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

2009

Department of the Treasury
Internal Revenue Service

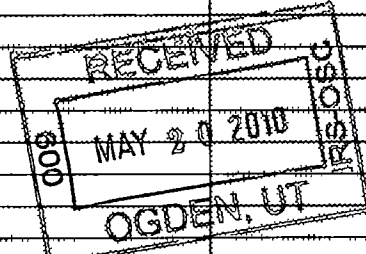
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions	Name of foundation THE FRILL FOUNDATION	A Employer identification number 31-1505628
	Number and street (or P O box number if mail is not delivered to street address) Room/suite 4550 POST OAK PLACE 100	B Telephone number 713-333-2200
	City or town, state, and ZIP code HOUSTON, TX 77027	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 4,395,198. (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	0.		N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	6,473.	6,473.		STATEMENT 1
4 Dividends and interest from securities	58,142.	58,142.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<319,438.>			
b Gross sales price for all assets on line 6a	697,156.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	23,527.	24,680.		STATEMENT 3
12 Total. Add lines 1 through 11	<231,296.>	89,295.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees STMT 4	2,500.	1,250.		1,250.
c Other professional fees STMT 5	25,450.	16,967.		8,483.
17 Interest				
18 Taxes				
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses STMT 6	14,297.	9,532.		4,765.
24 Total operating and administrative expenses. Add lines 13 through 23	42,247.	27,749.		14,498.
25 Contributions, gifts, grants paid	190,000.			190,000.
26 Total expenses and disbursements. Add lines 24 and 25	232,247.	27,749.		204,498.
27 Subtract line 26 from line 12	<463,543.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		61,546.		
c Adjusted net income (if negative, enter -0-)			N/A	



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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing		24,735.	25,537.	25,537.
	2	Savings and temporary cash investments		701,624.	315,814.	315,814.
	3	Accounts receivable ▶				
		Less allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations STMT 7		0.	141,096.	137,760.
	b	Investments - corporate stock STMT 8		2,183,973.	1,907,068.	2,959,296.
	c	Investments - corporate bonds STMT 9		162,741.	354,559.	330,548.
11	Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		760,787.	626,243.	626,243.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		3,833,860.	3,370,317.	4,395,198.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		3,833,860.	3,370,317.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund				
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		3,833,860.	3,370,317.		
31	Total liabilities and net assets/fund balances		3,833,860.	3,370,317.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	3,833,860.
2	Enter amount from Part I, line 27a	2	<463,543.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	3,370,317.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	3,370,317.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a SEE STATEMENT D-1		VARIOUS	VARIOUS
b SEE STATEMENT D-2		VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 49,145.		54,561.	<5,416.>
b 647,881.		962,033.	<314,152.>
c 130.			130.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			<5,416.>
b			<314,152.>
c			130.
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<319,438.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	279,217.	5,138,760.	.054335
2007	291,020.	5,600,938.	.051959
2006	248,341.	4,944,974.	.050221
2005	219,038.	4,338,449.	.050488
2004	161,071.	3,250,939.	.049546

2 Total of line 1, column (d)	2	.256549
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.051310
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	3,961,182.
5 Multiply line 4 by line 3	5	203,248.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	615.
7 Add lines 5 and 6	7	203,863.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	204,498.

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

Table with 11 rows for excise tax calculation. Includes fields for exempt foundations, tax under section 511, credits/payments, and total tax due. Total tax due is 706.00, with 706.00 refunded.

Part VII-A Statements Regarding Activities

Table with 10 rows for activity statements. Includes questions about political campaigns, unrelated business income, and substantial contributors. Responses include 'Yes', 'No', and 'N/A'.

