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

2009

Department of the Treasury
Internal Revenue Service

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

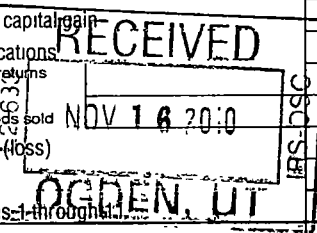
For calendar year 2009, or tax year beginning _____, and ending _____

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

Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation THE HELM FOUNDATION, INC. Number and street (or P O box number if mail is not delivered to street address) Room/suite 2901 WILCREST DR., SUITE 217 City or town, state, and ZIP code HOUSTON, TX 77042	A Employer identification number 76-0419884
		B Telephone number (713) 333-2640
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	C If exemption application is pending, check here <input type="checkbox"/> D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 8,974,808. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	51,353.	51,353.		Statement 1
	4 Dividends and interest from securities	179,370.	179,370.		Statement 2
	5a Gross rents	14.	14.		Statement 3
	b Net rental income or (loss) 14.				
	6a Net gain or (loss) from sale of assets not on line 10	-186,442.			
	b Gross sales price for all assets on line 6a 1,336,405.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	-5,034.	51,375.		Statement 4
	12 Total. Add lines 1 through 11	39,261.	282,112.		
	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees Stmt 5	56,426.	56,426.		0.
	17 Interest	31,043.	31,043.		0.
	18 Taxes Stmt 6	21,637.	21,637.		0.
	19 Depreciation and depletion	4,174.	3,949.		
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 7	95,309.	88,297.		5,906.
	24 Total operating and administrative expenses. Add lines 13 through 23	208,589.	201,352.		5,906.
	25 Contributions, gifts, grants paid	314,650.			314,650.
	26 Total expenses and disbursements. Add lines 24 and 25	523,239.	201,352.		320,556.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	-483,978.			
	b Net investment income (if negative, enter -0-)		80,760.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year		End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value	
Assets	1	Cash - non-interest-bearing		9,322.	9,765.	9,765.	
	2	Savings and temporary cash investments		365,601.	188,204.	188,204.	
	3	Accounts receivable ▶	4,733.				
		Less: allowance for doubtful accounts ▶		5,448.	4,733.	4,733.	
	4	Pledges receivable ▶					
		Less: allowance for doubtful accounts ▶					
	5	Grants receivable					
	6	Receivables due from officers, directors, trustees, and other disqualified persons					
	7	Other notes and loans receivable ▶					
		Less: allowance for doubtful accounts ▶					
	8	Inventories for sale or use					
	9	Prepaid expenses and deferred charges					
	10a	Investments - U.S. and state government obligations					
	b	Investments - corporate stock	Stmt 8	5,420,018.	5,240,516.	4,905,386.	
	c	Investments - corporate bonds	Stmt 9	739,279.	580,446.	440,778.	
11	Investments - land, buildings, and equipment: basis ▶						
	Less: accumulated depreciation ▶						
12	Investments - mortgage loans						
13	Investments - other	Stmt 10	3,449,871.	3,460,122.	3,425,942.		
14	Land, buildings, and equipment: basis ▶	11,759.					
	Less: accumulated depreciation Stmt 11 ▶	11,759.	225.				
15	Other assets (describe ▶)						
16	Total assets (to be completed by all filers)		9,989,764.	9,483,786.	8,974,808.		
Liabilities	17	Accounts payable and accrued expenses		22,000.			
	18	Grants payable					
	19	Deferred revenue					
	20	Loans from officers, directors, trustees, and other disqualified persons					
	21	Mortgages and other notes payable					
	22	Other liabilities (describe ▶)					
23	Total liabilities (add lines 17 through 22)		22,000.	0.			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>						
	and complete lines 24 through 26 and lines 30 and 31.						
	24	Unrestricted					
	25	Temporarily restricted					
	26	Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>						
	and complete lines 27 through 31.						
27	Capital stock, trust principal, or current funds		0.	0.			
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.			
29	Retained earnings, accumulated income, endowment, or other funds		9,967,764.	9,483,786.			
30	Total net assets or fund balances		9,967,764.	9,483,786.			
31	Total liabilities and net assets/fund balances		9,989,764.	9,483,786.			

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	9,967,764.
2	Enter amount from Part I, line 27a	2	-483,978.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	9,483,786.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	9,483,786.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b	See Attached Statements		
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	1,336,405.	1,529,574.	-186,442.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			-186,442.

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	-186,442.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	314,394.	9,815,529.	.032030
2007	410,536.	11,109,410.	.036954
2006	265,251.	10,403,141.	.025497
2005	282,819.	9,100,128.	.031079
2004	337,807.	8,034,107.	.042047

2	Total of line 1, column (d)	.167607
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	.033521
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	8,598,683.
5	Multiply line 4 by line 3	288,236.
6	Enter 1% of net investment income (1% of Part I, line 27b)	808.
7	Add lines 5 and 6	289,044.
8	Enter qualifying distributions from Part XII, line 4 <small>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.</small>	320,556.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	808.
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	0.
3	Add lines 1 and 2	3	808.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	808.
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a	5,640.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	5,640.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> 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	4,832.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax <input type="checkbox"/> 4,832. Refunded <input checked="" type="checkbox"/>	11	0.

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ▶ <u>N/A</u>	13	X	
14	The books are in care of ▶ <u>MICAH MANAGEMENT LLC</u> Telephone no. ▶ <u>713 333 2641</u> Located at ▶ <u>2901 WILCREST DR., SUITE 217, Houston, TX</u> ZIP+4 ▶ <u>77042</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <u>N/A</u> ▶ <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶ _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____, _____, _____, _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <u>N/A</u>	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 No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **N/A**

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? **N/A** Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? Yes No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **N/A**

5b		
6b		X
7b		

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
GLORA BEE HELM 2901 Wilcrest Dr., Suite 217 HOUSTON, TX 77042	DIR/CHAIRMAN 0.00	0.	0.	0.
CYRUS VARD HELM 2901 Wilcrest Dr., Suite 217 HOUSTON, TX 77042	DIR/PRESIDENT 0.00	0.	0.	0.
SUSAN HELM 2901 Wilcrest Dr., Suite 217 HOUSTON, TX 77042	DIR/SECRETARY 0.00	0.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services		0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities	1a	4,538,646.
b	Average of monthly cash balances	1b	453,206.
c	Fair market value of all other assets	1c	3,737,775.
d	Total (add lines 1a, b, and c)	1d	8,729,627.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	8,729,627.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	130,944.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	8,598,683.
6	Minimum investment return. Enter 5% of line 5	6	429,934.

