INTERNAL REVENUE SERVICE

Form **990-PF**
Department of the Treasury
Internal Revenue Service

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation
Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No. 1545-0052
2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

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	A Employer identification number
WILLINGHAM FOUNDATION (30-01-100-3048824)	75-6035231
Number and street (or P O box number if mail is not delivered to street address) / Room/suite	B Telephone number (see page 10 of the instructions)
C/O BANK OF AMERICA, N.A. P.O. BOX 831041	(800) 357-7094
City or town, state, and ZIP code	C If exemption application is pending, check here ▶ [ ]
DALLAS, TX 75283-1041	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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 2,177,974.

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

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

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Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions).)*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	55,407.	55,407.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-95,116.			
	b Gross sales price for all assets on line 6a 716,303.				
	7 Capital gain net income (from Part IV, line 2)				
	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) (attach schedule)				
	11 Other income (attach schedule)	5,263.	4,662.		STMT 4
	12 **Total.** Add lines 1 through 11	-34,446.	60,069.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 5	300.	NONE	NONE	300.
	b Accounting fees (attach schedule) STMT 6	1,500.	NONE	NONE	1,500.
	c Other professional fees (attach schedule) STMT 7	12,430.	12,430.		
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions) STMT 8	650.	650.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 9	3,176.	3,176.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	18,056.	16,256.	NONE	1,800.
	25 Contributions, gifts, grants paid	149,900.			149,900.
	26 **Total expenses and disbursements** Add lines 24 and 25	167,956.	16,256.	NONE	151,700.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-202,402.			
	b **Net investment income** (if negative, enter -0-)		43,813.		
	c **Adjusted net income** (if negative, enter -0-)				

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	64,656.	30,350.	30,350.
3	Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
7	Other notes and loans receivable (attach schedule) ▶ *		* 52,447.	STMT 10
	Less allowance for doubtful accounts ▶	66,250.	52,447.	52,447.
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule)	602,414.	524,937.	658,724.
c	Investments - corporate bonds (attach schedule)			
11	Investments - land, buildings, and equipment basis ▶ 51,951.			
	Less accumulated depreciation (attach schedule) ▶	51,951.	51,951.	49,683.
12	Investments - mortgage loans			
13	Investments - other (attach schedule)	1,478,068.	1,401,426.	1,386,768.
14	Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	2.	2.	2.
16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,263,341.	2,061,113.	2,177,974.
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 (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)			
	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 and complete lines 27 through 31. ▶ [X]			
27	Capital stock, trust principal, or current funds	2,263,341.	2,061,113.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see page 17 of the instructions)	2,263,341.	2,061,113.	
31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	2,263,341.	2,061,113.	

(Sections: Assets — lines 1–16; Liabilities — lines 17–23; Net Assets or Fund Balances — lines 24–31)

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	2,263,341.
2	Enter amount from Part I, line 27a	2	-202,402.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	3	1,171.
4	Add lines 1, 2, and 3	4	2,062,110.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	5	997.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,061,113.

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	SEE PART IV DETAIL			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

	(i) 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				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-95,116.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see page 18 of the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	227,910.	2,459,391.	0.09266928276
2007	186,995.	2,896,892.	0.06455021451
2006	144,290.	2,718,535.	0.05307638121
2005	129,719.	2,398,826.	0.05407603553
2004	100,920.	2,521,038.	0.04003113003

2 **Total** of line 1, column (d)	2	0.30440304404
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.06088060881
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	1,945,263.
5 Multiply line 4 by line 3	5	118,429.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	438.
7 Add lines 5 and 6	7	118,867.
8 Enter qualifying distributions from Part XII, line 4	8	151,700.

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 on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ [ ] and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling 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	1	438.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	
3	Add lines 1 and 2	3	438.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	438.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 716.		
b	Exempt foreign organizations-tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	716.
8	Enter any **penalty** for underpayment of estimated tax. Check here [ ] if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	278.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 278. **Refunded** ▶	11	

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 page 19 of the instructions for definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. ▶ $ ________ (2) On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
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 page 19 of the instructions) ▶ STMT 13			
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 on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the 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 ▶ NONE

14 The books are in care of ▶ BANK OF AMERICA, N.A. Telephone no ▶ (214)209-6477

Located at ▶ 901 MAIN ST, FL 19, DALLAS, TX ZIP + 4 ▶ 75202-3714

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

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 page 20 of the instructions.)	2b		X
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.)*	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

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 [X] No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	[ ] Yes [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions)	[ ] Yes [X] 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 [X] No		
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)?		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?	[ ] 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 [X] No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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 [X] No		
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		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 (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		-0-	-0-	-0-

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

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

Total number of other employees paid over $50,000 ▶ NONE

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

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

Total number of others receiving over $50,000 for professional services ▶ NONE

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 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

Part X **Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see page 24 of the 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	1,864,532.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	110,354.
d	**Total** (add lines 1a, b, and c)	1d	1,974,886.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,974,886.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	29,623.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,945,263.
6	**Minimum investment return.** Enter 5% of line 5	6	97,263.

Part XI **Distributable Amount** (see page 25 of the 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	97,263.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	438.		
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	438.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	96,825.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	96,825.
6	Deduction from distributable amount (see page 25 of the instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	96,825.

Part XII **Qualifying Distributions** (see page 25 of the 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	151,700.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	151,700.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	438.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	151,262.

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

Part XIII Undistributed Income (see page 26 of the instructions)

		(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1	Distributable amount for 2009 from Part XI, line 7				96,825.
2	Undistributed income, if any, as of the end of 2009				
a	Enter amount for 2008 only			NONE	
b	Total for prior years 20 07 ,20 ___ ,20 ___		NONE		
3	Excess distributions carryover, if any, to 2009				
a	From 2004 . . . NONE				
b	From 2005 . . . NONE				
c	From 2006 . . . NONE				
d	From 2007 . . . NONE				
e	From 2008 . . . 71,587.				
f	**Total** of lines 3a through e	71,587.			
4	Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 151,700.				
a	Applied to 2008, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d	Applied to 2009 distributable amount				96,825.
e	Remaining amount distributed out of corpus	54,875.			
5	Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	126,462.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see page 27 of the instructions		NONE		
e	Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see page 27 of the instructions			NONE	
f	Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8	Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9	**Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	126,462.			
10	Analysis of line 9				
a	Excess from 2005 . . . NONE				
b	Excess from 2006 . . . NONE				
c	Excess from 2007 . . . NONE				
d	Excess from 2008 . . . 71,587.				
e	Excess from 2009 . . . 54,875.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a 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			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
2a 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 page 28 of 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).)

NONE

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

NONE

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

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see page 28 of the 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:

SEE STATEMENT 16

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE STATEMENT 25				
Total ▶ **3a**				149,900.
b *Approved for future payment*				
Total ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions.)
	(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					
4 Dividends and interest from securities			14	55,407.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-95,116.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b EXCISE TAX REFUND			01	601.	
c INTEREST - JACKSON					
d MTG NOTE			14	4,412.	
e GRAZING LEASE INC			16	250.	
12 Subtotal Add columns (b), (d), and (e)				-34,446.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 -34,446.

(See worksheet in line 13 instructions on page 28 to verify calculations.)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See page 29 of the instructions.)
	NOT APPLICABLE

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

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

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

C. Harold Wellingham 5/7/2010 PRESIDENT

Signature of officer or trustee C. HAROLD WILLINGHAM Date Title

Paid Preparer's Use Only

Preparer's signature Dora HeDgpeth-Jurica	Date 5-11-10	Check if self-employed ☐	Preparer's identifying number (See Signature on page 30 of the instructions)
Firm's name (or yours if self-employed), address, and ZIP code	BANK OF AMERICA, N.A. P.O. BOX 831041 DALLAS, TX 75283-1041	EIN ▶ 94-1687665	Phone no. 800-357-7094

