

See a Social Security Number? Say Something! Report Privacy Problems to https://public.resource.org/privacy Or call the IRS Identity Theft Hotline at 1-800-908-4490



Form 990-PF

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

, 2009, and ending

| G Ch | eck all that apply | | ial Return of a former p | · | | nal return |
|-------------------|---|--|------------------------------------|--|--|----------------------------------|
| | | Amended return | Address | change Na | me change | |
| Use t IRS la | | иоттали | | | A Employer identification r | oumber |
| Otherv | wise, 12000 HUEB | NER RD., STE. | 103 | | 74-2692751 B Telephone number (see the see th | ne instructions) |
| prir or ty | ת וכאות אותר אודו | O, TX 78230 | | | 210-308-9178 | |
| See Sp | ecific | | | | C If exemption application | |
| Instruct | tions | | | | D 1 Foreign organizations, cl | · |
| H (| Check type of organiza | tion X Section 50 | 1(c)(3) exempt private | foundation | 2 Foreign organizations me | |
| | | nonexempt charitable | | ' | here and attach compute E If private foundation sta | L |
| | air market value of all asset from Part II, column (c), line | s at end of year J Acc | counting method X C | ash Accrual | If private foundation star under section 507(b)(1)(| A), check here |
| ► 5 | | | Other (specify) | | F If the foundation is in a | |
| Part I | Analysis of Re | | | T | under section 507(b)(1)(| |
| | Expenses (The | total of amounts in | (a) Revenue and expenses per books | (b) Net investme | ent (c) Adjusted net income | (d) Disbursements for charitable |
| | columns (b), (c), a | ind (d) may not neces- nounts in column (a) | | | | purposes |
| | (see the instruction | ns)) | | | | (cash basis only) |
| | I — — · | grants, etc, received (att sch) | 26,000. | | | |
| | I | undn is not req to att Sch B | | | | |
| | 3 Interest on savi | ings and temporary its | 63. | | 63. N/ | A |
| | 4 Dividends and inter | | 25,290. | 25,29 | | |
| | 5a Gross rents | | | | | |
| R E | b Net rental income or (loss) | | 261 670 | | | |
| | b Gross sales price for | sale of assets not on line 10 all 1, 335, 777. | -261,670. | | | |
| V E | assets on line 6a 7 Capital gain net inco | me (from Part 1/ Line 2) | | | 0. | |
| N | 8 Net short-term | GE SED | | | | |
| U E | 9 Incomermodific | aliano() | | | | |
| _ | 10a Gross sales less | G 1 3 2010 S | | 1 | | |
| | allowances AU b Less: Cost of goods sold | 일 및 3 ZWW | | | | |
| | | | | | | |
| | c Gross profit (Hose) | eruach schedule | | | · · · · · · · · · · · · · · · · · · · | |
| | | | | | | |
| | 12 Total. Add lines | | -210,317. | 25,3 | 53. | |
| | 13 Compensation of offi 14 Other employee sala | icers, directors, trustees, etc | 0. | <u> </u> | | |
| | 15 Pension plans. | • | | | | |
| Α | 16 a Legal fees (attach s | ' ' | | | | - |
| D M | b Accounting fees (at | tach sch) SEE ST 1 | 1,995. | | | |
| , N | c Other prof fees (att | ach sch) | | | | |
| PS | 17 Interest | CER CEN O | 210 | 1. | 00 | |
| RR | 18 Taxes (attach schedule)(set 19 Depreciation (a | • | -218. | 1 | 08. | |
| Î | sch) and deplet | tion | | | | |
| O P E R A T I V E | 20 Occupancy | | | | | |
| | 21 Travel, confered 22 Printing and pu | nces, and meetings | | | | |
| 29.W | | (attach schedule) | | | | |
| E N | | EE STATEMENT 3 | 30,384. | 25,0 | 40. | |
| ₩ Ĕ | 24 Total operating | and administrative lines 13 through 23 | 32,161. | 25,1 | 48 | |
| s و | | grants paid PART XV | 155,170. | 23,1 | 10. | 155,170. |
| AUG. | | s and disbursements. and 25 | | | | |
| SCANNED | Add lines 24 ar | nd 25 | 187,331. | 25,1 | 48. | 155,170. |
| 벨 | 27 Subtract line 26 | o from line 12: nue over expenses | | | | |
| = | and disbursem | ents. | -397,648. | | | |
| K | | me (if negative, enter -0). | | 21 | 05. | |
| \times | C Adjusted net income | e (if negative, enter -0-) | 1 | 1 | 1 | |

Page 2

| 1 Cash – non-interest-bearing 2 Savings and temporary cash investments 3 Accounts receivable Less allowance for doubtful accounts P 4 Pledges receivable Less allowance for doubtful accounts P 5 Grants receivable Less allowance for doubtful accounts P 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch) Less allowance for doubtful accounts P 8 Inventories for sale or use 9 Prepaid expenses and deferred charges 10a Investments — U S and state government obligations (attach schedule) b Investments — corporate stock (attach schedule) c Investments — corporate bonds (attach schedule) 11 Investments — corporate bonds (attach schedule) 12 Investments — land, buildings, and equipment basis Less accumulated depreciation (attach schedule) 12 Investments — other (attach schedule) 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) 15 Other assets (describe P 16 Total assets (to be completed by all filers — | Market Value -11,545. 51,817. |
|---|-------------------------------------|
| 2 Savings and temporary cash investments 3 Accounts receivable Less allowance for doubtful accounts > 8. 273. 4 Pledges receivable Less allowance for doubtful accounts > 8. 273. 5 Grants receivable Less allowance for doubtful accounts > 8. 273. 6 Receivable due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch) Less allowance for doubtful accounts > 1. Less accumulated deprecation (attach schedule) | |
| 3 Accounts receivable Less allowance for doubtful accounts □ Pledges receivable Less allowance for doubtful accounts □ 5 Grants receivable 6 Receivables due from officers, directors, trustes, and other disqualified persons (attach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch) □ 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 (attach schedule) b Investments — corporate stock (attach schedule) 11 Investments — corporate bonds (attach schedule) 12 Investments — land, buildings, and equipment basis Less accumulated depreciation (attach schedule) 12 Investments — other (attach schedule) 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis □ 1,050,330. Less: accumulated depreciation (attach schedule) 15 Other assets (describe □ 1,050,330. 1 1,050,330. 1,050,330. 1 15 Other assets (describe □ 1,050,330. 1,050,330. 1 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item!) 18 Grants payable 19 Deferred revenue | 51.817 |
| 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 (datach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch) Less allowance for doubtful accounts 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 (attach schedule) b Investments — corporate stock (attach schedule) 11 Investments — corporate stock (attach schedule) 12 Investments — land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) SEE STMT 4 1,050,330. 1,050,330. 1 15 Other assets (describe 15 Other assets (describe 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I) 3,413,710. 3,016,062. 3 | |
| 4 Pledges receivable Less allowance for doubtful accounts 5 5 Grants receivable 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch) 5 Less allowance for doubtful accounts 5 8 Inventories for sale or use 9 Prepaid expenses and deferred charges 10a Investments — U.S. and state government obligations (attach schedule) b Investments — corporate stock (attach schedule) c Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis 5 1,050,330. Less accumulated depreciation (attach schedule) SEE STMT 4 5 1,050,330. 1,050,330. 1 15 Other assets (describe 5 1) 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item 1) 3,413,710. 3,016,062. 3 18 Grants payable 19 Deferred revenue | |
| Less allowance for doubtful accounts 5 Grants receivable Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch) Less allowance for doubtful accounts 5 8 Inventories for sale or use 9 Prepaid expenses and deferred charges 10a Investments — U S and state government obligations (attach schedule) b Investments — corporate stock (attach schedule) c Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less' accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis 5 1,050,330. Less: accumulated depreciation (attach schedule) 15 Other assets (describe 5 1,050,330. 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item 1) 3,413,710. 3,016,062. 3 | 273. |
| 5 Grants receivable 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch) ► 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 (attach schedule) b Investments – corporate stock (attach schedule) c Investments – corporate bonds (attach schedule) 11 Investments – land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) 12 Investments – other (attach schedule) 13 Investments – other (attach schedule) 14 Land, buildings, and equipment basis ► 1,050,330. Less: accumulated depreciation (attach schedule) 15 Other assets (describe ► 1,050,330. 16 Total assets (to be completed by all fillers – see instructions Also, see page 1, item I) 3,413,710. 3,016,062. 3 L Total payable and accrued expenses 18 Grants payable 19 Deferred revenue | |
| 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch) 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 (attach schedule) b Investments — corporate stock (attach schedule) 11 Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) 15 Other assets (describe Total assets (to be completed by all filers — see instructions Also, see page 1, item i) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue | |
| disqualified persons (attach schedule) (see the instructions) 7 Other notes and loans receivable (attach sch) 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 (attach schedule) b Investments — corporate stock (attach schedule) 11 Investments — land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis > 1,050,330. Less: accumulated depreciation (attach schedule) 15 Other assets (describe > 1,050,330. 1,050,330. 1 16 Total assets (to be completed by all fillers — see instructions Also, see page 1, item 1) 3,413,710. 3,016,062. 3 | |
| 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 (attach schedule) b Investments — corporate stock (attach schedule) c Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) 12 Investments — other (attach schedule) 14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) 15 Other assets (describe 16 Total assets (doscribe 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue | |
| S 10a Investments — U.S. and state government obligations (attach schedule) b Investments — corporate stock (attach schedule) c Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less' accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis ▷ 1,050,330. Less: accumulated depreciation (attach schedule) SEE STMT 4 ▷ 1,050,330. 1,050,330. 1 15 Other assets (describe ▷) 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I) 3,413,710. 3,016,062. 3 | |
| S 10a Investments — U.S. and state government obligations (attach schedule) b Investments — corporate stock (attach schedule) c Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less' accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis ▷ 1,050,330. Less: accumulated depreciation (attach schedule) SEE STMT 4 ▷ 1,050,330. 1,050,330. 1 15 Other assets (describe ▷) 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I) 3,413,710. 3,016,062. 3 | |
| S 10a Investments — U.S. and state government obligations (attach schedule) b Investments — corporate stock (attach schedule) c Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less' accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis ▷ 1,050,330. Less: accumulated depreciation (attach schedule) SEE STMT 4 ▷ 1,050,330. 1,050,330. 1 15 Other assets (describe ▷) 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I) 3,413,710. 3,016,062. 3 | |
| S 10a Investments — U.S. and state government obligations (attach schedule) b Investments — corporate stock (attach schedule) c Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less' accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis ▷ 1,050,330. Less: accumulated depreciation (attach schedule) SEE STMT 4 ▷ 1,050,330. 1,050,330. 1 15 Other assets (describe ▷) 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I) 3,413,710. 3,016,062. 3 | |
| b Investments — corporate stock (attach schedule) c Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis — 1,050,330. Less: accumulated depreciation (attach schedule) SEE STMT 4 — 1,050,330. 1,050,330. 1 15 Other assets (describe —) 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I) 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue | |
| c Investments — corporate bonds (attach schedule) 11 Investments — land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis | 2,269,715. |
| 11 Investments — land, buildings, and equipment basis Less accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis ▷ 1,050,330. Less: accumulated depreciation (attach schedule) SEE STMT 4 ▷ 1,050,330. 1,050,330. 1 15 Other assets (describe ▷) 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I) 3,413,710. 3,016,062. 3 L 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue | , |
| equipment basis Less: accumulated depreciation (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis | |
| (attach schedule) 12 Investments — mortgage loans 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis | |
| 13 Investments — other (attach schedule) 14 Land, buildings, and equipment basis ▷ 1,050,330. Less: accumulated depreciation (attach schedule) SEE STMT 4 ▷ 1,050,330. 1,050,330. 1 15 Other assets (describe ▷) 16 Total assets (to be completed by all filers — see instructions Also, see page 1, item I) 3,413,710. 3,016,062. 3 L 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue | |
| 14 Land, buildings, and equipment basis □ 1,050,330. Less: accumulated depreciation (attach schedule) SEE STMT 4 □ 1,050,330. 1,050,330. 1 15 Other assets (describe □) 16 Total assets (to be completed by all filers □ see instructions Also, see page 1, item I) 3,413,710. 3,016,062. 3 L 17 Accounts payable and accrued expenses A Grants payable B 19 Deferred revenue | |
| Less: accumulated depreciation (attach schedule) SEE STMT 4 1,050,330. 1,050,330. 1 15 Other assets (describe) 16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I) 3,413,710. 3,016,062. 3 L 17 Accounts payable and accrued expenses A Grants payable B 19 Deferred revenue | |
| (attach schedule) SEE STMT 4 | |
| 16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I). 17 Accounts payable and accrued expenses. 18 Grants payable. 19 Deferred revenue. | ,050,330. |
| L 17 Accounts payable and accrued expenses 18 Grants payable 19 Deferred revenue 20 Lang form of form | 3,360,590. |
| B 19 Deferred revenue | |
| 20 Laws from efficient displays breakers by although a supplying access 9, 910 9, 910 | |
| 20 Loans from officers, directors, trustees, & other disqualified persons 8,810. 8,810. | |
| | |
| T 21 Mortgages and other notes payable (attach schedule) | |
| 22 Other liabilities (describe | |
| E | |
| S 23 Total liabilities (add lines 17 through 22) 8,810. 8,810. | |
| and complete lines 24 through 26 and lines 30 and 31. | |
| N F E U Unrestricted 25 Temporarily restricted | |
| T N 25 Temporarily restricted | |
| D 26 Permanently restricted | |
| Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. E L T A 27 Capital stock, trust principal, or current funds | |
| E L 27 Capital stock, trust principal, or current funds | |
| S N 28 Paid-in or capital surplus, or land, building, and equipment fund | |
| O E 29 Retained earnings, accumulated income, endowment, or other funds 3, 404, 900. 3,007, 252. | |
| R S 30 Total net assets or fund balances (see the instructions) 3,404,900. 3,007,252. | |
| 31 Total liabilities and net assets/fund balances (see the instructions) 3, 413, 710. 3, 016, 062. | |
| 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) | 3,404,900. |
| 2 Enter amount from Part I, line 27a | -397,648. |
| 3 Other increases not included in line 2 (itemize) | |
| | 3,007,252. |
| 5 Decreases not included in line 2 (itemize) | |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30 6 3 | 3,007,252. |

