Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [ ] Address change [ ] Name change

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

Name of foundation: THE FRUEHAUF FOUNDATION

Number and street (or P O box number if mail is not delivered to street address): C/O SENTINEL TRUST; 2001 KIRBY DR — Room/suite: 1200

City or town, state, and ZIP code: HOUSTON, TX 77019

A Employer identification number: 23-7015744

B Telephone number: 713-529-3729

C If exemption application is pending, check here ▶ [ ]

D 1. Foreign organizations, check here ▶ [ ]
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 4,653,308.

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	992.	992.		STATEMENT 1
	4 Dividends and interest from securities	114,892.	114,892.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<215,132.>			
	b Gross sales price for all assets on line 6a 2,660,812.				
	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	<99,248.>	115,884.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,332.	1,666.	0.	1,666.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	1,671.	1,671.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	20,780.	10,390.	0.	10,390.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,783.	13,727.	0.	12,056.
	25 Contributions, gifts, grants paid	235,000.			235,000.
	26 **Total expenses and disbursements.** Add lines 24 and 25	260,783.	13,727.	0.	247,056.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<360,031.>			
	b **Net investment income** (if negative, enter -0-)		102,157.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	796,483.	758,784.	758,784.
	3 Accounts receivable ▶ 16.			
	Less: allowance for doubtful accounts ▶	54,432.	16.	16.
	4 Pledges receivable ▶			
	Less. allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 6	186,302.	742,210.	742,258.
	b Investments - corporate stock STMT 7	3,709,020.	2,595,185.	2,853,473.
	c Investments - corporate bonds STMT 8	0.	290,011.	298,777.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,746,237.	4,386,206.	4,653,308.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	3,977,256.	3,977,256.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	768,981.	408,950.	
	30 Total net assets or fund balances	4,746,237.	4,386,206.	
	31 Total liabilities and net assets/fund balances	4,746,237.	4,386,206.	

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	4,746,237.
2	Enter amount from Part I, line 27a	2	<360,031.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,386,206.
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	4,386,206.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo., day, yr)
1a PUBLICLY TRADED SECURITIES	P		
b LITIGATION SETTLEMENTS	P		
c CAPITAL GAINS DIVIDENDS			
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	2,651,986.		2,875,944.	<223,958.>
b	8,821.			8,821.
c	5.			5.
d				
e				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<223,958.>
b				8,821.
c				5.
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	<215,132.>
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))
2008	281,717.	5,026,097.	.056051
2007	254,790.	5,810,908.	.043847
2006	233,861.	5,455,034.	.042871
2005	183,573.	5,252,404.	.034950
2004	236,950.	4,779,850.	.049573

2 Total of line 1, column (d)	2	.227292
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	.045458
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	4,278,424.
5 Multiply line 4 by line 3	5	194,489.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,022.
7 Add lines 5 and 6	7	195,511.
8 Enter qualifying distributions from Part XII, line 4	8	247,056.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter. ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)	1	1,022.
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	1,022.
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	1,022.
6 Credits/Payments		
a 2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 5,840.		
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	5,840.
8 Enter any **penalty** for underpayment of estimated tax Check here [X] if Form 2220 is attached	8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	4,818.
11 Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 4,818. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
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 2009 or the taxable year beginning in 2009 (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

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

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

Website address ▶ N/A

14 The books are in care of ▶ HARVEY C FRUEHAUF, JR - PRESIDENT Telephone no. ▶ (713) 529-3729

Located at ▶ 2001 KIRBY DR, STE 1200, HOUSTON, TX ZIP+4 ▶ 77019

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Line	Yes	No
1a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes X No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?		1b		X
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?		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 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes X No			
	If "Yes," list the years ▶ , , ,				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.)	N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ , , ,				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes X No			
b	If "Yes," did it have excess business holdings in 2009 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 2009.)*	N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53.4945-5(d).			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870.			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions 3	
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	3,643,409.
b	Average of monthly cash balances			1b	697,901.
c	Fair market value of all other assets			1c	2,268.
d	**Total** (add lines 1a, b, and c)			1d	4,343,578.
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	4,343,578.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	65,154.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	4,278,424.
6	**Minimum investment return.** Enter 5% of line 5			6	213,921.

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	213,921.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,022.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,022.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	212,899.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	212,899.
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	212,899.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	247,056.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	247,056.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	1,022.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	246,034.

