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INTERNAL REVENUE SERVICE

Form **990-PF**

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

OMB No 1545-0052

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 7/01, 2009, and ending 6/30, 2010

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.

30 04400 3081346
Harry S. & Isabel C. Cameron Foundation
PO Box 831041
Dallas, TX 75283-1041

A Employer identification number
74-6073312

B Telephone number (see the instructions)
713-247-7865

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

Check type of organization: ☐ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☒ Other taxable private foundation

Fair market value of all assets at end of year
(from Part II, column (c), line 16)
\$ 30,109,389.

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

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)
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	516.	516.	N/A	
4 Dividends and interest from securities	827,527.	827,527.		
5a Gross rents	276,792.	276,792.		
b Net rental income or (loss)	210,158.			
6a Net gain/(loss) from sale of assets not on line 10	156,255.			
b Gross sales price for all assets on line 6a	10,227,867.			
7 Capital gain net income (from Part IV, line 2)		156,255.		
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)	194.	194.		
12 Total. Add lines 1 through 11	1,261,284.	1,261,284.		
13 Compensation of officers, directors, trustees, etc	211,328.	190,195.		21,133.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch)	See St 2	3,762.	1,881.	1,881.
c Other prof fees (attach sch)	See St 3	30,575.		30,575.
17 Interest				
18 Taxes (attach schedule)(see instr)	See Stm 4	10,005.	10.	
19 Depreciation (attach sch) and depletion		65,091.		
20 Occupancy				
21 Travel, conferences, and meetings		5,992.		5,992.
22 Printing and publications				
23 Other expenses (attach schedule)	See Statement 5	2,905.	2,905.	
24 Total operating and administrative expenses. Add lines 13 through 23	329,658.	260,082.		59,581.
25 Contributions, gifts, grants paid. Part. XV.	2,137,750.			2,137,750.
26 Total expenses and disbursements. Add lines 24 and 25	2,467,408.	260,082.		2,197,331.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-1,206,124.			
b Net Investment Income (if negative, enter -0-)		1,001,202.		
c Adjusted net Income (if negative, enter -0-)				

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
A S S E T S	1 Cash — non-interest-bearing			
	2 Savings and temporary cash investments	883,331.	1,168,373.	1,168,373.
	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			
	10a Investments — U.S. and state government obligations (attach schedule) Statement 6	5,699,070.	5,867,107.	6,026,778.
	b Investments — corporate stock (attach schedule) Statement 7	14,208,328.	12,460,192.	13,696,466.
	c Investments — corporate bonds (attach schedule) Statement 8	5,258,497.	4,893,391.	5,205,122.
	11 Investments — land, buildings, and equipment: basis ▶ 3,170,380.			
Less: accumulated depreciation (attach schedule) See Stmt 9 ▶ 663,332.	2,572,139.	2,507,048.	3,550,000.	
12 Investments — mortgage loans				
13 Investments — other (attach schedule) Statement 10		519,130.	462,650.	
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers — see instructions. Also, see page 1, item I)	28,621,365.	27,415,241.	30,109,389.	
L I A B I L I T I E S	17 Accounts payable and accrued expenses			
	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)	0.	0.	
F U N D A S S E T B A L A N C E S	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	28,621,365.	27,415,241.	
	30 Total net assets or fund balances (see the instructions)	28,621,365.	27,415,241.	
	31 Total liabilities and net assets/fund balances (see the instructions)	28,621,365.	27,415,241.	

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	28,621,365.
2 Enter amount from Part I, line 27a	2	-1,206,124.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	27,415,241.
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	27,415,241.

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 Publicly-traded securities		P	Various	Various
b Passthrough K-1 Capital Gain		P	Various	Various
c Securities litigation income		P	Various	Various
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 10,183,449.		10,071,612.	111,837.
b 30,417.			30,417.
c 14,001.			14,001.
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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			111,837.
b			30,417.
c			14,001.
d			
e			

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2	156,255.
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	156,255.

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	2,325,925.	29,791,945.	0.078072
2007	2,830,965.	38,456,856.	0.073614
2006	2,258,763.	36,885,658.	0.061237
2005	2,089,853.	33,410,439.	0.062551
2004	1,901,046.	31,999,597.	0.059408

2 Total of line 1, column (d)	2	0.334882
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	0.066976
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	30,873,008.
5 Multiply line 4 by line 3	5	2,067,751.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	10,012.
7 Add lines 5 and 6	7	2,077,763.
8 Enter qualifying distributions from Part XII, line 4	8	2,197,331.

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	10,012.
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	10,012.
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	10,012.
6 Credits/Payments:			
a 2009 estimated tax pmts and 2008 overpayment credited to 2009	6a	11,982.	
b Exempt foreign organizations — tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	11,982.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	2.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1,968.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax 1,968. Refunded	11	0.	

Part VII 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) TX		
b If the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If 'No,' attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? 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

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>None</u>	13	X	
14	The books are in care of <u>Dennis Young, U.S. Trust</u> Telephone no. <u>713-247-7852</u> Located at <u>PO Box 1939 Houston TX</u> ZIP + 4 <u>77251-9833</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <u>N/A</u> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>	N/A		

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	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? If 'Yes,' list the years <u>20__ , 20__ , 20__ , 20__</u>	☐ Yes ☒ No	
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__ , 20__ , 20__ , 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 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 N/A

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

c If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b X

If 'Yes' to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

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
See Statement 11		211,328.	0.	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

0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services – (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		0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

BAA

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	26,875,820.
b	Average of monthly cash balances	1b	917,335.
c	Fair market value of all other assets (see instructions)	1c	3,550,000.
d	Total (add lines 1a, b, and c)	1d	31,343,155.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets.	2	0.
3	Subtract line 2 from line 1d	3	31,343,155.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	470,147.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	30,873,008.
6	Minimum investment return. Enter 5% of line 5	6	1,543,650.

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	1,543,650.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	10,012.
b	Income tax for 2009 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	10,012.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,533,638.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,533,638.
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	1,533,638.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	1a	2,197,331.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,197,331.
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	10,012.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,187,319.

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				1,533,638.
2 Undistributed income, if any, as of the end of 2009:				
a Enter amount for 2008 only			0.	
b Total for prior years. 20__, 20__, 20__		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004	342,284.			
b From 2005	467,857.			
c From 2006	463,628.			
d From 2007	949,744.			
e From 2008	856,332.			
f Total of lines 3a through e	3,079,845.			
4 Qualifying distributions for 2009 from Part XII, line 4. ► \$ 2,197,331.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2009 distributable amount				1,533,638.
e Remaining amount distributed out of corpus	663,693.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	3,743,538.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see instructions)	342,284.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	3,401,254.			
10 Analysis of line 9:				
a Excess from 2005	467,857.			
b Excess from 2006	463,628.			
c Excess from 2007	949,744.			
d Excess from 2008	856,332.			
e Excess from 2009	663,693.			

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

N/A

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

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

- 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(i)(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(d)(3)(B)(iii).