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

1	Minimum investment return from Part X, line 6	1	429,934.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	808.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	808.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	429,126.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	429,126.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	429,126.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:			
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	320,556.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	320,556.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	808.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	319,748.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				429,126.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			170,776.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 320,556.				
a Applied to 2008, but not more than line 2a			170,776.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2009 distributable amount				149,780.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				279,346.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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

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

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

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

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

None
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

None

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

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

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

c Any submission deadlines:

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

Part 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 Stmt D-1	P	01/02/09	01/02/09
b See Stmt D-2	P	Various	Various
c See Stmt D-3	P	Various	Various
d See Stmt D-4	P	Various	Various
e See Stmt D-5	P	Various	Various
f COMMON SENSE PARTNERS II, LP STCG			
g COMMON SENSE PARTNERS II, LP LTCL			
h COMMON SENSE PARTNERS II, LP SEC. 1256 LOSS			
i COMMON SENSE PARTNERS II, LP STCL (BOX 11, CODE F			
j COMMON SENSE PARTNERS II, LP LTCL (BOX 11, CODE F			
k FIRST RESERVE FUND IX, LP - LTCL			
l FIRST RESERVE FUND XI, LP #90- STCL			
m FIRST RESERVE FUND XI, LP #90- LTCL			
n FR XI OFFSHORE AIV, LP #90-STCG			
o FR XI OFFSHORE AIV, LP #90-LTCG			

(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 21.			21.
b 744,883.		722,721.	22,162.
c 286,741.		404,839.	-118,098.
d 89,584.		119,049.	-29,465.
e 213,190.		282,965.	-69,775.
f			51,352.
g			-18,686.
h			-6,017.
i			-49,916.
j			-21,855.
k			-58.
l			-2,464.
m			-350.
n			9,205.
o			1,720.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			21.
b			22,162.
c			-118,098.
d			-29,465.
e			-69,775.
f			51,352.
g			-18,686.
h			-6,017.
i			-49,916.
j			-21,855.
k			-58.
l			-2,464.
m			-350.
n			9,205.
o			1,720.

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

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 FR XI-B OFFSHORE AIV, LP #90-LTCG			
b FR XI-E ONSHORE AIV, LP #90-STCL			
c FR XI-E ONSHORE AIV, LP #90-LTCL			
d FIRST RESERVE FUND XI, LP #264- STCL			
e FIRST RESERVE FUND XI, LP #264- LTCL			
f FR XI OFFSHORE AIV, LP #264 - STCG			
g FR XI OFFSHORE AIV, LP #264 - LTCG			
h FR XI-B OFFSHORE AIV, LP #264-LTCG			
i FR XI-E ONSHORE AIV, LP #264-STCL			
j FR XI-E ONSHORE AIV, LP #264-LTCL			
k FIRST RESERVE FUND XI #90, SEC. 1256 GAIN			
l Capital Gains Dividends			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			27,536.
b			-39.
c			-691.
d			-1,198.
e			-171.
f			4,478.
g			837.
h			13,395.
i			-19.
j			-336.
k			4.
l	1,986.		1,986.
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			27,536.
b			-39.
c			-691.
d			-1,198.
e			-171.
f			4,478.
g			837.
h			13,395.
i			-19.
j			-336.
k			4.
l			1,986.
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-186,442.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

STATEMENT D-1 - FIDELITY 672-693308 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
Frac BANK OF AMERICA	1/2/2009	1/2/2009	5	0	5
Frac WELLS FARGO	1/2/2009	1/2/2009	16	0	16
					0
			<u>21</u>	<u>0</u>	<u>21</u>

STATEMENT D-2 - FIDELITY 672-692670 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
0 CIT GROUP INC NEW COM NEW	12/18/2009	12/18/2009	9.22	0	9
800 ISHARES TR S&P GLOBAL INDUSTRIALS I	10/23/2008	6/9/2009	30133.62	26967.77	3,166
200000 FORD MOTOR CREDIT CO LLC 7.375% 10/	11/28/2007	10/28/2009	200000	190750	9,250
34.138 ISHARES BARCLAYS U S AGGREGATE BC	4/23/2004	4/27/2009	3468.96	3466	3
14.592 ISHARES BARCLAYS U S AGGREGATE BC	5/7/2004	4/27/2009	1482.78	1473.87	9
526.27 ISHARES BARCLAYS U S AGGREGATE BC	5/25/2004	4/27/2009	53477.38	52546.54	931
303.73 ISHARES BARCLAYS U S AGGREGATE BC	5/25/2004	6/8/2009	30385.79	30326.57	59
591.27 ISHARES BARCLAYS U S AGGREGATE BC	5/28/2004	6/8/2009	59151.89	59307.2	(155)
130 ISHARES BARCLAYS U S AGGREGATE BC	5/26/2004	6/8/2009	13005.47	12995	10
475 ISHARES BARCLAYS U S AGGREGATE BC	5/27/2004	6/8/2009	47519.99	47646	(126)
27.812 ISHARES BARCLAYS 1-3YEAR TREASURY	2/7/2007	6/17/2009	2322.13	2219.89	102
25.089 ISHARES BARCLAYS 1-3YEAR TREASURY	3/7/2007	6/17/2009	2094.78	2013.55	81
27.368 ISHARES BARCLAYS 1-3YEAR TREASURY	4/9/2007	6/17/2009	2285.06	2195.32	90
26.68 ISHARES BARCLAYS 1-3YEAR TREASURY	5/7/2007	6/17/2009	2227.62	2137.82	90
3392 ISHARES BARCLAYS 1-3YEAR TREASURY	5/5/2005	6/17/2009	283211.15	275057.62	8,154
27.141 ISHARES BARCLAYS 1-3YEAR TREASURY	6/7/2007	6/17/2009	2266.11	2164.94	101
27.525 ISHARES BARCLAYS 1-3YEAR TREASURY	11/7/2007	6/17/2009	2298.15	2239.85	58
28.541 ISHARES BARCLAYS 1-3YEAR TREASURY	7/9/2007	6/17/2009	2383	2276.27	107
28.35 ISHARES BARCLAYS 1-3YEAR TREASURY	8/7/2007	6/17/2009	2367.05	2281.32	86
28.572 ISHARES BARCLAYS 1-3YEAR TREASURY	9/10/2007	6/17/2009	2385.59	2319.03	67
27.922 ISHARES BARCLAYS 1-3YEAR TREASURY	10/5/2007	6/17/2009	2331.32	2262.24	69
0.913 ISHARES BARCLAYS 1-3YEAR TREASURY	11/7/2007	6/22/2009	76.24	74.3	2
			744,883	722,721	22,162

