Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

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

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.

SAM ROOSTH FOUNDATION
P.O. BOX 8300
TYLER, TX 75711-8300

A Employer identification number: 75-6023828

B Telephone number (see the instructions): (903) 593-8333

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

E If private foundation status was terminated under section 507(b)(1)(A), check here ► ☐

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 5,517,990.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) *(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) (see the instructions).)*

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► [X] if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments	168.	168.	N/A	
4 Dividends and interest from securities	204,323.	204,323.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10	-482,878.			
b Gross sales price for all assets on line 6a 1,374,564.				
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/(loss) (att sch)				
11 Other income (attach schedule) SEE STATEMENT 1	18,890.	18,890.		
12 **Total.** Add lines 1 through 11	-259,497.	223,381.		
ADMINISTRATIVE AND OPERATING EXPENSES				
13 Compensation of officers, directors, trustees, etc	0.			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) SEE ST 2	2,750.	2,750.		
c Other prof fees (attach sch) SEE ST 3	11,524.	11,524.		
17 Interest				
18 Taxes (attach schedule)(see instr) SEE STM 4	6,671.	2,693.		
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) SEE STATEMENT 5	7,846.	7,496.		350.
24 **Total operating and administrative expenses.** Add lines 13 through 23	28,791.	24,463.		350.
25 Contributions, gifts, grants paid PART XV	162,780.			162,780.
26 **Total expenses and disbursements.** Add lines 24 and 25	191,571.	24,463.		163,130.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-451,068.			
b **Net investment income** (if negative, enter -0-)		198,918.		
c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash – non-interest-bearing	37,780.	21,443.	21,443.
	2 Savings and temporary cash investments	145,302.	465,556.	465,556.
	3 Accounts receivable ► 1,147.			
	Less: allowance for doubtful accounts ►	1,063.	1,147.	1,147.
	4 Pledges receivable ►			
	Less. allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	828.	1,339.	1,339.
	10a Investments – U S. and state government obligations (attach schedule) STATEMENT 6	480,518.	31,533.	33,091.
	b Investments – corporate stock (attach schedule) STATEMENT 7	1,646,142.	1,597,567.	1,825,993.
	c Investments – corporate bonds (attach schedule) STATEMENT 8	1,325,161.	1,491,498.	1,529,837.
	11 Investments – land, buildings, and equipment basis ►			
	Less: accumulated depreciation (attach schedule) ►			
	12 Investments – mortgage loans	96,113.	52,262.	56,038.
	13 Investments – other (attach schedule) STATEMENT 9	1,901,472.	1,526,449.	1,526,876.
	14 Land, buildings, and equipment basis ►			
	Less· accumulated depreciation (attach schedule) ►			
	15 Other assets (describe ► SEE STATEMENT 10)	36,548.	31,065.	56,670.
	16 **Total assets** (to be completed by all filers – see instructions Also, see page 1, item I)	5,670,927.	5,219,859.	5,517,990.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 ► [ ] 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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	5,670,927.	5,219,859.	
	30 **Total net assets or fund balances** (see the instructions)	5,670,927.	5,219,859.	
	31 **Total liabilities and net assets/fund balances** (see the instructions)	5,670,927.	5,219,859.	

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	5,670,927.
2	Enter amount from Part I, line 27a	2	-451,068.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	5,219,859.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,219,859.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	SEE STATEMENT 11			
b				
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) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
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	-482,878.
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) (see the instructions) If (loss), enter -0- in Part I, line 8	3	-123,534.

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 the 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 (column (b) divided by column (c))
2008	282,686.	5,719,606.	0.049424
2007	214,203.	6,050,361.	0.035403
2006	121,600.	5,653,687.	0.021508
2005	306,687.	5,508,956.	0.055671
2004	275,027.	5,611,308.	0.049013

2	**Total** of line 1, column (d)	2	0.211019
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	0.042204
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,001,322.
5	Multiply line 4 by line 3	5	211,076.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,989.
7	Add lines 5 and 6.	7	213,065.
8	Enter qualifying distributions from Part XII, line 4	8	163,130.

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 the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1. Date of ruling or determination letter. ________ (attach copy of letter if necessary - see instr.)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b			1	3,978.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	3,978.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,978.
6	Credits/Payments.				
a	2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	5,317.		
b	Exempt foreign organizations – tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	5,317.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	1,339.
11	Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ► 1,339. **Refunded** ►			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
	*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*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
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	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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	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*	5		X
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?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see the instructions) ► TX			
b	If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If 'No,' attach explanation*	8b	X	
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*	9		X
10	Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

Part VII-A Statements Regarding Activities *Continued*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► SAM ROOSTH Telephone no ► (903) 593-8333

Located at ► 3310 S. BROADWAY, SUITE 200 TYLER TX ZIP + 4 ► 75701

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

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

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

				Yes	No
1 a	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?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ 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 the instructions)?		1b	N/A	
	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?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):				
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	☐ Yes ☒ No			
	If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__				
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 the instructions.)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ 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.)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?		4b		X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ 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)? **5b** N/A

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

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? **7b** 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 (see instructions).

