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

2008

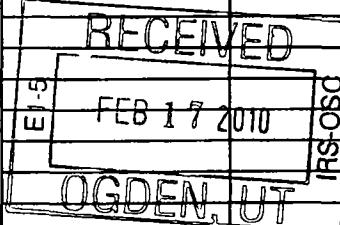
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

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

G Check all that apply: Initial return Final return Amended return Address change Name changePOSTMASTER
PRINT
OR TYPE.
SEE SPECIFIC
INSTRUCTIONS.

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation BIRDIE HARTSOUGH FREY MEMORIAL FUND 8336220600 / R76942003	A Employer identification number 75-6038684
	Number and street (or P O box number if mail is not delivered to street address) C/O JPMORGAN CHASE BANK, NA; P.O.BOX 3038	Room/suite
	City or town, state, and ZIP code MILWAUKEE, WI 53201	
H Check type of organization:	<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	J Accounting method:	<input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____
► \$ 280,756. (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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 ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	165.	165.		STATEMENT 1
	4 Dividends and interest from securities	7,671.	7,671.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<31,058.>			
	b Gross sales price for all assets on line 6a	150,502.			
	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	169.	0.		STATEMENT 3
	12 Total. Add lines 1 through 11	<23,053.>	7,836.		
	13 Compensation of officers, directors, trustees, etc	6,798.	5,098.	1,700.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	825.	0.	825.	
	c Other professional fees				
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses					
24 Total operating and administrative expenses Add lines 13 through 23	7,623.	5,098.	2,525.		
25 Contributions, gifts, grants paid	14,600.		14,600.		
26 Total expenses and disbursements Add lines 24 and 25	22,223.	5,098.	17,125.		
27 Subtract line 26 from line 12.	<45,276.>				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		2,738.			
c Adjusted net income (if negative, enter -0-)			N/A		



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

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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
	1 Cash - non-interest-bearing		<14,000. >	<14,000. >
	2 Savings and temporary cash investments	24,912.	34,892.	34,892.
	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			
	b Investments - corporate stock	STMT 5	174,253.	146,679.
	c Investments - corporate bonds	STMT 6	117,357.	103,825.
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)		316,522.	271,396.
	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.
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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 ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds		316,522.	271,396.
	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		316,522.	271,396.
	31 Total liabilities and net assets/fund balances		316,522.	271,396.

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)	1 316,522.
2 Enter amount from Part I, line 27a	2 <45,276. >
3 Other increases not included in line 2 (itemize) ► RETURN OF UNUSED FUNDS (RECOVERY)	3 150.
4 Add lines 1, 2, and 3	4 271,396.
5 Decreases not included in line 2 (itemize) ►	5 0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 271,396.

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2008.05020 BIRDIE HARTSOUGH FREY MEMOR 83362201

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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 CAPITAL GAINS DIVIDENDS					
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 149,135.			181,560.	<32,425. >	
b 1,367.				1,367.	
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))	
(i) F.M.V. as of 12/31/69		(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				<32,425. >	
b				1,367.	
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	<31,058. >
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	17,667.	343,026.	.051503
2006	17,110.	367,521.	.046555
2005	17,065.	347,097.	.049165
2004	16,649.	338,750.	.049148
2003	17,863.	332,482.	.053726

2 Total of line 1, column (d)

2 .250097

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 .050019

4 Enter the net value of noncharitable-use assets for 2008 from Part X, line 5

4 258,896.

5 Multiply line 4 by line 3

5 12,950.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 27.

7 Add lines 5 and 6

7 12,977.

8 Enter qualifying distributions from Part XII, line 4

8 17,125.

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.

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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 ► <input type="checkbox"/> and enter "N/A" on line 1.	Date of ruling letter: _____ (attach copy of ruling letter if necessary-see instructions)	1	27.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
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	2	0.	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	3	27.	
5	Tax based on Investment income. Subtract line 4 from line 3. If zero or less, enter -0-	4	0.	
6	Credits/Payments:	5	27.	
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	200.	
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	200.	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	173.	
11	Enter the amount of line 10 to be: Credited to 2009 estimated tax ►	11	173.	
	0. Refunded ►			

Part VII-A Statements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	X	
<i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</i>			
1c	Did the foundation file Form 1120-POL for this year?	X	
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:	0.	
(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.	0.	
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	X	
<i>If "Yes," attach a detailed description of the activities</i>			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	X	
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
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?	X	
<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	N/A	
•	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?	X	
<i>If "Yes," complete Part II, col (c), and Part XV</i>			
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? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	X	
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	X	

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Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see 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? Website address ► **N/A** 13 X

14 The books are in care of ► **JPMORGAN CHASE BANK, N.A.** Telephone no. ► **(214) 965-2908**
Located at ► **201 N CENTRAL AVE., PHOENIX, AZ** ZIP+4 ► **85004**

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.

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)? Organizations relying on a current notice regarding disaster assistance check here ► **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(l)(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? N/A **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? N/A **4b** X

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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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

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)?

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

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?

b Did the foundation, during the year, pay premiums, dire

3a. At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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

I List all officers, directors, trustees, foundation managers and their compensation.

(b) Title, and average compensation for the year 1944.

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

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

3 Five highest-paid independent contractors for professional services. 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.

1 N/A	Expenses
	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.

1 N/A	Amount
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
Total. Add lines 1 through 3	0.

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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	226,729.
b	Average of monthly cash balances	1b	36,110.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	262,839.
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	262,839.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,943.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	258,896.
6	Minimum investment return. Enter 5% of line 5	6	12,945.

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	12,945.
2a	Tax on investment income for 2008 from Part VI, line 5	2a	27.
b	Income tax for 2008. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	27.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	12,918.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	12,918.
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	12,918.

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	17,125.
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	17,125.
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	27.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,098.

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.

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2008.05020 BIRDIE HARTSOUGH FREY MEMOR 83362201

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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				12,918.
2 Undistributed income, if any, as of the end of 2007			14,203.	
a Enter amount for 2007 only				
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 ► \$ 17,125.			14,203.	
a Applied to 2007, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2008 distributable amount				2,922.
e Remaining amount distributed out of corpus		0.		0.
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		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				9,996.
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				

BIRDIE HARTSOUGH FREY MEMORIAL FUND

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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)

		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					
	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:

JPMORGAN CHASE BANK, N.A., ATTN: ANNE MCCULLOUGH, (214) 965-2908
201 N CENTRAL AVE. PHOENIX AZ. 85004

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

NAME & PURPOSE OF ORGANIZATION - PURPOSE OF REQUEST - LIST OF BOARD MEMBERS

6. Any submission deadlines:

• All submission deadlines
SEPTEMBER 30

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

LIMITED TO ORGANIZATIONS OPERATING IN STEPHENVILLE, TEXAS

BIRDIE HARTSOUGH FREY MEMORIAL FUND

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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
a Paid during the year				
ALL CHURCH HOME FOR CHILDREN, 1424 SUMMIT AVENUE, FORT WORTH, TX 76102	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	7,000.
CITY OF STEPHENVILLE, 354 N BELKNAP STREET, STEPHENVILLE, TX 76401	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	300.
CROSS TIMBERS EMERGENCY RESPONSE, P.O. BOX 189, MORGAN MILL, TX 76465	NONE	NONE	PROGRAM SUPPORT	7,000.
NEW BETHEL CME CHURCH, 800 N MILLER, STEPHENVILLE, TX 76401	NONE	PUBLIC CHARITY	PROGRAM SUPPORT	150.
ST JOHN BAPTIST CHURCH, 306 E CROW STREET, STEPHENVILLE, TX 76401	NONE	NONE	GENERAL FUND	150.
Total				► 3a 14,600.
b Approved for future payment				
NONE				
Total				► 3b 0.

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Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	165.	
4 Dividends and interest from securities			14	7,671.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<31,058.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a EXCISE TAX REFUND					
b 9/30/08			01	169.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		<23,053.>	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	<23,053.>

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

Relationship of Activities to the Accomplishment of Exempt Purposes

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MONEY MARKET FUNDS	165.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	165.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
INTEREST & DIVIDENDS	9,038.	1,367.	7,671.
TOTAL TO FM 990-PF, PART I, LN 4	9,038.	1,367.	7,671.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EXCISE TAX REFUND 9/30/08	169.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	169.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	825.	0.		825.
TO FORM 990-PF, PG 1, LN 16B	825.	0.		825.

