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 , and ending

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

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

Name of foundation: The Priddy Foundation

Number and street (or P O box number if mail is not delivered to street address): 807 Eighth Street — Room/suite: 1010

City or town, state, and ZIP code: Wichita Falls, TX 76301

A Employer identification number: 75-6029882

B Telephone number: 940-723-8720

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 ▶ [ ]

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 71,128,872.57

J Accounting method [X] Cash [ ] Accrual [ ] Other (specify) *(Part I, column (d) must be on cash basis.)*

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

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)
Revenue	1 Contributions, gifts, grants, etc, received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	325.71	325.71		Statement 1
	4 Dividends and interest from securities	1,726,702.45	1,726,702.45		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<2540760.16>			
	b Gross sales price for all assets on line 6a 11392031.28				
	7 Capital gain net income (from Part IV, line 2)		0.00		
	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	15,379.27	15,379.27		Statement 3
	12 **Total.** Add lines 1 through 11	<798,352.73>	1,742,407.43		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	249,000.08	37,350.01		211,650.07
	14 Other employee salaries and wages	217,250.58	7,350.07		209,900.51
	15 Pension plans, employee benefits	87,833.68	8,783.37		79,050.31
	16a Legal fees				
	b Accounting fees Stmt 4	49,125.00	24,562.50		24,562.50
	c Other professional fees Stmt 5	162,099.85	162,099.85		0.00
	17 Interest				
	18 Taxes Stmt 6	31,577.77	16,959.98		0.00
	19 Depreciation and depletion	6,147.07	6,147.07		
	20 Occupancy	28,725.63	8,617.69		20,107.94
	21 Travel, conferences, and meetings	4,164.23	495.05		3,669.18
	22 Printing and publications				
	23 Other expenses Stmt 7	38,600.71	8,262.97		30,337.74
	24 **Total operating and administrative expenses.** Add lines 13 through 23	874,524.60	280,628.56		579,278.25
	25 Contributions, gifts, grants paid	3,786,898.16			3,786,898.16
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,661,422.76	280,628.56		4,366,176.41
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<5459775.49>			
	b **Net investment income** (if negative, enter -0-)		1,461,778.87		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	7,156,387.79	6,251,698.55	6,251,698.55
	3 Accounts receivable ▶ 25,382.21			
	Less allowance for doubtful accounts ▶	45,786.41	25,382.21	53,225.97
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations Stmt 8	16,846,643.45	14,673,451.46	15,204,380.56
	b Investments - corporate stock Stmt 9	41,855,427.44	39,412,317.06	43,024,826.14
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 10	6,238,232.50	6,325,999.89	6,501,883.69
	14 Land, buildings, and equipment basis ▶ 101,516.13			
	Less accumulated depreciation Stmt 11▶ 92,475.57	15,187.63	9,040.56	9,040.56
	15 Other assets (describe ▶ Schedule 5)	5,149.00	5,149.00	83,817.10
	16 **Total assets** (to be completed by all filers)	72,162,814.22	66,703,038.73	71,128,872.57
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.00	0.00	
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	0.00	0.00	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	72,162,814.22	66,703,038.73	
	29 Retained earnings, accumulated income, endowment, or other funds	0.00	0.00	
	30 **Total net assets or fund balances**	72,162,814.22	66,703,038.73	
	31 **Total liabilities and net assets/fund balances**	72,162,814.22	66,703,038.73	

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	72,162,814.22
2	Enter amount from Part I, line 27a	2	<5,459,775.49>
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	66,703,038.73
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,703,038.73

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 Schedule 3	P	Various	Various
b Schedule 3	P	Various	Various
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	1,004,329.07		1,579,175.10	<574,846.03>
b	10,387,702.21		12,353,616.34	<1,965,914.13>
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				<574,846.03>
b				<1,965,914.13>
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	<2,540,760.16>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	4,622,616.64	79,584,363.86	.058084
2007	5,147,207.45	92,365,333.67	.055727
2006	4,344,770.25	85,710,403.48	.050691
2005	4,165,564.28	81,532,792.88	.051091
2004	3,891,340.78	78,958,335.01	.049283

2 Total of line 1, column (d)	2	.264876
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	.052975
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	63,270,614.21
5 Multiply line 4 by line 3	5	3,351,760.79
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	14,617.79
7 Add lines 5 and 6	7	3,366,378.58
8 Enter qualifying distributions from Part XII, line 4	8	4,366,176.41

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 ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary-see instructions) b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
		1	14,617.79
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0.00
3	Add lines 1 and 2	3	14,617.79
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.00
5	**Tax based on investment income** Subtract line 4 from line 3 If zero or less, enter -0-	5	14,617.79
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a — 40,000.00		
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	40,000.00
8	Enter any **penalty** for underpayment of estimated tax Check here [X] 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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	25,382.21
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 7,500.00 **Refunded** ▶	11	17,882.21

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 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 ▶ $ 0.00 (2) On foundation managers ▶ $ 0.00			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0.00			
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? N/A	4b		
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, col (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see 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

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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 ▶ www.priddyfoundation.org

14 The books are in care of ▶ David Wolverton Telephone no ▶940-723-8720

Located at ▶807 8th St., Ste. 1010, Wichita Falls, TX ZIP+4 ▶76301

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐

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

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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 page 20 of the instructions)?	1b		X
	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 ▶ ______, ______, ______, ______			
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	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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.)* N/A	3b		
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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 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

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? N/A **7b**

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Schedule 6	Schedule 6 40.00	205000.08	18450.00	0.00
Schedule 6	Schedule 6 2.00	44,000.00	0.00	0.00

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
Debbie White - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Grants Director 40.00	100000.08	9,000.00	0.00
Leslie Schaffner - 807 8th, Ste. 1010, Wichita Falls, TX 76301	Grants Associate 40.00	68,250.00	6,142.00	0.00

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
Fayez Sarofim P. O. Box 297426, Houston, TX 77297	Investment services	62,973.00

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.00

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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	54,273,555.46
b	Average of monthly cash balances			1b	9,754,223.90
c	Fair market value of all other assets			1c	206,346.74
d	**Total** (add lines 1a, b, and c)			1d	64,234,126.10
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.00		
2	Acquisition indebtedness applicable to line 1 assets			2	0.00
3	Subtract line 2 from line 1d			3	64,234,126.10
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	963,511.89
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	63,270,614.21
6	**Minimum investment return.** Enter 5% of line 5			6	3,163,530.71

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	3,163,530.71
2a	Tax on investment income for 2009 from Part VI, line 5	2a	14,617.79		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	14,617.79
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,148,912.92
4	Recoveries of amounts treated as qualifying distributions			4	66,622.84
5	Add lines 3 and 4			5	3,215,535.76
6	Deduction from distributable amount (see instructions)			6	0.00
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	3,215,535.76

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	4,366,176.41
b	Program-related investments - total from Part IX-B	1b	0.00
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	4,366,176.41
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b	5	14,617.79
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,351,558.62

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

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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				3,215,535.76
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			1,440,548.54	
b Total for prior years ______ , ______ , ______		0.00		
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	0.00			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 4,366,176.41				
a Applied to 2008, but not more than line 2a			1,440,548.54	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2009 distributable amount				2,925,627.87
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income Subtract line 4b from line 2b		0.00		
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		0.00		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.00		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see instr			0.00	
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				289,907.89
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.00			
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 foundation had $5,000 or more in assets at any time during the year-see the instructions.)

1 **Information Regarding Foundation Managers:**

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

Schedule 6

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

Schedule 7

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

Schedule 7

c Any submission deadlines

Schedule 7

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

Schedule 7

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*				
Schedule 4		Public	Schedule 4	3786898.16
Total			▶ 3a	3786898.16
b *Approved for future payment*				
None				
Total			▶ 3b	0.00

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) Exclusion 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	325.71	
4 Dividends and interest from securities			14	1,726,702.45	
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			15	15,379.27	
8 Gain or (loss) from sales of assets other than inventory			18	<2,540,760.16>	
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)		0.00		<798,352.73>	0.00

13 Total. Add line 12, columns (b), (d), and (e) 13 <798,352.73>

(See worksheet in line 13 instructions 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)

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] 5/11/10 President

Signature of officer or trustee Date Title

Paid Preparer's Use Only

Preparer's signature	[signature]	Date 5/10/10	Check if self-employed ☐	Preparer's identifying number
Firm's name (or yours if self-employed), address, and ZIP code	Freemon, Shapard & Story 807 8th Street, 2nd Floor Wichita Falls, TX 76301-3381	EIN	Phone no (940)322-4436

923622
02-02-10

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
Schedule 1	325.71
Total to Form 990-PF, Part I, line 3, Column A	325.71

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Schedule 2	1,726,702.45	0.00	1,726,702.45
Total to Fm 990-PF, Part I, ln 4	1,726,702.45	0.00	1,726,702.45

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Investment Income	(c) Adjusted Net Income
Schedule 1	15,379.27	15,379.27	
Total to Form 990-PF, Part I, line 11	15,379.27	15,379.27	

Form 990-PF Accounting Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	49,125.00	24,562.50		24,562.50
To Form 990-PF, Pg 1, ln 16b	49,125.00	24,562.50		24,562.50

Form 990-PF Other Professional Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	162,099.85	162,099.85		0.00
Schedule 1	0.00	0.00		0.00
To Form 990-PF, Pg 1, ln 16c	162,099.85	162,099.85		0.00

Form 990-PF Taxes Statement 6

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	31,577.77	16,959.98		0.00
To Form 990-PF, Pg 1, ln 18	31,577.77	16,959.98		0.00

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Schedule 1	38,600.71	8,262.97		30,337.74
To Form 990-PF, Pg 1, ln 23	38,600.71	8,262.97		30,337.74

Form 990-PF	U.S. and State/City Government Obligations	Statement 8

Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
Schedule 5	X		14,673,451.46	15,204,380.56
Total U.S. Government Obligations			14,673,451.46	15,204,380.56
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			14,673,451.46	15,204,380.56

Form 990-PF	Corporate Stock	Statement 9

Description	Book Value	Fair Market Value
Schedule 5	39,412,317.06	43,024,826.14
Total to Form 990-PF, Part II, line 10b	39,412,317.06	43,024,826.14

Form 990-PF	Other Investments	Statement 10

Description	Valuation Method	Book Value	Fair Market Value
Schedule 5 - Mutual Funds and Bonds	COST	6,325,999.89	6,501,883.69
Total to Form 990-PF, Part II, line 13		6,325,999.89	6,501,883.69

Form 990-PF	Depreciation of Assets Not Held for Investment	Statement 11

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
Computer Software	5,750.00	5,750.00	0.00
Furniture	17,678.20	17,678.20	0.00
Office Equipment	1,011.50	1,011.50	0.00
Shredder	699.00	699.00	0.00
Artwork	375.20	375.20	0.00
Web Page	1,200.00	1,200.00	0.00
Clock	375.00	375.00	0.00

Furniture & Fixtures	10,604.86	10,604.86	0.00
Furniture & Fixtures	11,333.50	11,333.50	0.00
Software	5,680.00	5,680.00	0.00
Telephones	1,398.84	1,398.84	0.00
Fax Machine	850.00	850.00	0.00
HP Laserjet	1,328.00	1,328.00	0.00
Bookcase/Credenza	575.00	575.00	0.00
Web Page	2,400.00	2,400.00	0.00
File Cabinet	919.00	853.39	65.61
Computer	2,295.00	2,295.00	0.00
Table and Chairs	1,155.00	907.50	247.50
Web Page	9,120.00	9,120.00	0.00
Various Office Decorations	11,786.39	9,260.74	2,525.65
Computer Monitor	430.00	430.00	0.00
Canon Scanner	3,000.00	1,500.00	1,500.00
Laptop & USB Drive	2,108.75	1,054.38	1,054.37
HP Color Printer	625.00	312.50	312.50
Core 2 Duo System	1,315.00	657.50	657.50
Bookcase	1,199.97	728.56	471.41
Computer Projector	864.92	562.20	302.72
Four Laptop Computers	5,438.00	3,534.70	1,903.30
Total To Fm 990-PF, Part II, ln 14	101,516.13	92,475.57	9,040.56

INDEX OF ATTACHMENTS

THE PRIDDY FOUNDATION - WICHITA FALLS, TEXAS

Year Ended December 31, 2009

Schedule 1

REVENUE AND EXPENSES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2009

REVENUE			
Interest on savings and cash investments.			
American National Bank			$ 325.71
Dividends and interest from securities - Sch 2			1,726,702.45
Net gain (loss) from sale of assets - Sch. 3			(2,540,760.16)
Other income:			
Gross royalties		$ 15,379.27	
Miscellaneous			15,379.27
Total revenue			$ (798,352 73)
EXPENSES			
Compensation of officers and trustees - Sch 6		$ 249,000.08	
Other employee salaries and wages		217,250.58	
Employee benefits.			
Insurance	$ 23,560.18		
Payroll taxes	26,300 50		
Retirement plan	37,973.00	87,833.68	
Legal consulting fees - Sch 8			
Accounting fees - Sch. 8		49,125.00	
Other professional fees - Consulting - Sch. 8	$		
Other professional fees - Investment - Sch. 8	162,099.85	162,099.85	
Taxes:			
Ad valorem - Royalties	$ 2,195.20		
Excise	14,617.79		
Foreign	13,957.62		
Severance and state	807.16	31,577.77	
Depreciation		6,147.07	
Occupancy		28,725.63	
Travel, conferences and meetings		4,164.23	
Other.			
Dues	$ 3,920.39		
Grant related expenses	1,147.66		
Insurance	6,040.43		
Leased equipment	4,062.41		
Office supplies and services	21,544.04		
Sundry business expense	1,885.78	38,600.71	
Contributions - Sch. 4		3,786,898.16	4,661,422.76
Excess of revenue over expenses			$ (5,459,775.49)

Schedule 2

DIVIDENDS AND INTEREST FROM SECURITIES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2009