(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 12		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1— see instructions). 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 – (see instructions). If none, enter 'NONE.'**

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

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.

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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	4,651,342.
b Average of monthly cash balances			1b	348,453.
c Fair market value of all other assets (see instructions)			1c	77,689.
d **Total** (add lines 1a, b, and c)			1d	5,077,484.
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	5,077,484.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	76,162.
5 **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	5,001,322.
6 **Minimum investment return.** Enter 5% of line 5			6	250,066.

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	250,066.
2a Tax on investment income for 2009 from Part VI, line 5	2a	3,978.		
b Income tax for 2009 (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	3,978.
3 Distributable amount before adjustments. Subtract line 2c from line 1			3	246,088.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	246,088.
6 Deduction from distributable amount (see instructions)			6	
7 **Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	246,088.

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	163,130.
b Program-related investments — total from Part IX-B	1b	
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	163,130.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 **Adjusted qualifying distributions.** Subtract line 5 from line 4	6	163,130.

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				246,088.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			121,721.	
b Total for prior years: 20___, 20___, 20___		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: ► $ 163,130.				
a Applied to 2008, but not more than line 2a			121,721.	
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				41,409.
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 instructions			0.	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				204,679.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	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 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	Prior 3 years			
	(a) 2009	**(b)** 2008	**(c)** 2007	**(d)** 2006	**(e) Total**
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 organization had $5,000 or more in assets at any time during the year – see instructions.)

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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 Name and address (home or business)	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
a *Paid during the year*				
SEE STATEMENT 13				
Total			► **3a**	162,780.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	(e) Related or exempt function income (see the instructions)
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	168.	
4 Dividends and interest from securities			14	204,323.	
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					
8 Gain or (loss) from sales of assets other than inventory			18	-482,878.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OIL & GAS ROYALTIES			15	18,890.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				-259,497.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 -259,497.

(See worksheet in the instructions for line 13 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See the instructions.)
N/A	

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

		Yes	No
1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash	1a (1)		X
(2) Other assets	1a (2)		X
b Other transactions:			
(1) Sales of assets to a noncharitable exempt organization	1b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1b (2)		X
(3) Rental of facilities, equipment, or other assets	1b (3)		X
(4) Reimbursement arrangements	1b (4)		X
(5) Loans or loan guarantees	1b (5)		X
(6) Performance of services or membership or fundraising solicitations	1b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
N/A			

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If 'Yes,' complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

SIGN HERE

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Signature of officer or trustee	Date	Title
► [signature]	6-15-10	► Vice-President

Paid Preparer's Use Only			
Preparer's signature ► [signature]	Date 6-10-10	Check if self-employed ► ☐	Preparer's Identifying number (See Signature in the instrs) N/A
Firm's name (or yours if self-employed), address, and ZIP code ► HENRY & PETERS, P.C. 3310 SO. BROADWAY, SUITE 100 TYLER, TX 75701		EIN ► N/A	Phone no ► (903) 597-6311

STATEMENT 1
FORM 990-PF, PART I, LINE 11
OTHER INCOME

	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
OIL & GAS ROYALTIES	$ 18,890.	$ 18,890.	
TOTAL	$ 18,890.	$ 18,890.	$ 0.

STATEMENT 2
FORM 990-PF, PART I, LINE 16B
ACCOUNTING FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	$ 2,750.	$ 2,750.		
TOTAL	$ 2,750.	$ 2,750.		$ 0.

STATEMENT 3
FORM 990-PF, PART I, LINE 16C
OTHER PROFESSIONAL FEES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	$ 11,524.	$ 11,524.		
TOTAL	$ 11,524.	$ 11,524.		$ 0.

STATEMENT 4
FORM 990-PF, PART I, LINE 18
TAXES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
2009 FEDERAL EXCISE TAX	$ 3,978.			
FOREIGN TAXES PAID	623.	$ 623.		
O&G PRODUCTION TAXES	626.	626.		
O&G PROPERTY TAXES	1,444.	1,444.		
TOTAL	$ 6,671.	$ 2,693.		$ 0.

STATEMENT 5
FORM 990-PF, PART I, LINE 23
OTHER EXPENSES

	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MANAGEMENT OVERHEAD EXP	$ 3,504.	$ 3,154.		$ 350.
MISCELLANEOUS INVESTMENT EXP	-1,723.	-1,723.		
O&G COST DEPLETION	5,482.	5,482.		
O&G OTHER EXPENSES	26.	26.		
PUBLIC RELATIONS	557.	557.		
TOTAL	$ 7,846.	$ 7,496.		$ 350.

STATEMENT 6
FORM 990-PF, PART II, LINE 10A
INVESTMENTS - U.S. AND STATE GOVERNMENT OBLIGATIONS

U.S. GOVERNMENT OBLIGATIONS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS	COST	$ 31,533.	$ 33,091.
		$ 31,533.	$ 33,091.
	TOTAL	$ 31,533.	$ 33,091.