STATEMENT D-3 - FIDELITY 672-685992 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
180 ADC TELECOMMUNICATNSINC COM NEW	10/28/2008	8/11/2009	1259.16	861.42	398
250 ADC TELECOMMUNICATNSINC COM NEW	10/28/2008	8/18/2009	2216.94	1196.42	1,021
80 ADC TELECOMMUNICATNSINC COM NEW	10/28/2008	8/24/2009	747.5	382.86	365
420 ADC TELECOMMUNICATNSINC COM NEW	10/29/2008	8/24/2009	3924.37	2461.55	1,463
70 AMERIPRISE FINL INC COM	7/23/2008	2/26/2009	1218.39	2813.6	(1,595)
70 AMERIPRISE FINL INC COM	6/19/2008	2/26/2009	1218.38	3169.9	(1,952)
80 AMERIPRISE FINL INC COM	6/30/2008	2/26/2009	1392.44	3304.93	(1,912)
60 ANDERSONS INC	7/31/2008	7/17/2009	1706.75	2760.9	(1,054)
90 ANDERSONS INC	7/31/2008	7/23/2009	2765.24	4141.35	(1,376)
30 ANDERSONS INC	8/6/2008	8/3/2009	955.8	1383.9	(428)
20 ANDERSONS INC	11/3/2008	9/4/2009	641.83	522.44	119
80 ANDERSONS INC	11/3/2008	9/23/2009	2815.92	2089.78	726
350 CATHAY GENERAL BANCORP	8/12/2008	2/18/2009	3400.98	7719.17	(4,318)
410 CENTERPOINT ENERGY INC	5/4/2009	9/30/2009	5101.48	4477	624
0 CENTURYTEL INC	7/2/2009	7/2/2009	15.05	0	15
120 CNX GAS CORP COM	2/14/2008	2/3/2009	2948.36	4516.44	(1,568)
140 DISCOVERY COMMUNICATIONS INC NEW	8/11/2008	4/17/2009	2515.78	2604.89	(89)
170 ENCORE ACQUISITION CO	1/9/2009	11/2/2009	7730.62	4931.44	2,799
20 ENCORE ACQUISITION CO	1/16/2009	11/2/2009	909.49	500.94	409
60 GRANITE CONSTR INC	7/31/2008	4/6/2009	2397.98	1937.19	461
66 GREAT PLAINS ENERGY INC	3/16/2009	5/1/2009	949	787.84	161
150 GREAT PLAINS ENERGY INC	11/24/2008	5/1/2009	2156.83	2760.02	(603)
344 GREAT PLAINS ENERGY INC	3/16/2009	5/7/2009	5064.97	4106.29	959
260 QUICKSILVER RESOURCES INC	9/10/2008	5/8/2009	2658.97	5267.54	(2,609)
130 VAIL RESORTS INC	2/14/2008	1/15/2009	3178.87	6279.3	(3,100)
1210 UCBH HLDGS INC	8/21/2008	4/27/2009	1772.33	6173.68	(4,401)
1210 UCBH HLDGS INC	8/20/2008	4/27/2009	1772.33	6070.1	(4,298)
140 UCBH HLDGS INC	8/25/2008	4/27/2009	205.06	720.54	(515)
1050 UCBH HLDGS INC	8/25/2008	5/13/2009	1784.72	5404.06	(3,619)
240 ASSISTED LIVING CONCEPTS INC NEV NE	4/29/2008	10/5/2009	4791.87	8945.74	(4,154)
150 ASSISTED LIVING CONCEPTS INC NEV NE	4/29/2008	10/13/2009	3389.41	5591.08	(2,202)
310 AMERIPRISE FINL INC COM	2/14/2008	2/19/2009	5757.96	16020.74	(10,263)
220 AMERIPRISE FINL INC COM	2/14/2008	2/24/2009	3621.97	11369.56	(7,748)
260 AMERIPRISE FINL INC COM	2/14/2008	2/25/2009	4443.17	13436.74	(8,994)
10 AMERIPRISE FINL INC COM	2/14/2008	2/26/2009	174.05	516.8	(343)
170 ANDERSONS INC	7/31/2008	8/3/2009	5416.21	7822.55	(2,406)
140 ANDERSONS INC	8/6/2008	8/24/2009	4022.17	6458.18	(2,436)
70 ANDERSONS INC	8/11/2008	9/4/2009	2246.43	3227.3	(981)
30 ANDERSONS INC	8/6/2008	9/4/2009	962.76	1383.9	(421)
70 CAPITOL FEDERAL FINANCIAL	2/14/2008	8/4/2009	2592.66	2425.2	167
80 CAPITOL FEDERAL FINANCIAL	2/14/2008	9/23/2009	2629.53	2771.66	(142)
400 CAPITOL FEDERAL FINANCIAL	2/14/2008	10/28/2009	12387.68	13858.31	(1,471)
1010 CENTERPOINT ENERGY INC	2/14/2008	8/24/2009	12894.11	15435.35	(2,541)
420 CENTERPOINT ENERGY INC	2/14/2008	8/28/2009	5254.38	6418.66	(1,164)
440 CENTERPOINT ENERGY INC	2/14/2008	9/4/2009	5285.19	6724.31	(1,439)
400 CENTERPOINT ENERGY INC	2/14/2008	9/21/2009	4991.63	6113.01	(1,121)

