Maturity 5.544% Maturity Date 23 Jun 16							
Asset backed securities							
United States - USD							
CNH EQUIP TR 4 06 DUE 10-17-2011 CUSIP 12616RAB7							
175,000,000	101.4277	315.77	177,488.47	174,887.73	2,500.74	0.00	2,500.74
Issue Date 31 Mar 09 Rate 8.11958% Maturity Date 17 Oct 11							
Asset backed securities							
United States - USD							
CNH EQUIP TR 5 40000009537% DUE 10-17-2011 CUSIP 12619NAD9							
95,448,240	101.3577	225.06	96,744.13	96,206.83	537.30	0.00	537.30
Issue Date 20 Sep 07 Rate 10.80% Yield to Maturity 8.118% Maturity Date 17 Oct 11							
Asset backed securities							
United States - USD							
FORD CR AUTO OWNER 2 7895996185% DUE 08-15-2013 CUSIP 34529EAC4							
280,000,000	100.0578	477.40	280,161.84	279,879.87	181.97	0.00	181.97
Issue Date 09 Jun 09 Rate 5.57898% Yield to Maturity 1.646% Maturity Date 15 Aug 13							

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◆ Asset Detail - Base Currency

Description / Asset ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Fixed Income							
Asset backed securities							
United States - USD							
HONDA AUTO 4 47 DUE 01-18-2012 CUSIP 43812TAC8							
360,000 000	102.9317	581.09	370,554.11	363,816.01	6,738.10	0.00	6,738.10
Issue Date 26 Jun 08	Rate 8.94%	Yield to Maturity 1.916%	Maturity Date 18 Jan 12				
JOHN DEERE OWNER 2 59% DUE 10-15-2013 CUSIP 477874AC5							
425,000 000	100.59375	672.67	427,523.43	424,928.35	2,595.08	0.00	2,595.08
Issue Date 09 Jun 09	Rate 5.18%	Yield to Maturity 2.296%	Maturity Date 15 Oct 13				
NISSAN AUTO RECS 2009-1 OWNER TR AST BKD NT CL A-2 2 65 DUE 4-15-11 REG CUSIP 65475VAB6							
230,000,000	101.5257	400.70	233,509.11	229,989.65	3,519.46	0.00	3,519.46
Issue Date 27 Feb 09	Rate 7.84%	Yield to Maturity 2.768%	Maturity Date 15 Apr 11				
USAA AUTO OWNER TR 5 37% DUE 02-15-2012 CUSIP 903277AD3							
224,873 120	102.6661	536.69	230,868.45	226,693.01	4,175.44	0.00	4,175.44
Issue Date 24 May 06	Rate 10.74%	Yield to Maturity 4.692%	Maturity Date 15 Feb 12				
Total USD		5,000.61	4,209,498.14	4,107,740.51	101,757.63	0.00	101,757.63
Total United States		5,000.61	4,209,498.14	4,107,740.51	101,757.63	0.00	101,757.63
Total Asset Backed Securities		5,000.61	4,209,498.14	4,107,740.51	101,757.63	0.00	101,757.63
4,220,321,360							

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Menil Foundation, Inc.
EIN: 74-6045327
FYE: 06/30/09

Part II, Line 13, Other Investments

	No. Shares	Market Value as of 6/30/09
AGA STRATEGIC EQUITY FUND	various	3,647,276
ENDOWMENT VENTURE PARTNERS V, LP	various	1,866,236
COMFD CP PRV EQ PTNRS VI, LP	various	421,610
COMFD CP PRV EQ PTNRS VII, LP	various	508,913
CITIGROUP VENTURE CAPITAL INTL GROWTH PTNRS	various	1,013,580
AG CAPITAL RECOVERY PARTNERS VI	various	2,610,926
MAVERICK FUND, LTD.	8,297	7,918,994
DOUBLE BLACK DIAMOND SERIES C	38,932	5,017,110
TAPESTRY OVERSEAS FUND, LTD. CLASS A	2,846	4,562,306
TCW CRESCENT MEZZANINE PARTNERS	1,060,497	981,682
GLOBAL AMERICAN INVESTMENT, LTD		52,999
TOTAL		<u>28,601,631</u>

MENIL FOUNDATION, INC.

FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
ART WORK IN MENIL COLLECTION	298,388,835.	298,388,835.
DUE FROM (TO) RICHMONT CORP	-116,098.	-116,098.
TOTALS	298,272,737.	298,272,737.