| 2-story brick warehouse, or common stock, 200 shares MI C Company) P - Purch | | | How acquired P — Purchase D — Donation | (c) Date acquired (month, day, year) | (d) Date sold (month, day, year) | |
|---|--|---|--|---|-------------------------------------|--|
| 1a SEE STATEMENT 5 | | | D — Donation | | | |
| b | | | | | | |
| | | | | | | |
| c | | | | | | |
| | | | | | | |
| (e) Gross sales price | (f) Depreciation allowed | (g) Cost or other basis | | (h) Gain or | (loss) | |
| | (or allowable) | plus expense of sale | | (e) plus (f) m | inus (g) | |
| ab | | | | | | |
| | | | | | | |
| d | | | | - | - | |
| e | | | | | | |
| | wing gain in column (h) and owned by | the foundation on 12/31/69 | | (I) Corne (Colo | uma (h) | |
| (i) Fair Market Value | (j) Adjusted basis | (k) Excess of column (i) | | (I) Gains (Coli عن gain minus column) | (), but not less | |
| as of 12/31/69 | as of 12/31/69 | over column (j), if any | th | an -0-) or Losses (fr | om column (h)) | |
| a | | | | | | |
| b | | | | | | |
| с | | | | | | |
| d | | | | | | |
| e | <u></u> | | | | | |
| 2 Capital gain net income or (ne | et capital loss) | enter in Part I, line 7 er -0- in Part I, line 7 | | | 0.61 670 | |
| , , | <u> </u> | | 2 | | -261,670. | |
| 3 Net short-term capital gain or | (loss) as defined in sections 1222(5) | and (6) | | | | |
| If gain, also enter in Part I, lir in Part I, line 8 | ne 8, column (c) (see the instructions) | If (loss), enter -0- | 3 | | -24,707. | |
| Part V Qualification Unde | er Section 4940(e) for Reduced | Tax on Net Investmen | t Income | | | |
| (For optional use by domestic priva | te foundations subject to the section 4 | 940(a) tax on net investment | income) | | | |
| If 'Yes,' the foundation does not qua | ection 4942 tax on the distributable am- alify under section 4940(e) Do not con in each column for each year; see the | nplete this part | | Yes | X No | |
| (a) Base period years Calendar year (or tax year beginning in) | (b) Adjusted qualifying distributions | (c) Net value of noncharitable-use asset | s (col | (d) Distribution ratio (column (b) divided by column (c)) | | |
| 2008 | 204,117. | 2,662, | 708. | | 0.076658 | |
| 2007 | 179,494. | 3,153, | | | 0.056913 | |
| 2006 | 137,440. | 3,088, | 972. | | 0.044494 | |
| 2005 | 128,472. | 3,680, | 547. | | 0.034906 | |
| 2004 | 126,112. | 2,225, | 903. | | 0.056657 | |
| 2 Total of line 1, column (d) | | | 2 | | 0.269628 | |
| | Mar E complete a complete to the complete to t | olembro Oku E. a. tu 45 | - <u>-</u> | | 0.200020 | |
| 3 Average distribution ratio for number of years the foundation | the 5-year base period — divide the tot on has been in existence if less than 5 | al on line 2 by 5, or by the years | 3 | <u>-</u> | 0.053926 | |
| 4 Enter the net value of noncha | iritable-use assets for 2009 from Part | K, line 5 | 4 | | 2,057,551. | |
| 5 Multiply line 4 by line 3 | | | 5_ | | 110,955. | |
| 6 Enter 1% of net investment income (1% of Part I, line 27b) | | | | | 2. | |
| 7 Add lines 5 and 6 | | | 7 | | 110,957. | |
| 8 Enter qualifying distributions | from Part XII, line 4 | | 8_ | 8 155,170. | | |
| , , , | than line 7, check the box in Part VI, | ine 1b, and complete that pa | rt using a 1% | % tax rate See t | | |
| BAA | ······ | · | | For | n 990-PF (2009) | |

| Form 990-PF (2009) THE PAL FOUNDATION 74-269 | 92751 | | Pi | age 4 |
|--|-----------------------|---------|-----|--------------|
| Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see the | | ons) | | |
| 1 a Exempt operating foundations described in section 4940(d)(2), check here □ and enter 'N/A' on line 1 □ Date of ruling or determination letter □ (attach copy of letter if necessary - see instr.) b Domestic foundations that meet the section 4940(e) requirements in Part V. | | | | 2. |
| check here ► X and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b) | | | | _=- |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | | | 0. |
| 3 Add lines 1 and 2 | 3 | | | 2. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- | | | | 0. |
| 6 Credits/Payments | | | | |
| a 2009 estimated tax pmts and 2008 overpayment credited to 2009 6a 100. | | | | |
| b Exempt foreign organizations — tax withheld at source 6b | | | | |
| c Tax paid with application for extension of time to file (Form 8868) | | | | |
| d Backup withholding erroneously withheld | | | | |
| | 7 | | 1 | <u>00.</u> |
| 8 Enter any penalty for underpayment of estimated tax. Check here X if Form 2220 is attached | _+ | | | |
| 9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed | | | | 0. |
| 10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | | | | 98. |
| 11 Enter the amount of line 10 to be Credited to 2010 estimated tax O. Refunded 11 | <u> </u> | | | <u>98.</u> |
| Part VII-A Statements Regarding Activities | | | | |
| 1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | F | 1a | Yes | No X |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? | | 1 b | | Х |
| If the answer is 'Yes' to 1a or 1b , attach a detailed description of the activities and copies of any materials publis or distributed by the foundation in connection with the activities | shed | | | |
| c Did the foundation file Form 1120-POL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation | 0. | 1c 2 | | X |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If 'Yes,' attach a conformed copy of the changes | | 3 | | Χ_ |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? | | 4a | | Х |
| b If 'Yes,' has it filed a tax return on Form 990-T for this year? | - | 4Ь | N | |
| Was there a liquidation, termination, dissolution, or substantial contraction during the year? If 'Yes,' attach the statement required by General Instruction T | - | 5 | | <u>X</u> |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either | | | | |
| By language in the governing instrument, or | luct | | | |
| By state legislation that effectively amends the governing instrument so that no mandatory directions that confluent the state law remain in the governing instrument? 3. Did the foundation have at least \$5,000 in second at any time during the year? If tives i complete Part II, column (a), and Part XV. | - | 6 | X | |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV | - | | ^ | |
| 8a Enter the states to which the foundation reports or with which it is registered (see the instructions) TX | | | | |
| b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <i>General Instruction G² If 'No,' attach explanation</i> | - | 8ь | Х | |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 49 for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If 'Yes,' complete F | 142(j)(5) Part XIV | 9 | | _X_ |
| 10 Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their name and addresses | nes | 10 | | Х |

BAA

orm **990-PF** (2009)

| Forn | 990-PF (2009) THE PAL FOUNDATION | 74-2692752 | | P | age 5 |
|------|---|----------------------|-----|------|--------------|
| Par | t 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 | | Х |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption. Website address | application? | 13_ | X | |
| 14 | | no ► 210-34 78230 | 4-8 | 847 | - |
| 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 | | III N/A |
| Dar | t VII-B Statements Regarding Activities for Which Form 4720 May Be Required | | | | 14/ 21 |
| rai | File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies. | | | Yes | No |
| 1. | a During the year did the foundation (either directly or indirectly) | | | -103 | -110 |
| 1 6 | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | Yes X No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | X Yes No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | Yes X No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | Yes X No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | Yes X No | | | |
| | (6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) | Yes X No | | | |
| ı | 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 the instruction | ons) ⁷ | 1 b | | х |
| | Organizations relying on a current notice regarding disaster assistance check here | ▶ 📗 | | | |
| • | c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009? | | 1 c | | Х |
| 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)) | | | | |
| i | a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? | Yes X No | | | |
| | If 'Yes,' list the years ▶ 20, 20, 20 | _ | | | |
| İ | b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942 (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(all years listed, answer 'No' and attach statement — see the instructions) | (a)(2) a)(2) to | 2b | N | /A |
| | c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years h | nere | | | <u> </u> |
| | ► 20, 20, 20 | | | | |
| 3 | a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | Yes X No | | | |
| l | 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 approve 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) | d | 3b | N | /A |
| 4: | a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | 4a | | Х |
| | chantable purposes. | | 70 | | |
| I | b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009? | | 4b | | X |

Form **990-PF** (2009)

BAA

| Form 990-PF (2009) THE PAL FOUNDATION | | | 74-269 | 92751 <u>P</u> a | age 6 | |
|---|--|--|--|--|--------------|--|
| Part VII-B Statements Regarding Activiti | es for Which Form | 1 4720 May Be Requ | uired (continued) | | | |
| 5a During the year did the foundation pay or incu | r any amount to | | | | | |
| (1) Carry on propaganda, or otherwise attempt | ot to influence legislatio | n (section 4945(e))? | Yes X | No | | |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | | | | | | |
| (3) Provide a grant to an individual for travel, | study, or other similar | purposes? | Yes X | No | | |
| (4) Provide a grant to an organization other the in section 509(a)(1), (2), or (3), or section | | | Yes X | No | | |
| (5) Provide for any purpose other than religio educational purposes, or for the preventio | us, charitable, scientific n of cruelty to children | c, literary, or or animals? | Yes X | No | | |
| b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? | | | | | | |
| Organizations relying on a current notice rega | rding disaster assistant | ce check here | > | | | |
| c If the answer is 'Yes' to question 5a(4), does tax because it maintained expenditure respons | the foundation claim ex sibility for the grant? | emption from the | N/A Yes | No | | |
| If 'Yes,' attach the statement required by Regi | | • • | | | | |
| 6a Did the foundation, during the year, receive ar on a personal benefit contract? | | | Yes X | No | | |
| b Did the foundation, during the year, pay prem If 'Yes' to 6b, file Form 8870 | iums, directly or indired | tly, on a personal benef | fit contract? | 6b | <u>X</u> | |
| 7a At any time during the tax year, was the found | dation a party to a proh | ibited tax shelter transa | ction? Yes X | No | | |
| b If yes, did the foundation receive any proceed | s or have any net incor | ne attributable to the tra | لنسنا لنسبا | 7b N | /A | |
| Part VIII Information About Officers, D | | | | mployees, | | |
| and Contractors | | | | | | |
| 1 List all officers, directors, trustees, foundation | n managers and their | compensation (see inst | ructions). | | | |
| (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 acco | | |
| PETER A. LEININGER | DIRECTOR | 0. | 0. | | 0. | |
| 12000 HUEBNER RD., #103 | 2.00 | | | | | |
| SAN ANTONIO, TX 78230 | | | | ! | | |
| JAMES R. LEININGER | | 0. | 0. | | 0. | |
| 8122 DATAPOINT DR., #1000 | 0 | | | | | |
| SAN ANTONIO, TX 78229 | | | | | | |
| JOHN H. LEININGER | | 0. | 0. | | 0. | |
| 2734 HARVEST CREEK LANE | 0 | | | | | |
| BOERNE, TX 78006 | | | | | | |
| DANIEL E. LEININGER | | 0. | 0. | | 0. | |
| 604 SANDY OAKS | 0 | | 0. | | ٠. | |
| BOERNE, TX 78006 | " | | | | | |
| 2 Compensation of five highest-paid employee | s (ather than these in | cluded on line 1 - see in | etructions) If none e | nter 'NONE ' | | |
| | T | | | T | | |
| (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 according of their allowance | | |
| NONE | | | SS.,,portoution | <u> </u> | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| Total number of other employees and ever #50.000 | <u> </u> | | L | | | |
| Total number of other employees paid over \$50,000 BAA | TEEA0306L | 07/06/09 | | Form 990-PF (| (2009) | |

