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

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,

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 WILLIAM E. & ROSE MARIE DAVIS FOUNDATION	A Employer identification number 91-1787066		
	Number and street (or P O box number if mail is not delivered to street address) 2391 DAVIS MOUNTAIN LANE	Room/suite	B Telephone number 402-455-9035	
City or town, state, and ZIP code OMAHA, NE 68112-5159		<p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/></p> <p>2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>		
<p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 572,825. (Part I, column (d) must be on cash basis.)</p>		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		
Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income
Revenue	1 Contributions, gifts, grants, etc., received			N/A
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments			
	3			
	4 Dividends and interest from securities	22,517.	22,517.	STATEMENT 1
	5a Gross rents			
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	<57,046.>		
	b Gross sales price for all assets on line 6a	232,883.		
	7 Capital gain net income (from Part IV, line 2)		0.	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	58.	58.	STATEMENT 2	
12 Total. Add lines 1 through 11	<34,471.>	22,575.		
RECEIVED IRS-OSC MAY 20 2010 ODEN, UT		0.	0.	0.
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	50.	0.	50.
	14 Other employee salaries and wages			
	15 Pension plans, employee benefits			
	16a Legal fees	50.	0.	50.
	b Accounting fees			
	c Other professional fees			
	d Interest			
	18 Taxes	<1,172.>	397.	0.
	19 Depreciation and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses	9,620.	9,620.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	8,498.	10,017.	50.
25 Contributions, gifts, grants paid	68,550.		68,550.	
26 Total expenses and disbursements. Add lines 24 and 25	77,048.	10,017.	68,600.	
27 Subtract line 26 from line 12:	<111,519.>			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		12,558.		
c Adjusted net income (if negative, enter -0-)			N/A	

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
	1	Cash - non-interest-bearing	9,675.	2,630.
	2	Savings and temporary cash investments	12,771.	14,768.
	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 6	411,357.
	c	Investments - corporate bonds	STMT 7	161,256.
	11	Investments - land, buildings, and equipment; basis ►		
		Less accumulated depreciation ►		
	12	Investments - mortgage loans		
	13	Investments - other	STMT 8	46,766.
	14	Land, buildings, and equipment; basis ►		
		Less accumulated depreciation ►		
	15	Other assets (describe ►)		
	16	Total assets (to be completed by all filers)		641,825.
				528,153.
				572,825.
	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.
		Foundations that follow SFAS 117, check here ► <input type="checkbox"/>		
		and complete lines 24 through 26 and lines 30 and 31.		
	24	Unrestricted		
	25	Temporarily restricted		
	26	Permanently restricted		
		Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>		
		and complete lines 27 through 31.		
	27	Capital stock, trust principal, or current funds		0.
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.
	29	Retained earnings, accumulated income, endowment, or other funds		641,825.
	30	Total net assets or fund balances		528,153.
	31	Total liabilities and net assets/fund balances		641,825.
				528,153.

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	641,825.
2	Enter amount from Part I, line 27a	2	<111,519.>
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	530,306.
5	Decreases not included in line 2 (itemize) ► OTHER ADJUSTMENT	5	2,153.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	528,153.

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 AMERIPRISE - SEE ATTACHED		P	VARIOUS	VARIOUS
b AMERIPRISE - SEE ATTACHED		P	VARIOUS	VARIOUS
c CAPITAL GAINS DIVIDENDS				
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	101,962.		130,334.	<28,372. >
b	130,913.		159,595.	<28,682. >
c	8.			8.
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				<28,372. >
b				<28,682. >
c				8.
d				
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	<57,046. >
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 .			3	N/A

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

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

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

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

 Yes No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	70,971.	728,361.	.097439
2007	31,388.	889,136.	.035302
2006	64,100.	856,296.	.074857
2005	58,373.	832,397.	.070126
2004	49,965.	823,556.	.060670

2 Total of line 1, column (d)

2 .338394

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 .067679

4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5

4 533,981.

5 Multiply line 4 by line 3

5 36,139.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 126.

7 Add lines 5 and 6

7 36,265.

8 Enter qualifying distributions from Part XII, line 4

8 68,600.

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 ► <input type="checkbox"/> and enter "N/A" on line 1.	1 2 3 4 5	126. 0. 126. 0. 126.
Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		
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-)		
3	Add lines 1 and 2		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		
6	Credits/Payments:		
a	2009 estimated tax payments and 2008 overpayment credited to 2009	6a 6b 6c 6d	160. 0. 0. 0.
b	Exempt foreign organizations - tax withheld at source		
c	Tax paid with application for extension of time to file (Form 8868)		
d	Backup withholding erroneously withheld		
7	Total credits and payments. Add lines 6a through 6d	7	160.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	34.
11	Enter the amount of line 10 to be: Credited to 2010 estimated tax ►	11	0.

Part VII-A | Statements Regarding Activities

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?	Yes 1a 1b 1c	No X X X
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?		
<i>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.</i>			
c	Did the foundation file Form 1120-POL for this year?		
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:		
(1) On the foundation. ► \$ 0. (2) On foundation managers. ► \$ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.		
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:	N/A	X
• 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year?	6 7	X X
<i>If "Yes," complete Part II, col. (c), and Part XV.</i>			
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ►		
NE			
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	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)? <i>If "Yes," complete Part XIV</i>	9	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	10	X

Part VII-A | Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) 11 X

12 Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008? 12 X

13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? 13 X

Website address ► **DAVISFND@AOL.COM**

14 The books are in care of ► **WILLIAM & ROSE MARIE DAVIS** Telephone no. ► **402-455-9035**
Located at ► **2391 DAVIS MOUNTAIN LANE, OMAHA, NE** ZIP+4 ► **68112-5159**

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

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.

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 X No

(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? Yes X No

(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? Yes X No

(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? Yes X 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 X 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 X 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 ► N/A 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 N/A X2 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)): Yes X Noa 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? 2a N/A XIf "Yes," list the years ► 2b 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.) 2b N/A Xc If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 2b N/A X3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? Yes X Nob If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) 3b N/A X4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? 4a N/A Xb 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 N/A 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

6b

X

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

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
WILLIAM E. DAVIS 2391 DAVIS MOUNTAIN LANE OMAHA, NE 681125159	PRESIDENT, DIRECTOR 2.00	0.	0.	0.
ROSE MARIE DAVIS 2391 DAVIS MOUNTAIN LANE OMAHA, NE 681125159	VP, TREASURER, DIRECTOR 2.00	0.	0.	0.
HEATHER M. ABBOTT 713 SOUTHFORK BLAIR, NE 68008	SECRETARY, DIRECTOR 6.00	0.	0.	0.

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

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

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

►

0

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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. 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.

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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	506,182.
b Average of monthly cash balances	1b	35,931.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	542,113.
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	542,113.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	8,132.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	533,981.
6 Minimum investment return. Enter 5% of line 5	6	26,699.

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

1 Minimum investment return from Part X, line 6	1	26,699.
2a Tax on investment income for 2009 from Part VI, line 5	2a	126.
b Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	126.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	26,573.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	26,573.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	26,573.

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	68,600.
b Program-related investments - total from Part IX-B	1b	0.
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required)	3a	
b Cash distribution test (attach the required schedule)	3b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	68,600.
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	126.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	68,474.

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				26,573.
2 Undistributed income, if any, as of the end of 2008			0.	
a Enter amount for 2008 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	9,001.			
b From 2005	17,919.			
c From 2006	22,702.			
d From 2007				
e From 2008	34,855.			
f Total of lines 3a through e		84,477.		
4 Qualifying distributions for 2009 from Part XII, line 4: ► \$ 68,600.			0.	
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2009 distributable amount				26,573.
e Remaining amount distributed out of corpus		42,027.		
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:		126,504.		
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income. Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.	
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.				0.
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2004 not applied on line 5 or line 7		9,001.		
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a		117,503.		
10 Analysis of line 9:				
a Excess from 2005	17,919.			
b Excess from 2006	22,702.			
c Excess from 2007				
d Excess from 2008	34,855.			
e Excess from 2009	42,027.			