SEE STMT. 17

STMT. 13

FORM 990PF, PART II - MORTGAGES AND OTHER NOTES PAYABLE

=====

LENDER: NOTE PAYABLE: US TRUST COMPANY
ORIGINAL AMOUNT: 2,500,000.
INTEREST RATE: 5.450000
DATE OF NOTE: 08/23/2004
MATURITY DATE: 08/22/2009
REPAYMENT TERMS: INTEREST ONLY AND NO PREPAYMENT PENALTY
SECURITY PROVIDED: NONE
PURPOSE OF LOAN: PURCHASE OF LAND TO BE USED FOR EXEMPT PURPOSE
DESCRIPTION AND FMV OF CONSIDERATION: CASH

BEGINNING BALANCE DUE	2,500,000.
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ENDING BALANCE DUE	2,500,000.
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TOTAL BEGINNING MORTGAGES AND OTHER NOTES PAYABLE	2,500,000.
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TOTAL ENDING MORTGAGES AND OTHER NOTES PAYABLE	2,500,000.
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=====

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

DESCRIPTION -----	AMOUNT -----
CHANGE IN UNREALIZED APPRECIATION ON INVESTMENTS FOR BOOK PURPOSES ROUNDING	31,907,597.
TOTAL	----- 31,907,597. =====

Menil Foundation, Inc.
 EIN: 74-6045327
 FYE: 06/30/09

NET GAIN/(LOSS) FROM SALES OF ASSETS: PART I, LINE 6a

Purchase or Gift	Schedule D	Trade Date of Sale	Acquisition Date	Total Proceeds	Tax Basis	Net Gain/(Loss)	Short Term Gain/(Loss)	Long Term Gain/(Loss)	TOTAL Gain/(Loss)
Total Capital Gains and Losses for Tax on Investment Income: Not from publicly traded securities									
Purchase	Litigation Settlement Payments			25,755	-	25,755	6,182	25,755	25,755
Purchase	TCW/Crescent Mezzanine Partners VB, LP, K-1						(518,801)	(402,159)	(920,960)
Purchase	Sentinel International Trust: K-1						(2,067)	15,584	13,517
Purchase	Endowment Venture Partners V, L.P.: K-1						(1,617)	(6,741)	(8,358)
Purchase	Commonfund Cap Private Equity Partners VI, LP, K-1						8	11	19
Purchase	Commonfund Cap Private Equity Partners VI, LP, K-1 sec 1256						1,454	1,954	3,408
Purchase	Commonfund Cap Venture Partners VII, LP: K-1						(432,058)	(432,977)	(865,035)
Purchase	Barrow, Hanley, Mewhinney & Strauss Large Cap Value Fund K-1						(337,647)	(205,175)	(542,822)
Purchase	AG Advisors Strategic Investment Fund LP: K-1						100	151	251
Purchase	AG Advisors Strategic Investment Fund LP: K-1 sec 1256						(130,540)	(60,908)	(191,448)
Purchase	Newport Asia Institutional Fund LP, K-1						(1,522,627)	(381,982)	(1,904,609)
Purchase	WTC-CFT Mid-Cap Growth Portfolio K-1						(840,047)	120,618	(719,429)
Purchase	Westwood Trust -SmidCap Eq Invest Trust K-1						(20,649)	-	(20,649)
Purchase	AG Capital Recovery Partners VI, LP, K-1								
Gift	Sale of work of art (Ruby & Diamond Brooch)	12/09/08	1991	89,725	35,000	54,725		54,725	54,725
Total Gains and Losses: Not from publicly traded securities				115,480	35,000	80,480	(3,798,309)	(1,271,144)	(5,069,453)

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Menil Foundation, Inc.

EIN: 74-6045327

06/30/09

Explanation of Fair Market Value of Art

The Menil Foundation, Inc. operates an art museum and as such owns a substantial art collection. The following excerpt from the Notes to the audited Financial Statements explains the accounting for these assets for the Foundation's books and records.

"Works of Art - In accordance with SFAS No. 116, "Accounting for Contributions Received and Contributions Made," works of art purchased by or donated to the Foundation are capitalized and recorded at cost or at their fair value on the date of the gift as determined by a qualified appraisal. These values are not adjusted for appreciation or depreciation of the art in subsequent years: consequently, the amounts reported as "Works of Art" in the Statement of Financial Position are not indicative of the current value of the collection. Although the majority of museums do not capitalize their works of art, the Foundation's treatment is the preferred method as prescribed by SFAS No. 116, and any change would not be in accordance with accounting principles generally accepted in the United States of America."

