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ORIGINAL

Form 990-PF

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

OMB No 1545-0052

2009

Department of the Treasury Internal Revenue Service

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

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

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

Use the IRS label. Name of foundation: WNPC FOUNDATION. A Employer identification number: 74-3015796. B Telephone number: 210-822-2828. H Check type of organization: Section 501(c)(3) exempt private foundation. J Accounting method: Cash. I Fair market value of all assets at end of year: \$315,107.

Table with 4 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12), Operating and Administrative Expenses (13-26), and Summary (27-30).

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		108,954.	134,123.	134,123.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U S and state government obligations				
	b	Investments - corporate stock STMT 7		43,265.	54,215.	78,952.
	c	Investments - corporate bonds				
	11	Investments land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 8		128,429.	113,839.	102,032.	
14	Land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		280,648.	302,177.	315,107.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		132,535.	132,535.	
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.		
29	Retained earnings, accumulated income, endowment, or other funds		148,113.	169,642.		
30	Total net assets or fund balances		280,648.	302,177.		
31	Total liabilities and net assets/fund balances		280,648.	302,177.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	280,648.
2	Enter amount from Part I, line 27a	2	18,441.
3	Other increases not included in line 2 (itemize) ▶ PARTNERSHIP TIMING DIFFERENCES	3	7,434.
4	Add lines 1, 2, and 3	4	306,523.
5	Decreases not included in line 2 (itemize) ▶ FMV ADJUSTMENT ON STOCK RECEIVED	5	4,346.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	302,177.

Part IV. Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e	46,836.	48,410.	<1,574.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<1,574.>

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	<1,574.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	17,134.	299,873.	.057138
2007	16,904.	300,797.	.056197
2006	13,195.	269,237.	.049009
2005	5,188.	195,525.	.026534
2004	5,740.	126,020.	.045548
2	Total of line 1, column (d)	2	.234426
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.046885
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	273,567.
5	Multiply line 4 by line 3	5	12,826.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	0.
7	Add lines 5 and 6	7	12,826.
8	Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions	8	17,450.

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

Table with 11 rows for excise tax calculations. Includes fields for exempt foundations, tax under section 511, add lines, subtitle A tax, tax based on investment income, credits/payments, total credits, penalty, tax due, overpayment, and amount of line 10 to be credited to 2010 estimated tax. Includes sub-tables 6a-6d for credits.

Part VII-A: Statements Regarding Activities

Table with 10 rows for activity statements. Columns include question text, Yes, and No. Questions cover political campaigns, political expenditures, foundation file, IRS reporting, unrelated business income, liquidation, 508(e) requirements, assets, reporting states, and private operating foundation status.

Part VII A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)
12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application?
Website address N/A
14 The books are in care of DEBORAH WILLIAMS Telephone no. 210-822-2828
Located at 200 EAST BASSE ROAD, SAN ANTONIO, TX ZIP+4 78209
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here
and enter the amount of tax-exempt interest received or accrued during the year 15 N/A

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

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

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

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

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

5b		
6b		X
7b		

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

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

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

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

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	277,733.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	277,733.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	277,733.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	4,166.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	273,567.
6	Minimum investment return. Enter 5% of line 5	6	13,678.

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

1	Minimum investment return from Part X, line 6	1	13,678.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	10.
c	Add lines 2a and 2b	2c	10.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	13,668.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	13,668.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	13,668.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	17,450.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	17,450.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	17,450.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				13,668.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			630.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 17,450.				
a Applied to 2008, but not more than line 2a			630.	
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				13,668.
e Remaining amount distributed out of corpus	3,152.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,152.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,152.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	3,152.			