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
<i>a Paid during the year</i>				
LUTHERAN FAMILY SERVICES 124 SOUTH 24TH ST. SUITE 230 OMAHA, NE 68102	NONE	PUBLIC CHARITY	PARTNERS IN CARING PROGRAM	3,000.
NEBRASKA SYNOD OF THE ELCA 4980 SOUTH 118TH ST. SUITE D OMAHA, NE 68137	NONE	PUBLIC CHARITY	B. MARINGO GRANT	2,000.
NEBRASKA SYNOD OF THE ELCA 4980 SOUTH 118TH ST. SUITE D OMAHA, NE 68137	NONE	PUBLIC CHARITY	G. MARINGO GRANT	2,000.
NEBRASKA SYNOD OF THE ELCA 4980 SOUTH 118TH ST. SUITE D OMAHA, NE 68137	NONE	PUBLIC CHARITY	J. BACKUS GRANT	1,550.
NEBRASKA SYNOD OF THE ELCA 4980 SOUTH 118TH ST. SUITE D OMAHA, NE 68137	NONE	PUBLIC CHARITY	CAPITAL CAMPAIGN	50,000.
AMERICAN LEGION POST 348 P.O. BOX 291 FORT CALHOUN, NE 68023	NONE	501(C)(19)	CAPITAL CAMPAIGN	10,000.
Total			► 3a	68,550.
<i>b Approved for future payment</i>				
NONE				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		(e) Related or exempt function income
		(a) Business code	(b) Amount	
1 Program service revenue:				
a				
b				
c				
d				
e				
f				
g Fees and contracts from government agencies				
2 Membership dues and assessments				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities			14	22,517.
5 Net rental income or (loss) from real estate:				
a Debt-financed property				
b Not debt-financed property				
6 Net rental income or (loss) from personal property				
7 Other investment income			15	58.
8 Gain or (loss) from sales of assets other than inventory			18	<57,046.>
9 Net income or (loss) from special events				
10 Gross profit or (loss) from sales of inventory				
11 Other revenue:				
a				
b				
c				
d				
e				
12 Subtotal. Add columns (b), (d), and (e)			0.	<34,471.>
13 Total. Add line 12, columns (b), (d), and (e)			13	<34,471.>

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

Relationship of Activities to the Accomplishment of Exempt Purposes

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

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
- (2) Other assets

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitation

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described

Yes No

b. If "Yes," complete the following schedule.

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

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.

Sign Here

Signature of officer or trustee

Date

OFFICER

title

Sign Here Preparer's Signature		Date 5-14-2014	Check if self- employed <input type="checkbox"/>	Preparer's identifying number
Paid Preparer's Use Only	Firm's name (or yours if self-employed), address, and ZIP code RSM MCGLADREY, INC 221 THIRD AVENUE SE, SUITE 300 CEDAR RAPIDS, IA 52401-1512	EIN <input type="checkbox"/>		
		Phone no. 319-298-5333		

FORM 990-PF

DIVIDENDS AND INTEREST FROM SECURITIES

STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMERIPRISE	13,063.	0.	13,063.
AMERIPRISE - CG DISTRIBUTION	8.	8.	0.
AMERIPRISE - INTEREST	5,809.	0.	5,809.
AMERIPRISE - OID	3,699.	0.	3,699.
AMERIPRISE - OTHER	263.	0.	263.
AMERIPRISE - OTHER PERIODIC			
INTEREST	5.	0.	5.
AMERIPRISE - PURCHASE ACCRUED			
INTEREST	<328.>	0.	<328.>
FEDERAL - 2008 REFUND INTEREST	6.	0.	6.
TOTAL TO FM 990-PF, PART I, LN 4	22,525.	8.	22,517.

FORM 990-PF

OTHER INCOME

STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
HUGOTON ROYALTY TRUST- TAX SHELTER ID #99064000013	58.	58.	
TOTAL TO FORM 990-PF, PART I, LINE 11	58.	58.	

FORM 990-PF

LEGAL FEES

STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	50.	0.		50.
TO FM 990-PF, PG 1, LN 16A	50.	0.		50.

FORM 990-PF

TAXES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	391.	391.		0.
SEVERANCE TAX	6.	6.		0.
2008 FEDERAL REFUND	<1,569.>	0.		0.
TO FORM 990-PF, PG 1, LN 18	<1,172.>	397.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	9,522.	9,522.		0.
DEPLETION-HUGOTON ROYALTY				
TRUST	73.	73.		0.
MISCELLANEOUS	5.	5.		0.
SECRETARY OF STATE - IOWA	20.	20.		0.
TO FORM 990-PF, PG 1, LN 23	9,620.	9,620.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT

6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	331,663.	364,385.
TOTAL TO FORM 990-PF, PART II, LINE 10B	331,663.	364,385.

WILLIAM E. & ROSE MARIE DAVIS FOUNDATION

91-1787066

FORM 990-PF

CORPORATE BONDS

STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	148,451.	156,559.
TOTAL TO FORM 990-PF, PART II, LINE 10C	148,451.	156,559.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LIMITED PARTNERSHIPS	COST	4,871.	6,994.
AGENCIES/FACTORABLE SECURITIES	COST	24,193.	25,912.
OTHER INVESTMENTS	COST	1,577.	1,577.
TOTAL TO FORM 990-PF, PART II, LINE 13		30,641.	34,483.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 9

NAME OF MANAGER

WILLIAM E. DAVIS
ROSE MARIE DAVIS

STATEMENT(S) 7, 8, 9

Name	Quantity	Open Date	Close Date	Sale Proceeds	Original Cost Basis	Gain/Loss	Term
DUPONT E I DE NEMOUR & COMPANY	75	12/22/08	05/15/09	\$2,032.44	\$1,856.15	\$176.29	SHORT
DUPONT E I DE NEMOUR & COMPANY	400	12/22/08	06/23/09	\$9,671.79	\$9,899.46	(\$227.67)	SHORT
HONEYWELL INTERNATIONAL INC	25	06/23/09	12/22/09	\$990.47	\$777.19	\$213.28	SHORT
KIMBERLY-CLARK CORP	20	06/23/08	06/23/09	\$1,025.77	\$1,228.00	(\$202.23)	SHORT
WELLS FARGO & CO NEW	65	06/23/08	06/23/09	\$1,464.42	\$1,587.95	(\$123.53)	SHORT
008190100/AFFILIATED COMPUTER SERVICES INC CLASS A	47.00	05/09/08	02/27/09	\$2,186.42	\$2,491.47	(\$305.05)	SHORT
008252108/AFFILIATED MANAGERS GROUP INC	9.00	10/14/08	01/02/09	\$388.39	\$600.15	(\$211.76)	SHORT
008252108/AFFILIATED MANAGERS GROUP INC	5.00	10/30/08	02/27/09	\$183.94	\$211.75	(\$27.81)	SHORT
008252108/AFFILIATED MANAGERS GROUP INC	6.00	10/22/08	02/27/09	\$220.73	\$277.26	(\$56.53)	SHORT
008252108/AFFILIATED MANAGERS GROUP INC	6.00	10/16/08	02/27/09	\$220.73	\$309.36	(\$88.63)	SHORT
008252108/AFFILIATED MANAGERS GROUP INC	8.00	10/15/08	02/27/09	\$294.31	\$474.96	(\$180.65)	SHORT
008252108/AFFILIATED MANAGERS GROUP INC	12.00	11/20/08	02/27/09	\$441.52	\$266.75	\$174.77	SHORT
008252108/AFFILIATED MANAGERS GROUP INC	19.00	11/13/08	02/27/09	\$699.00	\$551.00	\$148.00	SHORT
009158106/AIR PRODUCTS & CHEMICALS INC	1.00	10/07/08	02/27/09	\$46.38	\$59.96	(\$13.58)	SHORT
009158106/AIR PRODUCTS & CHEMICALS INC	4.00	11/25/08	02/27/09	\$185.55	\$182.63	\$2.92	SHORT
009158106/AIR PRODUCTS & CHEMICALS INC	4.00	12/19/08	02/27/09	\$185.60	\$190.35	(\$4.75)	SHORT
009158106/AIR PRODUCTS & CHEMICALS INC	5.00	10/10/08	02/27/09	\$231.94	\$263.05	(\$31.11)	SHORT
009158106/AIR PRODUCTS & CHEMICALS INC	9.00	10/08/08	02/27/09	\$417.50	\$545.67	(\$128.17)	SHORT
009158106/AIR PRODUCTS & CHEMICALS INC	12.00	09/30/08	02/27/09	\$556.67	\$823.32	(\$266.65)	SHORT
030420103/AMERICAN WATER WORKS COMPANY INC NEW	5.00	10/28/08	02/27/09	\$90.96	\$91.20	(\$0.24)	SHORT
030420103/AMERICAN WATER WORKS COMPANY INC NEW	6.00	07/10/08	02/27/09	\$109.12	\$125.28	(\$16.16)	SHORT
030420103/AMERICAN WATER WORKS COMPANY INC NEW	22.00	05/23/08	02/27/09	\$400.10	\$464.20	(\$64.10)	SHORT
030420103/AMERICAN WATER WORKS COMPANY INC NEW	23.00	05/28/08	02/27/09	\$418.29	\$488.75	(\$70.46)	SHORT
030420103/AMERICAN WATER WORKS COMPANY INC NEW	28.00	05/30/08	02/27/09	\$509.22	\$591.74	(\$82.52)	SHORT
03073E105/AMERISOURCEBERGEN CORP	65.00	05/09/08	02/27/09	\$2,091.69	\$2,658.50	(\$566.81)	SHORT
035710409/ANNALY CAPITAL MANAGEMENT INC	9.00	10/28/08	02/27/09	\$127.72	\$103.59	\$24.13	SHORT
035710409/ANNALY CAPITAL MANAGEMENT INC	51.00	05/16/08	02/27/09	\$723.68	\$721.60	\$2.08	SHORT
035710409/ANNALY CAPITAL MANAGEMENT INC	95.00	05/09/08	02/27/09	\$1,348.03	\$1,580.80	(\$232.77)	SHORT
05430310Z/AVON PRODUCTS INC	13.00	01/23/09	02/27/09	\$231.66	\$255.45	(\$23.79)	SHORT
05430310Z/AVON PRODUCTS INC	39.00	01/16/09	02/27/09	\$694.98	\$795.77	(\$100.79)	SHORT
101137107/BOSTON SCIENTIFIC CORP	15.00	01/15/09	02/27/09	\$107.87	\$113.70	(\$5.83)	SHORT
105368203/BRANDYWINE REALTY TRUST NEW	17.00	02/27/09	05/15/09	\$101.31	\$82.39	\$18.92	SHORT
109699108/BRINKS HOME SECURITY HOLDINGS INC	5.00	02/27/09	09/01/09	\$153.24	\$104.70	\$48.54	SHORT
109699108/BRINKS HOME SECURITY HOLDINGS INC	11.00	02/27/09	09/23/09	\$341.85	\$230.34	\$111.51	SHORT
111320107/BROADCOM CORP CLASS A	11.00	11/20/08	02/27/09	\$183.40	\$156.51	\$26.89	SHORT
111320107/BROADCOM CORP CLASS A	15.00	10/30/08	02/27/09	\$250.04	\$263.10	(\$13.06)	SHORT
111320107/BROADCOM CORP CLASS A	18.00	10/28/08	02/27/09	\$300.05	\$296.28	\$3.77	SHORT
111320107/BROADCOM CORP CLASS A	25.00	11/06/08	02/27/09	\$416.74	\$398.00	\$18.74	SHORT
111320107/BROADCOM CORP CLASS A	32.00	10/27/08	02/27/09	\$533.43	\$532.80	\$0.63	SHORT
146229109/CARTERS INC	14.00	02/27/09	06/02/09	\$341.73	\$236.46	\$105.27	SHORT
146229109/CARTERS INC	21.00	02/27/09	08/03/09	\$572.66	\$354.69	\$217.97	SHORT
152312104/CENTEX CORP CHG	1.00	10/07/08	02/27/09	\$6.68	\$12.52	(\$5.84)	SHORT
152312104/CENTEX CORP CHG	12.00	09/18/08	02/27/09	\$79.94	\$154.42	(\$74.48)	SHORT
152312104/CENTEX CORP CHG	29.00	09/18/08	02/27/09	\$193.19	\$396.11	(\$202.92)	SHORT
152312104/CENTEX CORP CHG	35.00	09/15/08	02/27/09	\$233.16	\$590.40	(\$357.24)	SHORT
152312104/CENTEX CORP CHG	67.00	09/12/08	02/27/09	\$446.35	\$1,239.67	(\$793.32)	SHORT
159864107/CHARLES RIVER LAB INTL INC	8.00	02/27/09	05/15/09	\$224.15	\$192.48	\$31.67	SHORT
159864107/CHARLES RIVER LAB INTL INC	11.00	02/27/09	08/10/09	\$356.28	\$264.66	\$91.62	SHORT
16115Q308/CHART INDUSTRIES INC PAR \$0 01	10.00	02/27/09	05/15/09	\$182.89	\$65.70	\$117.19	SHORT
172908105C/INTAS CORP	76.00	05/09/08	02/27/09	\$1,535.34	\$2,265.24	(\$729.90)	SHORT
200340107/COMERICA INC	16.00	01/23/09	02/27/09	\$253.17	\$245.02	\$8.15	SHORT
200340107/COMERICA INC	45.00	05/09/08	02/27/09	\$712.02	\$1,751.75	(\$1,039.73)	SHORT
205944101/CON WAY INC	2.00	07/03/08	02/27/09	\$30.59	\$88.22	(\$57.63)	SHORT
205944101/CON WAY INC	8.00	05/28/08	02/27/09	\$122.25	\$363.44	(\$241.19)	SHORT
205944101/CON WAY INC	11.00	05/20/08	02/27/09	\$168.10	\$534.60	(\$366.50)	SHORT
205944101/CON WAY INC	11.00	05/16/08	02/27/09	\$168.10	\$539.11	(\$371.01)	SHORT
205944101/CON WAY INC	20.00	05/12/08	02/27/09	\$305.64	\$960.46	(\$654.82)	SHORT
22282E102/COVANTA HOLDING CORP	55.00	03/19/09	05/15/09	\$865.67	\$780.27	\$85.40	SHORT
257867101/DONNELLEY R R & SONS COMPANY	1.00	10/07/08	02/27/09	\$8.14	\$19.70	(\$11.56)	SHORT
257867101/DONNELLEY R R & SONS COMPANY	5.00	09/30/08	02/27/09	\$40.70	\$119.55	(\$78.85)	SHORT
257867101/DONNELLEY R R & SONS COMPANY	7.00	06/20/08	02/27/09	\$56.98	\$216.30	(\$159.32)	SHORT
257867101/DONNELLEY R R & SONS COMPANY	10.00	06/18/08	02/27/09	\$81.40	\$309.90	(\$228.50)	SHORT
257867101/DONNELLEY R R & SONS COMPANY	14.00	07/07/08	02/27/09	\$113.97	\$400.54	(\$286.57)	SHORT
257867101/DONNELLEY R R & SONS COMPANY	17.00	05/20/08	02/27/09	\$138.39	\$552.33	(\$413.94)	SHORT
257867101/DONNELLEY R R & SONS COMPANY	24.00	11/25/08	02/27/09	\$195.41	\$273.12	(\$77.71)	SHORT
257867101/DONNELLEY R R & SONS COMPANY	49.00	05/13/08	02/27/09	\$398.89	\$1,571.43	(\$1,172.54)	SHORT
28176E108/EDWARDS LIFESCIENCES CORP	4.00	02/27/09	06/02/09	\$263.79	\$225.80	\$37.99	SHORT
28176E108/EDWARDS LIFESCIENCES CORP	6.00	02/27/09	11/12/09	\$485.71	\$338.70	\$147.01	SHORT
29873E109/EURONET WORLDWIDE INC	16.00	02/27/09	06/02/09	\$274.07	\$157.25	\$116.82	SHORT
29873E109/EURONET WORLDWIDE INC	28.00	02/27/09	09/22/09	\$687.67	\$275.19	\$412.48	SHORT
31620R105/FIDELITY NATIONAL FINANCIAL INC NEW CLASS A	12.00	09/08/08	02/27/09	\$202.21	\$189.51	\$12.70	SHORT
31620R105/FIDELITY NATIONAL FINANCIAL INC NEW CLASS A	13.00	09/17/08	02/27/09	\$219.06	\$193.44	\$25.62	SHORT
31620R105/FIDELITY NATIONAL FINANCIAL INC NEW CLASS A	34.00	09/12/08	02/27/09	\$572.93	\$527.00	\$45.93	SHORT
31620R105/FIDELITY NATIONAL FINANCIAL INC NEW CLASS A	44.00	09/22/08	02/27/09	\$741.46	\$683.76	\$57.70	SHORT
346091705/FOREST OIL CORP COM PAR \$0 01	2.00	12/04/08	02/27/09	\$27.90	\$32.02	(\$4.12)	SHORT
346091705/FOREST OIL CORP COM PAR \$0 02	5.00	09/17/08	02/27/09	\$69.77	\$241.05	(\$171.28)	SHORT
346091705/FOREST OIL CORP COM PAR \$0 03	8.00	10/27/08	02/27/09	\$111.63	\$176.29	(\$64.66)	SHORT
346091705/FOREST OIL CORP COM PAR \$0 04	11.00	11/18/08	02/27/09	\$153.50	\$209.38	(\$55.88)	SHORT
346091705/FOREST OIL CORP COM PAR \$0 05	14.00	10/22/08	02/27/09	\$195.36	\$350.35	(\$154.99)	SHORT
346091705/FOREST OIL CORP COM PAR \$0 06	14.00	12/30/08	02/27/09	\$195.41	\$217.34	(\$21.93)	SHORT
346091705/FOREST OIL CORP COM PAR \$0 07	41.00	05/09/08	02/27/09	\$572.14	\$2,606.51	(\$2,034.37)	SHORT
369300108/GENL CABLE CORP	9.00	02/27/09	05/19/09	\$307.61	\$140.85	\$166.76	SHORT
369300108/GENL CABLE CORP	18.00	02/27/09	06/12/09	\$720.99	\$281.70	\$439.29	SHORT
37940X102/GLOBAL PAYMENTS INC	6.00	02/27/09	06/02/09	\$222.05	\$186.43	\$35.62	SHORT
387328107/GRANITE CONSTR INC	5.00	05/12/08	02/27/09	\$175.03	\$169.20	\$5.83	SHORT

