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

2009

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 changeUse the IRS
label.
Otherwise,
print
or type.

Name of foundation

FASH FOUNDATION

See Specific
Instructions.

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

PO BOX 54855

City or town, state, and ZIP code

HURST, TX 76054-4855

H Check type of organization

 Section 501(c)(3) exempt private foundation Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year
(from Part II, col. (c), line 16)J Accounting method Cash Accrual
 Other (specify) _____

► \$ 4,457,955. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	268.	268.		STATEMENT 1
4	Dividends and interest from securities	148,780.	148,780.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10				
b	Gross sales price for all assets on line 6a				
7	Capital gain net income (from Part IV, line 2)	0.			
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	11.	11.		STATEMENT 3
12	Total. Add lines 1 through 11	149,059.	149,059.		
13	Compensation of officers, directors, trustees, etc	0.	0.	0.	
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees	STMT 4	2,480.	2,480.	0.
b	Accounting fees	STMT 5	12,600.	12,600.	0.
c	Other professional fees	STMT 6	92.	92.	0.
17	Interest				
18	Taxes				
19	Depreciation and depletion				
20	Occupancy	5,918.	0.	0.	
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses				
24	Total operating and administrative expenses. Add lines 13 through 23	21,090.	15,172.	0.	
25	Contributions, gifts, grants paid	229,310.		229,310.	
26	Total expenses and disbursements. Add lines 24 and 25	250,400.	15,172.	229,310.	
27	Subtract line 26 from line 12	<101,341. >			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		133,887.		
c	Adjusted net income (if negative, enter -0-)			N/A	

914-16

7

Assets	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
	1 Cash - non-interest-bearing				
	2 Savings and temporary cash investments		405,632.	201,997.	201,997.
	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 9	4,579,349.	5,878,667.	4,255,958.
	c Investments - corporate bonds				
	11 Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans				
	13 Investments - other				
	14 Land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	15 Other assets (describe ►)				
	16 Total assets (to be completed by all filers)		4,984,981.	6,080,664.	4,457,955.
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 ►)	STATEMENT 10	100,000.	2,500.	
	23 Total liabilities (add lines 17 through 22)		100,000.	2,500.	
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		2,409,938.	2,409,938.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		2,475,043.	3,668,226.	
	30 Total net assets or fund balances		4,884,981.	6,078,164.	
	31 Total liabilities and net assets/fund balances		4,984,981.	6,080,664.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1 4,884,981.
2 Enter amount from Part I, line 27a	2 <101,341.>
3 Other increases not included in line 2 (itemize) ►	3 1,332,699.
4 Add lines 1, 2, and 3	4 6,116,339.
5 Decreases not included in line 2 (itemize) ►	5 38,175.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 6,078,164.

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	NONE				
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					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	
	(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a					
b					
c					
d					
e					
2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	
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	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8 }		3	

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	284,661.	4,619,987.	.061615
2007	279,037.	5,892,313.	.047356
2006	260,711.	5,693,930.	.045788
2005	191,303.	5,306,784.	.036049
2004	183,104.	4,483,029.	.040844

2 Total of line 1, column (d)

2 .231652

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 .046330

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 3,931,824.

5 Multiply line 4 by line 3

5 182,161.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,339.

7 Add lines 5 and 6

7 183,500.

8 Enter qualifying distributions from Part XII, line 4

8 229,310.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	1,339.	
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b				
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)				
3 Add lines 1 and 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-	6 Credits/Payments	6a 6,591.
7 Total credits and payments Add lines 6a through 6d				
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached				
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed				
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	11 Enter the amount of line 10 to be Credited to 2010 estimated tax ►	10 5,252.		
11 Enter the amount of line 10 to be Credited to 2010 estimated tax ► 5,252. Refunded ► 11 0.				

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1a X	1b X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?			
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. (2) On foundation managers ► \$ 0.	e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.	2 X	
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.			
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			
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? b If "Yes," has it filed a tax return on Form 990-T for this year?	5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?			
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► TX	6 X	
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation			
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV			
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	8b X	9 X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses			

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)	<input type="checkbox"/> 11	<input checked="" type="checkbox"/> X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	<input type="checkbox"/> 12	<input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X
14	The books are in care of ► <u>WILLIAM A. PODSEDKI, JR.</u> Located at ► <u>350 WESTPARK WAY, SUITE 205, EULESS, TX</u>	Telephone no ► <u>817 545-1847</u> ZIP+4 ► <u>76040</u>	
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	► <u>15</u>	<input type="checkbox"/> N/A

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

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

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))?
- (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?
- (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)?
- (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
 Yes No
 Yes No
 Yes No
 Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations

section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

►

5b

Organizations relying on a current notice regarding disaster assistance check here

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

Yes No

7b

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

N/A

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
LINDA E BUSH 236 LOUELLA DR WEST HURST, TX 76054	PRESIDENT 0.00	0.	0.	0.
WILLIAM A PODSELDNIK JR 350 WESTPARK WAY, SUITE 205 EULESS, TX 76040	TREASURER 0.00	0.	0.	0.
KIRK MANNING 300 CANTEY HANGER PLAZA 600 WEST 6TH FORT WORTH, TX 761023685	SECRETARY 0.00	0.	0.	0.
JAMES L KAISER 9215 CORDOBA LANE CRESTWOOD, MO 63126	DIRECTOR 0.00	0.	0.	0.

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

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

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

►

0

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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


0

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

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

Expenses

1	N/A	
2		
3		
4		

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount

1	N/A	
2		
3		
	All other program-related investments. See instructions	

Total. Add lines 1 through 3


0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	3,569,641.
b	Average of monthly cash balances	1b	422,059.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,991,700.
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	3,991,700.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	59,876.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	3,931,824.
6	Minimum investment return. Enter 5% of line 5	6	196,591.

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	196,591.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,339.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	1,339.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	195,252.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	195,252.
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	195,252.

Part XII **Qualifying Distributions** (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes	1a	229,310.
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b	0.
b	Program-related investments - total from Part IX-B	2	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	3a	
3	Amounts set aside for specific charitable projects that satisfy the	3b	
a	Suitability test (prior IRS approval required)	4	229,310.
b	Cash distribution test (attach the required schedule)	5	1,339.
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	6	227,971.
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		
6	Adjusted qualifying distributions. Subtract line 5 from line 4		

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				195,252.
2 Undistributed income, if any, as of the end of 2009			229,310.	
a Enter amount for 2008 only		0.		
b Total for prior years				
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 ► \$ 229,310.			229,310.	
a Applied to 2008, but not more than line 2a				
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				0.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				195,252.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

Part XV | Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<i>a Paid during the year</i>				
SEE STATEMENT 11				
Total			► 3a	229,310.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	268.	
4 Dividends and interest from securities			14	148,780.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	11.	
8 Gain or (loss) from sales of assets other than inventory					
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		149,059.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	149,059.
(See worksheet in line 13 instructions to verify calculations)					

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

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

SOURCE	AMOUNT
ANNIE G FASH CRUT	75.
MERRILL LYNCH	193.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	268.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ANNIE G FASH CRUT	38,100.	0.	38,100.
MERRILL LYNCH	110,680.	0.	110,680.
TOTAL TO FM 990-PF, PART I, LN 4	148,780.	0.	148,780.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	11.	11.	11.
TOTAL TO FORM 990-PF, PART I, LINE 11	11.	11.	11.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CANTEY & HANGER	2,480.	2,480.	0.	0.
TO FM 990-PF, PG 1, LN 16A	2,480.	2,480.	0.	0.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PODSEDK & COMPANY	12,600.	12,600.		0.
TO FORM 990-PF, PG 1, LN 16B	12,600.	12,600.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MERRILL LYNCH	92.	92.		0.
TO FORM 990-PF, PG 1, LN 16C	92.	92.		0.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	7
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DESCRIPTION	AMOUNT
CHARITABLE REMAINDER INTERESTS-ANNIE G FASH CRUT	1,332,699.
TOTAL TO FORM 990-PF, PART III, LINE 3	1,332,699.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	8
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DESCRIPTION	AMOUNT
CHARITABLE REMAINDER INCOME-ANNIE G FASH CRUT	38,175.
TOTAL TO FORM 990-PF, PART III, LINE 5	38,175.