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					100.	
		210. AFLAC INC PROPERTY TYPE: SECURITIES				P	01/12/2006	02/26/2009
3,871.00		10,286.00					-6,415.00	
		55. AGCO CORP PROPERTY TYPE: SECURITIES				P	02/26/2009	03/17/2009
964.00		926.00					38.00	
		155. AGCO CORP PROPERTY TYPE: SECURITIES				P	02/26/2009	04/17/2009
3,787.00		2,608.00					1,179.00	
		165. AT&T INC PROPERTY TYPE: SECURITIES				P	06/05/2002	02/26/2009
3,955.00		5,532.00					-1,577.00	
		5. AT&T INC PROPERTY TYPE: SECURITIES				P	06/05/2002	02/26/2009
120.00		120.00						
		5. AT&T INC PROPERTY TYPE: SECURITIES				P	06/24/2002	07/31/2009
131.00		171.00					-40.00	
		3. AT&T INC PROPERTY TYPE: SECURITIES				P	04/17/2009	07/31/2009
79.00		79.00						
		85. ABBOTT LABS PROPERTY TYPE: SECURITIES				P	07/30/2007	02/26/2009
4,567.00		4,299.00					268.00	
		30. ABBOTT LABS PROPERTY TYPE: SECURITIES				P	07/30/2007	03/06/2009
1,401.00		1,517.00					-116.00	
		3. ABBOTT LABS PROPERTY TYPE: SECURITIES				P	07/30/2007	07/31/2009
137.00		152.00					-15.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. ADOBE SYS INC PROPERTY TYPE: SECURITIES				P	05/19/2009	10/15/2009
357.00		265.00					92.00	
		120. ADOBE SYS INC PROPERTY TYPE: SECURITIES				P	05/08/2009	10/15/2009
4,281.00		3,082.00					1,199.00	
		5. ADOBE SYS INC PROPERTY TYPE: SECURITIES				P	03/17/2009	10/15/2009
178.00		92.00					86.00	
		52. ADOBE SYS INC PROPERTY TYPE: SECURITIES				P	02/26/2009	10/15/2009
1,855.00		895.00					960.00	
		240. AGILENT TECHNOLOGIES INC PROPERTY TYPE: SECURITIES				P	09/15/2006	02/26/2009
3,529.00		7,022.00					-3,493.00	
		30. AMAZON COM INC PROPERTY TYPE: SECURITIES				P	02/26/2009	05/01/2009
2,368.00		1,891.00					477.00	
		2. AMAZON COM INC PROPERTY TYPE: SECURITIES				P	07/31/2009	08/06/2009
168.00		171.00					-3.00	
		55. AMAZON COM INC PROPERTY TYPE: SECURITIES				P	02/26/2009	08/06/2009
4,607.00		3,467.00					1,140.00	
		300. AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES				P	12/29/2003	02/26/2009
3,925.00		12,596.00					-8,671.00	
		60. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES				P	01/12/2006	02/26/2009
1,024.00		2,668.00					-1,644.00	
		60. AMERIPRISE FINANCIAL INC PROPERTY TYPE: SECURITIES				P	12/29/2003	02/26/2009
1,024.00		1,795.00					-771.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. AMGEN INC PROPERTY TYPE: SECURITIES				P	05/28/1997	02/26/2009
840.00		250.00					590.00	
		160. AMGEN INC PROPERTY TYPE: SECURITIES				P	04/12/2006	02/26/2009
8,962.00		11,291.00					-2,329.00	
		30. AMGEN INC PROPERTY TYPE: SECURITIES				P	04/12/2006	02/26/2009
1,680.00		1,680.00						
		30. AMGEN INC PROPERTY TYPE: SECURITIES				P	04/25/2006	05/19/2009
1,485.00		1,863.00					-378.00	
		10. AMGEN INC PROPERTY TYPE: SECURITIES				P	03/17/2009	05/19/2009
495.00		510.00					-15.00	
		5. AMGEN INC PROPERTY TYPE: SECURITIES				P	03/20/2009	05/19/2009
247.00		246.00					1.00	
		30. AMGEN INC PROPERTY TYPE: SECURITIES				P	05/28/1997	05/19/2009
1,485.00		501.00					984.00	
		1. AMGEN INC PROPERTY TYPE: SECURITIES				P	05/28/1997	07/31/2009
63.00		17.00					46.00	
		135. APACHE CORP PROPERTY TYPE: SECURITIES				P	12/29/2003	02/26/2009
8,199.00		5,486.00					2,713.00	
		5. APACHE CORP PROPERTY TYPE: SECURITIES				P	03/04/2009	03/06/2009
275.00		275.00						
		5. APACHE CORP PROPERTY TYPE: SECURITIES				P	03/20/2009	04/17/2009
345.00		331.00					14.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1. APACHE CORP PROPERTY TYPE: SECURITIES				P	07/31/2009	10/05/2009
92.00		83.00					9.00	
		35. APACHE CORP PROPERTY TYPE: SECURITIES				P	09/03/2009	10/05/2009
3,228.00		2,893.00					335.00	
		2. APACHE CORP PROPERTY TYPE: SECURITIES				P	03/20/2009	10/05/2009
184.00		132.00					52.00	
		104. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES				P	02/26/2009	06/19/2009
2,141.00		1,454.00					687.00	
		1. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES				P	07/31/2009	09/03/2009
22.00		22.00						
		101. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES				P	02/26/2009	09/03/2009
2,258.00		1,412.00					846.00	
		5. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES				P	03/17/2009	09/03/2009
112.00		64.00					48.00	
		3. AVON PRODS INC PROPERTY TYPE: SECURITIES				P	04/17/2009	07/31/2009
97.00		66.00					31.00	
		2. AVON PRODS INC PROPERTY TYPE: SECURITIES				P	04/17/2009	09/03/2009
59.00		44.00					15.00	
		60. AVON PRODS INC PROPERTY TYPE: SECURITIES				P	04/08/2009	09/03/2009
1,782.00		1,223.00					559.00	
		5. AVON PRODS INC PROPERTY TYPE: SECURITIES				P	03/20/2009	09/03/2009
148.00		93.00					55.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		87. AVON PRODS INC PROPERTY TYPE: SECURITIES				P	02/26/2009	09/03/2009
2,583.00		1,575.00					1,008.00	
		52. BEST BUY INC PROPERTY TYPE: SECURITIES				P	06/30/2000	02/26/2009
1,480.00		1,498.00					-18.00	
		233. BEST BUY INC PROPERTY TYPE: SECURITIES				P	06/27/2000	02/26/2009
6,633.00		6,338.00					295.00	
		70. BEST BUY INC PROPERTY TYPE: SECURITIES				P	06/27/2000	04/08/2009
2,744.00		1,904.00					840.00	
		15. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES				P	02/26/2009	03/17/2009
852.00		902.00					-50.00	
		80. BURLINGTON NORTHERN SANTA FE CORP PROPERTY TYPE: SECURITIES				P	02/26/2009	04/08/2009
5,023.00		4,811.00					212.00	
		5. CIGNA CORP PROPERTY TYPE: SECURITIES				P	04/17/2009	05/19/2009
109.00		105.00					4.00	
		15. CIGNA CORP PROPERTY TYPE: SECURITIES				P	03/17/2009	08/26/2009
448.00		255.00					193.00	
		124. CIGNA CORP PROPERTY TYPE: SECURITIES				P	03/11/2009	08/26/2009
3,704.00		1,906.00					1,798.00	
		91. CIGNA CORP PROPERTY TYPE: SECURITIES				P	03/11/2009	10/21/2009
2,622.00		1,398.00					1,224.00	
		110. CIGNA CORP PROPERTY TYPE: SECURITIES				P	03/06/2009	10/21/2009
3,170.00		1,473.00					1,697.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		15. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	09/15/2006	02/26/2009
221.00		340.00					-119.00	
		295. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	03/08/1999	02/26/2009
4,345.00		7,525.00					-3,180.00	
		5. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	03/08/1999	02/26/2009
74.00		74.00						
		75. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	07/30/1999	02/26/2009
1,105.00		2,387.00					-1,282.00	
		5. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	07/30/1999	02/26/2009
74.00		74.00						
		5. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	08/21/1999	04/08/2009
86.00		167.00					-81.00	
		5. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	03/27/1999	04/08/2009
86.00		133.00					-47.00	
		235. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	09/15/2006	04/08/2009
4,027.00		5,334.00					-1,307.00	
		155. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	09/15/2006	04/17/2009
2,774.00		3,518.00					-744.00	
		105. CISCO SYS INC PROPERTY TYPE: SECURITIES				P	06/05/2002	04/17/2009
1,879.00		1,647.00					232.00	
		245. COCA COLA CO PROPERTY TYPE: SECURITIES				P	01/12/2006	02/26/2009
10,393.00		10,202.00					191.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. COCA COLA CO PROPERTY TYPE: SECURITIES				P	04/17/2009	05/01/2009
211.00		226.00					-15.00	
		55. COCA COLA CO PROPERTY TYPE: SECURITIES				P	01/12/2006	05/01/2009
2,323.00		2,290.00					33.00	
		130. COLGATE PALMOLIVE CO PROPERTY TYPE: SECURITIES				P	01/12/2006	02/26/2009
7,668.00		7,090.00					578.00	
		799.257 COLUMBIA LARGE CAP INDEX FUND CL PROPERTY TYPE: SECURITIES				P	10/31/2006	07/14/2009
14,035.00		21,500.00					-7,465.00	
		624.433 COLUMBIA LARGE CAP INDEX FUND CL PROPERTY TYPE: SECURITIES				P	12/29/2003	07/14/2009
10,965.00		13,350.00					-2,385.00	
		538.793 COLUMBIA TOTAL RETURN BOND FUND PROPERTY TYPE: SECURITIES				P	12/29/2003	07/14/2009
5,000.00		5,388.00					-388.00	
		721.501 COLUMBIA HIGH INCOME FUND CLASS PROPERTY TYPE: SECURITIES				P	12/29/2003	07/14/2009
5,000.00		7,071.00					-2,071.00	
		568.828 COLUMBIA MARSICO INT'L OPPORTUNI PROPERTY TYPE: SECURITIES				P	12/29/2003	07/14/2009
5,000.00		5,808.00					-808.00	
		636.132 COLUMBIA SMALL CAP GROWTH FUND I PROPERTY TYPE: SECURITIES				P	11/23/1999	07/14/2009
5,000.00		10,388.00					-5,388.00	
		924.214 COLUMBIA STRATEGIC INCOME FUND C PROPERTY TYPE: SECURITIES				P	03/08/1999	07/14/2009
5,000.00		5,714.00					-714.00	
		319.081 COLUMBIA MID CAP GROWTH FUND CLA PROPERTY TYPE: SECURITIES				P	01/23/1998	07/14/2009
5,000.00		7,420.00					-2,420.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25. COMCAST CORP CL A COM PROPERTY TYPE: SECURITIES				P	05/01/2009	05/19/2009