387328107/GRANITE CONSTR INC	47 00	05/09/08	02/27/09	\$1,645 26	\$1,553 11	\$92 15	SHORT
404132102/HCC INSURANCE HLDGS INC	10 00	02/27/09	05/15/09	\$235 19	\$217 90	\$17 29	SHORT
416515104/HARTFORD FINANCIAL SERVICES GROUP INC	8 00	10/10/08	02/27/09	\$48 56	\$143 84	(\$95 28)	SHORT
416515104/HARTFORD FINANCIAL SERVICES GROUP INC	14 00	01/23/09	02/27/09	\$84 98	\$187 46	(\$102 48)	SHORT
416515104/HARTFORD FINANCIAL SERVICES GROUP INC	67 00	10/07/08	02/27/09	\$406 69	\$2,010 00	(\$1,603 31)	SHORT
428291104/HEXCEL CORP NEW	6 00	02/27/09	05/15/09	\$52 97	\$37 80	\$15 17	SHORT
428291104/HEXCEL CORP NEW	17 00	02/27/09	06/02/09	\$202 63	\$107 10	\$95 53	SHORT
441060100/HOSPIRA INC	4 00	10/30/08	02/27/09	\$94 53	\$107 88	(\$13 35)	SHORT
441060100/HOSPIRA INC	4 00	11/12/08	02/27/09	\$94 53	\$121 07	(\$26 54)	SHORT
441060100/HOSPIRA INC	5 00	11/13/08	02/27/09	\$118 17	\$152 20	(\$34 03)	SHORT
441060100/HOSPIRA INC	6 00	12/04/08	02/27/09	\$141 80	\$168 59	(\$26 79)	SHORT
441060100/HOSPIRA INC	6 00	12/17/08	02/27/09	\$141 84	\$166 65	(\$24 81)	SHORT
441060100/HOSPIRA INC	8 00	11/21/08	02/27/09	\$189 07	\$214 16	(\$25 09)	SHORT
441060100/HOSPIRA INC	28 00	10/13/08	02/27/09	\$661 76	\$872 76	(\$211 00)	SHORT
44107P104/HOST HOTELS & RESORTS INC	18 00	02/27/09	05/15/09	\$136 43	\$68 94	\$67 49	SHORT
445658107/J B HUNT TRANSPORT SERVICES INC	38 00	01/26/09	02/27/09	\$756 95	\$779 76	(\$52 81)	SHORT
45167R104/IDEX CORPORATION	5 00	02/27/09	09/01/09	\$132 19	\$95 50	\$36 69	SHORT
457153104/INGRAM MICRO INC CL-A	31 00	05/09/08	01/26/09	\$415 31	\$539 71	(\$124 40)	SHORT
457153104/INGRAM MICRO INC CL-A	116 00	05/09/08	02/27/09	\$1,251 02	\$2,019 56	(\$768 54)	SHORT
492914106/KEY ENERGY SERVICES INC	36 00	02/27/09	05/15/09	\$190 79	\$93 03	\$97 76	SHORT
49455U00/KINDER MORGAN MGMT LLC	8 00	02/27/09	05/15/09	\$320 72	\$328 96	(\$8 24)	SHORT
49455U00/KINDER MORGAN MGMT LLC	11 00	02/27/09	11/10/09	\$526 00	\$443 62	\$82 38	SHORT
501044101/KROGER COMPANY	11 00	02/27/09	05/15/09	\$241 22	\$225 72	\$15 50	SHORT
501044101/KROGER COMPANY	22 00	02/27/09	12/08/09	\$445 30	\$451 42	(\$6 12)	SHORT
552715104/MEMC ELECTRONIC MATERIALS INC	10 00	11/06/08	02/27/09	\$151 52	\$187 80	(\$36 28)	SHORT
552715104/MEMC ELECTRONIC MATERIALS INC	12 00	11/12/08	02/27/09	\$181 83	\$192 58	(\$10 75)	SHORT
552715104/MEMC ELECTRONIC MATERIALS INC	12 00	11/06/08	02/27/09	\$181 83	\$215 64	(\$33 81)	SHORT
552715104/MEMC ELECTRONIC MATERIALS INC	12 00	11/05/08	02/27/09	\$181 83	\$248 16	(\$66 33)	SHORT
552715104/MEMC ELECTRONIC MATERIALS INC	14 00	11/20/08	02/27/09	\$212 18	\$163 64	\$48 54	SHORT
552715104/MEMC ELECTRONIC MATERIALS INC	16 00	11/18/08	02/27/09	\$242 44	\$218 56	\$23 88	SHORT
552715104/MEMC ELECTRONIC MATERIALS INC	48 00	10/31/08	02/27/09	\$727 34	\$872 64	(\$145 30)	SHORT
611742107/MONSTER WORLDWIDE INC	10 00	07/02/08	02/27/09	\$67 12	\$193 10	(\$125 98)	SHORT
611742107/MONSTER WORLDWIDE INC	11 00	06/17/08	02/27/09	\$73 80	\$248 27	(\$174 47)	SHORT
611742107/MONSTER WORLDWIDE INC	12 00	05/28/08	02/27/09	\$80 51	\$287 88	(\$207 37)	SHORT
611742107/MONSTER WORLDWIDE INC	106 00	05/09/08	02/27/09	\$711 25	\$2,786 73	(\$2,075 48)	SHORT
637071101/NATIONAL OILWELL VARCO INC	23 00	02/27/09	05/26/09	\$830 55	\$605 54	\$225 01	SHORT
64126X201/NEUSTAR INC	8 00	02/27/09	05/15/09	\$150 63	\$123 22	\$27 41	SHORT
655664100/NORDSTROM INC	1 00	10/07/08	02/27/09	\$13 27	\$22 73	(\$9 46)	SHORT
655664100/NORDSTROM INC	8 00	07/10/08	02/27/09	\$106 23	\$227 12	(\$120 89)	SHORT
655664100/NORDSTROM INC	25 00	12/26/08	02/27/09	\$331 99	\$299 72	\$32 27	SHORT
655664100/NORDSTROM INC	88 00	05/09/08	02/27/09	\$1,168 55	\$3,034 24	(\$1,865 69)	SHORT
681904108/OMNICARE INC	18 00	02/27/09	05/15/09	\$467 98	\$439 89	\$28 09	SHORT
681904108/OMNICARE INC	18 00	02/27/09	08/10/09	\$422 08	\$439 89	(\$17 81)	SHORT
681919106/OMNICOM GROUP INC	5 00	06/19/08	01/23/09	\$125 77	\$232 10	(\$106 33)	SHORT
681919106/OMNICOM GROUP INC	5 00	06/20/08	01/23/09	\$125 80	\$230 95	(\$105 15)	SHORT
681919106/OMNICOM GROUP INC	10 00	06/18/08	01/23/09	\$251 54	\$466 03	(\$214 49)	SHORT
681919106/OMNICOM GROUP INC	12 00	06/10/08	01/23/09	\$301 85	\$546 72	(\$244 87)	SHORT
681919106/OMNICOM GROUP INC	30 00	06/09/08	01/23/09	\$754 64	\$1,369 50	(\$614 86)	SHORT
718592108/PHILLIPS-VAN HEUSEN CORP	66 00	05/09/08	01/09/09	\$1,231 71	\$2,805 68	(\$1,573 97)	SHORT
723787107/PIONEER NATURAL RESOURCES COMPANY	5 00	02/27/09	05/15/09	\$121 39	\$73 10	\$48 29	SHORT
726505100/PLAINS EXPLORATION & PRODUCTION COMPANY	9 00	12/04/08	02/27/09	\$168 28	\$167 76	\$0 52	SHORT
726505100/PLAINS EXPLORATION & PRODUCTION COMPANY	12 00	10/22/08	02/27/09	\$224 34	\$285 65	(\$61 31)	SHORT
726505100/PLAINS EXPLORATION & PRODUCTION COMPANY	13 00	09/16/08	02/27/09	\$243 03	\$432 64	(\$189 61)	SHORT
726505100/PLAINS EXPLORATION & PRODUCTION COMPANY	39 00	05/09/08	02/27/09	\$729 11	\$2,613 06	(\$1,883 95)	SHORT
74762E102/QUANTA SERVICES INC	23 00	05/09/08	01/26/09	\$463 25	\$634 10	(\$170 85)	SHORT
74762E102/QUANTA SERVICES INC	90 00	05/09/08	02/27/09	\$1,575 53	\$2,481 22	(\$905 69)	SHORT
74762E102/QUANTA SERVICES INC	16 00	02/27/09	03/27/09	\$586 71	\$472 87	\$113 84	SHORT
74762E102/QUANTA SERVICES INC	5 00	02/27/09	06/02/09	\$201 69	\$147 77	\$53 92	SHORT
74762E102/QUANTA SERVICES INC	10 00	02/27/09	07/24/09	\$436 61	\$295 54	\$141 07	SHORT
74762E102/QUANTA SERVICES INC	11 00	02/27/09	05/15/09	\$162 57	\$131 89	\$30 68	SHORT
811065101/SCRIPPS NETWORKS INTERACTIVE INC	13 00	01/08/09	02/27/09	\$259 50	\$299 72	(\$40 22)	SHORT
811065101/SCRIPPS NETWORKS INTERACTIVE INC	13 00	01/09/09	02/27/09	\$259 53	\$294 55	(\$35 02)	SHORT
811065101/SCRIPPS NETWORKS INTERACTIVE INC	39 00	12/29/08	02/27/09	\$778 52	\$805 26	(\$26 74)	SHORT
844030106/SOUTHERN UNION COMPANY NEW	13 00	07/17/08	05/15/09	\$200 19	\$332 76	(\$132 57)	SHORT
87236Y108/TD AMERITRADE HOLDING CORPORATION	10 00	01/08/09	02/27/09	\$123 13	\$129 10	(\$5 97)	SHORT
87236Y108/TD AMERITRADE HOLDING CORPORATION	14 00	12/19/08	02/27/09	\$172 34	\$184 94	(\$12 60)	SHORT
87236Y108/TD AMERITRADE HOLDING CORPORATION	16 00	11/24/08	02/27/09	\$196 96	\$171 50	\$25 46	SHORT
87236Y108/TD AMERITRADE HOLDING CORPORATION	26 00	10/15/08	02/27/09	\$320 06	\$373 62	(\$53 56)	SHORT
87236Y108/TD AMERITRADE HOLDING CORPORATION	28 00	10/15/08	02/27/09	\$344 68	\$376 32	(\$31 64)	SHORT
87236Y108/TD AMERITRADE HOLDING CORPORATION	43 00	10/14/08	02/27/09	\$529 34	\$652 54	(\$123 20)	SHORT
91911X104/VALEANT PHARMACEUTICALS INTERNATIONAL	27 00	02/27/09	05/15/09	\$539 44	\$465 96	\$73 48	SHORT
91911X104/VALEANT PHARMACEUTICALS INTERNATIONAL	17 00	02/27/09	10/21/09	\$531 88	\$293 38	\$238 50	SHORT
929740108/WABTEC	6 00	02/27/09	06/02/09	\$221 75	\$162 40	\$59 35	SHORT
930059100/WAPDELL & REED FINANCIAL INC CLASS A	11 00	02/27/09	06/02/09	\$282 14	\$158 04	\$124 10	SHORT
948626106/WEIGHT WATCHERS INTERNATIONAL INC	10 00	05/21/08	01/15/09	\$252 34	\$423 10	(\$170 76)	SHORT
948626106/WEIGHT WATCHERS INTERNATIONAL INC	21 00	05/20/08	01/15/09	\$529 90	\$898 11	(\$368 21)	SHORT
948626106/WEIGHT WATCHERS INTERNATIONAL INC	3 00	05/21/08	01/16/09	\$77 62	\$126 92	(\$49 30)	SHORT
948626106/WEIGHT WATCHERS INTERNATIONAL INC	12 00	05/23/08	01/16/09	\$310 48	\$497 87	(\$187 39)	SHORT
948626106/WEIGHT WATCHERS INTERNATIONAL INC	16 00	06/02/08	01/16/09	\$413 99	\$645 26	(\$231 27)	SHORT
983919101/XILINX INC	8 00	11/26/08	02/27/09	\$142 96	\$125 91	\$17 05	SHORT
983919101/XILINX INC	9 00	11/06/08	02/27/09	\$160 80	\$152 37	\$8 43	SHORT
983919101/XILINX INC	13 00	11/03/08	02/27/09	\$232 27	\$228 93	\$3 34	SHORT
983919101/XILINX INC	18 00	10/30/08	02/27/09	\$321 61	\$320 94	\$0 67	SHORT
983919101/XILINX INC	46 00	10/29/08	02/27/09	\$821 90	\$841 80	(\$19 90)	SHORT
989207105/ZEBRA TECH CORP CL A	69 00	02/27/09	03/19/09	\$1,345 09	\$1,197 56	\$147 53	SHORT
989701107/ZIONS BANCORPORATION	5 00	10/09/08	02/27/09	\$51 90	\$149 14	(\$97 24)	SHORT
989701107/ZIONS BANCORPORATION	5 00	10/08/08	02/27/09	\$51 90	\$169 91	(\$118 01)	SHORT
989701107/ZIONS BANCORPORATION	10 00	09/30/08	02/27/09	\$103 81	\$384 37	(\$280 56)	SHORT
989701107/ZIONS BANCORPORATION	12 00	01/09/09	02/27/09	\$124 63	\$264 89	(\$140 26)	SHORT
989701107/ZIONS BANCORPORATION	13 00	10/09/08	02/27/09	\$134 96	\$356 33	(\$221 37)	SHORT

989701107/ZIONS BANCORPORATION	14.00	12/15/08	02/27/09	\$145.34	\$335.39	(\$190.05) SHORT
989701107/ZIONS BANCORPORATION	21.00	10/07/08	02/27/09	\$218.01	\$768.60	(\$550.59) SHORT
G16962105/BUNGE LIMITED	8.00	01/23/09	02/27/09	\$370.94	\$362.82	\$8.12 SHORT
G16962105/BUNGE LIMITED	20.00	01/14/09	02/27/09	\$927.33	\$815.61	\$111.72 SHORT
G68527105/PARTNERRE LIMITED	3.00	02/27/09	06/02/09	\$201.47	\$183.32	\$18.15 SHORT
H27013103/WEATHERFORD INTERNATIONAL LTD REG	6.00	10/08/08	02/27/09	\$64.20	\$96.00	(\$31.80) SHORT
H27013103/WEATHERFORD INTERNATIONAL LTD REG	56.00	10/07/08	02/27/09	\$599.19	\$574.40	(\$375.21) SHORT
H27013103/WEATHERFORD INTERNATIONAL LTD REG	1.00	10/08/08	05/15/09	\$17.91	\$16.00	\$1.91 SHORT
H27013103/WEATHERFORD INTERNATIONAL LTD REG	9.00	10/22/08	05/15/09	\$161.28	\$136.71	\$24.57 SHORT
4945SU100/KINDER MORGAN MGMT LLC	0.47		5/15/09	\$19.16	\$0.00	\$19.16 SHORT
4945SU100/KINDER MORGAN MGMT LLC	0.13		8/14/09	\$5.90	\$0.00	\$5.90 SHORT
4945SU100/KINDER MORGAN MGMT LLC	0.11		11/13/09	\$5.85	\$0.00	\$5.85 SHORT
015271109/ALEXANDRIA REAL ESTATE EQUITIES INC	5.00	06/04/09	09/08/09	\$257.47	\$198.63	\$58.84 SHORT
030420103/AMERICAN WATER WORKS COMPANY INC NEW	10.00	03/13/09	05/15/09	\$171.19	\$179.49	(\$8.30) SHORT
03748B101/APARTMENT INVEST & MNGMT COMPANY CLASS A	4.00	09/03/08	03/16/09	\$20.47	\$143.36	(\$122.89) SHORT
03748B101/APARTMENT INVEST & MNGMT COMPANY CLASS A	9.00	12/03/08	03/16/09	\$46.07	\$76.14	(\$30.07) SHORT
03748B101/APARTMENT INVEST & MNGMT COMPANY CLASS A	20.00	01/29/09	03/16/09	\$102.41	\$196.30	(\$93.89) SHORT
03748B101/APARTMENT INVEST & MNGMT COMPANY CLASS A	55.00	11/13/08	03/16/09	\$281.56	\$755.73	(\$474.17) SHORT
03748B101/APARTMENT INVEST & MNGMT COMPANY CLASS A	70.00	07/22/08	03/16/09	\$358.35	\$2,734.37	(\$2,376.02) SHORT
125896100/CMS ENERGY CORP	10.00	11/14/08	05/15/09	\$112.79	\$109.44	\$3.35 SHORT
404280406/HSBC HOLDINGS PLC SPONSORED ADR NEW	15.00	04/03/09	11/19/09	\$920.80	\$486.00	\$434.80 SHORT
404280406/HSBC HOLDINGS PLC SPONSORED ADR NEW	5.00	04/03/09	11/30/09	\$291.67	\$161.99	\$129.68 SHORT
404280406/HSBC HOLDINGS PLC SPONSORED ADR NEW	10.00	04/14/09	12/18/09	\$552.08	\$353.48	\$198.60 SHORT
4945SU100/KINDER MORGAN MGMT LLC	15.00	12/18/08	05/15/09	\$599.85	\$574.61	\$25.24 SHORT
50075N104/KRAFT FOODS CLASS A	10.00	09/11/08	05/15/09	\$247.39	\$329.39	(\$52.00) SHORT
682680103/ONEOK INC NEW	10.00	12/18/08	05/15/09	\$263.69	\$279.80	(\$16.11) SHORT
682680103/ONEOK INC NEW	10.00	12/18/08	10/26/09	\$377.19	\$279.80	\$97.39 SHORT
844030106/SOUTHERN UNION COMPANY NEW	15.00	01/13/09	05/15/09	\$231.89	\$197.40	\$34.49 SHORT
844030106/SOUTHERN UNION COMPANY NEW	20.00	01/13/09	10/26/09	\$400.78	\$263.20	\$137.58 SHORT
847560109/SPECTRA ENERGY CORP	10.00	08/12/08	05/15/09	\$148.29	\$258.20	(\$109.91) SHORT
874039100/TAIWAN SEMICONDUCT MANFCT COMP LTD SPONS ADR	5.03	06/05/08	05/15/09	\$50.65	\$58.90	(\$8.25) SHORT
874039100/TAIWAN SEMICONDUCT MANFCT COMP LTD SPONS ADR	14.97	06/06/08	05/15/09	\$150.94	\$174.52	(\$23.58) SHORT
879382208/TELEFONICA SA SPONSORED ADR	20.00	11/14/08	09/23/09	\$1,673.75	\$1,170.06	\$503.69 SHORT
884903105/THOMSON REUTERS CORP	10.00	02/25/09	10/26/09	\$321.89	\$246.77	\$75.12 SHORT
971807102/WILMINGTON TRUST CORP	85.00	08/06/08	02/02/09	\$1,072.82	\$2,162.47	(\$1,089.65) SHORT
Y75638109/SEASPACE CORPORATION	25.00	12/18/08	05/15/09	\$150.99	\$209.50	(\$58.51) SHORT
Y75638109/SEASPACE CORPORATION	95.00	12/18/08	06/09/09	\$641.45	\$796.10	(\$154.65) SHORT
KINDER MORGAN MGMT LLC	0.34	02/13/09	\$14.22	\$0.00	\$14.22	SHORT
KINDER MORGAN MGMT LLC	0.46	05/15/09	\$18.69	\$0.00	\$18.69	SHORT
KINDER MORGAN MGMT LLC	0.86	08/14/09	\$59.23	\$0.00	\$39.23	SHORT
KINDER MORGAN MGMT LLC	0.81	11/13/09	\$44.18	\$0.00	\$44.18	SHORT
874039100/TAIWAN SEMICONDUCT MANFCT COMP LTD SPONS ADR	0.96		10/26/09	\$9.82	\$0.00	\$9.82 SHORT
055622104/BP PLC SPONSORED ADR	10.00	12/02/08	05/15/09	\$455.48	\$455.48	\$0.00 SHORT
067901108/BARRICK GOLD CORP	50.00	12/24/08	06/15/09	\$1,650.96	\$1,725.39	(\$74.43) SHORT
136375102/CANADIAN NATIONAL RAILWAY COMPANY	5.00	12/18/08	12/09/09	\$272.84	\$187.08	\$85.76 SHORT
