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**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation****2009**Department of the Treasury
Internal Revenue Service

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

For calendar year 2009, or tax year beginning Jul 1, 2009, and ending Jun 30, 2010G 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 FRED JONES FAMILY FOUNDATION		A Employer identification number 20-3110536
	Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see the instructions) (405) 231-2400
	City or town	State ZIP code	C If exemption application is pending, check here ☐
	OKLAHOMA CITY	OK 73120	D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation			E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, column (c), line 16) \$ 10,341,447.		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see 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 (att sch)				
	2 Ck ☒ if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	19.	19.		
	4 Dividends and interest from securities	363,365.	363,365.		
	5a Gross rents				
	b Net rental income (or loss) (Attm. 4)		L-6a Stmt		
	6a Net gain/(loss) from sale of assets not on line 10	-163,796.			
	b Gross sales price for all assets on line 6a 6,082,071.				
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	MISCELLANEOUS	3,592.	3,592.		
	12 Total. Add lines 1 through 11	203,180.	366,976.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages	34,527.	17,264.		17,263.
	15 Pension plans, employee benefits	5,454.	2,727.		2,727.
	16a Legal fees (attach schedule)	135.	68.		67.
	b Accounting fees (attach sch)	3,250.	1,625.		1,625.
	c Other prof fees (attach sch)				
	17 Interest (Attm. 1)				
	18 Taxes (attach schedule) (see instr) See Line 18 Stmt	4,588.	1,699.		
	19 Depreciation (attach sch) and depletion	10,137.	10,137.		
	20 Occupancy	625.	313.		312.
21 Travel, conferences, and meetings	2,817.	1,409.		1,408.	
22 Printing and publications	2,761.	1,381.		1,380.	
23 Other expenses (attach schedule) See Line 23 Stmt (Attm. 1)	98,760.	89,577.		9,183.	
24 Total operating and administrative expenses. Add lines 13 through 23 (Attm. 1)	163,054.	126,200.		33,965.	
25 Contributions, gifts, grants paid (Attm. 1)	497,217.			497,217.	
26 Total expenses and disbursements. Add lines 24 and 25	660,271.	126,200.		531,182.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-457,091.				
b Net investment income (if negative, enter -0-)		240,776.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	500.	500.	500.
	2 Savings and temporary cash investments	2,108,614.	520,951.	520,951.
	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 the instructions)			
	7 Other notes and loans receivable (attach sch)			
	Less allowance for doubtful accounts			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	3,633.	0.	0.
	10a Investments — U.S. and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	c Investments — corporate bonds (attach schedule)			
	11 Investments — land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule)				
12 Investments — mortgage loans (Attm. 5) (Attm. 3)				
13 Investments — other (attach schedule) L-13 Stmt	8,204,341.	9,387,524.	9,795,834.	
14 Land, buildings, and equipment: basis	30,411.			
Less accumulated depreciation (attach schedule)	11,259.	29,288.	19,152.	
15 Other assets (describe I-15 Stmt (Attm. 4))	45,553.	5,010.	5,010.	
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	10,391,929.	9,933,137.	10,341,447.	
LIABILITIES	17 Accounts payable and accrued expenses	1,701.	0.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
	23 Total liabilities (add lines 17 through 22)	1,701.	0.	
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	10,390,228.	9,933,137.	
	30 Total net assets or fund balances (see the instructions)	10,390,228.	9,933,137.	
	31 Total liabilities and net assets/fund balances (see the instructions)	10,391,929.	9,933,137.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year — Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	10,390,228.
2 Enter amount from Part I, line 27a	2	-457,091.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	9,933,137.
5 Decreases not included in line 2 (itemize)	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	9,933,137.

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 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a BOK AGGRESSIVE BONDS - SEE ATTM. 7		P	Various	Various
b BOK AGGRESSIVE BONDS - SEE ATTM. 7		P	Various	Various
c UBS-ANCHOR INVESTMENTS - SEE ATTM. 8		P	Various	Various
d UBS-ANCHOR INVESTMENTS - SEE ATTM. 8		P	Various	Various
e See Columns (a) thru (d) (Attm. 1 + 2)				

(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 64,937.		52,301.	12,636.
b 1,291,953.		1,553,902.	-261,949.
c 46,702.		34,258.	12,444.
d 51,625.		55,896.	-4,271.
e See Columns (e) thru (h)		4,549,510.	77,344.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a 0.	0.	0.	12,636.
b			-261,949.
c 0.	0.	0.	12,444.
d			-4,271.
e See Columns (i) thru (l)	0.	0.	77,344.

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	-163,796.
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 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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2008	435,752.	10,872,808.	0.040077
2007	300,757.	13,931,339.	0.021589
2006	330,530.	13,563,650.	0.024369
2005	277,000.	6,424,943.	0.043113
2004			

2 Total of line 1, column (d)	2	0.129148
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	0.032287
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	10,471,762.
5 Multiply line 4 by line 3	5	338,102.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,408.
7 Add lines 5 and 6	7	340,510.
8 Enter qualifying distributions from Part XII, line 4	8	531,182.

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 the instructions)

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instr.)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b		1	2,408.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	2,408.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,408.
6 Credits/Payments			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	2,900.	
b Exempt foreign organizations – tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,900.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	492.	
11 Enter the amount of line 10 to be Credited to 2010 estimated tax	11	Refunded	

Part VII-A Statements Regarding Activities

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

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Part VII-A Statements Regarding Activities Continued

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>www.fredjonesfamilyfoundation.com</u>	13	X	
14	The books are in care of <u>THE FOUNDATION</u> Telephone no <u>(405) 231-2400</u> Located at <u>9225 LAKE HEFNER PARKWAY, STE. 200 OKLAHOMA CITY OK</u> ZIP + 4 <u>73120</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 – Check here ☐ and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> <u>N/A</u>			

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

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to**(1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?☐ Yes ☒ No**(2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?☐ Yes ☒ No**(3)** Provide a grant to an individual for travel, study, or other similar purposes?☐ Yes ☒ No**(4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see 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 instructions)?**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?☐ Yes ☐ No

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

N/A

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

If 'Yes' to 6b, file Form 8870

X

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?**7b**

N/A

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 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
KIRKLAND HALL 6510 N. HILLCREST OKLAHOMA CITY OK 73116	CHRMN/PRES./DIR. 5.00	0.	0.	0.
FRED JONES HALL 5701 NORMANDY TERRACE OKLAHOMA CITY OK 73142	VP/DIRECTOR 5.00	0.	0.	0.
BROOKS HALL, JR. 6917 NW GRAND BLVD. OKLAHOMA CITY OK 73116	VP/DIRECTOR 5.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc. (Attm. 3)		34,527.	669.	0.

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

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

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

None

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 instructions). If none, enter 'NONE.'

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

Part IX-A. Summary of Direct Charitable Activities

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

	Expenses
1 N/A	0.
2	
3	
4	

Part IX-B. Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	0.
2	
All other program-related investments See instructions	
3 NONE	0.
Total. Add lines 1 through 3	None

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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	1 a	9,856,070.
b Average of monthly cash balances	1 b	775,160.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	10,631,230.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	
2 Acquisition indebtedness applicable to line 1 assets	2	
3 Subtract line 2 from line 1d	3	10,631,230.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	159,468.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	10,471,762.
6 Minimum investment return. Enter 5% of line 5	6	523,588.

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	523,588.
2a Tax on investment income for 2009 from Part VI, line 5	2 a	2,408.
b Income tax for 2009. (This does not include the tax from Part VI.)	2 b	
c Add lines 2a and 2b	2 c	2,408.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	521,180.
4 Recoveries of amounts treated as qualifying distributions	4	
5 Add lines 3 and 4	5	521,180.
6 Deduction from distributable amount (see instructions)	6	
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	521,180.

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	1 a	531,182.
b Program-related investments — total from Part IX-B	1 b	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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	531,182.
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 instructions)	5	2,408.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	528,774.

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				521,180.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			486,464.	
b Total for prior years 20__, 20__, 20__				
3 Excess distributions carryover, if any, to 2009				
a From 2004	0.			
b From 2005	0.			
c From 2006	0.			
d From 2007	0.			
e From 2008	0.			
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ \$ 531,182.				
a Applied to 2008, but not more than line 2a			486,464.	
b Applied to undistributed income of prior years (Election required — see instructions)				
c Treated as distributions out of corpus (Election required — see instructions)				
d Applied to 2009 distributable amount				44,718.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
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 instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				476,462.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2005	0.			
b Excess from 2006	0.			
c Excess from 2007	0.			
d Excess from 2008	0.			
e Excess from 2009	0.			

BAA

Form 990-PF (2009)

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

N/A

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

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

	Tax year	Prior 3 years			(e) Total
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	
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 organization had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

WENDY SMITH

9225 LAKE HEFNER PARKWAY, SUITE 200

OKLAHOMA CITY OK 73120 (405) 231-2415

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

A WRITTEN NARRATIVE OF THE NEEDS OF THE ORGANIZATION OR INDIVIDUAL, CURRENT FINANCIAL STATEMENT, AND BUDGET OF THE ORGANIZATION.

- c** Any submission deadlines.

NO SUBMISSION DEADLINES.

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

NO RESTRICTIONS OR LIMITATIONS.

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 ATTACHMENT 17				497,217.
Total			3 a	497,217.
b Approved for future payment NONE				0.
Total			3 b	0.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514	
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	(e) Related or exempt function income (see the instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	19.	
4 Dividends and interest from securities			14	363,365.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	3,592.	
8 Gain or (loss) from sales of assets other than inventory			18	-163,796.	
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)				203,180.	
13 Total. Add line 12, columns (b), (d), and (e)				13	203,180.

(See worksheet in the instructions for line 13 to verify calculations)

[illegible]

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes (see the instructions)	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
FOREIGN TAXES PAID ON INVESTMENTS	1,699.	1,699.		
TAXES BASED ON INVESTMENT INCOME	2,889.			

Total 4,588. 1,699.

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
INVESTMENT FEE CHARGES	51,140.	51,140.		
TELEPHONE	127.	64.		63.
OFFICE SUPPLIES	92.	46.		46.
SMALL FOUNDATION MEMBERSHIP	495.			495.
ADVERTISING	13,063.	6,532.		6,531.
BANK CHARGES	12.	12.		
COMPUTER EXPENSE	291.	146.		145.
SOFTWARE TRAINING & MAINTENANCE	3,389.	1,695.		1,694.
MEALS & ENTERTAINMENT	418.	209.		209.
AMORTIZATION EXPENSE	29,733.	29,733.		

Total 98,760. 89,577. 9,183.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(a) List and describe the kind(s) of property sold (e g., real estate, 2-story brick warehouse; or common stock, 200 shares MLC Company)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
UBS-BAKER INVESTMENTS - SEE ATTM. 9	P	Various	Various
UBS-LUTHER KING INVESTMENTS - SEE ATTM. 10	P	Various	Various
UBS-LUTHER KING INVESTMENTS - SEE ATTM. 10	P	Various	Various
UBS-MAIN INVESTMENTS - SEE ATTM. 11	P	Various	Various
UBS-REINHART INVESTMENTS - SEE ATTM. 12	P	Various	Various
UBS-REINHART INVESTMENTS - SEE ATTM. 12	P	Various	Various
UBS-ROOSEVELT INVESTMENTS - SEE ATTM. 13	P	Various	Various
UBS-ROOSEVELT INVESTMENTS - SEE ATTM. 13	P	Various	Various
UBS-SEIX INVESTMENTS - SEE ATTM. 14	P	Various	Various
UBS- SEIX INVESTMENTS - SEE ATTM. 14	P	Various	Various
UBS-TRADEWINDS INVESTMENTS - SEE ATTM. 15	P	Various	Various
UBS-TRADEWINDS INVESTMENTS - SEE ATTM. 15	P	Various	Various
UBS-WHV INVESTMENTS - SEE ATTM. 16	P	Various	Various
CAPITAL GAIN DISTRIBUTION - UBS ANCHOR	P	Various	Various

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
565,156.		565,156.	0.
7,615.		5,870.	1,745.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (e) thru (h)

Continued

(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)
116,336.		109,767.	6,569.
1,948,899.		1,948,899.	0.
370,487.		364,217.	6,270.
460,374.		451,095.	9,279.
660,716.		650,847.	9,869.
4,379.		3,550.	829.
314,526.		298,512.	16,014.
10,138.		10,135.	3.
150,170.		126,437.	23,733.
10,378.		10,600.	-222.
7,281.		4,425.	2,856.
399.		0.	399.
Total		4,549,510.	77,344.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income
Columns (i) thru (l)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (column (h) gain minus column (k), but not less than -0-) or losses (from column (h))
			0.
0.	0.	0.	1,745.
0.	0.	0.	6,569.
			0.
0.	0.	0.	6,270.
0.	0.	0.	9,279.
0.	0.	0.	9,869.
0.	0.	0.	829.
0.	0.	0.	16,014.
0.	0.	0.	3.
0.	0.	0.	23,733.
			-222.
0.	0.	0.	2,856.
0.	0.	0.	399.
Total	0.	0.	77,344.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☒ Business ☐ WENDY SMITH 9225 LAKE HEFNER PKWY, STE. 200 OKLAHOMA CITY OK 73120	VP/ASST. SEC. 15.00	33,860.	669.	0.
Person ☒ Business ☐ DEBRA MELLOTT 9225 LAKE HEFNER PKWY, STE. 200 OKLAHOMA CITY OK 73120	TREASURER 5.00	0.	0.	0.
Person ☒ Business ☐ VICKI SCHILLING 9225 LAKE HEFNER PKWY, STE., 200 OKLAHOMA CITY OK 73120	SECRETARY 5.00	0.	0.	0.
Person ☒ Business ☐ MARILYN UPSHER 2406 GRAND CIRCLE OKLAHOMA CITY OK 73116	DIRECTOR 5.00	0.	0.	0.
Person ☐ Business ☐ SHIRLEY SURDICK 1140 NW 63RD OKLAHOMA CITY OK 73116	FMR VP/EXC DIR 8.00	667.	0.	0.

Total

34,527. 669. 0.

Form 990-PF, Page 2, Part II, Line 13

L-13 Stmt

Line 13 - Investments - Other:	End of Year	
	Book Value	Fair Market Value
UBS MAIN	249,157.	249,156.
UBS REINHART	1,727,613.	1,802,537.
UBS JAMES BAKER	2,944,805.	3,046,429.
UBS SEIX ADVISORS	775,179.	804,909.
UBS LUTHER KING	967,248.	1,073,397.
UBS ROOSEVELT	501,827.	543,256.
UBS ANCHOR	520,554.	540,856.
UBS TRADEWINDS	456,144.	453,062.
UBS WHV	231,404.	228,107.
UBS MASTER LP	513,568.	593,144.
UBS TRADING	500,025.	460,981.
Total	<u>9,387,524.</u>	<u>9,795,834.</u>

Form 990-PF, Page 2, Part II, Line 15

Other Assets Stmt

Line 15 - Other Assets:	Beginning Year Book Value	End of Year	
		Book Value	Fair Market Value
PREPAID TAXES	17,415.	2,900.	2,900.
PURCHASED INTEREST	28,138.	2,110.	2,110.
Total	<u>45,553.</u>	<u>5,010.</u>	<u>5,010.</u>

Supporting Statement of:

Form 990-PF, p2/Line 13(a)

Description	Amount
BOK AGGRESSIVE	1,606,203.
UBS ANCHOR	436,781.
UBS JAMES BAKER	1,952,668.
UBS LUTHER KING	971,638.
UBS MAIN	325,273.
UBS REINHART	1,270,796.
UBS ROOSEVELT	467,438.
UBS SEIX ADVISORS	715,474.
UBS TRADEWINDS	318,888.
UBS WHV	139,182.
Total	<u>8,204,341.</u>

**Form 990-PF
Part I, Line 6a****Net Gain or Loss From Sale of Assets****2009**

Name

Employer Identification Number

FRED JONES FAMILY FOUNDATION

20-3110536

Asset Information:

Description of Property	BOK AGGRESSIVE BONDS - SEE ATTM. 7		
Date Acquired	Various	How Acquired:	Purchased
Date Sold:	Various	Name of Buyer	
Sales Price	64,937.	Cost or other basis (do not reduce by depreciation)	52,301.
Sales Expense		Valuation Method:	
Total Gain (Loss)	12,636.	Accumulation Depreciation:	
Description of Property	BOK AGGRESSIVE BONDS - SEE ATTM. 7		
Date Acquired.	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Sales Price	1,291,953.	Cost or other basis (do not reduce by depreciation)	1,553,902.
Sales Expense.		Valuation Method	
Total Gain (Loss)	-261,949.	Accumulation Depreciation	
Description of Property	UBS-ANCHOR INVESTMENTS - SEE ATTM. 8		
Date Acquired	Various	How Acquired:	Purchased
Date Sold.	Various	Name of Buyer.	
Sales Price	46,702.	Cost or other basis (do not reduce by depreciation)	34,258.
Sales Expense:		Valuation Method.	
Total Gain (Loss)	12,444.	Accumulation Depreciation.	
Description of Property.	UBS-ANCHOR INVESTMENTS - SEE ATTM. 8		
Date Acquired.	Various	How Acquired .	Purchased
Date Sold	Various	Name of Buyer	
Sales Price	51,625.	Cost or other basis (do not reduce by depreciation)	55,896.
Sales Expense:		Valuation Method	
Total Gain (Loss):	-4,271.	Accumulation Depreciation.	
Description of Property	UBS-BAKER INVESTMENTS - SEE ATTM. 9		
Date Acquired	Various	How Acquired:	Purchased
Date Sold	Various	Name of Buyer	
Sales Price:	565,156.	Cost or other basis (do not reduce by depreciation)	565,156.
Sales Expense:		Valuation Method	
Total Gain (Loss)	0.	Accumulation Depreciation	
Description of Property:	UBS-LUTHER KING INVESTMENTS - SEE ATTM. 10		
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Sales Price:	7,615.	Cost or other basis (do not reduce by depreciation)	5,870.
Sales Expense		Valuation Method:	
Total Gain (Loss).	1,745.	Accumulation Depreciation:	
Description of Property:	UBS-LUTHER KING INVESTMENTS - SEE ATTM. 10		
Date Acquired	Various	How Acquired.	Purchased
Date Sold	Various	Name of Buyer	
Sales Price	116,336.	Cost or other basis (do not reduce by depreciation)	109,767.
Sales Expense:		Valuation Method	
Total Gain (Loss):	6,569.	Accumulation Depreciation	
Description of Property	See Net Gain or Loss from Sale of Assets		
Date Acquired.		How Acquired:	
Date Sold:		Name of Buyer:	
Sales Price		Cost or other basis (do not reduce by depreciation)	
Sales Expense.		Valuation Method.	
Total Gain (Loss)		Accumulation Depreciation	

Form 990-PF, Part I, Lines 6a

Net Gain or Loss from Sale of Assets**Asset Information:**

Description of Property	UBS-MAIN INVESTMENTS - SEE ATTM. 11		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Check Box, if Buyer is a Business	☐		
Sales Price	1,948,899.	Cost or other basis (do not reduce by depreciation)	1,948,899.
Sales Expense	Valuation Method		
Total Gain (Loss)	0.	Accumulated Depreciation	
Description of Property	UBS-REINHART INVESTMENTS - SEE ATTM. 12		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Check Box, if Buyer is a Business	☐		
Sales Price	370,487.	Cost or other basis (do not reduce by depreciation)	364,217.
Sales Expense	Valuation Method		
Total Gain (Loss)	6,270.	Accumulated Depreciation	
Description of Property	UBS-REINHART INVESTMENTS - SEE ATTM. 12		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Check Box, if Buyer is a Business	☐		
Sales Price	460,374.	Cost or other basis (do not reduce by depreciation)	451,095.
Sales Expense	Valuation Method		
Total Gain (Loss)	9,279.	Accumulated Depreciation	
Description of Property	UBS-ROOSEVELT INVESTMENTS - SEE ATTM. 13		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Check Box, if Buyer is a Business	☐		
Sales Price	660,716.	Cost or other basis (do not reduce by depreciation)	650,847.
Sales Expense	Valuation Method		
Total Gain (Loss)	9,869.	Accumulated Depreciation	
Description of Property	UBS-ROOSEVELT INVESTMENTS - SEE ATTM. 13		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Check Box, if Buyer is a Business	☐		
Sales Price	4,379.	Cost or other basis (do not reduce by depreciation)	3,550.
Sales Expense	Valuation Method		
Total Gain (Loss)	829.	Accumulated Depreciation	
Description of Property	UBS-SEIX INVESTMENTS - SEE ATTM. 14		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Check Box, if Buyer is a Business	☐		
Sales Price	314,526.	Cost or other basis (do not reduce by depreciation)	298,512.
Sales Expense	Valuation Method		
Total Gain (Loss)	16,014.	Accumulated Depreciation	
Description of Property	UBS-SEIX INVESTMENTS - SEE ATTM. 14		
Business Code	Exclusion Code	18	
Date Acquired	Various	How Acquired	Purchased
Date Sold	Various	Name of Buyer	
Check Box, if Buyer is a Business	☐		
Sales Price	10,138.	Cost or other basis (do not reduce by depreciation)	10,135.
Sales Expense	Valuation Method		
Total Gain (Loss)	3.	Accumulated Depreciation	