| Form 990-PF (2009) THE PAL FOUNDATION 74-26 | 92751 Page 7 |
|--|---------------------------|
| Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid and Contractors (continued) | Employees, |
| 3 Five highest-paid independent contractors for professional services — (see instructions). If none, enter 'NONE.' | |
| (a) Name and address of each person paid more than \$50,000 (b) Type of service | (c) Compensation |
| NONE | (c) Compensation |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| 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 <u>N/A</u> | - |
| | - |
| 2 | - |
| | - |
| 3 | - |
| | - |
| 4 | - |
| | - |
| Part IX-B Summary of Program-Related Investments (see instructions) | |
| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
| 1 <u>N/A</u> | - |
| | - |
| 2 | - |
| | - |
| All other program-related investments See instructions 3 | |
| | - |
| Total. Add lines 1 through 3 | 0. |
| BAA | Form 990-PF (2009) |

| <u>Part X Minimum Investment Return</u> (All domestic foundations must complete this part. For see instructions.) | reign | foundations, |
|--|----------|--------------|
| 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 | 1 a | 1,997,959. |
| b Average of monthly cash balances | 1 b | 90,925. |
| c Fair market value of all other assets (see instructions) | 1 c | |
| d Total (add lines la, b, and c) | 1 d | 2,088,884. |
| e Reduction claimed for blockage or other factors reported on lines 1a and 1c | | |
| (attach detailed explanation) 1 e 0. |]] | |
| 2 Acquisition indebtedness applicable to line 1 assets | 2 | 0. |
| 3 Subtract line 2 from line 1d | 3 | 2,088,884. |
| 4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions) | 4 | 31,333. |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 2,057,551. |
| 6 Minimum investment return. Enter 5% of line 5 | 6 | 102,878. |
| Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private oper and certain foreign organizations check here ► □ and do not complete this pa | | foundations |
| 1 Minimum investment return from Part X, line 6. | 11 | 102,878. |
| 2a Tax on investment income for 2009 from Part VI, line 5 2. | | |
| b Income tax for 2009 (This does not include the tax from Part VI) 2b | 1 | |
| c Add lines 2a and 2b | 1 20 | 2. |
| 3 Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 102,876. |
| 4 Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 Add lines 3 and 4 | 5 | 102,876. |
| 6 Deduction from distributable amount (see instructions) | 6 | |
| 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | 7 | 102,876. |
| 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 | 1 a | 155,170. |
| b Program-related investments — total from Part IX-B | 1 b | |
| 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). | 3 b | |
| 4 Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 155,170. |
| 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 (see instructions) | 5 | 2. |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4 | 6 | 155,168. |
| Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whe | ther the | e foundation |

BAA

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 | | | | 102 076 |
| 2 Undistributed income, if any, as of the end of 2009 | | | | 102,876. |
| a Enter amount for 2008 only | | | 0. | |
| b Total for prior years 20, 20, 20 | | 0. | | |
| 3 Excess distributions carryover, if any, to 2009 | | | | |
| a From 2004. 41, 255. | | | | |
| b From 2005 | | | | |
| c From 2006 | | | | |
| d From 2007 28, 345. | | | | |
| e From 2008 71,130. | <u> </u> | | | |
| f Total of lines 3a through e | 140,730. | | | |
| 4 Qualifying distributions for 2009 from Part | | | | |
| XII, line 4 ▷ \$ 155,170. | | | | |
| 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 | | - | - · · · · · · · · · · · · · · · · · · · | 102,876. |
| e Remaining amount distributed out of corpus | 52,294. | - | | 102,070. |
| 5 Excess distributions carryover applied to 2009 | 0. | | | 0. |
| (If an amount appears in column (d), the | | | | |
| same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 193,024. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0. | | |
| c Enter the amount of prior years' undistribut- | | 0. | | · · · · · · · · · · · · · · · · · · · |
| ed 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 | | 0. | | |
| amount — see instructions | | 0. | | |
| e Undistributed income for 2008 Subtract line 4a from | | | 0 | |
| line 2a Taxable amount — see instructions | | | 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 | | | | 0. |
| corpus to satisfy requirements imposed | | | | |
| by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | 0. | | | |
| , | | | | |
| 8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions) | 41,255. | | | |
| 9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a | 151,769. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2005 | | | | |
| b Excess from 2006 | | | | |
| c Excess from 2007 28,345. | | | | |
| d Excess from 2008 71, 130. | | | | |
| e Excess from 2009 52,294. | | | | ···· |

| Form 990-PF (2009) THE PAL FOUNDATIO | | otiono and Dail |)/II A t C | 74-269275 | |
|--|-------------------------------------|---|--|-----------------------|-------------------|
| Part XIV Private Operating Foundation 1 a If the foundation has received a ruling or of the foundation has ruling or of the f | | | | | N/A |
| is effective for 2009, enter the date of the | ruling | | | , and the fulling | |
| b Check box to indicate whether the foundat | | perating foundation | | 4942(J)(3) or | 4942(j)(5) |
| 2a 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 (a) 2009 | (b) 2008 | Prior 3 years (c) 2007 | (d) 2006 | (e) Total |
| b 85% of line 2a | | | | - | |
| 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 assets at any time during th | (Complete this e year — see ii | s part only if the nstructions.) | organization ha | ıd \$5,000 or moı | e in |
| 1 Information Regarding Foundation Manage a List any managers of the foundation who is close of any tax year (but only if they have PETER A. LEININGER | ave contributed n | nore than 2% of the than \$5,000) (See | total contributions researchers section 507(d)(2)) | eceived by the found | dation before the |
| b List any managers of the foundation who a a partnership or other entity) of which the NONE | own 10% or more foundation has a | of the stock of a co 10% or greater inte | rporation (or an equa rest | ally large portion of | the ownership of |
| 2 Information Regarding Contribution, Gran Check here X if the foundation only nequests for funds If the foundation make complete items 2a, b, c, and d | nakes contribution | s to preselected cha | arıtable organization: | | |
| a The name, address, and telephone number | r of the person to | whom applications | should be addressed | 3 | |
| b The form in which applications should be | submitted and info | ormation and materi | als they should inclu | de | |
| c Any submission deadlines | | | | | |
| d Any restrictions or limitations on awards, | such as by geogra | phical areas, charit | able fields, kinds of i | nstitutions, or other | factors |

| 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 | Purpose of grant or contribution | Amount | | | |
| | substantial contributor | Tecipient | | | | | |
| Name and address (home or business) a Paid during the year SEE STATEMENT 6 | any foundation manager or substantial contributor | recipient | contribution | | | | |
| | | | | | | | |
| Total | | | ► 3a | 155,170. | | | |
| b Approved for future payment | | | | | | | |
| Total | | | ► 3t |) | | | |

| Part XVI-A | Analysis | of Income-F | Producina | Activities |
|----------------|-----------|-------------|-----------|-------------------|
| GI C Z C V I Z | Allulysis | | roducing | MCHAINC: |

| Enter gross | amounts unless otherwise indicated | Unrelate | ed business income | Excluded | by section 512, 513, or 514 | |
|---------------|--|---------------------------------------|--|-------------------------------|---|--|
| 1 Progr | am service revenue | (a) Business code | (b) Amount | (c) Exclu- sion code | (d) Amount | (e) Related or exempt function income (see the instructions) |
| a | | | | | | |
| b | | | | | | |
| c | | | | | | |
| d | | | | | ··· | |
| е | | | | | | |
| f | | | | | | |
| g Fees | and contracts from government agencies | | | | | |
| | pership dues and assessments | | | | | |
| | t on savings and temporary cash investments | | | 14 | 63. | |
| | ends and interest from securities | | | 14 | 25,290. | |
| | ental income or (loss) from real estate | | | | | |
| | financed property | | | | | |
| | ebt-financed property | | | | | |
| | ital income or (loss) from personal property | | | | | |
| 7 Other | investment income | | | | | |
| | (loss) from sales of assets other than inventory | | | 18 | <u>-261,670.</u> | |
| | come or (loss) from special events | | | | | |
| | profit or (loss) from sales of inventory | | | | | |
| 11 Other | revenue | | | | | |
| | | | | - | | |
| | | | | | | |
| | | | | | - | |
| d | | | | | | |
| e | | | | ļ | 006 017 | |
| | etal Add columns (b), (d), and (e) | | | | -236,317. | 006 017 |
| | Add line 12, columns (b), (d), and (e) | | | | 13 | -236,317. |
| (See works | heet in the instructions for line 13 to verify ca | ilculations) | | | | |
| Part XVI- | B Relationship of Activities to the | Accompl | ishment of Exemp | t Purpo | oses | |
| Line No. ▼ | Explain below how each activity for which in accomplishment of the foundation's exempt | come is repo | orted in column (e) of F ther than by providing f | Part XVI- | A contributed important such purposes) (See t | ly to the he instructions) |
| 1A | THE FOUNDATION LEASES A BUIL | | | | | |
| | \$1 PER MONTH. THE 2009 RENT | | | <u> </u> | DOOD IMMIVED! | CHORELL LOK |
| | THE PORTIES THE 2009 RENT | 11110 110 | <u> </u> | | | |
| | | | | · · · · · · · · | | |
| | | | | | · · · · · · · · · · · · · · · · · · · | |
| | | | | | | |
| | | | | | | · · · · · · · · · · · · · · · · · · · |
| | | | | | | |
| | | | | | | |
| | | · | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | · · · · · · · · · · · · · · · · · · · | - | | | |
| | | | <u> </u> | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |

No

Yes

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

| RΑ | Δ | | | | | | | Form 99 | 0-PF (| (2009) |
|--------------|-----------------|---|-----------------------------------|---|---------------------------------|--|----------------------------|---|----------|---------------------|
| | | ZIP code SAN | ANTONIO, | TX 78230 | | | Phone no P (2 | 210) 344 | _ | |
| | Use Only | | IH-10 WE | | | - , , •••• | ┦ | | | _ |
| ۱ ا | parer's | Firm's name (or LYNN | | | | | EIN ► 74-2 | 588100 | | |
| <u> </u> | Pre- | | hall | e Wurch | <u>-</u> | 1 - , 3 / / 0 | employed ► X P | 00116714 | | |
| ١, | Paid | Preparer's signature | / | - (12 N | | 8/5/10 | 1 5016 | | | rs) |
| ĩ۲ | | | 5 | | | Date | P | reparer's Identifyi See Signature in | ng num | ber |
| <u>.</u> | Sign | nature of other or trustee | an you | | | Date | Title | | | |
| , ı | > | MANIA | usa- | - | | 8/9/10 | ► DIRECTOR | ₹ | | |
| | | . /// | | | | 10/1 | | | | |
| - [| complete | Declaration of preparer (other t | han taxpayer or fid | uciary) is based on all inform | nation of which p | reparer has any knowledg | e | | , | |
| Τ. | Indo | alties of perjury, I declare that | have examined the | is return, including accompa | nving schedules : | and statements, and to the | e best of my knowledge an | id belief, it is true | . correc | t. and |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| . v / | 43 | | | | | | | | | |
| N/ | ΄Δ | (a) Ivame of organizati | | (a) Type of o | - 501112411011 | | (-) | | | |
| | 3 11 10 | (a) Name of organizati | | (b) Type of o | rganization | | (c) Description of r | elationship | | |
| | | s,' complete the followi | | | \-/\-// \\. | | | ш | ات | |
| 2 | a Is the | e foundation directly or ribed in section 501(c) of | indirectly affiliant the Code (of | ated with, or related the than 501 | o, one or mo (c)(3)) or in s | ore tax-exempt orga section 527? | anizations | Yes | X | No |
| | | | | | | | | • | | |
| _ | | <u> </u> | | | | | | | | |
| | | | | | | | | | | |
| | *** | | | | | | | | | |
| | | | | | | | | | | |
| | | | ļ | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| _ | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | _ | | | | | | | | |
| <u> </u> | <u>A</u> | | | | | | <u> </u> | | | |
| <u> </u> | Line no | (b) Amount involved | (c) Name of | f noncharitable exempt orga | anization | (d) Description of t | ransfers, transactions, ar | nd sharing arran | gements | <u> </u> |
| | | ransaction or sharing ar | | | | | | | | |
| | the a | oods other assets or s | ervices given l | by the reporting found | dation If the | foundation receive | d less than fair mar | ket value in | * * | |
| | d If the | answer to any of the a | bove is 'Yes' | complete the followin | a schedule (| Column (b) should | always show the fair | r market valu | e of | |
| | c Sharii | ng of facilities, equipme | ent, mailing list | is, other assets, or pa | aid employee | 25 | | 1c | 1 | |
| | \- / | erformance of services | | , , | | _ | | 1b (6) | | X |
| | , , | oans or loan guarantee | | a au finadreisia = = 1 - | itations | | | 1b (5) | | <u>X</u> |
| | | eimbursement arranger | | | | | | 1b (4) | | X |
| | ` ' | | • | asseis | | | | | | $\frac{\hat{x}}{x}$ |
| | • • | urchases of assets fron ental of facilities, equip | | | IOIL | | | 1 b (2) | | X |
| | ` ' | ales of assets to a non- | | | ion | | | 1 b (1) 1 b (2) | | X |
| | | transactions | obaritable au- | mot organization | | | | 16(1) | | Х |
| | • • | ther assets | | | | | | 1 a (2) | | |
| | (1) C | | | | | | | 1a(1) | | $\frac{X}{X}$ |
| | | fers from the reporting | toundation to | a noncharitable exem | npt organizati | ion of | | 4 - 45 | | v |
| | | ng to political organizat | | , | | , | | | ĺ | |
| ı | descr | ie organization directly ibed in section 501(c) o | of the Code (ot | ngage in any of the fo her than section 501(| ollowing with (c)(3) organiz | any other organiza ations) or in sectio | tion n 527, | | | |
| 1 | Did th | o organization directly | or indirectly or | agage in any of the fo | llouwoa wuth | any other erganiza | tion | | | |