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 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7					212,899.
2 Undistributed income, if any, as of the end of 2009					
a Enter amount for 2008 only				235,270.	
b Total for prior years ______ , ______ , ______			0.		
3 Excess distributions carryover, if any, to 2009					
a From 2004					
b From 2005					
c From 2006					
d From 2007					
e From 2008					
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 247,056.					
a Applied to 2008, but not more than line 2a				235,270.	
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 2009 distributable amount					11,786.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2009 (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 2008 Subtract line 4a from line 2a Taxable amount - see instr				0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010					201,113.
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 2004 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2005					
b Excess from 2006					
c Excess from 2007					
d Excess from 2008					
e Excess from 2009					

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 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

SEE STATEMENT 10

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

NONE

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

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

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

SEE STATEMENT 11

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 12				235,000.
Total			▶ 3a	235,000.
b *Approved for future payment*				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	992.	
4 Dividends and interest from securities			14	114,892.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	<215,132.>	
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.		<99,248.>	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . . . 13 <99,248.>

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 5/12/10 Title: Vice President

Paid Preparer's Use Only

Preparer's signature: Connie L. Estopinal	Date: 5-11-2010	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code: MOHLE ADAMS 3900 ESSEX LANE, SUITE 1000 HOUSTON, TX 77027	EIN	Phone no 713-629-1381

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

SOURCE	AMOUNT
SENTINEL TRUST COMPANY, LBA (MMKT & SWEEP)	992.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	992.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
SENTINEL TRUST COMPANY, LBA	114,897.	5.	114,892.
TOTAL TO FM 990-PF, PART I, LN 4	114,897.	5.	114,892.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	3,332.	1,666.	0.	1,666.
TO FORM 990-PF, PG 1, LN 16B	3,332.	1,666.	0.	1,666.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN W/H	1,671.	1,671.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1,671.	1,671.	0.	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
INSURANCE	20,718.	10,359.	0.	10,359.
FOREIGN FEES	2.	1.	0.	1.
STATE FILING FEES	60.	30.	0.	30.
TO FORM 990-PF, PG 1, LN 23	20,780.	10,390.	0.	10,390.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 6

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT AGENCY BONDS - SEE STATEMENT 11	X		742,210.	742,258.
TOTAL U.S. GOVERNMENT OBLIGATIONS			742,210.	742,258.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			742,210.	742,258.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - SEE STMT 11	1,706,302.	1,722,960.
CALL OPTIONS ON CORP STOCK - SEE STMT 11	<33,468.>	<19,926.>
MUTUAL FUNDS - EQUITY - SEE STMT 11	488,326.	674,813.
MUTUAL FUNDS - FIXED INCOME - SEE STMT 11	246,259.	250,487.
INTERNATIONAL EQUITIES - SEE STMT 11	187,766.	225,139.
TOTAL TO FORM 990-PF, PART II, LINE 10B	2,595,185.	2,853,473.

FORM 990-PF | CORPORATE BONDS | STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
COMMINGLED - FIXED INCOME	290,011.	298,777.
TOTAL TO FORM 990-PF, PART II, LINE 10C	290,011.	298,777.

FORM 990-PF | PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS | STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
HARVEY C FRUEHAUF, JR 11958 TURTLE BEACH RD NORTH PALM BEACH, FL 33408	PRESIDENT/TSR/DIRECTOR 0.00	0.	0.	0.
BARBARA F BRISTOL 3 COOKS FARM LANE LYNNFIELD, MA 01940	VICE PRES/DIRECTOR 0.00	0.	0.	0.
MARTHA S. FRUEHAUF 135 SOMERSET FARM DRIVE CHARLOTTESVILLE, VA 22902	DIRECTOR 0.00	0.	0.	0.
HARVEY B WALLACE II 1310 PACKARD ST, APT 4 ANN ARBOR, MI 48104	DIRECTOR 0.00	0.	0.	0.
BARTLEY J. RAINEY 2001 KIRBY DR, STE 1200 HOUSTON, TX 77019	VICE PRES 0.00	0.	0.	0.
VIRGINIA L. KIRILA 2001 KIRBY DR, STE 1200 HOUSTON, TX 77019	SECRETARY 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT 10

NAME OF MANAGER

HARVEY C FRUEHAUF, JR
BARBARA F BRISTOL

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 11
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DIAN STALLINGS
100 MAPLE PARK BLVD., SUITE 106
ST CLAIR SHORES, MI 48081

TELEPHONE NUMBER

586-774-5130

FORM AND CONTENT OF APPLICATIONS

REQUESTS SHOULD BE SUBMITTED IN LETTER FORM.

ANY SUBMISSION DEADLINES

NONE - APPLICATIONS ARE REVIEWED ON A MONTHLY BASIS.

RESTRICTIONS AND LIMITATIONS ON AWARDS

ORGANIZATIONS LISTED IN OR OTHERWISE QUALIFYING AS: CUMULATIVE LIST OF ORGANIZATIONS DESCRIBED IN SECTION 170(C) OF THE INTERNAL REVENUE CODE OF 1986.