FORM 990-PF

CORPORATE STOCK

STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
6414 DUKE ENERGY CORP	83,348.	110,385.
4139 PPL CORPORATION	189,574.	267,462.
20000 TIMKEN COMPANY	450,614.	474,200.
3200 GENERAL ELECTRIC	112,517.	48,416.
68320 ALCATEL LUCENT	707,005.	226,822.
1680 ALCATEL LUCENT	22,652.	5,578.
1500 AMERICAN ELECTRIC POWER	46,936.	52,185.
6000 AMERICAN ELECTRIC POWER	199,567.	208,740.
7800 GENERAL ELECTRIC	275,891.	118,014.
260 IDEARC	4,691.	1.
3207 SPECTRA ENERGY	60,083.	65,776.
60,000 GENERAL ELECTRIC	1,864,751.	907,800.
20,000 TIMKEN CO	561,720.	474,200.
BERNSTEIN WEALTH MANAGEMENT-SEE ATTACHED SCHEDULE	1,299,318.	1,296,379.
TOTAL TO FORM 990-PF, PART II, LINE 10B	<u>5,878,667.</u>	<u>4,255,958.</u>

FORM 990-PF

OTHER LIABILITIES

STATEMENT 10

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DISTRIBUTIONS WRITTEN - NOT CLEARED	100,000.	2,500.
TOTAL TO FORM 990-PF, PART II, LINE 22	<u>100,000.</u>	<u>2,500.</u>

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
BOYS & GIRLS CLUB OF FT WORTH 3218 E BELKNAP ST FORT WORTH, TX 76111	NONE SUPPORT EDUCATION & CAREER DEVELOPMENT	501 (C) 3	5,000.
CASSATA LEARNING CENTER 1400 HEMPHILL ST FORT WORTH, TX 76104	NONE SUPPORT HIGH SCHOOL DROPOUT PREVENTION	501 (C) 3	25,000.
CHRIST'S HAVEN FOR CHILDREN P O BOX 467 KELLER, TX 76248	NONE PROVIDE CARE FOR NEEDY CHILDREN	501 (C) 3	20,000.
COOK CHILDREN'S MEDICAL CENTER 801 SEVENTH AVE FORT WORTH, TX 76104	NONE SUPPORT PEDIATRIC MEDICAL CARE	501 (C) 3	10,000.
FORT WORTH MUSEUM OF SCIENCE & HISTORY 1600 GENDY ST FORT WORTH, TX 76107	NONE SUPPORT SCHOOL FIELD TRIP PROGRAM	501 (C) 3	50,000.
FORT WORTH SYMPHONY ORCHESTRA ASSN 330 E 4TH ST, STE 200 FORT WORTH, TX 76102	NONE SUPPORT ADVENTURES IN MUSIC PROGRAM	501 (C) 3	1,000.
GOODFELLOW FUND P O BOX 1870 FORT WORTH, TX 76101	NONE PROVIDE CLOTHING & SHOES FOR NEEDY SCHOOL CHILDREN	501 (C) 3	3,500.
HOLY HIGHWAY MINISTRIES P O BOX 160 PICKTON, TX 75471	NONE PROVIDE A CHRISTIAN HOME FOR GIRLS	501 (C) 3	31,000.

LENA POPE HOME 3131 SANGUINET ST FORT WORTH, TX 76107	NONE SUPPORT FAMILY PRESERVATION, COUNSELING & ALTERNATIVE EDUCATION	501 (C) 3	5,310.
AZLEWAY, INC 1201 W. NORTH CARRIER PARKWAY GRAND PRAIRIE, TX 75050	NONE SUPPORT SERVICES FOR CHILDREN'S PROGRAMS	501 (C) 3	25,000.
CHILD STUDY CENTER 1300 W LANCASTER AVENUE FORT WORTH, TX 76102	NONE SUPPORT SERVICES PROVIDED TO CHILDREN	501 (C) 3	5,000.
FUNDING INFORMATION CENTER 327 S. HENDERSON STREET FORT WORTH, TX 76104	NONE SUPPORT SERVICES FOR NOT FOR PROFIT COMMUNITY NEEDS	501 (C) 3	25,000.
ILLINOIS INSTITUTE OF TECHNOLOGY 10 W 35TH ST, STE 1700 CHICAGO, IL 60616	NONE RESEARCH AND EDUCATION	501 (C) 3	2,500.
KEY SCHOOL INC P O BOX 100668 FORT WORTH, TX 76185	NONE PROVIDE AN ACADEMIC PROGRAM FOR STUDENTS WITH UNIQUE LEARNING NEEDS	501 (C) 3	5,000.
PERFORMING ARTS OF FT WORTH 330 E 4TH ST, STE 300 FORT WORTH, TX 76102	NONE SUPPORT CHILDRENS EDUCATION	501 (C) 3	2,000.
VISITING NURSE ASSOCIATION 6300 RIDGEA PLACE, SUITE 801 FORT WORTH, TX 76116	NONE PROVIDE SUPPORT OF VISTING NURSES	501 (C) 3	5,000.
PREVENT BLINDNESS-FT WORTH 329 S HENDERSON FORT WORTH, TX 76104	NONE CHILDREN'S VISION PROGRAM	501 (C) 3	5,000.
SALVATION ARMY P O BOX 36006 DALLAS, TX 75235	NONE FORT WORTH CHILDREN & YOUTH PROGRAM	501 (C) 3	1,000.

FASH FOUNDATION

75-2327856

TRINITY SHAKESPEARE FESTIVAL
TCU BOX 297044 FORT WORTH, TX
76129 .

NONE
PRODUCTION OF
SHAKESPEAREAN PLAYS

501 (C) 3 1,000.

YMCA FORT WORTH
512 LAMAR ST FORT WORTH, TX
76102

NONE
SUPPORT CHILD CARE
PROGRAM

501 (C) 3 2,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3A

229,310.

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
 Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
NET PORTFOLIO VALUE										
					\$1,332,699.29	\$1,329,759.66	\$34,608	2.48%	100.0%	

AI = Accrued Income (interest and dividends)

Total portfolio cost includes the reinvestment of interest, dividends and capital gains distributions as well as sale proceeds and therefore is not equivalent to the capital you have invested in this account.

The above quantity rounds your fund shares to the nearest whole share. For the fractional shares held, see your monthly brokerage statement.

** Fixed income fund yields are calculated using the 30 day SEC yield. Municipal yields may include a portion of taxable income. Estimated annual income for the fixed income portfolios is based on the monthly income dividends and does not include capital gains distributions. Therefore yield will differ from estimated annual income.

*** International and Emerging Market Fund yields are estimated based on the current dividends of the foreign stocks in the fund, net of estimated fund expenses. The actual fund dividend can vary significantly due to gains and losses on foreign currency transactions. The SEC yield calculation is not available.

