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Form **990**Department of the Treasury
Internal Revenue Service**Return of Organization Exempt From Income Tax**

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047

2009Open to Public
Inspection**A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20**

B Check if applicable: ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization W W CARUTH JR FOUNDATION (3074812)		D Employer identification number 23-7436194
		Doing Business As		E Telephone number 800 357-7094
		Number and street (or P O box if mail is not delivered to street address) Room/suite BANK OF AMERICA PO BOX 831041		G Gross receipts \$ 135,488,248.
		City or town, state or country, and ZIP + 4 DALLAS, TX 75283-1041		H(a) Is this a group return for affiliates? Yes ☐ No ☒ H(b) Are all affiliates included? Yes ☐ No ☐ If "No," attach a list (see instructions)
F Name and address of principal officer: BANK OF AMERICA, N.A. 901 MAIN ST, FL 19, DALLAS, TX 75202-3714		H(c) Group exemption number ▶		
I Tax-exempt status ☒ 501(c) (3) ◀ (insert no) 4947(a)(1) or 527		J Website ▶ NONE		
K Form of organization: Corporation ☐ Trust ☒ Association ☐ Other ▶		L Year of formation. 1975 M State of legal domicile TX		

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SEE STATEMENT 1		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	13
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	12
	5 Total number of employees (Part V, line 2a)	5	
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b	NONE	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	15,500,000	3,336,757.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	-17,607,637	-5,922,973.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	1,696,499	1,632,871.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-411,138	-953,345.
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	12,525,808	6,037,178.
	14 Benefits paid to or for members (Part IX, column (A), line 4)		
Expenses	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	1,008,824	855,476.
	16a Professional fundraising fees (Part IX, column (A), line 11e)		
	b Total fundraising expenses, Part IX, column (D), line 25	NONE	
	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	1,400,360	1,829,593.
	18 Total expenses - add lines 13-17 (must equal Part IX, column (A), line 25)	14,934,992	8,722,247.
	19 Revenue less expenses - Subtract line 18 from line 12	-15,346,130	-9,675,592.
	20 Total assets (Part X, line 16)	Beginning of Year	End of Year
21 Total liabilities (Part X, line 26)	263,105,578	253,799,901.	
22 Net assets or fund balances. Subtract line 21 from line 20.	NONE	NONE	
		263,105,578	253,799,901.

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here ▶ *Mary Frost* **Date** 8-11-10

Signature of officer

BANK OF AMERICA, N.A., TRUSTEE

Type or print name and title

Paid Preparer's Use Only	Preparer's signature ▶	Date	Check if self-employed ☐	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4 ▶	EIN ▶	Phone no ▶	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes ☐ No ☒

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

Form 990 (2009)

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SCANNED SEP 15 2010

FBI MARK DATE AUG 16 2010

Part III Statement of Program Service Accomplishments**1** Briefly describe the organization's mission:

SEE STATEMENT 1

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code:) (Expenses \$7,094,891. including grants of \$ 6,037,178.) (Revenue \$)

FUNDS ARE DISTRIBUTED TO THE SUPPORTED ORGANIZATION, COMMUNITIES
 FOUNDATION OF TEXAS, INC. (CFT), AS DIRECTED BY THE MANAGEMENT
 TRUSTEES, BOARD OF TRUSTEE MEMBERS OF CTF. THEY DETERMINE WHICH
 QUALIFIED CHARITIES THAT SUPPORT PROJECTS IN HEALTH, EDUCATION, AND
 PUBLIC SAFETY WILL RECEIVE THE FUNDS.
 PROFESSIONAL SERVICES FEES ARE PAID TO CFT FOR SUPPORT FOUNDATION
 SERVICES PERFORMED BY CFT.

4b (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4c** (Code:) (Expenses \$ including grants of \$) (Revenue \$)**4d** Other program services. (Describe in Schedule O.)

(Expenses \$ including grants of \$) (Revenue \$)

4e Total program service expenses ► 7,094,891.

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A	☒	
2 Is the organization required to complete Schedule B, Schedule of Contributors?	☒	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I		☒
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II		☒
5 Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations. Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I		☒
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II		☒
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III		☒
9 Did the organization report an amount in Part X, line 21; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV		☒
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V		☒
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable	☒	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
• Did the organization report an amount for investments other-securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII.		
• Did the organization report an amount for investments-program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII.		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX.		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X.		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII.		☒
12A Was the organization included in consolidated, independent audited financial statement for the tax year?	☒	
If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional	☒	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E.		☒
14a Did the organization maintain an office, employees, or agents outside of the United States?		☒
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I		☒
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II.		☒
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III		☒
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I		☒
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II		☒
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III		☒
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H		☒

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Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	21 X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>	22	X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	23	X
24 a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If No, go to question 25.</i>	24a	X
b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b	
c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c	
d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d	
25 a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>	25a	X
b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>	25b	X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>	26	X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i>	27	X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28a	X
b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>	28b	X
c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>	28c	X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>	29 X	
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>	30	X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>	31	X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>	32	X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>	33	X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	34	X
35 Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	35	X
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>	36	X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>	37	X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? Note. All Form 990 filers are required to complete Schedule O.	38 X	

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Part V Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable	1a	0
b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable	1b	0
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	0
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return. (see instructions)	2b	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	3a	X
b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O	3b	
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?	4a	X
b	If Yes, enter the name of the foreign country: ► See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?	5a	X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b	X
c	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?	5c	
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	6a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b	
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	7a	X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c	X
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d	
e	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e	X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	7f	X
g	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?	7g	
h	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?	7h	
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8	X
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?	9a	X
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b	X
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12	10a	
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b	
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders	11a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.)	11b	
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?	12a	X
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b	

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Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

	Yes	No
1a Enter the number of voting members of the governing body	1a 13	
b Enter the number of voting members that are independent	1b 12	
2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	2	X
3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?	3	X
4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed?	4	X
5 Did the organization become aware during the year of a material diversion of the organization's assets?	5	X
6 Does the organization have members or stockholders?	6	X
7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body?	7a	X
b Are any decisions of the governing body subject to approval by members, stockholders, or other persons?	7b	X
8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
a The governing body?	8a X	
b Each committee with authority to act on behalf of the governing body?	8b	X
9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O	9a X	

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
10a Does the organization have local chapters, branches, or affiliates?	10a	X
b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?	10b	
11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form?	11 X	
11A Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a Does the organization have a written conflict of interest policy? If "No," go to line 13	12a X	
b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b X	
c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done	12c X	
13 Does the organization have a written whistleblower policy?	13 X	
14 Does the organization have a written document retention and destruction policy?	14 X	
15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a The organization's CEO, Executive Director, or top management official	15a	X
b Other officers or key employees of the organization	15b	X
If "Yes" to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?	16a	X
b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?	16b	

Section C. Disclosure

17 List the states with which a copy of this Form 990 is required to be filed ► NONE

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.
☐ Own website ☐ Another's website ☒ Upon request

19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization: ► BANK OF AMERICA, N.A. TEL: (214) 209-1965
901 MAIN ST, 19TH FL; DALLAS, TX 75202-3714

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year. Use Schedule J-2 if additional space is needed.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

- List all of the organization's **current** key employees. See instructions for definition of "key employee."

- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.

- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.

- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if the organization did not compensate any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
JOSEPH M GRANT - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
BECKY BRIGHT - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
KAREN L SHUFORD - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
JUDITH W GIBBS - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
FREDERICK B HEGI, JR - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
JACK M KINNEBREW - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
LINDA BRACK McFARLAND - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
JOHN McSTAY - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
HAROLD MONTGOMERY - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
FRANK A RISCH - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
TERDEMA L USSERY II - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
CARLOS GONZALEZ PENA - CFT, INC. MANAGEMENT TRUSTEE	1	X						NONE	NONE	NONE
BANK OF AMERICA, N.A. FISCAL TRUSTEE	40		X					855,476	NONE	NONE

(A) Name and title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
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1b Total								855,476.	NONE	NONE

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization 0

3 Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual

4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual.

5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4		X
5		X

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization		
(A) Name and business address	(B) Description of services	(C) Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization ►

Part VIII Statement of Revenue

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
Contributions, gifts, grants and other similar amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c				
	d	Related organizations	1d				
	e	Government grants (contributions) . .	1e				
	f	All other contributions, gifts, grants, and similar amounts not included above .	1f	3,336,757			
	g	Noncash contributions included in lines 1a-1f \$		3,336,757			
h	Total. Add lines 1a-1f ▶			3,336,757.			
Program Service Revenue				Business Code			
	2a						
	b						
	c						
	d						
	e						
	f	All other program service revenue					
g	Total. Add lines 2a-2f ▶						
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts) ▶		5,951,920.			5,951,920.
	4	Income from investment of tax-exempt bond proceeds . . . ▶					
	5	Royalties ▶					
		(i) Real	(ii) Personal				
	6a	Gross Rents	1,446,581				
	b	Less: rental expenses	37,116				
	c	Rental income or (loss)	1,409,465				
	d	Net rental income or (loss) ▶		1,409,465.			1,409,465.
		(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	124529584				
	b	Less: cost or other basis and sales expenses	136404477				
	c	Gain or (loss)	-11874893				
	d	Net gain or (loss) ▶		-11874893.			-11874893.
	8a	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18 a					
	b	Less: direct expenses b					
	c	Net income or (loss) from fundraising events ▶					
	9a	Gross income from gaming activities See Part IV, line 19 a					
	b	Less: direct expenses b					
	c	Net income or (loss) from gaming activities ▶					
	10a	Gross sales of inventory, less returns and allowances a					
b	Less: cost of goods sold b						
c	Net income or (loss) from sales of inventory ▶						
Miscellaneous Revenue				Business Code			
11a	DEL MONTE CORP SR SUB NT		900099	3,600.			3,600.
b	CARUTH PRESTON RD L.L.C.		531390	2,481.			2,481.
c	CARUTH PRESTON RD ASSOC LT		531390	216,525.			216,525.
d	All other revenue			800.			800.
e	Total. Add lines 11a-11d ▶			223,406.			
12	Total Revenue. See instructions ▶			-953,345.			-4,290,102.

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	6,037,178.	6,037,178.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	855,476.		855,476.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .				
7 Other salaries and wages				
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .				
9 Other employee benefits				
10 Payroll taxes				
11 Fees for services (non-employees).				
a Management				
b Legal				
c Accounting	11,050.		11,050.	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees				
g Other	1,057,713.	1,057,713.		
12 Advertising and promotion				
13 Office expenses				
14 Information technology				
15 Royalties				
16 Occupancy				
17 Travel				
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization				
23 Insurance				
24 Other expenses. Itemize expenses not covered above. (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below.)				
a INVESTMENT ADVISORY FEES - OU	474,174.		474,174.	
b FOREIGN TAXES PAID	118,166.		118,166.	
c PROPERTY TAXES - NON-RENTAL	162,289.		162,289.	
d INVESTMENT FEES	6,194.		6,194.	
e CHARITABLE CONTRIBUTIONS PER	7.		7.	
f All other expenses				
25 Total functional expenses. Add lines 1 through 24f	8,722,247.	7,094,891.	1,627,356.	NONE
26 Joint Costs. Check here ☐ If following SOP 98-2. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

Part X Balance Sheet

		(A) Beginning of year		(B) End of year
Assets	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	64,758,200.	2	21,140,860.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 10,866,651.		
	b Less: accumulated depreciation	10b	32,534,385.	10c 10,866,651.
	11 Investments - publicly traded securities	165,812,993.	11	221,792,390.
	12 Investments - other securities. See Part IV, line 11		12	
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11		15	
16 Total assets. Add lines 1 through 15 (must equal line 34)	263,105,578.	16	253,799,901.	
Liabilities	17 Accounts payable and accrued expenses		17	
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities. Complete Part X of Schedule D		25	
26 Total liabilities. Add lines 17 through 25	NONE	26	NONE	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here ☐ and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117, check here ☒ and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	263,105,578.	30	253,797,369.
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	2,532.
	33 Total net assets or fund balances	263,105,578.	33	253,799,901.
34 Total liabilities and net assets/fund balances	263,105,578.	34	253,799,901.	