January 01, 2009 To December 31, 2009

Account Name : Fruehauf Foundation

STATEMENT 11

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
	Money Market Funds						
758,784.48	Northern Inst. Government Select Fund	758,784.48	100.00	758,784.48	77.18	0.01%	16 31%
	Totals	**758,784.48**		**758,784.48**	**77.18**	**0.01%**	**16.31%**
	Common Stock						
1,270	Abbott Laboratories	55,765.88	53.99	68,567.30	2,032.00	2.96%	1 47%
275	Abercrombie & Fitch Co, Cl A	7,208.26	34.85	9,583.75	192.50	2.01%	0.21%
600	Agco Corp	13,534.58	32.34	19,404.00	0.00	0.00%	0 42%
1,410	Allstate Corp	81,922.88	30.04	42,356.40	1,128.00	2.66%	0.91%
865	Amgen Inc	45,525.94	56.57	48,933.05	0.00	0.00%	1.05%
960	AT&T Inc	24,097.36	28 03	26,908.80	1,612.80	5.99%	0.58%
5	Bank Amer Corp	106.10	15 06	75.30	0 20	0.27%	0 00%
730	Cabot Corp	10,537.63	26.23	19,147.90	525.60	2.74%	0.41%
440	Cephalon Inc	24,681.88	62.42	27,464.80	0.00	0.00%	0.59%
630	Chevron Corp	39,591.71	76.99	48,503.70	1,713.60	3.53%	1.04%
555	Cimarex Energy Co	20,718 69	52.97	29,398.35	133.20	0.45%	0.63%
1,055	Citigroup Inc	5,647.55	3.31	3,492.05	0.00	0.00%	0.08%
4,110	Comcast Corp Cl A	75,996.56	16.86	69,294.60	1,553 58	2.24%	1.49%
110	Computer Sciences Corp	5,722.45	57.53	6,328.30	0.00	0.00%	0.14%
680	ConocoPhillips	22,022.20	51.07	34,727.60	1,360.00	3 92%	0.75%
1,570	Dell Inc	26,216.88	14.36	22,545.20	0.00	0 00%	0.48%
190	Dollar Tree Inc.	8,922.40	48.30	9,177.00	0.00	0.00%	0.20%
255	Eastman Chemical Co	10,515.22	60.24	15,361.20	448.80	2.92%	0.33%
2,225	Electronics For Imaging, Inc	23,631.92	12.97	28,858.25	0.00	0.00%	0.62%
2,000	Emulex Corp	9,464 80	10.90	21,800.00	0.00	0.00%	0.47%

January 01, 2009 To December 31, 2009

STATEMENT 11

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category	Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
855	Entergy Corp	60,240.31	81.84	69,973.20	2,565.00	3.67%	1.50%
255	Genzyme Corp-General Division	13,680.75	49.01	12,497.55	0.00	0.00%	0.27%
220	Goldman Sachs Group, Inc	26,780.34	168.84	37,144.80	308 00	0.83%	0.80%
40	Helmerich & Payne Inc	1,229 43	39.88	1,595.20	8.00	0 50%	0.03%
5,200	Integrated Device Tech	26,204.10	6.47	33,644.00	0.00	0.00%	0.72%
1,100	J P Morgan Chase & Co	39,642.42	41.67	45,837.00	220.00	0 48%	0.99%
745	Johnson & Johnson	45,056.04	64.41	47,985.45	1,460 20	3.04%	1.03%
3,885	Kroger Co	83,489.01	20.53	79,759.05	1,476 30	1.85%	1 71%
1,240	Lilly Eli & Co	52,744.34	35.71	44,280 40	2,430 40	5.49%	0 95%
925	Loews Corp	21,283.53	36 35	33,623.75	231.25	0.69%	0.72%
1,200	Lowe's Companies, Inc	33,322.52	23.39	28,068 00	432 00	1.54%	0 60%
1,060	Marathon Oil Corp	45,699.00	31.22	33,093.20	1,017.60	3.07%	0.71%
200	Merck & Co Inc New	6,306.00	36.54	7,308.00	304 00	4 16%	0.16%
1,065	Morgan Stanley	39,979.25	29.60	31,524.00	213 00	0.68%	0.68%
80	Nike, Inc. - Class B	3,178.88	66.07	5,285.60	86 40	1.63%	0 11%
1,065	Norfolk Southern Corp	32,406.12	52 42	55,827.30	1,448.40	2.59%	1.20%
115	Omnivision Technologies	1,016.60	14.52	1,669.80	0.00	0.00%	0 04%
275	Oracle Corp	5,626.50	24.53	6,745.75	55 00	0.82%	0.14%
240	Pepsico Inc	12,107.42	60 80	14,592.00	432 00	2.96%	0.31%
1,740	Pfizer Inc	39,659 52	18.19	31,650 60	1,252 80	3.96%	0.68%
8,900	Photronics Inc	121,363 03	4.45	39,605.00	0.00	0.00%	0.85%
895	Seacor Holdings, Inc	74,569.18	76.25	68,243.75	0.00	0 00%	1.47%
15,845	Silicon Image, Inc	39,345 45	2.58	40,880.10	0.00	0 00%	0.88%
1,700	Southwest Airlines Co	11,287.02	11.43	19,431.00	30.60	0 16%	0.42%