1332,699.29
 1329,759.66

33,381.00
 33,381.00

1,299,318.00
 1,296,378.66

Cash -
 Corporate Stocks

Part II,
 Line 10B

FASH FOUNDATION
 Form 990 PF
 December 31, 2009

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
	CASH										
33.381	CASH		---	\$ 1.00	\$ 1.00	\$33,380.58	\$33,380.58	\$43	0.13%	2.5%	100.0%
TOTAL CASH											
	FIXED INCOME										
MUTUAL FUNDS											
23,953	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	SNIDX	12/15/09	\$13.28	\$13.24	\$318,100.00	\$317,141.86	\$14,382	4.03% **	23.8%	96.0%
953	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO		12/23/09	\$13.27	\$13.24	\$12,650.00	\$12,621.40	\$572	4.03% **	0.9%	3.8%
						\$330,750.00	\$329,763.26 \$428.31 A1	\$14,954	4.03%	24.8%	99.9%
	TOTAL FIXED INCOME					\$330,750.00	\$330,191.57	\$14,954	4.03%	24.8%	100%
	EQUITIES										
DOMESTIC											
NON-FINANCIAL											
	HOME BUILDING	DHI	12/15/09	\$1001	\$1087	\$4,503.60	\$4,891.50	\$68	1.38%	0.4%	0.5%
450	D R HORTON INC										
	MISC. BUILDING	PWR	12/15/09	\$20.68	\$20.84	\$2,998.96	\$3,021.80	\$0	0.00%	0.2%	0.3%
145	QUANTA SERVICES INC					\$7,502.56	\$7,913.30	\$68	0.85%	0.6%	0.8%
TOTAL NON-FINANCIAL											
FINANCIAL											
	PROPERTY - CASUALTY INSURANCE										
60	ACE LTD	ACE	12/15/09	\$48.81	\$50.40	\$2,928.37	\$3,024.00	\$0	0.00%	0.2%	0.3%
60	TRAVELERS COS INC/THE	TRV	12/15/09	\$50.61	\$49.86	\$3,036.54	\$2,991.60	\$79	2.65%	0.2%	0.3%
225	XL GROUP PLC	XL	12/15/09	\$18.39	\$18.33	\$4,136.72	\$4,124.25	\$90	2.18%	0.3%	0.4%
	Total					\$10,101.63	\$10,139.85	\$169	1.67%	0.8%	1.0%
	MISC FINANCIAL										
75	AMERIPRISE FINANCIAL INC	AMP	12/15/09	\$39.06	\$38.82	\$2,929.82	\$2,911.50	\$51	1.75%	0.2%	0.3%

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
Reporting Currency: US dollars

Quantity	Symbol	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
13	CME GROUP INC	CME	12/15/09	\$330.53	\$335.95	\$4,296.93	\$4,367.35	\$60	1.37%	0.3%	0.5%
95	CREDIT SUISSE GROUP-SPON AD	CS	12/2/09	\$49.26	\$49.16	\$4,679.69	\$4,670.20	\$9	0.19%	0.4%	0.5%
60	DEUTSCHE BANK AG-REGISTERED	DB	12/15/09	\$71.81	\$70.91	\$4,308.49	\$4,254.60	\$42	0.98%	0.3%	0.4%
45	FRANKLIN RESOURCES INC	BEN	12/15/09	\$105.37	\$105.35	\$4,741.44	\$4,740.75	\$40	0.84%	0.4%	0.5%
55	GOLDMAN SACHS GROUP INC	GS	12/15/09	\$163.87	\$168.84	\$9,012.94	\$9,286.20	\$77	0.83%	0.7%	1.0%
105	GOLDMAN SACHS GROUP INC		12/15/09	\$163.87	\$168.84	\$17,206.53	\$17,728.20	\$147	0.83%	1.3%	1.8%
10	GOLDMAN SACHS GROUP INC		12/23/09	\$164.14	\$168.84	\$1,641.40	\$1,688.40	\$14	0.83%	0.1%	0.2%
170						\$27,860.87	\$28,702.80	\$238	0.83%	2.2%	3.0%
145	MORGAN STANLEY	MS	12/15/09	\$29.91	\$29.60	\$4,336.62	\$4,292.00	\$29	0.68%	0.3%	0.4%
	Total					\$53,153.86	\$53,939.20	\$468	0.87%	4.1%	5.6%
	LIFE INSURANCE										
125	PRINCIPAL FINANCIAL GROUP	PFG	12/15/09	\$23.57	\$24.04	\$2,945.66	\$3,005.00	\$62	2.08%	0.2%	0.3%
150	UNUM GROUP	UNM	12/15/09	\$19.10	\$19.52	\$2,865.00	\$2,928.00	\$30	1.69%	0.2%	0.3%
	Total					\$5,810.66	\$5,933.00	\$112	1.89%	0.4%	0.6%
	MULTI-LINE INSURANCE										
135	AETNA INC	AET	12/15/09	\$33.06	\$31.70	\$4,462.79	\$4,279.50	\$5	0.13%	0.3%	0.4%
	BANKS - NYC										
175	JPMORGAN CHASE & CO	JPM	12/15/09	\$41.25	\$41.67	\$7,218.66	\$7,292.25	\$35	0.48%	0.5%	0.8%
400	JPMORGAN CHASE & CO		12/15/09	\$41.25	\$41.67	\$16,499.80	\$16,668.00	\$80	0.48%	1.3%	1.7%
25	JPMORGAN CHASE & CO		12/23/09	\$41.70	\$41.67	\$1,042.50	\$1,041.75	\$5	0.48%	0.1%	0.1%
50	JPMORGAN CHASE & CO		12/23/09	\$41.70	\$41.67	\$2,084.99	\$2,083.50	\$10	0.48%	0.2%	0.2%
25	JPMORGAN CHASE & CO		12/23/09	\$41.70	\$41.67	\$1,042.50	\$1,041.75	\$5	0.48%	0.1%	0.1%
675						\$27,888.45	\$28,127.25	\$135	0.48%	2.1%	2.9%
	MAJOR REGIONAL BANKS										
275	BANK OF AMERICA CORP	BAC	12/15/09	\$15.41	\$15.06	\$4,238.88	\$4,141.50	\$11	0.27%	0.3%	0.4%
185	BANK OF AMERICA CORP		12/15/09	\$15.41	\$15.06	\$2,851.61	\$2,786.10	\$7	0.27%	0.2%	0.3%
460						\$7,090.49	\$6,927.60	\$18	0.27%	0.5%	0.7%
110	BB&T CORP	BBT	12/15/09	\$25.94	\$25.37	\$2,853.66	\$2,790.70	\$66	2.36%	0.2%	0.3%
180	US BANCORP	USB	12/15/09	\$22.67	\$22.51	\$4,051.80	\$4,080.85	\$36	0.89%	0.3%	0.4%

Bernstein Global Wealth Management

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
250 WELLS FARGO & COMPANY	WFC	12/15/09	\$25.00	\$26.99	\$6,250.00	\$6,747.50	\$50	0.74%	0.5%	0.7%
25 WELLS FARGO & COMPANY		12/28/09	\$26.85	\$26.99	\$671.19	\$674.75	\$5	0.74%	0.1%	0.1%
Total					\$6,921.19	\$7,422.25	\$55	0.74%	0.6%	0.8%
TOTAL FINANCIAL UTILITIES					\$20,946.19	\$21,192.35	\$175	0.83%	1.6%	2.2%
TELEPHONE					\$122,363.58	\$123,611.15	\$1,065	0.86%	9.3%	12.8%
425 AT&T INC	T	12/15/09	\$27.79	\$28.03	\$11,810.62	\$11,912.75	\$714	5.99%	0.9%	1.2%
125 VODAFONE GROUP PLC-SP ADR	VOD	12/15/09	\$23.02	\$23.09	\$2,877.06	\$2,886.25	\$112	3.88%	0.2%	0.3%
Total					\$14,687.68	\$14,799.00	\$826	5.58%	1.1%	1.5%
ELECTRIC COMPANIES										
85 AMERICAN ELECTRIC POWER	AEP	03/22/05	\$33.27	\$34.79	\$2,828.08	\$2,957.15	\$139	4.71%	0.2%	0.3%
170 PEPCO HOLDINGS INC	POM	12/16/09	\$17.16	\$16.85	\$2,917.91	\$2,864.50	\$184	6.41%	0.2%	0.3%
Total					\$5,745.99	\$5,821.65	\$323	5.55%	0.4%	0.6%
TOTAL UTILITIES					\$20,433.67	\$20,620.65	\$1,149	5.57%	1.6%	2.1%
CONSUMER GROWTH										
ENTERTAINMENT										
45 THE WALT DISNEY CO	DIS	12/16/09	\$32.46	\$32.25	\$1,460.65	\$1,451.25	\$16	1.09%	0.1%	0.2%
250 TIME WARNER INC	TWX	12/15/09	\$30.35	\$29.14	\$7,587.05	\$7,285.00	\$188	2.57%	0.5%	0.8%
Total					\$9,047.70	\$8,736.25	\$203	2.33%	0.7%	0.9%
MISC. CONSUMER GROWTH										
75 FORTUNE BRANDS INC	FO	12/15/09	\$40.05	\$43.20	\$3,003.69	\$3,240.00	\$57	1.76%	0.2%	0.3%
RADIO - TV BROADCASTING										
135 COMCAST CORP-CL A	CMCSA	12/15/09	\$17.62	\$16.86	\$2,378.55	\$2,276.10	\$51	2.24%	0.2%	0.2%
170 TIME WARNER CABLE	TWC	12/15/09	\$42.67	\$41.39	\$7,253.22	\$7,036.30	\$0	0.00%	0.5%	0.7%
Total					\$9,631.77	\$9,312.40	\$51	0.55%	0.7%	1.0%
PUBLISHING - NEWSPAPERS										
675 NEWS CORP	NWSA	12/15/09	\$13.12	\$13.69	\$8,858.23	\$9,240.75	\$81	0.88%	0.7%	1.0%
PUBLISHING										