STATEMENT D-3 - FIDELITY 672-685992 CAPITAL GAINS AND LOSSES

460 CENTERPOINT ENERGY INC	2/14/2008	9/23/2009	5741.85	7029.96	(1,288)
440 CENTERPOINT ENERGY INC	2/14/2008	9/29/2009	5479.47	6724.31	(1,245)
50 CENTERPOINT ENERGY INC	8/13/2008	9/29/2009	622.67	800.49	(178)
60 CENTERPOINT ENERGY INC	8/13/2008	9/30/2009	746.56	960.58	(214)
70 COMSTOCK RES INC	2/14/2008	6/26/2009	2308.24	2433.74	(126)
120 COMSTOCK RES INC	2/14/2008	6/29/2009	3980.59	4172.13	(192)
160 COMSTOCK RES INC	2/14/2008	7/6/2009	4719.87	5562.84	(843)
120 CNX GAS CORP COM	2/14/2008	4/17/2009	3021.92	4516.45	(1,495)
250 DISCOVERY COMMUNICATIONS INC NEW	2/14/2008	4/13/2009	4439.41	5462.08	(1,023)
110 DISCOVERY COMMUNICATIONS INC NEW	2/14/2008	4/14/2009	1872.95	2403.32	(530)
280 DISCOVERY COMMUNICATIONS INC NEW	2/14/2008	4/16/2009	4863.87	6117.54	(1,254)
130 DISCOVERY COMMUNICATIONS INC NEW	2/14/2008	4/17/2009	2336.09	2840.28	(504)
70 EMBARQ CORP COM EXCHANGED FOR 1	2/14/2008	6/24/2009	3001.92	3296.48	(295)
180 GRANITE CONSTR INC	7/31/2008	9/16/2009	6073.03	5811.56	261
140 GRANITE CONSTR INC	7/31/2008	9/25/2009	4178.78	4520.1	(341)
10 GRANITE CONSTR INC	8/4/2008	9/25/2009	298.48	305.68	(7)
140 GRANITE CONSTR INC	8/4/2008	10/19/2009	4004.29	4279.48	(275)
350 GREAT PLAINS ENERGY INC	2/14/2008	4/22/2009	5122.86	9173.25	(4,050)
310 GREAT PLAINS ENERGY INC	2/14/2008	4/23/2009	4456.62	8124.89	(3,668)
310 GREAT PLAINS ENERGY INC	2/14/2008	4/27/2009	4411.18	8124.88	(3,714)
44 GREAT PLAINS ENERGY INC	2/14/2008	5/1/2009	632.67	1153.21	(521)
190 INVESTORS BANCORP INC COM	2/14/2008	7/23/2009	1840.71	2823.95	(983)
430 INVESTORS BANCORP INC COM	2/14/2008	8/6/2009	4033.89	6391.05	(2,357)
160 INVESTORS BANCORP INC COM	2/14/2008	8/28/2009	1478.36	2378.06	(900)
110 JEFFERIES GROUP INC NEW	2/14/2008	4/8/2009	1504.46	1990.75	(486)
300 JEFFERIES GROUP INC NEW	2/14/2008	6/19/2009	6484.46	5429.33	1,055
160 JEFFERIES GROUP INC NEW	2/14/2008	8/11/2009	3557	2895.64	661
160 JEFFERIES GROUP INC NEW	2/14/2008	8/18/2009	3454.6	2895.65	559
90 JEFFERIES GROUP INC NEW	2/14/2008	10/21/2009	2466.98	1628.8	838
130 JEFFERIES GROUP INC NEW	2/14/2008	10/22/2009	3558.79	2352.71	1,206
240 JEFFERIES GROUP INC NEW	2/14/2008	10/26/2009	6414.01	4343.47	2,071
420 QUICKSILVER RESOURCES INC	2/14/2008	5/1/2009	3556.73	14023.08	(10,466)
360 QUICKSILVER RESOURCES INC	2/14/2008	5/8/2009	3681.66	12019.78	(8,338)
70 UMB FINL CORP	2/14/2008	8/11/2009	2963.39	2789.28	174
180 ENCORE WIRE CORP	2/14/2008	2/17/2009	3636.97	3103.07	534
190 ENCORE WIRE CORP	2/14/2008	4/6/2009	4357.18	3275.46	1,082
60 ENCORE WIRE CORP	2/14/2008	8/10/2009	1353.35	1034.36	319
2873 WENDYS ARBYS GROUP INC COM	Various	5/4/2009	13798.62	23787	(9,988)
			<u>286,741</u>	<u>404,839</u>	<u>(118,098)</u>