23-7015744

January 01, 2009 To December 31, 2009

Account Name : Fruehauf Foundation

STATEMENT 11

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
755	Steel Dynamics Inc		12,816.27	17.72	13,378.60	226.50	1.69%	0.29%
1,845	Suntrust Banks Inc		50,457.71	20.29	37,435.05	73.80	0.20%	0.80%
808	Time Warner Cable		27,541.28	41.39	33,443.12	0.00	0.00%	0.72%
335	Trinity Industries, Inc.		5,674.90	17.44	5,842.40	107.20	1.83%	0 13%
180	United Technologies Corp		9,613.96	69.41	12,493.80	277.20	2.22%	0.27%
230	UnitedHealth Group Inc		5,560.82	30.48	7,010.40	6 90	0.10%	0.15%
2,330	UnumProvident Corp		46,506.06	19.52	45,481.60	768.90	1.69%	0.98%
2,935	Verizon Communications		90,139.88	33.13	97,236.55	5,576.50	5.73%	2.09%
965	Wal-Mart Stores Inc		45,073.80	53.45	51,579.25	1,051.85	2.04%	1.11%
1,125	Walgreen Co		36,659.15	36.72	41,310.00	618.75	1.50%	0.89%
610	Wellpoint Inc		28,210.06	58.29	35,556.90	0.00	0.00%	0 76%
	Totals		**1,706,301.54**		**1,722,959.72**	**33,378.83**	**1.94%**	**37.03%**
	Call Options							
3	AGCO Call	$30.000 01/16/10	-461 99	2.75	-825.00	0.00	0 00%	-0.02%
3	AGCO Call	$35:000 01/16/10	-568.33	0.05	-15.00	0 00	0.00%	0.00%
7	CBT Call	$25.000 01/16/10	-764.73	1.45	-1,015.00	0 00	0.00%	-0 02%
2	CEP Call	$70 000 01/16/10	-148 00	0 30	-60.00	0.00	0.00%	0 00%
1	COP Call	$50.000 01/16/10	-168.00	1.59	-159.00	0 00	0.00%	0.00%
2	CVX Call	$80.000 01/16/10	-347.39	0.22	-44.00	0.00	0.00%	0.00%
21	EFII Call	$12.500 01/16/10	-1,573 97	0.50	-1,050.00	0.00	0.00%	-0.02%
20	ELX Call	$12.500 01/16/10	-1,722.36	0.05	-100.00	0 00	0.00%	0.00%
2	GENZ Call	$65.000 01/16/10	-425.99	0.10	-20.00	0.00	0.00%	0.00%
3	JNJ Call	$65.000 01/16/10	-209.36	0 44	-132.00	0.00	0.00%	0 00%
7	JPM Call	$47.000 01/16/10	-596.10	0.05	-35.00	0.00	0.00%	0 00%