404280406/HSBC HOLDINGS PLC SPONSORED ADR NEW	10.00	05/12/09	12/09/09	\$565.52	\$429.66	\$135.86 SHORT
633643408/NATIONAL BANK GREECE SA SPONSORED ADR	130.00	09/18/09	12/18/09	\$636.82	\$863.51	(\$226.69) SHORT
654445303/NINTENDO LTD ADR	10.00	01/09/09	09/18/09	\$335.99	\$459.50	(\$123.51) SHORT
654445303/NINTENDO LTD ADR	25.00	01/09/09	11/24/09	\$771.23	\$1,148.75	(\$377.52) SHORT
752344309/RANDGOLD RESOURCES LIMITED ADR	5.00	06/15/09	12/09/09	\$404.48	\$330.10	\$74.38 SHORT
891160509/TORONTO DOMINION BANK NEW	5.00	04/14/09	12/09/09	\$305.04	\$200.85	\$104.19 SHORT
925458101/VESTAS WIND SYSTEMS A/S UTD KINGDOM UNSPONS ADR REP	10.00	06/12/08	05/15/09	\$238.59	\$442.00	(\$203.41) SHORT
961214301/WESTPAC BANKING CORP SPONSORED ADR	10.00	12/18/08	09/18/09	\$1,085.87	\$576.48	\$509.39 SHORT
23636T100/DANONE SPONSORED ADR			06/19/09	\$79.53	\$0.00	\$79.53 SHORT
H50430232/LOGITECH INTERNATIONAL SA NAMEN AKT	60.00	01/23/08	01/09/09	\$838.20	\$1,558.52	(\$720.32) SHORT
74499AFES/PRUDENTIAL FINANCIAL XXX SUBMITTED FOR TEND	5000.00	12/15/08	06/16/09	\$5,000.00	\$4,737.50	\$262.50 SHORT
58933Y105/MERCK & COMPANY INC NEW	0.87		12/02/09	\$29.06	\$0.00	\$29.06 SHORT
BP PLC SPONSORED ADR	40	12/20/06	05/15/09	\$1,824.35	\$2,682.80	(\$858.45) LONG
GLAXOSMITHKLINE PLC SPONSORED ADR	445	12/20/06	06/23/09	\$1,631.22	\$2,350.35	(\$719.13) LONG
KIMBERLY-CLARK CORP	17	06/23/08	12/22/09	\$1,087.80	\$1,043.80	\$44.00 LONG
PHILIP MORRIS INTERNATIONAL INC	40	10/23/03	06/23/09	\$1,661.15	\$961.29	\$699.86 LONG
ROYAL DUTCH SHELL PLC	30	06/27/06	06/23/09	\$1,517.96	\$2,005.80	(\$487.84) LONG
US BANCORP DE	25	12/21/04	03/04/09	\$273.75	\$758.25	(\$484.50) LONG
US BANCORP DE	30	06/23/04	03/04/09	\$328.50	\$852.30	(\$523.80) LONG
US BANCORP DE	30	06/22/05	03/04/09	\$328.50	\$885.00	(\$556.50) LONG
US BANCORP DE	45	06/27/07	03/04/09	\$492.77	\$1,490.40	(\$997.63) LONG
US BANCORP DE	400	10/23/03	03/04/09	\$4,380.06	\$10,247.63	(\$5,867.57) LONG
WELLS FARGO & CO NEW	365	12/12/07	06/23/09	\$8,223.27	\$11,175.61	(\$2,952.34) LONG
00206R102/AT&T INC	15.00	02/13/07	05/15/09	\$373.04	\$559.65	(\$186.61) LONG
00206R102/AT&T INC	20.00	02/13/07	05/19/09	\$496.38	\$746.20	(\$249.82) LONG
194162103/COLGATE-PALMOLIVE COMPANY	10.00	02/13/07	05/15/09	\$633.68	\$672.50	(\$38.82) LONG
194162103/COLGATE-PALMOLIVE COMPANY	20.00	02/13/07	09/08/09	\$1,426.63	\$1,345.00	\$81.63 LONG
194162103/COLGATE-PALMOLIVE COMPANY	10.00	02/13/07	11/19/09	\$839.90	\$672.50	\$167.40 LONG
194162103/COLGATE-PALMOLIVE COMPANY	10.00	02/13/07	12/18/09	\$819.97	\$672.50	\$147.47 LONG
363576109/ARTHUR J GALLAGHER & COMPANY	55.00	02/13/07	03/16/09	\$896.18	\$1,586.75	(\$690.57) LONG
444717102/HUGOTON ROYALTY TRUST TX UNIT BEN INT	65.00	02/13/07	08/12/09	\$904.77	\$1,611.35	(\$706.58) LONG
444717102/HUGOTON ROYALTY TRUST TX UNIT BEN INT	100.00	02/13/07	08/24/09	\$1,452.96	\$2,479.00	(\$1,026.04) LONG
50075N104/KRAFT FOODS CLASS A	70.00	09/11/08	10/06/09	\$1,824.85	\$2,305.72	(\$480.87) LONG
579780206/MC CORMICK & COMPANY INC NON VOTING	40.00	09/27/07	06/01/09	\$1,225.96	\$1,498.40	(\$272.44) LONG
579780206/MC CORMICK & COMPANY INC NON VOTING	25.00	09/27/07	06/02/09	\$769.50	\$936.50	(\$167.00) LONG
580135101/MCDONALDS CORP	10.00	11/14/08	11/23/09	\$639.58	\$571.26	\$68.32 LONG
595017104/MICROCHIP TECHNOLOGY INC	30.00	02/14/07	05/15/09	\$604.18	\$1,080.90	(\$476.72) LONG
595017104/MICROCHIP TECHNOLOGY INC	10.00	02/14/07	11/23/09	\$257.49	\$360.30	(\$102.81) LONG
65473P105/NISOURCE INC	30.00	02/13/07	05/15/09	\$320.09	\$730.20	(\$410.11) LONG
670346105/NUCOR CORP	50.00	09/13/07	03/18/09	\$1,700.64	\$2,814.45	(\$1,113.81) LONG
704326107/PAYCHEX INC	35.00	07/16/07	03/16/09	\$788.92	\$1,526.00	(\$737.08) LONG
704326107/PAYCHEX INC	15.00	07/16/07	09/08/09	\$416.67	\$654.00	(\$237.33) LONG
742718109/FROCTER & GAMBLE COMPANY	10.00	02/13/07	05/15/09	\$506.08	\$644.50	(\$138.42) LONG
847560109/SPECTRA ENERGY CORP	35.00	08/12/08	10/26/09	\$696.48	\$903.68	(\$207.20) LONG
871829107/SYSCO CORP	35.00	11/06/07	04/15/09	\$776.28	\$1,225.00	(\$448.72) LONG