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

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

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

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

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

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

SEE STATEMENT 10

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

NONE

2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

- a The name, address, and telephone number of the person to whom applications should be addressed
- b The form in which applications should be submitted and information and materials they should include.
- c Any submission deadlines
- d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year COMMUNITY WORK SERVICES 174 PORTLAND STREET BOSTON, MA 02114	N/A	PUBLIC	GENERAL	3,000.
LARKIN STREET YOUTH SERVICE 1138 SUTTER STREET SAN FRANCISCO, CA 94019	N/A	PUBLIC	GENERAL	3,000.
THE BOYS CLUB OF NEW YORK 287 EAST 10TH STREET NEW YORK, NY 10009	N/A	PUBLIC	GENERAL	3,000.
ANGELMAN SYNDROME FOUNDATION 3015 E. NEW YORK ST, #A2265 AURORA, IL 60504	N/A	PUBLIC	GENERAL	3,000.
TEACH FOR AMERICA 315 WEST 32ND STREET, 6TH FLOOR NEW YORK, NY 10018	N/A	PUBLIC	GENERAL	5,000.
Total			▶ 3a	17,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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

WNPC FOUNDATION

Employer identification number

74-3015796

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 as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. 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 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2009)

Name of organization WNPC FOUNDATION	Employer identification number 74-3015796
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Part I Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	PAUL DAVIS ONE MEMORIAL DRIVE CAMBRIDGE, MA 01945	\$ 6,090.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	JIM WILMOTT 36TH FLOOR, 1585 BROADWAY NEW YORK, NY 10036	\$ 5,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	ROB PITTS 767 5TH AVENUE, 11TH FLOOR NEW YORK, NY 10153	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	RANDALL MAYS 200 EAST BASSE ROAD SAN ANTONIO, TX 78209	\$ 7,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
5	JDH FAMILY FOUNDATION 70 SOUTH LAKE AVE., SUITE 930 PASADENA, CA 91101	\$ 10,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

WNPC FOUNDATION

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a STEADFAST CAPITAL LP-ST GAIN	P	06/30/09	12/31/09
b STEADFAST CAPITAL LP-LT GAIN	P	06/30/08	12/31/09
c LEGG MASON	P	06/30/08	12/31/09
d SMITH BARNEY #16 - ST GAIN - see attached	P	06/30/09	12/31/09
e SMITH BARNEY #16 - LT GAIN	P	06/30/08	12/31/09
f SMITH BARNEY #11 - LT GAIN	P	06/30/08	12/31/09
g GILDER GAGNON - ST GAIN	P	06/30/09	12/31/09
h GILDER GAGNON - LT GAIN	P	06/30/08	12/31/09
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,174.			3,174.
b 1,468.			1,468.
c 20,330.		25,588.	<5,258.>
d 3,554.		1,038.	2,516.
e 109.		307.	<198.>
f 3,069.		3,299.	<230.>
g 11,186.		10,855.	331.
h 3,946.		7,323.	<3,377.>
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			3,174.
b			1,468.
c			<5,258.>
d			2,516.
e			<198.>
f			<230.>
g			331.
h			<3,377.>
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	<1,574.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

Ref: 00011688 00044090

WNPC FOUNDATION
Account Number 52E-00012-11 297

Details of Earnings 2009

2 0 0 9 Y E A R E N D S U M M A R Y

Dividends and Distributions, Section 1

Amounts displayed for dividends include dividend reinvestments, money fund earnings, accrued dividends received and dividends exempt from Federal income tax. "Total dividends" includes both Qualified and non-qualified dividends received.

"Total capital gain distributions" is a total of long term capital gain distributions, Unrecaptured Sec. 1250 gain and Section 1202 gain.