	Totals	Ordinary	Capital Gains Dividends
DIVIDENDS			
Dodge:			
Avon Prods Inc.	$ 588.00	$ 588.00	$
Baker Hughes, Inc.	4,350.00	4,350.00	
Bank of New York Mellon Corp	846.00	846.00	
BB&T Corporation	1,838.00	1,838.00	
Capital One Financial Corp.	6,267.50	6,267.50	
Cardinal Health, Inc.	6,363.00	6,363.00	
Chevron Corp. New	11,438.00	11,438.00	
CITIGroup, Inc.	186.99	186.99	
Comcast Corp.	10,761.50	10,761.50	
Covidien Limited	2,140.00	2,140.00	
Credit Suisse Group	191.27	191.27	
Dow Chemical Co.	11,657.98	11,657.98	
Eaton Corporation	4,500.00	4,500.00	
Dish Network Corp.	7,000.00	7,000.00	
Ericsson L M Tel Co	2,588 79	2,588.79	
Federated Department Stores	1,650 00	1,650.00	
Fedex Corp.	2,409 00	2,409.00	
General Electric Co.	21,180.00	21,180.00	
Glaxo Wellcome	23,914.79	23,914.79	
Goldman Sachs FST Treasury	63.48	63.48	
Hewlett Packard Co.	6,440.00	6,440.00	
Home Depot Inc.	10,349.96	10,349.96	
HSBC Holdings PLC	6,958.31	6,958.31	
Koninklijke Philips Electrs	1,912.38	1,912.38	
Kyocera Corp.	618.13	618.13	
Leggs Mason, Inc.	1,620.00	1,620.00	
Loews Corp.	562.49	562.49	
Macys Inc.	1,457.50	1,457.50	
Matsushita Electric Industrial	2,235.26	2,235.26	

	Totals	Ordinary	Capital Gains Dividends
Maxim Integrated Products Inc.	9,200.00	9,200.00	
Merck & Co Inc	12,274 00	12,274.00	
Molex Inc.	6,039.00	6,039.00	
Motorola, Inc.	3,300.00	3,300.00	
News Corp., Ltd.	5,034.00	5,034.00	
Novartis AG	18,680.38	18,680.38	
Occidental Petroleum Corp.	8,254.00	8,254.00	
Pfizer, Inc.	14,743.36	14,743.36	
Pitney Bowes, Inc	8,064.00	8,064.00	
Royal Dutch Petroleum	8,338.80	8,338.80	
Sanofi - Aventis ADR	15,542.17	15,542.17	
Schlumberger LTD	7,920.32	7,920.32	
Sherwin Williams Co.	461 50	461.50	
Sony Corp.	3,108.58	3,108.58	
Suntrust Bks Inc.	43.00	43.00	
Time Warner, Inc	11,747.35	11,747.35	
Travelers Cos, Inc.	4,428.00	4,428.00	
Tyco Electronics Ltd.	5,936.00	5,936.00	
Tyco Intl. Ltd. New Com	4,235.00	4,235.00	
UnitedHealth Group Inc.	366 00	366.00	
Vulcan Materials Co.	1,580 00	1,580.00	
Wal Mart Stores Inc	5,552.21	5,552 21	
Walgreen Co.	1,799.98	1,799.98	
Wells Fargo Co	8,817.84	8,817.84	
Wyeth	5,370.00	5,370.00	
Xerox Corp.	4,526.25	4,526.25	
Totals - Dodge	$ 327,450.07	$ 327,450.07	$
Sarofim:			
Abbott Labs	$ 11,808.00	$ 11,808.00	$
Adr Abb Ltd	1,739.92	1,739.92	
Altria Group	23,399.96	23,399.96	
American Express Co.	3,600.00	3,600.00	
Ameriprise Finl	527.00	527.00	
Automatic Data Processing	10,560.00	10,560.00	
Bank of America	400.00	400.00	
Becton Dickinson & Co	528.00	528.00	
Caterpillar, Inc	6,720.00	6,720.00	
Chevron Corp. New	20,216.00	20,216.00	
Coca Cola Co.	22,960.00	22,960.00	
Conoco Phillips	18,144.97	18,144.97	

	Totals	Ordinary	Capital Gains Dividends
Corning Inc	249.99	249.99	
Emerson Electric Co.	6,666.00	6,666.00	
Exxon Mobil Corp.	44,820.00	44,820.00	
Fluor Corp.	1,500.00	1,500.00	
Fomento Economico Mexicano	1,818.73	1,818.73	
Franklin Resources Inc.	7,680.00	7,680.00	
General Dynamics Corp.	3,576.00	3,576.00	
General Electric Co.	22,140.00	22,140.00	
Goldman Sachs FST Treasury	9.74	9.74	
HSBC Holdings	15,505.40	15,505.40	
Halliburton Co.	2,520.00	2,520.00	
Home Depot	6,299.96	6,299.96	
Intel Corp.	11,200.00	11,200.00	
J. P. Morgan Chase & Co.	2,847.84	2,847.84	
Johnson & Johnson	20,800.00	20,800.00	
Lilly Eli & Co.	15,680.00	15,680.00	
McDonalds Corp.	11,825.00	11,825.00	
McGraw Hill Companies, Inc.	9,000.00	9,000.00	
Medtronic Inc.	3,737.46	3,737.46	
Merck & Co Inc	1,520.00	1,520.00	
Microsoft Corp.	7,800.00	7,800.00	
Nestle S A	21,574.58	21,574.58	
News Corp Ltd.	2,040.00	2,040.00	
Novo Nordisk	2,344.59	2,344.59	
Occidental Pete Corp	5,200.00	5,200.00	
Peabody Energy Corporation	1,000.00	1,000.00	
PepsiCo, Inc.	18,374.98	18,374.98	
Philip Morris Cos.	42,920.00	42,920.00	
Praxair Inc	6,400.00	6,400.00	
Procter & Gamble Co.	25,800.00	25,800.00	
Qualcomm Inc	4,150.00	4,150.00	
Rio Tinto PLC	2,720.00	2,720.00	
Sysco Corp	5,760 00	5,760.00	
Target Corp.	6,600.00	6,600.00	
Texas Instuments	3,150.00	3,150.00	
Total S A.	17,119.76	17,119.76	
United Technologies	8,931.96	8,931.96	
Wal Mart Stores, Inc.	5,037.46	5,037.46	
Walgreen Co.	5,999.96	5,999.96	
Totals - Sarofim	$ 502,923.26	$ 502,923.26	$

	Totals	Ordinary	Capital Gains Dividends
ETF:			
Goldman Sachs FST Treasury	$ 252.48	$ 252.48	$
IShares TR Russell 2000	25,719.85	25,719.85	$
Vanguard FTSE Allworld	43,851.64	43,851.64	
Totals - Sarofim	$ 69,823.97	$ 69,823.97	$
Other:			
Dividends - Sentry:			
Goldman Sachs FST Treasury	$ 28,222.78	$ 28,222.78	$
Dividends - Mutual Funds:			
Dodge & Cox	87,767.39	87,767.39	
Totals - Other	$ 115,990.17	$ 115,990.17	$
Totals - Dividends	$ 1,016,187.47	$ 1,016,187.47	$
INTEREST			
U. S. Government Obligations	$ 710,514.98	$ 710,514.98	$
Totals - Interest	$ 710,514.98	$ 710,514.98	$
Totals - Dividends and interest	$ 1,726,702.45	$ 1,726,702.45	$

Schedule 3

NET GAIN OR LOSS FROM SALE OF ASSETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2009

Property	Sales Price	Cost or Basis	Gain/ (Loss)
Short Term:			
Stocks & bonds - Sch. 3A	$ 1,004,325.52	$ 1,579,170.15	$ (574,844.63)
Adjustment, HSBC (Dodge)		4.95	(4.95)
Adjustment, HSBC (Sarofim)	3.55		3.55
Totals - Short term	$ 1,004,329 07	$ 1,579,175.10	$ (574,846.03)
Long Term:			
Stocks & bonds - Sch. 3B	$ 10,345,738.70	$ 12,330,810.22	$ (1,985,071.52)
Litigation - MBIA, Inc.	1,247.09		1,247.09
Sec V AIG Distribution	4,579.36		4,579.36
Litigation - Cardinal Health	12,563 71		12,563.71
Litigation - AOL Time Warner	767.23		767.23
Return of capital - Rio Tinto	22,806.12	22,806.12	
Totals - Long term	$ 10,387,702.21	$ 12,353,616.34	$ (1,965,914.13)
Capital gain distributions - Sch. 2	$	$	$
Totals - Combined	$ 11,392,031.28	$ 13,932,791.44	$ (2,540,760.16)

Schedule 3A

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
AMERICAN INTL GROUP INC.	5/19/2008	3/26/2009	1,500.00	1,657.49	59,032.50	.00	57,375.01
AMERICAN INTL GROUP INC.	5/16/2008	3/26/2009	300.00	331.50	11,804.07	.00	11,472.57
AMERICAN INTL GROUP INC.	5/15/2008	3/26/2009	200.00	221.00	7,839.94	.00	7,618.94
AMERICAN INTL GROUP INC.	5/13/2008	3/26/2009	300.00	331.50	11,545.98	.00	11,214.48
AMERICAN INTL GROUP INC.	5/12/2008	3/26/2009	1,000.00	1,104.99	38,000.00	.00	36,895.01
AMERICAN INTL GROUP INC.	5/12/2008	3/27/2009	2,000.00	1,993.79	76,000.00	.00	74,006.21
AMERICAN INTL GROUP INC.	5/27/2008	3/27/2009	2,900.00	2,890.99	106,153.05	.00	103,262.06
AMERICAN INTL GROUP INC.	5/27/2008	3/30/2009	1,100.00	1,104.72	40,264.95	.00	39,160.23
AMERICAN INTL GROUP INC.	7/10/2008	3/30/2009	1,700.00	1,707.30	40,782.49	.00	39,075.19
AMERICAN INTL GROUP INC.	7/10/2008	3/31/2009	3,300.00	3,201.97	79,166.01	.00	75,964.04
AMERICAN INTL GROUP INC.	8/13/2008	3/31/2009	100.00	97.03	2,216.50	.00	2,119.47
AMERICAN INTL GROUP INC.	8/13/2008	4/01/2009	2,900.00	2,954.79	64,278.50	.00	61,323.71
AVON PRODS INC	5/07/2009	10/13/2009	200.00	6,815.94	4,602.00	2,213.94	.00
AVON PRODS INC	5/15/2009	10/15/2009	200.00	6,822.70	4,592.10	2,230.60	.00
AVON PRODS INC	5/11/2009	10/15/2009	200.00	6,809.42	4,575.56	2,233.86	.00
AVON PRODS INC	5/14/2009	10/16/2009	200.00	6,830.60	4,548.00	2,282.60	.00
AVON PRODS INC	5/12/2009	10/19/2009	200.00	6,812.16	4,538.70	2,273.46	.00
AVON PRODS INC	5/12/2009	10/20/2009	200.00	6,862.40	4,538.70	2,323.70	.00
AVON PRODS INC	5/13/2009	10/20/2009	200.00	6,862.40	4,448.62	2,413.78	.00
HSBC HOLDINGS PLC	1/14/2009	1/23/2009	.05	1.81	2.48	.00	.67
HSBC HOLDINGS PLC	5/06/2009	5/14/2009	.64	26.75	18.46	8.29	.00
OCCIDENTAL PETE CORP.	11/14/2008	8/04/2009	200.00	14,351.65	9,467.70	4,883.95	.00
SHERWIN WILLIAMS CO.	4/23/2008	3/31/2009	100.00	5,271.10	5,484.30	.00	213.20
SHERWIN WILLIAMS CO.	4/24/2008	3/31/2009	100.00	5,271.10	5,434.11	.00	163.01

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SHERWIN WILLIAMS CO.	4/24/2008	4/01/2009	200.00	10,402.34	10,868.22	.00	465.88
SHERWIN WILLIAMS CO.	4/24/2008	4/02/2009	100.00	5,316.62	5,434.11	.00	117.49
SHERWIN WILLIAMS CO.	4/11/2008	4/02/2009	100.00	5,316.62	5,410.58	.00	93.96
SHERWIN WILLIAMS CO.	4/11/2008	4/03/2009	100.00	5,268.67	5,410.58	.00	141.91
SHERWIN WILLIAMS CO.	4/14/2008	4/03/2009	100.00	5,268.67	5,359.21	.00	90.54
SHERWIN WILLIAMS CO.	4/14/2008	4/06/2009	200.00	10,434.82	10,718.42	.00	283.60
SHERWIN WILLIAMS CO.	4/14/2008	4/07/2009	100.00	5,140.96	5,359.21	.00	218.25
SHERWIN WILLIAMS CO.	4/15/2008	4/07/2009	200.00	10,281.91	10,635.18	.00	353.27
SYNOPSYS INC.	10/15/2008	2/25/2009	3,000.00	57,088.78	52,395.90	4,692.88	.00
TIME WARNER, INC.	10/27/2008	4/28/2009	.00	.02	.03	.00	.01
TIME WARNER CABLE, INC.	10/27/2008	4/20/2009	.98	27.64	26.31	1.33	.00
WELLS FARGO COMPANY	8/13/2008	1/27/2009	.25	3.99	19.39	.00	15.40
WELLS FARGO COMPANY	6/16/2008	1/27/2009	.09	1.43	8.46	.00	7.03
WELLS FARGO COMPANY	7/09/2008	1/27/2009	.35	5.58	25.16	.00	19.58
*** CORPORATE STOCK-DODGE		***	23,202.36	204,893.15	701,005.48	.00	496,112.33
CORPORATE STOCK-SAROFIM							
CORNING INC.	6/10/2008	3/05/2009	5,000.00	50,005.71	131,680.00	.00	81,674.29
*** CORPORATE STOCK-SAROFIM		***	5,000.00	50,005.71	131,680.00	.00	81,674.29
U. S. GOVERNMENT SECURITY							
FGPC230401BE GOLD PROGRAM	4/17/2008	1/15/2009	.00	13,514.22	13,480.43	33.79	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	2/17/2009	.00	46,431.41	46,315.33	116.08	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	3/16/2009	.00	51,402.84	51,274.33	128.51	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	4/15/2009	.00	47,630.31	47,511.23	119.08	.00

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
F MAC #G12806 5.5% 9/1/20	7/18/2008	1/15/2009	.00	14,889.29	14,863.70	25.59	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	2/17/2009	.00	21,311.99	21,275.36	36.63	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	3/16/2009	.00	38,882.15	38,815.32	66.83	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	4/15/2009	.00	37,590.37	37,525.76	64.61	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	5/15/2009	.00	35,364.94	35,304.16	60.78	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	6/15/2009	.00	33,295.89	33,238.66	57.23	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	7/15/2009	.00	32,572.73	32,516.75	55.98	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	1/15/2009	.00	28,299.17	28,135.57	163.60	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	2/17/2009	.00	87,040.16	86,536.96	503.20	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	3/16/2009	.00	77,858.99	77,408.87	450.12	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	4/15/2009	.00	58,323.93	57,986.74	337.19	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	5/15/2009	.00	46,095.45	45,828.96	266.49	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	6/15/2009	.00	29,782.17	29,609.99	172.18	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	7/15/2009	.00	49,140.65	48,856.55	284.10	.00
*** U. S. GOVERNMENT SECURITY ***			.00	749,426.66	746,484.67	2,941.99	.00
GRAND TOTALS			28,202.36	1,004,325.52	1,579,170.15	.00	574,844.63

