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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 DEC 1, 2008, and ending NOV 30, 2009

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation <b>GEORGE &amp; FAY YOUNG FOUNDATION INC</b>	A Employer identification number <b>75-2478225</b>
	Number and street (or P.O. box number if mail is not delivered to street address) <b>14850 MONTFORT DRIVE, SUITE 269</b>	Room/suite
	City or town, state, and ZIP code <b>DALLAS, TX 75254</b>	

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	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"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16)	<b>► \$ 45,578,720.</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) _____
		E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/> 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 (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)
1 Contributions, gifts, grants, etc., received		<b>622,340.</b>		<b>N/A</b>	
2 Check ► <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		<b>253.</b>	<b>253.</b>		<b>STATEMENT 1</b>
4 Dividends and interest from securities		<b>564,362.</b>	<b>564,362.</b>		<b>STATEMENT 2</b>
5a Gross rents					
b Net rental income or (loss)		<b>68,587.</b>			
6a Net gain or (loss) from sale of assets not on line 10					
b Gross sales price for all assets on line 6a	<b>27,833,905.</b>				
7 Capital gain net income (from Part IV, line 2)			<b>68,587.</b>		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales price for all assets on line 6a					
b Less: Cost of goods sold					
c Gross profit (loss) <b>5 2010</b>					
11 Other income		<b>109,727.</b>	<b>109,723.</b>		<b>STATEMENT 3</b>
12 Total. Add lines 1 through 11		<b>1,365,269.</b>	<b>742,925.</b>		
13 Compensation of officers, directors, trustees, etc.		<b>21,500.</b>	<b>5,375.</b>		<b>16,125.</b>
14 Other employee salaries and wages		<b>76,358.</b>	<b>0.</b>		<b>76,358.</b>
15 Pension plans, employee benefits		<b>5,555.</b>	<b>0.</b>		<b>5,555.</b>
16a Legal fees	STMT 4	<b>4,303.</b>	<b>4,263.</b>		<b>40.</b>
b Accounting fees	STMT 5	<b>24,700.</b>	<b>6,850.</b>		<b>17,850.</b>
c Other professional fees	STMT 6	<b>179,749.</b>	<b>158,242.</b>		<b>21,507.</b>
17 Interest					
18 Taxes	STMT 7	<b>20,184.</b>	<b>10,015.</b>		<b>5,841.</b>
19 Depreciation and depletion		<b>3,233.</b>	<b>0.</b>		
20 Occupancy		<b>15,253.</b>	<b>0.</b>		<b>15,253.</b>
21 Travel, conferences, and meetings		<b>3,459.</b>	<b>0.</b>		<b>3,459.</b>
22 Printing and publications		<b>72.</b>	<b>0.</b>		<b>72.</b>
23 Other expenses	STMT 8	<b>126,954.</b>	<b>125,338.</b>		<b>1,502.</b>
24 Total operating and administrative expenses. Add lines 13 through 23		<b>481,320.</b>	<b>310,083.</b>		<b>163,562.</b>
25 Contributions, gifts, grants paid		<b>2,373,850.</b>			<b>2,373,850.</b>
26 Total expenses and disbursements. Add lines 24 and 25		<b>2,855,170.</b>	<b>310,083.</b>		<b>2,537,412.</b>
27 Subtract line 26 from line 12		<b>-1,489,901.</b>			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			<b>432,842.</b>		
c Adjusted net income (if negative, enter -0-)				<b>N/A</b>	

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		3,414.	2,515.	2,515.
	2 Savings and temporary cash investments		2,689,631.	589,493.	589,493.
	3 Accounts receivable ► 12.		1,680.	12.	12.
	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		66,466.	5,672.	5,672.
Assets	10a Investments - U S and state government obligations				
	b Investments - corporate stock ► STMT 9		35,092,118.	35,545,443.	38,421,093.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other ► STMT 10		5,879,292.	6,093,687.	6,546,323.
	14 Land, buildings, and equipment basis ► STMT 11	26,388.	13,770.	6,740.	12,618.
	Less: accumulated depreciation				
	15 Other assets (describe ► RENT DEPOSIT )			994.	994.
	16 Total assets (to be completed by all filers)		43,740,335.	42,250,434.	45,578,720.
Liabilities	17 Accounts payable and accrued expenses				
	18 Grants payable				
	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ► )				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <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		25,582.	25,582.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund		40,055,197.	40,677,537.	
	29 Retained earnings, accumulated income, endowment, or other funds		3,659,556.	1,547,315.	
	30 Total net assets or fund balances		43,740,335.	42,250,434.	
	31 Total liabilities and net assets/fund balances		43,740,335.	42,250,434.	

## 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 43,740,335.
2 Enter amount from Part I, line 27a	2 -1,489,901.
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 42,250,434.
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 42,250,434.

**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 STATEMENT: PART IV-1			P	VARIOUS	VARIOUS
b PARTNERSHIP FLOW THROUGH CAPITAL LOSSES			P		
c ABANDONED EQUIPMENT			P	VARIOUS	10/07/09
d CAPITAL GAINS DIVIDENDS					
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 27,802,129.		26,482,247.	1,319,882.		
b		1,281,678.	-1,281,678.		
c	3,144.	4,537.	-1,393.		
d 31,776.			31,776.		
e					
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) 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			1,319,882.		
b			-1,281,678.		
c			-1,393.		
d			31,776.		
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	68,587.	
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	2,618,565.	50,803,990.	.051543
2006	2,866,868.	59,565,879.	.048129
2005	2,546,178.	54,254,779.	.046930
2004	2,275,968.	50,273,616.	.045272
2003	1,928,002.	45,021,288.	.042824

2 Total of line 1, column (d)

2 .234698

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 .046940

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

4 39,148,404.

5 Multiply line 4 by line 3

5 1,837,626.

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

6 4,328.

7 Add lines 5 and 6

7 1,841,954.

8 Enter qualifying distributions from Part XII, line 4

8 2,537,412.

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)	1 2 3 4 5	4,328. 0. 4,328. 0. 4,328.
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		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	6a 6b 6c 6d	10,000. 0. 0. 0. 10,000.
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2008 estimated tax payments and 2007 overpayment credited to 2008		
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)	7 8 9 10 11	10,000. 0. 0. 5,672. 0.
d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d		
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	► ►	5,672. Refunded
11	Enter the amount of line 10 to be Credited to 2009 estimated tax ►		

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

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

11		X
12		X
13	X	
Website address ► GFYFOUNDATION.ORG		
14	Telephone no ► 972-404-4001	
Located at ► 14850 MONTFORT DRIVE, SUITE 269, DALLAS, TX ZIP+4 ► 75254		
15	► 15	N/A

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**

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days )	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here	► <input type="checkbox"/>	
1b		X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2008?		
1c		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2008, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2008?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years ► _____		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions )		
2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2008 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2008.)		
3b		
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?		
4b		X

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?  Yes  No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?  Yes  No

(3) Provide a grant to an individual for travel, study, or other similar purposes?  Yes  No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?  Yes  No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?  Yes  No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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, directly or indirectly, on a personal benefit contract?

If you answered "Yes" to 6b, also file Form 8870.

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?  Yes  No**N/A** ► **5b****N/A** Yes  No**6b** **X** Yes  No**N/A****7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		21,500.	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

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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
<b>NONE</b>		

**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

<b>1</b> <u>N/A</u>		
		0.
<b>2</b>		
<b>3</b>		
<b>4</b>		

**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

<b>1</b> <u>N/A</u>		
		0.
<b>2</b>		

All other program-related investments See instructions

<b>3</b> <u>N/A</u>		

**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	32,559,128.
b Average of monthly cash balances	1b	891,954.
c Fair market value of all other assets	1c	6,293,491.
d Total (add lines 1a, b, and c)	1d	39,744,573.
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	39,744,573.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	596,169.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	39,148,404.
6 Minimum investment return. Enter 5% of line 5	6	1,957,420.

**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	1,957,420.
2a Tax on investment income for 2008 from Part VI, line 5	2a	4,328.
b Income tax for 2008 (This does not include the tax from Part VI)	2b	
c Add lines 2a and 2b	2c	4,328.
3 Distributable amount before adjustments Subtract line 2c from line 1	3	1,953,092.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	1,953,092.
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	1,953,092.

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

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes	1a	2,537,412.
a Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1b	0.
b Program-related investments - total from Part IX-B	2	
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	3a	
3 Amounts set aside for specific charitable projects that satisfy the	3b	
a Suitability test (prior IRS approval required)	4	2,537,412.
b Cash distribution test (attach the required schedule)	5	4,328.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	2,533,084.
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		
6 Adjusted qualifying distributions. Subtract line 5 from line 4		

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				1,953,092.
2 Undistributed income, if any, as of the end of 2007			2,372,683.	
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 ► \$ 2,537,412.			2,372,683.	
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)	0.			
d Applied to 2008 distributable amount				164,729.
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.	
6 Enter the net total of each column as indicated below:	0.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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				1,788,363.
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 XV** **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a Paid during the year</b>				
SEE STATEMENT: PT XV-1 ATTACHED				2,373,850.
<b>Total</b>			► 3a	2,373,850.
<b>b Approved for future payment</b>				
<b>Total SEE STATEMENT 14</b>			► 3b	320,000.