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► GREATER HOUSTON COMMUNITY FOUNDATIO Telephone no ► 713-333-2200 Located at ► 4550 POST OAK PLACE, STE 100, HOUSTON, TX ZIP+4 ► 77027			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) <input type="checkbox"/> N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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

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

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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
FREDERICK R. LUMMIS, II 4550 POST OAK PLACE, NO. 100 HOUSTON, TX 77027	PRESIDENT/TREASURER 0.00	0.	0.	0.
PALMER BRADLEY LUMMIS 4550 POST OAK PLACE, NO. 100 HOUSTON, TX 77027	VP/ASST SECRETARY 0.00	0.	0.	0.
RANSOM C. LUMMIS 4550 POST OAK PLACE, NO. 100 HOUSTON, TX 77027	VP/SECRETARY 0.00	0.	0.	0.
WILLIAM R. LUMMIS JR. 4550 POST OAK PLACE, NO. 100 HOUSTON, TX 77027	VP/ASST SECRETARY 0.00	0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 0

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments. See instructions	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	4,000,360.
b	Average of monthly cash balances	1b	21,145.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	4,021,505.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,021,505.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	60,323.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,961,182.
6	Minimum investment return. Enter 5% of line 5	6	198,059.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here and do not complete this part)

1	Minimum investment return from Part X, line 6	1	198,059.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	615.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	615.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	197,444.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	197,444.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	197,444.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	204,498.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	204,498.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	615.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	203,883.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				197,444.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005	603.			
c From 2006	4,410.			
d From 2007	15,017.			
e From 2008	23,717.			
f Total of lines 3a through e	43,747.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 204,498.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				197,444.
e Remaining amount distributed out of corpus	7,054.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	50,801.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	50,801.			
10 Analysis of line 9				
a Excess from 2005	603.			
b Excess from 2006	4,410.			
c Excess from 2007	15,017.			
d Excess from 2008	23,717.			
e Excess from 2009	7,054.			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling

4942(j)(3) or 4942(j)(5)

b Check box to indicate whether the foundation is a private operating foundation described in section

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE STATEMENT 11

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 12				
Total			▶ 3a	190,000.
<i>b Approved for future payment</i>				
NONE				
Total			▶ 3b	0.

The Frill Foundation
 EIN- 31-1505628
 Form 990-PF
 for year end 12-31-09

Lummi's Asset Management, L.P.
 P O. Box 471443
 Fort Worth, TX 76147

Realized Gains and Losses BY Category
 Fiscal Year Ending 12/31/2009

The Frill Foundation Acct #: 70672016
 600 Travis St Suite 6160
 Houston, TX 77002

Short Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Short Term Gains
Dodge & Cox International	12/22/2008	02/20/2009	39 182	693.39	821.25	-127.86
Dodge & Cox International	12/22/2008	02/20/2009	613.847	10,866.09	12,866.23	-2,003.14
Dodge & Cox International	12/22/2008	02/20/2009	993.910	17,588.97	20,832.35	-3,243.38
			1,646.939	29,145.45	34,519.83	-5,374.38
Kimco Realty 05/27/2009 7.56%	01/02/2009	05/27/2009	20,000.000	20,000.00	20,041.60	-41.60
Short Term Gains (Sales)				49,145.45	54,561.43	-5,415.98

Long Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
Automatic Data Processing Corp	11/05/2003	01/09/2009	500.000	19,550.94	18,438.34	1,112.60
Diebold, Inc.	02/19/2004	02/20/2009	500 000	11,572.44	26,504.95	-14,932.51
Diebold, Inc.	04/30/2004	02/20/2009	575.000	13,308.31	26,474.95	-13,166.64
Diebold, Inc.	06/30/2005	02/20/2009	725 000	16,780.06	33,359.95	-16,579.89
			1,800.000	41,660.81	86,339.85	-44,679.04
Dodge & Cox International	09/29/2005	02/20/2009	3,213.497	56,868.42	110,000.00	-53,131.58
Dodge & Cox International	12/01/2005	02/20/2009	2,879.009	50,949.08	100,000.00	-49,050.92
Dodge & Cox International	12/28/2005	02/20/2009	7.653	135.44	268.07	-132.63
Dodge & Cox International	12/28/2005	02/20/2009	60.351	1,068.01	2,114.10	-1,046.09
Dodge & Cox International	12/28/2005	02/20/2009	60.873	1,077.25	2,132.38	-1,055.13
Dodge & Cox International	01/04/2006	02/20/2009	2,749.838	48,663.17	100,000.00	-51,336.83
Dodge & Cox International	02/23/2006	02/20/2009	2,713.980	48,028.61	100,000.00	-51,971.39
Dodge & Cox International	05/04/2006	02/20/2009	357.027	6,318.22	15,000.00	-8,681.78
Dodge & Cox International	06/22/2006	02/20/2009	532.589	9,425.10	20,000.00	-10,574.90
Dodge & Cox International	12/28/2006	02/20/2009	41.512	734.62	1,810.77	-1,076.15
Dodge & Cox International	12/28/2006	02/20/2009	135.780	2,402.87	5,922.74	-3,519.87
Dodge & Cox International	12/28/2006	02/20/2009	162.879	2,882.43	7,104.77	-4,222.34
Dodge & Cox International	12/28/2006	02/20/2009	95.967	1,698.31	4,429.84	-2,731.53
Dodge & Cox International	12/28/2007	02/20/2009	323.994	5,733.63	14,955.56	-9,221.93
Dodge & Cox International	12/28/2007	02/20/2009	352.532	6,238.67	16,272.88	-10,034.21
			13,687.481	242,223.83	500,011.11	-257,787.28
Intel Corp	12/04/2002	08/19/2009	600 000	11,264.76	15,431.25	-4,166.49