STATEMENT D-4 - FIDELITY 672-686000 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
450 AEGON NV AMER REGD CERT(1 SH EURO	12/12/2008	12/9/2009	3012.71	2902.76	110
400 AEGON NV AMER REGD CERT(1 SH EURO	5/6/2009	12/9/2009	2677.97	2368.95	309
20 DIAGEO ADR EACH REPR4 ORD GBX28 9	9/12/2008	9/10/2009	1256.22	1500.97	(245)
240 DEUTSCHE TELEKOM AG ADS EACH REP	10/17/2008	4/30/2009	2613.37	3578.41	(965)
200 DEUTSCHE TELEKOM AG ADS EACH REP	12/4/2008	4/30/2009	2177.8	2848	(670)
400 FOSTERS GROUP ADR-EACH REPR 1 ORI	10/29/2008	5/4/2009	1519.96	1399.79	120
300 FOSTERS GROUP ADR-EACH REPR 1 ORI	10/29/2008	5/14/2009	1137.97	1049.84	88
400 FOSTERS GROUP ADR-EACH REPR 1 ORI	10/29/2008	9/11/2009	1901.67	1399.79	502
400 FOSTERS GROUP ADR-EACH REPR 1 ORI	12/8/2008	9/11/2009	1901.67	1509.52	392
600 HONG KONG ELECTRIC HLDGS ADR-EAC	1/12/2009	5/14/2009	3267.91	3337.58	(70)
125 NIPPON TEL & TEL CORP SPONS ADR-RE	12/16/2008	10/14/2009	2691.18	3144.23	(453)
250 PROMISE CO ADR EA REP 0 5 ORD NPV	12/18/2008	7/30/2009	1306.51	3076.98	(1,770)
200 STERLITE INDUSTRIES ADS EACH REPR	5/6/2009	12/9/2009	3531.9	1918.87	1,613
125 TAKEDA PHARMACEUTICAL CO LTD SPOI	12/18/2008	8/18/2009	2439.13	3192.61	(753)
85 VEOLIA ENVIRONNEMENTADR EACH REP	8/19/2008	1/22/2009	1807.78	4631.24	(2,823)
450 ACERGY S A. SPONS ADS REP 1 COM USI	2/20/2007	1/13/2009	2433.82	8633.7	(6,200)
25 BRITISH AMERICAN TOBACCO LVL II ADR	2/20/2007	5/5/2009	1188.54	1545.6	(357)
25 DIAGEO ADR EACH REPR4 ORD GBX28 9	2/20/2007	5/5/2009	1255.71	2050.83	(795)
45 DIAGEO ADR EACH REPR4 ORD GBX28.9	2/20/2007	8/27/2009	2752.67	3691.5	(939)
50 DIAGEO ADR EACH REPR4 ORD GBX28 9	2/20/2007	8/31/2009	3084.9	4101.67	(1,017)
30 DIAGEO ADR EACH REPR4 ORD GBX28.9	2/20/2007	9/10/2009	1884.32	2461	(577)
50 FOMENTO ECONOMICO MEXICANO S A B	2/20/2007	8/25/2009	1908.54	2151.44	(243)
100 FRANCE TELECOM ADR EACH REPR 1 EL	8/22/2007	7/14/2009	2241.05	2922.89	(682)
50 FRANCE TELECOM ADR EACH REPR 1 EL	8/22/2007	12/9/2009	1282.3	1461.44	(179)
100 FRANCE TELECOM ADR EACH REPR 1 EL	10/31/2007	12/9/2009	2564.6	3665.23	(1,101)
275 KONINKLIJKE KPN NV SPON ADR EACH R	2/20/2007	4/13/2009	3487.16	4274.42	(787)
200 MITSUBISHI CORP SPONS ADR-EACH CN'	2/20/2007	2/26/2009	4889.75	8655.33	(3,766)
200 NOKIA OYJ ADR EACH REPR 1 ORD NPV	2/20/2007	10/14/2009	3100.52	4612	(1,511)
100 NESTLE SA SPON ADR EACH REPR 1 COM	2/20/2007	8/17/2009	3866.9	3816.56	50
50 NINTENDO CO LTD ADR(8 CNV INTO 1 OR	3/23/2007	7/16/2009	1714.62	1825.46	(111)
25 NINTENDO CO LTD ADR(8 CNV INTO 1 OR	4/12/2007	7/16/2009	857.31	983.4	(126)
75 NINTENDO CO LTD ADR(8 CNV INTO 1 OR	4/12/2007	9/22/2009	2491.32	2950.2	(459)
100 NINTENDO CO LTD ADR(8 CNV INTO 1 OR	5/22/2007	9/22/2009	3321.77	4250.9	(929)
30 RIO TINTO SPRD ADR-CNV INTO 4 ORD(R	2/20/2007	1/12/2009	2864.27	6652.6	(3,788)
125 SANOFI-AVENTIS SPON ADR ECH REP 1/2	8/18/2008	9/21/2009	4654.47	4554.95	100
200 SCOTTISH & SOUTHERN ENERGY SPONS	2/20/2007	8/17/2009	3635.9	5928	(2,292)
FRAC AXA ADS, DEV BK OF SING, SOCIETE GEN	Various	Various	860	0	860
			89,584	119,049	(29,464)

STATEMENT D-5 - FIDELITY 672-685984 CAPITAL GAINS AND LOSSES

DESCRIPTION	DATE ACQUIRED	DATE SOLD	SALES PRICE	COST	GAIN (LOSS)
0 HSBC HOLDINGS PLC RTS EXP 03/31/2009	4/13/2009	4/13/2009	1.42	205.43	(204)
66 ASAHI KASEI CORP ADREACH REPR 10 N	2/4/2009	5/7/2009	2735.42	2664.5	71
84 CANADIAN PACIFIC RAILWAYS COM NPV	8/5/2008	2/10/2009	2601.71	5237	(2,635)
337 ISHARES TR MSCI EMERGING MKTS INDE	12/19/2008	3/10/2009	7396.51	8718.78	(1,322)
1154 HONG KONG ELECTRIC HLDGS ADR-EAC	6/24/2009	10/13/2009	6188.89	6505.37	(316)
165 HONG KONG ELECTRIC HLDGS ADR-EAC	9/16/2009	10/13/2009	884.89	912.2	(27)
109 HEINEKEN NV SPONS ADR 2 REPR 1 ORD	3/10/2009	10/13/2009	2370.64	1408.65	962
113 HONDA MOTOR CO ADR-EACH CNV INTO	9/16/2009	10/14/2009	3494.96	3509.35	(14)
0 ITAU UNIBANCO HOLDINGS S.A. ADR EAC	9/9/2009	9/9/2009	8.8	0	9
25 KAO CORP SPONS ADR EACH REPR 1 CO	2/12/2009	4/7/2009	4903.27	5487.27	(584)
1055 MIZUHO FINANCIAL GROUP ADR EACH RI	8/1/2008	2/6/2009	5222.24	10094.61	(4,872)
57 NATIONAL GRID NEW ADR EACH REPR 5	12/16/2008	5/15/2009	2536.14	2844.86	(309)
124 GAZPROM O A O SPONSORED ADR ISIN #	6/4/2008	1/22/2009	1585.39	7156.6	(5,571)
135 GAZPROM O A O SPONSORED ADR ISIN #	9/16/2009	10/14/2009	3677.4	3212.1	465
145 PHILIPS ELECTRONICS(KONINKLIKE)NV A	5/7/2009	6/24/2009	2624.65	2809.15	(185)
128 PHILIP MORRIS INTL INC COM	3/10/2009	5/13/2009	5297.52	4329.05	968
48 RICOH CO ADR(EACH CNV INTO 5 NPV)	9/16/2009	10/13/2009	3321.23	3572	(251)
99 SK TELECOM ADR EACH REPR 0.11111 S	6/24/2009	10/14/2009	1813.75	1508.33	305
437 SUMITOMO TRUST & BANKING CO ADR E	2/6/2009	9/16/2009	2316.78	2088.07	229
68 TORONTO-DOMINION BANK COM NPV ISI	5/13/2009	8/27/2009	4253.23	2810.92	1,442
209 TELEFONOS DE MEXICO SAB DE CV ADR	12/16/2008	10/14/2009	3661.94	4233.35	(571)
88 VEOLIA ENVIRONNEMENTADR EACH REP	12/16/2008	9/16/2009	3428.91	2377.8	1,051
228 ADIDAS AG ADR EA REP1/2 ORD NPV	1/31/2008	6/24/2009	4347.84	7175.48	(2,828)
94 BNP PARIBAS ADR EACHREPR 1/2 ORD L	2/21/2007	9/16/2009	3839.32	5097.42	(1,258)
478 DEUTSCHE TELEKOM AG ADS EACH REP	2/21/2007	6/24/2009	5470.69	8463.82	(2,993)
114 ENCANA CORPORATION COM NPV ISIN #	2/21/2007	9/16/2009	6767.2	5513.06	1,254
126 GDF SUEZ SPON ADR EACH REPR 1 ORD	2/21/2007	5/15/2009	4488.38	6735.14	(2,247)
240 HEINEKEN NV SPONS ADR 2 REPR 1 ORD	10/17/2007	10/13/2009	5219.76	8009.41	(2,790)
150 HUTCHISON WHAMPOA ADR EACH REPR	8/10/2007	9/16/2009	5474.35	7460.39	(1,986)
58 IMPERIAL TOBACCO GROUP SPON ADR E	2/21/2007	9/16/2009	3354.17	4989.97	(1,636)
334 KT CORPORATION SPON ADR EACH REP	2/21/2007	4/9/2009	4807.42	7523	(2,716)
126 KUBOTA CORP ADR-EACHCNV INTO 5 OR	6/4/2008	9/16/2009	5030.19	5431.87	(402)
146 CHINA LIFE INSURANCECO ADR EACH RE	2/21/2007	6/24/2009	8011.04	6395.5	1,616
93 LAFARGE SPNS ADR-REPR 1/4 ORD SHSE	2/21/2007	9/16/2009	2095.6	3586.64	(1,491)
70 MAKITA CORP ADR-EACHCNV INTO 1 ORI	2/21/2007	9/16/2009	2208.28	2591.12	(383)
62 ARCELORMITTAL NY REGISTRY SHARES	2/21/2007	9/16/2009	2589.19	3128	(539)
421 NISSAN MOTOR CO SPONS ADR(CNV INT	2/21/2007	2/4/2009	2650.72	9817.3	(7,167)
319 NIPPON TEL & TEL CORP SPONS ADR-RE	2/21/2007	1/8/2009	8222.31	8662.41	(440)
131 NIPPON TEL & TEL CORP SPONS ADR-RE	2/21/2007	10/13/2009	2798.07	3557.29	(759)
		Wash Sale	0	-759.22	759
371 PANASONIC CORP ADR-EACH CNV INTO	8/5/2008	8/27/2009	5902.39	8076.69	(2,174)
258 PETRO-CANADA COM NPVISIN #CA716441	2/21/2007	4/17/2009	8196.64	9716.54	(1,520)
46 PHILIPPINE LONG DISTANCE TELEPHONE	2/12/2008	9/16/2009	2220.27	3401.57	(1,181)
33 POTASH CORP OF SASKATCHEWAN COM	2/21/2007	10/14/2009	3046.83	1837.86	1,209
370 PRUDENTIAL ADR EACH REPR 2 ORD GBI	12/5/2007	4/21/2009	3875.2	10061.53	(6,186)
182 REPSOL YPF SA ADR-EACH CNV INTO 1 C	2/21/2007	4/17/2009	3427.49	5964.01	(2,537)

