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

**2008**

Department of the Treasury  
Internal Revenue Service

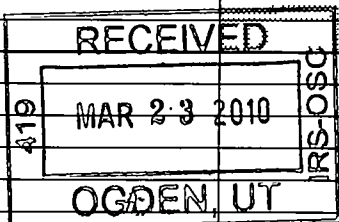
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2008, or tax year beginning **NOV 1, 2008**, and ending **OCT 31, 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 <b>THE STUART CHARITABLE FOUNDATION</b>		A Employer identification number <b>76-0554432</b>
	Number and street (or P O box number if mail is not delivered to street address) <b>117 WELL SPRINGS</b>	Room/suite	B Telephone number <b>713-416-7818</b>
	City or town, state, and ZIP code <b>BOERNE, TX 78006</b>		C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
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			E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>1637413.</b> (Part I, column (d) must be on cash basis.)		J Accounting method. <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			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				
	4 Dividends and interest from securities	37566.	37566.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<313115.>			STATEMENT 1
	b Gross sales price for all assets on line 6a <b>2131801.</b>				
	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				
	12 Total. Add lines 1 through 11	<275549.>	37566.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees <b>STMT 3</b>	5748.	5748.		0.
	c Other professional fees				
	17 Interest				
	18 Taxes <b>STMT 4</b>	309.	309.		0.
	19 Depreciation and depletion	370.	0.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
23 Other expenses <b>STMT 5</b>	7476.	5924.		1552.	
24 Total operating and administrative expenses. Add lines 13 through 23	13903.	11981.		1552.	
25 Contributions, gifts, grants paid	103750.			103750.	
26 Total expenses and disbursements. Add lines 24 and 25	117653.	11981.		105302.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	<393202.>				
b Net investment income (if negative, enter -0-)		25585.			
c Adjusted net income (if negative, enter -0-)			N/A		



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19

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		1.			
	2	Savings and temporary cash investments		445500.	1586727.	1586727.	
	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			2760.	2451.	2451.
	10a	Investments - U S and state government obligations					
	b	Investments - corporate stock	STMT 6		1208123.	47495.	47495.
	c	Investments - corporate bonds					
11	Investments - land, buildings, and equipment basis						
	Less: accumulated depreciation						
12	Investments - mortgage loans						
13	Investments - other						
14	Land, buildings, and equipment basis	2390.					
	Less: accumulated depreciation	STMT 7	1650.	1110.	740.	740.	
15	Other assets (describe)						
16	<b>Total assets (to be completed by all filers)</b>			1657494.	1637413.	1637413.	
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	<b>Total liabilities (add lines 17 through 22)</b>			0.	0.		
Net Assets or Fund Balances	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			2504800.	2877921.		
28	Paid-in or capital surplus, or land, bldg, and equipment fund			0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds			<847306.>	<1240508.>		
30	<b>Total net assets or fund balances</b>			1657494.	1637413.		
31	<b>Total liabilities and net assets/fund balances</b>			1657494.	1637413.		

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	1657494.
2	Enter amount from Part I, line 27a	2	<393202.>
3	Other increases not included in line 2 (itemize) <b>UNREALIZED GAIN - SECURITIES</b>	3	373121.
4	Add lines 1, 2, and 3	4	1637413.
5	Decreases not included in line 2 (itemize)	5	0.
6	<b>Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	6	<b>1637413.</b>

**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	<b>SEE ATTACHED STATEMENT</b>			
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e	2131801.	2444916.	<313115.>	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				
b				
c				
d				
e			<313115.>	
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	<313115.>
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	107746.	2207157.	.048817
2006	107500.	2348203.	.045780
2005	106250.	2168059.	.049007
2004	100250.	2120456.	.047278
2003	43250.	2025445.	.021353
2	Total of line 1, column (d)		.212235
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		.042447
4	Enter the net value of noncharitable-use assets for 2008 from Part X, line 5		1606234.
5	Multiply line 4 by line 3		68180.
6	Enter 1% of net investment income (1% of Part I, line 27b)		256.
7	Add lines 5 and 6		68436.
8	Enter qualifying distributions from Part XII, line 4		105302.

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 <input type="checkbox"/> 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	256.
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	256.
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	256.
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008	6a	2451.
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	2451.
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	2195.
11	Enter the amount of line 10 to be Credited to 2009 estimated tax	11	0.

**Part VII-A Statements Regarding Activities**

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

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
14 The books are in care of DONALD STUART JACKSON Telephone no 713-416-7818
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

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?
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?
(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)?
(6) Agree to pay money or property to a government official?
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)?
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?
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?
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?
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?
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?
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?
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?

**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)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?  Yes  No  
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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

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

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

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

**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
SEE STATEMENT 8		0.	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	

**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	
All other program-related investments See instructions	
<b>Total.</b> Add lines 1 through 3 <span style="float: right;">▶</span>	0.

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	945463.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	685231.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	1630694.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1630694.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	24460.
<b>5</b>	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	1606234.
<b>6</b>	Minimum investment return. Enter 5% of line 5	<b>6</b>	80312.

**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 )

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	80312.
<b>2a</b>	Tax on investment income for 2008 from Part VI, line 5	<b>2a</b>	256.
<b>b</b>	Income tax for 2008 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	256.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	80056.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	80056.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	80056.

**Part XII** Qualifying Distributions (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	105302.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	105302.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	256.
<b>6</b>	Adjusted qualifying distributions. Subtract line 5 from line 4	<b>6</b>	105046.

**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				80056.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			103627.	
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 ▶ \$ 105302.				
a Applied to 2007, but not more than line 2a			103627.	
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				1675.
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				78381.
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		(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					
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
- 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)

<b>3 Grants and Contributions Paid During the Year or Approved for Future Payment</b>				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT 9				
<b>Total</b>			▶ <b>3a</b>	<b>103750.</b>
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>			▶ <b>3b</b>	<b>0.</b>





THE STUART CHARITABLE FOUNDATION

**Part IV** Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	SEE ATTACHED - STATEMENT A		VARIOUS	VARIOUS
b	SEE ATTACHED - STATEMENT A		VARIOUS	VARIOUS
c	SEE ATTACHED - OPPENHEIMER & CO		VARIOUS	VARIOUS
d	SEE ATTACHED - OPPENHEIMER & CO		VARIOUS	VARIOUS
e	111.72 SHS LOOMIS SAYLES		VARIOUS	09/15/09
f	CAPITAL GAINS DIVIDENDS			
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	357528.		524176.	<166648.>
b	650249.		833340.	<183091.>
c	643220.		542474.	100746.
d	468406.		544926.	<76520.>
e	1421.			1421.
f	10977.			10977.
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			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<166648.>
b			<183091.>
c			100746.
d			<76520.>
e			1421.
f			10977.
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	<313115.>
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

2008 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FAX PRINTER	08/24/98	SL	5.00		H116	540.				540.	540.		0.	540.
2	COMPUTER	11/08/06	SL	5.00		H116	1850.				1850.	740.		370.	1110.
	* TOTAL 990-PF PG 1 DEPR						2390.				2390.	1280.		370.	1650.