STATEMENT 1-1

2-2 10/20/09

The Frill Foundation
 EIN - 31-1505628
 Form 990-PF
 For yearend 12-31-09

Realized Gains and Losses By Category
 Fiscal Year Ending 12/31/2009

The Frill Foundation Acct #. 70672016

Long Term Capital Gains and Losses

Description	Date Acquired	Date Sold	Quantity	Net Proceeds	Cost	Long Term Gains
J M Smuckers Co New	01/22/2008	07/30/2009	400.000	20,140.97	17,887.47	2,253.50
J M Smuckers Co New	06/24/2008	07/30/2009	150.000	7,552.86	6,509.86	1,043.00
J M Smuckers Co New	08/04/2004	12/18/2009	550.000	27,693.83	24,397.33	3,296.50
J M Smuckers Co New	02/09/2006	12/18/2009	50.000	2,999.11	2,126.66	872.45
J M Smuckers Co New	06/24/2008	12/18/2009	250.000	14,995.54	10,484.95	4,510.59
J M Smuckers Co New			250.000	14,995.55	10,849.78	4,145.77
			550.000	32,990.20	23,461.39	9,528.81
			1,100.000	60,684.03	47,858.72	12,825.31
MetLife Inc	12/12/2002	03/06/2009	400.000	4,769.10	11,529.95	-6,760.85
MetLife Inc	02/07/2003	03/06/2009	400.000	4,769.10	10,269.95	-5,500.85
MetLife Inc	05/12/2003	03/06/2009	300.000	3,576.83	8,279.95	-4,703.12
MetLife Inc	11/05/2003	03/06/2009	400.000	4,769.10	12,333.95	-7,564.85
MetLife Inc	01/31/2005	03/06/2009	1,000.000	11,922.75	39,859.95	-27,937.20
			2,500.000	29,806.88	82,273.75	-52,466.87
Noven Pharmaceuticals	12/07/2007	09/23/2009	2,054.000	33,891.00	33,897.87	-6.87
Noven Pharmaceuticals	12/11/2007	09/23/2009	1,196.000	19,734.00	19,684.15	49.85
Noven Pharmaceuticals	12/31/2007	09/23/2009	3,250.000	53,625.00	46,006.55	7,618.45
Noven Pharmaceuticals	01/23/2008	09/23/2009	2,000.000	33,000.00	26,569.95	6,430.05
Noven Pharmaceuticals	04/02/2008	09/23/2009	2,500.000	41,250.00	23,939.95	17,310.05
			11,000.000	181,500.00	150,098.47	31,401.53
Long Term Gains (Sales)				647,880.72	962,032.64	-314,151.92
Total Gains (Sales)				697,026.17	*****	-319,567.90

Long Term Capital Gain Distributions

Description	Pay Date	Long Term Gains
PIMCO Short Term Bond Fund		130.13
Long Term Gains (Distributions)	12/09/2009	130.13
Total Gains (Distributions)		130.13
Total Short Term Gains		-5,415.98
Total Long Term Gains		-314,021.79
Total Gains		-319,437.77