- (3) Largest amount of support from an exempt organization

- (4) Gross investment income**

[illegible]

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:

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

- c Any submission deadlines:**

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

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<i>a Paid during the year</i> See attached	N/A	Public	See attached	2,137,750.
Total			3a	2,137,750.
<i>b Approved for future payment</i>				
Total			3b	

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

[illegible]

Harry S. & Isabel C. Cameron Foundation

74-6073312

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
K-1 Income.	\$ 194.	\$ 194.	
Total	<u>\$ 194.</u>	<u>\$ 194.</u>	<u>0.</u>

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Tax compliance services	\$ 3,762.	\$ 1,881.		\$ 1,881.
Total	<u>\$ 3,762.</u>	<u>\$ 1,881.</u>		<u>\$ 1,881.</u>

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Grants Advisor	\$ 30,000.			\$ 30,000.
Other professional fees	575.			575.
Total	<u>\$ 30,575.</u>	<u>\$ 0.</u>		<u>\$ 30,575.</u>

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Ad Valorem taxes	\$ 10.	\$ 10.		
Excise taxes	9,995.			
Total	<u>\$ 10,005.</u>	<u>\$ 10.</u>		<u>\$ 0.</u>

Harry S. & Isabel C. Cameron Foundation

74-6073312

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
K-1 expenses.	\$ 1,362.	\$ 1,362.		
Rental Expenses	1,543.	1,543.		
Total	<u>\$ 2,905.</u>	<u>\$ 2,905.</u>		<u>\$ 0.</u>

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

<u>U.S. Government Obligations</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
US Government Obligations	Cost	\$ 5,867,107.	\$ 6,026,778.
		\$ 5,867,107.	\$ 6,026,778.
Total		<u>\$ 5,867,107.</u>	<u>\$ 6,026,778.</u>

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

<u>Corporate Stocks</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate stock - see attached	Cost	\$ 12,460,192.	\$ 13,696,466.
Total		<u>\$ 12,460,192.</u>	<u>\$ 13,696,466.</u>

Statement 8
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
Corporate bonds - see attached	Cost	\$ 4,893,391.	\$ 5,205,122.
Total		<u>\$ 4,893,391.</u>	<u>\$ 5,205,122.</u>

Harry S. & Isabel C. Cameron Foundation

74-6073312

Statement 9
Form 990-PF, Part II, Line 11
Investments - Land, Buildings, and Equipment

Category	Basis	Accum. Deprec.	Book Value	Fair Market Value
Buildings	\$ 2,538,549.	\$ 663,332.	\$ 1,875,217.	\$ 2,746,968.
Land	631,831.		631,831.	803,032.
Total	<u>\$ 3,170,380.</u>	<u>\$ 663,332.</u>	<u>\$ 2,507,048.</u>	<u>\$ 3,550,000.</u>

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

Other Investments	Valuation Method	Book Value	Fair Market Value
PowerShares DB Agriculture Fund	Cost	\$ 105,413.	\$ 95,960.
DB Commodity Index Tracking Fund	Cost	413,717.	366,690.
Total		<u>\$ 519,130.</u>	<u>\$ 462,650.</u>

Statement 11
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compen- sation	Contri- bution to EBP & DC	Expense Account/ Other
Priscilla Bomet PO Box 831041 Dallas, TX 75283-1041	Trustee 1.00	\$ 0.	\$ 0.	\$ 0.
David Cameron PO Box 831041 Dallas, TX 75283-1041	Trustee 1.00	0.	0.	0.
Sylvia Cameron PO Box 831041 Dallas, TX 75283-1041	Trustee 1.00	0.	0.	0.
Shirley Cameron Davis PO Box 831041 Dallas, TX 75283-1041	Trustee 1.00	0.	0.	0.
Frances Cameron Miller PO Box 831041 Dallas, TX 75283-1041	Trustee 1.00	0.	0.	0.

Harry S. & Isabel C. Cameron Foundation

74-6073312

Statement 11 (continued)
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

<u>Name and Address</u>	<u>Title and Average Hours Per Week Devoted</u>	<u>Compensation</u>	<u>Contri- bution to EBP & DC</u>	<u>Expense Account/ Other</u>
U.S. Trust, Bank of America PO Box 1939 Houston, TX 77251	Trustee 10.00	\$ 211,328.	\$ 0.	\$ 0.
	Total	<u>\$ 211,328.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>

6/30/10

2009 Federal Book Summary Depreciation Schedule

Page 1

Harry S. & Isabel C. Cameron Foundation

74-6073312

No.	Description	Date Acquired	Date Sold	Cost/ Basis	Bus. Pct	Cur 179/ SDA	Prior 179/ SDA/ Depr	Method	Life	Current Depr
Rental Activity - Rental Property										
Buildings										
2	TX Veterans Memorial Bldg	10/19/99		2,538,549			598,240	S/L	39	65,091
	Total Buildings			2,538,549		0	598,240			65,091
Land										
1	TX Veterans Memorial Land	10/19/99		631,831						0
	Total Land			631,831		0	0			0
	Total Depreciation			3,170,380		0	598,240			65,091
	Grand Total Depreciation			3,170,380		0	598,240			65,091

Equities		(2) Industry Sector Codes	CND = Consumer Discretionary CNS = Consumer Staples ENR = Energy	FIN = Financials HEA = Health Care IND = Industrials	IFT = Information Technology MAT = Materials OEQ = Other Equities	TEL = Telecommunication Services UTL = Utilities	
U.S. Large Cap							
5,800,000	ALTRIA GROUP INC Ticker: MO	02209S103 CNS		\$116,232.00 20,040	\$2,030.00	\$90,430.60 15,591	\$8,120.00 7.0%
1,033,000	AMAZON COM INC Ticker: AMZN	023135106 CND		112,865.58 109,260	0.00	116,273.30 112,559	-3,407.72 0.0
822,000	AMERICAN EXPRESS CO Ticker: AXP	025816109 FIN		32,633.40 39,700	147.96	32,261.39 39,247	372.01 591.84 1.8

(1) Market Value in the Portfolio Detail section does not include Accrued Income.

Settlement Date



Bank of America Private Wealth Management

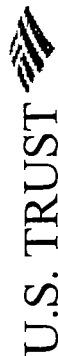
Portfolio Detail

June 01, 2010 through June 30, 2010

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value(t)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
1,608.000	AMERICAN TOWER CORP CLA Ticker: AMT	029912201 TEL	71,556.00 44.500	0.00	59,789.71 37.183		11,766.29	0.00	0.0
1,139.000	APPLE INC Ticker: AAPL	037833100 IFT	286,492.67 251.530	0.00	170,662.90 149.836		115,829.77	0.00	0.0
26,471.443	ASTON MONTAG & CALDWELL GROWTH FUND CL I Ticker: MCGIX	00078H281 OEQ	538,958.58 20.360	0.00	525,000.00 19.833		13,958.58	3,097.16	0.6
5,000.000	AT&T INC Ticker: T	00206R102 TEL	120,950.00 24.190	0.00	121,222.63 24.245		-272.63	8,400.00	6.9
2,060.000	BAIDU INC SPONSORED ADR REPSTG ORD SHS CAYMAN ISLANDS Ticker: BIDU	056752108 IFT	140,244.80 68.080	0.00	80,728.05 39.188		59,516.75	0.00	0.0
1,650.000	BOEING CO Ticker: BA	097023105 IND	103,537.50 62.750	0.00	72,698.34 44.060		30,839.16	2,772.00	2.7
6,100.000	BRISTOL MYERS SQUIBB CO Ticker: BMY	110122108 HEA	152,134.00 24.940	1,952.00	124,896.27 20.475		27,237.73	7,808.00	5.1
1,800.000	CHEVRON CORP Ticker: CVX	166764100 ENR	122,148.00 67.860	0.00	113,850.00 63.250		8,298.00	5,184.00	4.2
5,883.000	CISCO SYS INC Ticker: CSCO	17275R102 IFT	125,366.73 21.310	0.00	145,703.30 24.767		-20,336.57	0.00	0.0
20,634.464	COLUMBIA SELECT LARGE CAP GROWTH FUND CLASS Z SHARES Ticker: UMLGX	19765Y688 OEQ	195,202.03 9.460	0.00	200,000.00 9.693		-4,797.97	0.00	0.0
2,350.000	CONOCOPHILLIPS Ticker: COP	20825C104 ENR	115,361.50 49.090	0.00	121,762.90 51.814		-6,401.40	5,170.00	4.5
579.000	CROWN CASTLE INTL CORP Ticker: CCI	228227104 TEL	21,573.54 37.260	0.00	21,114.78 36.468		458.76	0.00	0.0
2,110.000	DANAHER CORP DEL Ticker: DHR	235851102 IND	78,323.20 37.120	42.20	87,311.17 41.380		-8,987.97	168.80	0.2