Form 990-PF, Part I, Lines 6a

Continued

Net Gain or Loss from Sale of Assets**Asset Information:**

Description of Property UBS-TRADEWINDS INVESTMENTS - SEE ATTM. 15
Business Code _____ Exclusion Code 18
Date Acquired Various How Acquired Purchased
Date Sold Various Name of Buyer _____
Check Box, if Buyer is a Business ☐
Sales Price 150,170. Cost or other basis (do not reduce by depreciation) 126,437.
Sales Expense _____ Valuation Method _____
Total Gain (Loss) 23,733. Accumulated Depreciation _____
Description of Property UBS-TRADEWINDS INVESTMENTS - SEE ATTM. 15
Business Code _____ Exclusion Code 18
Date Acquired Various How Acquired Purchased
Date Sold Various Name of Buyer _____
Check Box, if Buyer is a Business ☐
Sales Price 10,378. Cost or other basis (do not reduce by depreciation) 10,600.
Sales Expense _____ Valuation Method _____
Total Gain (Loss) -222. Accumulated Depreciation _____
Description of Property UBS-WHV INVESTMENTS - SEE ATTM. 16
Business Code _____ Exclusion Code 18
Date Acquired Various How Acquired Purchased
Date Sold Various Name of Buyer _____
Check Box, if Buyer is a Business ☐
Sales Price 7,281. Cost or other basis (do not reduce by depreciation) 4,425.
Sales Expense _____ Valuation Method _____
Total Gain (Loss) 2,856. Accumulated Depreciation _____
Description of Property CAPITAL GAIN DISTRIBUTION - UBS ANCHOR
Business Code _____ Exclusion Code 18
Date Acquired Various How Acquired Purchased
Date Sold Various Name of Buyer _____
Check Box, if Buyer is a Business ☐
Sales Price 399. Cost or other basis (do not reduce by depreciation) 0.
Sales Expense _____ Valuation Method _____
Total Gain (Loss) 399. Accumulated Depreciation _____

EIN 20-3110536

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF, PAGE 3, PART IV

For the Year Ended 06/30/10

(a) <u>Description</u>	(b) <u>How</u> <u>Acquired</u>	(c) <u>Date</u> <u>Acquired</u>	(d) <u>Date</u> <u>Sold</u>	(e) <u>Gross Sales</u> <u>Price</u>	(g) <u>Cost or</u> <u>Other Basis</u>	(h) <u>Tax</u> <u>Gain/Loss</u>
Cwalt Ser 2005-J12 CI 1A1 Flt Rate%	P	12/19/08	07/25/09	671	160	511
Csfb Ser 2004-AR7 CI 2A1 Var Rt%	P	07/18/08	07/02/09	587	587	0
Gmacm Ser 2004-J4 CI A1 5 500%	P	02/06/09	07/01/09	1,578	1,578	0
Morgan Stanley Ser 2004-7ar CI 2A6 4.686%	P	10/29/08	07/02/09	885	885	0
Res Asset Mtg Prod Ser 2005 S11 Cla7 8.000%	P	07/31/08	07/01/09	371	371	0
Cwalt Ser 2005-J12 CI 1A1 Flt Rate%	P	12/19/08	08/25/09	2,379	0	2,379
Gmacm Ser 2004-J4 CI A1 5.500%	P	02/06/09	08/01/09	861	861	0
Morgan Stanley Ser 2004-7ar CI 2A6 4 686%	P	10/29/08	08/02/09	625	625	0
Gmacm Ser 2004-J4 CI A1 5.500%	P	02/06/09	09/01/09	276	276	0
Morgan Stanley Ser 2004-7ar 2A6 4 686%	P	10/29/08	09/02/09	214	214	0
Gmacm Ser 2004-J4 CI A1 5 500% 09/25/34	P	02/06/09	10/01/09	513	513	0
Gmacm Ser 2004-J4 CI A1 5.500% 09/25/34	P	02/06/09	10/27/09	7,199	5,921	1,279
Morgan Stanley Ser 2004-7ar CI 2A6 4.686% 09/25/34	P	10/29/08	10/02/09	332	332	0
Morgan Stanley Ser 2004-7ar CI 2A6 4.686% 09/25/34	P	10/29/08	10/27/09	16,673	15,779	894
Naa Ser 2005-Ap1 CI 2A5 Stp Rate% 02/25/35	P	02/18/09	10/19/09	31,772	24,199	7,573
Total BOK - Aggressive Short Term Capital Gain				64,937	52,301	12,636
FHLMC Ser 138 CI E 8.0705%	P	06/04/04	06/16/09	31	31	0
FHLMC Ser 180 CI H 6 500%	P	04/19/05	06/16/09	13	13	0
FHLMC Ser 1568 CI D 6.750%	P	02/01/06	07/01/09	56	56	0
FHLMC Ser 1578 CI K 6.900%	P	06/29/07	07/01/09	0	0	0
FHLMC Ser 19 CI F Var Rate %	P	04/19/07	07/02/09	2	2	0
FNMA Pool #56242 Var Rate %	P	04/19/07	06/09	114	114	0
FNMA Pool #192397 Var Rate	P	04/18/07	06/09	25	25	0
FNMA Pool #556998 6 490%	P	11/17/04	06/09	48	48	0
Aflf Ser 1999-A CI A2 7.230%	P	06/08/04	07/01/09	358	358	0
Boaa Ser 2004-4 CI 4A1 5 750%	P	03/29/05	07/01/09	1,788	1,788	0
Boaa Ser 2006-3 CI 4Cb1 6.500%	P	09/26/07	07/01/09	204	204	0
Boams Ser 2005-L CI 3A1 Var Rt%	P	05/06/08	07/02/09	51	51	0
Bsarm Ser 2003-9 CI 3A2 Var Rt%	P	03/26/08	07/01/09	1,459	1,459	0
Balta Ser 2006-3 CI 33A1 Var Rt%	P	03/04/08	07/02/09	97	97	0
Bsarm Ser 2005-9 CI A1 Flt Rt%	P	06/24/08	07/01/09	489	489	0
Bsarm Ser 2006-2 CI 4A1 Var Rt%	P	03/04/08	07/01/09	414	414	0
Cmalt Ser 2007-A2 CI 1A5 6.000%	P	05/02/08	07/01/09	302	302	0
Cwalt Ser 2004-16Cb CI 1A2 5.500%	P	12/21/07	07/01/09	1,658	1,658	0
Cwl Ser 2003-5 CI MF1 5 413%	P	03/27/08	07/01/09	194	194	0
Cwl Ser 2004-S1 CI A3 Stp Rt%	P	02/26/08	07/01/09	1,545	1,545	0
Cwalt Ser 2005-86Cb CI A4 5 500%	P	05/22/07	07/01/09	218	218	0

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For the Year Ended 06/30/10

(a) <u>Description</u>	(b) How <u>Acquired</u>	(c) Date <u>Acquired</u>	(d) Date <u>Sold</u>	(e) Gross Sales <u>Price</u>	(g) Cost or <u>Other Basis</u>	(h) Tax <u>Gain/Loss</u>
Cwhl Ser 2003-J10 CI 1A2 5.250%	P	04/05/06	07/01/09	44	44	0
Cwhl Ser 2004-7 Class 2A1 Flt Rt%	P	12/15/04	07/02/09	211	211	0
Cmsi Ser 1987-3 CI A1 9.000%	P	05/15/08	07/01/09	329	329	0
Cmsi Ser 2003-1 CI A3 5.400%	P	07/29/04	07/27/09	5,000	4,875	125
Cmalt Ser 2006-A3 CI 1A5 6.000%	P	09/18/07	07/01/09	799	799	0
Csfb Ser 2002-He4 CI Af 5.510%	P	02/14/07	07/01/09	148	148	0
Csmc Ser 2006-3 CI 2A1 5.750%	P	11/02/07	07/01/09	508	508	0
Cwl Ser 2006-S3 CI A3 Step Rate %	P	06/04/07	07/01/09	360	360	0
Dmsi Ser 2004-1 CI 1A 1.5.500%	P	06/23/05	07/01/09	789	789	0
Gsr Ser 2004-2F CI 13A1 5.000%	P	12/16/04	07/01/09	616	616	0
Imm Ser 2005-1 CI 1A1 Step Rate %	P	01/23/08	07/25/09	586	586	0
Indx Ser 2006-AR19 CI 1A2 Var Rate%	P	03/25/08	07/02/09	190	190	0
Rast Ser 2002-A12 CI A4 5.750%	P	07/14/06	06/25/09	3,000	2,888	113
Rast Ser 2002-A12 CI A4 5.750%	P	07/14/06	07/27/09	2,000	1,925	75
Jpmmt Ser 2005-A4 CI 1A1 Cstr Rate %	P	01/04/08	07/02/09	725	725	0
Marm Ser 2003-1 CI 2A1 4.650%	P	12/14/04	07/01/09	5	5	0
Malt Ser 2005-1 CI 5A 1.5.500%	P	02/18/05	07/01/09	289	289	0
Malt Ser 2004-6 CI 6A1 6.500%	P	05/28/08	07/01/09	675	675	0
Malt Ser 2004-13 CI 10A1 8.000%	P	05/23/08	07/01/09	749	749	0
Malt Ser 2005-3 CI 7A1 0.000%	P	01/23/08	07/01/09	590	590	0
Naa Ser 2004-AR4 CI 2A2 Var Rate %	P	07/10/07	07/25/09	109	109	0
Naa Ser 2005-Ap1 CI 2A5 Stp Rate%	P	03/19/08	07/01/09	919	919	0
Rfms2 Ser 2004-Hs1 CI A6 3.640%	P	01/10/08	07/01/09	922	922	0
Sasc Ser 2003-20 CI 2A4 4.500%	P	12/07/04	07/01/09	445	445	0
Sasc Ser 2002-22H CI 1A Var Rate %	P	04/26/07	07/01/09	518	518	0
Tmst Ser 2006-6 CI A1 Flt Rate%	P	10/03/07	07/25/09	855	855	0
Wfmb Ser 2003-7 CI A1 4.500%	P	12/07/04	07/01/09	698	698	0
Wfmb Ser 2006-AR6 CI VA1 Flt Rt%	P	05/21/08	07/01/09	654	654	0
Wfmb Ser 2003-D CI A1 Stp Rt%	P	12/14/04	07/01/09	176	176	0
FHLMC Ser 138 CI E 8.0705%	P	06/04/04	07/16/09	14	14	0
FHLMC Ser 180 CI H 6.500%	P	04/19/05	07/16/09	36	36	0
FHLMC Ser 1568 CI D 6.750%	P	02/01/06	08/01/09	50	50	0
FHLMC Ser 1578 CI K 6.900%	P	06/29/07	08/01/09	0	0	0
FHLMC Ser 19 CI F Var Rate %	P	04/19/07	08/02/09	7	7	0
FNMA Pool #56242 Var Rate %	P	04/19/07	07/09	121	121	0
FNMA Pool #192397 Var Rate	P	04/18/07	07/09	25	25	0
FNMA Pool #556998 6.490%	P	11/17/04	07/09	55	55	0
Aflf Ser 1999-A CI A2 7.230%	P	06/08/04	08/02/09	361	361	0
Boaa Ser 2004-4 CI 4A1 5.750%	P	03/29/05	08/01/09	122	122	0
Boaa Ser 2006-3 CI 4Cb1 6.500%	P	09/26/07	08/01/09	33	33	0

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Boams Ser 2005-L CI 3A1 Var Rt%	P	05/06/08	08/01/09	1,300	1,300	0
Bsarm Ser 2003-9 CI 3A2 Var Rt%	P	03/26/08	08/01/09	786	786	0
Balta Ser 2006-3 CI 33A1 Var Rt%	P	03/04/08	08/02/09	314	314	0
Bsarm Ser 2005-9 CI A1 Flt Rt%	P	06/24/08	08/01/09	398	398	0
Bsarm Ser 2006-2 CI 4A1 Var Rt%	P	03/04/08	08/02/09	350	350	0
Cmalt Ser 2007-A2 CI 1A5 6.000%	P	05/02/08	08/01/09	375	375	0
Cwalt Ser 2004-16Cb CI 1A2 5.500%	P	12/21/07	08/01/09	739	739	0
Cwl Ser 2003-5 CI MF1 5 413%	P	03/27/08	08/01/09	127	127	0
Cwl Ser 2004-S1 CI A3 Stp Rt%	P	02/26/08	08/01/09	1,032	1,032	0
Cwalt Ser 2005-86Cb CI A4 5.500%	P	05/22/07	08/01/09	218	218	0
Cwhl Ser 2003-J10 CI 1A2 5.250%	P	04/05/06	08/01/09	44	44	0
Cwhl Ser 2004-7 Class 2A1 Flt Rt%	P	12/15/04	08/01/09	141	141	0
Cmsi Ser 1987-3 CI A1 9.000%	P	05/15/08	08/01/09	363	363	0
Cmsi Ser 2003-1 CI A3 5 400%	P	07/29/04	08/25/09	1,000	975	25
Cmalt Ser 2006-A3 CI 1A5 6.000%	P	09/18/07	08/01/09	799	799	0
Csfb Ser 2002-He4 CI Af 5 510%	P	02/14/07	08/01/09	129	129	0
Csfb Ser 2004-AR7 CI 2A1 Var Rt%	P	07/18/08	08/02/09	677	677	0
Csmc Ser 2006-3 CI 2A1 5.750%	P	11/02/07	08/01/09	1,849	1,849	0
Cwl Ser 2006-S3 CI A3 Step Rate %	P	06/04/07	08/01/09	790	790	0
Dmsi Ser 2004-1 CI 1A 1 5.500%	P	06/23/05	08/01/09	824	824	0
Gsr Ser 2004-2F CI 13A1 5 000%	P	12/16/04	08/01/09	457	457	0
Imm Ser 2005-1 CI 1A1 Step Rate %	P	01/23/08	08/25/09	709	709	0
Indx Ser 2006-AR19 CI 1A2 Var Rate%	P	03/25/08	08/02/09	242	242	0
Jpmmt Ser 2005-A4 CI 1A1 Cstr Rate %	P	01/04/08	08/01/09	1,038	1,038	0
Marm Ser 2003-1 CI 2A1 4.650%	P	12/14/04	08/01/09	7	7	0
Malt Ser 2005-1 CI 5A 1 5.500%	P	02/18/05	08/01/09	752	752	0
Malt Ser 2004-6 CI 6A1 6 500%	P	05/28/08	08/01/09	535	535	0
Malt Ser 2004-13 CI 10A1 8 000%	P	05/23/08	08/01/09	232	232	0
Malt Ser 2005-3 CI 7A1 0.000%	P	01/23/08	08/01/09	661	661	0
Naa Ser 2004-AR4 CI 2A2 Var Rate %	P	07/10/07	08/25/09	9	9	0
Naa Ser 2005-Ap1 CI 2A5 Stp Rate%	P	03/19/08	08/01/09	1,725	1,725	0
Rfms2 Ser 2004-Hs1 CI A6 3.640%	P	01/10/08	08/01/09	701	701	0
Res Asset Mtg Prod Ser 2005 SI1 Cla7 8.000%	P	07/31/08	08/01/09	465	465	0
Sasc Ser 2003-20 CI 2A4 4.500%	P	12/07/04	08/01/09	534	534	0
Sasc Ser 2002-22H CI 1A Var Rate %	P	04/26/07	08/01/09	710	710	0
Tmst Ser 2006-6 CI A1 Flt Rate%	P	10/03/07	08/25/09	564	564	0
Wfmb Ser 2003-7 CI A1 4 500%	P	12/07/04	08/01/09	712	712	0
Wfmb Ser 2006-AR6 CI VA1 Flt Rt%	P	05/21/08	08/01/09	460	460	0
Wfmb Ser 2003-D CI A1 Stp Rt%	P	12/14/04	08/01/09	118	118	0
FHLMC Ser 138 CI E 8.0705% 07/15/21	P	06/04/04	08/16/09	8	8	0

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FHLMC Ser 180 CI H 6.500%	P	04/19/05	08/16/09	10	10	0
FHLMC Ser 1568 CI D 6.750%	P	01/26/00	09/01/09	27	27	0
FHLMC Ser 1578 CI K 6 900%	P	06/29/07	09/01/09	0	0	0
FHLMC Ser 19 CI F Var Rate %	P	04/19/07	09/15/09	1	1	0
FNMA Pool #56242 Var Rate %	P	04/19/07	08/09	123	123	0
FNMA Pool #192397 Var Rate	P	04/18/07	08/09	25	25	0
FNMA Pool #556998 6 490%	P	11/17/04	08/09	71	71	0
Aflf Ser 1999-A CI A2 7.230%	P	06/08/04	09/01/09	351	351	0
Bafc Ser 2005-3 CI 1A25 5.500%	P	06/14/07	09/21/09	25,761	28,981	(3,220)
Boaa Ser 2004-4 CI 4A1 5 750%	P	03/29/05	09/01/09	61	61	0
Boaa Ser 2004-4 CI 4A1 5.750%	P	03/29/05	09/14/09	28,242	31,676	(3,434)
Boaa Ser 2006-3 CI 4Cb1 6.500%	P	09/26/07	09/01/09	479	473	5
Boaa Ser 2006-3 CI 4Cb1 6.500%	P	09/26/07	09/14/09	19,992	28,645	(8,653)
Boams Ser 2004-6 CI 1A2 6.000%	P	10/30/07	09/02/09	18,600	18,850	(250)
Boams Ser 2005-L CI 3A1 Var Rt%	P	05/06/08	09/02/09	237	177	59
Boams Ser 2005-L CI 3A1 Var Rt%	P	05/06/08	09/14/09	14,716	15,210	(494)
Boams Ser 2006-B CI 4A2 5.731%	P	06/03/08	09/14/09	9,700	14,400	(4,700)
Bsarm Ser 2003-9 CI 3A2 Var Rt%	P	03/26/08	09/02/09	135	103	32
Bsarm Ser 2003-9 CI 3A2 Var Rt%	P	03/26/08	09/03/09	23,857	23,074	783
Balta Ser 2006-3 CI 33A1 Var Rt%	P	03/04/08	09/01/09	130	59	71
Balta Ser 2006-3 CI 33A1 Var Rt%	P	03/04/08	09/21/09	23,640	20,848	2,791
Bsarm Ser 2005-9 CI A1 Flt Rt%	P	06/24/08	09/02/09	313	215	98
Bsarm Ser 2005-9 CI A1 Flt Rt%	P	06/24/08	09/14/09	15,722	17,151	(1,429)
Bsarm Ser 2006-2 CI 4A1 Var Rt%	P	03/04/08	09/01/09	388	249	139
Bsarm Ser 2006-2 CI 4A1 Var Rt%	P	03/04/08	09/21/09	17,665	22,483	(4,817)
Cmalt Ser 2007-A2 CI 1A5 6.000%	P	05/02/08	09/01/09	307	290	17
Cmalt Ser 2007-A2 CI 1A5 6.000%	P	05/02/08	09/14/09	12,543	18,491	(5,948)
Cwalt Ser 2004-16Cb CI 1A2 5 500%	P	12/21/07	09/02/09	32,099	31,069	1,030
Cwalt Ser 2005-J8 CI 1A4 5.500%	P	09/27/07	09/21/09	15,600	24,975	(9,375)
Cwalt Ser 2005-23Cb CI A8 5.500%	P	12/18/07	09/21/09	13,000	20,250	(7,250)
Cwalt Ser 2005-26Cb CI A4 5.500%	P	07/06/06	09/21/09	5,300	8,300	(3,000)
Cwalt Ser 2005-26Cb CI A4 5 500%	P	07/21/06	09/21/09	7,950	12,581	(4,631)
Cwalt Ser 2005-26Cb CI A4 5 500%	P	08/23/06	09/21/09	10,600	17,150	(6,550)
Cwl Ser 2003-5 CI MF1 5 413%	P	03/27/08	09/01/09	143	143	0
Cwl Ser 2004-S1 CI A3 Stp Rt%	P	02/26/08	09/01/09	963	963	0
Cwalt Ser 2005-54Cb CI 1A6 5.500%	P	06/12/07	09/21/09	9,800	16,669	(6,869)
Cwalt Ser 2005-54CB CI 3A9 6.000%	P	08/27/07	09/21/09	17,500	29,378	(11,878)
Cwalt Ser 2005-86Cb CI A4 5.500%	P	05/22/07	09/01/09	218	218	0
Cwl Ser 2006-S7 CI A3 5.712%	P	10/24/07	09/28/09	5,724	28,618	(22,895)
Cwalt Ser 2003-13T1 CI A6 5.000%	P	05/07/08	09/02/09	23,255	20,000	3,255