Reference number	Description	Total dividends	Qualified dividends	Short term capital gains	Total capital gain distributions	Unrecaptured Sec 1250 gain	Section 1202 gain	Alternative minimum tax
160000100	WESTERN ASSET/ CITI U.S. TREASURY RESERVES CLASS N	\$ 8.02						
160000200	EXXON MOBIL CORP	146.08	146.08					
160000300	KEYCORP -NEW	5.83	5.83					
160000400	WESTERN ASSET MONEY MARKET FUND CLASS A SHARES (EX)	11.50						
160000500	MCDONALDS CORP	55.00	55.00					
160000600	WESTERN ASSET MONEY MARKET FUND CLASS A	6.96						
160000700	SPDR S&P 500ETF TRUST A PORTION OF THIS INCOME HAS BEEN RECLASSIFIED	109.81	105.02					
Totals		\$ 343.20	\$ 311.93					

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	24	UTS SPDR TRUST SER 1	09/11/08	11/24/09	\$ 2,631.10	\$ 2,939.96	(\$ 308.86)	
	4		10/16/08		438.52	359.51		79.01
Total					\$ 3,069.62	\$ 3,299.47	(\$ 308.86)	\$ 79.01



Ref. 00025281 00096318

WNPC FOUNDATION
Account Number 232-0A686-16 444

Details of Short Term Gain (Loss) 2009 *continued*

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000200	-8	MONACO COACH CORP	09/11/07	07/08/09	\$ 98.31	\$ 13		\$ 98.18
	-15	STOCK BORROW B/I	09/18/07		186.44			186.44
	-3	COVER SHORT	09/19/07		41.16			41.16
Total					\$ 3,554.05	\$ 1,037.74	(\$ 191.87)	\$ 2,708.18

Details of Long Term Gain (Loss) 2009

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than \$20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000030	26	GOODYEAR TIRE & RUBBER CO	07/13/04	03/04/09	\$ 101.13	\$ 255.95	(\$ 154.82)	
	2		08/08/07		7.78	51.54	(43.76)	
Total					\$ 108.91	\$ 307.49	(\$ 198.58)	

Details of Deposits and Withdrawals 2009

This section reflects any deposits or withdrawals made to your account during the year.

Withdrawals

Reference number	Date	Description	Referral number	Amount
220000100	01/30/09	STOCK BRW FEE	12/31-01/29/09	\$ 18.38
220000300	03/31/09	STOCK BRW FEE	2/27-03/30/09	12.36
220000500	05/18/09	NOKIA CORP SPONSORED ADR FEE OF .00350 PER SHR RECORD 04/28/09 PAY 05/18/09		.16
220000700	06/30/09	STOCK BRW FEE	5/29-06/29/09	13.95
220000900	08/31/09	STOCK BRW FEE	7/31-08/30/09	11.41
220001100	10/30/09	STOCK BRW FEE	9/30-10/29/09	15.70
220000200	02/27/09	STOCK BRW FEE	1/30-02/26/09	\$ 12.55
220000400	04/30/09	STOCK BRW FEE	3/31-04/29/09	13.74
220000600	05/29/09	STOCK BRW FEE	4/30-05/28/09	12.61
220000800	07/31/09	STOCK BRW FEE	6/30-07/30/09	11.96
220001000	09/30/09	STOCK BRW FEE	8/31-09/29/09	14.25
220001200	11/30/09	STOCK BRW FEE	10/30-11/29/09	15.24