STATEMENT 7
FORM 990-PF, PART II, LINE 10B
INVESTMENTS - CORPORATE STOCKS

CORPORATE STOCKS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	COST	$ 1,597,567.	$ 1,825,993.
CORPORATE PREFERRED STOCK	COST	0.	0.
	TOTAL	$ 1,597,567.	$ 1,825,993.

STATEMENT 8
FORM 990-PF, PART II, LINE 10C
INVESTMENTS - CORPORATE BONDS

CORPORATE BONDS	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	COST	$ 1,491,498.	$ 1,529,837.
	TOTAL	$ 1,491,498.	$ 1,529,837.

STATEMENT 9
FORM 990-PF, PART II, LINE 13
INVESTMENTS - OTHER

	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER PUBLICLY TRADED SECURITIES			
ISRAEL BONDS	COST	$ 215,000.	$ 215,000.
MUTUAL FUNDS	COST	1,311,449.	1,311,876.
	TOTAL	$ 1,526,449.	$ 1,526,876.

STATEMENT 10
FORM 990-PF, PART II, LINE 15
OTHER ASSETS

	BOOK VALUE	FAIR MARKET VALUE
NET OIL & GAS ROYALTY INTERESTS	$ 31,065.	$ 56,670.
TOTAL	$ 31,065.	$ 56,670.

STATEMENT 11
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(A) DESCRIPTION	(B) HOW ACQUIRED	(C) DATE ACQUIRED	(D) DATE SOLD
1	SCHEDULE A - SHORT TERM	PURCHASED	VARIOUS	VARIOUS
2	SCHEDULE A - LONG TERM	PURCHASED	VARIOUS	1/01/2009
3	SCHEDULE B - LONG TERM	PURCHASED	VARIOUS	VARIOUS
4	1,300 SHS GNMA II PASS THRU - RETURN OF PRINCIPAL	PURCHASED	VARIOUS	VARIOUS
5	BTC EQUITY INDEX FUND	PURCHASED	VARIOUS	VARIOUS
6	BTC EXT EQUITY MARKET INDEX FUND	PURCHASED	VARIOUS	VARIOUS
7	BTC EAFE EQUITY INDEX FUND	PURCHASED	VARIOUS	VARIOUS
8	BTC EMERGING MARKETS INDEX FUND	PURCHASED	VARIOUS	VARIOUS
9	BTC 1-3 YEAR TREASURY BOND INDEX FUND	PURCHASED	VARIOUS	VARIOUS
10	BTC US DEBT INDEX FUND	PURCHASED	VARIOUS	VARIOUS
11	BTC ALPHA CREDIT HIGH YIELD BOND FUND	PURCHASED	VARIOUS	VARIOUS
12	BTC US REAL ESTATE SECURITIES INDEX FUND	PURCHASED	VARIOUS	VARIOUS
13	CAPITAL GAIN DIVIDENDS			

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
1	344,223.		358,841.	-14,618.				$ -14,618.
2	931,076.		1215570.	-284,494.				-284,494.
3	88,607.		164,180.	-75,573.				-75,573.
4	7,511.		7,511.	0.				0.
5	0.		21,173.	-21,173.				-21,173.
6	0.		33,519.	-33,519.				-33,519.
7	0.		43,878.	-43,878.				-43,878.
8	0.		5,218.	-5,218.				-5,218.
9	940.		0.	940.				940.

STATEMENT 11 (CONTINUED)
FORM 990-PF, PART IV, LINE 1
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

ITEM	(E) GROSS SALES	(F) DEPREC. ALLOWED	(G) COST BASIS	(H) GAIN (LOSS)	(I) FMV 12/31/69	(J) ADJ. BAS. 12/31/69	(K) EXCESS (I)-(J)	(L) GAIN (LOSS)
10	1,167.		0.	1,167.				$ 1,167.
11	317.		0.	317.				317.
12	0.		7,552.	-7,552.				-7,552.
13								723.
							TOTAL	$ -482,878.

STATEMENT 12
FORM 990-PF, PART VIII, LINE 1
LIST OF OFFICERS, DIRECTORS, TRUSTEES, AND KEY EMPLOYEES

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED	COMPEN-SATION	CONTRI-BUTION TO EBP & DC	EXPENSE ACCOUNT/ OTHER
WILEY ROOSTH 1025 HOSPITAL DRIVE TYLER, TX 75701	PRES/DIRECTOR 0	$ 0.	$ 0.	$ 0.
HYMAN P. ROOSTH 7014 ADCOTE DR CORPUS CHRISTI, TX 78413	VP/DIRECTOR 0	0.	0.	0.
STEVEN C. ROOSTH 3310 S. BROADWAY, STE 200 TYLER, TX 75701	VP/DIRECTOR 0	0.	0.	0.
SAM ROOSTH 3310 S. BROADWAY, STE 200 TYLER, TX 75701	SEC/TREAS/DIREC 0	0.	0.	0.
CELIA SCHOENBRUN 13322 PEYTON DALLAS, TX 75240	DIRECTOR 0	0.	0.	0.
MARLEEN SWERDLOW 1870 KAREN LANE BEAUMONT, TX 77706	DIRECTOR 0	0.	0.	0.
	TOTAL	$ 0.	$ 0.	$ 0.