Form **990** (2009)

Part XI Financial Statements and Reporting

	Yes	No
1 Accounting method used to prepare the Form 990: ☒ Cash ☐ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a Were the organization's financial statements compiled or reviewed by an independent accountant?		X
b Were the organization's financial statements audited by an independent accountant?		X
c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.		
d If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both: ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		
3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

Form **990** (2009)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ **Attach to Form 990 or Form 990-EZ.** ▶ **See separate instructions.**

OMB No 1545-0047

2009

Open to Public Inspection

Name of the organization

W W CARUTH JR FOUNDATION (3074812)

Employer identification number

23-7436194

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is. (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
 - 2 ☐ A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E.)
 - 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
 - 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state: _____
 - 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II.)
 - 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
 - 7 ☐ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
 - 8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)
 - 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)
 - 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4).**
 - 11 ☒ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h.
 - a ☐ Type I
 - b ☒ Type II
 - c ☐ Type III - Functionally integrated
 - d ☐ Type III - Other
 - e ☒ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
 - f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
 - g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		☒
(ii) A family member of a person described in (i) above?		☒
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		☒
 - h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		X
11g(ii)		X
11g(iii)		X

[illegible]

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule A (Form 990 or 990-EZ) 2009

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

N/A

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support. Add lines 7 through 10						
12 Gross receipts from related activities, etc. (see instructions)						12
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f))	14	%
15 Public support percentage from 2008 Schedule A, Part II, line 14	15	%
16a 33 1/3% support test - 2009. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	☐	
b 33 1/3% support test - 2008. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization	☐	
17a 10%-facts-and-circumstances test - 2009. If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	☐	
b 10%-facts-and-circumstances test - 2008. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization	☐	
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions	☐	

Schedule A (Form 990 or 990-EZ) 2009

Part III Support Schedule for Organizations Described in Section 509(a)(2)
 (Complete only if you checked the box on line 9 of Part I.)

N/A

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 Total support. (Add lines 9, 10c, 11, and 12)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here						☐

Section C. Computation of Public Support Percentage

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17	18	%

19a 33 1/3% support tests - 2009. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

b 33 1/3% support tests - 2008. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization ► ☐

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐

Part IV

Supplemental Information. Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions.

This image shows a full page of white paper with horizontal dashed lines, typical of primary-ruled notebook paper. The lines are evenly spaced and run across the entire width of the page. There are no margins, text, or other markings present.

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply):

- a ☐ Public exhibition d ☐ Loan or exchange programs
 b ☐ Scholarly research e ☐ Other _____
 c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? ☐ Yes ☐ No

Part IV Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table:

	Amount
c Beginning balance	1c
d Additions during the year	1d
e Distributions during the year	1e
f Ending balance	1f

2a Did the organization include an amount on Form 990, Part X, line 21? ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV.

Part V Endowment Funds. Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the year end balance held as:

- a Board designated or quasi-endowment ▶ _____ %
 b Permanent endowment ▶ _____ %
 c Term endowment ▶ _____ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

- (i) unrelated organizations
 (ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds.

Part VI Investments - Land, Buildings, and Equipment. See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land	10,866,651.			10,866,651.
b Buildings				
c Leasehold improvements				
d Equipment				
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).)				10,866,651.

Schedule D (Form 990) 2009

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Department of the Treasury
Internal Revenue Service

Name of the organization

W W CARUTH JR FOUNDATION (3074812)

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

Part II

Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed

[illegible]

- | | | |
|---|--|---|
| 1 | Enter total number of section 501(c)(3) and government organizations | 1 |
| 2 | Enter total number of other organizations | 1 |
| 3 | Enter total number of other organizations | 1 |

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) 2009

Part III Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22.
Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
N/A					

Part IV Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

EXPLANATION FOR FORM 990, SCHEDULE I, PART 1, LINE 2

PER THE GOVERNING DOCUMENT, THE MANAGEMENT TRUSTEES, THE BOARD OF TRUSTEES OF COMMUNITIES FOUNDATION OF TEXAS, INC., HAVE THE SOLE AUTHORITY AND RESPONSIBILITY OF SELECTING AND MONITORING FUNDS RECEIVED BY QUALIFIED ORGANIZATIONS.

SCHEDULE M
(Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

► **Complete** if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
► **Attach to Form 990.**

OMB No 1545-0047

2009

**Open To Public
Inspection**

Name of the organization

W W CARUTH JR FOUNDATION (3074812)

Employer identification number

23-7436194

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions	(c) Revenues reported on Form 990, Part VIII, line 1g	(d) Method of determining revenues
1 Art-Works of art				
2 Art-Historical treasures				
3 Art-Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities-Publicly traded				
10 Securities-Closely held stock				
11 Securities-Partnership, LLC, or trust interests	X	2	3,336,757	Value of Partnership
12 Securities-Miscellaneous				
13 Qualified conservation contribution-Historic structures				
14 Qualified conservation contribution-Other				
15 Real estate-Residential				
16 Real estate-Commercial				
17 Real estate-Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ►(.)				
26 Other ►(.)				
27 Other ►(.)				
28 Other ►(.)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

	Yes	No
30 a During the year, did the organization receive by contribution any property reported in Part I, line 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?		X
b If "Yes," describe the arrangement in Part II.		
31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?	X	
32 a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?		X
b If "Yes," describe in Part II.		
33 If the organization did not report revenues in column (c) for a type of property for which column (a) is checked, describe in Part II.		

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule M (Form 990) 2009

JSA

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**SCHEDULE O
(Form 990)**

Department of the Treasury
Internal Revenue Service

Name of the organization

W W CARUTH JR FOUNDATION (3074812)

Supplemental Information to Form 990

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.

▶ Attach to Form 990.

OMB No 1545-0047

2009

**Open to Public
Inspection**

Employer identification number

23-7436194

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 1a

THE MEMBERS OF THE BOARD OF TRUSTEES OF THE SUPPORTED ORGANIZATION,
COMMUNITIES FOUNDATION OF TEXAS, INC., ARE THE MANAGEMENT TRUSTEES
OF THIS SUPPORTING ORGANIZATION. THEY HAVE SOLE AUTHORITY TO
DETERMINE THE AMOUNT AND TIMING OF GRANT DISTRIBUTIONS AND BY A
TWO-THIRDS VOTE OF ALL MANAGEMENT TRUSTEES, THEY CAN REMOVE THE
INSTITUTIONAL TRUSTEE AND APPROVE A SUCCESSOR.

THE INSTITUTIONAL TRUSTEE IS THE FISCAL TRUSTEE WHO HAS THE
AUTHORITY TO MANAGE AND OPERATE THE BUSINESS ASPECTS OF THE TRUST
ASSETS ALONG WITH ALL ACCOUNTING AND BOOKKEEPING MATTERS AND ALL
MATTERS INCIDENT THERETO.

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 8b

THERE ARE NO COMMITTEES.

FORM 990, PAGE 6, PART VI, LINE 11-DESCRIPTION OF PROCESS FOR REVIEW

THIS ORGANIZATION IS FORMED AS A TRUST UNDER STATE LAW, AND
BANK OF AMERICA IS THE INSTITUTIONAL TRUSTEE OF THIS TRUST. THE
FORM 990 IS PREPARED BY BANK OF AMERICA TAX PROFESSIONALS
UNDER THE DIRECT SUPERVISION OF A CORPORATE OFFICER. THUS,
THE FORM 990 IS REVIEWED PRIOR TO FILING BY AN OFFICER OF THE BANK.

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 9

5500 CARUTH HAVEN LN
DALLAS, TX 75225

Name of the organization

W W CARUTH JR FOUNDATION (3074812)

Employer identification number

23-7436194

EXPLANATION FOR FORM 990, PAGE 6, PART VI, LINE 12c

Annual statement by all institutional trustee employees
are signed and documented.

DESCRIPTION FOR MAKING DOCUMENTS PUBLIC**FORM 990, PAGE 6, PART VI, LINE 19**

The trust, and the bank as institutional trustee, makes its
governance documents, conflicts of interest policy and
financial statements available to the public as required
by federal and state laws.

SCHEDULE FOR DEPRECIATION CLAIMED									
(a) Description of property	(b) Cost or unadjusted basis	(c) Date acquired	(d) ACRS des	(e) Bus %	(f) Basis for depreciation	(g) Depreciation in prior years	(h) Method	(i) Life or rate	(j) Depreciation for this year
JSA Totals									

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

75.

75.

=====

RENT AND ROYALTY INCOME

Taxpayer's Name

W W CARUTH JR FOUNDATION (3074812)

Identifying Number

23-7436194

DESCRIPTION OF PROPERTY

MEDALLION CENTER, DALLAS TEXAS

Yes	No	Did you actively participate in the operation of the activity during the tax year?
-----	----	--

RENTAL INCOME

1,446,581.

OTHER INCOME

TOTAL GROSS INCOME

1,446,581.

OTHER EXPENSES:

INSURANCE

- 8.

OTHER EXPENSES

105.

DEPRECIATION (SHOWN BELOW)

LESS: Beneficiary's Portion

AMORTIZATION

LESS: Beneficiary's Portion

DEPLETION

LESS: Beneficiary's Portion

97.

TOTAL EXPENSES

1,446,484.

TOTAL RENT OR ROYALTY INCOME (LOSS)

Less Amount to

Rent or Royalty

Depreciation

Depletion

Investment Interest Expense

Other Expenses

Net Income (Loss) to Others

Net Rent or Royalty Income (Loss)

1,446,484.

Deductible Rental Loss (if Applicable)

SCHEDULE FOR DEPRECIATION CLAIMED

[illegible]

SUPPLEMENT TO RENT AND ROYALTY SCHEDULE
=====

OTHER DEDUCTIONS

OTHER RENTAL EXPENSES

105.

105.
=====

FORM 990, PART I AND PART III - ORGANIZATION'S MISSION

=====

THIS TRUST IS ORGANIZED EXCLUSIVELY FOR AND SHALL BE ADMINISTERED EXCLUSIVELY FOR, AND IN AID OF, THE COMMUNITIES FOUNDATION OF TEXAS, INC. THE BOARD OF TRUSTEES OF THE COMMUNITIES FOUNDATION OF TEXAS, INC., THE MANAGEMENT TRUSTEES, ARE TO DIRECT FUNDS RECEIVED FOR THE SUPPORT OF PROJECTS PERTAINING TO HEALTH, EDUCATION, AND PUBLIC SAFETY WITH EMPHASIS ON RESEARCH AND CAPITAL EXPENDITURES IN THE STATE OF TEXAS.

SCHEDULE A, PART I (h) - INFORMATION ABOUT SUPPORTED ORGANIZATIONS

NAME OF SUPPORTED ORGANIZATION:

COMMUNITIES FND OF TEXAS

EIN: 75-0964565

TYPE OF ORGANIZATION FROM PART I: Section 170(b)(1)(A)(vi)

IS THE ORGANIZATION LISTED IN GOVERNING DOCUMENT?: YES

DID YOU NOTIFY THE ORGANIZATION OF YOUR SUPPORT?: YES

IS THE ORGANIZATION ORGANIZED IN THE U.S.?: YES

AMOUNT OF SUPPORT: 6,037,178.

TOTAL SUPPORT:

6,037,178.
=====

W W CARUTH JR FOUNDATION (3074812)

23-7436194

SCH I, PART II - GRANTS AND OTHER ASSISTANCE TO ORG'S INSIDE THE US

NAME OF ORGANIZATION:

COMMUNITIES FOUNDATION OF TEXAS, INC.

ADDRESS:

5500 CARUTH HAVEN LN

DALLAS, TX 75225

EIN:

75-0964565

IRC SECTION:

170(b)(1)(A)(vi)

AMOUNT OF CASH GRANT..... 6,037,178.