## Part XVI-A Analysis of Income-Producing Activities

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				14 253.	
4 Dividends and interest from securities			14	564,362.	
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			14	109,727.	
8 Gain or (loss) from sales of assets other than inventory			18	68,587.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		742,929.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	742,929.
(See worksheet in line 13 instructions to verify calculations )					

## **Relationship of Activities to the Accomplishment of Exempt Purposes**



**Schedule B**  
(Form 990, 990-EZ,  
or 990-PF)Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

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

OMB No. 1545-0047

**2008****Name of the organization****GEORGE & FAY YOUNG FOUNDATION INC****Employer identification number****75-2478225****Organization type (check one):****Filers of:****Section:**  
 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
 527 political organization**Form 990-PF** 501(c)(3) exempt private foundation  
 4947(a)(1) nonexempt charitable trust treated as a private foundation  
 501(c)(3) taxable private foundation

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

**General Rule** For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.**Special Rules** For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on Form 990, Part VIII, line 1h or 2% of the amount on Form 990-EZ, line 1. Complete Parts I and II.  
 For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use **exclusively** for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.  
 For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use **exclusively** for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. (If this box is checked, enter here the total contributions that were received during the year for an **exclusively** religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year.) ► \$ \_\_\_\_\_

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

**LHA For Privacy Act and Paperwork Reduction Act Notice, see the Instructions  
for Form 990. These instructions will be issued separately.****Schedule B (Form 990, 990-EZ, or 990-PF) (2008)**

Name of organization

GEORGE &amp; FAY YOUNG FOUNDATION INC

Employer identification number

75-2478225

## Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITRUST U/W GEORGE YOUNG  14850 MONTFORT DRIVE, SUITE 267  DALLAS, TX 75254	\$ 622,340.	<input checked="" type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)
(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
			<input type="checkbox"/> Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash
			(Complete Part II if there is a noncash contribution.)

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

SOURCE	AMOUNT
INTERNAL REVENUE SERVICE	2.
NORTHERN TRUST BANK	251.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	253.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THE NORTHERN TRUST COMPANY	31,776.	31,776.	0.
THE NORTHERN TRUST COMPANY	564,362.	0.	564,362.
TOTAL TO FM 990-PF, PART I, LN 4	596,138.	31,776.	564,362.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
ORDINARY INCOME FROM PARTNERSHIPS LEHMAN CROSSROADS XVIII-TAX EXEMPT	109,723. 4.	109,723. 0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	109,727.	109,723.	

## FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,303.	4,263.		40.
TO FM 990-PF, PG 1, LN 16A	4,303.	4,263.		40.

FORM 990-PF

ACCOUNTING FEES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	24,700.	6,850.		17,850.
TO FORM 990-PF, PG 1, LN 16B	24,700.	6,850.		17,850.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY	127,037.	127,037.		0.
INVESTMENT CONSULTANT	13,714.	13,714.		0.
ADMINISTRATION FEES	21,507.	0.		21,507.
NORTHERN TRUST CUSTODY FEES	17,491.	17,491.		0.
TO FORM 990-PF, PG 1, LN 16C	179,749.	158,242.		21,507.

FORM 990-PF

TAXES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD AT SOURCE (DIVIDENDS)	10,015.	10,015.		0.
TAX ON INVESTMENT INCOME	4,328.	0.		0.
PAYROLL TAXES	5,841.	0.		5,841.
TO FORM 990-PF, PG 1, LN 18	20,184.	10,015.		5,841.

FORM 990-PF

OTHER EXPENSES

STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
POSTAGE	326.	0.		326.
PARTNERSHIP EXPENSES	125,452.	125,338.		0.
OFFICE SUPPLIES	659.	0.		659.
MAINTENANCE & REPAIR	517.	0.		517.
TO FORM 990-PF, PG 1, LN 23	<u>126,954.</u>	<u>125,338.</u>		<u>1,502.</u>

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE STATEMENT: PT II-1	<u>35,545,443.</u>	<u>38,421,093.</u>
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>35,545,443.</u>	<u>38,421,093.</u>

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CROSSROADS 1997 VENTURE CAPITAL I LP	COST	512,098.	242,265.
CROSSROADS 1997 EUROPEAN PVT EQUITY I LP	COST	142,136.	45,698.
COLONIAL MOBILE HOMES JV	COST	49,587.	53,760.
MASTHOLM INTERNATIONAL EQUITY	COST	2,946,854.	3,450,742.
FT WASHINGTON PRIVATE EQ INV III	COST	265,622.	149,684.
LEHMAN CROSSROADS FUND XVIII LP	COST	352,982.	182,554.
SVB STRATEGIC INVESTORS FUND III LP	COST	213,358.	105,756.
LAZARD LTD PARTNERSHIP	COST	111,050.	116,280.
ALTERNATIVE INVESTMENTS	COST		
INSTITUTIONAL LP		1,000,000.	1,118,867.
NATURAL RESOURCE FUND	COST	500,000.	1,080,717.
TOTAL TO FORM 990-PF, PART II, LINE 13		<u>6,093,687.</u>	<u>6,546,323.</u>

## FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
TELEPHONE SYSTEM	2,895.	2,895.	0.
FILING CABINET	470.	470.	0.
FURNITURE	1,185.	1,185.	0.
REUPHOLSTERY	1,404.	1,404.	0.
LAMPS	901.	901.	0.
REUPHOLSTERY	1,138.	1,138.	0.
ZAENGLER FRAMED PHOTO	253.	253.	0.
FILE CABINET	569.	569.	0.
FRAMING	378.	351.	27.
TELEPHONE SYSTEM	975.	975.	0.
TELEPHONE SYSTEM	190.	190.	0.
TELEPHONE SYSTEM	400.	330.	70.
CHAIR	126.	65.	61.
FURNITURE	5,000.	1,517.	3,483.
SOFTWARE	7,500.	1,250.	6,250.
2 COMPUTERS	2,204.	220.	1,984.
FILE CABINET	800.	57.	743.
TOTAL TO FM 990-PF, PART II, LN 14	26,388.	13,770.	12,618.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS  
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
CAROL Y MARVIN 14850 MONTFORT DRIVE, SUITE 269 DALLAS, TX 75254	DIR/PRES 1.00	5,500.	0.	0.
RICHARD L RIPLEY 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/SEC/ASSIS TREAS 2.00	0.	0.	0.
L EDWARD MARVIN 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	DIR/TREAS 1.00	5,000.	0.	0.
JUDY PIEPENBROK 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS SEC/TREAS 4.00	0.	0.	0.
TERESA WOBIG 14850 MONTFORT DRIVE, SUITE 267 DALLAS, TX 75254	ASSIS TREAS 2.00	0.	0.	0.
JOHN GREEN P.O. BOX 233 MORGAN HILL, TX 76465	DIRECTOR 1.00	5,500.	0.	0.
JOHN C FRANKLIN 4311 OAK LAWN AVENUE, SUITE 400 DALLAS, TX 75219	DIR/VICE PRES 1.00	5,500.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		21,500.	0.	0.

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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION  
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

---

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

---

CAROL Y MARVIN  
14850 MONTFORT DRIVE, SUITE 269  
DALLAS, TX 75254

TELEPHONE NUMBER

---

972-404-4001

FORM AND CONTENT OF APPLICATIONS

---

PROVIDE (AT A MINIMUM) EVIDENCE OF THEIR PUBLIC CHARITY STATUS, DESCRIPTION OF ACTIVITIES & PROPOSED USE.

ANY SUBMISSION DEADLINES

---

BOARD OF DIRECTORS GENERALLY MEET IN THE SPRING AND FALL OF EACH YEAR TO CONSIDER GRANT REQUESTS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

---

GRANTEES MUST GENERALLY BE SECTION 501(C)(3) ORGANIZATIONS WHICH ARE PUBLIC CHARITIES.