**The Stuart Charitable Foundation (76-0554432)**  
**Summary of Realized Gain/Loss**  
**November 1, 2008 - October 31, 2009**

**Statement A**

	Quantity	Purchase Date	Sale Date	Long Term			Short Term		
				Proceeds	Cost	Gain (Loss)	Proceeds	Cost	Gain (Loss)
<b>Stanford (NJL-001900)</b>									
Various - November 2008 statement				116,446.14	202,666.85	(86,220.71)	107,114.48	195,382.23	(88,267.75)
Select Sector SPDR	722.000	11/04/08	12/01/08				13,735.90	16,584.12	(2,848.22)
Janus Advisor	0.002	06/20/08	12/09/08				0.06	0.09	(0.03)
Mutual Senes European	5,523.655	09/22/08	12/10/08				92,852.64	111,135.93	(18,283.29)
Ishares Inc MSCI Brazil	246.000	02/08/08	12/16/08				8,985.29	18,343.33	(9,358.04)
Ishares Inc MSCI Singapore	1,891.000	10/14/08	12/16/08				13,442.66	16,196.04	(2,753.38)
Ishares Inc MSCI Mexico	907.000	10/14/08	12/16/08				28,834.54	32,513.68	(3,679.14)
Ishares Inc MSCI Japan	17.000	05/30/08	12/16/08				154.76	231.29	(76.53)
Ishares Inc MSCI Japan	1,722.000	06/17/08	12/16/08				15,676.14	22,734.53	(7,058.39)
Ishares Inc MSCI Hong Kong	1,374.000	10/14/08	12/16/08				14,891.18	16,409.54	(1,518.36)
Pioneer Global	10,367.521	Various	12/16/08	61,409.25	116,934.51	(55,525.26)	7,223.74	11,066.02	(3,842.28)
Various - January 2009 statement				179,672.94	204,574.92	(24,901.98)	306,315.53	343,263.44	(36,947.91)
Various - February 2009 statement							41,021.92	49,480.05	(8,458.13)
<b>Total</b>				<b>357,528.33</b>	<b>524,176.28</b>	<b>(166,647.95)</b>	<b>650,248.84</b>	<b>833,340.29</b>	<b>(183,091.45)</b>

**Stanford Investment Account Statement**

Statement Period: 11/01/2008 - 11/30/2008

**Schedule of Realized Gains and Losses Current Period (continued)**

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
<b>Short Term (continued)</b>								
11/18/08	11/04/08	SELL	SPDR SER TR MORGAN	MTK	46 000	1,770.76	1,432.75	-338.01
			STANLEY TECHNOLOGY					
11/25/08	04/24/08	SELL	ISHARES INC MSCI	EWC	1,431 000	46,106.39	23,030.10	-23,076.29
			CDA INDEX FD					
11/25/08	08/29/08	SELL	VANGUARD WORLD FDS	VHT	323 000	18,614.59	13,494.12	-5,120.47
			VANGUARD HEALTH CARE					
11/26/08	06/20/08	SELL	JANUS ADVISER FORTY	JCAPX	1,901 170	82,567.83	43,118.54	-39,449.29
			FUND CLASS 1					
11/26/08	12/27/07	SELL	KEELEY SMALL CAP	KSCVX	82 182	2,258.37	1,291.90	-966.47
			VALUE FUND CLASS A					
11/26/08	12/27/07	SELL	KINETICS PARADIGM	WWNPX	21 675	669.97	306.05	-363.92
			FUND INVESTOR CLASS					
11/26/08	12/27/07	SELL	KINETICS PARADIGM	WWNPX	32 842	1,015.14	463.73	-551.41
			FUND INVESTOR CLASS					
11/26/08	12/27/07	SELL	KINETICS PARADIGM	WWNPX	10 621	328.28	149.97	-178.31
			FUND INVESTOR CLASS					
<b>Total Short Term</b>						<b>\$195,382.23</b>	<b>\$107,114.48</b>	<b>-\$88,267.75</b>
<b>Long Term</b>								
11/18/08	02/28/07	SELL	POWERSHARES EXCHANGE	PWJ	1,768 000	35,305.19	21,842.09	-13,463.10
			TRADED FD TR DYNAMIC					
11/18/08	10/24/07	SELL	POWERSHARES EXCHANGE	PWJ	33 000	790.68	407.69	-382.99
			TRADED FD TR DYNAMIC					
11/19/08	10/24/07	SELL	POWERSHARES EXCHANGE	PWJ	206 000	4,935.76	2,580.50	-2,355.26
			TRADED FD TR DYNAMIC					
11/26/08	02/28/07	SELL	KEELEY SMALL CAP	KSCVX	2,832 115	74,682.88	44,520.85	-30,162.03
			VALUE FUND CLASS A					
11/26/08	02/28/07	SELL	KINETICS PARADIGM	WWNPX	3,335 341	86,952.34	47,095.01	-39,857.33
			FUND INVESTOR CLASS					
<b>Total Long Term</b>						<b>\$202,666.85</b>	<b>\$116,446.14</b>	<b>-\$86,220.71</b>
<b>Total Short Term and Long Term</b>						<b>\$398,049.08</b>	<b>\$223,560.62</b>	<b>-\$174,488.46</b>

The information provided is meant as a general guide and should not be relied upon in the preparation of tax returns. No one associated with Pershing is authorized to give tax advice.

