Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2009

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

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

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

Name of foundation
THE CLUTHE AND WILLIAM B. OLIVER
FOUNDATION FOR HEALTH AND AGING

Number and street (or P O box number if mail is not delivered to street address): 800 GESSNER — Room/suite: 1260

City or town, state, and ZIP code: HOUSTON, TX 77024

A Employer identification number: 76-0461993

B Telephone number: (713)627-2440

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

H Check type of organization: ☒ 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)* ▶$ 6,166,180.15

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis.)*

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

		(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	500.00			
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	6.71	6.71	6.71	STATEMENT 1
	4 Dividends and interest from securities	133,609.41	133,609.41	133,609.41	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<352,406.68>			
	b Gross sales price for all assets on line 6a 3,845,906.52				
	7 Capital gain net income (from Part IV, line 2)		0.00		
	8 Net short-term capital gain			0.00	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	7,802.00	6,104.48	7,802.00	STATEMENT 3
	12 **Total.** Add lines 1 through 11	<210,488.56>	139,720.60	141,418.12	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	122,248.96	6,000.00	6,000.00	116,248.96
	14 Other employee salaries and wages	69,537.67	0.00	0.00	69,537.67
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	53,813.30	31,715.25	31,715.25	22,098.05
	17 Interest				
	18 Taxes STMT 5	20,297.57	5,592.57	5,592.57	14,065.02
	19 Depreciation and depletion	7,861.03	0.00	9,680.01	
	20 Occupancy	27,120.00	5,424.00	5,424.00	21,696.00
	21 Travel, conferences, and meetings	11,836.12	0.00	0.00	11,836.12
	22 Printing and publications				
	23 Other expenses STMT 6	456,295.08	11,689.27	11,689.27	444,605.81
	24 **Total operating and administrative expenses** Add lines 13 through 23	769,009.73	60,421.09	70,101.10	700,087.63
	25 Contributions, gifts, grants paid	500.00			500.00
	26 **Total expenses and disbursements.** Add lines 24 and 25	769,509.73	60,421.09	70,101.10	700,587.63
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<979,998.29>			
	b **Net investment income** (if negative, enter -0-)		79,299.51		
	c **Adjusted net income** (if negative, enter -0-)			71,317.02	

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THE CLUTHE AND WILLIAM B. OLIVER

 FOUNDATION FOR HEALTH AND AGING 76-0461993

Part II Balance Sheets

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

		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing	200.00	200.00	200.00
	2 Savings and temporary cash investments	261,464.88	2,121,316.07	2,121,316.07
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	6,635,382.14	3,799,816.51	4,035,402.38
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 63,971.88			
	Less accumulated depreciation STMT 8 ▶ 55,160.18	13,095.55	8,811.70	8,811.70
	15 Other assets (describe ▶ STATEMENT 9)	450.00	450.00	450.00
	16 **Total assets** (to be completed by all filers)	6,910,592.57	5,930,594.28	6,166,180.15
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.00	0.00	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,910,592.57	5,930,594.28	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.00	0.00	
	29 Retained earnings, accumulated income, endowment, or other funds	0.00	0.00	
	30 **Total net assets or fund balances**	6,910,592.57	5,930,594.28	
	31 **Total liabilities and net assets/fund balances**	6,910,592.57	5,930,594.28	

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	6,910,592.57
2	Enter amount from Part I, line 27a	2	<979,998.29>
3	Other increases not included in line 2 (itemize) ▶	3	0.00
4	Add lines 1, 2, and 3	4	5,930,594.28
5	Decreases not included in line 2 (itemize) ▶	5	0.00
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,930,594.28

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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 STATEMENT			
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	3,845,906.52		4,198,313.20	<352,406.68>

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				<352,406.68>

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 — <352,406.68>

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 — <37,427.26>

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	802,403.66	7,981,095.09	.100538
2007	1,034,749.62	9,856,956.76	.104977
2006	648,736.74	9,409,488.44	.068945
2005	630,265.11	9,273,104.35	.067967
2004	739,097.74	5,679,891.43	.130125

2	**Total** of line 1, column (d)	2	.472552
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	.094510
4	Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	5,414,672.02
5	Multiply line 4 by line 3	5	511,740.65
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	793.00
7	Add lines 5 and 6	7	512,533.65
8	Enter qualifying distributions from Part XII, line 4	8	700,587.63

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	793.00
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	0.00
3 Add lines 1 and 2			3	793.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.00
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	793.00
6 Credits/Payments:				
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	1,280.00		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	1,280.00
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	487.00
11 Enter the amount of line 10 to be: **Credited to 2010 estimated tax** ▶ 487.00 **Refunded** ▶			11	0.00

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0.00 (2) On foundation managers. ▶ $ 0.00			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.00			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ MARVIN A. WURZER Telephone no. ▶ (713) 627-2440

Located at ▶ 800 GESSNER, SUITE 1260, HOUSTON, TEXAS ZIP+4 ▶ 77024

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

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

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

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

If "Yes" to 6b, file Form 8870

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

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
THOMAS R. WOEHLER M.D. 101 WESTCOTT, SUITE 1106 HOUSTON, TX 77007	PRESIDENT/TRUSTEE 20.00	12,000.00	16,977.08	0.00
DEBORAH L. WOEHLER 101 WESTCOTT, SUITE 1106 HOUSTON, TX 77007	VICE PRESIDENT/TRUSTEE 40.00	110,248.96	17,109.71	0.00
MARVIN A. WURZER 800 GESSNER, SUITE 1260 HOUSTON, TX 77024	ASST.SEC. & TREAS./TRUSTEE 1.00	0.00	0.00	0.00

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
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 ▶	0.00

Form **990-PF** (2009)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	4,681,264.43
b	Average of monthly cash balances	1b	815,864.52
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	5,497,128.95
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.00		
2	Acquisition indebtedness applicable to line 1 assets	2	0.00
3	Subtract line 2 from line 1d	3	5,497,128.95
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	82,456.93
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,414,672.02
6	**Minimum investment return.** Enter 5% of line 5	6	270,733.60

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

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

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	700,587.63
b	Program-related investments - total from Part IX-B	1b	0.00
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	700,587.63
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	793.00
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	699,794.63

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				0.00
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.00	
b Total for prior years: _____ , _____ , _____		0.00		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				
f **Total** of lines 3a through e	0.00			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ $ N/A				
a Applied to 2008, but not more than line 2a			0.00	
b Applied to undistributed income of prior years (Election required - see instructions)		0.00		
c Treated as distributions out of corpus (Election required - see instructions)	0.00			
d Applied to 2009 distributable amount				0.00
e Remaining amount distributed out of corpus	0.00			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))	0.00			0.00
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.00			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.00		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.00		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.00		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.00	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.00
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.00			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.00			
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	0.00			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009				