383.00		410.00					-27.00	
		1. COMCAST CORP CL A COM PROPERTY TYPE: SECURITIES				P	05/01/2009	07/31/2009
15.00		16.00					-1.00	
		100. COMCAST CORP CL A COM PROPERTY TYPE: SECURITIES				P	05/01/2009	12/18/2009
1,718.00		1,641.00					77.00	
		140. CONOCOPHILLIPS COM PROPERTY TYPE: SECURITIES				P	10/31/2006	02/26/2009
5,486.00		8,436.00					-2,950.00	
		15. CORNING INC PROPERTY TYPE: SECURITIES				P	02/26/2009	03/06/2009
155.00		155.00						
		5. CORNING INC PROPERTY TYPE: SECURITIES				P	04/17/2009	05/19/2009
72.00		76.00					-4.00	
		63. CORNING INC PROPERTY TYPE: SECURITIES				P	07/31/2009	09/25/2009
931.00		1,052.00					-121.00	
		130. CORNING INC PROPERTY TYPE: SECURITIES				P	04/17/2009	09/25/2009
1,920.00		1,966.00					-46.00	
		50. CORNING INC PROPERTY TYPE: SECURITIES				P	04/08/2009	09/25/2009
739.00		746.00					-7.00	
		216. CORNING INC PROPERTY TYPE: SECURITIES				P	04/08/2009	10/15/2009
3,351.00		3,222.00					129.00	
		14. CORNING INC PROPERTY TYPE: SECURITIES				P	04/08/2009	11/17/2009
237.00		209.00					28.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. CORNING INC PROPERTY TYPE: SECURITIES				P	03/20/2009	11/17/2009
84.00		66.00					18.00	
		15. CORNING INC PROPERTY TYPE: SECURITIES				P	02/24/2009	11/17/2009
253.00		168.00					85.00	
		200. CORNING INC PROPERTY TYPE: SECURITIES				P	02/26/2009	11/17/2009
3,379.00		2,158.00					1,221.00	
		90. CORNING INC PROPERTY TYPE: SECURITIES				P	03/04/2009	11/17/2009
1,520.00		963.00					557.00	
		16. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	07/31/2009
342.00		337.00					5.00	
		144. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	10/21/2009
2,723.00		3,035.00					-312.00	
		65. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
2,795.00		3,012.00					-217.00	
		40. DEVON ENERGY CORPORATION PROPERTY TYPE: SECURITIES				P	02/26/2009	03/06/2009
1,598.00		1,854.00					-256.00	
		5. DISNEY (WALT) COMPANY PROPERTY TYPE: SECURITIES				P	03/17/2009	04/08/2009
95.00		87.00					8.00	
		70. DISNEY (WALT) COMPANY PROPERTY TYPE: SECURITIES				P	02/26/2009	04/08/2009
1,329.00		1,214.00					115.00	
		300. DOMTAR CORP COM PROPERTY TYPE: SECURITIES				P	01/30/2003	02/13/2009
334.00		1,283.00					-949.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		30. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	05/01/2009
2,409.00		2,185.00					224.00	
		20. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	05/19/2009
1,652.00		1,457.00					195.00	
		45. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	09/25/2009
3,331.00		3,277.00					54.00	
		1. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES				P	07/31/2009	09/25/2009
74.00		72.00					2.00	
		7. E M C CORP MASS PROPERTY TYPE: SECURITIES				P	04/17/2009	07/31/2009
106.00		90.00					16.00	
		50. EOG RESOURCES INC PROPERTY TYPE: SECURITIES				P	05/19/2009	11/24/2009
4,391.00		3,615.00					776.00	
		31. EOG RESOURCES INC PROPERTY TYPE: SECURITIES				P	03/20/2009	11/24/2009
2,722.00		1,982.00					740.00	
		20. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	05/19/2009
1,497.00		1,380.00					117.00	
		25. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	06/02/2009
1,887.00		1,724.00					163.00	
		32. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	06/19/2009
2,480.00		2,207.00					273.00	
		23. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	06/26/2009
1,774.00		1,586.00					188.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES				P	03/17/2009	06/26/2009
386.00		308.00					78.00	
		85. EXELON CORP COM PROPERTY TYPE: SECURITIES				P	04/06/2005	02/26/2009
4,207.00		3,907.00					300.00	
		1. EXELON CORP COM PROPERTY TYPE: SECURITIES				P	04/06/2005	07/31/2009
51.00		46.00					5.00	
		33. EXELON CORP COM PROPERTY TYPE: SECURITIES				P	04/06/2005	09/03/2009
1,600.00		1,517.00					83.00	
		1. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES				P	07/31/2009	08/26/2009
72.00		72.00						
		31. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES				P	02/26/2009	08/26/2009
2,231.00		1,727.00					504.00	
		43. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES				P	02/26/2009	09/03/2009
3,103.00		2,395.00					708.00	
		41. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES				P	02/26/2009	09/25/2009
3,125.00		2,284.00					841.00	
		5. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
329.00		329.00						
		5. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	03/11/2009	03/20/2009
345.00		372.00					-27.00	
		55. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	12/29/2003	03/20/2009
3,791.00		2,208.00					1,583.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		10. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	02/26/2009	03/20/2009
689.00		730.00					-41.00	
		5. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	02/26/2009	03/20/2009
345.00		345.00						
		55. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	12/29/2003	04/08/2009
3,795.00		2,208.00					1,587.00	
		5. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	03/26/2009	05/08/2009
354.00		359.00					-5.00	
		25. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	12/29/2003	05/08/2009
1,770.00		1,004.00					766.00	
		40. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	12/29/2003	05/19/2009
2,835.00		1,606.00					1,229.00	
		27. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	12/29/2003	06/02/2009
1,960.00		1,084.00					876.00	
		43. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	03/08/1999	06/02/2009
3,122.00		1,417.00					1,705.00	
		4. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	03/08/1999	07/31/2009
280.00		132.00					148.00	
		22. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	03/08/1999	08/06/2009
1,530.00		725.00					805.00	
		42. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	03/08/1999	09/03/2009
2,858.00		1,384.00					1,474.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		87. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES				P	03/08/1999	10/05/2009
5,855.00		2,866.00					2,989.00	
		5. FPL GROUP INC PROPERTY TYPE: SECURITIES				P	05/01/2009	05/19/2009
275.00		275.00						
		75. GENENTECH INC PROPERTY TYPE: SECURITIES				P	02/26/2009	03/26/2009
7,125.00		6,556.00					569.00	
		45. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
416.00		1,495.00					-1,079.00	
		110. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
1,017.00		1,017.00						
		30. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	02/28/2006	07/31/2009
398.00		997.00					-599.00	
		110. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	03/13/2006	07/31/2009
1,461.00		3,596.00					-2,135.00	
		156. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	12/29/2003	07/31/2009
2,072.00		4,797.00					-2,725.00	
		144. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	12/29/2003	08/06/2009
2,055.00		4,428.00					-2,373.00	
		108. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	06/05/2002	08/06/2009
1,541.00		3,251.00					-1,710.00	
		32. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	06/05/2002	10/21/2009
502.00		963.00					-461.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	01/30/2003	10/21/2009
314.00		453.00					-139.00	
		69. GENERAL ELEC CO PROPERTY TYPE: SECURITIES				P	05/28/1997	10/21/2009
1,083.00		1,403.00					-320.00	
		5. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
227.00		227.00						
		5. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES				P	02/26/2009	03/20/2009
226.00		226.00						
		5. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES				P	02/23/2009	05/19/2009
214.00		247.00					-33.00	
		2. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES				P	07/31/2009	08/26/2009
92.00		99.00					-7.00	
		84. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES				P	02/26/2009	08/26/2009
3,880.00		4,139.00					-259.00	
		865. GLAXO WELLCOME PLC PROPERTY TYPE: SECURITIES				P	02/23/2006	02/26/2009
26,983.00		44,476.00					-17,493.00	
		2. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	03/17/2009	07/31/2009
325.00		191.00					134.00	
		3. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	03/17/2009	08/26/2009
497.00		287.00					210.00	
		12. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES				P	02/26/2009	08/26/2009
1,988.00		1,087.00					901.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES				P	04/06/2005	03/04/2009
21.00		21.00						
		5. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES				P	03/31/2005	04/08/2009
49.00		360.00					-311.00	