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Cwhl Ser 2003-J10 CI 1A2 5.250%	P	04/05/06	09/01/09	14	14	0
Cwhl Ser 2004-7 Class 2A1 Flt Rt%	P	12/15/04	09/01/09	354	354	0
Cmsi Ser 1987-3 CI A1 9 000%	P	05/15/08	09/01/09	299	299	0
Cmsi Ser 2003-11 CI 1A4 5.250%	P	06/27/07	09/02/09	9,404	8,834	570
Cmsi Ser 2003-11 CI 2A11 5 500%	P	06/28/07	09/02/09	9,085	8,703	382
Cmsi Ser 2003-11 CI 2A11 5.500%	P	06/28/07	09/02/09	9	10	(1)
Cmsi Ser 2004-6 CI 1A7 5.500%	P	05/29/07	09/02/09	3,400	3,520	(120)
Cmsi Ser 2004-6 CI 1A7 5 500%	P	07/02/07	09/02/09	6,800	6,810	(10)
Cmalt Ser 2006-A3 CI 1A5 6 000%	P	09/18/07	09/01/09	799	799	0
Csfb Ser 2002-He4 CI Af 5 510%	P	02/14/07	09/01/09	511	511	0
Csfb Ser 2004-4 CI 2A11 5.500%	P	06/05/07	09/02/09	8,287	7,965	322
Csfb Ser 2004-4 CI 2A11 5 500%	P	06/07/07	09/02/09	37,752	36,413	1,339
Csfb Ser 2004-AR7 CI 2A1 Var Rt%	P	07/18/08	09/01/09	826	826	0
Cwl Ser 2006-S3 CI A3 Step Rate %	P	06/04/07	09/01/09	444	444	0
Cwl Ser 2006-S3 CI A3 Step Rate %	P	06/04/07	09/28/09	6,010	27,262	(21,252)
Dmsi Ser 2004-1 CI 1A 1 5 500%	P	06/23/05	09/01/09	39	39	0
Gsr Ser 2004-2F CI 13A1 5.000%	P	12/16/04	09/01/09	255	255	0
Imm Ser 2005-1 CI 1A1 Step Rate %	P	01/23/08	09/25/09	509	509	0
Indx Ser 2006-AR19 CI 1A2 Var Rate%	P	03/25/08	09/01/09	324	324	0
Indx Ser 2006-AR19 CI 1A2 Var Rate%	P	03/25/08	09/29/09	12,376	17,205	(4,829)
Jpmmt Ser 2005-A4 CI 1A1 Cstr Rate %	P	01/04/08	09/01/09	301	301	0
Marm Ser 2003-1 CI 2A1 4.650%	P	12/14/04	09/01/09	4	4	0
Malt Ser 2005-1 CI 5A 1 5.500%	P	02/18/05	09/01/09	353	353	0
Malt Ser 2004-6 CI 6A1 6.500%	P	05/28/08	09/01/09	54	54	0
Malt Ser 2004-13 CI 10A1 8 000%	P	05/23/08	09/01/09	149	149	0
Malt Ser 2005-3 CI 7A1 0.000%	P	01/23/08	09/01/09	465	465	0
Naa Ser 2004-AR4 CI 2A2 Var Rate %	P	07/10/07	09/25/09	104	104	0
Naa Ser 2005-Ap1 CI 2A5 Stp Rate%	P	03/19/08	09/01/09	541	541	0
Rfms2 Ser 2004-Hs1 CI Ai6 3.640%	P	01/10/08	09/01/09	773	773	0
Res Asset Mtg Prod Ser 2005 SI1 Cla7 8 000%	P	07/31/08	09/01/09	260	260	0
Sasc Ser 2003-20 CI 2A4 4 500%	P	12/07/04	09/01/09	345	345	0
Sasc Ser 2002-22H CI 1A Var Rate %	P	04/26/07	09/01/09	286	286	0
Tmst Ser 2006-6 CI A1 Flt Rate%	P	10/03/07	09/25/09	422	422	0
Wfmb Ser 2003-7 CI A1 4.500%	P	12/07/04	09/01/09	667	667	0
Wfmb Ser 2006-AR6 CI VA1 Flt Rt%	P	05/21/08	09/02/09	494	494	0
Wfmb Ser 2003-D CI A1 Stp Rt%	P	12/14/04	09/01/09	95	95	0
FHLMC Ser 138 CI E 8.0705% 07/15/21	P	06/04/04	09/16/09	11	11	0
FHLMC Ser 138 CI E 8.0705% 07/15/21	P	06/04/04	10/16/09	164	160	3
FHLMC Ser 138 CI E 8.0705% 07/15/21	P	04/04/06	10/16/09	845	848	(3)
FHLMC Ser 180 CI H 6 500% 09/15/21	P	04/19/05	09/16/09	10	10	0

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FHLMC Ser 180 CI H 6.500% 09/15/21	P	04/19/05	10/16/09	1,315	1,442	(127)
FHLMC Ser 1568 CI D 6 750% 08/15/23	P	02/01/06	10/01/09	37	37	0
FHLMC Ser 1568 CI D 6 750% 08/15/23	P	02/01/06	10/16/09	1,406	1,564	(158)
FHLMC Ser 1578 CI K 6.900% 09/15/23	P	06/29/07	10/01/09	0	0	0
FHLMC Ser 19 CI F Var Rate % 06/01/28	P	04/19/07	09/02/09	3	3	0
FNMA Pool #56242 Var Rate % 07/01/17	P	04/19/07	09/01/09	124	122	2
FNMA Pool #56242 Var Rate % 07/01/17	P	04/19/07	10/16/09	12,012	12,488	(475)
FNMA Pool #192397 Var Rate 11/01/22	P	04/18/07	09/01/09	25	25	0
FNMA Pool #192397 Var Rate 11/01/22	P	04/18/07	10/16/09	5,256	5,502	(246)
FNMA Pool #556998 6 490% 02/01/30	P	11/17/04	09/01/09	62	62	0
FNMA Pool #556998 6 490% 02/01/30	P	11/17/04	10/16/09	18,296	20,353	(2,057)
Fngt Ser 2004-T5 CI Ab2 Flt Rate% 05/28/35	P	01/17/08	10/26/09	8,104	11,492	(3,389)
Cwalt Ser 2007-4Cb CI 1A8 5 750% 04/25/37	P	02/05/08	10/26/09	8,000	34,250	(26,250)
Aflf Ser 1999-A CI A2 7.230% 04/15/12	P	06/08/04	10/02/09	344	344	0
Aflf Ser 1999-A CI A2 7.230% 04/15/12	P	06/08/04	10/26/09	9,611	9,832	(221)
Cwalt Ser 2004-16Cb CI 1A2 5 500% 07/25/34	P	12/21/07	10/01/09	17	17	0
Cwl Ser 2003-5 CI MF1 5.413% 01/25/34	P	03/27/08	10/01/09	183	183	0
Cwl Ser 2003-5 CI MF1 5.413% 01/25/34	P	03/27/08	10/26/09	7,548	6,687	861
Cwl Ser 2004-S1 CI A3 Stp Rt% 02/25/35	P	02/26/08	10/01/09	32,473	36,237	(3,764)
Cwalt Ser 2005-86Cb CI A4 5.500% 02/25/36	P	05/22/07	10/01/09	10,383	14,844	(4,461)
Cwalt Ser 2005-86Cb CI A4 5.500% 02/25/36	P	05/22/07	10/02/09	195	189	5
Cwalt Ser 2002-17 CI A4 5.750% 01/25/33	P	04/24/07	10/01/09	6,408	7,700	(1,293)
Cwhl Ser 2003-J10 CI 1A2 5 250% 11/25/33	P	04/05/06	10/01/09	44	44	0
Cwhl Ser 2003-J10 CI 1A2 5.250% 11/25/33	P	04/05/06	10/26/09	1,833	1,958	(125)
Cwhl Ser 2004-7 Class 2A1 Flt Rt% 06/25/34	P	12/15/04	10/01/09	10,761	15,921	(5,160)
Chase Ser 2006-A1 CI 2A3 Var Rt% 09/25/36	P	06/20/08	10/01/09	17,403	16,800	603
Cmsi Ser 1987-3 CI A1 9 000% 05/25/17	P	05/15/08	10/01/09	300	300	0
Cmsi Ser 1987-3 CI A1 9 000% 05/25/17	P	05/15/08	10/27/09	25,506	28,134	(2,628)
Cmlti Ser 2003-1 CI 2A3 5.500% 10/25/33	P	03/03/06	10/02/09	5,190	5,400	(210)
Cmalt Ser 2006-A3 CI 1A5 6.000% 07/25/36	P	09/18/07	10/01/09	13,499	17,403	(3,904)
Cmalt Ser 2006-A3 CI 1A5 6.000% 07/25/36	P	02/01/08	10/01/09	17,439	22,447	(5,008)
Cmalt Ser 2006-A3 CI 1A5 6.000% 07/25/36	P	02/01/08	10/01/09	799	761	37
Csfb Ser 2002-He4 CI Af 5.510% 08/25/32	P	02/14/07	10/01/09	2	2	0
Csfb Ser 2002-He4 CI Af 5 510% 08/25/32	P	02/14/07	10/26/09	8,778	11,763	(2,985)
Csfb Ser 2004-5 CI 1A5 5.750% 09/25/34	P	06/07/07	10/27/09	11,700	13,955	(2,255)
Csfb Ser 2004-5 CI 1A5 5 750% 09/25/34	P	09/28/07	10/27/09	7,800	9,200	(1,400)
Csfb Ser 2004-AR7 CI 2A1 Var Rt% 11/25/34	P	07/18/08	10/02/09	201	201	0
Csfb Ser 2004-AR7 CI 2A1 Var Rt% 11/25/34	P	07/18/08	10/27/09	8,936	6,877	2,059
Csfb Ser 2005-1 CI 1A24 5.500% 02/25/35	P	11/28/07	10/02/09	14,900	16,800	(1,900)
Csfb Ser 2005-4 CI 3A2 5 500% 06/25/35	P	05/24/07	10/02/09	7,463	9,306	(1,843)

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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For the Year Ended 06/30/10

(a) <u>Description</u>	(b) <u>How</u> <u>Acquired</u>	(c) <u>Date</u> <u>Acquired</u>	(d) <u>Date</u> <u>Sold</u>	(e) <u>Gross Sales</u> <u>Price</u>	(g) <u>Cost or</u> <u>Other Basis</u>	(h) <u>Tax</u> <u>Gain/Loss</u>
Csfb Ser 2005-5 CI 2A3 5 500% 07/25/35	P	06/05/07	10/02/09	5,960	7,040	(1,080)
Csfb Ser 2005-5 CI 2A7 5 500% 07/25/35	P	07/18/07	10/02/09	12,621	14,753	(2,132)
Csmc Ser 2006-2 CI 4A6 5 750% 03/25/36	P	07/27/07	10/02/09	14,850	26,550	(11,700)
Csmc Ser 2006-3 CI 2A1 5 750% 04/25/36	P	11/02/07	10/01/09	806	806	0
Csmc Ser 2006-3 CI 2A1 5.750% 04/25/36	P	11/02/07	10/27/09	6,105	6,710	(605)
Sbalt Ser 2003-1 CI A3 5.500% 09/25/33	P	06/28/07	10/02/09	9,240	9,240	0
Dmsi Ser 2004-1 CI 1A 1 5 500% 09/25/33	P	06/23/05	10/01/09	1,485	1,442	43
Dmsi Ser 2004-1 CI 1A 1 5.500% 09/25/33	P	04/10/06	10/01/09	4,246	4,653	(407)
Dmsi Ser 2004-1 CI 1A 1 5 500% 09/25/33	P	04/12/06	10/01/09	2,123	2,345	(222)
Dmsi Ser 2004-1 CI 1A 1 5.500% 09/25/33	P	04/25/06	10/01/09	4,246	4,604	(357)
Dmsi Ser 2004-1 CI 1A 1 5.500% 09/25/33	P	09/12/06	10/01/09	2,082	2,327	(245)
Dmsi Ser 2004-1 CI 1A 1 5 500% 09/25/33	P	09/21/06	10/01/09	1,494	1,690	(196)
Dmsi Ser 2004-1 CI 1A 1 5 500% 09/25/33	P	09/21/06	10/02/09	691	600	91
Gsr Ser 2004-2F CI 13A1 5 000% 09/25/19	P	12/16/04	10/01/09	14,492	15,809	(1,317)
Gsr Ser 2004-2F CI 13A1 5.000% 09/25/19	P	12/16/04	10/02/09	309	309	0
Gsr Ser 2005-3F CI 1A10 5.500% 03/25/35	P	08/24/07	10/02/09	13,158	13,508	(350)
Imm Ser 2005-1 CI 1A1 Step Rate % 04/25/35	P	01/23/08	10/09/09	25,152	27,420	(2,268)
Rast Ser 2002-A12 CI A4 5.750% 11/25/32	P	07/14/06	10/09/09	4,200	4,813	(613)
Rast Ser 2002-A12 CI A4 5 750% 11/25/32	P	07/21/06	10/09/09	6,720	7,520	(800)
Rast Ser 2003-A7 CI A12 5.500% 07/25/33	P	06/13/07	10/27/09	5,322	6,809	(1,487)
Jpmmt Ser 2005-A4 CI 1A1 Cstr Rate % 07/25/35	P	01/04/08	10/01/09	584	353	231
Jpmmt Ser 2005-A4 CI 1A1 Cstr Rate % 07/25/35	P	01/04/08	10/05/09	14,363	12,858	1,505
Marm Ser 2003-1 CI 2A1 4 650% 12/25/32	P	12/14/04	10/02/09	7	7	0
Marm Ser 2003-1 CI 2A1 4.650% 12/25/32	P	12/14/04	10/27/09	838	1,649	(810)
Malt Ser 2005-1 CI 5A 1 5 500% 01/25/20	P	02/18/05	10/02/09	326	339	(13)
Malt Ser 2005-1 CI 5A 1 5 500% 01/25/20	P	02/18/05	10/09/09	20,898	25,555	(4,656)
Malt Ser 2004-6 CI 6A1 6.500% 07/25/34	P	05/28/08	10/02/09	56	52	4
Malt Ser 2004-6 CI 6A1 6.500% 07/25/34	P	05/28/08	10/05/09	26,186	31,655	(5,470)
Malt Ser 2004-13 CI 10A1 8.000% 01/25/35	P	05/23/08	10/02/09	705	702	3
Malt Ser 2004-13 CI 10A1 8.000% 01/25/35	P	05/23/08	10/09/09	13,209	14,780	(1,572)
Malt Ser 2005-3 CI 7A1 0.000% 04/25/35	P	01/23/08	10/08/09	26,632	27,230	(599)
Msm Ser 2006-15Xs CI A6B Stp Rate% 11/25/36	P	10/05/07	10/27/09	13,050	27,000	(13,950)
Naa Ser 2004-AR4 CI 2A2 Var Rate % 12/25/34	P	07/10/07	10/25/09	6	6	0
Naa Ser 2004-AR4 CI 2A2 Var Rate % 12/25/34	P	07/10/07	10/27/09	997	621	376
Naa Ser 2005-Ap1 CI 2A5 Stp Rate% 02/25/35	P	03/19/08	10/01/09	839	440	399
Naa Ser 2005-Ap1 CI 2A5 Stp Rate% 02/25/35	P	03/19/08	10/19/09	12,794	11,615	1,178
Naa Ser 2005-Ap1 CI 2A5 Stp Rate% 02/25/35	P	07/09/08	10/19/09	25,001	24,581	420
Rfms2 Ser 2004-Hs1 CI A6 3 640% 03/25/34	P	01/10/08	10/01/09	476	476	0
Rfms2 Ser 2004-Hs1 CI A6 3 640% 03/25/34	P	01/10/08	10/27/09	13,289	21,892	(8,604)
Rfmsi Ser 2005-S2 CI A1 5 250% 03/25/35	P	06/28/07	10/13/09	6,810	6,670	140

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For the Year Ended 06/30/10

(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
Res Asset Mtg Prod Ser 2005 SI1 Cla7 8.000% 05/25/32	P	07/31/08	10/02/09	507	507	0
Res Asset Mtg Prod Ser 2005 SI1 Cla7 8.000% 05/25/32	P	07/31/08	10/13/09	23,419	19,989	3,430
Sasc Ser 2002-3 CI A4 6.400% 03/25/32	P	08/02/04	10/27/09	2,520	3,045	(525)
Sasc Ser 2002-3 CI A4 6.400% 03/25/32	P	10/17/07	10/27/09	840	930	(90)
Sasc Ser 2003-20 CI 2A4 4.500% 07/25/18	P	12/07/04	10/02/09	667	647	20
Sasc Ser 2003-20 CI 2A4 4.500% 07/25/18	P	12/07/04	10/13/09	21,039	21,032	7
Sasc Ser 2002-22H CI 1A Var Rate % 11/25/32	P	04/26/07	10/01/09	2	2	0
Sasc Ser 2002-22H CI 1A Var Rate % 11/25/32	P	04/26/07	10/13/09	26,060	26,947	(887)
Tmst Ser 2006-6 CI A1 Flt Rate% 11/25/11	P	10/03/07	10/22/09	20,025	21,227	(1,202)
Tmst Ser 2006-6 CI A1 Flt Rate% 11/25/11	P	10/03/07	10/25/09	420	420	0
Wmalt Ser 2005-8 CI 1A7 5.500% 10/25/35	P	05/02/06	10/22/09	2,200	4,364	(2,164)
Wmalt Ser 2005-8 CI 1A7 5.500% 10/25/35	P	06/19/06	10/22/09	2,200	4,363	(2,163)
Wfmb Ser 2003-7 CI A1 4.500% 08/25/18	P	12/07/04	10/01/09	433	418	15
Wfmb Ser 2003-7 CI A1 4.500% 08/25/18	P	12/07/04	10/13/09	23,446	23,446	0
Wfmb Ser 2005-9 CI 1A4 5.500% 10/25/35	P	11/23/07	10/26/09	6,300	7,950	(1,650)
Wfmb Ser 2005-9 CI 2A3 5.250% 10/25/35	P	07/23/07	10/22/09	16,000	16,725	(725)
Wfmb Ser 2006-AR6 CI VA1 Flt Rt% 03/25/36	P	05/21/08	10/01/09	388	388	0
Wfmb Ser 2006-AR6 CI VA1 Flt Rt% 03/25/36	P	05/21/08	10/22/09	11,628	14,044	(2,416)
Wfmb Ser 2006-AR13 CI A4 5.760% 09/25/36	P	12/28/07	10/22/09	27,500	35,500	(8,000)
Wfmb Ser 2003-D CI A1 Stp Rt% 02/25/33	P	12/14/04	10/01/09	107	107	0
Wfmb Ser 2003-D CI A1 Stp Rt% 02/25/33	P	12/14/04	10/27/09	2,142	3,545	(1,403)
FHLMC Ser 138 CI E 8.0705%	P	04/04/06	10/16/09	35	31	4
FHLMC Ser 180 CI H 6.500%	P	04/19/05	10/16/09	19	19	0
FHLMC Ser 1578 CI K 6.900%	P	06/29/07	11/01/09	0	0	0
FHLMC Ser 19 CI F Var Rate %	P	04/19/07	10/01/09	154	146	9
Cwalt Ser 2004-16Cb CI 1A2 5.500%	P	12/21/07	09/01/09	502	441	61
Cwl Ser 2003-5 CI MF1 5.413%	P	03/27/08	11/18/09	0	0	0
Cwl Ser 2004-S1 CI A3 Stp Rt%	P	02/26/08	10/01/09	1,196	868	328
Cwl Ser 2006-S7 CI A3 5.712%	P	10/24/07	11/19/09	0	2,882	(2,882)
Cwhl Ser 2004-7 Class 2A1 Flt Rt%	P	12/15/04	10/01/09	483	471	11
Sasc Ser 2002-22H CI 1A Var Rate %	P	04/26/07	10/01/09	218	220	(2)
Total BOK - Aggressive Long Term Capital Loss				1,291,953	1,553,902	(261,949)

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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For the Year Ended 06/30/10

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(a)		(b)	(c)	(d)	(e)	(g)	(h)
# of Shares	Description	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Tax Gain/Loss
95.000	ROWAN COMPANIES INC	P	10/16/08	08/21/09	2,099	1,612	487
105.000	ROWAN COMPANIES INC	P	05/27/09	08/21/09	2,320	2,044	276
1.000	HUTCHISON TELECOMMUNICATIONS INTL LTD	P	12/11/08	10/26/09	3	4	(1)
106.000	HUTCHISON TELECOMMUNICATIONS INTL LTD	P	12/11/08	10/29/09	320	468	(148)
729.000	HUTCHISON TELECOMMUNICATIONS INTL LTD SPON ADR	P	05/26/09	10/29/09	2,202	2,231	(29)
230.000	HUTCHISON TELECOMMUNICATIONS INTL LTD SPON ADR	P	05/26/09	11/05/09	695	704	(9)
45.000	HUTCHISON TELECOMMUNICATIONS INTL LTD SPON ADR	P	05/26/09	11/06/09	136	138	(2)
14.000	HUTCHISON TELECOMMUNICATIONS INTL LTD SPON ADR	P	05/27/09	11/09/09	42	43	(1)
36.000	HUTCHISON TELECOMMUNICATIONS INTL LTD SPON ADR	P	05/26/09	11/09/09	109	110	(1)
130.000	HUTCHISON TELECOMMUNICATIONS INTL LTD SPON ADR	P	05/27/09	11/10/09	393	398	(5)
150.000	HUTCHISON TELECOMMUNICATIONS INTL LTD SPON ADR	P	05/27/09	11/11/09	453	459	(6)
65.000	HUTCHISON TELECOMMUNICATIONS INTL LTD SPON ADR	P	05/27/09	11/12/09	196	199	(3)
291.000	HUTCHISON TELECOMMUNICATIONS INTL LTD SPON ADR	P	05/27/09	11/13/09	879	890	(12)
115.000	PENTAIR INC	P	05/27/09	11/03/09	3,437	2,917	520
120.000	UDR INC REITS	P	05/26/09	11/02/09	1,740	1,168	572
various	SPDR GOLD TRUST RETURN OF PRINCIPAL	P	various	12/31/09	44	0	44
85.000	AFFILIATED COMPUTER SVCS INC CL A	P	05/27/09	02/05/10	5,136	3,882	1,254
54.000	MADISON SQUARE GARDENS, INC	P	05/27/09	02/11/10	945	714	231
0.250	MADISON SQUARE GARDENS, INC	P	05/27/09	02/10/10	4	3	1
185.000	UDR INC REITS	P	05/26/09	02/12/10	2,805	1,800	1,005
0.315	XEROX CORP	P	05/27/09	02/05/10	3	3	0
145.000	UDR INC REITS	P	05/26/09	04/26/10	3,055	1,411	1,644
265.000	UDR INC REITS	P	05/27/09	04/26/10	5,583	2,869	2,713
85.000	ANADARKO PETROLEUM CORP	P	05/27/09	05/17/10	4,814	3,853	961
145.000	SYBASE INC	P	02/23/10	05/21/10	9,290	6,338	2,952
Total UBS - Anchor Short Term Capital Gain					46,702	34,258	12,444
25.000	PENTAIR INC	P	10/30/06	07/07/09	596	789	(192)
60.000	PENTAIR INC	P	10/30/06	07/10/09	1,431	1,893	(462)
10.000	ROWAN COMPANIES INC	P	05/04/05	07/27/09	214	268	(54)
57.000	ROWAN COMPANIES INC	P	05/04/05	08/21/09	1,260	1,527	(268)
4.000	ANADARKO PETROLEUM CORP	P	09/17/07	10/16/09	267	202	66
41.000	ANADARKO PETROLEUM CORP	P	09/21/07	10/16/09	2,741	2,193	547
170.000	HUTCHISON TELECOMMUNICATIONS INTL LTD	P	11/06/07	10/20/09	513	3,906	(3,393)
140.000	HUTCHISON TELECOMMUNICATIONS INTL LTD	P	11/06/07	10/21/09	423	3,217	(2,794)
12.000	HUTCHISON TELECOMMUNICATIONS INTL LTD	P	11/06/07	10/22/09	36	276	(239)
83.000	HUTCHISON TELECOMMUNICATIONS INTL LTD	P	11/23/07	10/22/09	251	1,832	(1,581)
40.000	HUTCHISON TELECOMMUNICATIONS INTL LTD	P	11/23/07	10/23/09	121	883	(762)
24.000	HUTCHISON TELECOMMUNICATIONS INTL LTD	P	11/23/07	10/26/09	72	530	(457)
10.000	CONS EDISON CO (HOLDING CO)	P	05/15/08	11/06/09	416	415	1
2.000	PENTAIR INC	P	10/30/06	11/03/09	60	63	(3)
103.000	PENTAIR INC	P	04/25/07	11/03/09	3,079	3,291	(212)
60.000	AFFILIATED COMPUTER SVCS INC CL A	P	08/23/04	02/02/10	3,730	3,193	537

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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For the Year Ended 06/30/10

(a)		(b)	(c)	(d)	(e)	(g)	(h)
		How	Date	Date	Gross Sales	Cost or	Tax
<u># of Shares</u>	<u>Description</u>	<u>Acquired</u>	<u>Acquired</u>	<u>Sold</u>	<u>Price</u>	<u>Other Basis</u>	<u>Gain/Loss</u>
15 000	AFFILIATED COMPUTER SVCS INC CL A	P	11/29/07	02/02/10	932	635	298
64.000	AFFILIATED COMPUTER SVCS INC CL A	P	11/29/07	02/05/10	3,867	2,708	1,159
35 000	ANADARKO PETROLEUM CORP	P	09/21/07	02/05/10	2,188	1,872	316
34.000	MADISON SQUARE GARDENS, INC	P	03/22/06	02/11/10	595	383	212
45.000	MADISON SQUARE GARDENS, INC	P	04/28/06	02/11/10	787	631	156
45.000	INTEGRYS ENERGY GROUP INC	P	01/26/07	02/02/10	1,912	2,383	(470)
4.000	ANADARKO PETROLEUM CORP	P	09/21/07	04/23/10	295	214	81
51 000	ANADARKO PETROLEUM CORP	P	10/12/07	04/23/10	3,756	2,905	851
9.000	AMEREN CORP	P	09/21/06	05/13/10	230	476	(246)
86.000	AMEREN CORP	P	10/26/06	05/13/10	2,194	4,698	(2,504)
8 000	ANADARKO PETROLEUM CORP	P	10/12/07	05/17/10	453	456	(3)
460 000	DELL INC	P	06/03/09	06/09/10	5,763	5,295	468
65.000	INTEGRYS ENERGY GROUP INC	P	01/26/07	06/03/10	2,941	3,442	(501)
80 000	INTEGRYS ENERGY GROUP INC	P	05/27/09	06/03/10	3,620	2,201	1,419
25.000	MILLICOM INTL CELLULAR SA NEW	P	08/23/04	06/24/10	2,155	409	1,746
32.000	NOBLE ENERGY INC	P	08/23/04	06/25/10	2,017	798	1,219
12.000	NOBLE ENERGY INC	P	02/28/05	06/25/10	757	412	345
12.000	NOBLE ENERGY INC	P	02/28/05	06/25/10	757	412	345
19.000	NOBLE ENERGY INC	P	05/27/09	06/25/10	1,198	1,092	106
Total UBS - Anchor Long Term Capital Loss					51,625	55,896	(4,271)

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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(a) <u>Description</u>	(b) <u>How</u> <u>Acquired</u>	(c) <u>Date</u> <u>Acquired</u>	(d) <u>Date</u> <u>Sold</u>	(e) <u>Gross Sales</u> <u>Price</u>	(g) <u>Cost or</u> <u>Other Basis</u>	(h) <u>Tax</u> <u>Gain/Loss</u>
FHLMC PL E01376	P	06/17/09	07/15/09	4,322	4,322	0
FNMA PL 555496	P	06/17/09	07/25/09	6,776	6,776	0
FHLMC PL B15068	P	06/17/09	07/15/09	4,686	4,686	0
FHLMC PL P30085	P	06/17/09	07/15/09	2,075	2,075	0
FNMA POOL SF745122	P	06/17/09	07/25/09	15,447	15,447	0
FNMA POOL SF735661	P	06/17/09	08/25/09	13,465	13,465	0
FHLMC PL E01376	P	06/17/09	08/15/09	4,516	4,516	0
FNMA PL 555496	P	06/17/09	08/25/09	7,014	7,014	0
FNR 2008-29 VA	P	06/25/09	08/25/09	2,813	2,813	0
FHLMC PL B15068	P	06/17/09	08/15/09	8,246	8,246	0
FHLMC PL P30085	P	06/17/09	08/15/09	2,020	2,020	0
FNMA POOL SF745122	P	06/17/09	08/25/09	10,878	10,878	0
FNMA POOL SF735661	P	06/17/09	09/25/09	10,935	10,935	0
FHLMC PL E01376	P	06/17/09	09/15/09	3,502	3,502	0
FNMA PL 555496	P	06/17/09	09/25/09	6,842	6,842	0
FNR 2008-29 VA	P	06/25/09	09/25/09	2,824	2,824	0
FHLMC PL B15068	P	06/17/09	09/15/09	4,050	4,050	0
FHLMC PL P30085	P	06/17/09	09/15/09	1,982	1,982	0
FNMA POOL SF745122	P	06/17/09	09/25/09	9,191	9,191	0
FNMA POOL SF735661	P	06/17/09	10/25/09	11,745	11,745	0
FHLMC PL E01376	P	06/17/09	10/15/09	3,531	3,531	0
FNMA PL 555496	P	06/17/09	10/25/09	7,470	7,470	0
FNR 2008-29 VA	P	06/25/09	10/25/09	2,834	2,834	0
FHLMC PL B15068	P	06/17/09	10/15/09	10,333	10,333	0
FHLMC PL P30085	P	06/17/09	10/15/09	1,991	1,991	0
FNMA POOL SF745122	P	06/17/09	10/25/09	7,840	7,840	0
FEDERAL HM LN BK V9-2014	P	10/14/09	11/15/09	3,109	3,109	0
FNMA POOL SF735661	P	06/17/09	11/25/09	9,445	9,445	0
FHLMC PL E01376	P	06/17/09	11/15/09	3,075	3,075	0
FNMA PL 555496	P	06/17/09	11/25/09	6,394	6,394	0
FNR 2008-29 VA	P	06/25/09	11/25/09	2,845	2,845	0
FHLMC PL B15068	P	06/17/09	11/15/09	14,593	14,593	0
FHLMC PL P30085	P	06/17/09	11/15/09	2,003	2,003	0
FNMA POOL SF745122	P	06/17/09	11/25/09	9,658	9,658	0
FEDERAL HM LN BK V9-2014	P	10/14/09	12/15/09	3,445	3,445	0
FNMA POOL SF735661	P	06/17/09	12/25/09	9,300	9,300	0
FHLMC PL E01376	P	06/17/09	12/15/09	3,275	3,275	0
FNMA PL 555496	P	06/17/09	12/25/09	6,542	6,542	0
FNR 2008-29 VA	P	06/25/09	12/25/09	2,856	2,856	0
FHLMC PL B15068	P	06/17/09	12/15/09	6,491	6,491	0
FHLMC PL P30085	P	06/17/09	12/15/09	2,120	2,120	0
FNMA POOL SF745122	P	06/17/09	12/25/09	5,695	5,695	0
FEDERAL HM LN BK V9-2014	P	10/14/09	01/15/10	1,521	1,521	0
FNMA POOL SF735661	P	06/17/09	01/25/10	9,595	9,595	0
FHLMC PL E01376	P	06/17/09	01/15/10	3,904	3,904	0
FNMA PL 555496	P	06/17/09	01/25/10	8,315	8,315	0
FNR 2008-29 VA	P	06/25/09	01/25/10	2,866	2,866	0
FHLMC PL B15068	P	06/17/09	01/15/10	16,609	16,609	0

FRED JONES FAMILY FOUNDATION

EIN 20-3110536

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF, PAGE 3, PART IV

For the Year Ended 06/30/10

(a) <u>Description</u>	(b) <u>How</u> <u>Acquired</u>	(c) <u>Date</u> <u>Acquired</u>	(d) <u>Date</u> <u>Sold</u>	(e) <u>Gross Sales</u> <u>Price</u>	(g) <u>Cost or</u> <u>Other Basis</u>	(h) <u>Tax</u> <u>Gain/Loss</u>
FHLMC PL P30085	P	06/17/09	01/15/10	2,092	2,092	0
FNMA POOL SF745122	P	06/17/09	01/25/10	9,976	9,976	0
FNMA POOL SF735661	P	06/17/09	02/25/10	7,596	7,596	0
FHLMC PL E01376	P	06/17/09	02/15/10	3,273	3,273	0
FNMA PL 555496	P	06/17/09	02/25/10	6,533	6,533	0
FNR 2008-29 VA	P	06/25/09	02/25/10	2,877	2,877	0
FHLMC PL B15068	P	06/17/09	02/15/10	14,589	14,589	0
FHLMC PL P30085	P	06/17/09	02/15/10	2,073	2,073	0
FNMA POOL SF745122	P	06/17/09	02/25/10	11,170	11,170	0
FEDERAL HM LN BK V9-2014	P	10/14/09	03/15/10	3,069	3,069	0
FNMA POOL SF735661	P	06/17/09	03/25/10	9,126	9,126	0
FHLMC PL E01376	P	06/17/09	03/15/10	3,728	3,728	0
FNMA PL 555496	P	06/17/09	03/25/10	6,353	6,353	0
FNR 2008-29 VA	P	06/25/09	03/25/10	2,888	2,888	0
FHLMC PL B15068	P	06/17/09	03/15/10	19,958	19,958	0
FHLMC PL P30085	P	06/17/09	03/15/10	2,082	2,082	0
FNMA POOL SF745122	P	06/17/09	03/25/10	8,007	8,007	0
FEDERAL HM LN BK V9-2014	P	10/14/09	04/15/10	2,372	2,372	0
FNMA POOL SF735661	P	06/17/09	04/25/10	10,059	10,059	0
FHLMC PL E01376	P	06/17/09	04/15/10	3,351	3,351	0
FNMA PL 555496	P	06/17/09	04/25/10	4,508	4,508	0
FNR 2008-29 VA	P	06/25/09	04/25/10	2,899	2,899	0
FHLMC PL B15068	P	06/17/09	04/15/10	6,160	6,160	0
FHLMC PL P30085	P	06/17/09	04/15/10	2,091	2,091	0
FNMA POOL SF745122	P	06/17/09	04/25/10	11,244	11,244	0
FEDERAL HM LN BK V9-2014	P	10/14/09	05/15/10	3,894	3,894	0
FEDERAL HM LN BK 6K-2015	P	05/14/10	05/20/10	2,769	2,769	0
FNMA POOL SF735661	P	06/17/09	05/25/10	9,200	9,200	0
FHLMC PL E01376	P	06/17/09	05/15/10	3,354	3,354	0
FNMA PL 555496	P	06/17/09	05/25/10	6,941	6,941	0
FNR 2008-29 VA	P	06/25/09	05/25/10	2,910	2,910	0
FHLMC PL B15068	P	06/17/09	05/15/10	4,147	4,147	0
FHLMC PL P30085	P	06/17/09	05/15/10	2,108	2,108	0
FNMA POOL SF745122	P	06/17/09	05/25/10	8,047	8,047	0
FEDERAL HM LN BK V9-2014	P	10/14/09	06/15/10	3,774	3,774	0
FEDERAL HM LN BK 6K-2015	P	05/14/10	06/20/10	5,428	5,428	0
FNMA POOL SF735661	P	06/17/09	06/25/10	11,913	11,913	0
FHLMC PL E01376	P	06/17/09	06/15/10	3,470	3,470	0
FNMA PL 555496	P	06/17/09	06/25/10	10,133	10,133	0
FNR 2008-29 VA	P	06/25/09	06/25/10	2,921	2,921	0
FHLMC PL B15068	P	06/17/09	06/15/10	6,671	6,671	0
FHLMC PL P30085	P	06/17/09	06/15/10	2,111	2,111	0
FNMA POOL SF745122	P	06/17/09	06/25/10	16,312	16,312	0

Total UBS Baker

565,156

565,156

0

EIN 20-3110536

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF, PAGE 3, PART IV

For the Year Ended 06/30/10

<u># of Shares</u>	<u>(a) Description</u>	<u>(b) How Acquired</u>	<u>(c) Date Acquired</u>	<u>(d) Date Sold</u>	<u>(e) Gross Sales Price</u>	<u>(g) Cost or Other Basis</u>	<u>(h) Tax Gain/Loss</u>
500.000	Bank of Amer Corp	P	06/01/09	12/11/09	7,615	5,870	1,745
Total UBS - Luther King Short Term Capital Gain					7,615	5,870	1,745
300.000	Citrix Systems Inc	P	12/26/06	07/21/09	10,356	8,026	2,331
300.000	Citrix Systems Inc	P	12/26/06	07/29/09	10,656	8,026	2,631
100.000	Air Prod & Chemical Inc	P	09/27/05	11/13/09	8,320	5,505	2,815
100.000	Anadarko Petroleum Corp	P	12/03/04	11/13/09	6,258	3,387	2,870
100.000	Procter & Gamble Co	P	08/09/04	11/18/09	6,222	4,105	2,117
50.000	Colgate Palmolive Co	P	07/01/04	12/11/09	4,199	2,934	1,265
250.000	ITT Educational Services Inc	P	06/18/08	01/27/10	8,498	5,868	2,630
400.000	AT&T Inc	P	11/30/05	03/23/10	10,571	10,098	472
100.000	Devon Energy Corp New	P	07/01/04	03/23/10	6,481	3,322	3,159
200.000	Emerson Electric Co	P	12/21/07	03/23/10	9,913	11,379	(1,466)
300.000	Home Depot Inc	P	07/01/04	03/23/10	9,736	10,582	(846)
200.000	Petsmart Inc	P	09/27/05	03/23/10	6,335	4,349	1,986
500.000	BP Plc Spon Adr	P	03/01/05	06/01/10	18,790	32,185	(13,394)
Total UBS - Luther King Short Term Capital Gain					116,336	109,767	6,569

EIN 20-3110536

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF, PAGE 3, PART IV

For the Year Ended 06/30/10

(a) <u>Description</u>	(b) <u>How</u> <u>Acquired</u>	(c) <u>Date</u> <u>Acquired</u>	(d) <u>Date</u> <u>Sold</u>	(e) <u>Gross Sales</u> <u>Price</u>	(g) <u>Cost or</u> <u>Other Basis</u>	(h) <u>Tax</u> <u>Gain/Loss</u>
UBS SELECT TREASURY INSTITUTIONAL FUND	P	05/29/09	07/30/09	200,000	200,000	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	05/29/09	11/18/09	125,211	125,211	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	06/30/09	11/18/09	62	62	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	07/28/09	11/18/09	101,822	101,822	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	07/29/09	11/18/09	301,822	301,822	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	07/31/09	11/18/09	17	17	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	08/31/09	11/18/09	16	16	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	09/25/09	11/18/09	270,165	270,165	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	10/22/09	12/08/09	500,000	500,000	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	09/25/09	05/10/10	152,015	152,015	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	09/30/09	05/11/10	12	12	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	10/21/09	05/12/10	163,399	163,399	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	10/30/09	05/13/10	10	10	0
UBS SELECT TREASURY INSTITUTIONAL FUND	P	10/30/09	05/13/10	134,349	134,349	0
Total UBS - Main Capital Gain				1,948,899	1,948,899	0

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF, PAGE 3, PART IV

For the Year Ended 06/30/10

(a) <u>Description</u>	(b) <u>How</u> <u>Acquired</u>	(c) <u>Date</u> <u>Acquired</u>	(d) <u>Date</u> <u>Sold</u>	(e) <u>Gross Sales</u> <u>Price</u>	(g) <u>Cost or</u> <u>Other Basis</u>	(h) <u>Tax</u> <u>Gain/Loss</u>
MICROSOFT CORP	P	06/26/09	11/13/09	42,869	41,907	962
COSTCO WHSL CORP	P	07/14/09	12/04/09	48,817	48,781	36
NATL RURAL UTIL COOP FIN COLLATERAL TR	P	07/22/09	01/15/10	27,000	27,619	(619)
EMERSON ELEC CO NTS	P	07/01/09	01/15/10	51,583	49,721	1,862
CISCO SYSTEMS INC	P	07/13/09	02/09/10	47,110	47,707	(597)
BANK OF AMER CORP	P	06/17/09	03/01/10	24,881	22,980	1,902
WISC ENERGY CORP	P	08/24/09	06/10/10	53,044	54,433	(1,389)
AMER EXPRESS CO NTS 4.875%	P	06/17/09	05/27/10	22,295	20,859	1,437
J P MORGAN CHASE & CO	P	07/13/09	06/09/10	22,315	21,446	869
METLIFE INC NTS	P	06/17/09	05/26/10	30,572	28,765	1,808
Total UBS - Reinhart Short Term Capital Gain				370,487	364,217	6,270
FED HOME LOAN BANK 11/13/09	P	09/09/03	08/10/09	151,275	151,683	(408)
FED FARM CRED BK 08/27/10	P	09/08/03	07/15/09	155,954	151,734	4,219
MORGAN STANLEY NTS	P	09/05/03	08/24/09	153,146	147,678	5,468
Total UBS - Reinhart Long Term Capital Gain				460,374	451,095	9,279

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF, PAGE 3, PART IV

For the Year Ended 06/30/10

# of Shares	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
377 000	Activision Blizzard Inc	P	05/20/09	07/08/09	4,336	4,373	(37)
306 000	Activision Blizzard Inc	P	06/24/09	07/08/09	3,519	3,843	(323)
122 000	Allegheny Technology Inc	P	05/20/09	07/15/09	4,058	4,487	(428)
120 000	Allegheny Technology Inc	P	06/24/09	07/15/09	3,992	4,220	(229)
44.000	Compass Minerals Intl Inc	P	05/20/09	07/23/09	2,154	2,374	(220)
449 000	Genl Electric Co	P	05/20/09	07/17/09	5,195	6,352	(1,158)
89 000	Genl Electric Co	P	06/24/09	07/17/09	1,030	1,063	(34)
479.000	Genl Electric Co	P	06/24/09	07/23/09	5,565	5,723	(158)
38 000	Hess Corp	P	05/29/09	07/16/09	1,909	2,524	(615)
54 000	Hess Corp	P	06/24/09	07/16/09	2,712	2,870	(158)
44 000	Hewitt Associates Inc Cl A	P	05/20/09	07/17/09	1,311	1,331	(21)
40 000	Hewitt Associates Inc Cl A	P	05/20/09	07/20/09	1,178	1,210	(32)
22 000	Itron Inc	P	05/20/09	07/23/09	1,211	1,276	(65)
20.000	Petroleo Brasileiro SA Spon Adr	P	05/20/09	07/16/09	782	822	(40)
90 000	Wal Mart Stores Inc	P	05/20/09	07/17/09	4,372	4,493	(121)
24 000	Wal Mart Stores Inc	P	05/20/09	07/20/09	1,161	1,198	(37)
43 000	Proshares Trust Proshares Ultrashort S&P 500	P	05/20/09	07/20/09	2,221	2,439	(218)
40 000	Proshares Trust Proshares Ultrashort S&P 500	P	06/24/09	07/20/09	2,066	2,271	(206)
5.000	Proshares Trust Proshares Ultrashort Russell 2000	P	05/20/09	07/23/09	180	230	(49)
6 000	Proshares Trust Proshares Ultrashort Russell 2000	P	06/24/09	07/23/09	216	266	(50)
130 000	Proshares Trust Proshares Ultrashort Basic Materials	P	06/17/09	07/16/09	2,281	2,522	(241)
38 000	Proshares Trust Proshares Ultrashort Basic Materials	P	06/23/09	07/16/09	667	794	(128)
47 000	Proshares Trust Proshares Ultrashort Basic Materials	P	06/24/09	07/16/09	825	906	(81)
165.000	Proshares Trust Proshares Ultrashort Basic Materials	P	06/24/09	07/28/09	2,473	3,181	(708)
39 000	Proshares Trust Proshares Short MSCI Emerging Markets	P	05/20/09	07/01/09	2,001	2,084	(83)
18.000	Proshares Trust Proshares Short MSCI Emerging Markets	P	06/23/09	07/01/09	924	1,009	(85)
65 000	Proshares Trust Proshares Short MSCI Emerging Markets	P	06/24/09	07/01/09	3,335	3,500	(165)
99 000	Proshares Trust Proshares Ultrashort MSCI Emerging Mkts	P	05/20/09	07/21/09	1,771	2,166	(396)
102.000	Proshares Trust Proshares Ultrashort MSCI Emerging Mkts	P	06/24/09	07/21/09	1,824	2,238	(413)
217 000	Akamai Technologies Inc	P	05/20/09	07/30/09	3,565	4,784	(1,219)
19 000	Akamai Technologies Inc	P	06/24/09	07/30/09	312	373	(61)
236 000	Akamai Technologies Inc	P	06/24/09	08/06/09	4,216	4,632	(416)
8 000	BJ's Whsl Club Inc	P	06/24/09	08/26/09	256	259	(3)
97.000	BJ's Whsl Club Inc	P	05/20/09	08/26/09	3,099	3,770	(671)
246 000	Comcast Corp New Cl A	P	05/20/09	08/18/09	3,533	3,719	(186)
38.000	Comcast Corp New Cl A	P	06/24/09	08/18/09	546	529	16
241.000	Comcast Corp New Cl A	P	06/24/09	08/20/09	3,514	3,357	158
117 000	Peabody Energy Corp	P	05/20/09	07/29/09	3,793	3,832	(39)
130 000	Peabody Energy Corp	P	06/24/09	07/29/09	4,215	3,841	373
98 000	Schlumberger Ltd Netherlands Antilles	P	05/20/09	07/29/09	5,139	5,443	(304)
96 000	Schlumberger Ltd Netherlands Antilles	P	06/24/09	07/29/09	5,034	5,210	(176)
11 000	Wal Mart Stores Inc	P	05/20/09	08/13/09	562	549	13
77.000	Wal Mart Stores Inc	P	06/24/09	08/13/09	3,935	3,731	204
50.000	Wal Mart Stores Inc	P	06/24/09	08/24/09	2,571	2,423	148
7 000	Wash Post Co Cl B	P	05/20/09	08/21/09	3,191	2,590	601
3 000	Wash Post Co Cl B	P	06/24/09	08/21/09	1,367	1,024	343
4.000	Wash Post Co Cl B	P	06/24/09	08/24/09	1,825	1,366	459

# of Shares	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
26 000	Proshares Trust Proshares Short S&P 500	P	06/23/09	08/04/09	1,557	1,760	(202)
8 000	Proshares Trust Proshares Short S&P 500	P	06/23/09	08/17/09	485	541	(56)
39 000	Proshares Trust Proshares Short S&P 500	P	06/24/09	08/17/09	2,367	2,594	(227)
29 000	Proshares Trust Proshares Ultrashort Consumer Services	P	05/20/09	08/04/09	1,520	1,829	(308)
25 000	Proshares Trust Proshares Ultrashort Consumer Services	P	06/24/09	08/04/09	1,311	1,645	(334)
22 000	Proshares Trust Proshares Ultrashort Oil & Gas	P	06/23/09	08/05/09	355	435	(80)
142 000	Proshares Trust Proshares Ultrashort Oil & Gas	P	06/17/09	08/05/09	2,294	2,506	(212)
122 000	Proshares Trust Proshares Ultrashort Oil & Gas	P	06/24/09	08/17/09	2,170	2,318	(147)
14 000	Proshares Trust Proshares Ultrashort Oil & Gas	P	06/23/09	08/17/09	249	277	(28)
50 000	Proshares Trust Proshares Ultrashort Oil & Gas	P	07/08/09	08/24/09	766	1,067	(301)
86 000	Proshares Trust Proshares Ultrashort Oil & Gas	P	06/24/09	08/24/09	1,317	1,634	(317)
0 540	Kinder Morgan Mgmt LLC	P	05/20/09	08/14/09	25	22	3
121 000	BJ's Whsl Club Inc	P	06/24/09	08/27/09	3,886	3,918	(32)
2 000	BJ's Whsl Club Inc	P	08/20/09	08/27/09	64	64	(0)
100 000	DirecTV Group Inc	P	05/20/09	09/09/09	2,512	2,475	37
17 000	DirecTV Group Inc	P	06/24/09	09/09/09	427	413	14
84 000	DirecTV Group Inc	P	06/24/09	09/15/09	2,177	2,040	136
38.000	FPL Group Inc	P	05/20/09	09/23/09	2,047	2,061	(14)
97.000	McDonalds Corp	P	06/24/09	09/15/09	5,334	5,507	(173)
71.000	McDonalds Corp	P	05/20/09	09/11/09	3,865	3,925	(61)
21 000	McDonalds Corp	P	05/20/09	09/15/09	1,155	1,161	(6)
2 000	McDonalds Corp	P	08/20/09	09/15/09	110	112	(2)
60 000	Petroleo Brasileiro SA Petrobras Non Vtg Spon Adr	P	05/28/09	09/16/09	2,242	2,026	216
25 000	Potash Corp Sask Inc Canada	P	05/20/09	09/15/09	2,261	2,899	(638)
5 000	Potash Corp Sask Inc Canada	P	06/24/09	09/21/09	461	471	(10)
18.000	Potash Corp Sask Inc Canada	P	05/20/09	09/21/09	1,660	2,087	(427)
34 000	Ralcorp Holdings Inc New	P	05/20/09	09/23/09	2,008	2,070	(62)
58.000	Stencycycle Inc	P	05/20/09	09/11/09	2,819	2,992	(174)
5.000	Stencycycle Inc	P	06/24/09	09/15/09	243	252	(9)
49 000	Stencycycle Inc	P	05/20/09	09/15/09	2,381	2,528	(147)
16 000	Proshares Trust Proshares Short MSCI EAFE	P	05/20/09	09/03/09	1,032	1,201	(170)
16 000	Proshares Trust Proshares Short MSCI EAFE	P	06/24/09	09/03/09	1,032	1,179	(148)
4 000	Proshares Trust Proshares Short Financials	P	05/20/09	09/03/09	192	228	(35)
4 000	Proshares Trust Proshares Short Financials	P	06/24/09	09/03/09	192	234	(42)
99 000	Kinder Morgan Mgmt LLC	P	05/20/09	09/08/09	4,648	4,015	633
12 000	Kinder Morgan Mgmt LLC	P	05/20/09	09/10/09	559	487	73
2 000	Kinder Morgan Mgmt LLC	P	05/20/09	09/10/09	93	81	12
94 000	Kinder Morgan Mgmt LLC	P	06/24/09	09/10/09	4,380	4,050	331
2 000	Kinder Morgan Mgmt LLC	P	06/24/09	09/10/09	93	86	7
17 000	Ishares Comex Gold Trust	P	05/20/09	09/03/09	1,657	1,565	92
50 000	FPL Group Inc	P	05/20/09	10/01/09	2,696	2,712	(16)
26 000	FPL Group Inc	P	06/24/09	10/01/09	1,402	1,505	(103)
4 000	Human Genome Sciences Inc	P	08/20/09	10/16/09	80	65	15
166 000	Human Genome Sciences Inc	P	08/19/09	10/16/09	3,322	2,566	756
66 000	Human Genome Sciences Inc	P	08/24/09	10/19/09	1,378	1,135	243
74 000	Human Genome Sciences Inc	P	08/20/09	10/19/09	1,545	1,207	338
66 000	Infosys Technologies Ltd Spon Adr	P	05/20/09	10/12/09	3,188	2,190	998
31.000	Intl Flavors& Frgmcs	P	05/20/09	09/29/09	1,169	957	212

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# of Shares	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
41 000	Intl Flavors& Frgmcs	P	05/20/09	10/19/09	1,588	1,266	323
100 000	Liberty Media Corp	P	05/20/09	10/14/09	3,036	2,470	566
85 000	Liberty Media Corp	P	06/24/09	10/14/09	2,581	2,247	334
173 000	Nvidia Corp	P	07/16/09	10/15/09	2,349	2,002	347
46.000	Old Dominion Freight Lines Inc	P	07/02/09	10/22/09	1,289	1,560	(271)
45 000	Penn Natl Gaming Inc	P	05/20/09	10/01/09	1,209	1,426	(217)
110 000	Penn Natl Gaming Inc	P	05/20/09	10/07/09	2,924	3,486	(563)
27 000	Penn Natl Gaming Inc	P	06/24/09	10/21/09	778	796	(18)
27.000	Penn Natl Gaming Inc	P	05/20/09	10/21/09	778	856	(78)
33 000	Perrigo Company	P	05/20/09	10/22/09	1,203	899	303
48 000	Petroleo Brasileiro SA Spon Adr	P	05/20/09	10/12/09	2,339	1,972	366
12 000	Potash Corp Sask Inc Canada	P	06/24/09	10/09/09	1,099	1,131	(32)
5 000	Ralcorp Holdings Inc New	P	05/20/09	10/06/09	290	304	(14)
38 000	Ralcorp Holdings Inc New	P	06/24/09	10/08/09	2,238	2,296	(58)
4 000	Ralcorp Holdings Inc New	P	05/20/09	10/08/09	236	244	(8)
0.098	WebMD Health Corp	P	06/24/09	10/27/09	3	3	0
34 000	Goodyear Tire & Rubber Co	P	08/11/09	10/29/09	419	599	(180)
95.000	Goodyear Tire & Rubber Co	P	08/10/09	10/29/09	1,170	1,678	(508)
70 000	Goodyear Tire & Rubber Co	P	08/06/09	10/29/09	862	1,224	(362)
4 000	Icici Bank Ltd Spon Adr	P	05/29/09	11/13/09	156	123	33
22.000	Icici Bank Ltd Spon Adr	P	05/27/09	11/13/09	861	664	197
39 000	Icici Bank Ltd Spon Adr	P	05/26/09	11/13/09	1,526	1,138	388
42 000	Icici Bank Ltd Spon Adr	P	05/20/09	11/13/09	1,643	1,240	403
94 000	JP Morgan Chase & Co	P	05/20/09	10/30/09	3,952	3,424	528
22 000	JP Morgan Chase & Co	P	06/24/09	11/03/09	933	738	195
9 000	JP Morgan Chase & Co	P	05/20/09	11/03/09	382	328	54
92.000	JP Morgan Chase & Co	P	06/24/09	11/13/09	3,958	3,085	873
4 000	McDermott Intl Inc	P	06/24/09	11/16/09	93	80	13
70.000	McDermott Intl Inc	P	05/26/09	11/16/09	1,627	1,453	174
124 000	McDermott Intl Inc	P	05/20/09	11/16/09	2,882	2,538	344
35 000	Old Dominion Freight Lines Inc	P	07/02/09	11/04/09	872	1,187	(315)
28.000	Old Dominion Freight Lines Inc	P	07/02/09	11/05/09	694	950	(256)
21 000	Old Dominion Freight Lines Inc	P	07/02/09	11/09/09	529	712	(183)
89 000	Wells Fargo & Co New	P	05/20/09	10/30/09	2,464	2,312	152
44 000	Wells Fargo & Co New	P	05/20/09	11/03/09	1,208	1,143	65
18 000	Wells Fargo & Co New	P	06/24/09	11/05/09	486	418	68
12.000	Wells Fargo & Co New	P	05/20/09	11/05/09	324	312	12
71 000	Wells Fargo & Co New	P	06/24/09	11/12/09	2,014	1,650	365
46 000	Wells Fargo & Co New	P	08/20/09	11/13/09	1,287	1,259	28
81 000	Wells Fargo & Co New	P	06/24/09	11/13/09	2,267	1,882	385
28 000	IHS Inc Cl A	P	05/20/09	12/01/09	1,408	1,321	87
17 000	Intl Business Mach	P	05/20/09	12/01/09	2,173	1,790	383
125 000	McDermott Intl Inc	P	06/24/09	11/30/09	2,600	2,500	100
66 000	McDermott Intl Inc	P	06/24/09	12/01/09	1,392	1,320	72
17 000	Old Dominion Freight Lines Inc	P	08/04/09	11/30/09	449	625	(177)
20 000	Old Dominion Freight Lines Inc	P	07/02/09	11/30/09	528	678	(151)
13 000	Old Dominion Freight Lines Inc	P	08/05/09	12/01/09	347	473	(126)
38.000	Old Dominion Freight Lines Inc	P	08/04/09	12/01/09	1,014	1,397	(383)
37 000	Penn Natl Gaming Inc	P	06/24/09	12/01/09	997	1,090	(93)
28.000	Regal Beloit Corp	P	05/20/09	11/30/09	1,299	1,103	196
18 000	Sempra Energy	P	06/08/09	12/09/09	969	839	129
14 000	Sempra Energy	P	06/24/09	12/17/09	772	687	85
36 000	Sempra Energy	P	06/08/09	12/17/09	1,986	1,679	307
31 000	Sempra Energy	P	06/24/09	12/18/09	1,717	1,522	196
45 000	Tyco Intl Ltd	P	05/20/09	12/01/09	1,619	1,220	399

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# of Shares	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
	various Return of Principal	P	various	12/31/09	17	0	17
134 000	Agnico Eagle Mines Ltd Canada	P	12/01/09	01/21/10	7,316	8,780	(1,464)
91 000	Avon Products Inc	P	10/22/09	01/06/10	2,932	3,211	(279)
46 000	Avon Products Inc	P	10/22/09	01/07/10	1,446	1,623	(177)
102 000	Avon Products Inc	P	10/22/09	01/08/10	3,177	3,599	(422)
4 000	Canadian Pacific Railway Ltd	P	08/24/09	01/15/10	212	194	18
45 000	Canadian Pacific Railway Ltd	P	08/21/09	01/15/10	2,380	2,149	230
54 000	Canadian Pacific Railway Ltd	P	08/24/09	01/20/10	2,699	2,614	85
103 000	Freeport-McMoran Copper & Gold	P	11/09/09	01/19/10	8,628	8,495	133
26 000	Goldman Sachs Group Inc	P	05/20/09	01/22/10	4,109	3,649	460
26 000	Goldman Sachs Group Inc	P	06/24/09	01/25/10	4,080	3,746	334
11 000	icici Bank Ltd Spon Adr	P	06/24/09	01/06/10	426	316	110
12 000	icici Bank Ltd Spon Adr	P	05/29/09	01/06/10	465	370	95
19 000	icici Bank Ltd Spon Adr	P	06/24/09	01/07/10	740	545	195
19 000	icici Bank Ltd Spon Adr	P	06/24/09	01/12/10	698	545	153
21 000	Infosys Technologies Ltd Spon Adr	P	05/20/09	01/06/10	1,178	697	481
16 000	Infosys Technologies Ltd Spon Adr	P	05/20/09	01/07/10	873	531	342
17 000	Intl Business Mach	P	05/20/09	01/12/10	2,194	1,790	404
116 000	Morgan Stanley	P	05/20/09	01/22/10	3,287	3,407	(120)
131 000	Morgan Stanley	P	06/24/09	01/25/10	3,718	3,698	20
12 000	Morgan Stanley	P	05/20/09	01/25/10	341	352	(12)
63 000	NYSE Euronext	P	05/20/09	01/05/10	1,601	1,673	(71)
74 000	Occidental Petroleum Crp	P	10/12/09	01/13/10	5,910	5,961	(51)
38 000	Petroleo Brasileiro SA Petrobras Non Vtg Spon Adr	P	05/28/09	01/14/10	1,567	1,283	283
86 000	Petroleo Brasileiro SA Petrobras Non Vtg Spon Adr	P	08/20/09	01/14/10	3,546	3,060	486
24 000	Petroleo Brasileiro SA Spon Adr	P	05/20/09	01/14/10	1,104	986	118
91 000	Petroleo Brasileiro SA Spon Adr	P	06/24/09	01/14/10	4,186	3,639	547
44 000	Potash Corp Sask Inc Canada	P	06/24/09	01/04/10	4,939	4,146	793
55 000	Roper Inds Inc New	P	05/20/09	01/04/10	2,895	2,493	401
30 000	Roper Inds Inc New	P	05/20/09	01/05/10	1,566	1,360	206
2 000	Roper Inds Inc New	P	06/24/09	01/06/10	104	88	16
25 000	Roper Inds Inc New	P	05/20/09	01/06/10	1,298	1,133	165
100 000	Ishares Barclays Tips Bond Fund	P	09/03/09	01/26/10	10,511	10,114	397
53 000	Canadian Pacific Railway Ltd	R	08/24/09	02/05/10	2,481	2,566	(85)
60 000	Canadian Pacific Railway Ltd	P	08/24/09	02/01/10	2,881	2,904	(23)
75 000	Corrections Corp of Amer New	P	05/20/09	02/09/10	1,351	1,220	131
27 000	Corrections Corp of Amer New	P	11/05/09	02/10/10	491	678	(187)
97 000	Corrections Corp of Amer New	P	09/21/09	02/10/10	1,765	2,202	(437)
101 000	Corrections Corp of Amer New	P	06/24/09	02/10/10	1,838	1,686	153
43 000	Corrections Corp of Amer New	P	05/20/09	02/10/10	783	700	83
24 000	Givaudan SA Adr	P	05/20/09	02/16/10	388	311	77
25 000	Goodyear Tire & Rubber Co	P	08/11/09	02/18/10	359	440	(81)
66 000	Goodyear Tire & Rubber Co	P	08/11/09	02/23/10	852	1,162	(310)
19 000	HDFC Bank Ltd Adr Repstg 3 Ord Shs	P	06/03/09	01/27/10	2,268	1,897	371
19 000	HDFC Bank Ltd Adr Repstg 3 Ord Shs	P	06/24/09	02/05/10	2,121	1,856	264
6 000	HDFC Bank Ltd Adr Repstg 3 Ord Shs	P	06/03/09	02/05/10	670	599	71
8 000	HDFC Bank Ltd Adr Repstg 3 Ord Shs	P	06/24/09	02/08/10	887	782	105
41 000	icici Bank Ltd Spon Adr	P	06/24/09	01/27/10	1,362	1,177	186
7 000	icici Bank Ltd Spon Adr	P	08/20/09	02/05/10	234	208	26
52 000	icici Bank Ltd Spon Adr	P	07/23/09	02/05/10	1,740	1,736	4
46 000	icici Bank Ltd Spon Adr	P	06/24/09	02/05/10	1,539	1,320	219
13 000	icici Bank Ltd Spon Adr	P	08/20/09	02/08/10	441	386	55
53 000	Nvidia Corp	P	07/16/09	02/01/10	867	613	254
71 000	Nvidia Corp	P	07/17/09	02/01/10	1,162	831	331
69 000	Penn Natl Gaming Inc	P	06/24/09	02/04/10	1,721	2,034	(313)

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<u># of Shares</u>	<u>(a)</u> <u>Description</u>	<u>(b)</u> <u>How</u> <u>Acquired</u>	<u>(c)</u> <u>Date</u> <u>Acquired</u>	<u>(d)</u> <u>Date</u> <u>Sold</u>	<u>(e)</u> <u>Gross Sales</u> <u>Price</u>	<u>(g)</u> <u>Cost or</u> <u>Other Basis</u>	<u>(h)</u> <u>Tax</u> <u>Gain/Loss</u>
3 000	Penn Natl Gaming Inc	P	08/20/09	02/09/10	70	92	(22)
74 000	Penn Natl Gaming Inc	P	06/24/09	02/09/10	1,727	2,181	(454)
45 000	Penn Natl Gaming Inc	P	08/20/09	02/19/10	1,026	1,386	(360)
37 000	Teva Pharmaceuticals Ind Ltd Israel Adr	P	05/20/09	02/16/10	2,166	1,673	493
101 000	Ipath S&P 500 VIX Short Term Futures ETF	P	01/26/10	02/19/10	2,760	3,107	(346)
20 000	Market Vectors Gold Miners ETF	P	06/24/09	02/05/10	797	768	29
64 000	Market Vectors Gold Miners ETF	P	05/20/09	02/05/10	2,550	2,563	(13)
35 000	Market Vectors Gold Miners ETF	P	11/25/09	02/08/10	1,465	1,836	(371)
43.000	Market Vectors Gold Miners ETF	P	06/24/09	02/08/10	1,800	1,651	149
20000 000	United States Treas Bond	P	01/20/10	02/23/10	5,426	5,741	(315)
18 000	Ishares Comex Gold Trust	P	06/24/09	02/05/10	1,866	1,657	209
21 000	Ishares Comex Gold Trust	P	05/20/09	02/05/10	2,177	1,933	243
17.000	Ishares Comex Gold Trust	P	11/25/09	02/08/10	1,777	1,977	(201)
18 000	Ishares Comex Gold Trust	P	06/24/09	02/08/10	1,881	1,657	224
33 000	Eastman Chemical Co	P	08/07/09	03/01/10	1,963	1,739	224
22 000	Eastman Chemical Co	P	08/07/09	03/02/10	1,325	1,159	166
24 000	Eastman Chemical Co	P	08/07/09	03/10/10	1,480	1,265	215
14 000	Eastman Chemical Co	P	08/07/09	03/12/10	865	738	127
19 000	Fibra Celulose S A Spon Adr	P	02/17/10	03/01/10	357	385	(29)
145 000	Fibra Celulose S A Spon Adr	P	01/05/10	03/01/10	2,723	3,473	(750)
110 000	Fibra Celulose S A Spon Adr	P	01/04/10	03/01/10	2,065	2,539	(474)
13.000	Goodyear Tire & Rubber Co	P	08/20/09	02/24/10	167	233	(66)
28 000	Goodyear Tire & Rubber Co	P	08/11/09	02/24/10	360	493	(133)
43 000	Goodyear Tire & Rubber Co	P	08/20/09	03/10/10	580	772	(191)
21 000	IHS Inc Cl A	P	05/20/09	03/23/10	1,103	991	112
11 000	Intl Business Mach	P	05/20/09	03/15/10	1,402	1,158	243
2 000	Intl Business Mach	P	06/24/09	03/23/10	257	212	45
8 000	Intl Business Mach	P	05/20/09	03/23/10	1,027	842	184
12 000	Monsanto Co New	P	06/24/09	02/25/10	876	935	(59)
10 000	Monsanto Co New	P	05/20/09	02/25/10	730	906	(176)
9 000	Monsanto Co New	P	06/24/09	02/26/10	639	701	(63)
12 000	Monsanto Co New	P	06/24/09	03/11/10	854	935	(82)
39 000	Sowstn Energy Co	P	06/12/09	03/11/10	1,735	1,731	5
5 000	Sowstn Energy Co	P	06/24/09	03/17/10	213	195	18
17 000	Sowstn Energy Co	P	06/12/09	03/17/10	725	754	(30)
64 000	Sowstn Energy Co	P	06/24/09	03/19/10	2,566	2,497	69
39 000	Ultra Petroleum Corp (Canada) Ord	P	06/12/09	03/11/10	1,881	1,913	(33)
7.000	Ultra Petroleum Corp (Canada) Ord	P	06/24/09	03/16/10	335	284	52
11 000	Ultra Petroleum Corp (Canada) Ord	P	06/12/09	03/16/10	527	540	(13)
63.000	Ultra Petroleum Corp (Canada) Ord	P	06/24/09	03/19/10	2,817	2,552	265
248 000	Ipath S&P 500 VIX Short Term Futures ETF	P	01/26/10	03/01/10	6,359	7,628	(1,269)
85 000	Proshares Trust Proshares Ultrashort Russell 200C	P	03/01/10	03/10/10	1,782	2,002	(220)
2000.000	United States Treas Bond	P	01/20/10	03/01/10	567	575	(7)
40000.000	United States Treas Bond	P	01/22/10	03/01/10	11,343	11,570	(227)
64 000	Baxter Intl Inc	P	07/30/09	04/22/10	3,175	3,603	(428)
118 000	Baxter Intl Inc	P	07/30/09	04/23/10	5,928	6,643	(715)
27 000	Hewitt Associates Inc Cl A	P	05/20/09	04/15/10	1,093	817	276
4 000	Hewitt Associates Inc Cl A	P	06/24/09	04/23/10	164	117	47
11 000	Hewitt Associates Inc Cl A	P	05/20/09	04/23/10	451	333	118
15 000	Hewitt Associates Inc Cl A	P	06/24/09	04/26/10	627	439	188
17 000	Hewitt Associates Inc Cl A	P	06/24/09	04/27/10	702	498	204
30 000	IHS Inc Cl A	P	05/20/09	04/01/10	1,595	1,416	179
18 000	IHS Inc Cl A	P	05/20/09	04/14/10	938	849	88
9 000	IHS Inc Cl A	P	06/24/09	04/22/10	476	445	31
9.000	IHS Inc Cl A	P	05/20/09	04/22/10	476	425	52

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# of Shares	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
10 000	IHS Inc Cl A	P	06/24/09	04/23/10	528	495	34
12 000	IHS Inc Cl A	P	06/24/09	04/26/10	635	593	42
48 000	Intl Business Mach	P	06/24/09	04/08/10	6,122	5,081	1,041
74 000	Microsoft Corp	P	05/20/09	04/19/10	2,288	1,504	784
84 000	Microsoft Corp	P	06/24/09	04/21/10	2,635	1,992	642
47 000	Microsoft Corp	P	05/20/09	04/21/10	1,474	955	519
23 000	Monsanto Co New	P	06/24/09	04/06/10	1,610	1,793	(182)
23 000	Monsanto Co New	P	06/24/09	04/15/10	1,530	1,793	(263)
110 000	Nvidia Corp	P	07/17/09	04/16/10	1,875	1,288	587
14.000	Nvidia Corp	P	07/17/09	04/19/10	234	164	71
265 000	SAIC Inc	P	02/03/10	03/31/10	4,770	4,912	(141)
25 000	Stericycle Inc	P	06/24/09	04/19/10	1,392	1,261	131
23 000	Stericycle Inc	P	06/24/09	04/26/10	1,314	1,160	154
11 000	Stericycle Inc	P	06/24/09	04/27/10	626	555	71
23 000	Vertex Pharmaceutical Inc	P	11/05/09	04/19/10	923	871	53
13 000	Vertex Pharmaceutical Inc	P	11/06/09	04/19/10	522	508	14
66 000	WMS Industnes Inc	P	11/16/09	04/14/10	3,000	2,901	99
98 000	Proshares Trust Proshares Ultrashort S&P 50C	P	03/01/10	04/13/10	2,917	3,388	(471)
55 000	Proshares Trust Proshares Ultrashort Russell 200C	P	03/01/10	04/13/10	1,048	1,295	(247)
101 000	Proshares Trust Proshares Ultrashort Russell 200C	P	04/08/10	04/13/10	1,925	1,971	(47)
176 000	Activision Blizzard Inc	P	01/15/10	04/28/10	1,923	1,915	9
204 000	Activision Blizzard Inc	P	02/12/10	05/05/10	2,186	2,222	(36)
271 000	Activision Blizzard Inc	P	01/26/10	05/05/10	2,904	2,744	160
96 000	Activision Blizzard Inc	P	01/15/10	05/05/10	1,029	1,044	(16)
33 000	Allegheny Technology Inc	P	11/09/09	05/20/10	1,588	1,109	480
38 000	Borg Warner Inc	P	03/02/10	05/20/10	1,315	1,468	(153)
17.000	Borg Warner Inc	P	03/02/10	05/25/10	586	657	(71)
19 000	Compass Minerals Intl Inc	P	05/20/09	05/11/10	1,483	1,025	457
55 000	Copa Holdings SA Cl A	P	04/05/10	05/07/10	2,888	3,342	(454)
17.000	Copa Holdings SA Cl A	P	04/06/10	05/07/10	893	1,021	(129)
28 000	Copa Holdings SA Cl A	P	04/07/10	05/07/10	1,470	1,671	(201)
56.000	Corning Inc	P	07/17/09	05/06/10	1,020	927	93
237.000	Corning Inc	P	07/16/09	05/06/10	4,316	3,853	464
62 000	Corning Inc	P	07/17/09	05/07/10	1,088	1,026	62
22 000	Corning Inc	P	08/20/09	05/10/10	403	348	55
80 000	Corning Inc	P	07/20/09	05/10/10	1,465	1,348	116
36 000	Corning Inc	P	07/17/09	05/10/10	659	596	63
75 000	Corning Inc	P	07/17/09	05/10/10	1,373	1,236	138
37 000	Dow Chemical	P	08/03/09	05/14/10	1,021	829	193
7 000	Eastman Chemical Co	P	08/07/09	05/14/10	443	369	74
9 000	Eastman Chemical Co	P	08/14/09	05/14/10	570	489	81
26 000	FMC Technologies Inc	P	09/15/09	05/20/10	1,464	1,395	69
224 000	Ford Motor Co Com New	P	04/26/10	05/07/10	2,616	3,242	(627)
219 000	Gannett Co	P	10/01/09	04/29/10	3,833	2,643	1,189
76 000	Gannett Co	P	10/01/09	05/03/10	1,309	917	392
32.000	Gannett Co	P	10/06/09	05/07/10	483	410	73
146 000	Gannett Co	P	10/01/09	05/07/10	2,205	1,762	443
12 000	Gannett Co	P	02/01/10	05/10/10	190	178	12
170.000	Gannett Co	P	10/06/09	05/10/10	2,697	2,178	520
2 000	Harman Intl Inds Inc New	P	10/09/09	05/19/10	64	70	(6)
35 000	Harman Intl Inds Inc New	P	10/08/09	05/19/10	1,124	1,221	(97)
4 000	Harman Intl Inds Inc New	P	10/12/09	05/20/10	122	142	(19)
Total BOK - Aggre	Harman Intl Inds Inc New	P	10/09/09	05/20/10	490	558	(69)
20 000	Harman Intl Inds Inc New	P	10/12/09	05/25/10	625	709	(84)
17 000	Hewitt Associates Inc Cl A	P	06/24/09	05/03/10	702	498	204

# of Shares	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
75 000	Hewitt Associates Inc Cl A	P	06/24/09	05/13/10	2,931	2,195	736
11.000	IHS Inc Cl A	P	06/24/09	05/03/10	583	544	39
6 000	IHS Inc Cl A	P	08/20/09	05/12/10	318	287	31
49 000	IHS Inc Cl A	P	06/24/09	05/12/10	2,596	2,423	173
55 000	Johnson Controls Inc	P	01/25/10	05/20/10	1,519	1,681	(162)
24 000	Johnson Controls Inc	P	01/25/10	05/25/10	637	734	(97)
40 000	Natl-Oilwellvarco Inc	P	09/15/09	05/20/10	1,434	1,677	(243)
190 000	Nvidia Corp	P	07/17/09	05/05/10	2,775	2,276	499
41 000	Nvidia Corp	P	07/17/09	05/05/10	599	480	119
138 000	Nvidia Corp	P	07/23/09	05/05/10	2,015	1,779	237
26 000	Tata Motors Ltd Spon Adr	P	11/13/09	05/14/10	477	345	132
40.000	Tata Motors Ltd Spon Adr	P	11/12/09	05/14/10	733	528	206
61 000	Tata Motors Ltd Spon Adr	P	11/13/09	05/17/10	1,089	808	280
45 000	Tata Motors Ltd Spon Adr	P	11/13/09	05/19/10	738	596	141
25 000	Tata Motors Ltd Spon Adr	P	11/16/09	05/20/10	390	348	43
41.000	Tata Motors Ltd Spon Adr	P	11/13/09	05/20/10	640	543	96
83 000	Tata Motors Ltd Spon Adr	P	11/16/09	05/25/10	1,281	1,154	127
57.000	Vertex Pharmaceutical Inc	P	11/06/09	05/05/10	2,164	2,229	(65)
52 000	Vertex Pharmaceutical Inc	P	11/09/09	05/05/10	1,974	2,062	(88)
11 000	Whirlpool Corp	P	12/17/09	05/11/10	1,179	857	321
10 000	Whirlpool Corp	P	12/17/09	05/19/10	982	779	203
15 000	Whirlpool Corp	P	12/17/09	05/20/10	1,445	1,169	276
108 000	Proshares Trust Proshares Short S&P 500	P	03/01/10	04/28/10	5,239	5,644	(404)
100 000	Proshares Trust Proshares Ultrashort S&P 500	P	04/08/10	05/12/10	3,060	3,044	15
131 000	Proshares Trust Proshares Short Russell 2000	P	03/01/10	04/28/10	4,889	5,605	(716)
65 000	Proshares Trust Proshares Ultrashort Russell 2000	P	04/08/10	05/12/10	1,187	1,268	(81)
103 000	Proshares Trust Proshares Ultrashort Russell 2000	P	04/27/10	05/12/10	1,881	1,787	94
68 000	Dow Chemical	P	08/03/09	06/08/10	1,660	1,523	137
38 000	Dow Chemical	P	08/03/09	06/25/10	953	851	102
25 000	Dr Reddy's Labs Ltd Adr	P	06/22/09	06/10/10	797	381	416
27.000	Dr Reddy's Labs Ltd Adr	P	06/24/09	06/10/10	861	436	425
53 000	Dr Reddy's Labs Ltd Adr	P	06/24/09	06/11/10	1,657	856	801
73 000	Dreamworks Animation SKG Cl A	P	04/19/10	05/27/10	2,120	3,027	(907)
29 000	Eastman Chemical Co	P	08/14/09	06/08/10	1,668	1,575	93
25 000	Eastman Chemical Co	P	08/14/09	06/15/10	1,521	1,357	164
24 000	Eastman Chemical Co	P	08/14/09	06/21/10	1,524	1,303	220
5.000	Eastman Chemical Co	P	10/15/09	06/23/10	301	280	21
20 000	Eastman Chemical Co	P	10/14/09	06/23/10	1,202	1,122	80
26 000	Eastman Chemical Co	P	08/20/09	06/23/10	1,563	1,380	183
9 000	Eastman Chemical Co	P	08/14/09	06/23/10	541	489	52
15.000	FMC Technologies Inc	P	09/15/09	06/01/10	790	805	(15)
7 000	FMC Technologies Inc	P	09/15/09	06/02/10	354	376	(22)
33 000	Natl-Oilwellvarco Inc	P	09/15/09	06/01/10	1,153	1,384	(231)
36 000	Natl-Oilwellvarco Inc	P	09/15/09	06/02/10	1,229	1,509	(281)
65 000	Owens Corning New	P	08/25/09	06/08/10	1,929	1,549	379
10 000	Whirlpool Corp	P	12/17/09	06/25/10	940	779	160
44.000	Proshares Trust Proshares Ultrashort S&P 500	P	04/27/10	05/26/10	1,542	1,285	257
4 000	Proshares Trust Proshares Ultrashort S&P 500	P	04/08/10	05/26/10	140	122	18
77 000	Proshares Trust Proshares Ultrashort S&P 500	P	04/27/10	06/14/10	2,563	2,249	314
27 000	Proshares Trust Proshares Ultrashort S&P 500	P	04/28/10	06/21/10	848	804	45
33 000	Proshares Trust Proshares Ultrashort S&P 500	P	04/27/10	06/21/10	1,037	964	73
80 000	Proshares Trust Proshares Ultrashort Russell 2000	P	04/27/10	05/26/10	1,708	1,388	320
82 000	Proshares Trust Proshares Ultrashort Russell 2000	P	04/28/10	06/14/10	1,656	1,460	195
11 000	Proshares Trust Proshares Ultrashort Russell 2000	P	04/27/10	06/14/10	222	191	31
91.000	Proshares Trust Proshares Ultrashort Russell 2000	P	04/28/10	06/21/10	1,723	1,621	102

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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For the Year Ended 06/30/10

(a)		(b)	(c)	(d)	(e)	(g)	(h)
# of Shares	Description	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Tax Gain/Loss
58 000	Proshares Tr Ultr MSCI Europ ETF	P	05/14/10	05/27/10	1,489	1,502	(13)
109 000	Proshares Tr Ultr MSCI Europ ETF	P	05/14/10	05/28/10	2,781	2,823	(43)
6 000	Proshares Tr Ultr MSCI Europ ETF	P	05/20/10	06/03/10	150	169	(19)
46 000	Proshares Tr Ultr MSCI Europ ETF	P	05/19/10	06/03/10	1,147	1,237	(91)
4 000	Proshares Tr Ultr MSCI Europ ETF	P	05/14/10	06/03/10	100	104	(4)
56 000	Proshares Tr Ultr MSCI Europ ETF	P	05/20/10	06/04/10	1,553	1,577	(23)
26 000	Proshares Trust Ultrashort MSCI Emerging Markets New ETF	P	05/14/10	05/27/10	1,446	1,405	41
49 000	Proshares Trust Ultrashort MSCI Emerging Markets New ETF	P	05/14/10	05/28/10	2,703	2,647	56
19 000	Proshares Trust Ultrashort MSCI Emerging Markets New ETF	P	05/19/10	06/03/10	1,023	1,110	(87)
7 000	Proshares Trust Ultrashort MSCI Emerging Markets New ETF	P	05/14/10	06/03/10	377	378	(1)
26 000	Proshares Trust Ultrashort MSCI Emerging Markets New ETF	P	05/20/10	06/04/10	1,520	1,631	(112)
Total UBS - Roosevelt Short Term Capital Gain					660,716	650,847	9,869
21 000	Cerner Corp	P	05/20/09	06/11/10	1,669	1,245	425
51.000	Teva Pharmaceuticals Ind Ltd Israel Adr	P	05/20/09	06/21/10	2,709	2,306	404
Total UBS - Roosevelt Long Term Capital Gain					4,379	3,550	829

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CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

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For the Year Ended 06/30/10

(a)	(b)	(c)	(d)	(e)	(g)	(h)
Description	How	Date	Date	Gross Sales	Cost or	Tax
	Acquired	Acquired	Sold	Price	Other Basis	Gain/Loss
5,000,000 HUNTSMAN LLC NTS	P	06/23/09	07/23/09	5,145	5,088	58
5,000,000 CIT GROUP INC NEW GLOBAL SR NOTES	P	06/08/09	07/07/09	2,922	3,458	(536)
10,000,000 CIT GROUP INC NEW GLOBAL SR NOTES	P	06/08/09	07/10/09	5,700	6,915	(1,215)
5,000,000 SMITHFIELD FOODS INC NTS	P	06/04/09	08/25/09	3,638	3,737	(100)
10,000,000 DIRECTV HLDGS LLC SR NTS GLOBAL 8 375%	P	06/09/09	09/22/09	10,313	10,125	188
5,000,000 UNITED RENTALS INC	P	06/15/09	10/05/09	5,038	4,775	263
10,000,000 UNITED RENTALS INC	P	06/15/09	10/06/09	10,100	9,550	550
15,000,000 DEL MONTE CORP NTS	P	06/04/09	10/01/09	15,469	15,111	358
5,000,000 EDISON MISSION ENERGY NTS	P	06/23/09	10/09/09	4,688	4,525	163
5,000,000 CRICKET COMMUNICATION	P	06/24/09	10/19/09	4,825	4,925	(100)
10,000,000 CRICKET COMMUNICATION	P	10/06/09	10/19/09	9,650	10,050	(400)
10,000,000 CENTEX CORP	P	06/05/09	10/21/09	9,800	8,700	1,100
15,000,000 L-3 COMMS CORP	P	06/11/09	11/02/09	15,191	15,074	117
10,000,000 TENDER STEEL DYNAMICS INC NTS 144A	P	06/15/09	10/28/09	10,025	9,650	375
10,000,000 CENTENNIAL COMM CORP NTS	P	08/25/09	11/09/09	10,050	9,775	275
5,000,000 CHESAPEAKE ENERGY CORP	P	06/04/09	11/12/09	5,175	4,800	375
5,000,000 LEVEL 3 FIN INC 8 750%	P	06/16/09	10/29/09	4,263	3,950	313
15,000,000 ENERGY FUTURE HLDGS CORP NTS	P	06/16/09	11/16/09	11,156	11,813	(656)
12,000,000 NTL CABLE PLC	P	06/17/09	12/09/09	12,525	11,729	796
5,000,000 AMER GENL FIN CORP NTS	P	06/08/09	01/13/10	4,700	3,450	1,250
5,000,000 AMER GENL FIN CORP NTS	P	06/11/09	01/13/10	4,700	3,450	1,250
10,000,000 BALL CORP GLOBAL	P	06/11/09	01/08/10	10,125	9,825	300
15,000,000 AMR REAL ESTATE PTR/FIN	P	06/08/09	01/15/10	15,342	13,350	1,992
15,000,000 LEVEL 3 FIN INC 12 250%	P	09/18/09	01/20/10	16,200	15,188	1,013
10,000,000 CHESAPEAKE ENERGY CORP	P	06/04/09	01/05/10	10,613	9,600	1,013
ROP MIDWEST GENERATION LLC	P	10/08/09	01/04/10	732	746	(14)
5,000,000 QWEST COMMUNICATIONS INT	P	06/15/09	02/16/10	5,000	4,887	113
10,000,000 ARCH WESTN NTS	P	06/11/09	03/11/10	10,150	9,125	1,025
9,000,000 FORD MOTOR CREDIT CO NTS GLOBAL	P	09/10/09	03/10/10	9,180	8,280	900
7,000,000 HERTZ CORP	P	06/15/09	03/17/10	7,166	6,370	796
5,000,000 HEALTH MGMT ASSN INC NEW	P	06/08/09	02/24/10	4,675	4,294	381
10,000,000 GEORGIA PAC CORP	P	06/04/09	04/16/10	10,463	10,075	388
3,000,000 NTL CABLE PLC	P	06/17/09	04/19/10	3,096	2,932	164
5,000,000 STATER BROS HLDG INC NTS	P	06/12/09	04/28/10	5,019	5,000	19
10,000,000 IRON MTN	P	06/04/09	05/05/10	10,075	9,749	326
5,000,000 IRON MTN	P	06/17/09	05/05/10	5,038	4,863	175
10,000,000 LEVI STRAUSS ASSOC NTS	P	06/04/09	05/06/10	10,513	9,950	563
5,000,000 LEVI STRAUSS ASSOC NTS	P	10/20/09	05/06/10	5,256	5,275	(19)
13,000,000 AMER GENL FIN CORP MTNI	P	06/04/09	05/27/10	10,140	7,670	2,470
ROP MIDWEST GENERATION LLC	P	10/08/09	07/02/10	674	687	(13)
Total UBS - Six Short Term Capital Gain				314,526	298,512	16,014
10,000,000 OWENS-BROCKWAY GLOBAL	P	06/11/09	06/25/10	10,138	10,135	3
Total UBS - Six Long Term Capital Gain				10,138	10,135	3

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# of Shares	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
295 000	Areva SA Adr	P	05/20/09	06/26/09	1,676	1,662	14
20.000	Areva SA Adr	P	05/20/09	06/29/09	113	113	0
25 000	Companhia De Saneamento Basico Do Estado De Sao Paulo	P	05/19/09	07/22/09	731	759	(28)
34 000	Companhia De Saneamento Basico Do Estado De Sao Paulo	P	05/19/09	07/23/09	995	1,033	(37)
75 000	Newmont Mining Corp (Holding Co)	P	05/19/09	07/07/09	2,971	3,271	(300)
50 000	Newmont Mining Corp (Holding Co)	P	05/19/09	07/09/09	1,914	2,181	(266)
36.000	Newmont Mining Corp (Holding Co)	P	06/24/09	07/09/09	1,378	1,510	(132)
59.000	Suncor Inc	P	05/19/09	07/15/09	1,728	1,795	(66)
48.000	Technip SA New Spon Adr	P	05/19/09	07/24/09	2,860	2,138	722
315 000	Alcatel-Lucent Spon Adr	P	05/19/09	08/26/09	1,186	756	430
225 000	Ivanhoe Mines Ltd	P	06/24/09	08/17/09	1,956	1,202	755
30 000	Magna Intl Inc Cl A Sub Vtg Canada Ord	P	05/19/09	08/06/09	1,476	1,010	466
65 000	Magna Intl Inc Cl A Sub Vtg Canada Ord	P	05/19/09	08/07/09	3,197	2,189	1,008
15 000	Magna Intl Inc Cl A Sub Vtg Canada Ord	P	05/19/09	08/10/09	735	505	230
329 000	Stora Enso OYJ Repstg Ser R Shs Spon Adr	P	05/19/09	08/07/09	2,072	1,895	177
250.000	Stora Enso OYJ Repstg Ser R Shs Spon Adr	P	05/19/09	08/06/09	1,595	1,440	155
325 000	Stora Enso OYJ Repstg Ser R Shs Spon Adr	P	06/25/09	08/19/09	2,143	1,621	522
134.000	Stora Enso OYJ Repstg Ser R Shs Spon Adr	P	06/25/09	08/07/09	844	668	176
-	Stora Enso OYJ Repstg Ser R Shs Spon Adr(Return of Capital)	P	various	08/13/09	373	373	0
33 000	Suncor Energy Inc New	P	06/24/09	08/20/09	1,051	970	81
28.000	Suncor Energy Inc New	P	05/19/09	08/20/09	892	852	40
52 000	TDK Corp Adr Japan Adr	P	05/19/09	08/03/09	2,750	2,415	335
18 000	TDK Corp Adr Japan Adr	P	06/24/09	08/24/09	1,038	808	230
23.000	TDK Corp Adr Japan Adr	P	05/19/09	08/24/09	1,326	1,068	258
410 000	Alcatel-Lucent Spon Adr	P	05/19/09	08/27/09	1,538	984	554
115 000	Ivanhoe Mines Ltd	P	06/24/09	09/17/09	1,427	614	813
105 000	Stora Enso OYJ Repstg Ser R Shs Spon Adr	P	06/25/09	09/15/09	757	524	234
177 000	Stora Enso OYJ Repstg Ser R Shs Spon Adr	P	06/25/09	09/16/09	1,302	883	419
28.000	Barrick Gold Corp	P	05/19/09	10/20/09	1,061	952	109
52 000	BP Plc Spon Adr	P	05/19/09	10/27/09	3,015	2,467	548
61 000	Societe Generale France Spons Adr	P	05/19/09	10/02/09	937	634	303
58 000	Suncor Energy Inc New	P	06/24/09	10/01/09	1,943	1,705	238
70 000	Ivanhoe Mines Ltd	P	06/24/09	11/16/09	894	374	520
388 000	Koninklijke Philips El N V New 2000 Spon Adr	P	06/24/09	11/12/09	10,679	6,980	3,699
26 000	Magna Intl Inc Cl A Sub Vtg Canada Ord	P	05/19/09	11/06/09	1,310	875	434
13 000	Magna Intl Inc Cl A Sub Vtg Canada Ord	P	06/24/09	11/06/09	655	509	146
90 000	Newmont Mining Corp (Holding Co)	P	06/24/09	10/29/09	3,827	3,775	53
55 000	Sanofi-Aventis SA Spon Adr	P	05/19/09	10/28/09	2,115	1,660	455
21 000	Siemens A G Spon Adr	P	05/19/09	10/29/09	2,009	1,552	457
-	Societe Generale France Spons Adr(Redemption)	P	various	11/10/09	203	0	203
198 000	Statoil ASA Spon Adr	P	11/19/09	12/07/09	4,877	5,031	(154)
82 000	Novartis Ag Spon Adr	P	05/19/09	01/08/10	4,272	3,264	1,008
2 000	Novartis Ag Spon Adr	P	06/24/09	01/12/10	105	83	22
50 000	Novartis Ag Spon Adr	P	05/19/09	01/12/10	2,618	1,990	628
48 000	Novartis Ag Spon Adr	P	06/24/09	01/14/10	2,547	1,995	552

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# of Shares	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
29 000	Novartis Ag Spon Adr	P	11/19/09	01/20/10	1,551	1,535	16
70 000	Novartis Ag Spon Adr	P	06/24/09	01/20/10	3,744	2,910	835
12.000	Technip SA New Spon Adr	P	05/19/09	02/23/10	865	535	331
22 000	Technip SA New Spon Adr	P	06/24/09	02/23/10	1,587	1,032	555
49 000	Fuji Film Holdings Corp Adr	P	05/19/09	03/08/10	1,581	1,280	301
43 000	Nintendo Ltd Adr New Japan Adr	P	06/24/09	03/24/10	1,797	1,453	343
13 000	Nintendo Ltd Adr New Japan Adr	P	06/24/09	03/25/10	536	439	96
113 000	Shiseido Co Ltd Spons Adr Japan	P	05/19/09	03/04/10	2,550	1,967	583
28 000	Technip SA New Spon Adr	P	06/24/09	02/24/10	2,001	1,313	688
559 000	Belgacom SA Adr	P	05/20/09	04/15/10	4,295	3,541	754
547 000	Belgacom SA Adr	P	06/26/09	04/15/10	4,203	3,484	718
187.000	Belgacom SA Adr	P	11/19/09	04/15/10	1,437	1,436	1
330 000	Aegon NV Adr NY Shs Netherlands Adr	P	06/24/09	05/21/10	1,921	1,904	17
61 000	Barrick Gold Corp	P	05/19/09	05/07/10	2,624	2,074	550
110 000	BP Plc Spon Adr	P	06/24/09	05/21/10	4,848	5,205	(357)
45.000	BP Plc Spon Adr	P	11/19/09	05/21/10	1,983	2,609	(626)
31 000	BP Plc Spon Adr	P	04/30/10	05/21/10	1,366	1,642	(276)
10.000	Magna Intl Inc Cl A Sub Vtg Canada Ord	P	06/24/09	05/07/10	706	392	315
36 000	Magna Intl Inc Cl A Sub Vtg Canada Ord	P	06/24/09	05/10/10	2,605	1,410	1,195
96 000	Seven & I Hldgs Co Ltd Adr	P	05/19/09	05/12/10	4,854	4,776	78
65 000	TDK Corp Adr Japan Adr	P	06/24/09	05/06/10	4,215	2,919	1,297
31 000	TDK Corp Adr Japan Adr	P	11/19/09	05/06/10	2,010	1,628	383
10 000	Rexam Plc Spon Adr	P	10/26/09	06/04/10	233	227	6
79.000	Rexam Plc Spon Adr	P	10/27/09	06/04/10	1,841	1,796	45
120 000	Rexam Plc Spon Adr	P	11/19/09	06/04/10	2,797	2,826	(29)
218 000	United Utilities Group Adr	P	06/24/09	06/18/10	3,485	3,628	(142)
215 000	United Utilities Group Adr	P	11/19/09	06/18/10	3,437	3,391	46
Total UBS - Tradewinds Short Term Capital Gain					150,170	126,437	23,733
277 000	Aegon NV Adr NY Shs Netherlands Adr	P	05/19/09	05/21/10	1,612	1,791	(179)
60 000	BP Plc Spon Adr	P	05/19/09	05/21/10	2,645	2,847	(202)
68.000	Anglogold Ashanti Ltd New Spon Adr	P	05/19/09	05/28/10	2,844	2,426	418
205 000	United Utilities Group Adr	P	05/19/09	06/18/10	3,277	3,536	(259)
Total UBS - Tradewinds Long Term Capital Loss					10,378	10,600	(222)

EIN 20-3110536

CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

FORM 990-PF, PAGE 3, PART IV

For the Year Ended 06/30/10

# of Shares	(a) Description	(b) How Acquirec	(c) Date Acquired	(d) Date Sold	(e) Gross Sales Price	(g) Cost or Other Basis	(h) Tax Gain/Loss
	- Rio Tinto Plc Son Adr(Redemption)	P	various	07/17/09	1,026	0	1,026
	- AXA Adr(Redemption)	P	various	12/04/09	64	0	64
25.000	Cadbury Plc Spons Adr	P	11/19/09	01/25/10	1,337	1,322	15
90 000	Cadbury Plc Spons Adr	P	05/18/09	01/25/10	4,814	3,063	1,751
	ROC Noble Corp	P	05/18/09	03/01/10	15	15	0
	ROC Noble Corp	P	11/19/09	03/01/10	5	5	0
	ROC Noble Corp	P	05/18/09	05/20/10	14	14	0
	ROC Noble Corp	P	11/19/09	05/20/10	5	5	0
Total UBS - WHV Short Term Capital Gain					7,281	4,425	2,856

FREDJONES FAMILY FOUNDATION

EIN 20-3110536

Grants and Contributions Paid During the Year

FORM 990-PF, PAGE 11, PART XV

FOR THE TAX YEAR ENDED 06/30/10

ATTM 17

1/11

Date	Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Status of Recipient	Purpose of Grant or Contribution	Amount
	Name and Address (home or business)					
	Paid during the year					
1 07/14/09	Oklahoma Heritage Association 1400 Classen Drive Oklahoma City, OK 73106		Public	General		1,500
2 7/14/2009	Phi Gamma Delta Educational Fund, Inc c/o Lee Allan Smith 1601 NW Expressway Ste 1212 Oklahoma City, OK 73118		Public	Nu Omega		1,250
3 8/21/2009	Food Pantry of Jeff Davis County P O Box 2156 Fort Davis, TX 79734		Public	Ride for a Cause		500
4 9/14/2009	Casady School P O Box 20390 Oklahoma City, OK 73156-0390		Public	Annual Fund		2,500
5 9/14/2009	Faithworks of the Inner City P O Box 95106 Oklahoma City, OK 73143		Public	Annual Golf Tournament		200
6 9/15/2009	Oklahoma School of Science and Mathematics 1141 North Lincoln Boulevard Oklahoma City, OK 73104		Public	Awesome Man Pledge		1,000
7 9/15/2009	Payne Education Center 3240 West Britton Road, Suite 104 Oklahoma City, OK 73120		Public	Premier Card Sponsorship		1,500
8 9/16/2009	Oklahoma Zoological Society, Inc 2101 Northeast 50th Street Oklahoma City, OK 73111		Public	Haunt the Zoo		1,400
9 9/30/2009	83 Foundation P O Box 20777 Oklahoma City, OK 73156		Public	General		10,000
10 9/30/2009	Calm Waters 4334 NW Expressway, Suite 101 Oklahoma City, OK 73116		Public	General		1,000
11 9/30/2009	Common Grace P O Box 31116 Honolulu, Hawaii 96820		Public	General		1,000
12 9/30/2009	Folds of Honor Foundation 4616 NW 160th Terrace Edmond, OK 73013		Public	General		1,000

FREDJONES FAMILY FOUNDATION
 EIN 20-3110536
 Grants and Contributions Paid During the Year
 FORM 990-PF, PAGE 11, PART XV
 FOR THE TAX YEAR ENDED 06/30/10