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

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 ▶ 06/05/95

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

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	71,317.02	78,276.17	113,761.67	166,566.78	429,921.64
b 85% of line 2a	60,619.47	66,534.74	96,697.42	141,581.76	365,433.39
c Qualifying distributions from Part XII, line 4 for each year listed	700,587.63	803,666.14	1,038,329.14	648,736.74	3,191,319.65
d Amounts included in line 2c not used directly for active conduct of exempt activities	0.00	0.00	0.00	0.00	0.00
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	700,587.63	803,666.14	1,038,329.14	648,736.74	3,191,319.65
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.00
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.00
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	180,489.07	266,036.50	328,565.23	313,649.61	1,088,740.41
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)					0.00
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.00
(3) Largest amount of support from an exempt organization					0.00
(4) Gross investment income					0.00

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 ▶ [X] 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:

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
VIRTUOSI OF HOUSTON 2121 KIRBY DRIVE, #117 HOUSTON, TX 77019	N/A	PUBLIC	GENERAL SUPPORT	500.00
Total			▶ 3a	500.00
b Approved for future payment				
NONE				
Total			▶ 3b	0.00

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	6.71	
4 Dividends and interest from securities			14	133,609.41	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	7,802.00	
8 Gain or (loss) from sales of assets other than inventory			18	<352,406.68>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a			01		
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.00		<210,988.56>	0.00

13 Total. Add line 12, columns (b), (d), and (e) 13 <210,988.56>

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee — Date 5/14/10 — Title ASSISTANT SECRETARY & TRE

Paid Preparer's Use Only

Preparer's signature	Date 5/14/10	Check if self-employed ▶ ☐ — Preparer's identifying number 484-56-4215
Firm's name (or yours if self-employed), address, and ZIP code	JOHNSON & WURZER P.C. 800 GESSNER, SUITE 1260 HOUSTON, TX 77024	EIN ▶ 74-1988615 Phone no. (713) 627-2440

Form **990-PF** (2009)

923622
02-02-10

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	FIDELITY INVESTMENTS-SEE STATEMENTS ATTACHED	P	VARIOUS	12/31/09
b	250 SH PEPSICO INC	D	VARIOUS	02/02/09
c	FIDELITY INVESTMENTS-SEE STATEMENTS ATTACHED	P	VARIOUS	12/31/09
d	FIDELITY INVESTMENTS-SEE STATEMENTS ATTACHED	P	VARIOUS	12/31/09
e	FIDELITY INVESTMENTS-SEE STATEMENTS ATTACHED	P	VARIOUS	12/31/09
f	FIDELITY INVESTMENTS-SEE STATEMENTS ATTACHED	P	VARIOUS	12/31/09
g	FIDELITY INVESTMENTS-ADJUSTMENT	P	VARIOUS	12/31/09
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
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	257,751.24		284,390.51	<26,639.27>
b	12,539.42		8,472.61	4,066.81
c	67,280.94		71,672.17	<4,391.23>
d	197,153.28		248,900.24	<51,746.96>
e	595,008.80		554,049.83	40,958.97
f	2,716,151.83		2,963,609.96	<247,458.13>
g			67,217.88	<67,217.88>
h	21.01			21.01
i				
j				
k				
l				
m				
n				
o				

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				** <26,639.27>
b				4,066.81
c				<4,391.23>
d				** <51,746.96>
e				** 40,958.97
f				<247,458.13>
g				<67,217.88>
h				21.01
i				
j				
k				
l				
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	<352,406.68>
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	<37,427.26>

923591
04-24-09

** (SHORT-TERM)

Depreciation and Amortization Detail FORM 990-PF PAGE 1 990-PF

Asset Number	Description of property / Date placed in service	Method/ IRC sec.	Life or rate	Line No.	Cost or other basis	Basis reduction	Accumulated depreciation/amortization	Current year deduction
1	COMPUTER EQUIPMENT							
	101403	200DB	5.00	17	377.77	188.89	188.88	0.00
2	LAPTOP COMPUTER							
	053103	200DB	5.00	17	2,516.82	1,258.41	1,258.40	0.00
3	OFFICE FURNITURE							
	080103	200DB	7.00	17	10,030.58	5,015.29	4,343.73	447.87
4	OFFICE EQUIPMENT							
	122703	200DB	5.00	17	270.61	135.31	135.30	0.00
5	COMPUTER EQUIPMENT							
	100104	200DB	5.00	17	10,248.29	5,124.15	4,633.24	490.89
6	OFFICE EQUIPMENT							
	031405	200DB	7.00	17	3,407.00		2,342.64	304.25
7	COMPUTER EQUIPMENT							
	063005	200DB	5.00	17	10,712.32		8,861.23	1,234.06
8	LAPTOP COMPUTER							
	100405	200DB	5.00	17	2,642.37		2,185.77	304.40
9	COMPUTER EQUIPMENT							
	070606	200DB	5.00	17	6,410.14		4,564.02	738.45
10	COMPUTER EQUIPMENT							
	010707	200DB	5.00	17	2,793.38		1,452.56	536.33
11	COMPUTER EQUIPMENT							
	102907	200DB	5.00	17	1,862.00		968.24	357.50
12	COMPUTER EQUIPMENT							
	112807	200DB	5.00	17	1,939.00		1,008.28	372.29
13	SMALL EQUIPMENT							
	091007	200DB	7.00	17	3,184.90		1,235.10	557.04
14	COMPUTER EQUIPMENT							
	040108	200DB	5.00	17	2,119.54	1,059.77	211.95	339.13
15	COMPUTER EQUIPMENT							
	040108	200DB	5.00	17	309.98	154.99	31.00	49.60
16	COMPUTER EQUIPMENT							
	090408	200DB	5.00	17	1,570.00	785.00	157.00	251.20
17	COMPUTER EQUIPMENT							
	113009	200DB	5.00	19B	3,577.18	1,788.59		1,878.02
	* TOTAL 990-PF PG 1 DEPR							
					63,971.88	15,510.40	33,577.34	7,861.03

916261
04-24-09

- Current year section 179 (D) - Asset disposed

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

SOURCE	AMOUNT
FIDELITY INVESTMENTS (RJ CAPITAL)	6.71
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	6.71

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIDELITY INVESTMENTS	26,532.54	0.00	26,532.54
FIDELITY INVESTMENTS	558.21	0.00	558.21
FIDELITY INVESTMENTS	10,297.44	0.00	10,297.44
FIDELITY INVESTMENTS	94,908.52	21.01	94,887.51
PEPSICO INC.	906.68	0.00	906.68
WELLS FARGO MM CHECKING - KELLOGG #881-1267650	78.51	0.00	78.51
WELLS FARGO MONEY MARKET CHECKING	55.24	0.00	55.24
YUM BRANDS	293.28	0.00	293.28
TOTAL TO FM 990-PF, PART I, LN 4	133,630.42	21.01	133,609.41