STATEMENT 13
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUND-ATION STATUS	PURPOSE OF GRANT	AMOUNT
EAST TEXAS CRISIS CENTER 3027 SSE LOOP 323 TYLER, TX 75701	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	$ 5,000.
E TX AREA COUNCIL, BOY SCOUTS 1331 E FIFTH ST TYLER, TX 75701	UNRELATED	PUBLIC	EDUCATIONAL	25,000.
JEWISH FEDERATION OF GREATER DALLAS 7900 NORTHAVEN RD DALLAS, TX 75230	UNRELATED	PUBLIC	EDUCATIONAL	25,000.
KILGORE HISTORICAL PRESERVATION SOCIETY 815 N. KILGORE ST. KILGORE, TX 75662	UNRELATED	PUBLIC	COMMUNITY ENRICHMENT	12,780.
SEVEN ACRES JEWISH SENIOR CARE 6200 N. BREASWOOD HOUSTON, TX 77074	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	10,000.
WOMEN'S SHELTER OF SOUTH TX P.O. BOX 3368 CORPUS CHRISTI, TX 78463	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	20,000.
TYLER MUSEUM OF ART 1300 S. MAHON TYLER, TX 75701	UNRELATED	PUBLIC	COMMUNITY ENRICHMENT	5,000.
CROSSROADS CENTER (FJC) 5280 EIGHTH AVE 20TH FLOOR NEW YORK, NY 10018	UNRELATED	PUBLIC	COLORING THE STREETS OUTREACH PROGRAM	10,000.
TYLER JUNIOR COLLEGE 1327 SOUTH BAXTER AVENUE TYLER, TX 75701	UNRELATED	STATE	EDUCATIONAL	10,000.
UNIVERSITY OF TEXAS MEDICAL BRANCH 301 UNIVERSITY BOULEVARD GALVESTON, TX 77555	UNRELATED	STATE	EDUCATIONAL	25,000.
JUVENILE DIABETES RESEARCH FOUNDATION 1450 CENTREPARK BLVD, STE 210 WEST PALM BEACH, FL 33401	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	10,000.

STATEMENT 13 (CONTINUED)
FORM 990-PF, PART XV, LINE 3A
RECIPIENT PAID DURING THE YEAR

NAME AND ADDRESS	DONEE RELATIONSHIP	FOUNDATION STATUS	PURPOSE OF GRANT	AMOUNT
TO SAVE A LIFE 16405 EQUESTRIAN LANE ROCKVILLE, MD 20855	UNRELATED	PUBLIC	SOCIAL ASSISTANCE	$ 5,000.
			TOTAL	$ 162,780.

WELLS FARGO ADVISORS

SCHEDULE A

As of Date: 2/05/10

SAM ROOSTH FOUNDATION

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
* Short sales are reportable on Form 1099-B before the position is closed.
* Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time.
* Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems.
* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	33,141.70	-47,759.52	-14,617.82
Long term	5,481.55	-289,975.96	-284,494 41
Total - Realized Gain/Loss	**$38,623.25**	**-$337,735.48**	**-$299,112.23**

As of Date: 2/05/10

SAM ROOSTH FOUNDATION

SCHEDULE A

Realized Gain/Loss Detail for Year

Short Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
EUROPACIFIC GROWTH FD CLASS A	99.1760	27.0100	12/24/08	01/30/09	2,529 99	2,678.75	-148.76
	55.5590	27.0100	12/24/08	01/30/09	1,417.32	1,500 64	-83.32
GOLDMAN SACHS LARGE CAP VALUE FD CL A	6,918 2390	7 9500	01/30/09	02/27/09	49,742 14	55,000.00	-5,257.86
HENDERSON INTERNATIONL OPPORTUNITIES CL A	76.8380	13.6200	12/08/08	02/23/09	979.69	1,046.53	-66.84
	32.4680	13 6200	12/08/08	02/23/09	413 97	442 21	-28.24
	0 0540	13 6200	12/08/08	02/23/09	0.69	0.73	-0.04
I SHARES S&P GLOBAL TECHNOLOGY SECTOR INDEX FD	3 3190	58 0000	06/27/08	02/27/09	107 10	192.52	-85.42
	5 6320	36 4879	12/31/08	02/27/09	181.75	205 49	-23.74
ISHARES MSCI AUSTRALIA INDEX	1,000.0000	14.0177	03/26/09	10/28/09	22,289.95	14.250 26	8,039.69
ISHARES MSCI BRAZIL INDEX	350 0000	40 4272	03/26/09	10/28/09	24,015 15	14,352 01	9.663.14
ISHARES S&P NORTH AMERICAN TECHOLOGY SEMIN SEMICONDUCTORS INDEX ETF	600.0000	32.2500	03/26/09	10/30/09	23,955.33	19,631.20	4,324.13
	29 0000	32.2388	03/26/09	10/30/09	1,157 85	948 28	209 57
ISHARES TR RUSSELL 1000 GROWTH INDEX FD	1 9480	54 9200	03/28/08	02/27/09	62.05	106.98	-44 93
	2 0050	54.3700	07/09/08	02/27/09	63 86	109 02	-45.16
	2 2010	47.6700	10/01/08	02/27/09	70.11	104 92	-34 81
	3 2770	35.9201	12/30/08	02/27/09	104.40	117.72	-13.32