Schedule 3B

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CORPORATE STOCK-DODGE							
AMGEN INC.	11/08/2007	2/25/2009	500.00	28,442.34	28,026.25	416.09	.00
AMERICAN INTL GROUP INC.	7/19/2007	3/24/2009	500.00	725.65	34,837.20	.00	34,111.55
AMERICAN INTL GROUP INC.	7/18/2007	3/24/2009	1,500.00	2,176.93	103,779.15	.00	101,602.22
AMERICAN INTL GROUP INC.	10/15/2007	3/25/2009	1,000.00	1,265.19	66,665.00	.00	65,399.81
AMERICAN INTL GROUP INC.	8/29/2007	3/25/2009	1,200.00	1,518.23	78,817.08	.00	77,298.85
AMERICAN INTL GROUP INC.	8/15/2007	3/25/2009	900.00	1,138.67	57,119.31	.00	55,980.64
AMERICAN INTL GROUP INC.	8/14/2007	3/25/2009	900.00	1,138.68	57,091.23	.00	55,952.55
AMERICAN INTL GROUP INC.	8/09/2007	3/25/2009	200.00	253.04	12,602.00	.00	12,348.96
AMERICAN INTL GROUP INC.	11/19/2007	3/25/2009	900.00	1,138.67	49,748.58	.00	48,609.91
AMERICAN INTL GROUP INC.	11/08/2007	3/25/2009	200.00	253.04	11,011.88	.00	10,758.84
AMERICAN INTL GROUP INC.	11/08/2007	3/26/2009	700.00	773.49	38,541.58	.00	37,768.09
AMERICAN INTL GROUP INC.	11/20/2007	3/26/2009	200.00	221.00	10,936.24	.00	10,715.24
AMERICAN INTL GROUP INC.	3/10/2008	3/26/2009	2,500.00	2,762.48	106,102.50	.00	103,340.02
CARDINAL HEALTH INC.	8/04/2004	12/10/2008	200.00	6,459.27	6,251.45	207.82	.00
CARDINAL HEALTH INC.	9/14/2007	9/30/2009	400.00	10,693.68	18,622.17	.00	7,928.49
CARDINAL HEALTH INC.	9/14/2007	10/01/2009	200.00	5,334.86	9,311.09	.00	3,976.23
CARDINAL HEALTH INC.	9/14/2007	10/05/2009	200.00	5,251.36	9,311.09	.00	4,059.73
CARDINAL HEALTH INC.	9/14/2007	10/06/2009	700.00	18,533.35	32,588.80	.00	14,055.45
CARDINAL HEALTH INC.	9/14/2007	10/06/2009	500.00	13,310.85	23,277.72	.00	9,966.87
CARDINAL HEALTH INC.	9/14/2007	10/07/2009	100.00	2,667.49	4,655.54	.00	1,988.05
CARDINAL HEALTH INC.	9/17/2003	10/07/2009	100.00	2,667.49	4,176.64	.00	1,509.15
CARDINAL HEALTH INC.	9/17/2003	10/08/2009	300.00	8,138.88	12,529.93	.00	4,391.05
CARDINAL HEALTH INC.	9/17/2003	10/09/2009	200.00	5,435.86	8,353.28	.00	2,917.42
CARDINAL HEALTH INC.	9/17/2003	10/12/2009	300.00	8,134.68	12,529.93	.00	4,395.25

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CARDINAL HEALTH INC.	9/17/2003	11/06/2009	200.00	5,893.80	8,353.28	.00	2,459.48
CARDINAL HEALTH INC.	9/17/2003	11/09/2009	300.00	8,973.00	12,529.93	.00	3,556.93
CARDINAL HEALTH INC.	9/17/2003	11/10/2009	100.00	3,024.09	4,176.64	.00	1,152.55
CARDINAL HEALTH INC.	10/22/2003	11/10/2009	200.00	6,048.18	8,059.26	.00	2,011.08
CARDINAL HEALTH INC.	10/22/2003	11/11/2009	300.00	9,113.79	12,088.88	.00	2,975.09
CARDINAL HEALTH INC.	10/22/2003	11/12/2009	200.00	6,220.44	8,059.26	.00	1,838.82
CARDINAL HEALTH INC.	10/22/2003	11/13/2009	200.00	6,212.84	8,059.25	.00	1,846.41
CARDINAL HEALTH INC.	10/22/2003	11/17/2009	400.00	12,593.27	16,118.51	.00	3,525.24
CARDINAL HEALTH INC.	10/22/2003	11/18/2009	200.00	6,315.63	8,059.26	.00	1,743.63
CARDINAL HEALTH INC.	10/22/2003	11/20/2009	200.00	6,372.63	8,059.25	.00	1,686.62
CARDINAL HEALTH INC.	10/22/2003	11/20/2009	200.00	6,367.93	8,059.26	.00	1,691.33
CARDINAL HEALTH INC.	10/22/2003	11/23/2009	200.00	6,453.83	8,059.25	.00	1,605.42
CARDINAL HEALTH INC.	10/22/2003	11/24/2009	200.00	6,461.83	8,059.26	.00	1,597.43
CARDINAL HEALTH INC.	10/22/2003	11/25/2009	200.00	6,486.69	8,059.25	.00	1,572.56
CARDINAL HEALTH INC.	7/27/2004	11/27/2009	200.00	6,409.35	6,290.21	119.14	.00
CARDINAL HEALTH INC.	7/27/2004	11/30/2009	200.00	6,424.83	6,290.21	134.62	.00
CARDINAL HEALTH INC.	7/27/2004	12/01/2009	200.00	6,452.01	6,290.21	161.80	.00
CARDINAL HEALTH INC.	7/27/2004	12/02/2009	200.00	6,552.49	6,290.22	262.27	.00
CARDINAL HEALTH INC.	7/27/2004	12/03/2009	200.00	6,506.73	6,290.21	216.52	.00
CARDINAL HEALTH INC.	7/27/2004	12/04/2009	200.00	6,437.41	6,290.22	147.19	.00
CARDINAL HEALTH INC.	7/27/2004	12/07/2009	200.00	6,500.01	6,290.21	209.80	.00
CARDINAL HEALTH INC.	8/04/2004	12/08/2009	200.00	6,399.47	6,251.45	148.02	.00
CARDINAL HEALTH INC.	8/04/2004	12/09/2009	200.00	6,333.83	6,251.45	82.38	.00
CARDINAL HEALTH INC.	8/04/2004	12/11/2009	200.00	6,488.83	6,251.45	237.38	.00
CARDINAL HEALTH INC.	8/04/2004	12/14/2009	200.00	6,542.99	6,251.45	291.54	.00

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CARDINAL HEALTH INC.	8/04/2004	12/15/2009	200.00	6,581.17	6,251.45	329.72	.00
CARDINAL HEALTH INC.	8/04/2004	12/17/2009	200.00	6,479.83	6,251.45	228.38	.00
CARDINAL HEALTH INC.	8/04/2004	12/17/2009	200.00	6,411.81	6,251.46	160.35	.00
CARDINAL HEALTH INC.	8/04/2004	12/18/2009	200.00	6,410.35	6,251.45	158.90	.00
CARDINAL HEALTH INC.	8/04/2004	12/22/2009	200.00	6,501.83	6,251.46	250.37	.00
CARDINAL HEALTH INC.	8/04/2004	12/22/2009	200.00	6,526.41	6,251.45	274.96	.00
CARDINAL HEALTH INC.	8/04/2004	12/24/2009	200.00	6,546.09	6,251.46	294.63	.00
CARDINAL HEALTH INC.	8/04/2004	12/28/2009	200.00	6,525.95	6,251.45	274.50	.00
CEMEX SAB DE CV	11/20/2006	6/09/2009	.96	9.84	29.52	.00	19.68
COMPUTER SCIENCES CORP.	6/28/2001	4/15/2009	400.00	14,891.09	13,613.73	1,277.36	.00
COMPUTER SCIENCES CORP.	6/28/2001	4/16/2009	100.00	3,752.18	3,403.43	348.75	.00
COMPUTER SCIENCES CORP.	10/19/2001	4/16/2009	100.00	3,752.18	3,286.05	466.13	.00
COMPUTER SCIENCES CORP.	10/19/2001	4/17/2009	200.00	7,579.78	6,572.10	1,007.68	.00
COMPUTER SCIENCES CORP.	10/19/2001	5/15/2009	700.00	25,534.85	23,002.35	2,532.50	.00
COMPUTER SCIENCES CORP.	10/19/2001	7/28/2009	200.00	9,512.39	6,572.10	2,940.29	.00
COMPUTER SCIENCES CORP.	10/19/2001	7/30/2009	200.00	9,778.56	6,572.10	3,206.46	.00
COMPUTER SCIENCES CORP.	10/19/2001	7/31/2009	200.00	9,687.37	6,572.10	3,115.27	.00
COMPUTER SCIENCES CORP.	4/23/2003	8/03/2009	200.00	9,647.19	6,448.00	3,199.19	.00
COMPUTER SCIENCES CORP.	4/23/2003	8/03/2009	200.00	9,576.25	6,448.00	3,128.25	.00
COMPUTER SCIENCES CORP.	4/23/2003	8/04/2009	200.00	9,720.83	6,448.00	3,272.83	.00
COMPUTER SCIENCES CORP.	4/23/2003	8/06/2009	200.00	9,654.89	6,448.00	3,206.89	.00
CITIGROUP, INC.	2/23/2005	5/12/2009	1,200.00	4,485.60	57,979.08	.00	53,493.48
CITIGROUP, INC.	2/24/2005	5/12/2009	800.00	2,990.40	38,643.60	.00	35,653.20
CITIGROUP, INC.	2/24/2005	5/14/2009	200.00	707.14	9,660.90	.00	8,953.76
CITIGROUP, INC.	2/22/2005	5/14/2009	1,300.00	4,596.42	62,785.58	.00	58,189.16

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
CITIGROUP, INC.	2/22/2005	5/14/2009	1,500.00	5,303.56	72,039.45	.00	66,735.89
CITIGROUP, INC.	3/22/2006	5/14/2009	200.00	707.14	9,479.24	.00	8,772.10
CITIGROUP, INC.	3/17/2006	5/14/2009	500.00	1,767.86	23,692.05	.00	21,924.19
CITIGROUP, INC.	4/03/2006	5/14/2009	100.00	353.57	4,737.80	.00	4,384.23
CITIGROUP, INC.	3/31/2006	5/14/2009	1,200.00	4,242.85	56,779.08	.00	52,536.23
CITIGROUP, INC.	3/21/2006	5/14/2009	700.00	2,475.00	33,090.33	.00	30,615.33
CITIGROUP, INC.	7/17/2006	5/14/2009	1,100.00	3,889.28	51,282.88	.00	47,393.60
CITIGROUP, INC.	3/09/2006	5/14/2009	200.00	707.14	9,299.12	.00	8,591.98
CITIGROUP, INC.	1/15/2008	5/14/2009	3,200.00	11,314.27	86,416.00	.00	75,101.73
CITIGROUP, INC.	1/15/2008	5/15/2009	800.00	2,818.24	21,604.00	.00	18,785.76
CITIGROUP, INC.	4/30/2008	5/15/2009	600.00	2,113.69	15,212.46	.00	13,098.77
CITIGROUP, INC.	4/30/2008	5/15/2009	600.00	2,113.68	15,162.00	.00	13,048.32
CITIGROUP, INC.	4/30/2008	5/18/2009	2,200.00	8,060.59	55,594.00	.00	47,533.41
CITIGROUP, INC.	3/14/2008	5/18/2009	300.00	1,099.17	6,319.53	.00	5,220.36
CITIGROUP, INC.	3/14/2008	5/19/2009	2,000.00	7,591.20	42,130.20	.00	34,539.00
COMCAST CORP.	2/23/2004	3/31/2009	319.04	4,380.14	6,260.61	.00	1,880.47
COMCAST CORP.	8/27/2003	3/31/2009	280.96	3,857.33	5,491.27	.00	1,633.94
COMCAST CORP.	8/27/2003	3/31/2009	500.00	6,859.61	9,772.33	.00	2,912.72
COMCAST CORP.	8/27/2003	4/01/2009	500.00	6,749.96	9,772.33	.00	3,022.37
COMCAST CORP.	8/27/2003	4/02/2009	600.00	8,708.23	11,726.80	.00	3,018.57
COMCAST CORP.	8/27/2003	4/03/2009	369.04	5,314.77	7,212.77	.00	1,898.00
COMCAST CORP.	8/28/2003	4/03/2009	230.96	3,326.20	4,487.78	.00	1,161.58
COMCAST CORP.	8/28/2003	4/06/2009	400.00	5,708.64	7,772.40	.00	2,063.76
COMCAST CORP.	8/28/2003	4/07/2009	500.00	7,026.06	9,715.50	.00	2,689.44
COMCAST CORP.	8/28/2003	4/08/2009	700.00	9,831.80	13,601.70	.00	3,769.90

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
COMCAST CORP.	8/28/2003	4/09/2009	600.00	8,741.77	11,658.60	.00	2,916.83
COMCAST CORP.	8/28/2003	4/13/2009	400.00	5,718.53	7,772.40	.00	2,053.87
COMCAST CORP.	8/28/2003	4/14/2009	19.04	266.99	369.97	.00	102.98
COMCAST CORP.	7/16/2004	4/14/2009	380.96	5,341.98	7,128.75	.00	1,786.77
COMCAST CORP.	7/16/2004	4/15/2009	400.00	5,649.17	7,485.04	.00	1,835.87
COMCAST CORP.	7/16/2004	4/16/2009	600.00	8,720.11	11,227.56	.00	2,507.45
COMCAST CORP.	7/16/2004	4/17/2009	400.00	5,788.05	7,485.04	.00	1,696.99
COMCAST CORP.	7/16/2004	4/20/2009	400.00	5,583.85	7,485.04	.00	1,901.19
COMCAST CORP.	7/16/2004	4/21/2009	600.00	8,504.60	11,227.56	.00	2,722.96
COVIDIEN LIMITED	8/29/2007	2/25/2009	450.00	15,917.76	17,993.25	.00	2,075.49
COVIDIEN LIMITED	1/19/2006	2/25/2009	375.00	13,264.80	12,619.86	644.94	.00
COVIDIEN LIMITED	1/20/2006	2/25/2009	175.00	6,190.24	5,866.69	323.55	.00
CREDIT SUSSIE GROUP	4/16/2008	7/09/2009	400.00	17,530.70	21,256.56	.00	3,725.86
CREDIT SUSSIE GROUP	4/16/2008	7/10/2009	300.00	13,140.92	15,942.42	.00	2,801.50
DIRECTV	8/04/2004	12/10/2009	.06	1.93	.73	1.20	.00
DIRECTV	8/09/2004	12/10/2009	.05	1.62	.61	1.01	.00
DIRECTV	8/10/2004	12/10/2009	.06	1.93	.74	1.19	.00
DIRECTV	8/11/2004	12/10/2009	.05	1.62	.62	1.00	.00
DIRECTV	8/12/2004	12/10/2009	.05	1.62	.61	1.01	.00
DIRECTV	9/27/2004	12/10/2009	.05	1.62	.62	1.00	.00
DOMTAR CORP.	12/04/2007	7/02/2009	.66	13.97	62.52	.00	48.55
GENWORTH FINANCIAL INC.	5/24/2004	11/13/2009	3,000.00	33,459.33	58,500.00	.00	25,040.67
HEALTH MANAGEMENT ASSOC I	10/06/2006	5/19/2009	300.00	1,532.33	6,285.99	.00	4,753.66
HEALTH MANAGEMENT ASSOC I	9/29/2006	5/19/2009	400.00	2,043.10	8,349.32	.00	6,306.22
HEALTH MANAGEMENT ASSOC I	10/06/2006	5/19/2009	100.00	510.78	2,086.51	.00	1,575.73