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	4,245.39	4,245.39	4,245.39
OTHER INCOME - ORGANWISE GUYS, INC.	1,859.09	1,859.09	1,859.09
EXCISE TAX REFUND	1,697.52	0.00	1,697.52
TOTAL TO FORM 990-PF, PART I, LINE 11	7,802.00	6,104.48	7,802.00

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL,ACCOUNTING & ADMINISTRATIVE FEES	31,568.64	9,470.59	9,470.59	22,098.05
ADVISORY FEES - FIDELITY INVESTMENTS	19,649.43	19,649.43	19,649.43	0.00
ADVISORY FEES - RJ CAPITAL	1,245.23	1,245.23	1,245.23	0.00
ADVISORY FEES - OTHER	1,350.00	1,350.00	1,350.00	0.00
TO FORM 990-PF, PG 1, LN 16C	53,813.30	31,715.25	31,715.25	22,098.05

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	640.00	0.00	0.00	0.00
FOREIGN TAX WITHHELD	5,133.57	5,133.57	5,133.57	0.00
PAYROLL TAXES	14,457.85	459.00	459.00	13,998.87
PAYROLL TAXES-SUTA	66.15	0.00	0.00	66.15
TO FORM 990-PF, PG 1, LN 18	20,297.57	5,592.57	5,592.57	14,065.02

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEBSITE EXPENSES	1,236.29	0.00	0.00	1,236.29
CLEANING EXPENSES	50.00	10.00	10.00	40.00
COMPUTER SUPPLIES	213.17	42.63	42.63	170.54
DUES AND SUBSCRIPTIONS	2,519.61	251.96	251.96	2,267.65
EMBROIDERY EXPENSE	691.48	0.00	0.00	691.48
MARKETING & PUBLIC RELATIONS EXPENSE	23,075.00	0.00	0.00	23,075.00
MEALS AND ENTERTAINMENT	1,647.22	0.00	0.00	1,647.22
OFFICE SUPPLIES	3,556.78	1,778.39	1,778.39	1,778.39
PHONE & UTILITIES EXPENSE	9,551.76	1,910.35	1,910.35	7,641.41
POSTAGE EXPENSE	1,099.03	219.81	219.81	879.22
STORAGE EXPENSE	3,825.00	0.00	0.00	3,825.00

PARKING	20.00	0.00	0.00	20.00
FREIGHT AND DELIVERY CHARGES	27.98	0.00	0.00	27.98
HEALTH INSURANCE	36,739.35	3,673.93	3,673.93	33,065.42
FORT BEND - NURSES	2,131.08	0.00	0.00	2,131.08
FORT BEND - CATERING	623.02	0.00	0.00	623.02
FORT BEND - EVALUATIONS	122,443.19	0.00	0.00	122,443.19
FORT BEND - TEACHING TOOLS	128.10	0.00	0.00	128.10
FORT BEND - INCENTIVES	579.95	0.00	0.00	579.95
FORT BEND - SCALES & NUTRITION DISPLAYS	211.29	0.00	0.00	211.29
EVALUATIONS & REPORTING	20,000.00	0.00	0.00	20,000.00
CONSULTING SERVICES	11,330.94	0.00	0.00	11,330.94
INSURANCE - OFFICER & DIRECTORS	2,543.00	0.00	0.00	2,543.00
INSURANCE - UMBRELLA POLICY	1,795.00	0.00	0.00	1,795.00
INSURANCE - WORKMAN'S COMP	1,567.00	0.00	0.00	1,567.00
SUPPLIES	5,962.03	0.00	0.00	5,962.03
PROMOTION EXPENSE	2,615.00	0.00	0.00	2,615.00
TEEN BOARD MEETINGS & SUPPLIES	4,616.80	0.00	0.00	4,616.80
BANK & BROKERAGE ACCOUNT CHARGES	924.01	924.01	924.01	0.00
INSURANCE - LONG TERM CARE	14,337.72	2,867.54	2,867.54	11,470.18
W.K. KELLOGG - COMMUNICATION	10,000.00	0.00	0.00	10,000.00
W.K. KELLOGG - PROGRAM SUPPORT	147,128.00	0.00	0.00	147,128.00
W.K. KELLOGG - TRAVEL	3,651.33	0.00	0.00	3,651.33
W.K. KELLOGG - EVALUATIONS	12,164.10	0.00	0.00	12,164.10
OTHER EXPENSES	6,259.98	0.00	0.00	6,259.98
PAYROLL ADMINISTRATION	21.30	10.65	10.65	10.65
ADVERTISING FEES	50.00	0.00	0.00	50.00
LICENSES & FEES	959.57	0.00	0.00	959.57
TO FORM 990-PF, PG 1, LN 23	456,295.08	11,689.27	11,689.27	444,605.81

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
942 SH PEPSICO INCORPORATED	1.00	57,273.60
61 SH PEPSICO INCORPORATED	3,312.39	3,708.80
RJ CAPITAL - FIDELITY INVESTMENTS	617,258.53	639,223.02
FIDELITY INVESTMENTS	3,179,243.59	3,328,622.60
188 SH YUM INC.	1.00	6,574.36
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,799,816.51	4,035,402.38

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 8

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
COMPUTER EQUIPMENT	377.77	377.77	0.00
LAPTOP COMPUTER	2,516.82	2,516.81	0.01
OFFICE FURNITURE	10,030.58	9,806.89	223.69
OFFICE EQUIPMENT	270.61	270.61	0.00
COMPUTER EQUIPMENT	10,248.29	10,248.28	0.01
OFFICE EQUIPMENT	3,407.00	2,646.89	760.11
COMPUTER EQUIPMENT	10,712.32	10,095.29	617.03
LAPTOP COMPUTER	2,642.37	2,490.17	152.20
COMPUTER EQUIPMENT	6,410.14	5,302.47	1,107.67
COMPUTER EQUIPMENT	2,793.38	1,988.89	804.49
COMPUTER EQUIPMENT	1,862.00	1,325.74	536.26
COMPUTER EQUIPMENT	1,939.00	1,380.57	558.43
SMALL EQUIPMENT	3,184.90	1,792.14	1,392.76
COMPUTER EQUIPMENT	2,119.54	1,610.85	508.69
COMPUTER EQUIPMENT	309.98	235.59	74.39
COMPUTER EQUIPMENT	1,570.00	1,193.20	376.80
COMPUTER EQUIPMENT	3,577.18	1,878.02	1,699.16
TOTAL TO FM 990-PF, PART II, LN 14	63,971.88	55,160.18	8,811.70