Realized Gain/Loss

WELLS FARGO ADVISORS

As of Date: 2/05/10

SCHEDULE A

SAM ROOSTH FOUNDATION

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
JENNISON HEALTH SCIENCES FUND CLASS Z	0.7340	20.4000	05/19/08	03/26/09	11.45	14.97	-3.52
	13.1730	15.2600	12/17/08	03/26/09	205.65	201.02	4 63
JP MORGAN MID CAP VALUE CLASS A	50.1080	14.7300	12/22/08	01/30/09	703.04	738.09	-35.05
	4.8130	14.5300	12/24/08	01/30/09	67.53	69.93	-2.40
LAZARD FDS INC INTL EQUITY PORT INSTL SHS	293.0460	10.0500	12/23/08	01/30/09	2,769.30	2,945.11	-175.81
MARKET VECTOR GOLD MINERS	350.0000	35.1900	01/30/09	10/30/09	14,055.72	12,517.04	1,538.68
MARKET VECTORS STEEL INDEX FUND	350.0000	29.5388	03/26/09	10/28/09	17,536.83	10,492.87	7,043.96
OPPENHEIMER DEVELOPING MARKETS FUNDS CL A	759.5440	15.0200	12/11/08	03/26/09	12,570.48	11,408.35	1,162.13
	52.9230	15.0200	12/11/08	03/26/09	875.88	794.91	80.97
	29.2650	15.0200	12/11/08	03/26/09	484.34	439.56	44.78
POWERSHARES DYNAMIC BUILDING & CONSTRUCTION	2,200.0000	10.2800	01/30/09	02/27/09	17,591.15	23,071.45	-5,480.30
	200.0000	10.2800	01/30/09	02/27/09	1,591.88	2,097.40	-505.52
POWERSHARES DYNAMIC BANKING PORTFOLIO	1,600.0000	13.1008	01/30/09	08/21/09	19,654.34	21,355.87	-1,701.53
	300.0000	13.1100	01/30/09	08/21/09	3,685.19	4,012.04	-326.85
	0.7090	11.9104	03/31/09	08/21/09	8.70	8 44	0.26
	42.9800	11.4083	06/30/09	08/21/09	527.98	490 33	37 65
POWERSHRS FINANCIAL PREFERRED PORTFOLIO ETF	3,200 0000	15.1700	09/25/08	08/27/09	45,775.27	49,339.31	-3,564.04

As of Date: 2/05/10

SCHEDULE A

SAM ROOSTH FOUNDATION

Short Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	24.9850	13 8271	10/31/08	08/27/09	357 40	345 47	11 93
	34.3560	11.9213	11/28/08	08/27/09	491.45	409.57	81.88
	39.0320	12.8313	12/31/08	08/27/09	558 34	500.83	57.51
	33.7690	11 3438	01/30/09	08/27/09	483.06	383 07	99.99
	55.9370	7 0393	02/27/09	08/27/09	800 17	393.76	406.41
	44.8780	9 2384	03/31/09	08/27/09	641.97	414.60	227 37
	33.8850	11 5535	04/30/09	08/27/09	484.72	391.49	93.23
	28.2270	13.8163	05/29/09	08/27/09	403.78	389.99	13.79
	26.5340	14.5407	06/30/09	08/27/09	379 56	385 82	-6 26
	24.8950	15 8773	07/31/09	08/27/09	356 13	395 26	-39 13
PROSHARES ULTRA SHORT S&P 500 NON-TRADITIONAL ETF	900.0000	56.3234	06/16/09	08/21/09	38,695.57	51,334.99	-12,639.42
PROSHARES ULTRASHORT ETF MSCI EMERGING MARKETS NON-TRADITIONAL ETF	1,900 0000	23 7387	06/22/09	08/21/09	29,505 08	45,758 43	-16,253 35
	100.0000	23.7387	06/22/09	08/21/09	1,547 65	2,408 33	-860.68
RIVERSOURCE FUNDS MID CAP VALUE FUND CL A	951.2700	4 6000	12/23/08	01/30/09	4,061 93	4,375.84	-313.91
	58.5370	4.6000	12/23/08	01/30/09	249 96	269 27	-19.31
Total - Short Term					**$344,222.85**	**$358,840.67**	**-$14,617.82**