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
HEALTH MANAGEMENT ASSOC I	10/06/2006	5/21/2009	200.00	1,112.41	4,173.02	.00	3,060.61
HEALTH MANAGEMENT ASSOC I	10/12/2006	5/21/2009	200.00	1,112.41	4,169.04	.00	3,056.63
HEALTH MANAGEMENT ASSOC I	10/20/2006	5/21/2009	200.00	1,112.41	4,155.74	.00	3,043.33
HEALTH MANAGEMENT ASSOC I	9/28/2006	5/21/2009	200.00	1,112.41	4,153.44	.00	3,041.03
HEALTH MANAGEMENT ASSOC I	10/04/2006	5/21/2009	200.00	1,107.39	4,148.44	.00	3,041.05
HEALTH MANAGEMENT ASSOC I	10/02/2006	5/21/2009	300.00	1,661.09	6,210.27	.00	4,549.18
HEALTH MANAGEMENT ASSOC I	10/13/2006	5/21/2009	300.00	1,661.08	6,208.08	.00	4,547.00
HEALTH MANAGEMENT ASSOC I	10/13/2006	5/22/2009	100.00	544.33	2,069.36	.00	1,525.03
HEALTH MANAGEMENT ASSOC I	10/16/2006	5/22/2009	200.00	1,088.65	4,135.38	.00	3,046.73
HEALTH MANAGEMENT ASSOC I	10/11/2006	5/22/2009	500.00	2,721.62	10,336.85	.00	7,615.23
HEALTH MANAGEMENT ASSOC I	10/11/2006	5/26/2009	300.00	1,645.46	6,202.11	.00	4,556.65
HEALTH MANAGEMENT ASSOC I	10/03/2006	5/26/2009	200.00	1,096.97	4,130.44	.00	3,033.47
HEALTH MANAGEMENT ASSOC I	10/10/2006	5/26/2009	300.00	1,645.45	6,174.78	.00	4,529.33
HEALTH MANAGEMENT ASSOC I	10/10/2006	5/28/2009	300.00	1,649.78	6,174.78	.00	4,525.00
HEALTH MANAGEMENT ASSOC I	10/18/2006	5/28/2009	300.00	1,649.78	6,142.08	.00	4,492.30
HEALTH MANAGEMENT ASSOC I	10/17/2009	5/28/2009	900.00	4,949.32	18,200.61	.00	13,251.29
HEALTH MANAGEMENT ASSOC I	7/13/2006	5/28/2009	100.00	549.93	1,990.95	.00	1,441.02
HEALTH MANAGEMENT ASSOC I	7/13/2006	6/01/2009	300.00	1,842.31	5,972.85	.00	4,130.54
HEALTH MANAGEMENT ASSOC I	7/17/2006	6/01/2009	400.00	2,456.41	7,962.76	.00	5,506.35
HEALTH MANAGEMENT ASSOC I	7/18/2006	6/01/2009	200.00	1,228.21	3,944.44	.00	2,716.23
HEWLETT PACKARD CO.	9/17/2001	7/30/2009	1,500.00	64,535.84	24,474.60	40,061.24	.00
HITACHI LTD	10/05/2006	11/13/2009	100.00	3,255.78	5,876.39	.00	2,620.61
HITACHI LTD	10/03/2006	11/13/2009	400.00	13,023.10	23,485.40	.00	10,462.30
HITACHI LTD	10/06/2006	11/13/2009	200.00	6,511.55	11,716.34	.00	5,204.79
HITACHI LTD	10/02/2006	11/13/2009	200.00	6,511.55	11,706.08	.00	5,194.53

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
HITACHI LTD	10/10/2006	11/13/2009	400.00	13,023.11	23,383.56	.00	10,360.45
HITACHI LTD	11/22/2006	11/13/2009	1,000.00	32,557.76	57,752.90	.00	25,195.14
HOME DEPOT INC.	6/28/2007	4/15/2009	200.00	4,890.87	8,002.06	.00	3,111.19
HOME DEPOT INC.	6/27/2007	5/15/2009	200.00	4,890.87	7,881.88	.00	2,991.01
HOME DEPOT INC.	6/26/2007	5/15/2009	200.00	4,890.88	7,802.50	.00	2,911.62
HOME DEPOT INC.	4/12/2007	5/15/2009	300.00	7,336.31	11,409.00	.00	4,072.69
HOME DEPOT INC.	4/09/2007	5/15/2009	200.00	4,890.87	7,600.04	.00	2,709.17
HOME DEPOT INC.	4/11/2007	5/15/2009	600.00	14,672.63	22,797.24	.00	8,124.61
HOME DEPOT INC.	4/05/2007	5/15/2009	300.00	7,336.31	11,395.38	.00	4,059.07
KYOCERA CORP.	10/19/2007	5/20/2009	200.00	15,488.22	17,673.38	.00	2,185.16
KYOCERA CORP.	10/19/2007	5/22/2009	200.00	15,485.56	17,673.38	.00	2,187.82
KYOCERA CORP.	10/19/2007	5/26/2009	400.00	30,893.04	35,346.76	.00	4,453.72
KYOCERA CORP.	10/19/2007	5/29/2009	200.00	15,457.42	17,673.38	.00	2,215.96
LIBERTY MEDIA ENTERTAINME	8/13/2004	7/09/2009	200.00	5,039.69	2,746.48	2,293.21	.00
LIBERTY MEDIA ENTERTAINME	8/13/2004	7/10/2009	20.00	505.80	274.65	231.15	.00
LIBERTY MEDIA ENTERTAINME	9/28/2004	7/10/2009	280.00	7,081.27	3,842.85	3,238.42	.00
LOEWS CORP.	12/16/1999	11/13/2009	3,000.00	106,118.97	30,437.33	75,681.64	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	3/25/2009	700.00	8,159.08	6,007.68	2,151.40	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	3/26/2009	500.00	5,988.56	4,291.20	1,697.36	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	3/27/2009	500.00	5,958.41	4,291.20	1,667.21	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	3/30/2009	400.00	4,675.85	3,432.96	1,242.89	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	4/02/2009	400.00	4,611.49	3,432.96	1,178.53	.00
PANASONIC CORP. (MATSUSHI	4/07/2003	5/15/2009	1,700.00	25,578.90	14,590.08	10,988.82	.00
MOTOROLA, INC.	12/05/2006	7/30/2009	200.00	1,426.96	4,397.56	.00	2,970.60
MOTOROLA, INC.	12/06/2006	7/30/2009	800.00	5,707.85	17,579.12	.00	11,871.27

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
MOTOROLA, INC.	12/04/2006	7/30/2009	500.00	3,567.41	10,977.25	.00	7,409.84
MOTOROLA, INC.	11/30/2006	7/30/2009	400.00	2,853.93	8,764.48	.00	5,910.55
MOTOROLA, INC.	12/01/2006	7/30/2009	1,000.00	7,134.82	21,820.70	.00	14,685.88
MOTOROLA, INC.	12/07/2006	7/30/2009	2,400.00	17,123.56	52,101.12	.00	34,977.56
MOTOROLA, INC.	11/28/2006	7/30/2009	200.00	1,426.96	4,274.22	.00	2,847.26
MOTOROLA, INC.	1/03/2007	7/30/2009	900.00	6,421.33	18,661.23	.00	12,239.90
MOTOROLA, INC.	12/27/2006	7/30/2009	600.00	4,280.89	12,398.94	.00	8,118.05
NEWS CORP CLASS A	1/24/2008	5/15/2009	2,500.00	21,736.94	47,962.50	.00	26,225.56
NEWS CORP CLASS A	1/04/2006	5/15/2009	1,000.00	8,694.78	15,461.60	.00	6,766.82
NEWS CORP CLASS A	3/13/2002	5/15/2009	1,400.00	12,172.68	16,739.03	.00	4,566.35
NEWS CORP CLASS A	3/13/2002	10/14/2009	800.00	9,968.30	9,565.16	403.14	.00
NEWS CORP CLASS A	3/13/2002	10/15/2009	500.00	6,284.88	5,978.23	306.65	.00
NEWS CORP CLASS A	3/13/2002	10/16/2009	400.00	4,966.87	4,782.58	184.29	.00
NEWS CORP CLASS A	3/13/2002	10/19/2009	400.00	5,121.38	4,782.58	338.80	.00
NEWS CORP CLASS A	3/13/2002	10/20/2009	400.00	5,082.62	4,782.58	300.04	.00
NEWS CORP CLASS A	3/13/2002	10/21/2009	400.00	5,150.18	4,782.58	367.60	.00
NEWS CORP CLASS A	3/13/2002	10/22/2009	100.00	1,254.57	1,195.64	58.93	.00
NEWS CORP CLASS A	4/25/2002	10/22/2009	300.00	3,763.70	3,513.00	250.70	.00
NEWS CORP CLASS A	4/25/2002	10/23/2009	400.00	4,954.39	4,684.00	270.39	.00
NEWS CORP CLASS A	4/25/2002	10/26/2009	400.00	5,033.11	4,684.00	349.11	.00
NEWS CORP CLASS A	4/25/2002	10/27/2009	400.00	4,846.71	4,684.00	162.71	.00
NEWS CORP CLASS A	4/25/2002	10/29/2009	400.00	4,812.19	4,684.00	128.19	.00
NEWS CORP CLASS A	4/25/2002	11/05/2009	700.00	8,397.26	8,197.00	200.26	.00
NOVARTIS AG	6/05/2007	2/25/2009	150.00	5,669.67	8,458.39	.00	2,788.72
NOVARTIS AG	6/04/2007	2/25/2009	300.00	11,339.33	16,899.09	.00	5,559.76

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
NOVARTIS AG	6/01/2007	2/25/2009	200.00	7,559.56	11,257.58	.00	3,698.02
NOVARTIS AG	6/15/2007	2/25/2009	300.00	11,339.33	16,874.04	.00	5,534.71
NOVARTIS AG	5/29/2007	2/25/2009	200.00	7,559.56	11,243.98	.00	3,684.42
PFIZER INC. (PHARMACIA)	12/17/2004	1/22/2009	1,600.00	27,387.84	39,999.52	.00	12,611.68
PFIZER INC. (PHARMACIA)	12/17/2004	1/23/2009	620.00	10,474.72	15,499.81	.00	5,025.09
PFIZER INC. (PHARMACIA)	4/27/2006	1/23/2009	100.00	1,689.47	2,499.42	.00	809.95
PFIZER INC. (PHARMACIA)	4/26/2006	1/23/2009	1,300.00	21,963.12	32,474.00	.00	10,510.88
PFIZER INC. (PHARMACIA)	4/20/2006	1/23/2009	900.00	15,205.23	22,408.29	.00	7,203.06
PFIZER INC. (PHARMACIA)	4/21/2006	1/23/2009	900.00	15,205.23	22,373.91	.00	7,168.68
PFIZER INC. (PHARMACIA)	4/19/2006	1/23/2009	1,100.00	18,584.18	27,340.06	.00	8,755.88
PFIZER INC. (PHARMACIA)	4/25/2006	1/23/2009	1,380.00	23,314.69	34,226.90	.00	10,912.21
ROYAL DUTCH SHELL PLC	7/21/2005	7/07/2009	800.00	37,627.03	37,720.04	.00	93.01
SANOFI-AVENTIS ADR	4/12/2006	1/22/2009	200.00	6,075.46	9,077.58	.00	3,002.12
SANOFI-AVENTIS ADR	4/12/2006	1/23/2009	100.00	3,027.98	4,538.79	.00	1,510.81
SANOFI-AVENTIS ADR	4/10/2006	1/23/2009	100.00	3,027.98	4,508.67	.00	1,480.69
SANOFI-AVENTIS ADR	4/10/2006	3/10/2009	200.00	5,156.89	9,017.34	.00	3,860.45
SANOFI-AVENTIS ADR	4/10/2006	3/11/2009	100.00	2,555.04	4,508.67	.00	1,953.63
SANOFI-AVENTIS ADR	10/03/2006	3/11/2009	300.00	7,665.12	13,429.50	.00	5,764.38
SANOFI-AVENTIS ADR	10/03/2006	3/12/2009	200.00	5,022.15	8,953.00	.00	3,930.85
SANOFI-AVENTIS ADR	10/18/2006	3/12/2009	200.00	5,022.15	8,743.12	.00	3,720.97
SANOFI-AVENTIS ADR	10/17/2006	3/12/2009	300.00	7,533.23	13,097.58	.00	5,564.35
SANOFI-AVENTIS ADR	10/19/2006	3/12/2009	200.00	5,022.15	8,731.14	.00	3,708.99
SANOFI-AVENTIS ADR	10/16/2006	3/12/2009	200.00	5,022.15	8,708.30	.00	3,686.15
SANOFI-AVENTIS ADR	10/13/2006	3/12/2009	400.00	10,044.30	17,317.36	.00	7,273.06
SANOFI-AVENTIS ADR	10/13/2006	3/13/2009	200.00	5,187.52	8,658.68	.00	3,471.16