FORM 990-PF OTHER ASSETS STATEMENT 9

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
OFFICE SECURITY DEPOSIT	450.00	450.00	450.00
TO FORM 990-PF, PART II, LINE 15	450.00	450.00	450.00

Form **4562**

Department of the Treasury
Internal Revenue Service (99)

Depreciation and Amortization 990-PF

(Including Information on Listed Property)

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

OMB No 1545-0172

2009

Attachment Sequence No 67

Name(s) shown on return	Business or activity to which this form relates	Identifying number
THE CLUTHE AND WILLIAM B. OLIVER FOUNDATION FOR HEALTH AND AGING	FORM 990-PF PAGE 1	76-0461993

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

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

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

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

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

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

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	1,788.59
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	

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

Section A

17	MACRS deductions for assets placed in service in tax years beginning before 2009	17	5,983.01
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here ▶ ☐		

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

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a 3-year property						
b 5-year property		1,788.59	5 YRS.	MQ	200DB	89.43
c 7-year property						
d 10-year property						
e 15-year property						
f 20-year property						
g 25-year property			25 yrs		S/L	
h Residential rental property	/		27 5 yrs	MM	S/L	
	/		27 5 yrs	MM	S/L	
i Nonresidential real property	/		39 yrs	MM	S/L	
	/			MM	S/L	

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

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

Part IV **Summary** (See instructions)

21	Listed property Enter amount from line 28	21	
22	**Total.** Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr	22	7,861.03
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

916251 11-04-09 LHA **For Paperwork Reduction Act Notice, see separate instructions.** Form **4562** (2009)

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

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

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

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

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

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person

If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles

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

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

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

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

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

Part VI **Amortization**

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

Fidelity Investments

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Customer Service: 713-523-1884

CLUTHE & WILLIAM OLIVER FNDTN
101 WESTCOTT ST UNIT 1106
HOUSTON TX 77007-7048

Additional Information

Amount

This detail information is not reported to the IRS It may assist you in tax return preparation

Short-Term Realized Gain/Loss..26,639.27-
Long-Term Realized Gain/Loss...4,391.23-

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
ABBOTT LABORATORIES /002824100						
10/21/08	08/03/09	200.000	8,912.29	11,214.00	f	2,301.71-
ALCOA INC ISIN #US0138171014 /013817101						
10/16/08	03/12/09	1,000.000	5,731.96	11,508.00	f	5,776.04-
12/04/08	05/05/09	1,000.000	10,141.73	8,358.00	f	1,783.73
		USD Subtotal	15,873.69	19,866.00		
APPLE INC /037833100						
various	05/12/09	200.000	24,903.35	37,478.00	f	12,574.65-
BLACKROCK ENHANCED DIVID ACHIEVERS TR /09251A104						
10/22/08	02/19/09	1,300.000	8,103.95	10,785.00	f	2,681.05-
C S X CORP /126408103						
various	10/28/09	450.000	19,177.70	18,495.33	f	682.37
CLOROX CO DEL /189054109						
04/27/09	05/04/09	200.000	10,877.72	11,226.00	f	348.28-
CURRENCYSHARES EURO TR EURO SHS /23130C108						
various	07/29/09	300.000	42,104.91	42,457.00	f	352.09-
ENERGY TRANSFER PARTNERS LP UT LTD /29273R109						
07/28/09	08/26/09	250.000	10,409.23	11,155.50	f	746.27-
FTI CONSULTING INC /302941109						
10/17/08	01/30/09	200.000	8,241.95	12,436.68	f	4,194.73-
GENERAL ELECTRIC CO /369604103						
various	02/19/09	500.000	5,041.97	18,588.00	f	13,546.03-
MAGELLAN MIDSTREAM PARTNERS LP COM UNIT /559080106						
07/28/09	08/26/09	50.000	1,809.52	1,907.50	f	97.98-
Wash Sale Disallowed Loss				97.98-		97.98
various	08/26/09	200.000	7,229.81	7,936.98	f	707.17-
		USD Subtotal	9,039.33	9,746.50		
MCDONALDS CORP /580135101						
10/21/08	06/08/09	200.000	11,699.69	11,036.00	f	663.69
PFIZER INC /717081103						
10/22/08	04/16/09	600.000	8,337.78	10,046.00	f	1,708.22-

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Fidelity Investments

Customer Service: 713-523-1884

CLUTHE & WILLIAM OLIVER FNDTN
101 WESTCOTT ST UNIT 1106
HOUSTON TX 77007-7048

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
SPDR GOLD TR GOLD SHS /78463V107						
03/30/09	07/08/09	70.000	6,279.56	6,365.10	f	85.54-
various	11/19/09	230.000	25,604.74	21,408.90	f	4,195.84
		USD Subtotal	31,884.30	27,774.00		
SWIFT ENERGY CO /870738101						
04/17/09	06/22/09	900.000	15,480.60	10,151.00	f	5,329.60
06/03/09	08/27/09	450.000	8,906.27	7,010.00	f	1,896.27
		USD Subtotal	24,386.87	17,161.00		
TUPPERWARE BRANDS CORP /899896104						
10/20/08	04/24/09	750.000	18,756.51	14,925.50	f	3,831.01

Short-Term Realized Gain	18,382.51
Short-Term Realized Loss	45,119.76-
Short-Term Realized Disallowed Loss	97.98
Total Short-Term Realized Gain/Loss	**26,639.27-**

f - FIFO (First-in, First-out)

Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation.

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss (-)
PEPSICO INC /713448108					
unknown	02/02/09	250.000	12,539.42	unknown	unknown

Fidelity INVESTMENTS

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Customer Service: 713-523-1884

CLUTHE & WILLIAM OLIVER FNDTN
101 WESTCOTT ST UNIT 1106
HOUSTON TX 77007-7048

Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis	Gain/Loss (-)
SPDR GOLD TR GOLD SHS /78463V107					
various	07/08/09	750.000	67,280.94	71,672.17 f	4,391.23-

Long-Term Realized Gain	0.00
Long-Term Realized Loss	4,391.23-
Long-Term Realized Disallowed Loss	0.00
Total Long-Term Realized Gain/Loss	**4,391.23-††**

f - FIFO (First-in, First-out)

†† - All gain/loss information may not be reflected due to incomplete cost basis information.