PURPOSE OF GRANT:

SUPPORT QUALIFIED ORGANIZATIONS' PROJECTS PERTAINING
TO HEALTH, EDUCATION, AND PUBLIC SAFETY

TOTAL CASH GRANTS..... 6,037,178.

STATEMENT 3

RENT AND ROYALTY SUMMARY

=====

PROPERTY -----	TOTAL INCOME -----	DEPLETION/ DEPRECIATION -----	OTHER EXPENSES -----	ALLOWABLE NET INCOME -----
44.769 ACRE COR US75 MEDALLION CENTER, DA	1,446,581.		37,019. 97.	-37,019. 1,446,484.
	-----	-----	-----	-----
TOTALS	1,446,581.		37,116.	1,409,465.
	=====	=====	=====	=====

W W CARUTH JR FOUNDATION (30-16-100-3074812)

23-7436194

Balance Sheet

12/31/2009

Cusip	Asset	Units	Basis	Market Value
000957100	ABM INDS INC	2,924 000	69,701 58	60,409.84
001055102	AFLAC INC	938 000	17,247.13	43,382 50
00130H105	AES CORP	16,560 000	154,283 43	220,413 60
00130HBH7	AES CORP	115,000 000	105,210 00	118,018 75
001547108	AK STL HLDG CORP	2,378 000	41,497.15	50,770.30
00184X105	AOL INC	23 000	379 64	535 44
00206R102	AT&T INC	25,855 000	747,860.23	724,715 65
002567105	ABAXIS INC	1,550 000	32,712 91	39,602.50
002824100	ABBOTT LABS	15,173.000	760,588 29	819,190 27
002824AT7	ABBOTT LABS	745,000.000	748,276.10	821,727 55
002896207	ABERCROMBIE & FITCH CO	768.000	29,583.16	26,764 80
00687A107	ADIDAS-SALOMON AG	5,870 000	151,750 37	159,763 79
00724F101	ADOBE SYS INC	5,178.000	172,614 72	190,446.84
00751Y106	ADVANCED AUTO PTS INC	943.000	38,593.59	38,172 64
007865108	AEROPOSTALE	95 000	3,130 07	3,234.75
00817Y108	AETNA INC	406.000	10,516.10	12,870.20
008252108	AFFILIATED MANAGERS GROUP	598 000	35,618.59	40,275 30
00846U101	AGILENT TECHNOLOGIES INC	1,460 000	38,949 42	45,362.20
008474108	AGNICO EAGLE MINES LTD	582.000	32,322 02	31,428.00
009126202	AIR LIQUIDE	774.000	11,945 43	18,440 55
009158106	AIR PRODS & CHEMS INC	5,496 000	405,689 89	445,505 76
009363102	AIRGAS INC	85 000	4,001 79	4,046.00
009606104	AIXTRON AKTIENGESELLSCHAFT	1,524.000	52,117.07	51,099.72
00971T101	AKAMAI TECHNOLOGIES INC	1,106.000	23,239.58	28,026.04
010199305	AKZO NOBEL NV	504.000	18,349 56	33,552 29
012653101	ALBEMARLE CORP	786 000	24,433 99	28,586 82
014482103	ALEXANDER & BALDWIN INC	432.000	15,553 64	14,787.36
015271109	ALEXANDRIA REAL ESTATE EQ INC	460.000	40,468 60	29,573.40
015351109	ALEXION PHARMACEUTICALS INC	350.000	13,884.87	17,087.00
01741R102	ALLEGHENY TECHNOLOGIES INC	94 000	2,846.15	4,208 38
018581108	ALLIANCE DATA SYS CORP	1,096 000	59,884 08	70,790.64
01988P108	ALLSCRIPTS-MISYS HEALTHCARE	3,670 000	51,763 29	74,244.10
020002101	ALLSTATE CORP	191 000	4,797 42	5,737.64
021441100	ALTERA CORP	11,135.000	213,275 72	251,985 05
02209S103	ALTRIA GROUP INC	6,515.000	101,209.12	127,889.45
023135106	AMAZON COM INC	4,584 000	459,326.86	616,639.68
02364W105	AMERICA MOVIL S A B DE C V	7,804.000	280,871.31	366,631 92
025537101	AMERICAN ELEC PWR INC	7,212.000	192,060.43	250,905 48
02553E106	AMERICAN EAGLE OUTFITTERS NEW	823 000	11,176.42	13,974 54
025816109	AMERICAN EXPRESS CO	22,825.000	700,721 44	924,869.00
025816AQ2	AMERICAN EXPRESS CO	745,000 000	704,114.40	777,318.10
02635PSK0	AMERICAN GEN FIN CORP	65,000.000	43,225 00	58,767.15
02635PTC7	AMERICAN GEN FIN CORP	130,000 000	76,700.00	89,376.30
029171AF2	AMERICAN REAL ESTATE PARTNERS	145,000.000	131,593.75	147,900 00
029912201	AMERICAN TOWER CORP	12,289.000	434,195.92	531,007.69
03073E105	AMERISOURCEBERGEN CORP	2,965.000	53,826.04	77,297.55
03076C106	AMERIPRISE FINL INC	2,468.000	61,986.10	95,807.76
031100100	AMETEK INC NEW	907.000	39,746.89	34,683.68
031162100	AMGEN INC	10,016 000	552,279 18	566,605 12
032095101	AMPHENOL CORP NEW	440 000	15,804 82	20,319 20
032511107	ANADARKO PETE CORP	14,721 000	668,852 14	918,884 82
032654105	ANALOG DEVICES INC	3,812 000	97,195 37	120,382 96

W W CARUTH JR FOUNDATION (30-16-100-3074812)

23-7436194

Balance Sheet

12/31/2009

Cusip	Asset	Units	Basis	Market Value
03475V101	ANGIODYNAMICS INC	4,095.000	60,249.48	65,724.75
03662Q105	ANSYS INC	2,220 000	90,708.98	96,481 20
037411105	APACHE CORP	6,019 000	555,758 74	620,980.23
037604105	APOLLO GROUP INC	466.000	25,470 14	28,230 28
037833100	APPLE INC	8,380.000	1,212,868.19	1,765,934.16
038222105	APPLIED MATLS INC	44,285.000	570,378 76	617,332.90
03939RAB6	ARCH WESTN FIN LLC	65,000.000	61,782.50	64,512 50
039483102	ARCHER DANIELS MIDLAND CO	94.000	2,414 16	2,943.14
04010L103	ARES CAP CORP	5,399 000	51,093 58	67,217.55
042735100	ARROW ELECTRS INC	1,017.000	30,207.53	30,113 37
04315J860	ARTIO GLOBAL HIGH INCOME FUND	17,584 783	177,958 00	178,133.85
053332102	AUTOZONE INC	25 000	3,424 79	3,951.75
053484101	AVALONBAY CMNTYS INC	2,286.000	118,150.61	187,703.46
054303102	AVON PRODS INC	12,928.000	419,157.93	407,232.00
054937107	BB&T CORP	1,908 000	39,833 75	48,405 96
05523R107	BAE SYS PLC	7,520 000	168,695 40	174,629 44
055434203	BG GROUP PLC	2,745 000	224,888 78	248,680 53
05545E209	BHP BILLITON PLC	5,018.000	202,542 65	320,399 30
055622104	BP P L C	4,770.000	239,982 62	276,516 90
05565A202	BNP PARIBAS	6,612 000	171,088 62	265,147.81
056752108	BAIDU INC	758.000	298,126.89	311,712.34
057224AX5	BAKER HUGHES INC	745,000 000	770,257 30	840,933.65
057665200	BALCHEM CORP	848.000	21,022 01	28,416 48
058498AF3	BALL CORP	80,000.000	81,200.80	81,000.00
05967A107	BANCO SANTANDER BRASIL S A	779 000	10,464 15	10,859.26
064058100	BANK NEW YORK MELLON CORP	135.000	3,703 47	3,775 95
067901108	BARRICK GOLD CORP	10,793.000	379,267.96	425,028.34
071813109	BAXTER INTL INC	1,445 000	73,958 93	84,792 60
072730302	BAYER A G	5,763.000	364,043.29	464,601 53
073302101	BE AEROSPACE INC	1,452.000	23,545.74	34,122.00
073685109	BEACON ROOFING SUPPLY INC	3,545 000	54,449.91	56,720.00
075811109	BECKMAN COULTER INC	474 000	21,896 63	31,018 56
075896100	BED BATH & BEYOND INC	417.000	12,910 68	16,100 37
081437105	BEMIS INC	195 000	5,726.67	5,781.75
086516101	BEST BUY INC	14,158.000	549,839 57	558,674.68
088606108	BHP BILLITON LTD	10,440.000	531,203 07	799,495.20
090572207	BIO RAD LABS INC	35.000	2,241 40	3,376 10
09057G602	BIO-REFERENCE LABS INC	1,040 000	31,423.91	40,684.80
090613AC4	BIOMET INC	60,000 000	61,000 00	65,175.00
09062X103	BIOGEN IDEC INC	566.000	24,544.13	30,281.00
093671105	BLOCK H & R INC	113.000	2,009.13	2,556 06
097014AD6	BOEING CAP CORP	745,000 000	761,907.45	787,487.35
099724106	BORG WARNER INC	620 000	21,861 76	20,596.40
101121101	BOSTON PROPERTIES INC	2,684 000	117,699.59	180,015 88
101137107	BOSTON SCIENTIFIC CORP	11,641.000	87,722 47	104,769 00
101137AH0	BOSTON SCIENTIFIC CORP	55,000 000	55,412 50	57,475.00
108441205	BRIDGESTONE CORP	280.000	8,852 51	9,780 96
109043109	BRIGGS & STRATTON CORP	315 000	6,611.18	5,893.65
110122108	BRISTOL MYERS SQUIBB CO	10,259 000	218,973.49	259,039.75
110448107	BRITISH AMERN TOB PLC	2,100 000	118,824.64	135,786 00
111320107	BROADCOM CORP	7,964 000	197,385 52	250,627.08
11133T103	BROADRIDGE FINL SOLUTIONS INC	135 000	2,353 49	3,045.60

W W CARUTH JR FOUNDATION (30-16-100-3074812)