FORM 990-PF

CORPORATE STOCK

STATEMENT 5

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - EQUITIES	146,679.	152,970.
TOTAL TO FORM 990-PF, PART II, LINE 10B	146,679.	152,970.

FORM 990-PF

CORPORATE BONDS

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED - FIXED INCOME	103,825.	106,894.
TOTAL TO FORM 990-PF, PART II, LINE 10C	103,825.	106,894.

BIRDIE HARTSOUGH FREY MEMORIAL FUND

SUMMARY OF ASSETS AS OF 9/30/09

ACCOUNT NUMBER: 8336220600

<u>DESCRIPTION</u>	<u>TAX COST</u>	<u>MARKET VALUE</u>	<u>PERCENT MARKET</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>YIELD AT MARKET</u>
CASH	14,000.00-	14,000.00-	4.99-		
CASH EQUIVALENTS	34,891.83	34,891.83	12.43	41.87	0.12
MUTUAL FUNDS - FIXED INCOME	103,824.56	106,893.67	38.07	4,545.42	4.25
COMMON & MUTUAL FUNDS - EQUITIES	146,678.89	152,969.55	54.49	2,299.28	1.50
TOTAL ACCOUNT	271,395.28	280,755.05	100.00	6,886.57	2.34



INVESTMENT REVIEW

BIRDIE HARTSOUGH FREY MEMORIAL FUND DETAIL OF ASSETS AS OF 9/30/09 PAGE 73
 ACCOUNT NUMBER: 8336220600

<u>SHARES</u>	<u>PAR VALUE</u>	<u>OR UNITS</u>	<u>DESCRIPTION</u>	<u>TAX COST</u>	<u>MARKET PRICE</u>	<u>MARKET VALUE</u>	<u>PERCENT MARKET</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>CURRENT YLD/YLD TO MAT</u>
<u>CASH</u>									
0.00	INCOME CASH				0.00	0.00	0.00	0.00	
14,000.00-	PRINCIPAL CASH				14,000.00-	14,000.00-	4.99-		
14,000.00-	NET CASH				14,000.00-	14,000.00-	4.99-		
<u>CASH EQUIVALENTS</u>									
31,299.47	JPMORGAN DEPOSIT SWEEP INSTITUTIONAL				31,299.47	1.00	31,299.47	11.15	37.56 0.12
3,592.36	JPMORGAN DEPOSIT SWEEP INSTITUTIONAL				3,592.36	1.00	3,592.36	1.28	4.31 0.12
<u>TOTAL CASH EQUIVALENTS</u>									
34,891.83					34,891.83	12.43	34,891.83	41.87	0.12
<u>MUTUAL FUNDS - FIXED INCOME</u>									
132	ISHARES BARCLAYS TIPS BD FD				12,908.14	102.88	13,580.16	4.84	528.79 3.89

INVESTMENT REVIEW

BIRDIE HARTSOUGH FREY MEMORIAL FUND

DETAIL OF ASSETS AS OF 9/30/09

PAGE 74
ACCOUNT NUMBER: 8336220600

<u>SHARES PAR VALUE OR UNITS</u>	<u>DESCRIPTION</u>	<u>TAX COST</u>	<u>MARKET PRICE</u>	<u>MARKET VALUE</u>	<u>PERCENT MARKET</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>CURRENT YLD/YLD TO MAT</u>
1,788.47	JPMORGAN HIGH YIELD BOND FUND	13,935.02	7.45	13,324.13	4.75	1,116.01	8.38
3,683.15	JPMORGAN SHORT DURATION BOND FUND	39,308.11	10.85	39,962.12	14.23	1,016.55	2.54
493.19	JPMORGAN STRAT INCM OPPTYS FD SEL	4,995.98	11.46	5,651.92	2.01	201.22	3.56
2,478.58	JPMORGAN TOTAL RETURN FUND SEL	24,998.60	10.42	25,826.81	9.20	1,249.20	4.84
888.62	VANGUARD FX INC SEC INT TM INVT GRD*	7,678.71	9.62	8,548.53	3.04	433.65	5.07
TOTAL MUTUAL FUNDS - FIXED INCOME		103,824.56		106,893.67	38.07	4,545.42	4.25
<u>COMMON & MUTUAL FUNDS - EQUITIES</u>							
401	ARTIO GLOBAL INVT INTL EQ FD II I*	2,991.46	12.08	4,844.08	1.73	144.76	2.99
203.82	ASTON FDS TAMRO SMALL CAP FD CL I*	2,637.36	16.02	3,265.12	1.16	4.08	0.12
121	ISHARES MSCI ALL CNTRY ASIA EX JP FD	5,587.44	53.02	6,415.42	2.29	47.19	0.74