871829107/SYSCO CORP	55 00	11/06/07	04/30/09	\$1,280 62	\$1,925 00	(\$644 38) LONG
879382208/TELEFONICA S A SPONSORED ADR	5 00	11/14/08	12/18/09	\$408 97	\$292 51	\$116 46 LONG
97381W104/WINDSTREAM CORP	20 00	02/13/07	05/15/09	\$163 99	\$295 00	(\$131 01) LONG
000375204/ABB LIMITED SPONSORED ADR	5 00	06/25/07	09/18/09	\$102 50	\$112 02	(\$9 52) LONG
05946K101/BANCO BILBAO VIZCAYA ARGENTARIA S A SPONSORED ADR	85 00	11/19/04	03/27/09	\$724 63	\$1,375 30	(\$650 67) LONG
OSS606105/BHP BILLITON LIMITED SPONSORED ADR	10 00	10/22/03	12/09/09	\$723 55	\$166 70	\$556 85 LONG
110445107/BRITISH AMERN TOBACCO PLC SPONS ADR 25P	15 00	03/26/05	05/15/09	\$778 33	\$1,076 41	(\$298 08) LONG
138006309/CANON INC ADR REPRESENTING 5 SHARES	52 00	10/22/03	03/27/09	\$1,581 65	\$1,744 52	(\$162 87) LONG
16941M109/CHINA MOBILE LIMITED SPONSORED ADRS	35 00	12/22/03	12/10/09	\$1,613 90	\$519 05	\$1,094 85 LONG
23636T000/DANONE SPONSORED ADR	20 00	04/23/08	05/15/09	\$205 99	\$355 80	(\$149 81) LONG
25243Q205/DIAGEO PLC NEW SPONSORED ADR	15 00	01/11/06	05/15/09	\$784 17	\$901 35	(\$117 18) LONG
258780103/E ON AG SPONSORED ADR	25 00	05/26/04	01/09/09	\$938 49	\$563 75	\$374 74 LONG
358029106/FRESENIUS MEDICAL CARE AG & CO KOM SPONSORED ADR REPSTG	20 00	05/17/07	01/09/09	\$888 59	\$1,006 72	(\$118 13) LONG
358029106/FRESENIUS MEDICAL CARE AG & CO KOM SPONSORED ADR REPSTG	15 00	05/17/07	05/15/09	\$598 18	\$755 04	(\$156 86) LONG
404280406/HSBC HOLDINGS PLC SPONSORED ADR NEW	15 00	02/05/04	01/09/09	\$719 39	\$1,152 90	(\$433 51) LONG
404280406/HSBC HOLDINGS PLC SPONSORED ADR NEW	15 00	02/05/04	01/27/09	\$553 09	\$1,152 90	(\$599 81) LONG
606822104/MITSUBISHI UFJ FINANCIAL GROUP INCORPORATED SPONSOR	235 00	10/22/03	11/24/09	\$1,198 46	\$1,722 55	(\$524 09) LONG
641069406/NESTLE S A SPNSD ADR REPSTG REG SHS	30 00	10/22/03	01/09/09	\$1,088 99	\$684 00	\$404 99 LONG
641069406/NESTLE S A SPNSD ADR REPSTG REG SHS	10 00	02/13/04	05/15/09	\$357 49	\$274 60	\$82 89 LONG
641069406/NESTLE S A SPNSD ADR REPSTG REG SHS	20 00	10/22/03	05/15/09	\$714 98	\$456 00	\$258 98 LONG
654090109/NIDEC CORPORATION SPONS ADR	155 00	01/05/07	01/09/09	\$1,613 04	\$2,964 73	(\$1,351 69) LONG
654902204/NOKIA CORPORATION SPONSORED ADR	105 00	03/26/08	08/05/09	\$1,371 27	\$3,317 47	(\$1,946 20) LONG
670100205/NOVA NORDISK AS ADR	15 00	11/27/06	05/15/09	\$751 03	\$577 86	\$173 17 LONG
771195104/ROCHE HOLDING LIMITED SPONSORED ADR	20 00	10/07/05	06/15/09	\$659 98	\$728 50	(\$68 52) LONG
771195104/ROCHE HOLDING LIMITED SPONSORED ADR	20 00	02/12/07	06/15/09	\$659 98	\$907 00	(\$247 02) LONG
780087102/ROYAL BANK CANADA MONTREAL	30 00	03/02/06	05/15/09	\$1,067 97	\$1,261 50	(\$193 53) LONG
826197501/SIEMENS A G SPONS ADR	5 00	10/22/03	09/18/09	\$489 63	\$329 25	\$160 38 LONG
87160A100/SYNGENTA AG SPONSORED ADR	20 00	09/08/04	05/15/09	\$925 97	\$356 80	\$569 17 LONG
87938220a/TELEFONICA S A SPONSORED ADR	10 00	10/22/03	05/15/09	\$584 88	\$358 26	\$226 62 LONG
881575302/TESCO PLC SPONSORED ADR	35 00	10/22/03	05/15/09	\$562 08	\$421 75	\$140 33 LONG
88909410a/TOKIO MARINE HOLDINGS INC ADR	25 00	01/11/05	05/15/09	\$767 48	\$736 39	\$31 09 LONG
88909410a/TOKIO MARINE HOLDINGS INC ADR	50 00	01/11/05	08/05/09	\$1,472 62	\$1,472 78	(\$0 16) LONG
89151E109/TOTAL S A SPONSORED ADR	20 00	10/22/03	05/15/09	\$1,056 37	\$776 64	\$279 73 LONG
053611307/AVERY DENNISON CORP PFD \$5 HIMEDS UNIT 7 875%	100 00	12/11/07	02/25/09	\$2,574 98	\$5,223 00	(\$2,648 02) LONG
05399AEK7/AVNET INC XXX SUBMITTED FOR TEN	8000 00	09/19/06	03/16/09	\$8,000 00	\$7,780 00	\$220 00 LONG
060505682/BANK AMERICA CORP NON CUM PERPETUAL CONVERT P	4 00	02/07/08	03/26/09	\$1,752 99	\$4,445 80	(\$2,692 81) LONG
29364G202/ENTERGY CORP NEW CRG EQUITY UNITS	25 00	01/24/07	02/03/09	\$1,194 99	\$1,486 00	(\$291 01) LONG
29364G202/ENTERGY CORP NEW CRG EQUITY UNITS	50 00	03/09/06	02/03/09	\$2,389 98	\$2,546 00	(\$156 02) LONG
343412AA0/FLUOR CORP SENIOR NOTE CONVERTIBLE B/E	2000 00	01/14/05	02/04/09	\$8,872 60	\$2,245 00	\$627 60 LONG
458140AD2/INTEL CORP JUNIOR SUB DEBENT CONVERTIBLE SEMI B/E	3000 00	04/17/06	05/20/09	\$2,475 00	\$2,542 50	(\$67 50) LONG
524901303/LEGG MASON INC CORP UNIT PFD	85 00	05/07/08	08/03/09	\$2,587 61	\$4,250 00	(\$1,662 39) LONG
58933Y105/MERCK & COMPANY INC NEW	89 00	08/17/07	12/03/09	\$3,267 99	\$1,636 28	\$1,631 71 LONG
59099AJCO/MERRILL LYNCH & CO XXX SUBMITTED FOR TENDER NOTE LYON	7000 00	05/23/06	02/24/09	\$7,671 86	\$7,726 25	(\$54 39) LONG
65332VAY9/NETTEL COMMUN INC CONVERTIBLE SENIOR NOTE BIE	7000 00	09/21/05	09/16/09	\$7,000 00	\$7,105 00	(\$105 00) LONG
88165FAAO/TEVA PHARM FINL CO BV SENIOR DEBENTCONVERT BIE	3000 00	05/23/06	05/20/09	\$3,300 00	\$2,902 50	\$397 50 LONG
983024AD2/WYETH SENIOR DEBENTURE VAR CONVERTIBLE	7000 00	01/23/07	06/17/09	\$6,930 00	\$7,612 50	(\$682 50) LONG
FEDERAL HOME LOAN MTG CORP MEDIUM TERM NOTE	6000	06/19/08	07/01/09	\$6,000 00	\$6,004 62	(\$4 62) LONG
FEDERAL NATL MTG ASSN NOTE B/E	5000	02/20/08	05/15/09	\$5,367 05	\$5,298 75	\$68 30 LONG