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SANOFI-AVENTIS ADR	10/12/2006	3/13/2009	1,400.00	36,312.64	60,599.28	.00	24,286.64
SANOFI-AVENTIS ADR	10/12/2006	3/16/2009	100.00	2,691.85	4,328.52	.00	1,636.67
SANOFI-AVENTIS ADR	9/02/2005	3/16/2009	700.00	18,842.95	30,173.43	.00	11,330.48
SANOFI-AVENTIS ADR	9/02/2005	4/24/2009	200.00	5,366.48	8,620.98	.00	3,254.50
SANOFI-AVENTIS ADR	9/02/2005	4/27/2009	300.00	8,149.20	12,931.47	.00	4,782.27
SANOFI-AVENTIS ADR	9/02/2005	4/28/2009	200.00	5,476.41	8,620.98	.00	3,144.57
SANOFI-AVENTIS ADR	9/02/2005	4/29/2009	800.00	22,738.53	34,483.92	.00	11,745.39
SCHLUMBERGER LTD	10/15/2008	10/16/2009	1,500.00	103,204.39	83,271.15	19,933.24	.00
SONY CORP.	8/24/2005	6/08/2009	400.00	11,109.59	13,501.36	.00	2,391.77
SONY CORP.	8/24/2005	6/09/2009	200.00	5,544.11	6,750.68	.00	1,206.57
SONY CORP.	8/24/2005	6/10/2009	400.00	11,026.84	13,501.36	.00	2,474.52
SONY CORP.	8/24/2005	6/11/2009	200.00	5,469.74	6,750.68	.00	1,280.94
SONY CORP.	8/24/2005	6/12/2009	200.00	5,462.98	6,750.68	.00	1,287.70
SONY CORP.	8/24/2005	7/14/2009	200.00	4,943.51	6,750.68	.00	1,807.17
SONY CORP.	8/24/2005	7/15/2009	300.00	7,507.72	10,126.02	.00	2,618.30
SONY CORP.	8/24/2005	7/17/2009	400.00	9,661.48	13,501.36	.00	3,839.88
SONY CORP.	8/24/2005	7/20/2009	100.00	2,461.71	3,375.34	.00	913.63
SONY CORP.	8/18/2005	7/20/2009	100.00	2,461.70	3,369.21	.00	907.51
SONY CORP.	8/18/2005	7/21/2009	200.00	4,924.31	6,738.42	.00	1,814.11
SONY CORP.	8/18/2005	7/22/2009	200.00	4,904.12	6,738.42	.00	1,834.30
SONY CORP.	8/18/2005	7/23/2009	200.00	4,939.60	6,738.42	.00	1,798.82
SONY CORP.	8/18/2005	7/24/2009	200.00	5,003.08	6,738.42	.00	1,735.34
SONY CORP.	8/18/2005	7/28/2009	400.00	9,804.39	13,476.84	.00	3,672.45
SONY CORP.	8/18/2005	7/29/2009	200.00	4,936.45	6,738.42	.00	1,801.97
SONY CORP.	4/21/2003	7/29/2009	100.00	2,468.23	3,207.23	.00	739.00

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
SUN MICROSYSTEMS INC	8/08/2005	4/24/2009	900.00	8,293.28	13,432.32	.00	5,139.04
SUN MICROSYSTEMS INC	8/08/2005	4/27/2009	800.00	7,333.57	11,939.84	.00	4,606.27
SUN MICROSYSTEMS INC	8/08/2005	4/28/2009	400.00	3,661.91	5,969.92	.00	2,308.01
SUN MICROSYSTEMS INC	8/09/2005	4/28/2009	400.00	3,661.90	5,962.40	.00	2,300.50
SUN MICROSYSTEMS INC	8/09/2005	4/30/2009	850.00	7,773.73	12,670.10	.00	4,896.37
TIME WARNER, INC.	3/11/2003	4/28/2009	.67	14.55	23.85	.00	9.30
TIME WARNER, INC.	3/12/2003	4/28/2009	.33	7.26	6.79	.47	.00
TIME WARNER, INC.	3/27/2003	4/28/2009	.67	14.53	24.83	.00	10.30
TIME WARNER, INC.	3/28/2003	4/28/2009	.33	7.28	12.39	.00	5.11
TIME WARNER, INC.	3/06/2003	4/28/2009	.67	14.52	27.86	.00	13.34
TIME WARNER, INC.	4/04/2003	4/28/2009	.00	.02	.04	.00	.02
TIME WARNER, INC.	10/29/2003	4/28/2009	.00	.02	.03	.00	.01
TIME WARNER, INC.	3/26/2003	4/28/2009	.33	7.28	11.70	.00	4.42
TIME WARNER, INC.	11/20/2003	4/28/2009	.00	.01	.01	.00	.00
TIME WARNER, INC.	11/21/2003	4/28/2009	.67	14.52	17.38	.00	2.86
TIME WARNER, INC.	3/31/2003	4/28/2009	.00	.02	.03	.00	.01
TIME WARNER, INC.	7/12/2006	4/28/2009	.00	.02	.03	.00	.01
TIME WARNER, INC.	10/17/2007	4/28/2009	.00	.02	.03	.00	.01
TIME WARNER, INC.	11/19/2003	4/28/2009	.00	.02	.02	.00	.00
TIME WARNER, INC.	2/01/2008	4/28/2009	.33	7.27	8.27	.00	1.00
TIME WARNER, INC.	3/24/2004	4/28/2009	.67	14.55	16.00	.00	1.45
TIME WARNER CABLE, INC.	3/06/2003	4/20/2009	.78	21.96	25.44	.00	3.48
TIME WARNER CABLE, INC.	3/11/2003	4/20/2009	.51	14.20	16.62	.00	2.42
TIME WARNER CABLE, INC.	3/12/2003	4/20/2009	.34	9.56	10.69	.00	1.13
TIME WARNER CABLE, INC.	2/01/2008	4/20/2009	.24	6.72	11.21	.00	4.49

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
TIME WARNER CABLE, INC.	3/24/2004	4/20/2009	.15	4.16	7.24	.00	3.08
TIME WARNER CABLE, INC.	7/12/2006	4/20/2009	.18	4.92	8.52	.00	3.60
TIME WARNER CABLE, INC.	10/17/2007	4/20/2009	.35	9.84	19.20	.00	9.36
TIME WARNER CABLE, INC.	11/19/2003	4/20/2009	.51	14.20	23.21	.00	9.01
TIME WARNER CABLE, INC.	11/20/2003	4/20/2009	.51	14.20	23.19	.00	8.99
TIME WARNER CABLE, INC.	11/21/2003	4/20/2009	.07	2.08	3.40	.00	1.32
TIME WARNER CABLE, INC.	3/31/2003	4/20/2009	.01	.28	.32	.00	.04
TIME WARNER CABLE, INC.	4/04/2003	4/20/2009	.75	21.20	25.82	.00	4.62
TIME WARNER CABLE, INC.	10/29/2003	4/20/2009	.50	14.20	22.86	.00	8.66
TIME WARNER CABLE, INC.	3/26/2003	4/20/2009	.50	14.20	17.11	.00	2.91
TIME WARNER CABLE, INC.	3/27/2003	4/20/2009	.50	14.20	17.04	.00	2.84
TIME WARNER CABLE, INC.	3/28/2003	4/20/2009	.61	17.04	20.45	.00	3.41
UNITEDHEALTH GROUP INC.	10/18/2007	2/10/2009	200.00	5,635.56	9,605.24	.00	3,969.68
UNITEDHEALTH GROUP INC.	10/18/2007	2/11/2009	200.00	5,621.00	9,605.24	.00	3,984.24
UNITEDHEALTH GROUP INC.	10/24/2007	11/13/2009	400.00	11,642.82	19,202.00	.00	7,559.18
UNITEDHEALTH GROUP INC.	10/19/2007	11/13/2009	2,100.00	61,124.80	100,032.66	.00	38,907.86
WAL MART STORES INC.	4/12/2006	2/25/2009	700.00	34,617.32	32,067.14	2,550.18	.00
WAL MART STORES INC.	4/12/2006	3/06/2009	500.00	24,298.96	22,905.10	1,393.86	.00
WAL MART STORES INC.	4/12/2006	3/09/2009	200.00	9,671.48	9,162.04	509.44	.00
WAL MART STORES INC.	3/15/2006	3/09/2009	100.00	4,835.74	4,526.00	309.74	.00
WAL MART STORES INC.	3/15/2006	4/24/2009	100.00	4,817.07	4,526.00	291.07	.00
WAL MART STORES INC.	3/10/2006	4/24/2009	100.00	4,817.06	4,525.16	291.90	.00
WAL MART STORES INC.	3/10/2006	4/27/2009	100.00	4,862.58	4,525.16	337.42	.00
WAL MART STORES INC.	3/09/2006	4/27/2009	100.00	4,862.59	4,524.26	338.33	.00
WAL MART STORES INC.	3/09/2006	4/27/2009	300.00	14,587.75	13,560.69	1,027.06	.00

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WAL MART STORES INC.	3/09/2006	4/28/2009	400.00	19,468.13	18,080.92	1,387.21	.00
WAL MART STORES INC.	9/02/2005	7/09/2009	800.00	38,767.00	35,820.00	2,947.00	.00
WELLPOINT INC.	6/11/2007	2/13/2009	200.00	8,803.35	16,206.00	.00	7,402.65
WELLPOINT INC.	6/18/2007	5/20/2009	200.00	9,426.77	16,206.00	.00	6,779.23
WELLPOINT INC.	6/13/2007	5/20/2009	200.00	9,417.77	16,176.70	.00	6,758.93
WELLPOINT INC.	6/13/2007	6/30/2009	200.00	10,141.73	16,176.70	.00	6,034.97
WELLPOINT INC.	6/19/2007	7/01/2009	300.00	15,262.76	24,260.10	.00	8,997.34
WELLPOINT INC.	6/19/2007	7/02/2009	100.00	4,999.13	8,086.70	.00	3,087.57
WELLPOINT INC.	6/20/2007	7/02/2009	100.00	4,999.13	8,063.00	.00	3,063.87
WELLPOINT INC.	6/20/2007	7/06/2009	200.00	10,001.82	16,126.00	.00	6,124.18
WELLPOINT INC.	6/20/2007	7/07/2009	200.00	10,292.70	16,126.00	.00	5,833.30
WELLPOINT INC.	6/21/2007	7/07/2009	200.00	10,292.69	15,999.30	.00	5,706.61
WELLPOINT INC.	3/14/2008	7/09/2009	300.00	15,128.55	14,166.69	961.86	.00
WELLPOINT INC.	3/14/2008	11/16/2009	600.00	31,990.57	28,333.38	3,657.19	.00
WELLPOINT INC.	3/14/2008	11/17/2009	200.00	10,518.40	9,444.46	1,073.94	.00
WELLPOINT INC.	3/14/2008	11/18/2009	300.00	15,707.38	14,166.69	1,540.69	.00
WELLS FARGO COMPANY	6/04/1996	1/27/2009	.35	5.58	15.45	.00	9.87
WELLS FARGO COMPANY	6/03/1996	1/27/2009	.01	.15	.44	.00	.29
WYETH	7/27/2007	7/28/2009	200.00	9,350.06	9,693.00	.00	342.94
WYETH	7/27/2007	7/29/2009	200.00	9,351.59	9,693.00	.00	341.41
WYETH	7/27/2007	7/30/2009	200.00	9,403.79	9,693.00	.00	289.21
WYETH	7/27/2007	7/31/2009	200.00	9,343.76	9,693.00	.00	349.24
WYETH	7/27/2007	8/03/2009	200.00	9,341.93	9,693.00	.00	351.07
WYETH	7/27/2007	8/04/2009	200.00	9,372.25	9,693.00	.00	320.75
WYETH	4/10/2008	8/04/2009	100.00	4,686.13	4,515.50	170.63	.00

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
WYETH	4/10/2008	9/22/2009	200.00	9,711.75	9,031.00	680.75	.00
WYETH	4/10/2008	9/23/2009	400.00	19,355.34	18,062.00	1,293.34	.00
WYETH	4/10/2008	9/24/2009	100.00	4,811.28	4,515.50	295.78	.00
WYETH	6/25/2004	9/24/2009	200.00	9,622.55	7,296.06	2,326.49	.00
WYETH	6/25/2004	9/25/2009	400.00	19,237.51	14,592.12	4,645.39	.00
WYETH	6/25/2004	9/28/2009	400.00	19,264.50	14,592.12	4,672.38	.00
WYETH	10/08/2002	9/29/2009	800.00	38,841.00	27,134.96	11,706.04	.00
WYETH	10/04/2002	9/29/2009	700.00	33,985.87	23,513.35	10,472.52	.00
WYETH	10/04/2002	9/30/2009	500.00	24,306.37	16,795.25	7,511.12	.00
WYETH	10/04/2002	10/01/2009	500.00	24,245.37	16,795.25	7,450.12	.00
WYETH	10/04/2002	10/02/2009	500.00	24,121.87	16,795.25	7,326.62	.00
WYETH	10/04/2002	10/05/2009	400.00	19,298.18	13,436.20	5,861.98	.00
*** CORPORATE STOCK-DODGE		***	135,413.48	2,737,603.93	4,530,962.53	.00	1,793,358.60
CORPORATE STOCK-SAROFIM							
ADR ABB LTD.	10/09/2007	6/15/2009	5,000.00	80,299.43	133,087.42	.00	52,787.99
ADR ABB LTD.	10/09/2007	6/16/2009	1,000.00	15,799.59	26,617.48	.00	10,817.89
ADR ABB LTD.	10/09/2007	8/18/2009	4,000.00	71,060.16	106,469.94	.00	35,409.78
AMERIPRISE FINL INC COM	10/20/2005	3/05/2009	1,500.00	20,894.88	50,497.50	.00	29,602.62
AMERIPRISE FINL INC COM	4/10/2001	3/05/2009	800.00	11,143.94	19,128.98	.00	7,985.04
AMERIPRISE FINL INC COM	4/15/2003	3/05/2009	800.00	11,143.93	18,309.45	.00	7,165.52
EMERSON ELECTRIC CO.	6/15/2009	4/09/1997	1,600.00	54,842.43	37,748.00	17,094.43	.00
EMERSON ELECTRIC CO.	4/06/1998	3/05/2009	600.00	14,987.49	19,761.75	.00	4,774.26
EMERSON ELECTRIC CO.	4/06/1998	3/05/2009	800.00	19,983.33	26,349.00	.00	6,365.67
EMERSON ELECTRIC CO.	4/10/2001	3/05/2009	1,600.00	39,966.65	51,546.00	.00	11,579.35