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

Fidelity Investments

Customer Service: CALL ADVISOR

CLUTHE & WILLIAM OLIVER FNDTN
THOMAS WOEHLER
101 WESTCOTT ST UNIT 1106
HOUSTON TX 77007-7048

Additional Information

Amount

This detail information is not reported to the IRS It may assist you in tax return preparation

Tax-Exempt Income from Fidelity Funds	46.14
Short-Term Realized Gain/Loss	51,746.96-

Detail Information — Tax-Exempt Income from Fidelity Funds

This detail information is not reported to the IRS It may assist you in tax return preparation

Description / CUSIP	Federal Tax-Exempt Interest	Interest from In-State Obligations	Interest from Out-of-State Obligations
FIDELITY MUNICIPAL MONEY MARKET / 316114107	46.14	--	--
Totals	**46.14**	**0.00**	**0.00**

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS It may assist you in tax return preparation

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
AT&T INC COM /00206R102						
03/14/08	02/04/09	2,050.000	51,337.42	71,518.78	f	20,181.36-
ELECTRONICS ARTS /285512109						
02/09/09	03/10/09	3,400.000	56,839.68	63,770.78	f	6,931.10-
EXXON MOBIL CORP /30231G102						
05/20/08	02/11/09	1,200.000	88,976.18	113,610.68	f	24,634.50-

Short-Term Realized Gain	0.00
Short-Term Realized Loss	51,746.96-
Short-Term Realized Disallowed Loss	0.00
Total Short-Term Realized Gain/Loss	**51,746.96-**

f - FIFO (First-in, First-out)

Amortization, accretion, and similar adjustments to cost basis are not provided for short-term instruments, unit investment trusts, or securities of foreign issuers.

Fidelity Investments

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CLUTHE & WILLIAM OLIVER FNDTN
THOMAS WOEHLER
101 WESTCOTT ST UNIT 1106
HOUSTON TX 77007-7048

Additional Information

This detail information is not reported to the IRS It may assist you in tax return preparation

	Amount
Tax-Exempt Income from Fidelity Funds	512.00
Generic Expenses Not Subject to 2% AGI Limitation	60.10
Short-Term Realized Gain/Loss	40,958.97
Long-Term Realized Gain/Loss	247,458.13-

Detail Information — Tax-Exempt Income from Fidelity Funds

This detail information is not reported to the IRS It may assist you in tax return preparation

Description / CUSIP	Federal Tax-Exempt Interest	Interest from In-State Obligations	Interest from Out-of-State Obligations
FIDELITY MUNICIPAL MONEY MARKET / 316114107	512.00	--	--
Totals	**512.00**	**0.00**	**0.00**

Detail Information — Generic Expenses Not Subject to 2% AGI Limitation

This detail information is not reported to the IRS It may assist you in tax return preparation

Description	CUSIP	Date	Amount	Total
AXA ADS-EACH REP 1 ORD EUR2.29	054536107	12/04/09	26.41	26.41
BNP PARIBAS ADR EACH REPR 1/2 ORD LVL	05565A202	11/09/09	33.69	33.69
Total Generic Expenses Not Subject to 2% AGI Limitation				**60.10**

Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes This information is not reported to the IRS It may assist you in tax return preparation

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
AOL INC COM USD0.01 /00184X105						
12/15/09	12/15/09	0.000	9.39	0.00	f	9.39
APPLIED MATERIALS INC /038222105						
02/26/09	06/17/09	2,100.000	22,566.41	20,691.39	f	1,875.02
C S X CORP /126408103						
07/30/09	08/17/09	500.000	21,261.45	20,267.20	f	994.25

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Fidelity Investments

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Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
CARNIVAL CORP COM STK USD0.01(PAIRED /143658300						
02/11/09	04/27/09	2,100.000	54,191.60	45,556.23	f	8,635.37
CHINA MOBILE LTD SPON ADR REP 5 ORD /16941M109						
09/21/09	09/24/09	100.000	5,032.87	5,068.87	f	36.00-
Wash Sale Disallowed Loss				36.00-		36.00
09/21/09	09/24/09	100.000	5,032.98	5,068.87	f	35.89-
Wash Sale Disallowed Loss				35.89-		35.89
09/21/09	09/24/09	400.000	20,127.48	20,575.63	f	448.15-
		USD Subtotal	30,193.33	30,641.48		
CREE INC /225447101						
various	10/27/09	450.000	19,602.49	11,147.64	f	8,454.85
04/13/09	10/30/09	123.000	5,282.09	3,227.52	f	2,054.57
		USD Subtotal	24,884.58	14,375.16		
CURRENCYSHARES EURO TR EURO SHS /23130C108						
various	11/11/09	200.000	29,986.28	29,705.74	f	280.54
ENERGY TRANSFER PARTNERS LP UT LTD /29273R109						
07/28/09	09/01/09	500.000	20,096.48	22,303.00	f	2,206.52-
HEALTHSPRING INC COM /42224N101						
11/04/09	11/10/09	700.000	11,016.71	10,581.14	f	435.57
HONDA MOTOR CO ADR-EACH CNV INTO 1 ORD /438128308						
12/12/08	10/01/09	350.000	10,527.72	7,664.60	f	2,863.12
12/12/08	10/01/09	1,000.000	30,101.22	21,898.86	f	8,202.36
12/12/08	10/23/09	1,175.000	35,652.33	25,731.15	f	9,921.18
		USD Subtotal	76,281.27	55,294.61		
HONEYWELL INTL INC /438516106						
05/07/09	09/24/09	300.000	11,594.26	10,061.00	f	1,533.26
ING GROEP NV SPONS ADR-EACH REPR 1 ORD /456837103						
various	10/01/09	1,250.000	20,782.06	17,276.80	f	3,505.26
ISHARES INC MSCI AUSTRALIA INDEX FUND /464286103						
09/04/09	10/01/09	100.000	2,181.06	2,049.80	f	131.26
09/04/09	10/01/09	300.000	6,567.10	6,149.40	f	417.70
09/04/09	10/01/09	500.000	10,945.21	10,249.00	f	696.21
various	10/01/09	600.000	13,134.02	13,222.80	f	88.78-
		USD Subtotal	32,827.39	31,671.00		
ISHARES INC MSCI BRAZIL INDEX FUND /464286400						
various	09/01/09	500.000	28,431.31	29,040.00	f	608.69-
ISHARES INC MSCI CANADA INDEX FD /464286509						
various	10/28/09	1,300.000	31,141.79	32,956.50	f	1,814.71-
ISHARES INC MSCI SOUTH AFRICA INDEX FD /464286780						
05/29/09	09/21/09	250.000	13,764.14	12,043.00	f	1,721.14