Schedule B (Form 990, 990-EZ, or 990-PF)

Department of the Treasury Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF

OMB No 1545-0047

2009

| Name of the organization | | Employer identification number |
|---|--|--|
| THE PAL FOUNDATION | | 74-2692751 |
| Organization type (check one) | | |
| Filers of: | Section: | |
| Form 990 or 990-EZ | 501(c)() (enter number) organization | |
| | 4947(a)(1) nonexempt charitable trust not treated a | as a private foundation |
| | 527 political organization | |
| | | |
| Form 990-PF | X 501(c)(3) exempt private foundation | |
| | 4947(a)(1) nonexempt charitable trust treated as a | private foundation |
| | 501(c)(3) taxable private foundation | |
| | | |
| Check if your organization is covered by the Ge | eneral Rule or a Special Rule anization can check boxes for both the General Rule and | t a Special Rule. See instructions |
| Those. Only a section sorter, (a), or (10) organization | anzation can eneck boxes for both the denotal rate and | y a opecial rate occ manacions |
| General Rule - | | |
| X For an organization filing Form 990, 990-EZ | , or 990-PF that received, during the year, \$5,000 or mo | ore (in money or property) from any one |
| contributor (Complete Parts I and II) | | |
| | | |
| Special Rules — | | |
| | orm 990 or 990-EZ, that met the 33-1/3% support test o | |
| 509(a)(1)/170(b)(1)(A)(vi) and received from any | one contributor, during the year, a contribution of the greater r (ii) Form 990-EZ, line 1 Complete Parts I and II | of (1) \$5,000 or (2) 2% of the |
| | ation filing Form 990 or 990-EZ, that received from any | one contributor, during the year |
| aggregate contributions of more than \$1.00 | 0 for use exclusively for religious, charitable, scientific, | literary, or educational purposes, or the |
| prevention of cruelty to children or animals | | |
| For a section 501(c)(7), (8), or (10) organization | ation filing Form 990 or 990-EZ, that received from any | one contributor, during the year, |
| this box is checked, enter here the total cor | is, charitable, etc. purposes, but these contributions did ntributions that were received during the year for an <i>exc</i> | clusively religious, charitable, etc. |
| purpose Do not complete any of the parts | unless the General Rule applies to this organization her | sinse if received nonexclusively |
| religious, charitable, etc, contributions of \$5 | 5,000 or more during the year | ► \$ |
| Caution: An organization that is not covered by | the General Rule and/or the Special Rules does not file | Schedule B (Form 990, 990-EZ, or |
| 990-PF) but it must answer 'No' on Part IV, line | e 2 of their Form 990, or check the box on line H of its F g requirements of Schedule B (Form 990, 990-EZ, or 99 | rorm 990-EZ, or on line 2 of its Form M-PF) |
| | • | edule B (Form 990, 990-EZ, or 990-PF) (2009 |
| BAA For Privacy Act and Paperwork Reduction for Form 990, 990EZ, or 990-PF. | on Act Motice, see the instructions Sch | scule 5 (1 01111 550, 550-62, 01 550-67) (2005 |

| | B (Form 990, 990-EZ, or 990-PF) (2009) | | Page 1 | of 1 | of Part I |
|---------------|---|------------------------------|-----------------|--|--------------------------------|
| Name of org | | | 1 ' ' | r identification num | iber |
| | AL FOUNDATION | | 14-21 | 692751 | |
| Part | Contributors (see instructions) | | | | |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggrega contributi | te ons | | d) ontribution |
| 1 | BERNETA LEININGER | | | Person Payroll | X |
| | 12000_HUEBNER_RD, #103 | \$26 | 5 <u>,000.</u> | Noncash | |
| | SAN ANTONIO, TX 78230 | | | is a noncash | Part II if there contribution) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggrega contributi | te ons | | d) ontribution |
| | | \$ | · - | Person Payroll Noncash (Complete Fis a noncash | Part II if there contribution) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggrega contributi | te ons | | d) ontribution |
| | | \$ | | | Part II if there contribution) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggrega contribut | ite ions | | d) ontribution |
| | | \$ | - - | Person Payroll Noncash (Complete Fis a noncash | Part II if there contribution) |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggrega contribut | ite ions | | d) ontribution |
| | | \$ | | Person Payroll Noncash (Complete Fis a noncash | Part II if there |
| (a) Number | (b) Name, address, and ZIP + 4 | (c) Aggrega contribut | ite ions | | d) ontribution |
| | | \$ | | is a noncast | Part II if there |
| BAA | TEEA0702L 06/23/09 | Schedule B | (Form 99 | 0, 990-EZ, or 9 | 90-PF) (2009) |

of Part II

Name of organization THE PAL FOUNDATION of 1 of P. Employer identification number

74-2692751

| Part II | Noncash | Property | (see | instructions |) |
|---------|---------|-----------------|------|--------------|---|
|---------|---------|-----------------|------|--------------|---|

| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
|---------------------------|--|--|----------------------|
| | N/A | | |
| | | \$\$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | | |
| | | \$\$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | | |
| | | \$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | | |
| | | \$\$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | | |
| | | \$\$ | |
| (a) No. from Part I | (b) Description of noncash property given | (c) FMV (or estimate) (see instructions) | (d) Date received |
| | | | |
| | | \$\$ | |

Name of organization

Employer identification number

| | J FOUNDATION | | | 74-2692751 | |
|---------------------------|--|---|------------------------------------|----------------------------------|-----------|
| Part III | Exclusively religious, charitable, et organizations aggregating more th | tc, individual contribution an \$1,000 for the year.(Co | ns to section | on 501(c)(7), (8), or (10) | |
| | For organizations completing Part III, enter contributions of \$1,000 or less for the year | total of <i>exclusively</i> religious, ch (Enter this information once – | naritable, etc, see instruction | ons) 🕨 \$ | N/A |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | | (d) Description of how gif | t is held |
| | N/A | | | | |
| | | | | | |
| | Transferee's name, addres | (e) Transfer of gift s, and ZIP + 4 | Rela | ntionship of transferor to trans | sferee |
| (a) | (b) | (c) | | (d) | |
| No. from Part I | Purpose of gift | Use of gift | | Description of how gif | t is held |
| | | | | | |
| | | | | | |
| | | (e) Transfer of gift | | | |
| | Transferee's name, addres | s, and ZIP + 4 | Rela | ationship of transferor to trans | steree |
| | | | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | | (d) Description of how gif | t is held |
| | | | | | |
| | Transferee's name, addres | (e) Transfer of gift s, and ZIP + 4 | Rela | ationship of transferor to tran | sferee |
| | | | | | |
| | | | | | |
| (a) No. from Part I | (b) Purpose of gift | (c) Use of gift | ···· | (d) Description of how gif | t is held |
| | | | | | |
| | | 7-5 | | | |
| | Transferee's name, addres | (e) Transfer of gift s, and ZIP + 4 | Rela | ationship of transferor to tran | sferee |
| | | | | | |
| | <u> </u> | | | | |

| 2009 | FEDERAL STATEMENTS | PAGE 1 |
|---|--|-------------------------------|
| CLIENT 0002 | THE PAL FOUNDATION | 74-2692751 |
| 8/04/10 | | 01 33PM |
| STATEMENT 1 FORM 990-PF, PART I, LINE 16B ACCOUNTING FEES | | |
| | (A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME | (D) CHARITABLE PURPOSES |
| TAX PREPARATION | TOTAL \$ 1,995. \$ 0. | \$ 0. |
| STATEMENT 2 FORM 990-PF, PART I, LINE 18 TAXES | | |
| | (A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME | (D) CHARITABLE PURPOSES |
| FEDERAL EXCISE TAX FOREIGN TAXES | \$ -326. 108. \$ 108. FOTAL \$ 108. | \$ 0. |
| STATEMENT 3 FORM 990-PF, PART I, LINE 23 OTHER EXPENSES | | |
| | (A) (B) NET (C) EXPENSES INVESTMENT ADJUSTED PER BOOKS INCOME NET INCOME | (D) CHARITABLE PURPOSES |
| BANK CHARGES INSURANCE INVESTMENT MGMT FEES | \$ 25. 5,319. 25,040. \$ 30,384. \$ 25,040. | \$ 0. |
| STATEMENT 4 FORM 990-PF, PART II, LINE 14 LAND, BUILDINGS, AND EQUIPMEN | | |
| CATEGORY | ACCUM. BOOK BASIS DEPREC, VALUE | FAIR MARKET VALUE |
| BUILDINGS LAND TOTAL | \$ 581,700. \$ 0. \$ 581,700. 468,630. \$ 1,050,330. \$ 0. \$ 1,050,330. | 468,630. |
| | | |

٠.