23-7436194

Balance Sheet

12/31/2009

Cusip	Asset	Units	Basis	Market Value
112463104	BROOKDALE SENIOR LIVING INC	1,482 000	24,838.57	26,957.58
115637209	BROWN FORMAN CORP	227.000	10,999.81	12,160.39
118759109	BUCYRUS INTL INC	988.000	18,460.77	55,693.56
120738406	BUNZL PLC	6,565 000	318,829.82	357,799.07
124857202	CBS CORP	3,067.000	40,400.67	43,091.35
12497T101	CB RICHARD ELLIS GROUP INC	2,675 000	14,790.87	36,299.75
125269100	CF INDS HLDGS INC	797.000	54,047.16	72,351.66
12543DAF7	CHS / CMNTY HEALTH SYS INC	195,000 000	195,450.00	201,825.00
125509109	CIGNA CORP	847 000	18,590.38	29,873.69
125581FV5	CIT GROUP INC NEW SR SECD	65,000.000	59,150.00	58,175.00
125581FX1	CIT GROUP INC NEW SR SECD	75,000 000	65,437.50	65,062.50
12572Q105	CME GROUP INC	226 000	74,254.63	75,926.96
126132109	CNOOC LTD	3,250 000	375,174.32	505,212.50
12626K203	CRH PLC	6,050.000	151,314.62	165,346.50
126304AK0	CSC HLDGS INC	85,000.000	79,475.00	87,550.00
12637N105	CSL LTD	18,839 000	229,678.14	275,237.79
126408103	CSX CORP	746 000	29,393.71	36,173.54
126650100	CVS CAREMARK CORP	15,616.000	555,842.43	502,991.36
12709P103	CABOT MICROELECTRONICS CORP	1,160 000	33,201.86	38,233.60
134429109	CAMPBELL SOUP CO	2,055 000	55,487.76	69,459.00
134429AM1	CAMPBELL SOUP CO	745,000.000	790,035.49	792,665.10
136375102	CANADIAN NATIONAL RAILWAY	2,780 000	120,416.01	151,120.80
14040H105	CAPITAL ONE FINL CORP	4,288 000	84,282.79	164,401.92
140781105	CARBO CERAMICS INC	1,053 000	34,104.48	71,783.01
14149Y108	CARDINAL HEALTH INC	739.000	23,865.34	23,825.36
143658300	CARNIVAL CORP	6,061.000	166,310.20	192,073.09
14743RAB9	CASE CORP	75,000 000	57,367.50	74,062.50
14808P109	CASS INFORMATION SYS INC	1,937.000	63,411.55	58,884.80
149123101	CATERPILLAR INC	2,733.000	161,170.08	155,753.67
149123BH3	CATERPILLAR INC	745,000.000	765,039.15	796,449.70
15135U109	CENOVUS ENERGY INC	3,399 000	84,117.37	85,654.80
153435102	CENTRAL EUROPEAN DIST CORP	986 000	27,003.88	28,012.26
15670R107	CEPHEID	7,996.000	103,501.79	99,790.08
156782104	CERNER CORP	356.000	21,224.34	29,348.64
162456107	CHATTEM INC	731.000	45,718.31	68,202.30
163072101	CHEESECAKE FACTORY INC	2,740.000	42,799.45	59,156.60
16359R103	CHEMED CORP	1,940 000	85,067.61	93,061.80
16444H102	CHEROKEE INC DEL NEW	1,029.000	21,753.06	18,336.78
165167107	CHESAPEAKE ENERGY CORP	155 000	3,692.23	4,011.40
165167BY2	CHESAPEAKE ENERGY CORP	125,000.000	118,600.00	130,937.50
166744201	CHEUNG KONG HLDGS LTD	20,730 000	225,651.00	268,142.55
166751AJ6	CHEVRON CORP	745,000 000	768,214.20	784,760.65
166764100	CHEVRON CORP	11,073 000	840,064.42	852,510.27
168615102	CHICOS FAS INC	1,917 000	25,936.06	26,933.85
16939P106	CHINA LIFE INS CO	261.000	13,946.42	19,144.35
16945R104	CHINA UNICOM (HONG KONG) LTD	559.000	6,912.97	7,328.49
171232101	CHUBB CORP	707 000	29,814.85	34,770.26
171798AA9	CIMAREX ENERGY CO	65,000 000	58,012.50	65,650.00
17275R102	CISCO SYS INC	36,312 000	726,127.55	869,309.28
17275RAC6	CISCO SYS INC	745,000 000	734,230.00	817,935.50
172908105	CINTAS CORP	199.000	5,771.99	5,187.93
172967101	CITIGROUP INC	34,708.000	112,442.91	114,883.48

W W CARUTH JR FOUNDATION (30-16-100-3074812)

23-7436194

Balance Sheet

12/31/2009

Cusip	Asset	Units	Basis	Market Value
172967CK5	CITIGROUP INC	745,000.000	678,849 70	741,505 95
177376100	CITRIX SYS INC	1,163 000	39,895.83	48,392.43
178566105	CITY NATL CORP	762.000	32,905 03	34,747 20
179895107	CLARCOR INC	1,282 000	47,205 09	41,588 08
18683K101	CLIFFS NAT RES INC	1,372 000	31,107 50	63,235.48
189054109	CLOROX CO	911 000	51,172.37	55,571 00
189754104	COACH INC	1,414 000	25,431 04	51,653.42
191085208	COCA COLA AMATIL LTD	19,104.000	239,617 69	396,197.86
191216100	COCA COLA CO	4,233.000	209,495.12	241,281.00
191216AK6	COCA-COLA CO	745,000.000	728,864 10	802,528.90
1912EP104	COCA COLA HELLENIC BOTTLING CO	6,930.000	130,713 76	159,528 60
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	2,683 000	92,854.11	121,620.39
194162103	COLGATE PALMOLIVE CO	2,833 000	183,377 29	232,730.95
19765H586	COLUMBIA INTERNATIONAL VALUE	1,294,518 232	20,809,052.57	18,369,213.71
20030N101	COMCAST CORP	9,940.000	148,959.23	167,588 40
200340107	COMERICA INC	342 000	8,579.40	10,112 94
203372107	COMMSCOPE INC	308.000	7,743 23	8,171.24
203668108	COMMUNITY HEALTH SYS INC NEWCO	566.000	18,095.15	20,149.60
204386AF3	COMPAGNIE GENERALE DE	70,000.000	53,550.00	69,475.00
20449X203	COMPASS GROUP PLC	45,095.000	246,707 69	324,187.95
205363104	COMPUTER SCIENCES CORP	3,186.000	113,356.86	183,290.58
20539A105	COMPUTER SVCS INC	816 000	26,025 76	29,367 84
205826209	COMTECH TELECOMMUNICATIONS CP	135 000	4,239.46	4,730 40
20605P101	CONCHO RES INC	1,599.000	57,453 95	71,795.10
206708109	CONCUR TECHNOLOGIES INC	760 000	19,049 78	32,490 00
20825C104	CONOCOPHILLIPS	4,300 000	246,182.46	219,601 00
20825CAS3	CONOCOPHILLIPS	745,000 000	766,947 70	799,899 05
20854P109	CONSOL ENERGY INC	2,847 000	94,836 12	141,780 60
209111EN9	CONSOLIDATED EDISON CO NY INC	650,000.000	608,283 00	685,503.00
21036PAG3	CONSTELLATION BRANDS INC	125,000.000	129,825 00	133,125 00
212015101	CONTINENTAL RES INC	834 000	31,939.79	35,770.26
219023108	CORN PRODS INTL INC	309 000	7,760.07	9,032 07
219350105	CORNING INC	215 000	3,056 20	4,151.65
22025YAK6	CORRECTIONS CORP AMER NEW	70,000.000	72,265 30	72,100.00
22160N109	COSTAR GROUP INC	805 000	40,035.69	33,624.85
222862104	COVENTRY HEALTH CARE INC	247.000	5,390.05	5,999.63
22541LBK8	CREDIT SUISSE FIRST BOSTON USA	745,000.000	765,792.95	792,098.90
225447101	CREE INC	555.000	24,884.47	31,285.35
228188AD0	CROWN AMERS LLC CROWN AMERS	130,000 000	132,150.00	134,550 00
228227AZ7	CROWN CASTLE INTL CORP	65,000.000	68,930 42	69,225.00
228368106	CROWN HLDGS INC	2,987.000	78,313 66	76,407 46
22943F100	CTRIIP COM INTL LTD	372.000	14,737.86	26,731.92
229899109	CULLEN FROST BANKERS INC	669 000	33,701 41	33,450.00
231021106	CUMMINS INC	880.000	39,863 11	40,356.80
23331A109	D R HORTON INC	1,487.000	15,428.05	16,163.69
233331107	DTE ENERGY CO	40 000	1,612 70	1,743.60
235851102	DANAHER CORP DEL	189.000	13,707.51	14,212.80
23636T100	DANONE	12,952.000	135,230.29	159,180 08
237194105	DARDEN RESTAURANTS INC	51.000	1,452.17	1,788.57
242309102	DEALERTRACK HLDGS INC	2,460 000	39,196 82	46,223.40
243537107	DECKERS OUTDOOR CORP	559 000	46,025 07	56,861.48
24422EQA0	DEERE JOHN CAP CORP	650,000 000	667,594.20	658,638.50

W W CARUTH JR FOUNDATION (30-16-100-3074812)

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Balance Sheet

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Cusip	Asset	Units	Basis	Market Value
24702R101	DELL INC	3,296.000	47,876.86	47,330.56
247361702	DELTA AIR LINES INC DEL	22,947.000	195,104.11	261,136.86
247916208	DENBURY RES INC	1,926.000	26,170.88	28,504.80
24823Q107	DENDREON CORP	1,567.000	44,059.15	41,180.76
24872B100	DENSO CORP	1,218.000	108,228.46	145,487.66
251542106	DEUTSCHE BOERSE	1,808.000	14,620.56	15,042.56
25271C102	DIAMOND OFFSHORE DRILLING INC	564.000	59,868.37	55,508.88
253651103	DIEBOLD INC	600.000	18,643.42	17,070.00
253798102	DIGI INTL INC	5,734.000	59,875.79	52,294.08
253868103	DIGITAL RLTY TR INC	761.000	27,391.74	38,263.08
25459HAD7	DIRECTV HLDGS LLC / DIRECTV FIN	60,000.000	57,000.00	62,325.00
254687106	DISNEY WALT CO	3,280.000	83,469.46	105,780.00
254687AV8	DISNEY WALT CO	745,000.000	733,179.80	802,104.25
254709108	DISCOVER FINL SVCS	13,065.000	137,897.23	192,186.15
25470F104	DISCOVERY COMMUNICATIONS INC	265.000	6,297.21	8,127.55
25470M109	DISH NETWORK CORP	880.000	18,357.85	18,277.60
25490A101	DIRECTV	20,564.000	498,564.69	685,809.40
25659T107	DOLBY LABORATORIES INC	680.000	29,630.28	32,456.40
257867101	DONNELLEY R R & SONS CO	4,069.000	51,739.90	90,616.63
260003108	DOVER CORP	1,572.000	54,173.69	65,410.92
260543103	DOW CHEM CO	18,977.000	367,428.38	524,334.51
26153C103	DREAMWORKS ANIMATION INC	1,233.000	43,445.50	49,258.35
263534109	DU PONT E I DE NEMOURS & CO	104.000	3,642.86	3,501.68
263534BS7	DU PONT E I DE NEMOURS & CO	745,000.000	738,181.60	797,842.85
26483E100	DUN & BRADSTREET CORP DEL NEW	402.000	32,561.35	33,916.74
26784F103	DYNAMEX INC	1,255.000	32,336.33	22,715.50
26816LAX0	DYNEGY HLDGS INC	80,000.000	64,400.00	74,800.00
268648102	EMC CORP	58,078.000	818,258.68	1,014,622.66
26874R108	ENI S P A	7,124.000	326,295.01	360,545.64
26875P101	EOG RES INC	2,463.000	198,309.92	239,649.90
268780103	E ON AG	465.000	16,330.00	19,420.72
269279402	EXCO RES INC	1,337.000	22,156.35	28,384.51
273202101	EAST JAPAN RY CO	2,355.000	23,506.44	24,798.15
277432100	EASTMAN CHEM CO	2,802.000	109,977.51	168,792.48
278058102	EATON CORP	371.000	19,487.82	23,603.02
278642103	EBAY INC	16,864.000	349,080.62	396,809.92
27874N105	ECHELON CORP	2,830.000	31,012.06	32,714.80
27876GAQ1	ECHOSTAR DBS CORP	65,000.000	63,106.25	67,112.50
27876GBE7	ECHOSTAR DBS CORP	65,000.000	60,800.00	66,381.25
281020107	EDISON INTL	650.000	23,899.84	22,607.00
281023AN1	EDISON MISSION ENERGY	55,000.000	53,900.00	51,700.00
28336LBQ1	EL PASO CORP	125,000.000	118,125.00	123,973.75
291011104	EMERSON ELEC CO	7,402.000	246,898.81	315,325.20
292505104	ENCANA CORP	3,399.000	91,161.93	110,093.61
29364G103	ENTERGY CORP NEW	944.000	73,906.47	77,256.96
29380T105	ENTERTAINMENT PPTYS TR	1,593.000	27,253.63	56,185.11
29444U502	EQUINIX INC	268.000	17,335.36	28,448.20
294821608	ERICSSON L M TEL CO	11,902.000	114,048.53	109,379.38
30161N101	EXELON CORP	3,101.000	145,199.93	151,545.87
30212P105	EXPEDIA INC DEL	1,045.000	26,239.95	26,887.85
302130109	EXPEDITORS INTL WASHINGTON INC	6,358.000	210,598.99	221,067.66
302182100	EXPRESS SCRIPTS INC	4,674.000	371,618.50	403,927.08