	Date	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)					
		Paid during the year					
13	9/30/2009	Girl Scouts - Western Oklahoma, Inc Council 121 NE 50th Street Oklahoma City, OK 73105			Public	Juliette Low Leadership	2,500
14	9/30/2009	Leadership Oklahoma City 1112 NW 23rd Street, Suite 119 Oklahoma City, OK 73106			Public	General	1,000
15	9/30/2009	Lollopops & Rainbows 5103 South Sheridan, #670 Tulsa, OK 74145			Public	General	500
16	9/30/2009	Oklahoma City Museum of Art 415 Couch Drive Oklahoma City, OK 73102			Public	General	2,000
17	9/30/2009	Oklahoma School of Science and Mathematics 1141 North Lincoln Boulevard Oklahoma City, OK 73104			Public	General	1,000
18	9/30/2009	Rebuilding Together OKC 730 West Wilshire, #108 Oklahoma City, OK 73116			Public	General	1,000
19	9/30/2009	The Tree Bank Foundation 16301 North Rockwell, Building A Edmond, OK 73013			Public	General	1,000
20	9/30/2009	Untitled Artspace 1 NE 3rd Street Oklahoma City, OK 73104			Public	General	1,000
21	9/30/2009	Young Womens Christian Association 2460 NW 39th Street Oklahoma City, OK 73112-8703			Public	General	500
22	10/6/2009	Make A Wish Foundation 5225 Shartel Avenue, #102 Oklahoma City, OK 73118			Public	Magic Carpet Ride Event	500
23	10/6/2009	Oklahoma Association of Conservation Districts P O Box 61065 Oklahoma City, OK 73146			Public	General	500
24	7/14/2009	State Fair of Oklahoma 3001 General Pershing Boulevard Oklahoma City, OK 73107			Public	General	2,000

FREDJONES FAMILY FOUNDATION
EIN 20-3110536
Grants and Contributions Paid During the Year
FORM 990-PF, PAGE 11, PART XV
FOR THE TAX YEAR ENDED 06/30/10

	Date	Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Status of Recipient	Purpose of Grant or Contribution	Amount
		Name and Address (home or business)					
		Paid during the year					
25	10/15/2009	Promises, Inc 614 NE 4th Street, #221 Oklahoma City, OK 73104			Public	General	500
26	8/3/2009	Allied Arts 18701 Woody Creek Drive Edmond, OK 73012			Public	Winter Charity Ball	600
27	10/30/2009	Children's Medical Research, Inc 800 Research Parkway, Suite 150 Oklahoma City, OK 73104			Public	Jimmie Lynn Memorial	500
28	11/10/2009	Desert Community Foundation Eldorado CC/Scholarship 46000 Fairway Drive Indian Wells, CA 92210			Public	Scholarship Fund	500
29	10/21/2009	Oklahoma City Public Schools Foundation 5225 North Shartel Avenue, Suite 201 Oklahoma City, OK 73118			Public	"Wall of Fame"	2,000
30	12/4/2009	Muscular Dystrophy Association 4221 South Western, Suite 5015 Oklahoma City, OK 73109			Public	"Holiday Lock-Up"	500
31	12/10/2009	American Heart Association - South Central Affiliate 5700 North Portland Avenue, Suite 203 Oklahoma City, OK 73112			Public	Sweetheart Ball - Allie Hall	150
32	12/10/2009	Theatre Tribe Studio Theatre 5267 Lankershim Boulevard North Hollywood, CA 91601			Public	General	500
33	12/15/2009	OKC Beautiful 3535 North Classen Boulevard Oklahoma City, OK 73118			Public	Landscaping and repair of S Classen Flag Plaza	1,201
34	12/15/2009	University of Oklahoma Foundation 100 Timberdell Road Norman, OK 73019-0685			Public	Museum of Art	6,000
35	12/29/2009	The Dallas Foundation 8301 Harry Hines Boulevard Dallas, Texas 75235-3099			Public	Brook Hollow Scholarship	500
36	1/18/2010	Allied Arts 1015 North Broadway, Suite 200 Oklahoma City, OK 73102			Public	2010 Fundraising Campaign	15,000

FREDJONES FAMILY FOUNDATION
 EIN 20-3110536
 Grants and Contributions Paid During the Year
 FORM 990-PF, PAGE 11, PART XV
 FOR THE TAX YEAR ENDED 06/30/10

Date	Recipient		If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Status of Recipient	Purpose of Grant or Contribution	Amount
	Name and Address (home or business)					
	Paid during the year					
37	1/18/2010	Boy Scouts of America - Last Frontier Council Post Office Box 11000 Oklahoma City, OK 73136-1100		Public	"Friends of Scouting" Campaign	1,000
38	1/18/2010	Dean McGee Eye Institute 608 Stanton L. Young Boulevard Oklahoma City, OK 73104		Public	New Building Capital Campaign	1,000
38	1/18/2010	Junior Achievement of Oklahoma 5400 North Grand Boulevard, Suite 230 Oklahoma City, OK 73112		Public	General	1,000
40	1/18/2010	Junior League of Oklahoma 1001 North Grand Boulevard Oklahoma City, OK 73118		Public	Annual Campaign	1,000
41	1/18/2010	National Cowboy & Western Heritage Museum 1700 Northeast 63rd Street Oklahoma City, OK 73111		Public	General	1,000
42	1/18/2010	Oklahoma Health Center Foundation 800 Research Parkway, Suite 400 Oklahoma City, OK 73104		Public	General	1,000
43	1/18/2010	Regional Food Bank Foundation 3355 South Purdue Oklahoma City, OK 73137		Public	General	1,000
44	1/21/2010	Sunbeam Family Services Post Office Box 61237 Oklahoma City, OK 73146-1237		Public	General	500
45	1/21/2010	William Fremont Harn Gardens 1721 North Lincoln Boulevard Oklahoma City, OK 73105		Public	General	500
46	1/22/2010	National Transplant Assistance Fund, Inc 150 North Radnor Chester Road, Suite F120 Radnor, PA 19037-5252		Public	Shannon Davis	200
47	2/2/2010	Central Oklahoma Humane Society 9300 North May Avenue, Suite 400-281 Oklahoma City, OK 73120		Public	Feral Cat Colonies	2,500
48	2/2/2010	Leadership Oklahoma City, Inc 1112 Northwest 23rd Street, Suite 119 Oklahoma City, OK 73106		Public	YLC	2,000

FREDJONES FAMILY FOUNDATION

EIN 20-3110536

Grants and Contributions Paid During the Year

FORM 990-PF, PAGE 11, PART XV

FOR THE TAX YEAR ENDED 06/30/10

	Date	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)					
		Paid during the year					
49	2/2/2010	Maret School 3000 Cathedral Avenue, NW Washington, D C 20008-3498			Public	Annual Fund	250
50	2/2/2010	Oklahoma Zoological Society, Inc 2101 N E 50th Street Oklahoma City, OK 73111			Public	Children's Zoo & African Exhibit	4,000
51	2/8/2010	Oklahoma City Museum of Art 415 Couch Drive Oklahoma City, OK 73102			Public	Chesapeake Film Challenge	2,000
52	2/12/2010	American Heart Association - South Central Region 5700 North Portland, Suite 203 Oklahoma City, OK 73112			Public	Sweetheart Ball	4,250
53	2/19/2010	Children's Medical Research Institute 800 Research Parkway, Suite 150 Oklahoma City, OK 73104			Public	Children's Celebrity Starlight Ball	15,000
54	2/19/2010	Junior Achievement 2100 NE 50th Oklahoma City, OK 73111			Public	General	1,000
55	2/19/2010	Library Endowment Trust 300 Park Avenue Oklahoma City, OK 73102			Public	General	2,500
56	2/19/2010	Shands Teaching Hospital & Clinics, Inc 384 Bradford Road Tallahassee, FL 32303			Public	Dance Marathon at FI St Univ (Children's Miracle Network)	250
57	3/5/2010	Oklahoma Centennial Horse Show P O Box 20725 Oklahoma City, OK 73156-0725			Public	General	2,500
58	3/5/2010	Oklahoma Youth Expo 3148 Northwest 60th Street Oklahoma City, OK 73112			Public	General	2,000
59	3/5/2010	Oklahoma City Philharmonic 428 West California, Suite 210 Oklahoma City, OK 73102			Public	2010 - 2011 Annual Campaign	1,250
60	3/24/2010	YMCA of Greater Oklahoma City 500 North Broadway, Suite 500 Oklahoma City, OK 73102			Public	General	1,666

FREDJONES FAMILY FOUNDATION
 EIN 20-3110536
 Grants and Contributions Paid During the Year
 FORM 990-PF, PAGE 11, PART XV
 FOR THE TAX YEAR ENDED 06/30/10

	Date	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)					
		Paid during the year					
61	4/5/2010	The Colleagues 10559 Rocca Place Los Angeles, CA 90077			Public	General	1,500
62	4/5/2010	Amercan Heart Association 5700 North Portland, Suite 203 Oklahoma City, OK 73142			Public	General Fund	250
63	4/8/2010	IMPACT Oklahoma Post Office Box 20149 Oklahoma City, OK 73156			Public	General	3,000
64	4/28/2010	Coachella Valley Community Recreation Foundation 74-945 Sheryl Avenue Palm Desert, CA 92260			Public	First Tee of Coachella Valley	1,000
65	4/28/2010	Vanderbilt University Riley Processing office PMB 407727 2301 Vanderbilt Place Nashville, TN 37240-7727			Public	Memorial for Dr Harris D Riley, Jr	1,000
66	5/12/2010	Amercan Red Cross of Central Oklahoma 601 NE 6th Street Oklahoma City, OK 73104			Public	Heroes Fundraising Campaign	1,000
67	5/12/2010	Big Brothers / Big Sisters 4101 Perimeter Center Drive Oklahoma City, OK 73112			Public	Ira's Program	2,500
68	5/12/2010	United Way of Central Oklahoma Post Office Box 837 Oklahoma City, OK 73102			Public	2009 - 2010 Corporate Pledge	25,000
69	5/18/2010	Downtown OKC 210 Park Avenue, Suite 230 Oklahoma City, OK 73102			Public	Downtown OKC Initiatives	2,900
70	5/18/2010	Oklahoma City Economic Development Foundation 123 Park Avenue Oklahoma City, OK 73102			Public	1st of 5 payments, Forward OKC, IV	25,000
71	6/2/2010	Oklahoma Medical Research Foundation 625 NE 13th Street Oklahoma City, OK 73104-5046			Public	General	10,000

FREDJONES FAMILY FOUNDATION
EIN 20-3110536
Grants and Contributions Paid During the Year
FORM 990-PF, PAGE 11, PART XV
FOR THE TAX YEAR ENDED 06/30/10

ATTM 17 7/11

	Date	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)					
		Paid during the year					
72	6/9/2010	Arts Council of Oklahoma City 400 West California Oklahoma City, OK 73102			Public	General	2,000
73	6/9/2010	Blaze's Tribute Equine Rescue 17667 Markita Drive Jones, OK 73049			Public	General	1,000
74	6/9/2010	Calm Waters 4334 NW Expressway, Suite 101 Oklahoma City, OK 73116			Public	General	1,000
75	6/9/2010	A Chance to Change Foundation 5228 Classen Circle Oklahoma City, OK 73118			Public	General	1,000
76	6/9/2010	Dead Center Film Festival 1015 North Broadway, Suite 301 Oklahoma City, OK 73120			Public	General	2,000
77	6/9/2010	Families in Schools in Los Angeles 1545 Wilshire Boulevard Los Angeles, CA 90017			Public	General	1,000
78	6/9/2010	Folds of Honor 6010 South Patriot Drive Owasso, OK 74055			Public	General	1,000
79	6/9/2010	Free to Live Post Office Box 5884 Edmond, OK 73083-5884			Public	General	1,500
80	6/9/2010	The Hugs Project Incorporated 7000 Crossroads Boulevard, Suite 1048 Oklahoma City, OK 73149			Public	General	1,000
81	6/9/2010	Junior Achievement of Oklahoma 5400 North Grand Boulevard, Suite 230 Oklahoma City, OK 73112			Public	General	1,000
82	6/9/2010	Landon School 6101 Wilson Lane Bethesda, MD 20817			Public	Annual Gvning Fund	1,500
83	6/9/2010	Lollipopps and Rainbows 5103 South Sheridan, 3670 Tulsa, OK 74145			Public	General	1,000

FREDJONES FAMILY FOUNDATION

EIN 20-3110536

Grants and Contributions Paid During the Year

FORM 990-PF, PAGE 11, PART XV

FOR THE TAX YEAR ENDED 06/30/10

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ATTM 17

	Date	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)					
		Paid during the year					
84	6/9/2010	Make A Wish Foundation 5225 North Shartel Avenue, #102 Oklahoma City, OK 73118			Public	General	1,500
85	6/9/2010	Maret School 3000 Cathedral Avenue, Northwest Washington, DC 20008			Public	General	250
86	6/9/2010	Meals on Wheels of Oklahoma County 6051 N Brookline, Suite 123 Oklahoma City, OK 73112			Public	General	1,000
87	6/9/2010	The Nature Conservancy - Oklahoma Chapter 1001 NW 63rd Street Oklahoma City, OK 73116			Public	General	2,500
88	6/9/2010	Oklahoma City Community College Foundation 7777 South May Avenue Oklahoma City, OK 73159			Public	General	50,000
89	6/9/2010	Oklahoma Zoological Society 2101 NE 50th Street Oklahoma City, OK 73111			Public	General	2,500
90	6/9/2010	Oklahoma City Metro Alliance for Safer Cities 211 North Walnut Oklahoma City, OK 73104			Public	General	500
91	6/9/2010	Oklahoma City Public Schools Foundation 5225 North Shartel Avenue, Suite 201 Oklahoma City, OK 73118			Public	General	2,000
92	6/9/2010	Oklahoma Foundation for Excellence 120 North Robinson, Suite 1420-W Oklahoma City, OK 73102			Public	General	1,500
93	6/9/2010	OU Foundation 100 Timberdell Road Norman, OK 73109			Public	1/2 Athletics and 1/2 Museum -- Last payment of pledge	125,000
94	6/9/2010	Positive Tomorrows Post Office Box 61190 Oklahoma City, OK 73146			Public	General	2,500
95	6/9/2010	School for Healthy Lifestyles 600 North Broadway, Suite 225 Oklahoma City, OK 73102			Public	General	1,000

FREDJONES FAMILY FOUNDATION
 EIN 20-3110536
 Grants and Contributions Paid During the Year
 FORM 990-PF, PAGE 11, PART XV
 FOR THE TAX YEAR ENDED 06/30/10

9/11
 ATTM 17

	Date	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)					
		Paid during the year					
96	6/9/2010	Special Care, Inc 12201 North Western Avenue Oklahoma City, OK 73114			Public	General	1,000
97	6/9/2010	The Tree Bank Foundation 16301 North Rockwell, Building A Oklahoma City, OK 73013			Public	General	1,000
98	6/9/2010	Theatre Tribe 5267 Lankershim Boulevard North Hollywood, CA 91601			Public	General	500
99	6/9/2010	YMCA of Greater Oklahoma City 500 North Broadway, Suite 500 Oklahoma City, OK 73102			Public	General	500
100	6/10/2010	All Souls Episcopal Church 6400 North Pennsylvania Avenue Oklahoma City, OK 73116			Public	Discretionary Fund	18,750
101	6/11/2010	Animal Rescue Friends (ARF) 1009 Northwest 75th Street Nichols Hills, OK 73116			Public	General	2,000
102	6/11/2010	International Longevity Center 60 East 86th Street New York, NY 10028			Public	General	5,000
103	6/11/2010	Maret School 3000 Cathedral Avenue, Northwest Washington, DC 20008			Public	Annual Fund	500
104	6/17/2010	Allied Arts 1015 North Broadway, Suite 200 Oklahoma City, OK 73102			Public	General	2,500
105	6/17/2010	Oklahoma City Public Schools Foundation 5225 North Shartel Avenue, Suite 201 Oklahoma City, OK 73118			Public	General	1,000
106	6/17/2010	Untitled Artspace 1 Northeast 3rd Street Oklahoma City, OK 73104			Public	General	1,500
107	6/17/2010	Variety Health Center Post Office Box 2098 Oklahoma City, OK 73101			Public	General	500

FREDJONES FAMILY FOUNDATION
 EIN 20-3110536
 Grants and Contributions Paid During the Year
 FORM 990-PF, PAGE 11, PART XV
 FOR THE TAX YEAR ENDED 06/30/10

10/6/10
 ATTN 17

	Date	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)					
		Paid during the year					
108	6/17/2010	Watts House Project 2052 Paramount Drive Los Angeles, CA 90068			Public	Annual Fund	1,000
109	6/17/2010	Westminster School 612 Northwest 44th Street Oklahoma City, OK 73118			Public	2010 Fundraising Campaign	5,350
110	6/17/2010	World Neighbors 4127 Northwest 122nd Street Oklahoma City, OK 73120			Public	General	2,000
111	6/24/2010	The McBride Foundation 1111 North Lee, Suite 115 Oklahoma City, OK 73103			Public	Bill Teegins Memorial Golf Tournament	1,000
112	6/30/2010	83 Foundation P O Box 20777 Oklahoma City, OK 73156			Public	General	2,000
113	6/30/2010	Boys & Girls Club of Oklahoma County 3101 N Classen Boulevard, Suite 203 Oklahoma City, OK 73118			Public	General	550
114	6/30/2010	Central Oklahoma Humane Society 9300 North May Avenue, Suite 400-281 Oklahoma City, OK 73120			Public	General	2,000
115	6/30/2010	Eisenhower Medical Center Foundation 39000 Bob Hope Drive Rancho Mirage, CA 92270			Public	General	2,000
116	6/30/2010	Positive Tomorrows P O Box 61190 Oklahoma City, OK 73146			Public	General	2,500
117	6/30/2010	University of Central Oklahoma Evans Hall, Room 102 100 North University Drive, Box 133 Edmond, OK 73034			Public	General	2,000
118	6/30/2010	Creative Oklahoma 133 West Main Street, #100 Oklahoma City, OK 73120			Public	General	2,000
119	6/30/2010	Make A Wish Foundation 5201 North Shartel Avenue Oklahoma City, OK 73118			Public	General	1,000

**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

Department of the Treasury
Internal Revenue Service► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension- check this box and complete Part I only ☐

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

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

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization	Employer identification number
	FRED JONES FAMILY FOUNDATION	20-3110536
	Number, street, and room or suite number. If a P O box, see instructions	
	9225 LAKE HEFNER PARKWAY, #200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	OKLAHOMA CITY	OK 73120

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

- | | | |
|---|--|------------------------------------|
| ☐ Form 990 | ☐ Form 990-T (corporation) | ☐ Form 4720 |
| ☐ Form 990-BL | ☐ Form 990-T (section 401(a) or 408(a) trust) | ☐ Form 5227 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 6069 |
| ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 8870 |

- The books are in the care of ► THE FOUNDATION

Telephone No ► (405) 231-2400

FAX No. ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Feb 15, 20 11, to file the exempt organization return for the organization named above.
The extension is for the organization's return for:

- ☐ calendar year 20__ or
- ☒ tax year beginning Jul 1, 20 09, and ending Jun 30, 20 10.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.

3a \$ 2,710.

b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.

3b \$ 2,900.

c **Balance Due.** Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.

3c \$ 0.

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

BAA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form 8868 (Rev 4-2009)

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

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

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

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

Type or print File by the extended due date for filing the return. See instructions.	Name of Exempt Organization	Employer identification number
	FRED JONES FAMILY FOUNDATION	20-3110536
	Number, street, and room or suite number. If a P.O. box, see instructions.	For IRS use only
	9225 LAKE HEFNER PARKWAY, #200	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	OKLAHOMA CITY OK 73120	

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

- | | | | |
|--------------------------------------|--|--------------------------------------|------------------------------------|
| ☐ Form 990 | ☒ Form 990-PF | ☐ Form 1041-A | ☐ Form 6069 |
| ☐ Form 990-BL | ☐ Form 990-T (section 401(a) or 408(a) trust) | ☐ Form 4720 | ☐ Form 8870 |
| ☐ Form 990-EZ | ☐ Form 990-T (trust other than above) | ☐ Form 5227 | |

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

- The books are in care of THE FOUNDATION
Telephone No. (405) 231-2400 FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until May 16, 20 11.

5 For calendar year _____, or other tax year beginning Jul 1, 20 09, and ending Jun 30, 20 10.

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

7 State in detail why you need the extension ADDITIONAL TIME IS REQUIRED TO ACCUMULATE THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	2,408.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	2,900.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instrs.	8c \$	0.

Signature and Verification

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

Signature M. A. Shaw Title CPA Date 2-15-11