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

SOURCE	AMOUNT
ACCRUED INTEREST AT PURCHASE CHARLES SCHWAB & CO, INC.	<3,323.> 9,796.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6,473.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLACK STONE NATURAL RESOURCES III-B LP	583.	0.	583.
CHARLES SCHWAB & CO, INC	57,689.	130.	57,559.
TOTAL TO FM 990-PF, PART I, LN 4	58,272.	130.	58,142.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
BLACK STONE NATURAL RESOURCES - ORDINARY LOSS FROM SCH K-1	10,596.	10,596.	
BLACK STONE NATURAL RESOURCES - ROYALTY INCOME FROM SCH K-1	13,857.	13,857.	
BLACK STONE NATURAL RESOURCES - ROYALTY INCOME - BOOK INCOME	<4,241.>	0.	
COST ADJUSTMENT - BOOK	3,088.	0.	
LITIGATION SETTLEMENT	227.	227.	
TOTAL TO FORM 990-PF, PART I, LINE 11	23,527.	24,680.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	2,500.	1,250.		1,250.
TO FORM 990-PF, PG 1, LN 16B	2,500.	1,250.		1,250.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	25,450.	16,967.		8,483.
TO FORM 990-PF, PG 1, LN 16C	25,450.	16,967.		8,483.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK SERVICE CHARGE	97.	65.		32.
OTHER INVESTMENT FEES	100.	67.		33.
FOUNDATION ADMINISTRATIVE FEES	14,000.	9,333.		4,667.
OFFICE SUPPLIES	100.	67.		33.
TO FORM 990-PF, PG 1, LN 23	14,297.	9,532.		4,765.

FORM 990-PF **U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS** **STATEMENT 7**

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MUNICIPAL BONDS - STMT 13		X	141,096.	137,760.
TOTAL U.S. GOVERNMENT OBLIGATIONS				
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			141,096.	137,760.
TOTAL TO FORM 990-PF, PART II, LINE 10A			141,096.	137,760.

FORM 990-PF **CORPORATE STOCK** **STATEMENT 8**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK - STMT 13	1,907,068.	2,959,296.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,907,068.	2,959,296.

FORM 990-PF **CORPORATE BONDS** **STATEMENT 9**

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - STMT 13	107,330.	117,708.
CORPORATE BOND FUNDS - STMT 13	247,229.	212,840.
TOTAL TO FORM 990-PF, PART II, LINE 10C	354,559.	330,548.

FORM 990-PF **OTHER INVESTMENTS** **STATEMENT 10**

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUND - STMT 13	COST	0.	0.
BLACK STONE NATURAL RESOURCES III-B, LP	COST	626,243.	626,243.
TOTAL TO FORM 990-PF, PART II, LINE 13		626,243.	626,243.

FORM 990-PF

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

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

CHARLENE SLACK BALDERAS
4550 POST OAK PLACE, STE 100
HOUSTON, TX 77027

TELEPHONE NUMBER

713-333-2200

FORM AND CONTENT OF APPLICATIONS

WRITTEN FORM WITH DESCRIPTION OF CHARITY, TAX-EXEMPT STATUS AND MISSION STATEMENTS.

ANY SUBMISSION DEADLINES

OCTOBER 15

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BARTH SYNDROME FOUNDATION 675 VFW PARKWAY CHESTNUT HILL, MA 02467	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	17,500.
BAYLOR COLLEGE OF MEDICINE ONE BAYLOR PLAZA, BCM 160 HOUSTON, TX 77030	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	10,000.
BO'S PLACE 10050 BUFFALO SPEEDWAY HOUSTON, TX 77054	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	12,500.
CAMP FOR ALL FOUNDATION 10500 NORTHWEST FRWY, STE 220 HOUSTON, TX 77092	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	10,000.
EPISCOPAL HIGH SCHOOL 1200 N. QUAKER LANE ALEXANDRIA, VA 22302	UNRELATED FRANCES BRADLEY LUMMIS SCHOLARSHIP	501C3	5,000.
GILL CHILDREN'S SERVICES 1020 SUMMIT AVENUE FORT WORTH, TX 76102	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	7,500.
MOTHERS MILK BANK OF NORTH TEXAS 1300 W. LANCASTER AVE, STE 108 FORT WORTH, TX 76105	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	7,500.
NATURE CONSERVANCY, INC. P.O. BOX 1440 SAN ANTONIO, TX 78295	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	10,000.

