Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2008

For calendar year 2008, or tax year beginning OCT 1, 2008 , and ending SEP 30, 2009

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

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

Name of foundation
WM & CATHERINE BRYCE MEMORIAL FUND
8336041700 / R76863001

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
C/O JPMORGAN CHASE BANK,NA;PO BOX 3038

City or town, state, and ZIP code
MILWAUKEE, WI 53201

A Employer identification number
75-6013845

B Telephone number
(414) 977-1210

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 ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 15,891,663.

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

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))

		(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,805.	7,805.		STATEMENT 2
	4 Dividends and interest from securities	414,413.	414,413.		STATEMENT 3
	5a Gross rents	55,518.	55,518.		STATEMENT 4
	b Net rental income or (loss) 15,462.				STATEMENT 5
	6a Net gain or (loss) from sale of assets not on line 10	<101,013.>			STATEMENT 1
	b Gross sales price for all assets on line 6a 7,153,761.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	24,524.	24,524.		STATEMENT 6
	12 Total Add lines 1 through 11	401,247.	502,260.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	97,345.	73,009.		24,336.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 7	1,723.	206.		1,517.
	b Accounting fees STMT 8	1,145.	0.		1,145.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 9	19,952.	12,511.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 10	27,839.	27,839.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	148,004.	113,565.		26,998.
	25 Contributions, gifts, grants paid	756,500.			756,500.
	26 Total expenses and disbursements. Add lines 24 and 25	904,504.	113,565.		783,498.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<503,257.>			
	b Net investment income (if negative, enter -0-)		388,695.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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LHA For Privacy Act and Paperwork Reduction Act Notice, see the instructions.

Form **990-PF** (2008)

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01-02-09

15040127 748522 8336041700 2008.05030 WM & CATHERINE BRYCE MEMORI 83360411

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	103.		
	2 Savings and temporary cash investments	1,379,497.	1,620,476.	1,620,476.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations	1,407,897.		
	b Investments - corporate stock STMT 12	6,018,340.	5,018,633.	5,486,946.
	c Investments - corporate bonds STMT 13	3,375,615.	7,472,871.	7,904,775.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans	2,466,722.		
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶ 570,457.			
	Less accumulated depreciation ▶	570,457.	570,457.	879,464.
	15 Other assets (describe ▶ MINERAL PROPERTIES)	3.	2.	2.
	16 Total assets (to be completed by all filers)	15,218,634.	14,682,439.	15,891,663.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	15,218,634.	14,682,439.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	15,218,634.	14,682,439.	
	31 Total liabilities and net assets/fund balances	15,218,634.	14,682,439.	

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	15,218,634.
2 Enter amount from Part I, line 27a	2	<503,257.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,715,377.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 11	5	32,938.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,682,439.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	7,153,761.		7,254,774.	<101,013.>

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				<101,013.>

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 — <101,013.>

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)
If (loss), enter -0- in Part I, line 8 — 3 — N/A

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 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	678,312.	16,035,181.	.042301
2006	818,218.	16,585,650.	.049333
2005	830,586.	15,658,384.	.053044
2004	627,562.	15,396,894.	.040759
2003	604,630.	15,497,456.	.039015

2	Total of line 1, column (d)	2	.224452
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.044890
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5	4	12,706,904.
5	Multiply line 4 by line 3	5	570,413.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	3,887.
7	Add lines 5 and 6	7	574,300.
8	Enter qualifying distributions from Part XII, line 4	8	783,498.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling letter. ________ (attach copy of ruling letter if necessary-see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	3,887.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3	Add lines 1 and 2			3	3,887.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,887.
6	Credits/Payments				
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	15,193.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	15,193.
8	Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached			8	
9	**Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	11,306.
11	Enter the amount of line 10 to be **Credited to 2009 estimated tax** ▶	5,000.	Refunded ▶	11	6,306.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2008 or the taxable year beginning in 2008 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ JPMORGAN CHASE BANK, N.A. Telephone no ▶ (817) 856-5118
Located at ▶ 420 THROCKMORTON, FORT WORTH, TX ZIP+4 ▶ 76102

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

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.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly)				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).				
a	At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____				
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 instructions)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ____, ____, ____, ____				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2008 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)*	N/A	3b		
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)? ☐ 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 instructions)? N/A **5b**
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? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X
If you answered "Yes" to 6b, also file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **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.

(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
JPMORGAN CHASE BANK, N.A. P.O. BOX 3038 MILWAUKEE, WI 53201	TRUSTEE 20.00	97,345.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	0.
2	
All other program-related investments See instructions 3 N/A	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	11,791,700.
b	Average of monthly cash balances	1b	246,478.
c	Fair market value of all other assets	1c	862,232.
d	**Total** (add lines 1a, b, and c)	1d	12,900,410.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,900,410.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	193,506.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	12,706,904.
6	**Minimum investment return.** Enter 5% of line 5	6	635,345.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	635,345.
2a	Tax on investment income for 2008 from Part VI, line 5 — 2a: 3,887.		
b	Income tax for 2008 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	3,887.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	631,458.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	631,458.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	631,458.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc, purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	783,498.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	783,498.
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	5	3,887.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	779,611.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				631,458.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			756,098.	
b Total for prior years ____ , ____ , ____		0.		
3 Excess distributions carryover, if any, to 2008				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2008 from Part XII, line 4 ▶ $ 783,498.				
a Applied to 2007, but not more than line 2a			756,098.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2008 distributable amount				27,400.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2009				604,058.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2009.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008				

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

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 ▶

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			
	(a) 2008	(b) 2007	(c) 2006	(d) 2005	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

NONE

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

NONE

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

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

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

SEE STATEMENT 14

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 15				
Total			▶ 3a	756,500.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,805.	
4 Dividends and interest from securities			14	414,413.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property			16	15,462.	
6 Net rental income or (loss) from personal property					
7 Other investment income			14	24,524.	
8 Gain or (loss) from sales of assets other than inventory			18	<101,013.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		361,191.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 361,191.

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Kevin Renard FEB 0 8 2010 TRUSTEE

Signature of officer or trustee AUTHORIZED OFFICER Date Title

Paid Preparer's Use Only

Preparer's signature	Date	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code		EIN	
		Phone no	

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	SALES IN ACCOUNT OF PUBLICLY TRADED SECURITIES			
b	LONG TERM CAPITAL GAIN DIVIDENDS-THIRD PARTY			
c	CLASS ACTION SETTLEMENT			
d	REVERSION INTEREST HELD ON DONATED PARCEL OF LAND	D	01/01/60	12/22/08
e	CAPITAL GAINS DIVIDENDS			
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

	(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	5,493,029.		7,246,032.	<1,753,003.>
b	1,575.			1,575.
c	5,564.			5,564.
d	1,631,050.		8,742.	1,622,308.
e	22,543.			22,543.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				<1,753,003.>
b				1,575.
c				5,564.
d				1,622,308.
e				22,543.
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

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	<101,013.>
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

823591
04-25-08

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SALES IN ACCOUNT OF PUBLICLY TRADED SECURITIES			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,493,029.	7,246,032.	0.	0.	<1,753,003.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
LONG TERM CAPITAL GAIN DIVIDENDS-THIRD PARTY			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,575.	0.	0.	0.	1,575.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CLASS ACTION SETTLEMENT			

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
5,564.	0.	0.	0.	5,564.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
REVERSION INTEREST HELD ON DONATED PARCEL OF LAND	DONATED	01/01/60	12/22/08

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,631,050.	0.	8,742.	0.	1,622,308.

CAPITAL GAINS DIVIDENDS FROM PART IV	22,543.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<101,013.>

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 2

SOURCE	AMOUNT
MONEY MARKET FUND	7,805.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,805.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 3

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS & OTHER INTEREST	436,956.	22,543.	414,413.
TOTAL TO FM 990-PF, PART I, LN 4	436,956.	22,543.	414,413.

FORM 990-PF RENTAL INCOME STATEMENT 4

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
50% INTEREST IN 801 & 813 W. 7TH & 806 MACON	1	29,908.
3612 BYERS AVE	2	25,610.
BRYCE-SIMMSOVIC TR 1926A REEVES	3	0.
TOTAL TO FORM 990-PF, PART I, LINE 5A		55,518.

FORM 990-PF RENTAL EXPENSES STATEMENT 5

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RE TAXES		12,286.	
RE INSURANCE		50.	
RE EXPENSE-UTILITIES		227.	
RE MGMT FEES		5,111.	
APPRAISAL FEE		1,333.	
RE EXPENSE-LEGAL		206.	
- SUBTOTAL -	1		19,213.
RE TAXES (NET OF REIMBURSEMENT)		22.	
RE INSURANCE		3,833.	
RE MGMT FEES		5,110.	
APPRAISAL FEE		3,200.	
RE EXPENSE-REPAIR		8,078.	
- SUBTOTAL -	2		20,243.
RE INSURANCE		397.	
RE TAXES		60.	
AD VALOREM TAXES		143.	
- SUBTOTAL -	3		600.
TOTAL RENTAL EXPENSES			40,056.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			15,462.

FORM 990-PF OTHER INCOME STATEMENT 6

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ACCRETION	24,524.	24,524.	
TOTAL TO FORM 990-PF, PART I, LINE 11	24,524.	24,524.	

FORM 990-PF LEGAL FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	1,517.	0.		1,517.
RE EXPENSE-LEGAL	206.	206.		0.
TO FM 990-PF, PG 1, LN 16A	1,723.	206.		1,517.

FORM 990-PF ACCOUNTING FEES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	1,145.	0.		1,145.
TO FORM 990-PF, PG 1, LN 16B	1,145.	0.		1,145.

FORM 990-PF TAXES STATEMENT 9

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ESTIMATED EXCISE TAX-CURRENT YEAR	7,300.	0.		0.
EXCISE TAX PAID - PRIOR YEAR	141.	0.		0.
RE TAXES	12,286.	12,286.		0.
RE TAXES (NET OF REIMBURSEMENT)	22.	22.		0.