INVESTMENT REVIEW

BIRDIE HARTSDOUGH FREY MEMORIAL FUND

DETAIL OF ASSETS AS OF 9/30/09

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ACCOUNT NUMBER: 8336220600

<u>SHARES PAR VALUE OR UNITS</u>	<u>DESCRIPTION</u>	<u>TAX COST</u>	<u>MARKET PRICE</u>	<u>MARKET VALUE</u>	<u>PERCENT MARKET</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>CURRENT YLD/YLD TO MAT</u>
41	ISHARES TR RUSSELL MIDCAP INDEX FD	2,249.63	78.23	3,207.43	1.14	39.69	1.24
101	ISHARES TR RUSSELL 2000 INDEX FD	5,563.05	60.24	6,084.24	2.17	58.68	0.96
431.87	JPMORGAN ASIA EQUITY FUND	10,867.04	29.86	12,895.76	4.59	50.65	0.39
1,270	JPMORGAN EQUITY INCOME FD	7,912.08	7.22	9,169.38	3.27	282.17	3.08
892	JPMORGAN GROWTH ADVANTAGE FD SELECT	5,066.56	6.74	6,012.08	2.14	0.00	0.00
450.19	JPMORGAN HIGHBRIDGE STAT MKT NEUT FD	7,286.58	16.17	7,279.52	2.59	14.70	0.20
1,298.92	JPMORGAN INTERNATIONAL VALUE FUND	19,235.44	12.81	16,639.11	5.93	478.30	2.87
371.19	JPMORGAN INTREPID AMERICA FUND	8,559.62	19.46	7,223.38	2.57	57.00	0.79
207.82	JPMORGAN INTREPID INTL FD SELECT CL	4,193.90	15.77	3,277.24	1.17	225.70	6.89
199.73	JPMORGAN LARGE CAP GROWTH FUND	2,311.90	15.28	3,051.94	1.09	6.07	0.20

INVESTMENT REVIEW

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ACCOUNT NUMBER: 8336220600

BIRDIE HARTSOUGH FREY MEMORIAL FUND

DETAIL OF ASSETS AS OF 9/30/09

<u>SHARES</u>	<u>SHAR E PRICE</u>	<u>MARKET PRICE</u>	<u>MARKET VALUE</u>	<u>PERCENT MARKET</u>	<u>ESTIMATED ANNUAL INCOME</u>	<u>CURRENT YLD/YLD TO MAT</u>
<u>SHAR E UNITS</u>	<u>DESCRIPTION</u>	<u>TAX COST</u>				
815.26	JPMORGAN MARKET EXPANSION INDEX FUND	5,274.72	8.27	6,742.18	2.40	73.54
625.5	JPMORGAN TAX AWARE DISCIP EQ INSTL	10,382.32	14.77	9,238.66	3.29	148.04
1,487.27	JPMORGAN US EQUITY FUND	10,304.51	8.46	12,582.34	4.48	156.68
773.74	JPMORGAN US LARGE CAP CORE PLUS SEL	14,850.84	17.10	13,230.90	4.71	141.74
306.44	JPMORGAN US REAL ESTATE FUND	5,331.91	11.14	3,413.80	1.22	86.02
730	LEGG MASON PARTNERS EQUITY TR CL I*	7,533.60	11.85	8,650.50	3.08	170.82
382	MATTHEWS INTL FDS PAC TIGER FD*	5,913.27	18.01	6,879.82	2.45	113.45
29	SPDR GOLD TR GOLD SHS	2,625.66	98.85	2,866.65	1.02	0.00
TOTAL COMMON & MUTUAL FUNDS - EQUITIES		146,678.89		152,969.55	56.49	2,299.28
TOTAL ACCOUNT		271,395.28		280,755.05	100.00	6,886.57
						2.34