January 01, 2009 To December 31, 2009

Account Name : Fruehauf Foundation

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
4	JPM Call	$50.000 01/16/10	-851.98	0.02	-8.00	0 00	0.00%	0.00%
11	KR Call	$25.000 01/16/10	-834 55	0.05	-55.00	0.00	0.00%	0.00%
3	MRO Call	$33 000 01/16/10	-635.98	0.10	-30.00	0.00	0 00%	0.00%
3	MRO Call	$36.000 01/16/10	-255.68	0.05	-15.00	0.00	0.00%	0 00%
10	MS Call	$36.000 01/16/10	-1,379.96	0 02	-20.00	0.00	0.00%	0.00%
2	ORCL Call	$22.500 01/16/10	-108.00	2.15	-430.00	0.00	0 00%	-0.01%
2	PEP Call	$60.000 01/16/10	-529.58	1.69	-338.00	0.00	0 00%	-0.01%
89	PLAB Call	$5.000 01/16/10	-2,580 40	0.05	-445.00	0 00	0.00%	-0 01%
3	WAG CALL	$35.000 01/16/10	-434.97	2.00	-600.00	0.00	0 00%	-0.01%
8	WAG Call	$41.000 01/16/10	-631.98	0.05	-40 00	0.00	0.00%	0.00%
4	ABT Call	$55.000 02/20/10	-415.99	0 95	-380 00	0.00	0.00%	-0.01%
2	ANF Call	$38 000 02/20/10	-535.99	0.95	-190.00	0.00	0.00%	0.00%
5	COP Call	$55.000 02/20/10	-961.52	0 48	-240.00	0.00	0.00%	-0 01%
6	DELL Call	$15.000 02/20/10	-281.99	0.53	-318.00	0.00	0.00%	-0.01%
1	DLTR Call	$50.000 02/20/10	-133.00	1.45	-145.00	0.00	0 00%	0.00%
1	UTX Call	$65.000 02/20/10	-197.99	5.31	-531.00	0.00	0 00%	-0.01%
2	XEC Call	$55.000 02/20/10	-417.99	1.90	-380.00	0.00	0.00%	-0.01%
10	C Call	$6.000 03/20/10	-349 99	0.01	-10.00	0.00	0.00%	0.00%
1	CSC Call	$60.000 03/20/10	-134.00	1.65	-165.00	0.00	0.00%	0.00%
4	L Call	$40.000 03/20/10	-371.99	0 45	-180 00	0.00	0.00%	0.00%
17	LUV Call	$11.000 03/20/10	-832.98	1.00	-1,700 00	0.00	0.00%	-0 04%
8	PFE Call	$20.000 03/20/10	-391.99	0.26	-208 00	0.00	0.00%	0.00%
6	SIMG Call	$5.000 03/20/10	-84.00	0.10	-60.00	0.00	0.00%	0.00%
2	UNH Call	$36 000 03/20/10	-254.49	0.45	-90.00	0.00	0.00%	0.00%

January 01, 2009 To December 31, 2009

Account Name : Fruehauf Foundation

STATEMENT 11

Summary Of Investment Holdings

Shares or Par Value	Investment Category		Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
4	WMT Call	$57.500 03/20/10	-291.99	0.33	-132.00	0.00	0 00%	0.00%
1	GS Call	$230.00 0 04/17/10	-417.99	0.38	-38.00	0.00	0.00%	0.00%
12	LOW Call	$24.000 04/17/10	-1,190.97	1.20	-1,440 00	0.00	0 00%	-0.03%
18	STI Call	$26.000 04/17/10	-3,132.09	0.28	-504.00	0.00	0.00%	-0 01%
2	TWC Call	$50.000 04/17/10	-347.99	0.30	-60.00	0.00	0.00%	0.00%
3	ABT Call	$55.000 05/15/10	-431.99	2.05	-615.00	0.00	0.00%	-0.01%
9	DELL Call	$15.000 05/15/10	-863.98	1.10	-990.00	0.00	0.00%	-0 02%
7	STLD Call	$19.000 05/22/10	-937.98	1.40	-980.00	0.00	0.00%	-0 02%
2	CVX Call	$85.000 06/19/10	-333.99	1.40	-280.00	0 00	0.00%	-0 01%
2	EMN Call	$65.000 06/19/10	-663.10	3.00	-600 00	0 00	0.00%	-0 01%
5	NSC Call	$60.000 06/19/10	-689.98	1.30	-650.00	0 00	0.00%	-0.01%
9	PFE Call	$21.000 06/19/10	-359.99	0.36	-324.00	0.00	0 00%	-0.01%
6	WLP Call	$65.000 06/19/10	-1,607 96	2.80	-1,680 00	0.00	0.00%	-0.04%
20	CMCSA Call	$19.000 07/17/10	-1,604.76	0.80	-1,600 00	0.00	0 00%	-0.03%
	Totals		**-33,467.97**		**-19,926.00**	**0.00**	**0.00%**	**-0.39%**
	International Equities							
430	BP PLC ADR		21,828.89	57.97	24,927.10	1,444.80	5.80%	0.54%
600	Nokia Corp Sponsored ADR		16,386 00	12.85	7,710.00	235.81	3.06%	0.17%
350	Partnerre Ltd		25,185.49	74.66	26,131 00	658.00	2 52%	0.56%
45	Royal Dutch Shell ADR		3,481.45	60.11	2,704.95	128.52	4.75%	0.06%
	Totals		**66,881.83**		**61,473.05**	**2,467.13**	**4.01%**	**1.33%**
	Commingled - Int'l Equity							
1,348	iShares MSCI EAFE Index Fund		57,969.32	55 28	74,517.44	1,942.36	2.61%	1.60%