## Transactions by Type of Activity (continued)

Process/ Settlement Date	Trade/ Transaction Date	Activity Type	Description	Quantity	Price	Accrued Interest	Amount	CCY
		<b>Dividends and Interest</b>						
11/03/08		CASH DIVIDEND RECEIVED	OPPENHEIMER INTL BOND CLASS A FOR ACCRUAL PERIOD ENDING 10/31/08				501.45	USD
11/04/08		CASH DIVIDEND RECEIVED	PIONEER GLOBAL HIGH YIELD FUND CLASS A FOR ACCRUAL PERIOD ENDING 10/31/08				920.08	USD
11/28/08		CASH DIVIDEND RECEIVED	LOOMIS SAYLES BOND FUND RETAIL CLASS 17219 9210 SHRS RD 11/24 PD 11/25/08				1,362.10	USD
11/28/08		CASH DIVIDEND RECEIVED	RYDEX MANAGED FUTURES STRATEGY FUND CLASS H 2404.7700 SHRS RD 11/24 PD 11/25/08				275.93	USD
11/28/08		MONEY MARKET FUND INCOME RECEIVED	US TREASURY CASH				181.77	USD
			<b>Total Dividends and Interest</b>			<b>\$0.00</b>	<b>\$3,241.33</b>	
		<b>Distributions</b>						
11/18/08		LONG TERM CAPITAL GAIN DISTRIBUTION	HUSSMAN STRATEGIC GROWTH FUND 4481.3240 SHRS RD 11/13 PD 11/14/08				7,551.38	USD
11/18/08		SHORT TERM CAPITAL GAIN DISTRIBUTION	HUSSMAN STRATEGIC GROWTH FUND 4481.3240 SHRS RD 11/13 PD 11/14/08				826.01	USD
11/28/08		LONG TERM CAPITAL GAIN DISTRIBUTION	RYDEX MANAGED FUTURES STRATEGY FUND CLASS H 2404.7700 SHRS RD 11/24 PD 11/25/08				1,097.51	USD
11/28/08		SHORT TERM CAPITAL GAIN DISTRIBUTION	RYDEX MANAGED FUTURES STRATEGY FUND CLASS H 2404.7700 SHRS RD 11/24 PD 11/25/08				113.89	USD
			<b>Total Distributions</b>			<b>\$0.00</b>	<b>\$9,588.79</b>	
			<b>Total Value of all Transactions</b>			<b>\$0.00</b>	<b>\$10,201.74</b>	

The price and quantity displayed may have been rounded.

## Schedule of Realized Gains and Losses Current Period

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
Short Term -11/18/08	07/09/08	SELL	SPDR SER TR MORGAN STANLEY TECHNOLOGY	MTK	765,000	42,050.90	23,827.32	-18,223.58





Stanford Group Company  
5051 Westheimer  
Houston, Texas 77056  
800-958-0009

Stanford Group Company member FidelitySPIC  
A member of The Standard Financial Group

### Stanford Investment Account Statement

Statement Period: 01/01/2009 - 01/31/2009

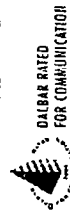
#### Transactions by Type of Activity (continued)

Process/ Settlement Date	Trade/ Transaction Date	Activity Type	Description	Quantity	Price	Accrued Interest	Amount	CCY
<b>Dividends and Interest</b>								
01/02/09		CASH DIVIDEND RECEIVED	HUSSMAN STRATEGIC GROWTH FUND 5180.0220 SHRS RD 12/30 PD 12/31/08				130.54	USD
01/02/09		CASH DIVIDEND RECEIVED	275 SHRS ISHARES TR IBOXX HIGH YIELD CORP BD FD RD 12/31 PD 01/02/09				144.19	USD
01/02/09		CASH DIVIDEND RECEIVED	491 SHRS SPDR SER TR MORGAN STANLEY TECHNOLOGY ETF RD 12/23 PD 01/02/09				42.67	USD
01/05/09		CASH DIVIDEND RECEIVED	1813 SHRS ISHARES TR S&P LATIN AMER 40 INDEX FD RD 12/31 PD 01/05/09				138.19	USD
01/29/09		CASH DIVIDEND RECEIVED	LOOMIS SAYLES BOND FUND RETAIL CLASS 17798.1660 SHRS RD 01/26 PD 01/27/09				1,139.08	USD
01/29/09		CASH DIVIDEND RECEIVED	OPPENHEIMER INTL BOND CLASS A FOR ACCRUAL PERIOD ENDING 01/28/09				243.18	USD
01/30/09		MONEY MARKET FUND INCOME RECEIVED	US TREASURY CASH				40.84	USD
<b>Total Dividends and Interest</b>					\$0.00		\$1,878.69	
<b>Total Value of all Transactions</b>					\$0.00		\$156,292.78	

The price and quantity displayed may have been rounded.

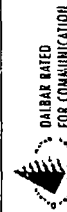
#### Schedule of Realized Gains and Losses Current Period

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
<b>Short Term</b>								
01/05/09	12/17/08	SELL	ISHARES TR IBOXX HIGH YIELD	HYG	225,000	15,036.75	17,883.75	2,847.00
01/06/09	12/17/08	SELL	ISHARES TR IBOXX HIGH YIELD	HYG	50,000	3,341.50	4,003.71	662.21



# Schedule of Realized Gains and Losses Current Period (continued)

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
<b>Short Term (continued)</b>								
01/15/09	09/26/08	SELL	UNITED STS NAT GAS FD LP UNIT	UNG	148,000	5,018.24	2,923.72	-2,094.52
01/20/09	11/14/08	SELL	HUSSMAN STRATEGIC GROWTH FUND	HSGFX	68,892	826.01	832.90	6.89
01/20/09	11/14/08	SELL	HUSSMAN STRATEGIC GROWTH FUND	HSGFX	629,806	7,551.38	7,614.35	62.97
01/20/09	12/31/08	SELL	HUSSMAN STRATEGIC GROWTH FUND	HSGFX	10,674	130.54	129.06	-1.48
01/21/09	11/18/08	SELL	ISHARES TR DOW JONES SELECT DIVID INDEX	DWY	1,430,000	58,519.32	50,060.59	-8,458.73
01/21/09	12/10/08	SELL	ISHARES TR DOW JONES SELECT DIVID INDEX	DWY	656,000	27,209.31	22,964.86	-4,244.45
01/21/09	12/11/08	SELL	ISHARES TR DOW JONES SELECT DIVID INDEX	DWY	271,000	11,121.57	9,487.01	-1,634.56
01/21/09	12/12/08	SELL	ISHARES TR DOW JONES SELECT DIVID INDEX	DWY	77,000	3,048.95	2,695.57	-353.38
01/21/09	12/15/08	SELL	ISHARES TR DOW JONES SELECT DIVID INDEX	DWY	155,000	6,134.73	5,426.14	-708.59
01/21/09	12/17/08	SELL	ISHARES TR S&P LATIN AMER 40 INDEX	ILF	517,000	13,954.09	12,361.35	-1,592.74
01/21/09	10/23/08	SELL	ISHARES S&P MIDCAP 400 VALUE INDEX FD	IJJ	160,000	7,590.40	7,320.31	-270.09
01/21/09	10/24/08	SELL	ISHARES S&P MIDCAP 400 VALUE INDEX FD	IJJ	80,000	3,797.12	3,660.15	-136.97
01/21/09	11/04/08	SELL	ISHARES S&P MIDCAP 400 VALUE INDEX FD	IJJ	30,000	1,621.79	1,372.56	-249.23
01/21/09	12/10/08	SELL	ISHARES TR S&P EURO PLUS INDEX FD	IEV	1,297,000	38,611.17	33,812.99	-4,798.18
01/21/09	12/11/08	SELL	ISHARES TR S&P EURO PLUS INDEX FD	IEV	950,000	28,581.89	24,766.65	-3,815.24
01/21/09	12/12/08	SELL	ISHARES TR S&P EURO PLUS INDEX FD	IEV	346,000	10,179.74	9,020.27	-1,159.47
01/21/09	12/15/08	SELL	ISHARES TR S&P EURO PLUS INDEX FD	IEV	330,000	9,835.16	8,603.15	-1,232.01
01/21/09	11/04/08	SELL	SPDR SER TR MORGAN STANLEY TECHNOLOGY	MTK	491,000	18,900.89	15,970.67	-2,930.22
01/21/09	12/17/08	SELL	VANGUARD INTL EQUITY INDEX FD INC	VPL	527,000	22,859.63	20,462.82	-2,396.81
01/21/09	12/18/08	SELL	VANGUARD INTL EQUITY INDEX FD INC	VPL	928,000	39,803.31	36,033.20	-3,770.11
01/23/09	01/31/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	102,018	669.24	584.56	-84.68