Settlement Date



Bank of America Private Wealth Management

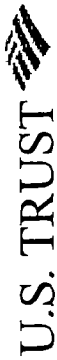
Portfolio Detail

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

June 01, 2010 through June 30, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
1,996,000	DIRECTV CLACOM Ticker: DTV	25490A101 CND	67,704.32 33.920	0.00	64,145.36 32.137		3,558.96	0.00	0.0
3,594,000	DISNEY WALT CO COM DISNEY Ticker: DIS	254687106 CND	113,211.00 31.500	0.00	128,548.66 35.768		-15,337.66	1,257.90	1.1
6,825,000	DOW CHEM CO Ticker: DOW	260543103 MAT	161,889.00 23.720	1,023.75	165,691.83 24.277		-3,802.83	4,095.00	2.5
4,750,000	DUPONT E I DE NEMOURS & CO Ticker: DD	263534109 MAT	164,302.50 34.590	0.00	160,990.32 33.893		3,312.18	7,790.00	4.7
4,808,000	EMC CORP Ticker: EMC	268648102 IFT	87,986.40 18.300	0.00	86,534.67 17.998		1,451.73	0.00	0.0
1,411,000	EOG RES INC Ticker: EOG	26875P101 ENR	138,800.07 98.370	0.00	134,748.47 95.499		4,051.60	874.82	0.6
1,256,000	FEDEX CORP Ticker: FDX	31428X106 IND	88,058.16 70.110	150.72	115,406.99 91.885		-27,348.83	602.88	0.7
1,971,000	GENERAL DYNAMICS CORP Ticker: GD	369550108 IND	115,421.76 58.560	827.82	115,895.22 58.800		-473.46	3,311.28	2.9
13,000,000	GENERAL ELEC CO Ticker: GE	369604103 IND	187,460.00 14.420	1,300.00	126,880.00 9.760		60,580.00	5,200.00	2.8
382,000	GOLDMAN SACHS GROUP INC Ticker: GS	38141G104 FIN	50,145.14 131.270	0.00	58,287.71 152.586		-8,142.57	534.80	1.1
203,000	GOOGLE INC CLACOM Ticker: GOOG	38259P508 IFT	90,324.85 444.950	0.00	93,781.33 461.977		-3,456.48	0.00	0.0
3,800,000	HEINZ H J CO Ticker: HNZ	423074103 CNS	164,236.00 43.220	1,710.00	128,060.00 33.700		36,176.00	6,840.00	4.2
4,380,000	INTEL CORP Ticker: INTC	458140100 IFT	85,191.00 19.450	0.00	84,752.56 19.350		438.44	2,759.40	3.2
2,094,000	J P MORGAN CHASE & CO Ticker: JPM	46625H100 FIN	76,661.34 36.610	0.00	72,532.51 34.638		4,128.83	418.80	0.5
2,310,000	JOHNSON & JOHNSON Ticker: JNJ	478160104 HEA	136,428.60 59.060	0.00	131,894.74 57.097		4,533.86	4,989.60	3.7

Settlement Date



Bank of America Private Wealth Management

Portfolio Detail

June 01, 2010 through June 30, 2010

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
2,700,000	KIMBERLY CLARK CORP Ticker: KMB	494368103 CNS	163,701.00 60.630	1,782.00	163,646.60 60.610	54.40	7,128.00	4.4	
5,400,000	KRAFT FOODS INC CLA COM	50075N104 CNS	151,200.00 28.000	1,566.00	120,208.78 22.261	30,991.22	6,264.00	4.1	
4,100,000	LILLY ELI & CO Ticker: LLY	532457108 HEA	137,350.00 33.500	0.00	127,196.75 31.024	10,153.25	8,036.00	5.9	
2,415,000	MCDONALDS CORP Ticker: MCD	580135101 CND	159,076.05 65.870	0.00	129,081.25 53.450	29,994.80	5,313.00	3.3	
2,047,000	MERCK & CO INC NEW COM	58933Y105 HEA	71,583.59 34.970	777.86	69,779.27 34.089	1,804.32	3,111.44	4.3	
2,050,000	MICROSOFT CORP Ticker: MSFT	594918104 IFT	47,170.50 23.010	0.00	38,660.75 18.859	8,509.75	1,066.00	2.3	
1,264,000	MONSANTO CO NEW COM	61166W101 MAT	58,422.08 46.220	0.00	63,290.51 50.072	-4,868.43	1,339.84	2.3	
2,500,000	NEXTERA ENERGY INC Ticker: NEE	65339F101 UTL	121,900.00 48.760	0.00	117,530.75 47.012	4,369.25	5,000.00	4.1	
1,964,000	NIKE INC CL B	654106103 CND	132,668.20 67.550	530.28	108,483.67 55.236	24,184.53	2,121.12	1.6	
1,214,000	NORFOLK SOUTHERN CORP Ticker: NSC	655844108 IND	64,402.70 53.050	0.00	62,106.72 51.159	2,295.98	1,651.04	2.6	
2,902,000	PHILIP MORRIS INTL INC Ticker: PM	718172109 CNS	133,027.68 45.840	1,683.16	94,947.68 32.718	38,080.00	6,732.64	5.1	
2,030,000	PNC FINL SVCS GROUP INC Ticker: PNC	693475105 FIN	114,695.00 56.500	0.00	121,695.99 59.949	-7,000.99	812.00	0.7	
1,231,000	PPG INDS INC Ticker: PPG	693506107 MAT	74,364.71 60.410	0.00	71,922.53 58.426	2,442.18	2,658.96	3.6	
1,075,000	PRAXAIR INC Ticker: PX	74005P104 MAT	81,689.25 75.990	0.00	75,467.41 70.202	6,221.84	1,935.00	2.4	

Settlement Date



Bank of America Private Wealth Management

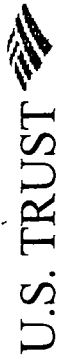
Portfolio Detail

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

June 01, 2010 through June 30, 2010

Units	Description	CUSIP	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Large Cap (cont)									
18,000	PRICELINE COM INC COM NEW Ticker: PCLN	741503403 CND	3,177.72 176,540	0.00	3,959.96 219,998		-782.24	0.00	0.0
4,100,000	SOUTHERN CO Ticker: SO	842587107 UTL	136,448.00 33,280	0.00	115,901.67 28,269		20,546.33	7,462.00	5.5
1,906,000	TJX COS INC NEW Ticker: TJX	872540109 CND	79,956.70 41,950	0.00	86,730.29 45,504		-6,773.59	1,143.60	1.4
1,750,000	TRAVELERS COS INC Ticker: TRV	89417E109 FIN	86,187.50 49,250	0.00	69,371.40 39,641		16,816.10	2,520.00	2.9
2,448,000	UNION PAC CORP Ticker: UNP	907818108 IND	170,160.48 69,510	807.84	134,435.42 54,916		35,725.06	3,231.36	1.9
3,566,000	US BANCORP DEL COM NEW Ticker: USB	902973304 FIN	79,700.10 22,350	178.30	76,240.55 21,380		3,459.55	713.20	0.9
4,300,000	VERIZON COMMUNICATIONS INC Ticker: VZ	92343V104 TEL	120,486.00 28,020	0.00	175,571.27 40,831		-55,085.27	8,170.00	6.8
4,333,000	WELLS FARGO & CO NEW COM Ticker: WFC	949746101 FIN	110,924.80 25,600	0.00	120,920.96 27,907		-9,996.16	866.60	0.8
2,100,000	3M CO Ticker: MMM	88579Y101 IND	165,879.00 78,990	0.00	99,960.00 47,600		65,919.00	4,410.00	2.7
Total U.S. Large Cap			\$6,525,570.73	\$16,509.89	\$5,998,965.89		\$526,604.84	\$161,672.08	2.5%
U.S. Mid Cap									
31,998,671	COLUMBIA ACORN FUND CLASS Z SHARES Ticker: ACRN X	197199409 OEQ	\$763,808.28 23,870	\$0.00	\$789,736.47 24,680		-\$25,928.19	\$2,527.90	0.3%
6,412,070	COLUMBIA MID CAP GROWTH FUND CLASS Z SHARES Ticker: CLSP X	19765P232 OEQ	128,177.28 19,990	0.00	100,000.00 15,596		28,177.28	57.71	0.0
64,936,281	COLUMBIA MID CAP INDEX FUND CLASS Z SHARES Ticker: NMPA X	19765J608 OEQ	590,920.16 9,100	0.00	480,662.45 7,402		110,257.71	6,948.18	1.2

Settlement Date



Bank of America Private Wealth Management

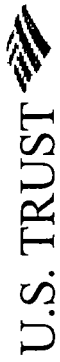
Portfolio Detail

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

June 01, 2010 through June 30, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
U.S. Mid Cap (cont)									
3,540,000	GENUINE PARTS CO Ticker: GPC	372460105 CND	139,653.00 39.450	1,451.40	98,022.60 27.690	41,630.40	5,805.60	4.2	
903,000	NORDSTROM INC Ticker: JWN	655664100 CND	29,067.57 32.190	0.00	33,211.91 36.780	-4,144.34	722.40	2.5	
875,000	STARWOOD HOTELS & RESORTS WORLDWIDE INC COM Ticker: HOT	85590A401 CND	36,251.25 41.430	0.00	17,373.03 19.855	18,878.22	175.00	0.5	
879,000	TIFFANY & CO NEW Ticker: TIF	886547108 CND	33,322.89 37.910	219.75	40,011.88 45.520	-6,688.99	879.00	2.6	
Total U.S. Mid Cap			\$1,721,200.43	\$1,671.15	\$1,559,018.34	\$162,182.09	\$17,115.79	1.0%	
U.S. Small Cap									
25,707,057	COLUMBIA SMALL CAP GROWTH I FUND CLASS Z SHARES Ticker: CMSCX	19765F596 OEQ	\$620,825.43 24.150	\$0.00	\$549,999.99 21.395	\$70,825.44	\$0.00	0.0%	
9,417,526	COLUMBIA SMALL CAP VALUE I FUND CLASS Z SHARES Ticker: CSCZX	19765N567 OEQ	354,098.98 37.600	0.00	300,000.00 31.856	54,098.98	2,034.19	0.6	
Total U.S. Small Cap			\$974,924.41	\$0.00	\$849,999.99	\$124,924.42	\$2,034.19	0.2%	
International Developed									
3,600,000	ASTRAZENECA PLC SPONSORED ADR UNITED KINGDOM Ticker: AZN	046353108 HEA	\$169,668.00 47.130	\$0.00	\$121,752.00 33.820	\$47,916.00	\$8,280.00	4.9%	
2,529,000	BHP BILLITON PLC SPONSORED ADR UNITED KINGDOM Ticker: BBL	05545E209 MAT	130,091.76 51.440	0.00	124,837.38 49.362	5,254.38	4,198.14	3.2	
0.000	BP PLC SPONSORED ADR UNITED KINGDOM Ticker: BP	055622104 ENR	0.00 28.880	2,688.00	0.00	0.00	0.00	0.0	

Settlement Date



Bank of America Private Wealth Management

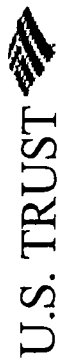
Portfolio Detail

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

June 01, 2010 through June 30, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
International Developed (cont)									
7,434.956	COLUMBIA ACORN INTERNATIONAL FUND CLASS Z SHARES Ticker: ACIN X	197199813 OEQ	238,885.14 32.130	0.00		226,000.64 30.397	12,884.50	4,408.93	1.8
37,594.990	COLUMBIA INTERNATIONAL VALUE FUND CLASS Z SHARES Ticker: EMIE X	19765H586 OEQ	458,658.88 12.200	0.00		625,772.69 16.645	-167,113.81	13,233.44	2.9
2,900.000	DIAGEO PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: DEO	252430205 CNS	181,945.00 62.740	0.00		128,063.12 44.160	53,882.88	6,759.90	3.7
6,572.617	HARBOR INTERNATIONAL FUND INSTL CL Ticker: HAIN X	411511306 OEQ	318,246.12 48.420	0.00		250,000.00 38.037	68,246.12	4,633.69	1.5
2,520.000	HSBC HLDGS PLC SPON ADR NEW UNITED KINGDOM Ticker: HBC	404280406 FIN	114,886.80 45.590	1,008.00		113,389.92 44.996	1,496.88	4,284.00	3.7
8,900.000	NOKIA CORP SPONSORED ADR FINLAND Ticker: NOK	654902204 IFT	72,535.00 8.150	0.00		99,591.00 11.190	-27,056.00	3,123.90	4.3
628.000	POTASH CORP SASK INC CANADA Ticker: POT	73755L107 MAT	54,158.72 86.240	0.00		63,763.13 101.534	-9,604.41	251.20	0.5
20,854.577	THORNBURG INTL VALUE FUND CL I Ticker: TGV I X	885215566 OEQ	486,561.94 23.320	0.00		425,000.00 20.369	61,561.94	4,840.58	1.0
6,200.000	UNILEVER N V NEW YORK SHSADR NETHERLANDS Ticker: UN	904784709 CNS	169,384.00 27.320	0.00		114,464.40 18.462	54,919.60	4,972.40	2.9

Settlement Date



Bank of America Private Wealth Management

Portfolio Detail

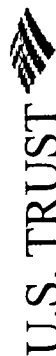
June 01, 2010 through June 30, 2010

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Equities (cont)									
International Developed (cont)									
7,200.000	VODAFONE GROUP PLC SPONSORED ADR NEW UNITED KINGDOM Ticker: VOD	92857W209 TEL	148,824.00 20.670	5,843.68	123,809.75 17.196		25,014.25	8,719.20	5.9
Total International Developed			\$2,543,846.36	\$9,539.68	\$2,416,444.03		\$127,402.33	\$67,705.38	2.7%
Emerging Markets									
1,600.000	ISHARES INC MSCI BRAZIL FREE INDEX FUND Ticker: EWZ	464286400 OEQ	\$98,928.00 61.830	\$0.00	\$101,207.00 63.254		-\$2,279.00	\$4,132.80	4.2%
88,461.483	LAZARD FUNDS INC EMERGING MKTS PORTFOLIO INSTL Ticker: LZEMX	52106N889 OEQ	1,538,345.19 17.390	0.00	1,265,566.71 14.306		272,778.48	41,134.59	2.7
7,000.000	VANGUARD INTL EQUITY INDEX FDS VANGUARD EMERGING MKTS ETF Ticker: VWO	922042858 OEQ	265,930.00 37.990	0.00	268,990.00 38.427		-3,060.00	3,815.00	1.4
Total Emerging Markets			\$1,903,203.19	\$0.00	\$1,635,763.71		\$267,439.48	\$49,082.39	2.6%
Total Equities			\$13,668,745.12	\$27,720.72	\$12,460,191.96		\$1,208,553.16	\$297,609.83	2.2%

* 13,696,465.84

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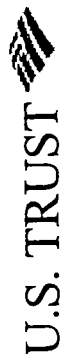
Portfolio Detail

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

June 01, 2010 through June 30, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income									
Investment Grade Taxable (cont)									
150,000.000	CAMPBELL SOUP CO NT DUE 02/21/01 6.750% DUE 02/15/11 Moody's: A2 S&P: A	134429AM1	155,649.00 103.766	3,825.00	164,131.50 109.421	-8,482.50	10,125.00	6.5 0.7	
150,000.000	2011 TARGET CORP NT DUE 01/10/01 6.350% DUE 01/15/11 Moody's: A2 S&P: A+	87612EAC0	154,411.50 102.941	4,392.08	157,204.50 104.803	-2,793.00	9,525.00	6.2 0.9	
150,000.000	BOEING CAP CORP SR NT DUE 03/08/01 6.100% DUE 03/01/11 Moody's: A2 S&P: A	097014AD6	155,031.00 103.354	3,050.00	159,600.00 106.400	-4,569.00	9,150.00	5.9 1.0	
150,000.000	SBC COMMUNICATIONS INC NT DUE 03/19/01 6.250% DUE 03/15/11 Moody's: A2 S&P: A	78387GAD5	155,419.50 103.613	2,760.42	159,550.00 106.367	-4,130.50	9,375.00	6.0 1.1	
150,000.000	METLIFE INC SR NT DUE 11/27/01 6.125% DUE 12/01/11 Moody's: A3 S&P: A-	59156RAC2	158,701.50 105.801	765.62	161,462.00 107.641	-2,760.50	9,187.50	5.8 2.0	
150,000.000	2012 HEWLETT PACKARD CO SR UNSEC GLOBAL NT DUE 02/27/07 5.250% DUE 03/01/12 Moody's: A2 S&P: A	428236AL7	160,504.50 107.003	2,625.00	158,104.50 105.403	2,400.00	7,875.00	4.9 1.0	
150,000.000	MORGAN STANLEY DEAN WITTER & CO NT DUE 04/03/02 6.600% DUE 04/01/12 Moody's: A2 S&P: A	617446HC6	159,186.00 106.124	2,475.00	164,228.00 109.485	-5,042.00	9,900.00	6.2 3.0	
150,000.000	GENERAL ELEC CAP CORP MTN SER A DUE 06/07/02 6.000% DUE 06/15/12 Moody's: AA2 S&P: AA+	36962GYV4	161,418.00 107.612	399.99	161,272.50 107.515	145.50	9,000.00	5.6 2.0	
150,000.000	WELLS FARGO & CO NEW NEW SUB NT DUE 09/05/02 5.125% DUE 09/01/12 Moody's: A2 S&P: A+	949746CL3	159,097.50 106.065	2,562.49	155,270.00 103.513	3,827.50	7,687.50	4.8 2.3	

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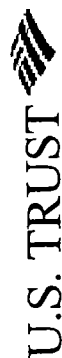
Portfolio Detail

June 01, 2010 through June 30, 2010

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
150,000.000	3M COMPANY MTN	88579EAE5	163,689.00 109.126	2,479.16	158,650.50 105.767		5,038.50	6,562.50	4.0 1.4
	DTD 08/21/08 4.375% DUE 08/15/13 Moody's: AA2 S&P: AA-								
150,000.000	BAKER HUGHES INC UNSECD SR NT	057224AX5	171,357.00 114.238	1,245.83	155,241.00 103.494		16,116.00	9,750.00	5.7 2.1
	DTD 10/28/08 6.500% DUE 11/15/13 Moody's: A2 S&P: A								
150,000.000	2014 CONOCOPHILLIPS NT	20825CAS3	164,964.00 109.976	2,968.75	156,940.50 104.627		8,023.50	7,125.00	4.3 1.9
	DTD 02/03/09 4.750% DUE 02/01/14 Moody's: A1 S&P: A								
150,000.000	CITIGROUP INC GLOBAL SR NT	172967CK5	152,979.00 101.986	1,195.83	149,461.50 99.641		3,517.50	7,687.50	5.0 4.6
	DTD 05/05/04 5.125% DUE 05/05/14 Moody's: A3 S&P: A								
150,000.000	2013 J.P. MORGAN CHASE & CO GLOBAL SUB NT	46625HAT7	161,329.50 107.553	4,288.54	151,241.50 100.828		10,088.00	8,625.00	5.3 2.6
	DTD 11/25/02 5.750% DUE 01/02/13 Moody's: A1 S&P: A								
150,000.000	DU PONT E I DE NEMOURS & CO NT	263534BS7	162,799.50 108.533	3,458.33	150,504.00 100.336		12,295.50	7,500.00	4.6 1.6
	DTD 12/03/07 5.000% DUE 01/15/13 Moody's: A2 S&P: A								
150,000.000	AMERICAN EXPRESS CO NT	025916A02	160,153.50 106.769	3,371.87	148,131.00 98.754		12,022.50	7,312.50	4.6 2.6
	DTD 07/24/03 4.875% DUE 07/15/13 Moody's: A3 S&P: BBB+								
150,000.000	PROCTER & GAMBLE CO NT	742718DA4	168,114.00 112.076	2,805.00	164,190.00 109.460		3,924.00	7,425.00	4.4 1.9
	DTD 08/10/04 4.950% DUE 08/15/14 Moody's: AA3 S&P: AA-								
200,000.000	PRUDENTIAL FINL INC MTN SER B	744320AE5	212,696.00 106.348	2,861.67	201,417.50 100.709		11,278.50	10,200.00	4.8 3.5
	DTD 09/20/04 5.100% DUE 09/20/14 Moody's: BAA2 S&P: A								

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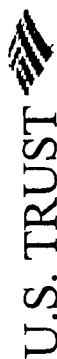
Portfolio Detail

June 01, 2010 through June 30, 2010

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)									
Investment Grade Taxable (cont)									
150,000.000	GOLDMAN SACHS GROUP INC NT DTD 09/29/04 5.000% DUE 10/01/14 Moody's: A1 S&P: A	38143UAW1	155,914.50 103.943	1,874.99	142,587.50 95.058		13,327.00	7,500.00	4.8 3.9
150,000.000	2015 MERCK & CO INC NT DTD 02/17/05 4.750% DUE 03/01/15 Moody's: AA3 S&P: AA-	589331AK3	166,918.50 111.279	2,375.00	155,427.00 103.618		11,491.50	7,125.00	4.3 2.2
150,000.000	2016 ORACLE CORP / OZARK HLDG INC NT DTD 01/13/06 5.250% DUE 01/15/16 Moody's: A2 S&P: A	68402LAC8	170,209.50 113.473	3,631.25	154,264.50 102.843		15,945.00	7,875.00	4.6 2.7
150,000.000	CISCO SYS INC NT DTD 02/22/06 5.500% DUE 02/22/16 Moody's: A1 S&P: A+	17275RAC6	172,798.50 115.199	2,956.25	156,502.50 104.335		16,296.00	8,250.00	4.8 2.6
150,000.000	2019 UNILEVER CAPITAL CORP CO GTD SR NT DTD 02/12/09 4.800% DUE 02/15/19 Moody's: A1 S&P: A+	904764AK3	163,995.00 109.330	2,720.00	158,277.00 105.518		5,718.00	7,200.00	4.4 3.6
150,000.000	CHEVRON CORP SR NT DTD 03/03/09 4.950% DUE 03/03/19 Moody's: AA1 S&P: AA	166751AJ6	164,943.00 109.962	2,433.75	155,821.50 103.881		9,121.50	7,425.00	4.5 3.6
150,000.000	INTERNATIONAL BUSINESS MACHS CORP SR NT DTD 09/14/07 5.700% DUE 09/14/17 Moody's: A1 S&P: A+	459200GJ4	174,342.00 116.228	2,541.24	153,195.00 102.130		21,147.00	8,550.00	4.9 3.2

Settlement Date



Bank of America Private Wealth Management

Portfolio Detail

Account: 30-04-400-0560664 CO TUA HS & IC CAMERON COMBINED

June 01, 2010 through June 30, 2010

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income (cont)								
Investment Grade Taxable (cont)								
150,000.000	MCDONALDS CORP SR UNSEC MTN DTD 10/18/07 5.800% DUE 10/15/17 Moody's: A3 S&P: A	58013MEB6	175,146.00 116.764	1,836.66	151,594.50 101.063	23,551.50	8,700.00	5.0 3.2
150,000.000	COCA-COLA CO NT DTD 11/01/07 5.350% DUE 11/15/17 Moody's: AA3 S&P: A+	191216AK6	171,540.00 114.360	1,025.41	154,891.50 103.261	16,648.50	8,025.00	4.7 3.2
150,000.000	UNITED TECHNOLOGIES CORP NT DTD 12/07/07 5.375% DUE 12/15/17 Moody's: A2 S&P: A	913017BM0	171,936.00 114.624	358.33	164,370.00 109.580	7,566.00	8,062.50	4.7 3.2
150,000.000	WAL-MART STORES INC SR NT DTD 08/24/07 5.800% DUE 02/15/18 Moody's: AA2 S&P: AA	931142CJ0	176,695.50 117.797	3,286.66	166,290.00 110.860	10,405.50	8,700.00	4.9 3.2
150,000.000	HONEYWELL INTL INC SR UNSEC MTN DTD 02/29/08 5.300% DUE 03/01/18 Moody's: A2 S&P: A	438516AX4	171,288.00 114.192	2,650.00	153,177.00 102.118	18,111.00	7,950.00	4.6 3.3
1,199.000	WELLS FARGO & CO NEW PFD DEP SHS SER J Moody's: A3 S&P: A-	949746879	31,042.11 25.890	0.00	22,821.53 19.034	8,220.58	2,398.00	7.7
Global High Yield Taxable								
16,148.265	COLUMBIA HIGH INCOME FUND CLASS Z SHARES	19765H495	\$125,633.50 7.780	\$0.00	\$127,571.29 7.900	-\$1,937.79	\$9,139.92	7.3%

Total Fixed Income #5,129,902.11 #75,220.12 #489,3391.32

#5,205,122.23

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
3 "A" Bereavement Foundation 5330 Griggs Road, Ste. C-104 Box 34 Houston, TX 77021-3756	509(a)(1)	Charitable gift	\$ 2,000
AIDS Foundation of Houston 3202 Wesleyan Houston, TX 77027	509(a)(1)	Charitable gift	5,000
American Festival for the Arts 3311 Richmond Ave., Ste. 350 Houston, TX 77098	509(a)(1)	Charitable gift	3,500
Annunciation Maternity Home 3610 Shell Road Georgetown, TX 78628	509(a)(1)	Charitable gift	14,000
Archdiocese of Galveston Houston 1700 San Jacinto Houston, TX 77002	509(a)(1)	Charitable gift	500
Archdiocese of Galveston Houston 1700 San Jacinto Houston, TX 77002	509(a)(1)	Cathedral Centre	200,000
Archdiocese for the Military Services, U.S.A. P. O. Box 96168 Washington, DC 20077-7168	509(a)(1)	Charitable gift	2,500
Armand Bayou Nature Center P. O. Box 58828 Houston, TX 77258	509(a)(1)	Charitable gift	5,000
Arrow Child & Family Ministries 29290 FM 2920 Road Spring, TX 77388	509(a)(1)	Charitable gift	5,000
Bayou Preservation Association P. O. Box 131563 Houston, TX 77219-1563	509(a)(2)	Charitable gift	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
Big Brothers/Big Sisters of Greater Houston 6637 High Star Drive Houston, TX 77074	509(a)(1)	Charitable gift	5,000
Bluebonnet Youth Ranch 4652 Highway 77A Yoakum, TX 77995	509(a)(1)	Emergency renovations	24,650
Bo's Place 10050 Buffalo Spdwy. Houston, TX 77054	509(a)(1)	Charitable gift	10,000
Boy Scouts of America, Sam Houston Area Council 2225 N. Loop West Houston, TX 77092	509(a)(1)	Charitable gift	2,500
Breath of Life-Children's Center Clinic 21715 Kingsland Blvd., Ste. 103 Katy, TX 77450	509(a)(1)	Charitable gift	10,000
Bridges to Life P. O. Box 19039 Houston, TX 77224-9039	509(a)(1)	Charitable gift	5,000
Camp Aranzazu 5420 FM 1781 Rockport, TX 78382-7622	509(a)(1)	Charitable gift	3,000
Camp Kappe School of Environmental Science 7738 Camp Kappe Plantersville, TX 77363	509(a)(1)	Charitable gift	6,000
Casa de Esperanza Post Office Box 66581 Houston, TX 77266-6581	509(a)(1)	Charitable gift	5,500
Casa Juan Diego P. O. Box 70113 Houston, TX 77270	509(a)(1)	Charitable gift	2,500

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
Cathedral Health Ministries 1117 Texas Avenue Houston, TX 77002	509(a)(1)	Charitable gift	15,000
Catholic Charities, Inc. 2900 Louisiana Houston, TX 77006	509(a)(1)	Charitable gift	7,500
Catholic Relief Charities, Inc. 228 West Lexington St. Baltimore, MD 21201-3443	509(a)(1)	Haiti Relief	50,000
Cenikor Foundation, Inc. 4525 Glenwood Avenue Deer Park, TX 77536	509(a)(1)	Charitable gift	3,000
Challenge Soccer Club 16738 A Steubner Airline Spring, TX 77379	509(a)(2)	Charitable gift	2,500
Charity Guild of Catholic Women 1203 Lovett Boulevard Houston, TX 77006-3857	509(a)(1)	Charitable gift	14,000
Child Advocates 2401 Portsmouth, Suite 210 Houston, TX 77098	509(a)(1)	Charitable gift	8,500
Child Builders 3800 Buffalo Speedway, Suite 310 Houston, TX 77098	509(a)(1)	Charitable gift	10,000
Christian Community Service Center P. O. Box 27924 Houston, TX 77227	509(a)(1)	Charitable gift	5,000
CHRISTUS Foundation for Healthcare P. O. Box 1919 Houston, TX 77251	509(a)(1)	Construction of new San Jose Clinic	200,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
CHRISTUS Foundation for Healthcare P. O. Box 1919 Houston, TX 77251	509(a)(1)	Charitable gift	10,000
CHRISTUS Stehlin Foundation 1315 St. Joseph Parkway, Ste 1818 Houston, TX 77002	509(a)(2)	Charitable gift	3,000
Clayton Dabney Foundation for Kids with Cancer 12335 Kingsride, Suite 347 Houston, TX 77024	509(a)(1)	Charitable gift	5,000
COMPASS 1117 Texas Avenue Houston, TX 77002	509(a)(1)	Charitable gift	5,000
Communities in Schools-Houston 1235 N. Loop West, Suite 300 Houston, TX 77008	509(a)(1)	Charitable gift	5,000
Communities in Schools-Bell Coryell Counties 4520 E. Central Texas Expressway, Ste. 100 Dallas, TX 75204	509(a)(1)	Charitable gift	5,000
Conference of Southwest Foundations 624 North Good-Latimer Expressway, Suite 100 Dallas, TX 75204	509(a)(2)	Grant in lieu of dues	1,750
Council on Alcohol & Drug Abuse-Houston 303 Jackson Hill Houston, TX 77007	509(a)(1)	Charitable gift	3,000
Covenant House 1111 Lovette Boulevard Houston, TX 77006	509(a)(1)	Charitable gift	5,500
Cristo Rey Jesuit College Prep. High School 6700 Mount Caramel Street Houston, TX 77087	509(a)(1)	Charitable gift	80,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
Crosby Sports Association P. O. Box 75 Crosby, TX 77532	509(a)(2)	Charitable gift	1,000
Crossroads School, Inc. 5822 Dolores St. Houston, TX 77057-5602	509(a)(1)	Charitable gift	2,500
Houston Community Health Centers a.k.a. Denver Harbor Clinic 424 Hahlo, Houston, TX 77020	509(a)(1)	Charitable gift	30,000
Depelchin Children's Center 4950 Memorial Drive Houston, TX 77007	509(a)(1)	Charitable gift	10,000
Dominican Sisters 6501 Almeda Houston, TX 77021-2095	509(a)(1)	Charitable gift	20,000
Equestrian Order of the Holy Sepulcher 2121 Sage Road, Suite 230 Houston, TX 77056	509(a)(1)	Charitable gift	2,000
Escape Family Resource Center 3210 Eastside Houston, TX 77098	509(a)(1)	Charitable gift	10,000
Eternal Truth Network, Inc. P. O. Box 1671 Palestine, TX 75802-1671	509(a)(1)	Prison ministry	5,000
Galveston Arts Center 2127 Strand Galveston, TX 77550	509(a)(1)	Charitable gift	5,000
Goodfellows P. O. Box 4260 Houston, TX 77210-4260	509(a)(1)	Charitable gift	1,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
Guadalupe Regional Middle School 1214 Lincoln Street Brownsville, TX 78521	509(a)(1)	Charitable gift	5,000
Harkins House P. O. Box 1113 Humble, TX 77247-1113	509(a)(1)	Charitable gift	4,500
Healthcare for the Homeless P. O. Box 66690 Houston, TX 77266	509(a)(1)	Charitable gift	2,500
Heifer International P. O. Box 6021 Albert Lea, MN 56007-6621	509(a)(1)	Charitable gift	1,000
Hermann Park Conservancy 6201-A Golf Course Drive Houston, TX 77030	509(a)(1)	Charitable gift	6,000
Holy Name Passionist Retreat Center 430 Bunker Hill Road Houston, TX 77024	509(a)(1)	Charitable gift	5,000
Houston Achievement Place 245 W. 17th Street Houston, TX 77008	509(a)(1)	Counseling Services	5,000
Houston Arboretum & Nature Center 4501 Woodway Drive Houston, TX 77024	509(a)(1)	Charitable gift	3,000
Houston Area Immunization Partnership P. O. Box 2709 Cypress, TX 77410	509(a)(1)	Charitable gift	5,000
Houston Friends of Music-Rice University Rice U MS 52, 6100 Main Street Houston TX 77005-1892	509(a)(1)	Charitable gift	2,500

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
Houston Hospice 1905 Holcombe Boulevard Houston, TX 77030	509(a)(1)	Charitable gift	10,000
Incarnate Word Academy-Houston 609 Crawford Houston, TX 77002-3668	509(a)(1)	Charitable gift	15,000
Interfaith Care Partners 701 N. Post Oak Road, Ste 330 Houston, Texas 77024	509(a)(1)	Charitable gift	5,000
La Posada Providencia 1610 Marydale Road San Benito, TX 78586	509(a)(1)	Charitable gift	2,500
LIFE-Houston Local Infant Formula 2002 S. Wayside, Ste. 113 Houston, TX 77023	509(a)(1)	Charitable gift	4,500
Magnificat House, Inc. P. O. Box 25415 Houston, TX 77265	509(a)(1)	Charitable gift	10,000
Majella Society 5090 Richmond Avenue, Suite 512 Houston, TX 77056	509(a)(1)	Charitable gift	10,000
Memorial Assistance Ministries 1625 Blalock Road Houston, TX 77080	509(a)(2)	Charitable gift	3,000
Memorial Hall School 3721 Dacoma Houston, TX 77092	509(a)(1)	Charitable gift	10,000
Memorial Hermann PARC 3043 N. Gessner Houston, TX 77080	509(a)(1)	Payment on \$1MM Pledge	200,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
Memorial Hermann PARC 3043 N. Gessner Houston, TX 77080	509(a)(1)	Charitable gift	4,000
Mental Health America of Greater Houston 2211 Norfolk, Suite 810 Houston, TX 77098	509(a)(1)	Charitable gift	3,500
Neighborhood Recovery Comm. Development Corp. P. O. Box 907 Houston, Texas 77001	509(a)(1)	Charitable gift	10,000
Neuhaus Education Center 44330 Bissonnet Bellaire, TX 77401-3233	509(a)(1)	Charitable gift	5,000
Nixon Home Care, Inc. 3719 Lynnfield Houston, TX 77016	509(a)(2)	Charitable gift	3,000
North Houston Catholic High School 731 Marne Lane Houston, TX 77090-1927	509(a)(1)	Land purchase for school	50,000
Northwest Assistance Ministries 15555 Kuykendahl Road Houston TX 77090-3651	509(a)(1)	Charitable gift	8,500
Open Door Mission P. O. Box 9356 Houston, TX 77261	509(a)(1)	Charitable gift	4,000
Operation Military Embrace, Inc. P. O. Box 149 Hockely, TX 77447-0149	509(a)(1)	Charitable gift	5,000
Palmer Drug Abuse Program 1200 Enclave Parkway, #600 Houston, TX 77077	509(a)(1)	Charitable gift	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
Pearl Fincher Museum of Fine Arts 6815 Cypresswood Drive Spring, TX 77379	509(a)(1)	Charitable gift	1,500
Pregnancy Assistance Center North P. O. Box 7035 The Woodlands, TX 77385-7035	509(a)(1)	Charitable gift	10,000
Pregnancy Resource Center of Fort Bend Cty. 4203 Avenue H, Suite 16 Rosenberg, TX 77471	509(a)(1)	Charitable gift	7,000
Queen of Peace Catholic School 2320 Oakcliff Houston, TX 77023	509(a)(1)	Charitable gift	9,500
Reach Unlimited, Inc. 12777 Jones Road, Suite 103 Houston, TX 77070	509(a)(1)	Charitable gift	5,000
Ronald McDonald House 1907 Holcombe Blvd. Houston, TX 77030	509(a)(1)	Charitable gift	5,000
Rosehill Christian School 19830 FM 2920 Tomball, TX 77377	509(a)(1)	Charitable gift	14,000
Save the Children Federation 54 Wilton Road Westport, CT 06880	509(a)(1)	Charitable gift	1,000
Search Homeless Services 2505 Fannin Houston, TX 77002	509(a)(1)	Charitable gift	5,000
Shalom Mobile Health Ministry 2220 Broadway Houston, TX 77012	509(a)(1)	Charitable gift	5,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
Sheltering Arms Senior Services 3838 Aberdeen Way Houston, TX 77025	509(a)(1)	Charitable gift	5,000
Sisters of the Handmaids of the Holy Child Jesus P. O. Box 740099 Houston, Texas 77274	509(a)(1)	Charitable gift	1,000
SPARK-School Park Program P.O. Box 1562 Houston, TX 77251	509(a)(1)	Charitable gift	2,000
Spaulding for Children 8582 Katy Freeway, Suite 100 Houston, TX 77024	509(a)(1)	Charitable gift	5,000
Special Pals 3830 Greenhouse Road Houston, TX 77084	509(a)(1)	Charitable gift	5,000
St. Agnes Academy 9000 Bellaire Blvd. Houston, TX 77036-4693	509(a)(3)	Charitable gift	60,000
St. Ambrose Catholic School 4231 Mangum Rd. Houston, TX 77092	509(a)(1)	Charitable gift	11,000
St. Anne Catholic Church-Houston 2140 Westheimer Houston, TX 77098	509(a)(1)	RCIA Program	1,000
St. Christopher Catholic School 8134 Park Place Blvd. Houston, TX 77017	509(a)(1)	Charitable gift	7,000
Sts. Cyril & Methodius School P. O. Box 248 Granger, TX 76530-0248	509(a)(1)	Charitable gift	9,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
St. James House 5800 W. Baker Rd. Baytown, TX 77520	509(a)(2)	Charitable gift	5,000
St. Joseph Academy 101 St. Joseph Dr. Brownsville, TX 78520-7308	509(a)(1)	Charitable gift	3,000
St. Joseph Church 320 W. North Street, Box 525 Tonkama, OK 74653	509(a)(1)	Charitable gift	1,000
St. Mary's Seminary-Houston 9845 Memorial Drive Houston, TX 77024	509(a)(1)	Scholarship for Seminarian	25,000
St. Mary's Catholic Church 816 Park Avenue La Porte, TX 77571	509(a)(1)	Capital Campaign	122,500
St. Mary's Catholic Church 816 Park Avenue La Porte, TX 77571	509(a)(1)	Charitable gift	2,500
St. Mary's Catholic Church 816 Park Avenue La Porte, TX 77571	509(a)(1)	Gabriel's Angels	5,000
St. Mary's Catholic Center 603 Church Street College Station, TX 77840	509(a)(1)	Charitable gift	7,500
St. Michael's Catholic School 1833 Sage Road Houston, TX 77056	509(a)(1)	Charitable gift	12,500
St. Pius V Catholic School 812 South Main Pasadena, TX 77506	509(a)(1)	Charitable gift	2,500

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
St. Pius X Catholic High School 811 W. Donovan Houston, TX 77091	509(a)(1)	Charitable gift	5,000
St. Thomas High School 4500 Memorial Drive Houston, TX 77007-7332	509(a)(1)	Scholarship Fund	11,000
St. Thomas High School 4500 Memorial Drive Houston, TX 77007-7332	509(a)(1)	Charitable gift	25,000
St. Thomas Educational Association 1624 Avenue O Huntsville, TX 77340-4418	509(a)(1)	Huntsville Catholic Radio	2,500
Strake Jesuit College Preparatory School 8900 Bellaire Boulevard Houston, TX 77036	509(a)(1)	Greater Glory	75,000
Taping for the Blind 3935 Essex Lane Houston, TX 77027	509(a)(2)	Charitable gift	5,000
Teen and Family Services, Inc. 9337B Katy Freeway, PMB 314 Houston, TX 77024	509(a)(1)	Charitable gift	60,000
Texas Right to Life 6776 Southwest Fwy, Ste 430 Houston, TX 77074	509(a)(1)	Charitable gift	7,000
Theatre Under the Stars 800 Bagby, Suite 200 Houston, TX 77002	509(a)(1)	Charitable gift	3,000
The Arc of Greater Houston 3737 Dacome, Ste. E Houston, TX 77292	509(a)(1)	Charitable gift	2,500

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
The Center for Hearing & Speech 3636 W. Dallas Houston, TX 77019	509(a)(1)	Charitable gift	5,000
The Furniture Bank 6300 Bowling Green Houston, TX 77021	509(a)(1)	Charitable gift	6,500
The Grief Resources Center 25775 Oak Ridge Dr., Suite 150 The Woodlands, TX 77308	509(a)(1)	Charitable gift	2,000
The International Festival at Round Top P. O. Box 89 Round Top, TX 78954-0089	509(a)(1)	Charitable gift	3,500
The Museum of Printing History 1324 West Clay Houston, TX 77019	509(a)(2)	Charitable gift	5,000
The Trust for Public Land 816 Congress Ave., Suite 1680 Austin, TX 78701	509(a)(1)	Charitable gift	8,000
The Wheelhouse, Inc. P. O. Box 146 Deer Park, TX 77536	509(a)(1)	Charitable gift	9,000
The Women's Home 607 Westheimer Houston, TX 77006-3915	509(a)(2)	Charitable gift	5,000
The Women's Resource Ctr of Greater Houston 730 N. Post Oak Road, Suite 204 Houston, TX 77024	509(a)(1)	Charitable gift	2,500
TOMAGWA Health Care Ministries 13414 Medical Complex Drive, Suite 1 Tomball, TX 77375	509(a)(2)	Charitable gift	17,000

Part XV, Line 3a - Grants and Contributions Paid During the Year

Recipient Name and Address	Public Charity Status	Purpose	Amount
Trees for Houston P. O. Box 130096 Houston, TX 77219-0096	509(a)(2)	Charitable gift	1,000
Turning Point Center 1701 Jacquelyn Dr. Houston, TX 77055	509(a)(1)	Charitable gift	2,500
University of St. Thomas 3800 Montrose Blvd. Houston, TX 77006-4696	509(a)(1)	Scholarship program	35,000
University of St. Thomas 3800 Montrose Blvd. Houston, TX 77006-4696	509(a)(1)	\$1.5MM Pledge for Chair	200,000
UT Graduate School of Biomedical Sciences P. O. Box 20334 Houston, TX 77225-0334	509(a)(1)	Research Scholarship Program	15,000
Volunteer Interfaith Caregivers 5001 Bellaire Boulevard Bellaire, TX 77401	509(a)(1)	Charitable gift	2,850
Wellsprings, Inc. Post Office Box 311017 Houston, TX 77231	509(a)(1)	Charitable gift	10,000
Writers In Schools 1523 W. Main Houston, TX 77006	509(a)(1)	Charitable gift	5,000
YMCA of Greater Houston 16725 Longenbaugh Houston, TX 77095	509(a)(2)	Charitable gift	2,000
TOTAL			<u>\$ 2,137,750</u>