January 01, 2009 To December 31, 2009

Account Name : Fruehauf Foundation

STATEMENT 11

Summary Of Investment Holdings

Shares or Par Value	Investment Category			Cost Basis	Unit Value	Market Value	Estimated Ann Inc	Curr Yield	% Port
1,506	iShares MSCI EMRG Index Fund			44,532.42	41.50	62,499.00	36.18	0.06%	1 34%
650	Vanguard Emerging Markets ETF			18,382.37	41.00	26,650.00	354.25	1.33%	0.57%
	Totals			**120,884.11**		**163,666.44**	**2,332.79**	**1.43%**	**3.51%**
	Mutual Fund - Fixed Income								
24,201.6	Vanguard Total Bond Market Index Fund			246,258.88	10.35	250,486.56	10,335.61	4.13%	5.38%
	Vanguard Fund #84								
	Totals			**246,258.88**		**250,486.56**	**10,335.61**	**4.13%**	**5.38%**
	Mutual Fund - Int'l Equity								
20,173.779	Fidelity Spartan Intl Index Fd Advantage Clas			488,326.13	33 45	674,812.91	14,928.60	2.21%	14.50%
	Totals			**488,326.13**		**674,812.91**	**14,928.60**	**2.21%**	**14.50%**
	Commingled - Fixed Income								
1,395	IShares Barclays 1-3 Year Credit			140,310.63	103 96	145,024.20	5,403.78	3 73%	3.12%
1,490	IShares Barclays Aggregate Bond Fund			149,700.30	103.19	153,753.10	5,975.14	3 89%	3.30%
	Totals			**290,010.93**		**298,777.30**	**11,378.92**	**3.81%**	**6.42%**
	U S Government Agency Bonds								
265,000	FHLB	1.300%	09/23/2011	265,000.00	100.16	265,414.06	3,445.00	1.30%	5 70%
75,000	FHLMC	5.125%	07/15/2012	77,709.75	108.63	81,468.75	3,843.75	4.72%	1.75%
400,000	Federal Home Loan Banks	1.875%	12/28/2012	399,500.00	98.84	395,375.00	7,500.00	1.90%	8.50%
	Totals			**742,209.75**		**742,257.81**	**14,788.75**	**1.99%**	**15.95%**
	Total Investments			**4,386,189.68**		**4,653,292.27**	**89,687.81**	**1.93%**	**100.00%**
	Plus Net Cash					**0.00**			
	Total Market Value					**4,653,292.27**			

Market values for non-marketable securities represent the most recent available values as of statement date.

THE FRUEHAUF FOUNDATION - 2009 FORM 990PF - TAX ID 23-7015744

PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
AOPA Foundation, Inc.	421 Aviation Way Frederick, MD 21701	None	Education	Gen Operating Expense	10,000.00
Aids/HIV Services Group, Inc.	P. O. Box 2322 Charlottesville, VA 22902	None	Medical	Gen Operating Expense	1,000.00
Alliance Defense Fund	15333 N. Pima Road, Ste 165 Scottsdale, AZ 85260	None	Public Welfare	Gen Operating Expense	6,000.00
American Center for Law & Justice	1000 Regent University Drive PO Box 64429 Virginia Beach, VA 23467	None	Public Welfare	Gen Operating Expense	4,500.00
American Red Cross Mass Bay	139 Main St. Cambridge, MA 02142	None	Public Welfare	Gen Operating Expense	3,000.00
Beaumont Foundation	Beaumont Hospitals P.O. Box 5802 Troy, MI 48007-5802	None	Medical	Gen Operating Expense	1,000.00
Billy Graham Evangelistic Assoc	One Billy Graham Parkway Charlotte, NC 28201	None	Religious	Gen Operating Expense	1,500.00
Boy Scouts of America	189 N. Main Street Middleton, MA 01949	None	Public Welfare	Gen Operating Expense	6,500.00
CARP, Inc.	5410 East Avenue West Palm Beach, FL 33407	None	Public Welfare	Gen Operating Expense	500.00
Charlottesville Free Clinic	1138 Rose Hill Drive Suite 200 Charlottesville, VA 22903-5128	None	Medical	Gen Operating Expense	2,000.00
Doctors Without Borders	333 Seventh Ave., 2nd Floor New York, NY 10001	None	Medical	Gen Operating Expense	6,500.00
EAA Aviation Foundation	PO Box 3065 Oshkosh, WI 54903-3065	None	Public Welfare	Gen Operating Expense	500.00
Episcopal High School	Attn: Sukey Voskamp PO Box 271299 Houston, TX 77277	None	Education	Gen Operating Expense	12,500.00
Family Research Council	801 G. Street, N.W. Washington, DC 20001	None	Public Welfare	Gen Operating Expense	6,000.00