STATEMENT D-5 - FIDELITY 672-685984 CAPITAL GAINS AND LOSSES

35 RIO TINTO SPRD ADR-CNV INTO 4 ORD(R	2/21/2007	2/10/2009	3871.31	7643.25	(3,772)
38 SAP AG SPON ADR EACHREP 1 ORD NPV	6/27/2008	9/16/2009	1916.27	1998.22	(82)
40 SIEMENS AG ADR-EACH CNV INTO 1 ORD	2/7/2008	2/10/2009	2391.37	4934.6	(2,543)
148 SANOFI-AVENTIS SPON ADR ECH REP 1/2	2/21/2007	9/16/2009	5258	6487.83	(1,230)
92 BANCO SANTANDER SA ADR EACH 1 REF	6/4/2008	9/16/2009	1478	1836.88	(359)
535 SWIRE PACIFIC ADR EACH REP 1 A HKD0	2/21/2007	9/16/2009	5876.84	6401.25	(524)
164 TOKIO MARINE HOLDINGS INC ADR EACH	2/5/2008	10/13/2009	4425.51	6620.81	(2,195)
		Wash Sale	0	-896.86	897
221 UNITED OVERSEAS BANKLTD SPRD ADR-	2/21/2007	9/16/2009	5253.87	6238.23	(984)
92 VALE S A. SPONS ADR REPR 1 COM NPV	6/27/2008	9/16/2009	2025.34	3287.85	(1,263)
91 VEOLIA ENVIRONNEMENTADR EACH REP	1/25/2008	9/16/2009	3545.81	7295.64	(3,750)
89 YARA INTERNATIONAL ASA SPONS ADR E	5/29/2008	9/1/2009	2333.52	6995.37	(4,662)
Frac AXA ADS, BNP, LAFARGE CASH IN LIEU	Various	Various	445	0	445
			213,190	282,965	(69,775)

2009 DEPRECIATION AND AMORTIZATION REPORT

Form 990-PF Page 1

990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction in Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	(D) LEASEHOLD IMPROVEMENTS	062501	200DB	7.00	17	898.			898.	898.		0.
2	DESK, CHAIR AND CREDENZA	102301	200DB	7.00	17	4,558.			4,558.	4,558.		0.
3	(D) SAMSUNG MONITOR	111501	200DB	5.00	17	1,053.			1,053.	1,053.		0.
4	OFFICE FURNITURE	051002	200DB	7.00	17	7,201.		2,160.	5,041.	4,816.		225.
	* Total 990-PF Pg 1 Depr					13,710.		2,160.	11,550.	11,325.	0.	225.