2009

YEAR

END

SUMMARY



Account Number: 191-93539 Account Executive: JOHN COLTON

2009 Capital Gains

Short Term	Security	Trade		Purchase Date	Sale Date	Close		Gain / Loss
		Quantity	Date			Proceeds	Purchase Cost	
	***ACE LIMITED	5	11/20/2008	2/4/2009	220.83	220.02	0.81	
	***AXIS CAPITAL HOLDINGS LTD	5	10/23/2008	2/20/2009	116.37	125.11	(8.74)	
	***AXIS CAPITAL HOLDINGS LTD	5	10/23/2008	2/27/2009	109.09	125.12	(16.03)	
	***AXIS CAPITAL HOLDINGS LTD	10	10/23/2008	3/13/2009	205.10	250.23	(45.13)	
	***BARRICK GOLD CORP	5	2/4/2009	10/19/2009	187.23	188.82	(1.59)	
	***CHANGYOU COM LIMITED AMERICAN DE	5	4/2/2009	6/4/2009	194.93	104.24	90.69	
	***GOLDCORP INC NEW	5	12/15/2008	5/1/2009	134.46	147.53	(13.07)	
	***GOLDCORP INC NEW	5	12/15/2008	10/19/2009	205.28	147.54	57.74	
	***IPC HOLDINGS LTD	10	1/2/2009	4/2/2009	265.21	297.57	(32.36)	
	***KINROSS GOLD CORP NEW	5	11/5/2008	5/1/2009	75.84	66.25	9.59	
	***KINROSS GOLD CORP NEW	15	11/5/2008	10/19/2009	338.23	198.75	139.48	
	***RUGGEDCOM INC	10	6/16/2009	10/8/2009	194.27	233.51	(39.24)	
	AEROVIRONMENT INC	10	9/9/2009	10/8/2009	283.72	287.51	(3.79)	
	ALIGN TECHNOLOGY INC	15	1/8/2009	7/21/2009	137.84	137.44	0.40	
	ALIGN TECHNOLOGY INC	10	1/8/2009	8/6/2009	96.90	91.62	5.28	
	ALIGN TECHNOLOGY INC	5	1/12/2009	8/6/2009	48.45	47.00	1.45	
	ATP OIL & GAS CORPORATION	15	1/5/2009	6/3/2009	127.30	102.00	25.30	
	ATP OIL & GAS CORPORATION	10	1/5/2009	10/26/2009	199.42	68.00	131.42	
	ATP OIL & GAS CORPORATION	25	1/5/2009	11/5/2009	435.78	169.99	265.79	
	BAKER HUGHES INC	10	9/1/2009	10/28/2009	425.54	353.49	72.05	
	CIGNA CORP	5	2/5/2009	2/26/2009	79.52	102.55	(23.03)	
	CIGNA CORP	5	2/5/2009	3/30/2009	84.81	102.54	(17.73)	
	COOPER TIRE & RUBBER CO	15	7/22/2009	10/28/2009	221.19	198.23	22.96	
	FIDELITY NATIONAL FINANCIAL INC CL A	5	12/16/2008	5/28/2009	63.11	69.30	(6.19)	
	FIDELITY NATIONAL FINANCIAL INC CL A	5	12/16/2008	8/18/2009	70.75	69.29	1.46	
	FIRST AMERICAN CORP	5	12/16/2008	5/28/2009	110.54	138.90	(28.36)	
	FTI CONSULTING INC	5	8/4/2009	8/6/2009	229.57	271.33	(41.76)	
	FUQI INTERNATIONAL INC COM NEW	15	8/5/2009	10/28/2009	307.12	365.61	(58.49)	
	FUQI INTERNATIONAL INC COM NEW	10	8/5/2009	11/9/2009	234.98	243.74	(8.76)	
	GOODYEAR TIRE & RUBBER CO	10	5/8/2009	10/28/2009	137.58	130.20	7.38	
	HUMANA INC	5	2/5/2009	3/3/2009	102.51	222.42	(119.91)	
	ILLUMINA INC	5	4/7/2009	10/26/2009	203.13	176.91	26.22	
	JPMORGAN CHASE & CO FORMERLY J P MO	5	5/6/2009	10/26/2009	218.65	183.36	35.29	
	JPMORGAN CHASE & CO FORMERLY J P MO	10	5/6/2009	12/22/2009	410.36	366.72	43.64	
	LEAP WIRELESS INTL INC	5	1/7/2009	2/11/2009	131.00	176.13	(45.13)	
	LSB INDUSTRIES INC	25	9/16/2008	1/26/2009	183.74	399.07	(215.33)	
	LSB INDUSTRIES INC	20	9/16/2008	5/8/2009	219.90	319.25	(99.35)	
	MARTIN MARIETTA MATERIALS INC	5	6/16/2009	10/1/2009	443.81	424.41	19.40	
	METROPCS COMMUNICATIONS INC	10	1/7/2009	2/11/2009	140.96	171.35	(30.39)	