THE FRILL FOUNDATION

31-1505628

SHRINERS HOSPITAL FOR CHILDREN 6977 MAIN STREET HOUSTON, TX 77030	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	5,000.
ST. JOHN'S SCHOOL 2401 CLAREMONT LANE HOUSTON, TX 77019	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	20,000.
TEXAS BALLET THEATER 6845 GREEN OAKS ROAD FORT WORTH, TX 76116	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	5,000.
TEXAS CHILDREN'S HOSPITAL P.O. BOX 300630, MC 4-4483 HOUSTON, TX 77230	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	10,000.
THE BROOKWOOD COMMUNITY 1752 FM 1489 BROOKSHIRE, TX 77423	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	10,000.
THE COUNCIL ON ALCOHOL AND DRUGS HOUSTON P.O. BOX 2768 HOUSTON, TX 77252	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	15,000.
TRINITY VALLEY SCHOOL 7500 DUTCH BRANCH RD FORT WORTH, TX 76132	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	5,000.
UNIVERSITY OF VIRGINIA - RECTOR & VISITORS P.O. BOX 400173 CHARLOTTESVILLE, VA 22904	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	15,000.
WOODBERRY FOREST SCHOOL 898 WOODBERRY FOREST RD WOODBERRY FOREST, VA 22989	UNRELATED TO FURTHER THEIR EXCLUSIVELY CHARITABLE PURPOSES AND	501C3	25,000.
TOTAL TO FORM 990-PF, PART XV, LINE 3A			190,000.

Lumms Asset Management, L P
P O Box 471443
Fort Worth, TX 76147

STAGMAN 13
2492 1 of 3

Portfolio Statement

As of 12/31/2009

The Frill Foundation Acct # 70672016
600 Travis St Suite 6160
Houston, TX 77002

Weight	Description	Symbol	Trade Date	Quantity	Cost Basis	Current Value	Unrealized Gain (Loss)	Annual Income	Current Yield
Private Equities									
Energy									
14.3%	Blackstone Natural Resources III-	BSNR3B	04/17/2008	626,242.72	626,242.72	626,242.72	0.00	6,636.40	1.1%
Domestic Equities									
Consumer Discretionary									
1.5%	Nike Inc	NKE	06/26/2008	1,000	58,108.95	66,070.00	7,961.05	1,080.00	1.6%
2.2%	Target Corporation	TGT	12/04/2002	2,000	73,695.25	96,740.00	23,044.75	1,360.00	1.4%
3.7%					131,804.20	162,810.00	31,005.80	2,440.00	1.5%
Consumer Staples									
2.0%	Coca Cola Co	KO	12/04/2002	1,525	73,946.45	86,925.00	12,978.55	2,501.00	2.9%
0.8%	J M Smuckers Co New	SJM	06/24/2008	550	19,928.90	33,962.50	14,033.60	770.00	2.3%
1.9%	Kimberly Clark Corp	KMB	05/23/2003	1,300	71,900.29	82,823.00	10,922.71	3,120.00	3.8%
2.4%	Pepsico Incorporated	PEP	12/04/2002	1,750	73,893.90	106,400.00	32,506.10	3,150.00	3.0%
3.3%	Procter & Gamble Co	PG	12/04/2002	2,400	101,479.80	145,512.00	44,032.20	4,224.00	2.9%
1.9%	Sysco Corp	SY	08/11/2008	3,000	84,717.90	83,820.00	(897.90)	3,000.00	3.6%
12.3%					425,867.24	539,442.50	113,575.26	16,765.00	3.1%
Energy									
2.8%	Conocophillips	COP	05/22/2003	2,400	77,524.30	122,568.00	45,043.70	4,800.00	3.9%
2.6%	Schlumberger Ltd	SLB	12/04/2002	1,750	44,008.67	113,907.50	69,898.83	1,470.00	1.3%
1.1%	Tidewater Inc (citizen)	TDW	04/17/2003	1,000	27,754.90	47,950.00	20,195.10	1,000.00	2.1%
6.5%					149,287.87	284,425.50	135,137.63	7,270.00	2.6%
Financials									
1.9%	American Express	AXP	12/04/2002	2,100	46,019.20	85,092.00	39,072.80	1,512.00	1.8%
3.2%	Berkshire Hathaway Cl B	BRKB	11/23/2005	42	127,189.80	138,012.00	10,822.20	0.00	0.0%
1.1%	Cullen Frost Bankers	CFR	07/16/2003	1,000	43,495.50	50,000.00	6,504.50	1,720.00	3.4%
0.8%	First Financial Bancshares, Inc.	FFIN	02/07/2003	666	14,295.63	36,117.18	21,821.55	905.76	2.5%
7.1%					231,000.13	309,221.18	78,221.05	4,137.76	1.3%