•

2009

FEDERAL STATEMENTS

PAGE 2

CLIENT 0002

THE PAL FOUNDATION

74-2692751

8/04/10

01 33PM

STATEMENT 5 FORM 990-PF, PART IV, LINE 1 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| T T T T | (3) DDGGDTDWTOV | (B) HOW | (C) DATE | (D) DATE |
|-----------------------|--------------------------------|-----------|-------------|------------|
| ITEM | (A) DESCRIPTION | ACQUIRED | ACQUIRED | SOLD |
| 1 | 49 AFFILIATED MGRS | PURCHASED | 7/06/2009 | 10/05/2009 |
| 2 | 180 BED BATH & BEYOND | PURCHASED | 9/16/2008 | 8/11/2009 |
| 3 | 50 CHECKPOINT SOFTWARE | PURCHASED | 8/13/2009 | 10/05/2009 |
| 4 | 3614 DENBURY RESOURSES | PURCHASED | VARIOUS | 9/01/2009 |
| 2 3 4 5 6 | 20 DIONEX COEP | PURCHASED | 10/15/2008 | 10/05/2009 |
| 6 | 3 DOLBY LABS | PURCHASED | 4/03/2009 | 10/05/2009 |
| 7 | 347 DOVER CORP | PURCHASED | VARIOUS | 9/11/2009 |
| 8 | 148 EASTGROUP PPTYS | PURCHASED | 12/18/2008 | 10/05/2009 |
| 9 | 23 FASTENAL CO | PURCHASED | 2/18/2009 | 10/05/2009 |
| 10 | 244 FOREST OIL CORP | PURCHASED | 4/07/2009 | 12/07/2009 |
| 11 | 160 FTI CONSULTING | PURCHASED | VARIOUS | VARIOUS |
| 12 | 1344 GAMESTOP CORP | PURCHASED | 8/24/2009 | VARIOUS |
| 13 | 29 GUESS? INC | PURCHASED | 9/01/2009 | 10/05/2009 |
| 14 | 39 GYMBOREE CORP | PURCHASED | 9/11/2009 | 10/05/2009 |
| 15 | 415 HASBRO INC | PURCHASED | 10/09/2008 | 10/01/2009 |
| 16 | 145 HEARTLAND EXPRESS | PURCHASED | 7/23/2009 | 10/05/2009 |
| 17 | 35 MICRO SYSTEMS | PURCHASED | 5/28/2009 | 10/05/2009 |
| 18 | 191 MOHAWK INDS | PURCHASED | 8/14/2008 | 8/11/2009 |
| 19 | 803 O'REILLY AUTO | PURCHASED | 7/31/2008 | 7/21/2009 |
| 20 | 1264 RITCHIE BROS AUCTION | PURCHASED | VARIOUS | VARIOUS |
| 21 | 68 SL GREEN REALTY | PURCHASED | 8/27/2009 | 10/05/2009 |
| 22 | 452 SPDR S&P BIOTECH | PURCHASED | 7/31/2008 | 4/06/2009 |
| 23 | 1919 STEC INC | PURCHASED | 10/01/2009 | VARIOUS |
| $\overline{24}$ | 29 TIFFANY & CO | PURCHASED | 10/01/2009 | 10/05/2009 |
| 25 | 360 TCF FINANCIAL | PURCHASED | 9/11/2009 | 10/05/2009 |
| 26 | 29 WEST AMERICA BANCLRP | PURCHASED | 11/19/2008 | 10/05/2009 |
| 27 | 64 WHITING PETROLEUM | PURCHASED | 5/12/2009 | 10/05/2009 |
| 28 | 1793 AMDOCS LTD | PURCHASED | VARIOUS | VARIOUS |
| 29 | 489 BALL CORP | PURCHASED | VARIOUS | VARIOUS |
| 30 | 22 BED BATH & BEYOND | PURCHASED | 9/16/2008 | 10/05/2009 |
| 31 | 128 CH ROBINSON WW | PURCHASED | 9/09/2008 | 10/05/2009 |
| 32 | 235 CHURCH & DWIGHT | PURCHASED | 1/25/2006 | 7/16/2009 |
| 33 | 1768 CULLEN FROST BANKERS | PURCHASED | VARIOUS | VARIOUS |
| 34 | 1209 DAVITA INC | PURCHASED | VARIOUS | VARIOUS |
| 35 | 1511 DOLLAR TREE STORES | PURCHASED | VARIOUS | VARIOUS |
| 36 | 1196 DOVER CORP | PURCHASED | VARIOUS | 9/11/2009 |
| 37 | 282 FACTSET RESEARCH SYSTEMS | PURCHASED | 4/16/2008 | VARIOUS |
| 38 | 1888 FEDERATED INVTS INC | PURCHASED | VARIOUS | 10/01/2009 |
| 39 | 428 FISERV INC | PURCHASED | 12/06/2004 | VARIOUS |
| 40 | 919 FOREST OIL CORP | PURCHASED | VARIOUS | VARIOUS |
| 41 | 458 FTI CONSULTING | PURCHASED | VARIOUS | VARIOUS |
| 42 | 1069 HARRIS CORP | PURCHASED | VARIOUS | 5/07/2009 |
| 43 | 1054 HASBRO INC | PURCHASED | VARIOUS | VARIOUS |
| 44 | 1991 HCC INS HLDGS | PURCHASED | VARIOUS | VARIOUS |
| 45 | 613 HENRY SCHEIN | PURCHASED | VARIOUS | VARIOUS |
| 46 | 1325 HORNBECK OFFSHORE SVCS | PURCHASED | VARIOUS | VARIOUS |
| 47 | 3576 INGRAM MICRO | PURCHASED | VARIOUS | VARIOUS |
| 48 | 840 ISHARES MORNING MID GROWTH | PURCHASED | VARIOUS | VARIOUS |
| 49 | 26 JM SMUCKER | PURCHASED | 4/03/2008 | 10/05/2009 |
| 50 | 578 L-3 COMM | PURCHASED | VARIOUS | VARIOUS |
| 51 | 253 LAB CORP OF AM | PURCHASED | VARIOUS | VARIOUS |
| 52 | 1528 MDU RESOURCES | PURCHASED | VARIOUS | 2/18/2009 |
| 53 | 16 MOHAWK INDS | PURCHASED | 8/14/2008 | 10/05/2009 |
| 54 | 1590 NASDAQ OMX | PURCHASED | VARIOUS | 5/07/2009 |
| 55 | 18 O'REILLY AUTO | PURCHASED | 7/31/2008 | 10/05/2009 |
| 56 | 667 ONEOK INC | PURCHASED | 3/16/2006 | VARIOUS |
| | | | 2, 23, 2300 | |
| | | | | |

| ^ | ~ | ^ | _ |
|----|-----|---|---|
| ٠, | | | |
| _ | 1 . | | |
| | | | |

FEDERAL STATEMENTS

PAGE 3

CLIENT 0002

THE PAL FOUNDATION

74-2692751

8/04/10

01 33PM

STATEMENT 5 (CONTINUED) FORM 990-PF, PART IV, LINE 1 CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| 1TEM 57 58 59 60 61 62 63 | 1451 PATTEN 3137 PETSM 707 SPDR SO 2234 TECO N 277 VANGUAN 2168 WILLIS CLASS ACTION | RSON-UTI EN ART &P BIOTECH ENERGY RD SMALL CA S GROUP HLI | AP DGS | DS | (B) ACQUI PURCH PURCH PURCH PURCH PURCH PURCH | IRED AC ASED ASED ASED 11 ASED 10 ASED 10 | DATE COUIRED VARIOUS VARIOUS /27/2007 VARIOUS /23/2007 VARIOUS VARIOUS VARIOUS | (D) DATE SOLD 3/06/2009 VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS VARIOUS |
|--|---|--|---|--|---|---|--|---|
| ITEM 11234567891112311567890123345678901233456789012334567890 | (E) GROSS SALES 3,118. 6,424. 1,413. 53,920. 1,272. 113. 12,991. 5,525. 849. 4,726. 7,080. 28,976. 1,028. 1,879. 2,077. 1,010. 9,446. 32,708. 28,940. 2,844. 20,684. 26,370. 1,108. 4,678. 1,462. 3,606. 36,132. 24,017. 812. 7,290. 12,944. 80,402. 61,385. 59,690. 44,775. 18,233. 20,260. 17,632. | (F) DEPREC. ALLOWED | (G) COST BASIS 2,799. 5,723. 1,411. 57,307. 1,009. 10,834. 5,075. 3,437. 7,975. 30,579. 1,012. 1,809. 12,7145. 2,145. 896. 13,244. 20,536. 22,541. 2,419. 31,136. 54,567. 1,105. 5,007. 1,460. 2,603. 63,200. 18,136. 700. 6,572. 8,072. 8,072. 96,632. 63,183. 44,599. 15,513. 63,885. 16,793. 22,053. | (H) GAIN (LOSS) 319. 701. 23,387. 263. 4. 2,157. 450. 70. 1,2898951,603. 16. 651,43268. 1143,798. 12,172. 6,399. 42510,45228,197. 3329. 1,00327,068. 5,881. 112. 718. 4,87216,2301,798. 19,327. 2,90215,652. 3,4674,421. | (I) FMV | (J) ADJ. BAS. 12/31/69 | (K) EXCESS | (L) GAIN (LOSS) \$ 319. 701. 23,387. 263. 4. 2,157. 450. 70. 1,2898951,603. 161,43268. 1143,798. 12,172. 6,399. 42510,45228,197. 6,399. 42510,45228,197. 100327,068. 5,881. 112. 718. 4,87216,2301,798. 19,327. 176. 2,90215,652. 3,4674,421. |
| 41 42 43 44 | 21,023. 31,023. 29,082. 52,110. | | 21,468. 45,434. 39,129. 60,175. | -445. -14,411. -10,047. -8,065. | | | | -445. -14,411. -10,047. -8,065. |

| 20 | 1 | |
|----|---|---|
| ZU | u | 3 |

FEDERAL STATEMENTS

PAGE 4

CLIENT 0002

THE PAL FOUNDATION

74-2692751

8/04/10

01 33PM

STATEMENT 5 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| | (E) GROSS | (F) DEPREC. | (G) COST | (H) GAIN | (I) FMV | (J) ADJ. BAS. | (K) EXCESS | (L) GAIN |
|-------------|--------------|----------------|-------------|-------------|------------|------------------|---------------|-------------|
| <u>ITEM</u> | SALES | ALLOWED | BASIS | (LOSS) | 12/31/69 | 12/31/69 | (I) - (J) | (LOSS) |
| 45 | 31,409. | | 20,445. | 10,964. | | | | \$ 10,964. |
| 46 | 14,455. | | 41,916. | -27,461. | | | | -27,461. |
| 47 | 58,112. | | 65,905. | -7,793. | | | | -7,793. |
| 48 | 57,182. | | 84,727. | -27,545. | | | | -27,545. |
| 49 | 1,388. | | 1,337. | 51. | | | | 51. |
| 50 | 40,902. | | 41,492. | -590. | | | | -590. |
| 51 | 15,502. | | 13,442. | 2,060. | | | | 2,060. |
| 52 | 24,743. | | 42,211. | -17,468. | | | | -17,468. |
| 53 | 707. | | 1,109. | -402. | | | | -402. |
| 54 | 31,092. | | 51,531. | -20,439. | | | | -20,439. |
| 55 | 643. | | 460. | 183. | | | | 183. |
| 56 | 18,250. | | 20,285. | -2,035. | | | | -2,035. |
| 57 | 11,343. | | 30,844. | -19,501. | | | | -19,501. |
| 58 | 65,120. | | 84,693. | -19,573. | | | | -19,573. |
| 59 | 32,734. | | 41,599. | -8,865. | | | | -8,865. |
| 60 | 20,251. | | 34,940. | -14,689. | | | | -14,689. |
| 61 | 11,035. | | 20,884. | -9,849. | | | | -9,849. |
| 62 | 56,359. | | 73,416. | -17,057. | | | | -17,057. |
| 63 | 3,728. | | 0. | 3,728. | | | | 3,728. |
| | | | | | | | TOTAL | \$-261,670. |

STATEMENT 6 FORM 990-PF, PART XV, LINE 3A RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|--|-----------------------|---------------------------|-----------------------|------------|
| ALLIANCE DEFENSE FUND 15100 N 90TH STREET SCOTTSDALE, AZ 85260 | | PUBLIC | GENERAL FUND | \$ 200. |
| AMERICAN FAMILY ASSOCIATION P.O. BOX 3933 TUPELO, MS 38803 | | PUBLIC | GENERAL FUND | 100. |
| ABILENE CHRISTIAN UNIVERSITY P.O. BOX 29132 ABILENE, TX 79699 | | PUBLIC | GENERAL FUND | 2,000. |
| ANTIOCH MINISTRIES INT'L 505 N. 20TH STREET WACO, TX 76707 | | PUBLIC | MISSIONARY SUPPORT | 37,050. |

| 2 | a | ^ | 0 |
|---|---|---|-----------|
| Z | u | u | \supset |

8/04/10

FEDERAL STATEMENTS

PAGE 5

CLIENT 0002

THE PAL FOUNDATION

74-2692751

01 33PM

STATEMENT 6 (CONTINUED) FORM 990-PF, PART XV, LINE 3A RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT | |
|---|-----------------------|---------------------------|---------------------|---------|-----|
| BIBLE ARCH SEARCH & EXP INST P.O. BOX 545 MONUMENT, CO 80132 | | PUBLIC | GENERAL FUND | \$ 6,00 | 00. |
| AWAKENING FOR TODAY MINISTRIES P.O. BOX 39 CANON CITY, CO 81215 | | PUBLIC | GENERAL FUND | 1,00 | 00. |
| KINGDOM RESOURCES 1670 FM 1516 SOUTH SAN ANTONIO, TX 78263 | | PUBLIC | GENERAL FUND | 3,00 | 00. |
| THE CARVER ACADEMY 217 ROBINSON PLACE SAN ANTONIO, TX 78202 | | PUBLIC | GENERAL FUND | 1,00 | 00. |
| BOY SCOUTS OF AMERICA 2226 NW MILITARY HWY SAN ANTONIO, TX 78213 | | PUBLIC | GENERAL FUND | 30 | 00. |
| GIRLS AND BOYS TOWN 200 FLANAGAN BLVD BOYS TOWN, NE 68010 | | PUBLIC | GENERAL FUND | 20 | 00. |
| CAMPUS CHRUSADE FOR CHRIST P.O. BOX 628222 ORLANDO, FL 32862 | | PUBLIC | GENERAL FUND | 20 | 00. |
| COMMUNITY BIBLE CHURCH 2477 N. LOOP 1604 E. SAN ANTONIO, TX 78232 | | PUBLIC | GENERAL FUND | 12,10 | 00. |
| CHRISTIAN WOMEN'S JOB CORPS P.O. BOX 363 BOERNE, TX 78006 | | PUBLIC | GENERAL FUND | 1,02 | 20. |
| COMMISSION TO EVERY NATION P.O. BOX 291307 KERRVILLE, TX 78029 | | PUBLIC | GENERAL FUND | 75 | 50. |
| MARINE TOYS FOR TOTS FOUNDATION P.O. BOX 227 QUANTICO, VA 22134 | | PUBLIC | GENERAL FUND | ţ | 50. |
| HILL COUNTRY PREGNANCY CARE CENTER P.O. BOX 205 BOERNE, TX 78006 | | PUBLIC | GENERAL FUND | 35,49 | 50. |

| $\Delta \Delta$ | | \sim |
|-----------------|---|--------|
| /11 | ш | ч |
| \mathbf{z} | | _ |