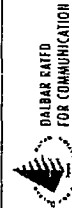
Stanford Group Company  
5051 Westheimer  
Houston, Texas 77056  
800 958 0009

**Stanford Investment Account Statement**

Statement Period: 01/01/2009 - 01/31/2009

**Schedule of Realized Gains and Losses Current Period (continued)**

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
<b>Short Term (continued)</b>								
01/23/09	02/29/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	91.121	609.60	522.12	-87.48
01/23/09	03/31/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	84.218	568.47	482.57	-85.90
01/23/09	04/30/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	75.885	503.12	434.82	-68.30
01/23/09	05/30/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	83.973	550.02	481.17	-68.85
01/23/09	06/30/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	77.470	501.23	443.90	-57.33
01/23/09	07/31/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	82.830	536.74	474.62	-62.12
01/23/09	08/29/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	82.726	522.00	474.02	-47.98
01/23/09	09/30/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	76.633	456.73	439.11	-17.62
01/23/09	10/31/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	90.514	501.45	518.65	17.20
01/23/09	11/28/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	72.070	409.36	412.96	3.60
01/23/09	12/30/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	88.816	525.79	508.92	-16.87
01/23/09	12/30/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	85.115	503.88	487.71	-16.17
01/23/09	12/30/08	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	461.541	2,732.32	2,644.62	-87.70
<b>Total Short Term</b>						<b>\$343,263.44</b>	<b>\$306,315.53</b>	<b>-\$36,947.91</b>
<b>Long Term</b>								
01/20/09	02/28/07	SELL	HUSSMAN STRATEGIC GROWTH FUND	HSGFX	1,799.045	28,316.97	21,750.45	-6,566.52
01/20/09	07/19/07	SELL	HUSSMAN STRATEGIC GROWTH FUND	HSGFX	204.204	3,218.25	2,468.83	-749.42
01/20/09	10/24/07	SELL	HUSSMAN STRATEGIC GROWTH FUND	HSGFX	208.588	3,443.78	2,521.83	-921.95
01/20/09	11/09/07	SELL	HUSSMAN STRATEGIC GROWTH FUND	HSGFX	295.405	4,631.95	3,571.45	-1,060.50



Account Number NIL-001900

THE STUART CHARITABLE FOUNDATION

DALBAR RAIFED FOR COMMUNICATION

PAR-02-ROLL

Clearing Through Pershing LLC a subsidiary of The Bank of New York Mellon Corporation  
Member FINRA, NYSE SIPC

# Schedule of Realized Gains and Losses Current Period (continued)

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
<b>Long Term (continued)</b>								
01/20/09	11/12/07	SELL	HUSSMAN STRATEGIC GROWTH FUND	HSGFX	1,917.563	30,029.03	23,183.33	-6,845.70
01/20/09	12/31/07	SELL	HUSSMAN STRATEGIC GROWTH FUND	HSGFX	56.519	880.00	683.31	-196.69
01/23/09	02/28/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	17,686.433	107,002.91	101,343.26	-5,659.65
01/23/09	03/30/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	92.580	566.59	530.48	-36.11
01/23/09	04/30/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	95.963	599.77	549.87	-49.90
01/23/09	05/31/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	103.597	648.52	593.61	-54.91
01/23/09	06/29/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	104.558	646.17	599.12	-47.05
01/23/09	07/31/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	100.267	627.67	574.53	-53.14
01/23/09	08/31/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	117.738	728.80	674.64	-54.16
01/23/09	09/28/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	85.278	546.63	488.64	-57.99
01/23/09	10/24/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	2,209.611	14,318.28	12,661.07	-1,657.21
01/23/09	10/31/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	93.377	613.49	535.05	-78.44
01/23/09	11/30/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	104.144	689.43	596.75	-92.68
01/23/09	12/28/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	120.575	769.27	690.89	-78.38
01/23/09	12/28/07	SELL	OPPENHEIMER INTL BOND CLASS A	OIBAX	987.055	6,297.41	5,655.83	-641.58
<b>Total Long Term</b>						<b>\$204,574.92</b>	<b>\$179,672.94</b>	<b>-\$24,901.98</b>
<b>Total Short Term and Long Term</b>						<b>\$547,838.36</b>	<b>\$485,988.47</b>	<b>-\$61,849.89</b>

The information provided is meant as a general guide and should not be relied upon in the preparation of tax returns. No one associated with Pershing is authorized to give tax advice.

## Schedule of Realized Gains and Losses Current Period

Disposition Date	Acquisition Date	Closing Transaction	Description	Security Identifier	Quantity	Cost Basis	Proceeds	Realized Gain/Loss
<b>Short Term</b>								
02/12/09	12/18/08	SELL	UNITED STS OIL FD LP UNITS	USO	675,000	22,466.30	17,349.50	-5,116.80
02/12/09	01/15/09	SELL	UNITED STS OIL FD LP UNITS	USO	410,000	12,090.45	10,538.21	-1,552.24
02/12/09	02/06/09	SELL	UNITED STS OIL FD LP UNITS	USO	511,000	14,923.30	13,134.21	-1,789.09
<b>Total Short Term</b>						<b>\$49,480.05</b>	<b>\$41,021.92</b>	<b>-\$8,458.13</b>
<b>Total Short Term and Long Term</b>						<b>\$49,480.05</b>	<b>\$41,021.92</b>	<b>-\$8,458.13</b>

The information provided is meant as a general guide and should not be relied upon in the preparation of tax returns. No one associated with Pershing is authorized to give tax advice.