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

Source	Amount
COMMON SENSE PARTNERS II, LP	3,776.
FIDELITY #000	3.
FIDELITY #308	1,627.
FIDELITY #670	38,822.
FIDELITY #984	3.
FIDELITY #992	23.
FIRST RESERVE FUND IX, LP #27	4.
FIRST RESERVE FUND XI, LP #264	67.
FIRST RESERVE FUND XI, LP #90	136.
FR XI OFFSHORE AIV, LP #264	1.
FR XI OFFSHORE AIV, LP #90	4.
FR XI-B OFFSHORE AIV, LP #264	15.
FR XI-B OFFSHORE AIV, LP #90	30.
FR XI-D OFFSHORE AIV, LP #264	2.
FR XI-D OFFSHORE AIV, LP #90	3.
FR XI-E ONSHORE AIV, LP #264	2,234.
FR XI-E ONSHORE AIV, LP #90	4,593.
FR XII-A BRAVO AIV, LP	1.
FR XII-A CHARLIE AIV, LP	2.
FR XII-A PARALLEL VEHICLE, LP	7.
Total to Form 990-PF, Part I, line 3, Column A	51,353.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
COMMON SENSE PARTNERS II, LP	5,663.	0.	5,663.
COMMON SENSE PARTNERS II, LP (BOX 11, CODE F)	5,165.	0.	5,165.
FIDELITY #000	12,268.	0.	12,268.
FIDELITY #308	13,933.	0.	13,933.
FIDELITY #670	99,304.	12.	99,292.
FIDELITY #984	12,038.	0.	12,038.
FIDELITY #992	21,189.	1,974.	19,215.
FIRST RESERVE FUND IX, LP #27	37.	0.	37.
FIRST RESERVE FUND VIII, LP #28	54.	0.	54.
FIRST RESERVE FUND XI LP, #264	1,851.	0.	1,851.
FIRST RESERVE FUND XI, LP #90	3,805.	0.	3,805.
FR XI OFFSHORE AIV, LP #264	317.	0.	317.
FR XI OFFSHORE AIV, LP #90	555.	0.	555.
FR XI-B OFFSHORE AIV, LP #264	1,694.	0.	1,694.
FR XI-B OFFSHORE AIV, LP #90	3,482.	0.	3,482.
FR XII-A PARALLEL VEHICLE, LP	1.	0.	1.
Total to Fm 990-PF, Part I, ln 4	181,356.	1,986.	179,370.

Form 990-PF	Rental Income	Statement	3
Kind and Location of Property	Activity Number	Gross Rental Income	
FIRST RESERVE FUND XI, LP #90	1	10.	
FIRST RESERVE FUND XI LP, #264	2	4.	
Total to Form 990-PF, Part I, line 5a		14.	

Form 990-PF	Other Income	Statement	4
Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
COMMON SENSE ORDINARY BUSINESS INCOME	523.	-388.	
COMMON SENSE-MTM ELECTION	2,045.	2,045.	
COMMON SENSE-OTHER INCOME	-7,605.	-7,605.	
COMMON SENSE PARTNERS II, LTD.			
TOTAL OTHER PORTFOLIO INCOME	2,900.	2,900.	
COMMON SENSE PARTNERS II, LP 1231 GAINS	790.	790.	
FIRST RESERVE FUND XI #90, BUSINESS LOSS	-10,306.	26,283.	
FIRST RESERVE FUND XI LP, #90 1231 GAIN	2,068.	2,068.	
FR XI-B OFFSHORE AIV, LP #90	394.	394.	
FIRST RESERVE FUND XI #264, BUSINESS LOSS	-5,012.	12,787.	
COMMON SENSE NET RRE	-1.	-1.	
FIRST RESERVE FUND XI #264, ROYALTIES	4.	4.	
FIRST RESERVE FUND XI #90, ROYALTIES	8.	8.	
FIRST RESERVE FUND XI #90, DEBT CANCELLATION	6.	6.	
FIRST RESERVE FUND XI #90, OTHER	1,201.	1,201.	
FIRST RESERVE FUND XI LP, #264 1231 GAIN	1,004.	1,004.	
FIRST RESERVE FUND XI #264, OTHER	590.	590.	
LITIGATION INCOME	2,789.	2,789.	
FR XI-E ONSHORE AIV, LP #90 - OTHER PORTFOLIO	1,603.	263.	
FIRST RESERVE FUND XI #90, OTHER PORTFOLIO	2.	2.	
FR XI-B OFFSHORE AIV, LP #264	192.	192.	
FR XI-E ONSHORE AIV, LP #264 - OTHER PORTFOLIO	781.	129.	

FR XII-A CHARLIE AIV, LP-ORD.

INCOME

990. 0.

FR XII-A CHARLIE AIV, LP-UBTI ADJ.

0. 5,913.

Total to Form 990-PF, Part I, line 11

-5,034. 51,374.

Form 990-PF

Other Professional Fees

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FIDELITY #984	2,508.	2,508.		0.
FIDELITY #000	2,456.	2,456.		0.
FIDELITY #670	21,234.	21,234.		0.
FIDELITY #308	3,008.	3,008.		0.
FIDELITY #992	10,376.	10,376.		0.
FR XI OFFSHORE AIV, LP #90	2,550.	2,550.		0.
FR HORIZON AIV, LP #90	797.	797.		0.
FR XI-B OFFSHORE AIV, LP #90	217.	217.		0.
FR XI-D OFFSHORE AIV, LP #90	594.	594.		0.
FR HORIZON AIV, LP #264	388.	388.		0.
FR XI OFFSHORE AIV, LP #264	1,240.	1,240.		0.
FR XI-B OFFSHORE AIV, LP #264	104.	104.		0.
FR XI-D OFFSHORE AIV, LP #264	288.	288.		0.
FR XII-A PARALLEL VEHICLE, LP	5,989.	5,989.		0.
FR XII-A BRAVO AIV, LP	549.	549.		0.
FR XII-A CHARLIE AIV, LP	4,128.	4,128.		0.
To Form 990-PF, Pg 1, ln 16c	56,426.	56,426.		0.

Form 990-PF

Taxes

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
COMMON SENSE-foreign tax	220.	220.		0.
FIDELITY #984-foreign tax	1,431.	1,431.		0.
INVESTMENT TAX	2,550.	2,550.		0.
FIDELITY #670-foreign tax	1,585.	1,585.		0.
FIDELITY #308-foreign tax	57.	57.		0.

FIDELITY #000-foreign tax	1,360.	1,360.	0.
FIRST RESERVE FUND XI #90 - foreign tax	1.	1.	0.
FR XI OFFSHORE AIV, LP #90-foreign tax	213.	213.	0.
FR XI-B OFFSHORE AIV, LP #90-foreign tax	9,497.	9,497.	0.
FR XI OFFSHORE AIV, LP #264-foreign tax	103.	103.	0.
FR XI-B OFFSHORE AIV, LP #264-foreign tax	4,620.	4,620.	0.
To Form 990-PF, Pg 1, ln 18	21,637.	21,637.	0.