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
 Reporting Currency: US dollars

Quantity		Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
30	GOOGLE INC-CL A	GOOG	12/15/09	\$594.40	\$619.98	\$17,831.87	\$18,599.40	\$0	0.00%	1.4%	1.9%
	DRUGS										
60	CELGENE CORP	CELG	12/22/09	\$56.11	\$55.68	\$3,366.36	\$3,340.80	\$0	0.00%	0.3%	0.3%
275	MERCK & CO INC	MRK	12/15/09	\$37.66	\$36.54	\$10,357.08	\$10,048.50	\$418	4.16%	0.8%	1.0%
725	PFIZER INC	PFE	12/15/09	\$18.35	\$18.19	\$13,300.63	\$13,187.75	\$522	3.96%	1.0%	1.4%
130	TEVA PHARMACEUTICAL-SP ADR	TEVA	12/15/09	\$53.36	\$56.18	\$6,937.40	\$7,303.40	\$82	1.12%	0.5%	0.8%
50	VERTEX PHARMACEUTICALS INC	VRTX	12/16/09	\$41.81	\$42.85	\$2,090.29	\$2,142.50	\$0	0.00%	0.2%	0.2%
	Total					\$36,051.76	\$36,022.95	\$1,022	2.84%	2.7%	3.7%
	HOSPITAL SUPPLIES										
50	BAXTER INTERNATIONAL INC	BAX	12/15/09	\$58.84	\$58.68	\$2,942.14	\$2,934.00	\$58	1.98%	0.2%	0.3%
15	BAXTER INTERNATIONAL INC		12/23/09	\$58.78	\$58.68	\$881.72	\$880.20	\$17	1.98%	0.1%	0.1%
65	MEDCO HEALTH SOLUTIONS INC	MHS	12/15/09	\$65.03	\$63.91	\$2,276.15	\$2,236.85	\$0	0.00%	0.2%	0.2%
	Total					\$6,100.01	\$6,051.05	\$75	1.25%	0.5%	0.6%
	MEDICAL PRODUCTS										
85	ALCON INC	ACL	12/15/09	\$163.31	\$164.35	\$13,881.69	\$13,969.75	\$310	2.22%	1.1%	1.4%
5	ALCON INC		12/23/09	\$160.37	\$164.35	\$801.87	\$821.75	\$18	2.22%	0.1%	0.1%
90	COVIDIEN PLC	COV	12/15/09	\$47.06	\$47.89	\$2,352.97	\$2,394.50	\$328	2.22%	1.1%	1.5%
	Total					\$17,036.53	\$17,186.00	\$364	1.50%	0.2%	0.2%
	TOTAL CONSUMER GROWTH										
	CONSUMER STAPLES										
	BEVERAGES & TOBACCO										
30	ANHEUSER-BUSH INBEV SPN ADR	BUD	12/22/09	\$50.82	\$52.03	\$1,524.68	\$1,560.90	\$0	0.00%	0.1%	0.2%
	FOODS										
70	BUNGEL LTD	BG	12/15/09	\$62.88	\$63.83	\$4,401.30	\$4,468.10	\$59	1.32%	0.3%	0.5%
	SUGAR REFINERS										
145	ARCHER-DANIELS-MIDLAND CO	ADM	12/15/09	\$30.84	\$31.31	\$4,471.89	\$4,539.95	\$81	1.79%	0.3%	0.5%
	BEVERAGES - SOFT, LITE & HARD										

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
Reporting Currency: US dollars

Quantity	Symbol	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
185	CONSTELLATION BRANDS INC-A	STZ	12/15/09	\$16.12	\$15.93	\$2,981.29	\$2,947.05	\$0	0.00%	0.2%	0.3%
TOTAL CONSUMER STAPLES											
CONSUMER CYCLICALS											
325	AUTOS & AUTO PARTS OEMS	F	12/15/09	\$9.23	\$10.00	\$3,000.01	\$3,250.00	\$0	0.00%	0.2%	0.3%
325	FORD MOTOR CO										
170	JOHNSON CONTROLS INC	JCI	12/15/09	\$27.69	\$27.24	\$4,706.98	\$4,630.80	\$88	1.91%	0.3%	0.5%
Total						\$7,706.99	\$7,880.80	\$88	1.12%	0.6%	0.8%
RETAILERS											
100	COSTCO WHOLESALE CORP	COST	12/15/09	\$59.25	\$59.17	\$5,924.97	\$5,917.00	\$72	1.22%	0.4%	0.6%
155	HOME DEPOT INC	HD	12/15/09	\$29.09	\$28.93	\$4,508.92	\$4,484.15	\$140	3.11%	0.3%	0.5%
100	J C PENNEY CO INC	JCP	12/15/09	\$28.19	\$26.61	\$2,818.77	\$2,661.00	\$80	3.01%	0.2%	0.3%
120	KOHLS CORP	KSS	12/15/09	\$55.12	\$53.93	\$6,614.10	\$6,471.60	\$0	0.00%	0.5%	0.7%
225	LOWES COS INC	LOW	12/16/09	\$23.92	\$23.39	\$5,380.99	\$5,262.75	\$81	1.54%	0.4%	0.5%
50	LOWES COS INC					\$1,195.78	\$1,169.50	\$18	1.54%	0.1%	0.1%
275						\$6,576.77	\$6,432.25	\$99	1.54%	0.5%	0.7%
225	SUPERVALU INC	SVU	12/15/09	\$13.03	\$12.71	\$2,932.02	\$2,859.75	\$156	5.47%	0.2%	0.3%
120	TARGET CORP	TGT	12/15/09	\$47.76	\$48.37	\$5,730.68	\$5,804.40	\$82	1.41%	0.4%	0.6%
40	WAL-MART STORES INC	WMT	12/16/09	\$53.69	\$53.45	\$2,147.48	\$2,138.00	\$44	2.04%	0.2%	0.2%
Total						\$37,253.71	\$36,768.15	\$672	1.83%	2.8%	3.8%
TOTAL CONSUMER CYCLICALS											
INDUSTRIAL RESOURCES											
65	MISC METALS	FCX	12/15/09	\$78.90	\$80.29	\$5,128.26	\$5,218.85	\$39	0.75%	0.4%	0.5%
STEEL											
140	AK STEEL HOLDING CORP	AKS	12/15/09	\$20.86	\$21.35	\$2,919.99	\$2,989.00	\$28	0.94%	0.2%	0.3%
85	ARCELORMITTAL-NY REGISTERED	MT	12/15/09	\$42.62	\$45.75	\$3,622.67	\$3,888.75	\$64	1.64%	0.3%	0.4%
160	STEEL DYNAMICS INC	STLD	12/15/09	\$18.07	\$17.72	\$2,891.49	\$2,835.20	\$48	1.69%	0.2%	0.3%
Total						\$9,434.15	\$9,712.95	\$140	1.44%	0.7%	1.0%