METROPCS COMMUNICATIONS INC	5	1/7/2009	2/25/2009	58 74	85 67	(26 93)
MURPHY OIL CORP	5	5/6/2009	7/30/2009	286 22	269 52	16 70
NORTHERN OIL & GAS INC	10	5/14/2009	10/26/2009	101 54	59 57	41 97
PENSKO AUTOMOTIVE GROUP INC	10	4/30/2009	6/24/2009	156 13	139 24	16 89
PEOPLES UTD FINL INC	15	4/30/2009	6/23/2009	222 68	243 28	(20 60)
PRAXAIR INC	5	8/4/2009	10/28/2009	388 82	403 14	(14 32)
PROSHARES ULTRA RUSSELL2000 ETF	42	4/9/2009	8/6/2009	957 13	682 70	274 43
PROSHARES ULTRA RUSSELL2000 GROWTH ETF	5	8/18/2009	10/22/2009	143 03	120 39	22 64
PROSHARES ULTRA SMALLCAP600 ETF	5	8/18/2009	10/22/2009	143 62	122 68	20 94
PROSHARES ULTRASHORT REAL ESTATE ETF	5	12/16/2008	1/7/2009	253 02	324 70	(71 68)
QUALCOMM INC	5	4/23/2009	10/19/2009	204 35	208 13	(3 78)
STEWART INFORMATION SERVICES CORP	10	1/6/2009	3/3/2009	141 48	218 45	(76 97)
TEXTRON INC	15	9/2/2009	10/26/2009	278 17	249 65	28 52
VULCAN MATERIALS CO (HOLDING CO)	5	6/16/2009	10/1/2009	255 60	235 13	20 47

Short Term: 11,185.55 10,855.30 330.25

Long Term						
***AGNICO EAGLE MINES LTD	10	3/20/2008	4/17/2009	442 41	678 56	(236 15)
***ALTIUS MINERALS CORPORATION	40	11/13/2007	1/21/2009	137 79	1,087 39	(949.60)
***ARCH CAPITAL GROUP LTD	10	4/29/2008	5/1/2009	557 16	721 65	(164 49)
***CENTRAL EUROPEAN MEDIA ENTERPRIS	10	3/23/2006	1/13/2009	178 68	700 00	(521 32)
***CENTRAL EUROPEAN MEDIA ENTERPRIS	10	8/18/2004	1/21/2009	134 24	247 27	(113 03)
***CENTRAL EUROPEAN MEDIA ENTERPRIS	5	8/18/2004	2/25/2009	30 70	123 64	(92 94)
***ICICI BANK LTD SPONSORED ADR	5	12/6/2005	2/25/2009	65 19	135 23	(70 04)
***MONTPELIER RE HOLDINGS LTD	5	12/3/2007	2/19/2009	74 71	87 96	(13 25)
***MONTPELIER RE HOLDINGS LTD	20	12/3/2007	4/29/2009	246 66	351 83	(105 17)
***PLATINUM UNDERWRITERS HOLDINGS LTD	5	12/27/2007	2/11/2009	135 80	183 31	(47 51)
***PLATINUM UNDERWRITERS HOLDINGS LTD	5	12/27/2007	2/19/2009	142 77	183 31	(40 54)
***PLATINUM UNDERWRITERS HOLDINGS LTD	10	12/27/2007	3/5/2009	257 01	366 63	(109 62)
***PLATINUM UNDERWRITERS HOLDINGS LTD	5	12/27/2007	4/30/2009	138 66	183 32	(44 66)
***RESEARCH IN MOTION LTD	10	8/30/2007	11/2/2009	551 42	850 62	(299 20)
ITC HOLDINGS CORP	5	9/20/2007	3/6/2009	161 06	243 78	(82 72)
ITC HOLDINGS CORP	5	9/20/2007	3/19/2009	192 39	243 77	(51 38)
MGT CAPITAL INVESTMENTS INC	175	11/16/2007	6/1/2009	52 78	624 75	(571 97)
SOUTHWESTERN ENERGY CO	5	7/27/2005	2/25/2009	128 40	70 45	57 95
SOUTHWESTERN ENERGY CO	5	7/27/2005	4/1/2009	145 35	70 46	74 89
VERTEX PHARMACEUTICALS INC	5	6/9/2008	8/6/2009	172 83	169 26	3 57