FEDERAL STATEMENTS

PAGE 6

CLIENT 0002

THE PAL FOUNDATION

74-2692751

8/04/10

01 33PM

STATEMENT 6 (CONTINUED) FORM 990-PF, PART XV, LINE 3A RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMOUNT |
|---|-----------------------|---------------------------|-------------------------------|--------------|
| MARK JONES MINISTRIES 11202 DISCO DR SAN ANTONIO, TX 78216 | | PUBLIC | GENERAL FUND | \$ 2,200. |
| FOCUS ON THE FAMILY COLORADO SPRINGS, CO 80995 | | PUBLIC | GENERAL FUND | 1,200. |
| HOME OF FAMILY WARMTH 370 BLACKJACK OAK RD SEGUIN, TX 78155 | | PUBLIC | GENERAL FUND | 2,000. |
| REACHING ACROSS MINISTRIES 417 CRESTWIND SAN ANTONIO, TX 78239 | | PUBLIC | GENERAL FUND | 1,000. |
| HARVEST INTERNATIONAL, INC. P.O. BOX 6690 OCALA, FL 34478 | | PUBLIC | GENERAL FUNDS AND MISSIONS | 1,000. |
| CIBOLO ARTS COUNCIL P.O. BOX 2024 BOERNE, TX 78006 | | PUBLIC | UNSPECIFIED | 1,000. |
| IVES DAIRY ROAD BAPTIST CHURCH 1121 IVES DAIRY RD N. MIAMI BEACH, FL 33179 | | MISSION S | MISSION SUPPORT | 500. |
| DL MURRAY MINISTRIES 1093 A1A BEACH BLVD, #437 ST AUGUSTINE, FL 32080 | | PUBLIC | UNSPECIFIED | 500. |
| JOHN HAGEE MINISTRIES P.O. BOX 1400 SAN ANTONIO, TX 78295 | | PUBLIC | GENERAL FUND | 3,000. |
| K-LOVE RADIO P.O. BOX 779002 ROCKLIN, CA 95677 | | PUBLIC | GENERAL FUND | 1,250. |
| FAMILY RESEARCH COUNCIL 801 G STREET, NW WASHINGTON, DC 20001 | | PUBLIC | GENERAL FUND | 200. |
| MAKE A WISH FOUNDATION P.O. BOX 97104 WASHINGTON, DC 20090 | | PUBLIC | GENERAL FUND | 200. |
| HOPE OF GLORY 339 W HUTCHINS PLACE SAN ANTONIO, TX 78221 | | PUBLIC | UNSPECIFIED | 500. |

| 2009 | FEDERAL STA | TEMENT | S | PAG | GE 7 |
|--|-----------------------|---------------------------|-----------------------|-------|--------|
| CLIENT 0002 | THE PAL FOU | NDATION | | 74-26 | 92751 |
| 8/04/10 STATEMENT 6 (CONTINUED) FORM 990-PF, PART XV, LINE 3A RECIPIENT PAID DURING THE YEA | ١R | | | 0 | 1 33PM |
| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | AMQUI | NT |
| MILITARY WARRIORS SUPPORT FOUNDATION 8122 DATAPOINT DR, STE 812 SAN ANTONIO, TX 78229 | | PUBLIC | GENERAL FUND | \$ 13 | , 250. |
| ONLY A SERVANT MINISTRIES P.O. BOX 700155 SAN ANTONIO, TX 78270 | | PUBLIC | MISSIONARY SUPPORT | 1 | ,200. |
| PIONEERS INT'L 10123 WILLIAM CAREY DR ORLANDO, FL 32832 | | PUBLIC | UNSPECIFIED | 1 | ,200 |
| INTERNATIONAL BIBLE CENTER 2369 BENRUS BLVD SAN ANTONIO, TX 78228 | | PUBLIC | GENERAL FUND | | 250 |
| PIPE CREEK VOLUNTEER FIRE DEPT PIPE CREEK, TX 78063 | | PUBLIC | GENERAL FUND | | 100 |
| SOUTHERN HILLS CHURCH OF CHRIST 3364 BUFFALO GAP ABILENE, TX 79605 | | PUBLIC | MISSIONS | 1 | ,000 |
| PREGNANCY CARE CENTER 8131 IH-10 WEST, SUITE 125 SAN ANTONIO, TX 78230 | | PUBLIC | UNSPECIFIED | 3 | ,100 |
| TRANSFORMATION P.O. BOX 690567 SAN ANTONIO, TX 78269 | | PUBLIC | GENERAL FUND | | 500 |
| SAN ANTONIO CHRISTIAN SCHOOLS 19202 REDLAND RD, BLDG Z SAN ANTONIO, TX 78259 | | PUBLIC | UNSPECIFIED | 5 | ,000 |
| SUNSET MANOR 128 S PEARSON AVENUE WAVERLY, KS 66871 | | PUBLIC | UNSPECIFIED | | 100 |
| US OLYMPIC COMMITTEE P.O. BOX 7010 ALBERT LEA, MN 56007 | | PUBLIC | GENERAL FUND | | 100 |

PUBLIC GENERAL FUND

100.

VISITING NURSE SERVICES P.O. BOX 690 PORTSMOUTH, RI 02840

| ൗറ | Λ | റ |
|-----|---|---|
| /11 | | • |
| | u | _ |

FEDERAL STATEMENTS

PAGE 8

CLIENT 0002

THE PAL FOUNDATION

74-2692751

8/04/10

01 33PM

STATEMENT 6 (CONTINUED) FORM 990-PF, PART XV, LINE 3A RECIPIENT PAID DURING THE YEAR

| NAME AND ADDRESS | DONEE RELATIONSHIP | FOUND- ATION STATUS | PURPOSE OF GRANT | λM | OUNT |
|--|-----------------------|---------------------------|-----------------------|-----------------|---------|
| THE JUSTICE FOUNDATION 8122 DATAPOINT DR, #812 SAN ANTONIO, TX 78229 | RELATIONSHIP | PUBLIC | UNSPECIFIED | \$ | 8,000. |
| TEXAS PUBLIC POLICY FOUNDATION 900 CONGRESS AVE., STE. 400 AUSTIN, TX 78701 | | PUBLIC | GENERAL FUND | | 4,000. |
| THE HERITAGE FOUNDATION 214 MASSACHUSETTS AVENUE NE WASHINGTON, DC 20002 | | PUBLIC | GENERAL FUND | | 50. |
| PACTO CON DIOS MINISTRIES P.O. BOX 1497 SAN MARCOS, TX 78667 | | PUBLIC | GENERAL FUNDS | | 200. |
| WALLBUILDERS P.O. BOX 397 ALEDO, TX 76008 | | PUBLIC | GENERAL FUND | | 550. |
| YOUNG LIFE P.O. BOX 520 COLORADO SPRINGS, CO 80901 | | PUBLIC | GENERAL FUND | | 250. |
| THE NRA FOUNDATION 11250 WAPLES MILL ROAD FAIRFAX, VA 22030 | | PUBLIC | EDUCATION PROGRAMS | | 1,000. |
| THE SMILE TRAIN 41 MADISON AVE, 28TH FLOOR NEW YORK, NY 10010 | | PUBLIC | GENERAL FUND | | 150. |
| SOUL HARVEST CHURCH SAN ANTONIO, TX | | PUBLIC | OPERATING FUNDS | | 100. |
| | | | TOT | 'AL <u>\$ 1</u> | 55,170. |

THE PAL FOUNDATION C/O PETER A LEININGER COMPASS ADVISORY PROGRAM

DECEMBER 1 - DECEMBER 31, 2009 ACCOUNT NUMBER: 7177-1667

Additional information

THIS PERIOD THIS YEAR 158,678.87 1,332,049.91

THIS PERIOD -36.96

Foreign withholding

107.50

Portfolio detail

Gross proceeds

Cash and Sweep Balances

Bank Deposit Sweep - Consists of monies held in one or more FDIC-insured depository account(s) established with Wells Fargo Bank, N.A. Additional funds over \$250,000 are deposited at one or more additional banks affiliated with Wells Fargo Advisors. These assets are not covered by SIPC, but are instead covered by FDIC insurance in accordance with FDIC rules. For additional information on the Bank Deposit Sweep for your account please contact Your Financial Advisor.

| DESCRIPTION | % OF ACCOUNT | ANNUAL PERCENTAGE YIELD EARNED* | CURRENT MARKET VALUE | ESTIMATED ANNUAL INCOME | |
|-------------------------------|-----------------|------------------------------------|-------------------------|----------------------------|--|
| Cash | 0.07 | N/A | 1,530.79 | N/A | |
| BANK DEPOSIT SWEEP | 1.85 | 0.04 | 42,804.66 | 17.12 | |
| Total Cash and Sweep Balances | 1.92 | | \$44,335.45 | \$17.12 | |

^{*} APY measures the total amount of the interest paid on an account based on the interest rate and the frequency of the compounding during the interest period. The annual percentage yield is expressed as an annualized rate, based on a 365- or 366-day year (as applicable).

ESTIMATED

Stocks and Options

Stocks

| DESCRIPTION | % OF ACCOUNT | QUANTITY | ADJ PRICE/ ORIG PRICE | ADJ COST/ OFIIG COST | CURRENT PRICE | CURRENT MARKET VALUE | UNREALIZED GAIN/LOSS | ANNUAL | ANNUAL YIELD (%) |
|---|-----------------|------------|--------------------------|-------------------------|------------------|-------------------------|-------------------------|----------|---------------------|
| AFFILIATED MANAGERS GROUP AMG Acquired 07/08/09 S | | 376 | 57.13 | 21,481.29 | | 25,323.60 28,758.45 | 3,842.31 4,727.79 | | |
| Acquired 07/07/09 S Acquired 08/04/09 S | | 313 | 68.61 | 21,478.03 | | 21,080.55 | - 397.48 | | |
| Total | 3.25 | 1,116 | | \$66,994.98 | 67.3500 | \$75,162.60 | \$8,167.62 | A/N | N/A |
| BALL CORP | | | | | | | | | |
| BLL Acquired 05/26/06 L Acquired 06/22/06 L | | 149 739 | 37.05 35.95 | 5,521.42 26,569.71 | | 7,703.30 38,206.30 | 2,181.88 11,636.59 | | |
| Total | 1.98 | 888 | | \$32,091.13 | 51.7000 | \$45,909.60 | \$13,818.47 | \$355.20 | 0.77 |

Page 5 of 18



THE PAL FOUNDATION C/O PETER A LEININGER COMPASS ADVISORY PROGRAM

DECEMBER 1 - DECEMBER 31, 2009 ACCOUNT NUMBER: 7177-1667

Stocks and Options

Stocks continued

| Stocks continued | | | | | | ٠ | | ESTIMATED | red |
|---|-----------------|--|----------------------------------|--|------------------|--|---|------------|---------------------|
| DESCRIPTION | % OF ACCOUNT | QUANTITY | ADJ PRICE/ ORIG PRICE | ADJ COST/ ORIG COST | CURRENT PRICE | CURRENT MARKET VALUE | UNREALIZED GAIN/LOSS | ANNUAL | ANNUAL YIELD (%) |
| BED BATH & BEYOND INC BBBY Accinical Dolleton | | 803 | 31 79 | 25 533 62 | | 31.003.83 | 5.470.21 | | |
| Acquired 09/17/08 L | | 066 | 31.29 | 30,978.49 | | 38,223.90 | 7,245.41 | | ļ |
| Total | 2.99 | 1,793 | | \$56,512.11 | 38.6100 | \$69,227.73 | \$12,715.62 | N/A | A/A |
| C H ROBINSON WORLDWIDE INC | | | | | | | | | |
| CHRW Acquired 09/09/08 L Acquired 09/10/08 L | | 302 435 | 51.34 52.62 | 15,506.82 | | 17,736.46 | 2,229.64 | | |
| Acquired 09/11/08 L Total | 2.98 | 1.173 | 54.37 | \$62,104.02 | 58.7300 | \$68,890.29 | \$6,786.27 | \$1,173.00 | 1.70 |
| CHECK POINT SOFTWARE | | | | | | | | | ! |
| CHKP Acquired 08/13/09 S Acquired 08/14/09 S Acquired 08/17/09 S | | 610 660 666 | 28.21 28.17 27.61 | 17,213,10 18,593,72 18,092,26 | ~- | 20,666.80 22,360.80 22,564.08 | 3,453.70 3,767.08 4,171.82 | | |
| Total | 2.83 | 1,936 | | \$54,199.08 | 33.8800 | \$65,591.68 | \$11,392.60 | A/N | N/A |
| CHURCH & DWIGHT INC | | | | | | | | | |
| Acquired 01/25/06 L Acquired 01/26/06 L Acquired 04/25/06 L Acquired 10/05/09 S | | 573 229 117 8 | 34.34 34.80 36.14 56.14 | 19,682.42 7,970.16 4,229.54 4.49.12 | | 34,637.85 13,843.05 7,072.65 483.60 | 14,955.43 5,872.89 2,843.11 34.48 | | |
| Total | 2.42 | 927 | | \$32,331.24 | 60.4500 | \$56,037.15 | \$23,705.91 | \$519.12 | 0.93 |
| DIGITAL REALTY TRUST INC | | | | | | | | | |
| Acquired 07/15/08 L Acquired 07/16/08 L | | 395 573 | 38.84 38.71 | 15,345.35 22,182.03 | | 19,860.60 28,810.44 9,700.00 | 4,515.25 6,628.41 6,628.41 | | |
| Acquired 10/7 //08 L Acquired 10/20/08 L Acquired 12/11/08 L Acquired 12/12/08 L | | 155 155 195 195 195 195 195 195 195 195 | 25.72 26.72 26.72 26.76 | 0.50 1.00 1.00 1.00 1.00 1.00 1.00 1.00 | | 7,49,799,00 7,799,00 983,40 983,40 | 2,500 | | |
| Acquired 10/05/09 S Total | 3.70 | 1,702 | 43.07 | \$61,908.68 | 50.2800 | \$85,576.56 | \$23,667.88 | \$3,063.60 | 3.58 |
| | | | | | | | | | |