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
EMERSON ELECTRIC CO.	4/10/2001	6/15/2009	2,400.00	82,263.64	77,319.00	4,944.64	.00
EMERSON ELECTRIC CO.	5/14/1998	6/15/2009	600.00	20,565.91	19,143.00	1,422.91	.00
EMERSON ELECTRIC CO.	4/24/2003	6/15/2009	2,000.00	68,553.04	50,700.00	17,853.04	.00
EMERSON ELECTRIC CO.	4/15/2003	6/15/2009	2,000.00	68,553.03	48,150.00	20,403.03	.00
HSBC HOLDINGS	12/01/2004	5/14/2009	.13	5.44	10.94	.00	5.50
HSBC HOLDINGS	7/21/2005	5/14/2009	.87	36.37	69.83	.00	33.46
WEATHERFORD INTL LTD	7/10/2007	3/05/2009	6,000.00	58,489.47	171,594.00	.00	113,104.53
*** CORPORATE STOCK-SAROFIM		***	30,701.00	638,588.73	856,502.29	.00	217,913.56
U. S. GOVERNMENT SECURITY							
FHLM-5.75%-3/15/09	4/13/1999	3/15/2009	.00	2,500,000.00	2,500,000.00	.00	.00
FNMA 5.25% 04/06/2011-09	4/25/2006	4/06/2009	.00	1,000,000.00	987,220.00	12,780.00	.00
FNMA 5.625% 5/19/2011-09	6/01/2006	5/19/2009	.00	1,000,000.00	998,650.00	1,350.00	.00
FHLM 5.25% 2/24/2011-09	4/13/2007	2/24/2009	.00	1,000,000.00	999,540.00	460.00	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	1/15/2009	.00	9,966.35	9,959.04	7.31	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	2/17/2009	.00	17,766.80	17,753.76	13.04	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	3/16/2009	.00	25,556.07	25,537.31	18.76	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	4/15/2009	.00	28,525.79	28,504.85	20.94	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	5/15/2009	.00	30,569.82	30,547.38	22.44	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	6/15/2009	.00	27,949.85	27,929.34	20.51	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	7/15/2009	.00	27,642.59	27,622.30	20.29	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	8/17/2009	.00	21,306.36	21,290.72	15.64	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	9/15/2009	.00	16,677.94	16,665.70	12.24	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	10/15/2009	.00	13,309.81	13,300.04	9.77	.00
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	11/16/2009	.00	15,705.05	15,693.52	11.53	.00

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
FREDDIE MAC 5.5% 5/1/2022	7/15/2007	12/15/2009	.00	14,990.31	14,979.31	11.00	.00
FHLB 5.3% 10/27/2011-09	6/21/2007	10/27/2009	.00	475,000.00	470,250.00	4,750.00	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	1/15/2009	.00	11,073.21	10,860.40	212.81	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	2/17/2009	.00	19,587.13	19,210.69	376.44	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	3/16/2009	.00	35,563.03	34,879.55	683.48	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	4/15/2009	.00	32,077.49	31,461.00	616.49	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	5/15/2009	.00	31,172.46	30,573.36	599.10	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	6/15/2009	.00	22,716.84	22,280.25	436.59	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	7/15/2009	.00	28,355.03	27,810.08	544.95	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	8/17/2009	.00	20,650.64	20,253.76	396.88	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	9/15/2009	.00	20,604.50	20,208.51	395.99	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	10/15/2009	.00	23,724.60	23,268.64	455.96	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	11/16/2009	.00	10,767.29	10,560.36	206.93	.00
FHLMC #G12718 5.5% 7/2/20	7/09/2007	12/15/2009	.00	14,385.23	14,108.76	276.47	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	5/15/2009	.00	41,091.36	40,988.63	102.73	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	6/15/2009	.00	46,639.14	46,522.54	116.60	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	7/15/2009	.00	45,305.15	45,191.89	113.26	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	8/17/2009	.00	21,953.27	21,898.39	54.88	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	9/15/2009	.00	14,623.41	14,586.85	36.56	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	10/15/2009	.00	16,577.24	16,535.80	41.44	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	11/16/2009	.00	25,995.68	25,930.69	64.99	.00
FGPC230401BE GOLD PROGRAM	4/17/2008	12/15/2009	.00	30,033.99	29,958.90	75.09	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	8/17/2009	.00	32,131.63	32,076.40	55.23	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	9/15/2009	.00	23,479.46	23,439.10	40.36	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	10/15/2009	.00	24,012.84	23,971.57	41.27	.00

DESCRIPTION	DATE ACQUIRED	DATE SOLD	NO. OF SHARES	SALES PRICE	COST OR BASIS	GAIN	<LOSS>
F MAC #G12806 5.5% 9/1/20	7/18/2008	11/16/2009	.00	19,070.94	19,038.16	32.78	.00
F MAC #G12806 5.5% 9/1/20	7/18/2008	12/15/2009	.00	16,970.40	16,941.23	29.17	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	8/17/2009	.00	19,299.72	19,188.14	111.58	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	9/15/2009	.00	20,691.78	20,572.16	119.62	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	10/15/2009	.00	23,507.70	23,371.80	135.90	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	11/16/2009	.00	23,680.65	23,543.75	136.90	.00
FED GOVT G18265 5.5% 7/1/	8/06/2008	12/15/2009	.00	28,837.49	28,670.77	166.72	.00
*** U. S. GOVERNMENT SECURITY		***	.00	6,969,546.04	6,943,345.40	26,200.64	.00
GRAND TOTALS			166,114.48	10,345,738.70	12,330,810.22	.00	1,985,071.52

Schedule 4

Contributions Paid
The Priddy Foundation TIN 75-6029882
Year Ending December 31, 2009

Grantee Organization	Project Title	Payment Amount
4 Kidz Sake of Wichita Falls 919 Indiana Wichita Falls, TX 76301 Wichita	Encore Theatre for Kidz 2009	$20,000.00
Advanced Placement Strategies, Inc. 8350 N. Central Expressway, Suite 300 Dallas, TX 75206	Incentive Program for Burkburnett ISD & City View ISD 2004-05/2008-09	($5,972.00)
Advanced Placement Strategies, Inc. 8350 N. Central Expressway, Suite 300 Dallas, TX 75206	Wichita Falls ISD AP Incentive Program 2004-2009	($17,424.00)
Advanced Placement Strategies, Inc. 8350 N. Central Expressway, Suite 300 Dallas, TX 75206	Wichita Falls ISD AP Incentive Program 2004-2009	$154,350.00
Advanced Placement Strategies, Inc. 8350 N. Central Expressway, Suite 300 Dallas, TX 75206	Incentive Program for Burkburnett ISD & City View ISD 2004-05/2008-09	$39,450.00
Advanced Placement Strategies, Inc. 8350 N. Central Expressway, Suite 300 Dallas, TX 75206	Incentive Program for Burkburnett ISD & City View ISD 2004-05/2008-09	$20,250.00
Altus Christian Academy Inc. P.O. Box 393 Altus, OK 73522 Jackson	Technology Initiative 2009	$20,000.00
American National Red Cross/American Red Cross of North Central Texas 1809 5th Street Wichita Falls, TX 76301 Wichita	Disaster Relief 2009-10	$54,200.00
Arc Texas 3307 Buchanan Wichita Falls, TX 76308	Capital Fund Campaign	$100,000.00
Archer Community Foundation P. O. Box 877 Archer City, TX 76351	Production Underwriting, Document Preservation & Collaborative Theater Operation 2009	$25,000.00

Grantee Organization	Project Title	Payment Amount
Armed Services YMCA of the USA, Lawton Chapter 201 SW 4th Street Lawton, OK 73501 Comanche	Childcare Scholarships 2009	$60,000.00
Association of Small Foundations ASF Membership Office P. O. Box 117 Underhill, VT 05489-0117	Grant Support 2009 (President's Grant)	$1,000.00
Big Brothers Big Sisters of North Texas 450 E. Carpenter Fwy Irving, TX 75062 Dallas	Agency Start Up 2009	$50,000.00
Boys and Girls Club of Vernon, Inc. P. O. Box 1785 Vernon, TX 76385	Teen Outreach 2009	$40,000.00
Boys Club of Burkburnett P. O. Box 2 Burkburnett, TX 76354	Operation Support/Gymnasium Renovation 2009-10	$79,000.00
Boys Club of Wichita Falls 1318 Sixth Street Wichita Falls, TX 76301	Wichita County Teen Court 2009 - 2010	$10,000.00
Burkburnett Independent School District 416 Glendale Street Burkburnett, TX 76354-2499	Advanced Placement Incentive Program 2009-10/2010-11 (Payable over 2 Years)	$52,800.00
Center for Nonprofit Management 2902 Floyd Street Dallas, TX 75204-5910	Certificate in Nonprofit Management Program in Wichita Falls 2009-2010	$46,285.00
Child Advocates CASA of Archer, Clay, Montague & Wichita Counties 808 Austin Wichita Falls, TX 76301 Wichita	CASA Program Operation Support 2009-2010	$50,000.00
Child Care, Inc. 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Flexible Funds for Child Care Gaps 2009	$80,000.00
Child Care, Inc 1000 Lamar Street, Suite 432 Wichita Falls, TX 76301	Flexible Funds for Child Care Gaps 2009	$450.00

Grantee Organization	Project Title	Payment Amount
Chnst Academy (fka The Episcopal School of Wichita Falls, Inc.) 3801 Louis J Rodnguez Drive Wichita Falls, TX 76308	New Beginning Capital Project 2009	$150,000.00
Christmas in Action Wichita TX Inc. P. O. Box 8464 Wichita Falls, TX 76307	Warehouse, Building Materials, Executive Director 2009	$15,000.00
Christmas in Action Wichita TX Inc. P. O. Box 8464 Wichita Falls, TX 76307	Warehouse, Building Materials, Executive Director 2009	$15,000.00
Christ's Home Place Ministries, Inc. 1420 Twin Oaks Wichita Falls, TX 76302	Benevolent Subsidy (Fee Assistance) 2009	$40,000.00
City of Electra 101 N Main Electra, TX 76360 Wichita	Floor and Accessible Entrance for Grand Theatre 2008	$50,000.00
City View Independent School District 1025 City View Drive Wichita Falls, TX 76306	Advanced Placement Incentive Program 2009-10/2010-11 (Payable over 2 Years)	$26,500.00
Conference of Southwest Foundations 624 N. Good-Latimer Expressway Suite 100 Dallas, TX 75204	Support Membership Fee for 2009	$3,000.00
Friendly Door, Inc. 810 N Third Street Iowa Park, TX 76367	Operating Grant 2009	$50,000.00
Great Plains Literacy Council, Inc. 421 N. Hudson Altus, OK 73521 Jackson	English Language and Health Education	$5,000.00
Great Plains Literacy Council, Inc. 421 N Hudson Altus, OK 73521 Jackson	English Language and Health Education	$5,000.00
Habitat for Humanity of Wichita Falls, Inc. 1206 Lamar Wichita Falls, TX 76301 Wichita	Fuller Estates-Final Phase 2009	($43,226.84)

Grantee Organization	Project Title	Payment Amount
Habitat for Humanity of Wichita Falls, Inc. 1206 Lamar Wichita Falls, TX 76301 Wichita	Fuller Estates-Final Phase 2009	$60,000.00
Horizon Communities Corp 405 El Camino Real, Suite 106 Menlo Park, CA 94025	Horizon Faith-Based Community at Allred Prison 2009	$60,000.00
Hospice of Southwest Oklahoma, Inc. 1930 NW Ferris Avenue, Suite 5 Lawton, OK 73507 Comanche	Hospice In-Patient Facility 2007	$125,000.00
Hospice of Southwest Oklahoma, Inc. 1930 NW Ferris Avenue, Suite 5 Lawton, OK 73507 Comanche	Uninsured Patient Care Fund 2009	$50,000.00
Hospice of Southwest Oklahoma, Inc. 1930 NW Ferris Avenue, Suite 5 Lawton, OK 73507 Comanche	Uninsured Patient Care Fund 2009	$50,000.00
Inheritance Adoptions 1007 11th Street Wichita Falls, TX 76301 Wichita	Healthy Beginnings 2009	$15,000.00
Interfaith Ministries of Wichita Falls, Inc. 1101 11th Street Wichita Falls, TX 76301	Wichita Falls Disaster Recovery Committee 2009 (Flood II Summer 2008)	$160,000.00
Interfaith Ministries of Wichita Falls, Inc. 1101 11th Street Wichita Falls, TX 76301	Rent Assistance 2009	$11,000.00
Junior League of Wichita Falls, Inc. 2302 Midwestern Parkway Wichita Falls, TX 76308	Training Initiative 2009-2010	$10,237.00
Kairos Prison Ministry International Inc 2 Brandon Court Iowa Park, TX 76367	Kairos Outside of Wichita Falls 2009	$6,000.00
Leadership Wichita Falls Inc. P. O. Box 8344 Wichita Falls, TX 76307	Youth Leadership Wichita Falls 2009 & 2010	$1,500.00
Leadership Wichita Falls Inc. P. O. Box 8344 Wichita Falls, TX 76307	Youth Leadership Wichita Falls 2009 & 2010	$2,000.00

Grantee Organization	Project Title	Payment Amount
Marie Detty Youth & Family Service Center, Inc. P O Box 408 Lawton, OK 73502 Comanche	New Directions Domestic Violence Womens Shelter 2008	$20,000.00
Midwestern State University 3410 Taft Boulevard Wichita Falls, TX 76308 Wichita	Revitalizing the MSU College of Science and Mathematics 2007 - 2009 (Payable Over 3 Yrs.)	$500,000.00
Miscellaneous Contributions 807 8th Street #1010 Wichita Falls, TX 76301	Various Miscellaneous Contributions 2006-2010	$100.00
Miscellaneous Contributions 807 8th Street #1010 Wichita Falls, TX 76301	Various Miscellaneous Contributions 2006-2010	$100.00
Museum of North Texas History (The) P O. Box 1619 Wichita Falls, TX 76307	"Jenny 2525": Pioneer in North Texas Military Flight Training 2008	$50,000.00
Nocona Grace Place P O. Box 214 Nocona, TX 76255 Montague	Food Distribution Program 2009	$12,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Nonprofit Management Institute 2009	$31,000.00
Nonprofit Management Center of Wichita Falls 2301 Kell Boulevard, Suite 218 Wichita Falls, TX 76308 Wichita	Briefings for Better Boards/Nonprofit Forum 2009	$4,904.00
North Central Texas Community Health Care Center, Inc P. O Box 720 Wichita Falls, TX 76307	Health Information Technology 2009	$250,000.00
North Texas Area United Way Inc. P. O. Box 660 1105 Holliday Street Wichita Falls, TX 76307-0660	Organizational Capacity Building 2009-2010 (Payable Over Two Years)	$52,400.00