		195. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES				P	04/06/2005	04/08/2009
1,907.00		13,459.00					-11,552.00	
		405. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES				P	02/26/2009	04/08/2009
3,960.00		2,955.00					1,005.00	
		10. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES				P	03/17/2009	04/08/2009
98.00		72.00					26.00	
		18. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES				P	05/19/2009	07/31/2009
294.00		295.00					-1.00	
		232. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES				P	05/19/2009	08/06/2009
4,158.00		3,801.00					357.00	
		125. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES				P	06/02/2009	08/06/2009
2,240.00		1,968.00					272.00	
		5. HEINZ H J CO PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
157.00		171.00					-14.00	
		45. HEINZ H J CO PROPERTY TYPE: SECURITIES				P	02/26/2009	03/17/2009
1,518.00		1,536.00					-18.00	
		80. HEINZ H J CO PROPERTY TYPE: SECURITIES				P	02/26/2009	04/08/2009
2,666.00		2,730.00					-64.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. HESS CORP COM PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
276.00		267.00					9.00	
		1. HESS CORP COM PROPERTY TYPE: SECURITIES				P	03/20/2009	07/31/2009
54.00		63.00					-9.00	
		4. HESS CORP COM PROPERTY TYPE: SECURITIES				P	03/20/2009	10/05/2009
213.00		251.00					-38.00	
		5. HESS CORP COM PROPERTY TYPE: SECURITIES				P	03/17/2009	10/05/2009
267.00		296.00					-29.00	
		55. HESS CORP COM PROPERTY TYPE: SECURITIES				P	04/08/2009	10/05/2009
2,933.00		3,135.00					-202.00	
		48. HESS CORP COM PROPERTY TYPE: SECURITIES				P	02/26/2009	10/05/2009
2,559.00		2,561.00					-2.00	
		82. HESS CORP COM PROPERTY TYPE: SECURITIES				P	02/26/2009	11/17/2009
4,779.00		4,375.00					404.00	
		1. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES				P	01/12/2006	07/31/2009
43.00		31.00					12.00	
		120. HOME DEPOT INC PROPERTY TYPE: SECURITIES				P	12/29/2003	02/26/2009
2,458.00		4,206.00					-1,748.00	
		62. HOME DEPOT INC PROPERTY TYPE: SECURITIES				P	12/29/2003	03/06/2009
1,108.00		2,173.00					-1,065.00	
		68. HOME DEPOT INC PROPERTY TYPE: SECURITIES				P	02/26/2003	03/06/2009
1,215.00		1,564.00					-349.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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		150. HOME DEPOT INC PROPERTY TYPE: SECURITIES				P	05/28/1997	03/06/2009
2,681.00		3,077.00					-396.00	
		350. HONEYWELL INTERNATIONAL INC PROPERTY TYPE: SECURITIES				P	12/29/2003	02/26/2009
9,823.00		11,498.00					-1,675.00	
		15. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES				P	12/29/2003	05/08/2009
1,509.00		1,397.00					112.00	
		15. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES				P	12/29/2003	05/19/2009
1,584.00		1,397.00					187.00	
		2. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES				P	12/29/2003	07/31/2009
237.00		186.00					51.00	
		39. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES				P	12/29/2003	10/15/2009
4,951.00		3,633.00					1,318.00	
		5. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	08/06/2007	03/04/2009
103.00		103.00						
		5. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	07/31/2007	05/19/2009
184.00		237.00					-53.00	
		50. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES				P	08/06/2007	09/03/2009
2,099.00		2,226.00					-127.00	
		15. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	02/26/2009	04/17/2009
799.00		810.00					-11.00	
		70. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	02/26/2009	05/08/2009
3,857.00		3,782.00					75.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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		1. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	07/31/2009	08/26/2009
61.00		61.00						
		50. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	02/26/2009	08/26/2009
3,037.00		2,701.00					336.00	
		72. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	02/26/2009	10/21/2009
4,379.00		3,890.00					489.00	
		48. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	02/26/2009	11/17/2009
2,983.00		2,593.00					390.00	
		5. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES				P	03/17/2009	11/17/2009
311.00		249.00					62.00	
		300. KELLOGG CO PROPERTY TYPE: SECURITIES				P	01/12/2006	02/26/2009
11,785.00		13,176.00					-1,391.00	
		30. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES				P	02/26/2009	05/19/2009
1,544.00		1,432.00					112.00	
		310. KRAFT FOODS INC CL A COM PROPERTY TYPE: SECURITIES				P	09/13/2006	02/26/2009
7,345.00		10,387.00					-3,042.00	
		1. LABORATORY CORP AMER HLDGS NEW PROPERTY TYPE: SECURITIES				P	02/26/2009	07/31/2009
67.00		59.00					8.00	
		90. LAM RESEARCH CORP PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
1,872.00		3,806.00					-1,934.00	
		60. LIFE TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES				P	05/08/2009	10/05/2009
2,783.00		2,187.00					596.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		25. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES				P	04/08/2009	05/19/2009
2,001.00		1,811.00					190.00	
		2. LOWES COS INC PROPERTY TYPE: SECURITIES				P	03/20/2009	07/31/2009
45.00		35.00					10.00	
		400. MCDONALDS CORP PROPERTY TYPE: SECURITIES				P	06/18/2004	02/26/2009
21,401.00		10,708.00					10,693.00	
		62. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES				P	02/26/2009	06/19/2009
2,762.00		2,694.00					68.00	
		1. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES				P	02/26/2009	07/31/2009
51.00		43.00					8.00	
		35. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
803.00		966.00					-163.00	
		5. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
115.00		115.00						
		80. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	02/26/2009	03/17/2009
2,094.00		2,208.00					-114.00	
		5. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	02/26/2009	03/17/2009
131.00		131.00						
		5. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	03/01/2009	05/19/2009
127.00		141.00					-14.00	
		55. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	02/26/2009	05/19/2009
1,400.00		1,518.00					-118.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	07/31/2009	08/26/2009
65.00		61.00					4.00	
		110. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	02/26/2009	08/26/2009
3,583.00		3,036.00					547.00	
		5. MERCK & CO INC PROPERTY TYPE: SECURITIES				P	02/28/2009	08/26/2009
163.00		136.00					27.00	
		5. METLIFE INC PROPERTY TYPE: SECURITIES				P	02/26/2009	03/06/2009
62.00		62.00						
		5. METLIFE INC PROPERTY TYPE: SECURITIES				P	03/09/2009	05/19/2009
159.00		152.00					7.00	
		40. METLIFE INC PROPERTY TYPE: SECURITIES				P	04/17/2009	05/19/2009
1,270.00		1,128.00					142.00	
		200. METLIFE INC PROPERTY TYPE: SECURITIES				P	02/26/2009	05/19/2009
6,350.00		4,490.00					1,860.00	
		35. METLIFE INC PROPERTY TYPE: SECURITIES				P	03/17/2009	05/19/2009
1,111.00		715.00					396.00	
		15. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	07/30/1999	02/26/2009
251.00		251.00						
		5. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	07/30/1999	03/06/2009
77.00		77.00						
		5. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	07/28/1999	05/19/2009
102.00		224.00					-122.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		3. MICROSOFT CORP PROPERTY TYPE: SECURITIES				P	07/30/1999	07/31/2009
72.00		133.00					-61.00	
		5. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	03/06/2009
362.00		362.00						
		5. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES				P	03/09/2009	05/19/2009
451.00		439.00					12.00	
		15. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	05/19/2009
1,353.00		1,178.00					175.00	
		9. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES				P	02/26/2009	07/31/2009
764.00		707.00					57.00	
		5. NEWS CORP CL A PROPERTY TYPE: SECURITIES				P	02/26/2009	03/06/2009
27.00		27.00						
		5. NEWS CORP CL A PROPERTY TYPE: SECURITIES				P	04/17/2009	06/19/2009
48.00		40.00					8.00	
		5. NEWS CORP CL A PROPERTY TYPE: SECURITIES				P	03/09/2009	06/19/2009
48.00		35.00					13.00	
		5. NEWS CORP CL A PROPERTY TYPE: SECURITIES				P	03/17/2009	06/19/2009
48.00		31.00					17.00	
		241. NEWS CORP CL A PROPERTY TYPE: SECURITIES				P	02/26/2009	06/19/2009
2,293.00		1,479.00					814.00	
		264. NEWS CORP CL A PROPERTY TYPE: SECURITIES				P	02/26/2009	06/26/2009
2,381.00		1,620.00					761.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. NIKE INC CL B PROPERTY TYPE: SECURITIES				P	03/17/2009	05/01/2009
265.00		223.00					42.00	