Form 990-PF Other Expenses Statement 7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	11,812.	5,906.		5,906.
TAX PENALTY	594.	0.		0.
COMMON SENSE-PORTFOLIO 2%	32,371.	32,371.		0.
COMMON SENSE-PRE CONTRIBUTION LOSS	1,651.	1,651.		0.
COMMON SENSE-SEC 59(e)(2) expenditures	425.	425.		0.
FIRST RESERVE FUND XI LP #90	25,127.	25,127.		0.
DELEWARE REGISTERED AGENT FEE	530.	530.		0.
FIRST RESERVE FUND VIII, LP PORTFOLIO DEDUCTIONS	52.	52.		0.
FIRST RESERVE FUND IX, LP PORTFOLIO DEDUCTIONS	61.	61.		0.
FIRST RESERVE FUND XI LP #90 Expenses not on K-1	255.	0.		0.
FR XI OFFSHORE AIV, LP #90-INSURANCE & OTHER FEES	1,007.	1,007.		0.
FR XI-E ONSHORE AIV, LP #90 - PORTFOLIO DEDUCTS	1,199.	1,199.		0.
FR XI-E ONSHORE AIV, LP #90 - OTHER ADJ.	85.	0.		0.
FIRST RESERVE FUND XI LP #264	12,223.	12,223.		0.
FIRST RESERVE FUND XI LP #264 Expenses not on K-1	129.	0.		0.
FR XI OFFSHORE AIV, LP #264-INSURANCE & OTHER FEES	490.	490.		0.
FR XI-B OFFSHORE AIV, LP #90 - FOREIGN EXCHANGE LOSS	837.	837.		0.
FR XI-B OFFSHORE AIV, LP #264 - FOREIGN EXCHANGE LOSS	407.	407.		0.

FR XI-E ONSHORE AIV, LP #264			
- PORTFOLIO DEDUCTS	583.	583.	0.
FR XI-E ONSHORE AIV, LP #264			
- OTHER ADJ.	43.	0.	0.
FR XII-A PARALLEL VEHICLE, LP-AMORTIZATION	24.	24.	0.
FR XII-A CHARLIE AIV, LP	4,938.	4,938.	0.
OTHER DEDUCTIONS	466.	466.	0.
To Form 990-PF, Pg 1, ln 23	95,309.	88,297.	5,906.

Form 990-PF Corporate Stock Statement 8

Description	Book Value	Fair Market Value
CORPORATE STOCKS	5,240,516.	4,905,386.
Total to Form 990-PF, Part II, line 10b	5,240,516.	4,905,386.

Form 990-PF Corporate Bonds Statement 9

Description	Book Value	Fair Market Value
CORPORATE BONDS	580,446.	440,778.
Total to Form 990-PF, Part II, line 10c	580,446.	440,778.

Form 990-PF Other Investments Statement 10

Description	Valuation Method	Book Value	Fair Market Value
OTHER INVESTMENTS	FMV	2,658,265.	2,701,490.
MUTUAL FUNDS	FMV	801,857.	724,452.
Total to Form 990-PF, Part II, line 13		3,460,122.	3,425,942.

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

Description	Cost or Other Basis	Accumulated Depreciation	Book Value
DESK, CHAIR AND CREDENZA	4,558.	4,558.	0.
OFFICE FURNITURE	7,201.	7,201.	0.
Total To Fm 990-PF, Part II, ln 14	11,759.	11,759.	0.

Form 990-PF Grants and Contributions
Paid During the Year Statement 12

Recipient Name and Address	Recipient Relationship and Purpose of Grant	Recipient Status	Amount
QUILLIAN CENTER, 3663 WESTCENTER DR, HOUSTON, TX 77042	N/A RELIGIOUS	SEC. 501(C)(3)	3,000.
BREAST CANCER NETWORK OF STRENGTH (Y-ME), 135 S LASALLE, CHICAGO, IL 60603	N/A GENERAL FUND	SEC. 501(C)(3)	4,000.
THE MARBRIDGE FOUNDATION, PO BOX 2250, MANCHACA, TX 78652	N/A ANNUAL FUND, TUITION ASSISTANCE	SEC. 501(C)(3)	15,000.
DUKE UNIVERSITY, DURHAM, NORTH CAROLINA 27708	N/A EDUCATION	SEC. 501(C)(3)	1,000.
FIRST UNITED METHODIST, 1320 MAIN ST., HOUSTON, TX 77002	N/A RELIGIOUS	SEC. 501(C)(3)	35,000.
NATIONAL KIDNEY FOUNDATION, 2400 AUGUSTA DR, #252, HOUSTON, TX 77018	N/A GENERAL FUND, KIDNEY WALK	SEC. 501(C)(3)	250.

HOUSTON CHRISTIAN HIGH SCHOOL, 2700 W.SAM HOUSTON PARKWAY N, HOUSTON, TX 77043	N/A EDUCATION	SEC. 501(C)(3)	155,000.
ST. ROSE OF LIMA SCHOOL, 3600 BRINKMAN, HOUSTON, TX 77018	N/A EDUCATION, STEPS FOR STUDENTS	SEC. 501(C)(3)	5,000.
SECOND BAPTIST SCHOOL, 6410 WOODWAY DRIVE, HOUSTON, TX 77057	N/A EDUCATION	SEC. 501(C)(3)	1,000.
ST. JAMES EPISCOPAL SCHOOL, 1941 WEBBERVILLE RD., AUSTIN, TX 78721	N/A EDUCATION	SEC. 501(C)(3)	37,500.
ST. STEPHEN'S EPISCOPAL SCHOOL, 6500 ST. STEPHEN'S DRIVE, AUSTIN, TX 78746	N/A EDUCATION	SEC. 501(C)(3)	46,000.
FREE INDEED COMMUNITY WORKS, 10306 HOMESTEAD ROAD, HOUSTON, TX 77016	N/A GENERAL FUND, CHRISTMAS OUTREACH	SEC. 501(C)(3)	750.
WESLEY ACADEMY, 10570 WESTPARK DR., HOUSTON, TX 77042	N/A EDUCATION	SEC. 501(C)(3)	10,150.
THE SAMARITAN CENTER, 17555 EL CAMINO REAL, HOUSTON, TX 77058	N/A GENERAL FUND	SEC. 501(C)(3)	1,000.

Total to Form 990-PF, Part XV, line 3a

314,650.