Page 6 of 18

THE PAL FOUNDATION C/O PETER A LEININGER COMPASS ADVISORY PROGRAM DECEMBER 1 - DECEMBER 31, 2009 ACCOUNT NUMBER: 7177-1667

Stocks and Options

Stocks continued

| Stocks continued | | | | | | | | ESTIMATED | ED |
|---|--------------|--------------------------|----------------------------------|---|------------------|--|--|------------|---------------------|
| DESCRIPTION | % OF ACCOUNT | QUANTITY | ADJ PRICE/ ORIG PRICE | ADJ COST/ OFIIG COST | CURRENT PRICE | CURRENT MARKET VALUE | UNREALIZED GAIN/LOSS | ANNUAL | ANNUAL YIELD (%) |
| DIONEX CORP | | | | | | | | | |
| Acquired 10/15/08 L | | 320 | 50.43 | 16,137.78 | | 23,641.60 16,253.60 | 7,503.82 | | |
| Acquired 10/15/08 L Acquired 10/21/08 L | | 112 | 54.07 | 6,219.10 | | 8,496.20 | 2,277.10 | | |
| Acquired 10/22/08 L Acquired 10/23/08 L | | 288 | 50.06 50.06 66.73 | 7,000.17 4,305.31 18,684.82 | | 6,353.68 20,686.40 | 2,048.37 2,001.58 | | |
| Total | 3.74 | 1,171 | | \$64,142.76 | 73.8800 | \$86,513.48 | \$22,370.72 | N/A | N/A |
| DOLBY LABORATORIES INC | | | | | | | | | |
| DCB Acquired 04/03/09 S | | 447 | 36.45 35.83 | 16,297.04 | | 21,335.31 | 5,038.27 5,469.45 | | |
| Total | 1.87 | 907 | | \$32,783.39 | 47.7300 | \$43,291.11 | \$10,507.72 | N/A | N/A |
| DOLLAR TREE STORES INC | | | | | | | | | |
| DL I K Acquired 02/13/08 L Acquired 03/13/08 L Acquired 08/13/08 L | | 879 879 | 26.69 27.13 38.51 | 720.74 23,851.05 269.57 | | 1,304.10 42,455.70 338.10 | 583.36 18,604.65 68.53 | | |
| Total | 1.91 | 913 | | \$24,841.36 | 48.3000 | \$44,097.90 | \$19,256.54 | N/A | A/N |
| EASTGROUP PPTYS INC | | | | | | | | | |
| EGF Acquired 12/19/08 L Acquired 12/22/08 L Acquired 12/23/08 L Acquired 12/23/08 L | | 202 115 270 685 | 34.28 35.63 35.46 36.05 | 6,926,45 4,098,16 9,576,71 24,696,10 | | 7,732.56 4,402.20 10,335.60 26,221.80 | 806.11 304.04 758.89 1,525.70 | | |
| Total | 2.10 | 1,272 | | \$45,297.42 | 38.2800 | \$48,692.16 | \$3,394.74 | \$2,645.76 | 5.43 |
| FACTSET RESEARCH SYSTEMS INC. FDS | | | | | | | | | |
| Acquired 04/16/08 L Acquired 04/17/08 L | | 166 509 | 55.00 55.86 | 9,131.52 28,437.27 | | 10,934.42 33,527.83 | 1,802.90 5,090.56 | | |
| Total | 1.92 | 675 | | \$37,568.79 | 65.8700 | \$44,462.25 | \$6,893.46 | \$540.00 | 1.21 |



Page 7 of 18



THE PAL FOUNDATION C/O PETER A LEININGER COMPASS ADVISORY PROGRAM

DECEMBER 1 - DECEMBER 31, 2009 ACCOUNT NUMBER: 7177-1667

ESTIMATED

Stocks and Options

| 3 | |
|---|--|
| Ū | |
| Ī | |
| = | |
| = | |
| = | |
| 5 | |
| ت | |
| _ | |
| S | |
| ¥ | |
| ပ | |
| 0 | |
| ≍ | |
| | |

| NOIZOBOSE | % OF | YTITNALIO | ADJ PRICE/ | ADJ COST/ | CURRENT | CURRENT MARKET VALUE | UNREALIZED | ANNUAL | ANNUAL VIELD (%) |
|---|------|-----------------------------|---|------------------------------------|---------|------------------------------------|----------------------------------|------------|---------------------|
| FASTENAL CO | | | | | | | | | |
| Acquired 02/18/09 S | 2.42 | 1,343 | 33.86 | 45,486.33 | 41.6400 | 55,922.52 | 10,436.19 | 993.82 | 1.77 |
| FISERV INC | | | | | | | | | |
| Acquired 12/06/04 L Acquired 12/07/04 L Acquired 04/25/06 L | | 300 582 163 | 39.23 39.20 41.98 | 11,770 50 22,816.79 6,844.04 | | 14,544 00 28,215.36 7,902.24 | 2,773.50 5,398.57 1,058.20 | | |
| Total | 2.19 | 1,045 | | \$41,431.33 | 48.4800 | \$50,661.60 | \$9,230.27 | N/A | N/A |
| FOREST OIL CORP NEW | | | | | | | | | |
| Acquired 04/07/09 S | | 271 | 14.08 | 3,817.25 | | 6,029.75 | 2,212.50 | | |
| Acquired 04/08/09 S Acquired 04/15/09 S | | 465 245 | - 1- 1- 1- 1- 1- 1- 1- 1- 1- 1- 1- 1- 1- 1 | 7,161.65 | | 10,346.25 | 3,184.60 | | |
| Acquired 04/16/09 S Acquired 07/16/09 S | | 4// 776 | 15.97 4.14 4.14 | 10,973.18 | , | 17,266.00 | 3,014.78 6,292.82 | | |
| Total | 2.41 | 2,508 | | \$37,017.09 | 22.2500 | \$55,803.00 | \$18,785.91 | N/A | N/A |
| FTI CONSULTING INC | | | | | | | | | |
| Acquired 12/18/08 L | | 225 | 43.84 | 2,279.74 | | 2,452.32 | 172.58 | | |
| Acquired 12/19/08 L Acquired 12/22/08 L Acquired 12/23/08 L | | 0.4.2 0.5.8.2 0.6.8.2 | 44.92 43.60 43.75 | 6,738.60 6,758.16 6.913.05 | | 7,074.00 7,309.80 7,451.28 | 335.40 551.64 538.23 | | |
| Total | 1.05 | 515 | | \$22,689.55 | 47.1600 | \$24,287.40 | \$1,597.85 | N/A | N/A |
| GAMESTOP CORP CLASS A | | | | | | | | | |
| GIME Acquired 08/24/09 S | 0.97 | 1,028 | 22.75 | 23,388.94 | 21.9400 | 22,554.32 | - 834.62 | N/A | N/A |
| GRACO INCORPORATED COM | | | | | | | | | |
| Acquired 05/12/09 S | | 520 | 23.31 | 12,124.06 | | 14,856.40 | 2,732.34 | | |
| Acquired 05/14/09 S Acquired 05/14/09 S | | 2220 2220 2220 | 22.39 22.39 | 11,755.70 | | 14,836.40 | 3,180.58 3,243.55 | | |
| Acquired 10/05/09 S Acquired 10/05/09 S | | 103 | 22.42 26.73 | 2,753.40 | | 14,313.57 2,942.71 | 3,076.39 189.31 | | |
| Total | 2.68 | 2,169 | | \$49,530.35 | 28.5700 | \$61,968.33 | \$12,437.98 | \$1,735.20 | 2.80 |

Page 8 of 18 •

THE PAL FOUNDATION C/O PETER A LEININGER COMPASS ADVISORY PROGRAM

DECEMBER 1 - DECEMBER 31, 2009 ACCOUNT NUMBER: 7177-1667

Stocks and Options

Stocks continued

| Stocks continued | | | | | | | | ESTIMATED | VTED |
|---|-----------------|---|----------------------------------|-------------------------|------------------|--------------------------------|--------------------------|-----------|---------------------|
| DESCRIPTION | % OF ACCOUNT | QUANTITY | ADJ PRICE/ ORIG PRICE | A DJ COST/ ORIG COST | CURRENT PRICE | CURRENT MARKET VALUE | UNREALIZED GAIN/LOSS | ANNUAL | ANNUAL YIELD (%) |
| GUESS? INC GES Accuired 09/01/09 S | 2.77 | 1.517 | 34.90 | 52.949.52 | 42.3000 | 64,169.10 | 11,219.58 | 758.50 | 1.18 |
| GYMBOBEE CORP | | | | | | | | | |
| GYMB GYMB Acquired 09/11/09 S Acquired 09/14/09 S | | 611 556 | 46.28 46.84 | 26,282.70 26,047.10 | | 26,596.83 24,202.68 | - 1,685.87 - 1,844.42 | | |
| Total | 2.20 | 1,167 | | \$54,329.80 | 43.5300 | \$50,799.51 | - \$3,530.29 | A/A | N/A |
| HCC INSURANCE HOLDINGS INC HCC Acquired 10/05/07 L | 1.12 | 923 | 30.85 | 28,476.39 | 27.9700 | 25,816.31 | - 2,660.08 | 498.42 | 1.93 |
| HEARTLAND EXPRESS INC | | | | | | | | | |
| Acquired 07/23/09 S | | 545 | 14.79 | 8,061.20 | | 8,322.15 | 260.95 193.68 | | |
| Acquired 07/24/09 S Acquired 07/27/09 S | | 9.00.0 0.00.0 0.00.0 | 4.4. 6.93 | 6,483.28 | | 9,686.45 | 213.17 | | |
| Acquired 07/28/09 S Acquired 07/29/09 S | | 150 250 | 15.07 15.05 | 2,763.78 | | 3,817.50 | 53.72 | | |
| Acquired 07/30/09 S | | 515 240 | 15.23 | 7,845.97 | | 7,864.05 | 18.08 | | |
| Acquired 08/03/09 S Acquired 08/03/09 S Acquired 08/04/09 S | | 7777 7727 7727 7727 7727 7727 7727 772 | 15.43 15.61 15.61 15.61 | 1,951,95 | | 3,893.85 1,908.75 954.93 | | | |
| Total | 2.28 | 3,454 | 5.5 | \$52,131.63 | 15.2700 | \$52,742.58 | \$610.95 | \$276.32 | 0.52 |
| HENRY SCHEIN INC | | | | | : | | | | |
| HSIC Acquired 12/07/04 L | 1.33 | 584 | 33.56 | 19,601.02 | 52.6000 | 30,718.40 | 11,117.38 | A/N | N/A |
| ISHARE TR -S&P SMALLCAP 600 INDEX FD | | | | | | | | | |
| LOH Acquired 12/14/09 S Acquired 12/15/09 S | | 535 543 | 53.03 53.62 | 28,372.07 29,119.30 | | 29,275.20 29,712.96 | 903.13 593.66 | | |
| Total | 2.55 | 1,078 | | \$57,491.37 | 54.7200 | \$58,988.16 | \$1,496.79 | \$730.88 | 1.24 |
| ISHARES TR S&P MIDCAP 400 INDEX FD | | | | | | | | | |
| Acquired 12/14/09 S | | 395 | 71.35 | 28,187 08 | | 28,601.95 | 414.87 | | |