Portfolio Statement
As of 12/31/2009

The Frill Foundation Acct # 70672016

STARKINS
PAGE 2
12/31/09

Weight	Description	Symbol	Trade Date	Quantity	Cost Basis	Current Value	Unrealized Gain (Loss)	Annual Income	Current Yield
Domestic Equities									
Health Care									
2.5%	Abbott Labs	ABT	07/15/2005	2,000	97,027.85	107,980.00	10,952.15	3,200.00	3.0%
3.2%	Johnson & Johnson	JNJ	12/04/2002	2,200	120,417.00	141,702.00	21,285.00	4,312.00	3.0%
2.2%	Thermo Fisher Scientific	TMO	11/15/2006	2,000	90,749.85	95,380.00	4,630.15	0.00	0.0%
7.9%					308,194.70	345,062.00	36,867.30	7,512.00	2.2%
Industrials									
2.3%	General Dynamics Corp	GD	01/22/2003	1,500	52,445.34	102,255.00	49,809.66	2,280.00	2.2%
0.9%	Honeywell Int'l	HON	12/04/2002	1,000	46,838.00	39,200.00	(7,638.00)	1,210.00	3.1%
0.9%	Lockheed Martin Corp	LMT	09/28/2009	500	39,158.95	37,675.00	(1,483.95)	1,260.00	3.3%
1.3%	Rockwell Collins Inc	COL	08/27/2008	1,000	51,566.55	55,360.00	3,793.45	960.00	1.7%
5.4%					190,008.84	234,490.00	44,481.16	5,710.00	2.4%
Information Technology									
0.6%	Automatic Data Processing Corp	ADP	11/05/2003	650	21,651.95	27,833.00	6,181.05	884.00	3.2%
1.6%	Computer Sciences Corp	CSC	06/23/2005	1,200	54,939.90	69,036.00	14,096.10	0.00	0.0%
0.6%	Epiq Systems Inc	EPIQ	12/06/2004	2,000	19,539.97	27,980.00	8,440.03	0.00	0.0%
3.8%	Hewlett Packard Corp	HPQ	06/05/2003	3,200	78,533.80	164,832.00	86,298.20	1,024.00	0.6%
3.1%	Microsoft Corp	MSFT	05/23/2006	4,500	122,313.80	137,160.00	14,846.20	2,340.00	1.7%
0.3%	Western Union Company	WU	12/04/2002	800	10,869.84	15,080.00	4,210.16	192.00	1.3%
10.1%					307,849.26	441,921.00	134,071.74	4,440.00	1.0%
Materials									
1.8%	Bemis Co Inc	BMS	12/04/2003	2,600	64,941.32	77,090.00	12,148.68	2,340.00	3.0%
Telecommunication Services									
10.9%	Amem Tower Corp Class A	AMT	12/04/2002	11,000	4,510.00	475,310.00	470,800.00	0.00	0.0%
65.7%					1,813,463.56	2,869,772.18	1,056,308.62	50,614.76	1.8%
Foreign Equities									
Financials									
2.0%	Lancashire Holdings Ord	LCSHF	07/06/2009	12,500	93,603.91	89,523.75	(4,080.16)	2,444.62	2.7%
Fixed Income - Taxable									
1.2%	PIMCO Short Term Bond Fund	PSHDX	09/03/2009	5,142.588	50,295.85	50,500.21	204.36	474.61	0.9%
2.0%	Yieldquest Total Return	YTRSZ	01/10/2007	11,697.716	118,407.92	86,446.12	(31,961.80)	8,388.97	9.7%
					TOTAL CORPORATE STOCK				
					1,907,067.47	2,959,295.93			