		75. NIKE INC CL B PROPERTY TYPE: SECURITIES				P	02/26/2009	05/01/2009
3,980.00		3,133.00					847.00	
		220. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES				P	09/15/2006	02/26/2009
2,114.00		4,206.00					-2,092.00	
		420. NOKIA CORP SPONSORED ADR PROPERTY TYPE: SECURITIES				P	01/12/2006	02/26/2009
4,035.00		7,867.00					-3,832.00	
		4. NORDSTROM INC PROPERTY TYPE: SECURITIES				P	05/19/2009	07/31/2009
104.00		93.00					11.00	
		170. NOVARTIS AG ADR ISIN #US66987V1098 PROPERTY TYPE: SECURITIES				P	04/12/2006	02/26/2009
6,392.00		9,460.00					-3,068.00	
		50. NOVARTIS AG ADR ISIN #US66987V1098 PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
1,880.00		2,669.00					-789.00	
		5. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
256.00		256.00						
		5. PNC BK CORP PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
118.00		118.00						
		2. PNC BK CORP PROPERTY TYPE: SECURITIES				P	04/17/2009	07/31/2009
71.00		75.00					-4.00	
		5. PACKAGING CORP OF AMERICA PROPERTY TYPE: SECURITIES				P	04/17/2009	05/19/2009
80.00		70.00					10.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2. PACKAGING CORP OF AMERICA PROPERTY TYPE: SECURITIES				P	04/17/2009	07/31/2009
40.00		28.00					12.00	
		1. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES				P	06/02/2009	07/31/2009
44.00		47.00					-3.00	
		85. PEPSICO INC PROPERTY TYPE: SECURITIES				P	06/05/2002	02/26/2009
4,350.00		4,418.00					-68.00	
		155. PEPSICO INC PROPERTY TYPE: SECURITIES				P	12/29/2003	02/26/2009
7,932.00		7,211.00					721.00	
		60. PEPSICO INC PROPERTY TYPE: SECURITIES				P	12/29/2003	04/08/2009
3,121.00		2,791.00					330.00	
		2. PFIZER INC PROPERTY TYPE: SECURITIES				P	05/19/2009	07/31/2009
32.00		30.00					2.00	
		4. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES				P	04/08/2009	07/31/2009
189.00		152.00					37.00	
		2. POTASH CORP SASK INC PROPERTY TYPE: SECURITIES				P	07/31/2009	09/25/2009
179.00		187.00					-8.00	
		40. POTASH CORP SASK INC PROPERTY TYPE: SECURITIES				P	02/26/2009	09/25/2009
3,578.00		3,377.00					201.00	
		35. PRAXAIR INC PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
2,098.00		1,922.00					176.00	
		5. PRAXAIR INC PROPERTY TYPE: SECURITIES				P	03/17/2009	05/19/2009
366.00		312.00					54.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		20. PRAXAIR INC PROPERTY TYPE: SECURITIES				P	02/28/2006	05/19/2009
1,463.00		1,098.00					365.00	
		1. PRAXAIR INC PROPERTY TYPE: SECURITIES				P	02/28/2006	07/31/2009
77.00		55.00					22.00	
		49. PRAXAIR INC PROPERTY TYPE: SECURITIES				P	02/28/2006	12/18/2009
3,931.00		2,691.00					1,240.00	
		25. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES				P	12/29/2003	02/26/2009
1,250.00		1,227.00					23.00	
		210. PROCTER & GAMBLE CO PROPERTY TYPE: SECURITIES				P	06/05/2002	02/26/2009
10,496.00		9,477.00					1,019.00	
		30. RIO TINTO PLC SPONSORED ADR PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
3,140.00		5,670.00					-2,530.00	
		70. SCHLUMBERGER LTD FOREIGN PROPERTY TYPE: SECURITIES				P	08/11/2000	02/26/2009
2,720.00		2,835.00					-115.00	
		170. SCHLUMBERGER LTD FOREIGN PROPERTY TYPE: SECURITIES				P	12/29/2003	02/26/2009
6,605.00		4,713.00					1,892.00	
		60. SCHLUMBERGER LTD FOREIGN PROPERTY TYPE: SECURITIES				P	12/29/2003	03/17/2009
2,508.00		1,664.00					844.00	
		1530. SELECT SECTOR SPDR TR FINANCIALS S PROPERTY TYPE: SECURITIES				P	12/06/2007	02/13/2009
13,770.00		47,671.00					-33,901.00	
		80. SOUTHERN CO PROPERTY TYPE: SECURITIES				P	02/26/2009	05/01/2009
2,293.00		2,503.00					-210.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. SOUTHERN CO PROPERTY TYPE: SECURITIES				P	04/17/2009	05/01/2009
143.00		150.00					-7.00	
		5. SOUTHWESTERN ENERGY CO * COM PROPERTY TYPE: SECURITIES				P	03/17/2009	03/20/2009
163.00		150.00					13.00	
		25. SOUTHWESTERN ENERGY CO * COM PROPERTY TYPE: SECURITIES				P	03/17/2009	09/25/2009
1,021.00		748.00					273.00	
		57. SOUTHWESTERN ENERGY CO * COM PROPERTY TYPE: SECURITIES				P	02/26/2009	09/25/2009
2,329.00		1,604.00					725.00	
		85. STAPLES INC PROPERTY TYPE: SECURITIES				P	04/06/2005	06/26/2009
1,744.00		1,801.00					-57.00	
		41. STATE STREET CORP PROPERTY TYPE: SECURITIES				P	02/26/2009	08/26/2009
2,191.00		1,120.00					1,071.00	
		164. STATE STREET CORP PROPERTY TYPE: SECURITIES				P	02/26/2009	12/18/2009
6,793.00		4,478.00					2,315.00	
		5. STATE STREET CORP PROPERTY TYPE: SECURITIES				P	03/17/2009	12/18/2009
207.00		118.00					89.00	
		3. TJX COS INC NEW PROPERTY TYPE: SECURITIES				P	07/31/2009	09/25/2009
110.00		109.00					1.00	
		65. TJX COS INC NEW PROPERTY TYPE: SECURITIES				P	06/26/2009	09/25/2009
2,392.00		2,044.00					348.00	
		99. TJX COS INC NEW PROPERTY TYPE: SECURITIES				P	06/19/2009	09/25/2009
3,643.00		3,056.00					587.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		1345. TAIWAN SEMICONDUCTOR MFG LTD SPONS PROPERTY TYPE: SECURITIES				P	01/12/2006	02/26/2009
10,333.00		13,665.00					-3,332.00	
		190. TARGET CORP PROPERTY TYPE: SECURITIES				P	07/30/1999	02/26/2009
5,256.00		6,352.00					-1,096.00	
		50. TARGET CORP PROPERTY TYPE: SECURITIES				P	11/23/1999	02/26/2009
1,383.00		1,654.00					-271.00	
		60. TARGET CORP PROPERTY TYPE: SECURITIES				P	03/16/2000	02/26/2009
1,660.00		1,952.00					-292.00	
		200. TEVA PHARMACEUTICAL INDS LTD ADR (G PROPERTY TYPE: SECURITIES				P	04/06/2005	02/26/2009
8,998.00		6,394.00					2,604.00	
		5. TEVA PHARMACEUTICAL INDS LTD ADR (GER PROPERTY TYPE: SECURITIES				P	03/17/2009	06/19/2009
237.00		225.00					12.00	
		30. TEVA PHARMACEUTICAL INDS LTD ADR (GE PROPERTY TYPE: SECURITIES				P	03/04/2009	06/19/2009
1,424.00		1,318.00					106.00	
		45. TEVA PHARMACEUTICAL INDS LTD ADR (GE PROPERTY TYPE: SECURITIES				P	03/11/2009	06/19/2009
2,137.00		1,941.00					196.00	
		5. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES				P	04/17/2009	05/19/2009
89.00		89.00						
		2. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES				P	03/20/2009	07/31/2009
49.00		33.00					16.00	
		3. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES				P	03/20/2009	10/21/2009
69.00		50.00					19.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES				P	03/17/2009	10/21/2009
116.00		80.00					36.00	
		82. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES				P	02/26/2009	10/21/2009
1,896.00		1,266.00					630.00	
		5. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES				P	02/28/2006	03/04/2009
58.00		58.00						
		5. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES				P	02/22/2006	07/31/2009
102.00		165.00					-63.00	
		35. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES				P	02/28/2006	07/31/2009
715.00		1,085.00					-370.00	
		15. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES				P	04/17/2009	08/06/2009
336.00		263.00					73.00	
		57. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES				P	04/08/2009	08/06/2009
1,278.00		808.00					470.00	
		85. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES				P	02/28/2006	08/06/2009
1,905.00		1,905.00						
		1. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES				P	04/08/2009	07/31/2009
54.00		52.00					2.00	
		42. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES				P	04/08/2009	09/03/2009
2,215.00		2,187.00					28.00	
		155. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
6,449.00		9,101.00					-2,652.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		5. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
208.00		208.00						
		5. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	02/28/2006	05/19/2009
265.00		265.00						
		1. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES				P	02/28/2006	07/31/2009
54.00		59.00					-5.00	
		68. VALE S A ADR PROPERTY TYPE: SECURITIES				P	07/31/2009	11/17/2009
1,957.00		1,336.00					621.00	
		39. VALE S A ADR PROPERTY TYPE: SECURITIES				P	05/19/2009	11/17/2009
1,123.00		762.00					361.00	
		91. VALE S A ADR PROPERTY TYPE: SECURITIES				P	05/19/2009	11/24/2009
2,596.00		1,778.00					818.00	
		5. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES				P	03/17/2009	06/02/2009
147.00		145.00					2.00	
		70. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES				P	02/26/2009	06/02/2009
2,054.00		2,015.00					39.00	
		3. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES				P	02/26/2009	07/31/2009
96.00		86.00					10.00	
		57. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES				P	02/26/2009	09/03/2009
1,714.00		1,641.00					73.00	
		5. WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	05/19/2009	07/31/2009
250.00		250.00						