RE TAXES	60.	60.		0.
AD VALOREM TAXES	143.	143.		0.
TO FORM 990-PF, PG 1, LN 18	19,952.	12,511.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 10

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MINERAL FEE	500.	500.		0.
RE INSURANCE	50.	50.		0.
RE EXPENSE-UTILITIES	227.	227.		0.
RE MGMT FEES	5,111.	5,111.		0.
APPRAISAL FEE	1,333.	1,333.		0.
RE INSURANCE	3,833.	3,833.		0.
RE MGMT FEES	5,110.	5,110.		0.
APPRAISAL FEE	3,200.	3,200.		0.
RE EXPENSE-REPAIR	8,078.	8,078.		0.
RE INSURANCE	397.	397.		0.
TO FORM 990-PF, PG 1, LN 23	27,839.	27,839.		0.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 11

DESCRIPTION	AMOUNT
SALES WITH A TRADE DATE PRIOR TO 9/30/08 POSTS AFTER 10/1/08	32,938.
TOTAL TO FORM 990-PF, PART III, LINE 5	32,938.

FORM 990-PF CORPORATE STOCK STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE-EQUITIES	5,018,633.	5,486,946.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,018,633.	5,486,946.

FORM 990-PF CORPORATE BONDS STATEMENT 13

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE-FIXED INCOME	7,472,871.	7,904,775.
TOTAL TO FORM 990-PF, PART II, LINE 10C	7,472,871.	7,904,775.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 14
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JPMORGAN CHASE BANK, N.A.
420 THROCKMORTON
FORT WORTH, TX 76102

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
(817)856-5118	N/A

FORM AND CONTENT OF APPLICATIONS

NAME & PURPOSE OF ORGANIZATION, AMOUNT & PURPOSE OF REQUEST, LIST OF BOARD MEMBERS

ANY SUBMISSION DEADLINES

SEPTEMBER

RESTRICTIONS AND LIMITATIONS ON AWARDS

LIMITED TO RECOGNIZED CHARITIES OPERATED INTHE STATE OF TEXAS

FORM 990-PF GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR STATEMENT 15

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AGRICULTURAL DEVELOPMENT FUND, P.O. BOX 150, FORT WORTH, TX 76101	NONE PROGRAM SUPPORT	PUBLIC CHARITY	1,000.
AIDS OUTREACH CENTER, 801 WEST CANNON, FORT WORTH, TX 76104	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
ALL CHURCH HOME FOR CHLDN/ACH CHILD & FAMILY SERVICES 1424 SUMMIT AVE, FORT WORTH, TX 76102	NONE PROGRAM SUPPORT	PUBLIC CHARITY	120,000.
ARTS COUNCIL OF FT WORTH & TARRANT CTY 1300 GENDY ST, FORT WORTH, TX 76107	NONE PROGRAM SUPPORT	PUBLIC CHARITY	70,000.
BATTERED WOMEN'S FOUNDATION, 4166 WILLMAN AE, NORTH RICHLAND HILLS, TX 7618	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
BIG BROTHERS BIG SISTERS OF NORTH TEXAS 901 SUMMIT AVE, FORT WORTH, TX 76102	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
BRITE DIVINITY SCHOOL/TCU, 2855 S UNIVERSITY DR, FORT WORTH, TX 76129	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
CASSATA HIGH SCHOOL, 1400 HEMPHILL ST, FORT WORTH, TX 76104	NONE PROGRAM SUPPORT	PUBLIC CHARITY	15,000.

CATHOLIC CHARITIES DIOCESE OF FT WORTH 2701 BURCHILL RD N, FORT WORTH, TX 76105	NONE PROGRAM SUPPORT	PUBLIC CHARITY	30,000.
CHILD STUDY CENTER, 917 LAMAR ST., FORT WORTH, TX 76102	NONE PROGRAM SUPPORT	PUBLIC CHARITY	100,000.
FORT WORTH MUSEUM OF SCIENCE AND HISTORY 1600 GENDY ST, FORT WORTH, TX 76107	NONE PROGRAM SUPPORT	PUBLIC CHARITY	30,000.
FORT WORTH SYMPHONY ORCHESTRA ASSOCIATION, INC 330 E FOURTH ST, FORT WORTH, TX 76102	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
LOVE NEVER FAILS INT'L, INC., 5617 DIAMOND OAKS S, FORT WORTH, TX 76117	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
MOTHERS AGAINST DRUNK DRIVING, 611 S CONGRESS , AUSTIN, TX 78704	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
NATIONAL COWGIRL MUSEUM & HALL OF FAME 1720 GENDY ST, FORT WORTH, TX 76104	NONE PROGRAM SUPPORT	PUBLIC CHARITY	4,500.
NORTH TEXAS PUBLIC BROADCASTING, INC 3000 HARRY HINES BLVD, DALLAS, TX 75201	NONE PROGRAM SUPPORT	PUBLIC CHARITY	10,000.
PARTNERS TOGETHER FOR HEALTH, 2500 CIRCLE DR, FORT WORTH, TX 76119	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.

SAFEHAVEN OF TARRANT COUNTY, 6815 MANHATTAN BLVD, FORT WORTH, TX 76120	NONE PROGRAM SUPPORT	PUBLIC CHARITY	20,000.
SEARCH MINISTRIES, 3200 RIVERFRONT DR, FORT WORTH, TX 76107	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
SHINE THERAPY, P.O. BOX 12325, FORT WORTH, TX 76110	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
SOUTHWESTERN BAPTIST THEOLOGICAL INSTITUTE 2001 W. SEMINARY DR., FORT WORTH, TX 76115	NONE PROGRAM SUPPORT	PUBLIC CHARITY	50,000.
SOUTHWESTERN UNIVERSITY, 1001 E. UNIVERSITY AVE, GEORGETOWN, TX 78626	NONE PROGRAM SCHOLARSHIP SUPPORT	PUBLIC CHARITY	35,000.
SPAN, INC., 1800 MALONE ST., DENTON, TX 76201	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
ST. ANDREW'S EPISCOPAL CHURCH, 917 LAMAR ST., FORT WORTH, TX 76102	NONE PROGRAM SUPPORT	PUBLIC CHARITY	30,000.
STILLWATER REFUGE, INC., 2285 RT 2, GRAPELAND, TX 75844	NONE PROGRAM SUPPORT	PUBLIC CHARITY	5,000.
TARRANT AREA FOOD BANK, 2600 CULLEN ST, FORT WORTH, TX 76107	NONE PROGRAM SUPPORT	PUBLIC CHARITY	21,000.

TARRANT CTY ACCESS FOR THE HOMELESS P.O. BOX 1461, FORT WORTH, TX 76101	NONE PROGRAM SUPPORT	PUBLIC CHARITY	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			756,500.

PORTFOLIO SUMMARY
AS OF 9/30/09

ACCOUNT NO. 8336041700

WM. & CATHERINE BRYCE MEMORIAL FUND

ASSET CATEGORY	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
PRINCIPAL					
CASH EQUIVALENTS	1,535,417.15	1,535,417.15	9.71	1,842.50	0.12
FIXED INCOME TAXABLE	7,472,871.25	7,904,774.71	50.01	324,282.33	4.10 3.90
EQUITIES	5,018,632.74	5,486,946.10	34.71	92,364.93	1.68
REAL ESTATE	570,454.44	845,000.00	5.35	18,060.00	2.14
FARM AND RANCH	3.00	34,464.00	0.22	0.00	0.00
MINERAL ASSETS	2.00	2.00	0.00	0.00	0.00
MISCELLANEOUS	1.00	0.00	0.00	0.00	0.00
TOTAL PRINCIPAL	14,597,381.58	15,806,603.96	100.00	436,549.76	2.76
INCOME					
CASH EQUIVALENTS	85,058.44	85,058.44	100.00	102.07	0.12
TOTAL INCOME	85,058.44	85,058.44	100.00	102.07	0.12
TOTAL ACCOUNT	14,682,440.02	15,891,662.40		436,651.83	2.75

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
PRINCIPAL							
	CASH EQUIVALENTS						
1,535,417.15	JPMORGAN DEPOSIT SWEEP INSTITUTIONAL		1,535,417.15	1,535,417.15	9.71	1,842.50	0.12
	SUB-ACCOUNT 8336041700	1,478,590.3100					
	SUB-ACCOUNT 8336041701	56,826.8400					
	FIXED INCOME TAXABLE						
32,473.11	AMERICAN CENTY GOVT INCOME TR INFLATION-ADJ BD FD INVS CL		350,000.00	371,817.14	2.35	8,800.21	2.37
	SUB-ACCOUNT 8336041700	32,473.1130					
53,614.22	GOLDMAN SACHS TR HIGH YIELD FD INSTL SHS		300,000.00	361,895.97	2.29	29,755.89	8.22
	SUB-ACCOUNT 8336041700	53,614.2180					
32,557.90	JPMORGAN STRATEGIC INCOME OPPTYS FD SELECT CL (JSOSX)		328,473.26	373,113.51	2.36	13,283.62	3.56
	SUB-ACCOUNT 8336041700	32,557.8980					
45,000.00	LEHMAN BROS HLDGS INC SUB NT DTD 07/19/2007 6.50% DUE 07/19/2017 *** DEFAULTED ***		42,649.90	4.50	0.00	0.00	0.00
	SUB-ACCOUNT 8336041701	45,000.0000					
150,000.00	MORGAN STANLEY BUFFERED RETURN ENHANCED NTS LKD ASIAN EQUITY INDEX BSKT DTD 09/12/2008 DUE 10/01/2009		148,500.00	180,525.00	1.14	0.00	0.00
	SUB-ACCOUNT 8336041700	150,000.0000					
20,000.00	UNITED STATES TREAS BD STRIPPED CALL PRIN & INT PMT 11.75% DUE 11/15/2014		19,873.13	19,993.40	0.13	494.71	2.47
	SUB-ACCOUNT 8336041701	20,000.0000					
111,000.00	BARCLAYS BK PLC NTS LKD TO WTD BSKT OF THREE BUFFERED RETURN ENHANCED COMPONENTS,CONSISTING DOW JONES EURO STOXX 50,FTSE 100 & TOPIX INDEXES DTD 12/12/2008 DUE 12/30/2009		109,890.00	134,054.70	0.85	0.00	0.00
	SUB-ACCOUNT 8336041700	111,000.0000					

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
150,000.00	DEUTSCHE BK BUFFERED RETURN ENHANCED NTS LKD S & P 500 INDEX DTD 08/13/2009 DUE 02/19/2010 SUB-ACCOUNT 8336041700 150,000.0000	149,250.00	155,038.65	0.98	0.00	0.00
30,000.00	DUKE ENERGY CORP NT DTD 03/10/2000 7.375% DUE 03/01/2010 SUB-ACCOUNT 8336041701 30,000.0000	34,883.70	30,778.20	0.19	2,212.50	7.19 7.19
25,000.00	INTERNATIONAL LEASE FIN CORP NT DTD 04/11/2005 5.00% DUE 04/15/2010 SUB-ACCOUNT 8336041701 25,000.0000	25,343.00	24,279.25	0.15	1,250.00	5.15 10.61
30,000.00	DAIMLER CHRYSLER NORTH AMER HLDG CORP GTD NT DTD 06/08/2000 8.00% DUE 06/15/2010 SUB-ACCOUNT 8336041701 30,000.0000	32,335.50	31,224.90	0.20	2,400.00	7.69 2.15
150,000.00	CREDIT SUISSE BUFFERED RETURN ENHANCED NTS LKD TO 5 ASIAN INDEXES & BSKT OF ASIAN CURRENCIES DTD 07/10/2009 DUE 07/29/2010 SUB-ACCOUNT 8336041700 150,000.0000	148,500.00	163,305.00	1.03	0.00	0.00
150,000.00	HSBC USA INC NTS LKD TO WEIGHTED BSKT 3 BUFFERED RETURN ENHANCED NTS: DOW JONES EURO STOXX 500, FTSE 100, & TOPIX DTD 09/23/2009 DUE 10/06/2010 SUB-ACCOUNT 8336041700 150,000.0000	148,500.00	146,535.00	0.93	0.00	0.00
20,000.00	UNITED TECHNOLOGIES CORP NT DTD 11/14/2000 7.125% DUE 11/15/2010 SUB-ACCOUNT 8336041701 20,000.0000	21,711.80	21,287.00	0.13	1,425.00	6.69 1.34
100,000.00	MORGAN STANLEY OPTIMAL ENTRY RETURN ENHANCED NTS LKD TO S&P 500 INDEX DTD 08/27/2009 DUE 12/02/2010 SUB-ACCOUNT 8336041700 100,000.0000	98,900.00	99,435.00	0.63	0.00	0.00

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
5,000.00	TARGET CORP DTD 01/05/2001 6.35% DUE 01/15/2011 SUB-ACCOUNT 8336041701 5,000.0000	5,075.90	5,316.55	0.03	317.50	5.97 1.39
60,000.00	HSBC USA INC KNOCK OUT BUFFER NTS LKD TO S&P 500 INDEX DTD 07/29/2009 DUE 01/27/2011 SUB-ACCOUNT 8336041700 60,000.0000	59,400.00	63,732.00	0.40	0.00	0.00
10,000.00	KEY BK N A MEDIUM TERM SUB BK NTS TRANCHE # SB 00004 DTD 02/01/2001 7.00% DUE 02/01/2011 SUB-ACCOUNT 8336041701 10,000.0000	10,183.70	10,385.10	0.07	700.00	6.74 4.01
150,000.00	HSBC USA INC SEMI ANNUAL REVIEW NTS LKD TO S&P 500 INDEX DTD 01/27/2009 DUE 02/09/2011 SUB-ACCOUNT 8336041700 150,000.0000	147,750.00	172,815.00	1.09	0.00	0.00
30,000.00	MORGAN STANLEY DEAN WITTER & CO GLOBAL NT DTD 04/23/2001 6.75% DUE 04/15/2011 SUB-ACCOUNT 8336041701 30,000.0000	31,009.50	31,988.10	0.20	2,025.00	6.33 2.35
150,000.00	BARCLAYS BK PLC BUFFERED RETURN ENHANCED NTS LKD TO S&P GSCI AGRIC EXCESS RETURN INDEX MEDIUM TERM NTS SER A DTD 05/26/2009 DUE 05/31/2011 SUB-ACCOUNT 8336041700 150,000.0000	147,750.00	140,325.00	0.89	0.00	0.00
10,000.00	POTASH CORP SASK INC NT DTD 05/21/2001 7.75% DUE 05/31/2011 SUB-ACCOUNT 8336041701 10,000.0000	10,735.20	10,936.70	0.07	775.00	7.09 2.01
75,000.00	UNITED STATES TREAS NTS DTD 06/30/2006 5.125% DUE 06/30/2011 SUB-ACCOUNT 8336041701 75,000.0000	75,902.34	80,634.00	0.51	3,843.75	4.77 0.79

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
150,000.00	CREDIT SUISSE ANNUAL REVIEW NT LKD TO S & P 500 INDEX DTD 09/12/2008 DUE 09/29/2011 SUB-ACCOUNT 8336041700 150,000.0000	147,000.00	134,925.00	0.85	0.00	0.00
35,000.00	WACHOVIA CORP NEW NT DTD 10/23/2006 5.30% DUE 10/15/2011 SUB-ACCOUNT 8336041701 35,000.0000	32,975.25	37,082.15	0.23	1,855.00	5.00 2.30
30,000.00	CREDIT SUISSE FIRST BOSTON USA INC NT DTD 11/06/2001 6.125% DUE 11/15/2011 SUB-ACCOUNT 8336041701 30,000.0000	30,875.10	32,384.70	0.20	1,837.50	5.67 2.27
10,000.00	WELLPOINT HEALTH NETWORKS INC NEW NT DTD 01/16/2002 6.375% DUE 01/15/2012 SUB-ACCOUNT 8336041701 10,000.0000	10,254.60	10,703.10	0.07	637.50	5.96 3.17
20,000.00	INTUIT SR NT DTD 03/12/2007 5.40% DUE 03/15/2012 SUB-ACCOUNT 8336041701 20,000.0000	20,253.00	20,990.20	0.13	1,080.00	5.15 3.29
5,000.00	UNION PAC CORP NT DTD 04/18/2002 6.50% DUE 04/15/2012 SUB-ACCOUNT 8336041701 5,000.0000	5,176.45	5,517.75	0.03	325.00	5.89 2.28
35,000.00	HOUSEHOLD FIN CORP NT DTD 05/22/2002 7.00% DUE 05/15/2012 SUB-ACCOUNT 8336041701 35,000.0000	31,150.00	37,809.10	0.24	2,450.00	6.48 3.76
20,000.00	UNITED STATES TREAS NTS DTD 05/15/2009 1.375% DUE 05/15/2012 SUB-ACCOUNT 8336041701 20,000.0000	19,921.88	20,067.20	0.13	275.00	1.37 1.24
30,000.00	MERRILL LYNCH & CO INC MEDIUM TERM NTS TRANCHE # TR 00642 DTD 08/15/2007 6.05% DUE 08/15/2012 SUB-ACCOUNT 8336041701 30,000.0000	29,708.40	31,994.70	0.20	1,815.00	5.67 3.59

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
20,000.00	MONSANTO CO NEW SR NT DTD 08/14/2002 7.375% DUE 08/15/2012 SUB-ACCOUNT 8336041701 20,000.0000	21,519.60	22,965.20	0.15	1,475.00	6.42 2.04
35,000.00	SBC COMMUNICATIONS INC NT DTD 08/19/2002 5.875% DUE 08/15/2012 SUB-ACCOUNT 8336041701 35,000.0000	36,758.40	38,306.80	0.24	2,056.25	5.37 2.45
35,000.00	VERIZON GLOBAL FDG CORP GLOBAL NT DTD 08/26/2002 7.375% DUE 09/01/2012 SUB-ACCOUNT 8336041701 35,000.0000	38,193.75	39,767.70	0.25	2,581.25	6.49 2.51
50,000.00	FEDERAL HOME LN BKS CONS BD DTD 10/05/2007 4.625% DUE 10/10/2012 SUB-ACCOUNT 8336041701 50,000.0000	52,862.50	54,328.00	0.34	2,312.50	4.26 1.68
60,000.00	MBNA MASTER CR CARD TR II SER 2000-E ASSET BKD NT CL A 7.80% DUE 10/15/2012 SUB-ACCOUNT 8336041701 60,000.0000	66,478.13	62,548.20	0.40	4,680.00	7.48 6.24
60,000.00	WACHOVIA AUTO OWNER TR 2005-B ASSET BKD NT CL A-5 4.93% DUE 11/20/2012 SUB-ACCOUNT 8336041701 60,000.0000	59,090.63	60,519.60	0.38	2,958.00	4.89 4.63
20,000.00	KELLOGG CO SR NT DTD 03/06/2008 4.25% DUE 03/06/2013 SUB-ACCOUNT 8336041701 20,000.0000	19,962.60	21,005.20	0.13	850.00	4.05 2.71
75,000.00	GOLDMAN SACHS GROUP NT DTD 03/31/2003 5.25% DUE 04/01/2013 SUB-ACCOUNT 8336041701 75,000.0000	76,044.75	79,699.50	0.50	3,937.50	4.94 3.34
40,000.00	PRINCIPAL LIFE INCOME FDGS TRS SECD MEDIUM TERM NTS TRANCHE # TR 00533 DTD 04/24/2008 5.30% DUE 04/24/2013 SUB-ACCOUNT 8336041701 40,000.0000	39,396.80	41,035.60	0.26	2,120.00	5.17 4.51

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
15,000.00	ALLSTATE LIFE GLOBAL FDG SECD MEDIUM TERM NTS TRANCHE # TR 00039 DTD 04/30/2008 5.375% DUE 04/30/2013 SUB-ACCOUNT 8336041701 15,000.0000	14,803.20	15,966.00	0.10	806.25	5.05 3.45
30,000.00	AMERICAN EXPRESS CO DTD 07/24/2003 4.875% DUE 07/15/2013 SUB-ACCOUNT 8336041701 30,000.0000	29,830.50	30,912.90	0.20	1,462.50	4.73 4.00
35,000.00	DEUTSCHE TELEKOM INTL FIN BV GLOBAL NT DTD 07/22/2003 5.25% DUE 07/22/2013 SUB-ACCOUNT 8336041701 35,000.0000	34,484.45	37,325.05	0.24	1,837.50	4.92 3.38
25,000.00	BRISTOL MYERS SQUIBB CO NT DTD 02/15/2004 5.25% DUE 08/15/2013 SUB-ACCOUNT 8336041701 25,000.0000	25,816.75	27,189.00	0.17	1,312.50	4.83 2.85
155,000.00	UNITED STATES TREAS NTS DTD 09/02/2008 3.125% DUE 08/31/2013 SUB-ACCOUNT 8336041701 155,000.0000	163,525.00	162,447.75	1.03	4,843.75	2.98 1.85
18,604.60	GNMA GTD MTG PASS THRU CTG POOL NBR 487311 6.0% DUE 09/15/2013 SUB-ACCOUNT 8336041701 18,604.6000	18,720.89	19,965.53	0.13	1,116.28	5.59 3.98
7,666.44	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 252096A 5.50% DUE 11/01/2013 SUB-ACCOUNT 8336041701 7,666.4400	7,559.84	8,176.10	0.05	421.65	5.16 3.73
120,000.00	UNITED STATES TREAS NTS DTD 11/17/2003 4.25% DUE 11/15/2013 SUB-ACCOUNT 8336041701 120,000.0000	121,425.00	131,053.20	0.83	5,100.00	3.89 1 92

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
30,000.00	METLIFE INC NT DTD 11/24/2003 5.00% DUE 11/24/2013 SUB-ACCOUNT 8336041701 30,000.0000	30,544.80	31,001.10	0.20	1,500.00	4.84 4.12
30,000.00	OHIO PWR CO SR NT SER H DTD 07/11/2003 4.85% DUE 01/15/2014 SUB-ACCOUNT 8336041701 30,000.0000	30,064.20	31,388.10	0.20	1,455.00	4.64 3.67
10,000.00	CME GROUP INC NT DTD 02/09/2009 5.75% DUE 02/15/2014 SUB-ACCOUNT 8336041701 10,000.0000	10,740.30	10,944.50	0.07	575.00	5.25 3.41
15,000.00	HRPT PPTYS TR SR NT DTD 10/30/2003 5.75% DUE 02/15/2014 SUB-ACCOUNT 8336041701 15,000.0000	14,486.70	14,410.50	0.09	862.50	5.99 6.80
5,000.00	PACCAR INC MEDIUM TERM NTS TRANCHE # TR 00001 DTD 02/13/2009 6.875% DUE 02/15/2014 SUB-ACCOUNT 8336041701 5,000.0000	5,458.85	5,629.35	0.04	343.75	6.11 3.73
10,000.00	BAXTER INTL INC SR NT DTD 02/26/2009 4.00% DUE 03/01/2014 SUB-ACCOUNT 8336041701 10,000.0000	9,971.60	10,422.20	0.07	400.00	3.84 2.97
10,000.00	PROGRESS ENERGY INC SR NT DTD 03/19/2009 6.05% DUE 03/15/2014 SUB-ACCOUNT 8336041701 10,000.0000	9,972.50	10,967.60	0.07	605.00	5.52 3.68
20,000.00	VODAFONE GROUP PLC NEW NT DTD 06/10/2009 4.15% DUE 06/10/2014 SUB-ACCOUNT 8336041701 20,000.0000	19,986.60	20,538.60	0.13	830.00	4.04 3.52
45,000.00	UNITED STATES TREAS NTS DTD 08/16/2004 4.25% DUE 08/15/2014 SUB-ACCOUNT 8336041701 45,000.0000	42,913.48	49,190.85	0.31	1,912.50	3.89 2.22

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
40,000.00	WELLS FARGO & CO NEW SUB NTS DTD 11/06/2002 5.00% DUE 11/15/2014 SUB-ACCOUNT 8336041701 40,000.0000	38,161.20	41,085.60	0.26	2,000.00	4.87 4.40
10,000.00	NATIONAL CITY CORP SR NT DTD 01/12/2005 4.90% DUE 01/15/2015 SUB-ACCOUNT 8336041701 10,000.0000	9,369.50	10,120.70	0.06	490.00	4.84 4.64
25,000.00	MERCK & CO INC NT DTD 02/17/2005 4.75% DUE 03/01/2015 SUB-ACCOUNT 8336041701 25,000.0000	24,596.00	27,189.75	0.17	1,187.50	4.37 2.99
10,000.00	CSX CORP NT DTD 03/27/2008 6.25% DUE 04/01/2015 SUB-ACCOUNT 8336041701 10,000.0000	9,940.70	11,057.40	0.07	625.00	5.65 4.08
5,000.00	HOSPIRA INC NT DTD 05/08/2009 6.40% DUE 05/15/2015 SUB-ACCOUNT 8336041701 5,000.0000	4,989.80	5,559.35	0.04	320.00	5.76 4.15
35,000.00	EXELON CORP NT DTD 06/09/2005 4.90% DUE 06/15/2015 SUB-ACCOUNT 8336041701 35,000.0000	33,251.40	36,281.35	0.23	1,715.00	4.73 4.17
10,000.00	KIMBERLY CLARK CORP NT DTD 08/11/2005 4.875% DUE 08/15/2015 SUB-ACCOUNT 8336041701 10,000.0000	10,087.30	10,897.10	0.07	487.50	4.47 3.19
35,000.00	NATIONSBANK CORP SUB NT DTD 09/05/1995 7.750% DUE 08/15/2015 SUB-ACCOUNT 8336041701 35,000.0000	39,923.80	37,805.60	0.24	2,712.50	7.17 6.10
5,000.00	MEDTRONIC INC SR NT DTD 09/15/2005 4.75% DUE 09/15/2015 SUB-ACCOUNT 8336041701 5,000.0000	4,725.60	5,416.95	0.03	237.50	4.38 3.20

SCHEDULE OF ASSETS
AS OF 9/30/09
WM. & CATHERINE BRYCE MEMORIAL FUND

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
11,400.96	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 0535631 7.00% DUE 12/01/2015 SUB-ACCOUNT 8336041701 11,400.9600	11,859.66	12,307.22	0.08	798.06	6.48 5.46
30,000.00	FEDERAL HOME LN BKS CONS BD DTD 11/04/2005 5.022% DUE 12/21/2015 SUB-ACCOUNT 8336041701 30,000.0000	28,756.80	32,906.40	0.21	1,500.00	4.56 3.27
70,000.00	CITIGROUP INC GLOBAL NT DTD 12/08/2005 5.30% DUE 01/07/2016 SUB-ACCOUNT 8336041701 70,000.0000	69,792.80	68,105.10	0.43	3,710.00	5.45 5.82
23,115.56	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2004-2 CL QJ 4.00% DUE 01/25/2016 SUB-ACCOUNT 8336041701 23,115.5600	22,732.71	23,555.68	0.15	924.62	3.93 3.66
15,000.00	CISCO SYS INC SR NT DTD 02/22/2006 5.50% DUE 02/22/2016 SUB-ACCOUNT 8336041701 15,000.0000	14,624.10	16,517.25	0.10	825.00	4.99 3.71
30,000.00	HOME DEPOT INC SR NT DTD 03/24/2006 5.40% DUE 03/01/2016 SUB-ACCOUNT 8336041701 30,000.0000	29,280.60	31,364.70	0.20	1,620.00	5.17 4.57
340,000.00	UNITED STATES TREAS BDS DTD 05/15/1986 7.250% DUE 05/15/2016 SUB-ACCOUNT 8336041701 340,000.0000	402,887.50	430,338.00	2.72	24,650.00	5.73 2.82
140,000.00	UNITED STATES TREAS NTS DTD 05/31/2009 3.25% DUE 05/31/2016 SUB-ACCOUNT 8336041701 140,000.0000	140,891.41	143,423.00	0.91	4,550.00	3.17 2.84
25,000.00	CAPITAL ONE FINL CORP SUB NT DTD 08/29/2006 6.15% DUE 09/01/2016 SUB-ACCOUNT 8336041701 25,000.0000	24,998.00	24,549.75	0.16	1,537.50	6.26 6.48

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
9,772.98	FED HOME LN MTG CORP PARTN CTFS GROUP NBR E0-1081 6.50% DUE 11/01/2016 SUB-ACCOUNT 8336041701 9,772.9800	10,041.76	10,486.31	0.07	635.24	6.06 5.25
15,000.00	SIMON PPTY GROUP L P NT DTD 12/12/2006 5.25% DUE 12/01/2016 SUB-ACCOUNT 8336041701 15,000.0000	14,131.65	14,785.50	0.09	787.50	5.33 5.49
20,000.00	COMCAST CORP NEW NT DTD 07/14/2006 6.50% DUE 01/15/2017 SUB-ACCOUNT 8336041701 20,000.0000	21,602.00	21,951.40	0.14	1,300.00	5.92 4.89
65,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2695 CL 2695-DE 4.00% DUE 01/15/2017 SUB-ACCOUNT 8336041701 65,000.0000	61,140.63	67,698.80	0.43	2,600.00	3.84 3.35
50,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2430 CL 2430-UD 6.00% DUE 03/15/2017 SUB-ACCOUNT 8336041701 50,000.0000	52,875.00	54,662.50	0.35	3,000.00	5.49 4.51
10,000.00	WYETH NT DTD 03/27/2007 5.45% DUE 04/01/2017 SUB-ACCOUNT 8336041701 10,000.0000	10,080.70	10,835.70	0.07	545.00	5.03 4.14
59,711.87	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2006-40 CL-VA 5.500% DUE 04/25/2017 SUB-ACCOUNT 8336041701 59,711.8700	59,711.87	63,482.67	0.40	3,284.15	5.17 4.51
5,000.00	NORFOLK SOUTHN CORP NT DTD 05/19/1997 7.70% DUE 05/15/2017 SUB-ACCOUNT 8336041701 5,000.0000	5,581.75	5,909.35	0.04	385.00	6.52 4.82