## Money Market Fund Detail

Date	Activity Type	Description	Amount	Balance
<b>Sweep Money Market Fund</b>				
US TREASURY CASH RESERVE INSTL				
Account Number 0000002180 Current Yield: 0.02% Activity Ending: 02/27/09				
01/31/09	Opening Balance		572,102.64	572,102.64
02/09/09	Withdrawal	MONEY FUND REDEMPTION	-15,009.76	557,092.88
02/10/09	Withdrawal	MONEY FUND REDEMPTION	-15,749.84	541,343.04
02/11/09	Withdrawal	MONEY FUND REDEMPTION	-123,000.32	418,342.72
02/18/09	Deposit	MONEY FUND PURCHASE	41,021.92	459,364.64
02/27/09	Deposit	INCOME REINVEST	3.89	459,368.53
<b>02/27/09 Closing Balance</b>			<b>\$459,368.53</b>	<b>\$459,368.53</b>

## Messages

Although a money market mutual fund seeks to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a money market mutual fund. Please see the money market mutual fund's prospectus or contact your investment professional for additional information.

On February 16, 2009, U.S. District Judge Reed O'Connor of the United States District Court for the Northern District of Texas signed an order appointing a Receiver to take possession and control of all the assets of Stanford International Bank, Ltd., Stanford Group Company, Stanford Capital Management, LLC, R. Allen Stanford, James M. Davis and Laura Pendergest-Holt and entities they control.

For additional information, please visit <http://stanfordfinancialreceivership.com/>.

Account Number: G53-1352578 (4)

**Realized Gain/(Loss) From 01/01/2009 To 12/31/2009**  
**Held At Oppenheimer & Co.**  
 Report printed on 01/11/2010 04:22 PM

FA Alan Riffle  
 FA# J6D

THE STUART CHARITABLE FOUNDATI  
 INVESTMENT A/C  
 ATTN: DONALD JACKSON PRESIDENT  
 117 WELL SPRINGS  
 BOERNE TX 78006  
 H: 830-816-5902

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Prct Gain/ (Loss)	Term G/L
6,477.162	ARBITRAGE FDS CL R OPEN END	11,890.00	01/16/2009	77,013.46	12,700.00	09/02/2009	82,259.96	5,246.50	6.81%	S
235	ISHARES SILVER TRUST ISHARES CLOSED END SBI/CBI EFTS	11,330.00	12/17/2008	2,664.34	15,190.00	06/11/2009	3,550.88	886.54	33.27%	S
1,364	ISHARES SILVER TRUST ISHARES CLOSED END SBI/CBI EFTS	11,330.00	12/17/2008	15,464.49	15,190.00	06/11/2009	20,610.22	5,145.73	33.27%	S
1,566	CLOSED END SBI/CBI EFTS ISHARES SILVER TRUST ISHARES CLOSED END SBI/CBI EFTS	10,970.00	12/18/2008	17,188.73	15,190.00	06/11/2009	23,662.47	6,473.74	37.66%	S
200	ISHARES TR S&P GL C STAPL CLOSED END SBI/CBI EFTS	44,870.00	10/23/2008	8,974.50	51,370.00	09/01/2009	10,214.44	1,239.94	13.82%	S
43	ISHARES TR S&P GL C STAPL CLOSED END SBI/CBI EFTS	44,680.00	10/24/2008	1,921.58	51,370.00	09/01/2009	2,196.10	274.52	14.29%	S
391	ISHARES TR S&P GL C STAPL CLOSED END SBI/CBI EFTS	44,070.00	01/21/2009	17,233.01	51,370.00	09/01/2009	19,969.23	2,736.22	15.88%	S
399	ISHARES TR S&P GL C STAPL CLOSED END SBI/CBI EFTS	44,130.00	01/22/2009	17,610.50	51,370.00	09/01/2009	20,377.81	2,767.31	15.71%	S
445	ISHARES TR JPMORGAN USD CLOSED END SBI/CBI EFTS	84,160.00	01/23/2009	37,451.91	97,090.00	09/02/2009	42,825.97	5,374.06	14.35%	S
722	ISHARES TR S&P GL C STAPL CLOSED END SBI/CBI EFTS	44,440.00	02/06/2009	32,090.59	51,370.00	09/01/2009	36,874.13	4,783.54	14.91%	S
107	ISHARES TR INDEX RUSSELL1000GRW CLOSED END SBI/CBI EFTS	35,750.00	10/23/2008	3,825.53	46,020.00	09/15/2009	4,844.01	1,018.48	26.62%	S
120	ISHARES TR INDEX RUSSELL1000GRW CLOSED END SBI/CBI EFTS	35,750.00	10/23/2008	4,290.31	46,050.00	09/15/2009	5,466.70	1,176.39	27.42%	S

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**Realized Gain/(Loss) From 01/01/2009 To 12/31/2009  
Held At Oppenheimer & Co.**

Report printed on 01/11/2010 04:22 PM

THE STUART CHARITABLE FOUNDATI

User Name Alan Ruffie

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/ (Loss)	Pct Gain/ (Loss)	Term G/L
107	ISHARES TR INDEX RUSSELL 1000GRW CLOSED END SBI/CBI EFTS	35 6200	10/24/2008	3,812 08	46 0500	09/15/2009	4,874 48	1,062 40	27 87%	S
333	ISHARES TR INDEX S&P MIDCP VALU CLOSED END SBI/CBI EFTS	54 0500	11/04/2008	18,001 92	63 2900	09/15/2009	20,785 29	2,783 37	15 46%	S
359	ISHARES TR INDEX S&P LTN AM 40 CLOSED END SBI/CBI EFTS	26 9900	12/17/2008	9,689 59	38 3162	08/31/2009	13,611 20	3,921 61	40 47%	S
937	ISHARES TR INDEX S&P LTN AM 40 CLOSED END SBI/CBI EFTS	26 7500	12/18/2008	25,068 50	38 3162	08/31/2009	35,525 60	10,457 10	41 71%	S
155	ISHARES TR INDEX BARCLYS TIPS BD CLOSED END SBI/CBI EFTS	98 2500	01/23/2009	15,229 34	102 0500	09/15/2009	15,663 16	433 82	2 85%	S
5,617 033	JPMORGAN HIGHBRIDGE STAT MKT NEUTRAL FD SELECT OPEN END	16 1900	06/11/2008	90,939 76	16 0900	09/15/2009	90,378 06	(561 70)	-0 62%	L
152	JPMORGAN HIGHBRIDGE STAT MKT NEUTRAL FD SELECT OPEN END	16 2500	07/01/2008	2 47	16 0900	09/15/2009	2 45	(0 02)	-0 98%	L
3,975 903	JPMORGAN HIGHBRIDGE STAT MKT NEUTRAL FD SELECT OPEN END	16 1800	09/11/2008	64,330 11	16 0900	09/15/2009	63,972 28	(357 83)	-0 56%	L
1 819	JPMORGAN HIGHBRIDGE STAT MKT NEUTRAL FD SELECT OPEN END	15 9813	10/01/2008	29 07	16 0900	09/15/2009	29 27	0 20	0 68%	S
19 032	JPMORGAN HIGHBRIDGE STAT MKT NEUTRAL FD SELECT OPEN END	16 4601	12/23/2008	313 27	16 0900	09/15/2009	306 22	(7 05)	-2 25%	S
111 72	LOOMIS SAYLES BD FD RETAIL OPEN END	0 0000	01/01/1900	0 00	12 7200	09/15/2009	1,421 08	N/A	N/A	
13,711 57 4	LOOMIS SAYLES BD FD RETAIL OPEN END	14 5500	02/28/2007	199,503 40	12 7200	09/15/2009	174,411 22	(25,092 18)	-12 58%	L
217 255	LOOMIS SAYLES BD FD RETAIL OPEN END	14 3699	03/23/2007	3,121 95	12 7200	09/15/2009	2,763 48	(358 47)	-11 48%	L
262 778	LOOMIS SAYLES BD FD RETAIL OPEN END	14 3000	06/22/2007	3,757 73	12 7200	09/15/2009	3,342 54	(415 19)	-11 05%	L