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	05/01/2009	07/31/2009
2,247.00		2,245.00					2.00	
		5. WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	03/17/2009	07/31/2009
250.00		246.00					4.00	
		1. WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	02/26/2009	07/31/2009
50.00		49.00					1.00	
		72. WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	02/26/2009	08/06/2009
3,532.00		3,520.00					12.00	
		105. WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	02/26/2009	09/25/2009
5,196.00		5,133.00					63.00	
		122. WAL MART STORES INC PROPERTY TYPE: SECURITIES				P	02/26/2009	10/05/2009
5,976.00		5,964.00					12.00	
		210. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	06/18/2004	02/26/2009
5,845.00		6,222.00					-377.00	
		5. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	06/18/2004	02/26/2009
139.00		139.00						
		5. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	06/18/2004	03/04/2009
123.00		148.00					-25.00	
		75. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	06/18/2004	05/19/2009
2,141.00		2,222.00					-81.00	
		65. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	06/18/2004	06/02/2009
1,864.00		1,926.00					-62.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		2. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	06/18/2004	07/31/2009
56.00		59.00					-3.00	
		98. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	06/18/2004	11/17/2009
3,225.00		2,904.00					321.00	
		5. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	04/17/2009	11/17/2009
165.00		135.00					30.00	
		5. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES				P	07/07/2004	11/17/2009
165.00		131.00					34.00	
		100. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES				P	06/18/2004	02/26/2009
1,441.00		2,930.00					-1,489.00	
		300. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES				P	06/05/2002	02/26/2009
4,324.00		7,649.00					-3,325.00	
		93. WEYERHAEUSER CO PROPERTY TYPE: SECURITIES				P	01/30/2003	02/26/2009
2,429.00		4,696.00					-2,267.00	
		200. WINDSTREAM CORP COM PROPERTY TYPE: SECURITIES				P	09/27/2006	02/26/2009
1,516.00		2,658.00					-1,142.00	
		82. WINDSTREAM CORP COM PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
622.00		922.00					-300.00	
		5. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES				P	02/26/2009	03/04/2009
127.00		127.00						
		3. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES				P	07/31/2009	12/18/2009
103.00		107.00					-4.00	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		45. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES				P	06/26/2009	12/18/2009
1,549.00		1,505.00					44.00	
		5. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES				P	03/11/2009	12/18/2009
172.00		146.00					26.00	
		7. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES				P	02/26/2009	12/18/2009
241.00		193.00					48.00	
		145. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES				P	06/02/2009	11/24/2009
2,984.00		2,806.00					178.00	
		3. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES				P	09/03/2009	11/24/2009
62.00		51.00					11.00	
		320. NOBLE CORP COM PROPERTY TYPE: SECURITIES				P	02/28/2006	02/26/2009
8,019.00		11,544.00					-3,525.00	
TOTAL GAIN(LOSS)		....					-95,116.	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	59.	59.
AT&T INC	1,126.	1,126.
ABBOTT LABS	239.	239.
AMERICAN EXPRESS CO	54.	54.
AMERIPRISE FINANCIAL INC	20.	20.
APACHE CORP	106.	106.
AVON PRODS INC	266.	266.
BEST BUY INC	50.	50.
BURLINGTON NORTHERN SANTA FE CORP	38.	38.
CIGNA CORP	4.	4.
CELANESE CORP DEL SER A COM	10.	10.
CHEVRONTEXACO CORP COM	139.	139.
COCA COLA CO	23.	23.
COLGATE PALMOLIVE CO	52.	52.
COLUMBIA LARGE CAP INDEX FUND CLASS Z SH	5,118.	5,118.
COLUMBIA TOTAL RETURN BOND FUND CLASS Z	12,886.	12,886.
COLUMBIA HIGH INCOME FUND CLASS Z SHARES	3,771.	3,771.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	1,920.	1,920.
COLUMBIA MARSICO INT'L OPPORTUNITIES FD	3,358.	3,358.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	15,384.	15,384.
COLUMBIA MID CAP GROWTH FUND CLASS Z SHA	100.	100.
COMCAST CORP CL A COM	68.	68.
CONOCOPHILLIPS COM	66.	66.
CORNING INC	91.	91.
DOVER CORP	21.	21.
DUN & BRADSTREET CORP DEL NEW COM	63.	63.
EOG RESOURCES INC	47.	47.
EXELON CORP COM	349.	349.
EXXON MOBIL CORPORATION	325.	325.
FPL GROUP INC	222.	222.
FLOWSERVE CORP	16.	16.
GENERAL ELEC CO	634.	634.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GLAXO WELLCOME PLC	839.	839.
GOLDMAN SACHS GROUP INC	109.	109.
HARTFORD FINANCIAL SVCS GRP	87.	87.
HEINZ H J CO	33.	33.
HESS CORP COM	52.	52.
HEWLETT PACKARD CO	108.	108.
HONEYWELL INTERNATIONAL INC	106.	106.
INTERNATIONAL BUSINESS MACHS	390.	390.
J P MORGAN CHASE & CO COM	149.	149.
JOHNSON & JOHNSON	172.	172.
KIMBERLY CLARK CORP	358.	358.
KRAFT FOODS INC CL A COM	90.	90.
LOCKHEED MARTIN CORPORATION	107.	107.
LOWES COS INC	102.	102.
MCDONALDS CORP	200.	200.
MCKESSON HBOC INC	28.	28.
MERCK & CO INC	154.	154.
MICROSOFT CORP	452.	452.
MOLSON COORS BREWING CO CL B	61.	61.
MONSANTO CO NEW COM	43.	43.
NEWS CORP CL A	30.	30.
NIKE INC CL B	19.	19.
NORDSTROM INC	138.	138.
NOVARTIS AG ADR ISIN #US66987V1098	377.	377.
OCCIDENTAL PETROLEUM CORP	175.	175.
PNC BK CORP	50.	50.
PACKAGING CORP OF AMERICA	71.	71.
PARKER HANNIFIN CORP	68.	68.
PEPSICO INC	153.	153.
PFIZER INC	292.	292.
PHILIP MORRIS INTL INC COM	635.	635.
POLO RALPH LAUREN CORPORATION	2.	2.
POTASH CORP SASK INC	8.	8.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PRAXAIR INC	87.	87.
PRINCIPAL FINL GROUP INC COM	118.	118.
PROCTER & GAMBLE CO	94.	94.
PRUDENTIAL FINL INC COM	54.	54.
RIO TINTO PLC SPONSORED ADR	82.	82.
SCHLUMBERGER LTD FOREIGN	126.	126.
SEMPRA ENERGY	61.	61.
SOUTHERN CO	37.	37.
STAPLES INC	100.	100.
STATE STREET CORP	6.	6.
TJX COS INC NEW	20.	20.
TARGET CORP	48.	48.
TEVA PHARMACEUTICAL INDS LTD ADR (GERMAN	40.	40.
TEXAS INSTRS INC	183.	183.
US BANCORP DEL COM NEW	123.	123.
UNITED PARCEL SERVICE CL B	129.	129.
UNITED TECHNOLOGIES CORP	557.	557.
VALE S A ADR	55.	55.
VERIZON COMMUNICATIONS	90.	90.
WAL MART STORES INC	239.	239.
WASTE MANAGEMENT INC	152.	152.
WELLS FARGO COMPANY	174.	174.
WEYERHAEUSER CO	23.	23.
WINDSTREAM CORP COM	71.	71.
YUM BRANDS INC COM	113.	113.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	198.	198.
AXIS CAPITAL HOLDINGS LTD COM	95.	95.
NOBLE CORP COM	13.	13.
TYCO INTL LTD NEW F COM	36.	36.
TOTAL	55,407.	55,407.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GRAZING LEASE INCOME	250.	250.
INTEREST - MTG NOTE	4,412.	4,412.
EXCISE TAX REFUND	601.	
TOTALS	5,263.	4,662.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
JOHN G PAYNE, PC	300.			300.
TOTALS	300.	NONE	NONE	300.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE- BANK OF AMERICA, NA	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
BANK OF AMERICA, NA INVESTMENT ASSET MANAGEMENT FEE	12,430.	12,430.
TOTALS	12,430.	12,430.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	74.	74.
FOREIGN TAXES ON QUALIFIED FOR	468.	468.
FOREIGN TAXES ON NONQUALIFIED	108.	108.
TOTALS	650.	650.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
REAL ESTATE EXPENSE:		
TAXES	819.	819.
INSURANCE	404.	404.
OTHER EXPENSES	682.	682.
BANK OF AMERICA - MTG NOTE ADMIN	907.	907.
ROYALTY EXPENSE:		
BANK MGMT FEE	360.	360.
OTHER INVESTMENT FEE	4.	4.
TOTALS	3,176.	3,176.