Realized Gain/Loss

WELLS FARGO ADVISORS

As of Date: 2/05/10

SCHEDULE A

SAM ROOSTH FOUNDATION

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
EUROPACIFIC GROWTH FD CLASS A	1,547.5090	32.3100	03/05/04	01/30/09	39,476.95	50,000.00	-10,523.05
	22.9240	34.3600	12/21/04	01/30/09	584.79	787.68	-202.89
	27.6210	40.8800	12/30/05	01/30/09	704.61	1,129.14	-424.53
	50.8620	40.8800	12/30/05	01/30/09	1,297.49	2,079.25	-781.76
	27.6670	45 9500	12/29/06	01/30/09	705.78	1,271.31	-565.53
	76 2200	45.9500	12/29/06	01/30/09	1,944.37	3,502 30	-1,557.93
	21.0640	45.9500	12/29/06	01/30/09	537.34	967.91	-430.57
	34.1530	52.2500	12/14/07	01/30/09	871.24	1,784.51	-913.27
	123.3050	52.2500	12/14/07	01/30/09	3,145.51	6,442.68	-3,297.17
FANNIE MAE CALLABLE CPN 5.125% DUE 07/16/18 DTD 07/16/03 FC 01/16/04 CALL 10/16/03 @ 100 000	86,000.0000	98 2705	01/11/05	04/27/09	86,000.00	84,512.63	1,487.37
FEDERAL FARM CREDIT BANK BONDS CALLABLE CPN 4.970% DUE 06/09/17 DTD 06/09/03 FC 12/09/03 CALL 07/06/04 @ 100 000	75,000.0000	98.3769	10/06/04	02/04/09	75,000.00	73,782.67	1,217.33
FEDL HOME LOAN MTG CORP MED TERM NOTES CALLABLE CPN 5 000% DUE 03/26/18 DTD 03/26/03 FC 09/26/03 CALL 03/26/04 @ 100 000	100,000.0000	97.8753	09/15/04	05/05/09	100,000.00	97,875.30	2,124.70

Realized Gain/Loss

As of Date: 2/05/10

SCHEDULE A

SAM ROOSTH FOUNDATION

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
FEDL HOME LOAN MTG CORP MEDIUM TERM NOTES CALLABLE CPN 5 400% DUE 07/30/18 DTD 07/30/03 FC 01/30/04 CALL 07/30/04 @ 100.000	75,000 0000	99 7500	11/29/04	05/05/09	75,000 00	74,812.50	187.50
FEDL NATL MTG ASSN FANNIE NOTES CALLABLE CPN 5 500% DUE 10/24/19 DTD 10/25/02 FC 04/24/03 CALL 10/24/03 @ 100 000	50,000 0000	99.5707	11/29/04	04/24/09	50,000.00	49,785.35	214.65
FEDL NATL MTG ASSN NOTES CALLABLE CPN 5 560% DUE 04/12/18 DTD 04/11/03 FC 10/12/03 CALL 09/20/04 @ 100 000	100,000 0000	99 7500	09/15/04	04/09/09	100,000.00	99,750.00	250.00
FHLMC 2849 AA RETAIL LOTTERY BOND REMIC MULTICLASS CMO CPN 6 000% DUE 09/15/33 DTD 08/01/04 FC 09/15/04	40,000.0000	1.0250 102.5000	08/17/04	03/16/09	40,000.00	41,000.00 41,000.00	-1,000.00
FHLMC 2849 AA XXX PARTIAL CALL 31395E-6S-1 REMIC MULTICLASS CMO CPN 5 500% DUE 02/17/09 DTD 08/01/04 FC 09/15/04	18,000 0000	1.0250 102 5000	08/17/04	02/17/09	18,000.00	18,450.00 18,450 00	-450.00