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Cusip	Asset	Units	Basis	Market Value
30231G102	EXXON MOBIL CORP	15,243 000	1,167,547.44	1,039,420 17
302445101	FLIR SYS INC	120.000	2,540.93	3,927.60
302571104	FPL GROUP INC	664.000	39,168 37	35,072.48
302941109	FTI CONSULTING INC	70 000	2,949 09	3,301 20
311642102	FARO TECHNOLOGIES INC	1,280 000	29,400.93	27,443 20
311900104	FASTENAL CO	754.000	25,468.96	31,396.56
3133X7FK5	FEDERAL HOME LN BK	3,095,000.000	3,289,524.15	3,438,359.30
3134A4QD9	FEDERAL HOME LN MTG CORP	3,095,000.000	3,281,374.18	3,361,943.75
3134A4TZ7	FEDERAL HOME LN MTG CORP	3,095,000 000	3,366,731.37	3,340,681 10
3134A4VC5	FEDERAL HOME LN MTG CORP	3,095,000.000	3,311,394.97	3,297,134 45
31359MHK2	FEDERAL NATL MTG ASSN	3,095,000 000	3,276,422 53	3,271,043.60
31398ADM1	FEDERAL NATL MTG ASSN	3,095,000 000	3,193,166 69	3,431,581.25
31414NJT2	FEDERAL NATL MTG ASSN	2,885,831 893	2,962,035.89	3,018,753.31
31414NJU9	FEDERAL NATL MTG ASSN	2,596,756 960	2,685,614 73	2,749,082 72
314211103	FEDERATED INVS INC PA	2,022.000	45,801.88	55,605.00
315616102	F5 NETWORKS INC	2,049 000	73,540.18	108,535 53
316773100	FIFTH THIRD BANCORP	12,626.000	117,425 07	123,103 50
317492106	FINANCIAL FED CORP	1,282.000	28,879 88	35,255 00
320517105	FIRST HORIZON NATL CORP	213.144	2,953 86	2,856 13
337738108	FISERV INC	140.000	4,638 16	6,787 20
337932107	FIRSTENERGY CORP	607.000	31,160 89	28,195 15
33938EAJ6	FLEXTRONICS INTL LTD	58,000.000	48,720 00	58,145.00
343498101	FLOWERS FOODS INC	285 000	6,133 48	6,771.60
34354P105	FLOWERVE CORP	94 000	8,749 08	8,885.82
344849104	FOOT LOCKER INC	1,629 000	15,996.53	18,147.06
345370860	FORD MTR CO DEL	45,876 000	375,104.01	458,760.00
345397TZ6	FORD MTR CR CO	210,000.000	198,750 00	209,682.90
345838106	FOREST LABS INC	1,694 000	38,643 71	54,394.34
346563109	FORRESTER RESH INC	1,675 000	50,258.49	43,466.25
349853101	FORWARD AIR CORP	1,320.000	44,625.19	33,039.60
354613101	FRANKLIN RES INC	318.000	28,519.86	33,501 30
35671D782	FREEPORT-MCMORAN COPPER &	155 000	6,141 83	17,826.55
35671D857	FREEPORT-MCMORAN COPPER &	4,769 000	272,520.26	382,903.01
35671DAS4	FREEPORT-MCMORAN COPPER &	120,000 000	102,068 75	131,400.00
358029106	FRESENIUS MED CARE AG	1,710 000	86,845.43	90,647 10
35906AAA6	FRONTIER COMMUNICATIONS CORP	65,000 000	60,757 17	67,762.50
36160B105	GDF SUEZ	488 000	18,288.44	21,204 09
36467W109	GAMESTOP CORP	1,653.000	35,827.44	36,266 82
364760108	GAP INC DEL	7,236.000	113,598 76	151,594.20
36866T103	GEN PROBE INC	821.000	35,237 15	35,237.32
369550108	GENERAL DYNAMICS CORP	11,408 000	702,520.43	777,683 36
369604103	GENERAL ELEC CO	47,174.000	631,881.22	713,742 62
36962GYY4	GENERAL ELEC CAP CORP	745,000.000	736,504 30	803,042.95
370334104	GENERAL MLS INC	1,196.000	72,009 99	84,688 76
371901109	GENTEX CORP	4,680.000	69,424 50	83,538.00
37247D106	GENWORTH FINL INC	3,305.000	6,656 41	37,511.75
373298BV9	GEORGIA PAC CORP	75,000.000	73,875.00	78,750 00
373298CF3	GEORGIA PAC CORP	80,000.000	60,300.00	81,600 00
375558103	GILEAD SCIENCES INC	6,907.000	326,748 15	298,865 89
377372AC1	GLAXOSMITHKLINE CAP INC	745,000.000	785,870 70	799,720 25
37940X102	GLOBAL PMTS INC	712.000	37,178.37	38,348.32
38141G104	GOLDMAN SACHS GROUP INC	5,995 000	707,876.62	1,012,195.80

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Balance Sheet

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Cusip	Asset	Units	Basis	Market Value
38143UAW1	GOLDMAN SACHS GROUP INC	745,000.000	646,489.45	785,602.50
382388106	GOODRICH CORP	809 000	33,802.92	51,978.25
38259P508	GOOGLE INC	2,494 000	1,037,136.75	1,546,230.12
384109104	GRACO INC	952.000	15,700.76	27,198.64
384802104	GRAINGER W W INC	760 000	54,255.25	73,590.80
40049J206	GRUPO TELEvisa SA DE CV	13,055 000	226,215.91	271,021.80
401617105	GUESS INC	925.000	39,340.16	39,127.50
401692108	GUIDANCE SOFTWARE INC	2,540 000	15,417.97	13,309.60
40415F101	HDFC BK LTD	106 000	6,282.07	13,788.48
404280406	HSBC HLDGS PLC	3,721 000	188,570.22	212,431.89
406216101	HALLIBURTON CO	28,384.000	875,327.59	854,074.56
410345102	HANESBRANDS INC	1,956.000	38,695.42	47,159.16
410867105	HANOVER INS GROUP INC	65 000	2,665.00	2,887.95
416515104	HARTFORD FINL SVCS GROUP INC	780.000	17,683.10	18,142.80
418056107	HASBRO INC	659.000	21,019.73	21,127.54
421933AH5	HEALTH MGMT ASSOC INC NEW	80,000 000	56,400.00	75,000.00
423012202	HEINEKEN N V	732 000	10,713.10	17,467.72
423074103	HEINZ H J CO	4,278 000	141,456.59	182,927.28
427866108	HERSHEY CO	792 000	30,925.78	28,345.68
428040BZ1	HERTZ CORP	116,000 000	76,314.00	118,610.00
42809H107	HESS CORP	10,389.000	579,246.31	628,534.50
42822Q100	HEWITT ASSOCS INC	819.000	23,758.54	34,610.94
428236103	HEWLETT PACKARD CO	15,257.000	639,668.84	785,888.07
428236AL7	HEWLETT PACKARD CO	745,000 000	757,498.30	799,243.45
437076102	HOME DEPOT INC	6,100 000	148,416.76	176,473.00
438516106	HONEYWELL INTL INC	1,849.000	65,184.25	72,480.80
438516AX4	HONEYWELL INTL INC	745,000.000	692,790.95	785,773.85
441060100	HOSPIRA INC	1,328 000	55,613.86	67,728.00
44107P104	HOST HOTELS & RESORTS INC	2,334 000	23,904.60	27,237.78
44108EAY4	HOST MARRIOTT L P	120,000.000	97,800.00	117,600.00
443683107	HUDSON CITY BANCORP	9,803.000	132,167.44	134,595.19
444859102	HUMANA INC	974.000	40,762.97	42,748.86
448415208	HUTCHISON WHAMPOA LTD	8,315.000	272,696.16	286,318.71
44984A105	IPC THE HOSPITALIST CO	1,370 000	32,158.52	45,552.50
450911102	ITT CORP	1,408.000	70,445.84	70,033.92
45103T107	ICON PUB LTD CO	2,377.000	38,224.47	51,652.21
45104G104	ICICI BK LTD	293.000	10,535.93	11,049.03
45168D104	IDEXX LABS INC	100 000	3,468.33	5,345.00
451734107	IHS INC	115.000	5,089.90	6,303.15
452308109	ILLINOIS TOOL WKS INC	8,103 000	358,087.11	388,862.97
452327109	ILLUMINA INC	2,025.000	65,288.73	62,127.00
453142101	IMPERIAL TOBACCO GROUP PLC	6,961 000	415,294.04	440,645.22
456788108	INFOSYS TECHNOLOGIES LTD	7,941 000	246,873.05	438,899.07
456837103	ING GROEP N V	2,028 000	18,348.55	19,894.68
45773Y105	INNERWORKINGS INC	5,285.000	43,529.79	31,181.50
458140100	INTEL CORP	52,181.000	1,088,065.29	1,064,492.40
45865V100	INTERCONTINENTAL EXCHANGE INC	354.000	37,240.00	39,754.20
459200101	INTERNATIONAL BUSINESS MACHS	9,709 000	1,067,305.59	1,270,908.10
459200GJ4	INTERNATIONAL BUSINESS MACHS	745,000 000	720,767.20	814,515.95
460146103	INTL PAPER CO	7,202.000	95,854.62	192,869.56
46018M104	INTL PWR PLC	7,395.000	365,609.06	369,121.43
46113M108	INTERVAL LEISURE GROUP INC	360.000	1,765.12	4,489.20

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Cusip	Asset	Units	Basis	Market Value
46120E602	INTUITIVE SURGICAL INC	145 000	20,761 62	43,997 35
462846AB2	IRON MTN INC	120,000.000	120,900 00	120,600.00
46625H100	J P MORGAN CHASE & CO	37,577.000	1,257,286.56	1,565,833 59
46625HAT7	J P MORGAN CHASE & CO	745,000.000	724,461 90	794,535.05
47102X105	JANUS CAP GROUP INC	2,511 000	12,808.30	33,772 95
478160104	JOHNSON & JOHNSON	18,667 000	1,205,484 45	1,202,341.47
480074103	JONES APPAREL GROUP INC	1,561 000	28,118 12	25,069 66
48203R104	JUNIPER NETWORKS INC	11,642.000	305,732.58	310,492.14
485537302	KAO CORP	480 000	10,925.40	11,214 24
487836108	KELLOGG CO	4,736.000	253,178 66	251,955.20
489170100	KENNAMETAL INC	1,084.000	26,900 89	28,097 28
492051305	KEPPEL CORP LTD	20,817 000	193,233.55	244,058 51
494368103	KIMBERLY CLARK CORP	2,861.000	153,216.88	182,274 31
494368AY9	KIMBERLY CLARK CORP	745,000 000	731,762.20	802,528 90
494386204	KIMBERLY CLARK DE MEXICO S A B	350 000	5,603 10	7,850.85
49455WAD8	KINDER MORGAN FIN CORP ULC	110,000 000	101,112 50	105,600 00
500255104	KOHL'S CORP	620.000	28,199 51	33,436.60
500458401	KOMATSU LTD	1,860.000	122,931.20	154,562 28
500467402	KONINKLIJKE AHOLD NV	15,455 000	197,897.90	205,335 13
50075N104	KRAFT FOODS INC	2,670 000	79,529.61	72,570 60
501044101	KROGER CO	14,465.000	290,987 42	296,966.45
501889208	LKQ CORP	3,815.000	66,838.37	74,735.85
502424104	L-3 COMMUNICATIONS HLDGS INC	355.000	28,477.97	30,867 25
502441306	LVMH MOET HENNESSY LOUIS	829.000	11,328.90	18,645.04
50540R409	LABORATORY CORP AMER HLDGS	1,234 000	88,592.42	92,352 56
512807108	LAM RESEARCH CORP	366 000	9,623.22	14,350.86
512815101	LAMAR ADVERTISING CO	1,741.000	36,681 98	54,127.69
514766104	LANDEC CORP	3,685.000	30,541 99	22,994.40
51476K103	LANDAUER INC	1,077 000	63,927 21	66,127 80
515098101	LANDSTAR SYS INC	2,183.000	98,295 40	84,634 91
518439104	LAUDER ESTEE COS INC	4,167.000	192,076 63	201,516 12
524660107	LEGGETT & PLATT INC	4,790 000	85,782.04	97,716.00
527288104	LEUCADIA NATL CORP	175 000	4,377.13	4,163.25
527288BC7	LEUCADIA NATL CORP	105,000 000	78,312 50	99,225.00
527288BD5	LEUCADIA NATL CORP	75,000.000	63,375 00	76,500.00
527298AF0	LEVEL 3 FING INC	130,000.000	103,881.86	137,800 00
527298AL7	LEVEL 3 FING INC	80,000.000	51,600.00	73,000.00
52736RAQ5	LEVI STRAUSS & CO	130,000.000	128,825 00	136,500.00
53217V109	LIFE TECHNOLOGIES CORP	1,562.000	46,134 68	81,567 64
532457108	LILLY ELI & CO	1,781.000	55,923.37	63,599 51
532457AU2	LILLY ELI & CO	725,000 000	767,026.45	791,866 75
532716107	LIMITED BRANDS INC	438 000	4,838 77	8,427.12
533900106	LINCOLN ELEC HLDGS INC	1,080.000	64,344.04	57,736.80
534187109	LINCOLN NATL CORP IND	5,350.000	124,561 04	133,108.00
535678106	LINEAR TECHNOLOGY CORP	1,043 000	27,927 64	31,874.08
539830109	LOCKHEED MARTIN CORP	4,071.000	308,645.74	306,749 85
540424108	LOEWS CORP	746.000	25,412.25	27,117.10
544147101	LORILLARD INC	1,430 000	109,952 64	114,728.90
548661107	LOWES COS INC	34,875 000	751,967 73	815,726.25
56418H100	MANPOWER INC	872.000	47,831.30	47,593.76
565849106	MARATHON OIL CORP	1,428.000	33,910 42	44,582.16
573284106	MARTIN MARIETTA MATLS INC	491.000	42,514.97	43,900.31

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Cusip	Asset	Units	Basis	Market Value
576206106	MASSEY ENERGY CORP	1,037 000	30,573.40	43,564.37
57636Q104	MASTERCARD INC	3,815 000	708,382 06	976,563 70
577081102	MATTEL INC	676 000	11,783 58	13,506.48
577128101	MATTHEWS INTL CORP	1,311 000	58,200.14	46,448 73
577933104	MAXIMUS INC	1,110.000	40,164 50	55,500.00
579064106	MCAFEE INC	553 000	17,646.87	22,435.21
580037109	MCDERMOTT INTL INC	2,196 000	36,406 24	52,725 96
580135101	MCDONALDS CORP	16,503.000	872,203.07	1,030,447 32
58013MEB6	MCDONALDS CORP	745,000 000	731,434 80	823,351 65
580589109	MCGRATH RENTCORP	2,207.000	62,519 01	49,348.52
580645109	MCGRAW HILL COS INC	1,420 000	41,389.23	47,584 20
58155Q103	MCKESSON CORP	2,777.000	161,889 63	173,562.50
583334107	MEADWESTVACO CORP	363.000	9,865.79	10,392.69
58405U102	MEDCO HLTH SOLUTIONS INC	3,417.000	158,989 66	218,380 47
58446VAE1	MEDIACOM BROADBAND LLC &	65,000 000	59,762.50	65,650.00
584977201	MEDTOX SCIENTIFIC INC	1,120 000	14,347 38	8,680 00
58502B106	MEDNAX INC	1,981.000	97,961 69	119,077.91
585055106	MEDTRONIC INC	1,753.000	59,732 02	77,096.94
589331AK3	MERCK & CO INC	745,000 000	723,935.65	798,796 45
589339100	MERCK KGAA	9,752 000	301,028.44	301,453.82
58933Y105	MERCK & CO INC	32,263.000	980,171 31	1,178,890 02
589584101	MERIDIAN BIOSCIENCE INC	110.000	2,348 58	2,370 50
59156R108	METLIFE INC	6,617 000	198,239.15	233,910.95
59156RAC2	METLIFE INC	745,000 000	783,352.60	800,897.35
591709AC4	METROPCS WIRELESS INC	65,000.000	63,375.00	65,812 50
594901100	MICROS SYS INC	884.000	24,058.59	27,430 52
594918104	MICROSOFT CORP	71,331.000	1,614,920 34	2,174,168 88
595112103	MICRON TECHNOLOGY INC	3,058 000	21,165 37	32,292.48
59832WAF6	MIDWEST GENERATION LLC	62,610.019	59,479.51	63,236 12
60467XAC1	MIRANT NORTH AMER LLC / MNA FIN	75,000 000	73,125.00	74,156 25
606769305	MITSUBISHI CORP	335.000	10,520.54	16,588.87
606822104	MITSUBISHI UFJ FINL GROUP INC	1,352.000	8,585 06	6,651 84
60740F105	MOBILE MINI INC	1,640 000	30,721.94	23,107.60
608554101	MOLEX INC	660 000	13,800.12	14,223 00
61022P100	MONOTYPE IMAGING HLDGS INC	430.000	2,525.39	3,882.90
615369105	MOODYS CORP	834 000	22,694.81	22,351 20
617446448	MORGAN STANLEY	4,775.000	120,229.29	141,340.00
617446HC6	MORGAN STANLEY DEAN WITTER &	745,000 000	753,589 85	810,552 55
620076109	MOTOROLA INC	92,496.000	769,619.22	717,768.96
626717102	MURPHY OIL CORP	167.000	9,758 70	9,051.40
628530107	MYLAN INC	1,072.000	14,994.23	19,756.96
62913F201	NII HLDGS INC	1,721 000	42,620.96	57,791 18
629377508	NRG ENERGY INC	1,528 000	37,332.29	36,076.08
629377AU6	NRG ENERGY INC	130,000.000	125,300.00	130,162.50
62941FAG3	NTL CABLE PLC	27,000 000	24,975 00	27,877.50
62985Q101	NALCO HLDG CO	190.000	4,437 58	4,846 90
630402105	NAPCO SEC TECHNOLOGIES INC	2,110.000	7,597 87	3,523 70
631103108	NASDAQ OMX GROUP	130 000	2,898.38	2,576 60
636518102	NATIONAL INSTRS CORP	3,085 000	99,019.64	90,853 25
637071101	NATIONAL OILWELL VARCO INC	1,432.000	59,196.96	63,136.88
638620104	NATIONWIDE HEALTH PTYS INC	817.000	24,066 30	28,742.06
63934E108	NAVISTAR INTL CORP NEW	498 000	17,786 06	19,247.70

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Cusip	Asset	Units	Basis	Market Value
640491106	NEOGEN CORP	2,422 000	42,569 82	57,183 42
641069406	NESTLE S A	23,163.000	960,271.01	1,124,818.44
64110D104	NETAPP INC	6,213 000	197,017.92	213,478 68
64110L106	NETFLIX COM INC	549 000	21,677.23	30,244 41
64128B108	NEUTRAL TANDEM INC	120 000	2,961 50	2,730.00
647581107	NEW ORIENTAL ED & TECHNOLOGY	363.000	26,484.23	27,446 43
651290108	NEWFIELD EXPL CO	738.000	22,869 16	35,593.74
651290AK4	NEWFIELD EXPL CO	60,000 000	54,900.00	60,600 00
651639106	NEWMONT MNG CORP	6,153.000	263,707.55	291,098.43
65248E104	NEWS CORP	12,521.000	97,523.60	171,412.49
65334H102	NEXEN INC	430.000	8,399.71	10,289 90
654090109	NIDEC CORP	23,624.000	339,077 21	548,313 04
654106103	NIKE INC	8,010.000	424,498.04	529,220 70
65473P105	NISOURCE INC	1,129.000	15,239.56	17,364 02
654902204	NOKIA CORP	10,037 000	141,094.84	128,975.45
655044105	NOBLE ENERGY INC	2,689 000	155,814 42	191,510 58
65535H208	NOMURA HLDGS INC	1,185.000	8,988 94	8,769 00
655664100	NORDSTROM INC	6,247 000	185,099.29	234,762 26
655844108	NORFOLK SOUTHERN CORP	4,850 000	246,087.55	254,237 00
665859104	NORTHERN TR CORP	9,625.000	510,052 70	504,350 00
665859AJ3	NORTHERN TR CORP	20,000.000	21,969.40	21,877 80
66987V109	NOVARTIS A G	2,081 000	108,474.66	113,268.83
670100205	NOVO-NORDISK A S	4,280.000	249,562.13	273,278.00
670346105	NUCOR CORP	11,436.000	437,074.58	533,489 40
674599105	OCCIDENTAL PETE CORP DEL	5,666 000	395,824.43	460,929.10
674599BW4	OCCIDENTAL PETE CORP	740,000 000	788,935.00	850,245 20
675232102	OCEANEERING INTL INC	55.000	3,191 16	3,218.60
679580100	OLD DOMINION FGHT LINE INC	995.000	23,154 06	30,546.50
681919106	OMNICOM GROUP INC	99 000	3,277.92	3,875 85
681936AM2	OMEGA HEALTHCARE INVS INC	60,000 000	57,000.00	59,400.00
683234YB8	ONTARIO PROV CDA	740,000 000	739,806 30	779,264.40
683399109	ONYX PHARMACEUTICALS INC	945 000	32,268 39	27,726.30
68370R109	VIMPEL-COMMUNICATIONS	10,060.000	135,389.09	187,015 40
68389X105	ORACLE CORP	43,303 000	845,502.76	1,062,222 59
68402LAC8	ORACLE CORP / OZARK HLDG INC	745,000 000	696,774.35	804,495 70
686091109	O REILLY AUTOMOTIVE INC	399.000	15,631 97	15,209.88
690732102	OWENS & MINOR INC NEW	1,293.000	59,558.16	55,508 49
69073TAJ2	OWENS-BROCKWAY GLASS	60,000 000	61,650.00	61,650.00
690768403	OWENS ILL INC	234.000	7,786.94	7,691 58
69331C108	PG&E CORP	6,820.000	287,525.36	304,513.00
693475105	PNC FINL SVCS GROUP INC	11,725.000	435,627.98	618,962 75
693476BF9	PNC FDG CORP	725,000 000	808,208 25	811,260 50
693506107	PPG INDS INC	5,535.000	296,889.06	324,018.90
693718108	PACCAR INC	2,221 000	87,768 03	80,555 67
695459AD9	PAETEC HLDG CORP	65,000.000	65,658 02	65,812.50
696429307	PALL CORP	916 000	23,036.57	33,159.20
701094104	PARKER HANNIFIN CORP	1,851.000	76,004.15	99,731 88
703395103	PATTERSON COS INC	1,406 000	30,773.08	39,339.88
704326107	PAYCHEX INC	6,200.000	197,150.70	189,968.00
704549104	PEABODY ENERGY CORP	3,881.000	110,592.77	175,460.01
704549AC8	PEABODY ENERGY CORP	85,000 000	83,725 00	85,956 25
707569AL3	PENN NATL GAMING INC	70,000.000	67,900 00	67,637 50