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Account Number: G53-1352578 (4)

Realized Gain/(Loss) From 01/01/2009 To 12/31/2009

Held At Oppenheimer & Co.

Report printed on 01/11/2010 04:22 PM

User Name Alan Riffle

THE STUART CHARITABLE FOUNDATI

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Prct Gain/(Loss)	Term G/L
175 341	LOOMIS SAYLES BD FD RETAIL OPEN END	14 5000	07/19/2007	2,542 44	12 7200	09/15/2009	2,230 34	(312 10)	-12 28%	L
89 578	LOOMIS SAYLES BD FD RETAIL OPEN END	14 4200	07/24/2007	1,291 72	12 7200	09/15/2009	1,139 43	(152 29)	-11 79%	L
91 54	LOOMIS SAYLES BD FD RETAIL OPEN END	14 2400	08/28/2007	1,303 53	12 7200	09/15/2009	1,164 39	(139 14)	-10 67%	L
79 88	LOOMIS SAYLES BD FD RETAIL OPEN END	14 5599	09/25/2007	1,163 05	12 7200	09/15/2009	1,016 07	(146 98)	-12 64%	L
1,219 561	LOOMIS SAYLES BD FD RETAIL OPEN END	14 9600	10/24/2007	18,244 63	12 7200	09/15/2009	15,512 82	(2,731 81)	-14 97%	L
83 179	LOOMIS SAYLES BD FD RETAIL OPEN END	14 9399	10/30/2007	1,242 69	12 7200	09/15/2009	1,058 04	(184 65)	-14 86%	L
87 803	LOOMIS SAYLES BD FD RETAIL OPEN END	14 6099	11/27/2007	1,282 80	12 7200	09/15/2009	1,116 85	(165 95)	-12 94%	L
194 506	LOOMIS SAYLES BD FD RETAIL OPEN END	14 3199	12/14/2007	2,785 32	12 7200	09/15/2009	2,474 12	(311 20)	-11 17%	L
67 292	LOOMIS SAYLES BD FD RETAIL OPEN END	14 5000	01/29/2008	975 74	12 7200	09/15/2009	855 95	(119 79)	-12 28%	L
87 387	LOOMIS SAYLES BD FD RETAIL OPEN END	14 3300	02/26/2008	1,252 26	12 7200	09/15/2009	1,111 56	(140 70)	-11 24%	L
108 202	LOOMIS SAYLES BD FD RETAIL OPEN END	14 0599	03/25/2008	1,521 32	12 7200	09/15/2009	1,376 33	(144 99)	-9 53%	L
92 808	LOOMIS SAYLES BD FD RETAIL OPEN END	14 2800	04/28/2008	1,325 30	12 7200	09/15/2009	1,180 52	(144 78)	-10 92%	L
97 566	LOOMIS SAYLES BD FD RETAIL OPEN END	14 2900	05/27/2008	1,394 22	12 7200	09/15/2009	1,241 04	(153 18)	-10 99%	L
103 333	LOOMIS SAYLES BD FD RETAIL OPEN END	13 9800	06/24/2008	1,441 60	12 7200	09/15/2009	1,314 40	(130 20)	-9 01%	L

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**Realized Gain/(Loss) From 01/01/2009 To 12/31/2009**  
**Held At Oppenheimer & Co.**

Report printed on 01/11/2010 04:22 PM

THE STUART CHARITABLE FOUNDATI

User Name Alan Riffle

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct Gain/(Loss)	Term G/L
107 417	LOOMIS SAYLES BD FD RETAIL OPEN END	13 5599	07/29/2008	1,456 57	12 7200	09/15/2009	1,366 34	(90 23)	-6 19%	L
99 418	LOOMIS SAYLES BD FD RETAIL OPEN END	13 3599	08/26/2008	1,328 22	12 7200	09/15/2009	1,264 60	(63 62)	-4 79%	L
110 49	LOOMIS SAYLES BD FD RETAIL OPEN END	12 4299	09/23/2008	1,373 39	12 7200	09/15/2009	1,405 43	32 04	2 33%	S
133 013	LOOMIS SAYLES BD FD RETAIL OPEN END	9 9300	10/28/2008	1,320 82	12 7200	09/15/2009	1,691 93	371 11	28 10%	S
140 423	LOOMIS SAYLES BD FD RETAIL OPEN END	9 6999	11/25/2008	1,362 10	12 7200	09/15/2009	1,786 18	424 08	31 13%	S
6 356	LOOMIS SAYLES BD FD RETAIL OPEN END	9 5594	12/12/2008	60 76	12 7200	09/15/2009	80 85	20 09	33 06%	S
188 494	LOOMIS SAYLES BD FD RETAIL OPEN END	9 5599	12/12/2008	1,802 00	12 7200	09/15/2009	2,397 64	595 64	33 05%	S
242 972	LOOMIS SAYLES BD FD RETAIL OPEN END	9 5599	12/12/2008	2,322 81	12 7200	09/15/2009	3,090 60	767 79	33 05%	S
108 795	LOOMIS SAYLES BD FD RETAIL OPEN END	10 4699	01/27/2009	1,139 08	12 7200	09/15/2009	1,383 87	244 79	21 49%	S
103 195	LOOMIS SAYLES BD FD RETAIL OPEN END	10 2900	02/24/2009	1,061 88	12 7200	09/15/2009	1,312 64	250 76	23 61%	S
96 547	LOOMIS SAYLES BD FD RETAIL OPEN END	10 5300	04/30/2009	1,016 64	12 7200	09/15/2009	1,228 08	211 44	20 80%	S
96 162	LOOMIS SAYLES BD FD RETAIL OPEN END	11 1400	05/29/2009	1,071 24	12 7200	09/15/2009	1,223 18	151 94	14 18%	S
92 678	LOOMIS SAYLES BD FD RETAIL OPEN END	11 6001	06/25/2009	1,075 07	12 7200	09/15/2009	1,178 86	103 79	9 65%	S
97 081	LOOMIS SAYLES BD FD RETAIL OPEN END	12 0400	07/30/2009	1,168 86	12 7200	09/15/2009	1,234 87	66 01	5 65%	S