Realized Gain/Loss

WELLS FARGO ADVISORS

As of Date: 2/05/10

SCHEDULE A

SAM ROOSTH FOUNDATION

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
HENDERSON INTERNATIONL OPPORTUNITIES CL A	1,233.2420	17 1700	01/31/05	02/23/09	15,723.83	21,174.76	-5,450.93
	25.1420	18.6100	12/01/05	02/23/09	320.56	467.90	-147.34
	28.8560	18.6100	12/01/05	02/23/09	367.91	537.01	-169.10
	1,478.0600	21.6500	04/10/06	02/23/09	18,845.27	32,000.00	-13,154.73
	4.7180	20.5000	07/17/06	02/23/09	60.15	96.72	-36.57
	4.5420	23.4300	12/11/06	02/23/09	57.91	106.42	-48.51
	56.4640	23.4300	12/11/06	02/23/09	719.91	1,322.96	-603.05
	63.9100	23.4300	12/11/06	02/23/09	814.85	1,497.42	-682.57
	764.8180	26.1500	05/07/07	02/23/09	9,751.43	20,000.00	-10,248.57
	1,124.4380	26.6800	06/15/07	02/23/09	14,336.59	30,000.00	-15,663.41
	94.5980	26 5100	12/10/07	02/23/09	1,206.12	2,507.78	-1,301.66
	330.4030	26.5100	12/12/07	02/23/09	4,212.65	8,758.99	-4,546.34
I SHARES S&P GLOBAL TECHNOLOGY SECTOR INDEX FD	600.0000	65.8900	09/21/07	02/27/09	19,358.35	39,821.83	-20,463.48
	300.0000	65.8899	09/21/07	02/27/09	9,679.17	19,907.13	-10,227.96
	0.2520	63.4600	01/04/08	02/27/09	8.14	16.00	-7.86
	3 0490	63.4600	01/04/08	02/27/09	98.38	193.51	-95.13
ISHARES TR RUSSELL 1000 GROWTH INDEX FD	700.0000	55.0000	11/17/06	02/27/09	22,296.27	38,799.39	-16,503.12
	200.0000	54.9700	11/17/06	02/27/09	6,370.37	11,079.49	-4,709.12
	1.5550	55.2500	12/27/06	02/27/09	49 52	85.94	-36.42
	1.7520	55.8700	03/29/07	02/27/09	55.80	97.89	-42.09
	1.7110	60.1000	07/05/07	02/27/09	54.50	102.86	-48.36

Realized Gain/Loss

As of Date: 2/05/10

SCHEDULE A

- SAM ROOSTH FOUNDATION

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	1.4920	61.6700	10/01/07	02/27/09	47.52	92.01	-44.49
	1.6500	60 2900	01/03/08	.02/27/09	52.55	99 45	-46.90
JENNISON HEALTH SCIENCES FUND CLASS Z	892 6580	21 5800	04/10/06	03/26/09	13,934.38	19,263 56	.=5,329.18
	8.3690	20.9300	05/12/06	03/26/09	130.64	175.16	-44.52
	2.3200	19.6100	07/17/06	03/26/09	36.21	45.50	-9.29
	0.0430	21 0000	11/28/06	03/26/09	0.67	0.90	-0.23
	37.5230	21.0000	11/28/06	03/26/09	585.73	787.99	-202.26
	19.7830	21 0000	11/28/06	03/26/09	308.81	415.45	-106.64
	11.6150	22 5800	05/11/07	03/26/09	181.31	262.27	-80 96
	0.6940	22.5800	05/11/07	03/26/09	10.83	15.66	-4.83
	51.7900	22.2500	12/14/07	03/26/09	808.45	1,152.33	-343.88
	40 9010	22 2500	12/14/07	03/26/09	638.47	910 05	-271.58
JP MORGAN MID CAP VALUE CLASS A	851.9270	24 6500	04/10/06	01/30/09	11,952.53	21,000.00	-9,047 47
	74 5560	23.9800	07/17/06	01/30/09	1,046.02	1,787.86	-741.84
	4 1810	24 9300	08/31/06	01/30/09	58.65	104.23	-45.58
	2 5120	24.9300	08/31/06	01/30/09	35.24	62 62	-27.38
	21 7520	26.1700	12/19/06	01/30/09	305.18	569.25	-264.07
	12 8780	26 1700	12/19/06	01/30/09	180.67	337 01	-156 34
	9 5980	25.7100	12/27/06	01/30/09	134.66	246 77	-112.11
	80.2130	24.0000	12/19/07	01/30/09	1,125 40	1,925.10	-799 70
	3 6920	24.0000	12/19/07	01/30/09	51.79	88 60	-36 81
	5.4620	24.1600	12/24/07	01/30/09	76.63	131.95	-55 32

WELLS FARGO ADVISORS

As of Date: 2/05/10

SCHEDULE A

SAM ROOSTH FOUNDATION

Long Term *Continued*

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
LAZARD FDS INC INTL EQUITY PORT INSTL SHS	1,811.8490	12.6200	01/31/05	01/30/09	17,121.97	22,865.53	-5,743.56
	47.1610	12.7800	08/31/05	01/30/09	445.67	602.72	-157.05
	2,057.8780	15.5500	04/10/06	01/30/09	19,446.94	32,000.00	-12,553.06
	21.8040	14.4700	07/17/06	01/30/09	206.04	315.51	-109.47
	125.5670	15.1100	08/30/06	01/30/09	1,186.60	1,897.31	-710.71
	91.6010	16.3100	12/29/06	01/30/09	865.63	1,494.02	-628.39
	1,143.5110	17 4900	05/07/07	01/30/09	10,806.18	20,000.00	-9,193.82
	1,709.4020	17.5500	06/15/07	01/30/09	16,153.86	30,000.00	-13,846.14
	25.3930	16.6600	08/29/07	01/30/09	239.96	423.05	-183.09
	193.4540	17.4700	12/28/07	01/30/09	1,828.14	3,379 64	-1,551.50
NORTH TRACK FDS INC GENEVA GROWTH FUND CLASS A	3,796.7910	18.7000	11/17/06	01/30/09	45,257.74	71,000.00	-25,742.26
	15.6310	18.0200	12/27/06	01/30/09	186.32	281.67	-95.35
	221.9030	19.9300	01/02/08	01/30/09	2,645.09	4,422.53	-1,777.44
OPPENHEIMER DEVELOPING MARKETS FUNDS CL A	850 2770	27.0500	01/31/05	03/26/09	14,072.08	23,000.00	-8,927.92
	11.0430	34.8800	12/13/05	03/26/09	182.76	385.18	-202.42
	18.3530	34.8800	12/13/05	03/26/09	303.74	640.16	-336.42
	8.8170	34.8800	12/13/05	03/26/09	145.92	307.53	-161.61
	249.2900	34.6000	07/17/06	03/26/09	4,125.75	8,625 44	-4,499.69
	14.3310	40.0900	12/13/06	03/26/09	237.17	574.54	-337.37
	79.5480	40.0900	12/13/06	03/26/09	1,316.52	3,189.08	-1,872.56
	24.0150	40.0900	12/13/06	03/26/09	397.44	962.77	-565.33