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
 Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
CHEMICALS										
80	AIR PRODUCTS & CHEMICALS INC	APD	12/15/09	\$82.30	\$81.06	\$6,584.03	\$6,484.80	\$144	2.22%	0.5%
225	DUPONT (EL) DE NEMOURS	DD	12/15/09	\$32.62	\$33.67	\$7,338.96	\$7,575.75	\$369	4.87%	0.6%
140	HUNTSMAN CORP	HUN	12/15/09	\$10.72	\$11.29	\$1,501.39	\$1,580.60	\$56	3.54%	0.1%
Total						\$15,424.38	\$15,641.15	\$569	3.64%	1.2%
MISC INDUSTRIAL COMMODITIES										
90	VALE SA-SP ADR	VALE	12/15/09	\$29.01	\$29.03	\$2,611.18	\$2,612.70	\$47	1.79%	0.2%
						\$32,597.97	\$33,185.65	\$794	2.39%	2.5%
										3.4%
TOTAL INDUSTRIAL RESOURCES										
CAPITAL EQUIPMENT										
ELECTRICAL EQUIPMENT										
95	COOPER INDUSTRIES PLC	CBE	12/15/09	\$43.06	\$42.64	\$4,090.48	\$4,050.80	\$95	2.35%	0.3%
570	GENERAL ELECTRIC CO	GE	05/21/08	\$31.08	\$15.13	\$17,715.20	\$8,624.10	\$228	2.64%	0.6%
Total						\$21,805.68	\$12,674.90	\$323	2.55%	1.0%
										1.3%
MISC CAPITAL GOODS										
70	DANAHER CORP	DHR	12/17/09	\$74.41	\$75.20	\$5,208.36	\$5,264.00	\$11	0.21%	0.4%
5	DANAHER CORP		12/23/09	\$75.75	\$75.20	\$378.73	\$376.00	\$1	0.21%	0.0%
10	DANAHER CORP		12/23/09	\$75.75	\$75.20	\$757.46	\$752.00	\$2	0.21%	0.1%
85						\$6,344.55	\$6,392.00	\$14	0.21%	0.5%
180	ILLINOIS TOOL WORKS	ITW	12/15/09	\$48.95	\$47.99	\$8,811.67	\$8,638.20	\$223	2.58%	0.6%
160	INGERSOLL-RAND PLC	IR	12/15/09	\$36.35	\$35.74	\$5,816.70	\$5,718.40	\$45	0.78%	0.4%
55	INGERSOLL-RAND PLC		12/16/09	\$36.49	\$35.74	\$2,007.06	\$1,965.70	\$15	0.78%	0.1%
215						\$7,823.76	\$7,684.10	\$60	0.78%	0.6%
55	SPX CORP	SPW	12/15/09	\$55.47	\$54.70	\$3,050.86	\$3,008.50	\$55	1.83%	0.2%
Total						\$26,030.84	\$25,722.80	\$352	1.37%	1.9%
										2.7%
DEFENSE										
80	NORTHROP GRUMMAN CORP	NOC	12/15/09	\$56.03	\$55.85	\$4,482.14	\$4,468.00	\$138	3.08%	0.3%
						\$52,318.66	\$42,865.70	\$813	1.90%	3.2%
										0.5%
TOTAL CAPITAL EQUIPMENT										
TECHNOLOGY										
COMMUNICATION - EQUIP MFRS										

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
Reporting Currency: US dollars

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
Reporting Currency: US dollars

ANNIE G. FASH CHARITABLE REMAINDER UNITRUST (888-50239)
Portfolio Valuation

As of December 31, 2009
 Reporting Currency: US dollars

Quantity	Ticker/Cusip	Trade Date	Unit Cost	Market Price	Total Cost	Market Value	Estimated Annual Income	Yield	% of Portfolio	% of Asset Class
TOTAL ENERGY										
MUTUAL FUNDS										
15,652	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INV'T FD II CL I	12/15/09	\$8.13	\$7.90	\$127,250.00	\$123,650.07	\$3,569	2.89%	9.3%	12.8%
646	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INV'T FD II CL I	12/23/09	\$7.82	\$7.90	\$5,050.00	\$5,101.66	\$147	2.89%	0.4%	0.5%
747	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INV'T FD II CL I	12/28/09	\$7.82	\$7.90	\$5,838.16	\$5,897.89	\$170	2.89%	0.4%	0.6%
17,044					\$138,138.16	\$134,649.61	\$3,886	2.89%	10.1%	13.9%
					\$717,768.71	\$713,223.26	\$13,099	1.03%	53.6%	73.8%
TOTAL DOMESTIC EQUITIES										
INTERNATIONAL										
INTERNATIONAL EQUITY MUTUAL FUNDS										
13,573	BERNSTEIN INTERNATIONAL PORTFOLIO	12/15/09	\$15.00	\$15.13	\$203,600.00	\$205,364.53	\$5,592	2.72% ***	15.4%	21.3%
599	BERNSTEIN INTERNATIONAL PORTFOLIO	12/23/09	\$15.02	\$15.13	\$9,000.00	\$9,065.91	\$247	2.72% ***	0.7%	0.9%
14,173					\$212,600.00	\$214,430.44	\$5,839	2.72%	16.1%	22.2%
EMERGING MARKETS										
EMERGING MARKETS MUTUAL FUNDS										
1,326	BERNSTEIN EMERGING MARKETS PORTFOLIO	12/15/09	\$28.82	\$29.07	\$38,200.00	\$38,533.80	\$672	1.74% ***	2.9%	4.0%
					\$968,568.71	\$966,187.50	\$19,610	2.03%	72.7%	100%
TOTAL EQUITIES										

NO. 90-2831-1

ESTATE OF S IN THE PROBATE COURT
ANNIE G. FASH, S NUMBER ONE OF
DECEASED S TARRANT COUNTY, TEXAS

ORDER ADMITTING WILL TO PROBATE
AND AUTHORIZING LETTERS TESTAMENTARY

On this day the Court heard the Application For Probate of Will and Issuance of Letters Testamentary filed by RALPH E. FASH and NCNB TEXAS NATIONAL BANK ("Applicants") in the Estate of Annie G. Fash, Deceased ("Decedent").

The Court heard the evidence and reviewed the Will and the other documents filed herein and finds that the allegations contained in the Application are true; that Decedent died on November 21, 1990; that notice and citation have been given in the manner and for the length of time required by law; that Decedent is dead and that four years have not elapsed since the date of Decedent's death; that this Court has jurisdiction and venue of the Decedent's estate; that Decedent left a Will dated March 13, 1990, executed with the formalities and solemnities and under the circumstances required by law to make it a valid will ("the Will"); that on such date, Decedent had attained the age of 18 years and was of sound mind; that such Will was not revoked by Decedent; that no objection to or contest of the probate of the Will has been filed; that all the necessary proof required for the probate of the

ORDER ADMITTING WILL TO PROBATE
AND AUTHORIZING LETTERS TESTAMENTARY
H.V.g/lnanocv2/just/lander

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01846 1097

Will has been made; that the Will is entitled to probate; that in the Will, Decedent named RALPH E. FASH and NCNB TEXAS NATIONAL BANK as Co-Independent Executors, to serve without bond, who are duly qualified and not disqualified by law to act as such and to receive Letters Testamentary; that a necessity exists for the administration of this estate; and that no interested person has applied for the appointment of appraisers and none are deemed necessary by the court.

It is ORDERED that the Will is admitted to probate, and the Clerk of this Court is ORDERED to record the Will, together with the Application in the Minutes of this Court.

It is ORDERED that no bond or other security is required and that upon the taking and filing of the Oath required by law, Letters Testamentary shall issue to RALPH E. FASH and NCNB TEXAS NATIONAL BANK, who are appointed as Co-Independent Executors of Decedent's Will and Estate, and no other action shall be had in this Court other than the return of an Inventory, Appraisement and List of Claims as required by law.