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Fisher House Foundation	111 Rockville Pike, Suite 420 Rockville, MD 20850	None	Education	Gen Operating Expense	1,000.00
Fight SMA	1807 Libbie Ave., Suite 104 Richmond, VA 23226	None	Public Welfare	Gen Operating Expense	3,000.00
Friends of MacArthur Beach State Park	10900 State Road 703 North Palm Beach, FL 33408	None	Public Welfare	Gen Operating Expense	2,000.00
Goochland Free Clinic and Family Services	P.O. Box 116 Goochland, VA 23063	None	Medical	Gen Operating Expense	1,000.00
Gordon College	255 Grapevine Road Wenham, MA 01984-1899	None	Education	Gen Operating Expense	6,000.00
Gordon-Conwell Theological Seminary	363 South Huntington Ave. Boston, MA 02130	None	Education	Gen Operating Expense	5,500.00
Grosse Pointe Library Foundation	15450 E. Jefferson Ave., Suite 150 Grosse Pointe Park, MI 48230	None	Public Welfare	Gen Operating Expense	1,000.00
Grosse Pointe War Memorial	32 Lake Shore Rd. Grosse Pointe Farms, MI 48236	None	Public Welfare	Gen Operating Expense	1,500.00
Hanley Center Foundation	5200 East Avenue West Palm Beach, FL 33407-2374	None	Public Welfare	Gen Operating Expense	3,000.00
Harbor House of Central Florida	P.O. Box 680748 Orlando, FL 32746	None	Public Welfare	Gen Operating Expense	750.00
Hospice of Palm Beach County	5300 East Avenue West Palm Beach, FL 33407	None	Public Welfare	Gen Operating Expense	500.00
Hospice of the Piedmont	675 Peter Jefferson Parkway, Suite 300 Charlottesville, VA 22911	None	Public Welfare	Gen Operating Expense	5,000.00
Houston Museum of Natural Science	1 Herman Circle Drive Houston, TX 77030	None	Public Welfare	Program Support	16,000.00
Indian River Medical Center	1000 36th Street Vero Beach, FL 32960	None	Medical	Gen Operating Expense	200.00
International Hospital for Children	1900 Byrd Ave , Suite 204 Richmond, VA 23230	None	Medical	Gen Operating Expense	1,000.00

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Legal Aid Justice Center	1000 Preston Ave., Suite A Charlottesville, VA 22903	None	Public Welfare	Gen Operating Expense	1,000.00
Literacy Volunteers of Charlottesville/Albemarle	PO Box 1156; 418 7th Street NE Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	1,000.00
Live Arts	123 East Water Street Charlottesville, VA 22902	None	Arts	Gen Operating Expense	1,000.00
Lalmba	7685 Quartz Street Arvada, Co 80007	None	Public Welfare	Gen Operating Expense	1,000.00
Lost Tree Chapel	11149 Turtle Beach Road North Palm Beach, FL 33408	None	Religious	Gen Operating Expense	5,800.00
Martha Jefferson Hospital Foundation	459 Locust Ave , Charlottesville, NC 22902	None	Medical	Gen Operating Expense	1,000 00
Mayo Clinic Rochester	200 First Street SW., Rochester, MN 55905	None	Medical	Gen Operating Expense	2,000.00
Memorial Sloan-Kettering Cancer Center	1275 York Avenue New York, NY 10021	None	Medical	Gen Operating Expense	1,000.00
Michigan Humane Society	30300 Telegraph Road, Suite 220 Bingham Farms, MI 48205	None	Public Welfare	Gen Operating Expense	1,000.00
National Foundation for Cancer Research	4600 East West Highway, Suite 525 Bethesda, MD 20814	None	Medical	Gen Operating Expense	500.00
Neighborhood Club	17150 Waterloo Grosse Pointe, MI 48230-121	None	Public Welfare	Gen Operating Expense	1,000.00
Orlando-UCF Shakespeare Theatre	Attn: S. Lucek, Dir of Development 812 East Rollins Street Orlando, FL 32803	None	Arts	Gen Operating Expense	1,250.00
Palm Beach Atlantic University	901 S. Flagler Dr. West Palm Beach, FL 33401	None	Education	Gen Operating Expense	5,000.00
Palm Beach Infectious Disease Institute	1515 North Flagler Drive, Suite 800 West Palm Beach, FL 33401	None	Medical	Gen Operating Expense	1,000.00
Peabody Essex Museum	East India Square Salem, MA 01970	None	Public Welfare	Gen Operating Expense	2,000.00