Fidelity INVESTMENTS

[illegible]09 Detail Information

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CLUTHE & WILLIAM OLIVER FNDTN
THOMAS WOEHLER
101 WESTCOTT ST UNIT 1106
HOUSTON TX 77007-7048

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Detail Information — Short-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
ISHARES INC MSCI SOUTH AFRICA INDEX FD /464286780						
various	10/29/09	650.000	35,279.59	34,942.80	f	336.79
		USD Subtotal	49,043.73	46,985.80		
ISHARES TR FTSE XINHUA HK CHINA 25 INDEX/464287184						
05/29/09	09/01/09	300.000	11,559.70	11,234.00	f	325.70
various	10/28/09	750.000	31,888.68	31,966.35	f	77.67-
		USD Subtotal	43,448.38	43,200.35		
MAGELLAN MIDSTREAM PARTNERS LP COM UNIT /559080106						
07/28/09	10/29/09	100.000	3,927.89	3,822.45	f	105.44
07/28/09	10/30/09	450.000	17,550.81	17,201.05	f	349.76
		USD Subtotal	21,478.70	21,023.50		
MATTEL INC /577081102						
10/19/09	10/28/09	1,000.000	18,664.92	20,058.00	f	1,393.08-
NOKIA OYJ ADR EACH REPR 1 ORD NPV /654902204						
06/09/09	10/21/09	650.000	8,448.38	10,309.93	f	1,861.55-
NORTHERN TR CORP /665859104						
04/06/09	04/28/09	10.000	531.88	595.50	f	63.62-
04/06/09	05/18/09	390.000	21,016.35	23,224.50	f	2,208.15-
		USD Subtotal	21,548.23	23,820.00		
RIO TINTO SPRD ADR-CNV INTO 4 /767204100						
09/16/09	09/24/09	100.000	17,103.87	18,231.00	f	1,127.13-
TIME WARNER INC NEW COM NEW /887317303						
03/30/09	03/30/09	0.000	6.14	0.00	f	6.14
TIME WARNER CABLE INC COM /88732J207						
04/02/09	04/02/09	0.000	2.14	0.00	f	2.14

Short-Term Realized Gain	54,886.49
Short-Term Realized Loss	13,999.41-
Short-Term Realized Disallowed Loss	71.89
Total Short-Term Realized Gain/Loss	**40,958.97**

f - FIFO (First-in, First-out)

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Fidelity INVESTMENTS

CLUTHE & WILLIAM OLIVER FNDTN
THOMAS WOEHLER
101 WESTCOTT ST UNIT 1106
HOUSTON TX 77007-7048

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Detail Information — Long-Term Realized Gain/Loss

Cost basis, realized gain and loss, and holding period information reported may not reflect all adjustments necessary for tax reporting purposes. This information is not reported to the IRS. It may assist you in tax return preparation

Description / CUSIP Date Acquired	Date Sold	Quantity	Proceeds	Cost Basis		Gain/Loss (-)
TRANSOCEAN LIMITED COM CHF15 /H8817H100						
03/02/05	10/23/09	20.000	1,785.56	952.96	f	832.60
03/02/05	10/23/09	300.000	26,772.31	14,294.39	f	12,477.92
03/02/05	10/30/09	204.000	17,160.19	9,720.19	f	7,440.00
		USD Subtotal	45,718.06	24,967.54		
UBS AG CHF0.10 /H89231338						
unknown	03/31/09	200.000	1,939.98	unknown		unknown
unknown	04/01/09	952.000	9,407.22	unknown		unknown
unknown	04/06/09	1,000.000	9,961.94	unknown		unknown
		USD Subtotal	21,309.14	0.00		
ABB LTD ADR EACH REPR 1 CHF2.50(SPON) /000375204						
06/21/06	10/27/09	1,000.000	20,442.57	12,163.55	f	8,279.02
06/21/06	10/28/09	1,025.000	20,409.47	12,467.63	f	7,941.84
06/21/06	10/30/09	1,000.000	18,823.71	12,163.55	f	6,660.16
		USD Subtotal	59,675.75	36,794.73		
AMERICA MOVIL SAB DE CV ADR EACH REP 20 /02364W105						
01/30/08	07/08/09	300.000	11,163.71	17,773.87	f	6,610.16-
01/30/08	09/24/09	1,000.000	42,581.50	59,246.24	f	16,664.74-
		USD Subtotal	53,745.21	77,020.11		
ANADARKO PETE CORP /032511107						
07/22/04	06/02/09	850.000	42,431.40	25,166.59	f	17,264.81
07/22/04	07/08/09	1,000.000	41,320.93	29,607.75	f	11,713.18
		USD Subtotal	83,752.33	54,774.34		
ANGLO AMERICAN ADR EACH REPR 0.5 ORD /03485P201						
various	03/26/09	3,276.000	29,967.23	80,346.48	f	50,379.25-
AXA ADS-EACH REP 1 ORD EUR2.29 /054536107						
07/23/04	05/18/09	875.000	14,875.36	17,587.24	f	2,711.88-
07/23/04	10/30/09	650.000	16,332.58	13,064.80	f	3,267.78
unknown	12/04/09	0.000	739.15	unknown		unknown
unknown	12/04/09	0.000	26.41	unknown		unknown
		USD Subtotal	31,973.50	30,652.04		
BASF SE ADR-EACH REPR 1 ORD NPV LEVEL II/055262505						
07/21/04	06/02/09	400.000	18,291.52	10,746.54	f	7,544.98
07/21/04	08/21/09	225.000	11,615.20	6,044.93	f	5,570.27
		USD Subtotal	29,906.72	16,791.47		
BNP PARIBAS ADR EACH REPR 1/2 ORD LVL /05565A202						
unknown	11/09/09	0.000	1,592.13	unknown		unknown
unknown	11/09/09	0.000	33.69	unknown		unknown
		USD Subtotal	1,625.82	0.00		