SIGNED this 7/5/90 day of December, 1990.



John V. Bunn
JUDGE PRESIDING

ORDER ADMITTING WILL TO PROBATE
AND AUTHORIZING LETTERS TESTAMENTARY
H.V.C. (Signature) J.V.B.

PAGE 2

01846 1098

STATE OF TEXAS - I, SUZANNE HENDERSON, County
COUNTY OF TARRANT, Clerk in and for said

County and State, do hereby certify that the above
and foregoing is a true and correct copy of the
document filed in the Probate Records of Tarrant
County, Texas, CAUSE # 100-2881

WITNESS my hand and seal of office at Fort Worth
Texas this 25 day of April 1991

SUZANNE HENDERSON COUNTY CLERK
TARRANT COUNTY, TEXAS

BY Suzanne D
CYNTHIA REED DEPUTY

90-2831-1

WILL

RECEIVED
NOV 29 1990
CLERK, CLARK COUNTY, TEXAS
DEPT. OF CLERK

I, ANNIE G. FASH, of Tarrant County, Texas, do hereby make, declare and publish this, my Last Will and Testament, and do hereby revoke any and all other wills and codicils heretofore made by me.

I.

I direct that all of my then matured legally enforceable debts and funeral expenses be paid by my executor, as soon as practicable after my death out of my residuary estate, except any debts which are payable in installments or are not due until at least one year from the date of my death need not be paid during the administration of my estate, but may, if the terms of such debts so permit, be continued and paid according to the terms thereof. I further direct that all expenses of the administration of my estate, including federal estate and state inheritance taxes which become due as the result of my death shall be paid by my executor when due out of my residuary estate.

II.

In the event my son, Ralph E. Fash, survives me, I give, devise and bequeath to him all of my interest in the following: the home in which I am living at the time of my death, the household furniture, furnishings, appliances and other tangible personal property contained in the home, any real property located in Reagan County, Texas, my personal effects, automobiles, club memberships, any cemetery lots, jewelry and silverware. In the event my son, Ralph, should not survive me, then the property above described shall become a part of my residuary estate.

Notwithstanding the foregoing, I may leave a handwritten list attached to this Will which may dispose of certain specific items of tangible personal property. In such case the disposition of such tangible personal property shall control and supersede any contrary provisions of this paragraph.

01845 1078

III.

Annie G. Fash Charitable Remainder Unitrust Bequest

I give, devise and bequeath the amount of \$2,000,000.00 to Ralph E. Fash and Helen G. Kaiser as Trustees (hereinafter "Trustee" whether one or more) of the Annie G. Fash Charitable Remainder Unitrust, provided such organization is described in Section 170(c) and 2055(a) of the Internal Revenue Code of 1986 or the corresponding provisions of any future Internal Revenue law, to be administered under Article VI hereof, for the following uses and purposes, and subject to the following provisions, conditions and limitations:

A. Payments. The Trustee shall pay to my son, Ralph E. Fash (hereinafter called "Income Beneficiary") for his lifetime in each taxable year of the Trust, in equal quarterly installments (payable at the end of each quarter of the Trust's taxable year), a unitrust amount equal to 7% of the net fair market value of the trust assets valued as of the first business day of each taxable year of the trust. The unitrust amount shall be paid from income and, to the extent income is not sufficient, from principal. Any income of the trust for a taxable year in excess of the unitrust amount shall be added to principal.

B. Deferral of Payment. The obligation to pay the unitrust amount shall commence with the date of my death, but payment of the unitrust amount may be deferred from the date of my death until the end of the taxable year of the trust in which occurs the complete funding of the Trust. Within a reasonable time after the end of the taxable year in which the complete funding of the Trust occurs, the Trustee must pay to the Income Beneficiary, in the case of an underpayment, or must receive from the Income Beneficiary, in the case of an overpayment, the difference between:

- (i) Any unitrust amounts actually paid, plus interest, compounded annually, computed for any period at the rate of interest that the Federal Income Tax Regulations

under section 664 of the Internal Revenue Code prescribe for the trust for such computation for such period; and

(ii) The unitrust amounts payable, determined under the method described in section 1.664-1(a)(5)(ii) of the Federal Income Tax Regulations, plus interest, compounded annually, computed for any period at the rate of interest that the Federal Income Tax Regulations under section 664 of the Internal Revenue Code prescribed for the trust for such computation for such period.

C. Alternate Valuation Date. If the valuation date selected does not occur in a taxable year of the Trust, other than a year in which the non-charitable interests terminate, the Trust assets shall be valued as of the last day of such taxable year. In the case of the taxable year when the non-charitable interests terminate, if the selected valuation date does not occur before the day the non-charitable interests terminate, the Trust assets shall be valued as of the day the non-charitable interests terminate.

D. Additional Contributions. If any additional contributions are made to the Trust after my death, the unitrust amount shall be 7% of the sum of (1) the net fair market value of the Trust assets (excluding the assets so added and any income from, or appreciation on, such assets) and (2) that proportion of the value of the assets so added that the number of days in the period beginning with the date of contribution and ending with the earlier of the last day of the taxable year or the date of death of the Income Beneficiary bears to the number of days in the period that begins on the first day of such taxable year and ends with the earlier of the last day in such taxable year or the date of the death of the Income Beneficiary. In the case when there is no valuation date after the time of contribution, the assets added shall be valued at the time of contribution. For purposes hereof, all property passing to the Trust by reason of my death shall be considered one contribution.

E. Incorrect Valuation of Assets. If the net fair market value of the Trust assets is incorrectly determined by the

Trustee for any taxable year, then within a reasonable period after the final determination of the correct value, the Trustee shall pay to the Income Beneficiary, in the case of an undervaluation, or shall receive from the Income Beneficiary, in the case of an overvaluation, an amount equal to the difference between the unitrust amount properly payable and the unitrust amount actually paid.

F. Prorations. In determining the unitrust amount, the Trustee shall prorate the same, on a daily basis, for a short taxable year and for the taxable year in which the death of the Income Beneficiary shall occur.

G. Distribution to Charitable Remainderman. On the death of the Income Beneficiary, the Trustee shall distribute all of the principal and income of the Trust estate, other than any amount required to be distributed to the Income Beneficiary, in fee to the Fash Foundation, Fort Worth, Texas. If the Fash Foundation is not an organization described in Sections 170(c) and 2055(a) of the Internal Revenue Code, or in a corresponding provision of any subsequent federal tax law, as qualifying for a deduction for federal estate tax and gift tax purposes, at the time of my death and at the time when any principal or accumulated income of the Trust is to be distributed to it, the Trustee shall distribute such principal or accumulated income to one or more organizations then described in Section 170(c), 2055(a), and 2522(a), or in a corresponding provision of any subsequent federal tax law, as the Trustee, in its sole discretion, shall select.

H. Prohibited Transactions. Except for the payment of the unitrust amount to the Income Beneficiary, the Trustee is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, as it now exists or may be amended, from retaining any excess business holdings as defined in Section 4943(c) that would subject the Trust to tax under Section 4943, from making any investments that would

subject the Trust to tax under Section 4944, and from making any taxable expenditures as defined in Section 4945(d). The Trustee shall make distributions at such time and in such manner as not to subject the Trust to tax under Section 4942 of the Internal Revenue Code, or corresponding provision of any subsequent federal tax laws.

I. No Limitation on Investment. Nothing in this Trust instrument shall be construed to restrict the Trustee from investing the Trust assets in a manner that could result in the annual realization of a reasonable amount of income or gain from the sale or disposition of Trust assets.