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RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
Planned Parenthood of Mid & South Michigan	3100 Professional Drive P.O. Box 3673 Ann Arbor, MI 48106	None	Public Welfare	Gen Operating Expense	1,000.00
Recording for the Blind and Dyslexic	350 Greenbrier Drive Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	1,000.00
Rivanna Conservancy Society	P. O. Box 1501 Charlottesville, VA 22902-1501	None	Public Welfare	Gen Operating Expense	1,000.00
Safe Harbor Animal Rescue	P.O. Box 1843 Jupiter, FL 33477	None	Public Welfare	Gen Operating Expense	5,000.00
Salvation Army - Boston Area	147 Berkeley Street Boston, MA 0216-5197	None	Public Welfare	Gen Operating Expense	7,000.00
Salvation Army	16130 Northland Drive Southfield, MI 48075	None	Public Welfare	Gen Operating Expense	5,000.00
Salvation Army - West Palm	2100 Palm Beach Lake Blvd. West Palm Beach, FL 33409	None	Public Welfare	Gen Operating Expense	3,000.00
Services for Older Citizens	17150 Waterloo Ste 300 Detroit, MI 48230-9900	None	Public Welfare	Gen Operating Expense	300.00
Sexual Assault Resource Agency	PO Box 6880 Charlottesville, VA 22906	None	Public Welfare	Gen Operating Expense	1,000.00
Shelter for Help in Emergency	1410 Sachem Place Charlottesville, VA 22901	None	Public Welfare	Gen Operating Expense	1,000.00
St. Francis Episcopal School	335 Piney Point Road Houston, TX 77024-6505	None	Education	Permanent Endowment	14,000 00
St. Jude Children's Research Hospital	501 St. Jude Place Memphis, TN 38105	None	Medical	Gen Operating Expense	400.00
St. Lawrence University - Linda Fund	23 Romoda Drive Canton, NY 13617	None	Education	Gen Operating Expense	2,000.00

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St. Martin's Episcopal Church	717 Sage Road Houston, TX 77056	None	Religious	Annual Fund	7,500.00
Sweet Briar College	Box E, Sweet Briar, VA 23238	None	Education	Gen Operating Expense	1,000.00
The Arc Grosse Pointe/Harper Woods	P.O. Box 36130 Grosse Pointe Farms, MI 48236	None	Public Welfare	Gen Operating Expense	300.00
The Beacon Society	Beaumont Grosse Pointe Foundation PO Box 5802 Troy, MI 48007-9620	None	Education	Gen Operating Expense	200.00
The Collegiate School	103 North Mooreland Road Richmond, VA 23229	None	Education	Gen Operating Expense	1,000.00
The Lost Tree Village Charitable Foundation	11555 Lost Tree Way North Palm Beach, FL 33408	None	Public Welfare	Gen Operating Expense	1,000.00
The Seeing Eye	PO Box 375. Morristown, NJ 07963-0375	None	Medical	Gen Operating Expense	500.00
The Steward School	11600 Gayton Road Richmond, VA 23233	None	Education	Gen Operating Expense	1,000.00
The Wild Dolphin Project	P.O. Box 8436 Jupiter, FL 33468	None	Public Welfare	Gen Operating Expense	500.00
Trinity Preparatory School of Florida	Attn: Mr. Craig Maughan, Headmaster 5700 Trinity Prep Lane Winter Park, FL 32792	None	Education	Gen Operating Expense	28,000.00
United Way	Thomas Jefferson Area 806 East High Street Charlottesville, VA 22902	None	Public Welfare	Gen Operating Expense	2,000.00
University of Louisville	Development Office 2323 South Brook Street Louisville, KY 40292	None	Education	Gen Operating Expense	1,000.00

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PART XV SUPPLEMENTARY INFORMATION

LINE 3a GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

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RECIPIENT NAME	RECIPIENT ADDRESS	RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF CONTRIBUTION	AMOUNT
University of Texas MD Anderson Cancer Ctr	Attn: Stephanie Young Off of Development 1515 Holcomb Blvd Houston, TX 77030-4095	None	Medical	Cancer Research Endowment	7,500.00
University of Texas Medical Branch	Attn: Dr. David Walker 301 University Blvd - Keiller 1.116 Galveston, TX 77555-0609	None	Medical	Tropical & Infectious Diseases	2,500.00
Virginia Tech	Office of University Development 902 Prices Fork Road Blacksburg, VA 24061	None	Education	Gen Operating Expense	1,000.00
Washington Legal Foundation	2009 Massachusetts Ave, NW Washington, DC 20036	None	Public Welfare	Gen Operating Expense	3,000.00
WXEL Public Broadcasting	PO Box 6607 West Palm Beach, FL 33405-0607	None	Public Welfare	Gen Operating Expense	800.00
TOTAL FOUNDATION GIFTING					**235,000.00**