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INTERNAL REVENUE SERVICE

Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2009

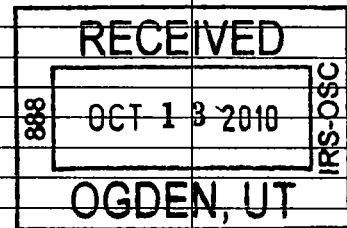
For calendar year 2009, or tax year beginning 06/01, 2009, and ending 05/31, 2010

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 THELMA BRAUN & BOCKLETT FAMILY FOUNDATION (30-16-100-0339697)		A Employer identification number 52-7186004
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see page 10 of the instructions) (800) 357-7094
BANK OF AMERICA, N.A. P.O. BOX 831041		
City or town, state, and ZIP code DALLAS, TX 75283-1041		
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		C If exemption application is pending, check here <input type="checkbox"/>
Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 3,104,610.		D 1 Foreign organizations, check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual		2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
Other (specify) _____ (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check <input checked="" 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	86,672.	86,672.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	73,089.			
	b Gross sales price for all assets on line 6a 1,206,861.				
	7 Capital gain net income (from Part IV, line 2)		73,089.		
	8 Net short-term capital gain				
Operating and Administrative Expenses	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)	3,913.	1,834.		STMT 4
	12 Total Add lines 1 through 11	163,674.	161,595.		
	13 Compensation of officers, directors, trustees, etc.	32,380.	18,348.		14,032.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule) STMT 5	2,091.	NONE	NONE	2,091.
	c Other professional fees (attach schedule) STMT 6	1,478.			1,478.
	17 Interest				
	18 Taxes (attach schedule) (see page 14 of the instructions)	1,132.	1,132.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	8,117.	310.		7,807.
	24 Total operating and administrative expenses. Add lines 13 through 23	45,198.	19,790.	NONE	25,408.
	25 Contributions, gifts, grants paid	139,550.			139,550.
	26 Total expenses and disbursements Add lines 24 and 25	184,748.	19,790.	NONE	164,958.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-21,074.			
	b Net investment income (if negative, enter -0-)		141,805.		
	c Adjusted net income (if negative, enter -0-)				



For Privacy Act and Paperwork Reduction Act Notice, see page 30 of the instructions.

JSA

Form 990-PF (2009) 2-1

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ENVELOPE
POSTMARK DATE OCT 08 2010

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ENVELOPE
POSTMARK DATE OCT 08 2010

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)			
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value		
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	196,691.	40,490.	40,490.
	3	Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ 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)	NONE	498,888.	538,905.
	b	Investments - corporate stock (attach schedule)	NONE	679,977.	795,646.
	c	Investments - corporate bonds (attach schedule)	NONE	304,732.	317,728.
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	2,756,571.	1,406,140.	1,411,841.
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	2,953,262.	2,930,227.	3,104,610.	
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 ▶)			
23	Total liabilities (add lines 17 through 22)				
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	2,953,262.	2,930,227.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	2,953,262.	2,930,227.	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	2,953,262.	2,930,227.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,953,262.
2	Enter amount from Part I, line 27a	2	-21,074.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 9	3	131.
4	Add lines 1, 2, and 3	4	2,932,319.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 10	5	2,092.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,930,227.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV DETAIL					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	73,089.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions). If (loss), enter -0- in Part I, line 8.			3		

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

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

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

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

(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	174,441.	2,960,337.	0.05892606146
2007	152,004.	3,572,474.	0.04254866515
2006	186,542.	3,572,474.	0.05221647519
2005	166,644.	3,419,488.	0.04873361158
2004	153,487.	3,379,174.	0.04542145507
2 Total of line 1, column (d)			2 0.24784626845
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 0.04956925369
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5			4 3,090,981.
5 Multiply line 4 by line 3			5 153,218.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 1,418.
7 Add lines 5 and 6			7 154,636.
8 Enter qualifying distributions from Part XII, line 4 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.			8 164,958.

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	1,418.
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	1,418.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	1,418.
6 Credits/Payments:		
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	776.
b Exempt foreign organizations-tax withheld at source	6b	NONE
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE
d Backup withholding erroneously withheld	6d	
7 Total credits and payments. Add lines 6a through 6d	7	776.
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	642.
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> Refunded <input type="checkbox"/> 11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a	X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b	X
If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year?	1c	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2	X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	X
If "Yes," attach the statement required by General Instruction T.		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) <input checked="" type="checkbox"/> STMT 11		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Form 990-PF (2009)

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 ► NONE				
14	The books are in care of ► BANK OF AMERICA, N.A. Telephone no ► (214) 209-1965			
Located at ► 901 MAIN ST, FL 19, DALLAS, TX		ZIP + 4 ► 75202-3714		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009?	<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)	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

Form 990-PF (2009)

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 ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ 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
SEE STATEMENT 12		32,380.	- 0 -	- 0 -

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

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

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

Form 990-PF (2009)

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

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

Total number of others receiving over \$50,000 for professional services **NONE****Part IX-A Summary of Direct Charitable Activities**

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

Expenses

1 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See page 24 of the instructions	
3 NONE	

Total. Add lines 1 through 3

Form 990-PF (2009)

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	3,138,052.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see page 24 of the instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	3,138,052.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	3,138,052.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see page 25 of the instructions)	4	47,071.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,090,981.
6	Minimum investment return. Enter 5% of line 5	6	154,549.

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	154,549.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	1,418.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,418.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	153,131.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	153,131.
6	Deduction from distributable amount (see page 25 of the instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	153,131.

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	164,958.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	164,958.
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	1,418.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	163,540.

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				153,131.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			139,345.	
b Total for prior years 20 <u>07</u> , 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2009				
a From 2004	NONE			
b From 2005	NONE			
c From 2006	NONE			
d From 2007	NONE			
e From 2008	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ <u>164,958.</u>				
a Applied to 2008, but not more than line 2a . . .			139,345.	
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)		NONE		
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)	NONE			
d Applied to 2009 distributable amount				25,613.
e Remaining amount distributed out of corpus . . .	NONE			
5 Excess distributions carryover applied to 2009 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions		NONE		
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				127,518.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)	NONE			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)	NONE			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9.				
a Excess from 2005 . . .	NONE			
b Excess from 2006 . . .	NONE			
c Excess from 2007 . . .	NONE			
d Excess from 2008 . . .	NONE			
e Excess from 2009 . . .	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see page 28 of the instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines.

SEE ATTACHED STATEMENT FOR LINE 2

N/A

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

SEE ATTACHED STATEMENT FOR LINE 2

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
SEE STATEMENT 17				
Total			▶ 3a	139,550.
b Approved for future payment				
Total			▶ 3b	

Form **990-PF** (2009)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount		
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	86,672.		
5 Net rental income or (loss) from real estate.						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	73,089.		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b <u>WELLS FARGO CO NEW</u>			14	1,834.		
c <u>EXCISE TAX REFUND</u>			14	2,079.		
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				163,674.		
13 Total. Add line 12, columns (b), (d), and (e)				13	163,674.	