J. Statement of Intent. In creating this Trust it is my intention to obtain the full benefit of any income, gift and estate tax charitable deduction to which I or my estate may be entitled under the Internal Revenue Code of 1986 and for this Trust to qualify as a charitable remainder unitrust as defined in Section 664 of the Code and the regulations thereunder. Accordingly, the Trust created pursuant to this Article shall be construed in such manner as will accomplish that purpose, the Income Beneficiary and remaindermen of this Trust shall have such rights and limitations upon their respective rights as are necessary to achieve such purpose. A computation of the amount to be paid to the Income Beneficiary, the source of such payments to the Income Beneficiary and the time of such payment shall conform with the statutory requirements of Section 664 of the Code and with any regulations issued with respect thereto, and no amount other than the above prescribed payments to the above named Income Beneficiary shall be paid to or for the use of any person other than an organization described in each of Sections 170(c), 2055(a) and 2522(a) of the Code. No person shall have the power to alter the amount directed to be paid to any person hereunder. The Trustee is authorized and directed to take any action necessary in order to qualify this trust as a charitable remainder unitrust under the provisions of Section 664(d)(2) of

the Internal Revenue Code and the federal treasury regulations and rulings issued thereunder. The Trustee is authorized and directed to refrain from taking any action that would disqualify this Trust from the charitable remainder unitrust provisions of Section 664(d)(2) or that would disqualify any federal estate tax or gift tax charitable deduction otherwise available by reason of the bequest to the Trust under the provisions of Section 2055 or Section 2522 of the Code.

K. Spendthrift Clause. The Income Beneficiary shall not have the right or power to anticipate, by assignment or otherwise, any income or principal given to such Income Beneficiary by this Will, nor in advance of actually receiving the same, have the right of power to sell, transfer, encumber or in anywise charge same; nor shall such income or principal, or any portion of the same, be subject to any execution, garnishment, attachment, insolvency, bankruptcy, or other legal proceeding of any character or legal sequestration, levy or sale, or in any event or manner be applicable or subject, voluntarily or involuntarily, to the payment of such Income Beneficiary's debts, including claims for alimony or support.

L. Pecuniary Amount Determined. For purposes of determining the amount of this bequest, federal estate tax values shall control. This bequest may be satisfied partly in cash or in kind, or partly in each, provided that any assets transferred in kind to satisfy this bequest shall be valued for that purpose at their fair market values determined as of the date or dates they are distributed or allocated to this Trust.

IV.

Annie G. Fash Trust Bequest

I bequeath the amount of \$1,000,000.00 to Ralph E. Fash and Helen G. Kaiser, Trustees (hereinafter "Trustee" whether one or more) of the Annie G. Fash Trust, to be administered under Article VI hereof, for the following uses and purposes, and subject to the following provisions, conditions and limitations:

A. Pecuniary Amount. For purpose of determining the amount of this bequest, final federal estate tax values shall control. This bequest may be satisfied in cash or in kind, or partly in each, provided that any assets transferred in kind to satisfy this bequest shall be valued for that purpose at their fair market values determined as of the date or dates they are distributed or allocated to the Annie G. Fash Trust.

B. Income Distributions. During the term of the Annie G. Fash Trust the Trustee shall distribute to or for the use and benefit of my son, Ralph E. Fash, all of the net income of this Trust in periodic installments but not less frequent than quarterly.

C. Corpus Distributions. In addition to distributions of income, if at any time during the existence of this Trust, the Trustee should determine that the income and properties available to my son, Ralph E. Fash, from any source, are insufficient to provide for his health, maintenance and support at the standard of living to which he was accustomed during my lifetime, the Trustee shall have the power to distribute to or for his use and benefit, so much of the corpus of the Trust as the Trustee in the Trustee's sole discretion shall deem necessary to provide for him in accordance with that standard.

D. Termination. Upon the death of my son, Ralph E. Fash, this Trust shall terminate and the Trust properties thereof shall be distributed to my son's surviving spouse, if any, provided my son is then married and domiciled in the same household with his spouse; or to any one or more of my son's then living issue, if any; or to my niece, Helen G. Kaiser, if living; or to her living issue, in such shares, on such terms, outright or in trust, as my son, Ralph E. Fash, may appoint by a will in which he expressly refers to the powers hereby granted to him or if my son fails to exercise, or does not fully and effectively exercise the special power of appointment herein granted to him, then to my son Ralph's then surviving issue, per stirpes, but if none,

then to Helen G. Kaiser, if living, or if not, then to her then living issue, per stirpes, but if none, then to the Fash Foundation or its successors, provided, however, that if there should be any beneficiary who is entitled to a share of such properties and who is at that time less than twenty-one (21) years of age, the share for such beneficiary shall fully vest and shall continue to be held in trust, with so much of the income and/or corpus thereof being distributed to or for the use and benefit of such beneficiary as the Trustee determines in the Trustee's sole discretion is necessary to provide for his or her education, health, maintenance and support until such beneficiary dies or reaches the age of twenty-one (21), whichever first occurs, at which time the trust with respect to such share shall terminate and it shall be paid over to such beneficiary, if living, or if not, to such beneficiary's estate. In no event shall my son have any power or authority to appoint any portion of this Trust to himself, his estate, his creditors, or creditors of his estate.

V.

I give, devise and bequeath all of the rest, residue and remainder of my estate, of every kind, character and description, to the Fash Foundation, or its successors, provided such foundation or its successors, as may be applicable, is an organization described in Section 170(c) and 2055(a) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Internal Revenue Code. If such foundation or its successors is not then such an organization, all of the rest, residue and remainder of my estate shall be distributed to such organizations then so described which have purposes like those of the Fash Foundation as determined by my Executor.

VI.

The following provisions shall apply to the Trusts created in this will, with the term "Trustee" applying whether there be one or more Trustees:

A. The Trustee of both Trusts created in this Will shall be my son, Ralph E. Fash, and Helen G. Kaiser and should either of them die, resign or fail to serve, then I appoint the other as sole Trustee. Should it ever become necessary for the Trustee to resign, the Trustee may do so by giving sixty (60) days written notice to all adult beneficiaries, and the legal representatives of any minor or incompetent beneficiaries. Should a vacancy occur in the office of Trustee of a Trust by resignation or failure to serve of the Trustee named herein and his successors, the adult beneficiaries of the Trust, and the legal representatives of any minor or incompetent beneficiaries, shall have the power to designate a successor trustee by a unanimous direction in writing. If no agreement can be reached a court of competent jurisdiction shall be petitioned for the appointment of a successor Trustee.

B. The Trustee named herein shall have all of the powers given to trustees under the terms of the Texas Trust Code as it now exists or as it may hereafter be amended. Such powers shall include, without limitation on the foregoing, the full power to manage, control, sell at public or private sale, lease or otherwise contract for oil, gas and mineral development, mortgage, pledge, invest, reinvest and otherwise handle the trust properties to the same extent as if the Trustee were the absolute owner thereof. In making investments or reinvestments of any funds which may be or may become a part of the trust estate, the Trustee shall have full power to make such investments or reinvestments in any kind or character of property or security, including, but not by way of limitation, common or preferred stocks, bonds, notes, debentures, mortgages, certificates of deposit, shares or interests in investment trusts, common trust funds, real estate, royalties, any interests in partnerships, either limited or general; and in this connection, it is my express will that in making such investments and reinvestments, my Trustee shall not be limited in anywise or manner to the class

of securities or investments in which trustees are authorized by any present or may be authorized by any future laws, regulations or rules of court to invest trust funds. Subject to the terms of the Annie G. Fash Charitable Remainder Unitrust, the Trustee shall be authorized, but not required, to retain without diversification any assets passing into the Trusts. The Trustee shall have power to borrow money for and on behalf of the trust estate, upon such terms as may be deemed advisable and to pledge or mortgage or otherwise create lien upon any property forming a part of the trust estate for the purpose of securing the repayment of money so borrowed. No trustee shall be required to give bond or other security.

C. My Trustee shall have the power to make all partitions and divisions contemplated by this Will. The actual partitions and divisions made by the Trustee shall be binding and conclusive upon all interested parties. Any partitions, divisions or distributions may be made by allocating assets and property in kind on a non-prorata basis based on their fair market values or by allocating undivided interests therein in kind.