Page 9 of 18



THE PAL FOUNDATION C/O PETER A LEININGER COMPASS ADVISORY PROGRAM

DECEMBER 1 - DECEMBER 31, 2009 ACCOUNT NUMBER: 7177-1667

Stocks and Options

| 3 | |
|---|--|
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| _ | |
| | |
| | |
| _ | |
| _ | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| | |
| 2 | |
| | |
| - | |
| | |
| | |
| | |
| | |
| _ | |
| | |
| | |
| | |
| | |
| | |

| Stocks communed | | | | | | | | ESTIMATED | \TED |
|--|-----------------|---------------------------------|-----------------------------------|--|------------------|--|---|------------|---------------------|
| DESCRIPTION Acquired 12/15/09 S | % OF ACCOUNT | QUANTITY 405 | ADJ PRICE/ ORIG PRICE 71.75 | AD. COST/ ORIG COST 29,(162.23 | CURRENT PRICE | CURRENT MARKET VALUE 29,326.05 | UNREALIZED GAINLOSS 263.82 | ANNUAL | ANNUAL YIELD (%) |
| Total | 2.50 | 800 | | \$57,2:49.31 | 72.4100 | \$57,928.00 | \$678.69 | \$1,076.80 | 1.86 |
| J M SMUCKER CO | | | | | | | | | |
| Acquired 04/03/08 L Acquired 04/04/08 L Acquired 05/08/08 L Acquired 05/09/08 L | | 222 269 280 284 284 | 51.42 51.10 50.21 50.60 | 11,621,72 13,747,73 14,061,18 14,370,91 | | 13,955.50 16,610.75 17,290.00 17,537.00 | 2,333.78 2,863.02 3,228.82 3,166.09 | | |
| Total | 2.83 | 1,059 | | \$53,601.54 | 61.7500 | \$65,393.25 | \$11,591.71 | \$1,482.60 | 2.27 |
| LABORATORY CORP OF AMER HLDGS | | | | | | | | | |
| LH Acquired 05/24/06 L Acquired 05/25/06 L Acquired 05/08/08 L Acquired 05/09/08 L | | 176 242 190 195 | 58.33 58.78 76.63 76.55 | 10,266.96 14,226.77 14,560.40 14,929.08 | | 13,171.84 18,111.28 14,219.60 14,593.80 | 2,904.88 3,884.51 - 340.80 - 335.28 | | |
| Total | 2.60 | 803 | | \$53,983.21 | 74.8400 | \$60,096.52 | \$6,113.31 | N/A | N/A |
| MCAFEE INCORPORATED | | | | | | | | | |
| Acquired 04/30/09 S Acquired 10/05/09 S | : | 1,166 | 37.59 42.88 | 43,833.20 6,732.90 | | 47,304.62 6,369.49 | 3,471.42 - 363.41 | | |
| Total | 2.32 | 1,323 | | \$50,566.10 | 40.5700 | \$53,674.11 | \$3,108.01 | N/A | N/A |
| MICROS SYSTEMS INC | | | | | | | | | |
| Acquired 05/28/09 S Acquired 05/29/09 S Acquired 06/01/09 S | | 605 640 654 | 25.59 26.35 27.47 | 15,486 30 16,870.21 17,971.33 | | 18,773.15 19,859.20 20,293.62 | 3,286.85 2,988.99 2,322.29 | | |
| Total | 2.55 | 1,899 | | \$50,327.84 | 31.0300 | \$58,925.97 | \$8,598.13 | N/A | N/A |
| MOHAWK INDS INC | | | | | | | | | |
| Acquired 08/14/08 L Acquired 08/15/08 L Acquired 12/11/08 L Acquired 12/12/08 L | | 278 518 130 127 | 69.33 72.25 35.01 34.79 | 19,276.40 37,428.97 4,552.29 4,419.23 | | 13,232.80 24,656.80 6,188.00 6,045.20 | - 6,043 60 - 12,772.17 - 1,635.71 1,625.97 | | |
| Total | 2.17 | 1,053 | | \$65,676.89 | 47.6000 | \$50,122.80 | - \$15,554.09 | N/A | N/A |

OO1 72 7240

THE PAL FOUNDATION C/O PETER A LEININGER COMPASS ADVISORY PROGRAM

DECEMBER 1 - DECEMBER 31, 2009 ACCOUNT NUMBER: 7177-1667 ESTIMATED

Stocks and Options

| ਰ | |
|-------------|--|
| Ō | |
| $\bar{\Xi}$ | |
| | |
| = | |
| \subseteq | |
| 0 | |
| ပ | |
| | |
| S | |
| 풌 | |
| × | |
| ¥ | |
| 10 | |

| DESCRIPTION | % OF ACCOUNT | QUANTITY | ADJ PRICE/ ORIG PRICE | ADJ COST/ OF IG COST | CURRENT | CURRENT MARKET VALUE | UNREALIZED GAIN/LOSS | ANNUAL | ANNUAL YIELD (%) |
|---|-----------------|-------------------|--------------------------|------------------------------|---------|-------------------------|-------------------------------|------------|---------------------|
| NORTEL NETWORKS CORP NRTLQ Acquired 02/03/09 S | | 51 | N/A## | N/A | 0.0230 | 0.27 | N/A | N/A | N/A |
| O REILLY AUTOMOTIVE INC ORLY Acquired 07/31/08 L Acquired 08/01/08 L | | 776 479 | 25.57 25.93 | 19,845.65 12,422.34 | | 29,581.12 18,259.48 | 9,735.47 5,837.14 | | |
| Total | 2.07 | 1,255 | | \$32,267.99 | 38.1200 | \$47,840.60 | \$15,572.61 | N/A | N/A |
| ONEOK INC NEW | | | | | | | | | |
| ONE Acquired 03/16/06 L Acquired 04/25/06 L | | 165 | 30.41 33.09 | 5,018.08 | | 7,354.05 5,749.53 | 2,335.97 | | |
| Acquired 07/18/06 L Acquired 09/25/07 L | | 318 717 687 | 36.49 45.83 81 | 779.11 779.11 7.346.20 | | 757.69 8 022 60 | 2,207.08 - 21.42 676.40 | | |
| Acquired 12/03/09 S Acquired 12/04/09 S Acquired 12/07/09 S | | 180 187 | 40.74 41.40 | 7,334.10 7,743.65 | | 8,022.60 8,334.59 | 688 50 590.94 | | |
| Total | 2.27 | 1,176 | | \$44,095.13 | 44.5700 | \$52,414.32 | \$8,319.19 | \$1,975.68 | 3.77 |
| RITCHIE BROS AUCTIONEERS INC | | | | | | | | | |
| RBA Acquired 03/20/09 S Acquired 03/23/09 S | | 641 570 | 17.91 18.25 | 11,486.01 | | 14,377.63 12,785.10 | 2,891.62 2,377.13 | | ļ |
| Total | 1.17 | 1,211 | | \$21,893.98 | 22.4300 | \$27,162.73 | \$5,268.75 | \$484.40 | 1.78 |
| RYDEX S&P EQUAL WEIGHT TECHNOLOGY | | | | | | | | | |
| ATTI Acquired 12/14/09 S Acquired 12/15/09 S | | 520 523 | 43.83 43.98 | 22,795.76 23,003.21 | | 23,790.00 23,927.25 | 994.24 924.04 | | |
| Total | 2.06 | 1,043 | | \$45.798.97 | 45.7500 | \$47,717.25 | \$1,918.28 | \$76.13 | 0.16 |
| SL GREEN RLTY CORP REIT SI G | | | | - | | | | | |
| Acquired 08/27/09 S | 3.19 | 1,469 | 35.56 | 52,248.94 | 50.2400 | 73,802.56 | 21,553.62 | 587.60 | 0.79 |
| STEEL DYNAMICS INC | | | | | | | | | |
| Acquired 07/21/09 S | | 3,116 | 16.67 | 51,946.84 | | 55,215.52 | 3,268.68 | | |

Page 11 of 18

001 73 7340



THE PAL FOUNDATION C/O PETER A LEININGER COMPASS ADVISORY PROGRAM

DECEMBER 1 - DECEMBER 31, 2009 ACCOUNT NUMBER: 7177-1667

Stocks and Options

| ਰ |
|-------------------------|
| Ō |
| 3 |
| Ē |
| ·≡ |
| ె |
| ō |
| ŭ |
| _ |
| S |
| کذ |
| $\overline{\mathbf{o}}$ |
| Ó |
| ÷ |
| |

| | | | | | | | | בוועאווכן | יונ |
|--|-----------------|---|---|--|------------------|--|--|------------|---------------------|
| DESCRIPTION Acquired 07/30/09 S Acquired 10/05/09 S | % OF ACCOUNT | QUANTITY 1,134 84 | ADJ PRICE/ ORIG PRICE 16.35 14.90 | ADJ COST/ ORIG COST 18,549.29 1,251.60 | CURRENT PRICE | CURRENT MARKET VALUE 20,094.48 1,488.48 | UNREALIZED GAIN/LOSS 1,545.19 236.88 | ANNUAL | ANNUAL YIELD (%) |
| Total | 3.32 | 4,334 | | \$71,747.73 | 17.7200 | \$76,798.48 | \$5,050.75 | \$1,300.20 | 1.69 |
| T C F FINANCIAL CORP TCB Acquired 09/11/09 S Acquired 09/14/09 S Acquired 09/16/09 S Acquired 09/17/09 S Acquired 09/17/09 S | | 1,015 385 505 505 890 685 288 | 64.4.00 64.4.00 64.6.00 64.6.00 64.6.00 64 | 14,116,31 5,413,264 7,323,26 13,362,32 10,304,55 4,246,56 | | 13,824.30 5,243.70 6,874.10 12,121.80 9,329.70 3,922.56 | - 292.01 - 169.94 - 445.16 - 1,274.85 - 324.00 | | |
| Total | 2.22 | 3,768 | • | \$55,666.64 | 13.6200 | \$51,320.16 | - \$4,346.48 | \$753.60 | 1.47 |
| TIFFANY & CO NEW TIF Acquired 10/01/09 S | 2.67 | 1,435 | 38.09 | 54,363.16 | 43.0000 | 61,705.00 | 7,041.84 | 975.80 | 1.58 |
| VANGUARD SMALL CAP GROWTH ETF | | | | | ~ | | | | |
| VBN. Acquired 10/23/07 L Acquired 06/18/08 L Acquired 06/19/08 L Acquired 06/20/08 L | | 235 130 86 86 | 75.39 70.00 70.40 69.67 | 34,581.50 16,451.53 9,152.38 5,991.71 | | 27,540.20 14,069.45 7,783.10 5,148.82 | - 7,141.30 - 2,382.08 - 1,369.28 - 842.89 | | |
| Total | 2.36 | 911 | | \$66,277.12 | 59.8700 | \$54,541.57 | - \$11,735.55 | \$208.61 | 0.38 |
| WESTAMERICA BANCORP WABC Acquired 11/19/08 L Acquired 11/20/08 L Acquired 11/24/08 L Acquired 11/24/08 L | | 141 175 175 179 | 50.35 48.33 49.67 50.63 | 7,100.60 8,458.50 7,787.48 8,593.86 9,063.18 | | 7.807.17 9.689.75 9.689.75 9.689.75 9,911.23 | 706.57 1,231.25 1,902.27 995.89 848.05 | | |
| Total | 2.02 | 845 | | \$41,103.62 | 55.3700 | \$46,787.65 | \$5,684.03 | \$1,183.00 | 2.53 |
| WHITING PETROLEUM CORP WLL Acquired 05/12/09 S Acquired 05/13/09 S Acquired 07/16/09 S | | 556 629 153 | 40.66 39.18 37.33 | 22,612.46 24,647.55 5,711.73 | | 39,726.20 44,942.05 10,931.85 | 17,113.74 20,294.50 5,220.12 | | |
| Total | 4.13 | 1,338 | | \$52,971.74 | 71.4500 | \$95,600.10 | \$42,628.36 | N/A | N/A |

THE PAL FOUNDATION C/O PETER A LEININGER COMPASS ADVISORY PROGRAM

DECEMBER 1 - DECEMBER 31, 2009 ACCOUNT NUMBER: 7177-1667

Stocks and Options

Stocks continued

| | | | | | | | | ESTIMATED | NTED |
|--------------------------|-----------------|----------|--------------------------|------------------------|------------------|-------------------------|-------------------------|-------------|-------------------|
| DESCRIPTION | % OF ACCOUNT | QUANTITY | ADJ PRICE/ ORIG PRICE | ADJ COST/ ORIG COST | CURRENT PRICE | CURRENT MARKET VALUE | UNREALIZED GAIN/LOSS | ANNUAL | ANNUAL ANNUAL (%) |
| Total Stocks | 98.08 | | | \$1,925,638.19 | | \$2,269,715.08 | \$344,076.62 | \$23,394.24 | 1.03 |
| Total Stocks and Options | 98.08 | | | \$1,925,638.19 | | \$2,269,715.08 | \$344,076.62 | \$23,394.24 | 1.03 |
| | | | | | | | | | |

Cost information for one or more securities is not available If you have cost information and would like to see it on future statements, contact Your Financial Advisor.