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

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

[illegible]

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM GAIN FROM FORM 6781					2,270.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					1,788.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					41.	
		TOTAL LONG-TERM GAIN FROM FORM 6781					3,404.	
		75. AT&T INC				P	02/09/2000	05/03/2010
1,972.00		PROPERTY TYPE: SECURITIES					-1,215.00	
		3,187.00						
		75. AT&T INC				P	05/04/2000	05/03/2010
1,972.00		PROPERTY TYPE: SECURITIES					-1,182.00	
		3,154.00						
		80. AT&T INC				P	03/22/2006	05/03/2010
2,103.00		PROPERTY TYPE: SECURITIES					-51.00	
		2,154.00						
		45. ABBOTT LABS				P	09/22/2006	05/03/2010
2,285.00		PROPERTY TYPE: SECURITIES					131.00	
		2,154.00						
		100. AMAZON COM INC				P	08/01/2007	08/12/2009
8,443.00		PROPERTY TYPE: SECURITIES					754.00	
		7,689.00						
		50. AMGEN INC				P	11/19/2008	05/03/2010
2,881.00		PROPERTY TYPE: SECURITIES					108.00	
		2,773.00						
		25. APACHE CORP				P	09/10/2009	05/03/2010
2,604.00		PROPERTY TYPE: SECURITIES					351.00	
		2,253.00						
		45. APACHE CORP				P	01/27/2009	05/03/2010
4,687.00		PROPERTY TYPE: SECURITIES					1,246.00	
		3,441.00						

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
870.00		15. APOLLO GROUP INC CL A PROPERTY TYPE: SECURITIES 948.00				P	04/08/2009	05/03/2010 -78.00
1,780.00		100. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES 3,854.00				P	02/07/2008	07/09/2009 -2,074.00
1,335.00		75. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES 2,701.00				P	09/15/2006	07/09/2009 -1,366.00
1,780.00		75. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES 2,701.00				P	09/15/2006	09/10/2009 -921.00
2,373.00		100. AUTODESK INC (DEL) PROPERTY TYPE: SECURITIES 1,886.00				P	12/17/2008	09/10/2009 487.00
4,774.00		150. AVON PRODS INC PROPERTY TYPE: SECURITIES 5,899.00				P	05/06/2008	09/10/2009 -1,125.00
3,182.00		100. AVON PRODS INC PROPERTY TYPE: SECURITIES 3,545.00				P	02/01/2008	09/10/2009 -363.00
3,193.00		100. AVON PRODS INC PROPERTY TYPE: SECURITIES 3,545.00				P	02/01/2008	05/03/2010 -352.00
479.00		15. AVON PRODS INC PROPERTY TYPE: SECURITIES 498.00				P	09/06/2007	05/03/2010 -19.00
1,304.00		40. CIGNA CORP PROPERTY TYPE: SECURITIES 518.00				P	03/06/2009	05/03/2010 786.00
955.00		30. CELANESE CORP DEL SER A COM PROPERTY TYPE: SECURITIES 797.00				P	09/10/2009	05/03/2010 158.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
688.00		25. CISCO SYS INC PROPERTY TYPE: SECURITIES 575.00				P	09/10/2009	05/03/2010
							113.00	
50,000.00		3553.66 COLUMBIA INTERNATIONAL VALUE FUN PROPERTY TYPE: SECURITIES 57,143.00				P	12/04/2001	05/03/2010
							-7,143.00	
2,553.00		125. COMCAST CORP CL A COM PROPERTY TYPE: SECURITIES 2,384.00				P	10/03/2008	05/03/2010
							169.00	
1,977.00		100. CORNING INC PROPERTY TYPE: SECURITIES 1,618.00				P	06/11/2009	05/03/2010
							359.00	
3,460.00		175. CORNING INC PROPERTY TYPE: SECURITIES 2,643.00				P	04/21/2009	05/03/2010
							817.00	
1,533.00		100. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES 2,193.00				P	08/07/2008	05/03/2010
							-660.00	
690.00		45. DEAN FOODS CO NEW COM PROPERTY TYPE: SECURITIES 917.00				P	07/22/2008	05/03/2010
							-227.00	
2,442.00		65. DISNEY (WALT) COMPANY PROPERTY TYPE: SECURITIES 1,924.00				P	09/05/2006	05/03/2010
							518.00	
1,160.00		15. DUN & BRADSTREET CORP DEL NEW COM PROPERTY TYPE: SECURITIES 1,345.00				P	02/16/2007	05/03/2010
							-185.00	
2,912.00		150. E M C CORP MASS PROPERTY TYPE: SECURITIES 1,866.00				P	04/21/2009	05/03/2010
							1,046.00	
3,203.00		165. E M C CORP MASS PROPERTY TYPE: SECURITIES 1,871.00				P	01/13/2009	05/03/2010
							1,332.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,388.00		30. EOG RESOURCES INC PROPERTY TYPE: SECURITIES 2,169.00				P	05/19/2009	05/03/2010 1,219.00
3,685.00		50. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES 4,473.00				P	11/29/2006	06/09/2009 -788.00
7,384.00		100. ENTERGY CORP NEW COM PROPERTY TYPE: SECURITIES 8,947.00				P	11/29/2006	07/09/2009 -1,563.00
1,216.00		25. EXELON CORP COM PROPERTY TYPE: SECURITIES 1,962.00				P	02/14/2008	09/10/2009 -746.00
1,216.00		25. EXELON CORP COM PROPERTY TYPE: SECURITIES 1,115.00				P	12/29/2004	09/10/2009 101.00
2,202.00		50. EXELON CORP COM PROPERTY TYPE: SECURITIES 2,230.00				P	12/29/2004	05/03/2010 -28.00
5,397.00		75. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES 3,836.00				P	08/03/2007	08/26/2009 1,561.00
1,799.00		25. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES 1,042.00				P	04/03/2007	08/26/2009 757.00
3,854.00		50. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES 2,084.00				P	04/03/2007	09/10/2009 1,770.00
1,506.00		15. EXPRESS SCRIPTS INC CL A PROPERTY TYPE: SECURITIES 625.00				P	04/03/2007	05/03/2010 881.00
3,080.00		42. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 1,639.00				P	04/28/2000	06/09/2009 1,441.00

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)	
4,253.00		58. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,263.00				P 05/04/2000 1,990.00	06/09/2009
3,661.00		54. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,107.00				P 05/04/2000 1,554.00	08/19/2009
16,541.00		244. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 9,415.00				P 03/21/2000 7,126.00	08/19/2009
136.00		2. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 76.00				P 02/09/2000 60.00	08/19/2009
5,295.00		75. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 2,868.00				P 02/09/2000 2,427.00	09/10/2009
1,691.00		25. EXXON MOBIL CORPORATION PROPERTY TYPE: SECURITIES 956.00				P 02/09/2000 735.00	05/03/2010
2,617.00		50. FPL GROUP INC PROPERTY TYPE: SECURITIES 2,935.00				P 09/06/2007 -318.00	05/03/2010
1,166.00		10. FLOWSERVE CORP PROPERTY TYPE: SECURITIES 738.00				P 05/08/2009 428.00	05/03/2010
1,347.00		100. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 3,513.00				P 04/17/2007 -2,166.00	08/19/2009
2,693.00		200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 6,910.00				P 03/22/2006 -4,217.00	08/19/2009
2,693.00		200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 6,595.00				P 02/09/2006 -3,902.00	08/19/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,693.00		200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 6,554.00				P	02/20/2004	08/19/2009
							-3,861.00	
2,693.00		200. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 5,824.00				P	06/17/2008	08/19/2009
							-3,131.00	
1,925.00		100. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 2,912.00				P	06/17/2008	05/03/2010
							-987.00	
866.00		45. GENERAL ELEC CO PROPERTY TYPE: SECURITIES 1,215.00				P	09/19/2008	05/03/2010
							-349.00	
100,000.00		100000. GENERAL ELEC CAP CORP MEDIUM TER PROPERTY TYPE: SECURITIES 103,949.00				P	11/14/2003	09/15/2009
							-3,949.00	
5,774.00		125. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 6,777.00				P	06/17/2008	08/26/2009
							-1,003.00	
1,194.00		30. GILEAD SCIENCES INC PROPERTY TYPE: SECURITIES 1,345.00				P	03/18/2009	05/03/2010
							-151.00	
8,285.00		50. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 9,391.00				P	05/09/2008	08/26/2009
							-1,106.00	
4,459.00		30. GOLDMAN SACHS GROUP INC PROPERTY TYPE: SECURITIES 5,635.00				P	05/09/2008	05/03/2010
							-1,176.00	
10,353.00		550. HARTFORD FINANCIAL SVCS GRP PROPERTY TYPE: SECURITIES 7,870.00				P	06/11/2009	08/12/2009
							2,483.00	
1,592.00		25. HESS CORP COM PROPERTY TYPE: SECURITIES 2,315.00				P	02/14/2008	05/03/2010
							-723.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj. basis		Gain or (loss)	
2,547.00		40. HESS CORP COM PROPERTY TYPE: SECURITIES 2,293.00				P	04/08/2009	05/03/2010
							254.00	
6,588.00		125. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 5,324.00				P	02/09/2007	05/03/2010
							1,264.00	
527.00		10. HEWLETT PACKARD CO PROPERTY TYPE: SECURITIES 243.00				P	08/15/2005	05/03/2010
							284.00	
8,428.00		65. INTERNATIONAL BUSINESS MACHS PROPERTY TYPE: SECURITIES 5,233.00				P	02/09/2006	05/03/2010
							3,195.00	
100,000.00		100000. IBM CORP 05/25/2004 4.375% 06/01 PROPERTY TYPE: SECURITIES 99,787.00				P	03/22/2005	06/01/2009
							213.00	
41,109.00		1000. ISHARES TR FTSE XINHAU HK CHINA 25 PROPERTY TYPE: SECURITIES 35,610.00				P	05/18/2009	05/03/2010
							5,499.00	
41,109.00		1000. ISHARES TR FTSE XINHAU HK CHINA 25 PROPERTY TYPE: SECURITIES 31,800.00				P	04/09/2009	05/03/2010
							9,309.00	
41,606.00		650. ISHARES S&P SMALLCAP 600 INDEX FUN PROPERTY TYPE: SECURITIES 29,491.00				P	07/15/2009	05/03/2010
							12,115.00	
41,606.00		650. ISHARES S&P SMALLCAP 600 INDEX FUN PROPERTY TYPE: SECURITIES 29,328.00				P	07/15/2009	05/03/2010
							12,278.00	
32,004.00		500. ISHARES S&P SMALLCAP 600 INDEX FUN PROPERTY TYPE: SECURITIES 18,720.00				P	03/25/2009	05/03/2010
							13,284.00	
4,296.00		100. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 4,805.00				P	03/26/2007	09/10/2009
							-509.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,148.00		50. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 2,354.00				P	09/15/2006	09/10/2009
							-206.00	
6,502.00		150. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 7,061.00				P	09/15/2006	05/03/2010
							-559.00	
217.00		5. J P MORGAN CHASE & CO COM PROPERTY TYPE: SECURITIES 233.00				P	11/29/2006	05/03/2010
							-16.00	
6,073.00		100. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 6,602.00				P	06/17/2008	08/26/2009
							-529.00	
2,612.00		40. JOHNSON & JOHNSON PROPERTY TYPE: SECURITIES 2,641.00				P	06/17/2008	05/03/2010
							-29.00	
3,059.00		50. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 3,103.00				P	08/12/2008	05/03/2010
							-44.00	
918.00		15. KIMBERLY CLARK CORP PROPERTY TYPE: SECURITIES 864.00				P	02/09/2006	05/03/2010
							54.00	
3,530.00		45. LABORATORY CORP AMER HLDGS NEW PROPERTY TYPE: SECURITIES 3,249.00				P	03/26/2007	05/03/2010
							281.00	
1,090.00		20. LIFE TECHNOLOGIES CORP COM PROPERTY TYPE: SECURITIES 736.00				P	05/08/2009	05/03/2010
							354.00	
2,168.00		25. LOCKHEED MARTIN CORPORATION PROPERTY TYPE: SECURITIES 1,841.00				P	08/19/2009	05/03/2010
							327.00	
3,743.00		135. LOWES COS INC PROPERTY TYPE: SECURITIES 1,795.00				P	03/06/2009	05/03/2010
							1,948.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
4,380.00		100. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 4,186.00				P	01/13/2009	07/09/2009 194.00
1,095.00		25. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 945.00				P	12/17/2008	07/09/2009 150.00
1,623.00		25. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 1,427.00				P	09/10/2009	05/03/2010 196.00
649.00		10. MCKESSON HBOC INC PROPERTY TYPE: SECURITIES 378.00				P	12/17/2008	05/03/2010 271.00
814.00		25. MERCK & CO INC PROPERTY TYPE: SECURITIES 1,116.00				P	11/29/2006	08/26/2009 -302.00
5,701.00		175. MERCK & CO INC PROPERTY TYPE: SECURITIES 7,683.00				P	03/26/2007	08/26/2009 -1,982.00
4,637.00		150. MICROSOFT CORP PROPERTY TYPE: SECURITIES 4,335.00				P	09/06/2007	05/03/2010 302.00
3,091.00		100. MICROSOFT CORP PROPERTY TYPE: SECURITIES 2,817.00				P	08/12/2008	05/03/2010 274.00
2,009.00		65. MICROSOFT CORP PROPERTY TYPE: SECURITIES 1,818.00				P	10/29/2004	05/03/2010 191.00
2,897.00		65. MOLSON COORS BREWING CO CL B PROPERTY TYPE: SECURITIES 3,223.00				P	09/10/2009	05/03/2010 -326.00
950.00		15. MONSANTO CO NEW COM PROPERTY TYPE: SECURITIES 663.00				P	09/15/2006	05/03/2010 287.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj. basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,967.00		135. MYLAN LABS INC PROPERTY TYPE: SECURITIES 2,093.00				P	09/10/2009	05/03/2010 874.00
1,733.00		35. NAVISTAR INTL CORP NEW PROPERTY TYPE: SECURITIES 1,548.00				P	08/19/2009	05/03/2010 185.00
3,303.00		400. NEWS CORP CL A PROPERTY TYPE: SECURITIES 8,154.00				P	12/19/2007	07/09/2009 -4,851.00
826.00		100. NEWS CORP CL A PROPERTY TYPE: SECURITIES 1,961.00				P	04/01/2008	07/09/2009 -1,135.00
1,074.00		100. NEWS CORP CL A PROPERTY TYPE: SECURITIES 1,961.00				P	04/01/2008	08/19/2009 -887.00
2,148.00		200. NEWS CORP CL A PROPERTY TYPE: SECURITIES 3,909.00				P	01/16/2008	08/19/2009 -1,761.00
2,148.00		200. NEWS CORP CL A PROPERTY TYPE: SECURITIES 3,840.00				P	05/16/2008	08/19/2009 -1,692.00
3,269.00		75. NORDSTROM INC PROPERTY TYPE: SECURITIES 1,771.00				P	05/04/2009	05/03/2010 1,498.00
4,487.00		50. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES 2,796.00				P	01/13/2009	05/03/2010 1,691.00
1,346.00		15. OCCIDENTAL PETROLEUM CORP PROPERTY TYPE: SECURITIES 770.00				P	11/25/2008	05/03/2010 576.00
4,436.00		65. PNC BK CORP PROPERTY TYPE: SECURITIES 2,038.00				P	02/26/2009	05/03/2010 2,398.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
1,632.00		65. PACKAGING CORP OF AMERICA PROPERTY TYPE: SECURITIES 969.00				P	04/21/2009	05/03/2010 663.00
2,823.00		40. PARKER HANNIFIN CORP PROPERTY TYPE: SECURITIES 1,875.00				P	06/11/2009	05/03/2010 948.00
6,758.00		400. PFIZER INC PROPERTY TYPE: SECURITIES 6,696.00				P	08/26/2009	05/03/2010 62.00
7,191.00		145. PHILIP MORRIS INTL INC COM PROPERTY TYPE: SECURITIES 6,135.00				P	01/13/2009	05/03/2010 1,056.00
1,386.00		15. POLO RALPH LAUREN CORPORATION PROPERTY TYPE: SECURITIES 1,004.00				P	08/19/2009	05/03/2010 382.00
1,630.00		15. POTASH CORP SASK INC PROPERTY TYPE: SECURITIES 2,085.00				P	01/16/2008	05/03/2010 -455.00
43,732.00		2000. POWERSHARES DB COMMODITY INDEX TRA PROPERTY TYPE: SECURITIES 42,361.00				P	07/15/2009	09/01/2009 1,371.00
21,866.00		1000. POWERSHARES DB COMMODITY INDEX TRA PROPERTY TYPE: SECURITIES 23,317.00				P	03/20/2009	09/01/2009 -1,451.00
21,866.00		1000. POWERSHARES DB COMMODITY INDEX TRA PROPERTY TYPE: SECURITIES 23,296.00				P	03/25/2009	09/01/2009 -1,430.00
3,369.00		340. POWERSHARES WILDERHILL CLEAN ENERGY PROPERTY TYPE: SECURITIES 7,476.00				P	08/10/2007	03/10/2010 -4,107.00
3,122.00		315. POWERSHARES WILDERHILL CLEAN ENERGY PROPERTY TYPE: SECURITIES 6,683.00				P	01/24/2008	03/10/2010 -3,561.00

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)	
6,037.00		350. POWERSHARES WATER RESOURCES PORT PROPERTY TYPE: SECURITIES 7,311.00				P 08/10/2007 -1,274.00	03/10/2010
6,037.00		350. POWERSHARES WATER RESOURCES PORT PROPERTY TYPE: SECURITIES 6,520.00				P 01/24/2008 -483.00	03/10/2010
4,614.00		190. POWERSHARES DB AGRIC FUND CL F PROPERTY TYPE: SECURITIES 5,089.00				P 01/24/2008 -475.00	09/08/2009
6,921.00		285. POWERSHARES DB AGRIC FUND CL F PROPERTY TYPE: SECURITIES 7,621.00				P 08/10/2007 -700.00	09/08/2009
1,259.00		15. PRAXAIR INC PROPERTY TYPE: SECURITIES 770.00				P 08/12/2005 489.00	05/03/2010
2,558.00		85. PRINCIPAL FINL GROUP INC COM PROPERTY TYPE: SECURITIES 2,101.00				P 08/19/2009 457.00	05/03/2010
1,597.00		25. PRUDENTIAL FINL INC COM PROPERTY TYPE: SECURITIES 1,273.00				P 08/26/2009 324.00	05/03/2010
120,268.00		1000. S&P DEPOSITARY RECEIPTS SERIES 1 PROPERTY TYPE: SECURITIES 84,400.00				P 04/02/2009 35,868.00	05/03/2010
2,520.00		50. SEMPRA ENERGY PROPERTY TYPE: SECURITIES 2,418.00				P 09/10/2009 102.00	05/03/2010
3,428.00		85. SOUTHWESTERN ENERGY CO * COM PROPERTY TYPE: SECURITIES 2,232.00				P 11/09/2007 1,196.00	05/03/2010
2,414.00		125. STAPLES INC PROPERTY TYPE: SECURITIES 3,002.00				P 08/26/2008 -588.00	07/09/2009

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
2,842.00		120. STAPLES INC PROPERTY TYPE: SECURITIES 2,882.00				P	08/26/2008	05/03/2010 -40.00
5,344.00		100. STATE STREET CORP PROPERTY TYPE: SECURITIES 6,849.00				P	06/05/2007	08/26/2009 -1,505.00
2,619.00		60. STATE STREET CORP PROPERTY TYPE: SECURITIES 4,109.00				P	06/05/2007	05/03/2010 -1,490.00
2,353.00		50. TJX COS INC NEW PROPERTY TYPE: SECURITIES 1,615.00				P	07/09/2009	05/03/2010 738.00
2,434.00		50. TEVA PHARMACEUTICAL INDS LTD ADR (GE PROPERTY TYPE: SECURITIES 2,194.00				P	03/04/2009	07/09/2009 240.00
4,504.00		170. TEXAS INSTRS INC PROPERTY TYPE: SECURITIES 6,055.00				P	09/06/2007	05/03/2010 -1,551.00
2,765.00		50. THERMO ELECTRON CORP PROPERTY TYPE: SECURITIES 2,864.00				P	05/06/2008	05/03/2010 -99.00
1,810.00		100. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 3,014.00				P	08/12/2005	06/09/2009 -1,204.00
1,073.00		50. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 1,507.00				P	08/12/2005	08/19/2009 -434.00
3,220.00		150. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 3,220.00				P	08/12/2005	08/19/2009
4,064.00		150. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 4,563.00				P	09/03/2005	05/03/2010 -499.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
135.00		5. US BANCORP DEL COM NEW PROPERTY TYPE: SECURITIES 151.00				P	08/12/2005	05/03/2010 -16.00
2,807.00		50. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES 2,606.00				P	04/08/2009	09/10/2009 201.00
1,766.00		25. UNITED PARCEL SERVICE CL B PROPERTY TYPE: SECURITIES 1,303.00				P	04/08/2009	05/03/2010 463.00
3,812.00		50. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 3,462.00				P	06/17/2008	05/03/2010 350.00
3,812.00		50. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 2,563.00				P	05/04/2009	05/03/2010 1,249.00
762.00		10. UNITED TECHNOLOGIES CORP PROPERTY TYPE: SECURITIES 507.00				P	12/17/2008	05/03/2010 255.00
1,952.00		65. VALE S A ADR PROPERTY TYPE: SECURITIES 1,305.00				P	06/11/2009	05/03/2010 647.00
3,681.00		125. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 5,167.00				P	11/27/2007	06/09/2009 -1,486.00
3,127.00		100. VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES 4,134.00				P	11/27/2007	09/10/2009 -1,007.00
7,727.00		150. WAL MART STORES INC PROPERTY TYPE: SECURITIES 8,919.00				P	06/17/2008	08/19/2009 -1,192.00
4,572.00		85. WAL MART STORES INC PROPERTY TYPE: SECURITIES 5,054.00				P	06/17/2008	05/03/2010 -482.00

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
3,475.00		125. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 3,531.00				P	11/20/2003	06/09/2009
							-56.00	
1,223.00		35. WASTE MANAGEMENT INC PROPERTY TYPE: SECURITIES 989.00				P	11/20/2003	05/03/2010
							234.00	
5,744.00		170. WELLS FARGO COMPANY PROPERTY TYPE: SECURITIES 4,690.00				P	08/26/2009	05/03/2010
							1,054.00	
100,000.00		100000. WELLS FARGO CO NEW NT PROPERTY TYPE: SECURITIES 100,000.00				P	03/22/2005	01/15/2010
1,075.00		25. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES 875.00				P	07/09/2009	05/03/2010
							200.00	
1,935.00		45. YUM BRANDS INC COM PROPERTY TYPE: SECURITIES 1,095.00				P	12/21/2005	05/03/2010
							840.00	
2,026.00		65. AXIS CAPITAL HOLDINGS LTD COM PROPERTY TYPE: SECURITIES 1,685.00				P	07/09/2009	05/03/2010
							341.00	
3,099.00		145. NABORS INDUSTRIES INC COM PROPERTY TYPE: SECURITIES 2,769.00				P	09/10/2009	05/03/2010
							330.00	
1,953.00		50. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES 1,667.00				P	09/10/2009	05/03/2010
							286.00	
586.00		15. TYCO INTL LTD NEW F COM PROPERTY TYPE: SECURITIES 462.00				P	08/19/2009	05/03/2010
							124.00	

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
TOTAL GAIN(LOSS)							----- 73,089. =====	

Gains and Losses From Section 1256 Contracts and Straddles

▶ Attach to your tax return.

OMB No 1545-0644

2009

Attachment
Sequence No **82**

Name(s) shown on tax return **THELMA BRAUN & BOCKLETT FAMILY FOUNDATION**
(30-16-100-0339697)

Identifying number
52-7186004

Check all applicable boxes (see instructions)

A

Mixed straddle election

C

Mixed straddle account election

B

Straddle-by-straddle identification election

D

Net section 1256 contracts loss election

Part I Section 1256 Contracts Marked to Market

(a) Identification of account	(b) (Loss)	(c) Gain
1 SEE STATEMENT 18		5,674.
2 Add the amounts on line 1 in columns (b) and (c)	2 ()	5,674.
3 Net gain or (loss). Combine line 2, columns (b) and (c)	3	5,674.
4 Form 1099-B adjustments. See instructions and attach schedule	4	
5 Combine lines 3 and 4	5	5,674.
Note: If line 5 shows a net gain, skip line 6 and enter the gain on line 7. Partnerships and S corporations, see instructions.		
6 If you have a net section 1256 contracts loss and checked box D above, enter the amount of loss to be carried back. Enter the loss as a positive number	6	
7 Combine lines 5 and 6	7	5,674.
8 Short-term capital gain or (loss). Multiply line 7 by 40% (.40). Enter here and include on the appropriate line of Schedule D (see instructions).	8	2,270.
9 Long-term capital gain or (loss). Multiply line 7 by 60% (.60). Enter here and include on the appropriate line of Schedule D (see instructions).	9	3,404.

Part II Gains and Losses From Straddles. Attach a separate schedule listing each straddle and its components.

Section A - Losses From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Loss. If column (e) is more than (d), enter difference. Otherwise, enter -0.	(g) Unrecognized gain on offsetting positions	(h) Recognized loss. If column (f) is more than (g), enter difference. Otherwise, enter -0.
10							
11a Enter the short-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)							11a ()
b Enter the long-term portion of losses from line 10, column (h), here and include on the appropriate line of Schedule D (see instructions)							11b ()

Section B - Gains From Straddles

(a) Description of property	(b) Date entered into or acquired	(c) Date closed out or sold	(d) Gross sales price	(e) Cost or other basis plus expense of sale	(f) Gain. If column (d) is more than (e), enter difference. Otherwise, enter -0.
12					
13a Enter the short-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13a
b Enter the long-term portion of gains from line 12, column (f), here and include on the appropriate line of Schedule D (see instructions)					13b

Part III Unrecognized Gains From Positions Held on Last Day of Tax Year. Memo Entry Only (see instructions)

(a) Description of property	(b) Date acquired	(c) Fair market value on last business day of tax year	(d) Cost or other basis as adjusted	(e) Unrecognized gain. If column (c) is more than (d), enter difference. Otherwise, enter -0.
14				

For Paperwork Reduction Act Notice, see page 4.

Form **6781** (2009)

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
AT&T INC	1,826.	1,826.
ABBOTT LABS	369.	369.
APACHE CORP	191.	191.
ARTIO GLOBAL HIGH INCOME FUND CL I	846.	846.
AVON PRODS INC	573.	573.
BERKSHIRE HATHAWAY FIN CORP DTD 1/15/05	5,100.	5,100.
CIGNA CORP	8.	8.
CELANESE CORP DEL SER A COM	21.	21.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	343.	343.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	3,837.	3,837.
COLUMBIA MID CAP INDEX FUND CLASS Z SHAR	752.	752.
COLUMBIA SMALL CAP INDEX FUND CLASS Z SH	381.	381.
COLUMBIA GOVERNMENT RESERVES CAPITAL CLA	78.	78.
COMCAST CORP CL A COM	194.	194.
CORNING INC	255.	255.
DISNEY (WALT) COMPANY	105.	105.
DUN & BRADSTREET CORP DEL NEW COM	103.	103.
EOG RESOURCES INC	89.	89.
EXELON CORP COM	578.	578.
EXXON MOBIL CORPORATION	609.	609.
FPL GROUP INC	456.	456.
FEDERAL HOME LN MTG CORP NT	2,563.	2,563.
FEDERAL HOME LN MTG CORP MTN	2,438.	2,438.
FEDERAL HOME LN MTG CORP NT	2,375.	2,375.
FLOWERVE CORP	55.	55.
GENERAL ELEC CO	370.	370.
GENERAL ELEC CAP CORP MEDIUM TERM 4.625%	2,313.	2,313.
GOLDMAN SACHS GROUP INC	245.	245.
HESS CORP COM	120.	120.
HEWLETT PACKARD CO	208.	208.
INTERNATIONAL BUSINESS MACHS	729.	729.
IBM CORP 05/25/2004 4.375% 06/01/2009	2,188.	2,188.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ISHARES TR FTSE XINHAI HK CHINA 25	1,251.	1,251.
ISHARES S&P SMALLCAP 600 INDEX FUND	1,195.	1,195.
J P MORGAN CHASE & CO COM	158.	158.
J P MORGAN CHASE & CO SR NT 4.5% 11/15/1	4,500.	4,500.
JOHNSON & JOHNSON	490.	490.
JOHNSON & JOHNSON NT	5,150.	5,150.
KIMBERLY CLARK CORP	738.	738.
LOCKHEED MARTIN CORPORATION	286.	286.
LOWES COS INC	234.	234.
MCKESSON HBOC INC	93.	93.
MERCK & CO INC	76.	76.
MICROSOFT CORP	780.	780.
MOLSON COORS BREWING CO CL B	168.	168.
MONSANTO CO NEW COM	80.	80.
NATIXIS FDS TR IV AEW REAL ESTATE FD CL	393.	393.
NORDSTROM INC	224.	224.
OCCIDENTAL PETROLEUM CORP	396.	396.
PIMCO TOTAL RETURN FUND INSTL	413.	413.
PNC BK CORP	120.	120.
PACKAGING CORP OF AMERICA	180.	180.
PARKER HANNIFIN CORP	150.	150.
PFIZER INC	806.	806.
PHILIP MORRIS INTL INC COM	1,596.	1,596.
PIMCO COMMODITY REALRETURN STRATEGY FUND	7,767.	7,767.
PIMCO DEVELOPING LOCAL MKTS FUND INSTL	89.	89.
POLO RALPH LAUREN CORPORATION	19.	19.
POTASH CORP SASK INC	30.	30.
POWERSHARES DB COMMODITY INDEX TRACKING	48.	48.
POWERSHARES WATER RESOURCES PORT	79.	79.
POWERSHARES DB AGRIC FUND CL F	13.	13.
PRAXAIR INC	124.	124.
PRINCIPAL FINL GROUP INC COM	200.	200.
PRUDENTIAL FINL INC COM	88.	88.

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

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ROWE T PRICE INTL FUNDS INC INTL BD FUND	232.	232.
S&P DEPOSITARY RECEIPTS SERIES 1	2,097.	2,097.
SEMPRA ENERGY	293.	293.
SOUTHERN CO	44.	44.
STAPLES INC	204.	204.
STATE STREET CORP	12.	12.
TJX COS INC NEW	90.	90.
TEVA PHARMACEUTICAL INDS LTD ADR (GERMAN	8.	8.
TEXAS INSTRS INC	376.	376.
US BANCORP DEL COM NEW	153.	153.
UNITED PARCEL SERVICE CL B	273.	273.
UNITED STATES TREAS NTS DTD 02/15/02 4.8	2,438.	2,438.
UNITED STATES TREAS NTS 11/15/2003 4.25%	2,125.	2,125.
UNITED STATES TREAS NTS DTD 11/15/05	4,500.	4,500.
UNITED STATES TREAS NT DTD 02/28/06 4.50	2,250.	2,250.
UNITED STATES TREAS NT DTD 10/31/06 4.62	2,313.	2,313.
UNITED STATES TREAS NT DTD 02/28/07 4.62	2,313.	2,313.
UNITED TECHNOLOGIES CORP	830.	830.
VALE S A ADR	157.	157.
VANGUARD INTL EQUITY INDEX FDS VANGUARD	1,949.	1,949.
VERIZON COMMUNICATIONS	46.	46.
WAL MART STORES INC	530.	530.
WASTE MANAGEMENT INC	244.	244.
WELLS FARGO COMPANY	80.	80.
WELLS FARGO CO NEW NT	4,200.	4,200.
YUM BRANDS INC COM	267.	267.
AXIS CAPITAL HOLDINGS LTD COM	216.	216.
TYCO INTL LTD NEW F COM	180.	180.
	-----	-----
	86,672.	86,672.
TOTAL	=====	=====

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
WELLS FARGO CO NEW NT	1,834.	1,834.
EXCISE TAX REFUND	2,079.	
	-----	-----
TOTALS	3,913.	1,834.
	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE	2,091.			2,091.
TOTALS	2,091.	NONE	NONE	2,091.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	CHARITABLE PURPOSES -----
CONSULTING FEE - SHERRY CHRISTIE	1,478.	1,478.
	-----	-----
TOTALS	1,478.	1,478.
	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	30.	30.
FOREIGN TAXES ON QUALIFIED FOR	1,007.	1,007.
FOREIGN TAXES ON NONQUALIFIED	95.	95.
	-----	-----
TOTALS	1,132.	1,132.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES

=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER INVESTMENT FEE	310.	310.	
GRANTMAKING EXPENSES	7,807.		7,807.
	-----	-----	-----
TOTALS	8,117.	310.	7,807.
	=====	=====	=====

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

DESCRIPTION -----	AMOUNT -----
ROC ADJUSTMENT - 2009	131.

TOTAL	131.
	=====

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

DESCRIPTION -----	AMOUNT -----
BASIS ADJUSTMENT - ENTERGY SALES	225.
NET ROUNDING	3.
NET TIMING ADJUSTMENT	1,864.

TOTAL	2,092.
	=====

STATE(S) WHERE THE FOUNDATION IS REGISTERED
=====

TX

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

=====

OFFICER NAME:

BANK OF AMERICA, N.A.

ADDRESS:

P.O. BOX 830241

DALLAS, TX 75283-0241

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 10

COMPENSATION 30,580.

OFFICER NAME:

JACK B. LILLEY

ADDRESS:

P.O. BOX 254

DENISON, TX 75021-025,

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 600.

OFFICER NAME:

DR. DARIUS MAGGI

ADDRESS:

P.O. BOX 858

DENISON, TX 75021-0858

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 600.

OFFICER NAME:

MR. JERRY CULPEPPER

ADDRESS:

P.O. BOX 653

SHERMAN, TX 75091-0653

TITLE:

ADVISOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 600.

TOTAL COMPENSATION:

32,380.

=====

RECIPIENT NAME:

DAVID T. ROSS, BANK OF AMERICA

ADDRESS:

901 MAIN ST, FL 19

DALLAS, TX 75202

RECIPIENT'S PHONE NUMBER: 214-209-1965

FORM, INFORMATION AND MATERIALS:

NO PRESCRIBED APPLICATION. A) NARRATIVE LETTER BRIEFLY DESCRIBING THE ORGANIZATION, WHEN IT WAS FOUNDED, ITS PURPOSE AND THE PEOPLE IT SERVES.

FORM, INFORMATION AND MATERIALS:

B) SPECIFIC PROGRAM OR PROJECT REQUEST, INCLUDING AMOUNT REQUESTED, PURPOSE, DESIRED IMPACT, TIMETABLE AND CRITERIA FOR MEASURING SUCCESS.

C) A ONE PAGE BUDGET OUTLINE. D) OTHER SOURCES OF FUNDING FOR PROJECT.

FORM, INFORMATION AND MATERIALS:

E) 501(C)(3) EXEMPTION. F) LIST OF ORGANIZATIONS BOARD OF DIRECTORS.

G) ORGANIZATIONS AUDITED FINANCIAL STATEMENTS FROM PREVIOUS YEAR.

SUBMISSION DEADLINES:

SEPTEMBER 1, 2009 AND MARCH 1, 2010

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FOUNDATION MAKES GRANTS TO CHARITABLE, RELIGIOUS, SCIENTIFIC, LITERARY, OR EDUCATIONAL ORGANIZATIONS WITH A FOCUS ON THOSE WITHIN THE GRAYSON COUNTY AREA.

RECIPIENT NAME:
PRESTON VOLUNTEER
EMERGENCY SERVICES
ADDRESS:
P.O. BOX 2347
POTTSBORO, TX 75076
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
FIRE & MEDICAL EMERGENCY FOR LAKE TEXOMA AREA
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 10,000.

RECIPIENT NAME:
DENISON PERFORMING ARTS
ADDRESS:
P.O. BOX 1035
DENISON, TX 75021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT REGIONAL PIANO & STRINGS COMPETITION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
GRAYSON COUNTY SHELTER
ADDRESS:
331 W MORTON
DENISON, TX 75020
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 25,000.

RECIPIENT NAME:
DENISON COMMUNITY FOUNDATION
ADDRESS:
P.O. BOX 325
DENISON, TX 75021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR CHAMBER PROJECTS & PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 8,000.

RECIPIENT NAME:
DENISON ISD EDUCATION
FOUNDATION
ADDRESS:
1201 S RUSK AVE
DENISON, TX 75020
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SCHOLARSHIPS; EQUIPMENT; SPECIAL PROGRAMS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 61,500.

RECIPIENT NAME:
DOWNTOWN DENISON, INC.
ADDRESS:
P.O. BOX 1805
DENISON, TX 75021
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT ''MUSIC ON MAIN'' CONCERT SERIES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 15,000.

RECIPIENT NAME:
CHILDREN'S CHORUS OF
GREATER NORTH TEXAS
ADDRESS:
1206 KESSLER BLVD
SHERMAN, TX 75092
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT YOUTH MUSIC APPRECIATION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 1,250.

RECIPIENT NAME:
VOLUNTEER SERVICES COUNCIL
OF MHMR SERVICES
ADDRESS:
P.O. BOX 1087
SHERMAN, TX 75091
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT FOR CHILDREN'S MUSICAL PROGRAM
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SHERMAN COMMUNITY PLAYERS
ADDRESS:
500 N ELM
SHERMAN, TX 75090
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT PRODUCTIONS PRESENTED AT AREA SCHOOLS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
BOYS AND GIRLS CLUB OF
DENISON
ADDRESS:
2100 S MIRICK AVE
DENISON, TX 75020
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
UNRESTRICTED CONTRIBUTION
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
TEXAS RAMP PROJECT
ADDRESS:
P.O. BOX 832065
RICHARDSON, TX 75083
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
BUILD WHEELCHAIR RAMPS FOR GRAYSON COUNTY
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
GRAYSON COUNTY MUSIC TEACHERS
ADDRESS:
630 W MAIN ST
DENISON, TX 75020-3210
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SUPPORT STATE CONVENTION ENSEMBLE RECITALS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC 501(C)(3)
AMOUNT OF GRANT PAID 1,300.

TOTAL GRANTS PAID: 139,550.
=====

FORM 6781, PART I -- SECTION 1256 CONTRACTS MARKED TO MARKET

DESCRIPTION	DATE ACQUIRED	DATE SOLD	GROSS SALES PRICE	COST OR	
				BASIS	
				LOSS	GAIN
POWERSHARES DB AGRICULTURE FUND		12/31/2009			577.
POWERSHARES DB COMMODITY INDEX		12/31/2009			5,097.
TOTAL GAINS AND LOSSES					5,674.

THELMA BRAUN & BOCKLETT FAMILY FOUNDATION (30-16-100-0339697)