Realized Gain/Loss

As of Date: 2/05/10

SCHEDULE A

SAM ROOSTH FOUNDATION

Long Term *Continued* DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
	11 3050	49.8800	12/13/07	03/26/09	187.09	563.89	-376 80
	128.7740	49 8800	12/13/07	03/26/09	2,131.21	6,423.27	-4,292.06
	28.0090	49 8800	12/13/07	03/26/09	463 55	1,397.08	-933.53
RIVERSOURCE FUNDS MID CAP VALUE FUND CL A	9,249.7430	9 7300	07/27/07	01/30/09	39,496 40	90,000.00	-50,503.60
	50.7670	9.1100	12/21/07	01/30/09	216.77	462.49	-245 72
	400 5210	9.1100	12/21/07	01/30/09	1,710.22	3,648 75	-1,938.53
	79.7850	9 1100	12/21/07	01/30/09	340.68	726.84	-386.16
Total - Long Term					**$931,075.54**	**$1,215,569.95**	**-$284,494.41**

WELLS FARGO ADVISORS

As of Date: 2/05/10

SCHEDULE B

SAM ROOSTH FOUNDATION

Important Realized Gain/Loss Information

This information is provided for courtesy purposes only. Each individual taxpayer should consult with a tax advisor as to any additional reporting requirements or adjustments. NO COST BASIS OR REALIZED GAIN/LOSS INFORMATION IS PROVIDED TO THE IRS, NOR IS THIS INFORMATION VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING SCHEDULE D OF YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

- Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.
- The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.
- Short sales are reportable on Form 1099-B before the position is closed.
- Implicit redemptions by the issuer of a structured product are reportable on Form 1099-B, but will not appear on the Realized Gain/Loss Statement if that implicit redemption did not result in a closed tax lot at that time.
- Securities subject to marked to market reporting requirements for those investors are not included here nor is that information available on our systems.
- Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.
- Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

Realized Gain/Loss Summary	THIS YEAR GAIN	THIS YEAR LOSS	THIS YEAR NET
Short term	0.00	0.00	0.00
Long term	19,078.97	-94,651 80	-75,572.83
Total - Realized Gain/Loss	**$19,078.97**	**-$94,651.80**	**-$75,572.83**

As of Date: 2/05/10

SCHEDULE B

SAM ROOSTH FOUNDATION

Realized Gain/Loss Detail for Year

Long Term

DESCRIPTION	QUANTITY	ADJ PRICE/ ORIG PRICE	DATE ACQUIRED	CLOSE DATE	PROCEEDS	ADJ COST/ ORIG COST	GAIN/LOSS
AEGON N V 6 5% NON-CUM PERPETUAL PFD CALL STARTING 12/15/10	1,000.0000	25.0000	11/17/05	01/23/09	10,314.94	25,000.00	-14,685.06
BANK OF AMERICA CORP	1,110.0000	36.6019	12/10/03	01/23/09	6,218.64	41,055.50	-34,836.86
CHEVRON CORPORATION	500.0000	36.2013	10/31/97	01/23/09	34,711.95	18,332.93	16,379.02
CITIGROUP INC	500.0000	46.0900	12/13/04	01/23/09	1,648.73	23,279.98	-21,631.25
	400.0000	49.8000	10/19/06	01/23/09	1,319.00	20,113.70	-18,794.70
	100.0000	49.8000	10/19/06	01/23/09	324.49	5,028.42	-4,703.93
WEINGARTEN REALTY REIT INVESTORS SHARES OF BENEFICIAL INTEREST	750.0000	15.5000	10/13/95	01/23/09	12,771.88	11,738.28	1,033.60
	650.0000	15.5555	02/16/00	01/23/09	11,068.98	10,208.12	860.86
	400.0000	15.5555	02/16/00	01/23/09	6,818.57	6,281.92	536.65
	200.0000	15.5555	02/16/00	01/23/09	3,409.80	3,140 96	268.84
Total - Long Term					**$88,606.98**	**$164,179.81**	**-$75,572.83**