Short-Term Total	\$101,962 07	\$130,334 48	(\$28,372 41)
Long-Term Total	\$130,912 87	\$159,594 84	(\$28,681 97)
Grand Total	\$232,874 94	\$289,929.32	(\$57,054.38)

William E and Rose Marie Davis Foundation
91-1787066

Form 990-PF, page 10
Part II, Line 2



THE WILLIAM E. AND ROSE MARIE DAVIS FOUNDATION
SCHOLARSHIP APPLICATION

GENERAL

1. Applicants will be graduates of High School or attained a G.E.D.
2. Applicants must be enrolled or in the process of enrolling full time or part time in an accredited institution of higher learning to include university, college, or technical institute, public or private.
3. Applicants must maintain at least a 2.2 cumulative grade point average on a 4.0 scale. Grade transcripts must be provided to the Foundation **EACH SEMESTER**.
4. Mail the Foundation a copy of the bill. Scholarships will be disbursed directly to the educational institution each semester.

INFORMATION AND INSTRUCTIONS FOR APPLICANTS

1. All completed applications must be mailed to The William E. and Rose Marie Davis Foundation, 2391 Davis Mtn. Lane, Omaha, NE 68112. Deadline: Packets must be postmarked by May 1st, 2009.
2. The following items are required for consideration:
 - a. Scholarship Form (See copy attached, keep this page for your records).
 - b. Grade transcript and results of ACT and/or SAT test.
 - c. Attach a letter of recommendation (must be signed and sealed by personal reference).
 - d. Essay question
3. Interview by a board member(s) of the foundation will take place after items are received and reviewed by the board.

William E and Rose Marie Davis *5th*
91-1787066

Form 990-PF Page 10
2

Part XII, Line 2

I. PERSONAL DATA

() Mr. () Ms. _____
NAME (Last) (First) (M.I.)

PERMANENT ADDRESS (Street) (City) (State) (Zipcode)

/ / ()
D.O.B. (month, day, year) Area Code Telephone No. Social Security No.

NAME OF PARENT/GUARDIAN

PERMANENT MAILING ADDRESS OF PARENT/GUARDIAN (if different from applicant)

()
Telephone Number of parent/guardian

Please report any unusual family or personal circumstances you believe warrant attention.

William E and Rose Marie Davis Elton
91-1787066

Form 990-PF, page 10
Part XX, line 2

II. ACADEMIC DATA

Cumulative High School GPA _____

Class Rank _____ of _____ Percentile _____

Intended College Major _____

PROSPECTIVE COLLEGES:

<u>School</u>	<u>City</u>	<u>State</u>	<u>Application Status*</u>
1. _____	_____	_____	_____
2. _____	_____	_____	_____
3. _____	_____	_____	_____

For each college to which you have applied complete the attached estimate of costs and expenses.
*Proper responses are "Awaiting Decision", "Approved", or "Declined". Do not abbreviate
or respond "N/A".

OTHER AWARDS

Please list below the name of any grants or scholarships that you have applied for and
what amount if awarded for the coming school year.

Name of Award*	Amount
_____	_____
_____	_____
_____	_____
_____	_____

III. INCOME, EXPENSE AND ASSET DATA

Please have your parents attach the following information, if you have income please submit this same information. If your parents are divorced, they each need to submit information.

1. A copy of the first two pages of Federal Income Tax Form 1040 Tax return filed this year (or 1040A or 1040EZ).
2. Sum of cash, savings, checking accounts, bonds, cash value of stocks, certificates of deposits, notes, etc. Parents \$ _____
Applicant \$ _____
3. Total number of family members who will be attending a post-secondary school at least part time during the following school year, including applicant: _____

IV. PERSONAL REFERENCES

Please provide at least three personal references.

1. Name _____
Address _____ Telephone (____) _____
Relationship _____
2. Name _____
Address _____ Telephone (____) _____
Relationship _____
3. Name _____
Address _____ Telephone (____) _____
Relationship _____

William E & Rose Marie Davis Feltz
91-1787066

Form 990-OP, Page 10,
Part III, Line 25

V. ESTIMATED COST AND EXPENSES

1. College _____

Tuition per year- _____

Room and Board per year- _____

Total cost per year _____

2. College _____

Tuition per year- _____

Room and Board per year- _____

Total cost per year- _____

3. College _____

Tuition per year- _____

Room and Board per year- _____

Total cost per year- _____

The information provided on this application form is complete and accurate to the best of my knowledge. I understand that misrepresentation of fact would result in the automatic cancellation of my scholarship.

Applicant's Signature

Date Completed

Guardian's Signature

Guardian's Signature

William E. & Rose Marie Davis Edtn
91-1787066

Form 490-PE, Page 10
6

Part II, line 2

VI. ESSAY

Please type your responses to the following question on a separate sheet. Put your name at the top of the page and attach to your application. Limit your response to 300 words or less.

1. We are interested in your experiences and/or your potential as a leader. Please describe an event during the past 4 years when you took a leadership role, formally (in an elected or appointed leadership role) or informally (your relationship to another person or group). Relate this experience to your educational and career objectives and to your future goals.