Grantee Organization	Project Title	Payment Amount
Patsy House Childrens Advocacy Center, Inc. 1411 Tenth Street Wichita Falls, TX 76301 Wichita	Victim Assistance Services 2009	$25,000.00
Pets Low Cost Spay and Neuter Clinic P. O Box 4669 Wichita Falls, TX 76308 Wichita	P.E.T.S. Helping People 2009	$15,000.00
Philanthropy Roundtable 1150 17th Street NW, Suite 503 Washington, DC 20036	Leadership Level Support 2009-2010 (President's Grant)	$1,000.00
River Bend Nature Works 2200 Third Street Wichita Falls, TX 76301 Wichita	Operational Support 2009 - 2010	$100,450.00
Salvation Army (The) P O. Box 2189 Wichita Falls, TX 76307	Family Store Box Van 2009	$40,000.00
Senior Citizens Activity Center of Burkburnett, Inc. P O Box 954 Burkburnett, TX 76354 Wichita	Meals on Wheels Supplement 2009	$14,000.00
Senior Citizens Club of Petrolia, Inc. P.O. Box 234 Petrolia, TX 76377-0234 Clay	Operating Costs 2009	$15,000.00
Senior Citizens Services of North Texas, Inc. P. O Box 1655 Wichita Falls, TX 76307 Wichita	Meals on Wheels 2008-2009	$35,000.00
Southside Girls Club, Inc. 1205 Montgomery Street Wichita Falls, TX 76302	School Age Program Scholarships 2009	$9,000.00
Turningpoint North Texas Council On Substance Abuse 601 Indiana P.O Box 552 Graham, TX 76450 Young	New Horizons Direct Intervention Program 2009	$10,000.00

Grantee Organization	Project Title	Payment Amount
Turningpoint North Texas Council On Substance Abuse 601 Indiana P O. Box 552 Graham, TX 76450 Young	New Horizons Direct Intervention Program 2009	$10,000.00
Vernon Regional Junior College 4400 College Drive Vernon, TX 76384	New Beginnings 2009-2010	$87,000.00
Volunteer Services Council for Vernon State Hospital P.O Box 2231 Vernon, TX 76385 Wilbarger	Teen Center Theater Project 2009	$25,000.00
Wichita Adult Literacy Council 4309 Jacksboro Hwy , Suite 105 Wichita Falls, TX 76302	Operating Funds 2009	$25,000.00
Wichita Falls Area Community Foundation 807 Eighth Street, Suite 750 Wichita Falls, TX 76301	Rural Fire Department Fund IV	$150,000.00
Wichita Falls Area Food Bank P. O Box 623 Wichita Falls, TX 76307 Wichita	Good-Buy Hunger Replenishable Food Purchase Fund 2009	$75,000.00
Wichita Falls Area Miracle League, Inc. 2302 Midwestern Parkway Wichita Falls, TX 76308 Wichita	Miracle League Adaptive Baseball Field 2008	$75,000.00
Wichita Falls Backdoor Players P. O. Box 896 Wichita Falls, TX 76307	Capital Improvements 2008	$48,500.00
Wichita Falls Ballet Theater, Inc. 1717 Grant Street Wichita Falls, TX 76309	Technical/Rental Support 2009	$16,000.00
Wichita Falls Faith Mission, Inc. P O. Box 965 Wichita Falls, TX 76307 Wichita	Renovations, Repairs Phase III & Equipment Updates 2009	$45,233.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Academic Success Project 2007 - 2010 (Payable over 3 yrs.)	$43,000.00

Grantee Organization	Project Title	Payment Amount
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Sixth-Grade Dallas Opera Project 2008-2009	$18,522.00
Wichita Falls Independent School District P. O. Box 97533 Wichita Falls, TX 76307	Advanced Placement Incentive Program 2009-10/2010-11 (Payable over 2 Years)	$150,000.00
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	American Roots Concert 2009	$25,840.00
Wichita Falls Symphony Orchestra, Inc. 1300 Lamar Wichita Falls, TX 76301	In School Concert Series 2009-2010	$23,450.00
Young Mens Christian Association of Wichita Falls 1010 9th Street Wichita Falls, TX 76301	Family Branch Teen Center 2009	$30,000.00
Young Mens Christian Association of Wichita Falls 1010 9th Street Wichita Falls, TX 76301	East Branch and WFHS Outreach Program 2009-10	$8,000.00
Grand Totals (81 items)		$3,786,898.16

Schedule 5

BALANCE SHEETS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2009

	Units/ Shares	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
ASSETS				
American National Bank		$ 30,246 74	$ 8,506.52	$ 8,506 52
Petty Cash		200.00	200 00	200.00
Money Funds		48,040 13	8,241,385.36	8,241,385.36
Deposits & checks in transit		7,077,900 92	(1,998,393 33)	(1,998,393.33)
Totals		$ 7,156,387 79	$ 6,251,698 55	$ 6,251,698.55
Purchased interest		$	$	$
Accrued interest				27,843 76
Totals		$	$	$ 27,843 76
Excise tax		$ 45,786.41	$ 25,382 21	$ 25,382 21
Fed. Home Loan Mortgage 5 750% 03/15/09	2,500,000	$ 2,500,698.43	$	$
FHLMC #G12718 5.5% 7/2/2022	813548/534602	789,802 73	524,327 37	566,330 35
FHLMC 2 03% 12/29/2011-10	1,000,000		1,000,000 00	1,008,230 00
FHLMC 2 14% 1/18/2013-11	1,000,000		1,000,000 00	999,910.00
FHLB 5.625% 11/15/2011	1,000,000	1,014,918 34	1,009,920 99	1,082,190.00
FHLB 4 875% 6/8/2012	1,000,000	986,820 00	986,820 00	1,076,250.00
FHLB 5 15% 5/21/2012-10	1,000,000	1,000,000.00	1,000,000.00	1,017,810.00
FHLB 5 3% 10/27/2011-09	475,000	470,250 00		
FHLB 4 75% 12/09/2011	1,000,000	969,590 00	969,590 00	1,065,630 00
FHLB 5 0% 4/22/2013-10	500,000		522,403.86	518,280 00
FHLB 1 85% 12/21/2012-10	1,000,000		1,000,000 00	986,880.00
FHLMC 5 25% 2/24/2011-09	1,000,000	999,540 00		
FNMA 5 25% 04/06/2011-09	1,000,000	987,220 00		
Fannie Mae 4 65% 05/17/10	500,000	485,700 00	485,700 00	507,190 00
Fannie Mae 5 4% 6/7/2012-10	1,000,000	1,000,000 00	1,000,000.00	1,020,940.00
Fannie Mae 2 125% 6/24/2013	1,000,000		999,930 00	996,250.00
Fannie Mae 2 0% 1/15/2013/10	1,000,000		1,000,000 00	998,160.00
Freddie Mac 5 5% 5/1/2022	746380/486331	735,757 19	485,973.92	516,181.86

	Units/ Shares	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
FNMA 5 625% 05/19/2011-09	1,000,000	998,650 00		
FGPC230401BE Gold Program	1429166/1017924	1,415,574.54	1,015,379.53	1,065,227.33
Freddie Mac #G12806 5 5% 9/1/2022	1069203/729860	1,057,611 83	728,605.66	773,177.30
Federal Govt G18265 5 5% 7/1/2023	1450713/950294	1,434,510 39	944,800 13	1,005,743.72
Totals		$ 16,846,643 45	$ 14,673,451.46	$ 15,204,380 56
Dodge				
Aegon NV	12511	$ 176,311.91	$ 176,311.91	$ 80,195 51
AOL Inc	1423		30,864.15	33,146.48
American Int'l Group Inc	28000	1,164,335 74		
Amgen Inc.	9500/9000	455,066 60	427,040.35	509,130.00
BB&T Corporation	7600		169,438.54	192,812.00
BMC Software	3100	43,310.58	43,310 58	124,310 00
Baker Hughes, Inc	6700/7800	151,612 50	188,776 00	315,744 00
Bank of New York Mellon Corp	8600		238,551 14	240,542 00
Boston Scientific Corp.	20700	297,296 87	297,296 87	186,300 00
Cadence Design Systems Inc	49000		253,122.10	293,510 00
Capital One Financial Corp	11100/15500	504,606.98	608,800 59	594,270 00
Cardinal Health, Inc	10100	539,593.83		
Carefusion Corp	5050		153,136.73	126,300 50
Carmax Inc	5000	85,400.20	85,400.20	121,250.00
Cemex Sab De CV Spon Adr 5 Ord	4974/7372	139,841 62	167,312.10	87,137 04
Chevron Corp New	4300	135,475 73	135,475 73	331,057 00
Citigroup Inc	18700	671,907.30		
Citrix Systems Inc	5500	155,992.46	155,992 46	228,855 00
Comcast Corp	45500/37300	794,322 28	636,668.83	628,878 00
Computer Sciences Corp	6500/3600	201,561.66	106,175 70	207,108 00
Compuware Corp	11400	45,464.34	45,464 34	82,422 00
Covidien Limited	4000/3000	135,197 54	98,717 74	143,670 00
Credit Sussie Group Adr	2200/1500	116,911.08	79,712 10	73,740.00
Dish Network Corp	3500	87,286 47	87,286 47	72,695.00
Directv	1900		22,381.06	63,365.00
Domtar Corp	6800/566	52,857 62	52,795.10	31,362 06
Dow Chemical Co	13400	420,943 93	420,943 93	370,242 00
Eaton Corporation	2500		115,289 17	159,050 00
EBay Inc	11000	309,450.03	309,450.03	258,830.00
Electronic Arts	5000		95,055 37	88,750.00
Ericsson L M Tel Co	11500	73,427.50	73,427 50	105,685 00
Fedex Corp.	5300/6000	179,215 28	226,630.76	500,700.00
General Elec Co	24000/35000	678,588 80	801,273 80	529,550.00
Genworth Financial Inc	3000	58,500 00		
Glaxo Wellcome	13000	609,017 68	609,017 68	549,250 00
Health Management Assoc Inc	6500	133,377.24		
Hewlett Packard	20500/19000	305,674 09	281,199 49	978,690.00

	Units/ Shares	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Hitachi LTD	2300	133,920 67		
Home Depot Inc	13000/11000	409,100.31	332,212 21	318,230 00
HSBC Holdings PLC	2700/3942	250,508 87	275,479.38	225,048 78
Interpublic Group Cos Inc	10500	114,046 75	114,046 75	77,490.00
Koninklijke Phillips Electrs	2400	81,477 96	81,477.96	70,656 00
Kyocera Corp	1000	88,366 90		
Legg Mason, Inc	3000	167,997 41	167,997 41	90,480 00
Liberty Global C	1000	35,366 04	35,366 04	21,860 00
Liberty Global Inc Class A	1200	45,065.40	45,065.40	26,268 00
Liberty Media Corp Entertainment	2400	32,751 02		
Liberty Media Holding Corp Interactive	14800/18300	240,729 16	264,528 81	198,372 00
Liberty Media Corp New Starz Com Ser A	190		3,502 05	8,768.50
Loews Corp	3000	30,437 33		
Macys Inc	11000	303,195.92	303,195 92	184,360.00
Maxim Integrated Prods Inc	11500	172,270 16	172,270.16	233,680 00
Medtronic Inc	2700		100,449 55	118,746 00
Merck & Co Inc	16000		411,310 45	584,640.00
Molex Inc Class A	9900/16500	203,749 41	315,907 17	315,645 00
Motorola, Inc	66000/59000	908,580.24	757,605 62	457,840 00
News Corp Class A	39300/39000	434,606 93	346,625 45	533,910 00
Nokia Corp	12800		169,480.99	164,480.00
Novartis Ag Spnsd Adr	12850/11700	708,032 81	643,299 73	636,831 00
Occidental Petroleum Corp	6400/6200	138,147.15	128,679.45	504,370.00
Panasonic Corp	19100/14900	158,278 98	122,232 90	213,815 00
Pfizer, Inc	21523/23000	506,938.86	447,920 87	418,370 00
Pitney Bowes Inc	4400/6000	118,290.17	147,499 13	136,560 00
Royal Dutch Shell PLC	3000/2200	141,450 16	103,730 12	132,242.00
Sanofi-Aventis ADR	15700/9300	677,000 68	397,952 37	365,211 00
SLM Corp	11700	290,361 34	290,361 34	131,859 00
Schlumberger	8000/9500	348,302 35	377,553 56	618,355 00
Sherwin Williams Co.	1300	70,113 92		
Sony Corp	14000/10000	421,632.12	286,878 58	290,000 00
Sprint Corp Com Fon Group	50100	692,619 41	692,619 41	183,366 00
Sun Microsystems Inc	3350	49,974.58		
Suntrust Bks Inc	4300		93,254 53	87,247.00
Synopsys Inc	8000/5000	138,539.28	86,143 38	111,400 00
Time Warner Inc.	47000/15662	625,641 13	439,575 68	456,390 68
Time Warner Cable Inc	5900		209,459 88	244,201 00
Travelers Cos Inc	3600	108,847.44	108,847 44	179,496.00
Tyco Electronics Ltd	7100/10000	206,393 79	242,404.54	245,500 00
Tyco Intl LTD New	5000	186,136 12	186,136.12	178,400.00
US Bancorp	3900		91,700.31	87,789 00
UnitedHealth Group Inc	12600/9700	411,867 20	273,422.06	295,656 00
Vodafone Group PLC New	8200		184,024 62	189,338.00
Vulcan Materials Co.	1000/1200	80,904 00	89,104 00	63,204 00

	Units/ Shares	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Wachovia Corp 2nd New	25500	364,186.55		
Wal Mart Stores Inc	7200/3800	322,095.47	167,873.00	203,110.00
Walgreen Co	3600	130,891.83	130,891.83	132,192.00
Wellpoint Inc	10000/6700	383,838 71	164,300 99	390,543 00
Wells Fargo & Co New	11800/21100	254,076.26	686,243 35	569,489.00
Wyeth	6400	245,232.56		
Xerox Corp	25500/30000	137,040 09	174,637 59	253,800 00
Totals - Dodge		$ 20,291,551.30	$ 18,055,586 62	$ 19,257,755 55
Sarofim				
ADR ABB Ltd	10000	$ 266,174.84	$	$
Abbott Labs	6800/7800	223,020 78	268,830.78	421,122 00
Altria Group, Inc	18000	189,102.76	189,102.76	353,340 00
American Express Co	5000	162,086.30	162,086 30	202,600 00
Ameriprise Finl Inc.	3100	87,935.93		
Apple Computer Inc	2000/2400	287,644 00	323,156 00	505,756 80
Automatic Data Processing	8000	328,137 28	328,137.28	342,560.00
Bank of America Corp	10000	385,764 00	385,764 00	150,600 00
Becton Dickinson & Co	1600		107,650.44	126,176.00
Caterpillar Inc	4000	282,916 00	282,916.00	227,960 00
Chevron Corp New	7600	291,054.50	291,054.50	585,124.00
Cisco Sys Inc	12500	364,785 00	364,785 00	299,250.00
Coca Cola Co	14000	770,059 80	770,059 80	798,000 00
ConocoPhillips	9500	465,199.50	465,199 50	485,165 00
Corning Inc	5000	131,680 00		
Emerson Electric Co	11600	330,716 75		
Exxon Mobil Corp	27000	907,497.39	907,497.39	1,841,130 00
Fluor Corp New	3000	174,975.00	174,975.00	135,120 00
Fomento Economico Mexicano Sab	5000	212,222 50	212,222 50	239,400 00
Franklin Resources Inc	2000	190,706 50	190,706 50	210,700 00
Freeport Copper & Gold	2400	258,420 60	258,420 60	192,696 00
General Dynamics Corp	2400	200,804.00	200,804.00	163,608.00
General Electric Co	27000	743,281 00	743,281.00	408,510 00
Halliburton Co.	7000	238,749 70	238,749 70	210,630 00
Home Depot Inc	7000	263,079 20	263,079.20	202,510.00
HSBC Holdings	6121/8670	503,143 64	550,206 14	494,970 30
Intel Corp	20000	428,926 25	428,926 25	408,000 00
J. P Morgan Chase & Co	5000/7000	167,640 00	237,364 00	291,690 00
Johnson & Johnson	9000/12000	290,230 00	448,064 00	772,920 00
Lilly Eli & Co	8000	596,176 00	596,176 00	285,680 00
McDonalds Corp	5000/6500	281,870 00	368,252.00	405,860 00
McGraw Hill Companies, Inc	10000	283,461 25	283,461.25	335,100 00
Medtronic Inc	4000/5000	207,348 60	232,968 60	219,900.00
Merck & Co Inc New	4000		113,076 00	146,160.00