FORM 990-PF

GRANTS AND CONTRIBUTIONS  
APPROVED FOR FUTURE PAYMENT

STATEMENT 14

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
AUSTIN COLLEGE 900 NORTH GRAND, SUITE 6G, SHERMAN, TX 75090	N/A GENERAL	PUBLIC	20,000.
DALLAS CENTER FOR THE PERFORMING ARTS 2106 BOLL STREET, DALLAS, TX 75204	N/A GENERAL	PUBLIC	50,000.
SENIOR SOURCE 3910 HARRY HINES BLVD, DALLAS, TX 75219	N/A GENERAL	PUBLIC	150,000.
ST EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE, AUSTIN, TX 78704	N/A GENERAL	PUBLIC	20,000.
TEXAS WOMEN'S UNIVERSITY P O BOX 425587, DENTON, TX 76204	N/A GENERAL	PUBLIC	50,000.
UNION GOSPEL MISSION 4815 CASS STREET, DALLAS, TX 75235	N/A GENERAL	PUBLIC	30,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3B			<u>320,000.</u>

## STATEMENT: PT II-1

## PART II, LINE 10b

		(b) Book Value	(c) Market Value
800	ACUITY BRANDS	\$28,168 75	\$25,824.00
1100	ALLETE INC	48,444 33	36,784 00
800	ARCH CHEMICALS	16,090.48	21,448.00
2750	BANKFINANCIAL CORP	48,590.58	25,822.50
2600	BENEFICIAL MUT BANCORP	24,050.03	24,180 00
900	BRINKS HOME SEC HLDGS	22,781.50	29,448 00
2000	BROADRIDGE FINL	35,634 84	43,960 00
800	BUCYRUS INTL INC	16,794 36	41,432.00
2000	CHICAGO BRIDGE	47,851 40	35,180 00
500	COMPASS MINERALS	28,780 00	32,545 00
1000	COMSTOCK RES	26,977.30	37,130 00
2200	COVANTA HLDG CORP	47,630.00	37,554 00
1000	DELTIC TIMBER CORP	47,442.40	38,220.00
1550	ENPRO INDs INC.	47,083.27	35,557.00
1390	EXCO RES INC	23,137 19	23,518.80
900	EXTERRAN HLDGS	21,717 90	18,855 00
2187	FIRSTMERIT CORP	42,824 58	45,817 65
2000	FLOWERS FOODS INC.	35,735 73	45,780.00
500	FLOWSERVE CORP	24,451 00	49,730 00
1000	FOSTER L B CO	16,452.30	27,380 00
1200	FOSTER WHEELER	23,472.54	35,808.00
1370	GALLAGHER ARTHUR	32,528 72	30,688 00
1100	GENESEE & WYO INC.	25,486 23	34,232 00
1100	GOODRICH PETE CORP	31,312 82	24,343 00
2100	HANESBRANDS INC.	51,003.54	50,421 00
800	HANOVER INS GROUP	33,376.00	33,304 00
1500	HILL ROM HLDGS	32,608 80	33,270.00
810	IBERIABANK CORP	35,581 33	45,951.30
741	INVT TECH GROUP	21,233.36	13,523 25
500	ITC HLDGS	23,400.01	22,235 00
1000	JOY GLOBAL INC	36,892.80	53,540.00
700	KAISER ALUM CORP	18,447 59	27,048 00
1500	KS CY SOUTHN	40,056 15	42,945 00
1300	MB FINL INC	34,970.13	24,245.00
810	MCDERMOTT INTL INC	11,973.97	16,961.40
1817	MUELLER WTR PRODS INC A	24,213 75	9,157 68
3250	NEWALLIANCE BANCSHARES INC	48,428.58	38,285 00
1300	PATTERSON COS	26,643.63	33,423 00
2500	PETROHAWK ENERGY CORP	26,193 25	55,850 00
1590	PULTE HOMES	20,332.60	14,532 60
1000	RALCORP HLDSG	48,453.30	57,920.00
1160	SPDR KBW REGL	29,719.90	24,394.80
600	TENNANT CO	26,809.02	16,332.00
700	TEXAS INDs INC	36,449.84	24,318 00
1650	TIMKEN CO	48,436.25	40,705.50

## STATEMENT PT II-1

PART II, LINE 10b

		(b) Book Value	(c) Market Value
2110	TOLL BROS	41,374.53	41,123.90
1010	TREEHOUSE FOODS	28,715.61	35,218.70
1200	VAIL RESORTS INC	47,868.84	46,548.00
1300	VECTREN CORP	33,054.06	30,537.00
1750	WABTEC CORP	48,250.83	67,375.00
800	WALTER ENERGY INC	17,640.11	54,880.00
310	WALTER INVT MGMT	850.34	3,775.80
2850	WENDYS/ARBYS GROUP INC	47,993.15	11,685.00
2000	WESTAR ENERGY INC	48,012.60	41,180.00
4500	WESTFIELD FINL	48,119.85	37,215.00
1500	WILLBROS GROUP INC	23,996.85	23,625.00
2000	WRIGHT EXPRESS CORP	48,610.40	58,340.00
1750	WYNDAM WORLDWIDE CORP	48,897.80	32,497.50
1400	1ST NIAGRA FINL GROUP	18,453.12	18,466.00
500	ALPHA NAT RES	8,144.85	18,500.00
100	ANADARKO PETRO	3,607.67	5,953.00
200	ARENA RES INC	5,048.86	8,178.00
200	BAKER HUGHES	6,022.00	8,148.00
1,100	CAMERON INTL CORP	20,764.04	41,580.00
700	CHESAPEAKE ENERGY	10,668.00	16,744.00
380	CONSOL ENERGY	11,115.00	17,449.60
200	CORE LABORATORIES	10,965.36	21,250.00
900	DENBURY RES INC	7,732.98	11,943.00
100	REVON ENERGY CORP	6,399.80	6,735.00
200	DIAMOND OFFSHORE DRILL	11,437.34	19,908.00
600	DRIL-QUIP INC	10,612.56	32,406.00
100	EOG RESOURCES	6,203.33	8,649.00
200	FLUOR CORP	8,647.34	8,496.00
800	FMC TECHNOLOGIES	17,631.76	43,576.00
900	HALLIBURTON CO	15,453.00	26,424.00
200	HESS CORP	9,609.00	11,592.00
210	LUFKIN INDS INC	10,872.09	12,635.70
1,300	NATIONAL OILWELL VARCO	29,849.04	55,926.00
600	NOBLE CORP	12,840.36	24,786.00
600	OCEANEERING INTL INC	15,526.32	32,778.00
450	OIL STS INTL INC	7,780.68	16,141.50
500	PEABODY ENERGY	10,609.95	22,230.00
1,000	PRIDE INTL INC	13,691.68	31,630.00
300	RANGE RES	9,729.33	14,139.00
860	SCHLUMBERGER LTD	37,734.27	54,945.40
1,100	SMITH INTL INC	24,818.97	29,898.00
400	SOUTHWESTERN ENERGY	11,025.00	17,584.00
500	SUPERIOR ENERGY SVCS INC	7,469.85	10,570.00
800	T-3 ENRGY SVCS INC	7,928.00	19,968.00
820	TESCO CORP	8,112.01	8,765.80

## STATEMENT: PT II-1

## PART II, LINE 10b

		(b) Book Value	(c) Market Value
390	TRANSOCEAN LTD	17,625.62	33,302.10
2,700	WETHERFORD INTL	25,110.00	45,090.00
170	XTO ENERGY	5,502.03	7,214.80
2,500	ABBOTT LABORTATORIES	104,524.17	136,225.00
5,500	AKAMAI TECHNOLOGIES	99,462.55	132,000.00
3,000	AT & T INC	72,159.60	80,820.00
3,500	AVON PRODUCTS INC	73,148.25	119,875.00
4,000	BANK NEW YORK MELLON	128,265.78	106,560.00
12,000	BROCADE COMMUNICATIONS SYS	82,579.50	85,080.00
3,500	CABOT OIL & GAS	23,520.00	134,050.00
9,000	CBS CORP	56,178.00	115,290.00
5,000	CISCO SYSTEMS INC.	73,632.81	117,000.00
2,500	COCA-COLA COMPANY	122,101.20	143,000.00
1,000	COLGATE-PALMOLIVE	40,342.50	84,190.00
5,000	CVS CORP	83,048.00	155,050.00
1,500	DANAHER CORP	91,506.75	106,380.00
1,800	DEVON ENERGY CORPORATION	105,882.36	121,230.00
5,500	DUKE ENERGY	103,621.50	91,740.00
9,000	E M C CORP MASS	148,020.80	151,470.00
2,400	ENCANA	103,630.36	129,312.00
2,600	FMC CORP	117,446.75	145,574.00
4,000	FRANKLIN ELECTRIC	176,121.85	110,160.00
3,000	GENERAL ELECTRIC CO	86,125.00	48,060.00
2,700	GILEAD SCI INC	116,988.21	124,497.00
2,500	HAEMONETICS CORP	139,995.55	133,450.00
2,500	HARRIS CORP DEL	39,194.37	109,750.00
4,500	HOME DEPOT INC	127,676.52	123,120.00
2,500	HONEYWELL INT'L	84,056.25	96,175.00
7,000	INTEL CORPORATION	167,724.00	134,400.00
6,000	JARDEN	182,077.99	164,700.00
2,640	JP MORGAN CHASE	89,340.00	112,173.60
1,000	KIMBERLY-CLARK CORP	44,476.41	65,970.00
2,500	KOHLS CORP	109,470.64	132,850.00
5,000	MASCO	114,540.00	67,900.00
3,500	MCCORMICK & COMPANY	110,520.55	124,880.00
6,300	MDU RES GROUP	117,016.43	142,380.00
3,500	NATL FUEL GAS CO	137,890.83	163,905.00
3,500	NATL INSTRS CORP	94,552.50	99,855.00
3,000	NOBLE CORPORATION	64,890.00	123,930.00
11,000	NUANCE COMMUNICATIONS INC	178,733.80	167,090.00
5,000	ORACLE CORP	22,083.33	110,400.00
3,000	PEABODY ENERGY CORP	77,008.01	133,380.00
1,400	PEPSICO INC.	50,487.50	87,108.00
6,000	PETSMART INC	137,575.00	154,440.00
3,000	RESMED INC	124,076.27	150,810.00

## STATEMENT PT II-1

PART II, LINE 10b

		(b) Book Value	(c) Market Value
1,500	ROCKWELL COLLINS	79,725.00	80,190.00
1,500	SCHLUMBERGER LIMITED	35,037.51	95,835.00
2,500	TEVA PHARMACEUTICAL INDS	39,531.25	131,975.00
1,800	TECHNE CORP	113,343.48	122,184.00
1,500	THERMO FISHER	50,673.75	70,845.00
2,000	TIFFANY & CO.	49,816.80	85,360.00
6,200	TRIMBLE NAV LTD	135,592.25	138,446.00
1,300	V F CORP	76,963.90	94,536.00
4,500	WALLGREEN	178,366.90	175,005.00
4,000	WELLS FARGO & CO	69,963.75	112,160.00
3,000	WESCO INC	164,864.80	78,300.00
3,500	XTO ENERGY INC.	93,849.96	148,540.00
7,215	AFLAC	327,370.55	332,106.45
5,030	ALLSTATE CORP	236,096.15	142,902.30
7,960	ALTRIA GROUP	113,036.95	149,727.60
4,390	AMERICAN EXPRESS	270,535.51	183,633.70
3,770	AMPHENOL CORP	143,762.92	155,324.00
8,700	AT&T INC	250,995.00	234,378.00
5,810	BEST BUY	136,168.48	248,842.30
2,230	BHP BILLITON LTD	152,230.28	167,919.00
7,400	CHESAPEAKE ENERGY	214,082.00	177,008.00
4,500	CHEVRON CORP	342,990.00	351,180.00
12,540	CISCO SYS INC	224,466.97	293,436.00
4,960	CVS CAREMARK CORP	191,520.74	153,809.60
2,560	DANAHER	206,009.60	181,555.20
2,140	DOLLAR TREE	105,519.98	104,795.80
9,800	DOMINION RES INC	340,746.00	356,524.00
5,950	EMERSON ELECTRIC CO	205,381.81	246,389.50
2,600	ENSCO INTL INC	138,182.52	114,400.00
2,150	FISERV INC	89,043.54	99,416.00
1,595	GOLDMAN SACHS	174,384.35	270,607.70
5,130	HEWLETT PACKARD	252,639.39	251,677.80
5,030	HONDA MOTOR	119,397.11	155,879.70
2,210	HONEYWELL INTL INC	126,500.40	85,018.70
5,580	ILL TOOL WKS	248,892.55	271,411.20
9,840	INTEL CORP	262,987.83	188,928.00
1,720	INTERNATIONAL BUSINESS	174,461.49	217,322.00
3,200	JOHNSON & JOHNSON	217,062.08	201,088.00
3,290	KIMBERLY-CLARK	200,560.00	217,041.30
3,310	LABORATORY CORP AMER HLDGS	232,799.20	241,497.60
8,420	MARATHON OIL	198,773.47	274,660.40
3,600	MCDONALDS CORP	225,612.00	227,700.00
3,660	MCKESSON CORP	126,875.30	226,993.20
13,440	MICROSOFT	373,123.75	395,270.40
7,600	MORGAN STANLEY	203,315.14	240,008.00

## STATEMENT. PT II-1

PART II, LINE 10b

		(b) Book Value	(c) Market Value
5,220	NOVARTIS AG	276,939.71	290,232.00
10,860	ORACLE	155,662.84	239,788.80
3,520	PEPSICO INC	211,604.80	219,014.40
6,500	PHILIP MORRIS INTL	273,520.00	312,585.00
2,730	PNC FINANCIAL SERVICE	67,990.38	155,637.30
2,420	PRAXAIR INC	173,962.13	198,512.60
7,050	QUALCOMM INC	275,642.57	317,250.00
3,170	ROSS STORES	152,696.36	139,416.60
1,800	STATE STR CORP	96,451.56	74,340.00
5,500	TARGET CORP	198,275.00	256,080.00
2,800	TEVA PHARMACEUTICAL	119,647.36	147,812.00
720	TRANSOCEAN INC	97,226.71	61,480.80
4,070	UNION PAC CORP	202,116.20	257,468.20
5,350	UNITED TECHNOLOGIES CORP	274,722.50	359,734.00
2,200	WELLPOINT INC	73,356.25	118,866.00
6,386	WESTERN UNION	119,645.77	117,821.70
4,850	XTO ENERGY INC	225,532.76	205,834.00
253,500	MFC ISHARES TR RUSSELL 1000 GROWTH	11,752,260.00	12,312,495.00
55,672.73	HARBOR INTERNATIONAL	3,137,715.06	3,045,298.33
39,120.77	LAZARD FDS INC. EMERGING MKTS	711,345.43	695,958.49
244,011.84	MORGAN STANLEY	2,447,397.16	2,640,208.10
<u>1,157,056.34</u>		<u>35,545,443.08</u>	<u>38,421,092.65</u>

## STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/LOSS	D/P
3391.11	Lazard Emerg Mkts	12/27/06	5/12/09	45,000.00	80,912.04	(35,912.04)	P
10428.74	Morgan Stanley Small Co Growth	Various	5/12/09	90,000.00	140,125.14	(50,125.14)	P
28164.93	Lazard Emerg Mkts	Various	11/2/09	485,000.00	580,964.22	(95,964.22)	P
202694.77	Bernstein	Various	11/10/09	3,137,715.06	3,694,859.98	(557,144.92)	P
0.03	Bernstein	Various	11/10/09		0.35	(0.35)	P
450	Oil Sts Intl Inc	12/22/08	2/4/09	8,333.86	7,780.68	553.18	P
500	Superior Energy Svcs Inc	12/22/08	2/4/09	7,548.90	7,469.85	79.05	P
210	Transocean Ltd	12/22/08	3/6/09	10,680.75	9,490.72	1,190.03	P
400	Enesco Intl Inc	12/22/08	3/6/09	9,270.10	10,883.68	(1,613.58)	P
200	Valero Energy Corp	12/22/08	7/8/09	3,097.46	4,164.00	(1,066.54)	P
Frac	Seahawk Drilling Inc	8/25/09	9/11/09	16.82	9.64	7.18	P
66	Seahawk Drilling Inc	8/25/09	10/23/09	1,971.76	949.38	1,022.38	P
1000	Willbros Group Inc	10/2/06	12/2/08	6,388.26	15,997.90	(9,609.64)	P
1000	Harsco Corp	5/15/07	12/2/08	22,124.77	52,764.80	(30,640.03)	P
1650	Jefferies Group Inc	10/2/06	12/2/08	17,134.49	47,581.88	(30,447.39)	P
1300	Orient-Express Hotels	12/2/06	12/2/08	7,666.70	48,473.23	(40,806.53)	P
2400	Stage Stores Inc	10/2/06	12/2/08	10,724.57	48,566.72	(37,842.15)	P
1000	Thomas & Betts Corp	10/2/06	12/2/08	17,847.79	47,462.80	(29,615.01)	P
1100	Plains Expl & Prodt Co	10/2/06	12/2/08	23,519.18	47,081.54	(23,562.36)	P
1800	Epoch Hldg Corp	7/16/07	12/2/08	13,307.32	24,580.44	(11,273.12)	P
650	Amerco Com	10/2/06	12/2/08	21,579.55	47,873.93	(26,294.38)	P
1200	Aptargroup Inc	10/24/07	12/2/08	36,641.55	52,936.20	(16,294.65)	P
3200	Mueller Wtr Prods Inc	10/2/06	12/2/08	16,550.62	47,866.24	(31,315.62)	P
464	Home Fed Bancorp Inc	10/2/06	12/2/08	4,543.46	6,433.71	(1,890.25)	P
1000	Calpine Corp	3/6/08	12/2/08	8,118.25	18,380.50	(10,262.25)	P
259	John Bean Technologies Corp	10/2/06	12/2/08	2,113.76	1,477.57	636.19	P
1100	Gaylord Entmt Co	10/2/06	12/2/08	8,682.69	48,033.37	(39,350.68)	P
3400	Phoenix Cos Inc	10/2/06	12/17/08	6,313.08	48,393.90	(42,080.82)	P
700	Whiting Pete Corp	10/2/06	12/18/08	23,454.20	27,690.60	(4,236.40)	P
3350	Hexcel Corp	10/2/06	1/16/09	22,749.05	47,959.61	(25,210.56)	P
550	Goodrich Pete Corp	10/2/06	1/27/09	15,641.91	15,656.41	(14.50)	P
200	FMC Technologies Inc	10/2/06	2/27/09	5,477.98	5,039.36	438.62	P
1200	Allegheny Energy Inc	10/2/06	4/13/09	29,087.25	48,425.52	(19,338.27)	P
950	Genesee & Wyo Inc	10/2/06	4/14/09	22,478.89	22,010.84	468.05	P
700	Flowers Foods Inc	10/2/06	4/21/09	16,864.31	12,507.51	4,356.80	P
1100	Unitrin Inc	10/2/06	4/28/09	18,788.06	48,814.59	(30,026.53)	P
800	American Railcar Inds	10/2/06	4/30/09	7,520.68	23,248.00	(15,727.32)	P
035	Walter Invt Mgmt	4/22/09	5/4/09	2.36	2.83	(0.47)	P
850	American Railcar Inds	10/2/06	5/11/09	6,988.09	24,701.00	(17,712.91)	P
1000	Foster L B Co	10/3/06	6/1/09	30,603.41	16,452.30	14,151.11	P
420	Home Fed Bancorp Inc	10/2/06	6/9/09	3,863.31	5,823.62	(1,960.31)	P
2000	Colfax Corp	5/14/08	6/22/09	15,720.19	46,063.60	(30,343.41)	P
600	Petrohawk Energy Corp	10/2/06	7/6/09	11,555.70	6,286.38	5,269.32	P
700	Terex Corp	10/2/06	7/22/09	9,492.10	33,045.81	(23,553.71)	P
1900	Cleco Corp	10/2/06	8/5/09	45,484.82	48,333.15	(2,848.33)	P
900	Brinks Co	10/2/06	8/13/09	23,848.21	25,185.71	(1,337.50)	P
400	Zep Inc	11/1/07	9/1/09	6,540.35	5,854.93	685.42	P
2000	Tesco Corp	3/8/07	9/8/09	15,486.39	46,161.00	(30,674.61)	P
1380	McDermott Intl Inc	10/2/06	9/11/09	37,858.77	28,597.95	9,260.82	P
Frac	FirstMerit Corp	8/6/09	9/21/09	9.34	10.02	(0.68)	P
700	Altra Hldgs Inc	Various	10/7/09	7,596.34	10,773.00	(3,176.66)	P
1800	Altra Hldgs Inc	Various	10/19/09	18,772.25	27,702.00	(8,929.75)	P
530	Altra Hldgs Inc	Various	10/20/09	5,607.83	8,156.70	(2,548.87)	P

## STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/LOSS	D/P
470	Altra Hdgs Inc	Various	10/21/09	4,913.11	7,233.30	(2,320.19)	P
1000	FMC Technologies Inc	Various	10/7/09	53,371.32	25,196.79	28,174.53	P
900	Home Fed Bancorp Inc	10/2/06	10/30/09	10,306.62	12,479.18	(2,172.56)	P
910	Privatebancorp Inc	6/3/09	10/28/09	8,418.74	18,654.27	(10,235.53)	P
1940	IMS Health Inc	12/4/08	11/25/09	41,511.71	25,573.47	15,938.24	P
1680	Home Fed Bancorp Inc	12/20/07	11/3/09	19,224.50	23,294.48	(4,069.98)	P
300	Procter & Gamble Co	7/5/01	12/31/08	18,508.39	9,599.25	8,909.14	P
500	ADR Teva Pharmaceutical Inds	1/9/01	12/31/08	21,137.53	7,906.25	13,231.28	P
200	Colgate-Palmolive Co	4/2/98	12/31/08	13,646.92	8,777.50	4,869.42	D
300	Gilead Sciences Inc	11/21/07	12/31/08	15,370.41	13,062.69	2,307.72	P
1000	Oracle Corp	7/29/98	12/31/08	17,804.90	4,416.67	13,388.23	D
1000	Wells Fargo & Co	1/29/99	12/31/08	29,384.83	17,655.00	11,729.83	P
5000	Bank of America	Various	1/29/09	35,150.30	127,528.15	(92,377.85)	P
500	Harris Corp	3/14/08	1/29/09	21,723.87	23,747.50	(2,023.63)	P
500	ADR Teva Pharmaceutical Inds	1/9/01	2/17/09	23,032.52	7,906.25	15,126.27	P
400	Procter & Gamble Co	7/5/01	2/17/09	18,899.89	12,798.99	6,100.90	P
100	Pepsico Inc	10/23/98	4/2/09	5,309.97	3,606.25	1,703.72	D
500	Kohls Corp	11/12/04	4/15/09	21,767.94	25,630.65	(3,862.71)	P
800	Procter & Gamble Co	7/5/01	5/7/09	40,958.94	25,597.99	15,360.95	P
1000	Home Depot Inc	4/16/08	5/7/09	25,589.34	28,687.50	(3,098.16)	P
500	Kimberly-Clark Corp	3/15/00	5/7/09	25,679.33	24,663.52	1,015.81	P
200	Cullen/Frost Bankers	4/23/01	5/7/09	10,231.73	6,422.00	3,809.73	P
3000	Brocade Communications Sys Inc	7/26/07	5/7/09	16,979.56	22,320.30	(5,340.74)	P
500	CVS Caremark Corp	5/1/02	5/7/09	15,915.29	8,304.80	7,610.49	P
1000	AT&T	3/16/04	5/7/09	25,569.34	24,299.60	1,269.74	P
2000	Duke Energy Corp	6/5/07	5/7/09	28,089.27	38,640.00	(10,550.73)	P
2000	Cullen/Frost Bankers	Various	5/28/09	94,970.55	61,904.00	33,066.55	P
7000	Brocade Communications Sys	7/26/07	6/4/09	51,083.97	52,080.70	(996.73)	P
1200	Citrix Sys Inc	12/6/06	6/4/09	38,173.29	34,272.60	3,900.69	P
100	Colgate-Palmolive Co	4/2/98	6/12/09	8,861.06	4,389.00	4,472.06	D
300	Colgate-Palmolive Co	1/29/99	6/12/09	26,583.17	16,136.75	10,446.42	P
800	Citrix Sys Inc	12/6/06	6/16/09	26,888.26	22,848.40	4,039.86	P
0 05	Harris Stratex	5/13/09	6/5/09	0.24	0.26	(0.02)	P
1000	Oracle Corp	7/29/98	7/1/09	21,819.43	4,416.67	17,402.76	D
500	Kimberly-Clark Corp	3/15/00	7/13/09	26,539.61	22,723.26	3,816.35	P
621	Harris Stratex	5/13/09	8/11/09	4,010.62	3,266.46	744.16	P
2500	Citrix Sys Inc	12/6/06	8/12/09	89,572.19	71,401.25	18,170.94	P
3000	Brocade Communications Sys Inc	7/26/07	9/10/09	24,209.37	22,202.75	2,006.62	P
1000	Jarden Corp	2/16/07	9/10/09	25,565.74	38,519.10	(12,953.36)	P
500	Resmed Inc	3/14/08	9/10/09	22,979.40	21,163.95	1,815.45	P
500	Duke Energy Corp	6/5/07	9/16/09	7,831.79	9,660.00	(1,828.21)	P
1000	Duke Energy Corp	6/5/07	10/8/09	15,589.59	19,320.00	(3,730.41)	P
1000	AT&T	3/16/04	10/8/09	25,980.13	24,299.60	1,680.53	P
500	Lazard Ltd	6/16/08	10/8/09	22,060.43	19,492.50	2,567.93	P
500	Kohls Corp	11/12/04	10/8/09	29,529.24	25,630.65	3,898.59	D
500	Honeywell Intl Inc	8/4/00	10/8/09	18,299.52	16,811.25	1,488.27	D
1000	ENC Corp	4/23/01	10/8/09	17,479.54	40,160.00	(22,680.46)	P
500	Jarden Corp	2/16/07	10/29/09	14,213.23	19,235.35	(5,022.12)	P
500	Peabody Energy Corp	10/28/08	11/16/09	22,709.51	13,325.60	9,383.91	P
300	Devon Energy Corp	10/15/08	11/16/09	21,519.04	20,082.66	1,436.38	P
700	Genzyme Corp	2/3/04	12/3/08	42,640.02	39,685.53	2,954.49	P
11100	EMC Corp	10/18/07	12/4/08	115,885.01	248,844.70	(132,959.69)	P
4300	Moodys Corp	Various	12/31/08	90,767.71	168,797.87	(78,030.16)	P

## STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/LOSS	D/P
100	Google	11/26/04	12/22/08	29,665.71	17,837.17	11,828.54	P
1200	Amazon Com Inc	1/18/08	12/22/08	60,365.42	113,212.45	(52,847.03)	P
2400	EMC Corp	10/19/07	12/22/08	24,907.30	45,005.15	(20,097.85)	P
3900	Broadcom Corp	12/16/06	12/23/08	65,633.83	133,134.61	(67,500.78)	P
3200	Amazon Com Inc	Various	1/27/09	156,262.09	280,239.69	(123,977.60)	P
100	Intuitive Surgical Inc	11/4/08	5/11/09	16,080.58	19,376.36	(3,295.78)	P
900	National Oilwell Varco	7/2/07	5/11/09	31,298.67	63,508.45	(32,209.78)	P
300	Qualcomm Inc	12/22/08	5/11/09	12,674.67	10,367.58	2,307.09	P
500	Schlumberger Ltd	4/20/06	5/11/09	27,273.49	33,881.15	(6,607.66)	P
6000	Starbucks Corp	3/7/02	5/11/09	81,091.51	69,750.00	11,341.51	P
300	Intercontinentalexchange Inc	7/25/08	5/11/09	28,157.27	29,875.90	(1,718.63)	P
300	Apple Inc	4/11/08	5/11/09	39,095.71	44,491.69	(5,395.98)	P
300	America Movil	5/2/06	5/11/09	11,201.38	11,344.29	(142.91)	P
400	Amazon Com Inc	4/7/08	5/11/09	31,660.90	32,311.80	(650.90)	P
300	Salesforce Com Inc	9/26/07	5/11/09	12,467.67	15,154.41	(2,686.74)	P
100	Google	11/26/04	5/11/09	41,039.75	17,837.17	23,202.58	P
2000	Las Vegas Sands Corp	11/12/07	5/11/09	21,853.63	230,652.44	(208,798.81)	P
500	Allergan Inc	4/7/08	5/11/09	24,033.48	29,457.00	(5,423.52)	P
100	CME Group Inc	8/15/05	5/11/09	24,621.80	28,842.72	(4,220.92)	P
400	Visa Inc	10/1/08	5/11/09	26,969.42	23,967.98	3,001.44	P
700	Broadcom Corp	12/5/06	5/11/09	15,553.59	23,770.28	(8,216.69)	P
1200	EMC Corp	10/17/07	5/11/09	14,891.61	22,486.44	(7,594.83)	P
200	Monsanto Co	12/3/08	5/11/09	17,214.55	15,012.34	2,202.21	P
400	Moodys Corp	11/27/02	5/11/09	12,559.67	9,536.00	3,023.67	P
400	FMC Technologies Inc	7/9/08	5/11/09	14,861.93	27,408.40	(12,546.47)	P
584	Intercontinentalexchange Inc	Various	5/26/09	58,967.59	52,515.10	6,452.49	P
1909	Starbucks Corp	3/7/02	5/26/09	25,146.61	22,192.12	2,954.49	P
2991	Starbucks Corp	3/7/02	5/22/09	39,378.49	34,770.38	4,608.11	P
516	Intercontinentalexchange Inc	7/25/08	5/22/09	52,071.47	50,147.50	1,923.97	P
19032	EMC Corp	Various	5/27/09	225,201.47	353,923.02	(128,721.55)	P
2668	EMC Corp	7/5/07	6/2/09	33,187.33	49,003.76	(15,816.43)	P
343	Allergan Inc	5/9/08	6/3/09	67,939.87	84,914.23	(16,974.36)	P
400	Google	11/26/04	6/3/09	170,804.24	71,348.68	99,455.56	P
1300	Abraxis Bioscience Inc	11/14/07	7/1/09	49,150.69	88,077.67	(38,926.98)	P
2100	Mindray Med Intl Ltd	Various	7/1/09	57,750.57	67,277.47	(9,526.90)	P
264	Warrants-Krispy Kreme	3/18/09	7/17/09	13.19	2.64	10.55	P
500	Intuitive Surgical Inc	Various	8/10/09	114,409.24	85,973.94	28,435.30	P
702	Starbucks Corp	3/25/02	9/11/09	13,856.42	8,136.18	5,720.24	P
3640	Las Vegas Sands Corp	Various	9/10/09	58,879.12	35,943.93	22,935.19	P
6360	Las Vegas Sands Corp	Various	9/10/09	103,030.61	405,896.00	(302,865.39)	P
3798	Starbucks Corp	3/25/02	9/10/09	75,451.40	44,029.32	31,422.08	P
6400	Moodys Corp	Various	9/24/09	140,486.30	148,382.24	(7,895.94)	P
12200	Las Vegas Sands Corp	11/10/08	9/18/09	224,667.60	67,100.00	157,567.60	P
1000	Apple Inc	Various	9/25/09	184,324.86	103,128.58	81,196.28	P
5400	Broadcom Corp	Various	9/28/09	158,701.91	180,588.73	(21,886.82)	P
1800	National Oilwell Varco	7/6/07	9/28/09	76,518.73	102,582.33	(26,063.60)	P
400	Varian Medical Systems	2/10/07	10/5/09	15,935.59	23,941.92	(8,006.33)	P
6000	Iron Mtn Inc	Various	11/4/09	147,566.20	114,988.73	32,577.47	P
6300	Monsanto Co	Various	11/4/09	433,542.88	486,827.26	(53,284.38)	P
1600	National Oilwell Varco	Various	11/4/09	679,761.71	708,114.94	(28,353.23)	P
5300	Nike Inc	Various	11/4/09	332,089.46	293,281.83	38,807.63	P
4700	Apple Inc	Various	11/4/09	896,839.40	309,559.07	587,280.33	P
5200	ADR Mindray Med Intl	Various	11/4/09	163,701.66	141,376.40	22,325.26	P

## STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/LOSS	D/P
1000	CME Group Inc	8/16/05	11/4/09	296,603.47	274,409.25	22,194.22	P
4400	Vmware Inc	Various	11/4/09	174,526.35	134,501.61	40,024.74	P
8300	Visa Inc	Various	11/4/09	650,338.90	436,203.60	214,135.30	P
5000	Stryker Corp	Various	11/4/09	233,643.99	168,280.74	65,363.25	P
7100	Varian Medical Systems	Various	11/4/09	302,647.46	385,781.08	(83,133.62)	P
2700	Intuitive Surgical Inc	Various	11/4/09	679,874.11	217,769.02	462,105.09	P
8600	Salesforce Com Inc	Various	11/4/09	504,419.16	382,724.01	121,695.15	P
1400	Google	1/13/05	11/4/09	753,864.24	249,720.38	504,143.86	P
12100	Qualcomm Inc	Various	11/4/09	502,454.09	467,163.92	35,290.17	P
8900	Schlumberger Ltd	Various	11/4/09	572,321.14	560,767.55	11,553.59	P
9900	Schwab Charles Corp	Various	11/4/09	167,360.14	188,290.37	(20,930.23)	P
1100	Staples Inc	Various	11/4/09	237,646.68	254,619.98	(16,973.30)	P
14800	Starbucks Corp	Various	11/4/09	283,517.78	153,584.20	129,933.58	P
16000	Las Vegas Sands Corp	Various	11/4/09	238,469.05	88,000.00	150,469.05	P
10700	Allergan Inc	Various	11/4/09	619,483.04	294,074.83	325,408.21	P
7800	America Movil	Various	11/4/09	357,290.09	285,830.00	71,460.09	P
7500	Amazon Com Inc	Various	11/4/09	876,403.47	533,128.05	343,275.42	P
4700	Intercontinentalexchange Inc	Various	11/4/09	469,605.81	292,612.78	176,993.03	P
8000	Broadcom Corp	Various	11/4/09	211,052.16	246,736.28	(35,684.12)	P
8200	FMC Technologies Inc	Various	11/4/09	444,024.32	382,068.64	61,955.68	P
7500	Flir Sys Inc	Various	11/4/09	209,422.36	204,606.53	4,815.83	P
11200	Genzyme Corp	Various	11/4/09	571,822.57	579,417.92	(7,595.35)	P
6100	Illumina Inc	Various	11/4/09	196,008.69	259,458.34	(63,449.65)	P
62500	FMC Ishares TR Russell 1000 Gr	11/4/09	11/5/09	2,926,599.73	2,897,500.00	29,099.73	P
9830	Dominion Res Inc	Various	12/17/08	338,414.53	299,911.89	38,502.64	P
3660	McDonalds Corp	Various	12/17/08	230,070.70	65,843.76	164,226.94	P
5520	Target Corp	Various	12/17/08	197,952.15	163,596.01	34,356.14	P
4940	Union Pac Corp	2/5/01	12/17/08	241,511.29	133,360.33	108,150.96	P
5580	United Technologies Corp	Various	12/17/08	283,927.77	188,814.79	95,112.98	P
6515	Philip Morris Intl	Various	12/17/08	274,330.13	194,102.61	80,227.52	P
8690	AT&T Inc	Various	12/17/08	244,931.48	206,644.95	38,286.53	P
4554	Chevron Corp	Various	12/17/08	352,723.08	187,453.22	165,269.86	P
4950	ConocoPhillips Com	8/30/02	12/17/08	266,025.86	136,014.98	130,010.88	P
1530	Wells Fargo & Co	Various	2/12/09	23,648.00	45,893.29	(22,245.29)	P
6310	General Electric Co	Various	2/11/09	75,151.67	186,071.20	(110,919.53)	P
10090	Wells Fargo & Co	Various	3/5/09	82,777.89	241,143.50	(158,365.61)	P
150	United Technologies Corp	12/18/08	3/11/09	6,107.17	7,702.50	(1,595.33)	P
2050	Applied Materials, Inc	11/14/00	3/11/09	19,115.12	42,281.25	(23,166.13)	P
800	Kimberly-Clark Corp	11/14/00	3/11/09	35,372.60	50,582.58	(15,209.98)	P
1500	Kraft Foods Inc	11/9/07	3/11/09	31,640.82	49,468.65	(17,827.83)	P
2220	Oracle Corp	10/5/07	3/11/09	33,014.10	47,665.20	(14,651.10)	P
830	Union Pac Corp	12/18/08	3/11/09	29,733.42	41,217.80	(11,484.38)	P
7730	Applied Materials, Inc	Various	5/14/09	85,684.06	150,199.97	(64,515.91)	P
510	Hewlett Packard	9/20/07	5/15/09	17,880.13	25,615.36	(7,735.23)	P
1210	JPMorgan Chase	5/5/08	5/15/09	41,717.66	58,511.25	(16,793.59)	P
600	Pepsico Inc	6/5/06	5/15/09	30,124.26	36,069.00	(5,944.74)	P
1000	Allstate Corp	8/31/05	6/3/09	25,629.34	55,574.10	(29,944.76)	P
1200	Microsoft Corp	11/14/00	6/3/09	25,631.34	40,762.50	(15,131.16)	P
4410	JPMorgan Chase	Various	6/26/09	149,716.96	158,311.16	(8,594.20)	P
3340	Cardinal Health	Various	6/26/09	102,724.06	194,503.78	(91,779.72)	P
8060	Applied Materials, Inc	Various	8/13/09	110,763.30	150,273.73	(39,510.43)	P
360	ConocoPhillips Com	12/18/08	8/28/09	16,391.85	19,270.80	(2,878.95)	P
4540	ConocoPhillips Com	12/18/08	9/22/09	210,638.78	243,026.20	(32,387.42)	P

## STATEMENT: Part IV-1

SHARES	SECURITY	PURCHASE DATE	SALE DATE	PROCEEDS	COST	GAIN/LOSS	D/P
6680	Kraft Foods Inc	Various	9/22/09	176,254.61	162,051.76	14,202.85	P
4150	BB&T Corp	3/11/09	10/30/09	100,048.11	69,906.75	30,141.36	P
2620	Wellpoint Inc	11/7/03	11/2/09	124,627.31	89,977.19	34,650.12	P
						27,802,129.06	26,482,246.64
							1,319,882.42

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
AMERICAN FOUNDATION FOR THE BLIND 11030 ABLES LANE DALLAS, TX 75229	PUBLIC	GENERAL	100,000
AMERICAN INDIAN COLLEGE FUND 8333 GREENWOOD BLVD DENVER, CO 80221-4488	PUBLIC	GENERAL	25,000
ARTREACH - DALLAS 2800 N HENDERSON AVE STE 102 DALLAS, TX 75206	PUBLIC	GENERAL	8,000
AMERICAN RED CROSS 4800 HARRY HINES BLVD DALLAS, TEXAS 75235	PUBLIC	GENERAL	50,000
ATTITUDES & ATTIRE P O BOX 421107 DALLAS, TX 75342	PUBLIC	GENERAL	20,250
AUSTIN CLASSICAL GUITAR SOCIETY P O BOX 4072 AUSTIN, TX 78765	PUBLIC	GENERAL	37,500
AUSTIN COLLEGE 900 NORTH GRAND, SUITE 6G SHERMAN TX 75090	PUBLIC	GENERAL	20,000
AVANCE 2816 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	15,000
BIG BROTHERS BIG SISTERS 450 EAST JOHN CARPENTER FWY IRVING, TX 75062	PUBLIC	GENERAL	30,000
BIG THOUGHT 2501 OAK LAWN AVE. SUITE 550 DALLAS, TEXAS 75219	PUBLIC	GENERAL	60,000
BLACKLAND PRAIRIE RAPTOR CENTER 6119 GREENVILLE AVE SUITE 341 DALLAS, TX 75206	PUBLIC	GENERAL	10,000
BOYS AND GIRLS CLUBS OF GREATER DALLAS 4816 WORTH STREET DALLAS, TX 75246	PUBLIC	GENERAL	50,000
BREAKTHROUGH FORT WORTH 4200 COUNTRY DAY LAND FORT WORTH, TX 76109	PUBLIC	GENERAL	25,000
BUCKNER CHILDREN AND FAMILY SERVICES 600 NORTH PEARL ST , SUITE 2260 DALLAS, TX 75201	PUBLIC	GENERAL	30,000
CASA 2815 GASTON AVENUE DALLAS, TX 75226	PUBLIC	GENERAL	10,000

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
CATHOLIC CHARITIES, DIOCESE OF FORT WORTH 2701 BURCHILL ROAD N FORT WORTH, TX 76105	PUBLIC	GENERAL	25,000
CENTER FOR CONTEMPORARY ARTS 1050 OLD PECOS TRAIL SANTA FE, NM 87505	PUBLIC	GENERAL	50,000
CHILD AND FAMILY GUIDANCE CENTER 8915 HARRY HINES BLVD DALLAS, TX 75235	PUBLIC	GENERAL	20,000
CHILDREN'S MEDICAL CENTER 2777 STEMMONS FREEWAY, STE 700 DALLAS, TX 75207	PUBLIC	GENERAL	30,000
COMMUNITY PARTNERS OF DALLAS 1215 SKILES STREET DALLAS, TX 75204	PUBLIC	GENERAL	25,000
CONFERENCE OF SOUTHWEST FOUNDATION 3102 MAPLE AVENUE SUITE 260 DALLAS, TEXAS 75201	PUBLIC	GENERAL	1,750
COWBOYS FOR CHRIST P O BOX 7557 FORT WORTH, TX 76111	PUBLIC	GENERAL	7,500
DALLAS AREA HABITAT FOR HUMANITY 2800 HAMPTON ROAD DALLAS, TX 75212	PUBLIC	GENERAL	30,000
DALLAS CENTER FOR THE PERFORMING ARTS 2106 BOLL STREET DALLAS, TEXAS 75204	PUBLIC	GENERAL	50,000
DALLAS CHILDREN'S ADVOCACY CENTER 3611 SWISS AVENUE DALLAS, TEXAS 75204	PUBLIC	GENERAL	30,000
DALLAS FURNITURE BANK P O BOX 815788 DALLAS, TX 75381	PUBLIC	GENERAL	20,000
DALLAS HISTORICAL SOCIETY P O BOX 150038 DALLAS, TEXAS 75315	PUBLIC	GENERAL	15,000
DALLAS MUSEUM OF ART 1717 NORTH HARWOOD STREET DALLAS, TX 75201	PUBLIC	GENERAL	25,000
DONORS CHOOSE 347 W 36TH STREET, SUITE 503 NEW YORK, NY 10018	PUBLIC	GENERAL	25,000
EAST DALLAS COMMUNITY SCHOOL 924 WAYNE STREET DALLAS, TX 75223	PUBLIC	GENERAL	20,000

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
EDUCATIONAL OPPORTUNITIES, INC 8350 N CENTRAL EXPRESSWAY, STE 775 DALLAS, TX 75206	PUBLIC	GENERAL	18,000
FAMILY GATEWAY 2910 SWISS AVENUE DALLAS, TX 75204	PUBLIC	GENERAL	20,000
FERGUSON ROAD INITIATIVE P O BOX 570417 DALLAS, TX 75357	PUBLIC	GENERAL	25,000
FOCUS ON THE FAMILY 8605 EXPLORER DRIVE COLORADO SPRINGS, COLORADO 80920	PUBLIC	GENERAL	12,500
FOUNDATION RELATIONS 800 W CAMPBELL ROAD RICHARDSON, TX 75080	PUBLIC	GENERAL	25,000
GENESIS WOMEN'S SHELTER 4411 LEMMON AVENUE, STE 201 DALLAS, TX 75219	PUBLIC	GENERAL	25,000
GLADNEY CENTER FOR ADOPTION 6300 JOHN RYAN DRIVE FORT WORTH, TX 76132	PUBLIC	GENERAL	50,000
GUIDE DOGS FOR THE BLIND 350 LOS RANCHITOS ROAD SAN RAFAEL, CA 94903	PUBLIC	GENERAL	25,000
HOMEAID HOME BUILDERS CARE 5816 PLANO PARKWAY PLANO, TX 75093	PUBLIC	GENERAL	25,000
HOUSE OF ISAIAH P O BOX 1405 MABANK, TEXAS 75147	PUBLIC	GENERAL	13,100
HUMAN RIGHTS INITIATIVE OF NORTH TEXAS 2501 OAK LAWN AVE STE 850 DALLAS, TX 75219	PUBLIC	GENERAL	15,000
IEC FOUNDATION 4401 FORD AVENUE, STE 1100 ALEXANDRIA, VA 22302	PUBLIC	GENERAL	25,000
IN-SYNC EXOTICS 3430 SKYVIEW DRIVE WYLIE, TX 75098	PUBLIC	GENERAL	7,500
INTERFAITH HOUSING COALITION P O BOX 750206 DALLAS, TEXAS 75372	PUBLIC	GENERAL	25,000
JUNIOR ACHIEVEMENT 1201 EXECUTIVE DRIVE WEST RICHARDSON, TX 75081	PUBLIC	GENERAL	25,000

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
KITTICO CAT RESCUE P O BOX 600447 DALLAS, TEXAS 75360	PUBLIC	GENERAL	12,500
LeTOURNEAU UNIVERSITY 2100 S MOBBERLY AVE LONGVIEW, TX 75602	PUBLIC	GENERAL	40,000
MENTAL HEALTH AMERICA OF TEXAS 1210 SAN ANTONIO STREET, STE 200 AUSTIN, TEXAS 78701	PUBLIC	GENERAL	17,500
OAK CLIFF CHAMBER OF COMMERCE 400 S. ZANG BLVD STE. 110 DALLAS, TX 75208	PUBLIC	GENERAL	10,000
OPERATION KINDNESS 3201 EARHART DRIVE CARROLLTON, TEXAS 75006	PUBLIC	GENERAL	25,000
PLANNED PARENTHOOD 7424 GREENVILLE AVE STE 206 DALLAS, TX 75231	PUBLIC	GENERAL	25,850
PRE-GED SCHOOL AT THE CATHEDRAL 5100 ROSS AVE. DALLAS, TX 7206	PUBLIC	GENERAL	8,000
PREVENT BLINDNESS 3610 FAIRMOUNT STREET DALLAS, TEXAS 75219	PUBLIC	GENERAL	10,000
READING AND RADIO RESOURCE 2007 RANDALL DALLAS, TX 75201	PUBLIC	GENERAL	25,000
SALESMANSHIP CLUB 400 S. ZANG BLVD SUITE 700 DALLAS, TEXAS 75208	PUBLIC	GENERAL	10,000
SALESMANSHIP CLUB YOUTH AND FAMILY CENTERS 106 E TENTH STREET DALLAS, TX 75203	PUBLIC	GENERAL	12,500
SCHREINER UNIVERSITY 2100 MEMORIAL BOULEVARD KERRVILLE, TX 78028	PUBLIC	GENERAL	30,000
SENIOR SOURCE 3910 HARRY HINES BLVD DALLAS, TX 75219	PUBLIC	GENERAL	150,000
SHARED HOUSING CENTER, INC 402 N GOOD LATIMER EXPWY DALLAS, TX 75204	PUBLIC	GENERAL	25,000
SPA PINEYWOODS NATIVE PLANT CENTER P O. BOX 13000 SFA STATION NACOGDOCHES, TEXAS 75962	PUBLIC	GENERAL	25,000

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
SNOWMASS CHAPEL P O BOX 17169 SNOWMASS VILLAGE, CO 81615	PUBLIC	GENERAL	25,000
SOCIETY FOR COMPANION ANIMALS 619 WOOLSEY DALLAS, TX 75224	PUBLIC	GENERAL	5,000
SOUTHWESTERN DIABETIC FOUNDATION P O BOX 918 GAINESVILLE, TEXAS 76241	PUBLIC	GENERAL	12,500
SPINDLETOP MHMR SERVICES P O BOX 3846 BEAUMONT, TX 77704	PUBLIC	GENERAL	10,000
ST ANTHONY ACADEMY 3732 MYRTLE ST. DALLAS, TX 75215	PUBLIC	GENERAL	25,000
ST EDWARDS UNIVERSITY 3001 SOUTH CONGRESS AVENUE AUSTIN, TEXAS 78704	PUBLIC	GENERAL	20,000
ST PHILLIPS SCHOOL AND COMMUNITY CENTER 1600 PENNSYLVANIA AVENUE DALLAS, TX 75215	PUBLIC	GENERAL	40,000
STRAY DOG, INC P O BOX 1465 GUN BARREL CITY, TX 75147	PUBLIC	GENERAL	12,500
TECO THEATRICAL PRODUCTIONS INC 215 SOUTH TYLER ST DALLAS, TX 75208	PUBLIC	GENERAL	31,250
TEXAS A&M HEALTH SCIENCE CENTER 3302 GASTON AVENUE DALLAS, TX 75246	PUBLIC	GENERAL	25,000
TEXAS WOMEN'S UNIVERSITY P O BOX 425587 DENTON, TEXAS 76204	PUBLIC	GENERAL	50,000
TEXAS TECH UNIVERSITY-AGRICULTURAL SCIENCES P O BOX 42123 LUBBOCK, TEXAS 79409	PUBLIC	GENERAL	50,000
THE ARC OF DALLAS 12700 HILLCREST AVE STE. 200 DALLAS, TX 75230	PUBLIC	GENERAL	20,000
THE BRIDGE 3600 GATON AVE STE 401 DALLAS, TX 75246	PUBLIC	GENERAL	37,650
THE DALLAS LIGHTHOUSE FOR THE BLIND 4245 OFFICE PARKWAY DALLAS, TX 75204	PUBLIC	GENERAL	25,000

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
THE FAMILY PLACE P O BOX 7999 DALLAS, TEXAS 75209	PUBLIC	GENERAL	15,000
THE FULTON SCHOOL 1623 LAURENCE DRIVE HEATH, TEXAS 75032	PUBLIC	GENERAL	25,000
THE GRAND PRAIRIE WELLNESS CENTER 1710 SMALL STREET GRAND PRAIRIE, TX 75050	PUBLIC	GENERAL	20,000
THE LENSIC PERFORMING ARTS CENTER 211 WEST SAN FRANCISCO STREET SANTA FE, NM 87501	PUBLIC	GENERAL	5,000
THE NORTH TEXAS FOOD BANK 4500 S COCKRELL HILL ROAD DALLAS, TX 75229	PUBLIC	GENERAL	50,000
THE PETS FOR THE ELDERLY FOUNDATION P O BOX 226 WICKLIFFE, OH 44092	PUBLIC	GENERAL	10,000
THE SALVATION ARMY-DFW METROPLEX P O BOX 36006 DALLAS, TX 75235	PUBLIC	GENERAL	20,000
THE STEWPOT 408 PARK AVENUE DALLAS, TEXAS 75201	PUBLIC	GENERAL	10,000
TRINITY RIVER AUDUBON CENTER 6500 SOUTH LOOP 12 DALLAS, TX 75217	PUBLIC	GENERAL	15,000
TRINITY STRAND TRAIL 1444 OAK LAWN AVE STE 200 DALLAS, TX 75207	PUBLIC	GENERAL	25,000
THE WILKINSON CENTER P.O BOX 750248 DALLAS, TX 75372	PUBLIC	GENERAL	35,000
VAUGHN HOUSE INC 1701 EVERGREEN AVE AUSTIN, TX 78704	PUBLIC	GENERAL	25,000
VICTIMS OUTREACH 5327 N CENTRAL EXPRESSWAY, STE 305 DALLAS, TX 75205	PUBLIC	GENERAL	2,500
VOLUNTEER CENTER OF NORTH TEXAS 2800 LIVE OAK ST DALLAS, TX 75204	PUBLIC	GENERAL	10,000
VOLUNTEERS OF AMERICA TEXAS 1350 NORTH BUCKNER BLVD. STE. 206 DALLAS, TX 75218	PUBLIC	GENERAL	25,000

## STATEMENT PT XV-1

## PART XV, LINE 3(a) - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT	RECIPIENT STATUS	PURPOSE	AMOUNT
VOGEL ALCOVE 7557 RAMBLER ROAD, SUITE 262 DALLAS, TEXAS 75231	PUBLIC	GENERAL	10,000
WHEELS FOR HUMANITY 12750 RAYMER ST., UNIT 4 NORTH HOLLYWOOD, CA 91605	PUBLIC	GENERAL	20,000
WITTE MUSEUM 3801 BROADWAY SAN ANTONIO, TX 78209	PUBLIC	GENERAL	35,000
Total to Part XV, Line 3(a)			<u>2,373,850</u>