The Foundation therefore does not have available the fair market value of its art except for those items it may have received in the current year. Due to the expense and logistics of a qualified appraisal, accumulating current fair market value annually is prohibitive and therefore not done.

In conclusion, the Foundation reports in Part II, column (c) as the fair market value of the "Works of Art" the same amount it reports for Book Value column (b). This by no means reflects the true fair market value at the year end, but is the best representation available.

Menil Foundation, Inc.
EIN: 74-6045327
06/30/09

Form 990-PF, Part VII-B, Line 3:
Explanation of Greater Than 2% Ownership

On January 26, 1999, The Menil Foundation Inc. ("the Foundation") a Texas Non-Profit Corporation, received as a bequest from the Estate of Dominique de Menil all of the stock of The Richmond Corporation.

After appropriate changes in its articles of incorporation, the IRS has determined that The Richmond Corporation is a corporation exempt from Federal income tax under Section 501(a) of the IRC.

As of the beginning of the tax year ended December 31, 1999, the Richmond Corporation is a "title holding company" pursuant to Section 501(c)(2). The Richmond Corporation owns an apartment complex which generates passive rental activity income from recurring rentals of the apartments.

Menil Foundation, Inc
 EIN 74-6045327
 FYE 06/30/09

Officers and Directors

Name	Address	(b) Title & Hours	c) Compensation	(d) Plans	(e) Expense account
Josef Helfenstein	1519 Branard Houston, TX 77006	Director 40	\$ 325,500	\$ 31,842	NONE
Thomas J Madonna	1519 Branard Houston, TX 77006	Chief Financial Officer 40	\$ 151,950	\$ 24,011	NONE
Louisa Stude Sarofim	1519 Branard Houston, TX 77006	Chairman 15	NONE	NONE	NONE
Harry C Pinson	1519 Branard Houston, TX 77006	President 15	NONE	NONE	NONE
Manon Knox Barthelme	1519 Branard Houston, TX 77006	Vice President 1	NONE	NONE	NONE
George Stark	1519 Branard Houston, TX 77006	Treasurer 1	NONE	NONE	NONE
Adelaide de Menil Carpenter	1519 Branard Houston, TX 77006	Secretary 1	NONE	NONE	NONE
John Arnold	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Benjamin de Menil	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Christophe de Menil	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Frances Dittmer	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Leslie Elkins Sasser	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
William J Hill	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Janie C Lee	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Rick Lowe	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Isabel Lummis	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Roy L Nolen	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Benedicte Pesle	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Richard J Schnieders	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Charles Wright	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Michael Zilkha	1519 Branard Houston, TX 77006	Trustee 1	NONE	NONE	NONE
Total			\$ 477,450	\$ 55,853	\$ -

MENIL FOUNDATION, INC.

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
RALPH ELLIS 2927 ELLA LEE LANE HOUSTON, TX 77019	MGR, REAL ESTATE 40.	138,239.	26,761.	3,202.
EMILY TODD 401 ANITA ST #32 HOUSTON, TX 77006	DEPUTY DIRECTOR 40.	162,125.	8,013.	
ALINE WILSON 2027 BOLSOVER HOUSTON, TX 77030	DIR. OF ADVANCEMENT 40.	127,141.	8,372.	
BERNICE ROSE 343 E. 30TH APT 20-D NEW YORK, NY 10016	CHIEF CURATOR-DRW CR 40.	160,500.	21,496.	14,400.
STEVE MCCONATHY 6103 CHEENA DRIVE HOUSTON, TX 77096	MGR-FACILITY/SECURITY 40.	114,275.	21,832.	
TOTAL COMPENSATION		702,280.	86,474.	17,602.