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
100,000.00	UNITED STATES TREAS BD STRIPPED PRIN PMT 8.75% DUE 05/15/2017 SUB-ACCOUNT 8336041701 100,000.0000	74,731.90	77,880.00	0.49	2,872.00	3.69
50,000.00	UNITED STATES TREAS NTS DTD 05/15/2007 4.50% DUE 05/15/2017 SUB-ACCOUNT 8336041701 50,000.0000	55,734.38	54,879.00	0.35	2,250.00	4.10 3.06
5,000.00	ERP OPER LTD PARTNERSHIP NT DTD 06/04/2007 5.75% DUE 06/15/2017 SUB-ACCOUNT 8336041701 5,000.0000	4,957.95	4,952.65	0.03	287.50	5.80 5.90
115,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2590 CL NU 5.00% DUE 06/15/2017 SUB-ACCOUNT 8336041701 115,000.0000	113,095.31	121,116.85	0.77	5,750.00	4.75 4.18
120,000.00	UNITED STATES TREAS BDS DTD 08/15/1987 8.875% DUE 08/15/2017 SUB-ACCOUNT 8336041701 120,000.0000	171,079.69	168,075.60	1.06	10,650.00	6.34 3.10
10,000.00	SUNTRUST BKS INC SR NT DTD 09/10/2007 6.00% DUE 09/11/2017 SUB-ACCOUNT 8336041701 10,000.0000	10,186.70	9,808.90	0.06	600.00	6.12 6.31
40,000.00	GENERAL ELEC CAP CORP MEDIUM TERM NTS TRANCHE # TR 00800 DTD 09/24/2007 5.625% DUE 09/15/2017 SUB-ACCOUNT 8336041701 40,000.0000	38,775.60	40,501.20	0.26	2,250.00	5.56 5.43
44,129.22	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2513 CL DB 5.00% DUE 10/15/2017 SUB-ACCOUNT 8336041701 44,129.2200	43,288.01	46,856.85	0.30	2,206.46	4.71 4.09
15,000.00	DIAGEO CAP PLC GTD NT DTD 10/26/2007 5.75% DUE 10/23/2017 SUB-ACCOUNT 8336041701 15,000.0000	15,468.60	16,463.70	0.10	862.50	5.24 4.30

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
85,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2531 CL 2531-HN 5.00% DUE 12/15/2017 SUB-ACCOUNT 8336041701 85,000.0000	82,503.13	90,280.20	0.57	4,250.00	4.71 4.10
10,000.00	HEWLETT PACKARD CO GLOBAL NT DTD 03/03/2008 5.50% DUE 03/01/2018 SUB-ACCOUNT 8336041701 10,000.0000	9,865.80	10,927.10	0.07	550.00	5.03 4.18
10,000.00	BURLINGTON NORTHN SANTA FE CORP NT DTD 03/14/2008 5.75% DUE 03/15/2018 SUB-ACCOUNT 8336041701 10,000.0000	10,144.40	10,862.50	0.07	575.00	5.29 4.51
20,000.00	MIDAMERICAN ENERGY CO SR NT DTD 03/25/2008 5.30% DUE 03/15/2018 SUB-ACCOUNT 8336041701 20,000.0000	19,943.60	21,100.20	0.13	1,060.00	5.02 4.51
115,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2003-16 CL-BC 5.00% DUE 03/25/2018 SUB-ACCOUNT 8336041701 115,000.0000	116,114.06	122,242.70	0.77	5,750.00	4.70 4.11
10,000.00	DEERE JOHN CAP CORP MEDIUM TERM NTS TRANCHE # TR 00352 DTD 04/03/2008 5.35% DUE 04/03/2018 SUB-ACCOUNT 8336041701 10,000.0000	9,856.60	10,630.50	0.07	535.00	5.03 4.45
5,000.00	ORACLE CORP NT DTD 04/09/2008 5.75% DUE 04/15/2018 SUB-ACCOUNT 8336041701 5,000.0000	4,997.65	5,509.20	0.03	287.50	5.22 4.31
10,000.00	EATON CORP NT DTD 05/20/2008 5.60% DUE 05/15/2018 SUB-ACCOUNT 8336041701 10,000.0000	9,723.20	10,515.10	0.07	560.00	5.33 4.86
10,000.00	GLAXOSMITHKLINE CAP INC GTD NT DTD 05/13/2008 5.65% DUE 05/15/2018 SUB-ACCOUNT 8336041701 10,000.0000	10,101.10	10,955.00	0.07	565.00	5.16 4.31

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
5,000.00	DU PONT E I DE NEMOURS & CO BT 5 DTD 07/28/2008 6.00% DUE 07/15/2018 SUB-ACCOUNT 8336041701 5,000.0000	5,079.85	5,592.35	0.04	300.00	5.36 4.36
42,715.85	FEDERAL HOME LN MTG CORP MULTICLASS GTD PARTN CTFS GTD SER 2640 CL 2640-G 4.50% DUE 07/15/2018 SUB-ACCOUNT 8336041701 42,715.8500	38,871.41	44,479.59	0.28	1,922.21	4.32 3.94
20,754.70	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 732182 5.00% DUE 08/01/2018 SUB-ACCOUNT 8336041701 20,754.7000	20,761.20	22,050.21	0.14	1,037.74	4.71 4.15
60,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2003-92 CL-PE 4.50% DUE 09/25/2018 SUB-ACCOUNT 8336041701 60,000.0000	59,737.50	62,499.60	0.40	2,700.00	4.32 3.94
59,711.61	FED HOME LN MTG CORP PARTN CTFS GROUP NBR B11755 4.50% DUE 01/01/2019 SUB-ACCOUNT 8336041701 59,711.6100	60,439.37	63,076.96	0.40	2,687.02	4.26 3.77
10,000.00	TRANSCANADA PIPELINES LTD SR NT DTD 01/09/2009 7.125% DUE 01/15/2019 SUB-ACCOUNT 8336041701 10,000.0000	11,006.30	11,798.20	0.07	712.50	6.04 4.71
10,000.00	AMGEN INC SR NT DTD 01/16/2009 5.70% DUE 02/01/2019 SUB-ACCOUNT 8336041701 10,000.0000	10,364.90	10,992.70	0.07	570.00	5.19 4.39
15,000.00	CONOCOPHILLIPS GTD NT DTD 02/03/2009 5.75% DUE 02/01/2019 SUB-ACCOUNT 8336041701 15,000.0000	15,434.70	16,342.20	0.10	862.50	5.28 4.56

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
48,952.11	FED HOME LN MTG CORP PARTN CTFS GROUP NBR B12368 5.00% DUE 02/01/2019 SUB-ACCOUNT 8336041701 48,952.1100	48,883.27	51,961.69	0.33	2,447.61	4.71 4.20
15,000.00	NOVARTIS SECS INVT LTD NT DTD 02/10/2009 5.125% DUE 02/10/2019 SUB-ACCOUNT 8336041701 15,000.0000	15,560.70	15,968.40	0.10	768.75	4.81 4.28
20,000.00	CATERPILLAR FINL SVCS CORP MEDIUM TERM NTS TRANCHE # TR 00821 DTD 02/12/2009 7.15% DUE 02/15/2019 SUB-ACCOUNT 8336041701 20,000.0000	21,019.60	23,191.20	0.15	1,430.00	6.17 5.00
5,000.00	SEMPRA ENERGY NT DTD 11/20/2008 9.80% DUE 02/15/2019 SUB-ACCOUNT 8336041701 5,000.0000	4,977.60	6,403.75	0.04	490.00	7.65 5.86
10,000.00	ANADARKO PETE CORP SR NT DTD 03/05/2009 8.70% DUE 03/15/2019 SUB-ACCOUNT 8336041701 10,000.0000	9,889.90	11,956.60	0.08	870.00	7.28 5.96
5,000.00	ATMOS ENERGY CORP NT DTD 03/26/2009 8.50% DUE 03/15/2019 SUB-ACCOUNT 8336041701 5,000.0000	4,990.65	6,172.80	0.04	425.00	6.89 5.31
10,000.00	TRAVELERS COS INC SR NT DTD 06/02/2009 5.90% DUE 06/02/2019 SUB-ACCOUNT 8336041701 10,000.0000	11,117.00	11,205.50	0.07	590.00	5.27 4.36
10,000.00	ACE INA HLDG INC GTD SR NT DTD 06/08/2009 5.90% DUE 06/15/2019 SUB-ACCOUNT 8336041701 10,000.0000	10,850.00	10,890.50	0.07	590.00	5.42 4.74
10,000.00	BUNGE LTD FIN CORP GTD SR NT DTD 06/09/2009 8.50% DUE 06/15/2019 SUB-ACCOUNT 8336041701 10,000.0000	10,253.62	11,528.30	0.07	850.00	7.37 6.36

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)						
40,683.43	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 761534 5.00% DUE 07/01/2019 SUB-ACCOUNT 8336041701	40,683.4300	41,331.83	43,121.18	0.27	2,034.17	4.72 4.24
29,547.98	FED HOME LN MTG CORP PARTN CTFS GROUP NBR B17301 4.50% DUE 11/01/2019 SUB-ACCOUNT 8336041701	29,547.9800	29,506.44	31,102.50	0.20	1,329.66	4.28 3.86
27,477.88	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 805119 5.50% DUE 01/01/2020 SUB-ACCOUNT 8336041701	27,477.8800	27,337.28	29,338.96	0.19	1,511.28	5.15 4.66
39,153.89	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 832432 5.00% DUE 08/01/2020 SUB-ACCOUNT 8336041701	39,153.8900	38,893.30	41,402.11	0.26	1,957.69	4.73 4.33
46,340.76	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 745406 6.00% DUE 03/01/2021 SUB-ACCOUNT 8336041701	46,340.7600	46,956.23	49,769.05	0.31	2,780.45	5.59 5.14
13,526.63	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 1992-G44 CL-ZQ 8.000% DUE 07/25/2022 SUB-ACCOUNT 8336041701	13,526.6300	14,697.55	14,900.39	0.09	1,082.13	7.26 6.80
59,002.32	FED HOME LN MTG CORP PARTN CTFS GROUP NBR C9-0572 6.00% DUE 08/01/2022 SUB-ACCOUNT 8336041701	59,002.3200	59,684.52	63,259.34	0.40	3,540.14	5.60 5.22
25,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2709 CL PE 5.00% DUE 12/15/2022 SUB-ACCOUNT 8336041701	25,000.0000	24,838.87	26,352.25	0.17	1,250.00	4.74 4.45

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)						
70,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 3004 CL QD 4.50% DUE 01/15/2023 SUB-ACCOUNT 8336041701	70,000.0000	68,600.00	72,926.70	0.46	3,150.00	4.32 4.09
52,434.12	FED HOME LN MTG CORP PARTN CTFS GROUP NBR C9-0678 6.00% DUE 03/01/2023 SUB-ACCOUNT 8336041701	52,434.1200	53,130.51	56,171.10	0.36	3,146.05	5.60 5.25
32,148.56	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 1993-082 CL-H 7.00% DUE 05/25/2023 SUB-ACCOUNT 8336041701	32,148.5600	35,242.86	35,041.93	0.22	2,250.40	6.42 6.02
50,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2627 CL MW 5.00% DUE 06/15/2023 SUB-ACCOUNT 8336041701	50,000.0000	51,906.25	52,196.00	0.33	2,500.00	4.79 4.56
24,564.47	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 1993-122 CL-M 6.500% DUE 07/25/2023 SUB-ACCOUNT 8336041701	24,564.4700	25,362.83	27,059.24	0.17	1,596.69	5.90 5.44
25,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2716 CL 2716-UN 4.50% DUE 12/15/2023 SUB-ACCOUNT 8336041701	25,000.0000	24,101.56	25,504.75	0.16	1,125.00	4.41 4.31
25,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 3150 CL EQ 5.00% DUE 05/15/2026 SUB-ACCOUNT 8336041701	25,000.0000	23,375.00	26,390.25	0.17	1,250.00	4.74 4.52
35,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2006-18 CL-PB 5.50% DUE 5/25/2029 SUB-ACCOUNT 8336041701	35,000.0000	34,562.50	36,881.60	0.23	1,925.00	5.22 5.06

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
8,772.25	GNMA GTD PASS THRU CTF POOL NBR 781079 7.50% DUE 08/15/2029 SUB-ACCOUNT 8336041701 8,772.2500	9,182.09	9,831.41	0.06	657.92	6.69 6.42
39,979.14	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2215 CL 2215-PH 6.50% DUE 02/15/2030 SUB-ACCOUNT 8336041701 39,979.1400	41,128.55	42,602.97	0.27	2,598.64	6.10 5.94
50,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2827 CL-TD 5.00% DUE 02/15/2030 SUB-ACCOUNT 8336041701 50,000.0000	50,554.69	52,736.50	0.33	2,500.00	4.74 4.58
7,498.66	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 566955 7.00% DUE 01/01/2031 SUB-ACCOUNT 8336041701 7,498.6600	7,701.36	8,280.10	0.05	524.91	6.34 6.12
75,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2005-59 CL-PC 5.50% DUE 03/25/2031 SUB-ACCOUNT 8336041701 75,000.0000	73,335.94	78,627.00	0.50	4,125.00	5.25 5.13
30,000.00	LB UBS COML MTG TR 2002-C4 MTG PASSTHRU CTF CL A-5 4.853% DUE 09/15/2031 SUB-ACCOUNT 8336041701 30,000.0000	29,313.28	30,758.70	0.19	1,455.90	4.73 4.67
2,389.12	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 614116 6.50% DUE 12/01/2031 SUB-ACCOUNT 8336041701 2,389.1200	2,419.35	2,579.60	0.02	155.29	6.02 5.85
72,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2640 CL 2640-BG 5.00% DUE 02/15/2032 SUB-ACCOUNT 8336041701 72,000.0000	67,230.00	76,168.80	0.48	3,600.00	4.73 4.58

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)					
60,000.00	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU TR REMIC TR 2006-53 CL-PC 5.50% DUE 10/25/2032 SUB-ACCOUNT 8336041701 60,000.0000	59,475.00	62,993.40	0.40	3,300.00	5.24 5.13
45,000.00	FEDERAL HOME LN MTG CORP MULTICLASS GTD PARTN CTFS GTD SER 2781 CL 2781-PC 5.00% DUE 01/15/2033 SUB-ACCOUNT 8336041701 45,000.0000	45,253.13	47,178.90	0.30	2,250.00	4.77 4.66
42,861.12	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 689109 5.50% DUE 03/01/2033 SUB-ACCOUNT 8336041701 42,861.1200	43,725.02	45,093.33	0.29	2,357.36	5.23 5.12
165,000.00	FEDERAL HOME LN MTG CORP MULTICLASS MTG PARTN CTFS GTD SER 2911 CL 2911-UE 5.00% DUE 06/15/2033 SUB-ACCOUNT 8336041701 165,000.0000	155,942.19	174,012.30	1.10	8,250.00	4.74 4.62
11,172.71	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 254795 6.00% DUE 07/01/2033 SUB-ACCOUNT 8336041701 11,172.7100	11,382.20	11,889.22	0.08	670.36	5.64 5.51
56,907.32	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 730131 5.00% DUE 08/01/2033 SUB-ACCOUNT 8336041701 56,907.3200	57,098.48	59,079.47	0.37	2,845.37	4.82 4.73
20,434.56	GNMA GTD PASS THRU CTF POOL NBR 615494 6.00% DUE 08/15/2033 SUB-ACCOUNT 8336041701 20,434.5600	21,149.77	21,794.68	0.14	1,226.07	5.63 5.50
23,313.04	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 800938 5.50% DUE 10/01/2034 SUB-ACCOUNT 8336041701 23,313.0400	23,702.80	24,498.04	0.15	1,282.22	5.23 5.14

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FIXED INCOME TAXABLE (CONT)						
40,757.35	FEDERAL NATL MTG ASSN GTD MTG PASS THRU CTF POOL NBR 822631 5.50% DUE 05/01/2035 SUB-ACCOUNT 8336041701	40,757.3500	41,177.67	42,803.78	0.27	2,241.65	5.24 5.14
26,027.49	FEDERAL NATL MTG ASSN GTD REMIC PASS THRU CTF REMIC TR 2005-58 CL EP 5.50% DUE 07/25/2035 SUB-ACCOUNT 8336041701	26,027.4900	25,506.94	27,902.25	0.18	1,431.51	5.13 5.00
17,638.44	MORGAN STANLEY CAP I TR 2006-IQ12 COML MTG PASSTHRU CTF CL A-1 5.257% DUE 12/15/2043 SUB-ACCOUNT 8336041701	17,638.4400	17,682.34	17,968.28	0.11	927.25	5.16 5.14
	TOTAL FIXED INCOME TAXABLE		7,472,871.25	7,904,774.71	50.01	324,282.33	4.10
	EQUITIES						
	BANKS						
225.00	BB & T CORP SUB-ACCOUNT 8336041700	225.0000	4,215.67	6,129.00	0.04	135.00	2.20
1,350.00	BANK OF AMERICA CORP SUB-ACCOUNT 8336041700	1,350.0000	34,913.24	22,842.00	0.14	54.00	0.24
540.00	BANK NEW YORK MELLON CORP SUB-ACCOUNT 8336041700	540.0000	20,365.32	15,654.60	0.10	194.40	1.24
675.00	US BANCORP DEL NEW SUB-ACCOUNT 8336041700	675.0000	18,556.46	14,755.50	0.09	135.00	0.91

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	BANKS (CONT)						
650.00	WELLS FARGO & CO NEW SUB-ACCOUNT 8336041700	650.0000	15,579.30	18,317.00	0.12	130.00	0.71
			93,629.99	77,698.10	0.49	648.40	0.83
	CAPITAL EQUIPMENT						
90.00	BOEING CO SUB-ACCOUNT 8336041700	90.0000	5,917.89	4,873.50	0.03	151.20	3.10
225.00	CATERPILLAR INC SUB-ACCOUNT 8336041700	225.0000	6,944.29	11,549.25	0.07	378.00	3.27
795.00	CORNING INC SUB-ACCOUNT 8336041700	795.0000	14,944.08	12,171.45	0.08	159.00	1.31
250.00	DEERE & CO SUB-ACCOUNT 8336041700	250.0000	9,270.33	10,730.00	0.07	280.00	2.61
200.00	EMERSON ELEC CO SUB-ACCOUNT 8336041700	200.0000	7,002.37	8,016.00	0.05	264.00	3.29
300.00	PACCAR INC SUB-ACCOUNT 8336041700	300.0000	10,710.11	11,313.00	0.07	108.00	0.95
75.00	PARKER HANNIFIN CORP SUB-ACCOUNT 8336041700	75.0000	3,022.56	3,888.00	0.02	75.00	1.93
			57,811.63	62,541.20	0.40	1,415.20	2.26