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Cusip	Asset	Units	Basis	Market Value
708160106	PENNEY J C CO INC	2,439.000	70,497.55	64,901.79
70959W103	PENSKE AUTOMOTIVE GROUP INC	190.000	2,932.50	2,884.20
712704105	PEOPLES UTD FINL INC	1,657.000	27,929.24	27,671.90
713448108	PEPSICO INC	7,144.000	400,214.49	434,355.20
713448BG2	PEPSICO INC	745,000.000	743,319.15	795,786.65
714290103	PERRIGO CO	956.000	28,341.99	38,077.48
716495106	PETROHAWK ENERGY CORP	1,532.000	40,947.30	36,752.68
716495AB2	PETROHAWK ENERGY CORP	125,000.000	120,287.50	130,625.00
71654V408	PETROLEO BRASILEIRO SA PETROBR	13,455.000	469,397.31	641,534.40
716599105	PETROLEUM GEO-SVCS ASA NEW	12,540.000	126,681.00	144,360.48
717081103	PFIZER INC	73,645.000	1,167,907.96	1,339,602.55
71721R406	PHASE FORWARD INC	185.000	2,577.87	2,837.90
718172109	PHILIP MORRIS INTL INC	6,645.000	309,269.64	320,222.55
718252604	PHILIPPINE LONG DISTANCE TEL	5,041.000	235,816.13	285,673.47
723484101	PINNACLE WEST CAP CORP	280.000	9,710.84	10,242.40
723787107	PIONEER NAT RES CO	137.000	5,750.54	6,599.29
723787AE7	PIONEER NAT RES CO	80,000.000	64,800.00	76,584.00
724479100	PITNEY BOWES INC	68.000	1,567.63	1,547.68
724479AG5	PITNEY BOWES INC	745,000.000	705,530.55	780,543.95
729251108	PLUM CREEK TIMBER CO INC	829.000	27,021.76	31,303.04
731572103	POLO RALPH LAUREN CORP	1,544.000	108,275.94	125,033.12
73640Q105	PORTFOLIO RECOVERY ASSOCS INC	1,854.000	74,516.82	83,151.90
73755L107	POTASH CORP SASK INC	1,555.000	130,823.67	168,717.50
739276103	POWER INTEGRATIONS INC	1,911.000	48,678.49	69,483.96
74005P104	PRAXAIR INC	3,087.000	206,942.21	247,916.97
740189105	PRECISION CASTPARTS CORP	730.000	63,709.57	80,555.50
74144T108	PRICE T ROWE GROUP INC	2,297.000	83,358.91	122,315.25
741503403	PRICELINE COM INC	2,247.000	377,711.32	490,767.27
74251V102	PRINCIPAL FINL GROUP INC	370.000	10,484.55	8,894.80
74267C106	PROASSURANCE CORP	55.000	2,466.01	2,954.05
742718109	PROCTER & GAMBLE CO	6,170.000	380,494.29	374,087.10
742718DA4	PROCTER & GAMBLE CO	745,000.000	763,897.00	810,552.55
744320102	PRUDENTIAL FINL INC	10,645.000	421,500.26	529,695.20
744573106	PUBLIC SVC ENTERPRISE GROUP	5,927.000	163,012.13	197,072.75
74460D109	PUBLIC STORAGE INC	223.000	13,167.58	18,163.35
747525103	QUALCOMM INC	15,853.000	666,998.94	733,359.78
747582104	QUALITY SYS INC	625.000	37,214.82	39,250.00
74819RAG1	QUEBECOR MEDIA INC	100,000.000	80,775.00	99,750.00
74834L100	QUEST DIAGNOSTICS INC	301.000	14,809.58	18,174.38
748356102	QUESTAR CORP	4,397.000	172,905.43	182,783.29
749121109	QWEST COMMUNICATIONS INTL INC	22,092.000	73,176.06	93,007.32
749121BP3	QWEST COMMUNICATIONS INTL INC	65,000.000	62,725.00	65,325.00
749121BV0	QWEST COMMUNICATIONS INTL INC	70,000.000	60,778.17	70,262.50
749607107	RLI CORP	851.000	43,431.48	45,315.75
74971XAA5	RRI ENERGY INC	84,000.000	78,750.00	85,680.00
75281AAG4	RANGE RES CORP	60,000.000	56,700.00	61,650.00
754907103	RAYONIER INC	1,201.000	46,777.05	50,634.16
755111507	RAYTHEON CO	9,552.000	424,716.42	492,119.04
756255105	RECKITT BENCKISER GROUP PLC	989.000	7,710.98	10,719.77
756577102	RED HAT INC	969.000	28,341.41	29,942.10
758205207	REED ELSEVIER P L C	8,068.000	277,228.62	264,549.72
759351604	REINSURANCE GROUP AMER INC	862.000	29,700.50	41,074.30

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Cusip	Asset	Units	Basis	Market Value
76122Q105	RESOURCES CONNECTION INC	3,490 000	76,108.18	74,057 80
761713106	REYNOLDS AMERN INC	344 000	13,355 32	18,221.68
765658307	RICOH LTD	309 000	19,234 97	21,807 06
767744105	RITCHIE BROS AUCTIONEERS INC	2,496 000	52,002 85	55,985.28
771195104	ROCHE HLDG LTD	13,868 000	513,773.65	589,598 02
771497104	ROCHESTER MED CORP	234.000	2,346.03	2,604 42
772739207	ROCK-TENN CO	115.000	5,195.61	5,797 15
773903109	ROCKWELL AUTOMATION INC	262.000	9,734.16	12,308 76
774341101	ROCKWELL COLLINS	217 000	7,576 17	12,013.12
77531QAB4	ROGERS WIRELESS INC	60,000.000	62,700.00	65,836.20
775711104	ROLLINS INC	4,565 000	78,923.14	88,013.20
776696106	ROPER INDS INC NEW	1,627.000	78,373.82	85,205 99
779376102	ROVI CORP	1,038 000	29,689 86	33,081.06
779382100	ROWAN COS INC	1,119.000	27,835.65	25,334 16
780153AP7	ROYAL CARIBBEAN CRUISES LTD	80,000 000	67,200 00	78,600.00
780259206	ROYAL DUTCH SHELL PLC	436 000	21,625 50	26,207.96
780641205	ROYAL KPN NV	15,215.000	208,850.86	258,457 21
781258108	RUDDICK CORP	100 000	2,308.00	2,573 00
781270103	RUDOLPH TECHNOLOGIES INC	1,495 000	11,660.35	10,046 40
783549108	RYDER SYS INC	812.000	35,166.84	33,430 04
78387GAD5	SBC COMMUNICATIONS INC	745,000 000	750,850.00	788,932 65
78388J106	SBA COMMUNICATIONS CORP	1,820 000	48,265.70	62,171 20
784117103	SEI INVESTMENTS CO	140 000	2,672.41	2,452.80
78442P106	SLM CORP	7,201 000	61,233.70	81,155 27
78486Q101	SVB FINL GROUP	650.000	10,435 95	27,079.00
786514208	SAFEWAY INC	2,108.000	43,707.75	44,879 32
790849103	ST JUDE MED INC	709 000	26,084.82	26,077 02
79466L302	SALESFORCE COM INC	541 000	24,480.77	39,909.57
80004C101	SANDISK CORP	1,141.000	28,833 07	33,077.59
80007P307	SANDRIDGE ENERGY INC	3,161.000	30,297 15	29,808 23
80105N105	SANOFI-AVENTIS	226 000	8,801.16	8,875 02
803054204	SAP AG	1,760 000	83,145.15	82,385.60
803111103	SARA LEE CORP	4,572.000	57,577.02	55,686 96
806857108	SCHLUMBERGER LTD	13,806.000	1,078,762.26	898,632.54
808513105	SCHWAB CHARLES CORP NEW	26,377 000	555,720 06	496,415.14
808541106	SCHWEITZER-MAUDUIT INTL INC	588.000	37,176.36	41,365.80
812350106	SEARS HLDGS CORP	77 000	5,089.76	6,425 65
816850101	SEMTECH CORP	4,230.000	64,656 21	71,952 30
816851109	SEMPRA ENERGY	853 000	46,078.41	47,750 94
819882200	SHARP CORP	17,050.000	169,293 80	213,738.80
822582AA0	SHELL INTL FIN B V	740,000 000	780,336 90	788,211.00
824348106	SHERWIN WILLIAMS CO	2,590.000	124,704 38	159,673.50
82481R106	SHIRE PLC	8,061.000	371,471.16	473,180.70
826197501	SIEMENS A G	411 000	23,508.38	37,688 70
826552101	SIGMA ALDRICH CORP	177 000	9,710.38	8,947.35
826919102	SILICON LABORATORIES INC	1,038.000	44,262 86	50,218.44
827048AK5	SILGAN HLDGS INC	60,000.000	56,700 00	60,600 00
828806109	SIMON PPTY GROUP INC NEW	1,978.000	123,165.18	157,844.40
83175M205	SMITH & NEPHEW PLC	2,740.000	102,840 76	140,425.00
832110100	SMITH INTL INC	595 000	36,702 83	16,166.15
832248AQ1	SMITHFIELD FOODS INC	85,000 000	58,650.00	78,412.50
832696405	SMUCKER J M CO	573.000	23,865.43	35,382.75

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Cusip	Asset	Units	Basis	Market Value
83421A104	SOLERA HLDGS INC	105.000	2,676.13	3,781.05
834376501	SOLUTIA INC	430 000	5,389.13	5,461.00
842587107	SOUTHERN CO	5,299.000	177,216.15	176,562.68
844741108	SOUTHWEST AIRLS CO	20,440 000	184,195.95	233,629.20
848574109	SPIRIT AEROSYSTEMS HLDGS INC	1,492.000	26,380.07	29,631.12
852060AG7	SPRINT CAP CORP	150,000 000	102,912.50	138,000.00
852061100	SPRINT NEXTEL CORP	18,889 000	66,250.49	69,133.74
854616109	STANLEY WKS	2,030 000	85,564.43	104,565.30
855030102	STAPLES INC	10,648.000	229,602.25	261,834.32
855244109	STARBUCKS CORP	818 000	16,747.23	18,863.08
85590A401	STARWOOD HOTELS & RESORTS	4,843 000	92,239.45	177,108.51
857477103	STATE STR CORP	924 000	44,130.77	40,230.96
857555AM8	STATER BROS HLDGS INC	65,000.000	64,805.50	65,650.00
858119100	STEEL DYNAMICS INC	380.000	6,065.83	6,733.60
858912108	STERICYCLE INC	628 000	30,309.08	34,646.76
862685104	STRATASYS INC	2,495.000	43,309.05	43,013.80
864739107	SUFFOLK BANCORP	464 000	11,328.19	13,780.80
86562M100	SUMITOMO MITSUI FINL GROUP INC	7,552.000	28,610.23	21,455.23
867224107	SUNCOR ENERGY INC	5,085.000	150,539.87	179,551.35
86764P109	SUNOCO INC	3,033 000	81,515.25	79,161.30
868536AT0	SUPERVALU INC	65,000 000	64,244.88	65,975.00
870887205	SWISS REINS CO	425 000	12,910.94	20,519.42
871130100	SYBASE INC	1,186.000	49,076.69	51,472.40
87155N109	SYMRISE AG	653 000	11,419.60	14,006.85
871607107	SYNOPSYS INC	820 000	15,381.65	18,269.60
87160A100	SYNGENTA AG	6,300.000	287,667.93	354,501.00
87162H103	SYNTEL INC	1,306 000	38,972.69	49,667.18
871829107	SYSCO CORP	1,744.000	45,343.57	48,727.36
872275102	TCF FINL CORP	2,216.000	27,926.38	30,181.92
87236Y108	TD AMERITRADE HLDG CORP	905.000	18,386.09	17,538.90
872540109	TJX COS INC NEW	12,817 000	388,884.06	468,461.35
87260W101	TNT N V	8,765 000	195,935.06	270,373.96
874039100	TAIWAN SEMICONDUCTOR MFG LTD	81,448 000	781,689.11	931,765.12
87425E103	TALISMAN ENERGY INC	10,710.000	186,000.76	199,634.40
87612E106	TARGET CORP	16,340.000	603,936.22	790,365.80
87612EAC0	TARGET CORP	745,000 000	763,033.00	786,690.20
878377100	TECHNE CORP	975 000	73,675.55	66,846.00
878742204	TECK RESOURCES LTD	284.000	10,075.16	9,931.48
879360105	TELEDYNE TECHNOLOGIES INC	85.000	2,299.05	3,260.60
879369106	TELEFLEX INC	388.000	21,642.37	20,909.32
879382208	TELEFONICA S A	2,637.000	153,578.92	220,242.24
88023U101	TEMPUR-PEDIC INTL INC	2,231 000	20,692.45	52,718.53
88033G100	TENET HEALTHCARE CORP	2,189.000	10,368.86	11,798.71
88033GBC3	TENET HEALTHCARE CORP	65,000 000	52,000.00	69,225.00
88076W103	TERADATA CORP	5,750 000	135,037.81	180,722.50
880779AW3	TEREX CORP NEW	70,000 000	77,335.32	78,050.00
881575302	TESCO PLC	19,446.000	349,095.21	403,212.81
881609101	TESORO CORP	4,291.000	60,783.96	58,143.05
881624209	TEVA PHARMACEUTICAL INDS LTD	25,327.000	1,154,707.18	1,422,870.86
882508104	TEXAS INSTRS INC	19,507 000	439,468.70	508,352.42
883556102	THERMO FISHER SCIENTIFIC CORP	3,100.000	108,879.84	147,839.00
88579EAE5	3M COMPANY	745,000.000	787,964.15	802,096.80