Jim. 20

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS
 =====

NAME AND ADDRESS -----	TYPE OF SERVICE -----	COMPENSATION -----
DELOITTE & TOUCHE 333 CLAY ST #2300 HOUSTON, TX 77002-4196	ACCOUNTING/AUDITING	59,933.
PUBLIC ADDRESS DESIGN 3280 SUL ROSS #2 HOUSTON, TX 77098	DESIGN	111,464.
DAVID CHIPPERFIELD ARCHITECTS, LTD COBHAM MEWS, AGAR GROVE LONDON, UK	ARCHITECTURE	244,314.
TOTAL COMPENSATION		----- 415,711. =====

Menil Foundation, Inc.
 TIN 74-6045327
 FYE 06/30/09

Four Largest Projects for July 01, 2008 - June 30, 2009	Expensed In FY09
1 General operations of the Menil Collection, Houston, Texas: Includes lectures, conservation, management and exhibition of art.	7,899,120
2 Staging, Research and Publications relating to Exhibitions, including:	1,215,119
<ul style="list-style-type: none"> • Marlene Dumas: Measuring Your Own Grave <i>March 27 - June 21, 2009</i> • Max Ernst in the Garden of Nymph Ancolie <i>October 31, 2008 - February 15, 2009</i> • Art & Power in Central African Savanna <i>September 26, 2008 - January 4, 2009</i> • NeoHooDoo: Art for a Forgotten Faith <i>June 27 - September 21, 2008</i> <p>(Included in the expense of exhibitions is payment of expenses of exhibitions staged in prior years as well as publication of books and exhibition catalogues.)</p>	
3 Programs and Events	240,234
4 Writers in the Schools Program: The Menil Foundation hired an unrelated non-profit organization to provide an educational program for school children at the Menil Collection.	25,000
Total	<u><u>9,379,473</u></u>

Sources: Audit Note 14 and Schedule 14

FN: MENLEXPL
Menil Foundation, Inc.
EIN: 74-6045327
06/30/09

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

Line No.: Explanation:

1(a) Books are published by the Foundation to convey educational information on its collection of art or to provide information gathered through its research projects in art history and philosophy. Film royalties are earned when films to which the Foundation owns copyright are shown, primarily at educational institutions.

Reproduction rights are charged to other institutions which periodically use reproductions of the Menil Collection art to complete educational art books which they publish. Fees primarily cover the expenses incurred in processing such requests.

1(b) Cost sharing reimbursements include payments from other organizations to reimburse the Foundation for costs of putting on a joint exhibition or for staging shows of the Foundation's collection at other museums, repairing artwork loaned to the museum and labor and other costs of shipping art on loan to other museums.

Miscellaneous income includes sale through the museum at \$1.00 each of old posters and books donated to the Museum which were not held in connection with the bookstore.

1(c) The museum includes a bookstore in which catalogues, books and other items related to the art exhibited are sold. The purpose of the bookstore sales is to further the education of the public about the art and artists represented in the museum.

Menil Foundation, Inc.

EIN: 74-6045327

06/30/09

- 1(d) The foundation receives small amounts of non-rental income related to managing the real estate which is held for the foundation's exempt purpose. This includes income such as management fees from the Rothko Chapel, month-to-month fees, late fees, NSF check fees, lock-out fees and other miscellaneous charges to residents.

Menil Foundation, Inc.

EIN: 74-6045327

06/30/09

Disclosure of Transfers from Controlled Entity

Pursuant to IRC Sections 6033 and 512 as amended by section 1205 of the Pension Protection Act of 2006 the Menil Foundation, Inc. makes the following disclosures:

The Menil Foundation, Inc. owns 100% of the stock of the Richmond Corporation and as such is a controlling exempt organization as defined by IRC section 512(b)(13).

There are three types of funds transfers from Richmond Corporation to the Menil Foundation:

1) Richmond Corporation is a title holding company as defined by IRC 501(c)(2) and as such is required to make certain transfers to the Menil Foundation, Inc. A total of \$600,000. in cash was transferred to Menil Foundation by the Richmond Corporation pursuant to this requirement for the year ended June 30, 2009. Of this \$600,000. was recorded as dividend income.

2) The Menil Foundation, Inc. also holds a mortgage on the real property of the Richmond Corporation and Richmond Corporation pays interest and principal on the note to the Menil Foundation.

3) Finally, in order to lower certain overhead costs and reduce duplication of administrative costs, certain overhead expenses are negotiated and paid on a group basis by Menil Foundation to cover both Menil Foundation and Richmond Corporation. Richmond Corporation reimburses the Menil Foundation for its portion of these costs.

All transfers from Richmond Corporation to Menil Foundation which reduced the unrelated business income of Richmond Corporation, the controlled entity, were at or below fair market value (such transfers totaled \$1,369.). These transfers would not exceed the amount which would have been paid or accrued if such payment met the requirements prescribed under section 482. Therefore, none is includable in the unrelated business income of Menil Foundation under 512(b)(13).