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	CONSUMER CAPITAL SPENDING						
525.00	JOHNSON CTLS INC SUB-ACCOUNT 8336041700	525.0000	10,643.23	13,419.00	0.08	273.00	2.03
200.00	KB HOME SUB-ACCOUNT 8336041700	200.0000	3,289.92	3,322.00	0.02	50.00	1.51
			13,933.15	16,741.00	0.11	323.00	1.93
	CONSUMER CYCLICAL						
875.00	DISNEY WALT CO SUB-ACCOUNT 8336041700	875.0000	23,388.97	24,027.50	0.15	306.25	1.27
200.00	INTERNATIONAL GAME TECHNOLOGY SUB-ACCOUNT 8336041700	200.0000	3,081.08	4,296.00	0.03	48.00	1.12
300.00	STARWOOD HOTELS & RESORTS WORLDWIDE INC SUB-ACCOUNT 8336041700	300.0000	6,413.86	9,909.00	0.06	270.00	2.72
633.00	TIME WARNER INC NEW NEW SUB-ACCOUNT 8336041700	633.0000	17,143.75	18,217.74	0.12	474.75	2.61
350.00	YUM BRANDS INC SUB-ACCOUNT 8336041700	350.0000	12,184.57	11,816.00	0.07	266.00	2.25
			62,212.23	68,266.24	0.43	1,365.00	2.00

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	CONSUMER NON-DURABLE						
450.00	ALTRIA GROUP INC SUB-ACCOUNT 8336041700	450.0000	6,920.44	8,014.50	0.05	612.00	7.64
100.00	GENERAL MILLS INC SUB-ACCOUNT 8336041700	100.0000	5,485.67	6,438.00	0.04	188.00	2.92
70.00	MONSANTO CO NEW SUB-ACCOUNT 8336041700	70.0000	8,203.55	5,418.00	0.03	74.20	1.37
215.00	PEPSICO INC SUB-ACCOUNT 8336041700	215.0000	12,824.71	12,611.90	0.08	387.00	3.07
365.00	PHILIP MORRIS INTL INC SUB-ACCOUNT 8336041700	365.0000	9,539.65	17,790.10	0.11	846.80	4.76
610.00	PROCTER & GAMBLE CO SUB-ACCOUNT 8336041700	610.0000	37,957.41	35,331.20	0.22	1,073.60	3.04
300.00	SYSCO CORP SUB-ACCOUNT 8336041700	300.0000	9,513.89	7,455.00	0.05	288.00	3.86
			90,445.32	93,058.70	0.59	3,469.60	3.73
	DEFENSE						
315.00	UNITED TECHNOLOGIES CORP COM SUB-ACCOUNT 8336041700	315.0000	17,088.68	19,192.95	0.12	485.10	2.53

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	ENERGY						
100.00	NOBLE CORP BAAR NAMEN AKT SUB-ACCOUNT 8336041700	100.0000	3,134.80	3,796.00	0.02	0.00	0.00
200.00	ANADARKO PETE CORP SUB-ACCOUNT 8336041700	200.0000	8,661.51	12,546.00	0.08	72.00	0.57
150.00	APACHE CORP SUB-ACCOUNT 8336041700	150.0000	14,598.46	13,774.50	0.09	90.00	0.65
245.00	CHEVRON CORP SUB-ACCOUNT 8336041700	245.0000	16,134.86	17,255.35	0.11	666.40	3.86
195.00	DEVON ENERGY CORP NEW SUB-ACCOUNT 8336041700	195.0000	10,896.47	13,129.35	0.08	124.80	0.95
100.00	EOG RES INC SUB-ACCOUNT 8336041700	100.0000	6,767.81	8,351.00	0.05	58.00	0.69
605.00	EXXON MOBIL CORP SUB-ACCOUNT 8336041700	605.0000	31,427.11	41,509.05	0.26	1,016.40	2.45
200.00	OCCIDENTAL PETE CORP SUB-ACCOUNT 8336041700	200.0000	13,395.55	15,680.00	0.10	264.00	1.68
190.00	SCHLUMBERGER LTD SUB-ACCOUNT 8336041700	190.0000	7,617.01	11,324.00	0.07	159.60	1.41
			112,633.58	137,365.25	0.87	2,451.20	1.78

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	FINANCE						
100.00	AXIS CAP HLDGS LTD SUB-ACCOUNT 8336041700	100.0000	3,399.07	3,018.00	0.02	80.00	2.65
145.00	ACE LTD SUB-ACCOUNT 8336041700	145.0000	6,655.24	7,751.70	0.05	179.80	2.32
150.00	AMERIPRISE FINL INC SUB-ACCOUNT 8336041700	150.0000	6,387.02	5,449.50	0.03	102.00	1.87
100.00	AON CORP SUB-ACCOUNT 8336041700	100.0000	3,980.86	4,069.00	0.03	60.00	1.47
1,800.00	CITIGROUP INC SUB-ACCOUNT 8336041700	1,800.0000	7,404.63	8,712.00	0.06	0.00	0.00
165.00	GOLDMAN SACHS GROUP INC SUB-ACCOUNT 8336041700	165.0000	19,696.30	30,417.75	0.19	231.00	0.76
50.00	MASTERCARD INC CL A SUB-ACCOUNT 8336041700	50.0000	9,073.01	10,107.50	0.06	30.00	0.30
100.00	METLIFE INC SUB-ACCOUNT 8336041700	100.0000	2,713.90	3,807.00	0.02	74.00	1.94
480.00	MORGAN STANLEY NEW SUB-ACCOUNT 8336041700	480.0000	13,639.66	14,822.40	0.09	96.00	0.65
175.00	PRUDENTIAL FINL INC SUB-ACCOUNT 8336041700	175.0000	6,370.60	8,734.25	0.06	101.50	1.16
200.00	TD AMERITRADE HLDG CORP SUB-ACCOUNT 8336041700	200.0000	3,132.40	3,926.00	0.02	0.00	0.00

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	FINANCE (CONT)						
175.00	TRAVELERS COS INC SUB-ACCOUNT 8336041700	175.0000	7,647.28	8,615.25	0.05	210.00	2.44
			90,099.97	109,430.35	0.69	1,164.30	1.06
	HEALTH CARE						
475.00	ABBOTT LABS SUB-ACCOUNT 8336041700	475.0000	22,665.99	23,498.25	0.15	760.00	3.23
375.00	AETNA INC NEW SUB-ACCOUNT 8336041700	375.0000	12,185.60	10,436.25	0.07	15.00	0.14
200.00	BAXTER INTL INC SUB-ACCOUNT 8336041700	200.0000	9,994.32	11,402.00	0.07	208.00	1.82
400.00	BRISTOL MYERS SQUIBB CO SUB-ACCOUNT 8336041700	400.0000	8,081.93	9,008.00	0.06	496.00	5.51
100.00	CARDINAL HEALTH INC SUB-ACCOUNT 8336041700	100.0000	2,165.74	2,680.00	0.02	70.00	2.61
275.00	CELGENE CORP SUB-ACCOUNT 8336041700	275.0000	13,682.29	15,372.50	0.10	0.00	0.00
250.00	GILEAD SCIENCES INC SUB-ACCOUNT 8336041700	250.0000	11,722.75	11,625.00	0.07	0.00	0.00
100.00	MCKESSON CORP SUB-ACCOUNT 8336041700	100.0000	3,541.48	5,955.00	0.04	48.00	0.81
950.00	MERCK & CO INC SUB-ACCOUNT 8336041700	950.0000	32,052.88	30,048.50	0.19	1,444.00	4.81

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	HEALTH CARE (CONT)						
1,500.00	PFIZER INC SUB-ACCOUNT 8336041700	1,500.0000	22,015.25	24,825.00	0.16	960.00	3.87
			138,108.23	144,850.50	0.92	4,001.00	2.76
	INDUSTRIAL COMMODITIES						
275.00	COVIDIEN PLC SUB-ACCOUNT 8336041700	275.0000	10,139.55	11,896.50	0.08	198.00	1.66
500.00	DOW CHEM CO SUB-ACCOUNT 8336041700	500.0000	6,863.84	13,035.00	0.08	300.00	2.30
225.00	FREEPORT-MCMORAN COPPER & GOLD SUB-ACCOUNT 8336041700	225.0000	13,730.67	15,437.25	0.10	0.00	0.00
255.00	PRAXAIR INC SUB-ACCOUNT 8336041700	255.0000	15,084.93	20,830.95	0.13	408.00	1.96
			45,818.99	61,199.70	0.39	906.00	1.48
	RETAIL						
100.00	ADVANCED AUTO PTS INC SUB-ACCOUNT 8336041700	100.0000	3,520.82	3,928.00	0.02	24.00	0.61
100.00	AMAZON.COM INC SUB-ACCOUNT 8336041700	100.0000	8,337.66	9,336.00	0.06	0.00	0.00
465.00	CVS CAREMARK CORP SUB-ACCOUNT 8336041700	465.0000	15,245.48	16,619.10	0.11	141.83	0.85

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	RETAIL (CONT)						
150.00	NIKE INC CL B SUB-ACCOUNT 8336041700	150.0000	8,677.10	9,705.00	0.06	150.00	1.55
575.00	STAPLES INC SUB-ACCOUNT 8336041700	575.0000	12,667.17	13,351.50	0.08	189.75	1.42
175.00	URBAN OUTFITTERS INC COM SUB-ACCOUNT 8336041700	175.0000	2,611.37	5,279.75	0.03	0.00	0.00
100.00	V F CORP COM SUB-ACCOUNT 8336041700	100.0000	5,730.48	7,243.00	0.05	236.00	3.26
330.00	WAL MART STORES INC SUB-ACCOUNT 8336041700	330.0000	15,487.53	16,199.70	0.10	359.70	2.22
			72,277.61	81,662.05	0.52	1,101.28	1.35
	TECHNOLOGY						
200.00	COOPER INDS PLC SUB-ACCOUNT 8336041700	200.0000	6,540.34	7,514.00	0.05	200.00	2.66
105.00	APPLE INC SUB-ACCOUNT 8336041700	105.0000	7,832.46	19,461.75	0.12	0.00	0.00
1,315.00	CISCO SYS INC SUB-ACCOUNT 8336041700	1,315.0000	26,120.16	30,955.10	0.20	0.00	0.00
57.00	GOOGLE INC CL A SUB-ACCOUNT 8336041700	57.0000	23,621.41	28,263.45	0.18	0.00	0.00