Fidelity INVESTMENTS

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CLUTHE & WILLIAM OLIVER FNDTN
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BANCO SANTANDER SA ADR EACH 1 REPR 1 ORD/05964H105						
07/26/04	03/23/09	4,100.000	30,782.82	38,949.26	f	8,166.44-
07/26/04	04/01/09	1,600.000	11,456.25	15,199.71	f	3,743.46-
various	04/01/09	2,400.000	17,175.90	39,511.95	f	22,336.05-
		USD Subtotal	59,414.97	93,660.92		
BHP BILLITON LIMITED ADR EACH REP 2 ORD /088606108						
01/31/06	10/28/09	700.000	47,604.77	27,546.48	f	20,058.29
01/31/06	10/28/09	700.000	47,632.77	27,546.48	f	20,086.29
		USD Subtotal	95,237.54	55,092.96		
CATERPILLAR INC /149123101						
07/22/04	10/27/09	350.000	19,787.49	12,679.28	f	7,108.21
07/22/04	10/30/09	500.000	28,048.37	18,113.25	f	9,935.12
		USD Subtotal	47,835.86	30,792.53		
CHINA MOBILE LTD SPON ADR REP 5 ORD /16941M109						
03/28/06	06/22/09	1,200.000	58,538.49	31,455.99	f	27,082.50
03/28/06	07/13/09	1,100.000	51,547.67	28,834.65	f	22,713.02
		USD Subtotal	110,086.16	60,290.64		
CISCO SYS INC /17275R102						
08/27/07	04/07/09	1,000.000	17,071.56	30,998.68	f	13,927.12-
Wash Sale Disallowed Loss				13,927.12-		13,927.12
08/27/07	08/21/09	1,000.000	22,181.42	30,998.68	f	8,817.26-
08/27/07	10/26/09	300.000	7,201.61	9,299.60	f	2,097.99-
Wash Sale Disallowed Loss				2,097.99-		2,097.99
08/27/07 ^	10/26/09	200.000	4,801.08	6,171.02	f	1,369.94-
Wash Sale Disallowed Loss				1,369.94-		1,369.94
08/27/07 ^	10/30/09	800.000	18,505.12	24,684.10	f	6,178.98-
Wash Sale Disallowed Loss				2,317.12-		2,317.12
03/14/08	10/30/09	200.000	4,626.28	4,897.13	f	270.85-
		USD Subtotal	74,387.07	87,337.04		
COCA COLA CO /191216100						
05/20/08	08/21/09	280.000	13,941.24	16,011.18	f	2,069.94-
CONOCOPHILLIPS /20825C104						
07/26/04	04/01/09	850.000	33,660.31	32,449.77	f	1,210.54
07/26/04	07/08/09	500.000	19,596.49	19,088.10	f	508.39
		USD Subtotal	53,256.80	51,537.87		
CREDIT SUISSE GROUP AG SPN ADR-REP 1 ORD/225401108						
07/21/04	03/27/09	400.000	11,995.93	13,073.04	f	1,077.11-
Wash Sale Disallowed Loss				1,077.11-		1,077.11
07/21/04	03/27/09	400.000	11,995.93	13,073.04	f	1,077.11-
Wash Sale Disallowed Loss				807.83-		807.83

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Fidelity Investments

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CREDIT SUISSE GROUP AG SPN ADR-REP 1 ORD/225401108						
07/21/04	06/02/09	400.000	18,291.52	13,073.04	f	5,218.48
07/21/04	08/21/09	70.000	3,587.54	2,287.78	f	1,299.76
07/21/04	08/21/09	200.000	10,241.73	6,536.52	f	3,705.21
07/21/04	10/23/09	1,000.000	56,562.74	32,477.45	f	24,085.29
various	10/30/09	400.000	21,852.39	13,645.71	f	8,206.68
		USD Subtotal	134,527.78	92,281.64		
DEVON ENERGY CORP NEW /25179M103						
05/11/06	04/27/09	900.000	45,917.81	56,537.07	f	10,619.26-
E M C CORP MASS /268648102						
11/14/07	10/27/09	1,200.000	20,142.00	23,907.13	f	3,765.13-
11/14/07	10/28/09	1,100.000	18,132.84	21,914.87	f	3,782.03-
11/14/07	10/30/09	1,500.000	25,221.35	29,883.92	f	4,662.57-
		USD Subtotal	63,496.19	75,705.92		
ENCANA CORPORATION COM NPV ISIN /292505104						
01/31/06	09/24/09	300.000	16,797.56	14,913.65	f	1,883.91
01/31/06	09/24/09	800.000	44,807.24	39,769.74	f	5,037.50
		USD Subtotal	61,604.80	54,683.39		
FREEPORT MCMORAN COPPER & GOLD INC. /35671D857						
various	04/27/09	1,394.000	55,039.64	86,275.13	f	31,235.49-
GENERAL ELECTRIC CO /369604103						
various	07/17/09	2,000.000	23,331.40	71,231.43	f	47,900.03-
03/14/08	10/01/09	600.000	9,639.75	20,192.84	f	10,553.09-
Wash Sale Disallowed Loss				10,553.09-		10,553.09
03/14/08	10/21/09	1,500.000	23,258.55	50,482.11	f	27,223.56-
Wash Sale Disallowed Loss				27,223.56-		27,223.56
03/14/08 ^	10/21/09	500.000	7,752.85	16,754.96	f	9,002.11-
Wash Sale Disallowed Loss				9,002.11-		9,002.11
03/14/08 ^	10/30/09	600.000	8,628.98	20,893.42	f	12,264.44-
Wash Sale Disallowed Loss				10,220.37-		10,220.37
03/14/08 ^	10/30/09	400.000	5,752.65	14,080.95	f	8,328.30-
		USD Subtotal	78,364.18	136,636.58		
GLAXOSMITHKLINE ADR EACH CNV INTO 2 ORD /37733W105						
07/23/04	10/01/09	500.000	19,442.60	20,141.10	f	698.50-
HEWLETT-PACKARD CO DE /428236103						
11/16/07	10/30/09	550.000	26,486.02	27,445.66	f	959.64-
HONEYWELL INTL INC /438516106						
various	09/24/09	1,450.000	56,038.93	62,473.82	f	6,434.89-
ING GROEP ADS (RTS EXERCISE) FR CUSIP /456SEL999						
unknown	12/21/09	1,350.000	3,170.21	unknown		unknown