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:
RALPH & GLENNA JACKSON
RELATIONSHIP TO INSIDER:
NONE
ORIGINAL AMOUNT: 197,975.
INTEREST RATE: 8.000000
DATE OF NOTE: 04/03/1992
MATURITY DATE: 04/03/2011

BEGINNING BALANCE DUE	66,250.
ENDING BALANCE DUE	52,447.
ENDING FAIR MARKET VALUE	52,447.

TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	66,250.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	52,447.
TOTAL ENDING FMV - OTHER NOTES AND LOANS RECEIVABLE	52,447.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
MUTUAL FUND ADJUSTMENT- 2008		1,004.
ROC ADJUSTMENT - 2009		167.
	TOTAL	1,171.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
MUTUAL FUND ADJUSTMENT- 2009		915.
ROC SALES BASIS ADJUSTMENT		80.
NET ROUNDING DIFFERENCE		2.
	TOTAL	997.

STATE(S) WHERE THE FOUNDATION IS REGISTERED
TX

STATEMENT 13

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
C. HAROLD WILLINGHAM
ADDRESS:
6739 E CALLE CADENA
TUCSON, AZ 85715
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
JOHN G. PAYNE
ADDRESS:
3650 OLD BULLARD RD #100
TYLER, TX 75701
TITLE:
SECRETARY & TREASURER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
LARRY WILLINGHAM
ADDRESS:
3150 E BEAR CANYON RD
TUSCON, AZ 85749
TITLE:
VICE PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
NANCY WILLINGHAM
ADDRESS:
6739 E CALLE CADENA
TUCSON, AZ 85715
TITLE:
VICE PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:
SARA WILLINGHAM BOWYER
ADDRESS:
7518 OLD OAK DR
LITTLE ROCK, AR 72223
TITLE:
VICE PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

RECIPIENT NAME:
TRIP BURNAM - BANK OF AMERICA, N.A.
ADDRESS:
2001 ROSS AVE, SUITE 2700
DALLAS, TX 75201-2916
RECIPIENT'S PHONE NUMBER: 214-754-1230
FORM, INFORMATION AND MATERIALS:
SUBMIT IN WRITING AND INCLUDE INFORMATION AS TO THE USE OF THE FUNDS
SUBMISSION DEADLINES:
MAY 31
RESTRICTIONS OR LIMITATIONS ON AWARDS:
SUPPORT AND PROMOTE RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY AND EDUCATIONAL UNDERTAKINGS, PRINCIPALLY IN SMITH COUNTY, AND EXCLUSIVELY IN THE STATE OF TEXAS, TO FILL THE NEED WHICH EXISTS IN SUCH FIELDS
RESTRICTIONS OR LIMITATIONS ON AWARDS:
AND IS NOT ADEQUATELY PROVIDED FOR BY OTHER REGULAR MEANS.

RECIPIENT NAME:
UNIVERSITY OF ARIZONA
FOUNDATION
ADDRESS:
MC KALE CENTER, ROOM 246
TUCSON, AZ 85721
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT CAPITAL CAMPAIGN
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
ABRAHAM INTERNATIONAL
MINISTRIES
ADDRESS:
9597 JONES RD, SUITE 390
HOUSTON, TX 77065
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
DALLAS THEOLOGICAL
SEMINARY FOUNDATION
ADDRESS:
3909 SWISS AVE
DALLAS, TX 75704
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 10,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BULLARD COMMUNITY
LIBRARY, INC.
ADDRESS:
P.O. BOX 368
BULLARD, TX 75757
RELATIONSHIP:
N/A
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
FOURTH PARTNER FOUNDATION
ADDRESS:
601 SHELLEY DR, SUITE 201
TYLER, TX 75701
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
GUIDE DOGS OF TEXAS, INC.
ADDRESS:
1503 ALLENA DR
SAN ANTONIO, TX 78213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LITERACY COUNCIL OF
TYLER, INC.
ADDRESS:
P.O. BOX 662
TYLER, TX 75711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
EAST TEXAS MEDICAL CENTER
FOUNDATION
ADDRESS:
P.O. BOX 6400
TYLER, TX 75711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT 'GROWING TOGETHER' DAY CAMP
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 3,500.

RECIPIENT NAME:
PARENT SERVICES CENTER, INC.
ADDRESS:
P.O. BOX 6807
TYLER, TX 75711-6807
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
SABINO HIGH SCHOOL
ADDRESS:
3150 N BEAR CANYON RD
TUCSON, AZ 85749
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CONTRIBUTION TO WRESTLING PROGRAM
FOUNDATION STATUS OF RECIPIENT:
EXEMPT - SCHOOL
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
MANASSEH MINISTRIES
ADDRESS:
P.O. BOX 202
BEN WHEELER, TX 75754-0202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BOYS & GIRLS CLUB OF EAST TEXAS
ADDRESS:
504 W 32ND ST
TYLER, TX 75702
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 3,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BRECKENRIDGE VILLAGE OF
TYLER
ADDRESS:
15062 CR 1145
TYLER, TX 75704
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 10,000.

RECIPIENT NAME:
ORTHOPAEDIC RESEARCH AND
EDUCATION FOUNDATION
ADDRESS:
6300 N RIVER RD, SUITE 700
ROSEMONT, IL 60018-4261
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
PRESIDENT'S FUND IN MEMORY OF GEORGE DIXON,MD
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 1,000.

RECIPIENT NAME:
YOUNG LIFE OF CENTRAL
ARKANSAS
ADDRESS:
P.O. BOX 26066
LITTLE ROCK, AR 72221-6066
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
LITTLE ROCK CHRISTIAN
ACADEMY FOUNDATION
ADDRESS:
P. O. BOX 7450
LITTLE ROCK, AR 72222-7450
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
GRACE CHURCH
ADDRESS:
12900 CANTRELL RD
LITTLE ROCK, AR 72223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
EXEMPT- CHURCH
AMOUNT OF GRANT PAID .... 11,000.