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**Realized Gain/(Loss) From 01/01/2009 To 12/31/2009**  
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THE STUART CHARITABLE FOUNDATI

User Name Alan Ruffie

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Prct Gain/(Loss)	Term G/L
101 014	LOOMIS SAYLES BD FD RETAIL OPEN END	12 4200	08/27/2009	1,254 59	12 7200	09/15/2009	1,284 90	30 31	2 42%	S
1,908 668	MUTUAL EUROPEAN FD CL A OPEN END	15 9200	01/22/2009	30,386 00	19 3100	09/08/2009	36,856 38	6,470 38	21 29%	S
50 817	MUTUAL EUROPEAN FD CL A OPEN END	18 8699	09/09/2009	958 91	19 3100	09/08/2009	981 28	22 37	2 33%	S
1,252	POWERSHS DB MULTI SECT COMM TR DB BASE METALS CLOSED END SBI/CBI/EFTS	11 5100	01/21/2009	14,414 53	17 9871	09/15/2009	22,216 28	7,801 75	54 12%	S
632	POWERSHS DB MULTI SECT COMM TR DB AGRICULT FD CLOSED END SBI/CBI/EFTS	24 0900	02/04/2009	15,226 08	25 1100	09/15/2009	15,617 80	391 72	2 57%	S
294	PROSHARES TR PSHS ULSHT 7-10Y CLOSED END SBI/CBI/EFTS	51 7100	01/15/2009	15,205 44	54 4200	08/27/2009	15,770 29	564 85	3 71%	S
732 321	RYDEX MANAGED FUTURES FD CL H OPEN END	29 1300	06/06/2008	21,332 51	27 1400	09/15/2009	19,875 19	(1,457 32)	-6 83%	L
1,292	SPDR SERIES TRUST MORGAN TECH ETF CLOSED END SBI/CBI/EFTS	36 8600	02/06/2009	47,628 55	49 7179	08/04/2009	63,640 63	16,012 08	33 62%	S
5,114 833	T ROWE PRICE AFR & MID EAST OPEN END	12 9000	03/17/2008	65,981 35	6 9400	09/15/2009	35,496 94	(30,484 41)	-46 20%	L
370 89	T ROWE PRICE AFR & MID EAST OPEN END	5 9300	12/17/2008	2,199 38	6 9400	09/15/2009	2,573 98	374 60	17 03%	S
2,352 455	T ROWE PRICE NEW ASIA FD OPEN END	18 1600	08/13/2007	42,720 58	14 2700	09/15/2009	33,569 53	(9,151 05)	-21 42%	L
53 398	T ROWE PRICE NEW ASIA FD OPEN END	20 3000	12/19/2007	1,083 98	14 2700	09/15/2009	761 99	(321 99)	-29 70%	L
64 64	T ROWE PRICE NEW ASIA FD OPEN END	20 2999	12/19/2007	1,312 19	14 2700	09/15/2009	922 41	(389 78)	-29 70%	L
427 185	T ROWE PRICE NEW ASIA FD OPEN END	20 2999	12/19/2007	8,671 85	14 2700	09/15/2009	6,095 93	(2,575 92)	-29 70%	L
143 805	T ROWE PRICE NEW ASIA FD OPEN END	8 0600	12/17/2008	1,159 07	14 2700	09/15/2009	2,052 10	893 03	77 05%	S
397	VANGUARD INTL EQUITY INDEX FD PACIFIC ETF CLOSED END SBI/CBI/EFTS	42 8900	12/18/2008	17,027 93	51 9900	09/15/2009	20,352 46	3,324 53	19 52%	S
28	VANGUARD WORLD FDS HEALTH CAR ETF CLOSED END SBI/CBI/EFTS	57 6300	08/29/2008	1,613 65	50 0230	09/08/2009	1,390 68	(222 97)	-13 82%	L

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**Realized Gain/(Loss) From 01/01/2009 To 12/31/2009**  
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THE STUART CHARITABLE FOUNDATI

User Name Alan Riffle

Quantity	Description	Purchase Price	Purchase Date	Purchase Cost	Sale Price	Sale Date	Sale Proceeds	Realized Gain/(Loss)	Pct Gain/(Loss)	Term G/L
333	VANGUARD WORLD FDS HEALTH CAR ETF CLOSED END SBI/CBI EFTS	47 4600	11/04/2008	15,804 88	50 0230	09/08/2009	16,539 21	734 33	4 65%	S
173	VANGUARD WORLD FDS HEALTH CAR ETF CLOSED END SBI/CBI EFTS	43 8900	01/21/2009	7,594 35	50 0230	09/08/2009	8,592 44	998 09	13 14%	S
508	VANGUARD WORLD FDS HEALTH CAR ETF CLOSED END SBI/CBI EFTS	44 5000	01/22/2009	22,608 54	50 0230	09/08/2009	25,230 99	2,622 45	11 60%	S
601	VANGUARD WORLD FDS HEALTH CAR ETF CLOSED END SBI/CBI EFTS	47 1800	02/06/2009	28,357 88	50 0230	09/08/2009	29,850 05	1,492 17	5 26%	S
	TOTAL			1,087,399 44			1,113,046 64			

TOTAL ST COST	542,473 50	TOTAL ST PROCEEDS	643,220 06
TOTAL LT COST	544,925 94	TOTAL LT PROCEEDS	468,405 50
TOTAL COST	1,087,399 44	TOTAL PROCEEDS	1,111,625 56

TOTAL SHORT TERM GAIN/(LOSS)	100,746 56
TOTAL LONG TERM GAIN/(LOSS)	-76,520 44
TOTAL REALIZED GAIN/(LOSS)	24,226 12

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE ATTACHED - STATEMENT A	357528.	524176.	0.	0.	VARIOUS	VARIOUS
						<166648.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE ATTACHED - STATEMENT A	650249.	833340.	0.	0.	VARIOUS	VARIOUS
						<183091.>

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE ATTACHED - OPPENHEIMER & CO	643220.	542474.	0.	0.	VARIOUS	VARIOUS
						100746.