SCHEDULE OF ASSETS
AS OF 9/30/09
WM. & CATHERINE BRYCE MEMORIAL FUND

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	TECHNOLOGY (CONT)						
805.00	HEWLETT PACKARD CO SUB-ACCOUNT 8336041700	805.0000	23,384.05	38,004.05	0.24	257.60	0.68
115.00	INTERNATIONAL BUSINESS MACHS CORP SUB-ACCOUNT 8336041700	115.0000	9,510.87	13,755.15	0.09	253.00	1.84
450.00	JUNIPER NETWORKS INC SUB-ACCOUNT 8336041700	450.0000	9,240.97	12,159.00	0.08	0.00	0.00
1,775.00	MICROSOFT CORP SUB-ACCOUNT 8336041700	1,775.0000	38,814.48	45,653.00	0.29	923.00	2.02
450.00	NATIONAL SEMICONDUCTOR CORP SUB-ACCOUNT 8336041700	450.0000	5,336.61	6,421.50	0.04	144.00	2.24
150.00	NETAPP INC SUB-ACCOUNT 8336041700	150.0000	2,348.16	4,002.00	0.03	0.00	0.00
250.00	PAYCHEX INC SUB-ACCOUNT 8336041700	250.0000	6,653.23	7,262.50	0.05	310.00	4.27
455.00	QUALCOMM INC SUB-ACCOUNT 8336041700	455.0000	17,089.01	20,465.90	0.13	309.40	1.51
400.00	XILINX INC SUB-ACCOUNT 8336041700	400.0000	8,660.27	9,368.00	0.06	224.00	2.39
			185,152.02	243,285.40	1.54	2,621.00	1.08

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	TRANSPORTATION						
630.00	NORFOLK SOUTHN CORP		28,321.47	27,159.30	0.17	856.80	3.15
	SUB-ACCOUNT 8336041700	630.0000					
	TELEPHONE UTILITIES						
550.00	AT & T INC		21,213.91	14,855.50	0.09	902.00	6.07
	SUB-ACCOUNT 8336041700	550.0000					
1,200.00	SPRINT NEXTEL CORP FON SHS		4,850.22	4,740.00	0.03	0.00	0.00
	SUB-ACCOUNT 8336041700	1,200.0000					
640.00	VERIZON COMMUNICATIONS		20,475.04	19,372.80	0.12	1,216.00	6.28
	SUB-ACCOUNT 8336041700	640.0000					
			46,539.17	38,968.30	0.25	2,118.00	5.44
	OTHER UTILITIES						
400.00	EDISON INTL		14,852.70	13,432.00	0.08	496.00	3.69
	SUB-ACCOUNT 8336041700	400.0000					
200.00	SOUTHERN CO		5,975.24	6,334.00	0.04	350.00	5.53
	SUB-ACCOUNT 8336041700	200.0000					
100.00	SOUTHWESTERN ENERGY CO		4,318.95	4,268.00	0.03	0.00	0.00
	SUB-ACCOUNT 8336041700	100.0000					
			25,146.89	24,034.00	0.15	846.00	3.52

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
	ALTERNATIVE INVESTMENTS						
1,613.00	ISHARES TR COHEN & STEERS REALTY MAJORS INDEX FD SUB-ACCOUNT 8336041700	1,613.0000	66,810.14	78,424.06	0.50	2,816.30	3.59
15,338.83	JPMORGAN MULTI-CAP MARKET NEUTRAL FD SELECT CLASS(OGNIX) SUB-ACCOUNT 8336041700	15,338.8320	163,147.53	155,228.98	0.98	0.00	0.00
			229,957.67	233,653.04	1.48	2,816.30	1.21
	OTHER						
12,091.19	DODGE & COX FDS INTL STK FD SUB-ACCOUNT 8336041700	12,091.1880	348,150.04	382,323.36	2.42	11,365.72	2.97
17,267.84	EATON VANCE SPL INVT TR LARGE CAP VALUE FD CL I SUB-ACCOUNT 8336041700	17,267.8430	225,000.00	275,422.10	1.74	4,904.07	1.78
7,482.99	HARTFORD MUT FDS INC CAPITAL APPRECIATION FD CL I SUB-ACCOUNT 8336041700	7,482.9930	165,000.00	214,387.75	1.36	3,210.20	1.50
2,955.00	ISHARES TR RUSSELL MIDCAP INDEX FD SUB-ACCOUNT 8336041700	2,955.0000	224,043.38	231,169.65	1.46	2,860.44	1.24
2,045.00	ISHARES TR RUSSELL 2000 INDEX FD SUB-ACCOUNT 8336041700	2,045.0000	139,789.66	123,190.80	0.78	1,188.15	0.96

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
29,384.61	JPMORGAN INTERNATIONAL VALUE FUND SELECT CLASS(JIESX) SUB-ACCOUNT 8336041700	29,384.6080	421,547.49	376,416.83	2.38	10,820.29	2.87
16,538.35	JPMORGAN ASIA EQUITY FUND(JPASX) SUB-ACCOUNT 8336041700	16,538.3460	380,000.00	493,835.01	3.12	1,939.45	0.39
4,153.51	JPMORGAN INTREPID AMERICA FUND SELECT CLASS(JPIAX) SUB-ACCOUNT 8336041700	4,153.5090	95,115.36	80,827.29	0.51	637.81	0.79
9,388.70	JPMORGAN INTREPID GROWTH FUND SELECT CLASS(JPGSX) SUB-ACCOUNT 8336041700	9,388.7000	188,625.73	172,658.19	1.09	1,102.70	0.64
7,696.47	JPMORGAN INTREPID INTERNATIONAL FD SELECT CL SUB-ACCOUNT 8336041700	7,696.4700	151,479.86	121,373.33	0.77	8,358.67	6.89
8,376.87	JPMORGAN US LARGE CAP CORE PLUS FD SELECT CL SUB-ACCOUNT 8336041700	8,376.8680	130,000.00	143,244.44	0.91	1,534.56	1.07
10,582.44	JPMORGAN TR I HIGHBRIDGE STATISTICAL MARKET NEUTRAL SELECT CLASS(HSKSX) SUB-ACCOUNT 8336041700	10,582.4430	168,875.02	171,118.10	1.08	345.52	0.20
26,658.77	JPMORGAN TR I US LARGE CAP VALUE PLUS FD SEL SUB-ACCOUNT 8336041700	26,658.7680	225,000.00	300,444.32	1.90	3,019.37	1.00
46,224.96	JPMORGAN MARKET EXPANSION INDEX FUND SELECT CLASS(PGMIX) SUB-ACCOUNT 8336041700	46,224.9610	300,000.00	382,280.43	2.42	4,169.95	1.09

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	EQUITIES (CONT)						
9,544.56	JPMORGAN INTERNATIONAL EQUITY INDEX FUND SELECT CLASS(OIEAX) SUB-ACCOUNT 8336041700	9,544.5600	111,829.60	177,433.37	1.12	7,176.94	4.04
25,295.11	OLD MUT ADVISOR FDS II ANALYTIC US LONG SHORT FD CL Z SUB-ACCOUNT 8336041700	25,295.1100	300,000.00	253,204.05	1.60	758.85	0.30
4,925.74	THORNBURG INVT TR VALUE FD CL I SUB-ACCOUNT 8336041700	4,925.7380	135,000.00	148,511.00	0.94	2,384.06	1.61
			3,709,456.14	4,047,840.02	25.61	65,776.75	1.62
	TOTAL EQUITIES		5,018,632.74	5,486,946.10	34.71	92,364.93	1.68
	REAL ESTATE						
100.00	3612 BYERS AVENUE SUB-ACCOUNT 8336041700	100.0000	494,710.80	360,000.00	2.28	0.00	0.00
50.00	BRYCE/801,813 7TH & 806 MACON LOT 1A,1B & LOT 5 BLK8,JENNINGS ADDN FORT WORTH, TARRANT CO., TX (ALLRIGHT) SUB-ACCOUNT 8336041700	50.0000	75,743.64	485,000.00	3.07	18,060.00	3.72
	TOTAL REAL ESTATE		570,454.44	845,000.00	5.35	18,060.00	2.14

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION		TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	FARM AND RANCH						
20.00	1926 ACRES, REEVES COUNTY TEXAS SUB-ACCOUNT 8336041700	20.0000	1.00	23,112.00	0.15	0.00	0.00
20.00	697 ACRES REEVES COUNTY TEXAS SUB-ACCOUNT 8336041700	20.0000	1.00	8,364.00	0.05	0.00	0.00
20.00	249.7 ACRES, REEVES COUNTY TEXAS SUB-ACCOUNT 8336041700	20.0000	1.00	2,988.00	0.02	0.00	0.00
	TOTAL FARM AND RANCH		3.00	34,464.00	0.22	0.00	0.00
	MINERAL ASSETS						
2.00	MINERAL PROPERTIES SUB-ACCOUNT 8336041700	2.0000	2.00	2.00	0.00	0.00	0.00
	MISCELLANEOUS						
1.00	SOUTHWESTERN EXPOSITION & FAT STOCK SHOW *** WORTHLESS SECURITY *** SUB-ACCOUNT 8336041700	1.0000	1.00	0.00	0.00	0.00	0.00
	TOTAL PRINCIPAL		14,597,381.58	15,806,603.96	100.00	436,549.76	2.76

INCOME

SCHEDULE OF ASSETS
AS OF 9/30/09
WM. & CATHERINE BRYCE MEMORIAL FUND

SHARES/UNITS OR PAR VALUE	ASSET DESCRIPTION	TAX COST	MARKET VALUE	PERCENTAGE OF MARKET	ESTIMATED ANNUAL INCOME	YIELD AT MARKET/ MATURITY
	CASH EQUIVALENTS					
85,058.44	JPMORGAN DEPOSIT SWEEP INSTITUTIONAL SUB-ACCOUNT 8336041700 38,152.5800 SUB-ACCOUNT 8336041701 46,905.8600	85,058.44	85,058.44	100.00	102.07	0.12
	TOTAL INCOME	85,058.44	85,058.44	100.00	102.07	0.12
	TOTAL ACCOUNT	14,682,440.02	15,891,662.40		436,651.83	2.75