RECIPIENT NAME:
CHILD EVANGELISM FELLOWSHIP
OF SMITH COUNTY, TEXAS
ADDRESS:
P.O. BOX 9313
TYLER, TX 75711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID
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RECIPIENT NAME:
OC INTERNATIONAL
ADDRESS:
P.O. BOX 36900
COLORADO SPRINGS, CO 80936
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT TED LIMPIC FAMILY MISSION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

RECIPIENT NAME:
RON HUTCHCRAFT MINISTRIES,
INC.
ADDRESS:
P.O. BOX 400
HARRISON, AR 72602-0400
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT NATIVE AMERICANS OF EAST TEXAS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
BALLET TYLER, INC.
ADDRESS:
P.O. BOX 9494
TYLER, TX 75711
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT 2010 EDUCATIONAL CONCERTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 500.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
DISCIPLES CLINIC OF ATHENS,
TEXAS, INC.
ADDRESS:
P.O. BOX 1757
ATHENS, TX 75751
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 20,000.

RECIPIENT NAME:
TUCSON CONQUISTADORES FOUNDATION
ADDRESS:
6450 E BROADWAY BLVD
TUCSON, AZ 85710
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GIFT IN MEMORY OF RICHARD BILBY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 12,900.

RECIPIENT NAME:
EAGLE PROJECTS INTERNATIONAL,
INC.
ADDRESS:
P.O. BOX 100
DOVER-FOXCROFT, ME 04426-0100
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

FORM 990PF, PART XV, LINE 3 - CONTRIBUTIONS, GIFTS, GRANTS PAID

RECIPIENT NAME:
BETHESDA HEALTH CLINIC
ADDRESS:
P.O. BOX 1999
TYLER, TX 75710
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 5,000.

RECIPIENT NAME:
OC INTERNATIONAL
ADDRESS:
P.O. BOX 36900
COLORADO SPRINGS, CO 80936
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID .... 2,500.

TOTAL GRANTS PAID: 149,900.

WILLINGHAM FOUNDATION (30-01-100-3048824)
75-6035231
Balance Sheet
12/31/2009

Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	727 000	18,103 95	20,377 81
002824100	ABBOTT LABS	168 000	8,498 98	9,070 32
00724F101	ADOBE SYS INC	183 000	3,150 80	6,730 74
031162100	AMGEN INC	109 000	1,818 94	6,166 13
032095101	AMPHENOL CORP NEW	157 000	6,410 14	7,250 26
037411105	APACHE CORP	168 000	9,151 19	17,332 56
037604105	APOLLO GROUP INC	97 000	5,738 71	5,876 26
037833100	APPLE INC	60 000	11,962 24	12,643 92
054303102	AVON PRODS INC	318 000	5,755 81	10,017 00
150870103	CELANESE CORP DEL	238 000	5,829 34	7,639 80
166764100	CHEVRON CORP	311 000	22,580 97	23,943 89
17275R102	CISCO SYS INC	451 000	10,329 33	10,796 94
19765H321	COLUMBIA LARGE CAP INDEX FUND	13,298 172	225,680 76	286,043 68
19765H453	COLUMBIA TOTAL RETURN BOND FUND	27,862 684	270,782 17	269,432 15
19765H495	COLUMBIA HIGH INCOME FUND	6,289 233	56,589 29	48,804 45
19765H586	COLUMBIA INTERNATIONAL VALUE	6,617 228	116,000 00	93,898 47
19765H636	COLUMBIA MARSICO INTERNATIONAL	10,131 172	103,439 27	108,200 92
19765J723	COLUMBIA SMALL CAP GROWTH FUND	7,037 093	110,420 72	66,711 64
19765L694	COLUMBIA STRATEGIC INCOME FUND	50,437 950	309,717 95	291,531 35
19765P232	COLUMBIA MID CAP GROWTH FUND	10,831 069	208,796 02	222,145 23
20030N101	COMCAST CORP	284 000	4,082 45	4,788 24
242370104	DEAN FOODS CO	340 000	6,976 07	6,133 60
254687106	DISNEY WALT CO	275 000	5,483 41	8,868 75
254709108	DISCOVER FINL SVCS	345 000	5,103 78	5,074 95
25490A101	DIRECTV	110 000	3,640 90	3,668 50
260003108	DOVER CORP	81 000	3,275 47	3,370 41
268648102	EMC CORP	953 000	10,875 52	16,648 91
26875P101	EOG RES INC	44 000	2,463 01	4,281 20
30161N101	EXELON CORP	121 000	5,548 55	5,913 27
302571104	FPL GROUP INC	157 000	8,148 22	8,292 74
34354P105	FLOWSERVE CORP	54 000	4,592 47	5,104 62
369604103	GENERAL ELEC CO	311 000	4,014 83	4,705 43
375558103	GILEAD SCIENCES INC	86 000	3,955 20	3,721 22
38141G104	GOLDMAN SACHS GROUP INC	93 000	8,424 64	15,702 12
428236103	HEWLETT PACKARD CO	349 000	10,784 35	17,976 99
459200101	INTERNATIONAL BUSINESS MACHS	139 000	11,644 63	18,195 10
46625H100	J P MORGAN CHASE & CO	455 000	13,757 46	18,959 85
494368103	KIMBERLY CLARK CORP	231 000	11,715 12	14,717 01
50540R409	LABORATORY CORP AMER HLDGS	119 000	7,013 56	8,905 96
539830109	LOCKHEED MARTIN CORP	61 000	4,317 32	4,596 35
548661107	LOWES COS INC	383 000	5,169 74	8,958 37
58155Q103	MCKESSON CORP	137 000	6,976 16	8,562 50
58405U102	MEDCO HLTH SOLUTIONS INC	91 000	5,068 40	5,815 81
594918104	MICROSOFT CORP	872 000	26,744 91	26,578 56
60871R209	MOLSON COORS BREWING CO	188 000	8,839 19	8,490 08
61166W101	MONSANTO CO	69 000	5,375 93	5,640 75
628530107	MYLAN INC	555 000	8,472 65	10,228 65
63934E108	NAVISTAR INTL CORP NEW	113 000	4,633 02	4,367 45
655664100	NORDSTROM INC	334 000	8,130 12	12,551 72
674599105	OCCIDENTAL PETE CORP DEL	180 000	9,293 77	14,643 00

WILLINGHAM FOUNDATION (30-01-100-3048824)
75-6035231
Balance Sheet
12/31/2009

Cusip	Asset	Units	Basis	Market Value
693475105	PNC FINL SVCS GROUP INC	178 000	5,575 07	9,396 62
695156109	PACKAGING CORP AMER	188 000	2,518 93	4,325 88
701094104	PARKER HANNIFIN CORP	154 000	7,300 32	8,297 52
713448108	PEPSICO INC	247 000	14,916 34	15,017 60
717081103	PFIZER INC	1,220 000	19,445 65	22,191 80
718172109	PHILIP MORRIS INTL INC	416 000	14,942 72	20,047 04
731572103	POLO RALPH LAUREN CORP	44 000	3,014 92	3,563 12
74251V102	PRINCIPAL FINL GROUP INC	236 000	5,839 01	5,673 44
744320102	PRUDENTIAL FINL INC	182 000	9,119 43	9,056 32
767204100	RIO TINTO PLC	24 000	4,990 03	5,169 36
816851109	SEMPRA ENERGY	156 000	7,669 85	8,732 88
845467109	SOUTHWESTERN ENERGY CO	148 000	4,164 35	7,133 60
855030102	STAPLES INC	437 000	8,675 56	10,745 83
882508104	TEXAS INSTRS INC	478 000	7,378 17	12,456 68
883556102	THERMO FISHER SCIENTIFIC CORP	192 000	7,576 47	9,156 48
902973304	US BANCORP DEL	486 000	8,356 80	10,939 86
911312106	UNITED PARCEL SVC INC	67 000	3,488 12	3,843 79
913017109	UNITED TECHNOLOGIES CORP	334 000	13,723 39	23,182 94
949746101	WELLS FARGO & CO	526 000	14,207 62	14,196 74
988498101	YUM BRANDS INC	148 000	4,072 59	5,175 56
G0692U109	AXIS CAP HLDGS LTD	194 000	4,727 55	5,511 54
G6359F103	NABORS INDS INC	289 000	4,680 86	6,326 21
H5833N103	NOBLE CORP	136 000	5,618 60	5,535 20
H89128104	TYCO INTL LTD	273 000	9,083 76	9,740 64
990304180	MTG NOTE - RALPH & GLENNA JACKSON 8 00% 04/03/11	100 000	52,446 76	52,446 76
211994OG8	OIL GAS OR OTHER MINERALS	2 000	2 00	2 00
990107583	TWO TRACTS OF VACANT LAND	33 330	1,666 66	2,166 45
990107617	SMITH CO , TX LOT 8, BLK 1082	33 333	8,633 34	8,066 59
990112013	LOT 13 BLOCK 3 WILLINGHAM	100 000	11,501 00	9,300 00
990118200	CHEROKEE CO , TX 15 075 ACRES	100 000	30,150 00	30,150 00
	Cash/Cash Equivalent	30,350 010	30,350 01	30,350 01
		Totals	2,061,113 31	2,177,974 09