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ING GROEP NV SPONS ADR-EACH REPR 1 ORD /456837103						
07/21/04	04/06/09	1,700.000	12,163.93	38,852.65	f	26,688.72-
07/21/04	10/01/09	100.000	1,662.56	2,285.45	f	622.89-
Wash Sale Disallowed Loss				622.89-		622.89
		USD Subtotal	13,826.49	40,515.21		
INTEL CORP /458140100						
01/30/08	10/28/09	2,400.000	46,262.81	49,841.22	f	3,578.41-
01/30/08	10/30/09	800.000	15,263.60	16,613.74	f	1,350.14-
		USD Subtotal	61,526.41	66,454.96		
ISHARES INC MSCI JAPAN INDEX FD /464286848						
11/02/05	09/09/09	1,230.000	12,549.97	15,075.86	f	2,525.89-
11/02/05	10/06/09	1,845.000	18,090.98	22,613.79	f	4,522.81-
various	10/29/09	1,000.000	9,631.75	13,067.02	f	3,435.27-
various	10/29/09	2,000.000	19,291.50	27,945.09	f	8,653.59-
		USD Subtotal	59,564.20	78,701.76		
ISHARES TR MSCI EMERGING MKTS INDEX FD /464287234						
various	04/27/09	5,850.000	158,405.92	197,945.93	f	39,540.01-
JOHNSON & JOHNSON /478160104						
05/05/08	10/26/09	350.000	21,044.86	23,717.80	f	2,672.94-
MERCK & CO INC NEW COM /58933Y105						
07/21/04	11/11/09	300.000	10,045.49	13,638.67	f	3,593.18-
Wash Sale Disallowed Loss				3,593.18-		3,593.18
07/21/04	11/11/09	300.000	10,053.37	13,638.67	f	3,585.30-
Wash Sale Disallowed Loss				3,585.30-		3,585.30
various	11/11/09	1,100.000	36,862.36	40,261.66	f	3,399.30-
		USD Subtotal	56,961.22	60,360.52		
MICROSOFT CORP /594918104						
03/14/08	10/27/09	900.000	25,650.34	25,490.34	f	160.00
MITSUBISHI UFJ FINANCIAL GROUP INC ADR /606822104						
07/22/04	09/24/09	6,100.000	34,519.55	60,022.53	f	25,502.98-
NOKIA OYJ ADR EACH REPR 1 ORD NPV /654902204						
01/25/08	06/17/09	100.000	1,461.96	3,611.01	f	2,149.05-
Wash Sale Disallowed Loss				2,149.05-		2,149.05
01/25/08	06/17/09	600.000	8,820.07	21,666.07	f	12,846.00-
Wash Sale Disallowed Loss				12,846.00-		12,846.00
01/25/08	07/21/09	1,500.000	19,146.50	54,165.16	f	35,018.66-
01/25/08	09/24/09	1,385.000	20,946.51	50,012.50	f	29,065.99-
Wash Sale Disallowed Loss				29,065.99-		29,065.99
01/25/08	10/21/09	2,900.000	37,692.79	104,204.25	f	66,511.46-
		USD Subtotal	88,067.83	189,597.95		

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NOMURA HOLDINGS INC. ADR EACH REPR 1 ORD/65535H208						
07/21/04	09/24/09	1,500.000	10,131.73	21,220.50	f	11,088.77-
NUCOR CORP /670346105						
01/31/06	10/30/09	1,000.000	39,980.97	42,251.46	f	2,270.49-
OCCIDENTAL PETROLEUM CORP /674599105						
various	04/27/09	2,300.000	126,028.76	77,562.28	f	48,466.48
Wash Sale Disallowed Loss				1,583.29-		1,583.29
ORACLE CORPORATION /68389X105						
11/14/07	09/09/09	445.000	10,004.24	9,102.95	f	901.29
PANASONIC CORP ADR-EACH CNV INTO 1 ORD /69832A205						
07/21/04	10/23/09	600.000	8,145.85	8,062.81	f	83.04
07/21/04	10/23/09	1,800.000	24,470.37	24,188.42	f	281.95
		USD Subtotal	32,616.22	32,251.23		
PETROLEO BRASILEIRO SA PETROBRAS ADS /71654V408						
01/29/08	08/21/09	425.000	18,814.76	23,239.81	f	4,425.05-
01/29/08	09/01/09	2,275.000	88,236.98	124,401.34	f	36,164.36-
		USD Subtotal	107,051.74	147,641.15		
RIO TINTO SPRD ADR-CNV INTO 4 /767204100						
unknown	07/17/09	0.000	8,562.14	unknown		unknown
01/31/06	09/24/09	275.000	47,035.66	56,497.80	f	9,462.14-
Wash Sale Disallowed Loss				9,462.14-		9,462.14
06/22/07	09/24/09	100.000	17,103.88	30,336.99	f	13,233.11-
Wash Sale Disallowed Loss				3,308.28-		3,308.28
02/12/06 ^	10/28/09	50.000	8,936.27	10,434.89	f	1,498.62-
02/12/06 ^	10/28/09	100.000	17,860.54	20,869.78	f	3,009.24-
various	10/28/09	150.000	26,844.30	35,469.75	f	8,625.45-
		USD Subtotal	126,342.79	140,838.79		
ROCHE HOLDINGS AG SPN ADR EACH REP 0.25 /771195104						
05/27/08	08/21/09	650.000	25,913.33	27,817.65	f	1,904.32-
SCHLUMBERGER LIMITED COM STK USD0.01 /806857108						
10/13/05	10/23/09	100.000	6,610.05	3,966.42	f	2,643.63
10/13/05	10/23/09	200.000	13,211.66	7,932.83	f	5,278.83
10/13/05	11/06/09	500.000	32,916.15	19,832.08	f	13,084.07
10/13/05	11/11/09	500.000	33,479.28	19,832.08	f	13,647.20
		USD Subtotal	86,217.14	51,563.41		
SIEMENS AG ADR-EACH CNV INTO 1 ORD NPV /826197501						
07/26/04	05/14/09	250.000	17,146.55	16,413.80	f	732.75
various	10/01/09	500.000	44,757.44	37,298.79	f	7,458.65
01/31/06	10/30/09	200.000	18,174.51	18,240.98	f	66.47-
		USD Subtotal	80,078.50	71,953.57		

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SONY CORP ADR-EACH CNV INTO 1 ORD NPV /835699307						
09/23/04	10/30/09	600.000	17,854.86	20,291.02	f	2,436.16-
SUMITOMO MITSUI FINANCIAL GROUP INC ADR /86562M100						
06/18/08	09/24/09	9,000.000	31,671.18	77,746.20	f	46,075.02-
TOTAL ADR EACH REP 1 ORD SHS EUR10 /89151E109						
07/26/04	08/21/09	175.000	9,952.74	8,155.64	f	1,797.10
07/26/04	10/28/09	325.000	20,133.68	15,146.19	f	4,987.49
		USD Subtotal	30,086.42	23,301.83		
UNILEVER NV EURO.16(NEW YORK SHARES) /904784709						
03/20/08	08/21/09	350.000	9,931.74	11,454.01	f	1,522.27-
03/20/08	10/30/09	900.000	28,134.27	29,453.17	f	1,318.90-
03/20/08	10/30/09	900.000	27,855.28	29,453.17	f	1,597.89-
		USD Subtotal	65,921.29	70,360.35		
UNITED TECHNOLOGIES CORP /913017109						
07/23/04	08/17/09	450.000	25,299.34	20,809.98	f	4,489.36
VALE S.A. SPONS ADR REPR 1 COM NPV /91912E105						
08/27/07	10/30/09	1,000.000	25,464.94	23,990.85	f	1,474.09