52-7186004

Balance Sheet

5/31/2010

Cusip	Asset	Units	Basis	Market Value
00206R102	AT&T INC	870 000	20,986 30	21,141.00
002824100	ABBOTT LABS	180.000	8,617.97	8,560 80
031162100	AMGEN INC	200.000	11,093 36	10,356 00
037411105	APACHE CORP	255 000	15,780 36	22,832 70
037604105	APOLLO GROUP INC	60.000	3,793.05	3,189 60
04315J860	ARTIO GLOBAL HIGH INCOME FUND	6,268.670	64,629.99	62,686 70
054303102	AVON PRODS INC	435 000	10,915.57	11,523 15
084664AM3	BERKSHIRE HATHAWAY FIN CORP	100,000.000	101,429 00	107,706 00
125509109	CIGNA CORP	160 000	2,070.58	5,355 20
150870103	CELANESE CORP DEL	120.000	2,799 01	3,440 40
17275R102	CISCO SYS INC	100 000	2,299.43	2,316.00
197199409	COLUMBIA ACORN FUND	803.859	20,000 00	20,538 60
197199813	COLUMBIA ACORN INTERNATIONAL	591.716	25,000 00	19,284 02
19765H586	COLUMBIA INTERNATIONAL VALUE	9,671 225	155,513.30	121,664 01
19765H636	COLUMBIA MARSICO INTERNATIONAL	7,551 241	70,000 00	71,812 30
19765J608	COLUMBIA MID CAP INDEX FUND	7,277 128	68,464 35	70,879 23
19765J814	COLUMBIA SMALL CAP INDEX FUND	3,319.494	51,784.10	49,194 90
19765J830	COLUMBIA MID CAP VALUE FUND	1,801 802	20,000 00	20,540.54
19765Y688	COLUMBIA SELECT LARGE CAP	15,243 902	150,000 00	152,743.90
20030N101	COMCAST CORP	475 000	8,698 08	8,592.75
219350105	CORNING INC	1,025 000	13,000 17	17,865 75
242370104	DEAN FOODS CO	555.000	10,430 90	5,910 75
254687106	DISNEY WALT CO	235 000	6,954.75	7,853 70
26483E100	DUN & BRADSTREET CORP DEL NEW	60 000	5,126.33	4,379 40
268648102	EMC CORP	1,185.000	13,160.27	22,064 70
26875P101	EOG RES INC	120.000	7,053 24	12,580 80
277905642	EATON VANCE LARGE-CAP VALUE	9,345.794	150,000.00	152,336 44
30161N101	EXELON CORP	200 000	8,918.00	7,720 00
302182100	EXPRESS SCRIPTS INC	60 000	2,500 84	6,036 00
30231G102	EXXON MOBIL CORP	100.000	3,824 38	6,046 00
302571104	FPL GROUP INC	200 000	10,940 05	9,986.00
3134A4QD9	FEDERAL HOME LN MTG CORP	50,000.000	50,522 95	54,359 50
3134A4UK8	FEDERAL HOME LN MTG CORP	50,000 000	49,793.50	55,437.50
3134A4VJ0	FEDERAL HOME LN MTG CORP	50,000 000	49,643.95	51,344 00
34354P105	FLOWSERVE CORP	40 000	2,950 81	3,804 00
369604103	GENERAL ELEC CO	555 000	6,885.36	9,074.25
375558103	GILEAD SCIENCES INC	120.000	5,319.00	4,310 40
38141G104	GOLDMAN SACHS GROUP INC	120 000	17,896.49	17,311 20
42809H107	HESS CORP	235 000	12,074 64	12,502 00
428236103	HEWLETT PACKARD CO	515.000	12,499.05	23,695 15
459200101	INTERNATIONAL BUSINESS MACHS	235 000	18,577.48	29,436 10
464287804	ISHARES S&P SMALLCAP 600 INDEX	700 000	24,632 50	40,887 00
46625H100	J P MORGAN CHASE & CO	595 000	27,403 95	23,550.10
46625HBA7	J P MORGAN CHASE & CO	100,000.000	98,112 00	101,299 00
478160104	JOHNSON & JOHNSON	160.000	10,562.80	9,328 00
478160AP9	JOHNSON & JOHNSON	100,000 000	105,191 00	108,723 00
494368103	KIMBERLY CLARK CORP	235 000	13,270 48	14,264 50
50540R409	LABORATORY CORP AMER HLDGS	180.000	12,577 41	13,609 80
53217V109	LIFE TECHNOLOGIES CORP	80.000	2,944 33	4,004 80
539830109	LOCKHEED MARTIN CORP	100.000	6,945.51	7,992 00
548661107	LOWES COS INC	515.000	6,847.85	12,746 25

THELMA BRAUN & BOCKLETT FAMILY FOUNDATION (30-16-100-0339697)

52-7186004

Balance Sheet

5/31/2010

Cusip	Asset	Units	Basis	Market Value
58155Q103	MCKESSON CORP	140 000	5,294 32	9,800 00
594918104	MICROSOFT CORP	1,185 000	28,618 97	30,573 00
60871R209	MOLSON COORS BREWING CO	235.000	11,262 20	9,644.40
61166W101	MONSANTO CO	60.000	2,653 78	3,052.20
628530107	MYLAN INC	515 000	7,485.57	10,011 60
63872W409	NATIXIS FDS TR IV AEW REAL	4,899.923	64,629 99	68,353 93
63934E108	NAVISTAR INTL CORP NEW	140.000	6,193 08	7,585 20
655664100	NORDSTROM INC	275.000	6,492 86	10,917.50
674599105	OCCIDENTAL PETE CORP DEL	235.000	11,747.91	19,389 85
693390700	PIMCO TOTAL RETURN FUND	17,814 185	196,944 99	197,737.45
693475105	PNC FINL SVCS GROUP INC	235.000	7,334.62	14,746 25
695156109	PACKAGING CORP AMER	235 000	3,504 72	5,202 90
701094104	PARKER HANNIFIN CORP	160 000	7,312 72	9,833 60
717081103	PFIZER INC	1,500 000	23,276 72	22,845 00
718172109	PHILIP MORRIS INTL INC	555.000	22,045.67	24,486 60
722005667	PIMCO COMMODITY REALRETURN	19,893 802	153,542 76	148,805 64
72201F409	PIMCO DEVELOPING LOCAL MKTS	3,174.361	32,315 00	31,013.51
731572103	POLO RALPH LAUREN CORP	60.000	4,016.19	5,211.60
73755L107	POTASH CORP SASK INC	60.000	6,915 55	5,951 40
74005P104	PRAXAIR INC	60.000	3,078 28	4,656 00
74251V102	PRINCIPAL FINL GROUP INC	315 000	7,784.28	8,564 85
744320102	PRUDENTIAL FINL INC	100.000	5,093.12	5,771 00
77956H104	ROWE T PRICE INTL FDS INC	6,615.147	64,629.99	61,123 96
816851109	SEMPRA ENERGY	200.000	9,642 48	9,200 00
845467109	SOUTHWESTERN ENERGY CO	315 000	8,039 75	11,847 15
855030102	STAPLES INC	455 000	9,313 96	9,791 60
857477103	STATE STR CORP	215.000	11,507 93	8,206.55
872540109	TJX COS INC NEW	200 000	6,461 80	9,092 00
882508104	TEXAS INSTRS INC	630 000	20,204 63	15,384 60
883556102	THERMO FISHER SCIENTIFIC CORP	200 000	11,398.95	10,412 00
902973304	US BANCORP DEL	595 000	13,144 46	14,256 20
911312106	UNITED PARCEL SVC INC	100.000	5,211 74	6,276 00
9128277L0	UNITED STATES TREAS NT	50,000.000	50,718 75	53,590 00
912828BR0	UNITED STATES TREAS NT	50,000 000	48,998.05	54,672 00
912828EN6	UNITED STATES TREAS NT	100,000 000	99,023.44	111,648 00
912828EX4	UNITED STATES TREAS NT	50,000 000	49,941.41	51,541 00
912828FW5	UNITED STATES TREAS NT	50,000.000	50,054 69	52,867 00
912828GK0	UNITED STATES TREAS NT	50,000.000	50,191.41	53,445 50
913017109	UNITED TECHNOLOGIES CORP	415 000	17,568.51	27,962 70
91912E105	VALE S A	235.000	4,611 02	6,389.65
922042858	VANGUARD INTL EQUITY INDEX FDS	3,200.000	94,052 88	122,240.00
931142103	WAL-MART STORES INC	315.000	17,774 53	15,926 40
94106L109	WASTE MGMT INC DEL	140.000	3,955 00	4,551.40
949746101	WELLS FARGO & CO	630.000	16,763.64	18,074.70
988498101	YUM BRANDS INC	255 000	6,202 88	10,442.00
G0692U109	AXIS CAP HLDGS LTD	235 000	5,774.79	7,144 00
G6359F103	NABORS INDS INC	555 000	9,327.85	10,561 65
H89128104	TYCO INTL LTD	235 000	7,244 19	8,504 65
	Cash/Cash Equivalent	40,490 280	40,490.28	40,490.28
	Totals		<u>2,930,226.75</u>	<u>3,104,610.36</u>