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED - OPPENHEIMER & CO				VARIOUS	VARIOUS
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
468406.	544926.	0.	0.	<76520.>	

(A) DESCRIPTION OF PROPERTY			MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
111.72 SHS LOOMIS SAYLES				VARIOUS	09/15/09
(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS	
1421.	0.	0.	0.	1421.	

CAPITAL GAINS DIVIDENDS FROM PART IV	10977.
TOTAL TO FORM 990-PF, PART I, LINE 6A	<313115.>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
OPPENHEIMER	10418.	0.	10418.
STANFORD GROUP CO	38125.	10977.	27148.
TOTAL TO FM 990-PF, PART I, LN 4	48543.	10977.	37566.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	5748.	5748.		0.
TO FORM 990-PF, PG 1, LN 16B	5748.	5748.		0.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	309.	309.		0.
TO FORM 990-PF, PG 1, LN 18	309.	309.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ACCOUNT FEES	3270.	3270.		0.
OFFICE EXPENSES	1101.	1101.		0.
CONTRACT LABOR	3105.	1553.		1552.
TO FORM 990-PF, PG 1, LN 23	7476.	5924.		1552.

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SECURITIES	47495.	47495.
TOTAL TO FORM 990-PF, PART II, LINE 10B	47495.	47495.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 7

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FAX PRINTER	540.	540.	0.
COMPUTER	1850.	1110.	740.
TOTAL TO FM 990-PF, PART II, LN 14	2390.	1650.	740.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DONALD S. JACKSON 5718 WESTHEIMER, SUITE 800 HOUSTON, TX 77057	DIRECTOR/PRESIDENT 1.00	0.	0.	0.
BENTON MCGARRAH 5718 WESTHEIMER, SUITE 800 HOUSTON, TX 77057	DIRECTOR/VICE PRESIDENT 1.00	0.	0.	0.
RANDOLPH ALLEN 5718 WESTHEIMER, SUITE 800 HOUSTON, TX 77057	DIRECTOR/VICE PRESIDENT 1.00	0.	0.	0.
EUGENE PRYOR 5718 WESTHEIMER, SUITE 800 HOUSTON, TX 77057	DIRECTOR/TREASURER 1.00	0.	0.	0.
R. KAY PARKER 5718 WESTHEIMER, SUITE 800 HOUSTON, TX 77057	DIRECTOR/SECRETARY 1.00	0.	0.	0.
JOANIE HALEY 5718 WESTHEIMER, SUITE 800 HOUSTON, TX 77057	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
PAID DURING THE YEAR

STATEMENT 9

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AMERICAN CANCER SOCIETY P.O. BOX 22718, OKLAHOMA CITY, OK	GENERAL EXPENSES	501 (C) (3)	2000.
BANDERA COUNTY JR LIVESTOCK SHOW PO BOX 187, BANDERA, TX 78003	EXHIBITORS	501 (C) (3)	2500.
BOERNE CHURCH OF CHRIST PO BOX 956, BOERNE, TX 78006	RANKIN FAMILY FUND	501 (C) (3)	4000.
BOERNE YOUNG LIFE PO BOX 1194, BOERNE, TX 78006	GENERAL EXPENSES	501 (C) (3)	6000.
DIVOTS FOR DEVEROUX 1150 DEVERAUX DR, LEAGUE CITY, TX 77573	GENERAL EXPENSES	501 (C) (3)	2000.
FT. BEND ESCAPE FAMILY RESOURCES CENTER 3210 EASTSIDE, HOUSTON, TX 77098	PROGRAM EXPENSES	501 (C) (3)	2500.
FT. BEND WOMEN'S CENTER PO BOX 183, RICHMOND, TX 77406	PROGRAM EXPENSES	501 (C) (3)	2500.
FULL LIFE FELLOWSHIP 825 HIGHWAY 289, BOERNE, TX 78006	GENERAL EXPENSES	501 (C) (3)	1000.
HILL COUNTRY DAILY BREAD 234 W. BANDERA RD #133, BOERNE, TX 78006	GENERAL EXPENSES	501 (C) (3)	35000.
HILL COUNTRY PREGNANCY CENTER PO BOX 205, BOERNE, TX 78006	GENERAL EXPENSES	501 (C) (3)	2000.

HLSRA 10330 LAKE ROAD, SUITE T, HOUSTON, TX 77070	CALF SCRAMBLE FUND	501 (C) (3)	1500.
JANIE POOL BENEFIT , BOERNE, TX 78006	BENEFIT FOR CANCER PATIENT	N/A	1000.
JDRF 11839 LONG LEAF, HOUSTON, TX 77024	JDRF WALK	501 (C) (3)	4000.
KENDALL ELEMENTARY SCHOOL 141 OLD SAN ANTONIO RD, BOERNE, TX 78006	GENERAL EXPENSES	501 (C) (3)	5500.
MEDINA COMMUNITY LIBRARY PO BOX 1383, MEDINA, TX 78055	GENERAL EXPENSES	501 (C) (3)	1000.
MEDINA VOLUNTEER FIRE DEPT. PO BOX 1650, MEDINA, TX 78055	GENERAL EXPENSES	501 (C) (3)	1000.
MICHIGAN STATE UNIVERSITY 300 SPARTAN WAY, EAST LANDING, MI 48824-1005	RESEARCH FUND ENDOWMENT	501 (C) (3)	5000.
OAK HILLS CHURCH 19595 IH 10 WEST, SAN ANTONIO, 78257	GENERAL EXPENSES	501 (C) (3)	4000.
OUTDOOR CHRISTIAN MINISTERIES 6500 IH 35 NORTH, SAN ANTONIO, 78218	GENERAL EXPENSES	501 (C) (3)	7000.
PIONEER FLIGHT MUSEUM 190 PERSHING LAKE, KINGSBURY, TX 78638	VINTAGE AVIATION PROGRAMS	501 (C) (3)	1000.
RETURNING HERO'S HOME 1314 E SOUTERRA BLVD, SUITE 5204, SAN ANTONIO, TX 78258	GENERAL FUND OF PHASE 2	501 (C) (3)	6250.

TEXAS CHILDREN'S HOSPITAL PO BOX 300630, HOUSTON, TX 77230-0630	PRIORITIES FUND	501 (C) (3)	5000.
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WATERMARK CHURCH 234 BANDERA #117, BOERNE, TX 78006	GENERAL EXPENSES	501 (C) (3)	2000.
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TOTAL TO FORM 990-PF, PART XV, LINE 3A

103750.