	Units/ Shares	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Microsoft Corp	15000	445,585 00	445,585 00	457,200 00
Nestle S A Sponsored Adr	17500	348,600 00	348,600 00	849,817.50
News Corp Class A	17000	249,832 80	249,832 80	232,730.00
Novo Nordisk A/S	3000	195,306 90	195,306 90	191,550 00
Occidental Pete Corp	4000	119,980 00	119,980 00	325,400 00
Patriot Coal Corp.	800	12,581 18	12,581.18	12,368 00
Peabody Energy Corporation	4000	187,756 03	187,756 03	180,840 00
PepsiCo, Inc	10500	418,924.22	418,924 22	638,400 00
Philip Morris International Inc	18000/20000	430,906 29	496,606 29	963,800 00
Praxair Inc	4000	191,612 00	191,612 00	321,240 00
Procter & Gamble Co	15000	611,298 53	611,298 53	909,450 00
Qualcomm Inc.	5000	199,947.00	199,947.00	231,300.00
Rio Tinto PLC	1000	323,280 04	300,473.92	215,390 00
Sysco Corp	6000	213,959 00	213,959.00	167,640 00
Target Corp	10000	365,909.00	365,909.00	483,700.00
Texas Instruments	7000	210,280 00	210,280.00	182,420 00
Total S A	6000	348,941 18	348,941 18	384,240 00
Transocean Inc. New	1899	159,562 00	159,562 00	157,237 20
United Technologies Corp	5800	426,051.25	426,051.25	402,578.00
Wal Mart Stores, Inc	4000/5000	191,738 50	241,129 50	267,250 00
Walgreen Co	12000	221,388.00	221,388 00	440,640 00
Weatherford Intl Ltd	6000	171,594 00		
Totals - Sarofim		$ 16,559,841 99	$ 16,352,696 29	$ 19,477,428 80
ETF				
IShares Tr Russell 2000	35735	$ 2,501,705.76	$ 2,501,705.76	$ 2,231,293 40
Vanguard FTSE Allworld Ex-US	47199	2,502,328.39	2,502,328 39	2,058,348 39
Totals - ETF		$ 5,004,034 15	$ 5,004,034 15	$ 4,289,641 79
Totals - Corporate stock		$ 41,855,427.44	$ 39,412,317.06	$ 43,024,826 14
Dodge & Cox International Stock Fund	201301.362/ 204108.122	$ 6,235,832.50	$ 6,323,599 89	$ 6,500,843 69
Totals - Mutual Funds		$ 6,235,832 50	$ 6,323,599.89	$ 6,500,843.69
City of Irving - Texas Stadium	8	$ 2,400 00	$ 2,400 00	$ 1,040 00
Furniture and equipment		$ 101,516.13	$ 101,516 13	$
Accumulated depreciation		(86,328 50)	(92,475 57)	
Totals - Depreciable assets		$ 15,187.63	$ 9,040.56	$ 9,040 56

	Units/ Shares	Beginning of Year Book Value	End of Year Book Value	End of Year Fair Market Value
Producıng		$ 41,836 00	$ 41,836.00	$ 78,668 10
Accumulated depletıon		(41,836.00)	(41,836.00)	
Nonproducıng		5,149.00	5,149 00	5,149 00
Totals - Oıl & gas royaltıes		$ 5,149 00	$ 5,149 00	$ 83,817 10
Total assets		$ 72,162,814 22	$ 66,703,038 73	$ 71,128,872 57
LIABILITIES AND FUND BALANCE				
Accounts payable		$	$	
Total lıabılıtıes		$	$	
Fund balance		$ 72,162,814.22	$ 66,703,038 73	
Total lıabılıtıes and fund balance		$ 72,162,814.22	$ 66,703,038.73	

Schedule 6

OFFICERS, DIRECTORS, TRUSTEES AND FOUNDATION MANAGERS

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2009

Officers and Trustees - Part VIII:		Compensation	Contributions to Employee Benefit Plans	
David Wolverton 807 8th Street, Suite 1010 Wichita Falls, TX 76301	President/ Treasurer/ Manager	$ 205,000.08	$ 18,450 00	(1)
Robert T. Priddy 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emeritus			(2)
Berneice R. Leath 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Emerita			(2)
Ralph Harvey III 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee/ Lead Trustee	3,500 00		(2)
Doug Armstrong 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,000 00		(2)
Paul Clark 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,000 00		(2)
Alice Huang 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,000 00		(2)
Jerry Johnson 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,000.00		(2)
Nancy Marks 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,000 00		(2)

Officers and Trustees - Part VIII		Compensation	Contributions to Employee Benefit Plans	
Liz Martin 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,000 00		(2)
Gale Richardson 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,000 00		(2)
Rick Schleider 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,000 00		(2)
Shelley Sweatt 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Elect	500.00		(2)
Patty Young 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee	4,000 00		(2)
Sara Jane Snell Wood 807 8th Street, Suite 1010 Wichita Falls, TX 76301	Trustee Elect	4,000 00		(2)
		$ 249,000 08	$ 18,450 00	

Time devoted to business by above
(1) Full-time (40 hours per week)
(2) Part-time (average 1-2 hours per week)

Foundation Managers - Part XV

Walter Priddy - Date of Death 07-07-79
Ashley Priddy - Date of Death 03-05-84
Swannanoa Priddy - Date of Death 08-07-80
Robert T. Priddy

Schedule 7

PART XV - SUPPLEMENTARY INFORMATION

THE PRIDDY FOUNDATION - TIN 75-6029882

Year Ended December 31, 2009

2.(a) David Wolverton, President
The Priddy Foundation
807 Eighth Street, Suite 1010
Wichita Falls, Texas 76301
(817) 723-8720

(b) Grant application should be made with the Foundation's grant application form that is available at the Foundation office. The following information should be submitted with the completed grant application:

1. Copy of the requesting organization's 501(c)(3) tax-exempt letter from the IRS.

2. A list of officers and directors.

3 A detailed project budget that includes administration costs, salaries, projected overhead expenses, etc

4. A copy of the organization's most recent audit.

5. Latest financial statements.

(c) Two meetings per year are held to consider grant requests. These meetings are in May and November. Deadlines for the initial grant reviews are February 1st for the May cycle, and July 15th for the November cycle. If the Board selects the application for further review, the deadlines for final application for grant reviews are March 15th and September 1st for the respective cycles.

(d) Organizations receiving grants must be tax-exempt 501(c)(3) entities. The primary grant categories are human services, education and the arts. This foundation concentrates its grants in Texas, with a further concentration on the Wichita Falls and North Texas area. Outside of the North Texas area, the Board of the Foundation believes in supporting activities that are statewide in nature.

Schedule 8

LEGAL FEES, ACCOUNTING FEES AND PROFESSIONAL FEES

THE PRIDDY FOUNDATION - TIN 75-6029882

For the Year Ended December 31, 2009

Part 1, Line 16a, b, c

Legal fees - Line 16a:		
None		$ 0 00
Accounting fees - Line 16b:		
Freemon, Shapard and Story	$ 36,000.00	
Mathis, West, Huffines & Co., PC	13,125.00	$ 49,125.00
Other professional fees - Consulting - Line 16c:		
None		$ 0.00
Other professional fees - Investment - Line 16c:		
American National Bank	$ 29,045 91	
Dodge & Cox	46,305.00	
Miscellaneous	765 94	
Fayez Sarofim	62,973 00	
Sentry Management	23,010 00	$ 162,099.85

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

▶ See separate instructions. ▶ Attach to your tax return.

OMB No 1545-0172

2009

Attachment Sequence No **67**

Name(s) shown on return	Business or activity to which this form relates	Identifying number
The Priddy Foundation	Form 990-PF Page 1	75-6029882

Part I **Election To Expense Certain Property Under Section 179** **Note:** *If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount. See the instructions for a higher limit for certain businesses	1	250,000.00
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	800,000.00
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year Subtract line 4 from line 1 If zero or less, enter -0- If married filing separately, see instructions	5	

6 (a) Description of property	(b) Cost (business use only)	(c) Elected cost

7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the **smaller** of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2008 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2010. Add lines 9 and 10, less line 12 ▶	13	

Note: *Do not use Part II or Part III below for listed property. Instead, use Part V*

Part II **Special Depreciation Allowance and Other Depreciation (Do not** include listed property.)

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

Part III **MACRS Depreciation (Do not** include listed property) (See instructions.)

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	6,147.07
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

Section B - Assets Placed in Service During 2009 Tax Year Using the General Depreciation System

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property						
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs.		S/L	
h Residential rental property	/		27.5 yrs.	MM	S/L	
	/		27 5 yrs.	MM	S/L	
i Nonresidential real property	/		39 yrs.	MM	S/L	
	/			MM	S/L	

Section C - Assets Placed in Service During 2009 Tax Year Using the Alternative Depreciation System

20a Class life					S/L	
b 12-year			12 yrs.		S/L	
c 40-year	/		40 yrs.	MM	S/L	

Part IV **Summary** (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	6,147.07
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V **Listed Property** (Include automobiles, certain other vehicles, cellular telephones, certain computers, and property used for entertainment, recreation, or amusement.)

Note: *For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete* **only** *24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.*

Section A - Depreciation and Other Information (Caution: *See the instructions for limits for passenger automobiles*)

24a Do you have evidence to support the business/investment use claimed? ☐ Yes ☐ No **24b** If "Yes," is the evidence written? ☐ Yes ☐ No

(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/ investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/ Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use						25		
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1						28		
29 Add amounts in column (i), line 26 Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person.
If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle		(b) Vehicle		(c) Vehicle		(d) Vehicle		(e) Vehicle		(f) Vehicle	
30 Total business/investment miles driven during the year (**do not** include commuting miles)												
31 Total commuting miles driven during the year												
32 Total other personal (noncommuting) miles driven												
33 Total miles driven during the year. Add lines 30 through 32												
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
34 Was the vehicle available for personal use during off-duty hours?												
35 Was the vehicle used primarily by a more than 5% owner or related person?												
36 Is another vehicle available for personal use?												

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who **are not** more than 5% owners or related persons.

	Yes	No
37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?		
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: *If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.*

Part VI **Amortization**

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2009 tax year:					
43 Amortization of costs that began before your 2009 tax year				43	
44 **Total.** Add amounts in column (f). See the instructions for where to report				44	

2009 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
3	Computer Software	070199	SL	3.00	17	5,750.00			5,750.00	5,750.00		0.00
5	Furniture	070199	SL	7.00	17	17,678.20			17,678.20	17,678.20		0.00
7	Office Equipment	070199	SL	7.00	17	1,011.50			1,011.50	1,011.50		0.00
9	Shredder	011500	SL	7.00	17	699.00			699.00	699.00		0.00
10	Artwork	021000	SL	7.00	17	375.20			375.20	375.20		0.00
11	Web Page	083100	SL	3.00	17	1,200.00			1,200.00	1,200.00		0.00
14	Clock	101101	SL	7.00	17	375.00			375.00	375.00		0.00
15	Furniture & Fixtures	071102	SL	7.00	17	10,604.86			10,604.86	9,847.37		757.49
16	Furniture & Fixtures	111402	SL	7.00	17	11,333.50			11,333.50	10,523.96		809.54
17	Software	012802	SL	3.00	17	5,680.00			5,680.00	5,680.00		0.00
19	Telephones	022602	SL	7.00	17	1,398.84			1,398.84	1,298.90		99.94
20	Fax Machine	032502	SL	7.00	17	850.00			850.00	789.30		60.70
22	HP Laserjet	062502	SL	5.00	17	1,328.00			1,328.00	1,328.00		0.00
23	Bookcase/Credenza	050302	SL	7.00	17	575.00			575.00	533.91		41.09
24	Web Page	090602	SL	3.00	17	2,400.00			2,400.00	2,400.00		0.00
26	File Cabinet	022103	SL	7.00	17	919.00			919.00	722.10		131.29
28	Computer	012904	SL	5.00	17	2,295.00			2,295.00	2,065.50		229.50
29	Table and Chairs	030504	SL	7.00	17	1,155.00			1,155.00	742.50		165.00

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2009 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
30	Web Page	092904	SL	3.00	17	9,120.00			9,120.00	9,120.00		0.00
31	Various Office Decorations	082704	SL	7.00	17	11,786.39			11,786.39	7,576.97		1,683.77
32	Computer Monitor	030504	SL	5.00	17	430.00			430.00	387.00		43.00
33	Canon Scanner	021407	SL	5.00	17	3,000.00			3,000.00	900.00		600.00
34	Laptop & USB Drive	042507	SL	5.00	17	2,108.75			2,108.75	632.63		421.75
35	HP Color Printer	101007	SL	5.00	17	625.00			625.00	187.50		125.00
36	Core 2 Duo System	102907	SL	5.00	17	1,315.00			1,315.00	394.50		263.00
37	Bookcase	031008	SL	7.00	17	1,199.97		599.99	599.98	42.86		85.71
38	Computer Projector	060408	SL	5.00	17	864.92		432.46	432.46	43.25		86.49
39	Four Laptop Computers	072908	SL	5.00	17	5,438.00		2,719.00	2,719.00	271.90		543.80
	* Total 990-PF Pg 1 Depr					101516.13		3,751.45	97,764.68	82,577.05	0.00	6,147.07

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction