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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

OMB No 1545-0052

2009

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 , 2009, and ending , 20

G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name changeUse the IRS
label.
Otherwise,
print
or type.
See Specific
Instructions.

Name of foundation

DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION

A Employer identification number

76-0664812

Number and street (or P O box number if mail is not delivered to street address)

600 JEFFERSON

Room/suite

300

B Telephone number (see page 10 of the instructions)

(713) 651-8800

City or town, state, and ZIP code

HOUSTON, TX 77002

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 25,532,691.
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis)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 ☐**Part I Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1	Contributions, gifts, grants, etc., received (attach schedule)	16,708,800.			
2	Check <input type="checkbox"/> if the foundation is not required to attach Sch. B.				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	350,871.	348,104.		ATCH 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	-565,755.			
b	Gross sales (other than from sale of assets) on line 6a				
7	Capital gain net income (from Part IV, line 6)				
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	6,150.	774.		ATCH 2
12	Total. Add lines 1 through 11	16,500,066.	348,878.		
13	Compensation of officers, directors, trustees, etc.				
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 3	278.	0.	0.	278.
b	Accounting fees (attach schedule) ATCH 4	5,098.	2,549.	0.	2,549.
c	Other professional fees (attach schedule) *	57,406.	57,087.		319.
17	Interest. ATTACHMENT 6	46.	46.		
18	Taxes (attach schedule) (see page 14 of the instructions) *	3,513.	1,513.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 8	42,589.	39,389.		3,200.
24	Total operating and administrative expenses. Add lines 13 through 23	108,930.	100,584.	0.	6,346.
25	Contributions, gifts, grants paid	527,250.			521,250.
26	Total expenses and disbursements. Add lines 24 and 25	636,180.	100,584.	0.	527,596.
27	Subtract line 26 from line 12.				
a	Excess of revenue over expenses and disbursements	15,863,886.			
b	Net investment income (if negative, enter -0-)		248,294.		
c	Adjusted net income (if negative, enter -0-)			-0-	

For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions. * ATCH 5 JSA ** ATCH 7

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SCANNED NOV 24 2010

Operating and Administrative Expenses

INTERNAL REVENUE SERVICE
W & J - FIELD ASSISTANCE
HOUSTON, TX 77002

NOV 10 2010

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	751,467.	3,947,369.	3,947,369.
	3 Accounts receivable ▶ Less: allowance for doubtful accounts ▶	0.		
	4 Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7 Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U.S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule)			
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule) ATCH 9	9,766,499.	22,383,735.	21,585,322.
	14 Land, buildings, and equipment basis Less: accumulated depreciation (attach schedule) ▶			
15 Other assets (describe ▶)	0.	0.	0.	
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	10,517,966.	26,331,104.	25,532,691.	
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 (attach schedule)			
	22 Other liabilities (describe ▶ ATCH 10)	50,748.		
23 Total liabilities (add lines 17 through 22)	50,748.			
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 and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	10,467,218.	26,331,104.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
30 Total net assets or fund balances (see page 17 of the instructions)	10,467,218.	26,331,104.		
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	10,517,966.	26,331,104.		

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	10,467,218.
2 Enter amount from Part I, line 27a	2	15,863,886.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	26,331,104.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,331,104.

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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 SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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					
2 Capital gain net income or (net capital loss)			2	-565,755.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)			3		
If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8.					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No
 If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	495,467.	10,441,072.	0.047454
2007	475,865.	12,313,788.	0.038645
2006	301,730.	8,071,499.	0.037382
2005	304,584.	6,148,595.	0.049537
2004	247,296.	5,974,603.	0.041391
2 Total of line 1, column (d)			2 0.214409
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.042882
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 10,788,021.
5 Multiply line 4 by line 3			5 462,612.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,483.
7 Add lines 5 and 6			7 465,095.
8 Enter qualifying distributions from Part XII, line 4			8 527,596.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions on page 18.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of ruling letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	2,483.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	2,483.
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	2,483.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a 2,000.		
b Exempt foreign organizations-tax withheld at source	6b 0.		
c Tax paid with application for extension of time to file (Form 8868)	6c 4,000.		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	6,000.	
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	3,517.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 3,517. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) TX,		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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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 page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **WWW.DBMJR.ORG**

14 The books are in care of **LEGACY TRUST COMPANY** Telephone no. **(713) 651-8800**
 Located at **600 JEFFERSON # 300, HOUSTON, TX** ZIP + 4 **77002**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year **15**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input 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 <input type="checkbox"/>	1b	X
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 page 20 of the instructions)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <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.) MIA	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☒ Yes ☐ No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d). **ATCH 17**

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? ☒ Yes ☐ No

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 11		-0-	-0-	-0-

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

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

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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes.		
a	Average monthly fair market value of securities	1a	9,513,906.
b	Average of monthly cash balances	1b	1,438,400.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	10,952,306.
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	10,952,306.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	164,285.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,788,021.
6	Minimum investment return. Enter 5% of line 5	6	539,401.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	539,401.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	2,483.
b	Income tax for 2009 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,483.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	536,918.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	536,918.
6	Deduction from distributable amount (see page 25 of the instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	536,918.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	527,596.
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	0.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	527,596.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	2,483.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	525,113.

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

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

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				536,918.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			503,011.	
b Total for prior years 20 07, 20 06, 20 05				
3 Excess distributions carryover, if any, to 2009.				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008				0.
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 527,596.				
a Applied to 2008, but not more than line 2a			503,011.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				24,585.
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				
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				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010.				512,333.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
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				0.

Form 990-PF (2009)

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

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 page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

ATTACHMENT 12

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

N/A

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

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

ATTACHMENT 13

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

SEE ATTACHMENT 18

c Any submission deadlines:

NONE

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

NONE

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE ATTACHMENT 14	CHARITABLE			521,250.
Total. ▶ 3a				521,250.
b Approved for future payment				
Total. ▶ 3b				



Form 990-PF (2009)

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

- [illegible]

- b If "Yes," complete the following schedule**

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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		11/9/10 Date	TREASURER Title
Sign Here Paid Preparer's Use Only	Preparer's signature 	Date NOV 05 2010	Check if self-employed <input type="checkbox"/> Preparer's identifying number (See Signature on page 30 of the instructions) P00269688
	Firm's name (or yours if self-employed), address, and ZIP code MARGOLIS, PHIPPS & WRIGHT P.C. 1400 POST OAK BLVD., STE 900 HOUSTON, TX 77056-3009	EIN 76-0324056 Phone no. 713-625-3500	

PAGE 14

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2009

Name of the organization

DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION

Employer identification number

76-0664812

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi), and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, aggregate contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not aggregate to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ, or on line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization **DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION**Employer identification number
76-0664812**Part I** Contributors (see instructions)

(a) No.	(b) Name, address, and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	DOUGLAS B. MARSHALL, JR. (TESTATOR) 600 JEFFERSON, SUITE 300 HOUSTON, TX 77002	\$ 4,244,290.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	DOUGLAS B. MARSHALL, JR. (TESTATOR) 600 JEFFERSON, SUITE 300 HOUSTON, TX 77002	\$ 10,851,946.	Person <input checked="checked" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="checked" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer Identification number
76-0664812

[illegible]

• If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ☒ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION	Employer identification number 76-0664812
	Number, street, and room or suite no. If a P O box, see instructions 600 JEFFERSON, SUITE 300	For IRS use only
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HOUSTON, TX 77002	

Check type of return to be filed (File a separate application for each return):

<input type="checkbox"/> Form 990	<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 6069
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 4720	<input type="checkbox"/> Form 8870
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

• The books are in the care of ☒ LEGACY TRUST COMPANY

Telephone No ☒ 713 651-8800

FAX No. ☐

• If the organization does not have an office or place of business in the United States, check this box ☐

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 2009, or other tax year beginning ☐ and ending ☐

6 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension THE TAXPAYER HAS NOT HAD SUFFICIENT TIME TO ASSEMBLE THE INFORMATION TO FILE A COMPLETE AND ACCURATE RETURN.

THEREFORE, TAXPAYER REQUESTS ADDITIONAL TIME TO FILE UNTIL 11/15/10.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	0.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	0.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	0.

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature <input checked="" type="checkbox"/>	Original Signed Terri T. Siegel	Title <input type="checkbox"/>	Date <input checked="" type="checkbox"/> AUG 03 2010
MARGOLIS, PHIPPS & WRIGHT P.C. 1400 POST OAK BLVD., STE 900 HOUSTON, TX 77056-3009			Form 8868 (Rev. 4-2009)

Application for Extension of Time To File an
Exempt Organization Return

▶ File a separate application for each return.

- If you are filing for an Automatic 3-Month Extension, complete only Part I and check this box ☒ X
 - If you are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II (on page 2 of this form).
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on e-file for Charities & Nonprofits.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION	76-0664812
	Number, street, and room or suite no. If a P.O. box, see instructions	
	600 JEFFERSON, SUITE 300	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	HOUSTON, TX 77002	

Check type of return to be filed (file a separate application for each return):

<input type="checkbox"/> Form 990	<input type="checkbox"/> Form 990-T (corporation)	<input type="checkbox"/> Form 4720
<input type="checkbox"/> Form 990-BL	<input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust)	<input type="checkbox"/> Form 5227
<input type="checkbox"/> Form 990-EZ	<input type="checkbox"/> Form 990-T (trust other than above)	<input type="checkbox"/> Form 6069
<input checked="" type="checkbox"/> Form 990-PF	<input type="checkbox"/> Form 1041-A	<input type="checkbox"/> Form 8870

- The books are in the care of ▶ LEGACY TRUST COMPANY

Telephone No. ▶ 713 651-8800

FAX No ▶

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

- ▶ ☒ calendar year 2009 or
- ▶ ☐ tax year beginning , , and ending , , .

2 If this tax year is for less than 12 months, check reason: ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$ 6,000.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 2,000.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 4,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 4-2009)

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LEGACY FOCUSED GROWTH FUND, LP	5,146.	5,146.
LEGACY FOCUSED GROWTH FUND, LP - SPECIAL	3,735.	3,735.
LEGACY INTRINSIC VALUE FUND, L.P.	1,569.	1,569.
LEGACY NEW TECHNOLOGIES FUND, LP	58.	58.
LEGACY NEW TECHNOLOGIES FUND, LP-SPECIAL	12.	12.
LEGACY NON-US GROWTH FUND, LP	2,086.	2,086.
OCM MEZZANINE FUND II	47,038.	47,038.
OCM OPPORTUNITIES FUND VIIIB, LP	5,535.	5,535.
OCM OPPORTUNITIES FUND VIIIB AIF, LP	159.	159.
LEGACY VALUE EQUITY FUND	18,247.	18,247.
LEGACY VALUE EQUITY FUND - SPECIAL	5,018.	5,018.
LEGACY LARGE CAP GROWTH FUND	13,683.	13,683.
LEGACY LARGE CAP GROWTH FUND - SPECIAL	3,974.	3,974.
LEGACY LARGE CAP VALUE EQUITY FUND	19,102.	19,102.
LEGACY LARGE CAP VALUE EQUITY FUND-SPECI	6,039.	6,039.
LEGACY CORE EQUITY FUND	14,383.	14,383.
LEGACY TRUST COMPANY - DOMESTIC	102,318.	102,318.
LEGACY TRUST COMPANY - DOMESTIC-SPECIA	34,331.	34,331.
LEGACY TRUST COMPANY - FOREIGN	26,699.	26,699.
LEGACY TRUST COMPANY - FOREIGN-SPECIAL	37,652.	37,652.
ESTATE OF DOUGLAS B. MARSHALL, JR.	1,320.	1,320.
LEGACY TAX EXEMPT INTEREST	2,695.	0.
LEGACY TAX EXEMPT INTEREST-SPECIAL	72.	0.
TOTAL	350,871.	348,104.

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OCM MEZZANINE FUND II, LP	684.	684.
OCM OPPORTUNITIES FUND VIIB, LP-PORT. INC	65.	65.
OCM OPPORTUNITIES FUND VIIB, LP-OTHER INC	25.	25.
REFUND OF EXCISE TAX	5,376.	
TOTALS	<u>6,150.</u>	<u>774.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
LEGAL FEES	278.			278.
TOTALS	<u>278.</u>	<u>0.</u>	<u>0.</u>	<u>278.</u>

ATTACHMENT 4FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
ACCOUNTING FEES	5,098.	2,549.		2,549.
TOTALS	<u>5,098.</u>	<u>2,549.</u>	<u>0.</u>	<u>2,549.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
ADMINISTRATION - TRUSTEE FEE	57,087.	57,087.	319.
ADMINISTRATION - OTHER FEES	319.		
TOTALS	<u>57,406.</u>	<u>57,087.</u>	<u>319.</u>

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OCM MEZZANINE FUND II	4.	4.
OCM OPPORTUNITIES FUND VII B, LP	42.	42.
TOTALS	46.	46.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAX	2,000.	
FOREIGN INCOME TAX	1,513.	1,513.
TOTALS	3,513.	1,513.

ATTACHMENT 8

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PARTNERSHIP PORT DEDUCTIONS	39,389.	39,389.	2,450.
MEMBERSHIP DUES	2,450.		750.
SUBSCRIPTIONS	750.		
TOTALS	<u>42,589.</u>	<u>39,389.</u>	<u>3,200.</u>

FORM 990PF, PART II - OTHER INVESTMENTSATTACHMENT 9

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DWS CORE FIXED INCOME FUND	1,814,609.	0.	0.
MORGAN STANLEY INT'L FUND	1,437,250.	1,437,250.	952,012.
MORGAN STANLEY INT'L FUND-SPL		2,250,000.	1,342,575.
ISHARES RUSSELL 2000 GROWTH IN	209,470.	209,470.	256,147.
ISHARES RUSSELL 2000 GR IN-SPL		497,010.	425,438.
ISHARES TR MIDCAP GROWTH INDEX	203,216.	203,217.	257,441.
ISHARES TR MIDCAP GRWTH IN-SPL		505,031.	453,400.
PIMCO TOTAL RETURN FUND		1,940,000.	2,015,621.
PIMCO TOTAL RETURN FUND-SPL		2,477,000.	2,443,490.
LEGACY LARGE CAP VALUE FUND		986,407.	1,024,753.
LEGACY LARGE CAP VALUE FD-SPL	1,031,966.	1,742,996.	1,548,046.
LEGACY VALUE EQUITY FUND	932,304.	889,330.	679,241.
LEGACY VALUE EQUITY FUND-SPCL		1,847,160.	1,421,276.
LEGACY CORE EQUITY FUND	525,787.	500,266.	592,987.
LEGACY LARGE CAP GROWTH FUND	1,120,582.	995,982.	1,091,520.
LEGACY LARGE CAP GRWTH FD-SPCL		1,531,707.	1,619,949.
LEGACY FOCUSED GROWTH FUND LP	916,406.	744,484.	960,286.
LEGACY FOCUSED GROWTH FUND-SPL		1,036,673.	1,325,006.
LEGACY INTRINSIC VALUE FUND LP	463,638.	0.	0.
LEGACY MEZZANINE PARTNERS LP		0.	
LTC MEZZANINE PTRS LP CONTRA		184.	
LEGACY MEZZANINE PTRS LP-SPCL		0.	
LTC MEZZANINE PTRS SPL CONTRA		367.	
LEGACY NEW TECHNOLOGIES FD LP	592,487.	563,186.	816,395.
LEGACY NEW TECHNOLOGIES FD-SPL		737,677.	1,064,656.
LEGACY NON-US GROWTH FUND, LP		687,824.	798,970.
OCM MEZZANINE FUND II	330,957.	365,314.	345,545.
OCM MEZZANINE FUND II-CONTRA	116,254.	99,113.	
OCM OPPORTUNITY FUND VIIIB, LP	63,736.	109,573.	102,259.
OCM OPP. FUND VIIIB,LP - CONTRA	7,837.	-20,465.	
OCM OPP FUND VIIIB AIF, LP		5,569.	5,569.
OCM OPP FUND VIIIB AIF-CONTRA		-1,330.	
2009 INCOME RECEIVABLE		42,740.	42,740.
TOTALS	<u>9,766,499.</u>	<u>22,383,735.</u>	<u>21,585,322.</u>

FORM 990PF, PART II - OTHER LIABILITIES

ATTACHMENT 10

DESCRIPTION

BEGINNING
BOOK VALUE

ACCRUED INCOME

50,748.

TOTALS

50,748.

DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION

76-0664812

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

ATTACHMENT 11

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

DOUGLAS BERTRAND MARSHALL
600 JEFFERSON, SUITE 300
HOUSTON, TX 77002

DIRECTOR/PRESIDENT
5.00

ROBERT T. ARNOLD
600 JEFFERSON, SUITE 300
HOUSTON, TX 77002

DIRECTOR/VICE PRES
1.00

ROBERT L CARTER
600 JEFFERSON, SUITE 300
HOUSTON, TX 77002

SECRETARY
6.00

CARLA CHANEY
600 JEFFERSON, SUITE 300
HOUSTON, TX 77002

TREASURER
1.00

J K JONES
600 JEFFERSON, SUITE 300
HOUSTON, TX 77002

DIRECTOR
1.00

WILHELMINA TRAYLOR
600 JEFFERSON, SUITE 300
HOUSTON, TX 77002

DIRECTOR
1.00

DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION

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

76-0664812

ATTACHMENT 11 (CONT'D)

TITLE AND AVERAGE HOURS PER
WEEK DEVOTED TO POSITION

NAME AND ADDRESS

WALTER BAKER, JR.
600 JEFFERSON, SUITE 300
HOUSTON, TX 77002

ADVISORY DIRECTOR
1.00

GRAND TOTALS

FORM 990PF, PART XV - INFORMATION REGARDING FOUNDATION MANAGERS

DOUGLAS B. MARSHALL JR (TESTATOR)
DOUGLAS BERTRAND MARSHALL

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

THE DOUGLAS B. MARSHALL, JR. FAMILY
FOUNDATION

ROBERT L. CARTER, SECRETARY
600 JEFFERSON, SUITE 310
HOUSTON, TX 77002
713 651-8806

SCHEDULE D
(Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust

DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION

Employer identification number

76-0664812

Note: Form 5227 filers need to complete only Parts I and II.

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	44,352.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	44,352.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-372,897.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-247,189.
9 Capital gain distributions	9	9,979.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	-610,107.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2009

Part III Summary of Parts I and II		(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		44,352.
14	Net long-term gain or (loss):			
a	Total for year	14a		-610,107.
b	Unrecaptured section 1250 gain (see line 18 of the wrkst)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a	15		-565,755.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation	
16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of
a	The loss on line 15, column (3) or b \$3,000
16	(3,000)

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the worksheet on page 8 of the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0-	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,300	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26, go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23.	25	
26	Subtract line 25 from line 24.	26	
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31. <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041).	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36).	34	

Schedule D (Form 1041) 2009

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION

Employer identification number

76-0664812

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

[illegible]

Schedule D-1 (Form 1041) 2009

FEDERAL FOOTNOTES

SUPPLEMENT TO PART VII-B QUESTION 1A(3)

THE TAXPAYER RECEIVES ADMINISTRATIVE SERVICES AND THE USE OF FACILITIES FREE OF CHARGE FROM LEGACY TRUST COMPANY, A DISQUALIFIED PERSON, IN THE FORM OF OFFICE SPACE, SUPPLIES AND OFFICE PERSONNEL TO PERFORM ADMINISTRATIVE AND ACCOUNTING DUTIES. THE USE OF THE SERVICES AND FACILITIES IS NOT A SELF DEALING ACTIVITY SINCE THE TAXPAYER IS USING THESE ITEMS EXCLUSIVELY FOR TAX EXEMPT PURPOSES AND THEY ARE BEING FURNISHED WITHOUT CHARGE.

(IRC SECTION 4941 AND REGULATION 53.4941(D)-3)

FEDERAL FOOTNOTES

SUPPLEMENT TO PART VII-B QUESTION 1A(4)

THE TAXPAYER IS PAYING INVESTMENT ADVISORY FEES TO LEGACY TRUST COMPANY, A DISQUALIFIED PERSON. THIS IS NOT A SELF DEALING ACTIVITY BECAUSE THESE SERVICES ARE REASONABLE AND NECESSARY TO CARRY OUT THE EXEMPT PURPOSE OF THE PRIVATE FOUNDATION AND THE AMOUNT OF THE PAYMENT IS NOT EXCESSIVE.

(IRC SECTION 4941 AND REGULATION 53.4941(D)-3)

Recipient Name and Address	Relationship to Contributor and Foundation Status of Recipient	Purpose of Grant	Amount Disbursed	Qualifying Distribution
Akshaya Patra Foundation USA 92 Montvale Avenue, Ste 2500 Stoneham, MA 02180	None Public Charity	School Meal Program	100,000 00	100,000 00
CARE 70 East Lake Street, Ste 1430 Chicago, IL 60601	None Public Charity	Educational Support for Children in Peru	30,000 00	30,000 00
Common Hope PO Box 14298 550 Vandalia Street St Paul, MN 55114	None Public Charity	Educational Support for Children in Guatemala	100,000 00	100,000 00
Innovations for Poverty Action 85 Willow Street New Haven, CT 06511	None Public Charity	DeWorm School Children in Kenya	207,250 00	207,250 00
St Philip's Episcopal School 343 North Getty St Uvalde, TX 78801	None Public Charity	Educational	15,000 00	15,000 00
Alpha Gamma Delta Foundation 13032 Eton Place Santa Ana, CA 92705	None Public Charity	Community Educational Grants	4,000.00	4,000 00
Assistance League Houston 1902 Commonwealth Street Houston, TX 77006-1836	None Public Charity	Educational Support	15,000 00	15,000 00
The Christian Community Service Center PO Box 27924 Houston, TX 77227	None Public Charity	Emergency Services	15,000 00	15,000 00
Houston Council on Alcoholism & Drug Abuse 303 Jackson Hill Houston, TX 77007	None Public Charity	Alcoholism & Drug Abuse Support	5,000 00	5,000 00
The Orangutan Conservancy PO Box 513 5001 Wilshire Blvd #112 Los Angeles, CA 90036	None Public Charity	Conservation of Orangutans and their Habitat	2,500 00	2,500 00
Reach Unlimited Inc 12777 Jones Rd , Ste 103 Houston, TX 77070	None Public Charity	Supports Mentally Handicapped Individuals	10,000 00	10,000 00
Scott Treatment Scholarship Fund 2801 Youngfield, Ste 310 Golden, CO 80401 Expenditure responsibility exercised by due date of return	None Non Operating Private Foundation	Supports Individuals to Achieve and Maintain Sobriety	6,000 00 *	-
Ummeed Child Development Fund 218 Harvard Street Quincy, MA 02170-2523	None Public Charity	Supports Mumbai's Children with Developmental Disabilities	2,500 00	2,500 00
Yellowstone Academy 3000 Trulley St Houston, TX 77004	None Public Charity	Educational	15,000 00	15,000 00
Total for Year 2009			<u>527,250.00</u>	<u>521,250.00</u>

* Grant to a Private Foundaton not treated as a qualifying distribution

DBM, Jr. Family Foundation
EIN: 76-0664812
Non-cash Contribution Received
2009

NON-CASH	<u>BASIS</u>	<u>FMV</u>
103,116.407 shares Morgan Stanley International Fund	2,250,000.00	1,321,952.34
6,250 shares iShares Russell 2000 Growth Index Fund	497,010.00	381,937.50
10,000 shares iShares Russell Midcap Growth Index Fund	505,031.50	408,300.00
135,380.385 units Pimco Total Return Fund	1,477,000.00	1,481,061.41
10,919 units Legacy Large Cap Value Equity Fund	1,766,836.56	1,451,566.69
24,128 units Legacy Value Equity Fund	1,845,836.33	1,359,399.82
7,805 units LTC Large Cap Growth Fund	1,531,411.53	1,488,860.16
13,431 units Legacy Focused Growth LP	1,162,541.99	1,312,467.02
223 units Legacy New Technologies Fund LP	737,314.11	899,306.01
12,500 units Legacy Non-US Growth Fund LP	691,527.95	747,094.19
	<u>12,464,509.97</u>	<u>10,851,945.14</u>

DBM, Jr. Family Foundation
 EIN: 76-0664812
 Partnership and CTF Capital gains and Losses
 2009

<u>Partnerships</u>	<u>STCG</u>	<u>LTCG</u>
Legacy Focused Growth Fund LP	11,063	(72,655)
Legacy Focused Growth Fund LP Special	1,141	16,709
Legacy Intrinsic Value fund LP		1,082
New Technologies Fund LP	26,480	(13,149)
New Technologies Fund LP Special	6,550	(3,448)
Legacy Non-US Growth Fund LP Special	1,480	(4,628)
OCM Mezzanine Fund II, LP	244	(648)
OCM Opportunities Fund VIIB, LP	2,990	(367)
	<u>49,948</u>	<u>(77,104)</u>
 <u>CTF</u>		
Legacy Value Equity Fund	553	(19,661)
LTC Core Equity Fund	(10,228)	(10,695)
Legacy Large Cap Value Equity Fund	14,872	(60,690)
Legacy Large Cap Growth Fund	(10,793)	(79,039)
	<u>(5,596)</u>	<u>(170,085)</u>
	<u>44,352</u>	<u>(247,189)</u>

Attachment to: Form 990PF
In reference to: Part VII-B, Question 5c on Page 6

Expenditure Responsibility Statement for Calendar Year 2009

Pursuant to IRC Regulation §53.4945-5(d)(2), the DOUGLAS B. MARSHALL JR. FAMILY FOUNDATION provides the following information:

Grantee: Scott Treatment Scholarship Fund, Inc.
2801 Youngfield St., Suite 310
Golden, CO 80401

Grant Date: November 3, 2009

Grant Amount: \$6,000

Purpose of Grant: Provide grants to organizations to assist individuals achieve and maintain their sobriety.

Expended: \$ 6,000 expended for the intended charitable activity by April, 2010.

Reports: Scott Treatment Scholarship Fund, Inc., submitted a full and complete report of its expenditures pursuant to the grant on November 4, 2010.

Diversions: To the knowledge of the grantor, no funds have been diverted to any activity other than the activity for which the grant was originally made.

Verification: The grantor has no reason to doubt the accuracy or reliability of the report from the grantee; therefore, no independent verification of the report was made.

DOUGLAS B. MARSHALL, JR. FAMILY FOUNDATION GRANT APPLICATION FORM

PLEASE NOTE: This application form has been recently revised and is current as of July 1, 2009. All applications received after July 1, 2009 should be produced in accordance with the revised application form contained on this page.

I. Proposal Summary (one page maximum)

Please provide a one page summary of your grant proposal. Briefly explain the purpose of your organization and, if applicable, the project for which you are asking for funding. Explain why your organization is requesting a grant, what outcome you aim to achieve with the funds, and how you will measure that outcome.

II. Proposal Detail (eight pages maximum)

A. Background (two pages maximum) – Describe the work of your organization, addressing each of the following:

1. History and mission.
2. The need that your organization works to address, and the population that your organization serves. Be specific about how many people your organization serves.
3. Current programs and accomplishments. Please emphasize the achievements of the recent past.
4. Number of paid full-time staff; number of paid part-time staff; approximate number of volunteers.
5. If you are working in partnership with another organization or with several organizations, please give an account of your relationship to these organizations and an explanation of how you work together.

B. Funding Request (four pages maximum) – Please describe the program or part of your operation for which you

seek funding

1. If applying for operating support not tied to any one program, please describe how the grant would be used. Please include the following information:

- The period during which the grant would support your operations
- Please explain the need for funding. If the grant is being used to support ordinary annual expenses, please explain why ordinary sources of funding (besides our Foundation) are insufficient to cover the expenses.
- If the grant will be used to pay salaries or personnel expenses, please describe the individuals whose salaries or expenses would be covered by the grant and their role in your organization.
- If the grant will be used for purposes other than salary, please explain how these expenses contribute to the proper functioning of your organization.
- If the operation can scale up or down as a function of the size of the grant, please explain the relationship between the size of the grant and the scale of the operation.

2. If your request is for a specific project, please explain the project. Please include the following information:

- A statement of the primary purpose of the project and the need you are seeking to address
- The population that you plan to serve and how it will benefit from the project
- The strategies you will use to carry out your project
- The proposed staffing for the project, including the names and background of the individuals who will direct the project
- The anticipated length of the project
- Please explain the need for funding. If funding is scarce in the area of your work, please explain the cause of that scarcity.

- If the project can scale up or down as a function of the size of the grant, please explain the relationship between the size of the grant and the scale of the project.

C. Measurement and Reporting (two pages maximum)

1. Please describe how you will measure the success or failure of your efforts. Wherever possible, please explain any quantitative measures you intend to use in order to gauge the effect on the target population.
2. If your project involves significant measurement and testing, please be clear in your grant proposal how much of the grant would be used in support of that measurement and testing.
3. Please explain how you will report on the success or failure of your efforts. Describe the format, frequency, and duration of reports to the Douglas B. Marshall Jr. Family Foundation.

III. Attachments – Please label all attachments to correspond to the boldfaced, capitalized items below

A. Financial Information

1. Your most recent financial statement, audited. If you are a U.S. based funding organization which will be conveying the grant to an organization in a foreign country, please include financial statements for the foreign organization *in addition to* those for the U.S. organization (audited whenever possible).
2. Aligned side by side on the same page, your operating budget for the current and prior fiscal year including a list of foundation and corporate supporters and other sources of income, with amounts, for your current and prior fiscal year. If the grant is being used to cover operating expenses, please indicate clearly which expenses the grant will be used for. Again, if you are a U.S. based funding organization conveying a grant to a foreign organization, please include the very same operating budget information for the foreign organization *in addition to* that for the U.S. organization.
3. Please list the foundations, corporations, and other sources that you are soliciting for funding for this project

(or these operating expenses) and, to the best of your knowledge, the status of your proposal with each.

4. If the grant is to be used to fund one or more projects, please give a separate project budget for each one including sources of income and indicating clearly the specific uses of the grant requested.

B. Supporting Materials

1. A copy of your most recent IRS documentation showing your organization's tax exempt status.

2. Full contact information for those people at your organization with whom we should discuss this grant application.

3. The address of your website(s) or that of other relevant content available online, including any magazine or journal articles you think describe your organization or project particularly well.

We must receive all of the information requested before our Board will consider a grant request.

We prefer electronic submissions of grant requests. If possible, please e-mail your entire application as a single PDF or ZIP file to **secretary@dbmjr.org**. Please call (713) 651-8806 to make sure we have received your application.

If you would like to submit your grant request by mail, please send the entire application in a single envelope to the following address:

The Douglas B. Marshall, Jr. Family Foundation
600 Jefferson, 310
Houston, TX 77002

After waiting for sufficient time for your request to reach our offices, please call or e-mail our secretary to be sure we have received your application.

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

Kind of Property		Description				Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis	Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				44,352.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS				-247,189.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS				9,979.	
1,037,130.		121160.049 SH DWS CORE FIXED INCOME FUND 1,310,951.				03/01/2002 -273,821.	04/17/2009
2,931.		342.426 SH DWS CORE FIXED INCOME FUND-IN 3,657.				12/12/2005 -726.	04/17/2009
400,374.		46772.685 SH DWS CORE FIXED INCOME FUND- 500,000.				09/29/2006 -99,626.	04/17/2009
928.		PRICELINE.COM, SONUS, 12 TECHNOLOGIES LI 0.				VARIOUS 928.	09/16/2009
57.		LTC SMALL MID-CAP GROWTH FD LP SETTLEMEN 0.				VARIOUS 57.	10/09/2009
291.		LTC NEW TECH 2000 LP SETTLEMENT PROCEEDS 0.				VARIOUS 291.	12/07/2009
TOTAL GAIN(LOSS)						<u>-565,755.</u>	