Long Term: 3,946.01 7,323.19 (3,377.18)

Total: 15,131.56 18,178.49 (3,046.93)

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

SOURCE	AMOUNT
SMITH BARNEY #11	20.
STEADFAST CAPITAL LP	300.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	320.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CGM FOCUS FUND	39.	0.	39.
GILDER GAGNON	174.	0.	174.
SMITH BARNEY #11	343.	0.	343.
SMITH BARNEY #16	316.	0.	316.
STEADFAST CAPITAL LP	805.	0.	805.
TOTAL TO FM 990-PF, PART I, LN 4	1,677.	0.	1,677.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
STEADFAST CAPITAL LP	<265.>	<265.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<265.>	<265.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION	450.	0.		450.
TO FORM 990-PF, PG 1, LN 16B	450.	0.		450.

FORM 990-PF	TAXES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	39.	39.		0.
2008 FORM 990-PF TAXES	81.	0.		0.
TO FORM 990-PF, PG 1, LN 18	120.	39.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	293.	293.		0.
PORTFOLIO DEDUCTIONS	565.	565.		0.
TO FORM 990-PF, PG 1, LN 23	858.	858.		0.

FORM 990-PF	CORPORATE STOCK		STATEMENT 7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
GILDER GAGNON	20,580.	26,723.	
SMITH BARNEY #16	20,720.	30,635.	
SMITH BARNEY #11	12,915.	21,594.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	54,215.	78,952.	

FORM 990-PF	OTHER INVESTMENTS		STATEMENT 8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
STEADFAST CAPITAL LP	COST	64,530.	64,530.
CGM FUNDS	COST	49,309.	37,502.
LEGG MASON	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		113,839.	102,032.

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

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
RANDALL T. MAYS 200 EAST BASSE ROAD SAN ANTONIO, TX 78209	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
J. DALE HARVEY III 70 SOUTH LAKE AVE., SUITE 930 PASADENA, CA 91101	SECRETARY/DIRECTOR 1.00	0.	0.	0.
ROBERT S. PITTS JR 767 5TH AVENUE, 11TH FLOOR NEW YORK, NY 10153	TREASURER/DIRECTOR 1.00	0.	0.	0.
CHRISTOPHER BRAHM 260 HAZELWOOD AVENUE SAN FRANCISCO, CA 94127	DIRECTOR 1.00	0.	0.	0.
PAUL R. DAVIS ONE MEMORIAL DRIVE CAMBRIDGE, MA 01945	DIRECTOR 1.00	0.	0.	0.
ROBERT SCHILLER 13386 INTERNATIONAL PARKWAY JACKSONVILLE , FL 32218	DIRECTOR 1.00	0.	0.	0.
JOHN SIMMONS 1900 AA STREET GREELEY, CO 80631	DIRECTOR 1.00	0.	0.	0.
GILES SPACKMAN #1 SOUTHWARK BRIDGE LONDON, UNITED KINGDOM	DIRECTOR 1.00	0.	0.	0.
JAMES WILMOTT 36TH FLOOR, 1585 BROADWAY NEW YORK, NY 10036	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

RANDALL T. MAYS
J. DALE HARVEY III
ROBERT S. PITTS JR
CHRISTOPHER BRAHM
PAUL R. DAVIS
ROBERT SCHILLER
JOHN SIMMONS
GILES SPACKMAN
JAMES WILMOTT