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Cusip	Asset	Units	Basis	Market Value
88579Y101	3M CO	1,519.000	89,546.86	125,575.73
886547108	TIFFANY & CO NEW	1,099.000	44,902.35	47,257.00
887317303	TIME WARNER INC	270.000	5,679.61	7,867.80
889094108	TOKIO MARINE HLDGS INC	321.000	8,760.92	8,723.50
889478103	TOLL BROTHERS INC	4,806.000	89,831.35	90,400.86
890030208	TOMKINS PLC	909.000	8,534.49	11,353.41
89151E109	TOTAL S A	11,873.000	628,331.90	760,346.92
892331307	TOYOTA MOTOR CORP	1,810.000	125,309.33	152,329.60
89353D107	TRANSCANADA CORP	8,000.000	248,760.66	274,960.00
893647AJ6	TRANSDIGM INC	130,000.000	126,912.50	131,625.00
89417E109	TRAVELERS COS INC	2,821.000	121,087.93	140,655.06
89486M206	TREND MICRO INC	4,280.000	139,122.61	162,289.04
902973304	US BANCORP DEL	29,915.000	535,338.95	673,386.65
90328M107	USANA HEALTH SCIENCES INC	495.000	16,441.55	15,790.50
90385D107	ULTIMATE SOFTWARE GROUP INC	2,400.000	62,633.16	70,488.00
904764AK3	UNILEVER CAPITAL CORP	745,000.000	786,109.10	764,712.70
907818108	UNION PAC CORP	11,252.000	545,407.14	719,002.80
911163103	UNITED NAT FOODS INC	3,275.000	58,597.63	87,573.50
911312106	UNITED PARCEL SVC INC	12,026.000	635,973.50	689,931.62
9128276T4	UNITED STATES TREAS NT	5,275,000.000	5,668,259.84	5,528,252.75
912828CJ7	UNITED STATES TREAS NT	75,000.000	85,875.30	82,523.25
912828DC1	UNITED STATES TREAS NT	2,300,000.000	2,504,671.77	2,477,537.00
912828EE6	UNITED STATES TREAS NT	125,000.000	127,167.97	133,788.75
912828EJ5	UNITED STATES TREAS NT	2,125,000.000	2,209,394.53	2,188,580.00
912828HA1	UNITED STATES TREAS NT	1,275,000.000	1,436,765.63	1,383,477.00
912828JH4	UNITED STATES TREAS NT	4,900,000.000	5,231,155.04	5,004,517.00
912909108	UNITED STS STL CORP	3,214.000	127,887.33	177,155.68
913017109	UNITED TECHNOLOGIES CORP	9,055.000	535,146.40	628,507.55
913017BM0	UNITED TECHNOLOGIES CORP	745,000.000	708,392.80	793,909.25
91324P102	UNITEDHEALTH GROUP INC	7,152.000	164,914.67	217,992.96
913915104	UNIVERSAL TECHNICAL INST INC	1,120.000	16,548.39	22,624.00
91529Y106	UNUM GROUP	2,081.000	33,968.96	40,621.12
917047102	URBAN OUTFITTERS INC	1,623.000	39,645.95	56,788.77
918194101	VCA ANTECH INC	2,041.000	50,354.49	50,861.72
918204108	V F CORP	402.000	28,276.32	29,442.48
91913Y100	VALERO ENERGY CORP NEW	942.000	17,146.64	15,778.50
920355104	VALSPAR CORP	140.000	2,486.40	3,799.60
922417100	VEECO INSTRS INC DEL	1,482.000	46,664.17	48,965.28
92276F100	VENTAS INC	1,988.000	77,525.07	86,955.12
92343V104	VERIZON COMMUNICATIONS INC	25,400.000	822,359.25	841,502.00
92343VAC8	VERIZON COMMUNICATIONS INC	745,000.000	763,494.00	803,110.00
92343X100	VERINT SYS INC	2,020.000	39,004.00	38,885.00
92553P201	VIACOM INC	3,353.000	85,664.41	99,684.69
92658TAG3	VIDEOTRON LTEE	60,000.000	55,500.00	60,300.00
92826C839	VISA INC	4,138.000	246,168.59	361,909.48
92857W209	VODAFONE GROUP PLC	19,811.000	414,216.72	457,435.99
929042109	VORNADO RLTY TR	2,259.000	135,595.08	157,994.46
929236107	WD-40 CO	1,383.000	46,409.28	44,753.88
92933H101	WPP PLC	5,381.000	192,762.27	261,785.65
930059100	WADDELL & REED FINL INC	2,653.000	64,434.09	81,022.62
931142103	WAL-MART STORES INC	5,664.000	315,430.00	302,740.80
931142CJ0	WAL-MART STORES INC	745,000.000	757,592.85	826,763.75

W W CARUTH JR FOUNDATION (30-16-100-3074812)

23-7436194

Balance Sheet

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Cusip	Asset	Units	Basis	Market Value
931422109	WALGREEN CO	2,086.000	79,889.17	76,597.92
931422AD1	WALGREEN CO	745,000 000	755,828 20	800,018 25
93317Q105	WALTER ENERGY INC	342.000	7,746.68	25,756.02
938824109	WASHINGTON FED INC	155.000	2,972 34	2,997.70
941053100	WASTE CONNECTIONS INC	799 000	20,382.93	26,638 66
94106L109	WASTE MGMT INC DEL	15,474 000	463,636 87	523,175 94
942683103	WATSON PHARMACEUTICALS INC	102 000	2,994.97	4,040.22
94973V107	WELLPOINT INC	1,019.000	47,723.75	59,397 51
949746101	WELLS FARGO & CO	40,917 000	980,013.28	1,104,349 83
949746879	WELLS FARGO & CO NEW	3,545.000	69,149 95	91,106.50
949746CL3	WELLS FARGO & CO NEW	745,000 000	742,080.55	783,315 35
958102105	WESTERN DIGITAL CORP	1,798.000	61,779 87	79,381.70
959802109	WESTERN UNION CO	5,246.000	95,806.41	98,887 10
961214301	WESTPAC BKG CORP	88.000	9,497 44	9,945 76
962166104	WEYERHAEUSER CO	649 000	29,139 11	27,997.86
963320106	WHIRLPOOL CORP	137.000	9,392.87	11,050 42
966387102	WHITING PETE CORP	55 000	2,696.68	3,929 75
968223206	WILEY JOHN & SONS INC	45 000	1,613.70	1,884 60
969457100	WILLIAMS COS INC DEL	2,377 000	41,355 77	50,107.16
969457BF6	WILLIAMS COS INC	70,000.000	70,200 00	74,809 70
97381WAD6	WINDSTREAM CORP	70,000.000	68,966 77	71,225.00
976657106	WISCONSIN ENERGY CORP	440.000	19,633 72	21,925.20
978097103	WOLVERINE WORLD WIDE INC	200 000	4,981 72	5,444.00
981475106	WORLD FUEL SVCS CORP	2,416 000	30,809.91	64,724.64
983130AD7	WYNN LAS VEGAS LLC/WYNN LAS	145,000.000	124,675 00	140,106 25
983134107	WYNN RESORTS LTD	428.000	19,340.52	24,922 44
98385X106	XTO ENERGY INC	8,309 000	334,853 43	386,617 77
98389B100	XCEL ENERGY INC	1,266 000	23,840.64	26,864.52
984121103	XEROX CORP	2,490.000	19,626.90	21,065 40
984332106	YAHOO INC	47,053.000	779,105.55	789,549.34
987520103	YOUNG INNOVATIONS INC	761.000	14,507.35	18,857.58
988498101	YUM BRANDS INC	133.000	3,730.57	4,651 01
989390109	ZENITH NATL INS CORP	145.000	4,062 90	4,315 20
98956P102	ZIMMER HLDGS INC	447 000	24,479.74	26,422.17
98975W104	ZOLTEK COS INC	2,560 000	39,180.54	24,320.00
E90215109	TELEVENT GIT SA	1,315 000	36,820 00	51,258.70
G0585R106	ASSURED GUARANTY LTD	585 000	13,234 64	12,729 60
G24140108	COOPER INDS PLC	443 000	10,481 46	18,889.52
G2554F105	COVIDIEN LTD	7,126 000	295,704.02	341,264.14
G3075P101	ENSTAR GROUP LTD	50.000	2,627.92	3,651.00
G3682E127	FRONTLINE LTD	1,114.000	29,058 13	30,434 48
G37260109	GARMIN LTD	892.000	21,752 80	27,384 40
G4412G101	HERBALIFE LTD	650.000	11,862.59	26,370 50
G47791101	INGERSOLL-RAND CO LTD	10,705.000	319,111 50	382,596.70
G491BT108	INVESCO LTD	25,643 000	458,909.10	602,354.07
G54050102	LAZARD LTD	70 000	2,566 73	2,657 90
G5876H105	MARVELL TECHNOLOGY GROUP LTD	11,163.000	209,502 44	231,632 25
G6359F103	NABORS INDS INC	1,556.000	32,948.20	34,060 84
H0023R105	ACE LTD	2,926.000	151,504.00	147,470.40
H01301102	ALCON INC	1,952 000	160,791.46	320,811.20
H27013103	WEATHERFORD INTL LTD	18,835.000	361,074 17	337,334 85
H27178104	FOSTER WHEELER AG	1,990.000	57,415 62	58,585 60

W W CARUTH JR FOUNDATION (30-16-100-3074812)

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Balance Sheet

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Cusip	Asset	Units	Basis	Market Value
H5833N103	NOBLE CORP	667 000	19,354 88	27,146.90
H8817H100	TRANSOCEAN LTD	10,779.000	880,076 56	892,501.20
H89128104	TYCO INTL LTD	20,092 000	450,760.49	716,882 56
H89231338	UBS AG	599.000	6,962.34	9,290.49
N22717107	CORE LABORATORIES N V	247.000	28,775.39	29,175 64
N93540107	VISTAPRINT NV	695.000	39,197 31	39,378 70
Y93691106	VERIGY LTD	1,565 000	18,304.03	20,125 90
999117104	54.5573 ACRES, EAST SIDE NORTH	100.000	10,866,651.07	14,800,000 00
999117112	*MEDALLION CENTER MAPSCO 36-C	100 000	21,289,738.00	34,000,000.73
99993Y049	CARUTH/PRESTON ROAD ASSOCIATES	14.142	3,177,815 00	7,479,010 84
99993Y056	CARUTH/PRESTON ROAD LLC	0.143	43,828 00	66,918 14
	Cash/Cash Equivalent	21,140,860 290	21,140,860.29	21,140,860.29
	Totals		<u>253,799,901.05</u>	<u>291,665,145 61</u>