D. Upon the termination of the duties of any Trustee, such Trustee shall be entitled to a release signed by the successor Trustee upon presentation to the successor of a written accounting or other evidence satisfactory to the successor Trustee. Such successor Trustee shall be responsible only for the assets delivered by the preceding Trustee, and may accept as correct the statement of such predecessor that such constitute all of the assets of the Trust estate, without any duty to inquire into the administration or accounting by the preceding Trustee. The successor trustee shall not be held responsible for or by reason of any act or omission of any prior Trustee.

E. Any trust created hereunder shall constitute a spendthrift trust within the meaning of paragraph (c) of Section 112.015 of the Texas Trust Code.

F. All distributions and all uses and applications of trust funds, either income or principal, may be made directly to or expended for the benefit of the persons entitled thereto without the intervention of any legal guardian or other legal representative. The Trustee may pay any income or principal distribution to or for the benefit of a beneficiary including but not limited to the following methods:

1. Directly to such beneficiary;
2. To the legal or natural guardian or person having custody of such beneficiary;
3. Directly for the maintenance or support of such beneficiary;
4. To a custodian under a uniform gifts to minors act for such beneficiary who is a minor; or
5. To the person who is actually taking care of such beneficiary, even though the person is not the legal guardian, for reimbursement of expenditures made by such person for such beneficiary's benefit.

G. No purchaser at any sale made by the Trustee or persons dealing with the Trustee hereunder shall be obligated to see to the application of any money or property paid or delivered to the Trustees. No person dealing with the Trustee shall be obliged to inquire into the expediency or propriety of any transaction or the authority of the Trustee to enter into and consummate the same upon such terms as the Trustee may deem advisable.

H. The Trustee shall be entitled to reasonable fees for services, unless waived, commensurate with the Trustee's duties and responsibilities, taking into account the value and nature of the trust fund and the time and effort involved.

I. Subject to the provisions of the Annie G. Fash Charitable Remainder Trust, the Trustee is authorized to lend any part of the trust funds to the executors or administrators of my estate upon such security and for such time and at such rates of interest and upon such terms as the Trustee, in Trustee's absolute discretion, may deem proper, and to purchase from the

executor or administrator of the said estate any item of property, real or personal, for such sums and on such terms as the Trustee may deem wise and proper.

VII.

I hereby nominate and appoint Ralph E. Fash and NCNB Texas National Bank as Co-Independent Executors of my Estate and in the event that either of them fail to serve or resign, the other is appointed as a sole Independent Executor of my estate.

I direct that no action be had in the Probate Court respecting my estate other than to probate this will and to make return and record an inventory and appraisement of my estate and list of claims. I further direct that my Executors and their successors shall serve without bond. During the administration of my estate, my Executors and their successors shall have, in extension and not in limitation of the powers given by law or the terms of this will, all of the administrative powers and powers for sale granted to the Trustee of the Trusts hereinabove created, such powers to be exercised without court supervision or control. My Executors and their successors shall have full power and authority to make any and all estate, inheritance and income tax elections available to my estate, including specifically (i) whether the date of death or alternative date should be selected for the valuation of property in my gross estate for federal and state estate and inheritance tax purposes (ii) whether the payment of all or part of such taxes should be deferred, (iii) whether the special use valuation under Section 2032A of the Internal Revenue Code should be elected; (iv) whether a deduction shall be taken as an income tax deduction or an estate tax deduction; and (v) whether an allocation of the generation skipping exemption under Section 2631 shall be made and the allocation thereof pursuant to Section 2632. Without limiting the direction of my Executors, it is my expectation that any unused generation skipping trust exemption available to my estate be allocated to the Annie G. Fash Trust, unless there are

compelling circumstances which are not known to me to do otherwise. Any decisions with respect to such elections shall be binding and conclusive upon all concerned. My Executors and their successors are further authorized to distribute my estate subject to any and all indebtedness incurred by me or by my Executors, or their successors, which in the opinion of my Executors or their successors need not first be paid, and subject to any or all mortgages, deeds of trust or other liens created by me or by my Executors or their successors. My Executors and their successors shall be entitled to reasonable fees commensurate with my Executors' duties and responsibilities, taking into account the value and nature of my estate and the time and effort involved, unless such fees are waived.

WITNESS MY HAND at Fort Worth, Texas, the 13th day of MARCH, 1990.

Annie G. Fash

ANNIE G. FASH, Testatrix

The above instrument was now and here signed, declared and published by ANNIE G. FASH as her Last Will and Testament in our presence, and we, at her request and in her presence and in the presence of each other, subscribe our names hereto as attesting witnesses on this, the day and date hereinabove set forth.

Shirley T. Sherry
Address 4314 Seville
Fort Worth, Texas 76107

Dora Regalado
Address 2100 First Republic Bank Bldg.
Fort Worth, Texas 76102

THE STATE OF TEXAS \$
COUNTY OF TARRANT \$

BEFORE ME, the undersigned authority, on this day personally appeared ANNIE G. FASH, Sarah T. Guerry and Nora Regalado, known to me to be the Testatrix and the witnesses, respectively, whose names are subscribed to the annexed or foregoing instrument in their respective capacities, and all of said persons being by me duly sworn, the said ANNIE G. FASH, Testatrix, declared to me and to the said witnesses in my presence that said instrument is her Last Will and Testament and that she had willingly made and executed it as her free act and deed for the purposes therein expressed; and the said witnesses, each on their oath, stated to me in the presence and hearing of the said Testatrix that said Testatrix had declared to them that said instrument is her Last Will and Testament, that she executed same as such and wanted each of them to sign it as a witness; and upon their oath, each witness stated that he did sign the same as a witness in the presence of the said Testatrix and at her request, that she was at that time eighteen (18) years of age or over, and was of sound mind; and each witness stated further that he was then at least fourteen (14) years of age.

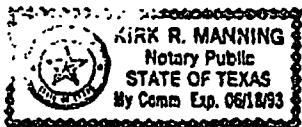
Annie G Fash

ANNIE G. FASH, Testatrix

Sarah T. Guerry
Witness
Nora Regalado
Witness

SUBSCRIBED AND ACKNOWLEDGED BEFORE ME by the said ANNIE G. FASH, Testatrix; and SUBSCRIBED AND SWORN TO BEFORE ME by the said witnesses, this 13th day of MARCH, 1990.

Kirk R. Manning
Notary Public in and for the
State of Texas



Printed Name of Notary Public

My Commission Expires: _____

STATE OF TEXAS
COUNTY OF TARRANT] I, SUZANNE HENDERSON, County
Clerk in and for said

County and State, do hereby certify that the above
aforegoing is a true and correct copy of the
document filed in the Probate Records of Tarrant
County, Texas, CAUSE # 910-2887

WITNESS my hand and seal of office at Fort Worth
Texas this 25 day of January 1971

SUZANNE HENDERSON COUNTY CLERK
TARRANT COUNTY, TEXAS

BY
CINTHIA HERNANDEZ, DEPUTY

Application for Extension of Time To File an
Exempt Organization Return

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete **only Part I** and check this box
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete **only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension • check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits

Type or print	Name of Exempt Organization	Employer identification number
File by the due date for filing your return. See instructions	FASH FOUNDATION	75-2327856
	Number, street, and room or suite no. If a P.O. box, see instructions. PO BOX 54855	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HURST, TX 76054-4855	

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

WILLIAM A. PODSEDKI, JR.

- The books are in the care of ► **350 WESTPARK WAY, SUITE 205 – EULESS, TX 76040**
Telephone No ► **817 545-1847** FAX No. ►
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ► . If it is for part of the group, check this box ► and attach a list with the names and EINs of all members the extension will cover.

1 I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension

is for the organization's return for:

- calendar year **2009** or
- tax year beginning , and ending

2 If this tax year is for less than 12 months, check reason: Initial return Final return Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	0.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	6,591.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.