Statement 24

pg 1 of 2

Schedule of Information Regarding Transfers From a Controlled Entity

Name and address of each controlled entity	EIN	Description of transfer	Amount	Sub-Totals
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Mortgage loan interest	\$ 761,918.79	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Mortgage loan principle	\$ 149,059.53	\$ 910,978.32
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Overhead allocation	\$ 166,721.60	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse group insurance premiums	\$ 161,587.58	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse electricity expense	\$ 44,507.42	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse pension contribution	\$ 15,627.99	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse security patrol	\$ 11,192.80	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse maintenance & supplies	\$ 16,481.18	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse miscellaneous expenditures for supplies, etc. purchased with corp credit card	\$ 5,547.62	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse 401-K payroll deduction paid to Pension Trustee	\$ 4,745.00	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse P/R & P/R expense	\$ 1,865.87	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse postage expense	\$ 296.48	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse workers' Comp. Ins.	\$ 53,030.86	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse telephone expense	\$ 1,804.60	
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Reimburse other misc expenses	\$ 12,064.79	\$ 495,473.79
The Richmond Corporation 1519 Branard Houston, TX 77006	76-0205399	Cash transfer	\$ 600,000.00	\$ 600,000.00
Total			<u>\$ 2,006,452.11</u>	<u>\$ 2,006,452.11</u>

Menil Foundation, Inc.
EIN: 74-6045329
Form 990-PF
fye 06/30/09

Part VI: Excise Tax

Statement Regarding Termination of Private
Foundation Status under IRC section 507(b)(1)(B)

On May 26, 2005 the Menil Foundation Board of Trustees voted unanimously to convert the foundation from a private operating foundation to a public charity.

Subsequently, the Menil Foundation (The Foundation) applied for, and was issued on January 25, 2006, an advance ruling from the IRS acknowledging that it is terminating its private foundation status pursuant to IRC section 507(b)(1)(B) during the 60 month period beginning July 1, 2005 and ending June 30, 2010.

The Foundation is now operating as a public charity. As required during the aforementioned 60 month period The Foundation is filing Form 990-PF.

Pursuant to Reg. section 1.507-2(g)(2) it is not completing Part VI: Excise Tax of Form 990-PF or paying the section 4940 tax. In order to qualify for this treatment, The Foundation filed with the TE/Ge Customer Account Services notification of termination of its private foundation status pursuant to Treas. Reg. 1.507-2(b)(3) and filed Form 872-C: Consent Fixing Period of Limitation Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code (see copy attached at Stmt. 25-1).

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. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization MENIL FOUNDATION, INC.	Employer identification number 74-6045327
	Number, street, and room or suite no. If a P O box, see instructions. 1519 BRANARD	
	City, town or post office, state, and ZIP code For a foreign address, see instructions. HOUSTON, TX 77006	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|--|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

• The books are in the care of ► SHARON MCGAUGHEY

Telephone No. ► 713 525-9484 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 02/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for.

- calendar year _____ or
- tax year beginning 07/01, 2008, and ending 06/30, 2009

2 If this tax year is for less than 12 months, check reason Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	NONE
b 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	\$	NONE
c 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 MENIL FOUNDATION, INC.	Employer Identification number 74-6045327
	Number, street, and room or suite no. If a P O box, see instructions. 1519 BRANARD	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77006	

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 **▶ SHARON MCGAUGHEY**
Telephone No. **▶ 713 525-9484** FAX No. **▶**
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) **_____**. If this is for the whole group, check this box . If it is for part of the group, check this box and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until **05/15/2010**

5 For calendar year **_____**, or other tax year beginning **07/01/2008**, and ending **06/30/2009**

6 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

7 State in detail why you need the extension **INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN HAS NOT YET BEEN RECEIVED FROM OUSIDE PARTIES. ADDITIONAL TIME TO FILE IS RESPECTFULLY REQUESTED.**

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 \$	NONE
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 \$	NONE
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 **▶ *W.P. Schoenfeld*** Title **▶ CPA** Date **▶ 2-4-10**

W.P. SCHOENFIELD & CO., P.C.
3411 RICHMOND AVE STE. 350
HOUSTON, TX 77046

Form 8868 (Rev. 4-2009)